



Meeting Minutes

UHN Board of Trustees

Wednesday February 15, 2023 12:00 PM – 3:00 PM

In Person: Ontario Power Generation, 700 University Ave, 4th Floor - Princess Margaret Cancer Foundation Board Room (Rooms 4-101 – 4-012)

Via Video/Teleconference: MS Teams Meeting

Elected Trustees (Voting)	Brian J. Porter (Chair) Ross Baker Dean Connor Todd Halpern Stu Kedwell Lawrence Pentland Janet Rossant	Shirlee Sharkey Ajay Virmani Peter Wallace Pamela Warren Cornell Wright
Ex-officio (Voting)	Trevor Young	
Ex-officio (Non-Voting)	Pamela Hubley Raj Kothari Richard Rooney	Sheryl Seidman Kevin Smith
Regrets	Janice Fukakusa Peter Menkes Patricia Murphy	Cheryl Regehr Jaime Watt
Guests (UHN Executive Leadership Forum)	Darlene Dasent Diana Elder Marnie Escaf Tom Forbes Carolyn Gosse Tennys Hanson Brian Hodges Gillian Howard Shaf Keshavjee	Sarah Muttitt Janet Newton Sheila O'Brien Rebecca Repa Joy Richards Keith Stewart Kathryn Tinckam Marc Toppings Brad Wouters
Guests (UHN Other)	Grace Ivo Joseph Kim Ryan Maloney	Joel Montesanti Sarah Smart Mark Taylor
Recording Secretary	Lisha Hibbins	

1.0 GENERAL BUSINESS ITEMS

1.1 CALL TO ORDER

Mr. Brian J. Porter, Chair, called the meeting to order at 12:00 PM. Quorum was confirmed and no conflicts of interest were declared.

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

Whereas the UHN Board of Trustees has reviewed the Agenda for its meeting held on February 15, 2023;

Be it resolved that the UHN Board of Trustees approves the Agenda for its meeting held on February 15, 2023, 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 has reviewed the items presented in the Consent Agenda for its meeting of February 15, 2023;

Be it resolved that the UHN Board of Trustees approves the items presented in the Consent Agenda for the meeting of February 15, 2023, 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 STANDING REPORTING AND COMMITTEE ITEMS

2.1 CHAIR’S REPORT

Mr. Porter spoke to transformation in the healthcare landscape and action from all levels of government to address system pressures, including the recent federal healthcare funding offer to the provinces and territories. Mr. Porter also acknowledged the work that has commenced on the refresh of UHN’s strategic plan.

2.2 CHIEF EXECUTIVE OFFICER’S REPORT

A detailed Chief Executive Officer (CEO) Report, inclusive of Q3 Corporate Scorecard, Enterprise Risk Management (“**ERM**”) update, clinical program in-focus – Emergency Medicine Program, and the 2023/24 Quality Improvement Plan (“**QIP**”), as pre-circulated in the meeting package.

Dr. Kevin Smith, President and CEO, engaged the Board in discussion on key new developments and insights since time of last reporting, including federal and provincial initiatives to address healthcare challenges related to funding, surgical activity, and health human resources (“**HHR**”), as well as, collective bargaining with the Ontario Nurse’s Association, and COVID-19 pandemic trends.

Strategic Plan Refresh - Update

Dr. Smith provided an overview of the approach to the strategic plan refresh, which comprises reflection on the existing plan priorities and their continued relevance against priority challenges and opportunities in health system landscape, as well as an analysis of where UHN's efforts are best directed to deliver sustainable value. Dr. Smith shared early thoughts on potential areas of focus, with emphasis on patient and TeamUHN experiences and the expansion of new integrated models of care. Dr. Smith also raised the concept of potentially establishing UHN as a healthcare public policy shop and incubator for new models of care.

Emergency Medicine Program

Dr. Smith provided an overview of UHN's Emergency Medicine Program, with a focus on performance against key metrics, challenges, and opportunities. It was noted that capacity and wait time pressures experienced at UHN's Emergency Departments are primarily attributed to throughput and not to increased volumes. Throughput is being challenged by a) testing and isolation requirements related to COVID-19 management; b) Human Health Resources shortages – particularly nurses; and c) low inpatient bed capacity for admits from ED. UHN continues to implement mitigation strategies and new models of care to improve throughput, including social medicine and integrated care pathways to divert certain patient populations from the ED to more appropriate care settings.

