



**Governance & Audit Committee  
AGENDA**

Thursday, April 24, 2025 @ 5:30pm

| <b>Item</b> | <b>Description</b>                                     | <b>MRP</b>           |
|-------------|--|----------------------|
| 1.0         | <b>Call to Order and Introductions</b>                 | Lyne St-Pierre-Ellis |
| 2.0         | <b>Approval of the Agenda</b>                          | Lyne St-Pierre-Ellis |
| 3.0         | <b>Declaration of Conflict of Interest</b>             | Lyne St-Pierre-Ellis |
| 4.0         | <b>Approval of Previous Minutes: February 6, 2025*</b> | Lyne St-Pierre-Ellis |
| 5.0         | <b>Business Arising from the Minutes</b>               |                      |
|             | 5.1 Bylaws Update*                                     | Geri Geldart         |
|             | 5.2 Officer & Chair Position Recommendations           | Lyne St-Pierre Ellis |
| 6.0         | <b>Standing Reports</b>                                |                      |
|             | 6.1 Report from the President & CEO*                   | Geri Geldart         |
| 7.0         | <b>New Business</b>                                    |                      |
|             | 7.1 Board Evaluation*                                  | Geri Geldart         |
|             | 7.2 Board Member – York Care Foundation                | Lyne St-Pierre-Ellis |
| 7.0         | <b>Next Meeting: Thursday, June 9, 2025 @ 5:30pm</b>   |                      |

*\*Denotes attachment*

## Proposed Motions

---

1. That the minutes of February 6, 2025 be approved as presented.
2. That the Governance and Audit Committee recommend to the Board of Directors that the revised Bylaws for YCP & YDI be approved as presented.

**Minutes of meeting of the Governance & Audit Committee**  
**Thursday, February 6, 2025 at 5:30pm**

**Present:** Lyne St-Pierre-Ellis, Marjorie Belzile, Donna Curtis Maillet, Wayne Snowdon, Geri Geldart (ex-officio)

**Regrets:** Tracey Burkhardt, Andrea Seymour

**1. Call to order**

Ms. St-Pierre-Ellis (Chair) called the meeting to order at 5:31pm.

**2. Declarations of Conflict of Interest**

Ms. St-Pierre-Ellis asked members to review the agenda and self-identify if there was the potential for a conflict of interest. No conflicts were identified.

**3. Approval of Agenda**

Approved.

*It was moved by Marjorie Belzile and seconded by Wayne Snowdon that the agenda be approved as presented. All in favour. - Motion carried*

**4. Approval of Previous Minutes: November 7, 2024**

*It was moved by Marjorie Belzile and seconded by Wayne Snowdon that the minutes of the November 7, 2024 meeting be approved as presented. All in favour.*

*- Motion carried*

**5. Business Arising from the Minutes**

**5.1 Board Evaluation**

Ms. Geldart provided a revised Board Evaluation document. There was further discussion and additional suggestions received from the committee. The revised document will be presented to the Board of Directors at the February meeting for circulation.

**6. Standing Reports**

**6.1 Report from the President & CEO**

Ms. Geldart shared the Q3 update with the committee. Highlights were included in the meeting package.

**7. New Business**

**7.1 Governance Process Policies Review**

Ms. Geldart presented the following policies for review:

- 7.1.1 Gov-A-100 Assessment: Board Chair & Members
- 7.1.2 Gov-B-110 Board Responsibility
- 7.1.3 Gov-B-112 Board Members Acknowledgement of Role & Responsibility
- 7.1.4 Gov-B-115 Board Members Code of Conduct
- 7.1.5 Gov-B-120 Board Membership Skill Matrix
- 7.1.6 Gov-N-260 – Nominating Process
- 7.1.7 Gov-S-280 – Strategic Plan
- 7.1.8 Gov-T-185 – Timely Submission to Members

**Motion:**

***It was moved by Donna Curtis Maillet and seconded by Marjorie Belzile that Governance Process Policies Gov-A-100 Assessment: Board Chair & Members; Gov-B-110 Board Responsibility; Gov-B-112 Board Members Acknowledgement of Role & Responsibility; Gov-B-115 Board Members Code of Conduct; Gov-B-120 Board Membership Skill Matrix; Gov-N-260 Nominating Process; Gov-S-280 Strategic Plan and Gov-T-185 Timely Submission to Members be approved as presented. All in favour***

***- Motion carried***

**7.2 Board Membership – Recruitment Plan Update**

Ms. Geldart provided an update on the recruitment plan update which, including 5 board member profiles, will be posted on LinkedIn to a raise awareness of the Board.

**7.3 Bylaws – YCP and YDI**

Ms. Geldart shared the briefing note regarding the bylaw updates for YCP and YDI which was included in the meeting package.

**Motion:**

***It was moved by Donna Curtis Maillet and seconded by Wayne Snowdon that the Governance and Audit Committee recommend to the Board of Directors that the CEO and the Chair of Governance review/revise the bylaws of YCP and YDI to ensure alignment with the YCC bylaws. The revised bylaws should be presented to the Governance and Audit Committee in April, with the intention of bringing a final set of bylaws to the June meeting of the Board of Directors, following the amendment process outlined in the current bylaws (2017). All in favour.***

***- Motion carried***

**7.4 Board Executive & Committee Chairs for 2024-2025**

Ms. Geldart shared a briefing note outlining the process for preparing recommendations for the Board for executive and chair positions which was included in the meeting package.

**Motion:**

***It was moved by Marjorie Belzile and seconded by Wayne Snowdon that the Chair of Governance and Audit begin the process of identifying members' interest in Officer or Chair positions for the next board year. The Chair shall bring recommendations to Governance and Audit in April 2025. All in favour.***

***- Motion carried***

**7.5 Monitoring Framework: Ends Policies**

Ms. Geldart presented a briefing note regarding a draft monitoring framework for the board's Ends policies. This framework will be used when evaluating achievement of the board approved Ends. This

briefing note was also included in the meeting package.

**Motion:**

***It was moved by Donna Curtis Maillet and seconded by Marjorie Belzile that the Governance & Audit Committee recommend to the Board that the Ends Policies Monitoring Framework be adopted for use in 2025/26. All in favour. - Motion carried***

**7.6 Board & Committee Meeting Schedule 2025 - 2026**

The 2025 – 2026 Board & Committee meeting schedule was included in the meeting package for review.

**Motion:**

***It was moved by Wayne Snowdon and seconded by Donna Curtis Maillet that the Governance & Audit Committee recommend to the Board that the Board & Committee meeting schedule be approved for 2025 – 2026. All in favour. - Motion carried***

**8. Next Meeting**

The next meeting will be Thursday, April 24, 2025 @ 5:30pm.

**9. Adjournment.**

The meeting was adjourned at 7:02 on a motion by Mr. Snowdon.

---

Lyne St-Pierre-Ellis, Chair

---

Jennifer Vos, Recorder



## BRIEFING NOTE

**To:** Board of Directors

**From:** Governance and Audit Committee

**Date:** April 16, 2025

**RE:** York County Properties Inc. and York Development Inc. Bylaws

---

### **Purpose**

To complete the official process of approving changes to the York County Properties Inc. and the York Developments Inc. Bylaws.

### **Background**

- York County Properties, Inc. is the original company established in 1966. York Manor Inc. was established in 1969 and YDI was incorporated in 1980. York Manor Inc became York Care Centre in 2021. Throughout all of these events, the bylaws of York County Properties remained the authority under which the members, directors and officers of the other companies are appointed because *“The affairs of the Corporation shall be managed by a Board of Directors, who shall be the same persons as are the Directors of York County Properties Inc., and the Executive Committee of the Directors of York County Properties Inc., shall be the Executive Committee of the Directors of the Corporation and may exercise such powers of the Board of Directors as are delegated to it by the Board.”*
- The last approved and signed versions of the bylaws for York County Properties Inc and York Development Inc. are from 2017.
- The Governance and Audit Committee approved revisions to the bylaws of three companies (YCC, YCP and YDI) on January 12, 2022, but it doesn’t appear that this motion was considered at a subsequent Board meeting. The YCC bylaws were eventually approved at a board meeting (February 13, 2023) following changes made to align with regulations under the Nursing Home Act.
- The process for amending bylaws is outlined in each set of bylaws (see Figure One and Figure Two).
- The Board of Directors in February 2025 approved a recommendation that the Governance and Audit Committee review / revise the bylaws of YCP and YDI to ensure alignment with the YCC bylaws. The intention is to take a final set of bylaws to the June meeting of the Board of Directors, following the amendment process outlined in the current bylaws (2017).

### **Review of Bylaws with Recommendations for Consideration.**

- The tables below provide the comparison of the YCP and YDI bylaws to the approved YCC bylaws.

**The Bylaws of the Corporation – York Care Centre and York County Properties.  
Comparative Analysis  
April 2025**

| YCC Bylaws   | YCP Bylaws   | Recommendation   |
|--|--|--|
| <b>Preamble</b><br><ul style="list-style-type: none"> <li>• Specific to YCC</li> </ul>   | <b>Preamble</b><br><ul style="list-style-type: none"> <li>• Specific to YCP</li> </ul>   | <ul style="list-style-type: none"> <li>• No changes recommended.</li> </ul>  |
| <b>Article 1 – Corporate Seal</b><br><ul style="list-style-type: none"> <li>• Specific to YCC</li> </ul>   | <b>Article 1 – Corporate Seal</b><br><ul style="list-style-type: none"> <li>• Specific to YCP</li> </ul>   | <ul style="list-style-type: none"> <li>• No changes recommended.</li> </ul>  |
| <b>Article 2 – Head Office</b>   | <b>Article 2 – Head Office</b>   | <ul style="list-style-type: none"> <li>• No changes recommended.<br/>Content identical</li> </ul>  |
| <b>Article 3 - Interpretation</b>  | <b>Article 3 - Interpretation</b>  | <ul style="list-style-type: none"> <li>• No changes recommended.<br/>Content identical</li> </ul>  |
| <b>Article 4. Annual Members Meeting of the Corporation.</b><br>This section deals with the notice and agenda of the Annual Members Meeting.<br><br><ul style="list-style-type: none"> <li>• Includes the requirement for the CEO to provide a report.</li> <li>• Does not include requirement for G&amp;A to report</li> <li>• Includes requirement to appoint an auditor to hold office until the next AMM. Of note – there is also Article 28 which provides more detail regarding the auditor (obligation to report at next AMM, eligibility, remuneration)</li> </ul> | <b>Article 4 – Members Meeting of the Corporation.</b><br><br><ul style="list-style-type: none"> <li>• Does not include requirement for a report from the CEO.</li> <li>• Requires a report from G&amp;A regarding appointment of members</li> <li>• Only reference to auditor is appointment at the AMM.</li> </ul> | <ul style="list-style-type: none"> <li>• Add this requirement to the YCP bylaws.</li> <li>• Keep the requirement to have G&amp;A bring report re appointment of members.</li> <li>• Add Section 28 to the YCP bylaws.</li> </ul> |
| <b>Article 5 – Members</b><br><ul style="list-style-type: none"> <li>• A simple statement “The Members of the Corporation from time to time shall be the Members of York County Properties Inc.</li> <li>• YCC Bylaws include a separate section (<b>Section 8) on Board Composition</b> (This was required by DSD).</li> </ul>  | <b>Article 5 – Members</b><br><ul style="list-style-type: none"> <li>• A very detailed section which deals with composition, filling of vacancies, terms and term limits.</li> <li>• The YCP bylaws have somewhat dated wording in the section which deals with eligibility.</li> </ul>                              | <ul style="list-style-type: none"> <li>• Keep the detailed section in the YCP bylaws, with the following recommendations.</li> <li>• Modify the eligibility section to match YCC bylaws.</li> </ul>                              |

**The Bylaws of the Corporation – York Care Centre and York County Properties.  
Comparative Analysis  
April 2025**

| YCC Bylaws   | YCP Bylaws   | Recommendation   |
|--|--|--|
| <ul style="list-style-type: none"> <li>The YCC bylaws permit a member who has termed out after 9 years to be re-appointed after a one-year break.</li> </ul> | <ul style="list-style-type: none"> <li>The YCP bylaws permit a member who has termed out after 9 years to be re-appointed after a two-year break.</li> </ul>   | <ul style="list-style-type: none"> <li>Modify the YCP bylaws to permit a person to be reappointed after one year.</li> </ul> |
| <p><b>Article 6 – Board of Directors</b></p> <ul style="list-style-type: none"> <li>The board is the same as that for York County Properties.</li> </ul>     | <p><b>Article 6 – Board of Directors</b></p> <ul style="list-style-type: none"> <li>A much more detailed section which addresses membership, terms for officers, chairs and committee members, conflict of interest.</li> <li>The most significant difference is a reference to Article 16 c) which provides for a process to remove a member from the board.</li> </ul> | <ul style="list-style-type: none"> <li>No changes recommended.</li> </ul>  |
| <p><b>Article 7 – Conflict of Interest</b><br/>Conflict of interest provisions are in a separate section.</p>  | <p><b>Conflict of Interest</b><br/>The content is the same, but is part of Article 6 – Board of Directors</p>  | <ul style="list-style-type: none"> <li>No changes recommended.</li> </ul>  |
| <p><b>Article 8 – Composition of the Board</b> (see above – Article 5)</p>   |  |  |
| <p><b>Article 9 – Regular Meetings of the Board</b></p>  | <p><b>Article 7 – Regular Meetings of the Board</b></p>  | <ul style="list-style-type: none"> <li>No changes recommended. Content is identical.</li> </ul>                              |
| <p><b>Article 10 – Quorum of Board and Committees</b></p>  | <p><b>Article 8 – Quorum of Board and Committees</b></p>   | <ul style="list-style-type: none"> <li>No changes recommended. Content is identical.</li> </ul>                              |
| <p><b>Article 11 – Attendance at Meetings</b></p>  | <p><b>Article 9 – Attendance at Meetings</b></p>   | <ul style="list-style-type: none"> <li>No changes recommended. Content is identical.</li> </ul>                              |
| <p><b>Article 12 – Chair</b></p>   | <p><b>Article 10 - Chair</b></p>   | <ul style="list-style-type: none"> <li>No changes recommended. Content is identical.</li> </ul>                              |
| <p><b>Article 13 – Special Meetings of the Board</b></p>   | <p><b>Article 11 – Special Meetings of the Board</b></p>   | <ul style="list-style-type: none"> <li>No changes recommended. Content is identical.</li> </ul>                              |

