

Meeting Minutes

UHN Board of Trustees

Date: Wednesday December 10, 2025 Time: 3:00 – 5:40 PM

Location: Toronto General Hospital, 190 Elizabeth Street, R. Fraser Elliott Building, Board Room (Room 1S-425)

Trustees (Voting)	Dean Connor Elizabeth Dowdeswell Stu Kedwell Mike LeClair Peter Menkes	Lawrence Pentland Richard Rooney Shirlee Sharkey Ajay Virmani Peter Wallace	Pamela Warren Jaime Watt Darryl White Cornell Wright Trevor Young
Ex-officio (Non-Voting)	Pamela Hubley	Kevin Smith	
Regrets	Alia Dharamsi Janice Fukakusa Todd Halpern	Joseph Kim Kim Marshall Lisa Robinson	Janet Rossant
Guests (UHN)	Andrew Boozary Michael Caesar Anil Chopra Darlene Dasent Tom Forbes Carolyn Gosse Brian Hodges Kyla Kumar	Julie Quenneville Joel Montesanti Sarah Muttitt Janet Newton Fraser Pennie Rebecca Repa Mark Spencer Keith Stewart	Kathryn Tinckam Marc Toppings Aristotle Voineskos Lauren Whitney Brad Wouters
Observers (RE-AIM Coalition)	Christina Lee	Judy San	
Recording Secretary	Lisha Hibbins		

MINUTES

1.0 IN-CAMERA MEETING

The Board engaged in an in-camera meeting with Management present.

2.0 GENERAL BUSINESS ITEMS

2.1 CALL TO ORDER

Mr. Dean Connor, Chair, called the meeting to order at 3:10 PM, quorum was confirmed, and no conflicts of interest were declared.

Mr. Connor advised all participants that the meeting was being recorded and transcribed.

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

Whereas the UHN Board of Trustees (the “**Board**”) has reviewed the Agenda for its meetings held on December 10, 2025;

Be it resolved that the Board approves the Agenda for its meeting held on December 10, 2025, as presented.

2.2 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 December 10, 2025;

Be it resolved that the Board approves the items presented in the Consent Agenda for its meeting of December 10, 2025 by unanimous consent.

The resolutions passed by the Committee as part of the Consent Agenda is attached hereto as **Schedule A** and forms part of these Minutes.

3.0 CHAIR & CEO REPORTS

3.1 CHAIR’S REPORT

Mr. Connor welcomed two representatives of the RE-AIM Coalition, Ms. Christina Lee and Ms. Judy San, who were in attendance as observers.

Mr. Connor advised that Dr. Alia Dharamsi’s term as President of the Medical Staff Association would be coming to an end on December 31, 2025 and that the incoming president, Dr. Sheila Riazzi, would be assuming the role of ex-officio trustee effective January 1, 2026. Dr. Dharamsi was thanked for her service.

Mr. Connor spoke to the provincial healthcare budget and ongoing funding constraints, as well as, advocacy efforts to support funding of the Canada Leads program.

In closing, Mr. Connor reminded the Board that, for privacy and data security reasons, the use of AI Scribes is not permitted at Board or Members’ meetings.

3.2 CEO AND EXECUTIVE MANAGEMENT REPORTS

3.2.1 Chief Executive Officer’s Report

The Chief Executive Officer’s Report was pre-circulated in the meeting package. At the meeting, Dr. Kevin Smith, President & CEO, engaged the Board in discussion with respect to the topics covered in his report, including national and provincial healthcare policy changes, UHN clinical and operational performance at Q2, and progress against certain strategic initiatives.

3.2.2 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.

Mr. Marc Toppings, VP & Chief Legal Officer, provided an overview of the report, emphasizing the successful reduction of workplace violence through data capture, specialized training and new staff onboarding, and the dyad co-lead leadership structure for Security services. It was noted that, given the significant improvement, this measure will continue to be closely monitored, but will likely be coming off of the list of top ten enterprise risks moving forward.

3.2.3 Global Infectious Diseases Update

Dr. Susy Hota, Division Head, Infectious Diseases and Medical Director, Infection Prevention and Control, provided the Board with an update on global infectious diseases, as pre-circulated in the meeting package. Dr. Hota spoke to current infectious disease threats, including antimicrobial resistance, climate-driven outbreaks, vaccine hesitancy, and the shortage of infectious disease specialists. It was also noted that UHN is a provincial centre for special pathogens.

4.0 COMMITTEE ITEMS

4.1 QUALITY & SAFETY COMMITTEE 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 discussion included safety culture, preventable harm rates, trend analysis of preventable deaths, and the implementation of early warning systems.

4.2 MEDICAL ADVISORY COMMITTEE REPORT

An update on matters overseen by the Medical Advisory Committee (“**MAC**”), was pre-circulated in the meeting package. Dr. Smith spoke to the upcoming MAC retreat, which will focus on opportunities and challenges related to improving Escalation of Care.

4.3 HUMAN RESOURCES COMMITTEE

4.3.1 Human Resources Committee Report

Ms. Pam Warren, Chair, Human Resources Committee, provided the Board with an update on matters overseen by the committee. Discussion was focused on the UHN Engagement Survey.

