

MINUTES of the 2023 Annual General Meeting (AGM) of the Ontario Pharmacists Association (OPA) held on Thursday, May 11, 2023, from 6:06 p.m. to 7:12 p.m. via Zoom.

1. WELCOME

At 6:00 p.m., Board Chair Mr. Brady welcomed members to the 2023 Annual General Meeting of Members of the Ontario Pharmacists Association.

Attendees were advised that the meeting would cover the past year's activities, discuss achievements, welcome new Board members and say goodbye to Directors. He added that the AGM would be followed by an Open Forum that included the new business questions and a discussion portion where members would be able to pose questions.

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

Mr. Brady then called the meeting to order at 6:06 p.m., and shared instructions on how voting for motions would occur. He added that full voting members would have received a unique URL to enable them to vote on motions introduced throughout the meeting. Mr. Brady advised attendees that at the time of registration for the AGM, 71 proxies had been received. 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.

Following the test vote, 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.

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 April 26th, 2023. 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 already provided to members.

Mr. Brady advised that on-screen were himself and Vice-Chair, Mr. Pandya as well as 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
- Lloyd Mogul and Allan Wedsworth from McCarney Group LLP

**Following consideration of legal opinion wherein we were advised that as a matter of strict corporate law, the members do not need to approve the appointment of the recording secretary, the minutes of the previous Annual General Meeting, nor the Auditors Report. They also do not need to approve receiving the audited financial statements. This is because (a) the appointment of a recording secretary is generally within the power of the chair of the meeting, (b) the minutes of the previous AGM need not be approved by the members since the approval by the chair and secretary of the meeting is prima facie evidence of their accuracy, and (c) that the financial statements and the auditor's report are only required to be placed before the members.*

MOTION #1

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 Jaspreet Chager and seconded by Andrew Hamilton and **CARRIED, IT WAS RESOLVED** that: the reading of the independent auditors' report be waived and that it be accepted as pre-distributed.

MOTION #2

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 to the Notice of Meeting. The amendments were circulated to the membership on April 26th, 2023. Mr. Brady advised that all formatting changes would be made prior to posting on the website.

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

2022-2023 OPA Board of Directors

The 2022-2023 Board of Directors were introduced:

- 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 Harb, Director-at-Large
- Rachel Laurion, Director-at-Large
- 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, and
- The Open Forum

REPORT FROM THE OFFICE OF THE CEO

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

- The development of a new three-year strategic plan focused on four main pillars:
 - (i) **Engagement & Advocacy:**
 - *Ensure representation and relevance in a disruptive environment.*
 - *Positively influence change and elevate our members.*
 - (ii) **Financial Sustainability:**
 - *Advance and pursue avenues for revenue growth.*
 - *Support thriving businesses and careers for OPA members.*
 - (iii) **Innovation & Advancement:**
 - *Harness technology and foster innovation in the sector.*
 - *Support growth of the profession.*
 - (iv) **Our People:**
 - *Foster a culture that attracts and retains passionate brand champions who embrace the Statement of Purpose and provide extraordinary experiences for members, volunteers, partners, and colleagues.*
 - *Nurture a respectful environment that supports the well-being of OPA staff and offers growth opportunities.*
- Update on the Association's Public and Government Relations activities:



- Financial sustainability of the sector with advocacy focused on increasing current fees, ensuring new fees are fair and mitigating government cuts such as the reconciliation claw back
- Mitigating impact of private plans and establishing a pharmacy owner representation arm to achieve a code of conduct with PBM's
- Completed a professional needs and compensation survey to help inform the work of OPA and better address the needs of pharmacy professionals
- Supported membership with tools, resources and educational events (e.g. pharmacy safety and security, point-of-care testing, clinical algorithms and more)
- Continued collaboration with key stakeholders including the Ontario College of Pharmacists, the Ministry of Health, academic institutions and more
- Implemented auto-renewal and membership onboarding package to increase retention rates
- Developed resources, tools, webinars, and provided additional member benefits to support and address mental health and burnout
- Improved insurance products, introduced new plans and modernized offerings
- Revamped our mental health and addictions contract with the Ministry of Health
- Delivered timely and effective email communications to keep members apprised of regulatory and policy changes

2022 Advocacy Highlights included:

- Successfully advocated for the approval of regulatory amendments to enable prescribing for 13 minor ailments
- Expanded the authority for pharmacy professionals to perform point-of-care testing including blood glucose, HbA1C, PT/INR, and lipids
- Enabled Paxlovid dispensing through all community pharmacies by negotiating a higher Ontario Drug Benefit Program dispensing fee and expansion of the Pharmaceutical Opinion Program
- Paused the planned reduction of the long-term-care capitation funding for pharmacies
- Improved access to the UIIP by successfully extending the deadline for pharmacies to apply to participate
- Drove advocacy to enable Evusheld dispensing through pharmacies with a higher Ontario Drug Benefit Program dispensing fee, and more

Mr. Bates also provided an update of CoPIL as follows:

The Centre of Pharmacy Innovation and Learning (CoPIL) supports and expands upon the core functions and purpose of OPA while diversifying revenue and creating new opportunities for the Association to support the pharmacy within Ontario. Highlights included:

- Equity investment in two technology platforms, MAPflow and Box Labs
- Focus on new avenues for revenue by launching a white glove service to pharmacies to increase cashflow over a 3 to 5-year period



- Launch a pharmacy lab and innovation centre that complements and supports the mandate of OPA

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 who were dedicated to serving their communities.

