



Meeting Minutes

UHN Board of Trustees

Wednesday February 26, 2025 1:00 PM – 3:00 PM

In Person: Toronto Rehabilitation Institute – University Centre, 550 University Ave., Manulife Financial Corporate Boardroom – 3rd Floor, Room 102-2, Toronto

Video /Teleconference: Microsoft Teams Meeting

Elected Trustees (Voting)	Dean Connor (Chair) Elizabeth Dowdeswell Janice Fukakusa Stu Kedwell Michael LeClair Kimberly Marshall Peter Menkes Lawrence Pentland Janet Rossant	Lisa Robinson Shirlee Sharkey Peter Wallace Pamela Warren Jaime Watt Darryl White Cornell Wright Trevor Young
Ex-officio (Non-Voting)	Pam Hubley Joseph Kim	Kevin Smith
Regrets	Alia Dharamsi Todd Halpern	Pamela Hubley Ajay Virmani
Special Standing Guests	Janet Griffin Jochen Tilk	
Guests	Lucas Chartier Anil Chopra Darlene Dasent Doug Earle Marnie Escaf Tom Forbes Carolyn Gosse Brian Hodges Shiran Isaacksz Grace Ivo Matthew Kelsey Kyla Kumar Aimee Langan	Andrew Milligan Joel Montesanti Sarah Muttitt Jan Newton Julie Quenneville Rebecca Repa Mark Spencer Keith Stewart Mark Taylor Kathryn Tinckam Marc Toppings Brad Wouters Miyo Yamashita
Recording Secretary	Lisha Hibbins	

1.0 GENERAL BUSINESS ITEMS

1.1 CALL TO ORDER

Mr. Dean Connor, Chair, called the meeting to order at 1:05 PM, quorum was confirmed, and no conflicts of interest were declared.

The UHN Board of Trustees (the “**Board**”) approved the meeting Agenda, as presented:

***Whereas** the UHN Board of Trustees (the “**Board**”) has reviewed the Agenda for its meeting held on February 26, 2025;*

***Be it resolved that** the Board approves the Agenda for its meeting held on February 26, 2025, as presented.*

1.2 CONSENT AGENDA

The Board approved the Consent Agenda items, as pre-circulated in the meeting package, by unanimous consent:

***Whereas** the UHN Board of Trustees (the “**Board**”) has reviewed the items presented in the Consent Agenda for its meeting of February 26, 2025;*

***Be it resolved that** the Board approves the items presented in the Consent Agenda for its meeting of February 26, 2025 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 CHAIR & CEO REPORTS

2.1 CHAIR’S REPORT

Mr. Connor provided the Board with an overview of the findings of the internal audit review of board governance.

2.2 CHIEF EXECUTIVE OFFICER & EXECUTIVE MANAGEMENT REPORT

The Chief Executive Officer’s (“**CEO**”) and Executive Management Report, was pre-circulated in the meeting package. At the meeting, Dr. Kevin Smith, President & CEO, delivered a verbal report, with a focus on the geopolitical and financial landscapes, the mandate of UHN’s Solutions Shop, and digital and capital projects.

2.2.1 Q3 2024/25 Corporate Scorecard Report

Dr. Smith provided an overview of the 2024/25 Corporate Scorecard Q3 results, as pre-circulated in the meeting package, including performance trends and mitigation efforts for areas of underperformance across each domain.

2.2.2 Enterprise Risk Management Report

The standing Enterprise Management Risk (“**ERM**”) Report, including a summary of the current top risks by risk category, was pre-circulated in the meeting materials. The risk-in-focus of the report related to the possibility of UHN sharing its Epic instance with Sinai Health System.

3.0 EDUCATION ITEMS

3.1 CAMH-UHN PARTNERSHIP

Dr. Aristotle Voineskos, VP, UHN-CAMH Partnership, provided an overview of the partnership between UHN and CAMH, as pre-circulated in the meeting package.

It was noted that the vision of the partnership is to integrate physical and mental healthcare for patients and accelerate brain health science. This will be achieved through a tri-partite mission across care, research, and education.

