



Meeting Minutes

UHN Board of Trustees

Wednesday December 4, 2024 12:45 PM – 3:00 PM

In Person: West Park Healthcare Centre, 2nd Floor Auditorium, 179 Emmett Ave, Toronto

Video /Teleconference: Microsoft Teams Meeting

Elected Trustees (Voting)	Dean Connor (Chair) Elizabeth Dowdeswell Janice Fukakusa Stu Kedwell Michael LeClair Kimberly Marshall Lawrence Pentland	Lisa Robinson Shirlee Sharkey Ajay Virmani Peter Wallace Pamela Warren Cornell Wright Trevor Young
Ex-officio (Non-Voting)	Pam Hubley Joseph Kim	Kevin Smith
Regrets	Alia Dharamsi Todd Halpern Peter Menkes	Janet Rossant Jaime Watt Darryl White
Special Standing Guests	Jochen Tilk	
Guests	Dina Allam Michael Anderson Michael Caesar Lucas Chartier Anil Chopra Darlene Dasent Shelley Ditty Doug Earle Marnie Escaf Tom Forbes Brian Hodges Shiran Isaacksz Grace Ivo	Shaf Keshavjee Ashley Migwans Andrew Milligan Joel Montesanti Sarah Muttitt Julie Quenneville Rebecca Repa Mark Spencer Kathryn Tinckam Marc Toppings Aristotle 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 12:50 PM, quorum was confirmed, and no conflicts of interest were declared.

The UHN Board of Trustees (the “**Board**”) approved the meeting Agenda, with some changes to the order of the items being presented:

*Whereas the UHN Board of Trustees (the “**Board**”) has reviewed the Agenda for its meeting held on December 4, 2024;*

Be it resolved that the Board approves the Agenda for its meeting held on December 4, 2024, as amended.

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 December 4, 2024;*

Be it resolved that the Board approves the items presented in the Consent Agenda for its meeting of December 4, 2024 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 an overview of key findings from his meetings with individual trustees and the 2024 Board Self-Assessment Survey, as pre-circulated in the meeting materials.

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 funding advocacy, surgical volumes, workplace violence trends, and nursing retention and recruitment.

2.2.1 Q2 2024/25 Corporate Scorecard Report

Dr. Smith provided an overview of the 2024/25 Corporate Scorecard Q2 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 was potential risks and associated mitigations related to the integration of West Park Healthcare Centre (“**West Park**”) and UHN.

2.2.3 West Park Integration Update & Principles Statement Annual Education

A high-level overview of progress to-date on post-amalgamation integration activities, and the first annual update on the West Park-UHN Amalgamation Principles Statement were pre-circulated in the meeting materials. The Board was reminded that, without fettering the discretion of the UHN Board, the Principles Statement sets out the intended approach to amalgamation of the pre-amalgamation hospital corporations and continues to apply until UHN's 2027 annual meeting. Pursuant to the Principles Statement, it was noted that the UHN Board receives annual education and updates on the Principles Statement. At a subsequent meeting, the Board will approve an annual attestation regarding UHN's compliance with the Principles Statement.

3.0 EDUCATION ITEMS

3.1 INDIGENOUS HEALTH PROGRAM UPDATE

Dr. Michael Anderson, Strategic Lead, Indigenous Health and Ms. Ashley Migwans, Operations and Program Manager, Indigenous Health Program ("IHP") provided an update on the IHP and highlighted healthcare issues relevant to Indigenous people, as pre-circulated in the meeting package.

With a focus on the experiences of Indigenous people in healthcare, Dr. Anderson and Ms. Migwans provided an overview of the evolution of the IHP since its inception in 2020, including improvements in access to safe care through Indigenous Patient Navigators, ongoing initiatives, and future directions.

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. Mr. Wright spoke to the re-introduction of regular clinical program updates at committee meetings, performance against priority quality and safety indicators, and the improvements in care and patient experience associated with UHN's Connected Care Program and integrated care pathways.

