

**COLLEGE OF DENTAL HYGIENISTS OF MANITOBA (CDHM)  
10<sup>th</sup> ANNUAL GENERAL MEETING (AGM) MINUTES**

November 18, 2017, Victoria Inn, Wellington Ballroom  
10:00 A.M. - 11:38 A.M.

**Attendees:** Total: **254**  
Registered Dental Hygienists Practicing: 252  
Registered Dental Hygienists Non-Practicing: 2  
Registered Dental Hygiene Students: 8

**Guests:** Betty Ann Zegarac, former Public Representative on Council  
Taleisha Doiron, President, MDHA  
Heather Sirkovsky, Past President, MDHA  
Roger Woloshyn, PRP (Professional Registered Parliamentarian)  
Jackie Collins, CDHM legal counsel  
Mark Jones, Chartered Professional Accountant, Olafson & Jones

**1. Call to Order at 10:01am:**

Karina Hiebert, Chair of the College of Dental Hygienists of Manitoba, called the meeting to order at 10:01am.

**2. Welcome and Introductions:**

Karina Hiebert welcomed attendees to the 10<sup>th</sup> Annual General Meeting of the CDHM:  
- Reviewed the agenda  
- Quorum reviewed and confirmed

*Introduction of CDHM Council, Staff & Guests:*

Alayna Gelley, Interim Registrar  
Donna Dowie, Executive Assistant to the Interim Registrar  
Betty Ann Zegarac, former Public Rep  
Taleisha Doiron, President, MDHA  
Heather Sirkovsky, Past President, MDHA  
Roger Woloshyn, PRP (Professional Registered Parliamentarian)  
Jackie Collins, CDHM legal counsel  
Mark Jones, Chartered Professional Accountant, Olafson & Jones

*CDHM Council Members:*

Karina Hiebert (Chair)  
Joan Todd (Vice-Chair)  
Raymond Wang  
Saima Klippenstein  
Kim Boyce

*Public Representatives on Council:*

Carol Hiscock

*Regrets:*

Terri Archibald, Council member  
Lucie Boutet, Public Representative  
Ernest Janzen, Public Representative  
Kathleen Reid, Public Representative

**3. Date of AGM**

The date of this AGM was set for November 18, 2017 due to the special circumstances being that both the Chair of Council (Karina) and the Interim Registrar (Alayna) were not available on the potential dates discussed for October. As this new date of November 18, 2017 is more than 180 days past the fiscal year end, it is in violation of by-law 4.1. Therefore, a motion to accept the new date is required to hold today's meeting.

**Motion:** To accept that the 2016/17 AGM be held on this day, November 18, 2017.

**Moved:** Karina Hiebert

**Seconder:** Natasha Kravstov

**Motion Carried**

**4. Meeting Protocol and Vote on Rules of Order: (10:05am)**

Copies of the Standing Rules of Order had been distributed throughout the room prior to the meeting. Karina Hiebert read the document and indicated that our Parliamentarian would be ensuring these rules as well and the proper meeting protocol would be followed as per the bylaw (#10.13).

**Motion:** To accept the 2017 Standing Rules of Order as presented.

**Moved:** Karina Hiebert

**Seconder:** Heather Sirkovsky

**Motion Carried**

**5. Approval of 2017 AGM Agenda: (10:08am)**

Agenda was amended to reverse the order of #7 and #8 (initially, #7: Proposed By-Law Changes came before #8: Nominations Committee Report & Election of New Council Members).

**Motion:** To approve the 2017 AGM Agenda as amended

**Moved:** Karina Hiebert

**Seconder:** Joan Todd

**Motion Carried**

**6. Approval of the 2016 AGM Minutes: (10:10am)**

The 2016 Minutes were circulated via e-mail to all registrants prior to the meeting.

**Motion:** To approve the 2016 AGM Minutes as presented.

**Moved:** Karina Hiebert

**Seconder:** Kim Boyce

**Motion Carried**

**7. Annual Reports:(10:11am)**

a) **Report of the Chair:** Karina Hiebert (*Report filed.*)

b) **Report of the Interim Registrar:** Alayna Gelley (*Report filed.*)

c) **Report of the Deputy Registrar:** Sheryl Slowshower (filed, read by Alayna Gelley)

**d) Review of the Financial Statements:** Mark Jones, FCPA,FCGA, Olafson & Jones, Chartered Professional Accountants Inc. (10:38 am)

Mark Jones presented the Financial Review for the fiscal year May 1, 2016 - April 30, 2017. He directed members to the Annual Report to follow along as he explained the Financial Review page by page to meeting attendees. There were no questions to the Financial Review.

