

BOARD OF TRUSTEES MEETING
Wednesday, November 17, 2021 at 12:00 PM
Microsoft Teams Meeting
Teleconference: 416-603-6338 Conference ID: 71716972#

Elected Trustees (Voting)

Brian Porter, Chair
Ross Baker
Dean Connor
Stu Kedwell
Lawrence Pentland
Mark Saunders
Shirlee Sharkey
Barbara Stymiest
Ajay Virmani
Peter Wallace
Jaime Watt
Cornell Wright
Pamela Warren
Todd Halpern

Trustees Appointed by U of T Governing Council (Voting)

Cheryl Regehr
Trevor Young

Ex Officio Trustees (Non-Voting)

Kevin Smith (Chief Executive Officer)
Patricia Murphy (Chair of the Medical Advisory Committee)
Joy Richards (Chief Nursing Executive)
Richard Rooney (Chair of the Princess Margaret Foundation Board)
Mark Osten (President of the Medical Staff Association)

Regrets

Peter Menkes
Janet Rossant
Raj Kothari (Chair of the Toronto General & Western Hospital Foundation Board)

Guests

Marc Toppings, Vice President & Chief Legal Officer
Lisha Hibbins, Corporate Governance Lead

Recording Secretary

Grace Ivo

Quorum – 40% of Voting Members or 7 Voting Members

1.0 GENERAL BUSINESS ITEMS

1.1 Call to Order

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

Whereas the UHN Board of Trustees has reviewed the Agenda for its meeting held on November 17, 2021;

Be it resolved that the UHN Board of Trustees approves the Agenda for its meeting held on November 17, 2021, as presented.

1.2 Consent Agenda

The UHN Board of Trustees (the “Board”) approved the items on the Consent Agenda items, as pre-circulated in the meeting package, by unanimous consent:

Whereas the UHN Board of Trustees has reviewed the items presented in the Consent Agenda for their meeting of November 17, 2021;

Be it resolved that the UHN Board of Trustees approves the items presented in the Consent Agenda for the meeting of November 17, 2021 by unanimous consent.

The resolutions passed by the Board as part of the Consent Agenda are attached hereto as **Schedule A** and form part of these Minutes.

2.0 STANDING ITEMS

2.1 Chair’s Report

Mr. Porter welcomed Mr. Richard Rooney to the Board. Mr. Rooney assumed the role of Chair of the Princess Margaret Cancer Foundation on September 29, 2021, succeeding Janice Fukakusa, who had served as Board Chair since 2018.

Mr. Porter provided a verbal report and advised that, in accordance with best corporate governance practices, all Trustees will be asked to complete a Skills Survey, the results of which will be used to inform Board education requirements and succession planning. The Survey will rate the knowledge and experience of Trustees across three domains: Health Sector Knowledge, Technical Knowledge, and Personal Attributes. The Survey will be launched in December.

2.2 Chief Executive Officers’ Report

A detailed Chief Executive Officer (CEO) Report, inclusive of Enterprise Risk Management Update, was pre-circulated in the meeting package.

Dr. Kevin Smith, President & CEO, provided a verbal update at the meeting, with a focus on COVID-19 cases and trends and pandemic-related challenges, including clinical recovery planning and clinical staffing. Dr. Smith introduced Dr. Carolyn Gosse who will be joining UHN as Vice President, Clinical of UHN@Home and Seniors Care in early December. Dr. Gosse will lead the development of UHN’s Home Care strategy to enhance senior’s care and will also work closely with the Connected Care team to support the Integrated Care and Digital Health strategies. Dr.

Smith also acknowledged UHN's Energy & Environment team for being named the Gold Winner of the Ashikaga-Nikken Excellence Award for Green Hospital by the International Hospital Federation (IHF).

