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Multiple Sclerosis Society of Canada  
71<sup>st</sup> Annual General Meeting  
Saturday June 15, 2019  
Doubletree Hilton Hotel  
108 Chestnut Street, Toronto, Ontario  
Minutes (DRAFT)

**1. Welcome & Opening Remarks**

Ms. Valerie Hussey, Chair of the Board of Directors, welcomed participants to the 71<sup>st</sup> Annual General Meeting. She thanked members for their continued dedication and interest in advancing the work of the MS Society of Canada. She noted that some members were in attendance virtually through a webinar.

Mr. Louis Adam advised that a whisper translation is available to those in attendance wishing to ask questions or make comments in French.

**2. Call to Order**

Ms. Hussey called the meeting to order at 1:00 pm. She advised that a quorum of members was present and declared the meeting duly constituted for the transaction of business for which it was called. The AGM is for the fiscal year from January 1, 2018 to December 31, 2018 and the meeting is for the members of the MS Society of Canada.

Ms. Hussey advised that 62 proxies were submitted to the meeting.

**3. Agenda and Meeting Procedures**

Ms. Hussey advised that there were no changes to the meeting agenda. She reviewed the procedures to be followed during the AGM. Minutes of the meeting proceeding are being taken. The draft AGM minutes will be posted on the MS Society website no less than six months prior to the 2020 AGM. No photographs, audio, or video recordings of the meeting are permitted. The membership status of attendees was verified at registration.

**4. Notice of Annual General Meeting**

Ms. Hussey advised that the 2019 AGM Notice of Meeting and accompanying proxy was mailed or emailed to members the week of May 10. The Notice of Meeting was therefore distributed in advance of the 21 days required for the publication such notice in accordance with the MS Society by-laws.

The reading of the Notice of Meeting was waived by agreement of the members.

**5. Approval – Draft Minutes of 70<sup>th</sup> AGM, June 9, 2018**

Ms. Hussey advised that the draft minutes of the 70<sup>th</sup> AGM held June 9, 2018 were posted on the MS Society website in the About Us/Governance section in January 2019, and a paper copy of the draft minutes were included in the AGM briefing package provided to participants at registration.

**Motion:** It was moved by Mr. Joe Healey and seconded by Ms. Susan Senecal that the draft minutes of the 70<sup>th</sup> AGM held on June 9, 2018 be approved as presented. The motion was carried.

**6. Approval – Draft Minutes of Special Meeting of Members, October 28, 2018**

Ms. Hussey advised that the draft minutes of the Special Meeting of Members held October 28, 2018 were posted on the MS Society website in the About Us/Governance section in March 2019, and a paper copy of the draft minutes were included in the AGM briefing package provided to participants at registration.

**Motion:** It was moved by Mr. John Clifford and seconded by Ms. Gayelene Bonenfant that the draft minutes of the Special Meeting of Members held on October 28, 2018 be approved as presented. The motion was carried.

**7. Acceptance of Finance Report and Acceptance of Audited Combined Financial Statements**

Ms. Hussey called upon Mr. John Folka, Treasurer to present the audited financial statements for the year ended December 31, 2018. Mr. Folka advised that the audited combined financial statements have been presented, discussed, and approved by the MS Society Board of Directors at its meeting of May 15, 2019. The financial statements were posted on the MS Society website immediately following their approval by the board. A paper copy of the statements was included in the AGM briefing package. Mr. Folka advised that the auditors have signed their unqualified opinion of the 2019 financial statements. Mr. Folka then took questions from the members present.

**Motion:** It was moved by Mr. John Folka and seconded by Ms Susan Senecal that the audited combined financial statements for the period ending December 31, 2018 be received. The motion was carried.

**8. Appointment of the Auditors**

**Motion:** It was moved by Mr. John Folka and seconded by Mr. Ben Davis that PriceWaterhouseCoopers Canada be appointed as the auditors of the MS Society

for 2019-2020 and that the Treasurer be authorized to fix their remuneration.  
The motion was carried.

### **9. Report of the Chair**

Ms. Hussey extended her thanks to the members for their engagement, to the staff and volunteers of the Society, to Dr. Valentine for her leadership as President and CEO, and to Nancy Love, for her accomplishments as chair of the MS Society Scientific Research Foundation board of directors. She spoke to the financial achievements of 2018 and broke down how revenues had been invested in the Society's mission. The Acts of Greatness campaign was launched in 2018 with a goal of \$75 million to fund research. Implementation of the new community engagement model is on track.

She also thanked the board of directors, particularly the contributions of outgoing directors, Mr. François Coupal, Ms. Marie-Josée Comtois, and Dr. Tom Feasby.

