



ANNUAL GENERAL MEETING

DATE: Wednesday May 27, 2015
PLACE: Community Room – Municipal Building
Rivière-Verte, NB
TIME: 6:30 p.m.

MINUTES OF MEETING

1.2. Attendance and call the meeting to order

The meeting came to order at 6:35 p.m. Chairman, Mr. Pierre Michaud, welcomed everyone.

Members attending

Caron, Francine
Cyr, Gérard
Desjardins, Allain
Dubé, Roland
Keeley, Richard
LeBlond, Michel
Levesque, Roger
Michaud, Max
Michaud, Pierre, President
Ouellette, Renaud
Roy, Paul
Somers, Nicole
St-Amand, Carmel, Vice-President
St-Jarre, Luc

Mayor of Baker Brook
Mayor of Saint-François
Mayor of Rural Community of Saint-André
Mayor of Saint-Hilaire
Mayor of Grand Falls
Mayor of Rivière-Verte
Mayor of Sainte-Anne de Madawaska
Deputy Mayor of Lac Baker
Mayor of Clair
Deputy Mayor of Grand Falls
Representing the LSD (Local Service District)
Mayor of Saint-Quentin
Mayor of Saint-Léonard
Representing the LSD

Members absent

Martel, Alain
Labrie, Louis
Rioux, Cyril
Simard, Cyrille

Representing the LSD
Representing the LSD
Mayor of Drummond
Mayor of Edmundston

Staff attending

Picard, François
Rioux, Nicole

General Manager
Administrative Assistant – Head Office

Invited guest :

Mr. Éric Long, CA, Raymond Chabot Grant Thornton

Members of the Press :

D'Amours, Chantal, CJEM
Fournier, Gilles, l'Étoile – Édition Le Nord-Ouest
Goulet, Daniel, Info Weekend
Duval, Gilles, L'Acadie Nouvelle

3. Adoption of agenda

Motion No. 1

Upon motion duly made by Ms. Nicole Somers, seconded by Ms. Francine Caron and unanimously carried, it was

RESOLVED To accept the agenda for the Annual general meeting of May 27, 2015, as distributed. **MOTION CARRIED**

4. Minutes of the Annual general meeting of May 28, 2014, for approval

Motion No. 2

Upon motion duly made by Mr. Gérard Cyr, seconded by Mr. Carmel St-Amand and unanimously carried, it was

RESOLVED To accept the minutes of the Annual general meeting of May 28, 2014, as distributed. **MOTION CARRIED**

5. President Report for 2014

Motion No. 3

Upon motion duly made by Mr. Luc St-Jarre, seconded by Ms. Nicole Somers and unanimously carried, it was

RESOLVED To accept the President's report for 2014 as presented by Chairman Mr. Pierre Michaud. **MOTION CARRIED**

6. Planning service and Solid waste service reports for 2014

Motion No. 4

Upon motion duly made by Mr. Paul Roy, seconded by Ms. Francine Caron and unanimously carried, it was

RESOLVED To accept the 2014 Planning service report and the 2014 Solid waste service report as presented by the general manager, Mr. Francois Picard. **MOTION CARRIED**

7. Presentation of the 2014 Financial statements

The Chair invited Mr. Éric Long de Raymond Chabot Grant Thornton to present the financial statements.

Motion No. 5

Upon motion duly made by Mr. Gérard Cyr, seconded by Mr. Allain Desjardins and unanimously carried, it was

RESOLVED TO accept the financial statements as at December 31, 2014, of the Northwest Regional Service Commission, as presented by Mr. Éric Long, with a budget surplus for the year of \$451,135 and an accumulated surplus at the end of the year of \$8,033,860.

MOTION CARRIED

8. Amendment of NWRSC's procedural bylaws

a) Section 3. Committees will hereafter include Article 3.4 Executive Committee

Motion No.6

Upon motion duly made by Mr. Luc St-Jarre, seconded by Mr. Paul Roy and unanimously carried, it was

RESOLVED To amend the NWRSC's procedural bylaws by adding Article 3.4 Executive Committee with the following functions (this committee will replace the Finance Committee from now on):

The Executive Committee shall be composed of the Chair, the Vice-Chair and a member of the Board, one of whom is a representative of the LSDs. Selection of the committee shall be ratified by the Board of Directors on the recommendation of the Chair. The Chair of the Board of Directors shall act as Chair of the Executive Committee.

When the Chair's mandate is finished, the Chair shall act as Past Chair and be an *ex officio* member of the Executive Committee.

