



MINUTES OF THE TWENTY-SECOND ANNUAL GENERAL MEETING OF LAKERIDGE HEALTH WHICH WAS HELD ON THURSDAY, JUNE 18, 2020 AT 6:00 P.M. VIA A VIRTUAL MEETING HOSTED BY LUMI

## **1. Welcome and Introductions**

Sharon Cochran, Chair of the Lakeridge Health Board of Trustees, welcomed those in attendance to the 2019/20 Virtual Annual General Meeting. She advised that in order to support ongoing efforts to stop the spread of COVID-19, we are pleased to be able to host the Annual General Meeting as a virtual meeting as permitted by Ontario Regulation 107/20 under the Emergency Management and Civil Protection Act. Tonight's meeting will focus only on urgent business items of the organization. We hope to hold an in-person recognition and community celebration at a later date, when it is safe to do so. Ms. Cochran thanked everyone for attending and welcomed members of the community, and Lakeridge Health's Corporate members.

Ms. Cochran advised those attending that documentation to support corporate member voting has been posted on the Lakeridge Health website. The voting process was explained and a 'test' vote to ensure audio capability was successfully held.

The Board Chair recognized and thanked the thousands of patients and families, partners, the Lakeridge Health team and the entire community who are working together to ensure the people who live and work in Durham Region are safe. Dignitaries, Hospital trustees, Patient and Family Experience Advisory Council, Community Advisory Panels, Foundations' Board of Directors, Volunteer Associations and Auxiliaries, and Lakeridge Health members were also acknowledged. The Honourable Peter Bethlenfalvy, MPP, Pickering Uxbridge and President of the Treasury Board, and Lindsey Park, MPP for Durham and Parliamentary Assistant to the Attorney General brought greetings and remarks to those present.

## **2. Smudging Ceremony**

Ms. Cochran noted that we are gathered on the land and traditional territory of the Mississaugas of Scugog Island First Nation, a branch of the greater Anishnaabeg Nation that includes Ojibway, Odawa and Pottawatomi. We gather with gratitude and say meegwetch to thank the Mississaugas and other Aboriginal peoples for caring for this land and for sharing this land, covered under Treaty 20, with those of us who are newcomers. Out of gratitude we are called to treat the land, its plants, animals, stories, and its Peoples with honour and respect. June 21 is National Indigenous People's Day, Kathy MacLeod-Beaver, Indigenous Navigator with the Central East Regional Cancer Program and the Durham Regional Cancer Centre led the audience in a traditional cleansing ceremony known as a smudging ceremony.

Ms. Cochran also noted the large-scale demonstrations in support of the eradication of anti-Black racism across North America and around the world have affected all of us and many in our community in deeply personal ways. Lakeridge Health is committed to eliminating anti-black, anti-Indigenous and all other forms of racism and discrimination. We will work together internally and with our community partners to address racial bias, prejudice and systemic barriers to support the achievement and wellbeing of the Lakeridge Health team members and the people we serve throughout Durham Region.

### 3. Year in Review

Ms. Cochran reflected on the exciting accomplishments in 2019/20. Highlights included:

- The Lakeridge Health team is reimagining health care and partnering with other organizations, patients and families in new ways to improve the health and wellness of the people we serve. The way we have come together to take on the fight against COVID-19 is a testament to all.
- We focused on building and strengthening partnerships to enhance the health and wellness of our communities.
- Lakeridge Health, along with 18 other partner organizations across Durham Region, became one of the first Ontario Health Teams in the province. This new model of organizing and delivering health care will better connect patients and providers to enhance access to care.
- We continued to expand our services and enhance the experience in our emergency departments, hospitals and community programs.
- Lakeridge Health became the first hospital in Ontario to introduce an individual predicted wait time in the Bowmanville Emergency Department that uses artificial intelligence to tell patients how long they will wait to see a physician.
- In January, we opened our 22-bed mental health unit at Ajax Pickering Hospital to offer 24/7 acute care for mental health services.
- The team's deep commitment to patient and family-centered care has been demonstrated throughout the pandemic. When we had to make the heart-wrenching decision to restrict visitors into our hospitals we offered our Virtual Connections program to hundreds of patients so they could virtually keep in touch with their loved ones.
- In addition, we have focused on keeping the team and community safe. Success depends on the strength of the team.
- Since the novel coronavirus arrived in Canada, Lakeridge Health has been working in close collaboration with public health, regional partners, the government and the community to respond to the pandemic. We are inspired by the outstanding efforts of all to keep people safe.
- These are just a few of the many accomplishments of the team – including the steadfast support from our Volunteers, Auxiliaries, Foundations and Foundation Boards, Community Advisory Panels and Patient and Family Experience Advisors in supporting people living and working across our region.

