

BOARD OF TRUSTEES MEETING
Tuesday, November 21, 2018 at 12:00 p.m.
Toronto General Hospital
Anthony S. Fell Boardroom – 1S425

Present:	Brian Porter (Chair)
Elected Trustees (Voting):	Cliff Nordal Cornell Wright Lawrence Pentland Shirlee Sharkey Stu Kedwell Peter Menkes Todd Halpern Barbara Stymiest Ross Baker Dean Connor Doug McGregor
U of T Representatives (Voting):	Trevor Young (Dean of Medicine) Cheryl Regehr (Vice-President and Provost)
Ex Officio Trustees (Non-Voting):	Kevin Smith (CEO) Joy Richards (CNO) Fei Fei Liu (MAC Chair) Eric Horlick (MSA President)
Regrets:	Janet Rossant Peter Wallace
Guests:	Cathy Hess
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 12:05 pm.

1.1 Introduction of Guests

None.

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 – September 25, 2018

Pre-circulated for members' information were the minutes of the Board meeting held on September 25, 2018.

BOARD MOTION

Upon motion made by Mrs. Barbara Stymiest seconded by Mr. Lawrence Pentland, and carried, the Board of Trustees approved the minutes of the Board of Trustees meeting held on September 25, 2018

2.2 Approval of Minutes and Embedded Motions

Pre-circulated for members' approval were the Finance and Audit Committee recommendations from its November 20, 2018, meeting.

Ms. Barbara Stymiest provided brief updates on the recommendations made at the November 20, 2018, Finance and Audit Committee meeting:

- a) Minutes of the Meeting held September 18, 2018

Motion for Approval

That the Board of Trustees approve the minutes of the Finance and Audit Committee meeting held on September 18, 2018.

- b) Banking and Investment Resolution Amendments

Motion for Approval

That the Board of Trustees approve amendments to the Bank of Montreal, BMO Harris Bank, Bank of Nova Scotia, BMO Nesbitt Burns, and Scotia Wealth Management banking and investment resolutions, to add Dr. Brian Hodges, Executive Vice President Education and Chief Medical Officer and remove Mr. Mike Nader as an authorized signing authority effective November 20, 2018.

- c) Financial Statements for the Six Months Ended September 30, 2018
Motion for Approval
That the Board of Trustees approve the Financial Statements for the Six Months Ended September 30, 2018.

 - d) Nuance Communications Inc Transcription Software & Services Contract
Motion for Approval
That the Board of Trustees approve the Nuance Communications Inc. Transcription Software and Services Contract at the cost of \$16.9 M over five years.

 - e) Philips Canada - Imaging Equipment Service Agreement
Motion for Approval
That the Board of Trustees approve the non-competitive procurement of Philips Canada for Imaging Equipment Services at a cost of \$6.5 M over seven years and seven months.
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- 2.2.1 Finance & Audit Committee – September 18, 2018
Pre-circulated for approval were the minutes of the Finance and Audit Committee meeting held on September 18, 2018.

 - 2.2.2 Governance and Nominating Committee
No minutes to approve.

 - 2.2.3 Research Committee – September 24, 2018
Pre-circulated for approval were the minutes of the Research Committee meeting held on September 24, 2018.

 - 2.2.4 Human Resources Committee – September 25, 2018
Pre-circulated for approval were the minutes of the Human Resources Committee meeting held on September 25, 2018.

 - 2.2.5 Michener Education Committee – June 7, 2018
Pre-circulated for approval were the minutes of the Education Committee meeting held on June 7, 2018.

 - 2.2.6 Michener Board – June 7, 2018
Pre-circulated for approval were the minutes of the Michener Board meeting held on June 7, 2018.

 - 2.2.7 Medical Advisory Committee – September 6, October 6, November 1, 2018 and Briefing on Conflict of Interest and Hallway Medicine
Pre-circulated for approval were the minutes and Medical Staff Appointments recommended by the Medical Advisory Committee at its September 6, October 6 and November 1, 2018 meetings.

BOARD MOTION

Upon motion made by Mr. Cliff Nordal seconded by Mr. Cornell Wright, 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 provide a verbal Report, highlights included:

- Annual Partners for Discovery Dinner was held on October 16 in recognition of major donors to UHN (\$1M+).
- Diwali – A Night to Shine raised over \$1.2 M - held on October 20 in support of emergency medicine and research and has raised over \$6.6 M since 2011.
- Grand Cru Culinary Wine Festival raised more than \$4 M - held on October 27 in support of the Arthritis Program, the Donald K. Johnson Eye Institute, the Krembil Brain Institute, the Transplant Program, the Peter Munk Cardiac Centre and the Diabetes Program and has raised more than \$29.7 M since 2005.
- Dr. Rueben Devlin has been invited to the February Board meeting to present on strategic priorities and actions that will lead to improved health and wellness outcomes for Ontarians, higher patient satisfaction, and more efficient use of government investment, using an effective delivery structure.