4.3.2 UHN Engagement Survey – 2025 Enterprise Results

Mr. Mark Spencer, EVP, People & Culture, provided the Board with an overview of the results of the 2025 UHN Engagement Survey, as pre-circulated in the meeting package.

It was noted that the survey had a participation rate of 57%. UHN’s engagement score and Net Promoter Score (“**NPS**”) exceeded certain healthcare benchmarks, with particular strengths in co-worker relationships, inclusion, and patient-centred values. Areas for improvement include recognition, manager relationships, and career development. Looking ahead, Management will launch an enterprise recognition strategy, strengthen people leadership capability, and accelerate career growth initiatives.

4.4 FINANCE AND AUDIT COMMITTEE

4.4.1 Finance and Audit Committee Report

Mr. Stu Kedwell, Chair, Finance and Audit Committee, provided an update on matters overseen by the committee. Mr. Kedwell spoke to the financial outlook for 2025/26 and operating and capital budget planning for 2026/27.

4.4.2 Chief Financial Officer’s Report

The Chief Financial Officer’s Report was pre-circulated in the meeting package. No discussion was raised at the meeting.

4.4.3 Operating and Capital Plan Approach 2026/27

Ms. Darlene Dasent, Executive Vice President & Chief Financial Officer, provided an overview of the approach to the Operating and Capital Plans for fiscal year 2026/27, as pre-circulated in the meeting package. Discussion ensued as to the key revenue and cost assumptions underlying the approach. It was noted that UHN will continue to advocate with the MOH, while commencing the operational and capital planning processes for 2026/27. Once MOH funding for fiscal 2026/27 funding is confirmed, Management will finalize the assumptions and approach, and will update risks and mitigation plans.

The Board approved the approach to the 2026/27 Operating and Capital Plans, as presented:

Whereas the Finance and Audit Committee has reviewed and approved the preliminary assumptions for and approach to the 2026/27 Operating and Capital Plans, and recommends approval of same by the UHN Board of Trustees (the “**Board**”);

And whereas the assumptions and approach are subject to change based on the annual planning process with the Ministry of Health, including the terms of the 2026/27 service accountability agreements;

Be it resolved that the Board approves the preliminary assumptions for and approach to the 2026/27 Operating and Capital Plans, as presented.

4.5 OTHER COMMITTEE REPORTS

4.5.1 Education Committee

Ms. Shirlee Sharkey, Chair, Education Committee, provided the Board with an update on matters overseen by the committee. Discussion was focused on the positive financial position of Michener, and ongoing efforts to align educational strategy with UHN’s overall goals, including new program development.

4.5.2 Real Estate & Capital Strategy Committee

Mr. Peter Menkes, Chair, Real Estate & Capital Strategy Committee, provided the Board with an update on matters overseen by the committee. Mr. Menkes provided updates on major capital projects, including Project Aspire, Proton Therapy Facility, West Park Reactivation Centre, and 522 University Avenue.

4.5.3 Research Committee

Dr. Brad Wouters, EVP, Science & Research, provided the Board with an update on matters overseen by the Research Committee. Discussion was focused on the recruitment of clinician-researchers, which is challenged by the current compensation models and the national research funding landscape, and programs in place to support recruitment.

5.0 ITEMS IN FOCUS

5.1 DATA AND ANALYTICS AT UHN

Ms. Rebecca Repa, EVP, Clinical, Performance and Real Estate, Mr. Michael Caesar, Chief Data & Analytics Officer, provided the Board with an overview of Data and Analytics at UHN, as pre-circulated in the meeting package.

It was noted that UHN’s Data & Analytics strategy aligns directly with the organizational priorities of transforming patient experience, enabling cross-boundary solutions, and improving operational impact. Further, UHN has rapidly advanced its data maturity, achieving HIMSS AMAM Level 6, becoming the first academic research hospital of its size in Canada to do so. This reflects strong progress in infrastructure, governance, and analytics capability.

Looking ahead, significant modernization is underway, including enterprise data governance, scalable data infrastructure, a unified data platform, and investments in literacy and talent development. The foundation for an AI-ready hospital is being built, providing real-time insights, predictive models, advanced simulations, and integrated leadership dashboards that enables Board-to-bedside decision-making.

6.0 OTHER BUSINESS

6.1 NEXT MEETING

The next meeting is scheduled for Wednesday February 25, 2025.

6.2 ADJOURNMENT

There being no further business, the meeting was adjourned at 5:40 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 December 10, 2025.

