



Meeting Minutes

UHN Board of Trustees

Wednesday October 2, 2024 1:00 PM – 3:00 PM

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

Video /Teleconference: Microsoft Teams Meeting

Elected Trustees (Voting)	Dean Connor (Chair) Elizabeth Dowdeswell Todd Halpern Michael LeClair Kimberly Marshall Peter Menkes Lawrence Pentland	Lisa Robinson Janet Rossant Shirlee Sharkey Ajay Virmani Peter Wallace Cornell Wright
Ex-officio (Non-Voting)	Pam Hubley Joseph Kim	Kevin Smith
Regrets	Alia Dharamsi Janice Fukakusa Stu Kedwell Pamela Warren	Jaime Watt Darryl White Trevor Young
Special Standing Guests	Paul Farrell	Jochen Tilk
Guests (KPMG)	Nick Rolfe Angelina Stalteri	Karen Zenlever
Guests (UHN)	Lucas Chartier Anil Chopra Darlene Dasent Marnie Escaf Tom Forbes Grace Ivo Kyla Kumar Joel Montesanti Sarah Muttitt Janet Newton	Julie Quenneville Rebecca Repa Mark Spencer Keith Stewart Kathryn Tinckam Marc Toppings Brad Wouters Miyo Yamashita
Recording Secretary	Lisha Hibbins	

1.0 GENERAL BUSINESS ITEMS

1.1 CALL TO ORDER

Mr. Dean Connor, Chair, called the meeting to order at 1:00 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 (the “**Board**”) has reviewed the Agenda for its meeting held on October 2, 2024;*

***Be it resolved that** the Board approves the Agenda for its meeting held on October 2, 2024, 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 (the “**Board**”) has reviewed the items presented in the Consent Agenda for its meeting of October 2, 2024;*

***Be it resolved that** the Board approves the items presented in the Consent Agenda for its meeting of October 2, 2024 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 CHAIR & CEO REPORTS

2.1 CHAIR’S REPORT

Mr. Connor introduced the new Board Chairs of the three Foundations, who serve as standing guests of the Board. Mr. Connor also advised that the review of Board Governance, which forms part of the Board-approved Internal Audit Plan for 2024/25, was launched over the summer and is scheduled to conclude in February 2025. He noted that UHN’s internal audit partners from KPMG were in attendance to observe the meeting, as part of that governance review process.

2.2 CHIEF EXECUTIVE OFFICER & EXECUTIVE MANAGEMENT REPORT

The Chief Executive Officer’s (“**CEO**”) and Executive Management Report, was pre-circulated in the meeting package.

At the meeting, Dr. Kevin Smith, President & CEO, delivered a verbal report, with a focus on UHN’s Week of Gratitude for TeamUHN, which included the launch of a video showcasing UHN’s legacy and strategic vision for the future.

2.2.1 Q1 2024/25 Corporate Scorecard Report

Dr. Smith provided an overview of the 2024/25 Corporate Scorecard Q1 results, as pre-circulated in the meeting package. It was noted that the 2024/25 scorecard comprises a total of 30 indicators across 7 domains, and includes both the Quality Improvement Plan and ESG indicators for the fiscal year. Performance trends, and mitigation efforts for areas of underperformance, were discussed for the indicators across each domain.

2.2.2 Enterprise Risk Management Report

The standing Enterprise Management Risk (“**ERM**”) Report, including a summary of the current top risks by risk category, was pre-circulated in the meeting materials.

Dr. Smith provided an overview of the findings in the report, noting that there have been no material increase in risks related to UHN’s top 10 risks since time of last reporting. In particular, risks associated with health human resources continue to decrease.

Dr. Smith provided an overview of the risk-in-focus – procurement practices. It was noted that effective procurement practices are vital to ensure best value for money and appropriately steward public funds. To address procurement risks, UHN is strengthening existing measures to address various procurement risks, such as inappropriate contract/contractor selection, conflict of interest, and supply chain disruptions. UHN is also standardizing its approach by developing a Contract Risk Framework and Contract Review Policy.

3.0 EDUCATION ITEMS

3.1 HOSPITAL FUNDING OVERVIEW

Ms. Darlene Dasent, Executive Vice President & Chief Financial Officer, provided an overview of UHN’s sources of revenue, as pre-circulated in the meeting package. It was noted that while UHN is a publically funded hospital with the majority of revenues from the Province of Ontario via the Ministry of Health (“**MOH**”), UHN has various lines of business that generate revenues and net margins.

