

SINAI HEALTH SYSTEM
BOARD OF DIRECTORS
Tuesday, January 20, 2015
Executive Board Room, Administration Building
Bridgepoint Hospital
4:00 – 5:00 p.m.

Minutes

Present:

Mr. Jay Hennick, Chair	Ms. Jane Merkley
Mr. David Denison, Vice Chair	Dr. Mirek Otremba
Mr. Brent Belzberg	Mr. Stephen Pustil
Ms. Paula Blackstien-Hirsch	Mr. Philip Reichmann
Mr. Lawrence Bloomberg	Mr. Joel Reitman
Ms. Gail Cook-Bennett	Mr. Robert Rubinoff
Mr. Paul Gallagher	Mr. Allan Rudolph
Mr. Bernard Ghert	Mr. Mark Saunders
Mr. Ira Gluskin	Ms. Honey Sherman
Dr. Rita Kandel	Mr. Lawrence Tanenbaum
Ms. Debbie Kimel	The Rt. Hon. John Turner
Mr. David Leith	Dr. Trevor Young
Mr. Joseph Mapa	

Via Teleconference (Non-Voting):

Mr. Peter Cohen	Mr. Mark Wiseman
Mr. Charles Winograd	

Regrets:

The Hon. Linda Frum, Senator	Ms. Heather Reisman
Mr. Joseph Lebovic	Mr. Edward Sonshine

Also Present:

Mr. Kevin Goldthorp	Ms. Joan Sproul
Dr. Gary Newton	Dr. Ross Upshur
Dr. Maureen Shandling	Ms. Marian Walsh

1.0 Call to Order

Mr. Jay S. Hennick, Chair, called the meeting to order.

1.1 Quorum

The Chair 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 declared.

1.3 Approval of Agenda

The agenda was approved as circulated.

2.0 Motion to Appoint Officers of Sinai Health System Corporation

The following resolution was put forward by Mr. Joseph Mapa, President and CEO, and approved by the SHS Board:

Be it resolved that the SHS Board of Directors appoints the following Officers of the Corporation:

Jay S. Hennick, Chair
David Denison, Vice-Chair
Joseph Mapa, Secretary

3.0 Introduction and Welcome

3.1 Welcome from Chairs of Founding Organizations

Mr. Hennick welcomed the Members to the first meeting of the Sinai Health System (SHS) and noted that everyone involved in its creation should be proud of this achievement; two strong organizations with rich histories, including Circle of Care, joined forces to reach greater heights for patient care, academic excellence, research and innovation. Mr. Hennick continued by stating that in the rapidly changing healthcare environment, new models of care will be required to create better value and better health outcomes for patients. The mutual decision to become an integrated health system responded to this need and spoke volumes about the SHS leadership and the foresight of all the Members around this table.

Mr. Hennick noted that the SHS was fortunate to have Mr. Joseph Mapa, President and CEO, and Ms. Walsh, Associate CEO and Chief Transformation Officer, as the leaders of this institution.

Mr. Hennick outlined the Board structure, which includes five Board Committees. The Committees will play an important role in our governance structure going forward. The Board was informed that meetings with the Committee Co-Chairs to establish membership and create work plans and committee mandates were in progress. Each Committee report, which will include a summary of risk areas reviewed, will be pre-circulated to the Board Members for considered and efficient Board decision-making.

Mr. Hennick stated that SHS's success will also depend on a dynamic fundraising program to support its aspirations. This will be the responsibility of the proposed Sinai Health System Foundation and will be under the leadership Mr. Brent Belzberg. The Board is an integral part of this challenge and will work together with members of the Foundation Board and other lay leaders and volunteers to meet the fundraising goals.

Mr. Hennick next introduced the Mr. David Denison, Vice-Chair to the Board.

Mr. Denison noted that it was fitting to have the first meeting of the SHS Board at Bridgepoint Hospital in the historic Don Jail. Mr. Denison congratulated both founding institutions to their commitment from the outset to the transformational agenda which lead to this amalgamation. Both

organizations share values and unrelenting commitment to excellence, and on behalf of people who have been involved in Bridgepoint over the years, Mr. Denison stated that he was proud to be at this Board table focusing on the future of SHS.

3.2 CEO Statement and Introduction of Leadership Team

Mr. Mapa thanked Mr. Hennick and Mr. Denison, noted that their comments resonated with everyone, and thanked both for their leadership.

Mr. Mapa extended his personal thanks to all attendees for their continued commitment to the joint mission to build an integrated health system. As health sector leaders, they are challenged to think differently about health care delivery for the future. Mr. Mapa stated that he had never experienced a more challenging and yet inviting landscape, filled with creative opportunities for those who want to make a difference.

Mr. Mapa continued to say that it was clear that there was no single panacea to fix the health care system. If SHS does this well and meaningfully, it would stand as evidence that an integrated health care delivery system was one of the most effective ways to create better value and outcomes for patients, the community, and the health care system.

Mr. Mapa noted that the amalgamation was not specifically about joining two acute care hospitals, or two complex continuing care hospitals. Time will show that SHS will be the first hospital in the GTA to create an amalgamation that will serve as the premier model for the health sector, and that its true legacy will be in the execution of this idea. By serving patients along an expanded spectrum of care, especially with the dramatically increasing population with chronic and complex care requirements, the Hospital will address what is now fragmented patient experience, one of the fundamental challenges faced as a sector. By doing so, it will elevate standards of clinical care in a way that will benefit patients now and for future generations. Mr. Mapa also added that in taking this path, the Hospital's approach had already garnered significant interest and attention as the way forward as indicated by the interest shown by the Minister of Health.

