

Regional Health Authority B

Minutes of Meeting

Board of Directors

Minutes of a meeting of the Board of Directors of Regional Health Authority B, held on Thursday, October 23, 2008, beginning at 6:00 p.m. in Salon A and B, Fredericton Inn, Fredericton.

Present: John Laidlaw (Chair), Rod Borden, Karen Branscombe, Leo Burns, Natasha Campbell, Cathy Carnahan, Harry Doyle, Bryana Ganong, Mavis Hurley, Jean-Eudes Levesque, Jim Lutes, Barbara Quigley, Wayne Roach, Roxanne Sappier, Donald Peters, Dr. Tom Barry, Jeff Carter, Michael Chisholm, Gary Foley, Geri Geldart, Janet Hogan, Fonda Kazi, Nancy Roberts, Nancy Savage, Vicki Squires, Norma MaGee (Recording)

Regrets: Richard Breault, Bruce McCubbin, Dr. Edouard Hendriks

1. Call to order and introductory remarks

The Chair called the meeting to order at approximately 6:00 p.m. and extended a welcome to the initial meeting of the Board of Directors of Regional Health Authority B.

2. Approval of agenda

Approved as circulated with consensus.

3. Reports

3.1 Medical Advisory Committee (MAC) nominating committee: The Board welcomed Dr. Brian Wheelock, Chief of Staff from Saint John Zone, who chaired the interim MAC nominating committee.

Dr. Wheelock explained the process used by the nominating committee in finalizing recommendations for committee membership. All local Chiefs of Staff will be a member of the MAC, with Zones one, two and three naming three representatives to the committee, and Zones seven and Upper River Valley naming two. He also noted that there is one representative not named as yet, this position would represent the medical staff organization. The group felt that a single representative from the organization would be a rotating responsibility, and the medical staff president could assume that representation. Dr. Peter Feero agreed to act in this capacity in the interim. The initial appointments will be for a one-year period, to expire at the annual meeting of the Board in June 2009.

MOTION:

MOVED BY MR. DOYLE, SECONDED BY MS. HURLEY

THAT THE BOARD OF DIRECTORS APPROVE THE NOMINATIONS FOR THE REGIONAL MEDICAL ADVISORY COMMITTEE AS PRESENTED.

MOTION CARRIED.

Mr. Peters expressed appreciation to Dr. Wheelock for his work on behalf of the organization.

3.2 Professional Advisory Committee (PAC) nominating committee: The creation of a Professional Advisory Committee is mandated by the Regional Health Authority Act. An engagement process for PACs was initiated by the Department of Health in the summer, and the composition recommended reflects the outcome of that process. Fifteen names from various disciplines in the four zones were put forward for approval.

MOTION:

MOVED BY MR. BORDEN, SECONDED BY M. LEVESQUE

THAT THE BOARD OF DIRECTORS APPROVE THE NOMINATIONS FOR THE PROFESSIONAL ADVISORY COMMITTEE AS PRESENTED.

MOTION CARRIED.

3.2.1 Appointment of PAC chair: The Chair of the Professional Advisory Committee is appointed by the Board and will sit as a non-voting member of the Board of Directors.

MOTION:

MOVED BY MR. BORDEN, SECONDED BY M. LEVESQUE

THAT THE BOARD OF DIRECTORS APPROVE THE APPOINTMENT OF KRISTEN PINSENT-CLOSE, MIRAMICHI, AS CHAIR OF THE PROFESSIONAL ADVISORY COMMITTEE.

MOTION CARRIED.

3.3 RHAB update: Mr. Peters updated the board on the organizational structure and events since September 1 for information purposes. The senior leadership team is in place, with ten Vice-Presidents and five Executive Directors for the five zones. Corporate offices are temporarily located in Fredericton while the renovations for the Miramichi office are carried out. The VPs are in the process of developing regional management structures, and the VP Clinical Services provided a draft plan for that portfolio to show its scope and magnitude.

There are many challenges and projects underway throughout the province as well as region. It is expected that the RHAs will receive direction from the government in the near future regarding the budget for 2009-10.