**The Bylaws of the Corporation – York Care Centre and York County Properties.  
Comparative Analysis  
April 2025**

| YCC Bylaws  | YCP Bylaws   | Recommendation  |
|---|--|---|
| <p><b>Article 14 – Voting</b></p>   | <p><b>Article 12 - Voting</b></p>  | <ul style="list-style-type: none"> <li>• No changes recommended. Content is identical.</li> </ul>   |
| <p><b>Article 15 Officers of Board and Chairs of Standing Committees</b></p> <ul style="list-style-type: none"> <li>• States that the officers are the same as for York County Properties.</li> <li>• Lists the standing committees</li> </ul>  | <p><b>Article 13 Officers of Board and Chairs of Standing Committees</b></p> <ul style="list-style-type: none"> <li>• States that the officers are elected at the AMM, the secretary is responsible for the election duties, and lists the standing committees</li> </ul>  | <ul style="list-style-type: none"> <li>• No changes recommended.</li> </ul>   |
| <p><b>Article 16 – Committees of the Board</b></p> <ul style="list-style-type: none"> <li>• Not addressed in YCC bylaws</li> <li>• The Chair of each committee shall select their members from the board on an annual basis, subject to review and approval by the Board.</li> <li>• All board members should serve on at least one committee</li> <li>• Develops terms of reference to be reviewed by Governance and Audit and approved by the Board.</li> </ul> | <p><b>Article 14 – Committees of the Board</b></p> <ul style="list-style-type: none"> <li>• At the AMM - the Chair of Governance and Audit submits the committee’s recommendations for the Chair of each committee, following which the members elect.</li> <li>• The Chair shall select their committee members, subject to review and approval by the Executive Committee.</li> <li>• The YCP bylaws is not as specific regarding the number of committees</li> <li>• YCP only requires that the terms of reference be approved by the Board.</li> </ul> | <ul style="list-style-type: none"> <li>• Modify the YCP bylaws to add this to the content of the AMM. Currently, the AMM only includes G&amp;A recommendations for Officers.</li> <li>• Keep this element in the YCP bylaws. Given the timing of the annual meeting, and subsequent board meetings not occurring until the fall, it makes more sense to have the Exec Committee review the membership recommendation.</li> <li>• No change recommended. Although the elements are not identical, they are not contradictory.</li> <li>• Modify the YCP bylaws to include the review of terms of reference by the Governance and Audit Committee.</li> </ul> |

**The Bylaws of the Corporation – York Care Centre and York County Properties.  
Comparative Analysis  
April 2025**

| YCC Bylaws   | YCP Bylaws   | Recommendation  |
|--|--|---|
| <ul style="list-style-type: none"> <li>• Committee chair can appoint “community members” – including term.</li> <li>• The members of the standing committees are the same as for those of York County Properties.</li> </ul> | <ul style="list-style-type: none"> <li>• The YCP bylaws refer to “non-members”</li> <li>• The YCP Bylaws provide much more detail regarding the membership of the standing committees, particularly for the Executive, Finance and Governance/Audit Committees.</li> </ul> | <ul style="list-style-type: none"> <li>• Modify the YCP bylaws to refer to “community members”.</li> <li>• No changes recommended. This detail is required.</li> </ul>  |
| <p><b>Article 17 – Executive Committee</b><br/>Outlines the powers of the executive committee and under what circumstances (when delegated by the Board; in emergency circumstances between Board meetings)</p>              | <p><b>Article 15 – Executive Committee</b><br/>The YCP bylaws also provide for the committee to act ...”during the months in which the Board does not hold regular meetings”</p>   | <ul style="list-style-type: none"> <li>• We should discuss...</li> <li>• Current view is that the Exec Committee should not have extensive powers, however, the Board is relatively inactive between June – Sept. During this period, the Exec committee needs to review the proposed committee membership as well as the annual work plans of the committees. These decisions are ultimately approved by the board... but are actions prior to board approval....therefore it would be good for the Exec committee to be able to act over the summer.</li> </ul> |
| <p><b>Article 18 – Procedures</b></p> <ul style="list-style-type: none"> <li>• provides details regarding meeting logistics (notice, minutes, voting)</li> </ul>   | <p><b>Article 16 – Procedures</b></p> <ul style="list-style-type: none"> <li>• The YCP bylaws also provides for a mechanism to remove a board member.</li> </ul>   | <ul style="list-style-type: none"> <li>• No changes recommended.</li> </ul>   |
| <p><b>Article 19 – Duties of the Chair</b></p>   | <p><b>Article 17 – Duties of the Chair</b></p>   | <ul style="list-style-type: none"> <li>• No changes recommended. The content is identical.</li> </ul>   |
| <p><b>Article 20 – Duties of the Vice Chair</b></p>  | <p><b>Article 18 – Duties of the Vice Chair</b></p>  | <ul style="list-style-type: none"> <li>• No changes recommended. The content is identical.</li> </ul>   |

**The Bylaws of the Corporation – York Care Centre and York County Properties.  
Comparative Analysis  
April 2025**

| YCC Bylaws  | YCP Bylaws   | Recommendation  |
|---|--|---|
| <b>Article 21 – Duties of the Treasurer</b>   | <b>Article 19 – Duties of the Treasurer</b>  | <ul style="list-style-type: none"> <li>• No changes recommended. The content is identical.</li> </ul>   |
| <b>Article 22 – Duties of the Secretary</b>   | <b>Article 20 – Duties of the Secretary</b>  | <ul style="list-style-type: none"> <li>• No changes recommended. The content is identical.</li> </ul>   |
| <b>Article 23- Bonding</b>  | <b>Article 21 - Bonding</b>  | <ul style="list-style-type: none"> <li>• No changes recommended. The content is identical.</li> </ul>   |
| <b>Article 24 – Protection of Directors</b>   | <b>Article 22 – Protection of Directors</b>  | <ul style="list-style-type: none"> <li>• No changes recommended. The content is identical.</li> </ul>   |
| <b>Article 25 – Banking</b>   | <b>Article 23 – Banking</b>  | <ul style="list-style-type: none"> <li>• No changes recommended. The content is identical.</li> </ul>   |
| <b>Article 26 – Execution of Contracts</b>  | <b>Article 24 – Execution of Contracts</b>   | <ul style="list-style-type: none"> <li>• No changes recommended. The content is identical.</li> </ul>   |
| <b>Article 27 – Corporate Funds</b>   | <b>Article 25 – Corporate Funds</b>  | <ul style="list-style-type: none"> <li>• No changes recommended. The content is identical.</li> </ul>   |
| <b>Article 28 – Auditor</b> <ul style="list-style-type: none"> <li>• Provides detail on role of auditor, eligibility and remuneration.</li> </ul>   | The requirement for an auditor is mentioned only in the AMM agenda requirements.         | <ul style="list-style-type: none"> <li>• Modify the YCP bylaws to include the detail as provided in the YCC bylaws. This level of detail is helpful.</li> </ul>   |
| <b>Article 29 – Other Services</b>  | <b>Article 26 – Other Services</b>   | <ul style="list-style-type: none"> <li>• No changes recommended. The content is identical.</li> </ul>   |
| <b>Article 30 – Appointment and Duties of the President and Chief Executive Officers</b> <ul style="list-style-type: none"> <li>• Only significant difference is that the YCC bylaws stipulate that the CEO is a non-voting member of all standing committees except Governance and Audit.</li> </ul> | <b>Article 27 – Appointment and Duties of the President and Chief Executive Officers</b> | <ul style="list-style-type: none"> <li>• I am not sure why this change was made in the YCC bylaws, but perhaps this provision allows the board to excuse the CEO when the auditor presents their report.</li> <li>• Recommend that a similar provision be added to the YCP bylaws.</li> </ul> |

| <p style="text-align: center;"><b>The Bylaws of the Corporation – York Care Centre and York County Properties.<br/>Comparative Analysis<br/>April 2025</b></p> |  |   |
|--|--|---|
| YCC Bylaws   | YCP Bylaws                                 | Recommendation                                      |
| <b>Article 31 – Reserve of Trust Funds</b>   | <b>Article 28 – Reserve of Trust Funds</b> | • No changes recommended. The content is identical. |
| <b>Article 32 – Amendment of Bylaws</b>  | <b>Article 29 – Amendment of Bylaws</b>    | • No changes recommended. The content is identical. |
| <b>Article 33 – Repeal</b>   | <b>Article 30 – Repeal</b>                 | • No changes recommended. The content is identical. |
| <b>Article 34 – Coming into Force</b>  | <b>Article 31 – Coming into Force</b>      | • No changes recommended. The content is identical. |

| <p style="text-align: center;"><b>The Bylaws of the Corporation – York Developments Inc. and Other Bylaws<br/>Comparative Analysis<br/>April 2025</b></p> |   |   |
|---|---|---|
| York Developments Inc.  | Comparison to Other Bylaws  | Recommendation  |
| <b>Preamble</b><br>• Specific to YDI  |   | • No change recommended   |
| <b>Article 1 – Corporate Seal</b><br>• Specific to YDI  |   | • No change recommended   |
| <b>Article 2 – Head Office</b>  | • Same as YCC and YCP   | • No change recommended   |
| <b>Article 3 – Interpretation</b>   | • Same as YCC and YCP   | • No change recommended   |
| <b>Article 4 – Annual Members Meeting of the Corporation</b>  | • See next cell   | • Modify to match the YCC Bylaws  |
| <b>Article 5 – Members</b><br>“The members of the Corporation from time to time shall be the members of York Care Centre”                                 | • Interesting that these bylaws were not written with references to YCP.... Rather the references are to YCC. | • No change recommended – unless you wish to make the references back to YCP rather than YCC. |

**The Bylaws of the Corporation – York Developments Inc. and Other Bylaws  
Comparative Analysis  
April 2025**

| York Developments Inc.   | Comparison to Other Bylaws  | Recommendation   |
|--|---|--|
| <p><b>Article 6 – Board of Directors</b><br/>The board is the same as York Care Centre. Also includes the conflict of interest elements.<br/>There is no reference to the composition of the board. The details are laid out in the YCP bylaws.</p>  | <ul style="list-style-type: none"> <li>• Covered by Article 6 of YCC but YCC has separate sections for composition of the board and conflict of interest.</li> </ul>                        | <ul style="list-style-type: none"> <li>• No change recommended, unless you wish to refer back to YCP rather than YCC.</li> </ul>   |
| <p><b>Article 7 – Regular Meetings of the Board</b></p>  | <ul style="list-style-type: none"> <li>• Same as Article 9 of YCC</li> </ul>  | <ul style="list-style-type: none"> <li>• No changes recommended.</li> </ul>  |
| <p><b>Article 8 – Quorum</b></p>   | <ul style="list-style-type: none"> <li>• Same as Article 10 of YCC</li> </ul>   | <ul style="list-style-type: none"> <li>• No changes recommended.</li> </ul>  |
| <p><b>Article 9 – Attendance</b></p>   | <ul style="list-style-type: none"> <li>• Same as Article 11 of YCC</li> </ul>   | <ul style="list-style-type: none"> <li>• No changes recommended</li> </ul>   |
| <p><b>Article 10 – Chair</b></p>   | <ul style="list-style-type: none"> <li>• Same as Article 12 of YCC</li> </ul>   | <ul style="list-style-type: none"> <li>• No changes recommended</li> </ul>   |
| <p><b>Article 11 – Special Meeting of the Board</b></p>  | <ul style="list-style-type: none"> <li>• Same as Article 13 of YCC</li> </ul>   | <ul style="list-style-type: none"> <li>• No changes recommended</li> </ul>   |
| <p><b>Article 12 – Voting</b></p>  | <ul style="list-style-type: none"> <li>• Same as Article 12 of YCC</li> </ul>   | <ul style="list-style-type: none"> <li>• No changes recommended</li> </ul>   |
| <p><b>Article 13 – Officers of the Board and Chairs of Standing Committees</b></p>   | <ul style="list-style-type: none"> <li>• Same as Article 13 of YCC</li> </ul>   | <ul style="list-style-type: none"> <li>• No changes recommended</li> </ul>   |
| <p><b>Article 14 – Committees of the Board</b></p> <ul style="list-style-type: none"> <li>• In this case, the provision is not the same as YCC – rather it requires that the Chair of each committee select their members, subject to review and approval of the Executive Committee.</li> <li>• Reference to “non-members” on committees</li> </ul> | <ul style="list-style-type: none"> <li>• The YCC bylaws say the recommendation is subject to approval by the Board.</li> <li>• Reference is to “community members” on committees</li> </ul> | <ul style="list-style-type: none"> <li>• Align with the YCP bylaws so that the recommendation is subject to the review and approval by the Exec committee.</li> <li>• Modify to use “community member” terminology.</li> </ul> |

**The Bylaws of the Corporation – York Developments Inc. and Other Bylaws  
Comparative Analysis  
April 2025**

| York Developments Inc.  | Comparison to Other Bylaws   | Recommendation   |
|---|--|--|
| <ul style="list-style-type: none"> <li>In the listing of standing committees, the bylaws reference back to YCC bylaws</li> </ul>  |  | <ul style="list-style-type: none"> <li>No change recommended</li> </ul>                                  |
| <p><b>Article 15 – Executive Committee</b><br/>In these bylaws, the executive committee can act during the months in which the board does not hold regular meetings</p> | <ul style="list-style-type: none"> <li>In the YCC bylaws, this provision does not exist</li> </ul> | <ul style="list-style-type: none"> <li>Revise to align with any revisions made to YCP bylaws.</li> </ul> |
| <p><b>Article 16 – Procedures</b><br/>Same as the YCC bylaws (does not include the bylaw which provides for the removal of a member – covered by YCP bylaws).</p>       |  | <ul style="list-style-type: none"> <li>No changes recommended.</li> </ul>                                |
| <p><b>Article 17 – Duties of the Chair</b></p>  | <ul style="list-style-type: none"> <li>Same as YCC</li> </ul>                                      | <ul style="list-style-type: none"> <li>No changes recommended</li> </ul>                                 |
| <p><b>Article 18 – Dutes of the Vice Chair</b></p>  | <ul style="list-style-type: none"> <li>Same as YCC</li> </ul>                                      | <ul style="list-style-type: none"> <li>No changes recommended</li> </ul>                                 |
| <p><b>Article 19 – Duties of the Treasurer</b></p>  | <ul style="list-style-type: none"> <li>Same as YCC</li> </ul>                                      | <ul style="list-style-type: none"> <li>No changes recommended</li> </ul>                                 |
| <p><b>Article 20 – Duties of the Secretary</b></p>  | <ul style="list-style-type: none"> <li>Same as YCC</li> </ul>                                      | <ul style="list-style-type: none"> <li>No changes recommended</li> </ul>                                 |
| <p><b>Article 21 – Bonding</b></p>  | <ul style="list-style-type: none"> <li>Same as YCC</li> </ul>                                      | <ul style="list-style-type: none"> <li>No changes recommended</li> </ul>                                 |
| <p><b>Article 22 – Protection of Directors</b></p>  | <ul style="list-style-type: none"> <li>Same as YCC</li> </ul>                                      | <ul style="list-style-type: none"> <li>No changes recommended</li> </ul>                                 |
| <p><b>Article 23 – Banking</b></p>  | <ul style="list-style-type: none"> <li>Same as YCC</li> </ul>                                      | <ul style="list-style-type: none"> <li>No changes recommended</li> </ul>                                 |
| <p><b>Article 24 – Execution of Contracts</b></p>   | <ul style="list-style-type: none"> <li>Same as YCC</li> </ul>                                      | <ul style="list-style-type: none"> <li>No changes recommended</li> </ul>                                 |
| <p><b>Article 25 – Corporate Funds</b></p>  | <ul style="list-style-type: none"> <li>Same as YCC</li> </ul>                                      | <ul style="list-style-type: none"> <li>No changes recommended</li> </ul>                                 |
| <p><b>Article 26 – Auditor</b></p>  | <ul style="list-style-type: none"> <li>Same as YCC</li> </ul>                                      | <ul style="list-style-type: none"> <li>No changes recommended</li> </ul>                                 |

**The Bylaws of the Corporation – York Developments Inc. and Other Bylaws  
Comparative Analysis  
April 2025**

| <b>York Developments Inc.</b>                                       | <b>Comparison to Other Bylaws</b> | <b>Recommendation</b>    |
|---|-----------------------------------|--------------------------|
| <b>Article 27 – Other Services</b>                                  | • Same as YCC                     | • No changes recommended |
| <b>Article 28 – Appointment and Duties of the President and CEO</b> | • Same as YCC                     | • No changes recommended |
| <b>Article 29 – Reserve or Trust Funds</b>                          | • Same as YCC                     | • No changes recommended |
| <b>Article 30 – Amendment of Bylaws</b>                             | • Same as YCC                     | • No changes recommended |
| <b>Article 31 – Repeal</b>  | • Same as YCC                     | • No changes recommended |
| <b>Article 32 – Coming into Force</b>                               | • Same as YCC                     | • No changes recommended |

**Recommendation**

1. That the changes to the York County Properties Inc and the York Developments Inc. bylaws agreed to at the April meeting of the Governance and Audit Committee be incorporated into a draft set of bylaws for final review at the Board of Directors meeting scheduled for June 16<sup>th</sup>.
2. That a written notice of motion be submitted with the proposed revised bylaws no later than May 15<sup>th</sup>, 2025.
3. That the notice of motion be posted at York Care Centre for a period of ten days prior to the June 16<sup>th</sup> meeting.

