

**BOARD OF TRUSTEES MEETING**  
**Wednesday, May 22, 2019 at 12:00 p.m.**  
Toronto General Hospital  
Anthony S. Fell Boardroom – 1S425

**Present:** Brian Porter (Chair)

**Elected Trustees (Voting):** Barbara Stymiest  
Cornell Wright  
Lawrence Pentland  
Shirlee Sharkey  
Stu Kedwell  
Janet Rossant  
Todd Halpern  
Peter Menkes  
Ross Baker  
Doug McGregor (*via teleconference*)

**U of T Representatives (Voting):** Trevor Young (Dean of Medicine)  
Cheryl Regehr (Vice-President and Provost)

**Ex Officio Trustees (Non-Voting):** Kevin Smith (CEO)  
Fei-Fei Liu (MAC Chair)  
Joy Richards (CNO)

**Regrets:** Peter Wallace  
Dean Connor  
Eric Horlick (MSA President)  
Cliff Nordal

**Guests:** Janice Fukakusa, Chair, PMCF  
Michael Burns, CEO, PMCF

**Recording Secretary:** Grace Ivo

**Quorum – 40% of Voting Members or 7 Voting Members**

**1.0 Call to Order**

Mr. Porter called the meeting to order at 12:08 pm.

**1.1 Introduction of Guests**

The Chair welcomed Michael Burns, PMCF President & CEO, and James Langstaff, Howard Associates, as observers to the meeting.

The Chair also welcomed Raj Kothari, Jaime Watt and Janice Fukakusa, the latter who was able to attend in person as a guest, as incoming Board members:

- Raj, joining the Board as an ex officio non-voting member in his capacity as Chair of the Toronto General & Western Hospital Foundation, is the Vice Chair, Partner for PwC Canada.
- Janice, joining the Board as an ex officio non-voting member in her capacity of Chair of the Princess Margaret Cancer Foundation, is Chancellor of Ryerson University as well as Chair, Canada Infrastructure Bank.
- Jaime joining the Board as an Independent Trustee, is the Executive Chairman at Navigator.

**1.2 Declaration of Conflict of Interest**

The Chair asked that any member of the Board participating in this meeting declare if they have any perceived or known Conflicts of Interest relating to any of the items listed on the Agenda.

There was no declaration of Conflict of Interest from any Board Trustee participating in the meeting.

**1.3 Approval of Agenda**

The Board of Trustees meeting agenda was approved as circulated.

**2.0 Consent Agenda**

**2.1 Approval of Minutes of the Board – February 20 and April 17, 2019**

Pre-circulated for members' information were the minutes of the Board meeting held on February 20 and April 17, 2019.

*On a motion duly made, seconded and carried, the Board of Trustees approved the minutes of the Board of Trustees' meetings held on February 20 and April 17, 2019.*

**2.2 Approval of Minutes and Embedded Motions**

Pre-circulated for members' approval were the Finance and Audit Committee recommendations from its May 15, 2019 meeting.

*Ms. Barbara Stymiest, Chair of the Finance and Audit Committee, highlighted the following:*

- Plexxus fees increased by \$0.7 M to \$14.3 M. Plexxus added 10 customer hospitals and in September 2017 integrated its warehouse with Mohawk Medbuy Shared Services. UHN is in discussions with Plexxus to clarify UHN's percentage of member fees under the expanded Plexxus structure.

- UHN was invited to share feedback with an independent advisor to inform the issues to be discussed at the upcoming Plexxus Member CEO's meeting.
- Plexxus CEO, David Yundt, has been invited to September's Finance & Audit Board Committee meeting to provide an update on Plexxus' strategy and value proposition to its Members.
- The *Operating Plan 2019/20* ("Operating Plan") consists of balancing operations and achieving a \$30 M margin.
- Inflationary pressures resulted in a \$34 M challenge which was addressed via new revenues and savings initiatives.
- Risks have been identified in the Operating Plan and mitigation strategies are underway to ensure margin target is achieved.
- The *Capital Plan 2019/20* ("Capital Plan") helps mitigate key risks within UHN's capital assets. It is achievable within the context of UHN's 5-year cash flow, and enables new capital investments aligned with operational needs. Once the Master Facilities Plan is completed, the multi-year Capital Plan will be updated and refined to ensure continued alignment with UHN strategic priorities.

