



ANNUAL GENERAL MEETING
SINAI HEALTH SYSTEM (“SHS”)
Tuesday June 13, 2023
Toronto, Ontario
5:15 p.m. – 5:25 p.m.

Minutes

Present:

Brent Belzberg
Paula Blackstien-Hirsch
Jonathan Bloomberg
Lawrence Bloomberg
Peter Cohen
David Cynamon
Dr. Luke Devine
Lloyd S.D. Fogler, QC
Ira Gluskin
Andrew Hoffman
Michael Hollend
Debbie Kimel

Tom Kornya
Dr. Gary Newton
Stephen Pustil
Joanna Rotenberg
Robert Rubinoff
Mark Saunders
Dr. Mathew Sermer
Howard Sokolowski
Kenneth Tanenbaum
Lawrence Tanenbaum
Charles Winograd

Regrets:

Harry Culham
Irving Gerstein
Bernard Ghert
Maxine Granovsky Gluskin
Jay Hennick
Jane Merkley
Richard Pilosof
Philip Reichmann

Heather Reisman
Dani Reiss
Joel Reitman
Gerald Schwartz
Edward Sonshine
Mark Wiseman
Dr. L. Trevor Young

Also Present:

Robert Bull
Louis de Melo
Carey Lucki
Dr. Stephen Lye
Barbara McCully

Dr. Howard Ovens
Tracy Rotstein
Dr. Maureen Shandling
Dr. Lesley Wieseneld

Guests:

Josephine Braier- PwC
Samantha Mayall- PwC

Swati Patel- PwC

Recorder: Shelley Albert and Tracy Rotstein

1.0 CALL TO ORDER

Peter Cohen, Chair of the Board of Directors, called the meeting to order.

1.1 Quorum

The Chair noted that a quorum was present and the meeting was duly constituted.

1.2 Declaration of Conflicts of Interest Arising from the Agenda

No Declarations of Conflicts of Interest were made.

2.0 CONSENT AGENDA ITEMS

2.1 Consent Agenda Approval

2.1.1 Approval of Agenda

Be it resolved that the Members of Sinai Health System (“SHS”) approve the meeting agenda, as presented.

2.1.2 Previous Meeting Minutes

The previous meeting minutes of the joint AGM on June 16, 2022 were pre-circulated. The following resolution was put forward and approved:

Whereas the Members of SHS have reviewed the meeting minutes from the joint AGM on June 16, 2022;

Be it resolved that the Members of SHS approve the meeting minutes of the Members as listed and as circulated.

3.0 REPORTS

3.1 Chair’s Report

The Chair’s Report was pre-circulated with the meeting material.

3.2 CEO’s Report

The President & CEO’s report was included in the Sinai Health update.

4.0 RESOURCES CONVERSATION

4.1 Receipt of Audited Financial Statements for the Year Ending March 31, 2023

Year-End Financial Results and Audit Findings in respect of SHS were received by the Members of the Corporation.

4.2 Appointment of External Auditors/Public Accountants for 2023/24

Whereas the Boards of Directors of Sinai Health System and Hennick Bridgepoint Health recommend that the Members of the Corporations appoint PwC LLP as auditors for Sinai Health System and public accountants for Bridgepoint Health for the year ending March 31, 2024;

Be it resolved that the Members of Sinai Health System and Hennick Bridgepoint Health accept the recommendations of the respective Boards of Directors and appoint PwC LLP as auditors for Sinai Health System and public accountants for Hennick Bridgepoint Health for the year ending March 31, 2024, at a fee to be determined by the respective Boards of Directors.

5.0 GOVERNANCE CONVERSATION

5.1 Articles of Amendment and By-Law Number 5

Articles of Amendment

Whereas it is deemed desirable and in the best interests of the Corporation that the following actions be taken by the Members of the Corporation;

And whereas, the Governance Committee has recommended that the Corporation's Board approve the application for articles of amendment, as presented (the "**Application**");

And whereas, the Corporation's Board has approved the Application, subject to confirmation by the Members of the Corporation;

Now therefore be it resolved as a special resolution that:

- (a) the Corporation is hereby authorized to submit the Application, in the form presented to the Members, to the Director appointed under the *Not-for-Profit Corporations Act, 2010* (Ontario);
- (b) any two officers or directors of the Corporation (collectively, the "**Authorized Signatories**") are authorized and directed to execute all such documents and perform all such acts as are necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Ministry of Public and Business Service Delivery of the Application and all other required documents;
- (c) the Authorized Signatories are authorized and directed to make such technical changes in the Application as may be required by the Ministry of Public and Business Service Delivery and the Ministry of Health, with no further recourse to the directors or members of the Corporation to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are hereby ratified and approved.

