

**MINUTES of the 2022 Annual General Meeting (AGM) of the Ontario Pharmacists Association (OPA) held on Thursday, May 12, 2022, from 6:00 p.m. to 7:03 p.m. via Zoom.**

**1. WELCOME**

At 6:00 p.m., Board Chair Mr. Brady, called the 2022 Annual General Meeting of Members of the Ontario Pharmacists Association to order.

Attendees were advised that the meeting was being recorded to ensure accurate transcription of minutes so that any issues raised by members can be followed up on.

He then noted that there were more than 25 voting members present, thus satisfying the quorum requirements and therefore the meeting was considered duly constituted. He added that full voting members would have received a unique URL to enable them to vote on motions introduced throughout the meeting.

Following some housekeeping information, he advised that today's meeting agenda would cover the necessary business items required under the By-law and the *Corporations Act*, as well as a review of the state of the profession and the Association, and Board resolutions – information which was sent to all members on May 1<sup>st</sup>, 2022. Members would also receive highlights of the reports from the Audit and Finance Committee, Human Resources and Compensation Committee, Economics Committee, and the Governance and Nominating Committee, all of which were also provided to members on May 1<sup>st</sup>, 2022.

Mr. Brady advised that on-screen were himself and Mr. Justin Bates, as OPA's Chief Executive Officer and Secretary to the Board. Also, in attendance and available for consultation or questions during this meeting were:

- Ushma Rajdev, Executive Assistant and Recording Secretary
- Amedeo Zottola, Chief Financial Officer and Senior Vice President
- Angeline Ng, Vice-President Professional Affairs
- Jen Belcher, Vice-President, Strategic Initiatives and Member Relations
- Bill Northcote of Shibley Righton LLP, our legal counsel and Parliamentarian for today's meeting
- Allan Wedsworth from McCarney Group LLP

Attendees were then given instructions on how to vote on motions, provide comments or ask questions. Mr. Brady added that for each motion, for simplicity, movers and seconders had been identified and secured before the meeting, and that time was allocated for participants to submit questions, if any. Following a test vote, Mr. Brady continued with the agenda.

## 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 Hitesh Pandya seconded by Andrew Hamilton and **CARRIED, IT WAS RESOLVED** that: Ushma Rajdev be appointed as Recording Secretary for the meeting.

Mr. Brady advised that Proxies were invited and requested at the time of registration for the AGM. Members had until 6:00 p.m. on May 10<sup>th</sup> to indicate whether they would be revoking their proxies, however, no proxies were received by the deadline.

## 3. APPROVAL OF MINUTES

The Minutes from the 2021 Annual General Meeting were approved by way of the following resolution:

**UPON MOTION** duly made by Jaspreet Chager, seconded by Tim Langford, and **CARRIED, IT WAS RESOLVED** that: the 2021 Annual General Meeting Minutes be approved as circulated.

## 4. INTRODUCTION OF CURRENT BOARD (2021-2022)

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

- Tim Brady, Chair and Western Ontario District Representative
- Hitesh Pandya, Vice-Chair and Metro Toronto District Representative
- Tim Langford, Central Ontario District Representative
- Michael Cheung, Central Ontario – Metro Toronto District Representative
- Jaspreet Chager, Central Ontario District Representative
- Andrew Hamilton, Eastern Ontario District Representative
- Janet McCutcheon, Northern Ontario District Representative
- Candace Chartier, Director-at-Large.
- Donnie Edwards, Director-at-Large
- Annie Greaves, Director-at-Large
- Chris Jordan, Director-at-Large, and
- Saeideh Mohajer Director-at-Large

Mr. Brady then provided the agenda for the remainder of the meeting:

- Report from the CEO
- Reports from the Audit and Finance, Human Resources and Compensation, Economics Committee, and Governance and Nominating Committees
- Thank you to Outgoing Board Members
- Welcome to the New Board Members,
- New Business, and
- The Open Forum

## 5. REPORT FROM THE OFFICE OF THE CEO

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

- Strategic Focus:

- (1) Engagement and Advocacy - Ensuring representation and relevance in a disruptive environment to affect change and elevate our key stakeholders.
- (2) Financial Stability - Pursuing new avenues for revenue growth that advance our leadership position and support thriving businesses for OPA members.
- (3) Our People and Culture – Embracing a culture of boldness, creativity and forward thinking.
- (4) Innovation and Advancement - Harnessing technology and innovations in the sector to support the growth of the profession.

