

MINUTES
91st Annual General Meeting
Friday, 27 June 2014, 8.30 a.m.
Salon A, Palais de congrès, Montreal

Dr. Andrew Lynk welcomed members to the 91st Annual General Meeting, and announced that the first order of business would be the appointment of two members of the Resolutions Committee.

MOTION A14-01

To appoint Dr. Emmett Francoeur and Dr. David Smith to form the Resolutions Committee for the 2014 Annual General Meeting.

Moved by Dr. Bert Cellupica
Seconded by Dr. Roxanne Goldade
CARRIED

1. APPROVAL OF THE AGENDA

MOTION A14-02

That the agenda be approved.

Moved by Dr. Mitch Zelman
Seconded by Dr. Ellen Wood
CARRIED

2. APPROVAL OF THE MINUTES

MOTION A14-03

That the minutes of the Annual General Meeting of 21 June 2013 be approved.

Moved by Dr. Paul Thiessen
Seconded by Dr. Ellen Wood
CARRIED

3. BUSINESS ARISING FROM THE MINUTES NOT OTHERWISE INCLUDED IN THE AGENDA

There was no business arising under this item.

4. RECOGNITION OF DECEASED MEMBERS

Members were asked to rise and observe a moment of silence to honour those paediatricians who had died since the previous Annual General Meeting.

Philip Banister
Nidal Chami

Brockville, ON
Moncton, NB

Lillian Clark
James Frid
Mervyn Fox
John Godel
Arthur Markus
Stacey Ann Schwartz
John C. (Jack) Sinclair

Niagara Falls, ON
Kingston, ON
London, ON
Heriot Bay, BC
Montreal, QC
Halifax, NS
Hamilton, ON

5. PRESIDENT'S REPORT

Dr. Lynk reported that CPS had originally anticipated a 2013 deficit of some \$380,000, but had in fact ended the year with a small surplus as a result of careful oversight; that, although much healthier financially, CPS will continue to face some uncertainties in the foreseeable future, that the Board is working on a long-term sustainability plan, and that it will remain vigilant. He said that, as a result of the inspiring address by keynote speaker, Dr. Samantha Nutt, and her challenge about unregulated arms, he wished to propose the following motion :

MOTION A14-04

The Canadian Paediatric Society applauds the Federal Government's recent Maternal Newborn Child Health initiative to save the lives of millions of babies, and hundreds of thousands of mothers, who needlessly die each year in low-income countries.

In addition, the CPS urges the Federal Government to sign and ratify the UN Arms Trade Treaty without hesitation, so that babies and mothers living in conflict areas, and whom are saved at birth, are not subject to needless death, injury and displacement because of violence fueled by unregulated arms.

Moved by Dr. François Boucher
Seconded by Dr. Johanne Harvey
CARRIED

6. EXECUTIVE DIRECTOR'S REPORT

Ms. Davis gave an overview of the Society's work on and resources for professional and public education, related CPS websites, the 2016 International Pediatric Congress, the invaluable work of the Canadian Paediatric Surveillance Program, advocacy, and the 2015 status report, which will be available online and updated more easily.

7. CPS BY-LAWS

Elaborating on proposed by-law changes resulting from the new Canada Not For Profit Corporations Act, which takes effect October 2014, Ms. Davis said that it prescribes how organizations will be governed; that, in complying with the legislation, CPS has tried to make minimal changes to its current by-laws, and, among other amendments, has redefined the previous ten membership categories into four membership classes, with Fellows and Residents being voting classes, and changed the way CPS Officers and Board members are elected; that, similar to current by-law provisions, it outlines reasons for termination of membership; that the membership at Annual General Meetings has three primary responsibilities: to review audited statements within six months of the end of the previous fiscal year, elect Directors and Officers, and approve any by-law changes; that, although AGM approval of dues is not mandatory, the Board will continue to submit changes in membership dues at the AGM for endorsement; that there is no requirement for Sections to be included in the by-laws and, in order to allow CPS more flexibility to make future changes, they have been removed and will be governed under CPS Rules and Regulations; that Industry Canada will levy fees for any future by-law changes; and that it was felt that the Board size was too large, and the number of Directors from Ontario and Quebec has therefore been reduced from three to two each.