Dr. Tony Stone, Chief of Staff provided a few highlights from the 2019/20 year:

- Over the past year, it has been extremely rewarding to work with partners from across the community, the Lakeridge Health team, volunteers including Community Advisory Panels and Patient and Family Experience Advisory Committee to pursue a new path forward in health care.
- Over the past few months Lakeridge Health has made some very difficult decisions to keep everyone safe while we worked to get the pandemic under control. The decision to postpone elective surgeries and to restrict visitors at our hospitals have been extremely difficult for patients and their loved ones. They have also been some of the toughest moments for the Lakeridge Health team, patients and the community. Lakeridge Health is deeply committed to providing responsive and compassionate care to people within our walls and in the community.

### 4. Looking Forward

Susan deRyk, Interim President & Chief Executive Officer provided an overview of Lakeridge Health's plans for the upcoming year:

- We know we are living in a new and different world. As we grasp what our ‘new normal’ looks like and rediscover the activities and routines that are important to us, we are all learning what it means to live with COVID-19.
- At Lakeridge Health, our focus remains on delivering the highest quality of care and improving the health and wellness of everyone here in Durham Region.
- The work to fight COVID-19 has accelerated the transformation agenda. It has facilitated and supported our work to reimagine how and where we deliver care, and how we leverage technology and engage with care and service providers across the system in new bold partnerships focused on creating an integrated health system in Durham Region.
- In the year ahead, Lakeridge Health will continue to transform its ability to provide the highest standard of care and safety, connect with other providers and patients across the system and enhance clinical decision-making at every level.
- Focus on building and strengthening partnerships with health, social services, education, and community groups across Durham to enable everyone to achieve their best health.
- Lakeridge Health will continue with its plan to revitalize and redevelop our hospitals to support better access and services to meet the future needs of Durham Region.

## 5. Annual General Meeting Business

### 5.1 Notice and Quorum

Ms. deRyk confirmed quorum was present, noting that necessary notice of the Annual General Meeting was given in accordance with Section 2.3 of the Administrative By-laws. With quorum present, Sharon Cochran called the meeting to order.

### 5.2 Approval of the Agenda

MOTION: It was MOVED by Alok Sethi and SECONDED by Thelson Desamour to approve the Annual General Meeting agenda for June 18, 2020.

CARRIED

### 5.3 Approval of the Minutes of the Annual General Meeting held on June 20, 2019

MOTION: It was MOVED by Thelson Desamour and SECONDED by Glen Uens to approve the minutes of the Annual General Meeting held on June 20, 2019.

CARRIED

### 5.4 Financial Report and Appointment of Auditors

Alok Sethi, Treasurer advised members that auditors, Price Waterhouse Coopers (PWC) have provided an unqualified audit opinion with no material weaknesses in financial internal controls.

Last year, Lakeridge Health saw an increasing need for the critical services it provides to everyone living and working in Durham Region. Responding to the increasing demands of Lakeridge Health’s diverse and growing population put significant pressure on the team. Over the last few months of the fiscal year, new costs and demands associated with fighting a global pandemic created additional significant financial pressures.

For the year end March 31, 2020, Lakeridge Health recorded a deficit of \$13 million.

Overall revenues were \$691 million, with approximately 79% of our funding coming from the Ministry.

Overall expenditures were \$704 million, with compensation and benefits continuing to be our most significant costs, accounting for approximately 67% of expenditures.

During the fiscal year, Lakeridge Health issued a \$100 million fixed rate bond with a term of 40 years to fund the capital cost of a regional Clinical Information System. This state-of-the-art system will create individual electronic patient medical records that will be available across all hospitals in the Central East Region. The Board of Trustees has established a sinking fund that will have sufficient funds of \$100 million to pay down the bond at maturity.

MOTION: It was MOVED by Alok Sethi and SECONDED by Glen Uens to accept the Treasurer's Report for the year ended March 31, 2020.

CARRIED

MOTION: It was MOVED by Alok Sethi and SECONDED by Thelson Desamour that Price Waterhouse Coopers be appointed as auditors for the year ending March 31, 2021 and that the Lakeridge Health Board of Trustees be authorized to set their remuneration.

CARRIED

#### 5.5 Number of Elected & Appointed Board Trustees for the Fiscal Year 2020/21

MOTION: It was MOVED by Glen Uens and SECONDED by Alok Sethi that the size of the Board of Trustees for 2020/21 be 17 trustees (15 elected, 2 appointed).

CARRIED

#### 5.6 Nominations to the Board of Trustees

MOTION: It was MOVED by Glen Uens and SECONDED by Alok Sethi that Nancy Shaw of Oshawa and Bill Sims of Bowmanville be elected for a three-year term; and that Jeff Beaton of Whitby, Thelson Desamour of Pickering, Carion Fenn of Ajax, Ben Gray of Scugog/Brock, Cordelia Clarke Julien of Pickering and Jeff Somerville of Whitby be re-elected for a three-year period term as Trustees of Lakeridge Health; and that Shane Hardy of Ajax be re-elected for a two-year term as a Trustee of Lakeridge Health.