Topic	Purpose/Resolution
Board of Trustees	
Meeting Minutes: October 16, 2025 (draft)	For Approval Whereas the UHN Board of Trustees (the “Board”) has reviewed the minutes of its meeting taking place on October 16, 2025; Be it resolved that the Board approves the minutes of its meeting taking place on October 16, 2025, as presented.
UHN Articles of Amendment and Administrative By-law Number 6	For Approval <u>ARTICLES OF AMENDMENT</u> WHEREAS: A. It is in the best interests of University Health Network (the “Corporation”) to obtain a certificate of articles of amendment to increase the maximum number of its Trustees from 24 to 30. B. The Ministry of Health (Ontario) has approved the proposed articles of amendment. NOW THEREFORE BE IT RESOLVED THAT, subject to confirmation by a Special Resolution of the Members: - the Corporation is hereby authorized to submit to the Director appointed under <i>Not-for-Profit Corporations Act, 2010</i>, articles of amendment (the “Articles”) in the form submitted to the Trustees; - any two Officers or Trustees of the Corporation (collectively, the “Authorized Signatories”) are authorized and directed to execute all such documents and perform all such acts as are necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Ministry of Public and Business Service Delivery and Procurement of the Articles and all other required documents; and - the Authorized Signatories are authorized and directed to make such technical changes in the Articles as may be required by the Ministry of Public and Business Service Delivery and Procurement, with no further recourse to the Trustees or Members to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are hereby ratified and approved. <u>BY-LAW NO. 6</u> WHEREAS a copy of By-Law Number 6, being a new General By-law repealing all prior By-laws of University Health Network (“By-Law No. 6”), was previously circulated to the Trustees. AND WHEREAS By-Law No. 6 was prepared to amend the maximum number of Trustees to conform with the Articles and to remove the requirement that a Trustee be a resident of Ontario; NOW THEREFORE BE IT RESOLVED THAT, subject to confirmation by a resolution of the Members, By-law No. 6 is hereby approved.

Topic	Purpose/Resolution
West Park Integration Update – Principles Statement Annual Education	For Information
Human Resources Committee	
Meeting Summary: November 21, 2025	For Information
Quality & Safety Committee	
Meeting Summary: November 3, 2025	For Information
Medical Advisory Committee	
Meeting Summary: November 6, 2025	For Information
Medical/Dental Staff Appointments <i>Attached hereto as Exhibit 1</i>	For Approval Whereas the Medical Advisory Committee has reviewed and approved certain medical/dental staff appointments at its meeting of November 6, 2025, and recommends approval of same by the UHN Board of Trustees (the “ Board ”); it resolved that the Board approves the medical/dental staff appointments, as presented.
Real Estate & Capital Strategy Committee	
Meeting Summary: November 10, 2025	For Information
Standing Report: Real Estate & Capital Strategy	For Information
Finance & Audit Committee	
Meeting Summary: November 18, 2025	For Information
UHN Financial Statements and HSAA Performance – Q2 2025/26	For Approval Whereas the Finance and Audit Committee has reviewed and approved the UHN Financial Statements for the six months ended September 30, 2025 and recommends approval of same by the UHN Board of Trustees (the “ Board ”); Be it resolved that the Board approves the UHN Financial Statements for the six months ended September 30, 2025, as presented.
UHN 2025/26 External Audit Plan	For Approval Whereas the Finance and Audit Committee (the “ Committee ”) reviewed the 2025/26 External Audit Plan for UHN (the “ Audit Plan ”) with Ernst & Young and accepted the audit scope and key considerations therein; And whereas the Committee approved the Audit Plan and recommends approval of same by the UHN Board of Trustees (the “ Board ”); Be it resolved that the Board approves the Audit Plan, as presented.

Topic	Purpose/Resolution
Signing Authorities and Delegations Policy Amendments	For Approval Whereas Management proposes amendments to the Signing Authorities and Delegations Policy (“SADP”) for University Health Network (the “Corporation”) that include, but are not limited to, establishing delegation of authority for commitments related to other corporations in the Corporation’s orbit, and better specifying delegation of authority for non-financial and research-related commitments (collectively, the “Amendments”); And whereas the Finance and Audit Committee has reviewed and approved the Amendments, and recommend approval of same by the Corporation’s board of trustees (“Board”); Be it resolved that the Board approves the amended SADP, as presented.
Compliance Program – Annual Statutory Audit	For Information
Contract: Novartis Pharmaceutical – supply of Lutathera and Pluvicto	For Approval Whereas the Finance and Audit Committee has reviewed and approved the procurement of Lutathera and Pluvicto from Novartis Pharmaceutical at a cost of [REDACTED] (the “Procurement”), and recommends approval of same by the UHN Board of Trustees (the “Board”); Be it resolved that the Board approves the Procurement, as presented.
Contract: Terumo Medical Canada – Neuro Interventional Neuroradiology Consumables	For Approval Whereas the Finance and Audit Committee has reviewed and approved the procurement of interventional neuroradiology consumables from Terumo Medical Canada at a cost of [REDACTED] (the “Procurement”), and recommends approval of same by the UHN Board of Trustees (the “Board”); Be it resolved that the Board approves the Procurement, as presented.
Human Resource Information System and Workforce Management Project Update	For Information
Research Committee	
Meeting Summary: November 13, 2025	For Information
Education Committee / Michener Board	
Meeting Summaries: November 20, 2025	For Information
Medical Staff Association (MSA)	
Announcement – New Medical Staff Association President	For Information