

MEETING OF THE UHN BOARD OF TRUSTEES

Wednesday June 22, 2022 1:15 – 1:30 PM

Via Video /Teleconference:

Microsoft Teams Meeting; 416-603-6338 Conference ID: 290 046 187#

Elected Trustees (Voting)

Brian Porter, Chair
Ross Baker
Todd Halpern
Stu Kedwell
Lawrence Pentland
Janet Rossant
Shirlee Sharkey
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, President & Chief Executive Officer
Pam Hubley, Interim Chief Nursing Executive
Sheryl Seidman, President of the Medical Staff Association
Patricia Murphy, Chair of the Medical Advisory Committee
Raj Kothari, Chair of the UHN Foundation Board

Regrets

Richard Rooney, Chair of the Princess Margaret Foundation Board
Dean Connor
Peter Menkes
Pamela Warren
Janice Fukakusa

Guests

Lisha Hibbins, Corporate Governance Lead, UHN
Marc Toppings, VP and Chief Legal Officer, UHN

Recording Secretary

Grace Ivo

Quorum – 40% of Voting Members or 7 Voting Members

1.0 GENERAL BUSINESS ITEMS

1.1 Call to Order

Mr. Marc Toppings, in his capacity as VP and Chief Legal Officer, led the administrative elements of the meeting on behalf of Mr. Brian Porter, Chair.

Mr. Toppings called the meeting to order at 1:15 PM. Quorum was confirmed and no conflict of interest were declared.

The meeting Agenda was approved, as circulated:

Whereas the UHN Board of Trustees has reviewed the Agenda for its post-AGM meeting held on June 22, 2022;

Be it resolved that the UHN Board of Trustees approves the Agenda for its post-AGM meeting held on June 22, 2022, as presented.

2.0 BOARD BUSINESS

2.1 2022/23 Board Appointments

The UHN Board of Trustees (the “Board”) appointed the Board Officers, Board Committee chairs, and Board Committee members for 2022/23 on the recommendation of the Governance & Nominating Committee. The 2022/23 appointments and changes from 2021/22 are attached hereto as *Exhibit A* and form part of these minutes.

The following motions were passed:

Officers of the Board

Whereas, pursuant to UHN’s Administrative By-Law No. 3 (the “By-Law”), 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 By-Law:

- **Brian Porter**, Chair
- **Dean Connor**, Chair-Elect
- **Cornell Wright**, Deputy Chair
- **Ross Baker**, Vice Chair
- **Stu Kedwell**, Vice Chair
- **Lawrence Pentland**, Vice Chair
- **Pamela Warren**, Vice Chair
- **Kevin Smith**, Secretary
- **Kevin Smith**, President

Committee Chairs and Membership

Whereas, pursuant to UHN’s Administrative 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** – Brian Porter
- **Human Resources** – Pamela Warren
- **Michener/Education** – Cornell Wright
- **Research** – Lawrence Pentland
- **Quality & Safety** – Ross Baker
- **Real Estate & Capital Strategy** – Peter Menkes

Chair of the Medical Advisory Committee

Whereas, pursuant to UHN’s Medical Dental Staff By-Law No. 3 (the “By-Law”), it is required that the Directors appoint a Chair of the Medical Advisory Committee;

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

Appointment of Medical Advisory Committee Chair

Be it resolved that the UHN Board of Trustees appoints Patricia Murphy as Chair of the Medical Advisory Committee.

2.2 Code of Conduct, Conflict of Interest, and Confidentiality Declaration

It was noted that all UHN Trustees and members of Board Committees are required to review Board Governance Policies related to Code of Conduct and Conflict of Interest, and Confidentiality. These policies were circulated for review.

Additionally, it was noted that Trustees are required to submit an annual declaration certifying their commitment to comply with the obligations of these policies and declare any conflicts of interest. Trustees were directed to complete the *UHN Annual Trustee Declaration and Conflict of Interest Disclosure Form* and submit to Lisha Hibbins, Corporate Governance Lead, by July 8, 2022.

3.0 2022/23 Schedule of Board Meetings

The schedule of Board Meetings for the 2022/23 Board cycle was circulated for information purposes.

4.0 Termination

There being no further business, the meeting was terminated at 1:30 PM



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

June 22, 2022

Date