

Dear Member,

On April 24, 2019, West Toronto Support Services (WTSS) and Reconnect Community Health Services (Reconnect) announced the intention to explore integrating the two organizations to create a single, multi-service organization to better serve our clients under the Reconnect name.

We listened to nearly a hundred clients, caregivers, Members and volunteers, as well as staff, partner organizations and other stakeholders. Their feedback and advice was overwhelmingly positive and supportive of the integration, with many stakeholders viewing the proposed integration as beneficial for both clients and the system as a whole. We are enclosing a briefing memo that outlines important background information on the proposed integration, as well as explaining the resolution you will be asked to approve.

It is our pleasure to invite you to a **Special Meeting of our Members on Wednesday, February 26, 2020 at 5 pm at our site at 1167 Weston Rd.** (Weston Rd. and Eglinton) to consider the resolution outlined below to support the integration. This resolution will be further explained and discussed at the meeting. If you are unable to attend the meeting, we are also enclosing a “proxy form” which you can complete to appoint a present Member to attend the meeting and vote on the resolution on your behalf. Refreshments will be served.

**SPECIAL RESOLUTION OF THE MEMBERS OF
WEST TORONTO SUPPORT SERVICES FOR SENIOR CITIZENS AND THE DISABLED INC.
(the “Corporation”)**

WHEREAS the Corporation and Reconnect Community Health Services (“**Reconnect**”) have negotiated the finalized the terms of an Integration and Transfer Agreement under which, *inter alia*, the Corporation has agreed to transfer its undertakings, programs, and services to Reconnect and Reconnect has agreed to assume responsibility for the Corporation’s undertakings, programs, and services (the “**Integration**”);

AND WHEREAS the Board of Directors of the Corporation has determined that in connection with the Integration of the Corporation with Reconnect, the Corporation will be dissolved;

NOW THEREFORE, be it resolved that:

1. The Integration and the transactions contemplated thereunder, including the transfer of the Corporation’s assets, programs, services, health records and employees to Reconnect and the assumption of the Corporation’s liabilities by Reconnect, is hereby approved, subject however to such further negotiations and/or amendments as may be considered necessary and/or appropriate by the Corporation’s Directors on the Special Liaison Committee of the Board of Directors for the Integration and Management of the Corporation;
2. The Corporation deliver to Reconnect the fully and properly executed Application for Surrender of the Corporation’s Charter as a closing deliverable and in accordance with the final Integration and Transfer Agreement; and
3. The Corporation’s directors, officers, and Chief Executive Officer are authorized to provide such assistance and co-operation to Reconnect as may be reasonably required or requested in order to complete the Integration and to effect the dissolution of the Corporation.

Peter Mueller
Board Chair

**West Toronto Support Services
Special Meeting of Members
1167 Weston Road, Toronto
Wednesday February 26, 2020, 5:00 p.m.**

AGENDA

1. Welcome and Call to Order
2. Declaration of Quorum
3. Approval of Agenda
4. Discussion and Questions
5. Motion to Approve Resolutions pertaining to the potential integration of West Toronto Support Services and Reconnect Community Health Services
6. Adjournment

Integration Proposal Briefing

Dear Member:

On February 26, 2020 at 5:00pm, West Toronto Support Services (WTSS) will hold a Special Members' Meeting at its 1167 Weston Road site, where you will be asked to approve the integration of WTSS with Reconnect Community Health Services (Reconnect).

We hope the following information will help you understand the proposed integration. We will of course address any of your questions at the meeting.

Integration Benefits

First, let us summarize why Reconnect and WTSS are proposing to integrate into one organization.

Both Boards of Directors of Reconnect and WTSS have determined that by integrating, we will be better able to serve our clients and communities.

Reconnect brings a history of providing community supports to seniors, caregiver services, mental health and addictions services, which combined with WTSS' expertise in community supports for seniors will create a single organization with the multi-disciplinary ability to provide more holistic services for people in west Toronto, as well as an increased ability to support clients with more complex needs to those currently served by Reconnect and WTSS.

