

**BOARD OF TRUSTEES MEETING**  
**Wednesday, September 16, 2020 at 2:00 p.m.**  
**Microsoft Teams Meeting**  
**Teleconference: 416-603-6338**  
**Conference ID: 726 291 337#**

**Elected Trustees (Voting)**

Brian Porter, Chair  
Ross Baker  
Todd Halpern  
Stu Kedwell  
Peter Menkes  
Lawrence Pentland  
Janet Rossant  
Shirlee Sharkey  
Peter Wallace  
Cornell Wright

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

Trevor Young  
Cheryl Regehr

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

Kevin Smith (Chief Executive Officer)  
Joy Richards (Chief Nursing Executive)  
Fei Fei Liu (Chair of the Medical Advisory Committee)  
Janice Fukakusa (Chair of the Princess Margaret Foundation Board)  
Raj Kothari (Chair of the Toronto General & Western Hospital Foundation Board)

**Regrets**

Dean Connor  
Barbara Stymiest  
Jaime Watt  
Mark Osten (President of the Medical Staff Association)

**Guests**

Marc Toppings, Vice President & Chief Legal Officer  
Islay McGlynn, Senior Vice President Scotia Bank

**Recording Secretary**

Grace Ivo

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

**1.0 Call to Order**

Mr. Brian Porter, Chair, called the meeting to order at 2:03 pm.

**1.1 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.

**1.2 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 – June 17, 2020 (pre and post)**

Pre-circulated for members' information were the minutes of the Board meetings held on June 17, 2020 (pre and post).

**2.2 Approval of Minutes and Embedded Motions**

**2.2.1 Governance and Nominating Committee (“GNC”)**

No minutes to approve.

**2.2.2 Research Committee**

Pre-circulated for members' information were the minutes of the Research Committee meetings held on May 19, June 8 and August 11, 2020.

**2.2.3 Human Resources Committee**

Pre-circulated for members' information were the minutes of the Human Resources Committee meeting held on August 10, 2020.

**2.2.4 Michener Education Committee**

Pre-circulated for members' information were the minutes of the Education Committee meetings held on May 14 and June 10, 2020

**2.2.5 Michener Board**

Pre-circulated for members' information were the minutes of the Michener Board meetings held on May 14, June 10, 2020 and the June 24, 2019 AGM minutes.

**2.2.6 Medical Advisory Committee (“MAC”)**

Pre-circulated for members' information and approval were the minutes of the MAC meetings held May 7, June 4 and July 2, 2020 Minutes; July 2 and September 3, 2020 Medical Staff Appointments; MAC Briefing Note

Dr. Fei Fei Liu, Chair of the MAC, provided an update to the Board on Virtual Care at UHN and Pandemic Pulse Employee Engagement Survey.

**BOARD MOTION**

***On a motion duly made, seconded and carried, the Board of Trustees approve all minutes and embedded motions on the consent agenda in section 2.0, 4.2 and 5.1***

**3.0 Chair's Report**

The Chair provided a verbal update to the Board of Trustees, and highlighted the following:

The Chair welcomed Mr. Mark Saunders to the Board as a newly elected Independent Trustee. Mr. Saunders recently retired as Chief of Police for Toronto Police Services, having served in that role from 2015 to 2020 and having worked with the Toronto Police for 35 years with assignments in several areas within the organization. The Board looks forward to the contributions Mr. Saunders will make.

The Chair also highlighted the work that has been done and is ongoing with respect to the Hospital's Clinical Transformation initiative, which leverages a new Health Information System ("HIS"). It was noted that both the IT Subcommittee and the Finance & Audit Committee of the Board had now reviewed and endorsed Management's proposed approach to HIS implementation. As a result of its September 8 meeting, the Finance & Audit Committee are recommending to the Board that UHN enter into a contract with Epic Systems Corporations ("Epic") for an HIS, subject to specific conditions outlined in the package. It was further noted that the Finance & Audit Committee is also recommending to the Board that it approve the HIS Financing Strategy, and specifically the execution of an agreement with the Ontario Financing Authority ("OFA").

Finally, the Chair advised the Board that he, Dr. Kevin Smith, President & CEO, and Mr. Marc Toppings, VP & Chief Legal Officer, met with Mayor John Tory and Mr. Chris Murray, City Manager, City of Toronto, on September 10 to discuss the social medicine initiative and the Hospital's properties in Parkdale. The City was fully engaged and supportive of the initiative. Board members were reminded that UHN is committed to leasing land to the City over the next 49 years for purposes of affordable housing for our high-needs service users.

**4.0 Chief Executive Officers' Report**

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

Dr. Kevin Smith, President and CEO, advised the Board the Ms. Diana Elder was now the Interim VP and Chief Human Resources Officer for the Hospital. Ms. Elder has over two decades of experience as a Human Resources professional and leader with successful implementation of strategies championing employee engagement and wellness – priorities for UHN.