COMMITTEE REPORTS

Report from the Audit and Finance Committee

Attendees were then provided with the highlights of the Audit and Finance Committee Report.

The 2022 Fiscal results were as follows:

- The Board approved a deficit of \$197,772, but actual operating results for 2022 were a surplus of \$3,262.
- COVID-19 subsidies from the government totaled to \$254,340 and increased the surplus.
- Market adjustments for unrealized losses on investments created a financial statement deficit.
- The total operating revenue increased by 3% compared to the previous year, while expenses remained the same. Lastly,
- New investments in 2022 included an equity stake into MAPflow Inc., a technology company that provides pharmacy software that enhances operational processes and efficiencies.

Report from the Human Resources and Compensation Committee

Attendees were informed that the Human Resources and Compensation Committee (HRCC) 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 are in place to support the Board's operation and the Association's administration.

The HRCC received updates on progress against the strategic priorities from the CEO and provided them to the Board. Following a recommendation from the Governance and Nominating Committee, the Board approved the decommissioning of the HRCC. Following this AGM, the HRCC functions will be transferred and become the full responsibility of the Board. To reflect this change, the Board Charter has been amended to include all the primary functions of the HRCC.

Report from the Economics Committee

The Economics Committee advises the Board and Association on economic and business matters related to pharmacy policy and supports OPA staff with government and private payor consultations and negotiations.

Some highlights include the establishment of the Pharmacy Organization Partners Program to support the Economics Committee and associated advocacy efforts. The maximum number of participants in the economic committee has been permitted to grow from nine to thirteen to ensure diverse representation.

Additionally, the committee met formally three times in 2022 and provided input on various initiatives including COVID-19 vaccination, testing and treatment programs, minor ailments and point-of-care testing scope expansion, pharmacy safety and security initiatives, and long-term care priorities.

Moving forward, the Economics Committee will continue to support the Association on economic and business matters, with priorities including further expansion of the minor ailments program, supporting vaccination efforts, and the Opioid and Pain Management in Pharmacies Program.

Report from the Governance and Nominating Committee (GNC)

The GNC streamlined its processes and made appropriate recommendations for Board approval. Some of its initiatives included:

- Ongoing work in the Equity, Diversity and Inclusion Working Group to provide mental health resources and tools for members;
- Decommissioning of the Owners Advisory Caucus and revision to the Economics Committee to achieve a balance between corporate and independent operators;
- Establishment of the Pharmacy Organization Partners Program;
- Establishment of the Centre of Pharmacy Innovation and Learning Task Force to guide the Board and staff on executing the Board-approved innovation strategy;
- Revision of the Terms of Reference of the Software Vendors Working Group to allow alternate representatives to join meetings from time to time as observers;
- Appointment of non-Board members to serve on OPA's Committees, Working Groups, and Task Forces for two three-year terms, and
- The recommendations for the Director-at-Large positions were approved by the Board to ensure optimal diversity among Directors.

With respect to policies and governance, amendments were made to the board evaluations, director training, social media policy, and Board Charter. Additionally, amendments were made to the individual Director job descriptions. The committee also diligently selected six award recipients for the OPA Awards which were approved by the Board.

RECOGNITION OF BOARD AND ACKNOWLEDGEMENT OF OUTGOING BOARD MEMBER

Mr. Brady then recognized and thanked the Board Members for their service during the 2022-2023 Board year. He also acknowledged Ms. Annie Harb, Director-at-Large, for her service and contribution to the Board.

Incoming Board Chair

Incoming Board Chair, Mr. Hitesh Pandya was introduced to the attendees. Representing Metro Toronto District (Postal Code M), Mr. Brady advised that Mr. Pandya has been involved with the Board since 2016 and was an experienced leader, operating pharmacies in the Greater Toronto Area.

Next, Mr. Pandya addressed the members. He thanked the outgoing Board Chair, Mr. Brady for his kind words and contribution to the Board during his tenure. He then advised that this year, elections were held in District N, Western Ontario and in District L, Central Ontario. Noting that only one candidate was nominated in District L (Tim Langford), the position was therefore acclaimed for another three-year term.

Elections were held in District N and he announced that Ms. Kristen Watt will be joining the Board as Western Ontario District – Postal Code N Representative. Following introductions, Mr. Pandya added that this year, the Board also oversaw the selection of two Director-at-Large positions. Following a rigorous due diligence process and interviews conducted by members of the Board, he welcomed Mr. Gurmeet Ahluwalia to the Board. As well, he advised that Mr. Tim Brady will be returning to the Board for one year as a Director-at-Large.