Amendment of the Corporation's Administrative By-Laws

Whereas, pursuant to the Corporation's By-Law Number 4, it is deemed desirable and in the best interests of the Corporation that the following action be taken by the Members of the Corporation;

And whereas, the Governance Committee has recommended that the Corporation's Board approve the amended by-law of the Corporation, as presented;



And whereas, the Corporation’s Board has approved and adopted the amended by-law of the Corporation, being By-Law Number 5, as presented, subject to confirmation by the Members of the Corporation;

Now therefore be it resolved that the Members of the Corporation confirm the amended by-law of the Corporation as presented, being By-Law Number 5.

Board Size

Now therefore be it resolved as a special resolution that the size of the Board of Directors of the Corporation within the minimum of twelve (12) and the maximum of twenty-seven (27), be set at twenty-five (25) and hereafter the directors shall be authorized to determine such number from time to time.

5.2 Election of Sinai Health System Board of Directors and *Ex-Officio* Directors

Sinai Health System

Whereas pursuant to Sinai Health System’s By-Law Number 5, it is deemed desirable and in the best interests of the Corporation that the following actions be taken by the Members of the Corporation;

Now, therefore, be it resolved that the Members of Sinai Health System hereby consent to, approve and adopt the following:

Election of Directors

Be it resolved that, effective as of the date hereof, the following individuals, being the only persons on this date nominated for such positions, are hereby elected to the Board of Directors of SHS for the terms indicated below or until their successor is elected subject to the provisions of the Corporation’s By-Law Number 5:

Term Ending 2024	Director
	1. Stephen M. Pustil

Term Ending 2025	Director
	2. Debbie Kimel
	3. Philip Reichmann

Term Ending 2026	Director
	4. Maxine Granovsky Gluskin
	5. Thomas J. Kornya
	6. Richard Pilosof

	7. Joel Reitman
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Whereby it is confirmed that the following individuals have been previously elected to the Board of Directors of SHS for a term ending as indicated below or until their successor is elected subject to the provisions of the Corporation's By-Law Number 5:

Term Ending 2024	Director
	8. Joanna Rotenberg
	9. Robert A. Rubinoff
	10. Mark S. Saunders
	11. Howard Sokolowski
	12. Edward Sonshine
	13. Kenneth Tanenbaum
	14. Charles M. Winograd
	15. Mark D. Wiseman

Term Ending 2025	Director
	16. Paula Blackstien-Hirsch
	17. Jonathan Bloomberg
	18. Peter F. Cohen
	19. Harry Culham
	20. David Cynamon
	21. Ira Gluskin
	22. Andrew Hoffman
	23. Dani Reiss

The following are *ex-officio* voting Directors of Sinai Health System

The President of the University of Toronto or designate	Dr. L. Trevor Young
The Chair of the Board of Circle of Care Home Care Services (Toronto)	Michael Hollend
SHS Immediate Past Chair	Brent S. Belzberg

The following are *ex-officio* non-voting Directors of Sinai Health System

Chief Executive Officer	Dr. Gary Newton
Chair of the Medical Advisory Committee	Dr. Lesley Wiesenfeld
Interim President of the Professional Staff Association	Dr. Luke Devine
Chief Nursing Executive	Jane Merkley



Appointment of SHS Director Emeriti

Whereas, pursuant to Sinai Health's By-Law No. 5, the Board of Directors of SHS shall include that *ex-officio* non-voting Director Emeriti be appointed by the Board;

Be it resolved that, effective as of the date hereof, the SHS Board of Directors appoints the following individual for a term of one (1) year or until their successor is appointed subject to the provisions of the Corporation's By-Law No. 4:

- **Lawrence S. Bloomberg**, *ex-officio* non-voting Director Emeritus
- **Lloyd S. D. Fogler, QC**, *ex-officio* non-voting Director Emeritus
- **Hon. Irving R. Gerstein**, *ex-officio* non-voting Director Emeritus
- **Bernard I. Ghert**, *ex-officio* non-voting Director Emeritus
- **Jay S. Hennick**, *ex-officio* non-voting Director Emeritus
- **Gerald W. Schwartz**, *ex-officio* non-voting Director Emeritus
- **Lawrence M. Tanenbaum**, *ex-officio* non-voting Director Emeritus

6.0 OTHER BUSINESS

No other business was brought forward.

7.0 DATE OF NEXT MEETING

The next scheduled Annual General Meeting is Thursday, June 20, 2024 from 11:00 am to 2:00 pm.

8.0 ADJOURNMENT

There being no further business, the meeting adjourned at 5:25 p.m.

Minutes approved on June 20, 2024

A handwritten signature in black ink, appearing to be "Andrew Hoffman", written over a horizontal line.

Andrew Hoffman
Chair of the Board

A handwritten signature in black ink, appearing to be "Gary Newton", written over a horizontal line.

Gary Newton (Nov 15, 2024 10:20 EST)

Dr. Gary Newton
Secretary of the Board