



# Meeting Minutes

## UHN Board of Trustees

Wednesday February 28, 2024 4:00 PM – 6:15 PM

In Person: Toronto General Hospital, R. Fraser Elliott Building,  
Anthony S. Fell Boardroom (Room 1S-425)

Via Video/Teleconference: MS Teams Meeting

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<b>Elected Trustees (Voting)</b>	Dean Connor (Chair)	Peter Wallace
	Janice Fukakusa	Pamela Warren
	Stu Kedwell	Jaime Watt
	Peter Menkes	Cornell Wright
	Lawrence Pentland	
<b>Ex-officio (Voting)</b>	Patricia Houston	Trevor Young
<b>Ex-officio (Non-Voting)</b>	Alia Dharamsi	Raj Kothari
	Pamela Hubley	Kevin Smith
	Joseph Kim	
<b>Regrets</b>	Todd Halpern	Janet Rossant
	Brian J. Porter	Shirlee Sharkey
	Richard Rooney	Ajay Virmani
<b>Guests</b>	Elizabeth Dowdeswell	
<b>Guests (UHN)</b>	Dina Allam	Joel Montesanti
	Lucas Chartier	Sarah Muttitt
	Anil Chopra	Jan Newton
	Darlene Dasent	Sheila O'Brien
	Marnie Escaf	Fayez Queresby
	Tom Forbes	Rebecca Repa
	Carolyn Gosse	Sarah Smart
	Shiran Isaacksz	Keith Stewart
	Grace Ivo	Marc Toppings
	Shaf Keshavjee	Bo Wang
	Kyla Kumar	Brad Wouters
	Ryan Maloney	Miyo Yamashita
<b>Recording Secretary</b>	Lisha Hibbins	

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## **1.0 GENERAL BUSINESS ITEMS**

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### **1.1 CALL TO ORDER**

Mr. Dean Connor, Chair, called the meeting to order at 4:00 PM, quorum was confirmed, and no conflicts of interest were declared.

Mr. Connor advised of a change to the order of the Agenda items such that the Consent Agenda would be tabled at the end of the meeting. The UHN Board of Trustees (the “**Board**”) approved the meeting Agenda, as amended:

***Whereas** the UHN Board of Trustees (the “**Board**”) has reviewed the Agenda for its meeting held on February 28, 2024;*

***Be it resolved that** the Board approves the Agenda for its meeting held on February 28, 2024, as amended.*

## **2.0 STANDING REPORTS**

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### **2.1 CHAIR’S REPORT**

Mr. Connor provided a brief verbal report in supplement to the Chair’s Report pre-circulated in the meeting package. It was noted that recent discussions at the Governance and Nominating Committee were focused on Board succession planning and Board diversity, and two new trustees will be tabled for election to the Board on April 17.

### **2.2 CEO AND EXECUTIVE MANAGEMENT REPORT**

The Chief Executive Officer’s (“**CEO**”) and Executive Management Report, inclusive of a summary of Q3 Corporate Scorecard performance results, was pre-circulated in the meeting package. At the meeting, Dr. Kevin Smith, President & CEO, delivered a verbal report inclusive of an update on recent milestones achieved with respect to advancing the amalgamation with West Park Healthcare Centre and the status of pre-amalgamation deliverables set out in the Principles Statement. Dr. Smith also spoke to the Ministry of Health’s approval to construct the Toronto Western New Patient Tower.

#### **2.2.1 Strategic Directions**

Dr. Smith led the Board in a comprehensive discussion regarding UHN’s vision and refreshed strategic directions, as pre-circulated in the meeting package. It was noted that UHN is in a unique position to offer system solutions to top healthcare challenges, and to apply them at scale for local, national, and international impact. Discussion ensued and the Board provided Management with feedback on the vision and the refreshed strategic directions as set out in the following three pillars:

- Transformative Experiences;
- Solutions Beyond Boundaries; and
- Alignment for Impact.

Overall, there was strong support for the refreshed strategic directions and it was noted that they would be further discussed and finalized at the upcoming Board Retreat.