**YORK CARE CENTRE  
INC.**

**GENERAL BYLAWS**

**November 2022**

---

## Table of Contents

|  |    |
|--|----|
| YORK CARE CENTRE INC.GENERAL BYLAWS .....                                    | 3  |
| 1. CORPORATE SEAL.....   | 4  |
| 2. HEAD OFFICE .....   | 4  |
| 3. INTERPRETATION .....  | 4  |
| 4. ANNUAL MEMBERS MEETING OF THE CORPORATION.....                            | 4  |
| 5. MEMBERS.....  | 5  |
| 6. BOARD OF DIRECTORS.....   | 5  |
| 7. CONFLICT OF INTEREST .....  | 5  |
| 8. COMPOSITION OF THE BOARD.....   | 6  |
| 9. REGULAR MEETINGS OF THE BOARD .....                                       | 6  |
| 10. QUORUM OF BOARD AND COMMITTEES .....                                     | 7  |
| 11. ATTENDANCE AT MEETINGS.....  | 7  |
| 12. CHAIR .....  | 7  |
| 13. SPECIAL MEETINGS OF THE BOARD.....                                       | 7  |
| 14. VOTING.....  | 7  |
| 15. OFFICERS OF BOARD AND CHAIRS OF STANDING COMMITTEES.....                 | 8  |
| 16. COMMITTEES OF THE BOARD.....   | 8  |
| 17. EXECUTIVE COMMITTEE.....   | 9  |
| 18. PROCEDURES .....   | 9  |
| 19. DUTIES OF THE CHAIR .....  | 9  |
| 20. DUTIES OF THE VICE- CHAIR.....   | 10 |
| 21. DUTIES OF THE TREASURER .....  | 10 |
| 22. DUTIES OF THE SECRETARY.....   | 10 |
| 23. BONDING .....  | 11 |
| 24. PROTECTION OF DIRECTORS .....  | 11 |
| 25. BANKING .....  | 12 |
| 26. EXECUTION OF CONTRACTS .....   | 12 |
| 27. CORPORATE FUNDS .....  | 13 |
| 28. AUDITOR .....  | 13 |
| 29. OTHER SERVICES.....  | 13 |
| 30. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER..... | 14 |
| 31. RESERVE OR TRUST FUNDS .....   | 14 |
| 32. AMENDMENT OF BYLAWS .....  | 14 |
| 33. REPEAL.....  | 15 |
| 34. COMING INTO FORCE.....   | 15 |

## YORK CARE CENTRE INC.GENERAL

### BYLAWS

#### PREAMBLE:

**WHEREAS YORK MANOR INC.** (the Corporation), was originally incorporated by Special Act of the Legislature entitled "An Act to Incorporate YORK MANOR INC." Ch. 103 of the statutes of New Brunswick 1969, and amendments thereto;

**AND WHEREAS** The directors of the Company on the 14th day of June, 2021 duly enacted By-Law No. 2021-3 authorizing the making of an application for supplementary letters patent to formally change the name York Manor Inc. to York Care Centre Inc.

**AND WHEREAS** the application for supplementary letters patent was approved under the Province of New Brunswick Companies Act on June 30, 2021, the Company name is officially changed to York Care Centre Inc.

**AND WHEREAS** the Act of Incorporation and its Amendments stipulate that the Members, Directors, and Executive Committee of York Care Centre Inc., shall be the same persons as those of York County Properties Inc.;

**AND WHEREAS** the affairs of YORK CARE CENTRE INC., shall be managed by a Board of Directors, and where authorized by a Bylaw of the Corporation, the Executive Committee of the Directors may exercise such powers of the Board of Directors as are delegated to it by such Bylaw;

**AND WHEREAS** the purposes and objects of YORK CARE CENTRE INC., shall be to help the inhabitants of New Brunswick by the establishment and operation of properly supervised rest and convalescent homes whose principal purpose shall be to provide shelter and care for aged, infirm or incapacitated persons who reside in the institutions;

**AND WHEREAS** the following terms, conditions and provisions shall be unalterable:

1. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretion to the Corporation shall be used in promoting its objects.
2. No part of the income of the Corporation may be payable to or otherwise available for the personal benefit of any member thereof, except as otherwise provided in Article 6 b).
3. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in

Canada.

**NOW THEREFORE**, be it enacted and it is hereby enacted, that the following Bylaws be adopted for regulating the affairs of York Care Centre Inc.

**1. CORPORATE SEAL**

The Corporate Seal of the Corporation shall be a design formed of two concentric circles between which shall be the name of the Corporation. Inside the concentric circles shall be the words and figures "Incorporated 2021" as shown on the margin thereof.

The Corporate Seal shall not be used without the sanction of the Chair, or in his/her absence, the Vice-Chair and Secretary of the Corporation; or the sanction of such Director or Officer of the Corporation as the Board of Directors may by resolution appoint for general or specific purposes.

**2. HEAD OFFICE**

The principal or head office of the Corporation shall be at the City of Fredericton, County of York, and Province of New Brunswick, and at the principal premises of the Corporation therein or such other place therein as the Directors of the Corporation may from time to time decide.

**3. INTERPRETATION**

- a) Member means the Members of the Corporation appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- b) Board means the Board of Directors appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- c) Corporation means the corporation constituted under a Special Act of the Legislature of the Province of New Brunswick to incorporate York Manor Inc.
- d) Director means a member of the Board of Directors.

**4. ANNUAL MEMBERS MEETING OF THE CORPORATION**

- a) Notice of the Annual Members Meeting and regular meetings of the Board shall be given in such manner as the Board shall determine.
- b) The Annual Members Meeting of the Corporation shall be held on or before the 30<sup>th</sup> day of June of each year.

(1) The same rules of conduct and conditions shall apply to the Annual Members Meeting of the

Corporation as to all meetings of the Board. The Minutes of the Annual Members Meetings of the Corporation shall be recorded and have validity as Minutes of the Board. However, the Annual Members Meeting will conduct the following business:

- (i) Approve minutes of the previous Annual Members Meeting.
- (ii) Receive the report of the Board, including the Audited Financial Statements, and the report thereon of the Auditor.
- (iii) Receive the report of the unfinished business from the previous Members Meeting of the Corporation.
- (iv) Receive the report of the Chair.
- (v) Receive the report of Committees.
- (vi) Receive the report of the President and Chief Executive Officer.
- (vii) New Business.
- (viii) Appoint an Auditor to the Corporation, to hold office until the next Annual Members Meeting.

## **5. MEMBERS**

The Members of the Corporation from time to time shall be the Members of York County Properties Inc.

## **6. BOARD OF DIRECTORS**

- a) The affairs of the Corporation shall be managed by a Board of Directors, who shall be the same persons as are the Directors of York County Properties Inc., and the Executive Committee of the Directors of York County Properties Inc., shall be the Executive Committee of the Directors of the Corporation and may exercise such powers of the Board of Directors as are delegated to it by the Board.
- b) The Directors shall serve as Directors and Officers without remuneration and no Director shall, directly or indirectly, receive any profit from his or her position as Director or Officer, provided that a Director may be paid reasonable expenses incurred by him or her, in the performance of his or her duties.

## **7. CONFLICT OF INTEREST**

- a) Members or Directors may contract with the Corporation in the same manner that they may validly contract with corporations in the Province of New Brunswick.
- b) If a Member or Director contracts with the Corporation, or is a Director or an Officer of, or has a material interest in a party that contracts or proposes to contract, then he or she must disclose in writing to the Corporation, and request to have entered in the Minutes of the Board the nature and extent of his or her interest.

- c) The declaration of interest shall be carried out prior to the entering of the contract.
- d) A Member or Director contracting with the corporation shall not be present and shall not vote at any meeting on any resolution to approve the contract.
- e) A Member of the Board of Directors shall not vote on any matter considered by the Board in which the Member has a financial or other interest, and the Member must declare such interest before the vote is taken.

**8. COMPOSITION OF THE BOARD**

- a) The Board shall have a minimum of ten to a maximum of fifteen members
- b) No person shall serve more than nine consecutive years as a member of the board.
- c) A person who has served nine consecutive years as a member of the board is not eligible to serve again as a member of the board of directors until one year after the person ceased to serve as a member of the board of directors.
- d) The following persons are not eligible to serve as members of the board:
  - (1) An employee of the nursing home;
  - (2) The spouse, child, parent, brother or sister of an employee of the nursing home;
  - (3) An employee of the Department of Social Development;
  - (4) A member of the Legislative Assembly of New Brunswick; or
  - (5) A health care professional delivering health care services to the residents of the nursing home or receiving a retainer from the nursing home.
- e) A person who selects or appoints a member to the board of directors shall attempt to ensure that the selection or appointment results in the composition of the board of directors generally reflects the composition of the population of the community served by York Care Centre.

**9. REGULAR MEETINGS OF THE BOARD**

- a) Meetings of the Board may be held either at York Care Centre, or elsewhere as the Directors may from time to time determine, provided that at least quarterly meetings are held in each fiscal year.
- b) A meeting of the Board may be held without notice immediately following the Annual Members Meeting of the Corporation.
- c) Any other Notice of regular meetings may be served at least 24 hours in advance of the meeting.
- d) Non-Board Members may attend meetings of the Board, only upon:
  - 1) Invitation by the Chair.

- 2) Invitation by a resolution of the Board.

#### **10. QUORUM OF BOARD AND COMMITTEES**

. A quorum for meetings of the Board and Committees of the Board shall consist of not less than fifty percent (50%) of the Members of the Board or the Committee respectively.

#### **11. ATTENDANCE AT MEETINGS**

Regular attendance at board and committee meetings is essential for the effective functioning of the board. Board members are expected to attend a minimum of 75% of all scheduled meetings. Should a member be unable to attend meetings, regrets must be given within twenty-four hours prior to the meeting. Members who fail to meet the 75% attendance threshold without preauthorization from the Chair may be asked to vacate the board membership.

#### **12. CHAIR**

- a) The Chair of the Board.
- b) The Vice-Chair of the Board if the Chair is absent.
- c) An elected Chair if the Chair and Vice-Chair are absent.

#### **13. SPECIAL MEETINGS OF THE BOARD**

- a) The Chair or, in his or her absence, the Vice-Chair of the Board may call special meetings.
- b) If three Directors request in writing, which writing shall contain details on the topic to be considered, the Secretary of the Board shall call a meeting of the Board.
- c) Notification of any such meeting shall be given by email, telephone or in writing to each Director at least 24 hours in advance of the meeting, and such notification shall specify the topic to be considered.
- d) Such meeting shall be held no later than one week from the date when the Secretary has been requested to call the meeting. If the Secretary does not call the meeting, any Director may call such meeting by one-quarter of the Directors acting jointly.

#### **14. VOTING**

- a) At any meeting, each Member or Director shall have the right to exercise one vote. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote.
- b) Unless the Chair deems it desirable to take a secret ballot, every question shall be decided in the first instance by a show of hands.
- c) For other matters, a ballot may be held if so demanded by any Member or Director present.

**15. OFFICERS OF BOARD AND CHAIRS OF STANDING COMMITTEES**

- a) The Chair, Vice-Chair, Secretary, and Treasurer of the Board shall be the same persons as a reelected to the same positions of York County Properties Inc.
- b) The Standing Committees of the Corporation shall be:
  - 1) Executive
  - 2) Finance and Administration
  - 3) Care Services
  - 4) Governance and Audit
  - 5) Ethics and Research

**16. COMMITTEES OF THE BOARD**

- a) The Chair of each Committee shall select their Committee members from the Board on an annual basis, subject to review and approval by the Board of Directors. All Board members should serve on at least one committee.
  - b) Each Standing Committee of the corporation shall develop Terms of Reference to be reviewed by the Governance and Audit Committee and approved by the Board.
  - c) The Board may, at any meeting, appoint any Special Committee and name the Chair and its members.
  - d) Special Committees shall confine their deliberations to the matters prescribed in their terms of reference.
  - e) The Board may dissolve any Special Committee at any time.
  - f) The Committee Chair, with the approval of the Board, may appoint community members to the committee he/she chairs. A community member shall have the same privileges as a director of the board, but only at the committee level. A community member shall be appointed for a two-year term which will be renewable at the discretion of the Board.
  - g) The following shall be members of the appropriate committees:
    - 1) Executive Committee  
The Executive Committee shall be the same Committee as that established for York County Properties Inc.
    - 2) Finance and Administration Committee  
The Finance and Administration Committee shall be the same Committee as that established for York County Properties Inc.
    - 3) Care Services Committee  
The Care Services Committee shall be the same Committee as that established for York County Properties Inc.
    - 4) Governance and Audit Committee  
The Governance and Audit Committee shall be the same Committee as that established for York
-

County Properties Inc.

5) Ethics and Research Committee

The Ethics and Research Committee shall be the same Committee as that established for York County Properties Inc.

6) Standing Committees shall have at least two other Board Members in addition to the Chair.

**17. EXECUTIVE COMMITTEE**

The Executive Committee shall exercise the full powers of the Board, except those duties stated in Article 27, in the management and direction of the Corporation: when delegated by the Board; in emergency circumstances between Board meetings.

**18. PROCEDURES**

- a) The statutory declaration of the Secretary that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice for a meeting of the Board shall invalidate or make void any proceedings taken or had at such meeting and any member may, at any time, waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- c) Minutes shall be kept for all meetings of the Board and all meetings of the Committees.
- d) Questions arising at any meeting of the Board and Committees shall be decided by majority of votes. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote, all votes to be taken by a show of hands. A declaration by the Chair that a resolution has been carried and any entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The names of the Proposer and Seconder of each resolution shall be recorded in the Minutes.

**19. DUTIES OF THE CHAIR**

The Chair of the Board shall:

- a) Preside at the Annual Members Meeting and at all meetings of the Board of Directors.
- b) Be Chair of the Executive Committee.
- c) Be a member ex-officio, with voting privileges, of all Standing and Special Committees.
- d) Report at each Annual Members Meeting concerning the operation of the Corporation.
- e) Represent York Care Centre Inc. at public or official functions.
- f) Sign all instruments which require the Chair's signature, perform all duties incident to the office and shall have such powers and duties as may from time to time be assigned by the Board.

