

BOARD OF TRUSTEES MEETING
Wednesday, February 17, 2021 at 12:00 noon
Microsoft Teams Meeting

Teleconference: 416-603-6338 Conference ID: 786 237 848#

Elected Trustees (Voting)

Brian Porter, Chair
Ross Baker
Dean Connor
Todd Halpern
Stu Kedwell
Peter Menkes
Lawrence Pentland
Janet Rossant
Shirlee Sharkey
Barbara Stymiest
Ajay Virmani
Peter Wallace
Jaime Watt
Cornell Wright

Trustees Appointed by U of T Governing Council (Voting)

Trevor Young
Cheryl Regehr

Ex Officio Trustees (Non-Voting)

Kevin Smith (Chief Executive Officer)
Joy Richards (Chief Nursing Executive)
Patricia Murphy (Chair of the Medical Advisory Committee)
Janice Fukakusa (Chair of the Princess Margaret Foundation Board)
Raj Kothari (Chair of the Toronto General & Western Hospital Foundation Board)

Regrets

Mark Osten (President of the Medical Staff Association)
Mark Saunders

Guests

Marc Toppings, Vice President & Chief Legal Officer

Recording Secretary

Grace Ivo

Quorum – 40% of Voting Members or 7 Voting Members

1.0 Call to Order

Mr. Brian Porter, Chair, called the meeting to order at 12:03 pm.

1.1 Declaration of Conflict of Interest

The Chair 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.

1.2 Approval of Agenda

The Board of Trustees' meeting agenda was approved as circulated.

2.0 Consent Agenda

2.1 Approval of Minutes of the Board – November 18, 2020

Pre-circulated for members' information were the minutes of the Board meeting held on November 18, 2020

2.2 Approval of Minutes and Embedded Motions

2.2.1 Governance and Nominating Committee (“GNC”)

Pre-circulated for members' information were the minutes of the Governance and Nominating Committee meeting held on November 18, 2020.

2.2.2 Research Committee

Pre-circulated for members' information were the minutes of the Research Committee meeting held on December 7, 2020.

2.2.3 Human Resources Committee

Pre-circulated for members' information were the minutes of the Human Resources Committee meeting held on November 16, 2020.

2.2.4 Michener Education Committee

Pre-circulated for members' information were the minutes of the Education Committee meeting held on November 12, 2020.

2.2.5 Michener Board

Pre-circulated for members' information were the minutes of the Michener Board meeting held on November 12, 2020.

2.2.6 Medical Advisory Committee (“MAC”)

Pre-circulated for members’ information and approval were the minutes of the MAC meetings held on November 5 and December 3, 2020 and Medical Staff Appointments.

Dr. Patricia Murphy, Chair of the MAC, provided the Board with an update on deliberations of the MAC focused on two key areas: (i) UHN’s pandemic response efforts and (ii) UHN’s leadership role in driving vaccination efforts in the Greater Toronto Area.

Dr. Murphy further shared some of top risks discussed at the MAC, including the proportional inequity in the distribution of vaccine across hospitals which resulted in delays in UHN for vaccination of high-priority health care workers and the ever-present risk of burn-out among clinicians. Dr. Murphy elaborated on the 2019 (pre-COVID-19) study conducted in the Peter Munk Cardiac Centre that demonstrated significant clinician burnout at that time, a factor that would have been exacerbated by the pandemic. A discussion ensued in which the Board discussed how UHN’s pre-pandemic burnout rate compared to other similarly-sized institutions including peers in the U.S. The Board discussed the potential financial impacts of clinician burnout in addition to impacts on staff and patients.

Dr. Murphy noted that MAC recommends additional resources for wellness initiatives to support staff through the pandemic and the use of metrics (e.g. Mayo Clinic Well-being Index) for staff wellbeing assessment, both during and after the pandemic and leading up to the implementation the Health Information System (HIS).

BOARD MOTION

On a motion duly made, seconded and carried, the Board of Trustees approve all minutes and embedded motions on the consent agenda in section 2.0.

3.0 Chair’s Report

Mr. Brian Porter, Chair of UHN’s Board of Trustees, provided a verbal update to the Board of Trustees, and highlighted the following:

The Chair advised the Board of a note he had received from a member of the medical staff acknowledging the efforts of Dr. Kevin Smith, President & CEO, and the entire senior team, for their leadership during these times and the efforts they have made to ensure full, timely and transparent communication. The Chair reiterated, on behalf of the Board, thanks to Dr. Smith and his leadership team.

