

**BOARD OF TRUSTEES MEETING**  
**Wednesday, May 19, 2021 at 12:00 noon**  
**Microsoft Teams Meeting**  
**Teleconference: 416-603-6338 Conference ID: 998424546#**

**Elected Trustees (Voting)**

Brian Porter, Chair  
Ross Baker  
Dean Connor  
Stu Kedwell  
Peter Menkes  
Lawrence Pentland  
Janet Rossant  
Mark Saunders  
Shirlee Sharkey  
Barbara Stymiest  
Ajay Virmani  
Peter Wallace  
Jaime Watt  
Cornell Wright

**Trustees Appointed by U of T Governing Council (Voting)**

Trevor Young

**Ex Officio Trustees (Non-Voting)**

Kevin Smith (Chief Executive Officer)  
Patricia Murphy (Chair of the Medical Advisory Committee)  
Mark Osten (President of the Medical Staff Association)  
Joy Richards (Chief Nursing Executive)  
Janice Fukakusa (Chair of the Princess Margaret Foundation Board)  
Raj Kothari (Chair of the Toronto General & Western Hospital Foundation Board)

**Regrets**

Todd Halpern  
Cheryl Regehr

**Guests**

Marc Toppings, Vice President & Chief Legal Officer

**Recording Secretary**

Grace Ivo

**Quorum – 40% of Voting Members or 7 Voting Members**

## **1.0 Call to Order**

Mr. Brian Porter, Chair, called the meeting to order at 12:03 pm. No declarations of conflict of interest were declared and the meeting Agenda was approved, as circulated.

## **2.0 Consent Agenda**

### **2.1 Approval of Meeting Minutes**

#### **2.1.1 Independent Trustees – April 21, 2021**

Pre-circulated for members' information were the minutes of the Independent Trustees meeting held on April 21, 2021.

#### **2.1.2 Human Resources Committee – April 14, 2021**

Pre-circulated for members' information were the minutes of the Human Resources Committee meeting held on April 14, 2021.

#### **2.1.3 Finance & Audit Committee In-Camera – May 12, 2021**

Pre-circulated for members' information were the draft minutes of the Finance & Audit Committee In-Camera meeting held on May 12, 2021.

### **2.2 Approval of Minutes and Embedded Motions**

#### **2.2.1 Governance and Nominating Committee (“GNC”)**

No minutes to approve.

#### **2.2.2 Research Committee**

Pre-circulated for members' information were the minutes of the Research Committee meeting held on March 9, 2021.

#### **2.2.3 Human Resources Committee**

Pre-circulated for members' information were the minutes of the Human Resources Committee meeting held on April 14, 2021.

#### **2.2.4 Michener Education Committee**

Pre-circulated for members' information were the minutes of the Education Committee meeting held on February 10, 2021.

#### **2.2.5 Michener Board**

Pre-circulated for members' information were the minutes of the Michener Board meeting held on February 10, 2021.

#### **2.2.6 Medical Advisory Committee (“MAC”)**

Pre-circulated for members' information and approval were the minutes of the MAC meetings held February 4, April 1, and May 6, 2021; February 4, April 1, and May 6, 2021 Medical Staff Appointments, and Briefing Note.

Dr. Patricia Murphy, Chair of the Medical Advisory Committee, provided the Board with an update on critical care and the redeployment of physicians during Wave 3. Top risks were identified, including the impact of the cancellation or delay of a significant number of patient surgeries and procedures on patient outcomes, as well as staff wellness and the impact of staff burnout on quality of care and retention.

**BOARD MOTION**

*On a motion duly made, seconded and carried, the Independent Trustees of the Board approve all minutes on the consent agenda in Section 2.1 and the Board of Trustees approve all motions and minutes on the consent agenda in Section 2.2.*

**3.0 Chair's Report**

Mr. Brian Porter, Chair of UHN's Board of Trustees, provided a verbal update to the Board of Trustees on provincial pandemic trends, noting that despite cases decreasing, Wave 3 continues to challenge the capacity and resources of hospitals across the Province. Mr. Porter expressed thanks to UHN leadership and all of TeamUHN for their continued dedication and resilience in caring for patients despite the unprecedented demands of COVID-19.

With respect to Board planning, Mr. Porter noted that he recently met one-on-one with each of the Independent Trustees and U of T representatives to discuss various topics related to the effective functioning of the Board and areas for improvement. From these discussions, three key areas were identified for further input from Management: UHN's role in long-term care, research commercialization progress and opportunities, and resources required to achieve the priorities in the current multi-year strategic plan.