**20. DUTIES OF THE VICE- CHAIR**

The Vice-Chair of the Board shall:

- a) Be the Vice- Chair ofthe Corporation.
- b) Have all the powers and perform all the duties of the Chair in the absence or disability of the Chair.
- c) Perform such other duties as the Board may direct.

**21. DUTIES OF THE TREASURER**

The Treasurer of the Corporation shall:

- a) Be the custodian of the Books of Accounts and accounting records of the Corporation as required to be kept by provisions of the Companies Act and other applicable Legislation.
- b) Submit a financial statement at each regular meeting of the Board, indicating the financial position of York Care Centre Inc. at the close of the preceding period.
- c) Have all accounts audited by an auditor appointed at the Annual Members Meeting of the Corporation.
- d) Perform such other duties as the Board may direct.
- e) The Treasurer shall, upon request by a Member of the Board, make available for examinationthe books and accounts of the Corporation at all reasonable times during business hours.

**22. DUTIES OF THE SECRETARY**

The Secretary shall:

- a) Attend the Annual Members Meeting and all meetings of the Board.
- b) Keep a record of all Minutes.
- c) Attend to all official Board correspondence.
- d)** Prepare all reports required under any Act or Regulation of the Province of New Brunswick.
- e) Be the custodian of all Minute Books, Documents and Registers of the Corporation required tobe kept by the provisions of the Companies Act.
- f) Be the custodian of the Corporate Seal.
- g) Keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or for the use of the Corporation.
- h) Perform such other duties as the Board may direct.
- i) Sign with the Chair or other signing officer or officers of the Corporation such instruments asrequire such signature.
- j) Issue or cause to be issued Notices of all Meetings.
- k) Keep a book wherein shall be recorded the following:

- 1) A copy of the Special Act and copy of the Incorporation and any amending Statutes and copies of all Bylaws.
- 2) The names of all persons who are or have been Members of the Corporation.
- 3) The address of every person while a Member.
- 4) The names and addresses of all persons who are or have been Directors of the Corporation, with the several dates at which each became or ceased to be such a Director.

**23. BONDING**

- a) Directors, Officers and Employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity in an amount approved by the Board.
- b) At the discretion of the Board, the requirements of subsection a) may be met by a blanket position bond.
- c) All costs of fidelity bonds shall be paid by the Corporation.

**24. PROTECTION OF DIRECTORS**

- a) Each and every Director of the Corporation, each and every member of any Committee created hereunder of York Care Centre Inc., hereinafter referred to as the Director or member, shall assume office on the express understanding, agreement and condition that every Director or member of the Corporation and his or her heirs, executors or administrators, estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, losses, charges and expenses whatsoever which such Director or member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and also against all other costs, losses, charges and expenses whatsoever, including travelling expenses, which he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, losses, charges or expenses as are occasioned by his or her own willful neglect or default. No Director or member, for the time being, of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, member, Officer or Employee of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Corporation shall be lodged or deposited or for any loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties of

his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own willful neglect or default.

- b) In addition to and not to restrict the generality of the foregoing, the Corporation shall further indemnify and save harmless any Director or member, its staff and any witnesses or proceedings or investigations before the Board or any Committee for anything said or done in good faith in the course of any meeting, proceedings or other investigation or other witnesses of a Committee of the Board.

## **25. BANKING**

- a) The Chair, Treasurer or Secretary, and the President and Chief Executive Officer or Comptroller, jointly are hereby authorized and in the name of the Corporation:
- 1) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.
  - 2) Subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities.
  - 3) Subject to the approval of the Board, from time to time to borrow money from a bank by incurring an overdraft or otherwise.
  - 4) Generally, for and in the name and on behalf of York Care Centre Inc., to transact with the said bank any business they may think fit.
- b) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized on behalf of the Corporation:
- 1) To negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper.
  - 2) From time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's Bank.
  - 3) To receive all paid cheques and vouchers.
  - 4) To sign the Bank's form of settlement of balances and release.
  - 5) To receive all monies and to give receipts for same.

## **26. EXECUTION OF CONTRACTS**

- a) The Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements or other documents requiring the Corporate Seal.
- b) The Board shall, by resolution, authorize for execution any other document by the President and Chief

Executive Officer or such other officers or employees as the Board may deem necessary.

- c) Deeds, transfer documents, assignments, contracts and obligations on behalf of the Corporation may be signed by the Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, and the Corporate Seal shall be affixed to such instruments.

## **27. CORPORATE FUNDS**

- a) The Board may transfer or loan funds, or other financial instruments, with interest to be established by the Finance and Administration Committee, to Corporate Affiliates or to a Foundation that has as its purposes and objects those that are in agreement with the purposes and objects of this corporation.
- b) The Board may invest in securities authorized by the Trustee Act of the Province of New Brunswick, the following:
  - 1) All endowment monies bequeathed in trust to the Board for the use of the Corporation or other monies accruing to the Corporation by lawful means;
  - 2) All Corporation monies not required for operating expenses.
- c) Notwithstanding the provision of Paragraph a), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed to the Corporation in specie.
- d) No benefit given, devised or bequeathed in trust to or for the use of the Corporation for endowment purposes, shall be hypothecated, transferred or assigned to obtain credit or to receive funds.

## **28. AUDITOR**

At each Annual Members Meeting of the Corporation, an Auditor shall be appointed for the purpose of auditing and verifying the accounts of the Corporation for the current year, and the report shall be submitted at the next Annual Members Meeting.

The Auditor shall not be a Member of the Corporation.

The Auditor shall not be in partnership with a Member of the Corporation nor be an employee, nor spouse of a Member of the Corporation. The remuneration of the Auditor shall be determined from time to time by the Board.

## **29. OTHER SERVICES**

The Board may also from time to time require other services, such as legal and medical, which maybe required on an ongoing basis, and for which a professional fee may be paid, or require the provision of goods with a high service content and not ordinarily subject to the tendering process. Should such a service be required, the individual or firm may be appointed by the Board, by appropriate means.

The individual or individuals so appointed shall not be a Member of the Corporation, nor shall they be in a partnership with a Member of the Corporation, nor an employee, nor a spouse of a Member of the Corporation.

The remuneration for such a service shall be determined from time to time by the Board.

### **30. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

- a) The President and Chief Executive Officer shall be appointed or dismissed, only by resolution of the Board of Directors.
- b) The Board of Directors shall appoint a President and Chief Executive Officer whose qualifications, authority and duties shall be defined in a written statement approved by the Board of Directors. The President and Chief Executive Officer shall be responsible to the Board for the operation of York Care Centre Inc.
- c) The President and Chief Executive Officer should be qualified by education and/or experience appropriate to the discharge of the required duties.
- d) The President and Chief Executive Officer, acting within Policies and authority established by the Board of Directors, shall be the Chief Executive Officer and responsible for the management of York Care Centre Inc.
- e) The President and Chief Executive Officer shall be a non-voting ex-officio member of all Standing Committees of the Board except the Governance and Audit Committee.

### **31. RESERVE OR TRUST FUNDS**

The Board may from time to time set aside such sums as they deem fit as a reserve fund or funds to meet contingencies for repairing, improving and maintaining any of the property of the Corporation, replacing wasting assets, forming an insurance fund and for such other purposes as the Board shall, in their absolute discretion, think conducive to the interest of the Corporation. It may divide the reserve fund into such special funds as may be thought fit, with full power to employ the assets constituting the reserve fund in the business of the Corporation without being bound to keep the same separate from other assets.

### **32. AMENDMENT OF BYLAWS**

These Bylaws may be amended at an annual, regular or special Meeting of the Board of York Care Centre Inc., but such amendments require a minimum of one month's Notice of Motion. The Notice of Motion must be submitted in writing with the proposed amendment, together with the names of the Mover and Seconder and shall be posted at York Care Centre for a period of at least ten days prior to the meeting at which the amendment is to be moved. Such amendment shall be circulated to the Board Members and, for adoption, shall require a two-thirds majority of those present, provided a quorum is present. Such amendments shall be

effective when approved by the Board of Directors and subject to conformity with the Provincial Acts and Regulations.

**33. REPEAL**

ALL BYLAWS hereto enacted are repealed from and after coming into force of this Bylaw No. 1 without prejudice to any action theretofore taken hereunder.

**34. COMING INTO FORCE**

Enacted this 13<sup>th</sup> day of February, 2023

WITNESS the Corporate Seal of the Corporation



A handwritten signature in black ink, appearing to read 'WSE', written over a horizontal line.

Wayne St. Pierre-Ellis, Chair



A handwritten signature in black ink, appearing to read 'Wayne Snowdon', written over a horizontal line.

Wayne Snowdon, Secretary

**YORK COUNTY  
PROPERTIES  
INC.**

**GENERAL BYLAWS**

**JANUARY 2022**

# YORK COUNTY PROPERTIES INC.

## GENERAL BYLAWS

### PREAMBLE:

**WHEREAS YORK COUNTY PROPERTIES INC.** (the Corporation), was incorporated by Special Act of the Legislature entitled "An Act to Incorporate YORK COUNTY PROPERTIES INC." Ch. c-145 of the statutes of New Brunswick 1966, and amendments thereto;

**AND WHEREAS** the affairs of YORK COUNTY PROPERTIES INC., shall be managed by a Board of Directors, and where authorized, by a Bylaw of the Corporation, the Executive Committee of the Directors may exercise such powers of the Board of Directors as are delegated to it by such Bylaw;

**AND WHEREAS** it is the purpose of YORK COUNTY PROPERTIES INC., to serve the Community;

**AND WHEREAS** the objectives as governed by its Board are to:

1. Supply and render services of a charitable and benevolent nature to the inhabitants of the County of York.
2. Assist the inhabitants of the County, including the aged, by the establishment and operation of properly supervised rest and convalescent homes for the benefit of persons who are elderly, of low income or otherwise disadvantaged as may be determined by the Company from time to time and to make charges (if any) therefore, as the Corporation may determine.
3. Enter into agreements with the Province of New Brunswick or any municipality for the purpose of carrying out or better effecting its purposes and objects.
4. Participate in governmental and community projects and activities.

**AND WHEREAS** the following terms, conditions and provisions shall be unalterable:

1. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretion to the Corporation shall be used in promoting its objects.
2. No part of the income of the Corporation may be payable to or otherwise available for the personal benefit of any member thereof, except as otherwise provided in Article 6 c).
3. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada.

**NOW THEREFORE**, be it enacted and it is hereby enacted, that the following Bylaws be adopted for regulating the affairs of York County Properties Inc.

**1. CORPORATE SEAL**

The Corporate Seal of the Corporation shall be a design formed of two concentric circles between which shall be the name of the Corporation. Inside the concentric circles shall be the words and figures "Incorporated 1966" as shown on the margin thereof.

The Corporate Seal shall not be used without the sanction of the Chair, or in his/her absence, the Vice-Chair and Secretary of the Corporation; or the sanction of such Director or Officer of the Corporation as the Board of Directors may by resolution appoint for general or specific purposes.

**2. HEAD OFFICE**

The principal or head office of the Corporation shall be at the City of Fredericton, County of York, and Province of New Brunswick, and at the principal premises of the Corporation therein or such other place therein as the Directors of the Corporation may from time to time decide.

**3. INTERPRETATION**

- a) Member means the Members of the Corporation appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- b) Board means the Board of Directors appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- c) Corporation means the corporation constituted under a Special Act of the Legislature of the Province of New Brunswick to incorporate York County Properties Inc.
- d) Director means a member of the Board of Directors.

**4. ANNUAL MEMBERS MEETING OF THE CORPORATION**

- a) Notice of the Annual Members Meeting and regular meetings of the Board shall be given in such manner as the Board shall determine.
- b) The Annual Members Meeting of the Corporation shall be held on or before the 30<sup>th</sup> day of June of each year.
  - (1) At each Annual Members Meeting, the vacancies in the membership of the Corporation occurring by reason of the expiration of the term of office of Members or for any other cause shall be filled by appointment by the remaining Members of the Corporation.
  - (2) The same rules of conduct and conditions shall apply to the Annual Members Meeting of the Corporation as to all meetings of the Board. The Minutes of the Annual Members Meetings

of the Corporation shall be recorded and have validity as Minutes of the Board. However, the Annual Members Meeting will conduct the following business:

- (i) Approve minutes of the previous Annual Members Meeting.
- (ii) Receive the report of the Board, including the Audited Financial Statements, and the report thereon of the Auditor.
- (iii) Receive the report of the unfinished business from the previous Members Meeting of the Corporation.
- (iv) Receive the report of the Chair.
- (v) Receive the report of Committees.
- (vi) New Business.
- (vii) Receive the report of the Governance and Audit Committee of appointments of members of the Corporation.
- (viii) Elect a Chair, Vice-Chair, Secretary, Treasurer, and Chairs of Committees.
- (ix) Appoint an Auditor to the Corporation, to hold office until the next Annual Members Meeting.

## **5. MEMBERS**

- a) The number of Members of the Corporation shall be no fewer than ten and no greater than fifteen.
- b) Every Member of the Corporation shall be a Director, except as provided for in Article 16 c).
- c) Membership is not transferable or assignable.
- d) A vacancy in the Membership of the Corporation occurring by reason of the expiration of the term of office of Members shall be filled by appointment by the remaining Members of the Corporation.
- e) There shall be one third Members appointed each successive year, whose terms of office shall be three years.
- f) A vacancy occurring by reason of death, resignation, or for any other cause between annual meetings, may be filled by appointment by the Board for the balance of the term of office of the retiring Member, subject to ratification at the next Annual Meeting.
- g) A Member whose term of office has expired shall, unless reappointed, cease to be a Member upon the appointment of his or her successor.
- h) A person appointed to fill the vacancy occurring by reason of the expiration of the term of office of a Member shall hold office for a term of three years.
- i) No person may be reappointed as a Member after they have completed nine years of continuous service. However, following a break in continuous service of at least two years, the same person may be reappointed as a Member of the Corporation.

- j) If a Member is appointed to fill the balance of a term (by virtue of resignation, death, or other), or appointed by virtue of Article 5 h), that member's maximum years of service may not exceed nine years of service.
- k) No employee, or spouse, child, parent, brother or sister of an employee, of the Corporation, York Care Centre Inc. or York Developments Inc., or employee of the Department of Family and Community Services, or member of the Legislative Assembly of New Brunswick, or Health Care professional delivering health care services to the residents of York Care Centre Inc. or York Developments Inc., or receiving a retainer from York Care Centre Inc. or York Developments Inc., shall be eligible for appointment as a Member.
- l) No spouse, child, parent, brother, or sister of any Member or Director of the Corporation shall be eligible for appointment as a Member.
- m) In the appointment of new Members, the Members of the Corporation shall recognize that York County Properties Inc. has been established by a special act of the New Brunswick Legislature, with public assets, to render services of a charitable and benevolent nature, to operate rest and convalescent homes. In that regard, new Members shall be chosen, to ensure the efficient operation of the Corporation and its affiliates, and to reflect the composition of the population of the service area.
- n) A person appointed as a member of the Board will be expected to serve on Committees of the Board unless so exempted by the Chair of the Board.