The Chair welcomed Mr. Ajay Virmani and Dr. Patricia Murphy to the Board of Trustees.

Mr. Virmani, President and CEO of Cargojet, was welcomed as a new Independent Trustee joining the Board. The Chair noted that under Mr. Virmani's leadership, Cargojet has become Canada's largest overnight cargo airline in less than 20 years. Mr. Virmani's philanthropic efforts were also highlighted and it was noted that he had been instrumental in the launch of the annual UHN Diwali Gala, an event which has raised nearly \$10 million for the Hospital since its inception.

Dr. Patricia Murphy, Anesthesiologist and Critical Care Physician, joins the UHN Board as an ex-officio Trustee in her capacity as Chair of the Medical Advisory Committee (MAC). Dr. Murphy started her three-year term as Chair of the MAC on January 1, 2021 and brings with her a wealth of knowledge through her longstanding commitment to education in academic anesthesiology and her previous administrative roles and appointments at UHN, most recently having served as Vice Chair of the MAC under outgoing Chair, Dr. Fei Fei Liu.

The Chair also welcomed Ms. Sheila O'Brien, Executive Vice President, People, Culture & Community, to UHN. Ms. O'Brien has over 30 years of human resources experience and is widely recognized for her work in human rights, women's issues, education, health and welfare. Ms. O'Brien has served as a Commissioner with the Canadian Human Rights Commission and was invested with the Order of Canada in 1999.

The Chair thanked Dr. Edward Cole, out-going Physician-In-Chief, and welcomed Dr. Kathryn Tinckam to that role.

The Chair noted that this meeting was Dr. Cole's last Board of Trustees meeting in his role as Physician-in-Chief, having served in that capacity since 2010 with distinction. It was noted that, over the past decade, Dr. Cole has successfully recruited over 150 staff physicians across 11 clinical divisions, demonstrating his commitment to, and command of, UHN's clinical and academic mandates.

Dr. Tinckam will begin in the role of Physician-In-Chief on April 1, 2021. Dr. Tinckam joined UHN in 2007 and has held many roles since that time, including Director of Quality and Innovation for the Transplant Program from 2017-2019, and Interim Program Medical Director for the Laboratory Medicine Program since 2019.

The Chair advised that he and Dr. Kevin Smith, President and CEO, will be separately setting up brief touch points with each Trustee over the next few

weeks to evaluate the Board’s collective performance. The Chair thanked Trustees in advance for their participation, support, and candor. Findings will be shared at a future meeting of the Governance & Nominating Committee of the Board and then with full Board.

4.0 Chief Executive Officers’ Report

Pre-circulated for members’ information was the Chief Executive Officer’s Report.

Dr. Kevin Smith, President & Chief Executive Officer, provided the following updates:

- Dr. Smith also recognized and thanked Dr. Edward Cole, outgoing Physician-In-Chief, for his work ethic, mentorship, and contributions to UHN, its mission and values.
- The UHN Vaccine Team has now completed inoculation of Toronto long-term care and high risk retirement home populations.
- UHN has now received confirmation of 5 trays (about 5000 doses) of vaccine to be administered over the coming week and weekend. This supported vaccinations this past weekend for LTC and high-risk retirement homes and high priority patient-facing groups.
- Dr. Smith noted that the greatest concern we are now facing with respect to our pandemic response is the rise of variants. The Board was advised that a number of daily cases (approximately 8% but rising) are now due to COVID variants. Dr. Smith acknowledged the efforts of Dr. Bradly Wouters, EVP Science and Research, on the work he is doing with respect to review of variants. The Board was advised of the ongoing messaging to staff to continue to consistently mask, distance and follow all other public health measures. The Board engaged in a robust discussion on vaccine hesitancy; vaccine manufacturing; communication to at-risk communities; and the spotlight the pandemic has shone on elder care in the Province.

4.1 Enterprise Risk Management Update (“ERM”)

Pre-circulated for members’ information was an ERM update. The Risk-In-Focus was COVID-19 Vaccine Supply and Rollout. The ERM update was taken as read.

