

MEETING OF THE BOARD OF DIRECTORS
SINAI HEALTH SYSTEM (“SHS”)
Wednesday, April 25, 2018
Mount Sinai Hospital, Executive Board Room 19-317
3:30 – 6:00 p.m.

Minutes

Present:

Mr. Brent Belzberg	Mr. Richard Pilosof
Ms. Paula Blackstien-Hirsch	Mr. Stephen Pustil
Mr. Jonathan Bloomberg*	Mr. Philip Reichmann
Mr. Lawrence Bloomberg	Ms. Heather Reisman
Mr. Peter Cohen	Mr. Joel Reitman
Mr. Harry Culham	Ms. Joanna Rotenberg
Mr. Lloyd Fogler	Mr. Robert Rubinoff
Mr. Bernard Ghert	Mr. Allan Rudolph
Mr. Ira Gluskin	Mr. Mark Saunders
Mr. Jay S. Hennick	Mr. Gerald Schwartz*
Mr. Andrew Hoffman	Mr. Howard Sokolowski
Mr. Tom Kornya*	Mr. Lawrence Tanenbaum
Ms. Jane Merkley	The Rt. Hon John Turner
Dr. Gary Newton	Mr. Mark Wiseman

Regrets:

Mr. David Cynamon	Mr. Kenneth Tanenbaum
Mr. Irving Gerstein	Mr. Edward Sonshine
Ms. Debbie Kimel	Mr. Charles Winograd
Mr. Joseph Lebovic	Dr. Ian Witterick
Dr. Mirek Otremba	Dr. Trevor Young

Also Present:

Dr. Chaim Bell	Mr. Raymond Lam
Ms. Susan Brown	Ms. Barbara McCully
Ms. Sandra Dietrich	Ms. Karen Michell
Mr. Gerry Dimnik	Ms. Therese Sauriol
Mr. Louis de Melo	Dr. Maureen Shandling
Ms. Melanie de Wit	Mr. Marc Toppings
Mr. Stephen Goldsmith	Mr. Darnell Williams
Ms. Lisha Hibbens	Ms. Kate Wilkinson
Mr. Michael Hollend*	Ms. Ros Whitby
Dr. Marnie Howe	Dr. Jim Woodgett
Dr. Tony Khouri	Ms. Lily Yang

Guests:

Dr. Samir Sinha
Ms. Rebecca Ramsden

Recorder: Ms. Aleks Metropolit

*via Teleconference

1.0 CALL TO ORDER

Mr. Brent Belzberg, Chair of the Board of Directors, called the meeting to order.

1.1 Quorum

Mr. Belzberg noted that a quorum was present and the meeting was duly constituted.

1.2 Declaration of Conflicts of Interest Arising from the Agenda

No Declarations of Conflicts of Interest were made.

1.3 Approval of Agenda

The agenda was approved as circulated.

2.0 APPROVALS

The previous meeting minutes of the Board of Directors of SHS from Monday, February 26, 2018 were pre-circulated. The following resolution was put forward and approved by the SHS Board of Directors:

Be it resolved that the Board of Directors of SHS approves the meeting minutes as circulated.

2.1 Board Committee Reports

Omnibus Motion Emanating from Board Committee Reports

Please refer to attached Board Committee Reports for context

Be it resolved that the Board of Directors accepts the recommendations of the following Committees of the Board and accordingly approves all of the following resolutions:

Resources Committee

1. H-SAA and M-SAA Approval

Motion #1: H-SAA Approval

Whereas the Toronto Central LHIN and SHS have been working together to set the performance, funding and accountability measures for the 2018/19 fiscal year, with the intention to enter into a new Hospital Service Accountability Agreement ("H-SAA") effective April 1, 2018;

And whereas the H-SAA template agreement has recently been revised by the LHINs in respect of the 2018-2019 funding year;

And whereas the SHS Board must approve the H-SAA prior to the LHIN flowing funds starting April 1, 2018;

Now therefore, subject to the completion by Management of all requisite legal diligence and confirmation that the H-SAA will not create any material legal risks or disadvantages to SHS other than as presented, such confirmation to be provided to the Board Chair;

Be it resolved that

- (i) the SHS Board of Directors approves the H-SAA and any two of the Board Chair, Treasurer, President and CEO, and EVP, Chief Nursing Executive and Chief Operating Officer, are hereby authorized to execute and deliver on behalf of the Corporation the 2018-2020 H-SAA in respect of the 2018-2019 funding year with such changes therein, or additions, deletions, alterations or amendments thereto as the persons signing may approve, such approval, and the fact that the H-SAA is authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution; and
- (ii) any of Board Chair, Treasurer, President and CEO, and EVP, Chief Nursing Executive and Chief Operating Officer is hereby authorized and directed on behalf of the Corporation, to do all such further and other acts to execute and deliver or cause to be executed and delivered on behalf of the Corporation, such further and other instruments, agreements, certificates, directions, acknowledgements, declarations, documents, undertakings and other writings as he or she may in his or her sole discretion approve or consider necessary or desirable to give effect to this resolution.