## **6. BOARD OF DIRECTORS**

- a) The Board shall consist of the Members of the Corporation, except as stated in Article 16 c).
- b) Officers, Chairs and Members of Standing Committees are to be appointed for a two year term from the membership of the corporation. They may be re-appointed at the end of their two year term for a further two year term and a turnover after four years is encouraged.
- c) (1) The Directors shall serve as Directors and Officers without remuneration and no Director shall, directly or indirectly, receive any profit from his or her position as Director or Officer, provided that a Director may be paid reasonable expenses incurred by him or her, in the performance of his or her duties.
- (2) Conflict of Interest:
  - (i) Members or Directors may contract with the Corporation in the same manner that they may validly contract with corporations in the Province of New Brunswick.
  - (ii) If a Member or Director contracts with the Corporation, or is a Director or an Officer of, or has a material interest in a party that contracts or proposes to contract, then he or

she must disclose in writing to the Corporation, and request to have entered in the Minutes of the Board the nature and extent of his or her interest.

- (iii) The declaration of interest shall be carried out prior to the entering of the contract.
- (iv) A Member or Director contracting with the corporation shall not be present and shall not vote at any meeting on any resolution to approve the contract.
- (v) A Member of the Board of Directors shall not vote on any matter considered by the Board in which the Member has a financial or other interest, and the Member must declare such interest before the vote is taken.

## **7. REGULAR MEETINGS OF THE BOARD**

- a) Meetings of the Board may be held either at York County Properties Inc., or elsewhere as the Directors may from time to time determine, provided that at least quarterly meetings are held in each fiscal year.
- b) A meeting of the Board may be held without notice immediately following the Annual Members Meeting of the Corporation.
- c) Any other Notice of regular meetings may be served at least 24 hours in advance of the meeting.
- d) Non-Board Members may attend meetings of the Board, only upon:
  - (1) Invitation by the Chair.
  - (2) Invitation by a resolution of the Board.

## **8. QUORUM OF BOARD AND COMMITTEES**

A quorum for meetings of the Board and Committees of the Board shall consist of not less than fifty percent (50%) of the Members of the Board or the Committee respectively.

## **9. ATTENDANCE AT MEETINGS**

Regular attendance at board and committee meetings is essential for the effective functioning of the Board. Board members are expected to attend a minimum of 75% of all scheduled meetings. Should a member be unable to attend meetings, regrets must be given within twenty four hours prior to the meeting. Members who fail to meet the 75% attendance threshold without preauthorization from the Chair may be asked to vacate the board membership.

## **10. CHAIR**

- a) The Chair of the Board.
- b) The Vice-Chair of the Board if the Chair is absent.
- c) An elected Chair if the Chair and Vice-Chair are absent.

## **11. SPECIAL MEETINGS OF THE BOARD**

- a) The Chair or, in his or her absence, a Vice-Chair of the Board may call special meetings.
- b) If three Directors request in writing, which writing shall contain details on the topic to be considered, the Secretary of the Board shall call a meeting of the Board.
- c) Notification of any such meeting shall be given by telephone or in writing to each Director at least 24 hours in advance of the meeting, and such notification shall specify the topic to be considered.
- d) Such meeting shall be held no later than one week from the date when the Secretary has been requested to call the meeting. If the Secretary does not call the meeting, any Director may call such meeting by one-quarter of the Directors acting jointly.

## **12. VOTING**

- a) At any meeting, each Member or Director shall have the right to exercise one vote. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote.
- b) Unless the Chair deems it desirable to take a secret ballot, every question shall be decided in the first instance by a show of hands.
- c) For other matters, including the election of Members, Directors, Officers, Chair, or other such individual, or matters relating to the status of such individuals, a ballot may be held if so demanded by any Member or Director present.

## **13. OFFICERS OF BOARD AND CHAIRS OF STANDING COMMITTEES**

- a) The Members shall elect the Chair, Vice-Chair, Secretary, and Treasurer of the Board at the Annual Members Meeting.
- b) The Secretary shall be responsible for the election duties set forth in these Bylaws.
- c) The Standing Committees of the Corporation shall be:
  - (1) Executive
  - (2) Finance and Administration
  - (3) Care Services
  - (4) Governance and Audit
  - (5) Ethics and Research

## **14. COMMITTEES OF THE BOARD**

- a) At the Annual Members Meeting and following the election of the Members and Officers of the Corporation, the Chair of the Governance and Audit Committee will submit the recommendations

of the Committee for the Chair of each Standing Committee not provided for by Bylaw, and thereafter, the Members shall elect the Chair of each Standing Committee to take office immediately following the Annual Members Meeting.

- b) The Chair of each Committee shall select their Committee members on an annual basis, subject to review and approval by the Executive Committee.
- c) Each standing Committee of the corporation shall develop Terms of Reference to be approved by the Board and reviewed from time to time.
- d) The Board may, at any meeting, appoint any Special Committee and name the Chair and its members.
- e) Special Committees shall confine their deliberations to the matters prescribed in their terms of reference.
- f) The Board may dissolve any Special Committee at any time.
- g) The Committee Chair, with the approval of the Board, may appoint non-members of the Board to the committee he/she chairs. A non-member shall have the same privileges as a regular Board member, but only at the committee level. A non-member shall be appointed for a two year term which will be renewable at the discretion of the Board.
- h) The following shall be members of the appropriate committees:
  - (1) Executive Committee
    - (i) The Chair who shall chair the Committee.
    - (ii) The Vice-Chair who shall serve as Chair in the Chair's absence.
    - (iii) The Secretary.
    - (iv) The Treasurer.
    - (v) The Past Chair of the Board.
    - (vi) The Chair of the Finance and Administration Committee
    - (vii) The Chair of the Care Services Committee.
    - (viii) The Chair of the Governance and Audit Committee.
    - (ix) The Chair of the Research and Ethics Committee.
  - (2) Finance and Administration Committee
    - (i) The Treasurer who shall be the Chair of the Committee
  - (3) Care Services Committee
    - (i) A Chair appointed by the Board from within its membership.
  - (4) Governance and Audit Committee
    - (i) A Chair appointed by the Board from within its membership.

- (ii) The Secretary of the Board.
  - (iii) No less than two Board members who are not on the Executive Committee.
- (5) Ethics and Research Committee
- (i) A Chair appointed by the Board from within its membership.
- Standing Committees shall have at least two other Board Members in addition to the Chair.

## **15. EXECUTIVE COMMITTEE**

The Executive Committee shall exercise the full powers of the Board, except those duties stated in Article 28, in the management and direction of the Corporation: when delegated by the Board; in emergency circumstances between Board meetings; and during the months in which the Board does not hold regular meetings.

## **16. PROCEDURES**

- a) The statutory declaration of the Secretary that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice for a meeting of the Board shall invalidate or make void any proceedings taken or had at such meeting and any member may, at any time, waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- c) Any Officer or Director of the Corporation shall cease to hold office and any member of the Board shall cease to be a member of a Committee upon resolution of the Board. Such resolution shall require a two-thirds majority of a properly constituted Board meeting.
- d) Minutes shall be kept for all meetings of the Board and all meetings of the Committees.
- e) Questions arising at any meeting of the Board and Committees shall be decided by majority of votes. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote, all votes to be taken by a show of hands. A declaration by the Chair that a resolution has been carried and any entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The names of the Proposer and Seconder of each resolution shall be recorded in the Minutes.

## **17. DUTIES OF THE CHAIR**

The Chair of the Board shall:

- a) Preside at the Annual Members Meeting and at all meetings of the Board of Directors.
- b) Be Chair of the Executive Committee.

- c) Be a member ex-officio, with voting privileges, of all Standing and Special Committees.
- d) Report at each Annual Members Meeting concerning the operation of the Corporation.
- e) Represent York County Properties Inc. at public or official functions.
- f) Sign all instruments which require the Chair's signature, perform all duties incident to the office and shall have such powers and duties as may from time to time be assigned by the Board.

#### **18. DUTIES OF THE VICE-CHAIR**

The Vice-Chair of the Board shall:

- a) Be the Vice-Chair of the Corporation.
- b) Have all the powers and perform all the duties of the Chair in the absence or disability of the Chair.
- c) Perform such other duties, as the Board may direct.

#### **19. DUTIES OF THE TREASURER**

The Treasurer of the Corporation shall:

- a) Be the custodian of the Books of Accounts and accounting records of the Corporation as required to be kept by provisions of the Companies Act and other applicable Legislation.
- b) Submit a financial statement at each regular meeting of the Board, indicating the financial position of York County Properties Inc. at the close of the preceding period.
- c) Have all accounts audited by an auditor appointed at the Annual Members Meeting of the Corporation.
- d) Perform such other duties as the Board may direct.
- e) The Treasurer shall, upon request by a Member of the Board, make available for examination the books and accounts of the Corporation at all reasonable times during normal business hours.

#### **20. DUTIES OF THE SECRETARY**

The Secretary shall:

- a) Attend the Annual Members Meeting and all meetings of the Board.
- b) Keep a record of all Minutes.
- c) Attend to all official Board correspondence.
- d) Prepare all reports required under any Act or Regulation of the Province of New Brunswick.
- e) Be the custodian of all Minute Books, Documents and Registers of the Corporation required to be kept by the provisions of the Companies Act.
- f) Be the custodian of the Corporate Seal.
- g) Keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or for the use of the Corporation.

- h) Perform such other duties as the Board may direct.
- i) Sign with the Chair or other signing officer or officers of the Corporation such instruments as require such signature.
- j) Issue or cause to be issued Notices of all Meetings.
- k) Keep a book wherein shall be recorded the following:
  - (1) A copy of the Special Act and copy of the incorporation and any amending statutes and copies of all Bylaws.
  - (2) The names of all persons who are or have been members of the Corporation.
  - (3) The address of every person while a Member.
  - (4) The names and addresses of all persons who are or have been Directors of the Corporation, with the several dates at which each became or ceased to be such a Director.

## **21. BONDING**

- a) Directors, Officers and Employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity in an amount approved by the Board.
- b) At the discretion of the Board, the requirements of subsection a) may be met by a blanket position bond.
- c) All costs of fidelity bonds shall be paid by the Corporation.

## **22. PROTECTION OF DIRECTORS**

- a) Each and every Director of the Corporation, each and every member of any Committee created hereunder of York County Properties Inc., hereinafter referred to as the Director or Member, shall assume office on the express understanding, agreement and condition that every Director or Member of the Corporation and his or her heirs, executors or administrators, estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, losses, charges and expenses whatsoever which such Director or Member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and also against all other costs, losses, charges and expenses whatsoever, including travelling expenses, which he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, losses, charges or expenses as are occasioned by his or her own wilful neglect or default. No Director or Member, for the time being, of the Corporation shall be liable for the acts, receipts, neglects or defaults, of any other Director, Member, Officer or Employee of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or

deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Corporation shall be lodged or deposited or for any loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own willful neglect or default.

- b) In addition to and not to restrict the generality of the foregoing, the Corporation shall further indemnify and save harmless any Director or Member, its staff and any witnesses or proceedings or investigations before the Board or any Committee for anything said or done in good faith in the course of any meeting, proceedings or other investigation or other witnesses of a Committee of the Board.

### **23. BANKING**

- a) The Chair, Treasurer or Secretary, and the President and Chief Executive Officer or Comptroller, jointly are hereby authorized and in the name of the Corporation:
- (1) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.
  - (2) Subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities.
  - (3) Subject to the approval of the Board, from time to time to borrow money from a bank by incurring an overdraft or otherwise.
  - (4) Generally, for and in the name and on behalf of York County Properties Inc., to transact with the said bank any business they may think fit.
- b) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized on behalf of the Corporation:
- (1) To negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper.
  - (2) From time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's Bank.
  - (3) To receive all paid cheques and vouchers.
  - (4) To sign the Bank's form of settlement of balances and release.
  - (5) To receive all monies and to give receipts for same.

## **24. EXECUTION OF CONTRACTS**

- a) The Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements or other documents requiring the Corporate Seal.
- b) The Board shall, by resolution, authorize for execution any other document by the President and Chief Executive Officer or such other officers or employees as the Board may deem necessary.
- c) Deeds, transfer documents, assignments, contracts and obligations on behalf of the Corporation may be signed by the Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, and the Corporate Seal shall be affixed to such instruments.

## **25. CORPORATE FUNDS**

- a) The Board may transfer or loan funds, or other financial instruments, with interest to be established by the Finance and Administration Committee, to Corporate Affiliates or to a Foundation that has as its purposes and objects those that are in agreement with the purposes and objects of this corporation.
- b) The Board may invest in securities authorized by the Trustee Act of the Province of New Brunswick, the following:
  - (1) All endowment monies bequeathed in trust to the Board for the use of the Corporation or other monies accruing to the Corporation by lawful means;
  - (2) All Corporation monies not required for operating expenses.
- c) Notwithstanding the provision of Paragraph a), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed to the Corporation in specie.
- d) No benefit given, devised or bequeathed in trust to or for the use of the Corporation for endowment purposes, shall be hypothecated, transferred or assigned to obtain credit or to receive funds.

## **26. OTHER SERVICES**

The Board may also from time to time require other services, such as legal and medical, which may be required on an ongoing basis, and for which a professional fee may be paid, or require the provision of goods with a high service content and not ordinarily subject to the tendering process. Should such a service be required, the individual or firm may be appointed by the Board, by appropriate means. The individual or individuals so appointed shall not be a Member of the Corporation, nor shall they be in a partnership with a Member of the Board, nor an employee, nor a spouse of a Member of the Corporation.

The remuneration for such a service shall be determined from time to time by the Board.

## **27. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

The President and Chief Executive Officer shall be appointed or dismissed, only by resolution of the Board of Directors.

The Board of Directors shall appoint a President and Chief Executive Officer whose qualifications, authority and duties shall be defined in a written statement approved by the Board of Directors.

The President and Chief Executive Officer shall be responsible to the Board for the operation of York County Properties Inc.

The President and Chief Executive Officer should be qualified by education and/or experience appropriate to the discharge of the required duties.

The President and Chief Executive Officer, acting within policies and authority established by the Board of Directors, shall be the Chief Executive Officer and responsible for the management of York County Properties Inc.

The President and Chief Executive Officer shall be a non-voting ex officio member of all Standing Committees of the Board.

## **28. RESERVE OR TRUST FUNDS**

The Board may from time to time set aside such sums as they deem fit as a reserve fund or funds to meet contingencies for repairing, improving and maintaining any of the property of the Corporation, replacing wasting assets, forming an insurance fund and for such other purposes as the Board shall, in their absolute discretion, think conducive to the interest of the Corporation. It may divide the reserve fund into such special funds as may be thought fit, with full power to employ the assets constituting the reserve fund in the business of the Corporation without being bound to keep the same separate from other assets.

## **29. AMENDMENT OF BYLAWS**

These Bylaws may be amended at an annual, regular or special Meeting of the Board of York County Properties Inc., but such amendments require a minimum of one month's Notice of Motion. The Notice of Motion must be submitted in writing with the proposed amendment, together with the names of the Mover and Seconder and shall be posted at York County Properties Inc. for a period of at least ten days prior to the meeting at which the amendment is to be moved. Such amendment shall be circulated to the Board Members and, for adoption, shall require a two-thirds majority of those present, provided a quorum is present. Such amendments shall be effective when approved by the Board of Directors and subject to conformity with Provincial Acts and Regulations.

## **30. REPEAL**

**ALL BYLAWS** hereto enacted are repealed from and after coming into force of this Bylaw Number 1 without prejudice to any action theretofore taken hereunder.