Ms. Stymiest provided brief updates on the recommendations made at the May 15, 2019, Finance and Audit Committee meeting:

- a) Minutes of Meeting held February 15, 2019  
**Motion for Approval**  
*That the Board of Trustees approve the minutes of the Finance and Audit Committee meeting held on February 15, 2019.*
- b) Cardinal Health Canada – Supply of Surgical Custom & Standard Packs Contract  
**Motion for Approval**  
*That the Board of Trustees approve Cardinal Health for the supply of Surgical Custom & Standard Packs Contract at the cost of \$22.6 M over 10 years.*
- c) Finance and Audit – Terms of Reference Amendments  
**Motion for Approval**  
*That the Board of Trustees approve the amended Terms of Reference of the Finance and Audit Committee.*
- d) Operating Plan 2019/20  
**Motion for Approval**  
*That the Board of Trustees approve the 2019/20 Operating Plan.*
- e) Capital Plan 2019/20  
**Motion for Approval**  
*That the Board of Trustees approve the 2019/20 Capital Plan.*
- f) Annual Attestations  
**Motion for Approval**  
*That the Board of Trustees approve UHN's Attestation of Compliance with the Broader Public Sector Accountability Act.*

2.2.1 Finance & Audit Committee

Pre-circulated for members' information and approval were the minutes of the Finance and Audit Committee meeting held on February 15, 2019.

2.2.2 Governance and Nominating Committee ("GNC")

Pre-circulated for members' information and approval were the minutes of the Governance and Nominating Committee meetings held on February 20 and April 17, 2019, in addition to applicable Briefing Notes.

Mr. Marc Toppings provided brief updates on the recommendations made at the April 17 and May 22, 2019 Governance and Nominating Committee meetings.

a) *Governance Policy Manual*

The Governance Policy Manual ("Board Manual") had previously been approved by the GNC in February 2018, but was never subsequently approved by the full UHN Board of Trustees. Upon further review, four additional policies have been added to the Board Manual to further support best in class corporate governance and ensure identified accreditation requirements are met: Board and Individual Trustee Evaluation; Board Diversity; Ongoing Board Education; and Resignation and Removal of a Trustee.

***Motion for Approval***

*That the Board of Trustees approve the Governance Policy Manual, as developed by Management and recommended by the Governance & Nominating Committee (GNC) for approval and adoption by the UHN Board of Trustees, subject to the addition of certain non-material revisions as recommended by the GNC.*

b) *Administrative By-Law Changes*

The changes recommended are to simplify Board complement, in line with current practice and KPMG recommendations pertaining to governance, and to further ensure alignment of strategic priorities among UHN and its respective Foundations.

***Motion for Approval***

*That the Board of Trustees approve the amendments to the Hospital's Administrative By-Law Number 1, as developed by Management and recommended by the Governance and Nominating Committee for approval and adoption by the UHN Board of Trustees.*

2.2.3 Research Committee

Pre-circulated for members' information and approval were the minutes of the Research Committee – December 10, 2018; Briefing Notes for Approval from its November 21, 2018 meeting.

***Motion for Approval***

*That the Board of Trustees approve the recommendation from the Research Subcommittee to the Research Committee that they proceed with the negotiated*

*terms for TIO (the investor) to invest \$25 M in DAO and to accept a \$12.5 M upfront fee as part of the licensing of UHN IP to DAO.*

**2.2.4 Human Resources Committee**

Pre-circulated for members' information were the minutes of the Human Resources Committee meeting held on April 2, 2019.

**2.2.5 Michener Education Committee**

Pre-circulated for members' information were the minutes of the Education Committee meetings held on November 29, 2018 and February 14, 2019.

**2.2.6 Michener Board**

Pre-circulated for members' information were the minutes of the Michener Board meetings held on November 29, 2018 and February 14, 2019.

**2.2.7 Medical Advisory Committee**

Pre-circulated for members' information and approval were the minutes and Medical Staff Appointments recommended by the Medical Advisory Committee at its February 7, April 4 and May 2, 2019 meetings.

*The MAC Chair provided a verbal update on MD Engagement Survey Results, highlights included:*

- Delays in processing Research Ethics Board grants and contracts. UHN Research is improving workflow and retaining skilled coordinators and evaluators to reduce the delays.
- Update on surgery metrics – Including operating room cancellation rates, MDRD surgical site infection rates, and ongoing issues in the operating room.
- Delays in CT-scans (JDMI & Cancer Program) and impacts.

