

**SPECIAL MEMBERS' MEETING
FOLLOWING MAY REGULAR KHSC BOARD MEETING**

Monday, May 8, 2023

1840 - 1844

Donald Gordon Centre, 421 Union Street, Conference Room C

1840	1.		Call to Order, Quorum Confirmation, Declaration of Conflict, Agenda Approval 1.1 Call to Order, Quorum Confirmation, Conflict of Interest & Chair's Remarks 1.2 Approval of the Agenda	Thesberg Thesberg
1841	2.	*	Matters Requiring Decision 2.1 Ontario Not-for-Profit Corporations Act – Recommendation from the Board	Thesberg
1844	3.		Date of Next Meeting & Termination 3.1 Date of Next Members' Meeting: Monday, June 19, 2023 – AGM of the Corporation	Thesberg

MEMBERS' MEETING OF THE CORPORATION: MAY 8, 2023

A special meeting of the Members of the Corporation of the Kingston Health Sciences Centre was held at the Donald Gordon Centre, 421 Union Street, in Conference Room C on Monday, May 8, 2023 from 1845 to 1847 hours. As outlined in the Notice of meeting, members were invited to attend in person or by videoconference. The following are the open minutes.

Elected Members Present (voting): Alan Cosford (hybrid), Mélanie-Josée Davidson, Anne Desgagnés, David Fell, Jane Fitzgerald, Emily Leslie, Sherri McCullough, Martha Munezhi, Mona Rahman, Laura Talbot-Allan, Axel Thesberg (Chair) and Sandy Wilson.

Ex-officio Members Present (voting): nil.

Ex-officio Members Present (non-voting): Dr. David Pichora.

Regrets: Dr. Nazanin Alavi, Brent Atkinson, Dr. Mike Fitzpatrick, Jason Hann, Michele Lawford, David Pattenden and Dr. Jane Philpott.

Staff: Rhonda Abson (Recording Secretary) and Tracey Cuddington.

1.0 CALL TO ORDER, QUORUM CONFIRMATION, DECLARATION OF CONFLICT, AGENDA APPROVAL

1.1 Call to Order, Quorum Confirmation, Conflict of Interest & Chair's Remarks

Axel Thesberg called the special Members' meeting to order, confirmed quorum, and invited declarations of conflict. No declarations were recorded. The purpose of today's meeting is to consider a series of resolutions from the Board of Directors relating to transitioning under Ontario's Not-for-Profit Corporations Act.

1.2 Approval of the Agenda

The agenda materials were posted on the portal site on Wednesday, May 3, 2023.

Moved by Sherri McCullough, seconded by Laura Talbot-Allan:

THAT the agenda be approved as circulated.

CARRIED

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2.0 MATTERS REQUIRING DECISION

2.1 Ontario Not-for-Profit Corporations Act – Recommendation from the Board

At the KHSC Board meeting held prior to this meeting, members reviewed the following documents: a) copy of the proposed work plan prepared by BLG listing a number of Board deliverables; b) copy of the operating agreement between KHSC and Kingston General Health and the Religious Hospitallers of St. Joseph of the Hotel Dieu of Kingston; d) current copy of KHSC's Letters Patent; e) proposed Articles of Amendment for KHSC; f) draft KHSC Corporate By-law; g) proposed written resolutions of the Partnership Council.

Moved by Jane Fitzgerald, seconded by Mélanie-Josée Davidson:

WHEREAS:

- A. The Corporation was incorporated as a corporation without share capital under the *Corporations Act* (Ontario) by letters patent of incorporation dated January 27, 2017 (the "Letters Patent").
- B. The *Not-for-Profit Corporations Act, 2010* (Ontario) (the "ONCA") was proclaimed into force on October 19, 2021, and on the 8th day of May 2023, the board of directors of the Corporation (the "Board") approved amendments to certain governance documents, being articles of amendment and by-laws, to conform to ONCA, copies of which have been provided to the members (the "Constituting Documents").
- C. The amendments to the Constituting Documents require approval of the members by special resolution, together with approval of the Partnership Council under the terms of the operating agreement dated March 30, 2017 (the "Operating Agreement"), to be valid.

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Constituting Documents are confirmed, subject to approval by the Partnership Council.
2. the Constituting Documents will take legal effect the date a certificate and articles of amendment are issued under ONCA;
3. any two (2) directors who are officers of the Corporation (the "**Authorized Signatories**") are together authorized and directed to execute and deliver the Constituting Documents and to do all things necessary or desirable to give effect to the Constituting Documents, with such further 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 to the Constituting Documents, without the need for further approval of the Board, the

members, or the Partnership Council, and the executed Constatting Documents shall be conclusive evidence of approval by the Authorized Signatories, and the documents so executed, delivered, and filed are the Constatting Documents authorized by this resolution; and

4. any director or officer of the Corporation is authorized and directed take all steps necessary or desirable to give effect to these resolutions.

CARRIED

3.0 DATE OF NEXT MEETING & TERMINATION

The Chair confirmed that the next meeting of the Members of the Corporation will take place on Monday, June 19, 2023 – the Annual General Meeting of the Corporation.

The meeting terminated at 1847 hours on motion of Sherri McCullough.

Axel Thesberg
Chair