**31. COMING INTO FORCE**

This Bylaw shall come into force on January 12, 2022 through a Board of Directors Meeting of the Corporation.

Enacted this 12 day of January 2022.

WITNESS the Corporate Seal of the Corporation.



---

Lyne St. Pierre-Ellis, CHAIR

---

SECRETARY

**YORK  
DEVELOPMENTS  
INC.**

**GENERAL BYLAWS**

**JANUARY 2022**

# YORK DEVELOPMENTS INC.

## GENERAL BYLAWS

### PREAMBLE:

**WHEREAS YORK DEVELOPMENTS INC.**, (the Corporation), was incorporated by Letters Patent dated December 30th, 1980, under the Companies Act, being Ch. C-13, of the Statutes of New Brunswick 1973, and amendments thereto, and Supplementary Letters Patent dated May 19th, 1982;

**AND WHEREAS** the Letters and Supplementary Letters Patent allow that the Members or Directors of York Developments Inc., shall be the same individuals as are Members or Directors of York County Properties Inc.;

**AND WHEREAS** the affairs of YORK DEVELOPMENTS INC., shall be managed by a Board of Directors, and where authorized by a Bylaw of the Corporation, the Executive Committee of the Directors may exercise such powers of the Board of Directors as are delegated to it by such Bylaw;

**AND WHEREAS** it is the purpose of YORK DEVELOPMENTS INC., to assist the inhabitants of the County, including the aged, by the establishment and operation of properly supervised rest and convalescent homes for the benefit of persons who are elderly, of low income or otherwise disadvantaged as may be determined by the Company from time to time and to make charges (if any) therefore, as the Corporation may determine.

**AND WHEREAS** the objectives as governed by its Board are to:

1. Supply and render services of a charitable and benevolent nature to the inhabitants of the County of York.
2. To construct or acquire and maintain dwelling accommodations or facilities of any kind, including houses and apartments, and to hold, operate and manage the same for the benefit of persons who are elderly, of low income, or otherwise disadvantaged, as may be determined by the Company from time to time and to make such charges (if any), therefore, as the Company may determine;
3. To construct, acquire, hold, operate and maintain nursing, convalescent or extended care homes or facilities;

4. To work for the betterment of the community in which any of the Company's activities are located;
5. To participate in governmental and community projects and activities.

**AND WHEREAS** the following terms, conditions and provisions shall be unalterable:

1. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretion to the Corporation shall be used in promoting its objects;
2. No part of the income of the Corporation may be payable to or otherwise available for the personal benefit of any member thereof;
3. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada.

**NOW THEREFORE**, be it enacted and it is hereby enacted, that the following Bylaws be adopted for regulating the affairs of York Developments Inc.

**1. CORPORATE SEAL**

The Corporate Seal of the Corporation shall be a design formed of two concentric circles between which shall be the name of the Corporation. Inside the concentric circles shall be the words and figures "Incorporated 1980" as shown on the margin thereof.

The Corporate Seal shall not be used without the sanction of the Chair, or in his/her absence, a Vice-Chair and Secretary of the Corporation; or the sanction of such Director or Officer of the Corporation as the Board of Directors may by resolution appoint for general or specific purposes.

**2. HEAD OFFICE**

The principal or head office of the Corporation shall be at the City of Fredericton, County of York, and Province of New Brunswick, and at the principal premises of the Corporation therein or such other place therein as the Directors of the Corporation may from time to time decide.

**3. INTERPRETATION**

- a) Member means the Members of the Corporation, which shall be the same Members as that of York Manor Inc.
- b) Board means the Board of Directors, which shall be the same Board of Directors as that of York Care Centre Inc.

- c) Corporation means the corporation constituted under a Letters Patent and Supplementary Letters Patent to incorporate York Developments Inc.
- d) Director means a member of the Board of Directors.

#### 4. ANNUAL MEMBERS MEETING OF THE CORPORATION

- a) Notice of the Annual Members Meeting and regular meetings of the Board shall be given in such manner as the Board shall determine.
- b) The Annual Members Meeting of the Corporation shall be held on or before the 30<sup>th</sup> day of June of each year.
  - (1) The same rules of conduct and conditions shall apply to the Annual Members Meeting of the Corporation as to all meetings of the Board. The Minutes of the Annual Members Meetings of the Corporation shall be recorded and have validity as Minutes of the Board. However, the Annual Members Meeting will conduct the following business:
    - (i) Approve minutes of the previous Annual Members Meeting.
    - (ii) Receive the report of the Board, including the Audited Financial Statements, and the report thereon of the Auditor.
    - (iii) Receive the report of the unfinished business from the previous Members Meeting of the Corporation.
    - (iv) Receive the report of the Chair.
    - (v) Receive the report of Committees.
    - (vi) Receive the report of the President and Chief Executive Officer.
    - (vii) New Business.
    - (viii) Appoint an Auditor to the Corporation, to hold office until the next Annual Members Meeting.

#### 5. MEMBERS

The Members of the Corporation from time to time shall be the Members of York Care Centre Inc.

#### 6. BOARD OF DIRECTORS

- a) The affairs of the Corporation shall be managed by a Board of Directors, who shall be the same persons as are the Directors of York Care Centre Inc., and the Executive Committee of the Directors of York Care Centre Inc., shall be the Executive Committee of the Directors of the Corporation and may exercise such powers of the Board of Directors as are delegated to it by the Board.

- b) (1) The Directors shall serve as Directors and Officers without remuneration and no Director shall, directly or indirectly, receive any profit from his or her position as Director or Officer, provided that a Director may be paid reasonable expenses incurred by him or her, in the performance of his or her duties.

(1) Conflict of Interest

- (i) Members or Directors may contract with the Corporation in the same manner that they may validly contract with corporations in the Province of New Brunswick.
- (ii) If a Member or Director contracts with the Corporation, or is a Director or an Officer of, or has a material interest in a party that contracts or proposes to contract, then he or she must disclose in writing to the Corporation, and request to have entered in the Minutes of the Board the nature and extent of his or her interest.
- (iii) The declaration of interest shall be carried out prior to the entering of the contract.
- (iv) A Member or Director contracting with the Corporation shall not be present and shall not vote at any meeting on any resolution to approve the contract.
- (v) A Member of the Board of Directors shall not vote on any matter considered by the Board in which the Member has a financial or other interest, and the Member must declare such interest before the vote is taken.

**7. REGULAR MEETINGS OF THE BOARD**

- a) Meetings of the Board may be held either at York Developments Inc., or elsewhere as the Directors may from time to time determine, provided that at least quarterly meetings are held in each fiscal year.
- b) A meeting of the Board may be held without notice immediately following the Annual Members Meeting of the Corporation.
- c) Any other Notice of regular meetings may be served at least 24 hours in advance of the meeting.
- d) Non-Board Members may attend meetings of the Board, only upon:
  - (1) Invitation by the Chair.
  - (2) Invitation by a resolution of the Board.

## **8. QUORUM OF BOARD AND COMMITTEES**

A quorum for meetings of the Board and Committees of the Board shall consist of not less than fifty percent (50%) of the Members of the Board or the Committee respectively.

## **9. ATTENDANCE AT MEETINGS**

Regular attendance at board and committee meetings is essential for the effective functioning of the Board. Board members are expected to attend a minimum of 75% of all scheduled meetings. Should a member be unable to attend meetings, regrets must be given within twenty four hours prior to the meeting. Members who fail to meet the 75% attendance threshold without preauthorization from the Chair may be asked to vacate the board membership.

## **10. CHAIR**

- a) The Chair of the Board.
- b) The Vice-Chair of the Board if the Chair is absent.
- c) An elected Chair if the Chair and Vice-Chair are absent.

## **11. SPECIAL MEETINGS OF THE BOARD**

- a) The Chair or, in his or her absence, a Vice-Chair of the Board may call special meetings.
- b) If three Directors request in writing, which writing shall contain details on the topic to be considered, the Secretary of the Board shall call a meeting of the Board.
- c) Notification of any such meeting shall be given by telephone or in writing to each Director at least 24 hours in advance of the meeting, and such notification shall specify the topic to be considered.
- d) Such meeting shall be held no later than one week from the date when the Secretary has been requested to call the meeting. If the Secretary does not call the meeting, any Director may call such meeting by one-quarter of the Directors acting jointly.

## **12. VOTING**

- a) At any meeting, each Member or Director shall have the right to exercise one vote. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote.
- b) Unless the Chair deems it desirable to take a secret ballot, every question shall be decided in the first instance by a show of hands.
- c) For other matters, a ballot may be held if so demanded any member or Director present.

### **13. OFFICERS OF BOARD AND CHAIRS OF STANDING COMMITTEES**

- a) The Chair, Vice-Chair, Secretary, and Treasurer of the Board shall be the same persons as are elected to the same positions of York Manor Inc.
  
- b) The Standing Committees of the Corporation shall be:
  - (1) Executive
  - (2) Finance and Administration
  - (3) Care Services
  - (4) Governance and Audit
  - (5) Ethics and Research

### **14. COMMITTEES OF THE BOARD**

- a) The Chair of each Committee shall select their Committee members on an annual basis, subject to review and approval by the Executive Committee.
- b) Each Standing Committee of the Corporation shall develop Terms of Reference to be approved by the Board and reviewed from time to time.
- c) The Board may, at any meeting, appoint any Special Committee and name the Chair and its members.
- d) Special Committees shall confine their deliberations to the matters prescribed in their terms of reference.
- e) The Board may dissolve any Special Committee at any time.
- f) The Committee Chair, with the approval of the Board, may appoint non-members of the Board to the committee he/she chairs. A non-member shall have the same privileges as a regular Board member, but only at the committee level. A non-member shall be appointed for a two year term which will be renewable at the discretion of the Board.
- g) The following shall be members of the appropriate Committees:
  - (1) Executive Committee  
The Executive Committee shall be the same Committee as that established for York Care Centre Inc.
  - (2) Finance and Administration Committee  
The Finance and Administration Committee shall be the same Committee as that established for York Care Centre Inc.
  - (3) Care Services  
The Care Services Committee shall be the same Committee as that established for York Care Centre Inc.

(4) Governance and Audit

The Governance and Audit Committee shall be the same committee as that established for York Care Centre Inc.

(5) Ethics and Research

The Ethics and Research Committee shall be the same committee as that established for York Care Centre Inc.

(6) Standing Committees shall have at least two other Board Members in addition to the Chair.

**15. EXECUTIVE COMMITTEE**

The Executive Committee shall exercise the full powers of the Board, except those duties stated in Article 27, in the management and direction of the Corporation: when delegated by the Board; in emergency circumstances between Board meetings; and during the months in which the Board does not hold regular meetings.

**16. PROCEDURES**

- a) The statutory declaration of the Secretary that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice for a meeting of the Board shall invalidate or make void any proceedings taken or had at such meeting and any member may, at any time, waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- c) Minutes shall be kept for all meetings of the Board and all meetings of the Committees.
- d) Questions arising at any meeting of the Board and Committees shall be decided by majority of votes. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote, all votes to be taken by a show of hands. A declaration by the Chair that a resolution has been carried and any entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The names of the Proposer and Seconder of each resolution shall be recorded in the Minutes.

**17. DUTIES OF THE CHAIR**

The Chair of the Board shall:

- a) Preside at the Annual Members Meeting and at all meetings of the Board of Directors.
- b) Be Chair of the Executive Committee.
- c) Be a member ex-officio, with voting privileges, of all Standing and Special Committees.
- d) Report at each Annual Members Meeting concerning the operation of the Corporation.

- e) Represent York Developments Inc. at public or official functions.
- f) Sign all instruments that require the Chair's signature, perform all duties incident to the office and shall have such powers and duties as may from time to time be assigned by the Board.

#### **18. DUTIES OF THE VICE-CHAIR**

The Vice-Chair of the Board shall:

- a) Be the Vice-Chair of the Corporation.
- b) Have all the powers and perform all the duties of the Chair in the absence or disability of the Chair.
- c) Perform such other duties as the Board may direct.

#### **19. DUTIES OF THE TREASURER**

The Treasurer of the Corporation shall:

- a) Be the custodian of the Books of Accounts and accounting records of the Corporation as required to be kept by provisions of the Companies Act and other applicable Legislation.
- b) Submit a financial statement at each regular meeting of the Board, indicating the financial position of York Developments Inc. at the close of the preceding period.
- c) Have all accounts audited by an auditor appointed at the Annual Members Meeting of the Corporation.
- d) Perform such other duties as the Board may direct.
- e) The Treasurer shall, upon request by a Member of the Board, make available for examination the books and accounts of the Corporation at all reasonable times during normal business hours.

#### **20. DUTIES OF THE SECRETARY**

The Secretary shall:

- a) Attend the Annual Members Meeting and all meetings of the Board.
- b) Keep a record of all Minutes.
- c) Attend to all official Board correspondence.
- d) Prepare all reports required under any Act or Regulation of the Province of New Brunswick.
- e) Be the custodian of all Minute Books, Documents and Registers of the Corporation required to be kept by the provisions of the Companies Act.
- f) Be the custodian of the Corporate Seal.
- g) Keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or for the use of the Corporation.
- h) Perform such other duties as the Board may direct.

- i) Sign with the Chair or other signing officer or officers of the Corporation such instruments as require such signature.
- j) Issue or cause to be issued Notices of all Meetings.
- k) Keep a book wherein shall be recorded the following:
  - 1) A copy of the Letters Patent and Supplementary Letters Patent and copies of all Bylaws.
  - 2) The names of all persons who are or have been Members of the Corporation.
  - 3) The address of every person while a Member.
  - 4) The names and addresses of all persons who are or have been Directors of the Corporation, with the several dates at which each became or ceased to be such a Director.

## **21. BONDING**

- a) Directors, Officers and Employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity in an amount approved by the Board.
- b) At the discretion of the Board, the requirements of subsection a) may be met by a blanket position bond.
- c) All costs of fidelity bonds shall be paid by the Corporation.

## **22. PROTECTION OF DIRECTORS**

- a) Each and every Director of the Corporation, each and every member of any Committee created hereunder of York Developments Inc., hereinafter referred to as the Director or member, shall assume office on the express understanding, agreement and condition that every Director or member of the Corporation and his or her heirs, executors or administrators, estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, losses, charges and expenses whatsoever which such Director or member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and also against all other costs, losses, charges and expenses whatsoever, including travelling expenses, which he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, losses, charges or expenses as are occasioned by his or her own wilful neglect or default. No Director or member, for the time being, of the Corporation shall be liable for the acts, receipts, neglects or defaults, of any other Director, member, Officer or Employee of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board

for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Corporation shall be lodged or deposited or for any loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful neglect or default.

- b) In addition to and not to restrict the generality of the foregoing, the Corporation shall further indemnify and save harmless any Director or member, its staff and any witnesses or proceedings or investigations before the Board or any Committee for anything said or done in good faith in the course of any meeting, proceedings or other investigation or other witnesses of a Committee of the Board.