2023/24 QIP

Dr. Smith provided an overview of Management's approach to UHN's annual QIP submission to Ontario Health ("OH") for 2023/24, as pre-circulated in the meeting package.

The Board approved the 2023/24 QIP and delegated authority to the Board Chair, the Chair of the Quality & Safety Committee, and the President & CEO to execute the QIP by the March 31, 2023 deadline, subject to approval by the Committee at its March 27, 2023 meeting:

***Whereas** UHN (the "Corporation") is required to submit its Quality Improvement Plan for the 2023/24 fiscal year (the "2023/24 QIP") to Ontario Health on or before March 31, 2023;*

***And whereas**, the preliminary key themes and indicators for the 2023/24 QIP were reviewed by the Quality & Safety Committee at its January 31, 2023 meeting, and subsequently by the UHN Board of Trustees at its February 15, 2023 meeting;*

***Now therefore, subject to** the approval of the 2023/24 QIP by the Quality & Safety Committee at its March 27, 2023 meeting;*

***Be it resolved that**, the UHN Board of Trustees approves the 2023/24 QIP and authorizes the Chair of the Quality & Safety Committee, the Board Chair, and the Chief Executive Officer, to execute and deliver on the 2023/24 QIP on behalf of the Corporation.*

2.3 QUALITY & SAFETY AND MEDICAL ADVISORY COMMITTEES

2.3.1 Quality & Safety Committee Report

Dr. Ross Baker, Chair of the Quality & Safety Committee, provided an update on matters overseen by the Committee, as pre-circulated in the meeting package. The following was noted:

- **Respiratory Viruses** – UHN continues to see moderate to high numbers of patients admitted with COVID-19 on any given day across sites.

- **Clinical Recovery** – The surgical backlog clearance rate and completed surgical volume rate as a percentage of baseline (pre-pandemic) are currently on target; however, the percentage of waitlisted patients that are long waiters remains above target. Management continues to work to further optimize clinical activity and reduce the number of long waiters.
- **Quality Improvement Plan (“QIP”)** – Proposed preliminary indicators for the 2023/24 QIP include measures of workplace violence incidents, a patient safety measure of the proportion of patients who receive medication reconciliation at discharge, patient ratings of whether they received adequate information about their health and care at discharge, and healthcare worker hand hygiene compliance.
- **New Care Models** – The Michener Institute has developed training programs for Personal Support Workers (“PSW”s) and their integration into care teams. Micro-credentialing of PSWs enhances their skill set and capability to take on added patient care activities; efforts to support care unit managers are underway to facilitate the introduction and effective use of PSWs.

2.3.2 Medical Advisory Committee Report

Dr. Joseph Kim, Vice Chair of the Medical Advisory Committee (“**MAC**”), provided an update on matters overseen by the Committee, as pre-circulated in the meeting package. The following was noted:

- **Health Human Resources (“HHR”)** – HHR strategies and initiatives have resulted in a notable improvement in the retention of nursing colleagues. Further, a succession planning initiative was launched in November to identify a diverse pool of potential successors for clinical leadership roles and to create tailored development plans for identified individuals.
- **Physician Wellness** – The Medical Staff Association launched a physician wellness initiative, and a search committee has been struck to identify UHN’s inaugural Physician Well-Being Lead.
- **Quality and Safety** – Epic has enabled improved access to data, which is being used to improve clinical care, such as time to consultation and time to disposition.

2.4 FINANCE AND AUDIT COMMITTEE

2.4.1 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. The following was noted:

- **Q3 Financial Results** – Operating results for the period ending December 31, 2022 indicate a deficit of \$26.2 M, which reflects misalignment between funding and volume-funded activities across varying clinical programs, ancillary revenue loss, and higher cost pressures.
- **2022/23 Year-End Forecast** – Management anticipates meeting 2022/23 financial targets due to confirmation from the Ministry of Health (“**MOH**”) that hospitals can retain 2022/23 volume funding for unrealized volume targets to offset operational cost pressures.

