



Meeting Minutes

UHN Board of Trustees

Tuesday November 28, 2023 12:00 PM – 1:00 PM

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

Via Video/Teleconference: MS Teams Meeting

Elected Trustees (Voting)	Dean Connor (Chair) Janice Fukakusa Stu Kedwell Lawrence Pentland Janet Rossant Shirlee Sharkey	Ajay Virmani Peter Wallace Pamela Warren Jaime Watt Cornell Wright
Ex-officio (Voting)	Patricia Houston	
Ex-officio (Non-Voting)	Pamela Hubley Raj Kothari Patricia Murphy	Richard Rooney Sheryl Seidman Kevin Smith
Regrets	Todd Halpern Peter Menkes	Brian J. Porter Cheryl Regehr
Guests (UHN)	Dina Allam Anil Chopra Darlene Dasent Diana Elder Brian Hodges Shiran Isaacksz Grace Ivo Kyla Kumar Joel Montesanti	Sarah Muttitt Sheila O'Brien Fayez Quereshy Rebecca Repa Sarah Smart Keith Stewart Kathryn Tinckam Marc Toppings Brad Wouters
Recording Secretary	Lisha Hibbins	

1.0 GENERAL BUSINESS ITEMS

1.1 CALL TO ORDER

Mr. Dean Connor, Chair, called the meeting to order at 12:00 PM, 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 November 28, 2023;*

***Be it resolved that** the UHN Board of Trustees approves the Agenda for its meeting held on November 28, 2023, as presented.*

1.2 CONSENT AGENDA

The Board approved the Consent Agenda items, as pre-circulated in the meeting package, by unanimous consent:

***Whereas** the UHN Board of Trustees has reviewed the items presented in the Consent Agenda for its meeting of November 28, 2023;*

***Be it resolved that** the UHN Board of Trustees approves the items presented in the Consent Agenda for its meeting of November 28, 2023 by unanimous consent.*

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

2.0 STANDING REPORTS

2.1 CHAIR’S REPORT

Mr. Connor provided a verbal report, acknowledging that certain ex-officio appointments would be changing effective January 1, 2024; specifically, the MAC Chair and MSA President. Mr. Connor thanked Dr. Patricia Murphy and Dr. Sheryl Seidman for their service on the Board.

Mr. Connor also provided an update on the anticipated merger with West Park Healthcare Centre. It was noted that the Notice of Voluntary Integration had been submitted to the Ministry of Health (“**MOH**”), inclusive of the Board-approved definitive documents and business case.

2.2 CEO AND EXECUTIVE MANAGEMENT REPORT

The Chief Executive Officer’s (“**CEO**”) and Executive Management Report, inclusive of a summary of Q2 Corporate Scorecard performance results, was pre-circulated in the meeting package. At the meeting, Dr. Kevin Smith, President & CEO, delivered a verbal report with a focus on the work underway to refresh of UHN’s strategic directions, including stakeholder engagement.

2.2.1 Enterprise Risk Management Report

Mr. Marc Toppings, VP & Chief Legal Officer, provided an overview of the Enterprise Risk Management Report, as pre-circulated in the meeting package. The following was noted:

- The risk-in-focus highlighted in the report was end of support medical equipment. The challenges of an aging fleet were discussed, as well as the plans in place and underway to mitigate the impact.

- The cyber security section of the report had been enhanced to provide a comprehensive overview of UHN's information technology and cyber risk profile, recent accomplishments and ongoing mitigations within the broader threat environment.

The Board engaged in detailed discussion regarding how Management is addressing an upward trend in workplace violence since the pandemic, particularly in UHN's Emergency Departments. New strategies were outlined, including the launch of an organization-wide training program, called the TIDES (Trauma-Informed De-escalation Education for Safety and Self-Protection) Program. This program is a collaboration with Centre for Addiction and Mental Health and will provide training to help prevent and effectively respond to incidents of workplace violence and will include a training simulation component.

3.0 COMMITTEE ITEMS

3.1 QUALITY AND SAFETY COMMITTEE

3.1.1 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:

- A new Patient Experience dashboard was recently launched that will be an important tool to better understand patient satisfaction, loyalty, and areas of risk and to drive accountabilities.
- UHN has significantly reduced the surgical backlog for oncology and high-priority/acute patients, and continues to employ strategies to further increase surgical capacity.
- Aging medical equipment had been identified as a key quality and safety risk at UHN and sustainability planning is underway to address and avoid clinical access challenges.

