

MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF THE SUNNYBROOK HEALTH SCIENCES CENTRE Corporation HELD ON MONDAY, JUNE 11, 2012 AT 5:10 P.M. IN THE ACADEMY OF MEDICINE ROOM AT THE VAUGHAN ESTATE, SUNNYBROOK CAMPUS.

Chair: Mr. David Leslie/Mr. David Agnew

Directors:

Ms. D. Cole	Mr. P. Crawley	Mr. C. Diamond
Mr. B. Goldring	Ms. P. Griffith-Jones	Ms. H. Hayward
Mr. S. Marshall	Ms. E. Martin	Dr. B. McLellan
Ms. M. Ng	Ms. S. Scace	Ms. R. Taggar
Ms. M. Visser		

Regrets:

Dr. C. Idestrup	Dr. A. Levitt	Dr. R. Nam
Mr. W. Squibb	Dr. C. Whiteside	

By Invitation: (in addition to members of the public)

Dr. J. Dellandrea	Dr. C. DuHamel	Ms. T. Hueper
Dr. M. Julius	Mr. S. Marafioti	Ms. M. Reddick
Dr. K. Rose	Ms. C. Rosebrugh	Dr. J. Tepper
Ms. A. Welch	Mr. M. Young	

1.0 CALL TO ORDER – ANNUAL GENERAL MEETING OF MEMBERS

Mr. David Leslie, Chair, called the Annual General Meeting of the Members of the Corporation of Sunnybrook Health Sciences Centre to order at 5:10 p.m.

1.1 APPROVAL OF AGENDA

The Chair requested approval of the agenda as pre-circulated.

The Agenda was approved as circulated.

1.2 APPROVAL OF MINUTES

Minutes of Meeting of AGM – June 13, 2011

The Chair requested approval of the minutes of the previous meeting of the Members of the Sunnybrook Health Sciences Centre Corporation held on Monday, June 13, 2011. A copy of the minutes was pre-circulated and appended to the agenda package.

MOTION: Upon MOTION duly made by Mr. Agnew and SECONDED by Ms. Martin, IT WAS RESOLVED THAT the minutes of the Annual General Meeting of the Members of the SHSC Corporation held on Monday, June 13, 2011 be hereby approved as pre-circulated.

CARRIED.

2.0 BUSINESS ITEMS:

2.1 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, 2012 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, 2012 for approval by the Members of the Corporation. Seconded by Ms. Cole.

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. Cole, IT WAS RESOLVED THAT the Audited Financial Statements of Sunnybrook Health Sciences Centre for the year ending March 31, 2012 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.

2.2 APPOINTMENT & REMUNERATION OF AUDITORS

Ms. Martin reported that the Common Audit Committee and the Board of Directors of Sunnybrook Health Sciences Centre reviewed and recommended the appointment and remuneration of external auditors.

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, 2013, 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 2013 audit planning meeting.

Seconded by Mr. Agnew.

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. Agnew, IT WAS RESOLVED THAT PricewaterhouseCoopers be appointed as external auditors for the fiscal year ending March 31, 2013, 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 2013 audit planning meeting.

MOTION CARRIED.

2.3 ST. JOHN'S MERGER

Dr. McLellan reported that there are a number of documents placed before the Members that require approval. A copy of all documents was pre-circulated and appended to the agenda package. Dr.

McLellan also reported that the Members of St. John's Rehabilitation Hospital approved the amalgamation and all documents presented.

Dr. McLellan called on Ms. Rosebrugh, General Counsel, to present and answer any questions with regard to those agreements requiring approval by the Members.

Ms. Rosebrugh reported that, in order to approve the amalgamation with St. John's Rehabilitation Hospital (SJRH), a number of documents require the approval of the Members of the Corporation. A copy and summary of the documents was pre-circulated and appended to the agenda package.

Deed of Gift

Ms. Rosebrugh requested a motion to accept the Transfer of Land from St. John's Rehabilitation Hospital as a gift in trust and to authorize the Corporation to enter into the Deed of Gift in substantially the same form as the resolution presented and appended to the agenda subject to the approval of the transfer of land and terms of the Deed of Gift by the Minister of Health and Long Term Care. So moved by Mr. Goldring and seconded by Ms. Visser.