- **2023/24 Planning** – Financial outlook remains tenuous with significant cost pressures identified. UHN’s Hospital Annual Planning Submission (“**HAPS**”) identified operating pressures of \$126.3 M based on inflationary costs and clinical pressures, including increased surgical activity. UHN is developing plans to help manage the inflation component and is working with Ontario Health (“**OH**”) and the MOH to address the clinical pressures.
- **Project Agile (SAP/S4 HANA)** – While most work streams are on track, the project currently has an overall status of “Red” due to challenges with data migration. The “Red” rating will remain until the first data extract is received in March 2023 and data quality can be assessed. The Total Cost of Ownership (“**TCO**”) has been updated with identified funding sources and remains under the [REDACTED] 10-year cumulative cost of ownership.

2.4.2 Execution of 2023/24 Service Accountability Agreements

Ms. Dasent provided an update on Management’s approach to UHN’s annual planning submissions for 2023/24 and associated service accountability agreements, as pre-circulated in the meeting package.

UHN’s funding agreements comprise the Hospital Service Accountability Agreement (“**HSAA**”), Multi-Sector Accountability Agreement (“**MSAA**”), and Long-Term Care Home Service Accountability Agreement (“**LSAA**”).

In alignment with the HAPS, Ms. Dasent noted that UHN will be including a cover letter on the HSAA indicating that UHN is unable to commit to a balanced budget for 2023/24 without additional funding to address pressures. In lieu of requesting a deficit waiver for 2023/24, Management will continue to engage with OH and the MOH to mitigate operating pressures.

The Board approved the 2023/24 service accountability agreements and delegated authority to the Board Chair and the President & CEO to execute the agreements by the March 31, 2023 deadline:

Hospital Service Accountability Agreement

*Whereas on April 1, 2023 UHN (the “**Corporation**”) will be entering into a new Hospital Service Accountability Agreement (“**HSAA**”) with Ontario Health for the 2023/24 fiscal year effective April 1, 2023;*

*And whereas the UHN Board of Trustees provided support-in-principle for Management’s approach to the 2023/24 Hospital Accountability Planning Submission (“**HAPS**”) at its November 16, 2022 meeting, and has subsequently reviewed the key assumptions in the final HAPS at its February 15, 2023 meeting;*

Be it resolved that the UHN Board of Trustees approves the HSAA and authorizes the Board Chair and Chief Executive Officer to:

- (i) Execute and deliver on the HSAA 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 Agreements are authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution; and*
- (ii) Do all such further and other acts to execute and deliver on the HSAA 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.

Multi-Sector Accountability Agreement

Whereas on April 1, 2023 UHN (the “**Corporation**”) will be entering into a new Multi-Sector Accountability Agreement (“**MSAA**”) with Ontario Health for the 2023/24 fiscal year effective April 1, 2023;

And whereas, it is anticipated that the MSAA will substantially reflect the Corporation’s Community Accountability Planning Submission (“**CAPS**”), which attained support-in-principle from the UHN Board of Trustees at its November 16, 2022 meeting;

Be it resolved that the UHN Board of Trustees approves the MSAA and authorizes the Board Chair and Chief Executive Officer to:

- (i) Execute and deliver on the MSAA 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 Agreements are authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution; and
- (ii) Do all such further and other acts to execute and deliver on the MSAA 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.

Long-Term Care Home Service Accountability Agreement

Whereas on April 1, 2023 UHN (the “**Corporation**”) will be entering into an extension of the existing Long-Term Care Home Service Accountability Agreement with Ontario Health (the “**Amending Agreement**”) for the 2023/24 fiscal year, effective April 1, 2023;

And whereas, it is anticipated that the Amending Agreement will have substantially the same terms and performance targets as the existing agreement;

Be it resolved that the UHN Board of Trustees approves the LSAA and authorizes the Board Chair and Chief Executive Officer to:

- (i) Execute and deliver on the Amending Agreement 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 Agreements are authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution; and
- (ii) Do all such further and other acts to execute and deliver on the Amending Agreement 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.

