

MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF THE SUNNYBROOK HEALTH SCIENCES CENTRE Corporation HELD ON MONDAY, JUNE 12, 2017 AT 4:35 P.M. IN THE ACADEMY OF MEDICINE ROOM AT THE VAUGHAN ESTATE, SUNNYBROOK CAMPUS.

Chair: Mr. Blake Goldring

Directors:

Mr. S. Beatty
Mr. R. Davloor
Ms. H. Hayward
Dr. B. McLellan
Dr. S. Symons
Ms. M. Tory

Dr. S. Belo
Mr. S. Diamond
Mr. D. Lang
Sr. Anne Norman
Ms. R. Taggar

Dr. J. Bodley
Mr. T. Flynn
Ms. E. Martin
Ms. H. Short
Mr. S. Tile

Regrets:

Ms. M. Ng

Mr. W. Squibb

Dr. T. Young

By Invitation:

Dr. J. Dellandrea
Dr. M. Julius
Ms. M. Reddick
Ms. A. Welch

Dr. C. DuHamel
Mr. S. Marafioti
Ms. C. Rosebrugh
Dr. A. Zaretsky

Ms. T. Hueper
Mr. M. Moffat
Dr. A. Smith

1.0 CALL TO ORDER – ANNUAL GENERAL MEETING OF MEMBERS

Mr. Blake Goldring, Chair, called the Annual General Meeting of the Members of the Corporation of Sunnybrook Health Sciences Centre to order at 4:35 p.m.

1.1 APPROVAL OF AGENDA

The Chair requested approval of the agenda as pre-circulated. So moved by Mr. Tile and Seconded by Ms. Tory.

The Agenda was approved as circulated.

1.2 APPROVAL OF MINUTES

1.2.1 Minutes of Annual General Meeting of Members – June 13, 2016

Mr. Goldring requested approval of the minutes of the Annual General Meeting of the Members of the Sunnybrook Health Sciences Centre Corporation held on Monday, June 13, 2016. A copy of the minutes was pre-circulated and appended to the agenda portfolio.

So moved by Mr. Beatty and seconded by Mr. Tile.

MOTION: Upon MOTION duly made by Mr. Beatty and SECONDED by Mr. Tile, IT WAS RESOLVED THAT the Minutes of the Annual General Meeting of the Members of the Sunnybrook Health Sciences Centre Corporation held on Monday, June 13, 2016 be hereby approved as pre-circulated.

CARRIED.

2.0 REPORT OF THE CHAIR

There was no additional report from the Chair.

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

Mr. Beatty 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, 2017 and the auditor's final report was pre-circulated and appended to the agenda portfolio.

On behalf of the Common Audit Committee and the Board of Directors, Mr. Beatty presented the Audited Financial Statements for the year ending March 31, 2017 for approval by the Members of the Corporation.

So moved by Mr. Beatty and seconded by Ms. Short.

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

MOTION: Upon MOTION duly made by Mr. Beatty and SECONDED by Ms. Short, IT WAS RESOLVED THAT the Audited Financial Statements of Sunnybrook Health Sciences Centre for the year ending March 31, 2017 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

Mr. Beatty 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, Mr. Beatty 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, 2018, 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 2018 audit planning meeting.

So moved by Mr. Beatty and seconded by Mr. Lang.

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

MOTION: Upon MOTION duly made by Mr. Beatty and SECONDED by Mr. Lang, IT WAS RESOLVED THAT PricewaterhouseCoopers be appointed as External Auditors for the fiscal year ending March 31, 2018, 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 2018 audit planning meeting.

CARRIED.

4.3 GOVERNANCE & NOMINATING COMMITTEE - SPECIAL RESOLUTION: BOARD COMPOSITION

On behalf on the Governance & Nominating Committee and the Board of Directors, Ms. Hayward presented the following special resolution with respect to the Composition of the Board, indicating that it was desirable and in the best interest of the Corporation to reduce the number of directors nominated by the Governance & Nominating Committee to the Board pursuant to Article 5.2(a) of the Bylaws from 12 to 11, thereby reducing the total number of directors form 20 to 19.

Ms. Hayward commented that the Special Resolution was approved by the Board of Directors. A copy of the special resolution was pre-circulated and appended to the agenda portfolio.

On behalf of the Board of Directors, Ms. Hayward brought forward the following motion requesting approval by the Members of the Corporation.

WHEREAS:

- A. Article 5.2 of Sunnybrook Health Sciences Centre Administrative Bylaw Number 1 amended (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 the date hereof:

1. 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 12 to 11, thereby reducing the total number of directors from 20 to 19.

So moved by Ms. Hayward and seconded by Mr. Tile.

MOTION: Upon MOTION duly made by Hayward and SECONDED by Mr. Tile, IT WAS RESOLVED THAT the following motion before the Members of the Corporation be hereby approved:

THAT effective 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 12 to 11, thereby reducing the total number of directors from 20 to 19.

CARRIED.

4.4 ELECTION OF DIRECTORS

Members of the Board of Directors are elected to the Board for one-year terms as per the Hospital By-Laws.

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 2018. The Executive Committee of the Governing Council of the University of Toronto has

confirmed the appointment of the individuals noted below for a one-year term expiring at the Annual General Meeting of the Corporation to be held in 2018.

Mr. Rags Davloor
Ms. Donna Duncan
Mr. Thomas Flynn
Ms. Helen Hayward

Mr. Donald G. Lang
Ms. Linda Mantia
Ms. Martha Tory
Dr. Trevor Young (U. of T. Rep.)

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 2018.