4.0 Chief Executive Officers' Report

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

Kevin Smith highlighted the following:

- UHN was named Canada's top research hospital for the eighth year in a row – research expenditures for the 2017 fiscal year were \$350.1 M
- Also ranked as Canada's top patent leader for hospitals (79 patents generated between 2013-17)
- Q2 deficit is (\$2.8 M) – our fiscal environment remains constrained
- \$10.3 M confirmed in savings, \$7 M underway and will be realized; \$12.8 M yet to be confirmed.
- Scorecard – we have two red indicators:
 - Deferred maintenance renewal
 - Average acute length of stay (ALOS) compared to expected length of stay (ELOS)
- TG Emergency Department – Rapid Assessment Zone (RAZ)
 - Budget: Costs estimated at \$23.3M (15 M ↑)
 - Schedule: Requires 18 months
- TG Emergency Department – Early Works
 - Budget: On track \$1.25 M
 - Schedule: To be complete by June 2019
- TW Emergency Department – Redevelopment
 - Budget: On track at \$9.3 M
 - Schedule: To be complete by August 2020
- TW Operating Room (OR) – Redevelopment
 - Budget: Currently over budget by \$41 M (estimated budget was \$149 M, costing came in at \$190 M).
 - Confident our cost will come down to \$150-160 M
 - Schedule: Construction targeted to start 2020.
- HIS – Completed RFSQ on Sept. 25. Reviewing submissions from three vendors

- Competitive Dialogue sessions in early December with pre-qualified vendors
- Target to issue and close RFP Q1 to Q3 2019
- Staff Burnout – is inversely related to patient outcomes and patient satisfaction
 - Increases Hospital cost due to increased readmission rates
 - Increases cost of replacing clinicians that are burnt out and unable to provide safe care
- Barry Rubin and Leanna Graham are co-leading a study to identify strategies for improving wellness and decreasing burnout at Peter Munk Cardiac Centre; the goal is to expand this rollout to all UHN clinicians in Spring 2019
- Altum Health was re-awarded Aviva Insurance’s Independent Examination business and newly awarded their treatment business
- Dr. Charlie Chan retired and Dr. Brian Hodges is now Executive Vice President Education and Chief Medical Officer
- Dr. Anil Chopra is the new Vice President, Medical Affairs
- Dr. Michael Baker, Physician-in-Chief Emeritus at UHN was awarded a Doctorate Honoris Causa from Haifa University

4.1 Enterprise Risk Management Program Update
Pre-circulated for members’ information was the Enterprise Risk Management Program Update. UHN is currently undergoing an enterprise-wide risk identification cycle, which will be completed for the February Board of Trustees meeting

4.2 Organizational Scorecard – 2018/19 Q2 Report
Pre-circulated for members’ information was the Organizational Scorecard – 2018/19 Q2 Report. Eight indicators are on track and have either met or exceeded their target for Q2, and three indicators have not met their target (readmissions, length of stay, deferred maintenance).

5.0 Quality & Safety Committee Report

Pre-circulated for members’ information was the Quality & Safety Committee Report. *Ross Baker highlighted the following:*

- Implementation progress on key safety and quality priorities within Caring Safely are on track as shown in the refreshed UHN Safety Scorecard for Quality Improvement
- Two recent Root Cause Analyses highlighted challenges and quality gaps with escalation and information during care transitions respectively, which are themes contributing to many safety events at UHN
- Patient Relations activities have focused on meeting legislative obligations and responding to the Ontario Patient Ombudsman’s Office.

BOARD MOTION

Upon motion made by Mr. Cornell Wright seconded by Dean Connor, and carried, the Board of Trustees approved the Safety & Quality Committee Minutes & Embedded Motions on June 18, 2018.