2.4.3 Health Information System (Synapse) Project Update

Dr. Sarah Muttitt, Vice President & Chief Information Officer, provided an update on the status of the Synapse Project (the “**Project**”) post go-live, and a summary of next steps, as pre-circulated in the meeting package. The following was noted:

- **Project Status** – The Core Implementation Phase concluded in December 2022 and transition to operations has been completed, while some HIS stabilization activities are continuing. The Specialty Phase commenced in January 2023, which includes Epic’s Wisdom Dentistry and Beaker Anatomic Pathology modules.
- **Project Costs** – All project costs and commitments to-date are within approved budgets. The Ontario Financing Authority loan balance stands at \$121.3 M with no draws made in Q3-4 due to increased interest rate. Synapse savings and planned benefits are critical to project affordability, and a structure is in place to monitor and explore potential sources of savings. Optimization is key to a transformation of such scale, thus a new annual pool of \$2.0 M within Digital Capital was created in 2023/24 to fund additional ongoing Epic Optimization requests.

Dr. Muttitt also noted that the Synapse project scored very well on Epic’s Good Install program, which compares best practices against Epic’s international customer database over the history of the program. Specifically, UHN is tied for second, and is the top Canadian customer for go-live; with respect to getting digital teams certified on time, UHN is tied for third and is the top Canadian customer; and, UHN’s MyChart activation rate is higher than most U.S. organizations.

2.5 REAL ESTATE AND CAPITAL STRATEGY COMMITTEE

2.5.1 Master Plan and Major Capital Projects Update

Ms. Rebecca Repa, Executive Vice President, Clinical Support & Performance, provided an update on matters overseen by the Real Estate and Capital Strategy (“RECS”) Committee, as pre-circulated in the meeting package. The following was noted:

- **Toronto Western New Patient Tower** – The RECS Committee held a special meeting in December with Management and key project stakeholders to hold a governance-level discussion on strategies for project oversight, scope, methodology, and budget.
- **Proton Therapy Facility** – It has been determined that the facility is best situated within the Elizabeth St. redevelopment initiative, which provides close proximity to tertiary care facilities, and further, that the facility should be inclusive of current and future higher energy particle therapy. These recommendations were put forth in the Stage 1 submission to the MOH Capital Branch.
- **Lakeside 2** – UHN’s long-term care (“LTC”) project remains on hold. Management is in discussion with the Ministry of Long-Term Care regarding an update to the funding model for the construction of new facilities. Further, national standards for new LTC builds have recently been issued and will be considered.
- **Risks** – Management is using lessons learned from major capital projects to inform risk identification and reporting. The current ERM Report focuses on risks that are inherent to the planning, procurement, contracting and execution of large-scale construction projects, and the actions and mitigations in place to manage these risks.

The Board requested that Management provide a one-page reference document illustrating the timelines for each major capital project.

2.6 RESEARCH COMMITTEE

2.6.1 UHN Investments Leading to Commercialization

Mr. Brad Wouters, Executive Vice President, Science and Research, and Mr. Mark Taylor, Director, Commercialization, provided an overview of the pathway to launch a new venture, using the commercialization pathway for Adela as a case study, as pre-circulated in the meeting package. It was noted that both the Princess Margaret Cancer and the UHN Foundations are collaborating on a commercialization fund. The Board expressed interest in receiving regular updates on commercialization ventures moving forward.

3.0 OTHER BUSINESS

3.1 IN-CAMERA MEETING

The Board engaged in an in-camera session.

3.2 NEXT MEETING

The next meeting is scheduled for Wednesday April 19, 2023 at 10:00 AM.

3.3 ADJOURNMENT

There being no further business, the meeting was adjourned at 1:55 PM.



Brian J. Porter
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 15, 2023.

