

CLIENT ALERT

March 24, 2020

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DICKINSON WRIGHT LLP

COVID-19 GUIDANCE AND RESOURCES

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1. OVERVIEW

We are all in this together and, while we are all currently working remotely, please know that we are here for you in these unprecedented times. The impact of COVID-19 is changing at a rapid pace. One thing that will not change is our commitment to help our friends, clients and colleagues.

The outbreak of the 2019 Novel Coronavirus disease (“**COVID-19**”) which originated in Wuhan, China, has rapidly spread throughout the world, including Canada and the United States.

Coronaviruses are a series of infections that are mostly spread amongst individuals through close contact. The likelihood that a person will become severely ill is higher where the person has a weakened immune system. COVID-19 causes a respiratory infection with symptoms ranging from common to severe respiratory illnesses, including difficulty breathing, fever, and cough. In the most severe cases, it may lead to pneumonia, kidney failure and death.

As a result, Canadian individuals and businesses are being directly or indirectly affected by the pandemic.

Dickinson Wright has set up industry specific Canadian and cross-border groups with lawyers that are ready to assist you in navigating the many challenges, both personal and professional resulting from COVID-19.

2. CROSS BORDER CONSIDERATIONS

In assessing obligations related to cross border agreements, it is imperative that businesses consider and/or review the following:

a) Review Outstanding Purchase Orders

As China is a large hub for the manufacturing sector, there has been a large reduction in operations and productivity due to COVID-19.

As a result, sourcing and procurement contracts should be reviewed to determine any guarantees related to timelines that suppliers may have provided. Also, there may be notice provisions contained within the agreements that require the supplier to provide notice in the event it cannot meet product demand. It may be the case that procurement groups may need to vary or suspend supply contracts in order to be able to obtain the product from a different source.

b) Supply Chain and Transporting Goods

As a result of the outbreak, international shipments may be delayed. It is important for Canadian importers to remain in contact with their suppliers to ascertain whether the logistics chain is still flowing as usual. It may be worthwhile to consider alternate shipping methods, particularly where products are being shipped by sea. For example, consider air shipment, which may lessen the pressure on the supply chain.

c) Inventory Review

During this time, it is worth diversifying your suppliers in various jurisdictions to help with stocking and inventory in the event where one supplier experiences hardship due to the outbreak. If inventory insurance applies, it is worth reviewing the policy to determine what steps need to be taken to protect rights to an inventory claim.

3. COMMERCIAL & CONTRACT LAW IMPLICATIONS

a) Contracts

COVID-19 may result in disruption of the performance obligations of various companies, and will continue to negatively affect businesses in several ways. As a result, there may be contractual and commercial issues resulting from the pandemic. Businesses should not rely on using the outbreak as a way to excuse non-performance.

Extreme events in business transactions, also known as *force majeure* events, are events which are beyond the control of a party, and may prevent a party from performing its obligations under the contract. If the contract is silent on *force majeure*, a court may excuse an affected party's performance based on impossibility or frustration of the contract. An example of impossibility may include a situation where the promisor dies or is incapacitated, which could include quarantine of an individual or illness due to the outbreak.

Where a contract does not include a *force majeure* clause, barring a claim for frustration of contract, a party will still remain liable to the other party for performing and will not be released of its obligations to the other party, regardless of an intervening event beyond

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its control, even if the intervening event makes performance impossible for the party to perform its obligations.

In reviewing contracts, identify whether a pandemic or epidemic is a specified *force majeure* event. If the *force majeure* clause, objectively interpreted, covers COVID-19, the parties should consider the following issues: notice, causation, mitigation and consequences on contractual performance, including the following:

- Is there a notice period? If so, is there a length of time the *force majeure* event must continue to rely on the provision, and in the event where the outbreak results in an inability to perform, is there an opportunity to mitigate?
- Are there any consent or approval requirements?
- As a result of COVID-19, are there any untrue or misleading representations or warranties?
- Are there any disaster recovery measures in place, and if so, are such procedures being followed?
- Are there any termination provisions triggered?
- Are there any events of default that have been triggered, despite the existence / application of the *force majeure* clause?
- Will any guarantees be affected?
- Are there any other damages that could be incurred?
- Are there any time of the essence provisions?
- Are there any negative future implications – for example, will COVID-19 affect any contracts that are being negotiated or are soon due for renewal?

