



Meeting Minutes

UHN Board of Trustees

Friday June 16, 2023 11:45 AM – 12:00 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	Shirlee Sharkey Ajay Virmani Peter Wallace Pamela Warren Jaime Watt Cornell Wright
Ex-officio (Non-Voting)	Pamela Hubley Raj Kothari Patricia Murphy	Richard Rooney Sheryl Seidman Kevin Smith
Regrets	Janice Fukakusa Peter Menkes Cheryl Regehr	Janet Rossant Trevor Young
Guests (UHN Executive Leadership Forum)	Darlene Dasent Joel Montesanti	Marc Toppings
Guests (UHN Other)	Grace Ivo	
Recording Secretary	Lisha Hibbins	

1.0 GENERAL BUSINESS ITEMS

1.1 CALL TO ORDER

Mr. Marc Toppings, Vice President & Chief Legal Officer, led the administrative elements of the meeting on behalf of Mr. Brian J. Porter, Chair.

Mr. Toppings called the meeting to order at 11:45 AM, 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 June 16, 2023;*

***Be it resolved that** the UHN Board of Trustees approves the Agenda for its meeting held on June 16, 2023, as presented.*

2.0 BOARD BUSINESS

2.1 2023/24 BOARD APPOINTMENTS

The Board appointed the officers of UHN, as pre-circulated in the meeting package:

***Whereas**, pursuant to UHN By-Law No. 3, it is deemed desirable and in the best interests of the Corporation that the following action be taken by the UHN Board of Trustees;*

***And whereas** the Governance & Nominating Committee recommends that the UHN Board of Trustees hereby consents to, approves, and adopts the following appointment:*

Appointment of Officers

***Be it resolved that**, effective as of the date hereof, the following individuals, being the only persons nominated for such positions, be and they hereby are appointed Officers of UHN for a term of one (1) year or until his or her successor is appointed, subject to the provisions of the Corporation’s By-Law No. 3:*

- ***Dean Connor**, Chair*
- ***Cornell Wright**, Deputy Chair*
- ***Stu Kedwell**, Vice Chair*
- ***Janet Rossant**, Vice Chair*
- ***Pamela Warren**, Vice Chair*
- ***Kevin Smith**, President*
- ***Kevin Smith**, Secretary*

The Board appointed the Committee chairs and members, as pre-circulated in the meeting package:

***Whereas**, pursuant to UHN By-Law No. 3, it is deemed desirable and in the best interests of the Corporation that the following actions be taken by the UHN Board of Trustees;*

***And whereas** the Governance & Nominating Committee recommends that the UHN Board of Trustees hereby consents to, approves, and adopts the following appointment:*

Appointment of Committee Chairs

Be it resolved that the UHN Board of Trustees appoints the Chairs for the following Committees, with Committee members to be finalized by the Committee Chairs and Chair of the Governance & Nominating Committee:

- **Finance & Audit** – Stu Kedwell
- **Governance & Nominating** – Dean Connor
- **Human Resources** – Pamela Warren
- **Michener/Education** – Shirlee Sharkey
- **Research** – Janet Rossant
- **Quality & Safety** – Cornell Wright
- **Real Estate & Capital Strategy** – Peter Menkes

The Board appointed the chair and vice-chair of the Medical Advisory Committee, as pre-circulated in the meeting package:

Whereas pursuant to the UHN By-law No. 3 and UHN's Medical Dental Staff By-law No. 3, it is required that the Directors appoint a Chair and Vice Chair of the Medical Advisory Committee;

And whereas Patricia Murphy (Chair) and Joseph Kim (Vice Chair) continue to serve a 3-year term to January 1, 2024;

And whereas the Governance & Nominating Committee recommends that the UHN Board of Trustees hereby consents to, approves, and adopts the following appointment:

Appointment of MAC Chair and Vice Chair

Be it resolved that the UHN Board of Trustees appoints Patricia Murphy as Chair, and Joseph Kim as Vice Chair, of the Medical Advisory Committee until their successors are appointed, subject to the provisions of UHN's By-laws.

2.2 ANNUAL CONSENT AND DECLARATION

Trustees were directed to review Board Governance Policies related to Code of Conduct and Conflict of Interest, and Confidentiality, copies of which were pre-circulated in the meeting package, and to complete and submit the *UHN Annual Trustee Declaration and Conflict of Interest Disclosure Form* to certify their commitment to comply with the obligations of these policies and declare any conflicts of interest.

Additionally, trustees were directed to complete and submit new *Annual Consent Form* to consent to holding office per their election or appointment to the Board, to the holding of Board and Board Committee meetings by telephonic or electronic means, and to the participation by any trustee or Board committee member by such telephonic or electronic means at meetings.

It was noted that both forms were to be submitted to UHN's Corporate Governance Lead on or before June 23, 2023.

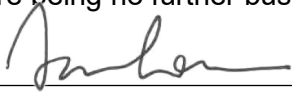
3.0 OTHER BUSINESS

3.1 NEXT MEETING

The next meeting is scheduled for Tuesday, October 3, 2023 at 12:00 PM.

3.2 ADJOURNMENT

There being no further business, the meeting was adjourned at 12:00 PM.



Dean Connor
Chair, UHN Board of Trustees



Kevin Smith
Secretary, UHN Board of Trustees