3.4 Interim operating guidelines: Also for information, the CEO provided a copy of 'interim operating guidelines' which have been provided to all leadership and management staff in the region to ensure service delivery continues while the transition to the new operating structure continues.

4. **For approval**

4.1 Corporate counsel: A letter was received from the Minister of Health advising that McInnes Cooper has been appointed Corporate Counsel for the Regional Health Authorities effective September 1, 2008; and requesting that the boards ratify this appointment at their first meeting.

MOTION:

MOVED BY MS. QUIGLEY, SECONDED BY MR. LUTES

THAT THE BOARD OF DIRECTORS CONFIRM THE APPOINTMENT OF MCINNES COOPER AS CORPORATE COUNSEL FOR REGIONAL HEALTH AUTHORITY B.

MOTION CARRIED.

4.2 Board officers: As per Article 11 of the interim Bylaws, the Chairperson acted "as the Nominating Committee for the appointment of the first Vice-Chairperson and Treasurer. The Chairperson shall submit, to the first meeting of the Board, nominations for the positions of Vice-Chairperson and Treasurer." The President and CEO shall be the Secretary.

MOTION:

MOVED BY MS. CARNAHAN, SECONDED BY MR. BURNS

THAT THE BOARD OF DIRECTORS APPOINT MR. JIM LUTES AS VICE CHAIRPERSON AND MR. HARRY DOYLE AS TREASURER OF REGIONAL HEALTH AUTHORITY B. THESE APPOINTMENTS WILL EXPIRE AT THE ANNUAL MEETING IN JUNE 2009.

MOTION CARRIED.

4.3 Board committees: Proposed committees of the Board include Executive Committee, Finance and Audit Committee, Governance and Nominating Committee, Health Planning and Delivery Committee, and Human Resources Committee. Committee membership was proposed for each committee, to expire at the annual meeting in June 2009, with the Nominating Committee bringing forward recommendations for the 2009-2010 'board year' at that time.

MOTION:

MOVED BY MR. ROACH, SECONDED BY MR. DOYLE

THAT THE BOARD OF DIRECTORS APPROVE THE APPOINTMENTS TO THE ABOVE NAMED COMMITTEES, TO EXPIRE AT THE ANNUAL MEETING IN JUNE 2009.

MOTION CARRIED.

It was noted that sub committees of the Governance and Nominating Committee will be named in the near future to review the administrative and medical staff bylaws, and report back to that committee.

4.4 Rules of Order: As per the interim bylaws, the Chairperson shall determine the rules of order of all meetings, subject to these by-laws and or the *Regional Health Authorities Act* or regulations thereunder. An opinion was requested from the Corporate Solicitor, who suggested that Roberts Rules of Order have historically been widely accepted Rules and would recommend them favourably.

MOTION:

MOVED BY MS. QUIGLEY, SECONDED BY MS. SAPIER

THAT THE BOARD OF DIRECTORS ADOPT ROBERTS RULES OF ORDER AS THE RULES TO FOLLOW FOR CONDUCT OF CORPORATE MEETINGS.

MOTION CARRIED.

4.5 Banking resolution: VP Corporate Services explained that banking resolutions are required to provide authority to the Regional Health Authorities banks to provide services and conduct transactions on behalf of the Regional Health Authority. Each of the former RHAs which make up RHA B have separate operations and systems and it was determined that in the short term the current operations should not be disrupted. Transitioning the zones to one financial system is envisioned in the work plan for FacilicorpNB over the next few years.

