



Meeting Minutes

UHN Board of Trustees

Wednesday November 16, 2022 12:00 PM – 3:00 PM

In Person: Ontario Power Generation, 700 University Ave, 4th Floor - Princess Margaret Cancer Foundation Board Room (Rooms 4-101 – 4-012)

Via Video/Teleconference: MS Teams Meeting; 416-603-6338 Conference ID: 272 490 555 778

Elected Trustees (Voting)	Brian Porter (Chair)	Shirlee Sharkey
	Ross Baker	Ajay Virmani
	Dean Connor	Peter Wallace
	Todd Halpern	Pamela Warren
	Stu Kedwell	Jaime Watt
	Peter Menkes	Cornell Wright
	Lawrence Pentland	
	Janet Rossant	
Ex-officio (Voting)	Cheryl Regehr	Trevor Young
Ex-officio (Non-Voting)	Pamela Hubley	Richard Rooney
	Raj Kothari	Sheryl Seidman
	Patricia Murphy	Kevin Smith
Regrets	Janice Fukakusa	
Guests	Elisa Baioff	Joel Montesanti
	Lucas Chartier	Sarah Muttitt
	Leo Cho	Rebecca Repa
	Darlene Dasent	Sarah Smart
	Ben Hartford	Marc Toppings
	Grace Ivo	Brad Wouters
	Kiran Mann	Miyo Yamashita
Recording Secretary	Lisha Hibbins	

1.0 GENERAL BUSINESS ITEMS

1.1 Call to Order

Mr. Brian Porter, Chair, called the meeting to order at 12:00 PM. Quorum was confirmed, no conflicts of interest were declared, and the meeting Agenda was approved, as circulated.

Whereas the UHN Board of Trustees has reviewed the Agenda for its meeting held on November 16, 2022;

Be it resolved that the UHN Board of Trustees approves the Agenda for its meeting held on November 16, 2022, as presented.

1.2 Consent Agenda

The UHN Board of Trustees (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 November 16, 2022;

Be it resolved that the UHN Board of Trustees approves the items presented in the Consent Agenda for the meeting of November 16, 2022 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 REPORTING AND COMMITTEE ITEMS

2.1 Chair's Report

Mr. Porter acknowledged the critical role of the UHN Foundation and the Princess Margaret Cancer Foundation to advancing UHN's clinical, research, and educational strategies. Mr. Porter highlighted recent events and significant donor gifts as examples of the generosity of UHN's donors and national and international provenance of UHN. Mr. Porter also congratulated Dr. Kevin Smith, President & Chief Executive Officer, and Mr. Leo Goldhar, long-standing member of the UHN Foundation Board of Directors, for their respective appointments to the Order of Ontario.

2.2 Chief Executive Officer's Report

A detailed Chief Executive Officer (CEO) Report, inclusive of Q1 Corporate Scorecard summary, Enterprise Risk Management ("**ERM**") update, and briefings on UHN's strategic plan approach, nursing retention and recruitment, and Serious Safety Events ("**SSEs**"), was pre-circulated in the meeting package.

Dr. Smith engaged the Board in discussion on priority matters, including staff wellness and safety and clinical staffing challenges. Ms. Sheila O'Brien, EVP People, Culture and Community, provided an update on the results of engagement initiatives and resulting strategies related to the retention and recruitment of nurses. The following items were noted:

- **Strategic Plan Refresh:** UHN's current 5-year strategic plan is set to conclude in 2023 and work to develop a refreshed plan will commence in January. In consideration of organizational bandwidth and capacity, Management will be implementing a light planning approach. Quarterly progress updates will be brought forward to the Governance & Nominating Committee.
- **Clinical Program Updates:** Key highlights, including opportunities, challenges, and key performance indicators were reviewed for each of the Surgery & Critical Care and the Medicine Programs. There was significant discussion related to the impact of staffing and capacity constraints on UHN's Emergency Departments ("**EDs**") and mitigation efforts.
- **Stabilization & Connection Site:** The Board was advised that UHN is implementing a new site located across from the Toronto Western Hospital ("**TWH**") to support UHN patients who are intoxicated and brought to the ED, but who do not require medical support. This new site is enabled through funding from Ontario Health to UHN's Social Medicine Program and will provide better and timelier care for eligible patients.
- **SSE-1 Analysis:** Dr. Lucas Chartier, Medical Lead, Quality, provided the Board with an overview of the SSE-1 process and rates at UHN, including a review of safety event classifications and top contributing factors to safety events.

