

# **133rd Annual General Meeting of the**

## **Cambridge Memorial Hospital Volunteer Association**



**Report for the Year Ending March 31<sup>st</sup>, 2024**

**Thursday, June 13, 2024**

**4:00pm**

**Auditorium Room D0-305-307**



**Cambridge Memorial Hospital Volunteer Association  
Annual General Meeting, June 13, 2024**

**4:00 pm Registration and Light Supper**

**4:45 pm Business Meeting**

**AGENDA**

- |  |                                      |
|--|--------------------------------------|
| <b>1. Welcome, Land Declaration, Introductions</b> | <b>Rick DeGraaf</b>                  |
| <b>2. Greetings</b>                                |                                      |
| (a) CMH CEO  | <b>Patrick Gaskin</b>                |
| (b) CMH Board                                      | <b>Nicola Melchers</b>               |
| (c) CMHF Board                                     | <b>Lisa Short</b>                    |
| <b>3. Minutes AGM 2023</b>                         | <b>Elizabeth Jeans</b>               |
| <b>4. Guest Speaker – Dianne McLeod</b>            |                                      |
| Executive Director, Cambridge Food Bank            |                                      |
| Introduction/Thanks                                | <b>Elaine Habicher</b>               |
| <b>5. Finance Director's Report</b>                | <b>Mark Squire</b>                   |
| <b>6. Auditor's Report</b>                         | <b>KPMG</b>                          |
| <b>7. Update Director Reports</b>                  |                                      |
| (a) President                                      | - <b>Rick DeGraaf</b>                |
| (b) Business                                       | - <b>Yvonne Kaine</b>                |
| (c) Patient Services                               | - <b>Carol Jones</b>                 |
| (d) DEI  | - <b>Anam Fazal</b>                  |
| <b>8. Committee Reports</b>                        |                                      |
| (a) Nominations                                    | <b>Rick DeGraaf</b>                  |
| (b) Governance - By-Laws                           | <b>Kathy Walsh</b>                   |
| (c) Fundraising                                    | <b>Heather Smith</b>                 |
| <b>9. Volunteer Services Report</b>                | <b>Beth Jones/<br/>Tracy Moxon</b>   |
| <b>10. Strategic Plan</b>                          | <b>Rick DeGraaf/<br/>Beth Jones</b>  |
| <b>11. Volunteer Recognition</b>                   | <b>Beth Jones/<br/>Tracy Moxon</b>   |
| <b>12. Prizes</b>                                  | <b>Gloria Coppes/<br/>Pat Brunel</b> |
| <b>13. Presentation of CMHVA Board</b>             | <b>Rick DeGraaf</b>                  |
| <b>14. Closing Remarks</b>                         | <b>Rick DeGraaf</b>                  |

**CMH VOLUNTEER ASSOCIATION**  
**DRAFT MINUTES OF THE ANNUAL GENERAL MEETING**

**JUNE 8, 2023 CMH Auditorium D.0-307**

1. **WELCOME AND PRESIDENT'S REPORT** - There being a quorum present, the President, **Kathy Walsh** called the meeting, our 132<sup>nd</sup>, to order at 4:21p.m. Kathy extended her welcome to the attendees and expressed her thanks to the volunteers. Board members and guests. She then recited the Territorial Acknowledgement of our Land.
2. **MINUTES 2022 AGM.** The draft Minutes of the AGM held on June 9, 2022 by Liz Jeans were circulated prior to the meeting and were presented at the meeting by the President as our Secretary was absent with notice. Motion by Heather Smith that the minutes be accepted as presented, seconded by Carol Jones and carried unanimously.
3. **GREETINGS**
  - (a) **Stephanie Pearsall – acting CEO.** Kathy welcomed Stephanie in place of our CEO Patrick Gaskin. Patrick sends his regrets as he is on vacation. Stephanie brought greetings from him and the Hospital administration and expressed her appreciation that the volunteers are back on site after a long COVID driven absence. She indicated how much the volunteers were missed during that period, not only by the staff but also frequently our patients commented on the absence of the volunteers! Stephanie shared some key highlights in developments at the hospital: the cooperation agreement with private clinics to reduce the 5000 person backlog of cataract surgeries (it's down to 500 now); Ember our special service dog, the new endoscopic ultrasound diagnostic procedures now being used at the hospital, the successes of our innovation fund, our critical and response team monitoring, and our current major drive for a new MRI (5M\$). After her sharing, Stephanie responded to questions from the floor – in particular a question about the costing for patients especially if they go to the private clinics for cataract surgery. She reassured us that it would be no different, all would be paid for by OHIP. She indicated that the present private health care oversight agreement with CMH agreement is valid until March 2024.

There being no further questions, Kathy thanked Stephanie for her presentation.
  - (b) **CMH Foundation** – Lisa Short, Executive Director. Lisa brought greetings from the CMH Foundation. She expressed her gratitude for the working together of the Hospital, Foundation and the Volunteer Association. She highlighted that the Foundation continues to raise funds for equipment. She asked the audience if we knew what the current drive is for... and people responded to her query: the new MRI. It has a goal of \$5M and about half is raised. The foundation also has an ongoing annual goal of raising \$5M for the hospital. She responded to a few questions from the floor. Kathy thanked her for her report and update.
4. **GUEST SPEAKER** – Our guest speaker, Doug Wilson, was introduced by Rick. Doug is one of the founders and a shareholder of the Cambridge Butterfly Conservatory and he was also the founding director of the Waterloo Region Tourism Marketing Corporation. Doug shared humorous vignettes, interesting asides and some tall tales about his experiences during his week long trek on the G2G (Guelph to Goderich rail trail) with his wife Lynda in 2014. He said it was one of the

hottest weeks of the year! We were able to laugh along with him. Rick thanked him for his sharing and offered him an honorarium which he gave back to us.

5. **FINANCE DIRECTOR'S REPORT.** Mark highlighted a few things from his report and indicated that we are presenting a deficit budget as we continue to recover from our reduced revenue due to the COVID restrictions. He indicated that we are in a better position now and that he and the Business Director will be meeting with our CEO Patrick later this month regarding expanded hours of operation for the Gift Shop and for Tim Hortons. Mark responded to a few questions on the floor, after which he introduced Kim Haley from KPMG to present the Auditor's report.
6. **AUDITOR'S REPORT – Kim Haley, KPMG.** Kim presented the auditor's report – copies were available at each table. Kim pointed out that the report is clear and drew our attention to our current financial position, balance sheet/income and expense position. A few questions were raised from the floor especially concerns about our deficit budget. She expressed confidence in the efforts of the Board to rectify the situation. After the discussion, Heather Smith moved that the audited financial statements be accepted as presented, seconded by Janet Sims-Baldwin, and carried unanimously.
7. **UPDATE REPORTS**
  - A. **President-** Kathy referred her report in the package and invited any further questions. She expressed her appreciation for all the staff and volunteers as she wraps up her term of presidency and looks forward to continue volunteering but in a less demanding role either in the gift shop or as a resource person to the board. She indicated that it was time to maybe be a little bit more 'irresponsible'?
  - B. **Vice President** – Rick highlighted a few points from his report. He pointed out that he had just completed his first year as VP and appreciated getting to know and working with the staff and the board members. He likes being a part of a team that works well together to achieve results. He also appreciated moments to encourage volunteers, staff and even patients, not only as a volunteer on the Spiritual support team but also while participating in community events, i.e. masquerading as Obe Wan Kenobi on 'May the 4th be with you'. Rick then continued with the nominations team report (see item 8a).
  - C. **Business** – Yvonne's report was circulated prior to the AGM and included in the Booklet. In addition to what was presented on our operations, Yvonne indicated that the Business Committee held one-on-one meetings with each of our revenue businesses to review operations and discuss goals for this fiscal year. As well the vendor program will be started up again. She closed by thanking all the staff and volunteers involved in our business enterprises and thanked the members of the Board, Volunteer Services, Hospital Administration, and the Foundation for their ongoing support.
  - D. **Patient Services** – Carol's report was circulated prior to the AGM. She asked if there were any questions. She indicated that Nonie McQuaid is retiring from the Patient Services Committee – she acknowledges and thanks Nonie for her many years of service.