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. Dr. Kim spoke to efforts to further reduce the surgical backlog in the current fiscal environment, and how challenges with timely chart completion in Epic and turnaround times for pathology reporting are being addressed.

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 the current financial landscape and UHN's 2024/25 Q2 financial position.

4.3.2 2025/26 Operating and Capital Plan Approach

Ms. Dasent provided an overview of UHN's approach to operating and capital planning for 2025/26, as pre-circulated in the meeting package. The Board approved the 2025/26 operating and capital plan approach, as presented:

***Whereas** the Finance and Audit Committee has reviewed and approved the preliminary assumptions for and approach to the 2025/26 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 2025/26 service accountability agreements;*

***Be it resolved that** the Board approves the preliminary assumptions for, and approach to, the 2025/26 Operating and Capital Plans, as presented.*

4.4 GOVERNANCE & NOMINATING COMMITTEE

4.4.1 UHN/TRI Corporate Legal Structure

Mr. Marc Toppings, Vice President and Chief Legal Officer, provided the Board with an overview of the proposed amalgamation of Toronto Rehabilitation Institute (“TRI”) and UHN (the “**Amalgamation**”), as pre-circulated in the meeting package.

It was noted that had TRI transferred all of its assets to UHN in 2011. Formal amalgamation was not pursued at the time, as it would have required the Ontario Legislature to amend the *University Health Network Act, 1997*. Since 2011, TRI has had no active operations, holds no assets, and is no longer a public hospital for the purposes of the Public Hospitals Act.

Now that UHN has come off its special Act and continued under Ontario's *Not-for-Profit Corporations Act, 2010* (“**ONCA**”), a formal amalgamation with TRI is proposed as a matter of corporate housekeeping. Amalgamation was noted to be preferable to simply dissolving TRI as such amalgamation will ensure any bequests to TRI are received by UHN. It was further noted that the Amalgamation will not result in material changes to UHN's Articles, the composition of the Board, or to UHN's corporate purposes or to the special provisions set out in UHN's Articles. Subject to approval of the Articles of Amalgamation by the Minister of Health, the effective date of the Amalgamation is anticipated to be April 1, 2025.

The Board approved the Amalgamation, as presented, and recommended approval of same by the Members of UHN. The resolutions passed by the Board are attached hereto as **Schedule B** and form part of these Minutes.

4.5 PRINCESS MARGARET CANCER FOUNDATION

4.5.1 New Advertising Campaign

Ms. Miyo Yamashita, President & CEO of the Princess Margaret Cancer Foundation provided the Board with an overview of the Foundation's new brand campaign.

4.6 IN-CAMERA MEETING

The Board engaged in an in-camera meeting.

4.7 HUMAN RESOURCES COMMITTEE

4.7.1 Competitive Compensation Matters

The Board approved adjustments to the compensation of certain UHN executives who had material increases in responsibility arising from the amalgamation of West Park Healthcare Centre and UHN, as pre-circulated in the meeting package. The resolutions passed by the Board are attached hereto as **Schedule C** and form part of these Minutes.

5.0 OTHER BUSINESS

5.1 NEXT MEETING

The next meeting is scheduled for Wednesday February 26, 2025 at 12:00 PM.

5.2 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 December 4, 2024.

