<table>
<thead>
<tr>
<th>Time</th>
<th>Topic</th>
<th>Presenter</th>
</tr>
</thead>
<tbody>
<tr>
<td>8:15 am – 8:25 am</td>
<td>Welcome</td>
<td>Cindy Heinz</td>
</tr>
<tr>
<td>8:25 am – 8:45 am</td>
<td>Integration Survey</td>
<td>Cathi Mietkiewicz</td>
</tr>
<tr>
<td>8:45 am – 9:15 am</td>
<td>Labour and Professional Staff Implications</td>
<td>Brian Smeenk</td>
</tr>
<tr>
<td>9:15 am – 9:45 am</td>
<td>Governance Issues</td>
<td>Elaine Todres – President of Todres Leadership Counsel</td>
</tr>
<tr>
<td>9:45 am – 10:15 am</td>
<td>Approvals, Consultation Requirements and Financial Matters</td>
<td>Lynne Golding</td>
</tr>
<tr>
<td>10:15 am – 10:30 am</td>
<td>Break</td>
<td></td>
</tr>
<tr>
<td>10:30 am – 11:00 am</td>
<td>Freedom of Information and Protection of Privacy Act Issues</td>
<td>Daniel Fabiano and Laurie Turner</td>
</tr>
<tr>
<td>11:00 am – 11:30 am</td>
<td>Lessons Learned based on the Credit Valley Hospital – Trillium Health Centre Amalgamation</td>
<td>Michelle DiEmanuele, President and CEO of Credit Valley Hospital</td>
</tr>
<tr>
<td>11:30 am – 12:00 am</td>
<td>An Integration Framework</td>
<td>Elaine Todres and Lynne Golding</td>
</tr>
</tbody>
</table>
Local Health System Integration Act, 2006

Purpose

To provide for an integrated health system to improve the health of Ontarians through:

- better access to high quality health services
- co-ordinated health care in local health systems and across the province
- effective and efficient management of the health system at the local level by local health integration networks
Local Health System Integration Act, 2006

Definition of Health Service Provider

- Public hospitals
- Private hospitals
- Most psychiatric facilities
- University of Ottawa Heart Institute
- Long-Term Care Homes
- Community Care Access Centres
- Certain homecare and community service providers
- Community Health Centres
- Not-for-profit community mental health and addiction providers

Local Health System Integration Act, 2006

Definition of Integration

- to co-ordinate services and interactions between different persons and entities
- to partner with another person or entity in providing services or in operating
- to transfer, merge or amalgamate services, operations, persons or entities
- to start or cease providing services
- to cease to operate or to dissolve or wind up the operations of a person or entity
Local Health System Integration Act, 2006

Types of Integrations

• Voluntary Integrations
  • self initiated by a health service provider under sections 24 and 27

• Facilitated and Negotiated Integrations
  • facilitated and negotiated by a LHIN under section 25
  • sometimes referred to as a Funded Integration

• Required Integrations
  • required by a LHIN under section 26

Our Sample Group

• 10 of 14 LHINS:
  • Erie St. Clair
  • Waterloo Wellington
  • Toronto Central
  • Central East
  • Champlain
  • North Simcoe Muskoka
  • North East
  • Mississauga Halton
  • South West
  • Hamilton Niagara Haldimand Brant

• Based on web postings and responses to our requests
Our Findings – Numbers & Types

<table>
<thead>
<tr>
<th>LHIN</th>
<th>Voluntary (24 &amp; 27)</th>
<th>Facilitated (25)</th>
<th>Required (26)</th>
<th>Unclear</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Erie St. Clair</td>
<td></td>
<td>10</td>
<td></td>
<td></td>
<td>10</td>
</tr>
<tr>
<td>Waterloo Wellington</td>
<td></td>
<td></td>
<td>1</td>
<td></td>
<td>1</td>
</tr>
<tr>
<td>Toronto Central</td>
<td>10</td>
<td>4</td>
<td></td>
<td></td>
<td>14</td>
</tr>
<tr>
<td>Central East</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>4</td>
</tr>
<tr>
<td>Champlain</td>
<td>6</td>
<td>3</td>
<td>1</td>
<td>1</td>
<td>11</td>
</tr>
<tr>
<td>North Simcoe Muskoka</td>
<td>6</td>
<td>2</td>
<td></td>
<td></td>
<td>8</td>
</tr>
<tr>
<td>North East</td>
<td>9</td>
<td></td>
<td></td>
<td></td>
<td>9</td>
</tr>
<tr>
<td>Mississauga Halton</td>
<td>3</td>
<td>15</td>
<td></td>
<td></td>
<td>18</td>
</tr>
<tr>
<td>South West</td>
<td>10</td>
<td>1</td>
<td></td>
<td></td>
<td>11</td>
</tr>
<tr>
<td>Hamilton Niagara Haldimand Brant</td>
<td>1</td>
<td>1</td>
<td>23</td>
<td></td>
<td>25</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>45</strong></td>
<td><strong>39</strong></td>
<td><strong>3</strong></td>
<td><strong>24</strong></td>
<td><strong>111</strong></td>
</tr>
</tbody>
</table>

* Some duplication where an integration involved health service providers in multiple LHINS

Our Findings - Purpose

<table>
<thead>
<tr>
<th>Purpose</th>
<th>Count</th>
</tr>
</thead>
<tbody>
<tr>
<td>To sustain services in the community</td>
<td>5</td>
</tr>
<tr>
<td>To create new administrative competencies/develop administrative competencies</td>
<td>23</td>
</tr>
<tr>
<td>Cost Savings/economic efficiencies</td>
<td>60</td>
</tr>
<tr>
<td>IT Advancement</td>
<td>10</td>
</tr>
<tr>
<td>To improve quality of care</td>
<td>54</td>
</tr>
<tr>
<td>Unclear</td>
<td>13</td>
</tr>
</tbody>
</table>

* There were multiple purposes for some integrations
Our Findings – Affected Function

- Clinical Functions: 60%
- Administrative Functions: 36%
- Not Clear: 4%

Our Findings - Methods

<table>
<thead>
<tr>
<th>Method</th>
<th>Count</th>
</tr>
</thead>
<tbody>
<tr>
<td>Service Coordination</td>
<td>10</td>
</tr>
<tr>
<td>“Partnering” for services or in operating</td>
<td>19</td>
</tr>
<tr>
<td>Transfer services, operations, persons or entities</td>
<td>37</td>
</tr>
<tr>
<td>Merge operations or entities</td>
<td>1</td>
</tr>
<tr>
<td>Amalgamate services, operations, persons or entities</td>
<td>16</td>
</tr>
<tr>
<td>Start or cease providing services</td>
<td>1</td>
</tr>
<tr>
<td>Cease to operate or to dissolve or wind up the operations of a person or entity</td>
<td>0</td>
</tr>
<tr>
<td>Unclear</td>
<td>27</td>
</tr>
</tbody>
</table>
Methods of Integrations – Examples

**Service Coordination**
- Nurses from Toronto Western Hospital and Toronto East General Hospital to serve all long-term care homes in the LHIN (Toronto Central LHIN)
- St. Hilda’s and Central Community Care Access Centre collaborate to deliver the Enhanced Care Program to provide case management and convalescent care services to individuals following hospitalization (Toronto Central LHIN)

**Partnering for Services**
- All Alzheimer’s societies in LHIN to share Director of Development (Hamilton Niagara Haldimand Brant LHIN)
- Muskoka Algonquin Healthcare and Orillia Soldiers’ Memorial Hospital to implement a shared senior management position (Hamilton Niagara Haldimand Brant LHIN)

**Transferring services, operations, persons or entities**
- Inclusion of Bluewater Health as member of Consolidated Health Information Service (CHIS) (Erie St. Clair LHIN)
- Designation of Guelph General Hospital as the lead for the LHIN vascular services program; transfer of all elective vascular services provided in the LHIN to Guelph General Hospital (Waterloo Wellington LHIN)
- Transfer of Homeward’s funding, operations and services to COTA Health (Toronto Central LHIN)

**Merging operations or entities**
- Merger of Alcohol and Drug Treatment Centre and Niagara Alcohol and Drug Addiction Services to provide integrated mental health services (Hamilton Niagara Haldimand Brant LHIN)
Methods of Integrations – Examples

Amalgamating services, operations, persons or entities

- Sandwich Community Health Centre Inc. and The Phoenix Wholistic Health Centre amalgamate for better coordination of service delivery, to improve outcomes, to optimize capital (etc.) (Erie St. Clair LHIN)

- Brain Injury Association of Chatham-Kent and Sarnia Lambton Stroke Recovery Association amalgamate to form new amalgamated organization for better coordination of services, enable back office integration and improve chronic disease management (etc.) (Erie St. Clair LHIN)

- Canadian Mental Health Association (Lambton County Branch) and Canadian Mental Health Association (Chatham-Kent Branch) amalgamate to form new single entity to share expertise and resources, provide enhanced services to clients, enhance coordination through shared service models (etc.) (Erie St. Clair LHIN)

Methods of Integrations – Examples

Start or Cease to Provide Services

- Niagara Health System (Fort Erie hospital site) closed its emergency department and all acute care beds, and established new urgent care centre (with monitored observation beds) (Hamilton Niagara Haldimand Brant LHIN)
Our Findings - Sectors

<table>
<thead>
<tr>
<th>Category</th>
<th>Number (Percentage)</th>
</tr>
</thead>
<tbody>
<tr>
<td>No Hospital Involvement</td>
<td>51 (46%)</td>
</tr>
<tr>
<td>Involves one or more Hospitals and one or more non-Hospitals</td>
<td>26 (23%)</td>
</tr>
<tr>
<td>Only Hospitals Involved</td>
<td>31 (28%)</td>
</tr>
<tr>
<td>Unclear</td>
<td>3 (3%)</td>
</tr>
</tbody>
</table>

Conclusions

- Integrations are occurring
- The LHINs are facilitating integrations; based on data available we cannot determine whether facilitated or voluntary integrations form the majority
- Hospitals participation in integrations is not in proportion to their size or the number of health care dollars they receive although hospitals appear to have participated in at least half of the integrations
- LHINS could assist each other and other health service providers by posting all integration decisions and by reporting on them in a uniform manner
Labour, Employment & Physician Issues in Hospital Integrations

Brian P. Smeenk – Fasken Martineau DuMoulin LLP
Labour and Employment Issues

- Physician Issues apart from employment issues
- Public Service Labour Relations Transition Act [PSLRTA]
- Related employer declarations by OLRB
- Sale or Transfer Provisions of Labour Relations Act
- Collective agreement obligations
- Non-union employee severance obligations
- Important recent cases

Public Service Labour Relations Transition Act [PSLRTA] – When?