## 8. COMMITTEE REPORTS

**a. Nominations:** Rick DeGraaf reporting. Rick indicated that our recruitment drive for new Directors this spring only yielded two applicants. Of those the nominations team recommended that Anam Fazal be invited to join the Board. Rick introduced Anam to the body. She will be part of the full board recommendation later when Kathy introduces the new Board to the assembly. As we were not able to recruit a sufficient number of suitable candidates to fill current vacancies on our board, the nominations committee made the following recommendations:

1. To extend the term of office of our present Business Director, Yvonne Kaine, until a suitable candidate can be recruited.
2. To establish an ex-officio resource provision so that the outgoing President can provide advice, support and corporate memory to facilitate the transition to a new Board and President (1 year advisory role).
3. With the official retirement of Elaine Habicher as the CMH Board designate, the nominations team recommends that Elaine, who is willing to stay on the board, be invited to fill our vacant Board member-at-large position.

**b. Governance** – Janet Simms-Baldwin reporting. Janet shared some highlights from her report. In the past 3 years the committee has almost completely reviewed and updated.

**c. Fundraising** – Heather Smith reporting. Heather said she has some exciting news from our Bingo fundraiser. She invited our acting CEO Stephanie Pearsall to the front. She presented Stephanie with a cheque for \$40,000 for the Hospital – all proceeds from our OLC Bingo nights fund raiser. We are all encouraged and grateful to make this contribution as the CHMVA and we are invited to volunteer as needed.

9. **Volunteer Services Report – Linda Rodrigues/Tracy Moxon.** Beyond what Linda and Tracy submitted in their report, Linda expressed sincere thanks and appreciation for the volunteers. On each table were small displays which were expression of thanks from staff and patients for the good work of our volunteers. Tracy shared a brief video presentation sharing various scenes featuring volunteers and events and she finished off with a tribute collage of photos featuring Kathy and Yvonne, our officially retiring Directors.

10. **Volunteer Recognition – Linda Rodrigues/Tracy Moxon** – Awards were directly presented to those who were present at the meeting. Those not present will receive theirs by mail or directly at the office. All award recipients are listed in their report as part of the package sent beforehand.

**Service pins:** 21 – 1 year, 9 – 5 years, 8 – 10 years, and 4 – 15 years pins were awarded. In addition, Gloria Coppes was recognized for 30 years of service and Joan Linton for 20 years of service.

**Certificates of Appreciation:** 24 were awarded.

**Certificates of Merit:** 2 awards. *With greater than 15 years of CMHVA service, the following volunteers are being recognized for their outstanding contributions to the growth and goals of the Volunteer Association:* 2 awards: Gloria Coppes and Heather Smith

**Life Membership** – Our retiring President was recognized with a Life Membership Certificate.

11. **Prizes** - Gloria Coppes and Pat Brunel: names were drawn randomly, and prizes were distributed to the winners.

12. **Presentation of the Board and Closing Remarks**

Kathy thanked everyone for their participation in the meeting and shared her gratitude for being able to serve as Director for so many years. She thanked the staff and the board for their good work and indicated that she is happy to be relieved of the responsibility of being President yet is happy to continue to serve on as an advisor to the Board (without responsibility) and as well volunteer at the gift shop. She then presented the new incoming board, in alphabetical order, indicating that Mark and Liz were away at this time:

Rick DeGraaf  
Anam Fazal  
Elaine Habicher  
Elizabeth Jeans  
Carol Jones  
Yvonne Kaine  
Mark Squire  
Kathleen Walsh

The audience shared a round of applause to welcome and encourage the new board!

Rick shared words of thanks for Kathy's leadership in the past and in today's meeting. Kathy shared a word of thanks to Yvonne as well.

The meeting was adjourned at 6:45 p.m.

## **FINANCE DIRECTOR'S REPORT**

Fiscal Year: April 1, 2023 – March 31, 2024 (pre-audit)

It is with pleasure that I provide the CMHVA membership with the year-end financial report (pre-audit)

Overall financial results, while a loss was reported, were significantly better than we budgeted for and better than the prior year. While the board would have liked to communicate a positive outcome to the year, they do acknowledge the significant work and commitment that each of the business lines did throughout this year to returning the CMHVA to a profitable position.

### **Tim Hortons**

Total Revenue for the current fiscal year was \$949,615 which is up 39.8% YOY and exceeded our budget by 36.73% or \$255,103.

### **Gift Shop**

Total Revenue for the current fiscal year is \$163,719 which is up \$30,394 better than the year prior or 22.8% YOY improvement. The budget for this year was \$134,496, so our budget was exceeded by 21.7%.

### **Recovery Room Thrift Store**

Total Revenue for the year was \$86,179 against a budget of \$98,580 so was down \$12,401; however, against last year we are only down slightly by \$947.

The reason the Recovery Room did not perform overall were based on two factors:

- We projected more aggressive sales for them given the economic conditions.
- The store was closed for 2 weeks in the summer, which had not been taken into consideration when the budget was drafted.

During the fiscal year, a board decision was approved, in complete collaboration with the CMH Foundation, to relieve us from our existing pledge of \$1,500,000. Monies owed to the CMH for capital expansion will be repaid once the CMHVA financial health returns, which is anticipated in the upcoming fiscal year.

The CMHVA total net revenue was \$103,006 less expenses and direct flow through of the OLG Bingo proceeds resulted in a net loss for the fiscal year of \$9,367 compared to the previous year of \$96,278 and a budgeted loss of \$117,693.

The Finance Committee and the Board of Directors have approved the 2024-2025 budget and remain optimistic on the continued improvement of the financial health of the CMHVA.

Respectfully submitted

W. Mark Squire  
CMHVA Finance Director

# CMHVA ANNUAL GENERAL MEETING

JUNE 13, 2024, 4 PM

## PRESIDENT'S REPORT

Welcome!

Today marks the completion of my first year as your President. It has been a good year and I've really come to respect and appreciate my board colleagues along with Beth, Tracy and Gloria, our Tim Horton's workers and especially every volunteer that I've had the privilege of meeting and connecting with as I make my rounds at CMH.

I'm thankful for our Board:

**Liz Jeans, Secretary** as she continues to keep us organized with comprehensive records and documents for our Association.

**Mark Squire, Finance Director** for his continued effort to get us on a better footing financially – his advice and his collaboration with our business director has helped us manage our finances while expanding the hours of our businesses. He is presenting a 2024-25 draft balanced budget as we continue to recover from our losses during the COVID period.

**Carol Jones, Patient Services Director** for her dedication and commitment to keep us connected with the volunteer services team, encourage as we continue to train our volunteers to be effective and well placed in order to facilitate our vision and mission in the key area of patient services.

**Yvonne Kaine, Business Director**, who graciously stayed on for an extra year – extending her term of office. She continues to manage our businesses well especially as we continue to expand our hours for the Gift Shop and Tim Hortons.

**Elaine Habicher, Director at Large**, continues to contribute her wealth of experience and long term perspective to Board decision and planning. Thanks for taking on special assignments from time to time, especially in lieu of a Vice President.