**e) Appointment of the Auditor:** Joan Todd, Vice-Chair (10:44am)

**Motion:** To retain the firm of Olafson & Jones, Chartered Professional Accountants Inc. to perform the Financial Review for the College of Dental Hygienists of Manitoba for the fiscal year of May 1, 2017 to April 30, 2018.

**Moved:** Joan Todd

**Seconder:** Saima Klippenstein

**Motion Carried**

**8. Nominations Committee Report & Election of New Council Members (10:45)**

Saima Klippenstein (*Report filed*, read by Joan Todd)

The call for nominations concluded July 21, 2017 with no nominations or applications received. At the September 11<sup>th</sup> meeting, Council decided to extend the deadline to October 6<sup>th</sup>. An email was sent to all members regarding the extension. The email brought forth four (4) candidates resulting in an election.

**a. Overview of Council Member Responsibilities**

Joan Todd presented the Nominations Committee report that included a brief overview of Council positions, commitment, and financial compensation. (*Report filed*)

**b. Candidate presentations (3 seats open, 4 candidates):**

Candidates were allowed two minutes each to speak. The order of speaking was determined prior to the meeting by picking names out of a cup. They spoke in the following order:

- Johanna Nemiroff Grant
- Laura MacDonald
- Jennifer Miller
- Karina Hiebert

**c. Election**

The election was held by anonymous ballot. Registrants who were not able to attend the AGM had been given the option to send a mail-in ballot to the CDHM office. These ballots were brought to the AGM to be counted with the others. Two scrutineers were chosen prior to the meeting who were non-voting student members: Tammy Crowder and Kelly Young.

Collection of ballots started at 10:57 am and continued through the break closing at 11:04 am.

**BREAK at 10:57 am, AGM Resumed at 11:04 am**

**Greetings (intended for section 2 but forgot)**

Karina invited Taleisha Doiron, President of the Manitoba Dental Hygienists Association (MDHA), to bring greetings from the MDHA.

**9. Proposed By-law changes (11:08am)**

Karina Hiebert reviewed the proposed by-law changes, which were distributed to registrants via e-mail prior to the AGM as well as displayed on the screen for viewing. Changes/additions are noted in red below:

**“ARTICLE IV: MEETINGS**

**Annual general meeting (AGM)**

4.1 The annual general meeting must be held no later than ~~180 days~~ 8 months after fiscal year end.”

*Discussion:* Annette Novak

The member commented on the timing of this year’s meeting. A November meeting poses a challenge due to winter driving conditions for residents outside of Winnipeg. The member also pointed out that the change in date was only posted on the website, it was not emailed. Karina apologized for this relay of information and agreed that in the future changes would be emailed to members.

*Question:* Laine Matheson

The member inquired about registration fees. She asked if the payment for registration fees off a credit card be payable in January as opposed to December 1<sup>st</sup> because it presents a challenge due to the timing of the liability insurance and CDHA/MDA fees.

The member was informed that questions and discussion would be restricted to the motion being presented.

**Motion:** To approve proposed change to by-law #4.1

**Moved:** Karina Hiebert

**Motion defeated**

#### **“ARTICLE IV: MEETINGS**

##### **Voting at annual and special general meetings of the college**

4.17 The chair of the meeting must appoint from amongst those assembled, ~~two~~ scrutineers who will tabulate the vote for and against in the show of voting cards or, in the event of a ballot vote, ~~will distribute,~~ collect and count the ballots and report the results to the chair.”

**Motion:** To approve by-law #4.17 as presented.

**Moved:** Karina Hiebert

**Motion Carried**

#### **“ARTICLE V: ELECTION OF MEMBERS OF THE COUNCIL**

5.6 The council ~~may~~ **shall** establish rules regarding nomination of candidates for election to the council, the manner of voting for council members, and the conduct and regulation of council members. **The rules for election of council will be made available for the membership no later than 3 months before the AGM.”**

**Motion:** To approve the proposed changes to by-law #5.6.

**Moved:** Karina Hiebert

**Motion Carried**

~~“5.8 Any member eligible to vote who follows the appropriate procedures outlined by the council may submit a mail-in ballot for the election of council members.”~~

*Question:* Harriet Rosenbaum

The member’s inquiry involved clarification on mail in ballots. With the elimination of #5.8, will mail in ballots still be an option if a member does not have access to a computer and will not be in attendance of the meeting?