- Applies to “health services integrations”
- Very broad definition of “integration”:
  - Affects structure or existence of employer
  - Affects provision of programs or services or functions
  - Where employers are health service providers, or
  - Service providers within the sector.
- OLRB discretion to decide if it’s integration, based on:
  - Scope of agreements under which services shared
  - Extent to which hospitals are rationalizing services
  - Extent to which functions being transferred
  - Extent of labour problems that have or could result
Public Service Labour Relations Transition Act [PSLRTA] – What?

• All existing union CAs apply until bargaining rights decided
• This applies even if employees intermingled
• OLRB may:
  • Re-define scope of bargaining unit[s]
  • Add non-union groups to unionized unit
  • Decide which union will represent each group
  • Decide with/without a vote
• Voting rules:
  • If 40%+ of group is non-union, that must be option in vote
  • If non-union < 40%, OLRB discretion re vote options
  • May be vote even if majority is non-union
• Agreement of winning union will apply; unless vote non-union
• Dovetailed seniority required for blended groups
• SEIU and CUPE: right to return to original hospital for 2 / 4 years

Public Service Labour Relations Transition Act [PSLRTA] – How Avoid?

• Can’t avoid if “health service integration” + union groups
• Contracting out work may or may not be an integration
• If integrating non-union + union, keep union < 40%
  • OLRB then has discretion to NOT apply PSLRTA
• Down-sizing is NOT an integration
Related Employer Part of Labour Rel. Act

• OLRB can declare related/single employer if:
  • 2 or more entities
  • Related activities or businesses
  • Common direction or control
    • not necessarily legally related or controlled
  • There is a labour relations purpose for doing so

• Result: union contract applies to related employers
  • Treated as single employer by Union/OLRB
  • Could apply to 2 hospitals
  • Could apply to hospital and supplier/outside agency

Related Employer Part of Labour Rel. Act

• Remedial or preventive measures:
  • Avoid common direction or control operationally
  • Hospital managers manage its employees
  • Other entities manage their own employees
    • Management service contracts OK if carefully crafted
  • Avoid prejudicing union bargaining rights
    • Don’t give union work to non-union entity in union’s geographic scope
    • Can give union work to anyone outside of union’s geographic scope
    • Can give union work to other employer with same union
    • Can contract out in compliance with CA: Wm. Osler vs. CUPE [2009]
Sale of Business Part of Labour Rel. Act

- If sale or transfer of a unionized operation
  - Transferee becomes bound to transferor’s union CA
    - For the scope of that CA
    - Seniority rights of employees must be respected
    - Can result in intermingling of union/non-union work
      - OLRB can then decide union bargaining rights
  - Unions more likely to use PSLRTA if possible
    - OLRB has broader discretion
  - Contracting out not covered by this

Collective agreement obligations

- Required notice to Union
  - SEIU/CUPE/ONA – 5 mo. notice
  - of layoff or elimination of position

- Required consultation with Union
  - SEIU: any restructuring plan which may affect unit
    - Union to be involved as soon as practicable
    - But before decisions finalized and notices of l/o issued
  - CUPE: Redeployment Committee considers after notice
  - ONA: Art. 10.13 – integration principles
    - Art. 10.14 – Local Human Resource Plans can override CA
Collective agreement obligations

• Contracting out – non-nurses
  • Allowed if contractor assumes union agreement
  • Normally take the employees too
  • Question re employees’ rights to stay at hospital
• Otherwise prohibited if layoff results
  • Layoffs can be avoided by:
    • Re-assignments to comparable jobs
    • Retirements
    • Employees accepting severance packages
    • Attrition

Non-Union Employees’ Rights

• Notice of termination or pay in lieu
  • Depending on age, length of service, salary, etc.
  • 1-24 months generally
• No obligation to accept work with new employer
• Duty to mitigate damages, but:
  • No obligation to accept demotion
  • No obligation to accept materially different position
  • Thus arguable claims when circumstances change
  • *The greater the change, the greater the claims*
• Cost this into your business case
• *Issue:* possible gov’t capping of severance packages
Recent Important Cases

- Providence Care Centre (MHS) vs. OPSEU (2010, Nairn)
  - Centralized supply chain management
  - For all sites of merged institution
  - Work was moved to Hosp. employees at one site
  - Union losing work argued “contracting out”

  **Decision:**
  - This is NOT contracting out
  - Even though grieving union lost jobs
  - B/c no transfer of work to 3rd party

- Ottawa Fertility Centre Inc. vs. ONA (2008, OLRB)
  - **Issue:** what is an “integration” under PLSRTA?
  - Hospital terminated fertility clinic
  - **OFC** = independent health facility - started by same MDs
  - No transaction between Hosp. and OFC
  - OFC hired mix of Hosp. and other staff – all as new hires
  - Hosp. severed all redundant staff

  **Decision:**
  - this is “integration” – broad definition
  - PLSRTA found to cover any employer who:
    - Primary function is services to the health care sector
    - Even if privately owned
    - Where work is transferred
  - OLRB should exercise discretion to apply PLSRTA
Recent Important Cases

- Pembroke Regional Hospital vs. CUPE (2009, R. Brown)
  - Transfer of lab work from 16 hosp. to central EORLA
  - 39 Pembroke e’ees given notice of transfer to EORLA
  - CUPE claimed “layoff”
  - Hosp. said jobs & same CA continue at EORLA – no layoff

  **Decision:**
  - PSLRTA binds EORLA to CUPE’s CA
  - But does not extinguish rights at Hospital
  - E’ees could **elect** to stay at Hosp. and get “layoff” rights
  - E’ees could **elect** to go to EORLA and no layoff

- Ottawa Hospital vs. CUPE (2009, J. Allen)
  - Same lab consolidation as in Pembroke

  **Decision:**
  - Employees can stay with Hosp. and get layoff rights
  - Employees need not elect
  - If employees move, the CA goes with them
  - Employees are “laid off” regardless of whether go to EORLA
  - No decision re entitlements of transferring employees
Physician Issues

- Employed physicians may be hired by new employer
- Severance rights may apply re former employer
- Re those with privileges:
  - Decide on privileges status at prior/new hospital
  - Generally privileges will follow the work
  - May have privileges at both hospitals [active vs. courtesy]
- Rights under Public Hospitals Act and Hosp. Bylaws
  - MAC recommends to Hosp. board
  - Right to hearing before Hosp. board
  - Right to appeal to HPARB
  - Including decision substantially altering privileges
    - What does this mean???

Brian P. Smeenk
Partner
416 868 3438
bsmeenk@fasken.com
WHY INTEGRATION

- Ministers of Health of all stripes have been calling for integration for decades
- Costs rising more quickly than productivity
- Chronic disease emerging as huge cost driver
- Fragmented care – particularly at transition points from one part of the system to another and particularly for those with chronic disease and co-morbidities
- Increasingly sophisticated and demanding consumers
- Huge push on need for public reporting
- Backdrop of public vs private (most delivery is private) and for-profit vs. non-profit
- All LHINs are facilitating discussions about integration
- Some people perceive board action to be an urgent matter— if they want the board to lead the determination of their hospital’s future integration
- No one organization or sector alone can create the continuum of services people need
WHY INTEGRATION

• LHIN expectations about outcomes as contained in the ACT make plain the Government’s objectives regarding integration
  • Improved access and quality of care
  • Coordinated healthcare
  • Improved navigation through the continuum of care
  • Effective and efficient service delivery
  • Alignment with the integrated heath plan
  • A consideration of the public interest

WHY INTEGRATION

• The Government also lays out a set of principles to guide decision-making processes that stress inclusivity, diversity, public accountability, transparency and innovation
• “Seen it and heard it before”

BUT
THE INTEGRATION CONTINUUM

• We have a long list of integration examples that are being viewed now
• Types of Integration

COOPERATION  COORDINATION “virtual”  STRATEGIC ALLIANCE  MERGER

ANOTHER TYPOLOGY OF INTEGRATION

• Virtual integration (Networks of providers delivering care to common population with separate governance and management structures)
  • Similar to cooperation and coordination

• Within the category of mergers:
  • Vertical Integration (under one governance and management structure)
  • Horizontal Integration (cooperation/collaboration between providers at same level)

• Within the category of strategic alliances
  • Functional Integration (key support functions are coordinated across operating units)
  • Clinical (clinical services under one umbrella - - tends to be disease specific)
ANOTHER TYPOLOGY OF INTEGRATION

• Integration as a Hub and Spoke Model
  – Some forms of integration do not require major governance construct changes
  – Are part of the continuum of Strategic Alliances
    • York Region Community Hub Model
    • School districts talking about community hub models
    • Central West LHIN talking about “hub and spoke” models
      – Convergence around services required by clients/patients

WHAT DOES INTEGRATION LOOK LIKE

<table>
<thead>
<tr>
<th>TYPE</th>
<th>EXAMPLES</th>
<th>CHARACTERISTICS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cooperation</td>
<td>LHIN pays for hospital nurses to attend at long-term care homes to monitor residents being treated intravenously</td>
<td>- The most basic form of partnership with minimal change in governance and management thinking, with the lowest impact on the organization</td>
</tr>
</tbody>
</table>
### WHAT DOES INTEGRATION LOOK LIKE

<table>
<thead>
<tr>
<th>TYPE</th>
<th>EXAMPLES</th>
<th>CHARACTERISTICS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Coordination</td>
<td>Funded integration Mental Health and Addictions Coordinated Access:</td>
<td>- Requires greater change in board and management thinking and acceleration of</td>
</tr>
<tr>
<td></td>
<td>• Coordinated Access to Toronto Mental Health and Addictions Supportive Housing (CASH)</td>
<td>partnerships is determined by the senior leadership teams</td>
</tr>
<tr>
<td></td>
<td>• Toronto Community Addictions Team (TCAT): TCAT coordinates access to a range of services for people with addictions who are frequent ED users. 74 per cent drop in ER visits.</td>
<td>- sometimes LHIN inspired and funded</td>
</tr>
<tr>
<td></td>
<td>• Ontario Common Assessment of Need (OCAN)</td>
<td></td>
</tr>
</tbody>
</table>

