Notice of Special Meeting of the Members

A Special Meeting of the Members of The Scarborough Hospital is being held for Members to vote on the proposed merger of The Scarborough Hospital (TSH) and Rouge Valley Health System (RVHS).

**Date:** Tuesday March 18, 2014  
**Time:** 7 pm – 9 pm  
**Location:** The Scarborough Hospital, 3050 Lawrence Avenue East, General Campus  
Lee Family Auditorium, Ground Floor

The purpose of the Special Meeting is to carry out approval of the proposed merger (i.e., amalgamation) of the two organizations and the related constituting documents:

- Application for Letters Patent of Amalgamation;  
- Amalgamation Agreement; and,  
- By-Law.

Also attached is the Resolution to be considered at the Special Meeting. You can obtain copies of these documents in a number of ways:

- From the attached memory/USB stick  
- From the TSH website at [www.tsh.to](http://www.tsh.to) by following the link from the home page  
- By visiting TSH Administration at the:  
  o Birchmount Campus, 3030 Birchmount Road, Scarborough, or  
  o General Campus, 3050 Lawrence Avenue East, Scarborough,  
- Or by contacting Yvonne Ragnitz at 416-495-2406 or [yragnitz@tsh.to](mailto:yragnitz@tsh.to)

**Important Note:**

There will be minor changes to the constituting documents that will be presented for amendment at the Special Meeting, including inserting the names of the initial Directors. The initial Directors will be drawn from the existing two hospital Boards of Directors with eight (8) independent Directors coming from each organization (TSH and RVHS). Comparisons and a description of the changes will be available at the Special Meeting.
Other Information:

Also distributed with this Notice is a copy of the Preferred Integration Plan, Leading for Patients, which is the key planning document that was approved by the two hospital Boards and the Central East Local Health Integration Network (Central East LHIN). The related report appendices and other information regarding the proposed merger can be found on the internet at: www.leadingforpatients.ca.

Also attached to this Notice is a Memorandum from Robert Biron, President and CEO in which he addresses two important matters: Annual Members within the By-Law, and Community Advisory Council.

Information Session (Optional):

Robert Biron, President and CEO will be available to provide you an overview of the proposed merger, to review the constituting documents, and to respond to your questions at an Information Session:

- **Date:** Saturday March 15, 2014
- **Time:** 1:00 pm to 2:30 pm
- **Location:** The Scarborough Hospital, Birchmount Campus, Stickland Centre 3030 Birchmount Road, Scarborough
MEMORANDUM

To: Members of The Scarborough Hospital corporation
From: Robert Biron, President and CEO
Re: Annual Members and Community Advisory Council of the Proposed Merged Hospital
Date: March 5, 2014

Our Mission: To provide an outstanding care experience that meets the unique needs of each and every patient.

Dear Members:

Over the past 10 months, The Scarborough Hospital (TSH) and Rouge Valley Health System have completed extensive planning, analyses and stakeholder engagement to consider the benefits and risks of a possible merger. The Preferred Integration Plan presented to and approved by the two Hospital Boards and the Central East LHIN in November 2013 recommended the merger of the organizations.

Throughout the engagement process we heard from our community a desire to strengthen the opportunities for the community to participate in the affairs of the Hospital. Essentially, the community wishes to have an effective voice with the Hospital and to strengthen the accountability of the Board with its community. As a result, the constituting documents for the proposed merged hospital reflect substantive changes to achieve those objectives.

The By-Law for the proposed merged hospital is one of the constituting documents that will need to be considered at the Special Meeting of the Members (scheduled as per the attached Notice for March 18, 2014). The By-Law includes provisions, specifically Section 2.02, that relate to the Annual Members rights.

More ways to become an Annual Member

The current TSH By-Law, an individual can become an Annual Member by submitting an application and a fee (currently $20.00).

The proposed By-Law, specifically Section 2.01, for the merged hospital expands the number of ways in which an individual can become an Annual Member, specifically:

1. Submitting an application and a fee (same as the current process);
2. Making a minimum contribution (charitable gift) to the Foundations of the merged hospital. The amount will be consistent with the fee set out in the #1 above.

3. In a similar fashion to the above, Annual Memberships are also available to corporations, partnerships, unincorporated associations and non-for-profit organizations.

4. Being a member of the hospital’s auxiliary or volunteer associations.

5. Individuals who have been designated as “Honorary Members” by the Board of Directors.

Rights of Annual Members significantly expanded

The following table summarizes some of the key rights of the Annual Members, comparing the current TSH By-Law with the proposed merged hospital By-Law (Section 2.02). The current TSH By-Law restricts the Annual Members’ voting rights to limited functions (Section 2.06). The new By-Law extends more rights to the Annual Members.

<table>
<thead>
<tr>
<th>Annual Members’ Rights</th>
<th>Current TSH By-Law</th>
<th>Proposed By-Law for Merged Hospital</th>
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<tbody>
<tr>
<td>Receive notice of and attend all meetings of the Members</td>
<td>Yes</td>
<td>Yes</td>
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<tr>
<td>Participate in the nomination process of elected Directors</td>
<td>Yes, but minimal role</td>
<td>Yes, expanded role</td>
</tr>
<tr>
<td>Nominate Annual Members to the Community Advisory Council</td>
<td>Yes</td>
<td>Yes</td>
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<td>Vote on special resolutions to amend Letters Patent, specifically:</td>
<td></td>
<td></td>
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<tr>
<td>(i) Create a new class of Members</td>
<td>No</td>
<td>Yes</td>
</tr>
<tr>
<td>(ii) Change a condition required for being an Annual Members</td>
<td>No</td>
<td>Yes</td>
</tr>
<tr>
<td>(iii) Remove any rights of the Annual Membership class</td>
<td>No</td>
<td>Yes</td>
</tr>
<tr>
<td>(iv) Change the objects of the hospital</td>
<td>No</td>
<td>Yes</td>
</tr>
<tr>
<td>Vote on the approval of any amalgamation or dissolution of the hospital</td>
<td>No</td>
<td>Yes</td>
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<tr>
<td>Change the Annual Members’ rights set out in the By-Law</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Require a special meeting of the Board to be held to consider a matter pertaining to the activities or affairs of the hospital</td>
<td>No</td>
<td>Yes</td>
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<td>Appointment of the Auditor at the Annual Meeting</td>
<td>Yes</td>
<td>Yes</td>
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<tr>
<td>Election of Board Directors at the Annual Meeting</td>
<td>No</td>
<td>Yes</td>
</tr>
</tbody>
</table>

A new Community Advisory Council

Article 8 of the By-Law embodies a responsibility by the Board to establish and maintain a Community Advisory Council (CAC). The Terms of Reference of this CAC was developed in consultation with the community, including a Roundtable meeting held in February. The Terms of Reference reflect the collective views of the participants and the hospital Boards. It strikes a good balance of having the CAC being connected to the hospital Board to provide advice, but it is also structured to provide some independence in fulfilling their role.