Mr. Porter advised that UHN's Annual General Meeting (AGM) will take place on June 10<sup>th</sup> in a virtual format due to the pandemic and that the Board of Trustees will be bringing forward a resolution to amend the by-laws to allow room for one (1) additional Trustee – Ms. Pamela Warren, Senior Partner at Egon Zehnder.

**4.0 Chief Executive Officers' Report**

Pre-circulated for members' information was the Chief Executive Officer's Report. At the meeting, Dr. Kevin Smith, President & Chief Executive Officer,

acknowledged National Nursing Week and the Board expressed appreciation and gratitude for the significant and vital role of nurses in healthcare during the pandemic. Dr. Smith also provided an update on vaccination rates, COVID-19 cases, and critical care capacity across the Province and at UHN.

Dr. Kevin Smith also reported on UHN scientists recently recognized for their outstanding contributions through industry awards and appointments and the fact that UHN's *Behind the Breakthrough* podcast had been nominated for the 2021 Canadian Podcast Awards.

On the digital front, the Board was informed of a widespread ransomware attack on a healthcare provider in the United States. The importance of ongoing vigilance related to cyber security was reiterated and it was noted that UHN's Digital Team has identified a number of lessons learned from this incident that they are actively applying to HIS implementation plans.

Dr. Smith also advised the Board on recent changes to Bill C-7: An Act to Amend the Criminal Code - Medical Assistance in Dying (MAiD). The Board was informed that UHN's MAiD Team has been actively updating assessment forms, clinical processes, and policies to align with the legislation.

#### **4.1 Enterprise Risk Management Update ("ERM")**

Pre-circulated for members' information was a comprehensive ERM update. It was noted that the risk of focus in the report was the deferral of scheduled care. The ERM update was taken as read.

#### **4.2 New Board Agenda Template**

Pre-circulated for members' information was a new Agenda template for meetings of the Board of Trustees in response to suggestions for improvement; Trustees were asked to review and provide any feedback.

#### **4.3 Update from Physician-in-Chief**

Dr. Kathryn Tinckam was introduced as the new Physician-in-Chief effective April 1, 2021. Dr. Tinckam provided a brief overview of her experiences and observations to-date noting the exemplary response of the Department of Medicine to the care of COVID-19 patients, representing continuous innovation across all academic domains in the department. Dr. Tinckam also provided an update on departmental planning, including quality assurance and improvement initiatives, human resources, and integrated, equitable quality care.

#### **4.4 ECMO Overview**

Dr. Shaf Keshavjee, Surgeon-in-Chief, provided an overview of UHN's Extracorporeal Life Support (ECLS) Program, also known as Extracorporeal Membrane Oxygenation (ECMO) and the expansion of this program to treat patients with lung failure resulting from COVID-19 infection.

#### **5.0 Quality & Safety Committee Report**

##### **5.1 Approval of Minutes & Embedded Motions**

Pre-circulated for members' information were the minutes of the Quality & Safety Committee meetings held on March 29, 2021; April 26, 2021 (Draft).

Dr. Ross Baker, Chair of the Quality and Safety Committee of the Board, discussed key quality and safety risks for UHN and the broader healthcare system resulting from the pandemic in addition to innovations and improvements that should be maintained when the pandemic is over. Risks discussed included the impact of the ramp down of clinical activities on patients and the building backlog of surgical cases; vaccine hesitancy among TeamUHN; and maintaining the inflow of new healthcare professionals to address shortages and staff burnout. It was noted that the pandemic has created increased cross-organization and cross-sectoral collaboration and that these partnerships should be preserved post-pandemic to improve the effectiveness and efficiency of the healthcare system.

#### ***BOARD MOTION***

*On a motion duly made, seconded and carried, the Board of Trustees approve the minutes under Section 5.1.*

#### **6.0 Finance Committee Chair Updates/Chief Financial Officer Report**

Pre-circulated for members' information were the Chief Financial Officer's Report and the minutes of the Finance and Audit Committee meetings held on February 8, 2021, May 12, 2021 (draft) and Briefing Notes for Approval from its May 12, 2021 meeting.

Ms. Barbara Stymiest, Chair of the Finance & Audit Committee, presented updates and items coming forward for approval from the May 12<sup>th</sup> meeting of the Finance & Audit Committee and the following was noted:

- Preliminary year-end results indicate a balanced budget with a margin of \$38.1 M for commitments, which exceeds the \$30 M target.

- Looking to the next fiscal year, the 2021/22 operating and capital plans were brought forward for Board review and approval.
- Confirmation of funding for 2021/22 is still pending, thus the 2021/22 operating plan will be updated once funding is confirmed and clarity around COVID-19 reimbursement continuance is received.
- On April 30, 2021, UHN notified Plexxus of its intention to terminate the Master Services Agreement effective April 30, 2023.