6.0 **Chief Financial Officer Update**

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

Darlene Dasent highlighted the following:

- \$2.8 M deficit at Q2 – fiscal environment remains constrained
- Current year-end forecast of \$10.3 M confirmed in savings, \$7 M underway and will be realized; \$12.8 M yet to be confirmed. Plans to balance are underway and we anticipate closing most of the gap by year-end.
- 2019/20 Hospital Planning submission in progress – challenge is to fund an estimated \$28.5 M of new compensation and supply inflation
- HIS renewal is progressing – 3 vendors shortlisted; financing advisor has been engaged
- Scotiabank has completed the donation of Bathurst building to UHN, which will initially be used for decanting
- UHN was not successful in the bid to host back office services with the LHIN
- Executive expense reports will be publically posted on the UHN website by November 30th
- Incoming US funds were briefly held due to potential connection to cannabis – bank has now allowed exemption for UHN

7.0 **Education Session**

7.1 **Strategic Planning Presentation and Discussion**

Pre-circulated for members' approval was the final Strategic Planning 2019-23 Document. Dr. Smith indicated that it is expected that the 2019-23 Strategic Plan will be finalized and published, and transitioned into detailed action planning, between December 2018 and March 2019. He also stated that patients, families, staff –and other stakeholders were involved in the development of the Strategic Plan, and all parties have a part to play in its success.

Kevin Smith highlighted UHN's new Strategic Priorities:

- Inspire, invent and deliver tomorrow's care;
- Empower and invest in a diverse TeamUHN;
- Drive the convergence of care, research and education;
- Unleash the power of technology and innovation; and,
- Elevate Toronto as a world destination for commercialization of discovery.

Board members inquired as to how success will be measured. Dr. Smith stated that UHN's balanced scorecard will contain measures and targets that tell us how we are doing with achievement of our Strategic Priorities on a quarterly basis. Also, with the help of patients, families, and partners, metrics to allow the Board to evaluate progress will be developed.

BOARD MOTION

Upon motion made by Mrs. Barbara Stymiest seconded by Mr. Lawrence Pentland, and carried, the Board of Trustees approved:

1. *UHN's 2019-23 Strategic Plan;*
2. *Communication of the Strategic Plan organization-wide in December 2018; and,*
3. *Proceeding into detailed action planning to be completed by March 2019.*

7.2 Laboratory Medicine Program Update

Pre-circulated for members' information was the Laboratory Medicine Program Strategy

Catherine Wang and Runjan Chetty highlighted the following:

- Draft five-year strategic plan has been developed for Laboratory Medicine Program; will be finalized once UHN's Strategic Plan is approved to ensure alignment
- Projects and quick wins have been developed to advance Clinical, Research, and Educational excellence; along with setting in place key essential enablers for the program
- An accountability framework has been initiated to monitor execution of the strategy through LMP's Executive Advisory Committee

7.3 Executive Vice President Update – Science and Research

Pre-circulated for members' information was the Research Highlights 2018: Major Initiatives, Funding and Commercialization

Dr. Bradley Wouters highlighted the following:

- New institutes, centres, funding and strategic partnerships will help UHN's researchers accelerate the translation of discovery to practice and seize opportunities to lead globally,
- UHN will launch the McEwen Stem Cell Institute in December 2018 to focus on transformative new cell therapies
- UHN spinout company AVROBIO raised more than US \$100 million in an initial public offering on the NASDAQ exchange,
- The Krembil Brain Institute was launched to align clinical and research expertise in the neurosciences,
- For the 8th year in a row, UHN tops RESEARCH Infosource Inc.'s list of Canada's Top 40 Research Hospitals,
- CCRM and UHN co-developed the Centre for Cell and Vector Production, a GMP-grade facility to manufacture cell therapy products and,
- Radiotherapy giant Elekta acquired UHN spinout company Acumyn to develop a quality assurance software platform for radiation therapy.

7.3.1 AVROBIO Update

Pre-circulated for members' information was Management Plan for UHN Equity in AVROBIO.

Lawrence Pentland highlighted the following:

- A UHN Board Subcommittee was convened to determine the management plan for UHN's equity in this startup company
- The subcommittee recommended that UHN divest its shares in AVROBIO at the earliest possible occasion.
- The Board's Research Committee agreed to present the recommendations of the subcommittee to the Board for approval.

BOARD MOTION FOR SUPPORT IN PRINCIPLE

Upon motion made by Mr. Todd Halpern seconded by Ms. Barbara Stymiest and carried, the Board of Trustees approved:

- 1. the proposed disposition of AVROBIO shares in accordance with the recommendation of the Research Committee; and*
- 2. the recommendation from the Research Subcommittee to the Research Committee that they proceed with the negotiated terms for TIO (the investor) to purchase \$12.5 million of preferred shares of TAO (the company) and to purchase \$12.5 million of UHN's common shares.*

8.0 Other Business

No other business discussed.

9.0 Termination

There being no further business, the meeting was adjourned at 4:30 p.m.

10.0 Date of Next Meeting

The Board of Trustees will meet next on Wednesday, February 20, 2019, at Toronto General Hospital – Anthony S. Fell Boardroom.

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

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

November 21, 2018

Date