

NNPBC 2025 SPECIAL GENERAL MEETING MINUTES

Date: August 21, 2025

Time: 5:00 – 7:00pm

Location: Online via Zoom

Agenda Item	Minutes
Welcome and territorial acknowledgement – Sukhwant Jassar	Sukhwant Jassar Chari of NNPBC started the meeting with a land acknowledgement: traditional, ancestral, and unceded territory of the Coast Salish peoples, including the unceded homelands of the Musqueam, Squamish, and Tsleil-Waututh nations. We are grateful to the Indigenous peoples of this land for their stewardship and teachings, past and present.
Call Meeting to Order – Sukhwant Jassar	<p>Meeting was called at 17:21</p> <ul style="list-style-type: none"> The Chair, Sukhi, called the Special General Meeting of NNPBC to order. Panelist attendees included Angela Wignall, CEO of NNPBC, members of the Board of Directors, Sarah Fitzpatrick (Miller-Thompson partner), and supporting staff. The meeting was called in accordance with Part 3, Section 3.1 of the bylaws, with notice distributed to members on August 7, 2025, meeting the 14-day notice requirement for special resolutions. Voting was noted as being conducted via Simply Voting, and instructions were provided to members regarding access to their unique passcodes and secure ballots. Non-voting members were acknowledged as observers.
Confirmation of Notice and Quorum – Lori Campbell	<ul style="list-style-type: none"> The Chair noted that, per Part 4, Section 4.5 of the bylaws, quorum for a general meeting is 10 voting members. Quorum was confirmed with 128 members present, allowing the meeting business to proceed.
<p>Opening Remarks – Angela Wignall</p> <p>Meeting Purpose – Sukhwant Jassar / Sarah Fitzpatrick / Angela Wignall</p> <ul style="list-style-type: none"> Reference to the townhall held on July 22 How we got here Mention of the clean version and redline version 	<p>Presentation of Proposed Bylaw Amendments</p> <ul style="list-style-type: none"> The CEO welcomed members from the unceded homelands of the Lekwungen-speaking peoples, the Songhees, and the Esquimalt First Nations. She outlined the business of the meeting, which is to present and vote on proposed amendments to NNPBC's bylaws. The amendments were developed following a detailed governance review, in consultation with the legal team, the Board of Directors, and an independent review conducted by Santis Health, which provided 13 recommendations to strengthen governance. The Board adopted all 13 recommendations in May 2025. The CEO provided background on the process, including a 2024 volunteer experience survey, focus groups, and consultations with council members, board members, staff, and past volunteers. A town hall was held on July 22, 2025, to provide further information and gather member feedback.

	<ul style="list-style-type: none"> Proposed bylaws, including a clean and redline version, and special resolutions were distributed to members on August 7, 2025, along with formal notice of the meeting, as per NNPBC bylaws. The CEO emphasized the importance of member feedback in shaping these changes and noted that the vote represents a key step in evolving NNPBC governance and member representation. The meeting was then returned to the Chair to formally present the special resolution.
<p>Presentation of Special Resolution – Motion to Amend Bylaws – Sukhwant Jassar</p> <ul style="list-style-type: none"> Reading of the motion: RESOLVED as special resolutions that: <ul style="list-style-type: none"> Motion: The current bylaws of NNPBC be deleted in their entirety and the <u>proposed bylaws</u> be adopted as the bylaws of NNPBC in substitution for, and to the exclusion of, the existing bylaws of NNPBC; and any one director or officer of NNPBC is authorized and directed to sign all documents and take all actions that are necessary, desirable or useful in carrying out the replacement of the bylaws. Open to member questions and discussions 	<p>Special Resolution and Member Discussion</p> <p>The Chair noted that the proposed bylaw amendments are being presented as special resolutions, requiring a two-thirds majority of votes cast. The resolutions were read as follows:</p> <ul style="list-style-type: none"> That the current bylaws of NNPBC be deleted in their entirety, and the proposed bylaws be adopted in substitution, to the exclusion of the existing bylaws. Any director or officer of NNPBC is authorized to sign all documents and take actions necessary to carry out the replacement of the bylaws. <p>The resolutions were moved by Jane Narayan and seconded by Lori Campbell.</p> <p>Before voting, the floor was opened for member discussion and questions regarding the tabled special resolutions. Questions and responses included:</p> <ul style="list-style-type: none"> Quorum: Sheila Turris asked why quorum is set at 10 members. Sarah Fitzpatrick confirmed this is consistent with the current bylaws, and the proposed bylaws do not propose any change to quorum. Membership concerns: Sally Thorne asked whether specific concerns had been raised regarding the bylaw changes. Angela responded that numerous questions had been received, particularly about council transitions and board composition, and had been addressed through written communications, town halls, and one-on-one discussions. Membership numbers: Phyllis Mallett asked about the number of NNPBC members relative to the total nurses in BC. Angela noted the focus of the discussion remained on the resolution but acknowledged the question. Future quorum changes: Teresa Forrester asked whether quorum could be changed at this meeting. Sarah Fitzpatrick clarified that any change to quorum would require advance notice and cannot be addressed in the current meeting. <p>No further questions were raised, and the discussion period was closed. A vote on the special resolution was called by the Chair.</p>