While WTSS as a separate corporate entity would no longer exist, its programs and services would continue to thrive within Reconnect and all WTSS employees will be offered employment with Reconnect. Additionally, an integrated organization will be able to support greater back office functions, including things like updated information technology systems, enhanced supports for staff, quality improvement initiatives, etc. The integration will also further foster a centre of excellence in seamless community health services by building upon the multi-disciplinary experience gained by Reconnect's recent integrations with the St. Clair West Services for Seniors and Family Association for Mental Health Everywhere (FAME).

Integration Preparation

We want to let you know about some of the work we have been doing to ensure that the integration is in the best interests of both WTSS and Reconnect, including seeking out the feedback of our communities and stakeholders.

Here is a brief summary of some of the major 2019-2020 initiatives:

- **April:** After a number of discussions between WTSS and Reconnect at the board and senior management levels, Reconnect and WTSS sign a Letter of Intent to explore the benefits of integrating the two organizations.
- **June - July:** Reconnect's CEO attends various townhalls with WTSS employees to explain the proposed integration.
- **August - present:** Both organizations engaged in a due diligence process with staff, legal counsel, and consultants to review both organizations financial, human resources, and corporate information for any integration issues.
- **June - October:** Stakeholder consultations on the integration were conducted with clients, caregivers, families, staff, volunteers, community members, and partners to obtain their views and feedback. Feedback from the stakeholder consultations was overwhelmingly positive and supportive of the integration. Many stakeholders viewed the proposed integration as beneficial for clients and the system as a whole.
- **November:** Submission of due diligence reports to the Boards of Directors of each organization for review.
- **November – January:** Development of the legal agreement for the terms of the integration of the two organizations into one corporate entity.
- **January 2020:** Approval by both Boards of Directors of the legal agreement for the integration of the two organizations.
- **February:** WTSS is seeking approval of its members to proceed with the integration and to authorize the dissolution of WTSS as a corporate entity after March 31, 2020.

It is our intention to present the integration plan and agreement to the Toronto Central LHIN in late February 2020 for approval so that it can be effective by the end of this fiscal year, March 31, 2020. It will take some time after March 31, 2020 to formally dissolve WTSS as a corporate entity but Reconnect will continue to operate and provide the WTSS programs and services from April 1, 2020 onwards.

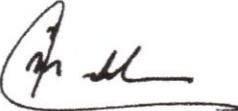
Proposed Members' Motion

Accordingly, at the Members' Meeting on February 26, the Board of Directors of WTSS will ask WTSS members to approve the proposed integration of WTSS with Reconnect and to authorize the dissolution of WTSS as a corporate entity, following the effective integration of the two organizations.

We hope this memorandum and the attached background questions and answers are helpful. We look forward to discussing this further with you on February 26.

Sincerely,


Wady Dyson, CEO
West Toronto Support Services


Mohamed Badsha, CEO
Reconnect Community Health Services

Key Questions and Answers

Who is Reconnect?

Reconnect is a not-for-profit health service, charitable organization providing community-based services in west Toronto. It operates from a number of locations, including one at Keele/Eglinton and another at St. Clair/Lansdowne. Like WTSS, it is governed by a Board of Directors and is supported by many volunteers, donors and others in our community. Reconnect provides services to over 7,000 clients a year. Those service include:

- *community support services* (such as adult day programs, falls prevention, home help, transportation, meals, and assisted living for adults with disabilities)
- *mental health and addictions services* (such as housing support, crisis support for seniors, case management, addictions supports for seniors, intensive support to individuals with urgent and complex mental and physical needs)
- *support for families and caregivers* (such as respite services, counselling for family members with a loved one affected by mental illness)

What client services will the merged agency provide?

The merged agency will combine the following, under the Reconnect name:

- WTSS' expertise in community support services for seniors and adults with disabilities, and
- Reconnect's expertise in mental health, addictions, seniors' services and family/caregiver support.

Reconnect already provides services to close to 50 percent of WTSS clients, mainly those based in the Mount Dennis and Weston neighbourhoods.

What will the integration mean for clients?

