



Meeting Minutes

UHN Board of Trustees

Tuesday October 3, 2023 12:00 PM – 2:00 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 Peter Menkes Lawrence Pentland Brian J. Porter 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 | Sheryl Seidman Kevin Smith |
| Regrets | Todd Halpern Cheryl Regehr | Richard Rooney |
| Guests (UHN) | Dina Allam Elisa Baioff Lucas Chartier Anil Chopra Darlene Dasent Diana Elder Marnie Escaf Tom Forbes Brian Hodges Grace Ivo Shaf Keshavjee | Kyla Kumar Sheila O'Brien Fayez Quereshey Rebecca Repa Sarah Smart Kathryn Tinckam Marc Toppings Catherine Wang Brad Wouters Miyo Yamashita |
| Guests (Other) | Julie Quenneville, President & CEO, UHN Foundation Lynn Fletcher, Senior Vice President, Marketing, Communications & Community Giving, UHN Foundation | |
| 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 October 3, 2023;*

***Be it resolved that** the UHN Board of Trustees approves the Agenda for its meeting held on October 3, 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 October 3, 2023;*

***Be it resolved that** the UHN Board of Trustees approves the items presented in the Consent Agenda for the meeting of October 3, 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, including an overview of the change to the corporate structure of University Health Network (“**UHN**” or the “**Corporation**”) being tabled for approval, and an update on the ongoing work to explore a merger with West Park Healthcare Centre (“**West Park**”).

In addition, Mr. Connor advised of a change to the ex-officio trustee appointed by the University of Toronto (the “**University**”). Specifically, Dr. Trevor Young was recently appointed as the University’s Provost and, with his change in position, the University has appointed Dr. Patricia Houston, Acting Dean, to serve on the UHN Board. On behalf of UHN and the Board, Mr. Connor thanked Dr. Young for his many years of service on the Board, and welcomed Ms. Houston.

2.2 CHIEF EXECUTIVE OFFICER’S REPORT

The Chief Executive Officer’s (“**CEO**”) Report, inclusive of a summary of Q1 Corporate Scorecard performance results, was pre-circulated in the meeting package. At the meeting, Dr. Kevin Smith, President & CEO, delivered a verbal report.

In recognition of the National Day for Truth and Reconciliation, Dr. Smith provided an overview of UHN's commitment to health-related *Calls to Action* from the *Truth and Reconciliation Commission* and the initiatives implemented through UHN's Indigenous Health Program.

With respect to corporate performance, Dr. Smith highlighted ongoing work to address the surgical backlog and the number of individuals experiencing long waits, as well as, initiatives to address an increase in workplace violence that has continued since the onset of the COVID-19 pandemic.

2.2.1 Corporate Strategic Directions Refresh

Dr. Smith provided an update on the refresh of UHN's strategic directions, as pre-circulated in the meeting materials. It was noted that three strategic pillars had been developed based on engagement with TeamUHN and UHN's Executive Leadership Forum, which would be launched in the spring of 2024, subject to ensuring engagement with West Park should the merger proceed.

2.2.2 Update on Nursing Recruitment, Retention, and International Hiring

Ms. Pamela Hubley, Vice President Health Disciplines & Chief Nursing Executive, provided a comprehensive update on nursing recruitment, retention, and international hiring, as pre-circulated in the meeting materials. This included an overview of UHN's workforce growth and generational transformation, with a focus on the demographics of the nursing workforce. Ms. Hubley also spoke to the global nursing shortage and the many retention and recruitment strategies in place or planned at UHN.

Ms. Hubley noted that a new five-year UHN Nursing Strategy had been recently launched in part to address nursing turnover, increase nursing staff wellness, retention and engagement, and stabilize the nursing workforce.

With respect to international hiring, Ms. Hubley advised that UHN is investigating the implementation of international recruitment within an ethical framework, to ensure such recruitment does not contribute to the worsening of the nursing shortage in areas of the developing world that do not have the resources to meet their needs. The UHN Ethical Framework for the Recruitment and Retention of International Health Professionals has seven substantive ethical principles that stakeholders must consider when deliberating about recruitment, employment and retention opportunities, processes, and initiatives at UHN.

2.2.3 UHN/West Park Merger – Update and Next Steps

Dr. Smith and Mr. Marc Toppings, Vice President and Chief Legal Officer, provided an update on the activities underway and next steps related to the potential merger with West Park, as pre-circulated in the meeting materials. It was noted that legal, financial, and labour/employment due diligence reports had been prepared, reviewed by Executive Leadership, and shared with the Joint Steering Committee overseeing the merger. The due diligence to-date had not identified any material issues and the next step was to draft a term sheet and the definitive documents that would effect the merger.