5.0 Quality & Safety Committee Report

5.1 Approval of Minutes & Embedded Motions

Pre-circulated for members’ information were the minutes of the Quality & Safety Committee meeting held on October 26, November 30, 2020 and draft meeting minutes for January 25, 2021.

Dr. Ross Baker, Chair of the Quality and Safety Committee of the Board, provided an update on the work of the Committee. Dr. Baker noted that the Quality & Safety Committee has engaged in robust discussions on the ramifications of delayed care and the need for mental health supports. Dr. Baker noted the ongoing oversight the Committee provides with respect to key systemic quality and safety issues impacting UHN including recognition of deteriorating condition, escalation of care, and transfer of accountability and the efforts Management has undertaken to advance change on these key priorities. Dr. Baker noted that work led by Dr. Lucas Chartier, Medical Director, Quality & Safety, and Dr. Brian Hodges, Chief Medical Officer and EVP, Education, regarding development of a physician support tool to drive quality.

BOARD MOTION

On a motion duly made, seconded and carried, the Board of Trustees approve the Quality & Safety Committee meeting minutes from the meeting held on October 26 and November 30, 2020 and Medical Staff Appointments as presented and contained therein.

6.0 Finance Committee Chair Updates/Chief Financial Officer Report

Pre-circulated for members' information were the Chief Financial Officer's Report and the minutes of the Finance and Audit Committee meetings held on November 10, 2020 and February 8, 2021, and Briefing Notes for Approval from its February 8, 2021 meeting.

6.1 Approval of Minutes & Embedded Motions

Ms. Barbara Stymiest, Chair of the Finance & Audit Committee, presented highlights from the February 8 meeting of the Finance & Audit Committee with the Board. The Finance & Audit Committee discussed UHN's Q3 results, the financial impact of COVID-19, financial planning and progress on Synapse, the Health Information System (HIS) initiative.

Ms. Stymiest provided the following updates:

- 2020/21 Q3 Results - Deficit of \$11.8 M for UHN's consolidated operations caused by historical operating pressures;
- COVID-19 Financial Impact - Management has submitted claims to the various levels of government for reimbursement of approximately \$255 M related to incremental expenditures and unfunded cost structures that have been kept in place to support COVID-19 response efforts. \$228 M has been recorded in the operating results as of December 2020, of which \$207 M has been received in cash;

- Fiscal End Projection - projected to achieve \$30 M target by March 31, 2021, assuming pandemic reimbursements continue and incremental bed funding is received;
- Planning 2021/22 - the normal annual planning submissions are in abeyance and no details received yet regarding potential funding. Management will proceed with financial planning with a slightly modified approach;
- The Synapse project team has met 100% of its milestones in the current Phase 0 and is operating within budget, without any contingency draws. All 112 champions are now in place and 98% of the project team is up and running. Organizational capacity remains the top risk to Synapse. While COVID-19 is putting additional pressure on TeamUHN's capacity, Management has continued to successfully prioritize the Synapse project and work around resource constraints in order to maintain focus and stick to the timeline for critical tasks and deliverables;
- Management has completed the final stages of the OFA loan negotiation process and anticipate receipts/execution of loan document as next steps
- Notable progress regarding the UHN's Master Planning thanks to the Real Estate and Capital Strategy Committee, (subcommittee of the Finance & Audit Committee), under the leadership of Trustee Peter Menkes.

Finance and Audit Committee recommendations from its February 8, 2021 meeting.

- a) Restructure of Ozmosis Research Inc.

Motion for Approval

That the Board of Trustees approve the restructuring of Ozmosis Research Inc. to permit control over such entity by UHN as presented by Management.

- b) Telephony and Network Refresh Project

Motion for Approval

That the Board of Trustees approve Phase 1/Option 1 of the Telephony and Network Refresh project at a cost up to [REDACTED] to continue with key implementation activities.

- c) UHN Capitalization Update

Motion for Approval

That the Board of Trustees approve the following:

1. *That the Hospital is hereby authorized to borrow up to, but not exceeding, \$250 million, and perform all of its obligations in respect thereof, by way of a loan comprised of two (2) credit facilities from Ontario Financing Authority (the "Lender") to be established pursuant to*

a loan agreement to be entered into between the Hospital, as borrower and the Lender, as lender (the “Loan Agreement”).