### 3.0 EDUCATIONAL ITEMS

### 3.1 ARTIFICIAL INTELLIGENCE AT UHN

Dr. Shaf Keshavjee, Chief of Innovation, and Dr. Bo Wang, Chief AI Scientist, provided the Board with an overview of Artificial Intelligence (“AI”) applications in healthcare and the AI Collaborative Centre (“AI Hub”) at UHN, as pre-circulated in the meeting package. The following was noted:

- AI has the potential to transform healthcare delivery and offers opportunities to help clinicians make faster and more accurate data-driven decisions, accelerate diagnosis and treatment, improve equity and access to care, and reduce costs.
- The AI Hub was created to enable and accelerate AI research and collaboration across all UHN programs, facilitate the safe and responsible development and deployment of AI, and to build organizational capacity to translate and commercialize AI.
- Highlights of various AI innovations already underway at UHN were discussed, and the Board was provided with an overview of Clinical Camel.

## 4.0 COMMITTEE ITEMS

#### 4.1 GOVERNANCE AND NOMINATING COMMITTEE

[illegible]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

## **4.2 QUALITY AND SAFETY COMMITTEE**

### **4.2.1 Quality and Safety Committee Report**

Mr. Cornell Wright, Quality & Safety Committee Chair, provided an update on matters overseen by the Committee, as pre-circulated in the meeting package. The following was noted:

- The Committee had engaged in discussion on the legislative requirements for patient safety and quality improvement data as a first step in a broader conversation related to public data sharing.
- A UHN-wide Safety Culture Survey was administered in the fall of 2023 to better understand TeamUHN perceptions on Safety Culture. The preliminary survey results were shared with the Committee. Next steps include a detailed analysis of the results and planning for accountability and improvement.
- UHN is preparing for submission of its 2024/25 Quality Improvement Plan. The four areas of focus include access and flow, equity, patient experience, and safety.
- Preparations are underway for UHN's next survey by Accreditation Canada, which will take place at the end of May 2024.

## **4.3 MEDICAL ADVISORY COMMITTEE**

### **4.3.1 Medical Advisory Committee 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. The following was noted:

- With respect to the surgical backlog, surgical activity levels continue to be well above pre-pandemic activity levels and the backlog clear rate demonstrates that UHN is completing more surgeries than are being added to the waitlist.
- A new Safety Event Reporting Dashboard for medical leadership was launched in January. This dashboard provides situational awareness and empowers teams to proactively address patient safety events by aggregating safety event data across organizational, site and clinic/unit levels.
- A new Patient Disposition Policy has been developed, which replaces the Consultation and Admission from the Emergency Department (“**ED**”) Policy. This new policy outlines governing principles on ED admissions/referrals, expectations for Consulting Services to the ED, admission/discharge from Critical Care, inter-specialty transfers and patient repatriation to UHN.

## **4.4 FINANCE AND AUDIT COMMITTEE**

### **4.4.1 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:

- The new SAP S/4HANA (Finance System) and SAP Ariba (Procurement and Supply Chain System) successfully went live across UHN on December 4.
- Q3 financial results indicate a deficit of \$94.1 M largely due to compensation increases that have not yet been reimbursed by the Province associated with the repeal of Bill 124, as well as inflationary pressures. Compensation-related reimbursement has since been confirmed by the Ministry of Health; this funding should help UHN to balance operations by year end.
- UHN has significantly increased volumes in certain areas to address delays resulting from the pandemic. Funding announcements for the 2024/25 fiscal year are not expected until late spring, and in the absence of further direction, UHN plans to return to pre-pandemic funded levels to develop a balanced budget in 2024/25.

### **4.4.2 2024/25 Internal Audit Plan**

Ms. Dasent presented the 2024/25 Internal Audit Plan, as pre-circulated in the meeting package. It was noted that KPMG had worked closely with Management, including conducting interviews with the leadership team to determine the scope of the audit plan, which includes:

- Payroll (standing audit);
- Medical equipment maintenance and renewal;
- Staff wellness and burnout;
- Alternative care providers;
- Board governance – follow-up review; and

- Epic savings opportunities.