**Aman Fazal, Diversity, Equity and Inclusion Director**, who joined us last year and will soon be leaving the Board as she completes her medical exams and engages into full time employment. We appreciate her helpful perspectives to help us continue to be inclusive of all people in our planning and services for both volunteers and businesses in our CMH community.

**Lynn Woeller, CMH Board Designate**. She joined the CMHVA board this past November and has been appreciated for her dedication, experience and timely insights and helps us coordinate well with the CMH Board. She has been informative and helpful in so many ways – especially for her work with in the review of our Bylaw and her involvement in the Strategic Planning process.

**Kathy Welsh, Past President/Advisor** has been a continued and welcome presence as a resource person to the Board. She has been a willing help and advisor especially to myself but also in committee work – especially as she took on the task of chairing the Governance Committee for the work of updating our Bylaw so that we will be in compliance with the new regulations for organizations such as ours. Thank you to CMH for providing the services of their legal counsel.



It is my hope that you will get a good insight as to the accomplishments of the Association this past year as you hear the reports from the various Directors.

In addition to these reports we will be presenting:

- A new 2024-2028 Strategic Plan. We are grateful for the professional and patient facilitation work by our CMH Manager of Volunteer Services Beth Jones – she took on the challenge and we are grateful for the outcome that we accomplished together with the full Board and with input from the Volunteer member community. Thank you for participating in our surveys.
- An Updated By-Law for our Association
- The 2024-25 Draft budget.
- A new Nominee to the Board

***Thanks also to:***

Our Business Managers ***Tammy Devereaux, Sue Brown, and Linda Blackmore*** for your dedicated work.

***Gloria Coppes, our Office Manager***, for your quiet and steadfast work almost unseen on our behalf.

***Heather Smith*** for ongoing work in fundraising with The Cambridge Bingo Centre.

We appreciate the collaboration with the CMH staff (***Patrick Gaskin***) and the CMHF staff (***Lisa Short***). We appreciate the continued support of ***Beth Jones and Tracy Moxon***. They inspire us with their enthusiasm and never-ending support of our Association.

It has been a good and busy year and I look forward to continue to work with and for you. We especially appreciate you, our volunteers! We value and support your ongoing efforts as we work together to accomplish our mission:

***“To enrich and support the CMH experience through our exceptional volunteers and businesses.”***

Thank you so much!

Respectfully submitted,

**Rick DeGraaf**

**PRESIDENT, CMHVA**

# CMHVA Annual General Meeting

June 13, 2024

## Business Director's Report

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Our revenue businesses – Tim Hortons, CMH Gift Shop, and The Recovery Room Thrift Shop – have experienced steady growth, almost returning to pre-COVID sales levels. This is due in large part to our volunteers and business unit staff who remain dedicated and determined to grow our sales, and increase customer traffic. We are so grateful for all of their contributions and commitment!

**Tim Hortons** – Fiscal Year-end (FYE) sales numbers have increased by \$270,000 over FYE 2023. Our dedicated TH Team continue to operate an exceptionally efficient store, delivering quality customer service to all who stop by. We extended business hours to better meet the needs of our customers, and this has contributed to our positive results. Managing the fixed expenses associated with franchise operations continues to be a challenge. We had another successful Camp Day in July, with coffee sales of \$691 going to Tim Hortons Foundation Camps to send underprivileged children to summer Camp. During Smile Cookie Week in November, our Tim Hortons was able to make a donation of \$870 to the CMH Foundation, their chosen charity. The new MerryChef oven was installed in February, offering the franchise additional options for menu items. Our amazing Tim Hortons Team, led by Manager Tammy Devereaux, continue to strive for excellence in customer service and product quality... THANK YOU all!

**The CMH Gift Shop** ended the fiscal year \$20,000 over budget. FYE sales are up 42% over FYE 2023 levels. Inventory levels have improved substantially, \$10,000 lower than FYE 2023. Frequent Sales throughout the year helped to reduce dated inventory, making room for new on-trend items to be added. The Shop Committee attended the Gift Shows in August 2023 and January 2024 to purchase new merchandise. We continue to introduce and support more local/Canadian brands, and that has been well received. Our customers continue to compliment us on the quality and uniqueness of our merchandise and the overall shopping environment. Kudos to our Gift Shop Manager Linda Blackmore, the Shop Committee, and the hard-working team of Shop Volunteers. THANK YOU all for delivering such excellent and helpful service to all our customers!

**The Recovery Room** thrift shop continues to deliver consistent sales numbers. FYE numbers are on par with FYE 2023. Donations of gently used clothing, accessories, home décor items, and small household appliances continue to be strong thanks to our generous community. We often receive donated items that are brand new with the original store tags still on them, offering our customers huge savings on quality clothing. Our partnership with the National Diabetes Trust generates extra revenue from a wide range of items that are not 'sellable' but are still able to contribute to our monthly sales numbers. For those items, we are paid a small amount by weight...almost \$1,000 for the 2023-2024 fiscal year. THANK YOU to Recovery Room Manager Susan Brown and her team of dedicated volunteers for continuing to offer their customers great bargains on thrift shop merchandise. You are all AMAZING!

### Fundraising Initiatives

The 2023 **Angels of Caring** campaign was very successful once again, generating revenues of \$6,623 from the sale of 884 Angels. Once again, we returned to the Cambridge Centre mall in December for a day at the Community Kiosk to promote the CMHVA, volunteering opportunities, and our Angels of Caring Campaign. Thank you to those Board Members who volunteered for sales shifts.

Our **Vendor Program** re-launched in September of 2023, and while it was a slow start with very few vendors, the program finished strong and bookings continue through the Summer of 2024. At FYE, this program had generated \$2,075. A big THANK YOU to our CMHVA Administrator Gloria Coppes for all her assistance with this project.

***Thank You to all Volunteers and CMH Staff for your continued support of our revenue businesses!***

Respectfully submitted,

Yvonne Kaine – CMHVA Business Director

## PATIENT SERVICES REPORT FOR JUNE 2024 AGM

I have just finished my second year on the CMHVA Board, and look forward to working with the Board and each of you, in the coming year.

The Patient Services Committee works toward providing exceptional patient and volunteer experiences at CMH. Our committee is small, consisting of three active members, Tracy Moxon, Aliza Nazir (Ambassador and University of Guelph student) and myself.

One of the many things that Tracy Moxon, Volunteer Coordinator, does is to keep track of our volunteer numbers. These dropped off significantly during Covid but we are pleased to say that the numbers have significantly increased over the past 2 years as we recuperate from the pandemic. To inform the public of volunteer opportunities at CMH we attend both the Spotlight on Seniors, held in May at the Newfoundland Club and the 50+ Fair at the Hespeler Arena in the Fall.

As well as recruiting volunteers, the Committee focuses on Volunteer education. Informed volunteers are able to do their jobs better and feel more competent in their role.

After the hospital fire last fall, it became apparent that there were some gaps in the knowledge of Fire Procedures and Emergency Codes. Mini education sessions were held, 1:1, with over 25% of the volunteers participating. For those who did not get the 1:1 education, written information was published in E-cast. This also served to reinforce the face to face sessions.

The committee is preparing the next topic. Stay tuned!

As a committee, we instituted *Community Corner: Hobbies, Interests and Talents* for E-Cast.

Our first interview was with our very own Aliza, who told us about her interest in Henna.

Hopefully, before you hear our volunteer, Fred Hodgson, playing his hand pans at the AGM, you will read about his talent in the E-Cast. If you have a hobby, interest or talent that you would be willing to share, please let Tracy know.