Keep in mind, however, that there may be other ways to terminate the contract – we are happy to review any contracts and confirm what other flexibility is available.

b) Force Majeure Clauses

The impact of the Covid-19 situation and *force majeure* clauses depends, in large part, on the exact wording of the clause itself. Traditionally, *force majeure* clauses have been interpreted narrowly, with close attention paid to the specific language of the impugned clause. In the words of the Supreme Court of Canada:

An act of God clause or force majeure clause [...] generally operates to discharge a contracting party when a supervening, sometimes supernatural, event, beyond control of either party, makes performance impossible. The common thread is that of the unexpected, something beyond reasonable human foresight and skill.

If a *force majeure* clause exists and is applicable in the circumstances, we recommend that you:

- Provide timely notice of the *force majeure* event
- Document everything
- Prepare for eventual litigation
- Call us

c) Mergers and Acquisitions

In mergers and acquisitions (“M&A”) and certain contracts, the term “material adverse effect” (“MAE”) is used as the threshold to measure the negative impact of certain occurrences.

MAE is typically defined as “any event, occurrence, fact, condition or change that is materially adverse to the business, results of operations, conditions of assets of the corporation, or the ability of the corporation to consummate the transaction”. The outbreak of COVID-19 should fit the first part of this definition as an “event”, a “condition” or a “change”. However, whether it is materially adverse to the business, results of operations, condition or assets of the target corporation or business, is a question of fact.

Canadian case law in this regard is limited and has not dealt with issues similar to the pandemic that we are experiencing. However, U.S. case law is much more comprehensive in this regard, and will likely be influential in the event of litigation related to MAE transactions. While it is too early to know whether COVID-19 will be significant in the interpretation of MAE, this remains fact specific to each M&A transaction.

Regarding Representations and Warranties Insurance (“RWI”), the underwriting and scope of coverage continues to develop in real time. There are several practical considerations for dealmakers to consider when utilizing RWI as an effective risk allocation tool. RWI insurers are paying close attention to the current and potential effects of COVID-19 on the operations of the target with some insurers proposing exclusions related to COVID-19 that can vary in scope. As part of the RWI underwriting process, organizations should expect increased diligence around virus impact, particularly with respect to workforce and supply chain disruption.

d) Commercial Leases

A commercial landlord’s right to impose rules as it sees fit (provided it is consistent with the law) surrounding the operation of its property and its right to control common areas will likely suffice to permit the landlord to limit or control access to the property if advised to do so by authorities.

A commercial landlord should act reasonably and in good faith and never with an ulterior motive. It is imperative that the landlord keep tenants fully informed about the actions it intends to take in relation to the property, and explaining the necessity for them, particularly amidst the outbreak.

If applicable, consider discussing a rent abatement with your landlord.

4. KEY ISSUES FOR EMPLOYERS

It is an employer's duty to ensure that the workplace is safe for all of its employees. Employers should consider the following health and safety related issues during this outbreak:

- How to conduct workplace hazard risk assessments for the virus.
- How to reduce virus-related risks in the workplace.
- How an employer can temporarily require a high-risk employee to stay home and the risks relating to dismissal that may arise.
- The employee's right to know about virus-related hazards.
- The employee's right to refuse work that they view as carrying a risk of infection.
- Remote work arrangements.
- Reporting obligations to health and safety and workers' compensation authorities following instances of infections.
- The employer's duty to protect employees who are experiencing violence and/or harassment connected to the virus.