### Strategic Alliance

1. Shared services
   - Back room integration
   - SIMS Partnership
   - Plexxus
   - LHIN Collaborative - LHINC
   - LHIN Shared Services Office – LSSO

2. Geographic/Neighborhood
   - Consolidation of mental health associations within a LHIN catchment

- Much more advanced form of partnership requiring significant change in governance and management thinking
- Great deal of collaboration between organizations
- Emphasis on change management
- Reliance on MOUs and Service Level Agreements
- Governance is usually representative in nature
WHAT DOES INTEGRATION LOOK LIKE

<table>
<thead>
<tr>
<th>TYPE</th>
<th>EXAMPLES</th>
<th>CHARACTERISTICS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Strategic Alliance</td>
<td>3. Population Based</td>
<td>- Much more advanced form of partnership requiring significant change in governance and management thinking</td>
</tr>
<tr>
<td></td>
<td>- West Park Healthcare Vent Strategy</td>
<td>- Great deal of collaboration between organizations</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Emphasis on change management</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Reliance on MOUs and Service Level Agreements</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Governance is usually representative in nature</td>
</tr>
</tbody>
</table>

IT’S ALL ABOUT A JOURNEY

- INTEGRATION CONTINUUM
- GOVERNANCE CONTINUUM
- CAPACITY DEVELOPMENT CONTINUUM
SUCCESS FACTORS

• Comprehensiveness
• Previous experience with some form of complex integration- i.e. strategic alliances, clinical integrations
• Patient focus
• Experience with interprofessional teams- speaks to culture
• Degree of standardization
• Measurement
• Investment in IT
• Culture
• Leadership
• Governance

GOVERNANCE REDUX

• Strong governance with decision making authority
• Whatever the mechanisms, the model must promote coordination, align financial incentives, minimize and assign liability for remaining risk and have clear accountabilities
• Seasoned board members and experienced management staff were cited as critical to success
• Hindrances cited include poorly designed structure, competitive system of governance, or too many management levels
GOVERNANCE ISSUES

- What is the strategic role the Board plays in outlining the parameters of potential integration efforts, especially strategic alliances and mergers?
- When and where should Boards be involved?
- What processes does the Board wish to use?
- Once there is general approval, what sort of new governance arrangement is desirable?
- What lessons can be learned about critical success factors?

MODELS OF GOVERNANCE FOR NEWCO

3 Models of integrated health care governance

1. Separating organizations, merging into one single incorporated body which delivers all services on behalf of the original organizations.
2. Collaboration and funding where organizations have a common business overlap, funds and control in that specific area move to a separate incorporated structure which delivers services to the specified population.
3. Collaboration, no funding where organizations formally commit to a common governance arrangement within their business overlap across a geographical area, but otherwise maintain separate and independent governance and funding.
Approvals, Consultation Requirements and Financial Matters

Lynne Golding – Fasken Martineau DuMoulin LLP

Outline

Approvals and Consultation Requirements
  • LHIN
  • Government
  • Other Third Parties

Financial Matters
  • Funding
  • Expenses
  • Procurement
Voluntary Integration – LHIN “Approvals”

If the integration relates to services that are not funded by the LHIN:

No notice to or consent required from the LHIN

Voluntary Integration – LHIN “Approvals”

If the integration relates to services that are funded by the LHIN:

The LHIN must be notified and is provided with an opportunity to issue a decision [or disapprove it]

In that case, the integration can only proceed if:
(a) the LHIN has not indicated within 60 days of that notice that it proposes to issue a decision in respect of the integration; or
(b) the LHIN has indicated that it proposes to issue a decision in respect of the integration but does not do so within the requisite period of time
LHIN can only object to voluntary integration if it determines that the integration is not in the Public Interest.

Public Interest - Erie St Clair

To determine if an integration is in the public interest consider how the integration would impact:

- patient/client care and on the population of the LHIN in terms of such things as access, choice, quality, timeliness, continuity and coordination of services, and health outcomes
- achievement of the goals of the Integrated Health Service Plan, provincial strategic plan, or the provider’s strategic plan
- specific subpopulations, diverse communities and any vulnerable populations in the LHIN
- labour and employment relations
- health service providers and other entities in terms of such things as capacity, services provided, continuity and coordination of services, population(s) served, and governance
- use of resources and health system sustainability
- relationships, collaboration and partnerships
Public Interest - Erie St Clair

• Does the proposed integration:
  • Promote appropriate, coordinated, effective and efficient health services
  • Promote better access to high quality health services
  • Achieve quality improvements in clinical outcomes, health service delivery, and/or system performance
  • Support patient and consumer centred health care
  • Promote efficient and effective management of local health system to ensure sustainability
  • Ensure value for money

Obtaining Input for Decision on Voluntary Integration

• LHIN proposed decision required to be made available to the parties and the public
• Anyone can make a written submission within 30 days
• If the proposed decision results in a change to the LHIN’s integrated health service plan or the LHIN’s priorities, more extensive consultations may be required
Other (Non-Voluntary) Integrations - Decisions

LHIN can make a decision requiring a health service provider to:

- provide a service or to cease to provide a service
- provide a service to a certain level, quantity or extent
- transfer all or part of a service from one location to another or to another person
- carry out another type of integration that is prescribed
- do anything or refrain from doing anything necessary for the health service providers to achieve the integration contemplated to be so effected

There are some limitations on this

An integration decision must set out,

(a) the purpose and nature of the integration
(b) the parties to the decision
(c) the actions required to be taken and time periods
(d) the requirement to develop a human resources adjustment plan
(e) the effective date
(f) any other relevant matter
Other (Non-Voluntary) Integrations - Consultation

- LHIN proposed decision required to be made available to the parties and the public
- Anyone can make a written submission within 30 days
- If the proposed decision results in a change to the LHIN’s integrated health service plan or the LHIN’s priorities, more extensive consultations may be required

Steps in Issuing an Integration Decision

<table>
<thead>
<tr>
<th>Circumstances of Integration</th>
<th>Integration Decision by ESC LHIN Requirements</th>
<th>Step 1: Preliminary Integration Decision made public by Erie St. Clair LHIN</th>
<th>Step 2: Period of Written Submissions (30 days minimum)</th>
<th>Step 3: Impact of Written Input on Integration Decision</th>
</tr>
</thead>
<tbody>
<tr>
<td>Voluntary Integration</td>
<td>Optional if LHIN supports, required if LHIN wants to deny proposed voluntary integration</td>
<td>If denied, yes</td>
<td>Required by law if LHIN proposes to deny integration or parts of it</td>
<td>LHIN may confirm, amend, or discontinue integration decision</td>
</tr>
<tr>
<td>Facilitated Integration</td>
<td>Required by Law and issued</td>
<td>No</td>
<td>Optional at LHIN’s discretion</td>
<td>LHIN may confirm, amend, or discontinue integration decision</td>
</tr>
<tr>
<td>Required Integration</td>
<td>Required by law and issued</td>
<td>Yes</td>
<td>Required by Law</td>
<td>LHIN may confirm, amend, or discontinue integration decision</td>
</tr>
<tr>
<td>Funding Integration</td>
<td>Optional at LHIN’s discretion</td>
<td>No</td>
<td>Optional at LHIN’s discretion</td>
<td>LHIN may confirm, amend, or discontinue integration decision</td>
</tr>
</tbody>
</table>

*From Erie St Clair website*
Process of the LHIN for Integration Decisions

*From Erie St. Clair website

Government Approvals

- Public Hospitals Act
- Long-Term Care Homes Act
- Miscellaneous
Public Hospitals Act

Section 4(1)
No application to incorporate a hospital or amalgamate two or more hospitals under a private Act or to amend a private Act in respect of a hospital shall be proceeded with until the application has first received the approval of the Minister.

Section 4(4)
No land, building or other premises or place or any part thereof acquired or used for the purposes of a hospital shall be sold, leased, mortgaged or otherwise disposed of without the approval of the Minister.

Public Hospitals Act

Section 4(2)
No institution, building or other premises or place shall be operated or used for the purposes of a hospital unless the Minister has approved the operation or use of the premises or place for that purpose.

Section 4(3)
No additional building or facilities shall be added to a hospital until the plans therefor have been approved by the Minister.
Public Hospitals Act

Section 6
• A hospital that received a direction of the Health Services Restructuring Commission must comply with it
• The Minister may amend such a direction if the Minister considers it in the public interest to do so
• An integration decision as defined in section 2 of the *Local Health System Integration Act 2006* or a Minister’s order made under section 28 of that Act prevails over an HSRC direction

Long-Term Care Homes Act

Sections 105 and 106
• A licence, or beds under a licence, may not be transferred except by the Director
• A transfer that results in a change of the location specified in the licence, including a change of location of beds, may only be made following a determination by the Minister
• A licence or beds may not be transferred unless the public has been consulted
• The Director shall ensure that arrangements are made for any person to make written representations, and that at least one public meeting is held where any person may make oral representations
Miscellaneous Licences

• Special Licences including:
  • Pharmacy
  • Lab
  • DI Equipment
  • Elevator
  • Security re two way radios
  • Nuclear Medicine
  • Waste generation
  • Technical Standards and Safety Authority
  • Others as applicable

Third Party Consents

• Landlords
• Lenders
• Contracting Parties
• Grantors
• If an amalgamation: Public Guardian and Trustee and Companies Branch
• Insurers
• Affiliated universities
• Others as applicable
Financial Matters

- Funding
- Costs
- Procurement
- Consultants

Funding

General Rule: $ follow the patients

- If program transferred funds get transferred
- Challenge is knowing which funds get transferred
Costs to Complete an Integration

Depending on the integration:
• The costs can be substantial
• LHIN may provide some funding
• Consider how much can be done with internal resources and where external resources are required

Examples:
• Facilitators
• Financial analysts
• Auditors
• Lawyers
• Program reviewers

BPS Accountability Act

• Introduces new restraints on the use of lobbyists
• Introduces new reporting requirements for expenses and new procurement rules for hospitals
• Extends application of Freedom of Information and Protection of Privacy Act
Definition

“Consultant” means a person or entity that under an agreement, other than an employment agreement, provides expert or strategic advice and related services for consideration and decision-making.