We welcome new members to our Committee. If you would like to take the next step in volunteering, enjoy working with your fellow volunteers and meeting new people we would welcome you to join us! Contact me at 519-658-4394 or [scj30494@gmail.com](mailto:scj30494@gmail.com).

Respectfully submitted,

Carol Jones

Patient Services Director

## NOMINATION COMMITTEE REPORT AGM JUNE 13, 2024

### COMMITTEE MEMBERS:

Rick DeGraaf (Chair)  
Mark Squire (Finance Director)  
Yvonne Kaine, (Business Director)  
Lynn Woeller (CMH Board Designate)  
Kathleen Walsh, (Past President/Advisor)  
Anam Fazal (Board Diversity and Inclusion Director)

The Nomination Committee of the CMHVA called for applications for positions by email to our members on our email list, by e-cast (several notices) and social media outlets via Stephan's office (CMH). Given the lack of success with advertising in the newspaper in the past, we decided to use media only. We also noted that our Website needs updating.

There were a number of requests for information that we received and we responded by email to them; however, only one candidate submitted a resume. He was interviewed April 16. The committee was very satisfied with the interview and recommended that Mr. Drew Black be nominated for election to the Board.

## **Governance Report**

**AGM June 13, 2024**

Greetings all.

The members of the Governance Committee have been very busy reviewing and amending our present By-law #3. Upon consultation with Patrick Gaskin CEO and President and lawyer Lydia Wakulowski ,a plan of effect was put into place.

Of the reasons why the need for change, two come to the fore:

- 1 Increasing the director's term from two years 2-3 years which makes a complete nine years after three terms. This will help alleviate the problem we have with recruiting new board members.
- 2
- 3 ONCA provides Ontario not-for-profit corporations including charitable corporations, with a modern framework to meet the needs of today's not-for-profit sector. It comes into effect October 2024. At that time, our Corporate By-Laws must be In Sync with the ONCA law. Please review. A motion to accept the Corporate By-Law 2024 will be made at the AGM.

Regarding policies and procedures: It was decided that we would review all the policies and procedures with a deadline date of June 2025. Input from the board will be sought. Throughout the process. we will gather information about the number of policies and procedures and make up a schedule.

Cheers. Thanks for your input. Most appreciated.

Kathy Walsh Chair and Past-President

Committee members

Rick DeGraaf President

Elaine Habicher Director-at-large

Anan Fazal DEI Director

Beth Jones Volunteer Services Manager

Lynn Woeller CMH Board Designate

**Cambridge Memorial Hospital Volunteer Association  
Corporate By-Law**

A by-law relating generally to the conduct of the activities and affairs of the Corporation

**BE IT ENACTED** as a by-law of the Corporation as follows:

**Article 1  
Interpretation**

**1.1 Definitions**

In this by-law and in all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for profit Corporations Act, 2010* (Ontario);
- (b) “**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “business day” means a day other than a Saturday or a holiday;
- (e) “**CMH Board Representative**” means the individual designated as such by the board of directors of the Cambridge Memorial Hospital;
- (f) “**Corporation**” means Cambridge Memorial Hospital Volunteer Association;
- (g) “**day**”, unless otherwise specified as a business day, means a clear calendar day;
- (h) “**Director**” means an individual elected or appointed to the Board;
- (i) “*ex-officio*” means membership “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (j) “**Members**” means the members of the Corporation as described in Article 2;
- (k) “**Officers**” means the individuals who hold the offices enumerated in Article 9;
- (l) “**ordinary resolution**” means a resolution that: (i) is submitted to a Members’ meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast; or (ii) is consented to by each Member entitled to vote at a Members’ meeting;
- (m) “**Policy**” means a policy adopted by the Board in accordance with section 12.2; and
- (n) “**Special Business**” means all business transacted at a special Members’ meeting and all business transacted at an annual Members’ meeting except for the following:
  - (i) consideration of the financial statements;
  - (ii) consideration of the audit report, if any;
  - (iii) election of directors; and
  - (iv) reappointment of the incumbent auditor;

- (o) “**special resolution**” means a resolution that: (a) is submitted to a special Members’ meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or (b) consented to by each Member entitled to vote at a Members’ meeting; and
- (p) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks.

## **1.2 Interpretation**

In this by-law and in all other by-laws of the Corporation, unless the context otherwise requires, all terms contained in this by-law that are defined in the Act shall have the meanings given to the terms in the Act; words importing the singular shall include the plural and *vice versa*; and headings are used for convenience of reference and do not affect the interpretation of the by-law. Any reference to a statute in this by-law includes, where the context requires, the regulations made under it, all as amended or replaced from time to time.

## **1.3 Repeal and Replacement of By-laws**

All previous corporate by-laws of the Corporation are repealed and replaced with this by-law.

# **Article 2**

## **Membership in the Corporation**

### **2.1 Members**

- (a) The Corporation shall have one class of Members. All Members shall have the right to receive notice of, attend, participate, and vote at all Members’ meetings.
- (b) The Members shall consist of:
  - (i) the Directors from time to time, who shall be *ex-officio* Members for so long as they serve as Directors;
  - (ii) the volunteers of the Corporation;
  - (iii) Cambridge Memorial Hospital;
  - (iv) Cambridge Memorial Hospital Foundation; and
  - (v) such other individuals who are admitted to the membership by the Board, whose term shall be for a maximum of one year or less, as determined by the Board, and whose membership is non-transferable.

### **2.2 Fees**

No fees shall be payable by the Members.

### **2.3 Termination of Membership**

- (a) The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:
  - (i) the Member dies, resigns, or the Member’s term of membership expires;



- (ii) the Member's membership is otherwise expelled or terminated in accordance with the Articles or this By-law;
  - (iii) the Corporation is liquidated or dissolved under the Act.
- (b) The membership of any Director shall not be terminated unless the office of such Director has been vacated pursuant this By-law.

## **2.4 Member Resignation**

A Member may resign as a Member by delivering a written resignation to the Secretary of the Corporation, in which case the resignation shall be effective from the date specified in the resignation.

## **2.5 Member Discipline or Expulsion**

- (a) The Board shall have the power to discipline or expel a Member, by resolution passed by at least two-thirds of the Directors present at a Board meeting at which such matter is considered, in the following circumstances:
  - (i) the Member violates any provision of the Articles, By-law, or Policies; or
  - (ii) the Member is carrying out any conduct that may be detrimental to the Corporation, as determined by the Board in its sole discretion; or
  - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.
- (b) All disciplinary action or expulsion of a Member shall be done in good faith and in a fair and reasonable manner.
- (c) If a disciplinary or expulsion action is taken against a Member, the Member shall be given at least 15 days' notice of said disciplinary action or expulsion, with reasons; and be given an opportunity to be heard by the Board, orally or in writing, not less than five days before the disciplinary action or expulsion becomes effective.
- (d) The provisions of this section are in addition to any Policies adopted by the Board from time to time.
- (e) If disciplinary action is to be taken, the Board should consider seeking legal advice.

## **Article 3 Members' Meetings**

### **3.1 Location**

Members' in-person meetings shall be held at the registered office of the Corporation or at any place in Ontario as the Board may determine.

### **3.2 Annual Meetings**

The annual Members' meeting shall be held not later than 15 months after the last annual meeting.

### **3.3 Calling Meetings**

- (a) The Board, the President, or Vice-President shall have the power to call, at any time, a Members' meeting.

- (b) If the Board, President, Vice-President, or Members call a Members' meeting, the Board or President may determine that the meeting be held entirely by telephonic or electronic means or by any combination of in-person attendance and telephonic or electronic means that enables all persons entitled to attend the meeting to reasonably participate.