3.0 COMMITTEE ITEMS

3.1 GOVERNANCE & NOMINATING COMMITTEE

3.1.1 Articles of Continuance

Mr. Toppings provided the Board with an overview of the proposed Articles of Continuance for University Health Network (“UHN” or the “**Corporation**”) as pre-circulated in the meeting package.

Mr. Toppings advised that, following the Committee’s endorsement of Management’s proposal to exit the UHN Act in favour of filing Articles of Continuance (“**Articles**”) under Ontario Not-for-Profit Corporations Act (“**ONCA**”), Management had worked with external legal counsel to prepare Articles.

Mr. Toppings explained that the Articles set out UHN’s corporate objects and special provisions, as well as, a list of the trustees and officers of the Corporation. It was noted that the special provisions were largely standard; however, the Corporation had discretion as to whether or not to encode a provision that the Chair would have a second vote in the event of a tie vote at a meeting of the Members of UHN (the “**Members**”). The Board was advised of the historical reasoning for such a vote in the context of hospitals with open and broad memberships and that, with the current closed membership model, there was no longer a similar need for such a provision. With the endorsement of the Governance and Nominating Committee, Management had eliminated this provision.

Mr. Toppings advised that the Articles contain a revised set of corporate objects, as the filing of Articles requires UHN to update its corporate objects. It was noted that the objects were updated to align with current Canada Revenue Agency (“**CRA**”) standards for registered charities and with the recently updated objects of certain peer hospitals, amended as appropriate for UHN, with further refinements as recommended by UHN’s external legal counsel.

Mr. Toppings further advised that, subject to approval by the Board and the Members, the Articles would be submitted to the Ministry of Health (“**MOH**”) for approval.

The Board approved the proposal for the Corporation to file Articles of Continuance, and recommended approval of same by the Members:

***Whereas** the Corporation currently exists as a corporation without share capital under the University Health Network Act, 1997 (Ontario);*

***And whereas** the Corporation wishes to file Articles of Continuance in order to continue as a corporation without share capital under the Not-for-Profit Corporations Act, 2010 (Ontario) (the “**Act**”);*

***And whereas** this special resolution is to be passed by a majority of the board of trustees of the Corporation (the “**Board**”) and then approved by at least two-thirds (2/3) of the members of the Corporation (the “**Members**”) in attendance and voting at a special Members’ meeting duly called for the purpose of considering this special resolution;*

***And whereas** the Governance & Nominating Committee approved the special resolution and recommends approval of same by the Board, and subsequently, the Members;*

***Be it resolved that** the Board approves the following special resolution, and recommends approval of same by the Members:*

SPECIAL RESOLUTION

1. *That the Corporation be continued as a Corporation without share capital under the Act;*
2. *That the Articles of Continuance, in the form presented to the Board, are approved; and*
3. *That any two (2) trustees and/or officers of the Corporation (the “**Authorized Signatories**”) are together authorized and directed, for and on behalf of the Corporation, to apply to the Director under the Act for a Certificate of Continuance, including signing and filing the Articles of Continuance and any other required documents, with such amendments as the Authorized Signatories may deem necessary or advisable to comply with the requirements of any governmental or regulatory authority having jurisdiction over the Corporation, without the need for further approval of the Board or the Members, and the executed Articles of Continuance shall be conclusive evidence of approval by the Authorized Signatories.*

3.1.2 Adjournment and Resumption of Board Meeting

The Board meeting was temporarily adjourned at 1:15 PM to allow for a meeting of the Members of UHN on the topic of the Articles of Continuance.

The Board meeting was re-convened at 1:17 PM.

3.2 QUALITY & SAFETY COMMITTEE

3.2.1 Quality & 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.

It was noted that UHN continues to focus on improving safety culture, data and UHN’s System Quality Priorities – Escalation of Care and Transfer of Accountability/Information. It was also noted that the Committee had reviewed performance against indicators in the Quality & Safety Scorecard for the three months ended June 30, 2023 (“**Q1**”), which showed improvement or stability as compared with Q4 of prior year.

The Committee had also discussed the use of data analytics in quality and safety improvement, and had reviewed a newly created Incident Reporting Dashboard as an example of data being made available to teams to understand current state and support improvement efforts.

