

MEETING OF THE BOARD OF TRUSTEES
Wednesday, June 12, 2019 at 3:30 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
Cliff Nordal
Peter Menkes

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 Call to Order

Mr. Brian Porter, Board Chair, called the meeting to order at 3:30 pm. Mr. Porter introduced Mr. Marc Toppings, VP and Chief Legal Officer, who in his capacity as such would lead the administrative elements of the meetings of the directors and the members.

2.0 Declaration of Conflict of Interest

Marc Toppings 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.

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

3.0 Minutes of the Meetings held on May 22, 2019

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

ARD MOTION

On a motion duly made, seconded and carried, the Board of Trustees approved the minutes of the Board of Trustees' meeting held on May 22, 2019.

4.0 Governance & Nominating Committee

Pre-circulated for members' approval were the Governance & Nominating Committee's recommendations from its May 22, 2019 meeting:

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 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.

- o As the sole voting Member of Michener, UHN would ratify the changes to Michener’s bylaws at Michener’s upcoming Annual General Meeting on June 24, 2019. Such ratification requires approval by UHN’s Board of Trustees.

- a) Minutes of Meeting held May 22, 2019

Motion for Approval

That the Board of Trustees approve the minutes of the Governance & Nominating Committee meeting held on May 22, 2019.

BOARD MOTION

On a motion duly made, seconded and carried, the minutes of the Governance & Nominating Committee meeting held on May 22, 2019 were approved by the UHN Board of Trustees.

- b) Administrative By-Law Changes: UHN & Michener

Motions for Approval

That the UHN Board of Trustees approve the amendments to University Health Network’s (“UHN”) Administrative By-Law Number 1, as presented and approved by the Governance & Nominating Committee for recommendation of approval and adoption by the UHN Board of Trustees and subsequently by the Members of UHN at the next Annual General Meeting of the Members.

That the UHN Board of Trustees approve the amendments to The Michener Institute of Education at UHN’s (“Michener”) Administrative By-Law Number 1, as presented and approved by the Governance & Nominating Committee for recommendation of approval by the UHN Board of Trustees and subsequently for recommendation of approval and adoption by the Michener Board of Governors and by the Members of Michener at the next Annual General Meeting of the Members.

- c) Education Committee Terms of Reference

Motion for Approval

That the UHN Board of Trustees approve the amended Terms of Reference of the Michener / UHN Education Committee.

BOARD MOTIONS

On a motion duly made, seconded and carried, the UHN Board of Trustees approved the amendments to University Health Network’s (“UHN”) Administrative By-Law Number 1, as presented and approved by the Governance & Nominating Committee for recommendation of approval and adoption by the UHN Board of Trustees and subsequently by the Members of UHN at the next Annual General Meeting of the Members.

On a motion duly made, seconded and carried, the UHN Board of Trustees approved the amendments to The Michener Institute of Education at UHN’s (“Michener”) Administrative By-Law Number 1, as presented and approved by the Governance & Nominating Committee for recommendation of approval by the UHN Board of Trustees and subsequently for recommendation of approval and adoption by the Michener Board of

Governors and by the Members of Michener at the next Annual General Meeting of the Members.

On a motion duly made, seconded and carried, the UHN Board of Trustees approved the amended Terms of Reference of the Michener / UHN Education Committee.

5.0 Finance & Audit Committee

Pre-circulated for members' approval were the Finance and Audit Committee recommendations from its May 14, 2019 meeting.

It was noted that the draft audited financial statements of the Year Ended March 31, 2019 were enclosed and that the Finance & Audit Committee had reviewed those audited financial statements, met with the Hospital's auditor, Ernst & Young, and had recommended those audited financial statements for approval by the UHN Board of Trustees and for presentation to the Members.

5.1 Minutes of Meeting held May 14, 2019

Motion for Approval

That the Board of Trustees approve the minutes of the Finance and Audit Committee meeting held on May 14, 2019.

BOARD MOTION

On a motion duly made, seconded and carried, the minutes of the Finance and Audit Committee meeting held on May 14, 2019 were approved by the UHN Board of Trustees.

5.2 Fiscal Advisory Committee Terms of Reference Amendment

Motion for Approval

That the UHN Board of Trustees approve the amended Terms of Reference of the Fiscal Advisory Committee.

BOARD MOTION

On a motion duly made, seconded and carried, the amended Terms of Reference of the Fiscal Advisory Committee were approved by the UHN Board of Trustees.

5.3 Draft Financial Statements for Year Ended March 31, 2019

Motion for Approval

That the UHN Board of Trustees approve the Audited Financial Statements for the Year Ended March 31, 2019 and approves provision of same to the Members of the Corporation.

BOARD MOTION

On a motion duly made, seconded and carried, the UHN Board of Trustees approved the Audited Financial Statements of the Corporation for the Year Ended March 31, 2019 and approved provision of same to the Members of the Corporation.

5.4 Appointment of External Auditors

Based on the results of the annual assessment performed, Management recommends the reappointment of Ernst & Young as External Auditor.

Motion for Approval

That the UHN Board of Trustees approve, for recommendation of approval and adoption by the Members of UHN at the next Annual General Meeting of the Members, the reappointment of Ernst & Young as the auditors for UHN for the fiscal period April 1, 2019 – March 31, 2020.

BOARD MOTION

On a motion duly made, seconded and carried, the UHN Board of Trustees approved, for recommendation of approval and adoption by the Members of UHN at the next Annual General Meeting of the Members, the reappointment of Ernst & Young as the auditors for UHN for the fiscal period April 1, 2019 – March 31, 2020.

6.0 Medical Advisory Committee

6.1 Medical Staff Appointments – June 6, 2019

Pre-circulated for members' approval were the Medical Staff Appointments for June 6, 2019.

Motion for Approval

That the UHN Board of Trustees approve the Medical Staff Appointments (June 6, 2019) as approved by the Medical Advisory Committee for recommendation of approval by the UHN Board of Trustees, as circulated.

BOARD MOTION

On a motion duly made, seconded and carried, the UHN Board of Trustees approved the Medical Staff Appointments (June 6, 2019) as recommended by the Medical Advisory Committee, as circulated.

6.2 Medical Staff Re-Appointments – July 1, 2019 – June 30, 2020

Pre-circulated for members' approval were the Medical Staff Re-Appointments for July 1, 2019 – June 30, 2020, as recommended for approval by the Medical Advisory Committee. The Board was reminded that, pursuant to the Public Hospitals Act and the Hospital's Medical-Dental By-Law No. 2, the UHN Board annually appoints members of the Medical-Dental staff

Motion for Approval

That the UHN Board of Trustees approve the Medical Staff Re-Appointments (July 1, 2019 – June 30, 2020), as approved by the Medical Advisory Committee for recommendation of approval by the UHN Board of Trustees, as circulated.

BOARD MOTION

On a motion duly made, seconded and carried, the UHN Board of Trustees approved the Medical Staff Re-Appointments (July 1, 2019 – June 30, 2020), as recommended by the Medical Advisory Committee, as circulated.

7.0 Termination

There being no further business, the meeting was adjourned at 3:45 pm.

8.0 Date of Next Meeting

The Board of Trustees will meet next on Wednesday, September 18, 2019 at Toronto General Hospital – Anthony S. Fell Boardroom.

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