Section 6

• Every hospital shall prepare reports concerning the use of consultants by the hospital that are approved in the case of a public hospital by the hospital’s board;

• The Minister may issue directives to hospitals respecting the reports, including with respect to,
  • the information to be included
  • the form of the reports
  • to whom they should be delivered (in addition to the LHIN)
BPSAA - Consultants

Expenses Directive

- Consultants must comply with expense policies/rules of the hospital
- Cannot be reimbursed for hospitality, incidental or food expenses
- Reimbursement for allowable expenses can be claimed and reimbursed only when the contract specifically provides for it

BPSAA - Procurement - Directives

Section 12

The Management Board of Cabinet may issue directives governing the procurement of goods and services by designated broader public sector organizations
BPSAA - Procurement of Consulting Services

Organizations must competitively procure consulting services irrespective of value. The exemptions must be in accordance with the applicable trade agreements.

### Consulting Services

<table>
<thead>
<tr>
<th>Total Procurement Value</th>
<th>Means of Procurement</th>
<th>Required/Recommended</th>
</tr>
</thead>
<tbody>
<tr>
<td>$0 up to but not including $100,000</td>
<td>Invitation or open competitive process</td>
<td>Recommended</td>
</tr>
<tr>
<td>$100,000 or more</td>
<td>Open competitive process</td>
<td>Required</td>
</tr>
</tbody>
</table>

### Procurement Approval Authority Schedule (AAS) for Consulting Services

<table>
<thead>
<tr>
<th>Procurement Method</th>
<th>Procurement Value</th>
<th>Approval Authority</th>
</tr>
</thead>
<tbody>
<tr>
<td>Invitational Competition</td>
<td>$0 up to but not including $100,000</td>
<td>Organization's AAS for goods and non-consulting services</td>
</tr>
<tr>
<td>Open Competitive</td>
<td>Any value</td>
<td>Organization's AAS for goods and non-consulting services</td>
</tr>
<tr>
<td>Non-competitive*</td>
<td>$0 up to but not including $1,000,000</td>
<td>President, CEO or equivalent</td>
</tr>
<tr>
<td></td>
<td>$1,000,000 or more</td>
<td>Board of Directors or equivalent</td>
</tr>
</tbody>
</table>

*Subject to exemptions available in applicable trade agreements
Coffee Break
Expansion of Freedom of Information Legislation to Hospitals

Daniel Fabiano and Laurie Turner
Fasken Martineau DuMoulin LLP

Expansion of FIPPA to Hospitals

January 1, 2012
- Hospitals in Ontario will become subject to the *Freedom of Information and Protection of Privacy Act* (FIPPA)
Purpose of FIPPA

FIPPA has two main purposes:

1. To provide a right of access to information that is under the control of institutions (freedom of information)

2. To protect the privacy of individuals with respect to personal information about themselves that is held by institutions and to provide individuals with a right of access to that information (protection of privacy)

Personal Privacy

Regulation of how hospitals handle personal information occurs through rules related to the:

- collection
- retention
- use
- disclosure
- disposal
- accuracy and correction of personal information
Freedom of Information (Right of Access)

- Generally speaking, every person has a right of access to records that are in the custody or under the control of a hospital.
- What is a “record”? Any record of information however recorded and regardless of physical form or characteristics.
- Correspondence, memorandums, photographs, films, machine-readable records, documentary materials, etc.
- E-mail, handwritten notes or other notations on records included.
- Working copies and drafts of reports and letters are included.
- No obligation to create a record but definition of record includes records that can be produced from an existing machine-readable record.

Limits to Freedom of Information (Right of Access)

- Retroactive only to January 1, 2007.
- Certain records are excluded from FIPPA.
- Certain records are subject to exemptions under FIPPA.
Exemptions

Two types of exemptions under FIPPA

1. **Mandatory Exemption** – *must* refuse access

2. **Discretionary Exemption** – *may* refuse access

Exemptions (Continued)

**Mandatory Exemptions**

1. Third party information
2. Personal information

**Discretionary Exemptions**

Some discretionary exemptions relevant to hospitals include (but are not limited to):

1. Solicitor-client privilege
2. Economic or other interests of the hospital
3. Information published or soon to be published
Exclusions

Hospital Specific Exclusions

1. Ecclesiastical records
2. Records related to the operation of a hospital foundation
3. Administrative records of a member of a regulated health profession that relate to the member’s personal practice
4. Records related to charitable donations to the hospital
5. Records related to the provision of abortion services

Exclusions (Continued)

General Exclusions
Include (among others):

1. Labour relations, employment and privileges matters 
   (Except for: collective / employment / settlement agreements)
2. Research (includes clinical trials) and teaching materials 
   (Except for: subject matter of research, funding amounts, opinions about research or teaching materials)
Scenario 1

In 2010, the owners of an unprofitable not-for-profit long-term care home approached a hospital with a view to having the hospital acquire the home, the licence and the related assets. Discussions ensued, and the hospital was provided with detailed financial information about the home as well as information regarding its patients and employees and correspondence between the home and the Ministry regarding complaints made by family members of residents. The parties signed a typical non-disclosure agreement.

The integration did not occur. A competing long-term care home proposes to issue an FOI request for copies of all documents that were delivered to the hospital by the home.

What access must/can be provided?

Issues

• Date of relevant information
• Importance of record retention policies
• Issues with confidentiality agreements
• Exemption for third party information
• Exemption for personal information
Scenario 2

In determining whether to continue with its orthopaedic program or transfer the program to another hospital, hospital management proposes to hire an independent person to review the program from a quality perspective. The reviewer will have access to all prior reports prepared in respect of the program including reports made to the hospital’s Quality Committee and to its Quality of Care Committee. Following the completion of the report, management proposes to table it with the Quality of Care Committee.

Will the report be subject to an FOI request?

Issues

- Exemption for advice and recommendations
  - except reasons for a decision
- Exclusion for quality of care information
  - prepared under a QCIPA process
- Exemption for confidential quality assessments
Scenario 3

In 2009 an acute care hospital considered amalgamating with a rehab hospital as a means of addressing ALC issues in the acute care hospital. Although management of the two hospitals and one hospital board were quite favourable to the amalgamation, one of the boards, led by a single negative board member, was not.

In the minutes of an in-camera board meeting, that board member set out all the reasons he was opposed to the merger, some of which are likely untrue.

Curious about why the amalgamation was not approved, management of the other hospital proposes to issue an FOI request to obtain access to those in-camera minutes in January 2012.

Will they be successful?

Issues

• No exemption for in camera meetings at a hospital
• Exemption for advice and recommendations
• Exemption for harms to hospital interests
Scenario 4

In 2008, 2 hospitals completed a merger whereby all of the assets of one of the hospitals were transferred to the other. The documents submitted to the LHIN to support the merger predicted great savings in costs, improvements in care and reductions in wait times.

4 years later, the local newspaper is wondering whether the predicted outcomes materialized. It proposes to issue an FOI request on January 1, 2012, asking for records relating to (1) severance payments paid to employees who were dismissed as a result of the merger; (2) any quality improvements since the merger; and (3) wait times after the merger, and any improvement in wait times.

The hospital has no records on quality improvements, but could assemble records on the matter if it expended considerable resources to do so. The hospital has copious records on wait times.

How should the hospital respond?

Issues

• No obligation to create records
  • except for “machine-readable” (e.g. computer data)

• Sufficient detail? Clarify request?

• Concern for volume of information? Narrow request?
  • concern for volume
  • processing fees, estimate of fees, requiring a deposit
Lessons Learned based on the Credit Valley Hospital – Trillium Health Centre Amalgamation

Michelle DiEmanuele - President and CEO of Credit Valley Hospital
THE FRAMEWORK

• Common lessons from respondents:
  • Strategic Plan
    • Opportunity for investigating integration opportunities is cited
  • Some Boards have an policy on “Integration Framework” or “Partnership Policy”
  • A Leader has an idea
    • Usually the CEO
  • Probing discussions with potential partner
    • Experience with that partner along the partnership continuum
      • Shared services
      • Clinical partnerships
THE FRAMEWORK

- Business case developed for each Board
  - Preliminary thoughts
  - Canvassing the feasibility
    - Board chairs
    - MOH/LHIN initial reactions re: appetite
  - Based on environmental soundings, Board-Board chat
  - Board decisions and “motions”
  - LHIN process: all requirements that need to be met
  - Work plan and project steerage
  - Attention needed to be paid to “Culture”

THE FRAMEWORK

In our interviews, the initial idea was narrower than the agreed upon final decisions
  - let’s start with some bolder clinical integrations
  - as discussions ensued, became clearer there was more work to be done

As in most organizational design matters, what really counts is ALIGNMENT of GOALS with structure, processes, leadership and culture
### Phase One: General Preparedness

<table>
<thead>
<tr>
<th>Assessment of Policy Framework</th>
</tr>
</thead>
<tbody>
<tr>
<td>- Is there an existing policy on establishing partnerships?</td>
</tr>
<tr>
<td>- Is there a policy on voluntary integration?</td>
</tr>
<tr>
<td>- Is Integration included in the Strategic Plan?</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Role of Board</th>
<th>CEO</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td>Decision by Board whether required and if so delegated to CEO</td>
</tr>
<tr>
<td></td>
<td>Depends on philosophy of governance</td>
</tr>
</tbody>
</table>

### Embedding Goal of Integration

<table>
<thead>
<tr>
<th>Embedding Goal of Integration</th>
</tr>
</thead>
<tbody>
<tr>
<td>- Strategic Plan</td>
</tr>
<tr>
<td>- Generative Discussions at Board</td>
</tr>
<tr>
<td>- Inclusion in CEO Performance Expectations</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Role of Board</th>
<th>CEO</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td>Materials to be provided by CEO</td>
</tr>
</tbody>
</table>

### Review of Organization’s Experience on Continuum

<table>
<thead>
<tr>
<th>Review of Organization’s Experience on Continuum</th>
</tr>
</thead>
<tbody>
<tr>
<td>- What major strategic alliances have occurred to date</td>
</tr>
<tr>
<td>- Lessons learned</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Role of Board</th>
<th>CEO</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td>Materials to be provided by CEO</td>
</tr>
</tbody>
</table>
### THE FRAMEWORK

