

NORTHERN HEALTH FOUNDATION INC.
EMAIL MEETING
Sept 15 and 16, 2014

MINUTES

ATTENDANCE

Gerard Jennissen, Director
Doug Lauvstad, Director
Brent Lethbridge, Director
Kent Haugan, Director
Glenn Hildebrand, CEO

1. Call to Order: All members agreed to participate in the virtual meeting, voting on a number of resolutions via email. Glenn Hildebrand tabulated the results of the votes.

2. **Revision of Mission Statement**

Resolved that the Foundation replaces the current Clause 2 of Bylaw #1 with the following:
MISSION STATEMENT

2. *The mission of the Foundation is to receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to qualified donees, in particular to a registered charity, Northern Regional Health Authority, as defined in subsection 149.1(1) of the Income Tax Act (Canada).*

Moved by: Jennissen

Seconded by: Lauvstad

Carried

3. **Bylaw Changes**

- 3.1. **Clause 25**

Resolved that the Foundation replaces the current Clause 25 of Bylaw #1 with the following:
REMUNERATION OF DIRECTORS

25. *The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.*

Moved by: Lauvstad

Seconded by: Jennissen

Carried

- 3.2. **Clause 61**

Resolved that the Foundation replaces the current Clause 61 of Bylaw #1 with the following:
DISTRIBUTION OF ASSETS ON DISSOLUTION OF THE FOUNDATION

26. *Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1 (1) of the Income Tax Act (Canada).*

Moved by: Lauvstad
Seconded by: Jennissen
Carried

4. Articles of Incorporation

Resolved that the Articles of Incorporation of the Northern Health Foundation Inc. be Amended by deleting the current Article 5 and replacing it with the following language:

The undertaking of the corporation is restricted to the following:

To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to qualified donees, in particular to a registered charity, Northern Regional Health Authority, as defined in subsection 149.1(1) of the Income Tax Act (Canada).

Moved by: Jennissen
Seconded by: Lauvstad
Carried

5. Appointments

5.1 Resolved that the pursuant to Article 31 of Foundation Bylaw 1, the Board appoints Helga Bryant as a member of the Board of the Foundation and further, appoints her to the position of Secretary of the Board.

Moved by: Jennissen
Seconded by: Lauvstad
Carried

5.2 Resolved that the pursuant to Article 39 of Foundation Bylaw 1, the Board appoints Glenn Hildebrand as Chief Executive Officer of the Foundation to serve at the pleasure of the Board for a term of 6 months.

Moved by: Lauvstad
Seconded by: Jennissen
Carried

All resolutions being voted on and no further business identified, the virtual meeting ended,