

MINUTES OF THE SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE HEART AND STROKE FOUNDATION OF BARBADOS INC. HELD AT #3 RAILWAY VIEW, LADY MEADE GARDENS, JEMMOTTS LANE, ST MICHAEL ON WEDNESDAY THE 18TH DAY OF APRIL, 2012.

PRESENT: Head Table

Mr. Humphrey Metzgen	– President & Chairman
Mrs. Gina Pitts	– CEO
Ms Laura Rudder	– Board Secretary

Members, Staff, Guests as per attached Schedules.

The meeting was called to order at 6:25 p.m.

1. Invocation

Prayers were said by Mr. Clyde Cox.

2. Welcome

The President welcomed members and specially invited guests to the meeting.

A minute's silence was observed to commemorate the passing of HSFB's Senior Vice President, Mr. Adrian Randall.

3. Confirmation of the Minutes of the Fourth Annual General Meeting of the Heart and Stroke Foundation of Barbados Inc held on July 20, 2011.

The minutes of the Fifth Annual General Meeting of the Heart and Stroke Foundation of Barbados Inc. held on July 20, 2011 were reviewed for errors and omissions.

On a motion proposed by the President and seconded by Mr. Charles Holder it was resolved unanimously that the minutes of the Fifth Annual General Meeting be approved as a true record of that meeting.

4. Matters Arising

Re Item 5 Vice President Financial Services' Report – The audited financial statements for the year ended September 30, 2010 were duly received.

Re Item 7 Election of Officers and Directors – The casual vacancy created by the resignation of Mrs. Ena Harvey was filled by the appointment of Mrs. Anne Marshall.

Re Item 11 Appointment of Life Honorary Vice Presidents – This arrangement was revisited and it was decided that the appointment of the Honorary Life Vice Presidents in the

proposed format should be postponed. A formal amendment to the resolution passed is to be considered later in this evening's meeting.

5. Consideration of Resolutions to Amend the By-Law of the heart and Stroke Foundation of Barbados Inc.

Members were presented with resolutions to amend the following areas of the By-Laws: -

- (i) Quorum for Annual General Meetings.
- (ii) Payment of membership fees.
- (iii) Creation of posts of Honorary Life Vice presidents and appointments to the posts.

A copy of the resolutions is annexed to and forms part of these minutes.

The President read the text of the proposed amendments to the By-Laws and gave members information on the rationale for the changes.

On a motion proposed by the President and seconded by Lt Col Springer it was unanimously resolved on a show of hands that the proposed resolutions be approved en bloc.

6. President's Report

The President's Report was presented by the President, Mr. Humphrey Metzgen. A copy of the report is annexed to and forms part of these minutes.

The President, on behalf of HSFB, gave special thanks to Mrs. Rosalind Jackson, Ms. Cicely Chase Q.C., and the Auditors, Deloitte Touche.

Mr. Adrian Randall was also recognized for his dedication to the HSFB and the services given to the organisation during his lifetime. It was noted that he would be missed.

7. CEO's Report

The President invited Mrs. Gina Pitts, CEO of the HSFB to deliver her report. A copy of the report is annexed to and forms part of these minutes.

The CEO was thanked for her report.

8. Vice-President Financial Services' Report

The V-P Financial Services, Mr. Dru Symmonds, was welcomed to the podium to present his report.

The V-P Financial Services indicated that he was pained to once again have to apologise for the absence of the final version of the audited financial statements.

Highlights of the financial statements for the financial year ended September 30, 2011 were presented to the members. Members were informed that the Board of Directors had reviewed the draft audited financial statements and that the President and the V-P Financial Services had signed off on the financial statements.

Members were informed that the organisation had shown a turn around with a year-end profit of \$14,000 versus the loss of \$10,000 the previous year. This was largely due to an increase in donations.

The V-P Financial Services noted that the organisation had progressed over the years from what it was in its early days with Professor Hassell and himself to operating in a more business like manner with differing measures of accountability as demanded by donors and present day circumstances.