The Board approved the 2024/25 Internal Audit Plan, as presented:

***Whereas the Finance and Audit Committee has reviewed and approved the 2024/25 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 2024/25 Internal Audit Plan, as presented.***

## **5.0 CONSENT AGENDA**

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Mr. Connor pulled the draft minutes for the November 28, 2023 meeting of the Board from the Consent Agenda and tabled a minor change for approval. The Board approved the minutes of its November 28, 2023 meeting, as amended:

***Whereas the UHN Board of Trustees (the “Board”) has reviewed the minutes of its meeting taking place on November 28, 2023;***

***Be it resolved that the Board approves the minutes of its meeting taking place on November 28, 2023, as amended.***

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 28, 2024;***

***Be it resolved that the Board approves the items presented in the Consent Agenda for its meeting of February 28, 2024 by unanimous consent.***

The items approved by the Board as part of the Consent Agenda are attached hereto as **Schedule A** and form part of these Minutes.

## **6.0 OTHER BUSINESS**

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### **4.1 IN-CAMERA MEETING**

The Board engaged in an in-camera session.

### **4.2 NEXT MEETING**

The next meeting is scheduled for Wednesday April 17, 2024 at 10:00 AM.

### **4.3 ADJOURNMENT**

There being no further business, the meeting was adjourned at 6:15 PM.



Dean Connor  
Chair, UHN Board of Trustees



Kevin Smith  
Secretary, UHN Board of Trustees



## SCHEDULE A

### Consent Agenda

The following are the items approved as part of the Consent Agenda by the UHN Board of Trustees at its meeting on February 28, 2024.

#### Items for Approval

Item	Resolution
Medical/ Dental Staff Appointments	<p><i>Whereas the Medical Advisory Committee has reviewed and approved certain medical/dental staff appointments at their meetings of December 7, 2023, January 4, 2024, and February 1, 2024, and recommends approval of same by the UHN Board of Trustees (the “Board”);</i></p> <p><i>Be it resolved that the Board approves the medical/dental staff appointments, as presented.</i></p>
Q3 Financial Statements	<p><i>Whereas the Finance and Audit Committee has reviewed and approved the UHN Financial Statements for the nine months ended December 31, 2023 and recommends approval of same by the UHN Board of Trustees (the “Board”);</i></p> <p><i>Be it resolved that the Board approves the UHN Financial Statements for the nine months ended December 31, 2023, as presented.</i></p>
Execution of 2024/25 Service Accountability Agreements	<p><i>Whereas UHN (the “Corporation”) will be entering into extensions of its existing Service Accountability Agreements (the “Amended Agreements”) with Ontario Health for the 2024/25 fiscal year effective April 1, 2024;</i></p> <p><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></p> <p><i>And whereas, it is anticipated that the Amended Agreements will have substantially the same terms and performance targets as the existing agreements;</i></p> <p><i>Be it resolved that, on the recommendation of the Finance and Audit Committee, the UHN Board of Trustees approves the Amending Agreements and authorizes the Board Chair and Chief Executive Officer to:</i></p> <ul style="list-style-type: none"> <li><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></li> <li><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></li> </ul>



