

**BOARD OF TRUSTEES' MEETING**  
**Wednesday, February 19, 2020 at 12:00 p.m.**  
Toronto General Hospital  
Anthony S. Fell Boardroom – 1S425

**Present:** Barbara Stymiest (acting Chair)

**Elected Trustees (Voting):** Stu Kedwell  
Cornell Wright  
Lawrence Pentland  
Shirlee Sharkey  
Peter Wallace  
Ross Baker  
Jaime Watt  
Dean Connor  
Todd Halpern  
Peter Menkes (*via teleconference*)

**Ex Officio Trustees (Non-Voting):** Kevin Smith (CEO)  
Joy Richards (CNO)  
Mark Osten (MSA President)  
Janice Fukakusa (Chair, PMCC Foundation)  
Raj Kothari (Chair, TGTW Foundation)

**Regrets:** Brian Porter (Chair)  
Cheryl Regehr (Vice-President and Provost)  
Trevor Young (Dean of Medicine)  
Fei-Fei Liu (MAC Chair)  
Janet Rossant  
Doug McGregor

**Recording Secretary:** Grace Ivo

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

**1.0 Call to Order**

Ms. Stymiest called the meeting to order at 12:02 pm.

**1.1 Introduction of Guests**

Changes in Medical Staff Association President (MSA). The Chair welcomed Dr. Mark Osten, newly appointed President of the Medical Staff Association (MSA) as a new ex-officio Trustee to the Board. The Chair Dr. Eric Horlick, outgoing MSA President, for his years of service to the MSA and to the Board.

**1.2 Declaration of Conflict of Interest**

The Chair asked that any member of the Board participating in this meeting declare if they have any perceived or known conflicts of interest relating to any of the items listed on the Agenda.

Mr. Dean Connor and Ms. Stymiest declared a potential conflict for agenda item 6.0 *UHN Investment Managers Appointment* and noted that they would not participate in discussion or voting on such matter.

Mr. Stu Kedwell declared a potential conflict for agenda items 6.0; *UHN Capitalization – HIS Financing and UHN Investment Managers Appointment* and noted that he would not participate in discussion or voting on such matters.

There was no declaration of Conflict of Interest from any other Board Trustee participating in the meeting.

**1.3 Approval of Agenda**

The Board of Trustees' meeting agenda is amended to include an update on the novel coronavirus (COVID-19) from Dr. Susy Hota (Medical Director, Infection Prevention & Control (IPAC)).

Dr. Hota provided an update on the novel coronavirus, the state of the pandemic, and the steps that UHN is taking to mitigate known and anticipated risks. It was noted that UHN is working closely with Public Health Ontario and TAHSN (Toronto Academic Health Science Network) partners to develop a consistent approach in the event of further cases, including prioritizing the safety of our patients, staff, clinicians and learners.

The Chair thanked to Dr. Hota and Ms. Janet Newton, Vice President and Site Lead for the Toronto Western Hospital, for leading a dedicated interdisciplinary team in readying UHN for the arrival of the virus.

**2.0 Consent Agenda**

**2.1 Approval of Minutes of the Board – November 20, 2019**

Pre-circulated for members' information were the minutes of the Board meeting held on November 20, 2019.

**2.2 Approval of Minutes and Embedded Motions**

**2.2.1 Governance and Nominating Committee ("GNC")**

Pre-circulated for members' information were the minutes of the GNC meeting held on May 22, 2019.

2.2.2 Research Committee

Pre-circulated for members' information were the minutes of the Research Committee meetings held on May 27 and September 9, 2019.

2.2.3 Human Resources Committee

No minutes to approve.

2.2.4 Michener Education Committee

Pre-circulated for members' information were the minutes of the Education Committee meeting held on September 12, 2019.

2.2.5 Michener Board

Pre-circulated for members' information were the minutes of the Michener Board of Governors' meeting held on September 12, 2019.

2.2.6 Medical Advisory Committee ("MAC")

Pre-circulated for members' information and approval were the minutes of the MAC meetings held on November 7, 2019; December 5, 2019; and January 9, 2020, together with the Medical Staff Appointments recommended therein by the Medical Advisory Committee on December 5, 2019, January 9, 2019 and February 6, 2020, and the MAC Briefing Note.

Dr. Patricia Murphy, Vice Chair, MAC, provided a verbal update on the activities of the MAC. It was noted that ongoing budgetary pressures experienced by UHN place strain on clinicians' practice. UHN is seeing reductions in services such as diagnostic imaging and interpretation services. To ensure that UHN continues to deliver a high standard of care to our patients, MAC recommended increasing engagement with front-line clinicians as well as working to improve the quality of our data to enable informed decision-making processes.