There are also circumstances that will trigger an employer's duty to notify the Ministry of Labour, Training and Skills Development within four days, such as if the employer is advised that a worker is ill from COVID-19 due to a work-related exposure, or if a claim has been filed with the Workplace Safety and Insurance Board ("WSIB"), as well as the workplace joint health and safety committee/health and safety representative and trade union (if applicable).

There may be several instances in which an employee will be unable to attend to work during the epidemic, such as contracting the virus, being around someone who has contracted the virus, family obligations related to caring for a loved one or child, or travel disruptions. In this regard, employers should be mindful of the following:

- The statutory leaves offered to employees who contract the virus, require medical treatment, or who must care for ill members of their family.
- Deciphering between culpable and non-culpable work absence and coming up with an appropriate response.
- Disability accommodations resulting from COVID-19.
- Deciphering between brief illnesses that may not require accommodation versus more serious illnesses that require accommodation.
- Workers' compensation rights where the virus is contracted in the workplace.
- The type of medical information that the employer can request and the procedures for requesting same.
- Requirements for conducting proper layoffs without triggering constructive dismissals.
- Taking the appropriate steps to ensure privacy of medical and health information.

- Awareness of processing and administrative delays related to international travel and mobility, and making alternate arrangements for operations if necessary.
- The significant impact on international travel and mobility of employees that are required to travel as part of work, and considering alternate work arrangements.
- Assisting employees who are returning to work after an infection.
- Canceling or postponing non-essential work related travel to high risk jurisdictions.
- Monitor travel and health advisories.
- Require employees returning from a high-risk area to immediately report such travel, as well as any symptoms. Require such employees to work remotely for 14 days and only return once cleared by a medical professional.
- Consider the effect of scheduling vacations/leave of absences due to staff shortages.
- Advise employees to stay home and seek medical treatment if they are experiencing symptoms of a respiratory illness of any kind.
- Advise employees to wash hands often with soap for at least 20 seconds and to avoid touching their eyes, nose and mouth with unwashed hands, as well as advising them to cover a cough or sneeze with a tissue or to cough/sneeze into their sleeve.
- Consider that employees with a legitimate health and safety work refusal cannot be disciplined or dismissed.
- Employees must not be subject to discrimination or harassment based on a high-risk jurisdiction that they visited or based on birthplace or origin which may be a high-risk jurisdiction.

Changes to Employment Insurance Sickness Benefits and Work-Sharing

Employment Insurance ("EI") sickness benefits provide financial support for eligible workers who:

- Cannot work for a medical reason, which includes being subject to a quarantine.
- Experience reduced regular weekly earnings of more than 40% per week.
- Have accumulated 600 insured hours of work in the 52 weeks preceding a claim.

Benefits pay 55% of an employee's insurable earnings, up to a maximum of \$573 per week, for a maximum of 15 weeks.

Normally, there is a one-week waiting period for EI sickness benefits. Note this does not refer to when an employee will receive the benefit (which is usually 28 days after the application for EI benefits). This waiting period is treated like a deductible for other types of insurance, where workers will not receive payment for one week of their work absence.

The federal government has waived the one-week waiting period, meaning that individuals subject to quarantine or in self-isolation, or who are ill due to COVID-19, will receive benefits throughout their absence, up to a maximum of 15 weeks.

See more information on EI sickness benefits here: [EI sickness benefits: What these benefits offer.](#)

Work-sharing is designed to help employers and employees avoid layoffs or termination during an economic downturn. As part of the program, EI benefits are provided as income support for the employees who experience reduced working hours due to the business downturn. The affected employees must agree to a reduced work schedule and share available work over a certain period of time. The maximum duration of a work-sharing period is normally 38 weeks. This period will be doubled to 76 weeks for businesses experiencing a downturn in business due to COVID-19.