4.0 COMMITTEE ITEMS

4.1 QUALITY & SAFETY COMMITTEE

4.1.1 Standing Report

Mr. Cornell Wright, Chair, Quality and Safety Committee, provided an update on matters overseen by the committee, as pre-circulated in the meeting package. Topics of focus included performance against priority quality and safety indicators, UHN's efforts to reduce preventable patient harm related to Escalation of Care, and an update on UHN's Virtual Emergency Department.

4.1.2 2025/26 Quality Improvement Plan ("QIP")

Ms. Rebecca Repa, EVP, Clinical Performance & Real Estate provided an update on the development of the QIP for fiscal year 2025/26, key themes, and preliminary indicators, as pre-circulated in the meeting package.

It was noted that the proposed QIP indicators span the areas of access and flow, workplace violence, health equity, and patient experience, and had been endorsed by the Quality and Safety Committee.

The Board approved the 2025/26 QIP and delegated authority to execute the QIP, subject to final approval by the Quality and Safety Committee:

Whereas UHN (the "**Corporation**") is required to submit its Quality Improvement Plan for the 2025/26 fiscal year (the "**2025/26 QIP**") to Ontario Health on or before March 31, 2025;

And whereas the key themes and preliminary indicators for the 2025/26 QIP have been reviewed and endorsed by the Quality & Safety Committee (the "**Committee**");

Now therefore, subject to the approval of the 2025/26 QIP by the Committee at its March 26, 2025 meeting;

Be it resolved that the UHN Board of Trustees approves the 2025/26 QIP and authorizes the Chair of the Committee, the Board Chair, and the Chief Executive Officer, to execute and deliver on the 2025/26 QIP on behalf of the Corporation.

4.2 MEDICAL ADVISORY COMMITTEE

4.2.1 Standing Report

Dr. Joseph Kim, Chair of the Medical Advisory Committee ("**MAC**"), provided an update on matters overseen by the committee, as pre-circulated in the meeting package. Topics of focus included the impact of new US Administration policies on both research funding and infection control reporting, as well as, the professional staff credentialing process at UHN.

4.3 FINANCE & AUDIT COMMITTEE

4.3.1 Chief Financial Officer's Report

Mr. Stu Kedwell, Chair, Finance and Audit Committee, and Ms. Darlene Dasent, Executive Vice President & Chief Financial Officer, provided an update on matters overseen by the committee, as pre-circulated in the meeting package. Topics of focus included UHN's current financial landscape, financial position at Q3, and risks related to funding and ageing equipment.

4.3.2 Internal Audit Plan 2025/26

Ms. Dasent provided an overview of the proposed Internal Audit Plan for 2025/26, as pre-circulated in the meeting package. It was noted that the plan includes five proposed shortlist audits covering key risk areas including patient experience, financial sustainability, and governance of AI.

The Board approved the 2025/26 Internal Audit Plan, as presented:

***Whereas** the Finance and Audit Committee has reviewed and approved the 2025/26 Internal Audit Plan, inclusive of the audit scope and key considerations therein, and recommends approval by the UHN Board of Trustees (the “**Board**”);*

***Be it resolved that** the Board approves the 2025/26 Internal Audit Plan, as presented.*

4.4 HUMAN RESOURCES COMMITTEE

4.4.1 Health Human Resources Update

Mr. Mark Spencer, Vice President, People and Culture, provided the Board with an update on health human resources (“**HHR**”) at UHN, as pre-circulated in the meeting package.

It was noted that, during the COVID-19 pandemic, HHR was identified as a significant organizational risk and regular reporting was initiated to keep the Board apprised of developments. Based on recent recruitment and retention data, the overall risk of HHR shortages to UHN's objectives continues to decrease and turnover pressures have returned to pre-pandemic levels. This progress has been driven by the continued success of UHN's Nursing Strategy, improved post-pandemic working conditions, significant investments in professional development, and the overall stabilization of the labour market. As such, HHR is no longer identified as a top risk for the organization and has come off quarterly enterprise risk reporting to the Board.