2.3 Quality & Safety Committee

2.3.1 Quality & Safety Committee Report

An update on matters overseen by the Quality & Safety Committee was pre-circulated in the meeting package. Recent areas of focus for the Committee included the impact of Health Human Resources (“HHR”) shortages on patient safety and the strategies Management has implemented to address staffing challenges, including nursing engagement and recruitment and enhanced Personal Support Worker (“PSW”) roles. Escalation of Care (“EOC”) was also highlighted as a key quality and patient safety focus at UHN, with awareness and educational activities planned throughout November in recognition of EOC Month.

2.3.2 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. In reference to a letter circulated to the Board as part of the MAC Report, Dr. Murphy noted that ongoing ED challenges being experienced at UHN and indeed across the healthcare system were a topic of focus at MAC; in particular, chronic staffing shortages, surges in patient volumes, and infrastructure and capacity constraints were areas of focus. UHN has implemented temporary strategies to help alleviate ED pressures, including a new Stabilization & Connection Site.

2.4 Finance and Audit Committee

2.4.1 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:

- **Q2 Financial Results** – Operating results for the period ending September 30, 2022 indicate a deficit of \$9.6 M, which reflects lower volume-funded revenues across clinical programs, HHR challenges, inflation, and supply chain cost pressures.
- **COVID-19 Funding** – Provincial reimbursement for COVID-19 incremental costs ended on June 30; post-Q1 reimbursement is limited to vaccine administration and certain HHR expenses.
- **SAP/Supply Chain Transformation Project (“Project Agile”)** – Total Cost of Ownership will be updated with identified funding sources and the project funding approach will be coming forward in early 2023 for Finance & Audit Committee and Board approval.

2.4.2 2023/24 Operating and Capital Plan Approach

A briefing note outlining Management’s preliminary approach to financial planning for 2023/24 was pre-circulated in the meeting package. Ms. Dasent noted that the financial outlook for 2023/24 is tenuous due to a number of unknown key factors, such as MOH funding levels, compensation pressures, inflation, organizational capacity, and the costs associated with COVID-19. With a projected deficit, Management is developing mitigation strategies including savings initiatives and advocacy discussions with OH.

The Board provided support-in-principle for the preliminary approach, as presented:

Whereas Management has prepared a preliminary planning approach to the 2023/24 Operating and Capital Plans and reviewed this approach with the Finance and Audit Committee;

And whereas the Finance and Audit Committee provided support-in-principle for the planning approach and recommends support of same by the UHN Board of Trustees;

Be it resolved that the UHN Board of Trustees provides support-in-principle for the preliminary planning approach to the 2023/24 Operating and Capital Plans, as presented.

2.4.3 2023/24 Annual Planning Submissions

A briefing note outlining Management's preliminary approach to UHN's annual planning submissions to Ontario Health ("OH") for 2023/24 was pre-circulated in the meeting package.

Dr. Smith noted that UHN will be taking the usual step of citing a deficit operating position in its 2022/23 Hospital Accountability Planning Submission ("HAPS"); a significant operating deficit is forecasted, based on current financial assumptions. This deficit position is driven by a number of exceptional circumstances, including unprecedented inflation, continued staffing shortages, and the need to increase clinical activity well above pre-pandemic levels to address the surgical backlog.

The Board provided support-in-principle for the approach, as presented:

Whereas the Finance and Audit Committee has reviewed and provided support-in-principle for the key assumptions in and overall approach to the 2023/24 Hospital Accountability Planning Submission ("HAPS") and Community Accountability Planning Submission ("CAPS"), and recommends support of same by the UHN Board of Trustees;

Be it resolved that the UHN Board of Trustees provides support-in-principle for the key financial assumptions in and overall approach to the 2023/24 HAPS and CAPS, as presented.

2.4.4 Health Information System (Synapse) Project Update

Dr. Sarah Muttitt, Vice President & Chief Information Officer, provided an update on the status of the Synapse Project (the "Project") post go-live, and a summary of next steps, as pre-circulated in the meeting package.