3.2 MEDICAL ADVISORY COMMITTEE

3.2.1 Medical Advisory Committee Report

Dr. Patricia Murphy, 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:

- The MAC held an inaugural retreat in October, to discuss key priorities related to the MAC's role in advancing quality and safety for patients and staff.
- The MAC had unanimously approved a recommendation to the Board to appoint Dr. Joseph Kim as MAC Chair, and Dr. Kathleen Sheehan as MAC Vice-Chair, each for 3-year terms, effective January 1, 2024.

3.3 FINANCE AND AUDIT COMMITTEE

3.3.1 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 Ontario Government has indicated that funding will be provided to hospitals via a reimbursement process to address arbitration awards and compensation pressures for

unionized and equivalent non-unionized, non-clinical and clinical hospital staff along with non-executive management staff resulting from the reversal of Bill 124.

- For Q2, UHN incurred an operating deficit of \$30.7 M, driven primarily by higher than budgeted compensation, medical, surgical and other supply costs. Management anticipates a balanced position at year end, provided full reimbursement for compensation pressures is received. Gross capital spend for Q2 was \$87.5 M, which is \$13 M under plan due to timing of expenditures.
- Project Agile, the new SAP/Supply Chain system, is on track for go-live on December 4.
- Benefits realization for Project Synapse (Epic) continues to progress to ensure anticipated savings over the 10-year Total Cost of Ownership are achieved.

3.3.2 Approach to 2024/25 Operating and Capital Plans

Ms. Dasent presented the preliminary approach to the 2024/25 Operating and Capital Plans, as pre-circulated in the meeting package. The following was noted:

- The MOH and Ministry of Long-term Care waived planning submissions for 2024/25 and extensions of existing funding agreements are anticipated.
- Key factors driving the Operating Plan are MOH funding and revenue assumptions (including growth and clinical activity); compensation costs; supply costs; and strategic investments (including capital impact on P&L). Management is proposing a multi-pronged approach to develop a balanced budget for 2024/25. Consistent with prior years, UHN is planning to maintain a \$30 M Margin (1.1%).
- With respect to the Capital Plan, the goal is to maintain the current annual level of spending, which is \$35 M for deferred maintenance, \$20 M for capital contingency, and \$15 M P&L capacity for capital that needs to be expensed. Sustainable renewal is a main focus for the coming year. Major capital projects are funded separately.

The Board approved the preliminary approach to the 2024/25 Operating and Capital Plans, as presented:

Whereas the Finance and Audit Committee has approved the preliminary approach to the 2024/25 Operating and Capital Plans, inclusive of assumptions, and recommends approval of same by the UHN Board of Trustees (the “Board”);

And whereas the preliminary approach is subject to change based on the annual planning process with the Ministry of Health, including the terms of the 2024/25 service accountability agreements;

Be it resolved that the Board approves the preliminary approach to the 2024/25 Operating and Capital Plans, as presented.

3.4 REAL ESTATE AND CAPITAL STRATEGY COMMITTEE (“RECS”)

3.4.1 Master Plan and Major Capital Projects Update

Ms. Rebecca Repa, Executive Vice President, Clinical Support & Performance, provided an update on matters overseen by the RECS, as pre-circulated in the meeting package. It was noted that Management is in the process of finalizing the cost share for the Toronto Western New Patient Tower (Project Aspire) with the Capital Branch of the MOH.

3.5 RESEARCH COMMITTEE

3.5.1 Commercialization at UHN – *Bi-annual Update*

Mr. Brad Wouters, EVP Science & Research, provided the Board with an update on UHN's commercialization accomplishments and progress on new/ongoing commercialization initiatives over the Q1-Q2 FY2024 period, as pre-circulated in the meeting package. The following was noted:

- Total license revenue for Q1 and Q2 (including patent reimbursements) is \$10.9 M, exceeding the full annual target of \$8.1 M.
- It is a challenging funding environment for new start-ups in the biotech sector, which impacts the ability to bring new technologies to market and downstream revenues; mitigation plans are in place to bridge this period, including incubating companies internally until the environment improves.
- UHN has forged a strategic partnership with Providence Therapeutics, a leading Canadian biopharmaceutical company, to develop novel mRNA-based vaccines and therapeutics for difficult to treat cancers and infectious diseases. This collaboration leverages pre-clinical research performed at UHN and may be followed up by clinical trials.

4.0 OTHER BUSINESS

4.1 IN-CAMERA MEETING

The Board engaged in an in-camera session.