MOTION:

MOVED BY MS. HURLEY, SECONDED BY MR. LEVESQUE

THAT THE BOARD OF DIRECTORS APPOINT THE BANK OF MONTREAL AS ITS BANKER FOR ZONE 3 FREDERICTON AND,

1. THAT ALL CHEQUES OF THE REGIONAL HEALTH AUTHORITY DRAWN ON ITS ACCOUNT(S) BE SIGNED ON ITS BEHALF BY :

THE CHIEF EXECUTIVE OFFICER, THE CHIEF FINANCIAL OFFICER, THE DIRECTOR OF FINANCE ZONE 3 FREDERICTON, (OR ANY ONE LAWFULLY ACTING IN SUCH CAPACITIES) OR ANY TWO SIGNING TOGETHER ARE AUTHORIZED FOR AND ON BEHALF OF THE CORPORATION:

(a) TO NEGOTIATE WITH, DEPOSIT WITH OR TRANSFER TO BANK OF MONTREAL (THE "BANK") (BUT FOR CREDIT TO THE CORPORATION'S ACCOUNT ONLY) ALL OR ANY BILLS OF EXCHANGE, PROMISSORY NOTES, CHEQUES AND ORDERS FOR THE PAYMENT OF MONEY AND OTHER NEGOTIABLE INSTRUMENTS, AND FOR THE SAID PURPOSE TO ENDORSE THE SAME ON BEHALF OF THE CORPORATION (BY RUBBER STAMP OR OTHERWISE);

(b) TO ARRANGE, SETTLE, BALANCE AND CERTIFY ALL BOOKS AND ACCOUNTS BETWEEN THE CORPORATION AND THE BANK; AND TO RECEIVE ALL PAID CHEQUES AND VOUCHERS, UNPAID AND UNACCEPTED BILLS OF EXCHANGE AND OTHER NEGOTIABLE INSTRUMENTS;

(c) TO OBTAIN DELIVERY FROM THE BANK OF ALL OR ANY STOCKS, BONDS AND OTHER SECURITIES HELD BY THE BANK IN SAFEKEEPING OR OTHERWISE FOR THE ACCOUNT OF THE CORPORATION AND TO GIVE VALID AND BINDING RECEIPTS THEREFOR.

(d) TO BORROW FROM TIME TO TIME FOR THE REQUIREMENTS OF THE HEALTH AUTHORITY WITH THE APPROVAL OF THE MINISTER OF HEALTH.

2. THAT ALL RESOLUTIONS/BY-LAWS, AS APPLICABLE, (IF ANY) WITH RESPECT TO THE ACCOUNT(S) SPECIFIED IN SECTION 1 AND AS TO BANKING AND SIGNING OFFICER(S) OR ANY ONE OR MORE AUTHORIZED SIGNATORY(IES) PASSED BY THE COUNCIL OR BOARD OF TRUSTEES OR OTHER GOVERNING BODY, AS APPLICABLE, OF THE CORPORATION AND RELATING TO THE ACCOUNT(S) SPECIFIED IN SECTION A1 HELD WITH THE BANK PREVIOUS TO THIS RESOLUTION ARE REPEALED.

3. THAT THIS RESOLUTION/BY-LAW, AS APPLICABLE, SHALL BE IRREVOCABLE UNTIL A RESOLUTION REPEALING THIS RESOLUTION OR A BY-LAW REPEALING OR AMENDING THIS BY-LAW, AS APPLICABLE, SHALL HAVE BEEN PASSED OR ENACTED AND A CERTIFIED COPY DELIVERED TO THE BANK AT EACH BRANCH OR AGENCY WHERE AN ACCOUNT OF THE CORPORATION SHALL BE KEPT.

MOTION CARRIED.

MOTION:

MOVED BY MS. QUIGLEY, SECONDED BY MR. DOYLE

THAT THE BOARD OF DIRECTORS APPOINT THE ROYAL BANK OF CANADA AS ITS BANKER FOR ZONE 2 SAINT JOHN AND,

1. THAT THE CHIEF EXECUTIVE OFFICER, THE CHIEF FINANCIAL OFFICER, THE DIRECTOR OF FINANCE ZONE 2 SAINT JOHN, (OR ANY ONE LAWFULLY ACTING IN SUCH CAPACITIES) OR ANY TWO SIGNING TOGETHER