See more information on work-sharing here: <https://www.canada.ca/en/employment-social-development/services/work-sharing.html>

In the event an employee or a family member does contract COVID-19, they may be able to utilize their unpaid leave entitlements pursuant to the *Employment Standards Act, 2000*, including the following:

- Family caregiver leave – up to eight weeks to care for or support a family member suffering from a serious illness.
- Critical illness leave – up to 37 weeks to provide care or support to a critically ill minor child or 17 weeks to provide care or support to a critically ill adult family member.
- Sick leave – up to three days in each calendar year due to employee illness, injury or medical emergency.
- Family medical leave – up to 28 weeks in a 52-week period where the employee is providing support to a family member suffering from a serious medical condition, who is at significant risk of death within 26 weeks.
- Declared emergency leave – where an employee will not be performing his or her duties as a result of an emergency declared under the Emergency Management and Civil Protection Act or other similar legislation.

5. IMMIGRATION AND TRAVEL ISSUES

Impact of Coronavirus Travel Bans in Canada

On March 18, 2020, the Government of Canada issued an [Order-in-Council](#) defining the terms of the travel ban first announced on March 16 to limit the spread of COVID-19. This ban came into effect of March 18 at 12 pm EDT, and will remain in effect until June 30, 2020.

Initially, officials said the ban applied to all foreign nationals, but excluded Canadian citizens and permanent residents, immediate

family members of Canadian citizens, as well as aircrews, diplomats and U.S. citizens. The exception for U.S. citizens has since been the subject of an amendment.

Pursuant to an Order-in-Council issued on March 18 under the *Quarantine Act*, there are 16 scenarios under which a person would be permitted to enter Canada, including the following exemptions which pertain to permanent and temporary residents:

- immediate family members of Canadian citizens or permanent residents (immediate family members include spouses, common-law partners, dependent children of either the resident or their partner, and grandchildren of citizens and permanent residents);
- people who have been authorized, in writing, by a consular officer of the Government of Canada to enter the country for the purpose of reuniting immediate family members;
- people who have only been in Canada or the U.S. during the 14 day period before arriving in Canada;
- people who are considered “protected persons” where their refugee protection has been conferred and they have not had their claims or applications subsequently deemed to be rejected;
- people who will provide an “essential service” while in Canada; and
- people whose presence in Canada is in the national interest according to the opinion of the Minister of Foreign Affairs, the Minister of Citizenship and Immigration or the Minister of Public Safety and Emergency Preparedness.

In regards to valid study and work permit holders who are currently outside of Canada and the U.S., on March 19, a statement was released by the Government of Canada indicating that air carriers operating flights to Canada are required to deny boarding to any passenger who is not a Canadian citizen or permanent resident (or an immediate family member). This means that international students and workers who are outside of Canada and the United States will not be permitted to board an aircraft to return to Canada, unless they are the spouse, common-law partner or dependent child of a Canadian citizen or permanent resident.

This statement suggests that study or work permit holders outside of Canada and the U.S. who are not the immediate family member of a Canadian citizen or permanent resident are forbidden from returning to Canada for the time being, unless they are able to seek entry to Canada by land or water.

However, study and work permit holders currently in the U.S., who have not travelled to any other country may be eligible to return to Canada as long as the travel is deemed to be “essential”. As noted, the original travel ban provided an exception for U.S. citizens. This exception has since been amended, pursuant to the terms of a [statement released by the government of Canada](#) on March 20, 2020 which provides that commencing on March 21,

all “non-essential travel” from the U.S. to Canada will be restricted. This applies to all travel, regardless of whether it involves air travel or crossing into Canada by land or water. The statement provides that “non-essential” travel includes travel that is considered tourism or recreational in nature.” The statement goes on to provide that “Americans and Canadians also cross the land border every day to do essential work or for other urgent or essential reasons, and that travel will not be impacted.” Later on March 20, the Government of Canada issued a clarifying statement which provided that holders of valid work permits and study permits are exempt from the border restrictions. They can fly into Canada and are considered “essential travel” for the purposes of land border restriction exemptions. All persons entering Canada from abroad pursuant to any of these exemptions are expected to self-isolate for 14 days upon arrival in Canada, with exemptions from this self-isolation requirement applicable to certain occupations such as long-haul truckers and certain health care related occupations.