### **3.4 Quorum**

Twenty-five Members shall constitute a quorum at any Members' meeting. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **3.5 Notice**

- (a) Notice of Members' meetings shall be given by sending it to each Member and to the auditor by one of the methods set out in section 13.1 addressed to the person at their latest addresses as shown on the Corporation's records not less than ten days and not more than 50 days before the meeting.
- (b) Not less than five business days before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this by-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.
- (c) Notice of a Members' meeting at which Special Business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any resolution to be submitted to the meeting.

### **3.6 Votes**

- (a) Each Member in attendance at a Members' meeting in person or by proxy shall be entitled to one vote on each matter.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast, unless otherwise specifically provided by the Act or this by-law.
- (c) If there is a tie vote at a Members' meeting, the chair of the meeting shall not have a second vote to break the tie.
- (d) Subject to the Articles, voting at a Members' meeting shall be by show of hands unless a Member demands a ballot. For clarity, in either case such vote may be conducted by telephonic or electronic means or by a combination of telephonic and electronic means and voting in person, if the Corporation makes these means available.
- (e) A Member may demand a ballot either before or after any vote. A Member may withdraw a demand for a ballot.
- (f) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### **3.7 Proxies**

Votes at Members' meetings may be given either personally or by proxy. A person appointed by proxy must be a Member. A proxy may be in the following form:

The undersigned Member of the Cambridge Memorial Hospital Volunteer Association appoints \_\_\_\_\_ of \_\_\_\_\_ or failing the person appointed above, \_\_\_\_\_ of \_\_\_\_\_ as the proxy of the undersigned to attend and act at the \_\_\_\_\_ meeting of the Members of the Corporation to be held on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

### **3.8 Chair of the Meeting**

The chair of a Members' meeting shall be:

- (a) the President; or
- (b) the Vice-President, if the President is absent, unable, or unwilling to act; or
- (c) a chair, who is a Director, elected by the Members present if the President and Vice-President are absent, unable, or unwilling to act. The Secretary shall preside at the election of the chair of the meeting but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

### **3.9 Adjourned Meetings of Members**

- (a) If within one-half hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.
- (b) If a Members' meeting is adjourned by one or more adjournments for an aggregate of fewer than 30 days, no notice of the meeting that continues the adjourned meeting is required if all of the following are announced at the time of the adjournment:
  - (i) the time of the continued meeting;
  - (ii) if applicable, the place of the continued meeting; and
  - (iii) if applicable, instructions for attending and participating in the continued meeting by telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

- (c) If a Members' meeting is adjourned by one or more adjournments for an aggregate of 30 or more days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 13.1.

### **3.10 Written Resolution in Lieu of Meeting**

Except as provided in the Act, a resolution signed by all of the Members is as valid as if it had been passed at a Members' meeting.

### **3.11 Telephonic or Electronic Members' Meetings**

A Members' meeting may be held entirely by telephonic or electronic means or by any combination of in-person attendance and telephonic or electronic means provided such means enables all persons entitled to attend the

Members' meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a Members' meeting is deemed to be present in person at the meeting.

## **Article 4 Board**

### **4.1 Composition of Board**

Subject to the Articles, the Board shall consist of:

- (a) eight Directors, who satisfy the criteria set out in section 4.3 and who are elected by the Members in accordance with section 4.8 or appointed in accordance with section 4.10; and
- (b) the CMH Board Representative, as an *ex-officio* Director.

The number of Directors to be elected at the annual Members' meeting shall be the number determined by the Board from time to time.

### **4.2 Duties and Responsibilities**

The Board shall govern and oversee the management of the activities and affairs of the Corporation and may exercise all other powers and do all other acts and things as the Corporation is, by its Articles or otherwise, authorized to exercise and do.

### **4.3 Qualifications of Directors**

- (a) No individual shall be qualified for election or appointment as a Director if the individual:
  - (i) is under 18 years old;
  - (ii) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
  - (iii) has been found to be incapable by any court in Canada or elsewhere;
  - (iv) has the status of a bankrupt;
  - (v) is an "ineligible individual" as defined in the *Income Tax Act* (Canada) or any regulations made under it;
  - (vi) is a current employee of the Corporation, Cambridge Memorial Hospital, or Cambridge Memorial Hospital Foundation, unless the Board otherwise determines;
  - (vii) is a current professional staff member of Cambridge Memorial Hospital, unless the Board otherwise determines;
  - (viii) is a current director of Cambridge Memorial Hospital Foundation, unless the Board otherwise determines; or
  - (ix) except as provided in section 4.1(b), is a current director of Cambridge Memorial Hospital, unless the Board otherwise determines.
- (b) The Board's decision as to whether or not a candidate is qualified to stand for election shall be final.

#### **4.4 Director's Consent to Act**

An individual elected or appointed to the position of Director must, within 10 days of the election or appointment, provide written consent to assume the office. This consent should be submitted before or within the specified 10-day period unless the Director is elected or appointed without any interruption in their term of office. If an elected or appointed Director provides written consent after the 10-day period, the election or appointment is valid.

#### **4.5 Ceasing to Hold Office**

- (a) A Director shall automatically cease to hold office if the Director:
  - (i) dies;
  - (ii) resigns office by delivering a written resignation to the Secretary, and the resignation shall be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later; or
  - (iii) becomes disqualified by virtue of any of sections 4.3(a)(ii) through 4.3(a)(ix).
- (b) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

#### **4.6 Removal**

In accordance with the Act, the Members may remove any elected Director before the expiry of the Director's term of office and may elect any qualified individual as a Director to fill the vacancy for the remainder of the vacated term.

#### **4.7 Election and Term**

Each Director referred to in section 4.1(a) shall be elected for a three-year term, provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to sections 4.5 or 4.6 or until the end of the meeting at which their successor is elected or appointed.

#### **4.8 Nomination Procedure for Election of Directors**

Nominations made for the election of Directors at a Members' meeting may only be made:

- (a) by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time; or
- (b) by not less than five per cent of the Members pursuant to a proposal submitted to the Corporation in accordance with the requirements of the Act and this By-law.

#### **4.9 Maximum Terms**

- (a) Each Director referred to in section 4.1(a) shall be eligible for re-election, provided that the Director shall not be elected or appointed for a term that will result in the Director serving more than nine consecutive years. The Director may also be eligible for re-election for another term or terms (to a maximum of nine consecutive years) if two or more years have elapsed since the termination of their last term. In determining a Director's length of service as a Director, service before the effective date of this by-law shall be included.
- (b) Despite the foregoing:

- (i) a Director may, by Board resolution, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of President or serving as President; and
- (ii) where a Director was appointed to fill an unexpired term of a Director, the partial unexpired term filled by the Director shall be excluded from the calculation of the maximum years of service.

#### **4.10 Filling Vacancies**

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by a qualified person appointed for the remainder of the term by the Directors then in office, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Members' meeting. If there is not a quorum of the Board, or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall, without delay, call a special Members' meeting to fill the vacancy. A Director so appointed or elected shall hold office for the unexpired portion of the vacated term.

#### **4.11 Directors Remuneration**

Each Director shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such, provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

### **Article 5 Board Meetings**

#### **5.1 Board Meetings**

- (a) The Board may appoint one or more days for regular Board meetings at a time and place named. A copy of any Board resolution fixing the time and place of regular Board meetings shall be given to each Director promptly after being passed and, subject to the Act, no other notice shall be required for any regular meeting.
- (b) In addition to section 5.1(a):
  - (i) the Board, the President, or the Vice-President may call a Board meeting; and
  - (ii) the Secretary shall call a Board meeting upon receipt of the written request of two Directors;and such meeting shall be held at the time and place determined in the notice of meeting.
- (c) Notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:
  - (i) to submit to the Members any question or matter requiring their approval;
  - (ii) to fill a vacancy among the Directors or in the position of auditor;
  - (iii) to appoint additional Directors;
  - (iv) to issue debt obligations, except as authorized by the Directors;
  - (v) to approve any annual financial statements;
  - (vi) to establish Members' dues or fees; or

- (vii) to adopt, amend, or repeal by-laws.

