

**BOARD OF TRUSTEES  
PRE-MEETING MINUTES**

**Tuesday June 12, 2018 at 3:30 p.m.  
MaRS Discovery District - Auditorium  
101 College Street**

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<b>Present:</b>	Brian Porter (Chair)
<b>Elected Trustees (Voting):</b>	Cliff Nordal Peter Wallace Cornell Wright Lawrence Pentland Dhun Noria Peter Menkes
<b>U of T Representatives (Voting):</b>	Trevor Young (Dean of Medicine)
<b>Ex Officio Trustees (Non-Voting):</b>	Dr. Kevin Smith (CEO) Joy Richards (CNO) Eric Horlick (MSA President)
<b>Regrets:</b>	Dan Haas (for Dr. Gertler) Kelvin Dushnisky Jan Campbell Todd Halpern Thomas MacMillan Barbara Stymiest Ross Baker Dean Connor Doug McGregor Fei Fei Liu (MAC Chair) Cheryl Regehr (Vice-President and Provost)
<b>Guests:</b>	Dr. Flavio Habal Bella Martin Fatima Sheriff Darlene Dasent
<b>Recording Secretary:</b>	Grace Ivo
<b>Quorum – 40% of Voting Members or 7 Voting Members</b>	

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**1.0 Call to Order**

Mr. Brian Porter called the meeting to order at 3:30 p.m.

**2.0 Declaration of Conflict of Interest**

Mr. Brian Porter 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 on the Agenda.

No conflicts were declared.

**3.0 Minutes of Meeting held on May 16, 2018**

Pre-circulated for members' information were the minutes of the Board of Trustees meeting held on May 16, 2018.

**4.0 Governance & Nominating Committee**

**4.1 Minutes of Meeting – April 18 and May 16, 2018**

Pre-circulated for members' information were the minutes of the Governance and Nominating Committee meetings held on April 18 and May 16, 2018.

**4.2 Board of Trustees Membership**

Pre-circulated for members' information was the UHN Board Membership for 2018/19 recommended by the Governance & Nominating Committee:

**Elected Trustees (Voting)**

- Ross Baker
- Dean Connor
- Kelvin Dushnisky
- Todd Halpern
- Stu Kedwell
- Doug McGregor
- Peter Menkes
- Cliff Nordal
- Lawrence Pentland
- Brian Porter (Chair)
- Janet Rossant
- Shirlee Sharkey
- Barbara Stymiest
- Peter Wallace
- Cornell Wright

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

- Trevor Young
- Cheryl Regehr

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

- Kevin Smith (CEO)
- Joy Richards (CNO)
- Eric Horlick (MSA President)
- Fei Fei Liu (MAC Chair)

**4.3 Code of Workplace Ethics**

Pre-circulated for members' information was the Code of Workplace Ethics. Members were asked to sign and return these forms to Bella Martin.

**4.4 Confidentiality Annual Sign-Off**

Pre-circulated for members' information was the Confidentiality Annual Sign-off. Members were asked to sign and return these forms to Bella Martin.

**4.5 UHN Board Conflict of Interest Policy**

Pre-circulated for members' information on the UHN Board Conflict of Interest Policy.

**4.6 Conflict of Interest Disclosure Policy**

Pre-circulated for members' information was the Conflict of Interest Disclosure Policy. Members were asked to sign and return these forms to Bella Martin.

**5.0 Finance & Audit Committee**

**5.1 Finance and Audit Committee Minutes of the meeting held May 15<sup>th</sup>, 2018**

Pre-circulated for members' information were the minutes of the Finance & Audit Committee meeting held on May 15, 2018.

**5.1.1 Overview of Digital Investment Request**

Pre-circulated for members' information was the Overview of Digital Investment Request.

It was recommended that the minutes of the Finance & Audit Committee meeting held on May 15 be amended to reflect the fact that the Finance & Audit Committee approved for recommendation to the Board, the three digital business cases tabled for investment (Building Digital Operations Capability; Building Cyber Resilience; and Enterprise Storage and Compute). (These investments were already included in the 2018/19 Capital and Operating Plan approved by the Board of Trustees.)

***Motion for Approval***

*That the Board of Trustees approve the AMENDED Finance & Audit Committee minutes of the meeting held on May 15, 2018.*

**5.2 Scalar Decisions Inc. (ServiceNow) Contract**

Pre-circulated for members' information was the Scalar Decisions Inc. (ServiceNow) Contract.

***Motion for Approval***

*That the Board of Trustees approve the contract with Scalar Decisions Inc., as the reseller of ServiceNow at a cost of \$8.9 M USD (\$10.7 M CAD and up to \$11.5 M to allow for currency fluctuation) over 5 years for IT Service and Operations Management solution.*

**5.3 Annual Attestation**

Pre-circulated for members' information was the Annual Attestation.

At its June 11, 2018, meeting, the Finance & Audit Committee recommended the Board of Trustees approve UHN's Attestation of Compliance with the Broader Public Sector Accountability Act.

***Motion for Approval***

*That the Board of Trustees approve UHN's Attestation of Compliance with the Broader Public Sector Accountability Act.*

**5.4 Baxter and Fresenius Kabi CIVA Services Contracts**

Pre-circulated for members' information were the Baxter and Fresenius Kabi CIVA Services Contracts.

***Motion for Approval***

*That the Board of Trustees approve the contract for Centralized Intravenous Admixture Services with Baxter Corporation at a cost of \$6.6 M over 4.9 years and Fresenius Kabi Canada Ltd. at a cost of \$6.8 M over 4.8 years.*

**5.5 Investment Policy Amendments**

Pre-circulated for members' information was the amended Investment Policy.

***Motion for Approval***

*That the Board of Trustees approve the requested Investment Policy amendments:*

- *Clarifying US dollar amounts treated as Canadian dollar amounts.*
- *Removal of the requirement for approval from the Chair of the disbanded Investment Committee.*

**5.6 Draft Financial Statements for the Year Ended March 31, 2018**

The draft Financial Statements for the Year Ended March 31, 2018, were pre-circulated to the Board.

***Motion for Approval***

*That the Board of Trustees approve the Audited Financial Statements for the Year Ended March 31, 2018.*

**5.7 Appointment of External Auditor**

At its June 11, 2018, meeting, the Finance & Audit Committee accepted Management's recommendation that Ernst & Young be appointed as the External Auditor for UHN (and for Michener).

***Motion for Approval***

*That the Board of Trustees approve the reappointment of EY as External Auditor for UHN for fiscal 2018/19.*

**6.0 Medical Staff Appointments – June 7, 2018**

Pre-circulated for approval were the Medical Staff Appointments that were approved by the MAC at its June 7, 2018, meeting for recommendation to the Board.

**7.0 Medical Staff Re-Appointments – July 1 – June 30 2019**

Pre-circulated for approval were the Medical Staff Re-Appointments for the period July 1 – June 30, 2019, that were approved by the MAC for recommendation to the Board.

***Motion for Approval***

*That the Board of Trustees approve the Medical Staff Appointments in June 2018 and the Medical Staff Re-Appointments for the period July 1, 2018 – June 30, 2019.*

***Upon motion made by Mr. Cliff Nordal, seconded by Mr. Lawrence Pentland, and carried, the Board of Trustees approved items 3.0, 4.1, 4.2, 5.1 through 5.7, 6.0 and 7.0.***

**1.0 Termination**

There being no further business, the meeting was adjourned.

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



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

**June 12, 2018**

**Date**