She went on to outline new procedures for the nomination and election of Officers and Board members, noting that provincial Directors are elected for a one-year term, are eligible to serve six consecutive years, and must be elected annually by the membership at the AGM; that, as in the past, the Residents Section will elect their President and Vice President annually, and they, like other provincial Directors, must be elected annually to the Board by the membership at the AGM; that *ex officio* Board members are no longer permitted, and that the Executive Director, Director of Medical Affairs, the President of Healthy Generations, the Editor-in-Chief of *Paediatrics & Child Health* (PCH), and the President of Paediatric Chairs of Canada will be non-voting guests; that appointed members are permitted based on a ratio of 3:1 elected to appointed, and that the Board currently has one appointed public member, who serves a one-year term, and is eligible to serve six consecutive terms; that Officers continue to be the President, President Elect, Vice President, Past President and Executive Director, and, instead of ratifying the promotion of the President Elect to President, the AGM will in future be asked to vote for the President.

As for next steps, Ms. Davis said that the new by-laws have been approved by the Board, that they will be translated and placed on the Member Centre website for 60 days for comment, that questions and responses will be posted, that all voting members will receive an electronic ballot in mid-September asking for approval, and once approved, CPS will

submit Articles of Continuance to Industry Canada before the October deadline.

Following a member's observation that permitting only a written appeal to the Board by a member terminated for conduct deemed to be detrimental to the CPS contravenes a basic principle of justice granting an appellant the opportunity to appear before the body making such a determination, it was agreed that CPS will seek legal advice on this clause prior to October.

8. REPORT ON FINANCIAL SITUATION

Updating members on finances, Dr. Robert Moriarty said that, as a result of tremendous efforts, CPS has improved its financial outlook significantly since last year, and will be developing a plan to ensure its future viability; that, as of 31 December 2013, it had net revenues of \$143,000 compared to a deficit of \$443,000 at the end of 2012; that this was achieved by overall savings in expenses, and increases in funding, particularly from special projects; and that the functions of the Finance Subcommittee have now been divided between it and the new Audit Subcommittee.

Reporting briefly as Chair of the Audit Subcommittee, Dr. Bert Cellupica said that the annual audit went smoothly, weaknesses identified in accounting procedures last year have been resolved, the Subcommittee held an *in camera* meeting with the auditor and without staff present, and no concerns were identified throughout the process.

Continuing, Dr. Moriarty said investments have done well during the past year; that CPS had increased revenues from existing partnerships, its eCME modules, and new, non-traditional sponsorship sources, while at the same time monitoring expenses very carefully; that, in order to maximize their financial success, Annual Conferences will in future be held in highly attractive cities with strong appeal to potential registrants; that contracts were renewed for CPSP until March 2017, and IMPACT (Immunization Monitoring Program ACTive) until June 2017; that improved internal financial reporting has been instituted; that CPS approved a balanced 2014 budget, which is on track so far, and that the Board will be considering a long-term sustainability plan at its meeting in November; that obtaining sponsorships continues to be challenging but CPS is confident it will meet its targets; that it is considering different revenue models in view of the changing sponsorship environment, and examining various savings, such as rent on its office space, and trying to break even on all educational events; that there are, however, a number of challenges with the merger of pharmaceutical companies, increased competition for sponsorship monies, and nurturing relations with existing and potential sponsors; that renegotiation of the contract for the publication of PCH will have an impact on CPS revenues because of declining revenues from advertising, as will the impact of changes to the way committees conduct their work, and that, to counter these challenges, CPS will, among other measures, be

placing a particular focus on increasing and maintaining its membership.

9. APPOINTMENT OF AUDITORS FOR 2014

MOTION A14-05

That CPS approve the appointment of the auditing firm of Welch LLP for the 2014 fiscal year.

**Moved by Dr. Bert Cellupica
Seconded by Dr. Jean-Yves Frappier
CARRIED**

10. HEALTHY GENERATIONS REPORT

Reporting briefly, Dr. Joanne Embree, President of Healthy Generations, thanked all those who had made donations, and all those who will be making donations in the coming year; noted that the Practice What You Preach later in the day will be Zumba Style instead of the usual Fun Run, and encouraged all members to participate; said that the Foundation supports a number of projects: residents' advocacy activities, including the Resident Advocacy Grant, and the National Resident Advocacy Day, the 2015 *Are We Doing Enough?*, a variety of educational activities, and the Healthy Child Uganda project.

