

MINUTES of the 2020 Annual General Meeting (AGM) of the Ontario Pharmacists Association (OPA) held on Thursday, June 11, 2020 from 7:00 p.m. to 8:34 p.m. via Zoom.

1. CALL TO ORDER

At 7:00 p.m., the Chair, Ms. Jen Baker, called the 2020 Annual General Meeting of Members of the Ontario Pharmacists Association to order. She noted that this would be first time in the Association's history to have conducted a virtual AGM.

She thanked HUB International and their insurance partners for sponsoring the technology for the AGM and the Open Forum.

She then noted that there were more than 25 voting members present, as well as by proxy, thus satisfying our quorum requirements, and therefore the meeting was considered duly constituted. She welcomed all members and invited guests to the meeting.

Attendees were reminded that if they were a full voting member, they would have received a unique URL which they would use to vote on motions introduced throughout the meeting as well as the opportunity to ask questions or submit comments during the meeting. Proxies were requested at the time of registration for the AGM and each proxy had been taken into account and be counted towards a vote.

Ms. Baker further advised that the meeting would cover the necessary business items required under the By-law and the Corporations Act. In addition, the meeting provided a state of the profession and Association including all Board resolutions – information about which was sent to all members on May 27th, 2020. She added that she would present highlights of the reports from the Governance and Nominating Committee, the Audit and Finance Committee and the Human Resources and Compensation Committee, all of which were distributed to the membership previously.

She then introduced members to the virtual head table which included herself as Chair, Mr. Justin Bates, as OPA's Chief Executive Officer and Secretary to the Board. Also, in attendance and available for consultation or questions during the meeting were:

- Mr. Tim Brady, Vice-Chair of the Board
- Mr. Allan Malek, Executive Vice-President and Chief Pharmacy Officer
- Mr. Amedeo Zottola, Chief Financial Officer and Treasurer
- Ms. Ushma Rajdev, Executive Assistant and Recording Secretary
- Ms. Lilliette Davidson, Vice-President, Business Management and Development
- Mr. Bill Northcote, Shibley Righton LLP, Legal Counsel and Parliamentarian
- Mr. Allan Wedsworth and Mr. Lloyd Mogul, McCarney Group LLP

As this was a virtual meeting, attendees were given instructions on how the meeting would work including how to vote on motions and provide comments or ask questions. Ms. Baker added that for each motion, for simplicity, movers and seconders had been identified and secured before the meeting.

2. APPOINTMENT OF SECRETARY

Ushma Rajdev acted as Recording Secretary for the meeting and was appointed as such by way of the following resolution.

UPON MOTION duly made by Eric Morrison seconded by Donnie Edwards and **CARRIED, IT WAS RESOLVED** that: Ushma Rajdev be appointed as Recording Secretary for the meeting.

3. APPROVAL OF MINUTES

The Minutes from the 2019 Annual General Meeting held on June 3, 2019 were approved by way of the following resolution.

UPON MOTION duly made by Deb Saltmarche, seconded by Bryan Gray. **CARRIED, IT WAS RESOLVED** that: the 2019 Annual General Meeting Minutes be approved as circulated.

4. INTRODUCTION OF CURRENT BOARD (2019-2020)

While not all Board of Directors were on the video portion of the meeting, Ms. Baker introduced the current Board of Directors as follows:

- Tim Brady, Vice-Chair and Western Ontario District Representative
- Sean Simpson, CPhA Board Representative
- Mike Cavanagh, Past-Chair
- Hitesh Pandya, Central Ontario – Metro Toronto District Representative
- Farid Wassef, Central Ontario District Representative
- Michael Cheung, Central Ontario District – Metro Toronto District Representative
- Bryan Gray, Northern Ontario District Representative
- Mandip Khela, Hospital Pharmacist Representative
- Deb Saltmarche, OPA Owners Advisory Council Representative (Corporate Caucus)
- Donnie Edwards, Owners Advisory Council Representative (Independent Caucus)
- Annie Greaves, Pharmacy Technician Representative
- Sera Lee, Student Representative, University of Toronto
- Chris Jordan, Director-at-Large, and
- Eric Morrison, Director-at-Large

5. REPORT FROM THE OFFICE OF THE CEO

Mr. Bates was invited to present his Report. Highlights include:

- Continuing the momentum built over the last decade in securing expansion of scope and getting minor ailments over the finish line
- Advocating for improvements and changes to the UIIP
- Successfully getting government to cover the extra copay costs on the 30-day dispensing policy



