

**ANNUAL GENERAL MEETING OF THE UHN MEMBERS
MEETING MINUTES**

**Tuesday June 12, 2018 at 3:30 p.m.
MaRS Discovery District - Auditorium
101 College Street**

Present:	Brian Porter (Chair)
Elected Trustees (Voting):	Cliff Nordal Peter Wallace Cornell Wright Lawrence Pentland Dhun Noria Peter Menkes
U of T Representatives (Voting):	Trevor Young (Dean of Medicine)
Ex Officio Trustees (Non-Voting):	Dr. Kevin Smith (CEO) Joy Richards (CNO) Eric Horlick (MSA President)
Regrets:	Dan Haas (for M. Gertler) Kelvin Dushnisky Jan Campbell Todd Halpern Thomas MacMillan Barbara Stymiest Ross Baker Dean Connor Doug McGregor Fei-Fei Liu (MAC Chair) Cheryl Regehr (Vice-President and Provost)
Guests:	Dr. Flavio Habal Bella Martin Fatima Sheriff Darlene Dasent
Recording Secretary:	Grace Ivo

Quorum – 40% of Voting Members or 7 Voting Members

1.0 Notice and Quorum

Mr. Porter welcomed everyone to the Annual General Meeting.

2.0 Appointment of Recording Secretary of the Meeting

Mr. Porter appointed Grace Ivo (Executive Assistant to the President) to act as the Recording Secretary of the meeting.

3.0 Approval of Agenda

Mr. Porter referred to the Agenda that had been circulated with the Notice of Meeting and asked if there were any comments or additions to such Agenda. Receiving none, he proceeded with the meeting.

4.0 Minutes of Previous Meeting – June 14, 2017

Mr. Porter reported that the minutes of the June 14, 2017 Annual General Meeting of Members had been circulated to Members and were available to any interested party upon request.

BOARD MOTION

Upon motion made by Mr. Cliff Nordal, seconded by Dr. Dhun Noria, and carried, the minutes of the Annual General Meeting of Members held on June 14, 2017 were approved by the Members.

5.0 Receipt of Financial Statements and Appointment of Auditors

Mr. Porter reported that the 2017/18 Audited Financial Statements had been previously approved by the Board of Trustees and were pre-circulated to the Members and available to any interested parties upon request. The financial statements included a report from the Hospital's Auditors. It was noted that the March 31, 2018 Audited Financial Statements were now received by the Members.

The Finance & Audit Committee recommended the appointment of Ernst & Young as UHN's auditors.

BOARD MOTION

Upon motion made by Mr. Cornell Wright, seconded by Mr. Peter Wallace, and carried, Ernst & Young were appointed as auditors of the Hospital for the fiscal period April 1, 2019 – March 31, 2020.

6.0 Appointment/Election of Trustees

Mr. Porter reported that according to the bylaws, the term of office for every Trustee is one year. As such, it is necessary to appoint all Trustees on an annual basis.

The Governance & Nominating Committee have recommended the following slate of nominees to the Board of Trustees:

- a) Two Voting Trustees appointed by the Governing Council of the University of Toronto.

The University of Toronto has advised that the following will represent the University on the UHN Board.

- Dr. Cheryl Regehr (Vice-President and Provost)
- Dr. Trevor Young (Dean of Medicine)

- b) Four Non-Voting ex officio Trustees:

- President & CEO – Dr. Kevin Smith
- Chair of the Medical Advisory Committee – Dr. Fei-Fei Liu
- V.P. Patient Experience and Chief, Health Professions – Dr. Joy Richards
- President of the Medical Staff Association – Dr. Eric Horlick

c) UHN Bylaws call for the annual election by the Members of up to 15 Voting Trustees for a one-year term. The slate of nominees recommended for election by the Governance & Nominating Committee is as follows:

- Brian Porter (Chair)
- Ross Baker
- Dean Connor
- Kelvin Dushnisky
- Todd Halpern
- Doug McGregor
- Cliff Nordal
- Peter Menkes
- Lawrence Pentland
- Barbara Stymiest
- Peter Wallace
- Cornell Wright
- Stu Kedwell
- Shirlee Sharkey
- Janet Rossant

BOARD MOTION

Upon motion made by Dr. Trevor Young, seconded by Mr. Peter Wallace, and carried, the above slate of nominees was unanimously elected/appointed by the Members for a one year term.

Mr. Porter expressed his gratitude to all members of the Board for their continued dedication to University Health Network.

7.0 Bylaw Amendments

The Governance & Nominating Committee has recommended the amendment of s. 2.01 in UHN's Administrative Bylaws as follows:

- (i) Delete s. 2.01(d), which effectively reduces the number of U of T appointees from 3 to 2, by eliminating the U of T President's ex officio position from the Board; and
- (ii) Amend s. 2.01(c) by deleting "and Vice President", which effectively reduces the number of Medical Staff Association appointees from 2 to 1, by eliminating the Vice President of the MSA position from the Board.

BOARD MOTION

Upon motion made by Mr. Cliff Nordal, seconded by Mr. Lawrence Pentland, and carried, the amendments to the Administrative By-Laws of UHN, as noted,

were approved by the Members.

8.0 Approval of Past Proceedings

Mr. Porter asked for a motion to approve all acts and proceedings taken or purported to have been taken by the Trustees, officers or Members of the Hospital, notwithstanding any defects or irregularities which may appear in the books and records of the Hospital.

