



Integration Proposal Briefing

Dear Member:

On February 12, 2024 Haven Toronto (Haven) will hold a Special Members' Meeting where you will be asked to vote on whether you approve of the integration of Haven with St. Michael's Homes (SMH).

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

St. Michael's Homes Background

First to let you know a little about St. Michael's Homes (SMH).

Like Haven, SMH is a charitable not-for-profit Ontario corporation. It has existed since 1974 and operates out of 262 Gerrard Street East in Toronto.

SMH provides a continuous-care model of programs and services, including seventy-five beds in four residential settings, out-patient counselling and psychotherapy and a drop-in serving clients experiencing mental health issues living in the community. You can read more about SMH at <https://www.stmichaelshomes.org>.

Integration Benefits

Let us summarize why Haven and SMH are proposing to integrate into one corporate organization. Both Boards of Directors of Haven and SMH have determined that by integrating into one organization, we will better serve our clients and communities. This will allow us to increase our ability to impact and improve the health outcomes for the client populations we serve. Haven would merge with SMH to leverage SMH's expertise in mental health and addiction support treatment services, and Haven's expertise in community support services for homeless and marginally housed elderly men, in one organization with multi-disciplinary expertise and the ability to provide opportunities for even more holistic services to those currently served by Haven and SMH. While Haven as a separate corporate entity would no longer exist, its programs and services would continue to thrive within the newly integrated SMH organization and all Haven employees will be offered employment with SMH.

By combining resources and services, the integrated organization will make available a fuller continuum of services for our respective client communities and remain funded by the City of Toronto, Ontario Health and the Ministry of Health as well as our charitable donors. In addition, increased back office capacity (e.g., information technology systems, human resources, staffing support, etc.) will mean increased ability to focus on decision support, analytics and quality improvement which will ultimately improve our services. It is the intent that Haven's programs and services would continue to be provided from 170 Jarvis Street. Three of Haven's Board Directors would sit on the Board of SMH.

Integration Preparation

We also want to let you know about some of the work we have been doing to ensure the integration is in the best interests of both Haven and SMH, and to seek important feedback from our communities and stakeholders. Here is a brief summary of some of the major 2023-24 initiatives:

- **August 2023:** after a detailed review of the benefits of the integration, Haven and SMH sign a Letter of Intent to explore the benefits of integrating the two organizations.
- **August-present:** Both organizations are engaged in a due diligence process with staff, legal counsel and their Boards of Directors to review Haven's financial, human resources and corporate information for any integration issues.
- **November-present:** submission of due diligence reports to the Boards of Directors of each organization for review.
- **November – January:** development of the legal agreement for terms of the integration of the two organizations into one corporate entity.
- **January-February:** approval of both Boards of Directors of the draft legal agreement for terms of the integration of the two organizations.
- **February 2024:** Haven is seeking approval of its members to proceed with the integration and dissolve Haven (formerly Good Neighbour's Club) as a corporate entity after July 31, 2024.

It is our intention to present the integration plan and agreement to Ontario Health in March 2024 for approval so that it can be effective by the proposed implementation date of the integration which is presently July 31, 2024. It will take some time after July 31, 2024 to formally dissolve Haven, but again SMH will continue to operate and provide the Haven's programs and services from July 31, 2024 onwards. Once Haven is formally dissolved, there will no longer be any Haven Members or Board Directors.

If you are interested in reading the draft Integration and Transfer Agreement between Haven and SMH, you can access it at:

https://www.haventoronto.ca/files/ugd/62583c_fe72af7952c54f03b7eb018454645f03.pdf

Proposed Members' Motion

Accordingly, at the Members' Meeting on February 12, the Board of Directors of Haven will ask the members to approve the proposed integration of Haven with SMH and the dissolution of Haven as a corporate entity following the integration of the two organizations. The draft Members' Motion is circulated with the Notice to Members for the Special Meeting.

We hope this memorandum and the attached background questions and answers are helpful. We look forward to discussing this further with you on February 12.

Sincerely,



Antonio Bruno Scorsone, PhD, RSW Ret.
Executive Director, Haven Toronto
(formerly incorporated as
Good Neighbour's Club)

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