<table>
<thead>
<tr>
<th>NEEDS ASSESSMENT</th>
<th>ROLE OF BOARD</th>
<th>CEO</th>
</tr>
</thead>
<tbody>
<tr>
<td>- What are our patients telling us?</td>
<td>Board seeking process</td>
<td>Material provided by CEO</td>
</tr>
<tr>
<td>- What are our stakeholders telling us?</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>READINESS ASSESSMENT</th>
<th>ROLE OF BOARD</th>
<th>CEO</th>
</tr>
</thead>
<tbody>
<tr>
<td>- Clear goals</td>
<td>Board seeking process</td>
<td>Material provided by CEO</td>
</tr>
<tr>
<td>- Supportive culture</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Strong leadership</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Processes</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Structures</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### THE FRAMEWORK

<table>
<thead>
<tr>
<th>MAP OPTIONS</th>
<th>ROLE OF BOARD</th>
<th>CEO</th>
</tr>
</thead>
<tbody>
<tr>
<td>- In both contemplating horizontal and vertical initiatives, who are the possible partners required to achieve the main patient driven goals</td>
<td>Process required by Board</td>
<td>Material provided by CEO</td>
</tr>
</tbody>
</table>
# THE FRAMEWORK

## PHASE TWO: TESTING THE WATERS

<table>
<thead>
<tr>
<th>Explorations</th>
<th>ROLE OF BOARD</th>
<th>CEO</th>
</tr>
</thead>
<tbody>
<tr>
<td>Testing the waters when meeting materiality test:</td>
<td></td>
<td>CEO driven</td>
</tr>
<tr>
<td>- Big enough to discuss with Chair</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Important enough</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Developing a process</td>
<td>Chair and Board to consider next steps</td>
<td>Strong CEO participation</td>
</tr>
<tr>
<td>Developing a case for both boards</td>
<td>Chair and Board</td>
<td>Strong CEO participation</td>
</tr>
</tbody>
</table>

## PHASE THREE:

<table>
<thead>
<tr>
<th>Development of relevant materials</th>
<th>ROLE OF BOARD</th>
<th>CEO</th>
</tr>
</thead>
<tbody>
<tr>
<td>Holding appropriate governance meetings</td>
<td></td>
<td>CEO initiating discussions with Chair, Board if required</td>
</tr>
<tr>
<td>Conversations with LHIN</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Development of approach for community engagement</td>
<td>x</td>
<td>x</td>
</tr>
</tbody>
</table>
### THE FRAMEWORK

<table>
<thead>
<tr>
<th>PHASE FOUR: MEETING THE REQUIREMENTS OF A VOLUNTARY INTEGRATION</th>
<th>ROLE OF BOARD</th>
<th>CEO</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fulfilling all legislatively required steps</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

---

**TODRES LEADERSHIP COUNSEL**

**DRAFT BOARD POLICY ON INTEGRATION**

416-787-5350  elaine@todresleadership.com  todrasleyderleadership.com  77 Avenue Road, Suite 407, Toronto ON M5R 3R8
DRAFT INTEGRATION POLICY

• Purpose
This policy is intended to set out guidelines for establishing and managing major integration efforts between the Hospital and other organizations

• Preamble
The hospital has long understood and is committed to the principle of supporting its patients’ needs by seeking partnerships and integration opportunities that will support the overall mission and vision of the Hospital and promote seamless continuity of care. It is understood that this policy will need to support any prospective policy clarification and direction emanating from our LHIN.

• Definitions
• Cooperation
• Coordination
• Strategic Alliance
  • Shared services (back room)
  • Clinical Integration
  • Formalized hub and spoke model
• Transfer, Merger or Amalgamation

DRAFT INTEGRATION POLICY

• Values of the Hospital
The Hospital has developed a set of values which shape all the efforts at both the Board and staff level. [List them]

Any alliance or merger must respect the values of our organization in terms of selection of appropriate participants, the process to be entertained, and the new governance structure to be established.

Our enduring commitment to transparency requires an open approach to stakeholder and community engagement.
DRAFT INTEGRATION POLICY

• Process Requirements
  i. The Strategic Plan
     The Hospital has acknowledged the importance of integration as one of
     the key goals cited in its Strategic Plan and Hospital's Heal Service Plan
     [Reference the plan]
  ii. Alignment with Hospital’s HSP and LHIN IHSP
     The Hospital acknowledges its health service plan and the integrated
     health service plan of the LHIN and in particular the following [Reference
     appropriate parts]
  iii. Alignment with Management Incentives
     The importance the Hospital places on future integration is reflected in
     the priorities set out in the performance expectations of the CEO
     adopted with our CEO [and members of our senior leadership team].
     [Reference examples if they are enduring; not one year only]

iv. An Assessment of Current Approaches to Integration
     Once every year management will deliver to the Board a report
     describing all major integration efforts which the Hospital is then
     engaged in or pursuing. This assessment shall include:
     • list of parties
     • nature of the relationship
     • stated goals and achievements to date
     • governance or accountability arrangement
     • leadership
     • state of culture
     • key learnings
v. A Needs Assessment
Management will be charged with the responsibility of regularly considering integration as a means of addressing current Hospital needs.

vi. Business Case
Where management determines that a Hospital need can be addressed through an integration that otherwise meets the Hospitals criteria, a business case will be developed.

The business case ought to address:

- Goals and shared vision
- Agreement on the terms of engagement
- Clarity regarding roles and responsibilities
- Relationship to Strategic Plan
- Improvement to quality of care for designated patients
- Efficiency and effectiveness gains
- Senior level commitment to the plan
- The financial impacts and approach
- Costs
- Contemplated new governance structure and implications
- Engagement strategy
- Risk framework
- Approach to implementation
vii. Readiness Assessment
The CEO shall conduct a readiness assessment to assure the CEO and the Board that the organization is fit for the next steps required.

viii. Board Discussion of the Business Case
Where existing by-laws, policies or law require the matter to be presented to the Board or where the Chair otherwise deems it appropriate, the business case will be presented to the Board.

ix. Board to Board Engagement Strategy
Depending on the nature of the integration concept, the Board will approve the approach to be taken with the Board of the other entity.

x. Meeting the LHIN requirements for Voluntary Integration
The Board will ensure that appropriate oversight is given to the processes required by the LHIN.

xi. Implementation
The Board will be advised of the key implementation requirements for a successful integration and the Board will provide strategic oversight of the implementation with a keen eye to governance arrangements and compliance with the business case tests, and the requisites for success.
DRAFT INTEGRATION POLICY

Remember what it is all about:
• It’s about a journey
• It’s about meeting your strategic plan/health service plan
• It’s about meeting the needs of your patients

Questions?

www.fasken.com
BIOGRAPHIES
Daniel Fabiano
Partner

Toronto
Direct Line: 416 868 3364
Facsimile: 416 364 7813
dfabiano@fasken.com
www.fasken.com/daniel-fabiano

Daniel Fabiano is engaged in a broad corporate/commercial practice, with an emphasis on technology, information protection and media.

Daniel advises on services and procurement arrangements, licensing, Internet/e-commerce platforms, share and asset acquisitions and corporate policy matters, including in the technology, health care and public sector context. Daniel drafts and negotiates a wide range of agreements, including services and consulting contracts, joint venture agreements, technology development arrangements and licenses, as well as a variety of agreements for clients in the arts, media and entertainment sector.

Daniel frequently advises individual, corporate and government clients on privacy law (including health privacy law) and on access to information matters at both the federal and provincial level. His recent focus is assisting Ontario hospitals to prepare for the application of the Freedom of Information and Protection of Privacy Act.

Daniel is the editor for the Information Technology & E-Commerce Newsletter, published by the Ontario Bar Association. He is also a contributor to the Laws of .Com E-Business, Privacy & Technology Law Journal.

Representative Experience

- **Synchronica plc acquires iseemedia Inc. and fund-raising**
  Advised Syncronica's nominated adviser and broker, finnCap Limited
- **Open Link acquires dbc SMARTsoftware**
  Advised Open Link Financial, Inc.
- **FCI sells North American-based electrical division to Hubbell for US$360 million**
  Advised FCI S.A.
- **FCI acquires IMPLO Technologies**
  Advised FCI Canada
- **Group DKG acquires An-Cor Industrial Plastics**
  Advised Group DKG Corp.
- **Northland Power completes Jardin d'Eole wind project financing**
  Advised Northland Power Income Fund
- **Group DKG acquires Precisioneering**
  Advised Group DKG Corp.
- **MDS sells diagnostics business to Borealis Infrastructure Management in $1.325 billion transaction**
  Advised MDS Inc.
Starfield Resources closes $1.7 million private placement
Advised Starfield Resources

Murgor Resources completes $6 million private placement
Advised Loewen, Ondaatje, McCutcheon Limited, lead agent for the private placement

Travelzest acquires iTravel2000.com for $51.5 million
Acted for Travelzest plc in Canada

Armistice Resources closes private placement and lists on TSX
Advised Armistice Resources Corp.

GMP Capital Trust completes EdgeStone acquisition for $155.4 million
Advised GMP Capital Trust

Arcelor acquires Dofasco for $5.6 billion
Advised Dofasco Inc.