Ms. Dasent reminded the Board as to how hospital funding is determined and allocated, and the associated internal and external reporting mechanisms. The impacts of the evolving financial landscape in Ontario were discussed, with a focus on how hospital revenues and expenses have changed over time and the key drivers, as well as, strategies to build financial stability.

4.0 COMMITTEE ITEMS

4.1 QUALITY & SAFETY COMMITTEE

4.1.1 Standing Report

Mr. Cornell Wright, Chair, Quality and Safety Committee, provided an update on matters overseen by the Committee, as pre-circulated in the meeting package.

The following was noted:

- **Quality of Care Data:** Management has a variety of dashboards and scorecards to gain real-time insights into hospital operations. For example, the Patient Experience dashboard details the drivers for the Net Promoter Score (“**NPS**”), which can be localized and utilized by clinical programs for targeted improvements. Further, clinical programs are using data arising from Patient Reported Experience Measures (“**PREMS**”) surveys at a local level to improve care. An example of this is the successful pilot of the Patient and Family Escalation toolkit.
- **Preventable Harm Rates:** As a priority quality and safety measure, it is notable that preventable harm rates have decreased to their lowest recorded levels.
- **Accreditation 2024:** UHN has successfully maintained its exemplary status for the 2024 Accreditation cycle. Accreditation surveyors commended TeamUHN for its pride in the organization, its culture of quality improvement, and its strong patient partnerships.

4.2 MEDICAL ADVISORY COMMITTEE

4.2.1 Standing 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.

Dr. Kim advised that there is a current focus on monitoring and supporting efforts to improve clinicians’ timely completion of Epic in-basket tasks and notes. Several strategies are being pursued and the adverse impact on clinician wellness is also simultaneously being monitored and addressed.

4.3 GOVERNANCE & NOMINATING COMMITTEE

4.3.1 Sunflower House – Approach to Corporate Structure Transition

Mr. Marc Toppings, Vice President and Chief Legal Officer, provided the Board with an overview of UHN’s corporate relationship with Sunflower House and history, as pre-circulated in the meeting package. The following was highlighted:

- UHN has a controlling interest in a children’s daycare, Sunflower House, located on its Parkdale campus, via a super majority of member votes (100).
- From a finance and accounting perspective, UHN does not include nor report upon Sunflower House in its financial statements.
- Since its inception in 1991, UHN has provided back-office support at no cost to Sunflower House (finance, payroll, human resources, and facilities) and has not charged Sunflower House any rent for its use of a house on Dunn Avenue in Parkdale. Sunflower House has also been an additional insured under UHN’s policy of insurance at no cost.
- From an employment perspective, the employees of Sunflower House would likely currently be considered to be employees of UHN (or at a minimum, to have UHN as an employer in common) as UHN currently issues T4 statements to Sunflower employees notwithstanding the separate corporate status of Sunflower House.

Mr. Toppings advised that Management recommends the following changes to the corporate structure and relationship with UHN:

- Full corporate separation between Sunflower House and UHN, with UHN having no member votes or director positions;
- Full segregation of Sunflower House employees from UHN employees; and
- That Sunflower start to be charged fair market rates for the ongoing services and space that are provided to it by UHN starting in or around January 1, 2026.

The Board approved the approach to the corporate structure transition, as presented:

***Whereas**, upon recommendation from Management, the Governance & Nominating Committee (the “**Committee**”) approved changes to the by-laws of the Toronto Rehabilitation Institute Childcare Centre, operating as Sunflower House (“**Sunflower House**”), such that UHN will no longer have any membership rights or ability to control the affairs of Sunflower House, and recommended approval of same by the UHN Board of Trustees (the “**Board**”);*

***And whereas** the Committee approved the delegation to Dr. Kevin Smith, President & CEO and/or to Mr. Marc Toppings, Vice President & Chief Legal Officer, to so vote to amend the by-laws of Sunflower House at a Special Meeting of the Members of Sunflower House called for such purpose, and recommended approval of same by the Board;*

Be it resolved that the Board accepts these recommendations and delegates authority to Dr. Kevin Smith, President & CEO and/or to Mr. Marc Toppings, Vice President & Chief Legal Officer, to vote to amend the by-laws of Sunflower House such that UHN will no longer have any membership rights or ability to control the affairs of Sunflower House, as presented.