## **5.2 Telephonic or Electronic Meetings**

A Board or Board committee meeting may be held entirely by telephonic or electronic means, or by any combination of in-person attendance and telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a Board or Board committee meeting is deemed to be present in-person at the meeting.

## **5.3 Notices**

Notice of Board meetings, other than regular meetings, shall be given to all Directors at least 48 hours before the meeting. The President or Vice-President may call a meeting on less notice, by means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to holding the meeting. Notice of a meeting that continues an adjourned Board meeting is not required to be given if all of the following are announced at the time of an adjournment:

- (a) the time of the continued meeting;
- (b) if applicable, the place of the continued meeting; and
- (c) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

## **5.4 Quorum**

A majority of the Directors shall constitute a quorum.

## **5.5 First Board Meeting after Annual Meeting**

If a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual Members' meeting.

## **5.6 Persons Entitled to be Present**

Guests may attend Board meetings with the consent of the meeting on the invitation of the President. The Board may adopt a policy from time to time on the attendance of the public at Board meetings.

## **5.7 Voting**

- (a) Each Director in attendance at a Board meeting shall be entitled to one vote on each matter.
- (b) A Director shall not be entitled to vote by proxy.
- (c) Every question arising at a Board meeting shall be decided by a majority of votes cast, unless otherwise specifically provided by the Act of this by-law.
- (d) If there is a tie vote at a Board meeting, the President shall have a second vote to break the tie.
- (e) The vote on any question shall be taken by secret ballot if so demanded by any Director in attendance and entitled to vote. The chair of the meeting shall count the ballots. Otherwise, a vote shall be by a show of hands. For clarity, in either case such vote may be conducted by telephonic or electronic means or by any

combination of voting in person and by telephonic or electronic means, if the Corporation makes these means available.

- (f) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **5.8 Written Resolutions in Lieu of Meeting**

- (a) A resolution signed by all of the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting.
- (b) A resolution signed by all of the Board committee members entitled to vote on that resolution at a Board committee meeting is as valid as if it had been passed at a Board committee meeting.

## **5.9 Consent and Dissent of Director**

- (a) A Director who is present at a Board or Board committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:
  - (i) the Director's dissent is entered in the meeting minutes;
  - (ii) the Director requests that their dissent be entered in the meeting minutes;
  - (iii) the Director gives their dissent to the secretary of the meeting before the meeting is terminated; or
  - (iv) the Director submits their dissent to the Corporation immediately after the meeting is terminated.
- (b) A Director who votes for or consents to a resolution is not entitled to dissent under this section.
- (c) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the Director:
  - (i) causes their dissent to be placed with the meeting minutes; or
  - (ii) submits their dissent to the Corporation.

## **5.10 Adjournment of the Meeting**

If within one-half hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day to be determined by the chair of the meeting.

# **Article 6 Conflict of Interest**

## **6.1 Conflict of Interest**

Every Director shall comply with the conflict of interest rules found in the Act and any conflict of interest policy adopted by the Board from time to time.



## **Article 7**

### **Protection of Officers and Directors**

#### **7.1 Directors Liability**

No Director or Officer shall be liable for any act, receipt, neglect, or default of any other Director, Officer, or employee, or for any loss, damage, or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation, or for any deficiency of any security upon which any moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, including any person with whom any moneys, securities, or effects shall be deposited, or for any loss, conversion, misappropriation of, or any damage resulting from, any dealings with any moneys, securities, or other assets belonging to the Corporation, or for any other loss, damage, or misfortune that may happen in the execution of the duties of the Director's or Officer's respective office, unless the occurrence is as a result of the Director's or Officer's own wilful neglect or default.

#### **7.2 Indemnities to Directors and Others**

- (a) The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation may advance money to an individual referred to in section 7.2(a) for the costs, charges, and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 7.2(c).
- (c) The Corporation shall not indemnify an individual under section 7.2(a) unless:
  - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
  - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

## **Article 8**

### **Board Committees**

#### **8.1 Board Committees**

The Board may, from time to time, establish:

- (a) standing committees, being those committees whose duties are normally continuous; and
- (b) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

#### **8.2 Functions, Duties, Responsibilities, and Powers of Board Committees**

The Board shall provide for the functions, duties, responsibilities, and powers of the Board committees in the Board resolution by which a Board committee is established or in Board-approved terms of reference or general committee policy.

### **8.3 Board Committee Members, Chair**

- (a) Unless otherwise provided by by-law or Board resolution:
  - (i) the Board shall appoint the chair, vice-chair (if any), and the members of each Board committee;
  - (ii) each chair and vice-chair of a Board committee shall be a Director;
  - (iii) the Board committees may include members who are not Directors (other than a committee referred to in section 8.5 or an audit committee, if any);
  - (iv) a majority of the members of any Board committee shall be Directors; and
  - (v) the President and Vice-President shall be an *ex-officio* member of all Board committees.
- (b) The Board may remove any chair, vice chair, or Board committee member from any Board committee at any time.

### **8.4 Procedures at Board Committee Meetings**

Procedures at and quorum for Board committee meetings shall be determined by the chair of each Board committee, unless established by this by-law, Board resolution, or by Board-approved terms of reference or general committee policy. Each Board committee chair shall ensure that minutes are kept of their Board committee meetings.

### **8.5 Delegation to a Committee**

The Board may delegate to any committee comprised entirely of Directors any of the Board's powers, other than the following powers:

- (a) to submit to the Members any question or matter requiring the Members' approval;
- (b) to fill a vacancy among the Directors or in the position of auditor;
- (c) to appoint additional Directors;
- (d) to issue debt obligations, except as authorized by the Board;
- (e) to approve any annual financial statements;
- (f) to establish Members' dues or fees; or
- (g) to adopt, amend, or repeal by-laws.

## **Article 9 Officers**

### **9.1 Officers**

- (a) Subject to the Act, the Articles, and this by-law, the Board may designate the offices of the Corporation, appoint officers, specify their duties, and delegate to them powers to manage the activities and affairs of the Corporation, except powers to do anything referred to in section 8.5.
- (b) The Officers shall include the President, Vice-President, Secretary, Finance Director, Business Director, Patient Services Director, Diversity, Equity and Inclusion Director, and Director at Large, and may include such other Officers as the Board may determine.

- (c) The Board shall appoint the Officers at its first meeting following the annual Members' meeting at which the Directors are elected or at other times when a vacancy occurs. The same individual may hold more two or more offices (except one individual may not hold the offices of President and Vice-President). The *ex-officio* Director is not eligible for appointment as President or Vice-President.

## **9.2 Terms of Office**

Unless otherwise provided in this by-law, the Officers shall hold office for a three-year renewable term from the date of appointment or until their successors are appointed in their stead. The Board may remove any Officer at any time. The President shall be elected for a three-year term and shall be eligible for re-election, provided that the President shall serve no longer than nine consecutive years.

## **9.3 Duties of Officers**

- (a) The President shall, when present, preside at all meetings of the Members and the Board.
- (b) The Board shall determine the powers and duties of all other Officers from time to time.
- (c) An Officer may delegate the performance of any of their duties to another unless the Board otherwise directs.

# **Article 10 Organization and Financial**

## **10.1 Seal**

The Board shall determine the form of the seal of the Corporation, if any.

