

**Trillium Health Partners
Board of Directors Special Meeting Minutes
Wednesday, May 22, 2024**

VIA ELECTRONIC MEANS

In Attendance:

Elected Directors	Ms. Christine Magee (Chair); Mr. David Allgood; Mr. Adam Burke; Mr. Mark Cummings; Ms. Michele Darling; Mr. Howard Eng; Mr. Kevin Johnson Dr. Mohamed Lachemi; Mr. Michael Latimer; Ms. Jennifer Lee; Ms. Joan Mohammed; Mr. Carmine Nigro; Mr. Gregory Smith; and Ms. Melanie Steiner
Ex-Officio Directors	Ms. Karli Farrow; Dr. Joan Murphy; Ms. Terri Irwin; Dr. Indraneel Ghosh; and Dr. Sujata Sikka; Dr. Patricia Houston; and Mr. Paul Sabourin
Senior Management	Dr. Amir Ginzburg; Mr. Scott Jarrett; Dr. Dante Morra; Ms. Nicole Vaz; Ms. Carol Vinette-Hancharyk; and Ms. Caroline Riseboro
Resource	Ms. Paula Di Turi

Special Resolution: Elected Directors

Rehabilitative Services Integration: Next Steps

As recommended by the Priorities and Planning Committee (the "Committee") on May 16, 2024, management brought forward the briefing note regarding the lease between Trillium Health Partners ("THP") and University Health Network's [REDACTED]

[REDACTED] (the "Lease"), for approval of the Recommended Motion.

[REDACTED] Given the time sensitivity, management sought Board of Director ("Board") approval to execute the Lease on the recommendation of the Committee, in advance of the next scheduled Board meeting on June 6, 2024. The Lease shall be conditional on receiving MOH and OH approval on prior to occupancy.

To ensure continuity of THP's business, on May 17, 2024, voting directors of the Board were presented with an *electronic written resolution* for approval on the Recommended Motion as outlined in the briefing note.

No conflicts were declared and no questions were raised regarding the Recommended Motion.

WHEREAS,

1. Trillium Health Partners ("THP") has been provided with an opportunity to lease [REDACTED] within University Health Network's ("UHN") [REDACTED] (the "Initiative").
2. [REDACTED] THP must seek the approval of the Ministry of Health ("MOH") and Ontario Health ("OH"), as required by section 4 of the *Public Hospitals Act*.
3. THP's Board of Directors ("Board") have been provided with a summary of key lease terms (the "Key Lease Terms") with UHN that set out the terms and conditions on which THP will lease space within UHN [REDACTED] for the purposes of the Initiative.

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[REDACTED]

MOVED unanimously by electronic written resolution on May 22, 2024, the Priorities and Planning Committee recommends to the Board that,

1. It approve of THP pursuing the Initiative as described in the Briefing Note.
2. It authorize and approve THP to execute and deliver such documents and take all such steps as are reasonably required for THP to commence, and carry on, the Initiative substantially as described in the Briefing Note, including but not limited to:
 - a. Entering into a lease (the "Lease") with UHN for required space at UHN [REDACTED] on terms that are substantially similar to Key Lease Terms, and
 - b. Seeking such approvals from the MOH and OH as are required for THP to lease and use space at UHN [REDACTED] as a hospital site ("Required Approvals").
3. Any two directors of THP are together authorized and directed, for and on behalf of THP, to execute and deliver the Lease, with such amendments as they may deem necessary or advisable, without the need for further approval of the Board.
4. Any officer or director of THP is authorized and directed, for and on behalf of THP, to take all steps and to execute under the corporate seal of THP or otherwise, and to deliver all such agreements, documents, certificates or other instruments as may be necessary or desirable to (i) complete the Lease arrangement, (ii) obtain the Required Approvals, or (iii) to otherwise carry out the Initiative and give effect to the resolutions described above.

CARRIED

Christine Magee, Chair

Karli Farrow, Secretary