2. ARE AUTHORIZED FOR AND ON BEHALF OF THE CORPORATION FROM TIME TO TIME:

a. TO WITHDRAW OR ORDER TRANSFERS OF FUNDS FROM THE CUSTOMER'S ACCOUNTS BY ANY MEANS INCLUDING THE MAKING, DRAWING, ACCEPTING, ENDORSING OR SIGNING OF CHEQUES, PROMISSORY NOTES, BILLS OF EXCHANGE, OTHER ORDERS FOR THE PAYMENT OF MONEY OR OTHER INSTRUMENTS OR THE GIVING OF OTHER INSTRUCTIONS;

b. TO SIGN ANY AGREEMENTS OR OTHER DOCUMENTS OR INSTRUMENTS WITH OR IN FAVOR OF THE BANK, INCLUDING THE BANK'S GENERAL FINANCIAL SERVICES AGREEMENT AND CONTRACTS RELATING TO PRODUCTS OR SERVICES PROVIDED BY THE BANK TO THE CUSTOMER; AND

c. TO DO, OR TO AUTHORIZE ANY PERSON OR PERSONS TO DO, ANY ONE OR MORE OF THE FOLLOWING:

(i) TO RECEIVE FROM THE BANK ANY CASH OR ANY SECURITIES, INSTRUMENTS OR OTHER PROPERTY OF THE CUSTOMER HELD BY THE BANK, WHETHER FOR SAFEKEEPING OR AS SECURITY, OR TO GIVE INSTRUCTIONS TO THE BANK FOR THE DELIVERY OR OTHER TRANSFER OF ANY SUCH CASH, SECURITIES, INSTRUMENTS OR OTHER PROPERTY TO ANY PERSON NAMED IN THOSE INSTRUCTIONS;

(ii) TO DEPOSIT WITH OR NEGOTIATE OR TRANSFER TO THE BANK, FOR THE CREDIT OF THE CUSTOMER, CASH OR ANY SECURITY, INSTRUMENT OR OTHER PROPERTY, AND FOR THOSE PURPOSES TO ENDORSE (BY RUBBER STAMP OR OTHERWISE) THE NAME OF THE CUSTOMER, OR ANY OTHER NAME UNDER WHICH THE CUSTOMER CARRIES ON BUSINESS, ON ANY SECURITY OR INSTRUMENT;

(iii) TO INSTRUCT THE BANK, BY ANY MEANS, TO DEBIT THE ACCOUNTS OF THIRD PARTIES FOR DEPOSIT TO THE CREDIT OF THE CUSTOMER;

(IV) TO RECEIVE STATEMENTS, INSTRUMENTS AND OTHER ITEMS (INCLUDING PAID CHEQUES) AND DOCUMENTS RELATING TO THE CUSTOMER'S ACCOUNTS WITH OR ANY SERVICE OF THE BANK (INCLUDING ANY REVISIONS TO THE BANK'S RULES AND MANUALS OF OPERATION), AND TO SETTLE AND CERTIFY THE CUSTOMER'S ACCOUNTS WITH THE BANK, AND

(V) TO RECEIVE FROM THE BANK ANY SOFTWARE AND ANY SECURITY DEVICES, INCLUDING SECURITY CARDS, CODES, AND PASSWORDS, RELATING TO ELECTRONIC BANKING SERVICES OR ELECTRONIC COMMUNICATIONS BETWEEN THE CUSTOMER AND THE BANK, AND TO DETERMINE AND SET THE LEVELS AND LIMITS OF AUTHORITY APPLICABLE TO INDIVIDUAL SECURITY DEVICES.

(VI) TO BORROW FROM TIME TO TIME FOR THE REQUIREMENTS OF THE HEALTH AUTHORITY WITH THE APPROVAL OF THE MINISTER OF HEALTH.

3. THAT THE PROVISIONS CONTAINED IN THE BANK'S GENERAL FINANCIAL SERVICES AGREEMENT INCLUDING, WITHOUT LIMITATION, THE PROVISIONS CONCERNING THE BINDING EFFECT OF ELECTRONIC COMMUNICATIONS RECEIVED BY THE BANK FROM OR IN THE NAME OF THE CUSTOMER, ARE EXPRESSLY APPROVED.