## **10.2 Execution of Documents**

- (a) Any one of the President or Vice-President, together with any one of the Secretary or another Executive Committee member, shall sign deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates, or any other instruments or documents requiring the signature of the Corporation, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) Additionally, the Board may from time to time direct the manner in which and the individual or individuals by whom any particular instrument or document, or class of instruments or documents, may or shall be signed.
- (c) Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy.

## **10.3 Banking Arrangements**

The Corporation shall transact the banking business of the Corporation or any part of it with those banks, trust companies, or other financial institutions as the Board may determine from time to time.

## **10.4 Financial Year**

Unless otherwise determined by the Board, the financial year end of the Corporation shall be March 31 in each year.

## **10.5 Appointment of Auditor**

The Members shall, at each annual meeting, appoint the same firm of auditors as used by Cambridge Memorial Hospital to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Board shall immediately fill any casual vacancy in the office of auditor for the unexpired term. The Board shall fix the remuneration of the auditor.

## **10.6 Borrowing Power**

Subject to the Articles, the Board may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

## **10.7 Investments**

The Corporation may invest its funds as the Board thinks fit, subject to the Articles or any limitations accompanying a gift.

## **10.8 Records**

The Board shall see that all necessary records of the Corporation required by this by-law or by any applicable laws are regularly and properly kept.

# **Article 11 Confidentiality**

## **11.1 Confidentiality**

Every Director, Officer, Board committee member, employee, and agent of the Corporation shall respect the confidentiality of matters brought before the Board or any Board committee, or dealt with in the course of the employee's employment or agent's activities in connection with the Corporation.

## **11.2 Board Spokesperson**

The Board may give authority to one or more Directors, Officers, or employees of the Corporation to make statements to the news media or public about matters that the Board determines appropriate for disclosure.

# **Article 12 Rules of Order and Policies**

## **12.1 Rules of Order**

Any questions of procedure at or for any meetings of the Members, the Board, or any Board committee, which have not been provided for in this by-law or by the Act or the Policies, shall be determined by the chair of the meeting in accordance with the rules of order adopted by Board resolution, or failing such resolution, adopted by the chair of the meeting.

## **12.2 Policies**

The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management of the activities and affairs of the Board and the conduct of the Directors, Officers, and Board committee members, provided, however, that any Policy shall be consistent with the provision of this by-law.

## **Article 13 Notices**

### **13.1 Notice**

- (a) Whenever under the provisions of this by-law notice is required to be given, unless otherwise provided, the notice may be given in writing and delivered or sent by prepaid mail or personal delivery, or by telephonic or electronic means, if there is a record that the notice has been sent, addressed to the Director, Officer, Board committee member, Member, or auditor at the address or telephone number, as the case may be, as the same is shown in the records of the Corporation.
- (b) Notice of a Board or Members' meeting need not specify the place of the meeting if the meeting is to be held entirely by telephonic or electronic means. If a person may attend a Board or Members' meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Any notice sent by the following means shall conclusively be deemed to be received as provided below:
  - (i) if by telephonic or electronic means, on the next business day after transmission;
  - (ii) if delivered, at the time of delivery; and
  - (iii) if by prepaid mail, subject to section 13.1(d), on the fifth business day following its mailing.
- (d) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.
- (e) The Secretary may change or cause to be changed the recorded address of any Director, Officer, Board committee member, Member, or auditor in accordance with any information believed by them to be reliable.

### **13.2 Computation of Time**

In computing the date when notice must be given under any provision of this by-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall terminate at midnight of the last day of the notice period, except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

### **13.3 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, Board committee member, or the auditor of the Corporation, or the non-receipt of any notice by any such person, or any error in any notice not affecting the

substance of it, shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on it.

### **13.4 Waiver of Notice**

Any Member, Director, Officer, Board committee member, or the auditor of the Corporation may, in writing, waive any notice required to be given to them under any provision of the Act, or the Articles or this by-law, and the waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving the notice. Attendance and participation at a meeting constitute waiver of notice, unless the attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

## **Article 14 Amendment of By-Laws**

### **14.1 By-laws and Amendments**

- (a) The Board may make, amend, or repeal any by-law that regulates the activities or affairs of the Corporation, except in respect of a by-law:
  - (i) to add, change, or remove a provision respecting the transfer of a membership;
  - (ii) to change the manner of giving notice to Members; or
  - (iii) to change the method of voting by Members not in attendance at a Members' meeting,which requires a special resolution to take effect.
- (b) The Board shall submit the by-law, amendment, or repeal to the Members at the next Members' meeting, and the Members may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution.
- (c) Subject to section 14.1(f), the by-law, amendment, or repeal is effective from the date of the Board resolution or from some future time as may be specified in the Board resolution.
- (d) If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
- (e) The by-law, amendment, or repeal ceases to have effect if the Board does not submit it to the Members as required under section 14.1(b) or if the Members reject it.
- (f) If a by-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.
- (g) In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in effect in accordance with this section, no act done or right acquired under any by-law is prejudicially affected by any rejection, amendment, or refusal to approve.

### **14.2 Amendments to be Submitted to the Cambridge Memorial Hospital**

Before submitting any repeal or amendment to this by-law to the approval process described in section 14.1, the President shall provide a notice to the President and CEO of the Cambridge Memorial Hospital specifying the proposed repeal or amendment. The President and CEO of the Cambridge Memorial Hospital shall be afforded an opportunity to comment on the proposed repeal or amendment and may make recommendations to the Board concerning the proposed repeal or amendment.

CMHVA CORPORATE BY-LAW

Approved by the Board APRIL 24, 2024

# Annual General Meeting

Volunteer Services -2023-24

Submitted: Beth Jones, Tracy Moxon

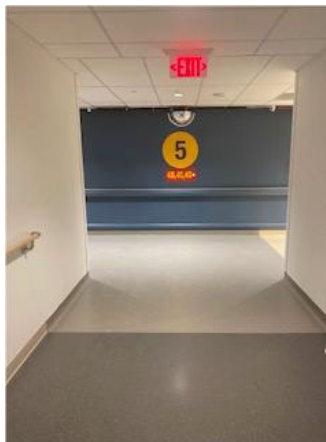
Three words come to mind when we reflect on the previous year: **flexibility, feedback, and future.**

## **FLEXIBILITY:**

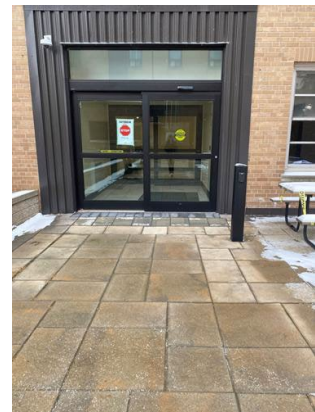
The way our volunteers continue to be adaptable and flexible in the face of ongoing construction always amazes me. So much so that it's now the standard! This year we celebrate the remarkable flexibility of our volunteers as they navigate bridge and corridor closures, new units opening, and other Units needing a change in the path of travel. It seemed like almost every week there was a new update regarding hospital construction. Volunteer's ability and willingness to provide their insight on new routes, signage to improve wayfinding for patients and visitors; is a big part of why our volunteer program is so successful.



Courtyard corridor reopened



Corridor between #4 and 6 reopened



New entrance for parking

## **FEEDBACK:**

This year, we asked our two hundred and forty-two volunteers to take part in 3 surveys: the Standardized Volunteer Opinion Survey (SVOS) from PAVRO and the CMH Volunteer Survey. We also had 175 CMH employees and community members complete our 2024 CMHVA Survey.