11. SANCTIONING OF THE DECISIONS MADE BY THE BOARD OF DIRECTORS

MOTION A14-06

That the motions passed by the CPS Board of Directors and Executive Committee from the June 2013 – May 2014 business year be ratified.

**Moved by Dr. Emmett Francoeur
Seconded by Dr. Sam Wong
CARRIED**

12. MEMBERSHIP REPORT

Dr. Mitch Zelman, in reviewing membership statistics, said that there had been increases in all categories during the past year; that between 100 and 150 new members join annually; that, regrettably, not all members have yet paid their dues this year, although CPS does allow a grace period for payment; that Fellows consistently represent about 66% of membership, Residents about 9%, and the balance are Associate members; that the majority of members are between 30 and 69 years of age, they are predominantly female, and the proportions of general paediatricians, subspecialists and those who identify with both areas has remained stable in the past five years at about 45%, 30%, and 12%, respectively, with the balance unreported; and that CPS continues to explore various ways of attracting more subspecialists and community paediatricians to join.

MOTION A14-07

That the 2015 Membership Dues be raised by 3% rounded up to the closest \$5 increment. Be it further resolved that as an incentive for members to pay their dues early, those who pay by 31 March 2015 be charged the 2014 dues.

**Moved by Dr. Glen Ward
Seconded by Dr. Stan Lipnowski
CARRIED**

13. PRESENTATION OF THE DANIELLE GRENIER MEMBERSHIP RECOGNITION AWARDS

Dr. Zelman announced that the Member Recognition Award was recently renamed to commemorate the lifetime achievements of Dr. Danielle Grenier, the Society's Director of Medical Affairs.

In presenting the inaugural Danielle Grenier Membership Recognition Awards to Drs. Tony Barozzino and Chuck Hui for their outstanding work as co-editors-in-chief of the new, web-based Caring for Kids New to Canada, Dr. Zelman said that, working with numerous contributors over two years, they shepherded complex content through numerous drafts, meetings, and emails with tact, attention and conspicuous good humour, dedicated countless evenings and weekends to this project, and engaged in a variety of critical outreach, including a symposium at the 2013 Annual Conference, a webinar, several regional events, and think pieces for PCH.

14. LIFE MEMBERSHIP AWARDS

Dr. Zelman, in bestowing Life Memberships on Drs. Jean-Yves Frappier and Richard Stanwick, said that the honour is reserved for those who have made significant contributions to CPS, listed some of the many tasks and activities in which they have participated over the years, and noted it is being given to them for their commitment to improving the health of children and youth.

15. REPORT FROM THE EDITOR-IN-CHIEF, PAEDIATRICS & CHILD HEALTH

Dr. Noni MacDonald observed that the publishing business is changing rapidly with more on-line publications, decreasing advertising revenue, and increasing transparency; that abstracts of posters at the Annual Conference will no longer be printed as a special PCH supplement, but can be downloaded from the Pulsus/ PCH website and cited—a much cheaper method of dissemination; that editorial board members are now required to post their conflict of interest statements on the Pulsus website; that Ms. Colette Laplante, the PCH Editorial Coordinator, left after many years because her position was downsized, and her replacement, Ms. Lindsay Conboy, has been excellent, but it remains a half-time position; that Dr. Jonathan Kronick has resigned from

the editorial board as he is now Vice President of CPS, and it would have represented a conflict of interest to hold both positions; that the October 2013 PCH theme issue on child maltreatment was used extensively to advocate for provincial/territorial child death review committees; that an influential article in June/July 2013 PCH, “Canadian Pediatric Endocrine Group extension to WHO growth charts: Why bother?”, has already started to change paediatric practice—a prime objective of the journal; and that, after 19 years as Editor-in-Chief, she is resigning effective 2016, that a search for a replacement has started, and that a number of stellar applications have been received.

16. PRESENTATION OF THE NONI MACDONALD AWARD

Dr. Lynk announced that Drs. Sarah Lawrence, Elizabeth Cummings, Jean-Pierre Chanoine, Daniel Metzger, Mark Parlmert, Atul Sharma, and Celia Rodd are winners of the Noni Award for their article “Canadian Pediatric Endocrine Group extension to WHO growth charts: Why bother?”, published in the June/July 2013 PCH. He explained that Dr. Lawrence would accept the award on behalf of the group, and invited her to come to the podium to receive the award. Mr. Robert Kalina, President of the Pulsus Group, presented the award.