First Trust/Highland Capital Floating Rate Income Fund II completes $85 million IPO and First Trust/Highland Capital Senior Loan Trust closes related $85 million revolving credit facility
Advised First Trust/Highland Capital Floating Rate Income Fund II

First Trust/Highland Capital Floating Rate Income Fund completes $185 million IPO and closes related $185 million revolving credit facility
Advised First Trust/Highland Capital Floating Rate Income Fund

Canada enters into agreement with Trinidad and Tobago for national oncology programme
Advised Comprehensive Care International Inc. of Toronto

Presentations

- A Freedom of Information Regime For Hospitals? Some Legal Considerations, Conference, Ontario Hospital Association (OHA) and the Governance Centre of Excellence, February 18, 2010
- International Privacy Panel; Developments in Privacy Law in Canada, Speaker, 4th Annual Global Privacy and Data Security Conference, October 29, 2008
- Adverse Event Reporting, Speaker, OHA HealthAchieve 2007, November 5, 2007

Publications

- "Legal Issues Related to Virtualization", OBA Information Technology and Electronic Commerce Section Newsletter, April 2010
- "New Canadian restrictions on extra-jurisdictional data processing: foreign service providers take note", co-author, National Privacy and Access Law, Canadian Bar Association, June 2006
BIOGRAPHY
Daniel Fabiano

- "Approaches to 'Extra-Jurisdictional' Data Transfers in Canadian and European Outsourcing", co-author, Computer und Recht International (CRI), Issue 6, December 2005
- "Broad changes proposed in Ontario's new consumer reporting Amendment Act", Fasken Martineau Alert, June 2005
- "The Role of the Director Today: Do You Really Want This Job?", co-author, Current Litigation Issues seminar, Spring 2004
- "Privacy and Anti-Money Laundering Legislation: Compliance with Client Information Obligations", Canadian Institute Mutual Fund Symposium, Fall 2003

Memberships and Affiliations
- International Technology Law Association
- Information Technology & E-Commerce Section Executive, Ontario Bar Association
- Canadian Bar Association
- Canadian IT Law Association
- Fasken Martineau Student Development Committee
- Fasken Martineau Art Committee

Community Involvement
- Daniel serves on the board of the Tarragon Theatre, a leading Canadian company for the development, creation and encouragement of new theatrical works. He is also the chair of the Tarragon Theatre Young Patrons Committee.
Lynne Golding is the national director of the firm's Health Law Practice group, a group comprised of dozens of lawyers in numerous practice areas providing services to clients in the health sector. A corporate lawyer herself, Lynne provides advice and services to clients regarding contracts and agreements, governance, transaction structuring, financing, regulatory compliance and public policy. Her clients are chiefly but not exclusively in the health industry and include numerous public hospitals as well as clients in the for-profit, not-for profit and charitable sectors.

Clients commend Lynne for her responsiveness in attending to their concerns, her practical advice and her thoroughness. She is results driven allowing clients to easily ascertain the value of the services provided. She generally answers her own phone!

**Representative Experience**

- Ornge purchases aviation assets from CHL for $30 million; enters into $90 million service agreement for helicopter fleet
  Advised Ornge
- Ontario Telemedicine Network incorporates as not-for-profit
  Advised both NORTH Network and Ontario Telemedicine Network
- De-merger of Women's College Hospital and Sunnybrook Health Sciences Centre
  Advised Sunnybrook Health Sciences Centre and Sunnybrook Foundation
- Ontario Air Ambulance System Consolidated under the Operation of Ornge
  Advised Ornge
- Sunnybrook and Women's College Health Sciences Centre Foundation formed
  Advised Sunnybrook & Women's Campaign Foundation (SWCF)
- Hospitals negotiate with private sector partners relating to development and management of nursing homes
  Acted as counsel to four hospitals

**Presentations**

- A Freedom of Information Regime For Hospitals? Some Legal Considerations, Conference, Ontario Hospital Association (OHA) and the Governance Centre of Excellence, February 18, 2010
- Not For Profit Refresher, Lorman Education Services, January 15, 2009
- Standards of Community Engagement: Lessons Learned from Rouge Valley, Ontario Hospital Association Region 4, Annual Meeting and Education Conference, October 2008
BIOGRAPHY
Lynne Golding

- Addressing Patient and Staff Safety Issues in Your Hospital, Hospitals and Foundations Seminar Series, May 14, 2008
- Addressing Health Professional Collaboration and Shortages: The Demographic Issues, facilitator, Northwinds Annual Health Care Forum, February 2008
- Advanced Governance Course, co-facilitator, Ontario Hospital Association, 2007 to Present
- Governance Issues in Accountability Agreements, May 1, 2007
- Walking the Board Tightrope and Balancing Stakeholders Interests, Co-lecturer, 4th Healthcare Governance Conference, Federated Press, October 2006
- Women on Boards - Women's Executive Network Series, September 22, 2006
- Governance Issues relating to Not-For-Profit Corporations, Speaker, WXN Conference, May 2006
- Women on Boards - Women's Executive Network Series, April 27, 2006
- Primary Care Access: The Gateway, Speaker, Gateway Northwind Professional Institute Annual Health Policy Invitational; Panel Moderator, Access to Private Care Paid for by the Individual, February 2006
- Chaoulli and Zeliotis Versus Quebec - The Decision and Its Legal Import, Speaker, Insight Conference; Panel moderator, Timely Access to Health Care in Canada, December 2005
- Timely Access to Health Care in Canada Conference, December 1-2, 2005
- A Shot Across the Bow - The Chaoulli Decision: Possible Implications for Ontario Hospitals, Co-presenter, OHA Health Achieve 2005, October 2005
- Chaoulli v. Quebec, Presenter, Institute for Health Care Financial Managers, September 2005
- WXN Board Workshop, September 22, 2005
- Health Policy Summit, Insight Information, April 18-19, 2005
- Advancing Patients Rights: A Review of Recent Case Law, Panel moderator, Northwinds, Health Care Policy Invitational Forum, April 2005
- Current legal issues in health research, March 3, 2005
- What to Expect in Health Care Reform, Fasken Martineau Strategic Counsel seminar, October 2004
- Promoting Access to Primary Health Care-Lessons Learned from Community Health Centres, Panel moderator, Insight Conference, September 2004
- Preparing for PHIPA and PIPEDA Compliance, Seminar moderator, September 2004
- Governance Issues relating to Not-For-Profit Corporations, Speaker, WXN Conference, September 2004
- Financing Hospital Capital Projects, January 2004
- Ten Lessons for Hospitals Negotiating with the Private Sector, June 2002
The Virtual Patient: Privacy of Medical Information, Fall 2001

Publications

- “Ontario’s New Not-for-Profit Corporations Act”, Charities and Not-for-Profit Bulletin, November 24, 2010
- “Governance Control: Over Regulated Health Professional Colleges”, Health Law in Canada, Volume 30, Number 4, June 2010
- “Bill 46 - Excellent Care for All”, Health Law Bulletin, May 2010
- “Summary of the New Canada Not-for-Profit Corporations Act”, February 2010
- “Good Government Act: Good News for Ontario Charities seeking to generate Ancillary Revenue”, Charity and Health Law Bulletin, January 2010
- “Patient Wait Times: A Benchmark Issue in Health Care, Commentary on Health Services Research”, Co-author, Law and Governance, September 2005
- “A New Face to Medicare”, Co-author, Canadian Health Care Manager, August 2005
- “Legal Constraints on Private Sector Involvement in the Delivery of and Payment for Health Care in Ontario”, April 2005
- “Wait Times: Legal Issues - Patients Rights”, April 2005
- “Accountability and Privacy Issues in Hospital Outsourcing Arrangements”, Health Law and Privacy Alert by Lynne Golding and John P. Beardwood, December 2004
- “Health care reform: What to expect”, by Lynne Golding, October 7, 2004
- “Not-for-Profit and Charities presentation”, by M. Elena Hoffstein and Lynne Golding, October 2004
- “Long-Term Care Strategies for an Aging Population: Right Service, Right Time, Right Place”, Co-author, April 2004
- “Hospitals and Foundations in Transition”, Presentations by George Glover, Lynne Golding and Bryan O’Byrne, January 22, 2004
• "Hospital Governance in a Crisis: Governance of Ontario hospitals during SARS", Co-author, January 2004
• "The Next Step to Privacy Compliance for Hospitals: Implementing the OHA Guidelines", Health Law and Privacy/Security Alert (with Deloitte & Touche), November 2003
• "U.S. Drug Import Bill Has Serious Implications for Canada", Fasken Martineau Alert by Guy Giorno, Lynne Golding, Vincent Routhier and Philippe David, October 2003
• "West Nile Virus in Ontario - Legal Considerations", Fasken Martineau Alert by Richard Swan in conjunction with Rosalind Cooper, Martin Denyes, Lynne Golding, June 2003
• "Private-Public Partnerships: Structuring a Hospital's Business Enterprises", Co-author, Fall 2001

Memberships and Affiliations
• Ontario Bar Association
• Health Law Section of the Ontario Bar Association

Rankings and Awards
• Canadian Legal Lexpert Directory 2010: repeatedly recommended, Charities/Not-for-Profit-Law
Cynthia Heinz is a partner who practises health law within the firm's Business Law Department. Cynthia advises hospitals, hospital foundations, health charities and other community service organizations in the health sector in respect of governance, regulatory compliance, contracts, agreements and transaction structuring. In 2005 she was seconded as General Counsel to Ontario Air Ambulance Services Co. (now known as Ornge). Before focusing her practice on health law she was involved in a broad corporate commercial practice which includes mergers and acquisitions.

Prior to joining the Business Law Department, Cynthia was a member of the firm's Litigation Department. She practised in all areas of civil and corporate commercial litigation, with an emphasis on health law litigation. She was part of the team of lawyers who advised several past and present Regional Medical Directors of the Canadian Red Cross Society before the Royal Commission of Inquiry on the Blood System in Canada, chaired by Mr. Justice Krever. She also has extensive experience in professional disciplinary matters, and assisted in prosecutions before the Discipline Committee of a College regulated under the Regulated Health Professions Act.