### **23. BANKING**

- a) The Chair, Treasurer or Secretary, and the President and Chief Executive Officer or Comptroller, jointly are hereby authorized for and in the name of the Corporation:
- 1) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.
  - 2) Subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities.
  - 3) Subject to the approval of the Board, from time to time to borrow money from a bank by incurring an overdraft or otherwise.
  - 4) Generally, for and in the name and on behalf of York Developments Inc., to transact with the said bank any business they may think fit.
- b) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized on behalf of the Corporation:
- 1) To negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper.
  - 2) From time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's Bank.
  - 3) To receive all paid cheques and vouchers.
  - 4) To sign the Bank's form of settlement of balances and release.
  - 5) To receive all monies and to give receipts for same.

## **24. EXECUTION OF CONTRACTS**

- a) The Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements or other documents requiring the Corporate Seal.
- b) The Board shall, by resolution, authorize for execution any other document by the President and Chief Executive Officer or such other officers or employees as the Board may deem necessary.
- c) Deeds, transfer documents, assignments, contracts and obligations on behalf of the Corporation may be signed by the Chair, or in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, and the Corporate Seal shall be affixed to such instruments.

## **25. CORPORATE FUNDS**

- a) The Board may transfer or loan funds, or other financial instruments, with interest to be established by the Finance and Administration Committee, to Corporate Affiliates or to a Foundation that has as its purposes and objects those that are in agreement with the purposes and objects of this corporation.
- b) The Board may invest in securities authorized by the Trustee Act of the Province of New Brunswick, the following:
  - 1) All endowment monies bequeathed in trust to the Board for the use of the Corporation or other monies accruing to the Corporation by lawful means;
  - 2) All Corporation monies not required for operating expenses.
- c) Notwithstanding the provision of Paragraph a), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed to the Corporation in specie.
- d) No benefit given, devised or bequeathed in trust to or for the use of the Corporation for endowment purposes, shall be hypothecated, transferred or assigned to obtain credit or to receive funds.

## **26. AUDITOR**

At each Annual Members Meeting of the Corporation, an Auditor shall be appointed for the purpose of auditing and verifying the accounts of the Corporation for the current year, and the report shall be submitted at the next Annual Members Meeting.

The Auditor shall not be a Member of the Corporation.

The Auditor shall not be in partnership with a Member of the Corporation nor be an employee, nor spouse of a Member of the Corporation. The remuneration of the Auditor shall be determined from time to time by the Board.

## **27. OTHER SERVICES**

The Board may also from time to time require other services, such as legal and medical, which may be required on an ongoing basis, and for which a professional fee may be paid, or require the provision of goods with a high service content and not ordinarily subject to the tendering process. Should such a service be required, the individual or firm may be appointed by the Board, by appropriate means.

The individual or individuals so appointed shall not be a Member of the Corporation, nor shall they be in a partnership with a Member of the Board, nor an employee, nor a spouse of a Member of the Corporation.

The remuneration for such a service shall be determined from time to time by the Board.

## **28. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

The President and Chief Executive Officer shall be appointed or dismissed, only by resolution of the Board of Directors.

The Board of Directors shall appoint a President and Chief Executive Officer whose qualifications, authority and duties shall be defined in a written statement approved by the Board of Directors.

The President and Chief Executive Officer shall be responsible to the Board for the operation of York Developments Inc.

The President and Chief Executive Officer should be qualified by education and/or experience appropriate to the discharge of the required duties.

The President and Chief Executive Officer, acting within policies and authority established by the Board of Directors, shall be the Chief Executive Officer and responsible for the management of York Developments Inc.

The President and Chief Executive Officer shall be a non-voting ex-officio member of all Standing Committees of the Board except the Governance and Audit Committee.

**29. RESERVE OR TRUST FUNDS**

The Board may from time to time set aside such sums as they deem fit as a reserve fund or funds to meet contingencies for repairing, improving and maintaining any of the property of the Corporation, replacing wasting assets, forming an insurance fund and for such other purposes as the Board shall, in their absolute discretion, think conducive to the interest of the Corporation. It may divide the reserve fund into such special funds as may be thought fit, with full power to employ the assets constituting the reserve fund in the business of the Corporation without being bound to keep the same separate from other assets.

**30. AMENDMENT OF BYLAWS**

These Bylaws may be amended at an annual, regular or special Meeting of the Board of York Developments Inc., but such amendments require a minimum of one month's Notice of Motion. The Notice of Motion must be submitted in writing with the proposed amendment, together with the names of the Mover and Seconder and shall be posted at York Developments Inc. for a period of at least ten days prior to the meeting at which the amendment is to be moved. Such amendment shall be circulated to the Board Members and, for adoption, shall require a two-thirds majority of those present, provided a quorum is present. Such amendments shall be effective when approved by the Board of Directors and subject to conformity with Provincial Acts and Regulations.

**31. REPEAL**

ALL BYLAWS hereto enacted are repealed from and after coming into force of this Bylaw No. 1 without prejudice to any action theretofore taken hereunder.

**32. COMING INTO FORCE**

This Bylaw shall come into force on through a Board of Directors meeting of the Corporation. Enacted this 12<sup>th</sup> day of January, 2022.

WITNESS the Corporate Seal of the Corporation.



\_\_\_\_\_  
Lyne St. Pierre-Ellis, Chair

\_\_\_\_\_  
Secretary



# CEO Report to the Governance & Audit Committee

For the period: January 1 – March 31, 2025

Quarter 4 Activity

The purpose of this report is to apprise the Board's Governance and Audit Committee of key activities within each quarter of the fiscal year, including an up date on key performance indicators and the strategic Partnerships pillar. Accordingly, the Committee receives four reports per year with content from the following senior leaders.

**Senior Leader**

Geri Geldart, President and CEO

**Key Areas of Reporting**

Governance, Policy, Board Recruitment,  
Community Engagement, Audit, Social Media

## **1. Governance**

- We have continued our work on the strategic plan throughout Quarter 4. The Senior Leadership Team held a planning day in January, providing valuable feedback to the draft plan, as well as identifying potential initiatives under each of the strategic goals.
- Board members completed the annual board evaluation survey. The results will be presented at the Q4 Governance and Audit Committee meeting.
- The CEO has completed a review of the York Country Properties Inc and the York Developments Inc bylaws. Recommendations will be presented at the Q4 Governance and Audit Committee meeting.
- We have been promoting board member recruitment on LinkedIn. To date, we have received one expression of interest.

## **2. Operating Plan Progress Report\***

- All of the strategic objectives under the Partnerships Pillar have been completed, with the exception of completion of the Strategic Plan which is on track for the June board meeting.

#### Pillar 4: Partnerships – Strategic Alliances, Public Relations, Communications

To maintain and improve the services being provided both within the YCC facilities and within our catchment area, it is imperative that strong partnerships be established with out residents, staff, volunteers, health professionals, families, government and non-government agencies, and the community as a whole. Our partnership with the York Care Foundation is essential not only to increase the visibility of YCC but also to ensure that the Foundation can assist with financial and operational requirements.

#### Key Results

- A. Increase volume and effectiveness of partnerships.
- B. Increase in number of volunteers, volunteer hours and programs.
- C. Residents, clients and families needs and preferences are met through partnerships.
- D. Improve communication with all stakeholders and partners.
- E. Increase marketing initiatives that promote YCCs profile in the community.

| Strategic Goal   | Operational Goal   | Measure of Performance  | Responsibility / Progress   |
|--|--|---|---|
| To increase awareness and understanding of goals, objectives and proposed actions with YCC (Staff, Families, Volunteers and Partners). | Develop a monitoring framework for the board to assess achievement of their stated "Ends". | <ul style="list-style-type: none"> <li>• Monitoring framework to be presented by Sept 2024</li> </ul>   | <ul style="list-style-type: none"> <li>• <b>COMPLETE.</b></li> </ul> <p><i>Resp - Geri Geldart</i></p>  |
|  | Develop and implement a social media content plan to support programs/services.            | <ul style="list-style-type: none"> <li>• Plan to be developed by September 2024</li> </ul>  | <ul style="list-style-type: none"> <li>• <b>COMPLETE AND ONGOING</b></li> </ul> <p><i>Resp - Geri Geldart and Tara Thibault</i></p>   |
|  | Refresh the YCC video displays (donor boards, etc.)  | <ul style="list-style-type: none"> <li>• Refreshed displays by Oct 2024.</li> </ul>   | <ul style="list-style-type: none"> <li>• <b>COMPLETE</b></li> </ul> <p><i>Resp - Tara Thibault</i></p>  |
|  | Complete a refresh of the York Care Centre website   | <ul style="list-style-type: none"> <li>• Refresh completed by March 2025.</li> </ul>  | <ul style="list-style-type: none"> <li>• <b>COMPLETE</b></li> </ul> <p><i>Resp - Geri Geldart and Tara Thibault</i></p>   |
|  | Support the Board in the development of the 2025 – 2030 Strategic Plan                     | <ul style="list-style-type: none"> <li>• Strategic Plan complete by March 2025 in preparation for June 2025 Annual Meeting.</li> </ul>  | <ul style="list-style-type: none"> <li>• <b>IN PROGRESS.</b></li> </ul> <p><i>Resp - Geri Geldart</i></p>   |
| To increase YCCs leadership position in the community by improving the level and the volume of effective partnerships.                 | Establish a fund development plan for York Care Foundation                                 | Plan to be developed and approved by December 2024  | <ul style="list-style-type: none"> <li>• <b>COMPLETE</b> - The Foundation is focused on a campaign for a specific project rather than a comprehensive fund development plan.</li> </ul> <p><i>Resp - Geri Geldart</i></p> |
|  | Increase the number of volunteer hours over the course of the year.                        | <ul style="list-style-type: none"> <li>• Determine baseline number of hours for on unit/spiritual volunteers by Dec 2024.</li> <li>• By March 2025, increase the number of volunteer hours by 10%.</li> </ul> | <ul style="list-style-type: none"> <li>• <b>COMPLETE</b> – Tracking process implemented. Baseline established.</li> </ul> <p><i>Resp - Jamie Roy</i></p>  |

## BRIEFING NOTE

**To:** Governance and Audit Committee  
**From:** Geri Geldart, President and CEO  
**Date:** April 4, 2025  
**RE:** Board Evaluation Results

### 1. Purpose

- The Board of Directors undertakes an evaluation of its functioning on an annual basis. The responsibility for conducting the assessment falls to the Governance and Audit Committee.
- The committee reviews the results of the assessment, identifies strengths, and considers new opportunities for development. Based on the results, the Committee will identify topics of interest to Board members for inclusion in future educational sessions.
- The annual review will be undertaken no later than May.
- The Governance and Audit Committee is responsible to review annually the statements contained in the forms used for the annual assessment amend and report results to the Board of Directors.

### 2. Background

An electronic survey was sent to all members of the board in late February. Responses were received between February 21 – March 21, 2025. Most questions were statements which respondents were asked to rate on a 4-point scale (Disagree, Neutral, Agree, Unsure).

All participants were asked to respond to questions on “Overall Board Functioning” and “Leadership-Board Chair and CEO”. In addition, participants were asked to respond to questions regarding the committees on which they are members.

| Section 1 – Overall Board Functioning<br>9 respondents  | 9 responses<br>Most responded “Agree”<br>exceptions noted below |
|---|---|
| 1. Board Activities are confined to policy issues rather than management issues.  | Neutral (2)   |
| 2. We have a written statement of Vision, Mission and Values for our organization   |   |
| 3. The material and information provided to members allows for an understanding of the critical issues, the long-range plans, the goals and strategy of the organization. |   |
| 4. As a board member, I feel comfortable in approaching the Chair of the Board, or the CEO to seek clarification on issues that are not clear to me.                      |   |
| 5. We know what our business is, and what isn’t.  |   |
| 6. We have a Code of Conduct for Board Members  |   |
| 7. We know the difference between the roles of directors and that of the staff.   |   |
| 8. All management activities are delegated to the President and CEO.  |   |
| 9. Information is provided in a timely and easy to read manner, and as a Board member we are informed regularly and completely.   |   |
| 10. Directors trust each other and have a high degree of disclosure among themselves.   | Neutral (1)   |

| Section 1 – Overall Board Functioning<br>9 respondents   | 9 responses<br>Most responded “Agree”<br>exceptions noted below |
|--|---|
| 11. As a member of the Board, I feel comfortable in challenging the strategy, direction, goals and plans, and to take an unpopular position if required.   |   |
| 12. Directors understand their fiduciary, ethical and legal responsibilities.  |   |
| 13. The history and traditions of the organization are clear to this Board and are honored or changed with deliberation and agreement.   |   |
| 14. The goals of our organization are clear and re-visited regularly.  |   |
| 15. The responsibilities of the directors are defined.   |   |
| 16. Directors do not cross the boundaries between board and staff.   |   |
| 17. Differences of opinion are encouraged during discussions, but all are expected to carry out the decisions reached.   |   |
| 18. The President and CEO is evaluated annually with input from Directors.   |   |
| 19. Directors are given an orientation session within a reasonable amount of time.   |   |
| 20. The Board has a 5-year strategic plan which is reviewed regularly.   |   |
| 21. Directors are provided opportunities through educational / information sessions to keep current on sector issues and trends which may impact on the organization and the needs of the community it serves. | Neutral (1)   |
| 22. Directors are provided with sufficient opportunity to participate in professional development (conferences, workshops, education sessions).  | Neutral (1)   |

**Considering the statements above, please add any comments you may have regarding our performance as a board.**

- As members of the Board, it is difficult to not get into operational areas as we are also Committee members which review operational issues such as what is impacting financial results and resident care. I feel we do a good job in allowing the CEO to deal with these issues operationally.
- We are going through a strategic planning review that should solidify what our business is and what it is not.
- We have a wonderful, varied group of people who have a common interest in making YCC the best it can be. I feel very comfortable expressing my opinions and feel I am heard and appreciated.
- The board is very informed and collegial. I believe this is because we are given ample information, and the CEO is open and she and her team provide us with what is necessary. When communication is closed or non available it leads to misunderstandings and assumptions and breaks down the ability to work together.
- I believe us to be a highly functional board, well supported by our chair, vice chair and the CEO.
- I feel the CEO keeps the Board well informed of exposure, training, workshops that are available and providing opportunities for members to attend and/or participate in.
- I believe we are working hard towards determining the trajectory of YCC for the next 5 years. It is a process with many moving parts. I am enjoying being part of the process from start to finish.
- I found all of the above to be true – we are currently reviewing the 5 year strategic plan.
- I would be interested in more board education activities if deemed appropriate.

| Section 2 – Leadership. Board Chair and CEO<br>9 respondents   | 9 responses<br>Most responded<br>“Agree” exceptions<br>noted below |
|--|--|
| 1. Board meetings are held often enough to keep everyone informed and actively able to serve the organization well.  |  |
| 2. Meetings are professionally managed, member participation is encouraged, agenda is followed and matters under consideration are concluded in a timely and effective manner. |  |
| 3. There is time for closed sessions as well as for business at hand.  | Neutral (1)  |
| 4. Each year the Board sets out its top priorities and our meetings attend to these priorities.  |  |
| 5. Items that should be handled by staff, or delegated to specific committees, are handled in that manner.   |  |
| 6. When making decisions, this Board uses a variety of procedures and resorts to parliamentary procedure only when required.   | Neutral (1) Unsure (1)   |
| 7. The CEO is a valued member of the Board even if she is not a formal member.   |  |
| 8. Staff members are invited to attend Board meetings as appropriate.  | Neutral (1) Unsure (1)   |
| 9. The Board Chair maintains a constructive working relationship with the President and CEO and board members.   |  |