The Board was advised that surveys and interviews were recently conducted with physicians who participated in quality and safety activities. It was noted that engagement by physicians in initiatives such as Caring Safely could be improved. As such, the recommendation coming forward from medical leadership was to form a new quality and safety with the chair of such sub-committee serving as the newly appointed Medical Director of Quality and Safety at UHN.

**BOARD MOTION**

***On a motion duly made, seconded and carried, the Board of Trustees approved all motions and minutes on the consent agenda in section 2.0.***

3.0 Chair's Report

The Chair provided a verbal update to the Board of Trustees, and highlighted the following:

- Ms. Rebecca Repa has now joined UHN as EVP, Clinical Support and Performance for two years while Mr. Mike Nader is seconded to Ontario Health. Ms. Repa joins UHN from Hamilton Health Sciences where she previously acted as VP Clinical Support and Surgery.
- Dr. Sarah Muttitt has also now joined UHN as VP and Chief Information Officer, a joint position between UHN and SickKids. Dr. Muttitt's clinical experience and past experience leading an HIS implementation, on time and on budget, will further help to mitigate HIS risk at UHN as we move into our own clinical transformation.
- The Chair recognized the hard work of Dr. Hota, Ms. Newton and UHN's Infection Prevention & Control (IPAC) team during the novel coronavirus outbreak..
- The Chair thanked Ms. Tennys Hanson, President, TGTW Foundation, and Ms. Gillian Howard, Interim CEO, TRI Foundation and VP, Public Affairs and Communications, UHN, during the on-going discussions regarding the potential integration of Toronto General & Western Hospital Foundation and TRI Foundation.

#### **4.0 Chief Executive Officers' Report**

Pre-circulated for members' information was the Chief Executive Officer's Report.

Dr. Kevin Smith, President and CEO, highlighted the UHN-Wide Integrated Facilities Master Plan. Having a Master Plan enables us to align key redevelopment projects with Ministry of Health requirements and helps the Hospital plan for and accommodate its growth needs. To illustrate the magnitude of UHN's needs: Management is projecting growth of 49% in beds and 57% in space requirements over the next 25 years at UHN. It was noted that UHN reviewed its Integrated Facilities Master Plan with the Ministry of Health in February 2020.

UHN currently has 210 projects underway with approved funding for \$358 M. Several of these projects are early in the planning stage giving Management an opportunity to be creative and rethink how such projects fit into the Integrated Facilities Master Plan.

The Board endorsed (in principle) that Management move forward with exploring re-development opportunities to maximize UHN's potential to accommodate growth and help deliver on our strategic vision of A Healthier World.

UHN established a Data Governance Committee co-chaired by Dr. Flavio Habal, Former Chair, MAC, and Mr. Michael Caesar, Executive Director, Data and Implementation Science. Under the Committee's guidance, UHN is completing the foundational work required to achieve our desired future state at UHN through an established Data & Analytics Centre of Excellence.

Dr. Smith announced the appointment of Dr. Keith Stewart as Vice-President, Cancer and Director of the Princess Margaret Cancer Program, UHN, and Regional Vice-President, Toronto Central South Regional Cancer Program, Ontario Health (Cancer Care Ontario), effective June 1, 2020. Dr. Keith Stewart currently serves as the Carlson and Nelson Endowed Director of the Mayo Clinic Center for Individualized Medicine and is recognized as the Vasek and Anna Maria Polak Professor of Cancer Research. Dr. Stewart's responsibilities at the Mayo Clinic include the application of

- genomics to human health across the spectrum of discovery, translation and application to clinical practice.
- 4.1 Enterprise Risk Management Update  
Pre-circulated for members' information was the Enterprise Risk Management Report.

The purpose of the revised Risk Management Report format is to derive further value from risk reporting and Board oversight. The present risk reporting framework has moved away from a risk registry format to a risk narrative format in which risks are presented across various categories with attention to risk appetite statements.. In each narrative report, it is proposed that one risk will be highlighted for a deeper dive review with the present risk in focus being the novel coronavirus.

- 4.2 2019/20 Balanced Scorecard – Q3 Report  
Pre-circulated for members' information was the Balanced Scorecard – 2019/20 Q3 Report. Overall, UHN's Serious Safety Event Rate is trending down. Scorecard highlights; seven gains, two stalls, six losses, three data lag in Q3, alongside a new dashboard view.

Management recommended carrying forward all 18 indicators for the 2020/21 Balanced Scorecard.

**BOARD MOTION**

*On a motion duly made, seconded and carried, the Board of Trustees approve carrying forward the 18 indicators for the 2020/21 Balanced Scorecard.*

- 4.3 UHN-Wide Integrated Facilities Master Plan  
Pre-circulated for members' information was the UHN-Wide Integrated Facilities Master Plan.

**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 meeting held on October 28, 2019.

Dr. Ross Baker, Chair of the Quality and Safety Committee of the Board, provided an update on the work of the Safety & Quality Committee during its meeting on November 25, 2019.