Motion #2: M-SAA Approval

Whereas the Toronto Central LHIN and SHS have been working together to enter into an amending Multi-Sector Accountability Agreement (M-SAA) effective April 1, 2018 (the "2014-2019 M-SAA Amending Agreement");

And whereas Management anticipates that the terms of the 2014-2019 M-SAA Amending Agreement will be substantially the same as the terms in the existing M-SAA agreement;

Now therefore, subject to the completion by Management of all requisite legal diligence and confirmation that the 2014-2019 M-SAA Amending Agreement will not create any material legal risks or disadvantages to SHS other than as presented, such confirmation to be provided to the Board Chair;

Be it resolved that

- (i) the SHS Board of Directors approves the 2014-2019 M-SAA Amending Agreement and any two of the Board Chair, Treasurer, President and CEO, and EVP, Chief Nursing Executive and Chief Operating Officer, are hereby authorized to execute and deliver on behalf of the Corporation that agreement with such changes therein, or additions, deletions, alterations or amendments thereto as the persons signing may approve, such approval, and the fact that such agreement is authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution; and
- (ii) any of Board Chair, Treasurer, President and CEO, and EVP, Chief Nursing Executive and Chief Operating Officer is hereby authorized and directed on behalf of the Corporation, to do all such further and other acts to execute and deliver or cause to be executed and delivered on behalf of the Corporation, such further and other instruments, agreements, certificates, directions, acknowledgements, declarations, documents, undertakings and other writings as he or she may in his or her sole discretion approve or consider necessary or desirable to give effect to this resolution.

Motion #1: Approval of Non-Competitive Procurement

Whereas the Resources Committee has reviewed the request for approval of a non-competitive procurement in respect of Physiological Monitoring Equipment (the "Equipment") for use in various departments throughout the Hospital;

And whereas Management has completed the requisite diligence to ensure the appropriateness and suitability of such non-competitive procurement;

And whereas Resources Committee approves, and recommends that the SHS Board of Directors approves the non-competitive procurement of the Equipment as presented;

Now therefore be it resolved that the SHS Board of Directors approves the non-competitive procurement of the Equipment as presented.

Motion #2: Approval of Contract

Whereas the Resources Committee has been presented with the business case regarding the purchase of the Equipment and the request by Management to approve a contract for the purchase of the Equipment;

Subject to confirmation that there are no material legal or business risks in the contract once prepared and no material changes to the business case as presented, and subject to confirmation that that the final negotiated incremental cost for the agreement does not exceed \$1.4M by more than 10%, such confirmation to be provided to the Committee's Co-Chairs by Management prior to execution;

And whereas the Resources Committee approves the Hospital entering into an agreement for the purchase of the Equipment and recommends that the SHS Board approve same;

Now therefore, be it resolved that the SHS Board of Directors approves the Hospital entering into an agreement for the purchase of the Equipment.

3. Contract: 9th Floor Infrastructure & HVAC Renewal

Whereas the Resources Committee has been presented with the business case regarding the replacement of the infrastructure (the "Infrastructure") and the request by Management to approve a contract for the replacement of the Infrastructure;

Subject to confirmation that there are no material legal or business risks in the contract once prepared and no material changes to the business case as presented, and subject to confirmation that that the final negotiated cost for the agreement does not exceed \$4.4M by more than 10%, such confirmation to be provided to the Committee's Co-Chairs by Management prior to execution;

And whereas the Resources Committee approves the Hospital entering into an agreement for the replacement of the Infrastructure and recommends that the SHS Board approve same;

Now therefore, be it resolved that SHS Board of Directors approves the Hospital entering into an agreement for the replacement of the Infrastructure.