4.2 INFORMATION ITEMS

The following items were pre-circulated in the meeting package for the Board's information, and no discussion was raised at the meeting:

- Minutes of Board Committees
- Statutory Compliance Report

4.3 NEXT MEETING

The next meeting is scheduled for Wednesday February 28, 2024 at 4:00 PM.

4.4 ADJOURNMENT

Trustees were reminded that a mock cyber security tabletop exercise would be taking place immediately following the meeting. There being no further business, the meeting was adjourned at 1:10 PM.



Dean Connor
Chair, UHN Board of Trustees



Kevin Smith
Secretary, UHN Board of Trustees

SCHEDULE A

Consent Agenda Resolutions

The following are resolutions passed as part of the Consent Agenda by the UHN Board of Trustees at its meeting on November 28, 2023.

Item	Resolution
Minutes of Meetings Oct 3, 2023 Nov 13, 2023	<p><i>Whereas the UHN Board of Trustees has reviewed the minutes of its meeting taking place on October 3, 2023 and its special meeting taking place on November 13, 2023;</i></p> <p><i>Be it resolved that the UHN Board of Trustees approves the minutes of its meeting taking place on October 3, 2023 and its special meeting taking place on November 13, 2023, as presented.</i></p>
Medical/Dental Staff Appointments <u>Attached hereto as Exhibit 1</u>	<p><i>Whereas the Medical Advisory Committee has reviewed and approved certain medical/dental staff appointments at their meetings of October 5, 2023 and November 2, 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 medical/dental staff appointments, as presented.</i></p>
Appointment of MAC Chair and Vice Chair	<p><i>Whereas, pursuant to UHN’s Administrative By-law No. 3 and UHN’s Medical-Dental Staff By-law No. 3, the UHN Board of Trustees (the “Board”) appoints the Chair and Vice Chair of the Medical Advisory Committee (“MAC”) on the recommendation the Governance & Nominating Committee (“GNC”), such recommendation informed by the recommendation of the MAC;</i></p> <p><i>And whereas the MAC Chair and Vice Chair are each appointed for a term of 3 years, such appointments subject to annual confirmation by the Board following the Annual Meeting;</i></p> <p><i>And whereas the MAC and GNC have approved the appointment of Joseph Kim to the office of MAC Chair and Kathleen Sheehan to the office of MAC Vice Chair for a 3-year term effective January 1, 2024 (collectively, the “Appointments”), and recommend approval of same by the Board;</i></p> <p><i>Be it resolved that the Board approves the Appointments, as presented.</i></p>
Committee Membership Amendments	<p><i>Whereas pursuant to UHN Administrative By-law Number 3, the UHN Board of Trustees (the “Board”) is accountable for the appointment of members to Committees of the Board;</i></p> <p><i>And whereas the Governance and Nominating Committee has approved the following changes are proposed to the 2023/24 Committee membership (collectively, “Committee Membership Amendments”), and recommends approval of same by the Board:</i></p> <ul style="list-style-type: none"> <i>• Finance and Audit Committee – Pamela Warren (voting member) to come off;</i> <i>• Research Committee – Pamela Warren (voting member) to come on;</i> <i>• Real Estate and Capital Strategy Committee – Ajay Virmani (voting member) to come off;</i> <p><i>Be it resolved that the Board approves the Committee Membership Amendments, as presented.</i></p>
Q2 Financial Statements	<p><i>Whereas the Finance and Audit Committee has reviewed and approved the UHN Financial Statements for the six months ended September 30, 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 six months ended September 30, 2023, as presented.</i></p>

Item	Resolution
2023/24 External Audit Plan	<p><i>Whereas the Finance and Audit Committee (the “Committee”) reviewed the 2023/24 External Audit Plan for UHN (the “Audit Plan”) with Ernst & Young and accepted the audit scope and key considerations therein;</i></p> <p><i>And whereas the Committee approved the Audit Plan and recommends approval by the UHN Board of Trustees (the “Board”);</i></p> <p><i>Be it resolved that the Board approves the Audit Plan, as presented.</i></p>
KPMG Internal Audit Services	<p><i>Whereas the Finance and Audit Committee has approved the procurement of internal auditing services from KPMG and recommends approval of same by the UHN Board of Trustees (“Board”);</i></p> <p><i>Be it resolved that the Board approves the procurement of internal auditing services from KPMG at a cost of [REDACTED].</i></p>