The Government of Canada has also officially discouraged “flagpoling.” “Flagpoling” is a term given to the practice of individuals in Canada travelling to the U.S. border in order to have Canadian border officials update their immigration status. It is a common method used by individuals to renew their study or work permits or to activate their permanent residence status.

The Canadian Border Services Agency (CBSA) has advised that travelling to the U.S. border for immigration services is currently defined as non-essential travel and CBSA requests that such individuals do not travel to the border until further notice. Rather, temporary residents who are looking to extend their stay in Canada as students, workers, or visitors should apply to do so on the website of Immigration, Refugees and Citizenship Canada.

6. MINIMIZING LITIGATION RISK DURING COVID-19

During COVID-19, it is imperative that you inform yourself regarding the duties you maintain under various contracts or any reporting obligations that you owe to regulators, employees and independent contractors, customers, investors, and creditors.

It is prudent to review contracts and terms sheets, consider cross border obligations, engage in without prejudice settlement discussions, consider guidance for public issuers and review media strategy to avoid risks related to public relations and to avoid litigious matters.

7. COURT OPERATION SUSPENSIONS AND HEARING CANCELLATIONS

Ontario Superior Court of Justice

On March 15, 2020, Chief Justice Morawetz announced that court operations in the Ontario Superior Court of Justice are suspended as of March 17, 2020, until further notice.

All civil, criminal, and family matters on or after March 17 are adjourned. This includes all telephone and video conference appearances, unless directed otherwise by the court.

However, during this period, courthouses will be open for filings in non-urgent matters. The court has advised that if the courthouse becomes unsafe or it becomes impossible to file at the courthouse, the court intends to grant extensions of time once regular court operations recommence. However, parties must still comply with rules and orders requiring the service or delivery of documents as between the parties.

On March 20, 2020, the Ontario government made an order under section 7.1 of the *Emergency Management and Civil Protection Act* suspending limitations periods and procedural time limits, retroactive to March 16, 2020. This includes any statute, regulation, rule, by-law or order of the Ontario government that establishes any time period within which any step must be taken in any proceeding in Ontario, subject to the discretion of the court.

The following civil matters will be heard during this time period, although the court has the discretion to deny scheduling an immediate hearing:

- Applications, appeals, and requests relating to COVID-19 and public health.
- Urgent and time-sensitive motions and applications in civil and Commercial List matters, only in the instances where the result would have significant financial consequences if no judicial hearing were to take place.
- Outstanding warrants issued in regards to a Small Claims Court of Superior Court civil proceeding.
- Any other matter the court deems essential to be heard on an urgent basis.

It is expected that a Return to Operations Scheduling Court will be established for the purpose of rescheduling matters that have fallen within this period. Based on our recent experience with the courts, it appears that cases are being rescheduled to a scheduling court in June, 2020.

Ontario Court of Appeal

On March 17, 2020, the Ontario Court of Appeal suspended all scheduled appeals until April 3, 2020. Urgent appeals will still be heard during this timeframe, but only remotely or based on written materials.

Parties on non-urgent matters can also request that their appeal be heard during this time period, based on written materials previously filed.

The court has advised that the parties to appeals scheduled between April 3 and April 30, 2020 should adjourn their appeals on consent. Parties are encouraged to file by mail.

Tribunals Ontario

On March 13, 2020, Tribunals Ontario closed all front line counter services until further notice. The tribunals include:

- Environmental Review Tribunal
- Local Planning Appeal Tribunal
- Mining and Lands Tribunal
- Human Rights Tribunals of Ontario
- Landlord and Tenant Board

Tribunals Ontario is implementing a new policy to postpone in-person hearings and reschedule to a later date. Where feasible, alternative hearing options such as written and telephone hearings will be considered.

