



DRAFT MINUTES OF
ANNUAL MEETING
HELD May 19, 2016
AT YORKVILLE CONFERENCE CENTRE,
TORONTO, ONTARIO 12:00 noon

ANNUAL MEETING

1. WELCOME

Brenda Clark, CHRE, Chair of the Board of the Human Resources Professionals Association (HRPA), took the Chair and welcomed all members to the 2016 Annual Meeting of HRPA.

Ms. Clark introduced the panel, which included, Bill Greenhalgh, Chief Executive Officer, Liz Black, Chair of the Finance and Audit Committee, Bonnie Seidman, Chair of the Governance and Nominating Committee, Bob Thompson, Chair of Human Resources and Compensation Committee and Louise Tagliacozzo, Director of Board Relations.

By conducting the meeting by webcast, Ms. Clark, indicated that this would permit members across the province, throughout Canada and the world to have the ability to participate in the Annual Meeting.

Voting during the meeting would be conducted by voting cards and that all members should have registered at the registration desk at the entrance of the room to receive their voting card and proxy voting card where applicable.

It was noted that there were 67 voting members present, in person, online, and represented by proxy.

2. CALL TO ORDER

Notice having been given of the Annual Meeting, in accordance with the by-laws and with a quorum present, the Chair declared that the meeting was duly constituted for the transaction of business of the Association, and called the meeting to order.

The Chair reviewed the rules of procedure governing the Annual Meeting for information.

3. REPORT ON PROFESSION

The Chair took the podium and provided a [report on the Profession](#)

4. REPORT ON ASSOCIATION

Bill Greenhalgh, CEO took the podium and provided a [report on the Association](#).

Mr. Greenhalgh thanked the members for their continued support and thanked the Chair of Board for her continued dedication to the Association.

5. MINUTES OF THE PREVIOUS ANNUAL MEETING

The minutes of the last Annual Meeting held on May 14, 2015 were distributed to members electronically with pre-registration and were posted on the HRPA web site.

MOTION

It was duly moved and seconded:

“THAT the minutes of the last Annual Meeting held on May 14, 2015 are approved as circulated.”

CARRIED

7. BY-LAWS

MOTION

It was duly moved and seconded:

“THAT the HRP A By-Laws enacted by the HRP A Board of Directors since the last Annual Meeting be ratified as circulated.”

CARRIED

8. AUDITORS’ REPORT FOR THE FISCAL YEAR ENDING NOVEMBER 30, 2015

Liz Black, CHRL, Chair, of the Finance & Audit Committee, presented the Auditors’ Report. Ms. Black stated that the Auditors’ Report for the year ending November 30, 2015, as prepared by the auditing firm KPMG, LLP, had been received and approved by the Board of Directors. The Summarized Financial Statements were distributed.

The Committee Chair provided highlights from the Auditors’ Report. She noted that the audit was conducted in accordance with generally accepted auditing standards and that in the auditor’s opinion the financial statements presented fairly, in all material aspects.

MOTION

It was duly moved and seconded:

“THAT the Auditors Report and Financial Statements for the year ending November 30, 2015 be accepted as presented.”

CARRIED

9. APOINTMENT OF AUDITORS FOR 2016

The Committee Chair indicated that the accounting firm of KPMG LLP was being proposed to the membership for re-appointment as the auditors of HRP A.

A question was received from an online participant:

- When was the last time an RFP (Request For Proposal) was sent out for a possible change in our Audit firm?

The CEO indicated that an RFP was conducted two years ago.

MOTION

It was duly moved and seconded:

“THAT the accounting firm of KPMG LLP be appointed Auditors for HRP A for the 2016 fiscal year and that the Board of Directors be empowered to fix the remuneration of the Auditors.”

CARRIED

10. GOVERNANCE AND NOMINATING COMMITTEE

The Chair of the Governance and Nominating Committee (GNC), Bonnie Seidman, CHRE indicated that HRPAs Board continually seeks out new approaches in governance to ensure greater transparency and integrity in its work.

She shared that the purpose of the GNC is to maximize Board effectiveness through the development and maintenance of appropriate governance principles and practices. On an ongoing basis the Association provides enhancements or proactive modifications in governance in an effort to increase public confidence.

The Chair provided a high level review of the [GNC's work over](#) the past year, which included:

- Revisions to the HRPAs Bylaws
- Development of a meeting evaluation tool
- Development of a skills assessment tool for the Board
- Updated Role descriptions for the Board

11. HUMAN RESOURCES AND COMPENSATION COMMITTEE

Bob Thompson, CHRL, Chair of the Human Resources and Compensation Committee (HRCC) indicated that the HRCC is responsible for evaluating the performance and compensation of the CEO and executive management team.

This is done to ensure that senior leadership is adhering to its strategic plan and to confirm that HRPAs leading the profession in best-in-class HR policies and practices.

The Chair provided a high level review of the [HRCC's work over](#) the past year, which included:

- A review of CEO contingency planning
- A review of the organizations succession plans
- Position descriptions were revised for the Registrar and CEO, and
- A new CEO evaluation process

12. REPORT ON ELECTION OF DIRECTORS

The Chair of the Board shared with the assembly the results of the province wide election. She noted that Les Dakens, Girish Ganesan and Bob Thompson were successful in election.

She introduced the 2017/2018 Board of Directors:

- | | |
|------------------------|--------------------------|
| 1. Brenda Clark, Chair | 8. Barbara Mellman |
| 2. Michelle Collier | 9. Bonnie Seidman |
| 3. Les Dakens | 10. Karen Stone, and |
| 4. Girish Ganesan | 11. Bob Thompson |
| 5. Mervin Hiller | 12. Bill Greenhalgh, CEO |
| 6. Alice Kubicek | |
| 7. Jennifer Laidlaw | |

13. OTHER BUSINESS OR QUESTIONS FROM THE FLOOR

A webcast participant thanked HRPAs for its advocacy around *Bill 132, Sexual Violence and Harassment*. The CEO confirmed that HRPAs will continue to advocate on policy and is part of HRPAs core strategy.

14. ADJOURNMENT

As there was no further business to be brought forward, the Chair asked for a Motion to adjourn the meeting at 12:57 p.m.

MOTION

It was duly moved and seconded:

“THAT the 2016 Annual Meeting be adjourned.”

CARRIED

*ORIGINAL SIGNED

Brenda Clark
Chair of the Board

*ORIGINAL SIGNED

Louise Tagliacozzo
Recording Secretary