CARRIED

#### 5.7 Voluntary Integration of Durham Mental Health Services and Lakeridge Health

With the aim of creating one coordinated mental health and addictions system in Durham Region, leaders from Durham Mental Health Services and Lakeridge Health determined that a voluntary integration would be the best way to reach this shared goal. The due diligence findings offered compelling evidence that extending mental health and addiction services through voluntary integration would bring significant benefits for people in the community. In the Spring of 2020, the Lakeridge Health Board of Trustees unanimously approved moving forward with the proposed voluntary integration.

MOTION: It was MOVED by Thelson Desamour and SECONDED by Glen Uens that:

**LAKERIDGE HEALTH SPECIAL RESOLUTIONS APPROVING AMALGAMATION AND OTHER MATTERS**

WHEREAS Lakeridge Health (the "Corporation") and Durham Mental Health Services ("DMHS") wish to integrate by way of statutory amalgamation (the "Amalgamation").

AND WHEREAS the Corporation wishes to first amend its Letters Patent of Amalgamation dated July 31, 1998: (1) to update its objects in keeping with other Ontario public hospitals and to expand them to include the objects and activities of Durham Mental Health Services for the purpose of enabling a statutory

amalgamation; and (2) to update its special provisions in accordance with the Public Guardian and Trustee's requirements (the "Supplementary Letters Patent").

AND WHEREAS, conditional on receiving all required corporate and regulatory approvals, the Corporation wishes to file for Amalgamation following the Corporation's receipt of the approved Supplementary Letters Patent.

AND WHEREAS this special resolution is to be passed by at least a majority of the board of trustees, and then confirmed by at least 2/3 of the corporate members in attendance and voting at a general meeting of the members.

#### ***APPLICATION FOR SUPPLEMENTARY LETTERS PATENT***

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Form 3 – Application for Supplementary Letters Patent, a copy of which has been circulated in advance of the meeting, is approved.
2. Any two of the trustees of the Corporation (the "Authorized Signatories") are together authorized and directed, for and on behalf of the Corporation, to execute, deliver, and file the Supplementary Letters Patent, with such amendments as they may deem necessary or advisable to comply with the requirements of any governmental authority having jurisdiction in respect of the Supplementary Letters Patent, without the need for further approval of the board of trustees or members of the Corporation, and the executed Supplementary Letters Patent shall be conclusive evidence of approval by the Authorized Signatories, and the documents so executed, delivered, and filed are the Supplementary Letters Patent authorized by this special resolution.

#### ***AMALGAMATION***

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Amalgamation of the Corporation and Durham Mental Health Services is approved in accordance with the terms of the amalgamation agreement (the "Amalgamation Agreement").
2. The application for letters patent of amalgamation (the "Letters Patent of Amalgamation") and the Amalgamation Agreement, copies of which have been circulated in advance of the meeting, are each approved.

3. Following receipt of the approved Supplementary Letters Patent, the Authorized Signatories are together authorized and directed, for and on behalf of the Corporation, to execute, deliver, and file each of:

- (a) the Letters Patent of Amalgamation; and
- (b) the Amalgamation Agreement,

with such amendments as they may deem necessary or advisable to comply with the requirements of any governmental authority having jurisdiction in respect of the Amalgamation, without the need for further approval of the board of trustees or members of the Corporation, and the executed Letters Patent of Amalgamation and Amalgamation Agreement shall be conclusive evidence of their approval by the Authorized Signatories, and the documents so executed, delivered, and filed are the Letters Patent of Amalgamation and the Amalgamation Agreement authorized by this special resolution.

4. Any officer or trustee of the Corporation is authorized and directed, for and on behalf of the Corporation, to do all acts and things and to execute, under the corporate seal of the Corporation or otherwise, and to deliver all such agreements, documents, certificates, or other instruments as may be necessary or desirable to give effect to the Amalgamation.

CARRIED

## **6. Tribute to Departing Board Member**

The Board of Trustees said farewell to one departing member – Glen Uens. Glen has served Lakeridge Health and our communities for nine years. Glen has been integral to the important work we have done to create strong governance and has amplified the voice of the community in all that we do. Glen was presented with a gift of art.

## **7. Closing Remarks**

Sharon Cochran, on behalf of the Board of Trustees, thanked everyone for their unwavering support for our organization and for the health and wellbeing of everyone in Durham Region. We are excited about continuing to work with all of you to better support the communities we serve well into the future.

MOTION: It was MOVED by Sharon Cochran and seconded by Glen Uens to adjourn the meeting.

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Sharon Cochran, Board Chair