2.3 Quality & Safety Committee

2.3.1 Quality & Safety Committee Report

Dr. Ross Baker, Chair of the Quality and Safety Committee, provided an update on matters overseen by the Committee, as pre-circulated in the meeting package. The following was noted:

- **Healthcare System:** The Committee engaged in focused discussions on the macro level impact and learnings from the COVID-19 pandemic on Ontario's health system were discussed from the perspectives of: Ontario Health; UHN's Social Medicine Program; Health Human Resources (HHR) challenges; and the importance of data. In addition, Dr. Sacha Bhatia, Ontario Health's Population Health and Values Based Care Executive, led the Committee through a discussion on the importance of an integrated healthcare system built on strengthened primary care.
- **Clinical Activity Recovery:** The Committee reviewed the status of UHN's surgical backlog, innovative solutions to clear that backlog, and post-pandemic opportunities for improvement. While the surgical backlog should be reduced as quickly as possible to minimize harm to patients awaiting treatment, ongoing HHR challenges at UHN, and across the health system, generally, make it difficult to deploy staff for additional procedures.
- **Improving Transitions and Escalation of Care:** Gaps in Transfer of Accountability/Information is one of the leading contributing factors to UHN's Serious Safety Events. UHN has, therefore, implemented a new communication tool for patient handovers: I-PASS (Illness Severity/Priority Level, Patient Summary, Action List, Situation Awareness, Synthesis by receiver).

2.3.2 Medical Advisory Committee Report

Dr. Patricia Murphy, Chair of the Medical Advisory Committee (MAC), provided an update on matters overseen by the Committee, as pre-circulated in the meeting package.

It was noted that MAC had unanimously approved a COVID-19 vaccination policy for patients in evaluation for transplant listing. This policy requires the full vaccination of patients prior to transplant, with limited medical exceptions, and is precedent-setting in Ontario as the first patient-facing policy mandating vaccination prior to medical intervention.

2.4 Finance & Audit Committee

2.4.1 Chief Financial Officer's Report

Ms. Barbara Stymiest, Chair, Finance & Audit Committee, and Ms. Darlene Dasent, Vice President & Chief Financial Officer provided an update on matters overseen by the Committee, as pre-circulated in the meeting package. The following was noted:

- **Reimbursement of COVID-19 Expenses:** Claims for incremental COVID-19 expenses from the last fiscal year have not yet been fully reimbursed by the Ministry of Health

(MOH) and Management is awaiting further details on the final reconciliation process. With respect to 2021/22, pandemic expenses incurred during Q1 and Q2 will be reimbursed according to the criteria set out for 2020/21; however, the status of continued funding for Q3 and Q4 remains unknown.

- **Annual Planning Process:** UHN historically submits annual planning submissions to the MOH and Ministry of Long-Term Care (MOLTC) to inform our accountability agreements. Due to the pandemic, this process was waived in 2020/21; direction as to the requirements for 2021/22 have not yet been announced.
- **Supply Chain Transformation:** Management continues to engage with Plexxus on the transition of services and has requested additional information to understand the proposed structure, fees, service levels, and cost to UHN.

2.4.2 Q2 Performance and Financial Statements

Ms. Dasent provided an overview of financial performance for the six months ended September 30, 2021 (Q2), as pre-circulated in the meeting package.

It was noted that the Q2 operating results is a margin of \$310 K. The result reflects timing of expenditures in non-clinical areas that will be incurred through the remainder of the year. The Q2 Financial Position remains capable of managing the operating result; with a working capital of 0.79, cash receipts debt service ratio of 41.4:1 – well above bond covenant minimum of 18:1, and days cash on hand stable at 100 days.

The Board approved the Q2 financial statements, as presented:

***Whereas** the Finance & Audit Committee has reviewed and approved the Financial Statements for the six months ended September 30, 2021 and recommends approval of same by the UHN Board of Trustees;*

***Be it resolved that** the UHN Board of Trustees approves the Financial Statements for the six months ended September 30, 2021, as presented.*

2.4.3 Approach to 2022/23 Operating and Capital Plan

Ms. Dasent provided an overview of UHN's preliminary approach for the 2022/23 Operating and Capital Plans. The following was noted:

- To balance operations, Hospital operations have been tasked to find \$18.5 M (or 1.6% of program expenses) in efficiencies to offset projected cost increases. New revenues will be explored from various sources with margin opportunities, and utilization and benchmarking data is being examined to identify opportunities for cost realignment.
- To achieve the \$30 M margin while balancing operations, a variety of risks need to be mitigated and managed, including: MOH funding uncertainty; organizational capacity; uncertainty around continued and future COVID-19 funding; existing funding and run rate pressures; and funds required for investments in transformation.