Mr. Stephen Beatty
Mr. Stephen Diamond
Mr. Blake C. Goldring

Sister Anne Norman
Ms. Hilary Short
Mr. Stephen Tile - Foundation Appointee

So Moved by Ms. Hayward and Seconded by Mr. Flynn.

THE FOLLOWING RESOLUTION IS HEREBY PLACED BEFORE THE MEMBERS OF THE CORPORATION:

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 one year term expiring at the close of the Annual General Meeting of the Corporation to be held in 2018:**

**Mr. Rags Davloor
Ms. Donna Duncan
Mr. Thomas Flynn
Ms. Helen Hayward**

**Mr. Donald G. Lang
Ms. Linda Mantia
Ms. Martha Tory
Dr. Trevor Young**

- 2. As approved by the Board of Directors, the following individuals are hereby elected as Directors to hold office for a one year term expiring at the close of the Annual General Meeting of the Corporation to be held in 2018:**

**Mr. Stephen Beatty
Mr. Stephen Diamond
Mr. Blake C. Goldring**

**Sister Anne Norman
Ms. Hilary Short
Mr. Stephen Tile - Foundation appointee**

CARRIED.

4.5 RE-APPOINTMENT/APPOINTMENT OF NON-VOTING MEMBERS

Ms. Hayward reported that the Governance & Nominating Committee and the Board of Directors of Sunnybrook Health Sciences Centre reviewed and approved the following motions for the appointment and re-appointment of non-voting members to the Board of Directors for a one-year term ending at the AGM in 2018.

Appointment of Non-Voting Members

On behalf of the Governance & Nominating Committee and the Board of Directors, Ms. Hayward recommended to the Members of the SHSC Corporation that Dr. Andy Smith and Dr. Jocelyn Charles be appointed as non-voting Directors of the Board effective July 1, 2017 for a one-year term ending at the AGM in 2018.

So Moved by Ms. Hayward and Seconded by Mr. Tile.

THE FOLLOWING RESOLUTION IS HEREBY PLACED BEFORE THE MEMBERS OF THE CORPORATION:

BE IT RESOLVED THAT:

As approved by the Governance & Nominating Committee and the Board of Directors, Dr. Andy Smith and Dr. Jocelyn Charles are hereby appointed as non-voting Directors of the Board effective July 1, 2017 for a one-year term ending at the AGM in 2018.

CARRIED.

Re-Appointment of Non-Voting Members

On behalf of the Governance & Nominating Committee and the Board of Directors, Ms. Hayward recommended to the Members of the SHSC Corporation that the following individuals be re-appointed as non-voting Directors of the Board effective July 1, 2017 for a one-year term ending at the AGM in 2018.

Dr. Janet Bodley
Dr. Sean Symons
Ms. Ru Taggar

So Moved by Ms. Hayward and Seconded by Ms. Tory.

THE FOLLOWING RESOLUTION IS HEREBY PLACED BEFORE THE MEMBERS OF THE CORPORATION:

BE IT RESOLVED THAT:

As approved by the Governance & Nominating Committee and the Board of Directors, the following individuals are hereby re-appointed as non-voting Directors of the Board effective July 1, 2017 for a one-year term ending at the AGM in 2018.

Dr. Janet Bodley
Dr. Sean Symons
Ms. Ru Taggar

CARRIED.

4.6 MDMS ByLaws & Proposed Laboratory Medical Leadership Structure

Dr. McLellan reported that, at the May 9th, 2017 meeting of the Medical Advisory Committee (MAC), legal counsel reviewed the proposed changes to the Sunnybrook MDMS Bylaws with the MAC. He reported that the proposed changes were recommended to align credentialing categories across TAHSN hospitals, update the Bylaws in accordance with the law and make other related changes. The MAC also reviewed the proposed recommendation to establish a single Department of Laboratory Medicine and Molecular Diagnostics with a number of Divisions to reflect the various specialties within Laboratory Medicine. A copy of the briefing notes was pre-circulated and appended to the agenda portfolio.

On behalf of the Medical Advisory Committee and the Board of Directors of Sunnybrook Health Sciences Centre, Dr. McLellan presented the following recommendation:

BE IT RESOLVED THAT, on the recommendation of the Board of Directors of Sunnybrook Health Sciences Centre and the Medical Advisory Committee, the Members of the Corporation approve the following:

1. the establishment of a single department of Laboratory Medicine and Molecular Diagnostics at Sunnybrook, together with a number of Divisions to reflect the various specialties within Laboratory Medicine; and,
2. the amendments to the Bylaws of the Medical-Dental-Midwifery Staff of Sunnybrook Health Sciences Centre (Bylaws) to align credentialing categories across TAHSN hospitals, update the Bylaws in accordance with the law and make other related changes.

So moved by Mr. Diamond and seconded by Mr. Flynn.

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

MOTION: Upon **MOTION** duly made by Mr. Diamond and **SECONDED** by Mr. Flynn, **IT WAS RESOLVED** that the Members of the Corporation of Sunnybrook Health Sciences Centre hereby approve:

1. the establishment of a single department of Laboratory Medicine and Molecular Diagnostics at Sunnybrook, together with a number of Divisions to reflect the various specialties within Laboratory Medicine; and,
2. the amendments to the Bylaws of the Medical-Dental-Midwifery Staff of Sunnybrook Health Sciences Centre (Bylaws) to align credentialing categories across TAHSN hospitals, update the Bylaws in accordance with the law and make other related changes.

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 11, 2018. 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 5:00 p.m. So moved by Ms. Short and seconded by Mr. Beatty.

MEETING TERMINATED.



Blake Goldring, Chair



Trudy Hueper, Secretary