Clients will receive the same services as they do now and in/from the same location (both WTSS sites will continue to exist). Clients will also have access to new services over time (such as mental health and addictions programs).

What will the integration mean for WTSS staff?

All WTSS employees will be offered a comparable or improved contract of employment with Reconnect. No one will see a reduction in pay.

WTSS staff will continue to work from WTSS' two current locations at Bloor/Keele and Weston Road.

WTSS staff will have improved opportunities for learning, professional development, advancement and leadership in the integrated organization.

Staff in the new larger agency will have more access to technology, training and support for decision making, and quality improvement. These and other changes made possible in a single larger organization will contribute to improving efficiency and an enhanced work environment for staff.

What will the integration mean for WTSS volunteers?

Our volunteers will continue to work from WTSS' two current locations at Bloor/Keele and Weston Road.

What will the integration mean for our community?

Both WTSS and Reconnect have strong connections in our community. These will continue under the merged agency.

The integrated agency will be the largest community service agency in west Toronto offering a more complete continuum of services to a wider range of clients and their families.

What will happen to WTSS board directors and members?

After the integration is completed, WTSS will proceed to formally dissolve as a legal entity. The Board of Reconnect and its bylaws will become the governance structure for the integrated organization. Some of the current directors of WTSS will join Reconnect's Board. Once WTSS is formally dissolved, there will no longer be any WTSS Members or Directors.



PROXY FORM - MEMBERS

WEST TORONTO SUPPORT SERVICES FOR SENIOR CITIZENS and the DISABLED INC. (WTSS)

**SPECIAL MEMBERSHIP MEETING – FEBRUARY 26, 2020 AT 5:00 PM
1167 Weston Road**

In connection with WTSS's Special Meeting of Members on February 26, 2020 and any adjournment of this meeting,

I, _____ of _____
(Print Name) (Print Address)

Do hereby Proxy my vote to _____.
(Print Name)

I understand that I may cancel this proxy by attending the Special Meeting in person or by signing and delivering to WTSS another proxy with a subsequent date. To be effective, this **proxy must be received by WTSS** at least **two (2) business days before** the Special Meeting (i.e., **February 24**) by delivering it to the **attention of** Margarita Zavala, West Toronto Support Services, 1167 Weston Rd., Toronto ON M6M 4P5 OR Gail D'Souza, West Toronto Support Services, 1709 Bloor St. W., second floor, Toronto ON M6P 4E5.

I have reviewed and understood the conflict of interest declaration outlined herein (please see next page).

My proxy-holder is hereby authorized to vote at such meeting in my place, in his/her discretion on any matter properly brought before WTSS, including the following motion (please see next page).

	In Favour	Oppose	Abstain
<p>Motion to approve:</p> <p>(i) the integration of WTSS with Reconnect Community Health Services (RCHS), including the transfer of WTSS' assets, programs, services, health records and employees to RCHS and the assumption of WTSS's liabilities by RCHS (the "Integration"), subject to such further negotiations and/or amendments as may be considered necessary and/or appropriate by WTSS's Directors for the Integration and management of WTSS;</p> <p>(ii) WTSS to deliver to RCHS the fully and properly executed Application for Surrender of WTSS' Charter as a closing deliverable and in accordance with the final Integration and Transfer Agreement with RCHS; and</p> <p>(iii) WTSS' directors, officers, and Chief Executive Officer are authorized to provide such assistance and co-operation to RCHS as may be reasonably required or requested in order to complete the Integration and to effect the dissolution of WTSS.</p>			

I, and to the best of my knowledge, my proxy-holder, do not have a potential or actual conflict of interest in connection with the subject matter of the Special Meeting, including voting on the motion outlined herein. A conflict of interest includes any situation in which I, or my proxy holder, has another interest or relationship that impairs my ability, or my proxy-holder's ability, to act solely in the best interests of WTSS (e.g., a related personal financial interest, a related employment or corporate interest, a related personal, financial or employment relationship of a family member, etc.).

Signed: _____ Date: February, 2020

Note: To vote by proxy both you and your proxy must be registered members of WTSS and eligible to vote on the motion.