4.5 RESEARCH COMMITTEE

4.5.1 Commercialization Update

Mr. Brad Wouters, EVP, Science & Research and Mr. Mark Taylor, Director, Commercialization provided the Board with an update on commercialization at UHN, as pre-circulated in the meeting package. Topics of focus included strategic developments, performance reporting, and new venture creation. Discussion centred on the positive impacts of commercialization activities on patient care and experience.

4.6 EDUCATION COMMITTEE

4.6.1 Committee Update

The Ms. Shirlee Sharkey, Chair of the Education Committee, provided a verbal update on matters overseen by the committee. Topics of focus included an overview of the Education portfolio and divisions, current opportunities and challenges, and the pending search for a new Principal of the School of Applied Sciences at the Michener Institute of Education.

5.0 OTHER BUSINESS

5.1 IN-CAMERA MEETING

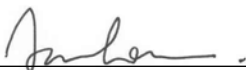
The Board engaged in an in-camera meeting.

5.2 NEXT MEETING

The next meeting is scheduled for Tuesday April 22, 2025.

5.3 ADJOURNMENT

There being no further business, the meeting was adjourned at 3:00 PM.



Dean Connor
Chair, UHN Board of Trustees



Kevin Smith
Secretary, UHN Board of Trustees

SCHEDULE A

Consent Agenda Resolutions

The following are resolutions passed as part of the Consent Agenda by the UHN Board of Trustees at its meeting on February 26, 2025.

Topic	Purpose/Resolution
Board of Trustees	
Meeting Minutes: December 4, 2024 (draft)	For Approval <i>Whereas the UHN Board of Trustees (the “Board”) has reviewed the minutes of its meeting taking place on; December 4, 2024</i> <i>Be it resolved that the Board approves the minutes of its meetings taking place on December 4, 2024, as presented.</i>
Human Resources Committee	
Meeting Minutes (summary): January 20, 2025 (draft)	For Information
Quality & Safety Committee	
Meeting Minutes (summary): February 4, 2025 (draft)	For Information
Medical Advisory Committee	
Meeting Minutes (summary): December 6, 2024 (final) January 3, 2025 (final) February 6, 2025 (draft)	For Information
Medical/ Dental Staff Appointments <u>Attached hereto as Exhibit 1</u>	For Approval <i>Whereas the Medical Advisory Committee has reviewed and approved certain medical/dental staff appointments at their meetings of December 6, 2024, January 3, 2025, and February 6, 2025, and recommends approval of same by the UHN Board of Trustees (the “Board”);</i> <i>Be it resolved that the Board approves the medical/dental staff appointments, as presented.</i>
Real Estate & Capital Strategy Committee	
Meeting Minutes (summary): January 28, 2025 (draft)	For Information
Standing Report: Non-Ministry of Health Funded Projects	For Information
Standing Report: Ministry of Health Funded Projects	For Information
Finance & Audit Committee	
Meeting Minutes (summary): February 11, 2025 (draft)	For Information