- Update on the Association’s Public and Government Relations activities:

- Expansion of scope for pharmacy professionals to administer COVID 19 vaccines by injection
- Pharmacists recognized as essential healthcare providers
- Pharmacists prioritized for receiving COVID 19 vaccinations
- Pharmacy staff qualified for free childcare services during the pandemic
- Successful advocacy work to enable registered pharmacy technicians to administer flu and COVID 19 vaccines
- Implementation of safe and voluntary funded COVID 19 testing in pharmacies including outdoor sample collection and take-home PCR tests to help protect communities
- Temporary authorization to renew and adapt prescriptions for controlled substances
- Virtual MedsChecks
- Extension of Rx for 12 months
- UIIP (Flu program) advocacy initiatives:
- Successful negotiation for increase in funding for influenza vaccinations through pharmacies
- High dose flu vaccine distribution to pharmacies
- Enabling pharmacists to administer COVID 19 and the flu vaccine outside of the pharmacy
- Flu vaccine administration from two years of age
- Pharmacists’ access to government stockpile of PPE for the flu season
- Contactless care: enabling verbal consent
- Minor Ailments regulations

- OPA Value to Members:

- Elevating the pharmacy profession through advocacy, practice support and education
- Providing more than 50 professional development courses and certificate programs
- Supporting membership through regular, live virtual townhalls to assist with vaccinations and testing best practices and safety guidelines
- Keeping members apprised of regulatory and policy changes through timely and effective

- email communications
- Supporting members via the Practice Support Network (PSN), responding to questions relating to pharmacy programs such as COVID 19 vaccinations and testing, MedsCheck, etc.), as well as policies, audits and more
- Authoring and updating FAQs, playbooks and tools to support vaccine administration and testing in pharmacies
- Advancing the profession via formal submissions and proposals to the government throughout the year
- Collaborating proactively with the Ontario College of Pharmacists regarding minor ailments and point of care testing (POCT)
- Providing 12 live webinars
- Future Focus:
  - Continuing momentum as pharmacy professionals demonstrate their critical role in the healthcare system to build capacity by focusing on minor ailments services, routine immunizations and POCT post pandemic
  - Addressing the wellbeing of the pharmacy profession to support mental health and mitigate burnout
  - Funding reform proposals to ensure appropriate compensation for dispensing and medication management services
  - Focusing on defending, protecting, and promoting the pharmacy profession
  - Fostering a greater degree of unity and engagement across the profession
  - Enhancing practice support for pharmacy professionals
  - Continuing meaningful work on inclusivity, equity, and diversity initiatives
  - Continuing to ensure both professional and personal risks are proactively managed and covered through all insurance programs specifically built for pharmacy professionals

Mr. Bates also took the opportunity to thank pharmacy professionals for their dedication and services this past year.

The CEO's presentation was then followed by a moment of silence to recognize the OPA members, friends, and family who had passed away over the past year. Mr. Brady also took the opportunity to commend and acknowledge the pharmacy professionals working on the frontlines to combat the pandemic.

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

Noting that the Financial Statements had previously been circulated, Mr. Brady added that he 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 Janet McCutcheon 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 Audit and Finance Committee continued to maintain its philosophy of fiscal responsibility and due diligence. The 2021 Fiscal results were as follows:

- The Board approved a budget deficit from operations of \$363,369.
- Actual operating results for 2021 is a deficit of \$126,103 before Other Income and Expenses.
- Additional expenses relative to the Digital Transformation expenses of \$32,110 and government COVID-19 subsidies received of \$472,971 created a surplus of \$314,758.
- Market adjustments for unrealized gains on investments of \$258,514 further increased the financial statement surplus to \$573,272.
- Total operating revenue during the pandemic increased by \$183,674 or 4% in 2021 compared with the previous year.
- Expenses overall remained level to 2020, increasing by 1%, while investing more into Human Capital and maintaining efforts on Advocacy and Digital Transformation.

**UPON MOTION** duly made by Michael Cheung, seconded by Candace Chartier and **CARRIED, IT WAS RESOLVED** that: the 2021 audited financial statements be approved as presented.

The Chair then called for a motion to re-appoint the McCarney Group LLP as auditors for the Association for the fiscal year 2022.

**UPON MOTION** duly made by Donnie Edwards, seconded by Annie Greaves and **CARRIED, IT WAS RESOLVED** that: the McCarney Group LLP be re-appointed as auditors for the Association for the fiscal year 2022.

### **Human Resources and Compensation Committee (HRCC) Report**

Mr. Brady then provided highlights of the report from HRCC which had previously (May 1, 2022) been distributed to the membership.