4. Approval of Oversight Role of Human Resources Committee in CFO Recruitment

Whereas the Board of Directors has previously created a Human Resources Committee of the Board (the "**Committee**") that is tasked with, among other things, oversight over executive succession planning;

And whereas Sinai Health is presently engaged in active recruitment for a permanent Chief Financial Officer (the "**Recruitment**");

And whereas the Resources Committee and the Audit and Risk Committee have jointly approved and recommended that the Sinai Health Board of Directors approve the Committee, together with Board member Joanna Rotenberg, providing strategic oversight and guidance to Management with respect to the Recruitment, as appropriate;

Now therefore be it resolved that the Sinai Health Board of Directors accepts the recommendation as presented.

Audit and Risk Management Committee

1. Financial & Performance Results (YTD January 2018)

Whereas the Audit and Risk Management Committee recommends approval of the Financial Statements for the ten months ended January 28, 2018 by the SHS Board of Directors, as presented;

Be it resolved that the SHS Board of Directors approves the Financial Statements for the ten months ended January 28, 2018 as presented.

Medical Advisory Committee

1. Changes to Professional Staff:

Whereas the Medical Advisory Committee has completed a review of the changes to professional staff, new appointments, resignation, notice of death, and temporary privileges in accordance with the Professional Staff By-Law, and recommends SHS Board approval;

Be it resolved that the Board of Directors of SHS accepts the recommendation of the Medical Advisory Committee and accordingly approves the changes to professional staff, new appointments, resignation, notice of death, and temporary privileges recommended by the Medical Advisory Committee in accordance with the Professional Staff By-Law.

3.0 REPORTS

3.1 Chair's Report

Mr. Brent Belzberg, Chair of the Board, welcomed Directors to the fourth meeting of the year and introduced Mr. Bob Rubinoff as Board Champion for the Healthy Ageing and Geriatrics Program at Sinai Health. Mr. Belzberg also highlighted Sinai Health's recent successes in securing additional funding for beds at the Bridgepoint campus as well as bassinets in the neonatal intensive care unit at the Mount Sinai campus. Mr. Belzberg

noted that Sinai Health was recognized in the Ontario Budget under the theme of "Innovating in the Delivery of Health Care Services" with respect to the creation of the Ontario Fetal Centre ("OFC") and that the OFC, to be based at Mount Sinai in partnership with SickKids, will be the first of its kind in Canada. Mr. Belzberg also noted that the Hospital continues to attract top talent with recent additions to the Lunenfeld-Tanenbaum Research Institute (LTRI). The Board was advised that recruitment has begun for a permanent CFO and that the Board will have an oversight role in the recruitment process to support Management.

3.2 CEO's Report

Dr. Gary Newton, President and CEO, addressed the impressive advocacy efforts by Management that have resulted in clinical growth at both Hospital sites. Dr. Newton discussed the importance of current initiatives at the Hospital that continue the Hospital's evolution to a truly patient -- and caregiver -- centric organization and the important role leadership plays in that transition. Dr. Newton showcased geriatrics as an example of the success that can be achieved when the Board proactively identifies and supports Management with the prioritization of a particular area. Finally, Dr. Newton discussed the progress being made in the Phase 3A construction project and shared his excitement at showing Directors first-hand what the changes mean for staff and for patient care.

4.0 RESOURCES CONVERSATION

Ms. Sandra Dietrich, VP Performance, presented the financial dashboard to the Board highlighting the financial stewardship over all entities comprising Sinai Health. The Board was advised that Management anticipates ending the year in a balanced position and that a more fulsome report would come forward at a future meeting. As a result of recent leadership changes in the Finance Department at Sinai Health, Management has made arrangements to ensure business is not interrupted, year-end audit work continues unaffected, and appropriate signatories are in place. With respect to signatories, Mr. Marc Toppings, VP Legal and Corporate Governance & CLO, provided an overview on the motions being brought forward to update the bank and investment account signatories. The Board was advised that all processes and controls currently in place will remain unchanged. The Board approved Management's recommendations and the following motions were passed:

Approval of Sinai Health Signing Officers

Motions pertaining to Sinai Health Signing Officers are attached to these Minutes as Schedule "A".