The V-P Financial Services noted that the future of the HSFb was in the good hands of experienced business people. Grant funding this year stood at \$87,000 versus the \$55,000 of the previous year. Donations were \$259,000 versus \$86,000 the previous year.

Attention was drawn to the area of Advocacy and the decline in covenants, which tended to reflect the present economic situation. This was however expected to improve with the improvement of the economic situation.

The V-P Financial Services spoke of the performance of the ECC and CDP&R Departments both of which did well in their own right. He further spoke to the deficit in the Headquarters Department, which might require attention and a review of the allocation of overhead expenses, etc.

9. Adoption of Financial Statements for the year ended September 30, 2011.

On a motion proposed by Professor Trevor Hassell and seconded by Mr. David Leacock, it was resolved that the draft audited financial statements be received pending their finalisation.

10. Appoint Auditors

On a motion proposed by Mr. Dru Symmonds and seconded by Lt Col Springer it was resolved unanimously that Messrs Deloitte & Touche, Chartered Accountants, be and are hereby re-appointed as the HSFb's Auditors

Appreciation was shown to the staff and close colleagues of the HSFb by the presentation of flowers and plaques. Those presented included: -

- (i) Mrs Cicely Chase, QC for the enormous amount of legal work done for the organisation.
- (ii) Mrs Rosalind Jackson for support in H R matters.
- (iii) Ms Laura Rudder for services as recording secretary.
- (iv) Mr. Ryan Selby the ECC Foundation instructor.
- (v) Mr. Clyde Cox for his volunteer contributions.

11. Election of Officers and Directors

Dr Adrian Lorde was invited to the podium to oversee the election process.

Dr Lorde spoke to the nomination process, which was conducted in accordance with the By-Laws of the HSFb and the receipt of nominations by the Nominations Committee comprised of Mr. Dru Symmonds, Ms Laura Rudder, the CEO and himself.

Dr Lorde noted that there were a large number of seats to be filled and the nominations being made by the Nominations Committee were as follows :-

- President – Mr. Humphrey Metzgen
- Snr Vice-President - Mr. Charles Holder
- V.P. Finance - Mrs Anne Marshall
- Directors (1 year) - Dr Rudolph Delice
- Dr Winston Batson
- Directors (2 year) - Mr Almoroph Williams
- Directors (3 year) - Mr. David Leacock
- Lt Col Owen Springer

No other nominations were received.

Dr Lorde declared that the persons nominated be elected by acclamation.

Honorary Life Vice Presidents

It was resolved that Professor Trevor Hassell and Mr Dru Symmonds be appointed as Honorary Life Vice Presidents of the HSFb.

Congratulations were offered to all persons elected during the process.

12 Guest Speaker

The President introduced the Guest Speaker, Senator the Honourable Kerry Ann Ifill, President of the Upper House and invited her to deliver the featured address.

Senator Ifill delivered her address.

The President thanked Senator Ifill for her thought provoking address and presented her with flowers.

13. Vote of Thanks

The vote of thanks was delivered by Mr Charles Holder. Thanks went to the following: -

- The distinguished guest speaker for her thought provoking keynote address.
- The newly re-elected President, the CEO and the VP Financial Services for their respective detailed presentations.
- Board Secretary, Ms Laura Rudder for ensuring adherence to good corporate governance.
- Ms. Cicely Chase, QC for legal services and advice given to HSFb.
- Mrs Rosalind Jackson for yeoman support on an ongoing basis in managing the H R needs of the organisation and in facilitating the deliberations in the strategic planning session.
- Dr Adrian Lorde and his team for overseeing the nomination process.
- The Auditors, messrs Deloitte Touche
- HSFb members for their continuing support.
- Members of the media, a highly valued stakeholder and partners in the process.
- The new CEO and staff of the HSFb for making the arrangements for the AGM and for the provision of the refreshments.

