

MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF THE SUNNYBROOK HEALTH SCIENCES CENTRE Corporation HELD ON MONDAY, JUNE 17, 2013 AT 5:45 P.M. IN THE ACADEMY OF MEDICINE ROOM AT THE VAUGHAN ESTATE, SUNNYBROOK CAMPUS.

Chair: Mr. David Agnew

Directors:

Mr. P. Crawley
Sr. Sue Elwyn, SSJD
Ms. P. Griffith-Jones
Ms. E. Martin
Ms. M. Ng
Ms. R. Taggar
Dr. C. Whiteside

Mr. C. Diamond
Dr. J. Gilbert
Ms. H. Hayward
Dr. B. McLellan
Ms. S. Scace
Mr. S. Tile

Mr. S. Diamond
Mr. B. Goldring
Dr. H. Kreder
Dr. R. Nam
Ms. H. Short
Ms. M. Visser

Regrets:

Mr. S. Beatty

Mr. W. Squibb

By Invitation:

Dr. J. Dellandrea
Dr. M. Julius
Ms. M. Reddick
Dr. J. Tepper

Dr. C. DuHamel
Mr. S. Marafioti
Dr. K. Rose
Ms. A. Welch

Ms. T. Hueper
Mr. M. Moffat
Ms. C. Rosebrugh
Mr. M. Young

1.0 CALL TO ORDER – ANNUAL GENERAL MEETING OF MEMBERS

Mr. David Agnew, Chair, called the Annual General Meeting of the Members of the Corporation of Sunnybrook Health Sciences Centre to order at 5:45 p.m.

1.1 APPROVAL OF AGENDA

The Chair requested approval of the agenda as pre-circulated. So moved by Ms. Ng and Seconded by Ms. Martin.

The Agenda was approved as circulated.

2.0 REPORT OF THE CHAIR

Composition of the Board

In accordance with section 285(1) of the *Corporations Act* (Ontario) and on behalf of the Board of Directors of Sunnybrook Health Sciences Centre, Mr. Agnew presented the following Special Resolution for approval by the Members. A copy of the Special Resolution was duly pre-circulated to all Members of the Corporation and appended to the agenda package.

WHEREAS:

- A. Article 5.2 of Sunnybrook Health Sciences Centre Administrative Bylaw Number 1 (the "Bylaws"), provides the manner in which the Board of Directors of the Corporation (the "Board") shall be constituted;

- B. Subsection 285(1) of the *Corporations Act* (Ontario) provides that the Board may, by special resolution, change the composition of the Board as set out in Article 5.2 of the Bylaws;
- C. It is desirable and in the best interest of the Corporation to change the number of directors which will be appointed to the Board pursuant to Article 5.2(a) of the Bylaws.

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT effective of the date hereof:

Article 5.2(a) of the Bylaws of the Corporation be amended to reduce the number of directors nominated by the Governance and Nominating Committee of the Board from 15 to 13, thereby reducing the total number of Directors from 23 to 21.

So moved by Ms. Hayward and seconded by Ms. Scace.

The Chair opened the floor for discussion, following which he called the question on the following special resolution:

MOTION: Upon MOTION duly made by Ms. Hayward and SECONDED by Ms. Scace, IT WAS RESOLVED THAT the following Special Resolution presented to the Members of Sunnybrook Health Sciences Centre be hereby approved effective June 17, 2013:

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 5.2(a) of the Bylaws of the Corporation be amended to reduce the number of directors nominated by the Governance and Nominating Committee of the Board from 15 to 13, thereby reducing the total number of Directors from 23 to 21.

CARRIED UNANIMOUSLY.

3.0 REPORT OF CEO

There was no additional report from the CEO.

4.0 BUSINESS ITEMS:

4.1 AUDITOR'S REPORT AND AUDITED FINANCIAL STATEMENTS

Ms. Martin reported that the Common Audit Committee and the Board of Directors of Sunnybrook Health Sciences Centre reviewed and approved the Draft Audited Financial Statements. A copy of the audited financial statements for year ending March 31, 2013 and the auditor's final report was pre-circulated and appended to the agenda package.

On behalf of the Common Audit Committee and the Board of Directors, Ms. Martin presented the Audited Financial Statements for the year ending March 31, 2013 for approval by the Members of the Corporation. Seconded by Mr. Tile.

The Chair opened the floor for discussion following which he called the question on the motion as presented.