## 6.1 Approval of Minutes & Embedded Motions

The following motions were brought forward from the May 12<sup>th</sup> meeting of the Finance and Audit Committee for approval by the Board of Trustees:

a) SAP Optimization Update

*That the Board of Trustees authorize Management, under the oversight of the Finance & Audit Committee as appropriate, to enter into final contract negotiations with SAP and execute a contract for an annual value not to exceed [REDACTED] and to proceed to engage a Systems Integrator through a competitive bid process.*

b) Noventa Energy – Wastewater Thermal Energy Project Contract Amendments

*That the Board of Trustees approve the contract and non-competitive procurement of Noventa Wastewater Thermal Energy Services Agreement for TW in an amount not to exceed [REDACTED] over 30 years.*

c) Property Transfer – Princess Margaret Lodge

*That the Board of Trustees approve the purchase of the PM Lodge situated at 541-545 Jarvis Street for [REDACTED] and subject to the restrictions identified.*

d) Operating Plan 2021/22

*That the Board of Trustees approve the 2021/22 Operating Plan, which Plan encompasses the Capital Plan, on a preliminary basis, subject to such Plan being finalized to reflect the impact of COVID-19 and pending 2021/22 funding announcements from the Ministry of Health.*

e) Capital Plan (2021/22)

*That the Board of Trustees approve the Capital Plan, which is encompassed in the preliminary Operating Plan, subject to such Operating Plan being finalized to reflect the impact of COVID-19 and pending 2021/22 funding announcements from the Ministry of Health.*



- f) Annual Attestations  
*That the Board of Trustees approve UHN's Attestation of Compliance with the Broader Public Sector Accountability Act.*
- g) Minutes of the Meetings held February 8 and May 12, 2021  
*That the Board of Trustees approve the Minutes of the Finance and Audit Committee meeting held February 8, 2021 and May 12, 2021.*
- h) Finance and Audit Committee Terms of Reference Amendments  
*That the Board of Trustees approve amendments to the Finance and Audit Committee Terms of Reference.*
- i) Johnson & Johnson – Supply of Sutures  
*That the Board of Trustees approve the competitive procurement of Johnson & Johnson for the supply of Sutures at the cost of [REDACTED] over 7 years.*
- j) Medtronic – Supply of Surgical Staplers and Reloads  
*That the Board of Trustees approve the competitive procurement of Medtronic for the supply of surgical staplers and reloads at the cost of [REDACTED] over 7 years and 4 months.*
- k) Baxter Corporation – Supply of IV Solutions  
*That the Board of Trustees approve the competitive procurement of Baxter for the supply of Intravenous fluids (IV Solutions) at the cost of [REDACTED] over 9 years.*
- l) Abbott Medical – Supply of Electrophysiology Consumables  
*That the Board of Trustees approve the non-competitive procurement of Abbott Medical for the supply of Electrophysiology consumables at the cost of [REDACTED] over the 4-year term.*
- m) Johnson & Johnson – Supply of Electrophysiology Consumables  
*That the Board of Trustees approve the non-competitive procurement of Johnson & Johnson for the supply of Electrophysiology consumables at the cost of [REDACTED] over the 4-year term.*

**BOARD MOTION**

*On a motion duly made, seconded and carried, the Board of Trustees approve minutes and embedded motions under Section 6.1.*

**7.0 Education Session – Research Commercialization Strategy**

For the information of the Board, Dr. Brad Wouters, Executive Vice President, Science and Research and Mr. Mark Taylor, Director, Technology Development and Commercialization, provided an update on UHN's Research Commercialization Strategy.

It was noted that UHN's Technology Development and Commercialization Office (TDC) is launching a five-year strategic plan entitled "Commercialization Lives Here". This Plan was developed in alignment with the UHN Strategic Plan and Strategic Research Plan, and outlines initiatives to elevate UHN, Toronto, and Canada as a global destination for commercialization. Past successes and the current status of commercialization at UHN was provided, as well as, the future aims contemplated by the Plan.

**8.0 In-Camera: Meeting of the Board of Trustees**

The Board moved into an in-camera session.

**8.1 CEO Signing Limit**

The Board moved out of an in-camera session to approve the delegation of signing to the CEO for the Princess Margaret Space Transformation Project ("PMST Project"), the details of which were pre-circulated in the meeting package.



**9.0 Termination**

There being no further business, the meeting was terminated at 2:00 p.m.



The Chair agrees these meeting minutes are an accurate reflection of the meeting.



---

**Mr. Brian Porter**  
**Chair, Board of Trustees**  
**University Health Network**

May 19, 2021

---

**Date**