Dr. Muttitt noted that the Project team is making steady progress on rectifying identified issues and elements that are not working as designed or intended. As well, the Project team successfully completed the first quarterly version upgrade of Epic in November 2022, which is an important project milestone.

Project costs to-date remain within approved budget and commitment limits; however, stabilization pressures have necessitated a third contingency draw. The draw of \$4.9 M is within the residual balance of project contingency of \$5.9 M.

The Board approved the contingency draw, as presented:

Whereas the Finance and Audit Committee has reviewed the Synapse Project status, costs, and commitments with Management, approved Contingency Draw #3 in the amount of \$4.9 M, and recommends approval of same by the UHN Board of Trustees;

Be it resolved that the UHN Board of Trustees approves Contingency Draw #3 for the Synapse Project in the amount of \$4.9 M.

2.5 Real Estate and Capital Strategy Committee ("RECS")

2.5.1 Master Plan and Major Capital Projects Update

Ms. Rebecca Repa, Executive Vice President, Clinical Support & Performance, provided an update on the key strategic projects under the Master Plan and major capital projects, as pre-circulated in the meeting package. The following was noted:

- **Proton Therapy Facility:** Further delays in Stage 1 and Stage 2 submissions are anticipated. UHN determined that the best location will be within the south podium of the Elizabeth St. development. The Executive Steering Committee recommends the project be inclusive of high-energy particle therapies, i.e. carbon therapy, and proton therapy. Board discussion ensued and it was generally agreed upon that a proton facility is necessary if UHN is to maintain its role as a top cancer care centre.
- **Toronto Western New Patient Tower:** Value Stream Mapping for clinical programs was completed and Design Camps have commenced. RECS members are meeting in December to review this project in detail.
- **Risks:** Some projects are generally delayed due to escalation of market costs, design or quality concerns.

3.0 EDUCATION ITEMS

3.1 Enterprise Risk Management (ERM) at UHN

Mr. Marc Toppings, Vice President & Chief Legal Officer, provided an update on UHN's refreshed ERM approach, including an overview on a revised ERM framework, policy and risk appetite statements, as pre-circulated in the meeting package. The following was noted:

- **ERM refresh:** UHN has had a structured ERM process in place for many years. That process, per the Board's request, underwent a refresh starting in 2019, just prior to the pandemic. In October 2022, the Executive Leadership Forum ("**ELF**") approved an updated ERM Policy and an updated, iterative ERM Framework. The process for annual participation in HIROC's Risk Assessment Checklist program, which confers liability premium savings of 5% on UHN, was also formalized in the Framework.
- **Risk appetite statements:** ELF also approved UHN's revised risk appetite statements. These statements, with the exception of patient safety and quality, have been enlarged to account for the realities facing UHN as an innovative leader, researcher and educator in healthcare.
- **ERM reporting:** In lieu of a dedicated Risk Committee, ELF will receive biannual ERM reports or at such other times as determined necessary by the CEO. All Board Committees, with the exception of Governance & Nominating, will receive biannual ERM reports related to their respective areas of oversight, and the Board will continue to receive four ERM reports per year.

The Board expressed support for the ERM refresh and noted the comprehensive nature of the framework. Discussion ensued, and Management was asked to consider adding contextual statements to the framework, such as what is or is not under UHN's control. Additionally, Management was asked to consider metrics to evaluate the ongoing effectiveness of the ERM framework. Management noted that such considerations would be brought back to the Finance & Audit Committee at a subsequent meeting owing to its oversight function over ERM.

4.0 OTHER BUSINESS

4.1 In-Camera Meeting

The Board engaged in an in-camera session.

4.2 Next Meeting

The next meeting is scheduled for Wednesday February 15, 2023 at 12:00 PM.

4.3 Adjournment

There being no further business, the meeting was adjourned at 2:45 PM.



Brian Porter
Chair, Board of Trustees

November 16, 2022

Date

SCHEDULE A

Consent Agenda Resolutions

The following are resolutions passed as part of the Consent Agenda by the Governance & Nominating Committee at their meeting on November 16, 2022.

