

## **PUBLIC BOARD MEETING**

Minutes of the meeting of the Alberta Health Services (“AHS”) Board (the “Board”) held by teleconference on August 8, 2018.

### **Attendees:**

**Board Members:** Ms. Linda Hughes (Chair)  
Dr. Brenda Hemmelgarn (Vice-Chair)  
Mr. David Carpenter  
Mr. Richard Dicerri  
Mr. Robb Foote  
Ms. Heather Hirsch  
Mr. Hugh Sommerville  
Ms. Marliss Taylor  
Ms. Glenda Yeates

**Management:** Dr. Verna Yiu, President & Chief Executive Officer  
Ms. Colleen Turner, Vice President, Community Engagement & Communications  
Ms. Catherine MacNeill, Corporate Secretary & Legal Counsel

Ms. Hughes acted as Chair of the meeting and Ms. MacNeill acted as Recording Secretary.

Ms. Hughes called the meeting to order at approximately 10:50 a.m. Notice of the meeting had been properly given and quorum was met.

### ❖ **Welcome**

**The following is an abstract of Ms. Linda Hughes’, Board Chair, remarks at the meeting. It is not an official transcript:**

Good morning, everyone. I am Linda Hughes, Chair of the Alberta Health Services Board, and I would like to welcome you to this AHS public Board meeting.

Thank you for taking the time to dial in and join us. This will be a short meeting as we have only two motions to consider. We are participating by teleconference today. When I ask for a vote on a motion, I will ask for those in favour and then I will ask for those opposed or abstaining. If none are in the latter group, I will declare the motion passed.

### ❖ **Review of Agenda**

**UPON MOTION** duly moved, seconded and unanimously carried, the Board approved the agenda for the meeting of the Board held on August 8, 2018, which was provided to the Board in advance of the meeting.

❖ **Declaration of Conflicts of Interest**

Ms. Hughes requested that any conflicts of interest relevant to the meeting or items noted on the agenda be declared. None were declared.

**1. [AHSB18-08] APL Ltd. Name Change**

Mr. Hugh Sommerville, Interim Chair, Board, Alberta Public Labs Ltd., advised that there were two motions being presented for approval.

Mr. Sommerville reported that on July 26, 2018, the AHS Board approved an amendment to the Articles of Incorporation for Calgary Laboratory Services Ltd. to reflect the change of name of the corporation to Alberta Public Labs Ltd. Articles of Amendment were then filed with the corporate registry office.

Subsequently, the name Alberta Public Labs Ltd. was introduced to staff and upon the request of such staff, the name of the corporation will be changed to “Alberta Public Laboratories Ltd.”.

Mr. Sommerville reported that the Articles of Incorporation are required to be amended to reflect the change of corporate name. Pursuant to the provisions of the *Business Corporations Act* (Alberta), AHS as sole shareholder of Alberta Public Labs Ltd. is required to approve amendments to the Articles of Incorporation.

**UPON MOTION duly moved, seconded and unanimously carried the Alberta Health Services Board:**

- (i) approved the amendment to the articles of incorporation for Alberta Public Labs Ltd. to reflect the change of name of the corporation to Alberta Public Laboratories Ltd.; and**
- (ii) directed the AHS Corporate Secretary to execute and file the amendment to the articles of incorporation with the corporate registry office.**

**2. [AHSB18-09] Remuneration for APL Ltd. Board**

Mr. Hugh Sommerville, Interim Chair, Board, Alberta Public Laboratories Ltd. advised that the second motion was to approve the proposed remuneration framework for the external members of the Board of Directors of Alberta Public Laboratories Ltd. (“APL”).

Mr. Sommerville further advised that the Bylaws of APL are to be amended at the APL Board meeting later in August to provide that AHS as sole shareholder will set the remuneration of the APL Board of Directors. He reported that the recruitment process had commenced to identify director candidates.

Mr. Sommerville noted that it was prudent that the remuneration framework be approved now. He also noted that the current APL Board had considered the framework and had incorporated their input. The AHS Board had considered the proposed remuneration framework and wished to so approve.

**UPON MOTION** duly moved, seconded and unanimously carried the Alberta Health Services Board approved the proposed remuneration framework for the external members of the Alberta Public Laboratories Ltd. Board of Directors as noted below.

Proposed Alberta Public Laboratories Ltd. Board Remuneration	
Role	Remuneration
<b>Chair</b>	\$20,000 per annum
Meeting Fees	\$500 (per Board meeting) \$500 (per Committee meeting) To a maximum of \$2,000 per month
<b>Member</b>	\$7,500 per annum
Meeting Fees	\$500 (per Board meeting) \$500 (per Committee meeting) To a maximum of \$2,000 per month
<b>Committee Chair</b>	\$2,000 per annum, per Committee To a maximum of 2 Committees

❖ **Adjournment**

There being no further business, the meeting was adjourned at 10:55 a.m.

\_\_\_\_\_/S/  
Linda Hughes  
Chair

\_\_\_\_\_/S/  
Catherine MacNeill  
Corporate Secretary & Legal Counsel