3.3 MEDICAL ADVISORY COMMITTEE

3.3.1 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.

Dr. Murphy noted that the MAC would soon be holding an inaugural retreat to support enhanced communication and collaboration between physician groups, with the overall goal of improving patient care.

Dr. Murphy also noted that the MAC Chair and Vice Chair terms would be expiring on December 31. It was anticipated that Dr. Joseph Kim, the current MAC Vice Chair, would assume the role of Chair, and a search was launched for the Vice Chair position. The Board will appoint the incoming Chair and Vice Chair at its next meeting, on the recommendation of the MAC and the Governance & Nominating Committee.

3.4 FINANCE AND AUDIT COMMITTEE

3.4.1 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:

- For Q1, UHN incurred a \$14.6 M operating deficit driven primarily by higher than budgeted compensation, medical, surgical and other supply costs. The deficit trend continued over the summer with the deficit growing to approximately \$24 M by the end of August.
- For the sixth consecutive year, UHN received the 2023 Annual Achievement of Excellence in Procurement Award from the National Procurement Institute; the only healthcare organization to receive the award.
- With the continued focus on cyber security, Management has consolidated Information Technology and cyber security risk reporting into new, standalone quarterly updates to the Finance & Audit Committee.

3.4.2 2023/24 Operating Plan Update

An update on the 2023/24 Operating Plan was pre-circulated in the meeting package. No discussion was raised at the meeting.

3.4.3 2023/24 Capital Plan Update

As pre-circulated in the meeting materials, it was noted that the 2023/24 Capital Plan had been revised to accommodate certain critical one-time capital projects that were not anticipated in the preliminary capital budget. To mitigate the impact on future affordability, UHN will use alternative and one-time funding sources to manage these projects.

The Board approved the revised 2023/24 Capital Plan, as presented:

Whereas the UHN Board of Trustees approved the preliminary 2023/24 Capital Plan in May 2023;

And whereas the Finance and Audit Committee has approved revisions to the Capital Plan and 2023/24 Operating Plan, which encompasses the revised 2023/24 Capital Plan, and recommends approval of same by the UHN Board of Trustees;

Be it resolved that the UHN Board of Trustees approves the revised 2023/24 Capital Plan, as presented.

3.5 REAL ESTATE AND CAPITAL STRATEGY COMMITTEE

3.5.1 Master Plan and Major Capital Projects Update

Mr. Peter Menkes, Chair of the Real Estate and Capital Strategy Committee (“**RECS**”), and 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.

With respect to major capital projects, the following was noted:

- There has been a significant focus on the Guaranteed Maximum Pricing (“**GMP**”) for the Toronto Western Hospital New Patient Tower and UHN is working with the MOH Capital Branch to reach an agreed upon GMP value in order to complete cost share negotiations. This was the topic of a special meeting held in September inclusive of RECS members, UHN Management, and engineer/architect partners.
- The Proton/Particle Therapy Facility Planning activity related to sections of Stage 1 for the Ministry of Health was successfully completed.
- The Princess Margaret Cancer Centre Early Works project to support the Stem Cell II project was completed on time in June 2023 and slightly under budget.
- Construction activity at Hillcrest Reactivation Centre is progressing; however, site conditions have contributed to delays and cost increases. Mitigation strategies are being developed.

4.0 OTHER BUSINESS

4.1 UHN FOUNDATION MARKETING CAMPAIGN

Ms. Julie Quenneville, President & CEO, UHN Foundation (“**UHNF**”) provided an overview of the visual concept for a new UHNF marketing campaign. It was noted that the campaign has been developed over the last two years, including consultation with focus groups comprised of patients, TeamUHN, and donors. Most recently, the campaign was approved by the UHNF Board. Some goals of the new campaign are to support fundraising for the new Toronto Western Hospital Tower and help generate unrestricted funds.

Ms. Kyla Kumar, Vice President Communications and Branding, provided a preview of the emerging direction for UHN master branding, including sample logos. These will be further iterated over the coming months.

4.2 IN-CAMERA MEETING

The Board engaged in an in-camera session.

4.3 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

- New Trustee Bio – *Patricia Houston*
- Enterprise Risk Management Board Report
- 2023/24 Board Orientation – *Overview and directions for access to modules*

4.4 NEXT MEETING

The next meeting is scheduled for Tuesday November 28, 2023 at 12:00 PM.