Labour Relations Board

On March 15, 2020, the Ontario Labour Relations Board (“**OLRB**”) announced that all in-person hearings scheduled up to and including March 27, 2020 are cancelled.

OLRB is accepting submissions from parties regarding rescheduling of hearings or scheduling hearings to be heard by telephone or in writing.

The OLRB will continue receiving applications and other submissions, but anticipates processing may be delayed. Front line reception areas will also be closed for walk-in inquiries.

Workplace Safety and Insurance Board

The Workplace Safety and Insurance Board closed its offices to the public on March 17, 2020 and postponed in-person hearings.

The Workplace Safety and Insurance Appeals Tribunal gave notice on March 18, 2020 that it was postponing all in-person hearings scheduled March 16, 2020-April 3, 2020 and closed its offices to the public.

8. ESTATE PLANNING

At this point, we would promote the following actions to ensure that your estate planning affairs are in order:

- a) Review your existing documents. Make sure that you have copies (either paper or electronic) of your existing estate planning documents, and review them to confirm that they still reflect your wishes. If you cannot locate your documents, consider calling or emailing your estate planning lawyer to obtain copies.
- b) Pinpoint any items that require attention sooner rather than later. As you review, take note of any major changes that may

have occurred in your family since you last updated your estate plan. These might include child births, deaths, marriages, divorces, etc. Also consider whether the individuals that you previously appointed to serve as your agents are still appropriate.

c) Follow up with your loved ones and advisors.

- Make sure that your loved ones know if you have appointed them to any role in your estate plan. This includes your executor (i.e. personal representative under your will, or trustee of your trust), guardian for your minor children, attorney-in-fact under your durable power of attorney for property, and patient advocate under your health care power of attorney.
- Consider reaching out to your financial advisor, insurance advisor, etc. to ensure that your beneficiary designations are up to date and discuss any new planning opportunities relative to your current financial status.
- If you require any medical attention in the near future, confirm that your medical provider has a copy of your patient advocate designation and is informed as to who you wish to have access to your confidential health information.

NOTE – If you do not already have an estate plan, now is as good of a time as any to consider the opportunity before you. Having a will/trust, a power of attorney, and a healthcare power of attorney can certainly contribute to a healthy state of mind.

9. HEALTH

On March 11, 2020, the World Health Organization (“**WHO**”) assessed COVID-19 as a pandemic. Canada’s public health system, through the federal government’s Public Health Agency of Canada, along with public health authorities across the country, responded to the outbreak by working to educate the public and prevent the spread of COVID-19. Specifically, the federal government has identified an increased risk or more severe outcomes for Canadians aged 65 and over, people with compromised immune systems, and with underlying conditions.

In addition, there is an increased health risk for Canadians who have travelled abroad. The Canadian government has advised all Canadians to avoid non-essential travel outside of Canada until further notice, including cruise ships. For travelers who have returned to Canada, the federal government has recommended self-isolating for 14 days, and to continually monitor their health for symptoms including fever, cough, or difficulty breathing. In Ontario, the Ministry of Health has recommended individuals who believe they are experiencing symptoms to contact Telehealth Ontario (the province’s public health contact centre) or to contact their local public health unit before visiting an assessment centre.

10. GOVERNMENT OF CANADA

a) Economic Assistance for Canadian Businesses

The government has committed up to \$82 billion in support of businesses and Canadians who are affected by the COVID-19 outbreak. A Business Credit Availability Program providing more than \$10 billion in support for Canadian businesses will be available through the Business Development Bank of Canada, and Export Development Canada. Augment credit will be available to farmers and the agri-food sector through Farm Credit Canada. To ensure financial market liquidity, the government will purchase up to \$50 billion of insured mortgage pools through the Canada Mortgage and Housing Corporation. Businesses will also be allowed to defer payment of their income taxes until August 31, 2020. Finally, the federal government is offering wage subsidies of 10% of employment wages, up to \$1375 per employee and \$25,000 per employer to mitigate the possibility of layoffs.

b) Economic Assistance for Canadians

Part of the economic response plan includes the creation of different programs for Canadians, including an Emergency Care Fund, which will provide financial assistance to self-isolated workers, those caring for others with COVID-19 and parents who are unable to work because of school and daycare closures. An Emergency Support Fund will help workers not eligible for employment insurance but facing unemployment.