Item	Resolution
Minutes of Meetings November 16, 2022	<p><i>Whereas the UHN Board of Trustees has reviewed the minutes of its meeting taking place on November 16, 2022;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the minutes of its meeting taking place on November 16, 2022, as presented.</p>
Medical Staff Appointments <u>Attached hereto as Exhibit 1</u>	<p><i>Whereas the Medical Advisory Committee has reviewed and approved certain medical/dental staff appointments at their meetings of December 1, 2022, January 5, 2023, and February 2, 2023 and recommends approval of same by the UHN Board of Trustees;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the medical/dental staff appointments, as presented.</p>
Human Resources Committee Terms of Reference <u>Attached hereto as Exhibit 2</u>	<p><i>Whereas the Human Resources Committee has reviewed and approved amendments to its Terms of Reference to better reflect the Committee's mandate and recommends approval of same by the UHN Board of Trustees;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the amendments to the Terms of Reference of the Human Resources Committee, as presented.</p>
Q3 Financial Statements	<p><i>Whereas the Finance and Audit Committee has reviewed and approved the Financial Statements for the nine months ended December 31, 2022 and recommends approval of same by the UHN Board of Trustees;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the Financial Statements for the nine months ended December 31, 2022, as presented.</p>
Signing Authorities and Delegations Policy Amendments <u>Attached hereto as Exhibit 3</u>	<p><i>Whereas the Finance and Audit Committee has approved amendments to the Signing Authorities and Delegations Policy to reflect the updated responsibilities of the Human Resources Committee and recommends approval by the UHN Board of Trustees;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the amendments to the Signing Authorities and Delegations Policy, as presented.</p>
Temporary Signing Limit Increase for Procurement of Pandemic Supplies and Equipment	<p><i>Whereas UHN continues to procure pandemic supplies for the Hospital and on behalf of the Province of Ontario;</i></p> <p><i>And whereas the Finance and Audit Committee has reviewed and approved the extension of the temporary increased signing authority limits for the procurement of pandemic supplies to March 31, 2024 and recommends approval by the UHN Board of Trustees;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the extension of temporary increased signing limits to March 31, 2024 for the procurement of pandemic supplies.</p>

Item	Resolution
<p>Xvivo Perfusion Inc. – Lung Transplantation Consumables</p>	<p><i>Whereas</i> the Finance and Audit Committee has reviewed and approved the non-competitive procurement of lung transplantation consumables from Xvivo Perfusion Inc. at a cost of █████ over 5 years, and recommends approval of same by the UHN Board of Trustees;</p> <p>Be it resolved that the UHN Board of Trustees approves the non-competitive procurement of lung transplantation consumables from Xvivo Perfusion Inc. at a cost of █████ over 5 years, as presented.</p>
<p>Becton Dickinson Canada Inc – Upgrade and Support Services of Pyxis ES System</p>	<p><i>Whereas</i> the Finance and Audit Committee has reviewed and approved the non-competitive procurement of Upgrade and Support Services of Pyxis ES System from Becton Dickinson Canada Inc. at a cost of █████ over 5 years, and recommends approval of same by the UHN Board of Trustees;</p> <p>Be it resolved that the UHN Board of Trustees approves the non-competitive procurement of Upgrade and Support Services of Pyxis ES System from Becton Dickinson Canada Inc. at a cost of █████ over 5 years, as presented.</p>
<p>Project Agile – Total Cost of Ownership and Financing Strategy</p>	<p><i>Whereas</i> Management has determined a Total Cost of Ownership of up to █████ for Project Agile;</p> <p>And whereas the Finance and Audit Committee has reviewed and approved the funding strategy for Project Agile, and recommends approval of same by the UHN Board of Trustees;</p> <p>Be it resolved that the UHN Board of Trustees approves the funding strategy for Project Agile, as presented.</p>
<p>2022/23 Internal Audit Plan – Progress Report and Amendment</p>	<p><i>Whereas</i> the Finance and Audit Committee has reviewed the 2022/23 Internal Audit Plan progress update with KPMG;</p> <p>And whereas the Finance and Audit Committee has approved KPMG’s recommendation to replace the Discharge Planning review with a SAP Implementation Health Check, and recommends approval of same by the UHN Board of Trustees;</p> <p>Be it resolved that the UHN Board of Trustees approves the replacement of the Discharge Planning review with a SAP Implementation Health Check in the 2022/23 Internal Audit Plan.</p>
<p>2023/24 Internal Audit Plan</p>	<p><i>Whereas</i> the Finance and Audit Committee has reviewed and approved the 2023/24 Internal Audit Plan, inclusive of the audit scope and key considerations therein, and recommends approval by the UHN Board of Trustees;</p> <p>Be it resolved that the UHN Board of Trustees approves the 2023/24 Internal Audit Plan, as presented.</p>