Topic	Resolutions
Minutes of Meetings September 28, 2022	<p><i>Whereas the UHN Board of Trustees has reviewed the minutes of its meeting taking place on September 28, 2022;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the minutes of its meeting taking place on September 28, 2022, as presented.</p>
Medical Staff Appointments <u>Attached hereto as Exhibit A</u>	<p><i>Whereas the Medical Advisory Committee has reviewed and approved certain medical/dental staff appointments at their meetings of October 6, 2022 and November 3, 2022, and recommends approval of same by the UHN Board of Trustees;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the medical/dental staff appointments, as presented.</p>
Q2 Financial Statements	<p><i>Whereas the Finance and Audit Committee has reviewed and approved the Financial Statements for the six months ended September 30, 2022 and recommends approval of same by the UHN Board of Trustees;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the Financial Statements for the six months ended September 30, 2022, as presented.</p>
External Audit Plan	<p><i>Whereas the Finance and Audit Committee has reviewed the 2022/23 External Audit Plan for UHN with Ernst & Young and recommends approval by the UHN Board of Trustees;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the 2022/23 External Audit Plan for UHN, as presented.</p>
Investment Transfers	<p><i>Whereas Management is proposing the transfer of \$180 M, via a Custodian, from UHN's BMO operating accounts to investment accounts held with certain approved investment managers;</i></p> <p><i>And whereas the transfer contemplates an allocation of funds based on purpose of funds and risk profile that aligns with the investment principles and goals;</i></p> <p><i>And whereas on the recommendation of the Investment and Financing Advisory Group, the Finance and Audit Committee has reviewed and approved the transfer, and recommends approval of same by the UHN Board of Trustees;</i></p> <p>Be it resolved that the UHN Board of Trustees approves the transfer of \$180 M, via a Custodian, from UHN BMO operating accounts to investment accounts held with Connor Clark & Lunn Investment Management, MFS Investment Management, and RBC Global Asset Management/PH&N.</p>
Investment Policy Amendments	<p><i>Whereas Management has conducted a review of the Investment Policy and proposes amendments with respect to borrowing to invest, lending of securities, and voting rights;</i></p>

Topic	Resolutions
	<p>And whereas, on the recommendation of the Investment and Financing Advisory Group, the Finance and Audit Committee has reviewed and approved the proposed amendments and recommends approval of same by the UHN Board of Trustees;</p> <p>Be it resolved that the UHN Board of Trustees approves the proposed amendments to UHN's Investment Policy, as presented.</p>
<p>Contract: LivaNova – Vagus Nerve Stimulator Products</p>	<p>Whereas the Finance and Audit Committee has reviewed and approved the non-competitive procurement of Vagus Nerve Stimulation Therapy from LivaNova Canada Inc. at a cost of [REDACTED] over 5 years, and recommends approval of same by the UHN Board of Trustees;</p> <p>Be it resolved that the UHN Board of Trustees approves the non-competitive procurement of Vagus Nerve Stimulation Therapy from LivaNova Canada Inc. at a cost of [REDACTED] over 5 years.</p>
<p>Contract: DIALOG – Design Consulting Services</p>	<p>Whereas the Finance and Audit Committee has reviewed and approved the procurement of DIALOG as the Design Consultant for the Toronto Western Hospital Tower at a cost of up to [REDACTED] over 6 years, and recommends approval of same by the UHN Board of Trustees;</p> <p>Be it resolved that the UHN Board of Trustees approves the procurement of DIALOG as the Design Consultant for the Toronto Western Hospital Tower at a cost of up to [REDACTED] over 6 years.</p>
<p>Research Committee Terms of Reference</p>	<p>Whereas the Research Committee has approved amendments to its Terms of Reference and recommends approval of same by the UHN Board of Trustees;</p> <p>Be it resolved that the UHN Board of Trustees approves the amended Terms of Reference of the Research Committee, as presented.</p>
<p>Affiliation Agreement with University of Toronto</p>	<p>Whereas Management and the TAHSN CEO table have approved the form of a new Affiliation Agreement ("2023 Agreement") with the University of Toronto;</p> <p>And whereas the Education Committee has approved UHN's entry into the 2023 Agreement with the University of Toronto, and recommends approval of same by the UHN Board of Trustees;</p> <p>Be it resolved that the UHN Board of Trustees approves UHN's entry into the 2023 Agreement with the University of Toronto.</p>