



# Meeting Minutes

## UHN Board of Trustees

Monday November 13, 2023 5:00 PM – 5:30 PM

Via Video/Teleconference: MS Teams Meeting

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<b>Elected Trustees (Voting)</b>	Dean Connor (Chair) Todd Halpern Peter Menkes Janet Rossant Shirlee Sharkey	Peter Wallace Pamela Warren Jaime Watt Cornell Wright
<b>Ex-officio (Voting)</b>	Patricia Houston	Cheryl Regehr
<b>Ex-officio (Non-Voting)</b>	Pamela Hubley Raj Kothari Patricia Murphy	Richard Rooney Kevin Smith
<b>Regrets</b>	Janice Fukakusa Stu Kedwell Lawrence Pentland	Brian J. Porter Sheryl Seidman Ajay Virmani
<b>Guests (UHN)</b>	Elisa Baioff Darlene Dasent Grace Ivo	Joel Montesanti Marc Toppings
<b>Guests (Other)</b>	Diana Brouwer, Ernst & Young	
<b>Recording Secretary</b>	Lisha Hibbins	

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## **1.0 GENERAL BUSINESS ITEMS**

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### **1.1 CALL TO ORDER**

Mr. Marc Toppings, Vice President & Chief Legal Officer, led the administrative elements of the meeting on behalf of Mr. Dean Connor, Chair. Mr. Toppings called the meeting to order at 5:00 PM, quorum was confirmed, and no conflicts of interest were declared.

The UHN Board of Trustees (the “**Board**”) approved the meeting Agenda, as circulated:

***Whereas** the UHN Board of Trustees has reviewed the Agenda for its special meeting held on November 13, 2023;*

***Be it resolved that** the UHN Board of Trustees approves the Agenda for its special meeting held on November 13, 2023, as presented.*

## **2.0 ITEMS FOR DISCUSSION AND APPROVAL**

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### **2.1 UHN ADMINISTRATIVE BY-LAW NUMBER 4**

Mr. Toppings provided the Board with an overview of Administrative By-law Number 4 (“**By-law Number 4**”) for University Health Network (“**UHN**” or the “**Corporation**”) as pre-circulated in the meeting package.

Mr. Toppings advised the Board that By-law Number 4 represented a necessary update to the Corporation’s existing Administrative By-law Number 3 (“**By-law Number 3**”) to ensure compliance with Ontario’s *Not-for-Profit Corporations Act, 2010* (“**ONCA**”), and to adopt leading governance practices.

It was further noted that By-law Number 4 is premised on the 2021 Ontario Hospital Association (“**OHA**”) Prototype Corporate By-law which was, in turn, designed to fully reflect ONCA’s requirements, and subsequently updated to include UHN-specific provisions from By-law Number 3. Subject to approval, this by-law will come into force on the effective date of UHN’s continuance under ONCA, which is anticipated to take place on or about March 1, 2024.

Mr. Toppings led the Board through notable changes between By-law Number 3 and By-law Number 4, including but not limited to, ONCA provisions related to trustee consent to serve, consent and dissent provisions, and practices related to conflict of interest.

The Board approved By-law Number 4, as presented, and recommended approval of same by the Members of UHN:

***Whereas** University Health Network (the “**Corporation**”) has approved the filing of articles of continuance under the *Not-for-Profit Corporations Act, 2010* (“**ONCA**”);*

***And whereas** a revision to the administrative by-laws of the Corporation has been prepared to conform to ONCA (“**Administrative By-law Number 4**”);*

***And whereas** the Governance and Nominating Committee has recommended Administrative By-law Number 4 for approval by the board of trustees of the Corporation (the “**Board**”);*

***Be it resolved that:***

1. *Administrative By-law Number 4 relating generally to the conduct of the activities and affairs of the Corporation, in the form presented to the Board, is approved, with legal effect as of the date the Corporation receives a Certificate and Articles of Continuance issued under ONCA;*
2. *Administrative By-law Number 4 be submitted to the members of the Corporation (the “**Members**”) for confirmation at a special Members’ meeting duly called for that purpose; and*
3. *following confirmation by the Members, the Chair and Secretary are, together, authorized and directed to execute and deliver a certified copy of Administrative By-law Number 4 as confirmed by the Members to evidence the version of Administrative By-law Number 4 approved by this resolution.*

### **3.0 AMALGAMATION-RELATED ITEMS FOR DISCUSSION AND APPROVAL**

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#### **3.1 AMALGAMATION DEFINITIVE DOCUMENTS**

Mr. Toppings advised the Board that the Corporation had undertaken a comprehensive process to explore a merger with West Park Healthcare Centre (“**West Park**”), including the establishment of a merger governance structure to oversee the process comprised of UHN and West Park representatives and legal counsel (the Joint Steering Committee or “**JSC**”); legal, financial, and employment/labour due diligence; and the drafting of various legal and planning documents to align with Ministry of Health (“**MOH**”) requirements to effect the merger. It was noted that UHN leadership had reviewed the diligence reports, as had the JSC, and that overall no material issues were identified that would prevent UHN from proceeding with the proposed integration.