Representative Experience

- Ornge Issuer Trust completes $275 million debenture offering
  Advised Ornge Issuer Trust

- Ornge purchases aviation assets from CHL for $30 million; enters into $90 million service agreement for helicopter fleet
  Advised Ornge

- Ornge establishes $175 million term credit facility to acquire aircraft
  Advised Ornge

- Ontario Telemedicine Network incorporates as not-for-profit
  Advised both NORTH Network and Ontario Telemedicine Network

- De-merger of Women's College Hospital and Sunnybrook Health Sciences Centre
  Advised Sunnybrook Health Sciences Centre and Sunnybrook Foundation

- Ontario Air Ambulance System Consolidated under the Operation of Ornge
  Advised Ornge

- Sunnybrook and Women's College Health Sciences Centre Foundation formed
  Advised Sunnybrook & Women's Campaign Foundation (SWCF)

Presentations

- Addressing Patient and Staff Safety Issues in Your Hospital, Hospitals and Foundations Seminar Series, May 14, 2008

BIOGRAPHY
Cynthia I. Heinz

- Adverse Event Reporting, Speaker, OHA HealthAchieve 2007, November 5, 2007
- Introduction to Women on Boards, speaker, Women's Executive Network Forum, October 16, 2007
- Legal Issues Relating to Transportation and Transfer of Care by Ambulances, speaker, Insight's 6th Annual Emergency Care Conference, June 19, 2007
- OHA HealthAchieve 2005, October 31, 2005
- Patients' Rights: The Balancing Act Continues, Chair, Ontario Bar Association

Publications
- "Nurse Practitioners May Soon Admit and Discharge Patients in Hospitals", Health Law Bulletin, May 13, 2011
- "A New Era in Mental Health: Senate Committee Offers Recommendations on Transforming Mental Health, Mental Illness and Addiction Services in Canada", Health Law Bulletin by Cynthia Heinz and Steven Rosenhek, November 2006
- "Patients' right-to-know v. privacy rights of health care providers", Health Law Bulletin by Cynthia L. Heinz, August 2003
- "Special Delivery: Ontario Government to Allow Private Sector Delivery of Diagnostics", Health Law Bulletin by David Rosenbaum, Cynthia Heinz and Jamison Steeve, August 2002
- "Kirby Enters the Fray: Senate Committee Offers Thoughts on Health Care Reform", Health Law Bulletin by Cynthia Heinz, Jamison Steeve and David Rosenbaum, May 2002
- "Government Taking Back Control of Public Hospitals", Author, Hospital News, Date
- "Private-Public Partnerships: Structuring a Hospital's Business Enterprises", Co-Author, presented at Thinking Outside the Box: Latest Opportunities for Hospitals - Insight Conference, Date
- "Professional Responsibility of Occupational Therapists", co-author, The Canadian Institute of Occupational Therapists, Date
"Professional Responsibility of Occupational Therapists", Co-Author, The Canadian Institute of Occupational Therapists

Memberships and Affiliations

- Law Society of Upper Canada

Community Involvement

- Vice Chair, Credit Valley Hospital Board of Directors (Present)
- Chair, Corporate Governance Committee, Credit Valley Hospital (Present, 2003-2006)
- Member, OBA Health Law Executive (Present)
- Member, Board of Governors of Credit Valley Hospital (2001 to Present)
- Member, Planning and Building Committee, Credit Valley Hospital Board of Directors (Present)
- Member, Human Resources Committee, Credit Valley Hospital Board of Directors (Present)
- Former Vice Chair and Member, Audit Committee, Credit Valley Hospital Board of Directors (2005 and 2008)
- Former Member, Performance Monitoring Committee, Credit Valley Hospital Board of Directors (2008)
- Member, Research Ethics Board of University Health Network (2002 to 2007)
Lisa Marcuzzi

Partner

Toronto

Direct Line: 416 865 4535
Facsimile: 415 364 7813
lmarcuzzi@fasken.com
www.fasken.com/lisa-marcuzzi

Lisa Marcuzzi is a partner in the Business Law Section in the firm's Toronto office. She is engaged in a broad corporate/commercial practice with a focus on mergers and acquisitions (cross-border and domestic), private equity, equity/debt financings, and corporate restructurings, as well as general corporate governance related matters.

Lisa has experience working in both the public and private market context. She has acted for companies at various stages of development, including owner-operated businesses, Canadian public companies and multi-national corporations doing business in Canada, providing them with ongoing general corporate and commercial advice. Lisa has also worked with a number of private equity firms and venture capitalists, such as investment bankers, private equity funds, labour sponsored investment funds, industry-specific specialty funds and angel investors, and a number of investee companies in many industries, assisting them with structuring rounds of investments/financing with an aim to maximizing liquidity options for the investors. She has also been involved in the formation of a number of private equity funds. Lisa has acted for both purchasers and vendors in asset and share purchases.

Lisa has provided advice and services in the not-for profit and charities sector regarding governance, regulatory compliance, mandates, policies, contracts and agreements. She works with clients to develop their charters, by-laws, privacy policies, corporate governance policies, donor agreements, naming rights agreements and license agreements.

Lisa is a contributing editor to the Business Law Reports and was a contributing editor to the O'Brien's Encyclopedia of Forms, Canada Law Book's comprehensive reference source for forms, both legal and precedential, and has presented papers and seminars on various corporate and commercial matters and privacy legislation compliance.

Lisa joined Fasken Martineau in 2004 as a partner, having previously been a partner at another national firm.

Representative Experience

- **Ontario Pension Board provides equity financing for South West Detention Centre**
  Counsel to Ontario Pension Board which, together with Forum Equity Partners Inc., provided $100 million equity funding for the South West Detention Centre in Windsor, Ontario

- **Diploma acquires Carsen Medical in cross-border transaction**
  Advised Diploma PLC

- **Windsor-Essex Parkway reaches financial close**
  Advised the lenders and hedge providers

- **Pan-Canadian Investors Committee completes $32 billion ABCP restructuring**
  Advised the Issuer Trustees/Debtors and one of the Sponsors

- **EnviroTower completes private placement of preferred shares with XPV Cleantech Fund**
  Advised XPV Cleantech Fund Limited Partnership
• Travelzest acquires The Cruise Professionals for $13 million
  Advised Travelzest plc

• Group DKG acquires Precisioneering
  Advised Group DKG Corp.

• Consortium including Nautilus Renewables invests in North American renewable energy partnership
  Advised Nautilus Renewables LLC

• Diploma acquires 75% of AMT Vantage Holdings for up to $30 million
  Advised Diploma PLC

• Goodyear sells Engineered Products Division to Carlyle Group for US$1.475 billion
  Advised Goodyear on the Canadian aspects of this transaction

• Shift Networks closes $4 million private placement financing
  Advised Loewen, Ondaatje, McCutcheon Limited

• Travelzest acquires iTavel2000.com for $51.5 million
  Acted for Travelzest plc in Canada

• Cansult merges with AECOM's Maunsell operating company to create Cansult Maunsell
  Advised Cansult

• Park Lawn Company creates income trust
  Advised Park Lawn Company Limited

• Integral Wealth Management completes non-brokered private placement
  Advised Integral Wealth Management Inc.

• GMP Capital Trust completes EdgeStone acquisition for $155.4 million
  Advised GMP Capital Trust

Presentations

• Toronto Fasken Martineau Symposium (1st Edition), Fasken Martineau Institute, April 27, 2011

• Preparing a Company for the Private Equity Investor, Private Equity Group Seminar, March 2, 2010

• Protecting the Client in Exit Strategies, Private Equity Transactions program, Osgoode Professional Development, January 15-16, 2009

• Protecting the Client in Exit Strategies, Private Equity Transactions program, Osgoode Professional Development, October 24-25, 2007

• Key Business Agreement Terms, Law Clerk Forum, Insight Information, January 26, 2007

• Counselling the Emerging Business, Ontario Bar Association, October 27, 2006

• Privacy Presentation, Food & Consumer Products of Canada, 2005

Memberships and Affiliations

• Member, Canadian Bar Association
• Member, Law Society of Upper Canada

Rankings and Awards

• Named a Corporate Lawyer to watch in Lexpert's Guide to the Leading US/Canada Cross-border Corporate Lawyers
• Named as one of Lexpert's 2008 Rising Stars
Cathi Mietkiewicz
Associate

Toronto
Direct Line: 416 868 3469
Facsimile: 416 364 7813
cmietkiewicz@fasken.com
www.fasken.com/cathi-mietkiewicz

Cathi is an associate in the firm’s Business Law Section. Prior to joining the firm, Cathi acquired over ten years experience in health care and regulatory matters. In 2000 she was elected to the Council of the College of Opticians of Ontario and was a member of the Council until 2008. During that time Cathi held a number of committee positions including serving as President from 2002 until 2007. From 2004-2006 Cathi was the Chair of the National Association of Canadian Optician Regulators and the President of the Opticians Council of Canada.

Cathi summered with the firm in 2008 and was seconded to Sunnybrook Health Sciences. She articled with the firm in 2009-2010 and joined the firm as an associate in 2010.

Publications

- "Nurse Practitioners May Soon Admit and Discharge Patients in Hospitals", Health Law Bulletin, May 13, 2011
- "Ontario Court of Appeal Decision May Result in New Mandatory Reporting Requirements For Regulated Health Professionals", Health Law Bulletin, November 19, 2010
- "Former Registered Health Professional Jailed for Civil Contempt", Health Law Bulletin, October 2010
- "Bill 179: A Missed Opportunity for Collaborative Care in Ontario", Health Law in Canada, Volume 30 No.4, June 2010
- "The Ministry of Health Services of British Columbia Announces Changes to Optician and Optometrist Regulations", Health Law Bulletin, April 2010

Memberships and Affiliations

- Alternate Member, Ontario Cancer Research Ethics Board
- Member, Canadian Bar Association
- Member, Ontario Bar Association
- Member, Law Society of Upper Canada
- Member, Ontario Opticians Association
- Member, Opticians Association of Canada

Areas of Practice
Corporate / Commercial
Health

Education
JD, Osgoode Hall Law School at York University, 2009
Certificate, Ophthalmic Dispensing Seneca College of Applied Arts and Technology, 1991

Year of Call
Ontario, 2010

Languages
English
Brian Smeenk is a Toronto partner in the Firm's Labour, Employment & Human Rights Group. Since 1981, Brian's practice has focused on management-side labour and employment law. Brian represents both private sector and public sector employers in all aspects of labour relations and employment law. He appears regularly before tribunals such as arbitration boards, labour relations boards, employment standards adjudicators and human rights boards of inquiry. Brian also acts as counsel in employment-related civil actions, judicial reviews and appeals at all levels.

He has extensive experience in labour negotiations for a wide variety of employers in the private and public sectors. In 1995, he was named to national mediation-arbitration panels chaired by Mr. Justice George Adams to resolve national railroad strikes involving CP Rail and five of its unions.

Brian is the editor-in-chief of Fasken's new weekly bulletin, HR Space, as well as Northern Exposure – Employment Law for US Companies with Operations in Canada, a blog published by HR Hero.com. He was also the editor of Canadian Employment Law For U.S. Companies, published in the US by M. Lee Smith Publishers (1993 to 2001). He has been granted the designation of Certified Human Resources Professional (C.H.R.P.) by the Human Resources Professionals Association of Ontario (HRPAO). He is a past director of HRPAO and past-president of both the Toronto Human Resource Professionals Association and the Toronto Area Industrial Relations Association. He is also a National Board Member for Breakfast for Learning. He also is the firm's primary representative on the North America-wide Employers’ Counsel Network (see www.employerscounsel.net).