Forum(s)	Topic	Purpose
Board of Trustees	Meeting Minutes: September 30, 2024 (draft) October 2, 2024 (draft)	<p>For Approval</p> <p><i>Whereas the UHN Board of Trustees (the “Board”) has reviewed the minutes of its meetings taking place on September 30, 2024 and October 2, 2024;</i></p> <p>Be it resolved that the Board approves the minutes of its meetings taking place on September 30, 2024 and October 2, 2024, as presented.</p>
	Artificial Intelligence Semi-annual Report	For Information
Governance & Nominating Committee	Meeting Minutes: September 30, 2024 (approved) November 11, 2024 (draft)	For Information
	Michener Institute of Education at UHN By-law Number 4	<p>For Approval</p> <p>TEXT OF RESOLUTION OF THE BOARD OF TRUSTEES OF UNIVERSITY HEALTH NETWORK (the “Corporation”)</p> <p><u>THE MICHENER INSTITUTE OF EDUCATION AT UHN</u></p> <p>WHEREAS it is in the best interests of the Corporation that The Michener Institute of Education at UHN (“Michener”) amend its articles and its by-laws to be in compliance with the Not-for-Profit Corporations Act, 2010 and to otherwise reflect best and current practice;</p> <p>AND WHEREAS the Board has been provided with the proposed form of the articles of amendment and the by-law of Michener (the “Articles and the By-Law”), together with the form of resolution to be executed by the Corporation in its capacity as the sole voting member of Michener, a chart comparing the terms of the current by-law and the proposed new by-law and a briefing note;</p> <p>AND WHEREAS the Governance and Nomination Committee of the Board has recommended that the Board authorize the approval of the Articles and the By-Law;</p> <p>AND WHEREAS it is also necessary that the Articles and the By-Law be approved by the Board of Governors of Michener, which approval has or is in the process of being obtained;</p> <p>NOW THEREFORE BE IT RESOLVED BY A VOTE APPROVED BY TWO-THIRDS OF THE TRUSTEES VOTING THEREON that the President and Chief Executive Officer and the Chief Legal Officer of the Corporation (or any other two officers or Trustees of the Corporation) (collectively, the “Authorized Signatories”) are authorized and directed to execute and deliver to Michener a resolution</p>

Forum(s)	Topic	Purpose
		<i>of the sole voting member approving articles of amendment and a by-law, substantially in the form of the Articles and the By-Law delivered to the Board.</i>
	2024 Board Self-Evaluation Survey Results	For Information
	Trustee Feedback	For Information
Medical Advisory Committee	Meeting Minutes: October 3, 2024 (final) November 7, 2024 (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 October 3, 2024, and November 7, 2024, and recommends approval of same by the UHN Board of Trustees (the “Board”);</i> <i>it resolved that the Board approves the medical/dental staff appointments, as presented.</i>
Finance & Audit Committee	Meeting Minutes: November 19, 2024 (draft)	For Information
	UHN Financial Statements and HSAA Performance – Q2 2024/25	For Approval <i>Whereas the Finance and Audit Committee has reviewed and approved the UHN Financial Statements for the six months ended September 30, 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 three months ended September 30, 2024, as presented.</i>
	UHN External Audit Plan – 2024/25	For Approval <i>Whereas the Finance and Audit Committee (the “Committee”) reviewed the 2024/25 External Audit Plan for UHN (the “Audit Plan”) with Ernst & Young and accepted the audit scope and key considerations therein;</i> <i>And whereas the Committee approved the Audit Plan and recommends approval by the UHN Board of Trustees (the “Board”);</i> <i>Be it resolved that the Board approves the Audit Plan, as presented.</i>
	Compliance Program – Annual Statutory Audit	For Information
	UHN Capitalization Strategy	For Approval

Forum(s)	Topic	Purpose
		<p>Whereas Management has assessed short- and long-term capital requirements and cash and financing options available to address such needs;</p> <p>And whereas the Investment and Financing Advisory Group and the Finance & Audit Committee have reviewed and approved Management's proposal and recommend approval by the UHN Board of Trustees (the "Board");</p> <p>Be it resolved that the Board approves the proposed financing approach as presented, including the use of short-term bridge loans to address liquidity needs while commencing capital market readiness and planning.</p>
	Contract: Dineen Construction – Stem Cell Transplant Outpatient Project	<p>For Approval</p> <p>Whereas the Finance and Audit Committee has reviewed and approved the procurement of General Contracting Services for the Princess Margaret Cancer Centre Stem Cell Transplant Phase 2 Outpatient Project from Dineen Construction Corporation, and recommends approval of same by the UHN Board of Trustees (the "Board");</p> <p>Be it resolved that the Board approves the procurement of General Contracting Services from Dineen Construction Corporation at a cost of [REDACTED], as presented.</p>
	Contract: Illumina Canada – Reagents for Sequencing Services	<p>For Approval</p> <p>Whereas the Finance and Audit Committee has reviewed and approved the procurement of Reagents for Sequencing Services from Illumina Canada Ulc. ("Illumina"), and recommends approval of same by the UHN Board of Trustees (the "Board");</p> <p>Be it resolved that the Board approves the procurement of Reagents for Sequencing Services from Illumina at a cost of [REDACTED], as presented.</p>
	Contract: General Contracting Services for Senior Emergency Medicine Centre	<p>For Approval</p> <p>Whereas a Request for Proposal is currently underway to procure General Contracting Services for the Seniors Emergency Medicine ("SEM") Centre at Toronto Western Hospital, with the contract anticipated to be awarded in December 2024 to meet the required construction start time of January 2025;</p> <p>And whereas UHN's Signing Authorities and Delegation Policy permits delegation to the Chief Executive Officer and Chief Financial Officer to execute contracts where urgent approval is required and Board of Trustees ("Board") meeting dates do not coincide with required approval timelines, subject to any contract so executed subsequently being brought forward to the Board for formal approval at its next meeting;</p>