Dr. Smith provided the following updates:

- Since March 2020, our microbiology laboratory, joint with Sinai Health System, has scaled up the volume of COVID-19 tests that are processed by a 20-fold increase. UHN completed more COVID-19 tests than any other single lab in the province and our laboratory has supported 24 hospitals, 15 long-term care facilities and 14 provincial Assessment Centres across the Province.
- Further to the Chair’s update, UHN and City of Toronto representatives, including Mr. Brian Porter, Board Chair, and Mayor John Tory, City of Toronto, met to discuss the Social Medicine Initiative. UHN’s Social Medicine Program is focused on integrating the social determinants of health care delivery to improve the quality of care for disadvantaged populations. By better partnering with community organizations, UHN is taking a more proactive approach to improving the health outcomes of our patients, families, and residents of Toronto at large.
- The Anti-Racism and Anti-Black racism policy and strategy are in final stages of development. We will also be working with partners in UHN’s Indigenous Advisory Circle on an Anti-Indigenous Racism strategy.
- Apple announced a collaboration with UHN, led by Dr. Heather Ross (Scientific Lead, Ted Rogers Centre for Heart Research at the Peter Munk Cardiac Centre). In two studies, to be launched soon, patients will test the new Apple Watch with respect to potential management of heart conditions, including review of identified metrics. We are one of three institutes Apple is partnering with – and the only Canadian partnering institute.
- The Sprott Department of Surgery Magazine was published. The inaugural publication highlights the incredible breadth of surgical work being done across UHN, the impact on patients’ lives, and the world-leading innovations needed to perform some of the most challenging operations.

#### **4.1 Enterprise Risk Management Update (“ERM”)**

Pre-circulated for members’ information was an ERM update. The purpose of this standing update is to highlight the Hospital’s top risk for the Board of Trustees. The Risk-In-Focus in the present update is COVID-19 Clinical Recovery Planning. The subject was taken as read.

#### **4.2 Mid-West Toronto’s Ontario Health Team Application**

Pre-circulated for members’ information was the Mid-West Toronto’s Ontario Health Team (“OHT”) Application. UHN is an active member of the developing mid-west Toronto OHT (“MWT-OHT”) and will be submitting a full application to become an approved OHT on September 18, 2020. If approved, the first year’s work of the OHT will commence in October.

As part of the full application, the Ministry of Health has asked that all organizations who intend to partner with the MWT-OHT provide Board Chair sign-off.

**BOARD MOTION**

*On a motion duly made, seconded and carried, the Board of Trustees approve in principle UHN's intention to collaborate as part of the MWT-OHT going forward, including pursuing sign-off for the MWT-OHT full application.*

**5.0 Quality & Safety Committee Report**

**5.1 Approval of Minutes & Embedded Motions**

Pre-circulated for members' information were the minutes of the Quality & Safety Committee meetings held on May 25 and June 22, 2020.

Dr. Ross Baker, Chair of the Quality and Safety Committee of the Board, provided an update on the work of the Committee during its meeting on June 22, 2020. Dr. Baker noted that the Committee has largely been focused on COVID-19's impacts to staff and physicians, virtual approaches to care, and potential impacts of a second wave.

Looking forward, with the clinical team transitioning to their core work following redeployment activities in support of the pandemic response, the focus of the Committee will turn again to root cause analyses, escalation of care/transition of care, and failure to recognize deteriorating patients.

**6.0 Finance Committee Chair Updates/Chief Financial Officer Report**

Pre-circulated for members' information were the Chief Financial Officer's Report and the minutes of the Finance and Audit Committee meetings held on June 9 and September 8, 2020; and Briefing Notes for Approval from the Committee's September 8, 2020 meeting.

**6.1 Approval of Minutes & Embedded Motions**

Ms. Darlene Dasent, VP & Chief Financial Officer, provided updates on the recommendations made at the September 8, 2020, Finance and Audit Committee meeting.

- Results for the three months ended on June 30, 2020 show a \$0.2 M deficit for UHN's consolidated operations. UHN has submitted for full reimbursement and accrued a receivable from the MOH as well as for federal funds for research grants; all pandemic costs estimated at \$132 M for Q1 will be fully funded by the government.
- Working capital and cash have eroded, but remain above minimum Local Health Integration Network ("LHIN") targets.
- The outlook for 2020/21 remains focused on achieving balanced operations and generating \$30 M margin target – contingent on full funding of COVID-19 costs and incremental beds from the Ministry of Health.
- A strategy has been developed to fund HIS with debt, philanthropic support via UHN's Foundations, and operating savings as follows: \$220 M of debt; \$105 M

from Foundations; and the remainder from operation savings to support a preliminary [REDACTED] HIS total cost of ownership over ten years.

- There is renewed focus on alternate lines of business and a strategic plan is being developed for Altum.
- Finance transformation continues with the recruitment for key vacant positions (Deputy CFO and Finance Director) in the final stages.