4.3.2 ESG Framework at UHN – Overview & Q1 2024/25 Performance Update

Ms. Rebecca Repa, EVP, Clinical Performance and Support, led the Committee in discussion related to UHN's new Environmental, Social, Governance ("**ESG**") Framework and Q1 performance, as pre-circulated in the meeting package.

Ms. Repa noted that, based on a review by UHN's internal auditors and recommendations arising, Management developed an ESG framework and implementation plan, which was launched in Q1 of 2024/25. The ESG indicators have been embedded in the Corporate Scorecard and are reported on quarterly to the Governance & Nominating Committee ("**GNC**") and the Board.

Discussion ensued regarding UHN's ESG goals and the indicators selected for the current fiscal year. Management will re-assess the framework and indicators based on feedback from the GNC and the Board. At a future meeting, Management will bring back an historical account of UHN's ESG-related achievements and goals as a foundation for a refreshed plan.

4.4 FINANCE & AUDIT COMMITTEE

4.4.1 Chief Financial Officer's Report

Mr. Peter Wallace, Board member and member of the 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:

- **Funding:** UHN has not yet received confirmation of full funding for hospital operations for 2024/25 and the amount of funding outstanding is unusually large due to impact of compensation increases awarded after the repeal of Bill 124 and inflation.
- **Financial Position:** For the period ending June 30, 2024 ("**Q1**"), UHN is in a deficit position largely driven by higher than budgeted compensation and medical/surgical supply costs.
- **2025/26 Planning:** Planning for 2025/26 is underway and the approach will be rooted in the assumption of a return to pre-pandemic funding level, which will entail aligning operations with funded volumes.

4.4.2 Q1 2024/25 Financial Statements

The Board approved the Q1 unaudited financial statements, as pre-circulated in the meeting package:

***Whereas** the Finance and Audit Committee has reviewed and approved the UHN Financial Statements for the three months ended June 30, 2024 and recommends approval of same by the UHN Board of Trustees (the "**Board**");*

***Be it resolved that** the Board approves the UHN Financial Statements for the three months ended June 30, 2024, as presented.*

5.0 OTHER BUSINESS

5.1 UHN FOUNDATION AD CAMPAIGN

Ms. Julie Quenneville, President & CEO of the UHN Foundation and Mr. Paul Farrell, Chair of the UHN Foundation Board of Directors, provided the Board with an overview of the UHN Foundation's fundraising strategy and the launch of a new advertising campaign.

5.2 IN-CAMERA MEETING

The Board engaged in an in-camera session.

5.3 NEXT MEETING


The next meeting is scheduled for Wednesday December 4, 2024 at 12:00 PM.

5.4 ADJOURNMENT

There being no further business, the meeting was adjourned at 3:00 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 October 2, 2024.

Forum(s)	Topic	Purpose
Board of Trustees	Meeting Minutes: June 26, 2024 (draft) <ul style="list-style-type: none"> Pre-Annual Meeting Post-Annual Meeting 	For Approval <i>Whereas the UHN Board of Trustees (the "Board") has reviewed the minutes of its meetings taking place on June 26, 2024;</i> <i>Be it resolved that the Board approves the minutes of its meetings taking place on June 26, 2024, as presented.</i>
	2024/25 Board Work Plan	For Approval <i>Whereas the Governance and Nominating Committee has reviewed and approved the 2024/25 work plan for the UHN Board of Trustees (the "Board"), and recommends approval of same by the Board;</i> <i>Be it resolved that the Board approves its 2024/25 work plan, as presented.</i>
Quality & Safety Committee	Meeting Minutes: Sep 4, 2024 (draft)	For Information
	Accreditation 2024 – Report Out	For Information
Medical Advisory Committee	Meeting Minutes: July 4, 2024 (final) Sep 5, 2024 (draft)	For Information
	Medical/ Dental Staff Appointments <u>Attached hereto as Exhibit 1</u>	For Approval <i>Whereas the Medical Advisory Committee has reviewed and approved certain medical/dental staff appointments at their meetings of July 4, 2024, and September 5, 2024, and recommends approval of same by the UHN Board of Trustees (the "Board");</i> <i>it resolved that the Board approves the medical/dental staff appointments, as presented.</i>
	Proposed Division of Head and Neck Imaging	For Approval <i>Whereas the Medical Advisory Committee has reviewed and approved a proposal from the Joint Department of Medical Imaging to create a new Division of Head and Neck Imaging;</i> <i>Be it resolved that the UHN Board of Trustees approves the creation of a new Division of Head and Neck Imaging, as presented.</i>
Finance & Audit Committee	Meeting Minutes: Sep 17, 2024 (draft)	For Information
	Terms of Reference - Amendments	For Approval <i>Whereas the Finance and Audit Committee (the "Committee") approved amendments to the Committee's Terms of Reference to include the West Park Healthcare Centre Foundation, and recommends approval of same by the UHN Board of Trustees (the "Board");</i> <i>Be it resolved that the Board approves the Committee's amended Terms of Reference, as presented.</i>