Topic	Purpose/Resolution
UHN Financial Statements and HSAA Performance – Q3 2024/25	For Approval <i>Whereas the Finance and Audit Committee has reviewed and approved the UHN Financial Statements for the nine months ended December 31, 2024 and recommends approval of same by the UHN Board of Trustees (the “Board”);</i> <i>Be it resolved that the Board approves the UHN Financial Statements for the nine months ended December 31, 2024, as presented.</i>
2025/26 Service Accountability Agreements	For Approval <i>Whereas UHN (the “Corporation”) is expecting to enter into extensions of its existing Service Accountability Agreements (the “Amended Agreements”) with Ontario Health for the 2025/26 fiscal year effective April 1, 2025;</i> <i>And whereas, the Amended Agreements include the Hospital Service Accountability Agreement, Multi-Sector Accountability Agreement, and Long-Term Care Home Service Accountability Agreement;</i> <i>And whereas, it is anticipated that the Amended Agreements will have substantially the same terms and performance targets as the existing agreements;</i> <i>Be it resolved that, on the recommendation of the Finance and Audit Committee, the UHN Board of Trustees authorizes any two of the Board Chair, the Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”) to:</i> <i>(i) Execute and deliver on the Amended Agreements on behalf of the Corporation with such changes therein, or additions, alterations, or amendments thereto as the persons signing may approve, such approval, and the fact that such Amended Agreements are authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution; and</i> <i>(ii) Do all such further and other acts to execute and deliver on the Amended Agreements on behalf of the Corporation, such further and other instruments, agreements, certificates, directions, acknowledgement, declarations, documents, undertakings, and other writings as the persons may approve or consider necessary or desirable to give effect to this resolution.</i>
Contract: Bayer Inc. – Contrast Media for CT/MRI	For Approval <i>Whereas the Finance and Audit Committee has reviewed and approved the procurement of contrast media from Bayer Inc. (“Bayer”), and recommends approval of same by the UHN Board of Trustees (the “Board”);</i> <i>Be it resolved that the Board approves the procurement of contrast media from Bayer at a cost of [REDACTED] as presented.</i>
Contract: GE Healthcare – Contrast Media for CT	For Approval <i>Whereas the Finance and Audit Committee has reviewed and approved the procurement of contrast media from GE Healthcare Canada Inc. (“GE”), and recommends approval of same by the UHN Board of Trustees (the “Board”);</i> <i>Be it resolved that the Board approves the procurement of contrast media from GE at a cost of [REDACTED], as presented.</i>

Topic	Purpose/Resolution
Contract: Novartis Pharmaceuticals Canada Inc. – Supply of Kymriah® CAR-T cell products	For Approval <i>Whereas the Finance and Audit Committee has reviewed and approved the non-competitive procurement of Kymriah® CAR-T cell products from Novartis Pharmaceuticals Canada Inc. (“Novartis”), and recommends approval of same by the UHN Board of Trustees (the “Board”);</i> <i>Be it resolved that the Board approves the procurement of Kymriah® CAR-T cell products from Novartis at a cost of [REDACTED], as presented.</i>
Contract: EllisDon – Construction Management Services for Reactivation Care Centre	For Approval <i>Whereas, on the recommendation of the Real Estate and Capital Strategy Committee, the Finance and Audit Committee has reviewed and approved the non-competitive procurement of Construction Management Services from EllisDon Corporation (“EllisDon”) for the Reactivation Care Centre project – Phases 2 and 3 (the “Procurement”), and recommends approval of same by the UHN Board of Trustees (the “Board”);</i> <i>Be it resolved that the Board approves the Procurement at a cost of [REDACTED], as presented.</i>
Contract: Eastern Construction Company Ltd. – Construction Management Services for Peter Munk Cardiac Centre Entrance	For Approval <i>Whereas, on the recommendation of the Real Estate and Capital Strategy Committee, the Finance and Audit Committee has reviewed and approved the procurement of Construction Management Services from Eastern Construction Company Limited (“ECCL”) for the Peter Munk Cardiac Centre (“PMCC”) entrance upgrade project, and recommends approval of same by the UHN Board of Trustees (the “Board”);</i> <i>Be it resolved that the Board approves the procurement of Construction Management Services from ECCL at a cost of [REDACTED], as presented.</i>
Contract: PCL Constructors Canada Inc. – Contractor for Senior Emergency Medicine Centre	For Approval <i>Whereas, in December 2024, the UHN Board of Trustees (the “Board”) delegated authority to the Chief Executive Officer and Chief Financial Officer to execute the procurement of General Contracting Services for the Seniors Emergency Medicine (“SEM”) Centre from PCL Constructors Canada Inc. (“PCL”) at a cost of up to \$20 M;</i> <i>And whereas the sourcing process was subsequently completed and contract awarded to PCL at a cost of \$19.8 M over one year and five months;</i> <i>Be it resolved that the Board approves the procurement of General Contracting Services from PCL at a cost of [REDACTED].</i>
2024/25 Internal Audit – Status Report (as reported to the Finance & Audit Committee)	For Information
Research Committee	
Meeting Minutes (summary): February 12, 2025 (draft)	For Information
Education Committee / Michener Board	
Meeting Minutes (summary): February 13, 2025 (draft)	For Information