BOARD MOTION

Upon motion made by Dr. Dhun Noria seconded by Mr. Lawrence Pentland, and carried, it was resolved that notwithstanding any defects or irregularities which may appear in the books and records of the Hospital by reason of improper election or appointment of directors, failure to hold meetings, failure to sign resolutions or by-laws or special resolutions or otherwise, all acts and proceedings taken or purported to have been taken by the Trustees, Officers or Members of the Hospital were adopted and approved, and any such defects and irregularities were waived, ratified and confirmed by the Members.

9.0 Other Business – Honorary Trustee Appointment

Mr. Porter reported that when a UHN Trustee steps off the Board, it is the custom to recognize the valuable contributions made by that Trustee at the AGM in the following year. For all that he has contributed to UHN, Mr. Porter proposed recognizing Mr. Bob Krembil by appointing him as an Honorary Trustee of UHN.

BOARD MOTION

Upon motion made by Mr. Cliff Nordal, seconded by Mr. Peter Wallace, and carried, Mr. Bob Krembil was appointed as an Honorary Trustee by the Members.

10.0 Report of the Chair of the Board of Trustees

Mr. Porter reported that Jan Campbell, Dhun Noria and Tom MacMillan were stepping down from the Board, and he thanked them for the time and energy they have given to the organization.

Mr. Porter welcomed three new Trustees: Stu Kedwell, Janet Rossant and Shirlee Sharkey, and provided a brief background on each:

- Stu Kedwell leads RBC's Canadian Equity Team as Senior Vice President and Senior Portfolio Manager. He is also Co-Head of Canadian Equities for RBC Global Asset Management.
- Janet Rossant, President & Scientific Director of the Gairdner Foundation. Janet is an expert in developmental biology and was formerly the Chief of Research at SickKids.
- Shirlee Sharkey is the President & CEO of Saint Elizabeth Health Care. She is the current Chair of Excellence Canada and a Board member of the Canadian Centre for Aging and Brain Health Innovation.

11.0 Report of the (Interim) President & Chief Executive Officer

Dr. Charlie Chan thanked everyone who helped him during his tenure as Interim President and CEO, and described some of the highlights during his tenure. He also announced he will be stepping down from his role as Chief Medical Officer at UHN at the end of 2018.

12.0 Report of the President & Chief Executive Officer

Dr. Kevin Smith outlined his future vision for the Hospital, as well as the strategic planning process about to be undertaken. He advised that the UHN strategic plan, which should be published by the end of 2018, will focus on simplicity and outcomes.

Dr. Kevin Smith's initial priorities will focus on key issues for the organization, including a review of UHN's clinical capacity, research strategy, and education, in addition to upgrading clinical information systems as part of a digital health strategy.

13.0 Tribute to Dr. Charlie Chan

Ms. Emma Pavlov paid tribute to Dr. Charlie Chan. Dr. Charlie Chan was described as one of the most trusted advisors and a friend to many at UHN.

14.0 Financial Results and Business Overview

Ms. Darlene Dasent provided an update on the Financial Results and Business Overview. UHN incurred a modest margin of \$16.4 M, which is \$1.8 M below our target of \$18.2 M.

15.0 Report on Quality and Safety

Ross Baker provided a report on Quality and Safety via video message.

16.0 Q&A

Mr. Brian Porter facilitated a questions and answer session with the Members.

17.0 Presentation of Award

Dr. Brad Wouters presented the Inventor of the Year Award to **Dr. Gordon Keller** and **Dr. Michael Laflamme**, in recognition of their bold achievements in pluripotent stem cell therapy.

Dr. Michael Baker presented the *Local Impact Award; Individual's Clinical Contributions* to **Ms. Karen MacDonald** for her outstanding work in improving patient care and patient safety, and for her valuable contributions to education for the entire health care team.

Dr. Baker presented the *Local Impact Award; Individual Workplace Contribution* to **Ms. Debra Davies** for her tireless work for the security and safety of UHN, leading to a safe work environment for patients, visitors and staff, performed with compassion and sensitivity.

Dr. Baker presented the *Local Impact Award; Team's Clinical Contributions* to the **"ICU to IR" Bedside PICC integration Team** for its creation of a high quality

ambulatory care experience, ensuring that patients with complex issues receive timely, expert and compassionate care.

Dr. Baker announced the winner of the *Local Impact Award; Team's Contributions to the Excellence of our Workplace* to the **Radiation Therapy Workplace Violence Implementation Group** for creating real-time access to health information for our patients so they can be informed partners in care.

Dr. Chris Paige announced that **Dr. Louis Siminovitch** was the posthumous winner of the Global Impact Award for his pioneering work in medical physics and his vision in shaping the field of medical physics in Canada and around the world. Dr. Siminovitch's daughter accepted the award on his behalf.

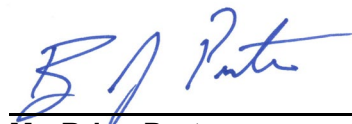
18.0 Patient Partner Story

Ms. Heather Lannon, Patient Partner, described her and her late husband's experience at UHN.

19.0 Termination

There being no further business, the meeting was adjourned.

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



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

June 12, 2018

Date