4. THAT ALL INSTRUMENTS, INSTRUCTIONS, AGREEMENTS AND DOCUMENTS MADE, DRAWN, ACCEPTED, ENDORSED OR SIGNED (UNDER THE CORPORATE SEAL OR OTHERWISE) AS PROVIDED IN THIS RESOLUTION AND DELIVERED TO THE BANK BY ANY PERSON, SHALL BE VALID AND BINDING ON THE CUSTOMER, AND THE BANK IS HEREBY AUTHORIZED TO ACT ON THEM AND GIVE EFFECT TO THEM.

5. THAT THE BANK BE FURNISHED WITH:

a. A COPY OF THIS RESOLUTION; AND

b. A LIST OF THE NAMES OF THE PERSONS AUTHORIZED BY THIS RESOLUTION TO ACT ON BEHALF OF THE CUSTOMER, AND WITH WRITTEN NOTICE OF ANY CHANGES WHICH MAY TAKE PLACE IN SUCH LIST FROM TIME TO TIME, AND WITH SPECIMENS OF THE SIGNATURES OF ALL SUCH PERSONS;

EACH CERTIFIED BY THE (1) CHIEF FINANCIAL OFFICER AND (2) CHIEF EXECUTIVE OFFICER OF THE CUSTOMER; AND

c. IN WRITING, ANY AUTHORIZATION MADE UNDER PARAGRAPH 2C OF THIS RESOLUTION.

6. THAT ANY DOCUMENT FURNISHED TO THE BANK AS PROVIDED FOR IN PARAGRAPH 5 OF THIS RESOLUTION SHALL BE BINDING UPON THE CUSTOMER UNTIL A NEW DOCUMENT REPEALING OR REPLACING THE PREVIOUS ONE HAS BEEN RECEIVED AND DULY ACKNOWLEDGED IN WRITING BY THE BRANCH OR AGENCY OF THE BANK WHERE THE CUSTOMER HAS ITS ACCOUNTS.

MOTION CARRIED.

MOTION:

MOVED BY MR. BORDEN, SECONDED BY MR. ROACH

THAT THE BOARD OF DIRECTORS APPOINT THE ROYAL BANK OF CANADA AS ITS BANKER FOR ZONE 1 MONCTON AND,

2. THAT THE CHIEF EXECUTIVE OFFICER, THE CHIEF FINANCIAL OFFICER, THE DIRECTOR OF FINANCE ZONE 1 MONCTON, (OR ANY ONE LAWFULLY ACTING IN SUCH CAPACITIES) OR ANY TWO SIGNING TOGETHER

3. ARE AUTHORIZED FOR AND ON BEHALF OF THE CORPORATION FROM TIME TO TIME:

a. TO WITHDRAW OR ORDER TRANSFERS OF FUNDS FROM THE CUSTOMER'S ACCOUNTS BY ANY MEANS INCLUDING THE MAKING, DRAWING, ACCEPTING, ENDORSING OR SIGNING OF CHEQUES, PROMISSORY NOTES, BILLS OF EXCHANGE, OTHER ORDERS FOR THE PAYMENT OF MONEY OR OTHER INSTRUMENTS OR THE GIVING OF OTHER INSTRUCTIONS;

b. TO SIGN ANY AGREEMENTS OR OTHER DOCUMENTS OR INSTRUMENTS WITH OR IN FAVOR OF THE BANK, INCLUDING THE BANK'S GENERAL FINANCIAL SERVICES AGREEMENT AND CONTRACTS RELATING TO PRODUCTS OR SERVICES PROVIDED BY THE BANK TO THE CUSTOMER; AND

c. TO DO, OR TO AUTHORIZE ANY PERSON OR PERSONS TO DO, ANY ONE OR MORE OF THE FOLLOWING:

(i) TO RECEIVE FROM THE BANK ANY CASH OR ANY SECURITIES, INSTRUMENTS OR OTHER PROPERTY OF THE CUSTOMER HELD BY THE BANK, WHETHER FOR SAFEKEEPING OR AS SECURITY, OR TO GIVE INSTRUCTIONS TO THE BANK FOR THE DELIVERY OR OTHER TRANSFER OF ANY SUCH CASH, SECURITIES, INSTRUMENTS OR OTHER PROPERTY TO ANY PERSON NAMED IN THOSE INSTRUCTIONS;

(ii) TO DEPOSIT WITH OR NEGOTIATE OR TRANSFER TO THE BANK, FOR THE CREDIT OF THE CUSTOMER, CASH OR ANY SECURITY, INSTRUMENT OR OTHER PROPERTY, AND FOR THOSE PURPOSES TO ENDORSE (BY RUBBER STAMP OR OTHERWISE) THE NAME OF THE CUSTOMER, OR ANY OTHER NAME UNDER WHICH THE CUSTOMER CARRIES ON BUSINESS, ON ANY SECURITY OR INSTRUMENT;

(iii) TO INSTRUCT THE BANK, BY ANY MEANS, TO DEBIT THE ACCOUNTS OF THIRD PARTIES FOR DEPOSIT TO THE CREDIT OF THE CUSTOMER;

(IV) TO RECEIVE STATEMENTS, INSTRUMENTS AND OTHER ITEMS (INCLUDING PAID CHEQUES) AND DOCUMENTS RELATING TO THE CUSTOMER'S ACCOUNTS WITH OR ANY SERVICE OF THE BANK (INCLUDING ANY REVISIONS TO THE BANK'S RULES AND MANUALS OF OPERATION), AND TO SETTLE AND CERTIFY THE CUSTOMER'S ACCOUNTS WITH THE BANK, AND

(V) TO RECEIVE FROM THE BANK ANY SOFTWARE AND ANY SECURITY DEVICES, INCLUDING SECURITY CARDS, CODES, AND PASSWORDS, RELATING TO ELECTRONIC BANKING SERVICES OR ELECTRONIC COMMUNICATIONS BETWEEN THE CUSTOMER AND THE BANK, AND TO DETERMINE AND SET THE LEVELS AND LIMITS OF AUTHORITY APPLICABLE TO INDIVIDUAL SECURITY DEVICES.

(VI) TO BORROW FROM TIME TO TIME FOR THE REQUIREMENTS OF THE HEALTH AUTHORITY WITH THE APPROVAL OF THE MINISTER OF HEALTH.

4. THAT THE PROVISIONS CONTAINED IN THE BANK'S GENERAL FINANCIAL SERVICES AGREEMENT INCLUDING, WITHOUT LIMITATION, THE PROVISIONS CONCERNING THE BINDING EFFECT OF ELECTRONIC COMMUNICATIONS RECEIVED BY THE BANK FROM OR IN THE NAME OF THE CUSTOMER, ARE EXPRESSLY APPROVED.

5. THAT ALL INSTRUMENTS, INSTRUCTIONS, AGREEMENTS AND DOCUMENTS MADE, DRAWN, ACCEPTED, ENDORSED OR SIGNED (UNDER THE CORPORATE SEAL OR OTHERWISE) AS PROVIDED IN THIS RESOLUTION AND DELIVERED TO THE BANK BY ANY PERSON, SHALL BE VALID AND BINDING ON THE CUSTOMER, AND THE BANK IS HEREBY AUTHORIZED TO ACT ON THEM AND GIVE EFFECT TO THEM.

6. THAT THE BANK BE FURNISHED WITH:

a. A COPY OF THIS RESOLUTION; AND

b. A LIST OF THE NAMES OF THE PERSONS AUTHORIZED BY THIS RESOLUTION TO ACT ON BEHALF OF THE CUSTOMER, AND WITH WRITTEN NOTICE OF ANY CHANGES WHICH MAY TAKE PLACE IN SUCH LIST FROM TIME TO TIME, AND WITH SPECIMENS OF THE SIGNATURES OF ALL SUCH PERSONS;

EACH CERTIFIED BY THE (1) CHIEF FINANCIAL OFFICER AND (2) CHIEF EXECUTIVE OFFICER OF THE CUSTOMER; AND

c. IN WRITING, ANY AUTHORIZATION MADE UNDER PARAGRAPH 2C OF THIS RESOLUTION.

