

**MEETING OF THE BOARD OF TRUSTEES**

**Thursday, June 10, 2021 at 4:04 PM**

**Microsoft Teams Meeting**

**Teleconference: 416-603-6338 Conference ID: 907 381 380#**

**Elected Trustees (Voting)**

Brian Porter, Chair  
Ross Baker  
Dean Connor  
Stu Kedwell  
Peter Menkes  
Lawrence Pentland  
Janet Rossant  
Mark Saunders  
Shirlee Sharkey  
Barbara Stymiest  
Ajay Virmani  
Peter Wallace  
Pamela Warren  
Jaime Watt  
Cornell Wright

**Trustees Appointed by U of T Governing Council (Voting)**

Cheryl Regehr

**Ex Officio Trustees (Non-Voting)**

Kevin Smith, Chief Executive Officer  
Patricia Murphy, Chair of the Medical Advisory Committee  
Mark Osten, President of the Medical Staff Association  
Joy Richards, Chief Nursing Executive  
Raj Kothari, Chair of the UHN Foundation Board

**Regrets**

Todd Halpern  
Trevor Young  
Janice Fukakusa, Chair of the Princess Margaret Cancer Foundation Board

**Guests**

Marc Toppings, Vice President & Chief Legal Officer  
Darlene Dasent, Vice President & Chief Financial Officer  
Lisha Hibbins, Corporate Governance Lead

**Recording Secretary**

Grace Ivo

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

## **1.0 Call to Order and Declaration of Conflict of Interest**

In his capacity as VP and Chief Legal Officer, it was noted that Mr. Marc Toppings would lead the administrative elements of the meeting on behalf of Mr. Brian Porter, Chair. Mr. Toppings called the meeting to order at 4:04 PM.

Ms. Grace Ivo, Executive Assistant to the President & CEO, was appointed as Recording Secretary. Quorum was confirmed, no declarations of conflict of interest were declared, and the Agenda was approved, as circulated.

## **2.0 Board Business**

### **2.1 Appointment of Officers, Committee Chairs, and Committee Members**

Annually, the Board appoints Officers, Committee Chairs, and Committee Members. It was noted that the proposed 2021/22 Officers and Committee Chairs were unchanged from 2020/21. The appointments are attached hereto as *Exhibit A*.

On recommendation of the Governance & Nominating Committee, the Board approved appointment of the UHN Board Officers, as circulated:

*Whereas, pursuant to By-Law No. 3 of UHN, it is deemed desirable and in the best interests of the Corporation that the following action be taken by the UHN Board of Trustees;*

*Be it resolved that the Governance & Nominating Committee recommends that the UHN Board of Trustees hereby consents to, approves and adopts the following appointment:*

#### **Appointment of Officers**

*Be it resolved that, effective as of the date hereof, the following individuals, being the only persons nominated for such positions, be and they hereby are appointed Officers of UHN for a term of one (1) year or until his or her successor is appointed, subject to the provisions of the Corporation's By-Law No. 3:*

- **Brian Porter, Chair**
- **Ross Baker, Vice Chair**
- **Dean Connor, Vice Chair**
- **Lawrence Pentland, Vice Chair**
- **Barbara Stymiest, Vice Chair**
- **Kevin Smith, President**
- **Kevin Smith, Secretary**

On recommendation of the Governance & Nominating Committee, the Board approved appointment of the Board Committee Chairs and Board Committee Members, as circulated:

*Whereas, pursuant to By-Law No. 3 of UHN, it is deemed desirable and in the best interests of the Corporation that the following actions be taken by the UHN Board of Trustees;*

**Be it resolved that the UHN Board of Trustees appoints the Chairs and members for the following Committees and Sub-Committee, with any changes to Committee and Sub-Committee membership to be finalized by the Committee Chairs and Chair of the Governance & Nominating Committee, as required:**

- **Chair of Finance & Audit Committee – Barbara Stymiest**
- **Chair of Governance & Nominating Committee – Brian Porter**
- **Chair of Human Resources Committee – Dean Connor**
- **Chair of Education Committee – Cornell Wright**
- **Chair of Research Committee – Lawrence Pentland**
- **Chair of Safety & Quality Committee – Ross Baker**
- **Chair of Real Estate & Capital Strategy Sub-Committee – Peter Menkes**

On recommendation of the Governance & Nominating Committee, the Board approved appointment of the Chair of the Medical Advisory Committee, as circulated:

**Whereas, pursuant to UHN’s Medical Dental Staff By-law No. 2 (“By-Law No. 2”), it is required that the Directors appoint a Chair of the Medical Advisory Committee (“MAC”);**

**Be it resolved that the UHN Board of Trustees appoints Patricia Murphy as Chair of the Medical Advisory Committee.**

## **2.2 Code of Conduct, Conflict of Interest, and Confidentiality Declaration**

It was noted that all UHN Trustees and members of Board Committees/Sub-Committees are required to review Board Governance Policies related to Code of Conduct and Conflict of Interest, and Confidentiality. These policies were circulated for review.

Additionally, it was noted that Trustees are required to submit an annual declaration certifying their commitment to comply with the obligations of these policies and declare any conflicts of interest. Trustees were directed to complete the *UHN Annual Trustee Declaration and Conflict of Interest Disclosure Form* and submit to Lisha Hibbins, Corporate Governance Lead, by June 30, 2021.

## **3.0 Schedule of Board Meetings 2021/2022/2023**

The schedule of UHN Board of Trustee Meetings for 2021, 2022, and 2023 was circulated for information purposes.

## **4.0 Termination**

There being no further business, the meeting was terminated at 4:08 PM.



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

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June 10, 2021

**Date**