Signing Authority for Monthly Service Payments to Plenary Group

Whereas Sinai Health is required to submit Monthly Service Payments ("MSPs") to Plenary Group per the terms of the Bridgepoint Hospital 30-year Project Agreement;

And whereas these payments exceed the signing authority of certain individuals pursuant to Board-approved policy;

And whereas the following individuals have delegated authority to execute such MSPs to Plenary Group:

- Dr. Gary Newton, President & CEO
- Dr. Maureen Shandling, EVP Academic & Medical Affairs

- Jane Merkley, EVP CNE & COO

And whereas Management recommends that the following additional individuals also be granted special signing authority to execute such MSPs to Plenary Group:

- Sandra Dietrich, VP Performance
- Susan Brown, VP Human Resources & CHRO

Be it resolved that the Board of Directors accepts Management's recommendation and grants special signing authority to any two of the following individuals, in conjunction, to execute the MSPs to Plenary Group:

- Dr. Gary Newton, President & CEO
- Dr. Maureen Shandling, EVP Academic & Medical Affairs
- Jane Merkley, EVP CNE & COO
- Sandra Dietrich, VP Performance
- Susan Brown, VP Human Resources & CHRO

Signing Authority for Sinking Fund Trust Agreement

Whereas Bridgepoint Hospital executed a Sinking Fund Trust Agreement (the "**Agreement**") with BMO Trust Company per the terms of the Bridgepoint Hospital Development Accountability Agreement ("**DAA**") with the Ministry of Health & Long Term Care;

And whereas the signing authorities for all purposes of this Agreement (the "**Authorized Persons**") need to be updated in accordance with Hospital leadership changes;

And whereas Management recommends that the following individuals be appointed as Authorized Persons for the purposes of the Agreement:

- Brent Belzberg
- Dr. Gary Newton
- Jane Merkley

Be it resolved that the Board of Directors accepts Management's recommendation and appoints the following individuals as Authorized Persons for the purposes of the Agreement:

- Brent Belzberg
- Dr. Gary Newton
- Jane Merkley

5.0 QUALITY CONVERSATION

Ms. Paula Blackstien-Hirsch, Chair of the Patient Safety and Quality Committee, introduced Ms. Lily Yang, Senior Director, Quality and Patient Experience, who led the Board in a discussion on the Hospital's continued efforts toward becoming a Caregiver Friendly Hospital. The Board was advised that the introduction of a new Family Presence Policy would eliminate visiting hours and allow families and non-remunerated caregivers to visit patients at all times throughout their hospitalization. The policy was created following a rigorous consultation process involving patients as well as staff and will be implemented at both campuses in stages beginning at Bridgepoint and moving to Mount Sinai in 2018/19.

6.0 STRATEGY CONVERSATION

Dr. Tony Khouri, Vice President, Facilities and Capital Development, introduced Mr. Darnell Williams, Director, Capital Development, who provided an update on the Phase 3A construction project. Progress on major milestones such as the Neonatal Follow-Up Clinic as well as the completion of the 20th floor in the Murray Tower were highlighted to the Board along with an update on the construction currently underway in the Emergency Department and adjoining driveway. Mr. Williams also led the Board on a tour of the newly completed space on the 20th floor. The Board was advised that the project remains on schedule and on budget.

7.0 BOARD DEVELOPMENT/PROGRAMMATIC UPDATE

Mr. Bob Rubinoff, Board Champion of the Healthy Ageing and Geriatrics Department, invited Dr. Samir Sinha, Director of Geriatrics, and Ms. Rebeca Ramsden, Nursing Unit Administrator, to update the Board on this important program. Dr. Sinha noted that elderly individuals now make up the majority of hospitalized patients but that hospitals often overlook the needs of this unique patient population. The Board was advised that Sinai Health has been globally recognized for the pioneering work being done in this field and is one of very few hospitals to have incorporated age-friendly principles not only within its physical space but also within its culture. Rebecca Ramsden highlighted for the Board the Acute Care for Elders (ACE) Medical Unit, a unit purpose-built to care for the most elderly and complex patients which serves as an exemplar of care both within the Hospital and world-wide. The Board was further advised that as the population of seniors continues to rise and the expected life expectancy increases, the need for research and planning in the field is greater than ever. The Board discussed the leadership roles played by Dr. Sinha and Ms. Ramsden, locally, provincially and federally, and how that participation and leadership has resulted in the Hospital's role as a leader in the field.

8.0 IN-CAMERA SESSION

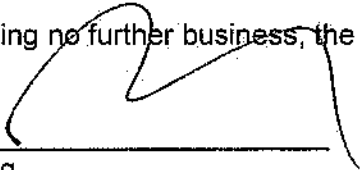
The Board met in-camera.

9.0 OTHER BUSINESS


No other business was brought forward.

10.0 ADJOURNMENT

There being no further business, the meeting adjourned at 6:00 p.m.



Brent Belzberg
Chair of the Board



Dr. Gary Newton
Secretary of the Board