The committee shall:

- a) be responsible for all governance activities;**
- b) have the power to expedite all everyday business during the period between ordinary sessions of the Board of Directors, subject to the limits provided herein or unless otherwise indicated by the Board of Directors, and shall report to the Board of Directors at the following session;**
- c) at the request of the Executive Director, provide its support and opinion with respect to the interpretation and execution of policies of the Board of Directors;**
- d) periodically review the bylaws of the Corporation;**
- e) submit comments and recommendations to the Board of Directors as to the mission of the Corporation and its corresponding master plan, including strategic planning and its updating;**
- f) submit comments and recommendations to the Board of Directors as to all budgets, that is operations, capital, renovation, investment and trust, all budget appeals and the audited annual financial statements;**
- g) submit comments and recommendations to the Board of Directors as to the financial performance of the Corporation's operations, investments and trust funds;**
- h) submit comments and recommendations to the Board of Directors as to quality of services, resource utilization and management and risk management related to the Corporation's financial involvements;**
- i) recommend to the Board of Directors the appointment of auditors;**
- j) exercise such other functions as the Board of Directors shall assign.**

MOTION CARRIED

9. Amendment of Article 5.1 of the NWRSC Planning Review Committee bylaw, "The PRC shall be made up of (10) members", to read, "The PRC shall be made up of (8) members".

Motion No. 7

Upon motion duly made by Mr. Allain Desjardins, seconded by Ms. Francine Caron and unanimously carried, it was

RESOLVED TO amend Article 5.1 of the NWRSC Planning Review Committee bylaw, "The Planning and Review Committee (PRC) shall be made up of (10) members", to read, "The PRC shall be made up of (8) members".

MOTION CARRIED

Motion No. 8

(This motion was previously circulated by email among all members of the Board of Directors).

Upon motion duly made by Mr. Allain Desjardins, seconded by Ms. Nicole Somers and adopted with majority, it was

For: Roland Dubé, Alain Martel, Roger Levesque, Louis Labrie, Brigitte Martin, Gérard Cyr, Max Michaud, Michel Leblond, Carmel St-Amand, Paul Roy, Francine Caron, Pierre Michaud, Luc St-Jarre.

Abstention : Richard Keeley, Cyrille Simard, Cyril Rioux.

RESOLVED TO accept the nominations of Mr. Kenneth Akerley, Mr. Guy Côté and Mr. Roger Dupéré as new members of the Planning and Review Committee, as well as the duration of the associated mandates.
MOTION CARRIED

10. Election of Officers

In accordance with article 3.1.3 (Composition) and 3.1.4 (term) administrative rules procedural of the Northwest Regional services Commission, the nominating committee wishes to present the following report:

- Mr. Allain Desjardins -President of the nomination committee, mayor of the Rural Community of Saint-André
- Mr. Paul Roy – Member of the nomination committee, Representing the LSD

In accordance with the administrative regulation of the Northwest Regional Services Commission, it was agreed to propose the renewal for a period of one year the mandate of the following persons:

Mr. Pierre Michaud, Mayor of Clair - *President*
Mr. Carmel St-Amand, Mayor of Saint-Léonard - *Vice-President*
Mr. Luc St-Jarre, Representing the LSD - *Member*

The president of the Nominating Committee, Mr. Allain Desjardins asked three times if there were other nominations, no nominations were received and Mr. Paul Roy proposed that nominations cease. The members were elected by acclamation.

Motion No. 9

Upon motion duly made by Mr. Renaud Ouellette, seconded by Mr. Max Michaud and unanimously carried, it was

RESOLVED To accept the Nomination committee report, as presented by Mr. Allain Desjardins.
MOTION CARRIED

11. Appointment of Signing Officers

Motion No. 10

Upon motion duly made by Mr. Allain Desjardins, seconded by Mr. Paul Roy and unanimously carried, it was

RESOLVED To accept the continuation of the same signing officers being any two of the following: The President, the Vice-President and / or the General Manager.

MOTION CARRIED

12. Ratification of the acts of directors, management and personnel since the beginning of the Northwest Regional Service Commission

Motion No. 11

Upon motion duly made by Mr. Michel Leblond, seconded by Mr. Gérard Cyr and unanimously carried, it was

RESOLVED To approve and ratify all the acts, proceedings, appointments, elections and payments enacted, made, done and taken by the Board of Directors and the personnel of Northwest Regional Service Commission since the first day of January 2014, as recorded in the minutes of meeting of the Board of Directors or on the books of records of the Northwest Regional Service Commission.

MOTION CARRIED

Motion No. 12

Upon motion duly made by Ms. Nicole Somers, seconded by Mr. Max Michaud and unanimously carried, it was

RESOLVED To approve and ratify that the Directors shall receive the same remuneration as 2014 for their services as officers or directors for each board meeting attended during the year.

MOTION CARRIED

13. Other Business

None

14. Adjournment

Motion No. 13

Upon motion duly made by Ms. Francine Caron, it was

RESOLVED To adjourn the meeting at 7:45 p.m.

MOTION CARRIED

.....
Pierre Michaud
Chairman

.....
François Picard
General Manager