- Meetings with key Cabinet Ministers and their staff to ensure pharmacy was on their radar and through collaborative discussions, OPA was able to reduce the amount of savings being requested of the pharmacy profession by half
- Secured ongoing participation of the MedsCheck program
- Despite cuts to long-term care pharmacy, discussions continued to assure a longer-term relationship to allow to move forward with negotiations
- Formal communication of compensation models and best practices from other provinces and countries through pre-budget submission
- Reaching a deal, on December 19, 2019, with the government to remove the cap on ordinary commercial terms alongside the introduction of private label generics
- Commenced work with a new government relations firm to strengthen our expertise in public affairs
- Began search, and hired, VP of Business Management and Development
- Revised several organizational policies including the performance review process, anti-harassment and violence policy as well as remote work and dress code policies
- Due to the removal of the mandate for pharmacies to have a subscription to a drug library service, DIRC was no longer able to sustain itself, and we made the very difficult decision to close its doors at the end of 2019
- OPA was early to discussions with respect to the pandemic participating in daily updates from the Ministry Emergency Operations Centre since the beginning of the year
- Developed the Pharmacist's Guide to Pandemic Planning, and we continued to add resources as policies became amended
- With respect to COVID-19, we secured the ability for pharmacists to provide virtual care where necessary such as emergency MedsCheck; extended the emergency child care services policy to include pharmacy professionals; early passage of the private label generics policy to assist with drug shortages; suspended pharmacy audits during the state of emergency; implemented Health Canada exemption for subsection 56 of the Controlled Drugs and Substances Act to allow pharmacists to better care for their most vulnerable patients; and reached a deal with the government to cover the costs of co-pays in pharmacy
- Work continues on the advocacy front aimed at easing the workload for our healthcare colleagues and includes:
 - o The need for financial aid to support the significant financial burden pharmacy has experienced due to the acquisition of PPE, subsidizing home delivery or curb-side delivery of medication or adding protective barriers to keep patients and staff safe;
 - o The ability to provide therapeutic substitutions where necessary;
 - o The expansion of minor ailments and emergency prescribing;
 - o Advancing the regulatory changes to share patient lab results with their pharmacy; and
 - o Testing – specifically for COVID-19

Following the CEO's presentation, a video montage illustrating pharmacists on the frontline was played for the audience. This was then followed by a moment of silence to recognize the OPA members, friends, and family who had passed away over the past year.

6. REPORTS FROM AUDIT AND FINANCE, HUMAN RESOURCES AND COMPENSATION, AND GOVERNANCE AND NOMINATING COMMITTEES

Noting that the Financial Statements had previously been circulated Ms. Baker added that she was pleased to report that the auditors had once again presented the Association with an unqualified audit report. Accordingly, in addition to the Board Committee Reports, the proposal was to waive the reading of the independent auditor's report.

UPON MOTION duly made by Hitesh Pandya seconded by Chris Jordan and **CARRIED, IT WAS RESOLVED** that: the reading of the independent auditors' report be waived and that it be accepted as pre-distributed.

Attendees were then provided with the highlights of the Audit and Finance Committee Report. It was noted that the Committee presented the Board of Directors with a near break-even budget expecting an operating deficit of \$76,422. Actual results for 2019 were as follows:

- A surplus of \$46,240 before results of discontinued operations of the Drug Information and Resource Centre and a deficit of \$(11,776) afterwards
- The addition of investment income and CEO search expenses enhanced operating results to a surplus of \$177,706
- Discontinued operations relate to the Drug Information and Resource Centre that ceased operating on December 31, 2019, due to regulatory changes and market evolution
- Market adjustments on investments increased the surplus by \$434,653, resulting in a financial statement surplus totaling \$612,359
- Total operating revenue decreased by 4.1 per cent in 2019 compared with the previous year
- Total expenses decreased by 11.3 per cent led by decreases in the areas of salaries and benefits, public and government relations, committees and corporate branding

For the fiscal 2020 budget, the Chair advised that the Board approved an annual budget with a deficit of \$401,890. She advised that the approved deficit represented an investment into Human Resources as the Association moved forward into a new three-year strategic plan, as well as to build strategic partnerships and long-term stability in serving the profession.

UPON MOTION duly made by Hitesh Pandya, seconded by Bryan Gray and **CARRIED, IT WAS RESOLVED** that: the 2019 audited financial statements be accepted as presented.

The Chair called for a motion to re-appoint the McCarney Group LLP as auditors for the Association for the fiscal year 2020.

UPON MOTION duly made by Hitesh Pandya, seconded by Michael Cheung and **CARRIED, IT WAS RESOLVED** that: the McCarney Group LLP be re-appointed as auditors for the Association for the fiscal year 2020.

Human Resources and Compensation Committee and Governance and Nominating Committee Reports

Board Chair Ms. Baker then provided highlights of the two reports which had previously been distributed to the membership.

SPECIAL RESOLUTION AMENDING OPA BY-LAW NO.1, AS SET FORTH IN ATTACHMENT 1

The Chair called for a motion to approve the Special Resolution amending OPA By-Law No.1, as outlined in Attachment 1 which amend the applicable sections and sub-sections of the Bylaw to formally adopt changes to board composition and director terms (i.e. sections and/or subsections of Articles I, V, IX and X).

