

MEETING OF THE BOARD OF TRUSTEES

Thursday, June 10, 2021 at 3:30 PM

Microsoft Teams Meeting

Teleconference: 416-603-6338 Conference ID: 907 381 380#

Elected Trustees (Voting)

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

Trustees Appointed by U of T Governing Council (Voting)

Cheryl Regehr

Ex Officio Trustees (Non-Voting)

Kevin Smith, Chief Executive Officer
Patricia Murphy, Chair of the Medical Advisory Committee
Mark Osten, President of the Medical Staff Association
Joy Richards, Chief Nursing Executive
Raj Kothari, Chair of the UHN Foundation Board

Regrets

Todd Halpern
Trevor Young
Janice Fukakusa, Chair of the Princess Margaret Cancer Foundation Board

Guests

Marc Toppings, Vice President & Chief Legal Officer
Darlene Dasent, Vice President & Chief Financial Officer
Lisha Hibbins, Corporate Governance Lead

Recording Secretary

Grace Ivo, Executive Assistant to the President & CEO

Quorum – 40% of Voting Members or 7 Voting Members

1.0 Call to Order and Declaration of Conflict of Interest

Mr. Brian Porter, Chair, called the meeting to order at 3:30 PM. Mr. Porter introduced Mr. Marc Toppings, VP and Chief Legal Officer, who in his capacity as such, would lead the administrative elements of the meeting.

Ms. Grace Ivo, Executive Assistant to the President & CEO, was appointed as Recording Secretary. Quorum was confirmed, no declarations of conflict of interest were declared, and the Agenda was approved, as circulated.

2.0 Consent Agenda

2.1 Items for Approval

The following items were circulated for approval:

- UHN Board of Trustees: Minutes of Meeting– May 10, 2021
- UHN Board of Trustees: Minutes of In-Camera Meeting – May 10, 2021
- Medical Advisory Committee: Medical Staff Reappointments for the period July 1, 2021 – June 30, 2022 (attached hereto as *Exhibit A*)

The Board approved the Consent Agenda items, as circulated:

On a motion duly made, seconded and carried, the Board of Trustees approves the items on the Consent Agenda.

2.2 Items for Information

The following items were circulated for information purposes:

- Governance & Nominating Committee: Minutes of Meeting – May 19, 2021
- Finance & Audit Committee: Minutes of Meeting – June 8, 2021
- Quality & Safety Committee: Minutes of Meeting – May 31, 2021
- Education Committee: Minutes of Meeting – May 13, 2021
- Michener Board: Minutes of Meeting – May 13, 2021
- Medical Advisory Committee: Minutes of Meeting – June 3, 2021

3.0 Governance & Nominating Committee

3.1 Amendments to Administrative By-Law Number 2

It was noted that per Section 2.01 of Administrative By-Law Number 2, the maximum permitted number of Elected Trustees was fifteen (15), which was the existing complement. To facilitate ongoing Board succession planning going forward, the election of one (1) additional Trustee was recommended for 2021/22. As a result, amendments to the UHN By-Law were proposed to enable an increase in the slate of directors from fifteen (15) to sixteen (16) Elected Trustees.

Additionally, owing to the creation of the newly amalgamated UHN Foundation as of April 1, 2021 (comprising the former TG/TW Foundation and TRI Foundation), a housekeeping change to the UHN By-Law was recommended to reflect that newly created UHN Foundation.

On the recommendation of the Governance & Nominating Committee, the Board approved the amendments to Administrative By-Law Number 2 and recommended approval of same by the Members:

On a motion duly made, seconded and carried, the UHN Board of Trustees approves the amendments to University Health Network's ("UHN") Administrative By-Law Number 2, as presented, and recommends approval by the Members of UHN at the next Annual General Meeting of the Members.

4.0 Finance & Audit Committee

4.1 Draft Financial Statements for Year Ended March 31, 2021

On the recommendation of the Finance & Audit Committee, the draft financial statements for the year ended March 31, 2021 were approved by the Board:

On a motion duly made, seconded and carried, the Board of Trustees approves the Financial Statements for the Year Ended March 31, 2021.

4.2 Recommendation of Appointment of External Auditors


The Board was advised that, based on the results of the annual assessment performed by Management, the Finance & Audit Committee recommends the reappointment of EY as external auditor.

On the recommendation of the Finance & Audit Committee, the Board approved the reappointment of Ernst & Young as external auditor for 2021/22 and recommended approval of same by the Members:

On a motion duly made, seconded and carried, the Board of Trustees approves the reappointment of EY as UHN's External Auditor for 2021/22 and recommends approval of same by the UHN Members.

5.0 Termination

There being no further business, the meeting was terminated at 3:39 PM.



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

June 10, 2021
Date