Minutes

2018 Royal College Annual Meeting of the Members

Thursday, February 22, 2018

Royal College Building, Ottawa

Subject to approval by the Fellows at the 2019 Annual Meeting of the Members
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Resolution No. 2017/18-51; AMM: 2018-02-22
THAT KPMG LLP be appointed as the public accountant for the financial year ending March 31, 2019, for the Royal College of Physicians and Surgeons of Canada.

Resolution No. 2017/18-52; AMM: 2018-02-22
THAT the Royal College annual membership fee for April 1, 2018, to March 31, 2019, be $930.00.

Resolution No. 2017/18-26; C: 2017-10-26/27; AMM: 2018-02-22
THAT proposed Royal College Bylaw No. 20 be approved.

Resolution No. 2017/18-53; AMM: 2018-02-22
THAT the members support the continued application of the Corporations Canada exemption granted to the Royal College pursuant to subsection 160(2) of the Canada Not-for-profit Corporations Act for the financial year ending March 31, 2018.

Resolution No. 2017/18-54; AMM: 2018-02-22
THAT the Royal College apply to Corporations Canada for an additional exemption pursuant to Subsection 160(2) of the Canada Not-for-profit Corporations Act for the financial year ending March 31, 2019, and beyond.

List of Non-Indexed Resolutions

THAT the agenda of the 2018 Annual Meeting of the Members be adopted.

THAT the minutes of the February 24, 2017, Annual Meeting of the Members be approved.

List of Attachments

Attachment 3: "In Memoriam" list of Fellows departed in the preceding year
Attachment 4: Minutes of the February 24, 2017, AMM
Attachment 7: Royal College audited financial statements for the year ended March 31, 2017
Attachment 11: Proposed Royal College Bylaw No. 20 (11 & 11a-b)
Attachment 12: Special resolutions regarding the timing of the 2019 AMM

List of Appendices

Appendix 1: List of Fellows and Resident Affiliates who attended the 2018 Annual Meeting of the Members in-person and by webinar
Royal College
Annual Meeting of the Members Minutes

Thursday, February 22, 2018
774 Echo Drive, Ottawa, Ontario

1. Call to order

The Chair and President of the Royal College of Physicians and Surgeons of Canada, Françoise Chagnon, MD, FRCSC, called the 2018 Annual Meeting of the Members (AMM) to order at 3:30 pm, with quorum as provided in Bylaw No. 19, Article 10.4.1.

She noted that, in addition to the Fellows participating in-person, some Fellows were also participating via webinar. (Refer to Appendix 1 for a list of meeting attendees).

It was announced that Councillor BJ Hancock, MD, FRCSC, would be performing the duties of scrutineer at the meeting and overseeing the tabulation of voting results on items presented for decision.

2. Adoption of the agenda

Dr. Chagnon invited additional items for information. With none being received, the agenda was adopted as presented.

MOVED and seconded

THAT the agenda of the 2018 Annual Meeting of the Members be adopted.

CARRIED

3. In Memoriam

Dr. Chagnon referred those in attendance to the list of Fellows who had passed away since the time of the February 24, 2017, AMM. A minute of silence was observed in memory of the departed Fellows.

4. Approval of 2017 AMM minutes

Dr. Chagnon asked the Fellows to review and verify the accuracy of the minutes of the February 24, 2017, AMM. The minutes were approved as circulated.

MOVED and seconded

THAT the minutes of the February 24, 2017, Annual Meeting of the Members be approved.
CARRIED

5. President’s report

Dr. Chagnon opened her report to the members by playing a short video highlighting the 2017 Royal College Annual Review. After playing the video, she encouraged all members to read the full report, which would be available in print and electronic format later in March. She then proceeded to report to the members on the work of the Royal College from the past year in more detail. Highlights of her presentation follow.

**Competence by Design:** On July 1, 2017, a major milestone was achieved when the first two disciplines, Otolaryngology – Head and Neck Surgery, and Anesthesiology launched their residency training under the Competence by Design model. Over the next six to seven years, 65 specialties and subspecialties will follow suit. In 2018, a second cohort of six disciplines will roll out, including Emergency Medicine, Forensic Pathology, Medical Oncology, Nephrology, Surgical Foundations and Urology.