Forum(s)	Topic	Purpose
	Signing Authorities and Delegations Policy – Amendments	<p>For Approval</p> <p><i>Whereas Management proposed amendments to the Signing Authorities and Delegations Policy (“SADP”) to remove the Purchase Order section to reflect the current operational processes, and, to reduce the number of signing levels by combining the Senior Vice-President and Vice-President levels;</i></p> <p><i>And whereas the Finance and Audit Committee reviewed and approved the amendments 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 amendments to the SADP, as presented.</i></p>
	2024/25 Operating Plan Update	For Information
	2024/25 Capital Plan Update	For Information
	HSAA Performance - Q1 2024/25	For Information
	Contract: EllisDon – Reactivation Care Centre Construction Expansion	<p>For Approval</p> <p><i>Whereas the Finance and Audit Committee has reviewed and approved the expansion of the EllisDon General Contractor Agreement for Major Refresh & Pre-Construction Services for Phase 2 of the Reactivation Care Centre, 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 procurement of Construction Services from EllisDon at a cost of [REDACTED], as presented.</i></p>
	Contract: Microsoft Canada – Mayo Clinic Platform Connect Cloud Environment	<p>For Approval</p> <p><i>Whereas the Finance and Audit Committee has reviewed and approved the procurement of the Mayo Clinic Platform (“MCP”) Connect Cloud Environment Hosting Services from Microsoft Canada, 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 procurement of MCP Connect Cloud Environment Hosting Services from Microsoft Canada at a cost of [REDACTED], as presented.</i></p>
	Contract: Traferox Technologies Inc. – Ex-Vivo Lung Perfusion Solution	<p>For Approval</p> <p><i>Whereas the Finance and Audit Committee has reviewed and approved the procurement of Ex-Vivo Lung Perfusion (“EVLP”) System equipment, consumables, and service from Traferox Inc. 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 procurement of EVLP System equipment, consumables, and service from Traferox Inc. at the cost of up to [REDACTED], as presented.</i></p>
	Contract: Helix Inc. – Gene Sequencing Data Collection Collaboration Services	<p>For Approval</p> <p><i>Whereas the Finance and Audit Committee has reviewed and approved the procurement of Gene Sequencing Data Collection Collaboration Services from Helix Inc., 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 procurement of Gene Sequencing Data Collection Collaboration Services from Helix Inc at a cost up to [REDACTED], as presented.</i></p>
	Contract: Medtronic of Canada Ltd. – Neuromodulation Products	<p>For Approval</p> <p><i>Whereas the Finance and Audit Committee has reviewed and approved the procurement of Neuromodulation Products from</i></p>

Forum(s)	Topic	Purpose
		<p><i>Medtronic of Canada Ltd., 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 procurement of Neuromodulation Products from Medtronic of Canada Ltd. at the cost of up to [REDACTED], as presented.</i></p>
Real Estate & Capital Strategy Committee	Meeting Minutes: Sep 3, 2024 (draft)	For Information
	Major Capital Projects – <i>Standing Report</i>	For Information
	Master Planning – <i>Standing Report</i>	For Information
Research Committee	Meeting Minutes: Sep 12, 2024 (draft)	For Information
Education Committee / Michener Board	Meeting Minutes: Sep 19, 2024 (draft)	For Information