The following legal documents (collectively, the “**Definitive Documents**”), as endorsed by the JSC and approved by the Governance and Nominating Committee, were tabled for the Board’s review, as pre-circulated in the meeting package, and the following was noted:

- **Articles of Amalgamation** (the “**Articles**”): The Articles contain the same corporate objects and special provisions as those previously approved by the Board and the Members as part of UHN’s continuance under ONCA. The trustees of the amalgamated corporation comprise the current UHN trustees in addition to two members of the West Park Board of Directors.
- **Amalgamation Agreement**: The Amalgamation Agreement is substantively pro-forma comprising such details as required by ONCA and setting out the terms and conditions by which UHN and West Park come together as one corporation, including the information specified in the Articles.
- **UHN Administrative By-law Number 5**: Administrative By-law Number 5 is substantially the same as By-law Number 4 but with two key additions in accordance with the integration: namely the requirement that the West Park Founders Society shall nominate two (2) elected trustees for a period of three (3) years post-amalgamation and codification of the Principles Statement in the bylaws, with ongoing requirement for Board education and attestation of compliance related to same.
- **UHN Medical-Dental Staff By-law Number 4**: UHN’s Medical-Dental Staff By-law was updated to establish a new category of active staff to accommodate West Park medical staff, and separately, to align terminology and definitions with ONCA. In short, the revisions allow for West Park medical staff who are active at the time of the amalgamation to: join the *Active Staff – Primary* category

without first serving in a provisional or probationary manner; have active staff privileges even if they do not currently belong to a practice plan and do not intend to join one; and for one physician, with primary site of practice being the Buttonwood campus, to attend but not vote at the Medical Advisory Committee. The Board was informed that the proposed amendments are subject to approval by the University of Toronto (the “**University**”) in keeping with the terms of the Corporation’s Affiliation Agreement with the University.

Mr. Toppings advised that the Definitive Documents will come into force when the amalgamation takes effect. This is anticipated to be April 1, 2024, subject to obtaining the necessary approvals from the MOH and other stakeholders. Until that time, the Corporation’s existing by-laws will remain in force with the one exception being that By-Law Number 4 will briefly come into force upon UHN’s continuance under ONCA on or about March 1, 2024.

The Board approved the Definitive Documents, as presented, and recommended approval of same by the Members of UHN:

***Whereas** integration discussions between University Health Network (the “**Corporation**”) and West Park Healthcare Centre in respect of a potential merger by statutory amalgamation (the “**Amalgamation**”) have proceeded positively and, following a thorough legal and financial due diligence process, the joint steering committee overseeing the integration has endorsed the Amalgamation and recommended that each hospital now consider certain legal and governance documents to give effect to the Amalgamation;*

***And whereas** Medical-Dental Staff By-Law Number 4 enables the integration of the professional staff of both hospitals, the process required to adopt Medical-Dental Staff By-Law Number 4 has been followed, and the Medical Advisory Committee has endorsed the Medical-Dental Staff By-law Number 4 and recommended same to the board of trustees (the “**Board**”) for approval;*

***And whereas** the Governance and Nominating Committee has approved the Amalgamation and recommended to the Board the following definitive legal and governance documents (collectively the “**Definitive Documents**”):*

- (i) Articles of Amalgamation and Amalgamation Agreement;*
- (ii) Administrative By-law Number 5; and*
- (iii) Medical-Dental Staff By-law Number 4;*

**Be it resolved that:**

- 1. the Amalgamation is approved on the terms and subject to the conditions set out in the Definitive Documents, and with the intention that the Amalgamation will only be implemented following receipt by the Corporation of a Certificate and Articles of Continuance under the Not-for-Profit Corporations Act, 2010 (“**ONCA**”), and such Definitive Documents shall only take legal effect as of the date the Corporation receives the Certificate and Articles of Amalgamation issued under ONCA;*
- 2. the Definitive Documents be submitted to the members of the Corporation (the “**Members**”) for approval by special resolution at a special Members’ meeting duly called for that purpose;*
- 3. following Members’ approval, any two (2) trustees and/or officers of the Corporation (the “**Authorized Signatories**”) (together with the authorized signatories of West Park Healthcare Centre) are authorized and directed to execute and deliver to any applicable governmental authority the Articles of Amalgamation and Amalgamation Agreement, with such amendments as the Authorized Signatories may determine to be necessary or*