Representative Experience

- **Scotiabank completes acquisition of DundeeWealth for $2.3 billion**
  Counsel to DundeeWealth Inc. in its acquisition by Scotiabank

- **Sunnybrook Health Sciences Centre v. Ontario Nurses’ Association, 2009 CanLII 61415 (ON L.A.)**
  Advised Sunnybrook Health Sciences Centre

- **York University renews three-year collective agreement with CUPE and YUSA unions (2008)**
  Represented York University

- **Peel District School Board renews collective agreements with CUPE, OSSTF, ETFO (1986-2004)**
  Represented Peel District School Board

  Advised GlobeGround North America Inc.
• Hassaram v. Ontario (Human Rights Commission), 2005 CanLII 367 (ON S.C.D.C.)
  Counsel for St. Michael's Hospital
• Province of Ontario Legislates end to Teachers’ strikes in Toronto and Simcoe County (2003)
  Advised Office of the Premier and Ministry of Education
• Re Curtis Products Corporation And I.W.A. Canada, Local 500, [2002], 110 L.A.C. (4th) 193
  Counsel for Curtis Products
• Re Sunnybrook And Women’s College Health Sciences Centre and Brewery, General And
  Professional Workers’ Union, 95 L.A.C. (4th) 34
  Counsel for Sunnybrook
  Co-counsel for National Ballet of Canada
  Counsel for Ensign Security
• Canadian Pacific Railway Med-Arb Process (1995, George Adams, Chair): see Canadian
  CP Rail’s nominee on 5 Mediation-Arbitration panels

Recent Presentations
• “Critical Legal Issues in Conducting Workplace Investigations”, 16th Annual Workplace
  Investigations Conference, Federated Press, Toronto, April, 2011
• Workplace Violence and Harassment Laws - Are You In Compliance?, Labour, Employment and
  Human Rights Group Seminar, October 20, 2010
• The Four Elements of a Solid Employment Contract, Webcast, Investment Executive, October
  15, 2010
• Operating in Canada in 2010: What You Need to Know Now Regarding Employment Laws, M.
  Lee Smith Publishers, Audio Conference, April 27, 2010
• 25th Fasken Forum, Labour, Employment, Human Rights, Pensions & Benefits Conference,
  February 12, 2010
• Re-Thinking the Value of Legal Services: Alternate Fee Arrangements, Employers Counsel
  Network, May 1, 2009

Sample Publications
• “The HR Space - Special Bulletin - Workplace Computer Pornography Ruling: Police Need
  Search Warrant; Employer Has Latitude”, Labour, Employment and Human Rights Bulletin,
  March 24, 2011
• “The HR Space: Don't Get Tangled Up in Duct Tape: Lessons For Employers”, Labour,
  Employment and Human Rights Bulletin, June 15, 2010
• "Wage Settlements Across Canada Slow Down — More in Private Sector", Northern Exposure:
  Employment law for U.S. companies with employees in Canada, October 28, 2009
• "The HR Space: Are Dismissed, Disabled Employees Entitled to Both Severance and Disability
  Benefits?", Labour, Employment and Human Rights Bulletin, October 27, 2009
• "Arbitrator, Saskatchewan Court Give Jerk Employee a Perk, Not Work", Northern Exposure:
  Employment law for U.S. companies with employees in Canada, September 1, 2009
• "Ontario's Workplace Violence and Harassment Law Overreaches", Northern Exposure:
  Employment law for U.S. companies with employees in Canada, May 19, 2009
BIOGRAPHY
Brian P. Smeenk

- "Ontario Liberals try too hard with workplace violence bill", Full Comment op-ed, National Post, May 19, 2009
- “Looking Forward: A New Tribunal for Ontario’s Workplaces”, Canadian Bar Association - Ontario submission to the Minister of Labour, March 2001, co-author
- “Submissions Regarding Bill 40 - Labour Law Reform”, Human Resources Professionals Association of Ontario Submission to the Standing Committee on Resources Development, July 1992, co-author
- “Labour Law Considerations in the Revival or Acquisition of a Business After the Appointment of a Trustee in Bankruptcy or Receiver”, Canadian Bar Association-Ontario 1984 Annual Institute on Continuing Legal Education, February 1984, with W. K. Winkler, Q.C.
Resume-Elaine M. Todres

407-77 Avenue Road
Toronto, Ontario
M5R 3R8
T: 416.787.5350
elaine@todresleadership.com

President

Todres Leadership Counsel-Current

Advisory practice specializing in strategic and governance counsel to executive leadership teams. Clients include provincial health care organizations, hospitals, universities, boards, trade associations, government ministries and agencies.

President

The Baycrest Centre Foundation-1997 – 2000

Mandate to lead two-year change process involving Board Governance, creation of an executive committee and provide leadership to the Foundation’s $80 million capital campaign. Staff of 35.

Deputy Solicitor General

Deputy Minister of Correction-1995 – 1997

Chief Executive of Ministry’s 15,600 staff and budget of $1.2 billion with 3 arms’ length agencies. Responsible for Ontario Provincial Police, the Coroner’s Office, the provincial jail system, emergency preparedness, municipal regulation of police. Provided leadership for modernization and integration of criminal justice system. Issues include privatization of jails, outsourcing, race relations.

Deputy Minister

Ministry of Culture, Tourism and Recreation-1993 – 1995
Ministry of Culture and Communications-1991 – 1993

Chief Executive of Ministry’s staff of 1200, budget of $740 million with 26 arms’ length agencies and 3 international offices in London, Paris, and New York. Provided advice to Premier and Cabinet and leadership on development of key industry strategies to ensure economic viability of emerging sectors.

Chair, Civil Service Commission-1988 – 1991

Deputy Minister, Human Resources Secretariat-1987 – 1991

Responsible for administration of Merit Principle in the civil service; Chief Executive for corporate human resources department of 300 serving a workforce of 90,000 during emergence of pension reform, pay equity/employment equity, and workplace harassment legislation.
Education

Ph.D., Political Science, University of Pittsburgh, 1977  
M.A., Political Science, University of Pittsburgh, 1972  
B.A. (Hons.), Political Science and Economics, University of Winnipeg, 1971

Board Directorships

Current

Women's College Hospital Foundation, 2007 – Present
  • Chair of Board from 02007- June 2010  
  • Member, Nominations Committee, Governance Committee, Development Committee  
  • Chair, Executive Committee

Women’s College Hospital, 2003 – June 2010
  • Member of Board

Northern Trust Canada, 2005 - Present
  • Member of Board  
  • Member of Audit Committee  
  • Member of Conduct Review Committee  
  • Chair, Human Resources Committee


Rosterware Inc. April 2009 - Present
  • Member of Board  
  • Honorary Member, Women Entrepreneurs of Canada, 2005-present

Council Member, Jewish Toronto Public Affairs Council, August 2006-present

Previous:

Sunnybrook and Women’s and University of Toronto Centre for Research in Women’s Health
  • Member  1998-2003  
  • Chair  2003-2007

Officer, Canadian Jewish Congress, Ontario Region, 1998-2001

Vice Chair, Canadian Jewish Congress, Ontario Region, 2005

Founding Director, Toronto Housing Corporation, 2001-2004  
Chair, Governance Committee
Board Member, Faculty of Health Administration, University of Toronto

Chair, Centre for Research in Women’s Health, 2003-2005

Vice President, Leadership, International Women's Forum, Canada, 2002

Member, Women’s Health Committee, Sunnybrook and Women’s Hospital Board of Directors, 2002-2004

Board Member, Canadian Technology Transfer Fund, 2002

Vice President, International Women’s Forum, Canada, 2002

Board Member, S.M.I.L.E., 2001

Executive Committee Member, Organization for Rehabilitation and Training, 2001

Board Member, Board to Integrated Justice Canada Incorporated, 2001

Trent University, Advancement Committee, 2001

Chair’s Advisory Council on Research and Women’s Health, 2000

Centennial College, 2000

Officer, Canadian Jewish Congress – Ontario Region, 1998-2001

Board Member, Canadian Tourism Commission, 1995-1996

Board Member, Parks Ontario, 1995-1996
Laurie M. Turner
Associate

Toronto

Direct Line: 416 865 4495
Facsimile: 416 364 7813
laturner@fasken.com
www.fasken.com/laurie-turner

Laurie Turner is an associate at the firm in the Corporate Law Group, and is engaged in a diverse corporate/commercial practice. Laurie is a graduate of Queen's University, Faculty of Law. Prior to law school, she completed her undergraduate studies at the University of Toronto where she received a B.A. Hons. (with distinction) in Criminology, Political Science and Anthropology. From 2005-2006 Laurie was a full-time Executive Research Assistant to the Canada Research Chair in Breast Cancer at Sunnybrook & Women's College Health Sciences Centre. Laurie has also worked as a Research Assistant for Prof. Jurgen Rehm at the Centre for Addiction and Mental Health. Laurie summered with the firm in 2008, and completed her articles with the firm in 2009/2010.

Representative Experience

- **IAMGOLD agrees to sell minority stake in Ghana gold mines for US$667 Million to Gold Fields**
  Counsel to IAMGOLD Corporation in an agreement to sell its 18.9% minority stake in the Tarkwa and Damang gold mines in Ghana to Gold Fields Limited for US$667 million

- **Banro closes $57 million special warrant offering**
  Counsel to the syndicate of investment dealers led by GMP Securities L.P. on Banro Corporation's $57 million special warrant offering

- **Armistice Resources signs definitive option agreement to acquire former Kerr-Addison mine property**
  Counsel to Armistice Resources Corp. on the negotiation of a definitive five-year option agreement for the purchase of up to 100% of the mineral rights of the former Kerr-Addison mine property

- **Westaim completes $264 million acquisition of JEVCO Insurance**
  Advised GMP Securities LP

Publications

- "Rosenhek v. Windsor Regional Hospital: Practical Implications for Hospitals and Physicians", Health Law Bulletin, November 12, 2010

- "Governance Control: Over Regulated Health Professional Colleges", Health Law in Canada, Volume 30, Number 4, June 2010