MOTION #3

CONFIRMATION OF THE SLATE OF THE BOARD OF DIRECTORS FOR 2023-2024 BOARD YEAR

UPON MOTION duly made by Donnie Edwards and seconded by Janet McCutcheon and **CARRIED, IT WAS RESOLVED that: the 2023/2024 slate of directors be confirmed as presented.**

MOTION #4

UPON MOTION duly made by Michael Nashat and seconded by Atef Demian, **BE IT RESOLVED that: the Ontario Pharmacists Association (OPA) advocates for a regulatory framework that prohibits third-party payors from implementing policies that restrict patients' ability to receive reimbursement for dispensing services from their preferred pharmacy provider (e.g. restrictive preferred provider networks), and that OPA issues a public statement through an**

announcement or press release, similar to other Provincial Pharmacists Associations that endorse patient choice of pharmacy, and communicate this stance to relevant parties such as pharmacy organizations, healthcare providers, government agencies, insurers, and patient advocacy groups.

Mr. Nashat was invited to speak about his rationale regarding this motion. In summary:

1. the Alberta Pharmacists' Association has adopted a position that supports patients' right to choose which pharmacist and pharmacy they want to dispense their prescription medications, regardless of who the payor is, and opposes payor directed patient care and preferred provider networks (PPN);
2. the practice of contracting with a specific group of pharmacies or pharmacy providers by one or more insurers (patient steering) has become more prevalent in Canada, limiting patients' ability to choose their preferred pharmacist and pharmacy provider;
3. These PPN arrangements can result in the disruption of the trusted pharmacist-patient relationship already established with their local community pharmacist, increased fragmentation of care, and confusion for patients and their caregivers; Whereas, patients should have the right to direct where, how, and when they receive care from the community pharmacist and pharmacy of their choice without financial penalty or inducement;
4. The issue of patients' freedom to choose their pharmacist and pharmacy is of significant importance as it directly affects patient autonomy and the quality of healthcare services provided. By addressing this issue, we can uphold the fundamental rights of patients and ensure their access to optimal care;
5. The current prevalence of preferred provider networks (PPN) and payor directed patient care in Canada is concerning, as it limits patients' ability to choose their preferred pharmacist and pharmacy provider. This restriction may lead to disruptions in established pharmacist-patient relationships and hinder continuity of care.
6. Patients should have the right to select their pharmacist and pharmacy provider based on factors such as trust, convenience, and personal preference. By advocating for patients' freedom to choose, we can promote patient-centered care and enhance overall patient satisfaction.
7. The use of financial incentives and inducements by payors to steer patients towards specific pharmacies or pharmacy networks undermines the patient's best interest. Patients may feel pressured to switch to a designated pharmacy within a PPN solely for cost-saving purposes, without considering the potential impact on their healthcare outcomes.
8. Collaborate with other health professions who are impacted by PPN's. This localized approach enables us to better understand the unique challenges and opportunities within the Ontario healthcare system and tailor our advocacy efforts accordingly.

CEO Justin Bates then provided some historical background with respect to this issue, namely:

- Q1 2017 – OPA Board of Directors directed staff to consider pursuing legislative/regulatory framework that would prohibit closed-network preferred provider networks (PPNs)



- Sept 2017 – OPA Board approved motion allowing up to \$100,000 to be dedicated to GR initiatives related to AWP legislation and the establishment of a Pharmacy Agreement
- 2017 Queen's Park Day – Socialized AWP advocacy during MPP/Minister meetings
- OPA collaborated with official opposition Health Critic France Gelinias to advance an amendment to Bill 160, Strengthening Quality and Accountability for Patients Act, 2017 that would have amended the Drug Interchangeability and Dispensing Fee Act (DIDFA) to include language prohibiting closed-network PPNS
- DIDFA was not opened under Bill 160, the amendment was ruled out of order on 27 Nov 2017
- OPA worked with NDP to advance a Private Members bill, Respecting Each Patient's Choice of Pharmacy Act, 2017

The Chair then call for a vote on the motion and the motion **CARRIED**.

MOTION #5

UPON MOTION duly made by Tim Brady, seconded by Candace Chartier, and **CARRIED**, **IT WAS RESOLVED** that: the 2023 Annual General Meeting of the Ontario Pharmacists Association be adjourned at 7:12 p.m.

Timothy Brady

Tim Brady
Chair of the Meeting

A handwritten signature in cursive script that reads "U. Rajdev".

Ushma Rajdev
Secretary of the Meeting



ONTARIO
PHARMACISTS
ASSOCIATION

SCHEDULE A

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

WITNESS my hand under the corporate seal of the Corporation the 11th day of May 2023.

Name: Hitesh Pandya
Title: Chair