Karina explained that mail in ballots will still be an option and this is covered in #5.6. The existence of #5.8 as worded restricts the option of electronic voting for the future. The member stated it wasn’t clear as it is currently worded. She asked for assurance that the mail in option would not be taken away, which Karina confirmed it would not be taken away.

**Motion:** To approve the removal of by-law #5.8

**Moved:** Karina Hiebert

**Motion Carried**

~~“5.9.5.8 The elected council members must be announced following the election at the annual general meeting.”~~

**Motion:** To change #5.9 to be labeled #5.8 (5.8 was eliminated in last motion)

**Moved:** Karina Hiebert

**Motion Carried**

## **“ARTICLE X: ADMINISTRATION OF THE COLLEGE**

### **Banking and financial affairs**

10.7 ~~A complete audit must be done once every fifth year; a~~ A financial review must be completed once every fiscal year. ~~unless it is the same year of the complete audit.”~~

Mark Jones was called to the podium to outline the difference between a Financial Review (Review Engagement) and an audit. He explained that both an audit and a review engagement provide assurance on the financial statements to the organization and its members from an independent professional accountant. Both types of engagements are regulated by CPA Canada (regulatory body), specifically the CPA Canada Handbook and Canadian Accounting Standards for Not-for-Profit Organizations. The difference is the level of assurance (positive or negative), the type of opinion given, and examination procedures/methods used to get the data/evidence.

- **Audit:** provides positive assurance (assurance that everything is right); procedures are taken to determine if the financial statements present a fair picture of the organization's financial position. Auditor's report is meant to provide reasonable assurance (absolute assurance not possible) that the financial statements are free of material misstatements, and in accordance with the Canadian Accounting Standards for Not-For-Profit Organizations.
- **Review:** provides negative assurance (assurance that nothing is wrong); procedures are taken to determine if the financial statements are plausible; that nothing has come to the attention of the accountant that would indicate the financial statements are not presented in accordance with the Canadian Accounting Standards for Not-For-Profit Organizations.

Questions (3). Christine Ronceray

1. The member asked Mr. Jones his professional opinion on whether a financial review or audit is best for the CDHM.

**Answer:** Mr. Jones was clear he did not want to sway the voting in either direction. He stated in making a decision, consider the cost-benefit of an audit versus a review. An audit is more costly, in the case of the CDHM the financial statements are uncomplicated, and we have had a clean review every year. What purpose would it solve to audit versus review? As well, both the audit and review provide the same level of outside, independent assurance.

2. The member asked if there is an audit requirement by law/government?

**Answer:** No

3. The member asked if a financial audit would catch an irregularity that a review would not?

**Answer:** A financial review would catch a deficiency, irregularity or concern, and this would be reported to Council. In all his years as accountant for CDHM, there has never been one to report.

**Motion:** To approve the proposed changes to by-law #10.7.

**Moved:** Karina Hiebert

**Motion Carried**

## **10. Announcement of Election Results (11:31am)**

**Candidates elected to CDHM Council:** Joan Todd announced the results of the elections.

1. Karina Hiebert

2. Jennifer Miller
3. Johanna Nemiroff Grant

The above elected council members will serve a three-year term from today until the AGM in 2020.

**11. Council Member Appreciation:**

Joan thanked former Council members for their contributions to the CDHM Council. Members who were present at the meeting were presented with an appreciation gift and a card:

1. Kelly Tye-Vallis
2. Alayna Gelley
3. Lisa Grayson (not present)
4. Emily Walker (not present)
5. Betty Ann Zegarac

Terry Phillips was invited to the podium representing the past chairs of Council to thank Betty Ann Zegarac for her long-standing service and invaluable contributions to the CDHM (transitional Council pre-2008, and Public Representative on Council 2008 - 2017).

**12. Adjournment:**

The 2017 CDHM AGM was adjourned at 11:38am.