Dr. Baker highlighted that, despite focused efforts on hand hygiene education and data sharing, there remain challenges with consistently influencing sustained behavior change to improve quality of care. Dr. Baker advised the Board that newly developed escalation of care pathways and criteria will be implemented in a staggered fashion beginning in Q4.

**BOARD MOTION**

*On a motion duly made, seconded and carried, the Board of Trustees approve the Quality & Safety Committee meeting minutes from the meeting held on October 28, 2019.*

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

Pre-circulated for members' information was the Chief Financial Officer's Report, the minutes of the Finance and Audit Committee meeting held on November 13, 2019 and the Finance and Audit Committee recommendations from its February 10, 2020 meeting.

*Ms. Dasent, Chief Financial Officer, highlighted the following:*

- UHN's financial situation remains challenging – Q3 Deficit of \$14.6 M at December 31, 2019. Plans in place to adjust cost structure and align activity to budgeted levels.
- UHN is projecting to achieve \$22.9 M of a planned \$30 M margin; primarily from depreciation savings.
- Inflation is expected to range from 1% to 4%. It is anticipated that inflation will pose a \$37 M challenge for UHN. Plans have been developed at the portfolio level and discussed at the Medical Leadership and Clinical Operations Group tables.
- UHN reviewed its Integrated Facilities Master Plan with the Ministry of Health in February 2020. UHN is projecting a growth of 49% in beds and 57% in space requirements over the next 25 years.
- HIS Due Diligence is underway. Contract negotiations with the top-rated proponent are in progress and contract signing is anticipated to occur in March.
- The Investment Policy has been revised to better align UHN's investment strategy with the intended use of the funds.

Ms. Stymiest provided updates on the recommendations made at the February 10, 2020, Finance and Audit Committee meeting:

a) Minutes of Meeting held November 13, 2019

***Motion for Approval***

*That the Board of Trustees approve the minutes of the Finance and Audit Committee meeting held on November 13, 2019.*

b) UHN Capitalization – HIS Financing

***Motion for Approval***

*That the Board of Trustees approve that CIBC be selected as the Lead Manager and Bookrunner for the Offering; and that UHN use a Syndicate structured as follows: CIBC - Co-Lead & Bookrunner; Scotiabank - Co-Lead; RBC and BMO as Co-Managers.*

c) UHN Investment Policy Amendments

***Motion for Approval***

*That the Board of Trustees approve the Investment Policy.*

d) UHN Investment Managers Appointment

**Motion for Approval**

*That the Board of Trustees approve to engage three investment managers:*

- *Connor Clark & Lunn Investment Management*
- *MFS Investment Management*
- *RBC Global Asset Management/PH&N Institutional.*

e) Signing Authorities and Delegations Policy Amendments

**Motion for Approval**

*That the Board of Trustees approve the Signing Authorities & Delegations Policy amendment.*

f) UHN Financial Statements for the Nine Months Ended December 31, 2019

**Motion for Approval**

*That the Board of Trustees approve the Financial Statements for the Nine Months Ended December 31, 2019.*

g) Novartis Pharmaceuticals Canada Inc. – Supply of Kymriah® CAR-T cell products

**Motion for Approval**

*That the Board of Trustees approve the contract and non-competitive procurement of Novartis Pharmaceuticals Inc. for the supply of Kymriah®, a CAR-T cell product contract at the cost of \$79.2 M over 5 years.*

**7.0 Education Session**

7.1 Bioethics

Pre-circulated for members' information was a briefing note on the UHN Bioethics Program. Bioethics is increasingly an important part of decision-making and works to help the UHN community navigate ethical complexities at the bedside, bench side, boardroom, and beyond. The UHN Bioethics strategic plan was launched in 2019.

Dr. Ann Heesters, Director of Bioethics, provided the Board with examples of the ongoing work of the bioethics team at UHN, demonstrating the engagement of bioethics in highly complex topics (e.g. Medical Assistance in Dying, assessing patient allocation to clinical trials). Dr. Heesters noted the important role played by bioethicists as neutral parties who play an advisory role and work to disentangle the multiple questions that arise in complex situations.

**8.0 Other Business**

No other business discussed.

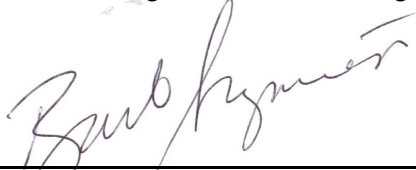
**9.0 Termination**

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

**10.0 Date of Next Meeting**

The annual Board of Trustees Retreat will take place on April 15, 2020, at the BMO Education and Conference Centre, Krembil Discovery Tower, Toronto Western Hospital, 60 Leonard Street.

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



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**Ms. Barbara Stymiest**  
**Acting Chair, Board of Trustees**  
**University Health Network**

February 19, 2020

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**Date**