2. *That a draft of the Loan Agreement dated November 18, 2020 submitted to the Board of Trustees (attached) is hereby approved and any two of the President, Chief Executive Officer, any Senior Vice President and/or the Chief Financial Officer (each, an “Authorized Officer” and collectively, the “Authorized Officers”) are authorized for and on behalf of the Hospital to execute (whether under the corporate seal of the Hospital or otherwise) and deliver the Loan Agreement in the form of the said Loan Agreement with such changes and additional terms and conditions therein, if any, as determined by any two of the Authorized Officers in their discretion may approve, the approval by them of any such changes, terms and conditions shall be conclusively evidenced by their execution thereof and the delivery of such Loan Agreement.*
 3. *That any Authorized Officer and/or the Chief Information Officer of the Hospital is authorized and directed to do all such acts and things and to execute or to cause to be executed (whether under the corporate seal of the Hospital or otherwise) all such instruments, agreements and other documents as in the opinion of such Authorized Officer and/or the Chief Information Officer of the Hospital may be necessary or desirable to complete the transactions hereby approved and authorized.*
- d) Minutes of the Meeting held November 10, 2020 and draft February 8, 2021
Motion for Approval
That the Board of Trustees approve the Minutes of the Finance and Audit Committee meeting held November 10, 2020.
- e) Temporary Signing Limit Increase for PPE Procurement
Motion for Approval
That the Board of Trustees approve extending the temporary signing authority limit increase resolution to March 31, 2022.
- f) Signing Authorities and Delegations Policy Amendments
Motion for Approval
That the Board of Trustees approve the Signing Authorities and Delegations Policy Amendment as presented by Management.
- g) Banking and Investment Resolution Amendments
Motion for Approval
That the Board of Trustees approve amendments to the Bank of Montreal, BMO Harris Bank, Bank of Nova Scotia, BMO Nesbitt Burns, and Scotia Wealth Management banking resolutions, to add Ms. Sheila O’Brien,

Executive Vice President, People, Culture and Community and remove Ms. Diana Elder, Interim Vice President, Human Resources, as an authorized signing authority effective February 8, 2021.

- h) UHN Financial Statements for the Nine Months Ended December 31, 2020
Motion for Approval

That the Board of Trustees approve the Financial Statements for the Nine Months Ended December 31, 2020.

- i) Dissolution of the Information Technology Committee of the Board (ITCoB)
Motion for Approval

That the Board of Trustees approve, as recommended by the Finance & Audit Committee and the Governance and Nominating Committee, the dissolution of the Information Technology Committee of the Board (ITCoB), the ITCoB having now completed its time-limited special purpose.

BOARD MOTION

On a motion duly made, seconded and carried, the Board of Trustees approve all minutes and embedded motions in section 6.1.

7.0 Education Session

Developing a TeamUHN Mental Health Strategy

Ms. Diana Elder, Executive Director Human Resources and Organizational Development, and Dr. Susan Abbey, Psychiatrist-in-Chief, presented the educational session for the Board regarding mental wellness and resilience. Ms. Elder and Dr. Abbey shared their focus on developing a broader mental health strategy for TeamUHN.

All workers have been impacted by the COVID-19 global pandemic. As essential workers on the frontline of the fight against this disease, healthcare workers in particular have been working under anxiety provoking, stressful conditions. Throughout this period, healthcare workers have struggled with the competing demands of caring for their patients, educating learners and conducting research, while also ensuring the health and safety of themselves and their families.

Management is expanding UHN's mental health and wellness resources – there are many offerings that have been developed at UHN in addition to a number of respite centres - and have established a working group to look at how best to support TeamUHN and achieve our goal of being an employer of choice.

The Board engaged in a robust discussion on identification of potential at-risk groups.

8.0 In Camera Meeting

The Board moved in camera to receive an update from Dr. Patricia Murphy, Chair of the MAC.

The Board moved out of *in camera* and passed the following motion:

BOARD MOTION


9.0 Other Business

No other business.

10.0 Termination

There being no further business, the meeting was terminated at 2:00 p.m.

The Chair agrees these meeting minutes are an accurate reflection of the meeting.



Mr. Brian Porter
Chair, Board of Trustees
University Health Network

February 17, 2021

Date