**Finance and Audit Committee recommendations from its September 8, 2020 meeting.**

- a) Minutes of Meeting held June 9, 2020

***Motion for Approval***

*That the Board of Trustees approve the minutes of the Finance and Audit Committee meeting held on June 9, 2020*

- b) HIS Renewal Project

***Motion for Approval***

*Whereas the Finance and Audit Committee support Management's recommended approach regarding HIS renewal and UHN entering into a contract with Epic Systems Corporation ("Epic") for an HIS at a cost not to exceed [REDACTED] subject to conditions further described below.*

*Now therefore, the Finance and Audit Committee, further to endorsement by the Information Technology Committee of the Board, recommends that the UHN Board of Trustees approve the following:*

- Management's recommended approach regarding HIS renewal; and*
- UHN entering into a contract with Epic Systems Corporation ("Epic") for an HIS at a cost not to exceed [REDACTED]*

*where both approvals are subject to final confirmation by Management that:*

- UHN's projected total cost of ownership over ten years relating to the Epic HIS does not exceed [REDACTED]*
- the terms and conditions in the final negotiated agreement as between Epic and UHN do not differ materially from those presented by Management; and*
- there will be regular and ongoing reporting regarding the HIS renewal and contract implementation with Epic to all relevant Board committees and to the full Board, as appropriate or required,*

*such confirmation to be provided to the Chair of the Information & Technology Committee, the Chair of the Finance and Audit Committee, the Chair of the Quality and Safety Committee, and the Chair of the UHN Board of Trustees.*

c) UHN Capitalization – HIS Financing Strategy

**Motion for Approval**

*The Finance and Audit Committee recommend to the Board of Trustees approve UHN to enter into a financing agreement with the Ontario Financing Authority pending negotiation of satisfactory terms.*

*If an agreement cannot be negotiated with the OFA, Management will proceed with the previously approved process of issuing a private placement debenture, as follows:*

*The Finance and Audit Committee recommend to the Board of Trustees the approval of:*

1. *That CIBC be selected as the Lead Manager and Bookrunner for the Offering;*
2. *That UHN use a Syndicate structured as follows;*

<i>Lead Manager &amp; Bookrunner</i>	<i>CIBC</i>
<i>Co-Manager</i>	<i>Scotiabank</i>
<i>Co-Manager</i>	<i>RBC</i>
<i>Co-Manager</i>	<i>BMO</i>

d) Noventa Energy – Wastewater Thermal Energy Project for TW

**Motion for Approval**

*That the Board of Trustees approve the contract and non-competitive procurement of Noventa Wastewater Thermal Energy Services Agreement for TW at [REDACTED] over 30 years.*

e) Temporary Signing Limit Increase for Procurement of Pandemic Supplies and Equipment

**Motion for Approval**

*That the Board of Trustees approve extending the temporary signing authority limit increase resolution to March 31, 2021.*

f) Signing Authorities and Delegations Policy Amendments

**Motion for Approval**

*That the Board of Trustees approve the Signing Authorities and Delegations Policy Amendment, as presented by Management.*

g) Banking and Investment Resolution Amendments

**Motion for Approval**

*That the Board of Trustees approve the amendments to the Bank of Montreal, BMO Harris Bank, Bank of Nova Scotia, BMO Nesbitt Burns, and Scotia Wealth Management banking resolutions, to add Ms. Diana Elder, Interim Vice President & Chief Human Resources Officer [REDACTED]*



- h) UHN Financial Statements for the Three Months Ended June 30, 2020  
**Motion for Approval**  
*That the Board of Trustees approve the Financial Statements for the Three Months Ended June 30, 2020.*
- i) Voyageur – Non-Emergency Patient Transfer Services  
**Motion for Approval**  
*That the Board of Trustees approve the non-competitive procurement of Voyageur Patient Transfer Services Inc. for the supply of Non-Emergent Patient Transfer (NEPT) services contract at the cost of [REDACTED] over 7 years.*

**BOARD MOTION**

***On a motion duly made, seconded and carried, the Board of Trustees approve all minutes and embedded motions in section 6.1***

**7.0 Education Session**

**7.1 Clinical Activity Recovery Planning**

Pre-circulated for members' information was an update on UHN's Clinical Activity Recovery Plan.

UHN has developed, and now started to implement, a clinical activity recovery strategy to enable a safe, ethical and measured approach to increase/decrease clinical activity as needed. UHN formed a Clinical Activity Recovery Team, sponsored by Dr. Fayez Quereshey, VP Clinical, to develop a robust strategy to support increasing clinical activity in alignment with the Province's approach. The clinical activity recovery plan has been reviewed and has support from clinical leaders including Dr. Joy Richards (Vice President Patient Experience & Chief of Health Professions), Dr. Shaf Keshavjee (Surgeon-in-Chief), and Dr. Ed Cole (Physician-in-Chief).

Recovery of procedural and surgical activity continues to be prioritized based on patient urgency, equity and key enablers. As of August 30, 2020, UHN had recovered to the following proportion of pre-pandemic activity: Ambulatory: 68%, Procedural: 86% and Surgical: 96%.

Significantly, it was noted that virtual care outpatient appointments have increased from 263/week pre-pandemic to approximately 6500/week at UHN. UHN has also launched its virtual care strategy: Access Care Everywhere.

**8.0 Other Business**

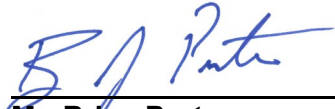
No other business



**9.0 Termination**

There being no further business, the meeting was terminated at 4:00 p.m.

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



---

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

---

September 16, 2020

**Date**