

MEETING OF THE MEMBERS
Wednesday, June 12, 2019 at 3:45 p.m.
MaRS Discovery District – Auditorium
101 College Street

Present: Brian Porter (Chair)

Elected Trustees (Voting): Peter Wallace
Cornell Wright
Ross Baker
Shirlee Sharkey
Stu Kedwell
Peter Menkes
Cliff Nordal

Ex Officio Trustees (Non-Voting): Kevin Smith (CEO)

Guests: Jaime Watt
Marc Toppings
Darlene Dasent

Regrets: Janet Rossant
Doug McGregor
Dean Connor
Todd Halpern
Lawrence Pentland
Barbara Stymiest

U of T Representatives (Voting): Trevor Young (Dean of Medicine)
Cheryl Regehr (Vice-President and Provost)

Ex Officio Trustees (Non-Voting): Joy Richards (CNO)
Fei-Fei Liu (MAC Chair)
Eric Horlick (MSA President)

Recording Secretary: Grace Ivo

Quorum – 40% of Voting Members or 7 Voting Members

1.0 Notice of Quorum

Mr. Brian Porter, Board Chair welcomed everyone to the Annual General Meeting. Mr. Porter introduced Mr. Marc Toppings, VP and Chief Legal Officer, who in his capacity as such would lead the administrative elements of the meeting of the Members. Mr. Toppings noted that quorum was present and called the meeting to order at 3:45 pm.

2.0 Appointment of Recording Secretary of the Meeting

Grace Ivo (Executive Assistant to the President) was appointed to act as the Recording Secretary of the meeting.

3.0 Approval of Agenda

Marc Toppings referred to the Agenda that had been circulated with the Notice of Meeting and asked if there were any comments or additions to such Agenda. Receiving none, he proceeded with the meeting.

4.0 Minutes of Previous Meetings held on June 12, 2018

Marc Toppings reported that the minutes of the June 12, 2018 Annual General Meeting of Members had been circulated to Members and were available to any interested party upon request.

MEMBERS' MOTION

On a motion duly made, seconded and carried, the Members of UHN approved the minutes of the Annual General Meeting of the Members held on June 12, 2018, as circulated.

5.0 Administrative By-Law Changes: UHN

Pre-circulated for members' approval were the recommended changes to the administrative by-laws of UHN.

Mr. Toppings highlighted the following:

- The changes to UHN's Administrative By-Law are recommended to accomplish the following:
 - With respect to Board slate, to simplify Board complement by removing one of the three representatives from the University of Toronto and by removing the Vice President of the Medical Staff Association;
 - To add representatives from two of the Hospital's Foundations as *ex officio* non-voting members; and
 - In order to ensure appropriate quorum and representation for the Education Committee of the Board and Michener Board of Governors, to remove the requirement from the Administrative By-Law that all UHN Board Committees have a majority of their members be Trustees.
- The first two changes were in line with best-practice governance recommendations and will serve to further align strategic priorities across the Hospital and its Foundations.

- The final change is being brought forward, together with changes to the administrative bylaws of the Michener Institute of Education at UHN and the terms of reference of the Education Committee, in order to ensure that the Michener Board of Governors is able to obtain quorum, to relieve workload pressures on UHN Trustees, and to ensure appropriate subject matter representation on the UHN Education Committee.

Motions for Approval

That the Members of UHN approve and ratify the amendments to UHN’s Administrative By-Law Number 1, as presented and approved by the UHN Board of Trustees for recommendation of approval and adoption by the Members, such approved By-Law to be UHN’s Administrative By-Law Number 2.

MEMBERS’ MOTION

On a motion duly made, seconded and carried, the Members of UHN approved and adopted the amendments to UHN’s Administrative By-Law Number 1, as presented and approved by the UHN Board of Trustees, such approved By-Law to be UHN’s Administrative By-Law Number 2.

6.0 Confirmation and Election of Trustees

Pre-circulated for members’ approval was the UHN Board Complement in respect of both independent and ex officio directors.2019/20. The Members were reminded that Trustees are elected on an annual basis.

Motion for Approval

That the Members of UHN hereby consent to, approve and adopt the following motion, as recommended by the Governance & Nominating Committee of the UHN Board of Trustees:

MEMBERS’ MOTION

On a motion duly made, seconded and carried, the Members of UHN hereby consent to, approve and adopt the following motion, as recommended by the Governance & Nominating Committee of the UHN Board of Trustees:

Confirmation and Election of Trustees

Whereas, pursuant to UHN’s By-Law Number 2, it is deemed desirable and in the best interests of the Corporation that the following action be taken by the Members of the Corporation;

Election of Directors

Be it resolved that, effective as of the date hereof, the following individuals, being the only persons nominated for such positions, be and they hereby are elected to the UHN Board of Trustees for a term of one (1) year until his or her successor is elected subject to the provisions of the Corporation’s By-Law No. 2:

1. *Ross Baker*
2. *Dean Connor*
3. *Todd Halpern*
4. *Stu Kedwell*
5. *Doug MacGregor*
6. *Peter Menkes*
7. *Lawrence Pentland*
8. *Brian Porter*
9. *Janet Rossant*
10. *Shirlee Sharkey*
11. *Barbara Stymiest*
12. *Peter Wallace*
13. *Jaime Watt*
14. *Cornell Wright*

The following representatives from the Governing Council of the University of Toronto are voting Trustees of UHN:

<i>Vice President and Provost</i>	<i>Cheryl Regehr</i>
<i>Dean of Medicine</i>	<i>Trevor Young</i>

The following are ex officio non-voting Trustees of UHN:

<i>Chief Executive Officer</i>	<i>Kevin Smith</i>
<i>Chair of the Medical Advisory Committee</i>	<i>Fei Fei Liu</i>
<i>President of the Medical Staff Association</i>	<i>Eric Horlick</i>
<i>Chief Nursing Executive</i>	<i>Joy Richards</i>
<i>Chair of the Princess Margaret Foundation Board</i>	<i>Janice Fukakusa</i>
<i>Chair of the Toronto General & Western Hospital Foundation Board</i>	<i>Raj Kothari</i>

Following election of the new Trustees, Mr. Porter welcomed Jaime Watt, Janice Fukakusa and Raj Kothari as new Trustees of UHN. Mr. Porter also expressed sincere thanks, on his behalf and on behalf of all UHN Trustees, to Mr. Cliff Nordal for his years of service to Michener and to UHN as Mr. Nordal stepped down from the Board.

7.0 Receipt of Audited Financial Statements & Appointment of Auditors

Receipt of Audited Financial Statements

Mr. Toppings reported that the UHN Board of Trustees had approved the audited financial statements for the fiscal period April 1, 2018 – March 31, 2019, and that same had now been received by the Members of UHN and further available to any interested parties upon request.

The UHN Board of Trustees recommended the re-appointment of Ernst & Young as UHN's auditors.

MEMBERS' MOTION

On a motion duly made, seconded and carried, the Members of UHN approved the reappointment of Ernst & Young as auditors for UHN for the fiscal period April 1, 2019 – March 31, 2020, as recommended by the UHN Board of Trustees.

8.0 Approval of Past Proceedings

Mr. Toppings asked for a motion to approve all acts and proceedings taken or purported to have been taken by the Trustees, officers or Members of the Hospital, notwithstanding any defects or irregularities, which may appear in the books and records of the Hospital.

MEMBERS' MOTION

On a motion duly made, seconded and carried, the Members of UHN approved, ratified and confirmed all acts and proceedings taken or purported to have been taken by the Trustees, Officers or Members of UHN notwithstanding any defects or irregularities which may appear in the books and records of the Hospital by reason of improper election or appointment of directors, failure to hold meetings, failure to sign resolutions or by-laws or special resolutions or otherwise, and any such defects or irregularities are hereby waived, approved, ratified and confirmed.

9.0 Report of the Chair of the Board of Trustees

Mr. Brian Porter welcomed everyone to UHN's Report to Our Community.

Mr. Porter advised that Mr. Cliff Nordal will be stepping down from the Board. Mr. Cliff Nordal has served on the UHN Board for many years and brought invaluable experience as the former CEO of London Health Sciences Centre and St. Joseph's Health Care. It was noted that Mr. Nordal has been instrumental in shaping the Michener Institute at UHN.

Mr. Porter welcomed three new Trustees: Jamie Watt, Raj Kothari and Janice Fukakusa, to the UHN Board of Trustees.

- Jaime Watt, Executive Chairman at Navigator, will be joining the Board as an Independent Trustee and will bring his very valuable public affairs experience to the table.
- Raj Kothari, Chair of the Toronto General & Western Hospital Foundations and Vice Chair, Partner for PwC Canada, joins us as an ex-officio non-voting member.
- Janice Fukakusa, Chair of the Princess Margaret Cancer Foundation and Chancellor of Ryerson University, joins us as an ex-officio non-voting member. She brings her valued financial expertise to our Board.

10.0 Report of the President and Chief Executive Officer

Dr. Kevin Smith presented the Report to Our Community and highlighted some of the remarkable achievements over the past year in care, research and education by members of TeamUHN, such team including staff, physicians, researchers, learners and volunteers.

Dr. Smith presented an overview of UHN's financial position and noted that, in the year ahead, UHN will work with partners, including the University of Toronto, the Ontario and Federal Governments, and other healthcare partners, to advance the health system and our ability to serve patients and families.

Dr. Smith also talked about UHN's Strategic Priorities – tomorrow's care; diversity in TeamUHN; the convergence of care, research and education; unleashing the power of technology; and, elevating Canada as a world destination for commercialization and discovery.

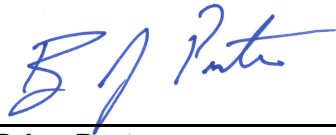
Finally, Dr. Smith thanked the UHN Patient Partners for their many contributions to the Hospital's goal of evolving from patient engagement to meaningful patient partnership.

11.0 Other Business

There being no further business, the meeting was adjourned at 3:50 pm.

12.0 Termination

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



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

June 12, 2019

Date