Chaired by Hitesh Pandya, he noted that the Human Resources and Compensation Committee had continued its work to assist the Board in fulfilling its oversight responsibilities in the field of human resources and compensation and to ensure effective human resources policies and processes were in place to support the Board's operation and the Association's administration.

Despite the COVID-19 pandemic and its challenges, the committee focused on and achieved progress with the four strategic pillars: Engagement & Advocacy, Financial Sustainability, Innovation & Advancement, and Our People. He added that progress against the strategic priorities was tied to the CEO's work plan and that the CEO provided regular updates to the committee and Board.

To help protect staff, committee and Board members, a vaccine policy was implemented for in-person meetings at the office.

To assist the Association with planning for 2022, a staff engagement survey was conducted. The survey will help form a baseline from which to measure engagement annually and address any areas of concern.

During the Board year, the process of modernizing the Association continued. Focus included: IT transformation, namely website improvements to enhance user experience, development of a culture of flexibility and policy reforms and succession planning; professional development and use of automation.

Furthermore, to ensure that organizational knowledge was preserved and that employees could successfully perform their jobs and meet the needs of the Association, processes and standard operating procedures were documented.

The year saw changes, both at the Board and at the staff levels and Mr. Brady recognized HRCC Chair, Committee members and staff for their hard work and diligence as they continued to fulfil their respective responsibilities.

### **Economics Committee Report**

Mr. Brady next provided a summary from the Economics Committee, which is chaired by CEO, Justin Bates.

In 2021, the Economics Committee was formally established as a Board committee to better support collaboration between various stakeholders. Its purpose is to create a unified advocacy voice and drive economic growth and sustainability within the pharmacy sector.

In 2021-2022 Board year, the Economics Committee provided valuable input and advice on the following key initiatives:

- Remuneration for the administration of publicly funded COVID-19 vaccines in community pharmacies,
- Expansion of the publicly funded COVID-19 testing services in pharmacies and remuneration for both PCR and rapid antigen tests,
- Recommendations for improving the Universal Influenza Immunization Program administered through pharmacies,
- Expanding scope for pharmacy professionals to support the provinces' vaccination strategy for all publicly funded vaccines,
- Supporting pharmacy professionals with the delivery of public health initiatives through an increased administration fee for influenza and COVID-19 vaccinations,
- Expanding scope for pharmacists by enabling a publicly funded minor ailment pharmacy program,
- Aligning ODB dispensing and compounding fees with increases to cost-of-living,
- Enabling pharmacy to deliver greater value in long-term care, and
- Underscoring the important need for an established formal Pharmacy Table in government to advance scope and shape policy in the province.

Mr. Brady thanked Mr. Bates and members of the Economics Committee for ensuring that OPA continued to effectively advocate on behalf of members and the pharmacy profession.

### **Governance and Nominating Committee (GNC) Report**

Next, Mr. Brady provided highlights from the Governance and Nominating Committee. This year, the GNC Committee executed several key initiatives that focused on further streamlining processes and enhancing efficiency at all levels of governance throughout OPA's structure. Chaired by Donnie Edwards, the Committee made the following decisions/recommendations:

- For the Equity Diversity and Inclusion Working Group, a decision was made to source external help with our equity, diversity and inclusivity activities in 2022.
- A top priority of OPA is to support the wellbeing and mental health of pharmacy professionals. Sponsoring a podcast series, the Association focused on providing additional mental health resources and tools for members through an extension of the EDI work stream.
- The Economics Committee was established as a Board Committee and enshrined in the by-laws. Revisions were made to the terms of reference to simplify language to omit redundancies and improve consistency with terms of reference for other committees, replace the election process with an application and appointment process through the GNC; as well as changes to the committee composition to allow for greater engagement of Owners Advisory Council members.
- With respect to the Audit and Finance Committee, with the oversight function of the Insurance program now falling under the responsibilities of the AFC, the Terms of Reference for AFC were amended to reflect this change and were approved by the Board. Also established at the same time was the Insurance Adhoc Working Group to provide specific and focused expertise within the AFC by performing a more insightful role on issues and risk management of the Association's Insurance Program.
- The Past Chairs' Working Group was established. Noting that the Past Chairs of the Association collectively had significant experience in Board governance, finance and advocacy issues, the Working Group was established to leverage this unique expertise through this group and support the Board Chair in their role, provide continuity to the Association, and act as ambassadors of the Association.

Revisions and implementation of the following groups were made to improve effectiveness and capabilities:

- To prioritize the involvement of all Owners Advisory Council members and re-envision the structure of the OAC, a thorough review was completed resulting in a new Owners Advisory Caucus Charter.





