

Board of Directors - Special Meeting Minutes

Tuesday, September 6, 2022

4:30pm via Zoom

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| Present: | Janet Cosier (Board Chair), Terry Gilhen (Secretary), Michèle LeBlanc (Treasurer), Don Palmer (Vice Chair), Christopher Cummings (Vice Chair), Jackie Lord, Sandra Shaw, Dorothy Thomson, Christine Joli-Coeur, Michele Bellows (CEO/Ex-Officio), Anne Caron (Director of Corporate & Administration Services), Kristian Gundersen (Executive Assistant/Recorder) |
| Guests: | Serena Deschamps, Senior Auditor - KPMG |
| Regrets: | Deb McGuire, Veena Ravichandran |

| | Agenda Items | Discussion |
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| 1. | Welcome & Land Acknowledgment | Janet Cosier, Board Chair, called the meeting to order at 4:30pm and confirmed quorum is met. She welcomed all in attendance and introduced Serena Deschamps, Senior Auditor – KPMG. |
| 2. | Approval of Agenda | There were no additions or revisions requested to the agenda. Motion: That the RCHS Board agenda for September 8, 2022 be approved as circulated. Moved by: Terry Gilhen Seconded by: Michèle Leblanc Carried. |
| 3. | Declaration of Conflict of Interest | None declared. |
| 4. | Annual Audit 2021-2022 | <ul style="list-style-type: none"> i. Report from Finance & Audit Committee M. Leblanc reported that the Finance & Audit Committee met with the auditor to review the draft audited financial statements for 2021-2022 and associated management letter. The results of the audit were reported as positive, with no significant discrepancies to highlight. There were several minor control deficiencies which are suggestions to management on the way that certain financial controls are handled. The changes to financial controls which were suggested will be implemented for fiscal year 2022-2023. Serena Deschamps noted that the firm Howard Allan and Partners merged with KMPG last year. She also noted that RCHS staff and management are always very accommodating during the audit process. ii. Approve Audited Financial Statements for 2021/22 Motion: That the Board approves the audited financial statements as presented for 2022-2023 as recommended by the Finance & Audit Committee. |

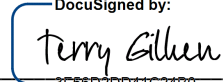
| | Agenda Items | Discussion |
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| | | <p>Moved by: Michèle Leblanc Carried.</p> <p>iii. Recommendation of Auditor for 2022/23</p> <p>Following an RFP and tender process conducted in 2021, KMPG (formerly Howard Allan and Partners) has been recommended as the auditors for RCHS by the Finance & Audit Committee.</p> <p>Motion: That the Board approves KMPG, LLP as the auditors for RCHS for the 2022-2023 fiscal year as recommended by the Finance & Audit Committee.</p> <p>Moved by: Christopher Cummings Carried.</p> |
| 5. | Next Board meeting: | September 13, 2022 at 5:00pm (47 th Annual General Meeting) September 27, 2022 at 5:00pm (Board Meeting) |
| 6. | Adjournment | <p>Motion: That the meeting be adjourned at 5:46pm.</p> <p>Moved by: Janet Cosier Carried.</p> |

Approved by:

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Janet Cosier, Board Chair
 10/25/2022 | 4:44 PM EDT

Date

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Terry Gilhen, Board Secretary
 10/25/2022 | 1:36 PM PDT

Date