### **10. Report of the President and CEO**

Dr. Valentine spoke to the successes in the Society's advocacy efforts, meeting with parliamentarians at the Day on the Hill to discuss issues important to those affected by MS. One great success was the inclusion of episodic disability in the recent Accessibility legislation.

The Knowledge Network was expanded in 2018, allowing people affected by MS to get information by phone, email, and web chat.

Dr. Valentine reported on the Society's involvement with the MS International Alliance and the Canadian Prospective Cohort Study to Understand Progression in MS (CanProCo). The Society also launched a \$5 million collaborative research team looking at cognitive rehabilitation and aerobic exercise to improve the cognition in people living with progressive MS. Recommendations on vitamin D supplementation has been shared with the public.

Dr. Valentine then outlined the new strategic plan for the Society, noting the new mission, vision, and values, the impact goals, and strategic enablers. There was some discussion about the new plan and its positive outlook.

### **11. Report of the Governance Committee in Respect of Nominations**

Ms. Hussey called upon Mr. John Clifford, Chair of the Governance Committee, to present the committee report and the nominees for election to the MS Society board.

Mr. Clifford advised that it is the responsibility of the governance committee to consider the overall composition and leadership capacity of the board. The committee has recruited four

candidates for the vacant positions, in addition to two board members standing for election for a second term on the board.

The governance committee is advancing four nominees for election to the board: Ms. Lynda Archambault (Quebec), Ms. Marilyn Emery (Ontario), Dr. Michael Giuffre (Alberta), and Mr. Jean-Sylvain Ouellette (Quebec) for a first term on the board, and Mr. John Clifford (Ontario) and Mr. Joe Healey (Manitoba) for a second term on the board. He noted that all candidates were present, with the exception of Ms. Archambault, who had a commitment which preceded her nomination, and sent her regrets. Each of the candidates spoke briefly about themselves and their nomination.

In accordance with the MS Society bylaw, the nominees and accompanying biographies were published on the Society website no less than four days prior to the date of the AGM. Nominee biographies were included in the governance committee report in respect of nominations provided to members at registration. No nominations were received from the general membership by May 31, 2019, the date that nominations from the membership were to be received by the governance committee in accordance with the Society bylaw.

The governance committee confirms that these nominations comply with the requirement that at least one director and not more than five directors be drawn from the geography of each of the Society's seven divisions.

## **12. Election of MS Society Board of Directors**

Ms. Hussey presented the nominees recommended by the governance committee for election to the MS Society board:

- Ms. Lynda Archambault (Quebec) – first three-year term
- Ms. Marilyn Emery (Ontario) – first three-year term
- Dr. Michael Giuffre (Alberta) – first three-year term
- Mr. Jean-Sylvain Ouellette (Quebec) – first three-year term
  
- Mr. John Clifford (Ontario) – second three-year term
- Mr. Joe Healey (Manitoba) – second three-year term

**Motion:** It was moved by Mr. John Folka and seconded by Ms. Marie-Josée Comtois that Ms. Lynda Archambault, Ms. Marilyn Emery, Dr. Michael Giuffre, and Mr. Jean-Sylvain Ouellette be elected to the MS Society Board of Directors for a first, three-year term, ending in 2022, and Mr. John Clifford and Mr. Joe Healey be elected to the MS Society Board of Directors for a second, three-year term ending in 2022. The motion was carried unanimously.

### **13. Questions from Members**

Ms. Hussey invited questions from members. There was discussion of ways to encourage attendance by members at future annual general meetings, such as a researcher speaker. Ms. Hussey noted that technology now allows remote members to attend virtually by webinar, and that the AGM is a legal requirement and that there may be other ways for the Society and members to interact more dynamically. There was a suggestion that the members be surveyed to find out how they would like to interact with the Society.

There was a question about the investments at the year end of 2018, and concern regarding the low return. Mr. Healey, chair of the investment committee, noted that December had been a challenging time in the market, and the investments had recovered early in 2019. He also noted that funds had been transferred from one investment fund to another, both noted in the financial statements. He noted that there is heavy regulations and scrutiny for not for profit organizations' investments.

A member suggested that the Society consider partnership with Women's College Hospital's pain clinic.

### **14. Notification of Meeting of the New Board**

Ms. Hussey advised that a meeting of the new MS Society Board of Directors will be convened immediately following the AGM.

### **15. Termination of Meeting**

Ms. Hussey thanked members for their interest and participation in the AGM and to all the volunteers, directors, and staff working to fulfill the mission of the Society. She requested a motion to terminate the meeting.

**Motion:** It was moved by Mr. John Clifford that the 71<sup>st</sup> AGM be terminated.

The meeting was terminated at 2:03 pm Eastern.

Respectfully submitted

Ms. Valerie Hussey  
Chair, MS Society Board of Directors

Dr. Pamela Valentine  
President and Chief Executive Officer