Forum(s)	Topic	Purpose
		<p><i>And whereas the Finance and Audit Committee has approved the delegation of authority to the Chief Executive Officer and Chief Financial Officer to execute the contract with the awarded supplier for General Contracting Services for the SEM Centre at a cost of [REDACTED], and recommends approval of same by the UHN Board;</i></p> <p><i>Be it resolved that the Board delegates authority to the Chief Executive Officer and Chief Financial Officer to execute the contract with the awarded supplier for General Contracting Services for the SEM Centre at a cost of [REDACTED] as presented.</i></p>
Real Estate & Capital Strategy Committee	Meeting Minutes: November 4, 2024 (draft)	For Information
	Major Capital Projects in Construction <i>Standing Report</i>	For Information
	Clinical Master Plan Projects <i>Standing Report</i>	For Information
Research Committee	Meeting Minutes: November 4, 2024 (draft)	For Information
Human Resources Committee	Meeting Minutes: September 27, 2024 (approved) November 25, 2024 (draft)	For Information
	HRIS and ESS Project Update	For Information
	Volunteer Resources Overview	For Information
Education Committee / Michener Board	Meeting Minutes: November 21, 2024 (draft)	For Information
Quality & Safety Committee	Meeting Minutes: October 28, 2024 (draft)	For Information

SCHEDULE B

UHN-TRI Amalgamation

The following are the resolutions approved by the UHN Board of Trustees with respect to the UHN-TRI amalgamation at its meeting on December 4, 2024.

TEXT OF RESOLUTIONS OF THE TRUSTEES OF UNIVERSITY HEALTH NETWORK / RÉSEAU UNIVERSITAIRE DE SANTÉ (the “Corporation”)

SUBMISSION TO MINISTER OF HEALTH

WHEREAS the Corporation and Toronto Rehabilitation Institute (“TRI”) have agreed to amalgamate and to continue as one corporation to form University Health Network / Réseau universitaire de santé (the “**Amalgamated Corporation**”) under the authority conferred by the provisions of section 110 of the *Not-for-Profit Corporations Act, 2010* (Ontario) (the “**Amalgamation**”),

AND WHEREAS in connection with the Amalgamation it is necessary for the Corporation and TRI to submit to the Ontario Minister of Health a copy of the application for Articles of Amalgamation and an explanatory note in the form required to satisfy the requirements of the *Public Hospitals Act*,

AND WHEREAS a copy of the application for Articles of Amalgamation and the explanatory note have been provided to the Trustees;

NOW THEREFORE BE IT RESOLVED THAT the submission of the application for Articles of Amalgamation and the explanatory note to the Ontario Minister of Health substantially in the form presented to the Board, is hereby approved.

AMALGAMATION

WHEREAS the Corporation and TRI have agreed to amalgamate to form the Amalgamated Corporation.