**Considering the statements above on Leadership (Coard Chair and CEO), please add any comments or suggestions for improvement.**

- The CEO is extremely well prepared for Board and Committee meetings and effectively leads the members in framing the discussions thus saving the members time during meetings.
- Excellent team who work together to ensure a positive environment for all.
- I don't believe in my time on the board we have had to resort to parliamentary procedures. Meetings are "comfortable" and productive – that is to say the materials needed for meetings is well prepared and there is plenty of time for discussion. The atmosphere is professional but not so serious that people are not uncomfortable to raise their perspective points of view.
- We are fortunate to have such an experienced CEO and Marjorie's long term care experience is also valuable.

| <b>Section 3 – Finance and Admin Committee</b><br><b>6 responses</b>   | <b>5 responses</b> |
|--|--------------------|
| 1. The terms of reference for the Finance and Admin Committee were provided and explained to members.  | Agree              |
| 2. Matters brought before the Finance and Admin Committee respect the terms of reference.  | Agree              |
| 3. The agenda for the Finance and Admin Committee meetings and related documents are circulated in sufficient time to allow for review and preparation prior to the meeting.   | Agree              |
| 4. The material and information provided allows for an understanding of the issues to be considered and, if required, I feel comfortable in approaching the Chair of the committee to seek clarification on issues that are not clear to me. | Agree              |
| 5. As a committee member, I feel comfortable approaching the Chair or the CEO to seek clarification on issues that are not clear to me.  | Agree              |
| 6. Members of the Finance and Admin Committee come to the meeting prepared and ready to contribute.  | Agree              |
| 7. Finance and Admin Committee meetings are professionally managed, make good use of members' time, follow the agenda and are concluded within a reasonable time.  | Agree              |
| 8. The minutes of the Finance and Admin Committee meetings are accurate and reflect the discussions and conclusions/decisions reached.   | Agree              |
| 9. Meetings of the Finance and Admin Committee are held regularly and with appropriate frequency.  | Agree              |
| 10. Members of the Finance and Admin Committee treat each other with respect and courtesy.   | Agree              |
| 11. When I speak, I feel listened to and my views/comments are valued.   | Agree              |
| 12. I feel the Finance and Admin Committee has the respect of the Board of Directors   | Agree              |

| <b>Section 4 – Research and Ethics Committee</b>   | <b>4 responses</b> |
|--|--------------------|
| 1. The terms of reference for the Research and Ethics Committee were provided and explained to members.  | Agree              |
| 2. Matters brought before the Research and Ethics Committee respect the terms of reference.  | Agree              |
| 3. The agenda for the Research and Ethics Committee meetings and related documents are circulated in sufficient time to allow for review and preparation prior to the meeting.   | Agree              |
| 4. The material and information provided allows for an understanding of the issues to be considered and, if required, I feel comfortable in approaching the Chair of the committee to seek clarification on issues that are not clear to me. | Agree              |
| 5. As a committee member, I feel comfortable approaching the Chair or the CEO to seek clarification on issues that are not clear to me.  | Agree              |
| 6. Members of the Research and Ethics Committee come to the meeting prepared and ready to contribute.  | Agree              |
| 7. Research and Ethics Committee meetings are professionally managed, make good use of members' time, follow the agenda and are concluded within a reasonable time.  | Agree              |
| 8. The minutes of the Research and Ethics Committee meetings are accurate and reflect the discussions and conclusions/decisions reached.   | Agree              |
| 9. Meetings of the Research and Ethics Committee are held regularly and with appropriate frequency.  | Agree              |
| 10. Members of the Research and Ethics Committee treat each other with respect and courtesy.   | Agree              |
| 11. When I speak, I feel listened to and my views/comments are valued.   | Agree              |
| 12. I feel the Research and Ethics Committee has the respect of the Board of Directors   | Agree              |

| <b>Section 5 – Governance and Audit Committee</b> | <b>6 responses</b> |
|---|--------------------|
|---|--------------------|

|  |       |
|--|-------|
|  |       |
| 1. The terms of reference for the Governance and Audit Committee were provided and explained to members.   | Agree |
| 2. Matters brought before the Governance and Audit Committee respect the terms of reference.   | Agree |
| 3. The agenda for the Governance and Audit Committee meetings and related documents are circulated in sufficient time to allow for review and preparation prior to the meeting.  | Agree |
| 4. The material and information provided allows for an understanding of the issues to be considered and, if required, I feel comfortable in approaching the Chair of the committee to seek clarification on issues that are not clear to me. | Agree |
| 5. As a committee member, I feel comfortable approaching the Chair or the CEO to seek clarification on issues that are not clear to me.  | Agree |
| 6. Members of the Governance and Audit Committee come to the meeting prepared and ready to contribute.   | Agree |
| 7. Governance and Audit Committee meetings are professionally managed, make good use of members' time, follow the agenda and are concluded within a reasonable time.   | Agree |
| 8. The minutes of the Research and Ethics Committee meetings are accurate and reflect the discussions and conclusions/decisions reached.   | Agree |
| 9. Meetings of the Governance and Audit Committee are held regularly and with appropriate frequency.   | Agree |
| 10. Members of the Governance and Audit Committee treat each other with respect and courtesy.  | Agree |
| 11. When I speak, I feel listened to and my views/comments are valued.   | Agree |
| 12. I feel the Governance and Audit Committee has the respect of the Board of Directors  | Agree |

| <b>Section 6 – Care Services Committee</b>   | <b>4 responses</b> |
|--|--------------------|
| 1. The terms of reference for the Care Services Committee were provided and explained to members.  | Agree              |
| 2. Matters brought before the Care Services Committee respect the terms of reference.  | Agree              |
| 3. The agenda for the Care Services Committee meetings and related documents are circulated in sufficient time to allow for review and preparation prior to the meeting.   | Agree              |
| 4. The material and information provided allows for an understanding of the issues to be considered and, if required, I feel comfortable in approaching the Chair of the committee to seek clarification on issues that are not clear to me. | Agree              |
| 5. As a committee member, I feel comfortable approaching the Chair or the CEO to seek clarification on issues that are not clear to me.  | Agree              |
| 6. Members of the Care Services Committee come to the meeting prepared and ready to contribute.  | Agree              |
| 7. Care Services Committee meetings are professionally managed, make good use of members' time, follow the agenda and are concluded within a reasonable time.  | Agree              |
| 8. The minutes of the Care Services Committee meetings are accurate and reflect the discussions and conclusions/decisions reached.   | Agree              |
| 9. Meetings of the Care Services Committee are held regularly and with appropriate frequency.  | Agree              |
| 10. Members of the Care Services Committee treat each other with respect and courtesy.   | Agree              |
| 11. When I speak, I feel listened to and my views/comments are valued.   | Agree              |
| 12. I feel the Care Services Committee has the respect of the Board of Directors   | Agree              |

**Thank you for taking the time to complete this evaluation. Please add any final comments that you think may help us improve our performance as a Board.**

- Nothing else to add. I am pleased with the performance of the Board and its collaborative nature.
- I enjoy being a Board member at YCC and I feel we have a strong Board and Committee representation. I spend time visiting in the facility and always find it clean and well presented. The staff is always friendly and welcoming making my visits enjoyable.
- Need to increase board membership.
- The nursing home has a good organizational structure, and an administrative culture focused on providing the best resident care possible.
- No comments at this time. I believe the Board is functioning very well, meeting the assigned targets as per the Ends policies.
- No suggestions
- I am very much enjoying being part of such a great group of people. I am learning so much as time passes and I feel proud of the work being done at YCC and the direction it is striving to take in the future.
- I enjoy participating on the Board and the committees. I find the experience to be a very positive one.
- I really enjoy being part of this board.

### 3. Considerations

Compared to last year, there is stronger agreement amongst the Board, with far fewer areas of uncertainty or disagreement. Most statements were rated as “Agree”. The following statements were rated “Neutral” or “Unsure”.

- Board activities are confined to policy issues rather than management issues. (Neutral 2)
- Directors trust each other and have a high degree of disclosure among themselves. (Neutral 1)
- Directors are provided opportunities through educational / information sessions to keep current on sector issues and trends which may impact on the organization and the needs of the community it serves. (Neutral 1)
- Directors are provided with sufficient opportunity to participate in professional development (conferences, workshops, education sessions). (Neutral 1)
- There is time for closed sessions as well as for business at hand. (Neutral 1)
- When making decisions, this board uses a variety of procedures and resorts to parliamentary procedure only when required. (Neutral 1; Unsure 1)
- Staff members are invited to attend Board meetings as appropriate. (Neutral 1; Unsure 1)
- There were no statements which received a Disagree rating.

After two years of using this tool, I am not convinced that we are getting the necessary feedback to help us identify areas for board development. We could investigate other tools which would help us uncover specific knowledge gaps, skill needs and development opportunities. Here are some possible questions:

#### Skills & Knowledge Gap Analysis

1. What specific skills or expertise does our board currently lack that would enhance our effectiveness?
2. Which governance responsibilities do you feel least prepared to fulfill as a board member?
3. What aspect of our organization's work or environment do you wish you understood better?
4. In what areas would you personally benefit from additional training or education?

#### Strategic Capability Development

5. What emerging trends or challenges in our sector should the board learn more about?
6. Which board functions (e.g., financial oversight, strategic planning, risk management) would benefit most from dedicated development sessions?
7. What skills will our board need in the next 3-5 years that we may not have adequately today?

#### Learning Format Preferences

11. What format for board development would be most valuable to you? (e.g., expert presentations, case studies, site visits, workshops, peer learning)
12. What length and frequency of development sessions would be most effective for you?
13. What barriers prevent you from participating fully in development opportunities?

#### Open-Ended Development Questions

14. If you could design one educational session for our board, what would the topic be and why?
15. What one thing could we change about board meetings to make them more developmental?

### 4. Recommendations

- *That the Governance and Audit Committee review the results of the annual Board assessment and make recommendations to the Board regarding board development for the next fiscal year.*
- *That the CEO be asked to investigate other tools for board evaluation which might yield more constructive feedback (survey, facilitated discussion, etc.)*

## Board & Committee Meeting Schedule

| SEPTEMBER 2025- 1st Quarter Review                    |          |        |      | Package Distribution        | Committee Chair      | Executive Lead(s)      |
|---|----------|--------|------|-----------------------------|----------------------|------------------------|
| Care Services   | Tuesday  | 9-Sep  | 5:30 | Wed, Sep 3 <sup>rd</sup>    | Andrea Seymour       | Jamie                  |
| Governance & Audit                                    | Thursday | 11-Sep | 5:30 | Fri, Sep 5 <sup>th</sup>    | Lyne St-Pierre-Ellis | Geri                   |
| Finance & Administration                              | Tuesday  | 16-Sep | 5:30 | Wed, Sep 10 <sup>th</sup>   | Pierre LeBlanc       | Heather/Shelley/Michel |
| Research & Ethics                                     | Thursday | 18-Sep | 5:30 | Fri, Sep 12 <sup>th</sup>   | Tracey Burkhardt     | Geri                   |
| Board of Directors                                    | Monday   | 22-Sep | 5:30 | Thurs, Sep 18 <sup>th</sup> | Marjorie Belzile     | Geri                   |
| OCTOBER/NOVEMBER 2025- 2 <sup>nd</sup> Quarter Review |          |        |      | Package Distribution        | Committee Chair      | Executive Lead(s)      |
| Governance & Audit                                    | Tuesday  | 28-Oct | 5:30 | Wed, Oct 22 <sup>nd</sup>   | Lyne St-Pierre-Ellis | Geri                   |
| Care Services   | Thursday | 06-Nov | 5:30 | Fri, Oct 31 <sup>st</sup>   | Andrea Seymour       | Jamie                  |
| Finance & Administration                              | Tuesday  | 04-Nov | 5:30 | Wed, Oct 29 <sup>th</sup>   | Pierre LeBlanc       | Heather/Shelley/Michel |
| Research & Ethics                                     | Thursday | 13-Nov | 5:30 | Fri, Nov 7 <sup>th</sup>    | Tracey Burkhardt     | Geri                   |
| Board of Directors                                    | Monday   | 17-Nov | 5:30 | Thurs, Nov 13 <sup>th</sup> | Marjorie Belzile     | Geri                   |
| JANUARY/FEBRUARY 2026- 3 <sup>rd</sup> Quarter Review |          |        |      | Package Distribution        | Committee Chair      | Executive Lead(s)      |
| Governance & Audit                                    | Tuesday  | 03-Feb | 5:30 | Wed, Jan 28 <sup>th</sup>   | Lyne St-Pierre-Ellis | Geri                   |
| Care Services   | Thursday | 22-Jan | 5:30 | Fri, Jan 16 <sup>th</sup>   | Andrea Seymour       | Jamie                  |
| Finance & Administration                              | Tuesday  | 10-Feb | 5:30 | Wed, Feb 4 <sup>th</sup>    | Pierre LeBlanc       | Heather/Shelley/Michel |
| Research & Ethics                                     | Thursday | 12-Feb | 5:30 | Fri, Feb 6 <sup>th</sup>    | Tracey Burkhardt     | Geri                   |
| Board of Directors                                    | Tuesday  | 17-Feb | 5:30 | Fri, Feb 13 <sup>th</sup>   | Marjorie Belzile     | Geri                   |
| MARCH 2026 - Budget Meeting                           |          |        |      | Package Distribution        | Committee Chair      | Executive Lead(s)      |
| Finance & Administration                              | Monday   | 23-Mar | 5:30 | Fri, Mar 20 <sup>th</sup>   | Pierre LeBlanc       | Heather                |
| Board of Directors                                    | Monday   | 30-Mar | 5:30 | Fri, Mar 27 <sup>th</sup>   | Marjorie Belzile     | Geri                   |
| APRIL/MAY 2026- 4 <sup>th</sup> Quarter Review        |          |        |      | Package Distribution        | Committee Chair      | Executive Lead(s)      |
| Governance & Audit                                    | Tuesday  | 28-Apr | 5:30 | Wed, Apr 22 <sup>nd</sup>   | Lyne St-Pierre-Ellis | Geri                   |
| Care Services   | Thursday | 30-Apr | 5:30 | Fri, Apr 24 <sup>th</sup>   | Andrea Seymour       | Jamie                  |
| Finance & Administration                              | Tuesday  | 05-May | 5:30 | Wed, Apr 29 <sup>th</sup>   | Pierre LeBlanc       | Heather/Shelley/Michel |
| Research & Ethics                                     | Thursday | 07-May | 5:30 | Fri, May 1 <sup>st</sup>    | Tracey Burkhardt     | Geri                   |
| Board of Directors                                    | Monday   | 11-May | 5:30 | Thurs, May 7 <sup>th</sup>  | Marjorie Belzile     | Geri                   |
| JUNE 2026 - Year End                                  |          |        |      | Package Distribution        | Committee Chair      | Executive Lead(s)      |
| Governance & Audit                                    | Monday   | 08-Jun | 5:30 | Fri, June 5 <sup>th</sup>   | Lyne St-Pierre-Ellis | Geri                   |
| Board of Directors                                    | Monday   | 15-Jun | 5:30 | Fri, June 12 <sup>th</sup>  | Marjorie Belzile     | Geri                   |
| Annual General Meeting                                | Monday   | 15-Jun | 6:30 | Fri, June 12 <sup>th</sup>  | Marjorie Belzile     | Geri                   |

March 13, 2025