17. NOMINATING COMMITTEE REPORT

Dr. Stanwick, speaking on behalf of the Chair of the Nominating Committee, Dr. Ken Henderson, who was unable to attend the AGM, outlined procedures followed for the recruitment and election of candidates for 2014 Vice President and the BC/Yukon member of the Board of Directors, announced that Dr. Jonathan Kronick had been acclaimed Vice President, and Dr. Paul Thiessen was acclaimed the BC/Yukon Board member, and reported that Drs. Mike Dickinson and Joan Robinson had agreed to be nominated for the position of Vice President for 2015-16, and would each give a five-minute presentation.

He reminded members that two Members-at-Large are elected annually to the Nominating Committee, stated that Drs. Dawn Hartfield and Terry Klassen had agreed to be re-nominated, and invited the nomination of other candidates from the floor. In the absence of further nominations, the following resolution was approved.

MOTION A14-08

That Drs. Dawn Hartfield and Terry Klassen be appointed Members-at-Large to the 2014-15 Nominating Committee.

**Moved by Dr. Tony Barozzino
Seconded by Dr. Mitch Zelman
CARRIED**

18. PRESENTATIONS BY CANDIDATES FOR VICE PRESIDENT

Drs. Dickinson and Robinson each gave five-minute presentations to the membership.

19. OUTGOING BOARD, COMMITTEE MEMBERS & SECTION PRESIDENTS

Dr. Lynk, on behalf of the Society, thanked outgoing members of the Board, Committees, and Section Presidents for all their work.

20. RATIFICATION OF THE CHANGE OF OFFICE OF PRESIDENT-ELECT TO PRESIDENT

MOTION A14-09

To ratify the change of position of Dr. Robert Moriartey from President-Elect to President for 2014-15.

**Moved by Dr. Bert Cellupica
Seconded by Dr. Gary Pেকেles
CARRIED**

Dr. Moriartey gave a brief presentation on his vision and future plans for the Society.

21. RATIFICATION OF CHANGE OF OFFICE OF VICE PRESIDENT TO PRESIDENT ELECT

MOTION A14-10

To ratify the change of position of Dr. Robin Williams from Vice President to President Elect for 2014-15.

**Moved by Dr. Tony Barozzino
Seconded by Dr. Bert Cellupica
CARRIED**

Members were advised of the following Board membership for 2014-15 :

Robert Moriartey (President)
Robin Williams (President Elect)
Jonathan Kronick (Vice President)
Andrew Lynk (Past President)

Francois Boucher (Québec)
Umberto Cellupica (Ontario)
Isabelle Chevalier (Québec)
Mark Feldman (Ontario)

Roxanne Goldade (Alberta & NWT)
Johanne Harvey (Québec)
Stan Lipnowski (Manitoba & Nunavut)

Susanna Martin (Saskatchewan)
Leigh Anne Newhook (Newfoundland & Labrador)
Paul Theissen (British Columbia & Yukon)
Ellen Wood (Nova Scotia)
Mitch Zelman (New Brunswick & PEI)
Janet Austin (Public Member)
Rania Gosselin-Papadopoulos (President – Residents
Section)
Ashraf Kharrat (Vice President – Residents Section)
Joanne Embree (President - Healthy Generations)
Danielle Grenier (Director of Medical Affairs)
Marie Adèle Davis (Executive Director)

22. OTHER BUSINESS

MOTION A14-11

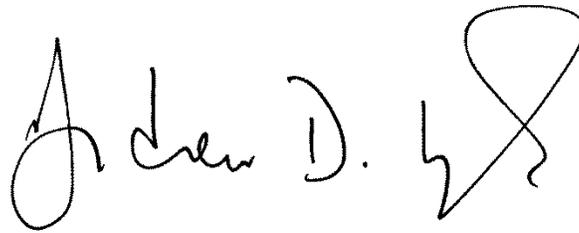
The domestic use and export of asbestos, an unsafe substance, continues in Canada and represents a risk for generations to come. The Canadian Paediatric Society encourages the federal government to ban the commercial use of this substance.

**Moved by Dr. Bill Abelson
Seconded by Dr. Glen Ward
CARRIED**

MOTION A14-12

That the meeting adjourn.

**Moved by Dr. Joanne Embree
Seconded by Dr. Henry Ukpeh
CARRIED**



**Respectfully submitted by
Andrew Lynk
President (2013-2014)**