- The Long-Term Care Working Group was paused for the 2021-2022 Board year and following review, in recognition of the overlap in purpose and responsibilities of the Long-Term Care Task Force and the Long-Term Care Working Group, the terms of reference of the Task Force were updated to include initiatives such as the development of clinical tools and resources, and the Long-Term Care Working Group has been sunsetted.

There were various new policies introduced and approved to ensure the Board and its committees are operating under good governance procedures.

- A *“Virtual and Electronic Meeting Policy”* was introduced to provide guidance to the Board and Committees when holding and participating in these types of meetings.
- Amendments were made to the Code of Conduct to address conflict situations in which a Board member, who was also serving as a director/senior officer of a pharmacy-sector related Association, to now be required to resign from such position while on OPA’s Board. Amendments were also made to the *“Board and Committee Members Expense Guidelines,”* such that non-board Committee members, who may be appointed to committees, working groups, and task forces by virtue of their employment, will be required to first submit expense claims through their employers.
- Requirement for Directors to annually sign a declaration form to confirm that they were duty-bound to adhere to Board policies. In addition, the Board agreed that a Criminal Record Check would be required of all Board Directors going forward.
- Recommendation for Management to continue with the practice of reviewing third party vendor services every three to five years and to make recommendations to the GNC as required.
- Adoption of a *“Safe Disclosure Policy”* to communicate to employees, the Board and Committee members that the Association valued transparency and accountability and was open to hearing concerns or complaints about its practices.
- As well as, the adoption of an *“Electronic Signature Policy”* to mitigate potential risks of using electronic signatures and a *“Signing Authority Policy”*, which, together with the *Electronic Signature Policy*, is designed to increase productivity and efficiency of processes.

With respect to governance, Mr. Brady advised that a Director-at-Large position was approved by the Board. During that discussion, it was further confirmed that a pharmacy technician’s voice will be at the table through a Director-at-Large seat.

During the selection process for the Director-at-Large position, the GNC sought to achieve optimal diversity with directors representing a range of ethnic, religious, economic, educational, gender, age, and professional perspectives.



Recommendations were also made to ensure that Board Committees were populated by members interested in serving on the committee and who possessed the competencies appropriate to the current needs and strategies of the Association.

Furthermore, GNC improved award nomination forms by simplifying the language. Following a call for nominations this year, the Committee spent considerable time and effort to select Ontario Award recipients for the eight categories of awards which were subsequently approved by the Board.

Mr. Brady noted that award winners would be presented with their awards at the Social Boat Cruise on July 9th.

Mr. Brady then thanked Mr. Edwards and the Committee members for their efforts and commitment towards ensuring that OPA is well-governed on behalf of the members and the profession.

#### **7. 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. The amendments were circulated to the membership on May 1<sup>st</sup>, 2022. Mr. Brady advised that all formatting changes would be made prior to posting on the website.

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

#### **8. RECOGNITION OF BOARD AND ACKNOWLEDGEMENT OF OUTGOING BOARD MEMBER**

Mr. Brady then recognized and thanked the Board Members for their service during the 2021-2022 Board year. He also acknowledged Mr. Chris Jordan, Director-at-Large, for his service and contribution to the Board.

He next welcomed new Board member and Director-at-Large, Ms. Rachel Laurion.

#### **9. CONFIRMATION OF THE SLATE OF THE BOARD OF DIRECTORS FOR 2022-2023**

**UPON MOTION** duly made by Hitesh Pandya seconded by Tim Langford and **CARRIED, IT WAS RESOLVED** that: the **2022/2023** slate of directors be confirmed as presented.

**10. NEW BUSINESS**

Mr. Brady then asked if there was any new business. Hearing none, he advised that following adjournment of the AGM, there would be a further opportunity for members to submit questions which could be addressed during the Open Forum.

**11. ADJOURNMENT**

**UPON MOTION** duly made by Janet McCutcheon, seconded by Andrew Hamilton, and **CARRIED**, **IT WAS RESOLVED** that: the 2022 Annual General Meeting of the Ontario Pharmacists Association be adjourned at 7:03 p.m.

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**Tim Brady**  
Chair of the Meeting

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**Ushma Rajdev**  
Secretary of the Meeting



ONTARIO  
PHARMACISTS  
ASSOCIATION

#### **SCHEDULE A**

I, Tim Brady, of the town of Belle River, 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 12<sup>th</sup> day of May 2022.

**Name: Tim Brady**

**Title: Chair**