We prioritized feedback as a cornerstone of our program's continuous improvement. The critical information and feedback from these surveys is invaluable to our CMHVA Board of Directors and the Volunteer Services Program to make informed decisions. The invaluable insights gathered will also guide our strategic planning process and shape our future initiatives.

## **PAVRO Survey Results Overview:**



The survey results are in and we are extremely proud. Ranked fourth (4) overall among 20 hospitals in the province according to the PAVRO results. Ninety-six percent of CMH volunteers would recommend volunteering at CMH! There are some areas where we can improve: ongoing training for our safety policies, and CMH staff in our hospital units working with volunteers remembering to provide feedback. This gives us areas to focus on for the next twelve months.



### CMH Employee/Community/Volunteer Survey Overview:

The overwhelming consensus from our community and CMH employees is that volunteers are seen as a crucial part of the hospital ecosystem, enhancing patient experience, supporting staff, and contributing to a welcoming and efficient environment. Their work is highly appreciated and considered essential to the hospital's functioning and community service.

#### Highlights:

- 90% of our staff surveyed have benefited from volunteer services in a positive way!
- Majority of the staff feel that our volunteers are well trained
- 99% of volunteers we surveyed feel well communicated with and read our weekly E-cast

#### Areas for Growth:

- More volunteers assisting with Wayfinding, ER, Fracture Clinic, and patient comfort & wellness
- Diverse food options and product variety in the Gift Shop for staff (grab & go)

- Targeted training for specific roles, accessibility, etc.



## FUTURE:

Looking ahead, we are committed to building upon our successes and addressing areas for improvement. Our strategic planning process, informed by volunteer feedback, will guide our efforts. As we prepare to expand our Endoscopy Admissions position and reintroduce volunteers into the Emergency Department. Also, work is being done to explore new database options to help manage our expanding volunteer program.

One of our values is “Innovation” and we have spent time this year looking at new and innovative ways to communicate with volunteers, use better technology to recruit and onboard new volunteers, and ensure that we are providing an exceptional experience for those who choose to volunteer at CMH.

## Overview

(April 1, 2023 – March 2024)

The volunteer program expanded from 212 to 242 volunteers during this twelve-month period.

**26,459 HOURS**

Donated by 242 volunteers between April 1, 2023 -March 31, 2024



**79** New volunteers joined CMH April 2023-March 2024



The CMHVA’s Annual General Meeting provided a platform for reflection. As we move forward, we will build on our achievements, address challenges, and continue making a positive impact in the hospital and community we serve.

We extend our heartfelt gratitude to all volunteers for their gracious **flexibility**. Our personal **feedback** is that you’re all amazing and we are very thankful for your passion and commitment. We look forward to continuing to serve you in the **future**.

Tracy and Beth

# Annual General Meeting Report

Volunteer Recognition – June 2024

## Honour Roll 2024 + Service Pins

**Vision:** To provide exceptional healthcare by exceptional people

**Mission:** The CMH Volunteer Association is committed to providing exceptional service, in a caring atmosphere, to patients, families, visitors, staff and our community

**Values:** Caring, Respect, Innovation, Collaboration, Accountability,

### 35 Years

Kitty Crezel

### 30 Years

Denise Leclerc

Marilyn Martin

### 20 Years

Rosemary Cook

Patricia Derochie

Joanne Hetherington

Helen Isley

Kay Mattear

Janet Simms-Baldwin

Frank Squire

### 15 Years

Nancy Bendus

Patricia Brunel

May Ryan

Carmen Bettencourt

Heather Smith

Chuck Snider

Josephine Fraser

Geraldine Bakker

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## Service Pins 2024

### 10 Years

Brenda Brennan	Anne-Marie Ruthen	Bob Miller
Marie Kavanagh	Sheena Quigg	

### 5 Years

Peter Battrick	Uzair Patel	Colleen Emery
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Ron Howey	Jim Magennis	Dafi Gilad
Elizabeth Jeans	Judy Boudreau	John Duggan
David Mossey	Margaret Pasher	Yvan Bertrand
Linda Howard	Suzanne Cline	Cheryl Highmore
Catherine Robinson	Jennifer Quinn	Linda Blackmore
Michelle Buckner		

### 1 Year

Noor Al-Janabi	Faraiha Zaheed	Ron Robinson
Marcus Leone	Areesha Asim	Nabhan Ahmad
Hunter Ball	Andrea Demars	Naveen Mathew
Kathy Bader	Anam Fazal	Danibel Khoshabeh
Maaz Amir	Simoni Bassi	Rania Riad
Liz Roth	Marion Burns	Len Frejlich
Christy Miller-Read	Sheila Bates	Edith Mossey
Gary Hawley	Pat Sargeant	Sandra Poll
Lorraine Reimann	Jenny MacNeill	Stevie Natolochny
Claudia Zhang	Lisa Krueger	Tori Walker
Sujude Kabbar	Patrick Forler	Aroosh Ikram

### Certificates of Merit

*With greater than 15 years of CMHVA service, the following volunteers are being recognized for their outstanding contributions to the growth and goals of the Volunteer Association.*

Chuck Snider

Marilyn Parkinson-Crump

### Certificates of Appreciation

*With over 200 hours of service during our last fiscal year, the following volunteers are being recognized for their exceptional contribution to the Volunteer Association.*

Maria Castro	Susan Garlick	John Duggan	Carol Jones
Colleen Price	Peter Battrick	David Mossey	Geraldine Bakker
Judy Taylor	Yvonne Kaine	Kenneth Anderton	Murray Garlick
Maureen Grant	Jane Reid	Erica Leidy	Dianne Martin
Linda Blackmore	Toan Nguyen	Alexa Sluys	Gregory Bendus
Danielle Drmay	Don Howard	Lisa Klaassen	
Brenda Brennan	Debby Stephenson	Mary-Ellen Yeardeley	

### In Memoriam...



**Jean Marie Derraugh**

October 28, 1928 – May 20, 2023

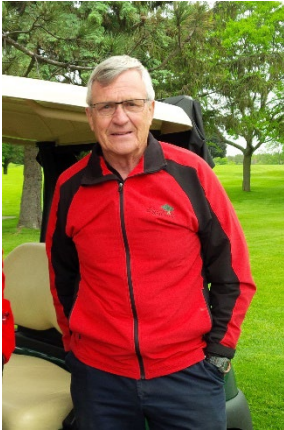
We share the passing of Jean on May 20th, in her 94th year. Jean volunteered eleven (11) years at the Information Desk. Donating 2,500 hours of her time to Cambridge Memorial Hospital. Jean received her ten-year pin, Ontario Service Pin, and Certifications of Appreciation for over 200 hours in a single year.



**Charles 'Chuck' Whittaker**

October 29, 1934 – December 5, 2023

We announce Chuck's passing in Tuesday, December 5<sup>th</sup> at Freeport Health Centre, in his 90<sup>th</sup> year. Chuck donated over 330 hours to the Gift Shop from 2014 to 2019.



**Norman Bull**

October 6, 1942 - December 11, 2023

Norman donated over 1000 hours in our Medical Day Clinic and as a Member at Large on our CMHVA. Norman was the recipient of the following awards: 5 & 10 year CMHVA Service Award pin, two Ontario Service Awards, and Certificates of Appreciation.



**Helena Tooze**

November 23, 1928 – May 9, 2024

We announce the passing of Helena Tooze in her 95<sup>th</sup> year. Helena donated over 40 years and 1100 hours with our Patient Service Medicine, Christmas Committee, and HELPP Lottery. Helen received a provincial volunteer award for over 45 years of volunteer service, most of it with Cambridge Memorial Hospital.