The Board provided support in principle for the preliminary planning approach:

Whereas Management has prepared a preliminary planning approach for the 2022/23 Operating and Capital Plans and reviewed this approach with the Finance and Audit Committee;

And whereas the Finance and Audit Committee provided support in principle for the planning approach and recommended support by the UHN Board of Trustees;

Be it resolved that the UHN Board of Trustees provides support in principle for the preliminary planning approach for the 2022/23 Operating and Capital Plans, as presented.

2.4.4 Master Plan Update

Ms. Rebecca Repa, Executive Vice President, Clinical Support and Performance, provided an overview of the current status of the key strategic projects under the Master Plan (2021-2026), as pre-circulated in the meeting package.

A status update on the five key strategic projects under the Master Plan was provided, as well as an update on UHN's Parking Plan, which addresses the impact of the Master Plan on parking at UHN sites.

2.4.5 Health Information System (Synapse) Project Update

Ms. Sarah Muttitt, Vice President and Chief Information Officer, provided a status update on the Synapse Project, as pre-circulated in the meeting package. The following was noted:

- The project, currently in Phase 2 (User & System Readiness), remains on schedule as stakeholders have made the majority of workflow decisions and now are focusing on clinical content decisions and validation.
- Epic's rating of the project's status continues holding steady at a score of 3.5 and a rating of 'watch'.
- Organizational capacity and timely execution of complex technical activities remain top risks, while timely execution of complex clinical activities is an increasing risk.
- While the project has been on budget with no contingency draws for the first year, a \$5 M contingency draw has been approved by Management in October 2021 to support increasing project resource cost pressures.

2.5 Human Resources Committee

Mr. Dean Connor, Chair, Human Resources Committee, provided an overview of clinician workforce planning underway at UHN and the following was noted:

- In April 2021, People and Culture launched a project to develop a strategic workforce planning approach and to implement the approach for an initial subset of 21 clinical professional groupings.
- Based on the work completed to-date, there is now an understanding of headcount, and the number of vacancies by Profession, Unit and Program, and the potential recruitment needs in 2022, 2023, and 2024. Further, turnover analysis was completed to understand what opportunities in retention and recruitment could be gleaned.
- Analysis identified certain key professions that will require enhanced interventions in the areas of retention and recruitment - in particular roles in Nursing, Medical Imaging, Respiratory Therapy and Pharmacy.

- Next steps include developing enhanced retention and recruitment interventions for Nursing, Medical Imaging, Respiratory Therapy, and Pharmacy, as well as, exploring partnerships with the Michener Institute to expand and retain UHN’s workforce, including a certificate program for operating room, nurses, and a Master of Science in Cardiovascular Perfusion Program.

3.0 EDUCATION ITEMS

3.1 Programmatic Focus: Social Medicine & Indigenous Health Programs

Drs. Andrew Boozary, Executive Director, Population Health and Social Medicine and Michael Anderson, Strategic Lead, Indigenous Health, provided an overview of the Indigenous Health and Social Medicine Programs at UHN and highlighted healthcare issues central to the work of both Programs. The discussion focused on the following key initiatives:

- Developing ethical, effective community partnerships;
- Improving access to safe care through navigators and peer support programs;
- Expanding Housing and Health initiative in Parkdale (in partnership with United Way of Greater Toronto and City of Toronto); and
- Re-designing the Social Medicine Care Model.

4.0 OTHER BUSINESS

4.1 In-Camera Meeting

The Board entered into an in-Camera meeting.

4.2 Next Meeting

The next meeting of the Board is scheduled to take place on Wednesday February 16, 2022 at 12:00 PM.

4.3 Termination

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



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

November 17, 2021

Date

SCHEDULE A

Consent Agenda Resolutions

The following are resolutions passed as part of the Consent Agenda by the UHN Board of Trustees at their meeting on November 17, 2021.