***On a motion duly made, seconded and carried, the Board of Trustees approved all motions and minutes on the consent agenda in section 2.***

**3.0 Chair's Report**

*The Chair provided a verbal Report, highlights included:*

- Board of Trustees Annual General Meeting ("AGM") June 12, 2019
  - On June 12, the AGM will take place at the MaRS Discovery District.
  - The AGM will include presentations from Patient Partners, the Emergency Department, and will include presentations of the Local Impact Awards, Inventor of the Year Award and Global Impact of the Year Award.
  - At this year's AGM, we will be adding Jaime Watt as an independent Trustee, and Janice Fukakusa and Raj Kothari as ex officio non-voting Trustees owing to their roles as Chairs of the PMCC Foundation and TGTW Foundation, respectively.
  - Cliff Nordal will be stepping down from the UHN Board as an Independent Trustee at the Annual General Meeting and from his role as Chair of the Michener Institute of Education at UHN thereafter at Michener's AGM.

#### **4.0 Chief Executive Officers' Report**

Pre-circulated for members' information was the Chief Executive Officer's Report.

Kevin Smith congratulated Professor Trevor Young as Dean of the Faculty of Medicine on his reappointment as Vice-Provost, Relations with Health Care Institutions for a second term from January 1, 2020 to June 30, 2025.

David Jaffray, UHN's Executive Vice President – Technology & Innovation, will be leaving UHN after an extended tenure at UHN to assume the role of Chief Technology and Digital Officer, Senior Vice President at M.D. Anderson Cancer Center in Houston, Texas.

Susan Fitzpatrick was appointed as the Interim CEO of Ontario Health. Ms. Fitzpatrick was previously the CEO of the Toronto Central Local Health Integration Network ("TC LHIN").

Dr. Fayez Quereshy has accepted the role of Interim Vice President – Toronto General Hospital, effective June 1, 2019.

*Kevin Smith highlighted the following:*

- UHN's Financial Position – Year-end margin of \$26.2 M. An initial margin of \$31.3 M was achieved at March 31, 2019, which was 4.3% above target.
- Ontario Budget – \$21 M received by UHN of which \$3.1 M is for growth. Significant decrease in non-targeted funding for UHN.
- Health Information System – Request For Proposal closed on April 24, 2019. Vendor evaluations are presently underway.
- Surgical site infections – There has been an overall improvement in surgical site infections especially in orthopedics, plastics and at our Princess Margaret site.
- UHN submitted a Mid-West Ontario Health Team application with the Centre for Addiction and Mental Health ("CAMH"), seven community health centres, and 200+ primary care physicians.
- The Ministry of Health and Long-Term Care has terminated the Health System Research Fund. UHN has two active awards that will be terminated as a result. Budgets total \$2.99 M with a potential loss of \$1.97 M in project funding for researchers and \$328 K in indirect support for UHN.
- Toronto Western Operating Room redevelopment – Ministry of Health and Long-Term Care Stage 1 Amendment submission has been submitted on April 26, 2019.
- UHN's Master Plan is on track to be finalized for Fall 2019. UHN had a very positive meeting with the Assistant Deputy Minister responsible for Capital Planning for the Ministry of Health and Long-Term Care and Management shared current progress on the development of UHN's Integrated Master Plan.
- The Ministry of Health and Long-Term Care has advised it will provide UHN with up to \$4.86 M in one-time funding for the 2018-19 for the Nursing Graduate Guarantee.

#### **4.1 Organizational Scorecard – 2018/19 Q4 Report**

Pre-circulated for members' information was the Organizational Scorecard – 2018/19 Q4 Report.

UHN's Organizational Scorecard – 2018/19 Q4 Report includes 18 indicators: eight wins, eight stalls, two losses. UHN's Q4 Scorecard reported negative performance in Patient Experience pertaining to hospital stay. UHN received data from the Canadian Patient Experience Survey but limitations to this survey made it difficult to draw actionable conclusions.

#### 4.2 Proposed 2019/20 Balanced Scorecard Indicators

Pre-circulated for members' approval were the Proposed 2019/20 Balanced Scorecard Indicators.

UHN's 2019/20 Balanced Scorecard includes 16 indicators: 8 carry-over, 1 modified and 7 new.