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

MOTION: Upon MOTION duly made by Mr. Goldring and SECONDED by Ms. Visser, IT WAS RESOLVED THAT the Corporation is hereby authorized to accept the Transfer of Land from St. John's Rehabilitation Hospital as a gift in trust and the Corporation is hereby authorized to enter into the Deed of Gift subject to the approval of the transfer of land and terms of the Deed of Gift by the Minister of Health and Long Term Care.

MOTION CARRIED.

Amalgamation

Ms. Rosebrugh requested a motion to approve the Amalgamation. So moved by Ms. Visser and seconded by Ms. Cole.

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

MOTION: Upon MOTION duly made by Ms. Visser and SECONDED by Ms. Cole, IT WAS RESOLVED THAT the Members of the SHSC Corporation hereby approve the amalgamation with St. John's Rehabilitation Hospital (SJRH).

MOTION CARRIED.

Ms. Rosebrugh requested a motion to authorize the Corporation to enter into the Amalgamation Agreement and to submit the Application for Letters Patent of Amalgamation in substantially the same form as the resolution presented today, upon receipt of approval of the Minister of Health and Long Term Care to the transfer of the land and the terms of the Deed of Gift.

So moved by Ms. Visser and seconded by Ms. Cole.

MOTION: Upon MOTION duly made by Ms. Visser and SECONDED by Ms. Cole, IT WAS RESOLVED THAT the Members of the SHSC Corporation hereby authorizes the Corporation to enter into the Amalgamation Agreement and to submit the Application for Letters Patent of Amalgamation in substantially the same form as the resolution presented today, upon receipt of approval of the Minister of Health and Long Term Care to the transfer of the land and the terms of the Deed of Gift.

MOTION CARRIED.

Administrative By-Law Number 1

Ms. Rosebrugh requested a motion to approve, in principle, Administrative By-Law Number 1 of the amalgamated corporation. So moved by Ms. Martin and seconded by Ms. Scace.

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

MOTION: Upon MOTION duly made by Ms. Martin and SECONDED by Ms. Scace, IT WAS RESOLVED THAT the Members of the SHSC Corporation hereby approve, in principle, Administrative By-Law Number 1 of the amalgamated corporation.

MOTION CARRIED.

Professional Staff By-Law Number 1

Ms. Rosebrugh requested a motion to approve, in principle, the Medical Dental Midwifery Staff By-Law Number 1 of the amalgamated corporation. So moved by Ms. Cole and seconded by Ms. Scace.

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

MOTION: Upon MOTION duly made by Ms. Cole and SECONDED by Ms. Scace, IT WAS RESOLVED THAT the Members of the SHSC Corporation hereby approve, in principle, the Medical Dental Midwifery Staff By-Law Number 1 of the amalgamated corporation.

MOTION CARRIED.

2.4 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 2013. 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 2013 AGM.

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

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 2013.

Ms. Denise A. Cole	Ms. Helen Hayward
Mr. Blake C. Goldring	Mr. G. Wayne Squibb

The following Resolution is hereby placed before the Members of the Corporation: So Moved by Ms. Hayward 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 2013:

Mr. David Agnew
Mr. Phillip Crawley
Mr. Carey Diamond

Mr. Stephen Diamond
Ms. Pamela Griffith-Jones
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 2013:

Ms. Denise A. Cole
Mr. Blake C. Goldring

Ms. Helen Hayward
Mr. G. Wayne Squibb

CARRIED.

With the retirement of Mr. Leslie, Mr. Agnew took the Chair.

3.0 NEXT MEETING

The next Annual General Meeting of the Members of the Corporation of Sunnybrook Health Sciences Centre will be held on Monday, June 17, 2013. Confirmation of meeting and timing will be circulated prior to the meeting.

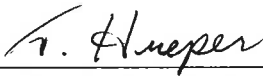
4.0 TERMINATION OF ANNUAL GENERAL MEETING

There being no further business, the Chair terminated the Annual General Meeting of the Members of the Corporation of Sunnybrook Health Sciences Centre at 5:55 p.m. So moved by Mr. Goldring and seconded by Ms. Visser.

MEETING TERMINATED.



David Agnew, Chair



Trudy Hueper, Secretary