Item	Resolution
Temporary Signing Limit Increase for Procurement of Pandemic Supplies	<p><b>Whereas</b> UHN continues to procure pandemic supplies for the Hospital and on behalf of the Province of Ontario;</p> <p><b>And whereas</b> the Finance and Audit Committee has reviewed and approved the extension of temporary increased signing limits to March 31, 2027 for the procurement of pandemic supplies, and recommends approval of same by the UHN Board of Trustees (the “<b>Board</b>”);</p> <p><b>Be it resolved that</b> the Board approves the extension of temporary increased signing limits to March 31, 2027 for the procurement of pandemic supplies.</p>
Contract: 10x Genomics – Reagent Consumables	<p><b>Whereas</b> the Finance and Audit Committee has reviewed and approved the procurement of Reagent Consumables from 10X Genomics Inc. and recommends approval of same by the UHN Board of Trustees (the “<b>Board</b>”);</p> <p><b>Be it resolved that</b> the Board approves the procurement of Reagents from 10X Genomics Inc. at a cost of [REDACTED].</p>
Contract: Abbott Vascular Canada – Heartmate 3 Left Ventricular Assist Device	<p><b>Whereas</b> the Finance and Audit Committee has reviewed and approved the procurement of the Heartmate 3 Left Ventricular Assist Device (“<b>LVAD</b>”) from Abbott Vascular Canada Inc., and recommends approval of same by the UHN Board of Trustees (the “<b>Board</b>”);</p> <p><b>Be it resolved that</b> the Board approves the procurement of the Heartmate 3 LVAD from Abbott Vascular Canada Inc. at a cost of [REDACTED].</p>
Contract: Amgen Canada – Supply Agreement for Aranesp	<p><b>Whereas</b> the Finance and Audit Committee has reviewed and approved the procurement of Darbepoetin (ARANESP®) from Amgen Canada Inc., and recommends approval of same by the UHN Board of Trustees (the “<b>Board</b>”);</p> <p><b>Be it resolved that</b> the Board approves the procurement of Darbepoetin (ARANESP®) from Amgen Canada Inc. at a cost of [REDACTED].</p>
Toronto Western Hospital New Patient Tower – Final Estimate of Costs	<p><b>Whereas</b>, since the launch of the Toronto Western New Patient Care Tower project (the “<b>Project</b>”) in 2021, the UHN Board of Trustees (the “<b>Board</b>”) has received ongoing updates from Management and the Real Estate and Capital Strategy Committee (“<b>RECS</b>”) on the Project, including funding, the status of Ministry of Health (“<b>MOH</b>”) negotiations, and the procurement of services;</p> <p><b>And whereas</b>, following submission by Management to the MOH of the Final Estimate of Costs (“<b>FEC</b>”) on October 24, 2023, the MOH approved the FEC for the Project on December 27, 2023 and subsequently issued a funding letter and Construction Management Agreement for execution (collectively, the “<b>MOH Agreements</b>”);</p> <p><b>And whereas</b>, to facilitate execution of the MOH Agreements, the Chair of the UHN Board of Trustees (the “<b>Board</b>”), the Chair of the Real Estate and Capital Strategy Committee, and the Chair of the Finance and Audit Committee met with Management and endorsed Management’s recommendation to approve a total Project cost of [REDACTED] to execute the associated MOH Agreements, and to proceed to amend the contract with EllisDon for construction management services via Change Order to secure the Guaranteed Maximum Price;</p> <p><b>And whereas</b> UHN’s SADP permits delegation to the Chief Executive Officer and Chief Financial Officer to execute contracts where urgent approval is required and 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> <p><b>And whereas</b>, the MOH Agreements were executed on December 28, 2024 to enable Management to secure the Construction Management costs contemplated in the FEC, such costs being subject to change after December 31;</p>