*desirable 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 or the Members;*

4. *the Administrative By-law Number 5 and Medical Dental-Staff By-law Number 4 are each approved, with legal effect as of the date the Corporation receives the Certificate and Articles of Amalgamation issued under ONCA;*
5. *any trustee or officer of the Corporation may take all steps necessary or desirable to carry out and give effect to the matters and transactions contemplated by this resolution; and*
6. *upon closing of the Amalgamation, the Chair and Secretary are, together, authorized and directed to execute and deliver a certified copy of Administrative By-law Number 5 and Medical-Dental Staff By-law Number 4, as confirmed by the Members, to evidence the version of Administrative By-law Number 5 and Medical-Dental Staff By-law Number 4 approved by this resolution.*

### **3.2 NOTICE OF INTENDED VOLUNTARY INTEGRATION BUSINESS CASE**

Mr. Joel Montesanti, Executive Director, Strategic Projects and Planning, provided an overview of the Notice of Intended Voluntary Integration Business Case (the “**Business Case**”), as pre-circulated in the meeting package. The following was noted:

- Section 35 of *Connecting Care Act, 2019* (“**CCA**”) requires that the Business Case be submitted to the Minister of Health, which along with requested supporting documentation, constitutes provision of this notice under the CCA, triggering legislated timelines for the MOH to review, request additional information, and communicate a decision about whether or not the merger can proceed.
- The content of the Business Case is largely prescribed by an Ontario Health template, and was informed by the JSC subcommittees accountable for integration planning. It includes key integration components and intended outcomes across multiple portfolios, as well as, performance metrics and benchmarks to effectively gauge the impact of integration planning efforts.

The Board approved the Business Case, as presented:

***Whereas***, in anticipation of a potential merger by statutory amalgamation, University Health Network (the “**Corporation**”) and West Park Healthcare Centre have jointly prepared a Notice of Intended Voluntary Integration Business Case Proposal (the “**Business Case**”) pursuant to requirements under Section 35 of *Connecting Care Act, 2019*;

***And whereas*** the Business Case has been endorsed by the joint steering committee overseeing the integration process;

***And whereas*** the Governance and Nominating Committee has approved the Business Case and recommends approval of same by the board of trustees of the Corporation (the “**Board**”);

***Be it resolved that*** the Business Case, in the form presented to the Board, is approved.

### **3.3 PRINCIPLES STATEMENT**

Mr. Toppings provided an overview of the Principles Statement, as pre-circulated in the meeting package.

It was noted that the Principles Statement, which is an internal-facing document only and one that will not be submitted to the MOH, outlines certain operational commitments in respect of the merger that UHN and West Park have agreed to, which will in turn guide pre- and post-amalgamation activities.

Upon approval by the respective UHN and West Park boards, the Principles Statement will immediately come into effect and will continue to apply for a period of three (3) years post-amalgamation (until the 2027 annual meeting of UHN). During this period, the board of the amalgamated corporation (the “**Mergedco Board**”) will receive annual education and updates on the Principles Statement, and an annual attestation regarding compliance with the Principles Statement as codified in the bylaws of the amalgamated corporation.

It was noted that the Principles Statement is not intended to fetter the discretion of the Mergedco Board. Mr. Toppings advised that the Principles Statement includes various commitments, some of which have already been determined and some of which are to be developed within prescribed timelines. Commitments that are already set or “developed” may not be altered without the approval of the Mergedco Board. In summary, the commitments relate to Mergedco Board representation for West Park, Human Resources plans, physician privileges, investments in West Park priority programs, investments in research, and use of the Buttonwood site.

Mr. Toppings provided the details of certain changes to the pre-circulated Principles Statement; specifically, the composition of the West Park Founders Society. The Board approved the Principles Statement as presented, inclusive of the noted changes:

***Whereas**, in anticipation of a potential merger by statutory amalgamation, University Health Network (the “**Corporation**”) and West Park Healthcare Centre have jointly prepared a principles statement setting out certain principles upon which they will amalgamate (the “**Principles Statement**”);*

***And whereas** the Principles Statement has been endorsed by the joint steering committee overseeing the integration process;*

***And whereas** the Governance and Nominating Committee has approved the Principles Statement and recommends approval of same by the board of trustees of the Corporation (the “**Board**”);*

***Be it resolved that** the Principles Statement, in the form presented to the Board, is approved.*

## **4.0 OTHER BUSINESS**

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### **4.1 NEXT MEETING**

The next meeting is scheduled for Tuesday November 28, 2023 at 12:00 PM.

### **4.2 ADJOURNMENT**

There being no further business, the meeting was adjourned at 5:30 PM.



Dean Connor  
Chair, UHN Board of Trustees



Kevin Smith  
Secretary, UHN Board of Trustees