Resolutions
<p><u>Board of Trustees Meeting Minutes: September 15, 2021</u></p> <p><i>Whereas the UHN Board of Trustees has reviewed the minutes of its meeting taking place on September 15, 2021;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the minutes of its meeting taking place on September 15, 2021, as presented.</p>
<p><u>Medical Staff Appointments (attached hereto as Exhibit A)</u></p> <p><i>Whereas the Medical Advisory Committee has reviewed and approved certain medical/dental staff appointments at their meeting(s) of October 7, 2021 and November 4, 2021 and recommends approval of same by the UHN Board of Trustees;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the medical/dental staff appointments, as presented.</p>
<p><u>UHN Investment Policy Amendments</u></p> <p><i>Whereas UHN is refreshing its investment strategy, which may involve the establishment of an Investment Consultant and a Custodian;</i></p> <p><i>And whereas the Finance and Audit Committee has approved amendments to UHN's Investment Policy to establish the roles and responsibilities of the Investment Consultant and Custodian and recommended approval by the UHN Board of Trustees;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the proposed amendments to UHN's Investment Policy, as presented.</p>
<p><u>Transfer Payment Agreement (TPA): Regional Security Operations Centre</u></p> <p><i>Whereas UHN has been selected by the Ministry of Health (MOH) to lead the Regional Security Operations Centre (RSOC) pilot project with funding provided via the TPA;</i></p> <p><i>And whereas the Finance and Audit Committee has approved the arrangement with the MOH and associated TPA and recommended approval by the UHN Board of Trustees;</i></p> <p>Be it resolved that the UHN Board of Trustees approves UHN's entry into an arrangement with the MOH for the RSOC and associated TPA.</p>
<p><u>Transfer Payment Agreement (TPA): HIS Alignment Initiative</u></p> <p><i>Whereas UHN has the opportunity to participate as a collaborator on the Health Information System (HIS) Alignment Initiative sponsored by the Ministry of Health (MOH) and led by the Ottawa Hospital;</i></p> <p><i>And whereas the Finance and Audit Committee has provided support in principle for the terms of the opportunity and associated TPA and recommended support by the UHN Board of Trustees;</i></p> <p>Be it resolved that the UHN Board of Trustees provides support in principle for UHN's participation as a collaborator on the HIS Alignment Initiative.</p>

Resolutions

UHN Capitalization – OFA Loan Repayment Fund

Whereas Management has developed a repayment strategy for the \$250 M loan held with the Ontario Financing Authority in accordance with UHN’s Investment Policy;

And whereas the repayment strategy includes the establishment of a Loan Repayment Fund and the allocation of \$25 M from the UHN Foundation’s Strategic Initiatives Fund to the Loan Repayment Fund;

And whereas the Finance and Audit Committee has approved the repayment strategy and recommended approval by the UHN Board of Trustees;

Be it resolved that the UHN Board of Trustees approves the repayment strategy and the establishment of a Loan Repayment Fund, as presented.

2021/22 External Audit Plan

Whereas the Finance and Audit Committee has reviewed and approved the 2021/22 External Audit Plan for UHN with Ernst&Young (“EY”) and recommended approval by the UHN Board of Trustees;

Be it resolved that the UHN Board of Trustees approves the 2021/22 External Audit Plan for UHN, as presented.

Internal Audit Service Agreement Update

Whereas the Internal Audit Service Agreement with KPMG is set to expire on September 30, 2022;

And whereas the Finance and Audit Committee approved an extension of the current agreement for a period of 18 months at a cost of ██████████ and recommended approval by the UHN Board of Trustees;

Be it resolved that the UHN Board of Trustees approves the extension of the Internal Audit Service Agreement with KPMG for an 18-month period at a cost of ██████████

Terms of Reference

Whereas the Governance & Nominating Committee recommends amendments to its Terms of Reference to better reflect the Committee’s mandate and remove responsibilities that appropriately sit with other Committees of the Board;

Be it resolved that the UHN Board of Trustees approves the amendments to the Governance & Nominating Committee’s Terms of Reference, as presented.