**Indigenous health:** In June 2017, Royal College Council approved a recommendation from the Royal College’s Indigenous Health Advisory Committee (IHAC) to make Indigenous health a mandatory component of postgraduate medical education. While this landmark decision will take years to fully define and implement, it signals the Royal College’s commitment to address the ongoing health inequities and racism faced by Canada’s Indigenous Peoples.

**International conferences:** In October 2017, the International Conference on Residency Education (ICRE) held in Québec City celebrated its 10 year anniversary, drawing more than 2,300 registrants from 33 countries. ICRE 2017 had the best resident and medical student turnout to date.

The 2017 International Medical Education Leaders Forum (IMELF) held in conjunction with ICRE also marked its 10 year anniversary. With each passing year, IMELF has grown in scope and size. To meet this demand, for the first time in 2017, the Royal College co-hosted satellite IMELF forums in Santiago and Hong Kong. A dozen more IMELF meetings across the world are planned for 2018, with one already having been in held earlier in February 2018 in Kuwait City.

**Royal College Strategic Plan 2018-2020:** In October 2017, after several months of strategic planning work, Royal College Council and the Royal College International (RCI) Board of Directors endorsed a new Royal College vision and mission. The new vision and mission were included in the penultimate version of the 2018-2020 strategic plan, which was approved by Royal College Council prior to the AMM on February 22, 2018.

The Royal College’s new vision is to be “The global leader in specialty medical education and care. The new mission reads “We serve patients, diverse
populations and our Fellows by setting the standards in specialty medical education and lifelong learning, and by advancing professional practice and health care."

To deliver on the vision and mission, four interrelated strategic priorities have been developed by Council, the RCI Board and management covering the areas of “Education and lifelong learning”, “Value to Fellows and professional practice”, “Specialty care and health systems” and “International collaboration”. Between now and June 2018, the strategic plan will receive final touches and presented to Council for final approval. The new strategic plan will then be distributed to Fellows and other stakeholders in summer 2018.

Members were invited to ask questions and with none being received, the President’s report concluded.

6. Report from the Financial Reporting and Risk Oversight Committee

The Chair of the Financial Reporting and Risk Oversight Committee (FRROC), James O’Brien, MD, FRCSC, reported to the Fellows, as required by Article 14.1.3 of the Bylaw that the FRROC had reviewed the Royal College's audited financial statements for the year ended March 31, 2017. The FRROC was satisfied that the external audits had been conducted in accordance with generally accepted auditing standards and that management had made the appropriate financial representations to the Royal College's public accountant, KPMG, LLP. Dr. O’Brien also reported that the committee and KPMG were both satisfied that the financial statements had been prepared in accordance with Canadian Accounting Standards for Not-for-profit organizations and contained appropriate disclosures on the financial affairs of the Royal College.

7. Presentation of the audited financial statements for the year ended March 31, 2017

In accordance with Article 19.2 of Bylaw No. 19, Dr. O’Brien, presented to the Fellows for inspection the details of the Audited Financial Statements for the financial year ended March 31, 2017, (refer to attachment 7 of the 2018 AMM documentation).

The members were apprised that following the review of the FRROC and Executive Committee of Council (ECC), the statements were approved by Council on September 18, 2017. The statements were also provided to the Fellows on September 30, 2017, in keeping with the terms of the exemption order provided by Corporations Canada (refer to agenda item 13).

Dr. O’Brien’s presentation addressed significant figures found within the summary statement of financial position and statement of operations. Each line was explained. In brief, reported in thousands, net assets stood at $106,663, revenue at $55,744, and expenses at $48,838. The difference between total revenue and expenses resulted in an excess of $6.9 million before unrealized gains on investments. When unrealized gains on
investments were added of $3.1 million, the resulting excess of revenue over expenses for the year ended March 31, 2017, was $10 million.

With no questions from the floor, or webinar, the statements were deemed satisfactory to the Fellows and the presentation concluded.

8. Presentation of unaudited financial information for the period ended December 31, 2017

In compliance with the terms of the exemption granted to the Royal College pursuant to Subsection 160(2) of the Canada Not-for-profit Corporations Act, to hold the AMM in February, Dr. O'Brien presented to the Fellows unaudited financial information for the third quarter (nine months ended December 31, 2017).