In addition to these new measures, existing support programs will be enhanced. Families with young children will see an increase in their Canada Child Benefit for the 2019-2020 year. Low-income individuals will also see their Goods and Services Tax Credit double. The federal government has extended the deadline for filing taxes until June 1, 2020. Canadians with outstanding student loans will receive a six-month interest free moratorium on making payments. The mandatory withdrawals for retirees with retirement accounts have also been reduced by 25% for 2020.

11. GOVERNMENT OF ONTARIO

As of Tuesday, March 24th at 11:59PM, all non-essential businesses will be ordered to close for an immediate period of 14 days. The Ontario government is expected to release a list of what is deemed to be an "essential" business. All businesses should carefully monitor the news and the Ontario government website for further updates and instructions on how to conduct their business operations accordingly.

As an immediate response, the Ontario government also announced immediate funding of \$304 million to enhance the province's response to COVID-19, with the following:

- \$100 million for increased capacity in hospitals.
- \$50 million for more testing and screening of COVID-19, including funding for contact tracing, laboratory testing, and home testing.
- \$50 million to protect frontline workers, first responders and

patients by increasing personal protective equipment and critical protection equipment.

- \$25 million to support frontline workers in COVID-19 assessment centres, including childcare services.
- \$50 million for long-term care support, for additional screening and staffing.
- \$20 million for residential facilities in developmental services, and to support additional staffing for caregivers impacted by school closures, and increasing personal protective equipment and supplies and fund additional cleaning supplies.
- \$5 million for increased infection control in retirement homes.
- \$4 million for Indigenous communities for transportation costs for health care professionals.

The Ontario government has also passed the *Employment Standards Amendment Act (Infectious Disease Emergencies)*, to provide job-protected leave to employees in quarantine or isolation due to COVID-19 who need to be away from work due to illness or to care for children due to the closure of schools and day cares. The legislation provides job protection for those who are under medical investigation, are under isolation or quarantine, are following public health orders or directions, or for those who are caring for a person for a related COVID-19 reason such as a school or day care closure. The legislation provides that employees will not be required to provide a medical note if they must take the leave, and is retroactive to January 25, 2020.

Under the *Emergency Management and Civil Protection Act*, all gatherings of 50 or more people are prohibited. Individuals who fail to comply with the prohibitions can be fined up to \$1,000, while businesses can be fined up to \$500,000.

Certain businesses have been ordered to shut, including:

- Day cares
- Concert venues
- Theatres
- Indoor recreational programs
- Private schools
- Movie theatres
- Bars and restaurants, except those that provide drive-thru, delivery or take-out options

12. INDUSTRY SPECIFIC UPDATES

Securities: The Canada Securities Administrators ("CSA") has offered a 45 day filing extension for periodic filings normally required by issuers, investment funds, registrants, certain regulated entities and designated rating organizations which were previously due on or before June 1, 2020. In addition, all CSA proposals will have their comment periods extended by 45 days. For more information, see: <https://www.securities-administrators.ca/aboutcsa.aspx?id=1877>

The CSA has also provided guidance on conducting annual general meetings during the outbreak. For more information, see: <https://www.securities-administrators.ca/aboutcsa.aspx?id=1879>