7. THAT ANY DOCUMENT FURNISHED TO THE BANK AS PROVIDED FOR IN PARAGRAPH 5 OF THIS RESOLUTION SHALL BE BINDING UPON THE CUSTOMER UNTIL A NEW DOCUMENT REPEALING OR REPLACING THE PREVIOUS ONE HAS BEEN RECEIVED AND DULY ACKNOWLEDGED IN WRITING BY THE BRANCH OR AGENCY OF THE BANK WHERE THE CUSTOMER HAS ITS ACCOUNTS.

MOTION CARRIED.

MOTION:

MOVED BY MR. BURNS, SECONDED BY MS. CARNAHAN

THAT THE BOARD OF DIRECTORS APPOINT THE ROYAL BANK OF CANADA AS ITS BANKER FOR ZONE 7 MIRAMICHI, AND

2. THAT THE CHIEF EXECUTIVE OFFICER, THE CHIEF FINANCIAL OFFICER, THE DIRECTOR OF FINANCE ZONE 7 MIRAMICHI, (OR ANY ONE LAWFULLY ACTING IN SUCH CAPACITIES) OR ANY TWO SIGNING TOGETHER

3. ARE AUTHORIZED FOR AND ON BEHALF OF THE CORPORATION FROM TIME TO TIME:

- a. **TO WITHDRAW OR ORDER TRANSFERS OF FUNDS FROM THE CUSTOMER'S ACCOUNTS BY ANY MEANS INCLUDING THE MAKING, DRAWING, ACCEPTING, ENDORSING OR SIGNING OF CHEQUES, PROMISSORY NOTES, BILLS OF EXCHANGE, OTHER ORDERS FOR THE PAYMENT OF MONEY OR OTHER INSTRUMENTS OR THE GIVING OF OTHER INSTRUCTIONS;**
- b. **TO SIGN ANY AGREEMENTS OR OTHER DOCUMENTS OR INSTRUMENTS WITH OR IN FAVOR OF THE BANK, INCLUDING THE BANK'S GENERAL FINANCIAL SERVICES AGREEMENT AND CONTRACTS RELATING TO PRODUCTS OR SERVICES PROVIDED BY THE BANK TO THE CUSTOMER; AND**
- c. **TO DO, OR TO AUTHORIZE ANY PERSON OR PERSONS TO DO, ANY ONE OR MORE OF THE FOLLOWING:**
 - (i) **TO RECEIVE FROM THE BANK ANY CASH OR ANY SECURITIES, INSTRUMENTS OR OTHER PROPERTY OF THE CUSTOMER HELD BY THE BANK, WHETHER FOR SAFEKEEPING OR AS SECURITY, OR TO GIVE INSTRUCTIONS TO THE BANK FOR THE DELIVERY OR OTHER TRANSFER OF ANY SUCH CASH, SECURITIES, INSTRUMENTS OR OTHER PROPERTY TO ANY PERSON NAMED IN THOSE INSTRUCTIONS;**
 - (ii) **TO DEPOSIT WITH OR NEGOTIATE OR TRANSFER TO THE BANK, FOR THE CREDIT OF THE CUSTOMER, CASH OR ANY SECURITY, INSTRUMENT OR OTHER PROPERTY, AND FOR THOSE PURPOSES TO ENDORSE (BY RUBBER STAMP OR OTHERWISE) THE NAME OF THE CUSTOMER, OR ANY OTHER NAME UNDER WHICH THE CUSTOMER CARRIES ON BUSINESS, ON ANY SECURITY OR INSTRUMENT;**
 - (iii) **TO INSTRUCT THE BANK, BY ANY MEANS, TO DEBIT THE ACCOUNTS OF THIRD PARTIES FOR DEPOSIT TO THE CREDIT OF THE CUSTOMER;**
- (IV) **TO RECEIVE STATEMENTS, INSTRUMENTS AND OTHER ITEMS (INCLUDING PAID CHEQUES) AND DOCUMENTS RELATING TO THE CUSTOMER'S ACCOUNTS WITH OR ANY SERVICE OF THE BANK (INCLUDING ANY REVISIONS TO THE BANK'S RULES AND MANUALS OF OPERATION), AND TO SETTLE AND CERTIFY THE CUSTOMER'S ACCOUNTS WITH THE BANK, AND**

