



2022 Annual General Meeting

May 24, 2022

Zoom Meeting

AGM – Unapproved MINUTES

Annual General Meeting Package circulated prior to meeting:

- RPNF AGM Agenda, May 24, 2022;
- RPNF Unapproved AGM Minutes, May 12, 2021;
- RPNF President's Report;
- RPNF 2021 Audited Financial Statements, year ending December 31, 2021;
- RPNF Treasurer's Report, year ending December 31, 2021;
- RPNF Proposed By-Law Changes, May 24, 2022

1. The 2022 Annual General Meeting of the Registered Psychiatric Nurses Foundation Inc. was called to order by President Bev Gradidge at 12:01 hrs on May 24, 2022.

In attendance were eleven members of the Board of Directors:

Jennifer Adair;	Shalene Rochon	Marg Synyshyn;	Marycia Kruk;
Bev Gradidge;	Dr. Beverley Hicks	Dana Naismith;	Danah Bellehumeur
Doreen Fey;	Amy Martyniuk	Bonny Wynnobel	

Regrets:

Kim Toews
Mallory Schmitz

Guests: Bonny Wynnobel

Dr. Marlene Fitzsimmons; Uzoma Asagwara, Robyn Cromarty, Sherry Leynes, Marigrace Licerio

2. The minutes of the May 12, 2021 Annual General Meeting were circulated prior to the meeting and reviewed by those present.

MOTION: That the Minutes of the 2021 Annual General Meeting be adopted as circulated.

- Moved by Marg Synyshyn; Seconded by Doreen Fey - carried.

3. The 2022 President's Report to the Annual General Meeting was submitted and circulated for review prior to the meeting by President Bev Gradidge. Bev reviewed highlights from the year.

4. The RPNF Audited Financial Statements for the calendar year 2021 were submitted and circulated for review prior to the meeting. Doreen Fey had submitted and circulated the Treasurer's Report prior to the meeting, and provided an overview to those in attendance.

MOTION: - That the 2021 year-end audited financial statements of the Registered Psychiatric Nurses' Foundation Inc. be accepted.

- Moved by Doreen Fey; seconded by Danah Bellehumeur - carried.

5. Appointment of Auditors

MOTION: That Jenkyns Smith Chartered Professional Accountants LLP be appointed auditor for the 2022 fiscal year.

- Moved by Doreen Fey; Seconded by Beverley Hicks – carried

6. Election of Directors – Bev advised on behalf of the Nominating Committee that Doreen Fey and Kim Toews had submitted their resignations, and that Jennifer Adair, Vice-President, Marg Synyshyn, Amy Martyniuk, Dana Naismith, Mallory Schmitz, Dr. Beverley Hicks, Marycia Kruk, Danah Bellehumeur and Bev Gradidge (President) would remain. Shalene Rochon, CPA, CGA, existing Director was nominated as Treasurer, Robyn Cromarty had been nominated to the board as Secretary, and Ryan Greenham as Director. Nominations were invited from the floor, however there were none.

MOTION: That the slate of RPNF Officers and Directors be elected as outlined, as the 2022-2023 RPNF Board of Directors.

- Moved by Jennifer Adair; Seconded by Marg Synyshyn - carried

Doreen Fey and Kim Toews were thanked for their contributions to the RPNF, and Shalene was welcomed to her new role as Treasurer, as was Robyn Cromarty to her role as Secretary and Ryan Greenham as Director.

7. By-Law change Proposal – President, Bev Gradidge explained the rationale for adding the following clauses to the RPNF By-Laws:

a) 3:01: To make congruent the board's composition statement including "up to 3 public representatives", and in compliance with the Manitoba Corporations Act to explicitly state that the majority of Directors are from Manitoba " . . . the Board of Directors shall be comprised of RPNs and/or former RPNs, **and public representatives as outlined below**. A minimum of 25% of the directors shall be RPNs . . . may also appoint up to 3 public representatives to the board in an effort to ensure that foundation business can be effectively conducted. **The majority of Directors shall reside in Manitoba. . .**"

b) 7:09: In keeping with legal requirement to explicitly outline directions for distribution of foundation assets in the unlikely event that the foundation should cease to exist, add: **7:09 Distribution of Assets upon Dissolution: The properties and assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation on dissolution or otherwise, shall inure to the benefit of any person or any members, director, or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization**

dedicated to non-profit purposes and which has established its tax-exempt status pursuant to the Canada Revenue Agency.

Discussion: B. Hicks asked if the non-profit organization to be paid could have a concern with Mental Health. M. Kruk recommended that the by-law be kept general due to unforeseen circumstances that might arise in the future. Consensus was reached to amend the by-law to indicate that the non-profit organization chosen would align with the Mission and values of the RPNF.

The following amendment was made:

7:09 Distribution of Assets upon Dissolution: *The properties and assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation on dissolution or otherwise, shall inure to the benefit of any person or any members, director, or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to non-profit purposes that aligns with the mission and values of the RPNF, and which has established its tax-exempt status pursuant to the Canada Revenue Agency.*

MOTION: That the changes to the RPNF By-Laws be approved as amended at the meeting.

- Moved by Marycia Kruk; Seconded by Beverley Hicks – carried.

8. Questions were invited from the floor:
9. Meeting adjourned at 12:41 hrs.

Recorder – Jennifer Adair, Vice-President