Item	Resolution
	<p><b>And whereas</b> RECS has reviewed and approved the FEC and MOH Agreements for the Project, and recommends approval of same by the Board;</p> <p><b>Be it resolved that</b> the Board approves the FEC and MOH Agreements for the Project, as presented.</p>
Contract: EllisDon Corporation – Construction Management	<p><b>Whereas</b>, since the launch of the Toronto Western New Patient Care Tower (the “<b>TWH Tower</b>”) project in 2021, the UHN Board of Trustees (the “<b>Board</b>”) has received ongoing updates from Management and the Real Estate and Capital Strategy Committee (“<b>RECS</b>”) on the TWH Tower project, including project funding, the status of Ministry of Health (“<b>MOH</b>”) negotiations, and the procurement of services;</p> <p><b>And whereas</b>, in 2021, UHN entered into a contract with EllisDon for construction management services (the “<b>Contract</b>”) as the winning proponent of an RFP for procurement of a Construction Manager for the TWH Tower, subject to MOH funding approval and negotiation of a Guaranteed Maximum Price (“<b>GMP</b>”) with EllisDon;</p> <p><b>And whereas</b> pre-construction services, tender services, and enabling works were procured under the Contract in 2022 and 2023 at costs approved by the EVP, Clinical Support and Performance, and the Chief Executive Officer, in accordance with the Signing Authority and Delegation Policy (“<b>SADP</b>”);</p> <p><b>And whereas</b> Management negotiated a GMP of [REDACTED] with EllisDon for construction management services under the Contract, the amount of which was subject to increase if not finalized by December 31, 2023;</p> <p><b>And whereas</b> on December 27, 2023 the MOH approved the Final Estimate of Costs (“<b>FEC</b>”) and construction management approach for the TWH Tower, inclusive of hard construction costs plus non-recoverable taxes not to exceed [REDACTED];</p> <p><b>And whereas</b>, upon MOH approval, the Chair of the UHN Board of Directors, the Chair of the Real Estate and Capital Strategy Committee, and the Chair of the Finance and Audit Committee met with Management and endorsed Management’s recommendation to proceed to amend the Contract via Change Order to secure the GMP;</p> <p><b>And whereas</b> UHN’s SADP permits delegation to the Chief Executive Officer and Chief Financial Officer to execute contracts where urgent approval is required and 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> <p><b>Be it resolved that</b>, on the recommendations of Management and the Real Estate and Capital Strategy and Finance and Audit Committees, the UHN Board of Trustees approves the authorization of EllisDon, via Change Order, to proceed with Construction Management services, and approves other construction services for the TWH Tower at a cost not to exceed [REDACTED];</p>
Terms of Reference and Membership Amendments	<p><b>Whereas</b> the Research Committee has approved amendments to its Terms of Reference to remove the Medical Staff Association (“<b>MSA</b>”) representative as an ex-officio non-voting member, and to add the Co-Chair of the Clinical Research Executive as an ex-officio non-voting member, and recommends approval of same by the UHN Board of Trustees (the “<b>Board</b>”);</p> <p><b>Be it resolved that</b> the Board approves the amendments to the Terms of Reference of the Research Committee, as presented.</p>

Item	Resolution
2024/25 Quality Improvement Plan	<p><b>Whereas</b> UHN (the “<b>Corporation</b>”) is required to submit its Quality Improvement Plan for the 2024/25 fiscal year (the “<b>2024/25 QIP</b>”) to Ontario Health on or before March 31, 2024;</p> <p><b>And whereas</b> the key themes and indicators for the 2024/25 QIP are anticipated to be substantively the same as those in the current 2023/24 QIP;</p> <p><b>Now therefore, subject to the approval of the 2024/25 QIP by the Quality &amp; Safety Committee at its March 27, 2024 meeting;</b></p> <p><b>Be it resolved that</b> the UHN Board of Trustees approves the 2024/25 QIP and authorizes the Chair of the Quality &amp; Safety Committee, the Board Chair, and the Chief Executive Officer, to execute and deliver on the 2024/25 QIP on behalf of the Corporation.</p>

### **Items for Information**

Items
ONCA Transition - Update
2024 Accreditation of Governance - Update
Enterprise Risk Management Report
Master Planning and Major Capital Projects - Update
<p>Committee Meeting Minutes:</p> <ul style="list-style-type: none"> <li>• Governance and Nominating: Jan 29, 2024 (draft)</li> <li>• Quality and Safety: Dec 5, 2023 (final); Jan 31, 2024 (draft)</li> <li>• Medical Advisory: Dec 7, 2023 (final); Jan 4, 2024 (final); Feb 1, 2024 (draft)</li> <li>• Finance and Audit: Feb 13, 2024 (draft)</li> <li>• Real Estate and Capital Strategy: Nov 27, 2023 (draft) Feb 9, 2024 (draft)</li> <li>• Research: Feb 14, 2024 (draft)</li> <li>• Human Resources: Feb 6, 2024 (draft)</li> <li>• Education/Michener Board: Feb 15, 2024 (draft)</li> </ul>