Discussions and Questions – Sukhwant / Angela Wignall / Sarah Fitzpatrick

Voting Process and Member Questions

Additional member questions were raised while the vote was open and were addressed regarding the voting process:

- **Timing of the vote:** Shauna asked why voting was scheduled for 6:30 and whether the meeting would wait for late joiners. The Chair confirmed that the vote is a live vote, started promptly, and members present can vote immediately.
- **Anonymity and security:** Helen Hamill and others asked about vote anonymity. Angela confirmed the vote is secure and anonymous, conducted via a third-party platform with unique links for each voter.
- **Ongoing questions during voting:** Sarah Fitzpatrick clarified that further discussion on the bylaws is normally not conducted while the vote is in progress. Questions from Helen Hamill and others were deferred until after the vote due to the questions being posed while the vote was in progress and after the question period had closed.
- **Voting access issues:** Staff assisted members experiencing difficulty accessing their ballots, including checking spam/junk folders and ensuring unique voting links were used.
- **Eligibility to vote:** Questions were raised about whether members not present could vote. Sarah confirmed that only members attending the meeting could participate, with real-time verification of membership eligibility.

The Chair and staff thanked members for their patience while votes were being submitted and verified.

Announcement of Voting Results – Sukhwant Jassar

Voting on the special resolution to adopt the proposed bylaws was conducted via Simply Voting. The vote remained open until all members present in the meeting were able to cast their ballots.

The results were **89.2% in favor**, exceeding the required two-thirds majority. The motion was **carried**, and the proposed bylaws will be submitted to BC Registry Services for filing. They will come into effect upon acceptance and filing.

Addressing Questions Posed While Voting Was Open

Questions were posed by members after the floor was closed on the special resolutions and while live voting was taking place. As advised by Sarah Fitzpatrick and in alignment with voting procedures, the Chair held responding to these questions until after the vote was closed and the voting results were announced. These questions were then responded to:

- Helen Hamill asked how the newly approved bylaws have been Indigenized. Sukhwant Jassar explained that the governance review included recommendations to ensure an Indigenous lens in board governance, promote anti-racism, and implement a distinction-based approach for Indigenous representation. Changes to the

	<p>bylaws now allow for a skills-based board with membership-elected directors, replacing the previous system that included only one Indigenous nursing seat, improving safety and equity for Indigenous members.</p> <ul style="list-style-type: none"> • Maureen McIlmoyle asked about next steps and the transition timeline. Sukhwant responded that a transition board will remain in place for at least 12 months. The Board will review and develop Committee terms of reference, identify necessary committees, and establish a nominations committee to support achieving a skills-based board. Membership will be invited to participate in committees and elections, with all updates communicated on the NNPBC website and via e-mail. <p>No further questions were raised, and the second Q&A session was closed.</p>
Closing Remarks – Angela Wignall	<p>The CEO thanked members for their participation in the Special General Meeting and their engagement in the vote on the bylaw resolutions. Members were informed that the meeting minutes and filing updates will be circulated once available, and that the results of the vote will be shared with all members in the coming days. Members were encouraged to reach out with any questions regarding the meeting, the vote, or the bylaw changes, noting that all staff are available for support. The meeting was then formally turned back to the Chair to close.</p>
Adjournment – Sukhwant Jassar	<p>There being no further business, the Chair declared the Special General Meeting adjourned. Members were thanked for their participation.</p>



Sukhwant Jassar, Chair

August 22, 2025

Date



Beatrice de Sousa, Recording Secretary

August 22, 2025

Date