MOTION: Upon MOTION duly made by Ms. Martin and SECONDED by Mr. Tile, IT WAS RESOLVED THAT the Audited Financial Statements of Sunnybrook Health Sciences Centre for the year ending March 31, 2013 be approved and that the Chair of the Board of Directors and the Chair of the Common Audit Committee be authorized to sign the Financial Statements.

MOTION CARRIED.

4.2 APPOINTMENT & REMUNERATION OF AUDITORS

Ms. Martin reported that the Board of Directors reviewed the recommendation presented by the Common Audit Committee of the Board for the appointment of External Auditors for Sunnybrook Health Sciences Centre.

On behalf of the Common Audit Committee and the Board of Directors, Ms. Martin placed the following resolution before the Members of the Corporation of Sunnybrook Health Sciences Centre:

THAT PricewaterhouseCoopers be appointed as External Auditors of Sunnybrook Health Sciences Centre for the fiscal year ending March 31, 2014, with remuneration to be approved by the Board of Directors of Sunnybrook Health Sciences Centre, upon recommendation by the Common Audit Committee, as part of the 2014 audit planning meeting.

Seconded by Ms. Hayward.

The Chair opened the floor for discussion, following which he called the question on the motion as presented.

MOTION: Upon MOTION duly made by Ms. Martin and SECONDED by Ms. Hayward, IT WAS RESOLVED THAT PricewaterhouseCoopers be appointed as External Auditors for the fiscal year ending March 31, 2014, with remuneration to be approved by the Board of Directors of Sunnybrook Health Sciences Centre, upon recommendation by the Common Audit Committee as part of the 2014 audit planning meeting.

MOTION CARRIED.

4.3 ELECTION OF DIRECTORS

On behalf of the Board of Directors, the following individuals are placed in nomination for election as a Director to hold office for a term expiring at the Annual General Meeting of the Corporation to be held in 2014. The Executive Committee of the Governing Council of the University of Toronto has confirmed the appointment of the individuals noted below for a term expiring at the 2014 AGM.

Mr. David Agnew	Ms. Elizabeth A. Martin
Mr. Phillip Crawley	Ms. Malen S. Ng
Ms. Pamela Griffith-Jones	Ms. Susan M. Scace
Ms. Helen Hayward	Ms. Marcia B. Visser

On behalf of the Board of Directors, the following individuals are placed in nomination for election as Directors to hold office for a term expiring at the Annual General Meeting of the Corporation to be held in 2014.

Mr. Stephen Beatty	Mr. Blake C. Goldring
Mr. Stephen Diamond	Ms. Hilary Short
Sister Sue Elwyn, SSJD	Mr. G. Wayne Squibb
Mr. Stephen Tile (Foundation Appointee)	
Dr. Catharine Whiteside – appointed by the Governing Council	
University of Toronto	

The following Resolution is hereby placed before the Members of the Corporation: So Moved by Mr. Agnew and Seconded by Ms. Martin.

BE IT RESOLVED THAT:

1. **As approved by the Board of Directors and the Governing Council of the University of Toronto, the following individuals are hereby elected as Directors to hold office for a term expiring at the close of the Annual General Meeting of the Corporation to be held in 2014:**

Mr. David Agnew

Mr. Phillip Crawley

Ms. Pamela Griffith-Jones

Ms. Helen Hayward

Ms. Elizabeth A. Martin

Ms. Malen S. Ng

Ms. Susan M. Scace

Ms. Marcia B. Visser

2. **As approved by the Board of Directors, the following individuals are hereby elected as Directors to hold office for a term expiring at the close of the Annual General Meeting of the Corporation to be held in 2014:**

Mr. Stephen Beatty

Mr. Stephen Diamond

Sister Sue Elwyn, SSJD

Mr. Stephen Tile (Foundation appointee)

**Dr. Catharine Whiteside – appointed by the Governing Council
University of Toronto**

Mr. Blake C. Goldring

Ms. Hilary Short

Mr. G. Wayne Squibb

CARRIED.


5.0 NEXT MEETING

The next Annual General Meeting of the Members of the Corporation of Sunnybrook Health Sciences Centre will be held on Monday, June 16, 2014. Confirmation of meeting and timing will be circulated prior to the meeting.

6.0 TERMINATION OF ANNUAL GENERAL MEETING

There being no further business, the Chair terminated the Annual General Meeting of the Members of the Corporation of Sunnybrook Health Sciences Centre at 6:05 p.m. So moved by Ms. Ng and seconded by Ms. Scace.

MEETING TERMINATED.



David Agnew, Chair



Trudy Hueper, Secretary