UPON MOTION duly made by Tim Brady, seconded by Donnie Edwards and **CARRIED**, **IT WAS RESOLVED AS A SPECIAL RESOLUTION** that: OPA By-Law No. 1 be amended as outlined in Attachment 1.

7. MEMBER'S RESOLUTION

The Chair shared that on May 15, 2019, OPA issued a formal call for resolutions to members, with approved submissions to be brought forward to this Annual General Meeting. One Resolution was submitted:

UPON MOTION duly made by Dean Miller, seconded by Darryl Moore: "Be it resolved that OPA formalize a member engagement strategy to enhance the communication and collaboration between pharmacy professionals and the Association".

The Chair then invited Mr. Miller to present and speak to his resolution. Following Mr. Miller's presentation, the Chair called for a vote on the motion. The motion **CARRIED**.

8. THANK YOU TO OUTGOING BOARD MEMBERS

The Chair recognized the following outgoing Board members for their service on the Board and to the profession:

- Mike Cavanagh
- Sera Lee
- Sean Simpson
- Farid Wassef

Ms. Baker then noted that this year, following a rigorous search process, there was an addition of a Director-at-Large to the Board. Ms. Candace Chartier comes with a breadth of experience and passion in the healthcare industry, most notably within the long-term care sector and has served on numerous advisory, implementation and operational committees at the provincial, regional and local levels.

The Chair further informed the membership of a decision approved by the Board to delay elections for District L as a result of COVID-19.

9. CONFIRMATION OF THE SLATE OF THE BOARD OF DIRECTORS FOR 2020-21

UPON MOTION duly made by Rita Winn, seconded by Mike Cavanagh and **CARRIED, IT WAS RESOLVED** that: the 2020/2021 slate of directors be confirmed as presented.

The following questions were submitted:

“Where can I review the slate of candidates? I would assume them to be satisfactory however I would like to know who they are”.

Ms. Baker advised that the 2020-2021 slate was the same as the 2019-2020 Board except for the retired members (as previously advised) and with the addition of Candace Chartier.

A list of Directors was read out as follows:

- Jen Baker, Chair and Eastern Ontario District Representative
- Tim Brady, Vice-Chair and Western Ontario District Representative
- Hitesh Pandya, Central Ontario – Metro Toronto District Representative
- Michael Cheung, Central Ontario District – Metro Toronto District Representative
- Bryan Gray, Northern Ontario District Representative
- Mandip Khela, Hospital Pharmacist Representative
- Deb Saltmarche, CPhA Representative
- Donnie Edwards, Director-at-Large
- Annie Greaves, Director-at-Large
- Candace Chartier, Director-at-Large
- Chris Jordan, Director-at-Large, and
- Eric Morrison, Director-at-Large

“What is the rationale for eliminating the student position and past chair?” Ms. Baker explained that the student position was eliminated per the by-law changes introduced the previous year and voted on at the previous AGM. This included eliminating the position and role of the past-chair as officer of the Board as we moved to a new governance model.

“Where is district L?” Ms. Baker advised District L was Central Ontario (Postal Code L).

Mr. Bates advised that questions were also being submitted that were related to past motions that have already been approved, many of which were financial in nature and would be addressed at the beginning of the Open Forum.

10. NEW BUSINESS

The Chair opened the floor to questions from the membership, reminding members that the Open Forum will take place immediately upon adjournment of this AGM, and which is open to all to bring forward any questions or concerns.

There was a question whether Ms. Saltmarche would be considered a new member on the Board. Ms. Baker advised that Ms. Saltmarche's role as Director-at-Large expired when she assumed her new role as CPhA Representative but was essentially transitioning to a new position and had not left the Board.

Another question received was regarding the large deficit and related to the 2020 budget. Mr. Bates advised that he would deal with the question offline and on an individual basis.

11. ADJOURNMENT

There being no further business, the Chair acknowledged the Association's 2019 Corporate Partners and Education Program Partners for their support.

UPON MOTION duly made by Michael Cheung seconded by Deb Saltmarche and **CARRIED, IT WAS RESOLVED** that: the 2020 Annual General Meeting of the Ontario Pharmacists Association be adjourned at 8:34 p.m.

Jen Baker
Chair of the Meeting

Ushma Rajdev
Secretary of the Meeting



ONTARIO
PHARMACISTS
ASSOCIATION

SCHEDULE A

I, Jen Baker, of the town of Enterprise, in the Province of Ontario, Chair of Ontario Pharmacists Association, hereby certify that notice of the time and place of the Annual General Meeting reflected by the foregoing minutes was delivered to each member of the Corporation in accordance with the by-laws of the Corporation.

WITNESS my hand under the corporate seal of the Corporation the 11th day of June 2020.

Name: Jen Baker
Title: Chair