4.5 ADJOURNMENT

There being no further business, the meeting was adjourned at 2:00 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 3, 2023.

| Item | Resolution |
|---|---|
| Minutes of Meetings June 16, 2023 July 5, 2023 | <p><i>Whereas the UHN Board of Trustees has reviewed the minutes of its meetings taking place on June 16, 2023 and July 5, 2023;</i></p> <p><i>Be it resolved that the UHN Board of Trustees approves the minutes of its meetings taking place on June 16, 2023 and July 5, 2023, as presented.</i></p> |
| 2023/24 Board Work Plan | <p><i>Whereas the UHN Board of Trustees has reviewed its 2023/24 Work Plan;</i></p> <p><i>Be it resolved that the UHN Board of Trustees approves its 2023/24 Work Plan, as presented.</i></p> |
| Medical 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 July 6, 2023 and September 7, 2023, and recommends approval of same by the UHN Board of Trustees;</i></p> <p><i>Be it resolved that the UHN Board of Trustees approves the medical/dental staff appointments, as presented.</i></p> |
| Appointment of New Members to Research Committee | <p><i>Whereas the Research Committee has approved the appointment of Susan Fox and Jim Woodgett to the Research Committee as voting members, and recommends approval of same by the UHN Board of Trustees;</i></p> <p><i>Be it resolved that the UHN Board of Trustees approves the appointment of Susan Fox and Jim Woodgett as voting members of the Research Committee, subject to the provisions of UHN's Administrative By-Law No. 3.</i></p> |
| Finance and Audit Committee Terms of Reference Amendments | <p><i>Whereas the Finance and Audit Committee has approved amendments to its Terms of Reference to update the monitoring of compliance for all debt agreements, and recommends approval of same by the UHN Board of Trustees;</i></p> <p><i>Be it resolved that the UHN Board of Trustees approves the amended Finance and Audit Committee Terms of Reference, as presented.</i></p> |
| Q1 Financial Statements | <p><i>Whereas the Finance and Audit Committee has reviewed and approved the Financial Statements for the three months ended June 30, 2023 and recommends approval of same by the UHN Board of Trustees;</i></p> <p><i>Be it resolved that the UHN Board of Trustees approves the Financial Statements for the three months ended June 30, 2023, as presented.</i></p> |
| <u>Contract:</u> Triad Office Interiors – Non-Clinical Furniture | <p><i>Whereas the Finance and Audit Committee has approved the procurement of furniture from Triad Office Interiors, and recommends approval of same by the UHN Board of Trustees;</i></p> <p><i>Be it resolved that the UHN Board of Trustees approves the procurement of furniture from Triad Office Interiors at the cost of [REDACTED] as presented.</i></p> |

| Item | Resolution |
|--|---|
| <u>Contract:</u> Eastern Construction Ltd. – Fire Alarm Replacement | <p><i>Whereas the Finance and Audit Committee has approved the procurement of Construction Management Services for Fire Alarm Replacement at Toronto General Hospital from Eastern Construction Ltd., and recommends approval of same by the UHN Board of Trustees;</i></p> <p><i>Be it resolved that the UHN Board of Trustees approves the procurement of Construction Management Services for Fire Alarm Replacement at Toronto General Hospital from Eastern Construction Ltd. at the cost of [REDACTED] as presented.</i></p> |
| <u>Contract:</u> Russell Security DBA Securiguard Services – Security Guarding Services | <p><i>Whereas the Finance and Audit Committee has approved the procurement of Security Guarding Services at Toronto Rehabilitation Institute from Russell Security DBA Securiguard Services, and recommends approval of same by the UHN Board of Trustees;</i></p> <p><i>Be it resolved that the UHN Board of Trustees approves the procurement of Russell Security DBA Securiguard Services for Security Guarding Services for Toronto Rehabilitation Institute at the cost of [REDACTED] as presented.</i></p> |
| <u>Contract:</u> Philips Electronics Ltd. – Single Plane Angiography Systems | <p><i>Whereas the Finance and Audit Committee has approved the procurement of three Heart Catheterization Single Plane Angiography Systems (with installation, construction and ten years of service) for the Peter Munk Cardiac Centre from Philips Electronics Ltd., and recommends approval of same by the UHN Board of Trustees;</i></p> <p><i>Be it resolved that the UHN Board of Trustees approves the procurement of three Heart Catheterization Single Plane Angiography Systems (with installation, construction and ten years of service) from Philips Electronics Ltd. at the cost of [REDACTED] as presented.</i></p> |