(V) TO RECEIVE FROM THE BANK ANY SOFTWARE AND ANY SECURITY DEVICES, INCLUDING SECURITY CARDS, CODES, AND PASSWORDS, RELATING TO ELECTRONIC BANKING SERVICES OR ELECTRONIC COMMUNICATIONS BETWEEN THE CUSTOMER AND THE BANK, AND TO DETERMINE AND SET THE LEVELS AND LIMITS OF AUTHORITY APPLICABLE TO INDIVIDUAL SECURITY DEVICES.

(VI) TO BORROW FROM TIME TO TIME FOR THE REQUIREMENTS OF THE HEALTH AUTHORITY WITH THE APPROVAL OF THE MINISTER OF HEALTH.

4. THAT THE PROVISIONS CONTAINED IN THE BANK'S GENERAL FINANCIAL SERVICES AGREEMENT INCLUDING, WITHOUT LIMITATION, THE PROVISIONS CONCERNING THE BINDING EFFECT OF ELECTRONIC COMMUNICATIONS RECEIVED BY THE BANK FROM OR IN THE NAME OF THE CUSTOMER, ARE EXPRESSLY APPROVED.

5. THAT ALL INSTRUMENTS, INSTRUCTIONS, AGREEMENTS AND DOCUMENTS MADE, DRAWN, ACCEPTED, ENDORSED OR SIGNED (UNDER THE CORPORATE SEAL OR OTHERWISE) AS PROVIDED IN THIS RESOLUTION AND DELIVERED TO THE BANK BY ANY PERSON, SHALL BE VALID AND BINDING ON THE CUSTOMER, AND THE BANK IS HEREBY AUTHORIZED TO ACT ON THEM AND GIVE EFFECT TO THEM.

6. THAT THE BANK BE FURNISHED WITH:

d. A COPY OF THIS RESOLUTION; AND

e. A LIST OF THE NAMES OF THE PERSONS AUTHORIZED BY THIS RESOLUTION TO ACT ON BEHALF OF THE CUSTOMER, AND WITH WRITTEN NOTICE OF ANY CHANGES WHICH MAY TAKE PLACE IN SUCH LIST FROM TIME TO TIME, AND WITH SPECIMENS OF THE SIGNATURES OF ALL SUCH PERSONS;

EACH CERTIFIED BY THE (1) CHIEF FINANCIAL OFFICER AND (2) CHIEF EXECUTIVE OFFICER OF THE CUSTOMER; AND

f. IN WRITING, ANY AUTHORIZATION MADE UNDER PARAGRAPH 2C OF THIS RESOLUTION.

THAT ANY DOCUMENT FURNISHED TO THE BANK AS PROVIDED FOR IN PARAGRAPH 5 OF THIS RESOLUTION SHALL BE BINDING UPON THE CUSTOMER UNTIL A NEW DOCUMENT REPEALING OR REPLACING THE PREVIOUS ONE HAS BEEN RECEIVED AND DULY ACKNOWLEDGED IN WRITING BY THE BRANCH OR

**AGENCY OF THE BANK WHERE THE CUSTOMER HAS ITS
ACCOUNTS.**

MOTION CARRIED.

5. Other business

Nil

6. Public participation

Nil

7. Adjournment

There being no further business, the meeting was adjourned at approximately 7:00 p.m.

MOTION:

MOVED BY MR. LUTES, SECONDED BY MS. HURLEY

**THAT THE MEETING OF THE BOARD OF DIRECTORS BE
ADJOURNED.**

MOTION CARRIED.

John D. Laidlaw, Chair

Donald J. Peters, Secretary