Dr. O'Brien reported that as at December 31, 2017, revenue from Fellowship dues had reached 99.46% of budget with approximately $197,000 in outstanding dues to be collected. As of mid-February 2018, revenue from dues had surpassed the annual budget. The overall revenue trend was reported to be slightly lower than prior year and the overall expense trend slightly higher. Unaudited revenue was reported to be $53,804 thousand and expenses at $41,746 thousand leaving $12,058 thousand unspent.

The members were advised that it may be necessary to draw against the internally restricted net assets set aside for strategic priority initiatives later in the 2017/18 financial year, and that it is anticipated that the Royal College will end the year in a deficit of between $1.5 and $2 million.

9. Appointment of the public accountant for the financial year ending March 31, 2019

Dr. O'Brien asked the Fellows to consider the recommendation that the firm KPMG be appointed for the period of April 1, 2018, to March 31, 2019, as the Royal College's public accountant. KPMG was duly appointed by the Fellows.

MOVED and seconded

Resolution No.
2016/17-47
AMM: 2017-02-24

THAT KPMG LLP be appointed as the public accountant for the year ended March 31, 2019, for the Royal College of Physicians and Surgeons of Canada.

CARRIED
10. **Proposed annual membership fee of $930 for April 1, 2018, to March 31, 2019**

In keeping with Article 25.6 of Bylaw No. 19, Dr. Chagnon asked the Fellows to consider the proposal of Council (Resolution No. 2014/15-47) that the annual membership fee for April 1, 2018, to March 31, 2019, be set at $930.00. The question was called on the proposed rate and it was approved by the Fellows.

MOVED and seconded

Resolution No.
2017/18-52
AMM: 2018-02-22

**THAT the Royal College annual membership fee for April 1, 2018, to March 31, 2019, be $930.00.**

CARRIED

11. **Proposed Royal College Bylaw No. 20**

Dr. Kevin Imrie, FRCPC, Immediate Past-President and Chair, Governance Committee (GC), presented to the members for approval proposed Royal College Bylaw No. 20. The Royal College learned in December 2016 that the composition of Council, particularly its number of appointed members, was not compliant with the Canada Not-for-Profit Corporations Act, and that the Royal College’s Bylaw needed to be amended to bring the Royal College on side with the legislation. Proposed Bylaw No. 20 corrects this compliance issue.

Several documents were provided to the members with the AMM meeting materials, including:

- A briefing note,
- A comparison of Bylaw No. 19 to 20, and
- A copy of proposed Bylaw No. 20 with track changes

Over the course of 2017, the GC and Council worked together to develop Bylaw No. 20. In doing so, they were predominantly guided by the intention to introduce minimal change and to retain the strategic ability of the Nominating Committee (NC) to plan the membership of Council. The members were advised that the principal amendments to the Bylaw can be found under Articles 11.1.3 and 11.3, and affect the nomination and election of the five public members, two Fellows-at-large and one resident member of Council. It is proposed that all 8 of these members, who are currently appointed members of Council, transition to elected status.

Based on recommendations from the NC, Council will nominate the public members, Fellows-at-large and the resident member of Council for election by the members. The members will be asked to vote on those nominees at the AMM to determine who is elected to Council. If the members do not elect a nominee, that particular position will remain vacant. In short, the final decision
of who is elected to Council belongs to the members. The members were satisfied with Dr. Imrie’s presentation and the explanation provided for the Bylaw amendments.

MOVED and seconded

Resolution No.
2017/18-26;
C: 2017-10-26/27;
AMM: 2018-02-22

THAT proposed Royal College Bylaw No. 20 be approved.

CARRIED

12. Special resolutions regarding the timing of the 2019 AMM

The CEO, Andrew Padmos, BA, MD, FRCPC, FACP, FRCP, sought two Special resolutions from the members. A briefing note was provided in advance that explained the two requests (refer to attachment 12).

The first proposed resolution sought the support of the members to continue to apply the terms of the five-year exemption granted to the Royal College pursuant to subsection 160(2) of the Canada Not-for-profit Corporations Act (CNPCA). This exemption effectively permits the Royal College to hold its AMM more than 6 months after its March 31 financial year end if it satisfies four terms.