OSFI: The Office of the Superintendent of Financial Institutions (“OSFI”) has enacted several measures to support the resilience of financial institutions. Measures include lowering the Domestic Stability Buffer by 1.25%, suspending consultation on the minimum qualifying rate for uninsured mortgages, and further reviewing and introducing new measures in light of changing circumstances as necessary. For more information, see: https://www.osfi-bsif.gc.ca/Eng/osfi-bsif/med/Pages/nr_20200313.aspx

The Bank of Canada has taken a series of proactive measures, including to cut the interest rate to 0.75% in light of the negative shocks to Canada’s economy arising from the COVID-19 pandemic and the recent sharp drop in oil prices. For more information, see: <https://www.bankofcanada.ca/2020/03/opening-statement-180320/>

Health Canada: Health Canada has temporarily allowed access to hand sanitizers, disinfectants, PPEs, and swabs which may not fully meet regulatory requirements. These include products which would not have otherwise complied with labelling and packaging requirements, as well as products that were not authorized for sale in Canada but authorized in other jurisdictions with similar regulatory frameworks and quality assurances. For more information, see: <https://healthycanadians.gc.ca/recall-alert-rappel-avis/hc-sc/2020/72623a-eng.php>

Alcohol, Gaming and Cannabis: The Alcohol and Gaming Commission of Ontario has extended the term of all alcohol, gaming, and cannabis licenses, authorizations, and registrations for three months. For more information, see: <https://www.agco.ca/agco-will-extend-term-your-active-licence-authorization-and-or-registration>

Canadian Intellectual Property Office: The Canadian Intellectual Property Office (“CIPO”) has announced that any days in the period March 16, 2020 to March 31, 2020 inclusive will be considered “designated days”. If a CIPO deadline falls on any of these “designated days”, the time period to respond will be extended until the next business day. This applies to any deadline as set under the *Patent Act*, *Trademark Act*, and *Industrial Design Act*. This time can be extended, but any impacted party should contact our team immediately for advice before any deadline. For more information, see the CIPO webpage for updated information for service and website interruptions: <https://www.ic.gc.ca/eic/site/cipointernet-internetopic.nsf/eng/wr00050.html>

13. HELPFUL LINKS

We are continuously keeping this list updated as materials are being produced.

- Link to Dickinson Wright COVID-19 Resources: <https://www.dickinson-wright.com/news-alerts/coronavirus-related-article-and-blogs>
- Health Canada’s COVID-19 Information: <https://www.canada.ca/en/public-health/services/diseases/2019-novel-coronavirus-infection/prevention-risks.html#p>
- Information about the federal government’s economic response plan: <https://www.canada.ca/en/department-finance/economic-response-plan.html>

- Information from the Ontario government’s dedicated COVID-19 webpage, updated twice daily: <https://www.ontario.ca/page/2019-novel-coronavirus>

14. TIPS FOR STAYING SAFE

Coronaviruses are a series of infections that are mostly spread amongst individuals through close contact. The likelihood that a person will become severely ill is higher where the person has a weakened immune system. COVID-19 causes a respiratory infection with symptoms ranging from common to severe respiratory illnesses, including difficulty breathing, fever, and cough. In the most severe cases, it may lead to pneumonia, kidney failure, and death.

Canada’s public health authorities have recommended that all Canadians avoid and reduce contact with others by:

- Staying at home and self-isolating, or if leaving the home, wearing a mask or covering the mouth and nose with tissues, and maintaining a 2-metre distance with others.
- Avoiding individuals in hospitals and long-term care centres.
- Avoiding having visitors at your home.
- Covering your mouth and nose when coughing or sneezing.
- Having supplies dropped off at your home instead of running errands.
- Practicing social distancing by avoiding any greetings (such as handshakes), avoiding non-essential gatherings, avoiding crowded places, and limiting interactions with older adults and those in poor health.
- Practicing good hygiene, including washing hands with soap and water for at least 20 seconds, or using alcohol-based hand sanitizer if soap and water are not available.
- Clean high-traffic surfaces with household cleaners.

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CLIENT ALERT

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