NOW THEREFORE BE IT RESOLVED THAT, subject to (a) the approval of the Ontario Minister of Health, and (b) the approval of the members of the Corporation by way of a special resolution:

1. the amalgamation of the Corporation with TRI on substantially the terms set out in the Amalgamation Agreement and the application for Articles of Amalgamation submitted to the Board (collectively, the “**Amalgamation Documents**”) is authorized and approved;
2. any two Trustees or officers of the Corporation (“**Authorized Signatories**”) are authorized and directed, for and on behalf of the Corporation, to finalize, execute and deliver the Amalgamation Documents, with such additions, deletions or other changes as required by any provincial or federal regulator and/or as such Authorized Signatories, in such Authorized Signatories’ sole discretion, may approve, such approval to be conclusively evidenced by the Authorized Signatories’ execution and delivery of the Amalgamation Documents;
3. the Authorized Signatories are authorized and directed, for and on behalf of the Corporation, to execute and deliver or file such other documents and instruments and do all such other acts and things as are required to give effect to the foregoing provisions of this resolution; and
4. if directed by the Board, the Authorized Signatories may terminate the Amalgamation Agreement at any time before the issue of a Certificate of Amalgamation.

ADMINISTRATIVE BY-LAW NUMBER 5

WHEREAS a copy of the administrative by-law number 5 of the Corporation with a date of April 1, 2024 being the proposed administrative by-law of the Amalgamated Corporation (the “**Administrative By-Law**”) was previously circulated to the Board.

NOW THEREFORE BE IT RESOLVED THAT, subject to confirmation of the members of the Corporation, the Administrative By-Law is hereby approved as the administrative by-law of the Amalgamated Corporation.

PROFESSIONAL STAFF BY-LAW NUMBER 4

WHEREAS a copy of the professional staff by-law number 4 of the Corporation with a date of April 1, 2024 being the proposed professional staff by-law of the Amalgamated Corporation (the “**Professional Staff By-Law**”) was previously circulated to the Board.

NOW THEREFORE BE IT RESOLVED THAT, subject to confirmation of the members of the Corporation, the Professional Staff By-Law is hereby approved as the professional staff by-law of the Amalgamated Corporation.

SCHEDULE C

Competitive Compensation

The following are the resolutions approved by the UHN Board of Trustees with respect to competitive compensation at its meeting on December 4, 2024.

Executives

Whereas University Health Network (“**UHN**”) and West Park Healthcare Centre amalgamated on April 1, 2024, resulting in material increases in responsibility for certain executives (the “**Impacted Executives**”);

And whereas the Broader Public Sector Executive Compensation Act, 2014 (“**BPSECA**”) and the current Compensation Framework (Ontario Regulation 406/18) permit the adjustment of executive salaries for specific purposes, including an increase in responsibilities due to a restructuring;

And whereas, on Management’s recommendation, the Human Resources Committee (the “**Committee**”) approved base salary increases for each of the Impacted Executives in alignment with BPSECA to take effect April 1, 2024, with commensurate adjustments to the performance pay pool (collectively, the “**Compensation Adjustment**”), and recommends approval of same by the UHN Board of Trustees (the “**Board**”);

Be it resolved that the Board approves the Compensation Adjustment, as presented.

President & CEO

Whereas University Health Network (“**UHN**”) and West Park Healthcare Centre amalgamated on April 1, 2024, resulting in material increases in responsibility for certain executives (the “**Impacted Executives**”);

And whereas the Broader Public Sector Executive Compensation Act, 2014 (“**BPSECA**”) and the current Compensation Framework (Ontario Regulation 406/18) permit the adjustment of executive salaries for specific purposes, including an increase in responsibilities due to a restructuring;

And whereas, on Management’s recommendation, the Human Resources Committee (the “**Committee**”) recommended a base salary increase for the President & CEO in alignment with the increase in responsibilities resulting from the amalgamation and in accordance with BPSECA, to take effect April 1, 2024, with commensurate adjustments to the performance pay pool (collectively, the “**Compensation Adjustment**”) and recommends approval of same by the UHN Board of Trustees (the “**Board**”);

Be it resolved that the Board approves the Compensation Adjustment, as presented.