With regards to the March 31, 2017, financial year end, the Royal College met the first two terms of the exemption on September 30, 2017, when it notified the members of the exemption and sent the members the summary audited financial statements for the year ended March 31, 2017. The third term was met under agenda item 8 of this meeting when unaudited financial information for the nine months ended December 31, 2017, was presented. The final term to be satisfied is obtaining the support of two thirds of the members present at the AMM to continue with the exemption for an additional year.

The question was called on the first proposal. The motion was carried with more than two-thirds support from the members in attendance at the meeting.

MOVED and seconded

Resolution No.
2017/18-53
AMM: 2018-02-22

THAT the members support the continued application of the Corporations Canada exemption granted to the Royal College pursuant to subsection 160(2) of the Canada Not-for-profit Corporations Act for the financial year ending March 31, 2018.

CARRIED
Given that the foregoing exemption is set to expire following the February 2019 AMM, the second proposed resolution sought the support of the members to apply for a renewal of the exemption that would permit the Royal College to hold its AMM in February 2020 and beyond.

A member inquired if the additional exemption was likely to be granted. Dr. Padmos invited Ms. Emily Joyce, Legal Counsel, to respond. Ms. Joyce advised that at present there are no reasons to expect that the Royal College’s application would be refused. However, if granted, the terms of the exemption could potentially be different as the government has now five years of additional experience in working with the new legislation.

With no further questions received, the question was called and the motion was carried with more than two-thirds support of the members in attendance at the meeting.

MOVED and seconded

Resolution No.
2017/18-54
AMM: 2018-02-22

THAT the Royal College apply to Corporations Canada for an additional exemption pursuant to Subsection 160(2) of the Canada Not-for-profit Corporations Act for the financial year ending March 31, 2019, and beyond.

CARRIED

13. **Other business**

There was no other business.

14. **Date and place of next meeting**

The next AMM of the Royal College will take place on February 22, 2019, at 774 Echo Drive, Ottawa, Ontario.

15. **Adjournment**

The meeting adjourned at 4:22pm without formal motion.

Andrew Padmos, BA, MD, FRCPC, FACP, FRCP
Chief Executive Officer

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Recorded by:

J. Arsenault, MPA
Corporate Secretary
Appendix 1

Annual Meeting of the Members
February 22, 2018
Participants

Thirty members participated in the meeting in person and five members participated by webinar, for a total of 35 participants.

1. David Allison, MD, FRCPC
2. Farhan Bhanji, MD, FRCPC
3. Ian Bowmer, MD, FRCPC
4. Lucie Brazeau-Lamontagne, MD, FRCPC
5. Susan Brien, MD, FRCSC
6. Gaétan Brochu, MD, FRCSC
7. Craig Campbell, MD, FRCPC
8. Françoise Chagnon, MD, FRCSC
9. Marianne Coutu, MD, FRCSC
10. Elizabeth Cowden, MD, FRCPC
11. Robin Cox, MD, FRCPC
12. Eleanor Elstein, MD, FRCPC
13. John Finley, MD, FRCPC
14. Jason Frank, MD, FRCPC
15. Danielle Grondin, MD, FRCPC
16. Justin Hall, MD – Resident Affiliate
17. BJ Hancock, MD, FRCSC
18. Ken Harris, MD, FRCSC
19. Doug Hedden, MD, FRCSC
20. Brian Hodges, MD, FRCPC
21. Tammy Hugie, MD, FRCPC
22. Kevin Imrie, MD, FRCPC
23. Robert LaRoche, MD, FRCSC
24. Sarkis Meterissian, MD, FRCSC
25. Amy Nakajima, MD, FRCSC
26. Philippe Ngassam, MD, FRCPC
27. James O’Brien, MD, FRCSC
28. Andrew Padmos, MD, FRCPC
29. Donald Palisaitis, MD, FRCPC
30. John Parboosingh, MD, FRCSC
31. Kaif Pardhan, MD, FRCPC
32. Bill Pope, MD, FPCPC
33. Richard Reznick, MD, FRCSC
34. Michael Strong, MD, FRCPC
35. Roman Szumski, MD, FRCPC