***On a motion duly made, seconded and carried, the Board of Trustees approved UHN's proposed 2019/20 Balanced Scorecard indicators.***

### 5.0 Quality & Safety Committee Report

#### 5.1 Approval of Minutes & Embedded Motions

Pre-circulated for members' approval were the minutes, embedded motions and Quality & Safety Committee Report for the meetings held on January 28 and March 25, 2019.

Ross Baker, Chair of the Quality and Safety Committee of the Board, provided an update to the UHN Board of Trustees about the work of the Committee during its April meeting.

*Ross Baker highlighted the following:*

- Work is underway at the Toronto Academic Health Science Network ("TAHSN") and within UHN to address issues related to Escalation of Care, a contributing factor to serious harm to both patients and healthcare providers.
- UHN data about employee engagement, physician engagement and healthcare provider burnout indicate that there are immediate issues that need attention in order to deliver on the strategic priority of "Empower and invest in a diverse TeamUHN".
- Since workplace culture plays a significant factor in escalation of care, engagement and burnout, which can result in a higher incidence of patient safety incidents, addressing clinician and staff engagement is a priority that research has demonstrated will have a positive impact on safety.

#### 5.2 Accreditation

Pre-circulated for members' information was an overview of the Board's role in supporting UHN's Accreditation process by providing the Governance Self-Assessment survey results. Mike Nader, EVP Clinical Support and Performance, updated the Board on the accreditation process, generally, and the Accreditation Canada on-site assessment, which is scheduled for September 6-20, 2019.

*Mike Nader highlighted the following:*

- The results from Governance Self-Assessment Questionnaire – of 20 Board members surveyed, 13 responded (response rate of 65%), rating 55 separate criteria on a Likert scale.
- Following the meeting, Board members will receive a link to complete a Governance Functioning Tool – a 34-question instrument similar to the Governance self-assessment questionnaire. The results from the Governance Functioning Tool will be shared with Accreditation Canada.
- Management will establish a Board Accreditation Committee to provide a fulsome representation of UHN's governance. Further details of that Accreditation Committee, which will participate in Accreditation Canada's on-site survey in September 2019, will be forthcoming.

## **6.0 Chief Financial Officer Update**

Pre-circulated for members' information was the Chief Financial Officer's Report.

*Darlene Dasent, Vice President and Chief Financial Officer, highlighted the following:*

- Year-end margin of \$26.2 M.
- Operating and Capital plans for 2019/20 have now been completed; \$30 M margin remains as target.
- Funding Announcement – \$3.1 M (0.3%) growth funding; remainder is targeted.
- The Health Information System ("HIS") renewal is in the vendor evaluation phase; the associated business case is under development and the financing strategy is being finalized.

## **7.0 Education Session**

### **7.1 Multi-Organ Transplant Update**

Dr. Atul Humar, Director, Multi Organ Transplant Program, and Ms. Joanne Kearney, UHN Patient Partner, provided an overview of the program's new Strategic Plan which aligns with UHN's overarching strategic initiative to support "A Healthier World".

*Dr. Atul Humar highlighted the following:*

- The Transplant Program is a high-volume transplant center that is internationally recognized for innovative research and highly competitive educational opportunities.
- The Transplant Program has developed a strategic plan that lays a roadmap for future goals and aspirations of the program out to 2025.
- Key Priorities of the Program include increasing access to transplantation, delivering the highest quality long-term transplant outcomes, and accelerating discovery, development & translation of novel transplant therapies.

The Board of Trustees endorsed the Transplant Program strategic plan and noted its support for the key priorities outlined. This includes helping ensure adequate capacity and infrastructure for program growth, messaging around the importance of organ donation, and ongoing support in fundraising for research priorities.

## **8.0 Other Business**

No other business discussed.



**9.0 Bickle Centre Infrastructure Project Update**

Pre-circulated for members' approval and information was a briefing note on the Bickle Centre Infrastructure Project. The Board passed the following motion related to the limited tendering of a replacement contractor for the Bickle Project.

**10.0 Termination**

There being no further business, the meeting was adjourned at 1:30 pm.

**11.0 Date of Next Meeting**

The Board of Trustees will convene on June 12, 2019; 3:30 pm, at the MaRS Discovery District Auditorium – Lower Level, 101 College Street, for the Annual General Meeting/Report to Our Community.

The Chair agrees these meeting minutes are an accurate reflection of the meeting.



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

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May 22, 2019

**Date**