This goal would be reached through good governance, a high performing leadership team, and cultural synergy. Most important is the willingness to embrace change. Ms. Walsh and Mr. Mapa have seen this at every level since their first conversation about amalgamation.

The legacy Boards are the best examples of this and everyone should be congratulated. Strong fiduciary Boards had the courage to invest their rich histories in a future that will lead by example across Canada and beyond.

Mr. Mapa stated that the SHS's vision is to be Canada's leader in integrated health care delivery, from healthy beginnings to healthy aging in the hospital and the community. This would include primary care, acute care, complex and rehab care, home care and other community-based services. The goal is to improve patient outcomes, the patient experience and ultimately, contribute to healthier populations. The vision will guide these efforts as everyone works together and has been the inspiration from the beginning.

Mr. Mapa next introduced the key executive leads, who will be paramount in the mapping of the organizational structure.

- Marian Walsh, Associate CEO and Chief Transformation Officer
- Joan Sproul, EVP, Finance and Chief Operations Officer

- Kevin Goldthorp, EVP, Advancement and Marketing and Foundation President
- Jane Merkley, EVP, Patient Care, Quality and Chief Nurse Executive
- Dr. Gary Newton, Chief Medical Strategy Officer and Chief, Department of Medicine
- Dr. Maureen Shandling, EVP, Academic & Clinical Affairs
- Dr. Jim Woodgett, Director of Research, Lunenfeld Tanenbaum Research Institute
- Dr. Ross Upshur, Director of Collaboratory for Research and Innovation, and Assistant Director of the Lunenfeld Tanenbaum Research Institute

Mr. Mapa concluded by saying that he was confident in the future of SHS and inspired by the challenge. While an extraordinary amount of work had been done to get to this point, the first Board meeting was a special moment for him, Ms. Walsh, Mr. Hennick and Mr. Denison.

3.3 Associate CEO and Chief Transformation Officer Report on Integration and Transformation Plan and Milestones

Ms. Marian Walsh, Associate CEO and Chief Transformation Officer, began her presentation by stating how delighted she was to be at the first meeting of the SHS Board. Ms. Walsh's presentation on Integration and Transformation, a copy of which is appended to the original minutes, focused on the mandate for the Office of Integration and Transformation. This Office will drive the operational integration of the two founding institutions, transform SHS to realize the vision of amalgamation; and meet the commitments included in the amalgamation terms which were made to government through the amalgamation approval process. Ms. Walsh identified four key categories of initial work, which included immediate post-amalgamation requirements, operationalizing Sinai Health System, integrating the organization, and launching priority transformation initiatives. Ms. Walsh also provided the Board with a high-level timeline of selected milestones, recognized the importance of moving quickly to confirm priorities, and articulated to the Board what they could expect to see in the future.

4.0 Motion to Appoint Co-Chairs of the Sinai Health System Committees

The following resolution was put forward by Mr. Hennick and approved by the SHS Board:

Be it resolved that the SHS Board of Directors appoints the Co-Chairs for the following Committees:

Audit and Risk Management Committee:

Paul Gallagher Bernard Ghert

Patient Safety and Quality Committee:

Paula Blackstien-Hirsch Mark Wiseman

Research Committee:

Gail Cook-Bennett Lawrence M. Tanenbaum

Resources Committee:

Peter F. Cohen Mark Saunders

Governance Committee:

David Denison Jay S. Hennick

5.0 Resolutions Arising from Amalgamation

The following resolution was put forward by Mr. Hennick and approved by the SHS Board:

Be it resolved that the SHS Board of Directors accepts and approves the following recommendations relating to the following items:

5.1 Professional Affairs

Be it resolved that the Board of Directors appoints the following professional staff and leadership:

5.1.1 Appointment of Chair and Vice-Chair of the Medical Advisory Council (MAC)

- Chair of the Medical Advisory Committee
 - ✓ Dr. Rita Kandel, Pathologist-in-Chief
- Vice-Chair of the Medical Advisory Committee
 - ✓ Dr. Jay Wunder, Surgeon-in-Chief

5.1.2 Appointment of Department Chiefs and Division Heads, copies of which are appended to the original minutes.

5.1.3 Appointment of two members of adequately represented SHS sites:

- Dr. John Goldsand, Medical Director, Hospital Services, Bridgepoint Active Healthcare
- Dr. Ignazio La Delfa, Bridgepoint Active Healthcare

5.1.4 Confirmation of Medical Staff Association (MSA) President, Vice-President and Secretary

- President: Dr. Mirek Otremba
- Vice-President: TBD
- Secretary: TBD

5.2 Appointment of External Auditors for SHS for Fiscal 2015

Whereas management recommends that the Board of Directors recommend member appointment of PwC as auditors for Sinai Health System (SHS) for the fiscal year ending March 31, 2015;

Be it resolved that the Board of Directors accepts the recommendation of management and recommends that the members of SHS appoint PwC as auditors for the fiscal year ending March 31, 2015.

5.3 Approval of Freedom of Information and Protection of Privacy Act (FIPPA) Delegation of Authority

Be it resolved that the Board of Directors approves the execution of the Delegation of Authority by the Chair of the Board, whereby legislated duties of the Chair set out in the *Freedom of Information and Protection of Privacy Act (FIPPA)* will be assigned to designated Hospital staff, as attached.

5.4 Adoption of Corporate and Professional Staff By-Laws

Be it resolved that the Board of Directors adopts the Corporate By-Laws and Professional Staff By-laws endorsed by both the Boards of Bridgepoint Hospital and Mount Sinai Hospital prior to the amalgamation as attached.

5.5 Report of the Chair of the Medical Advisory Council

Be it resolved that the Board of Directors accepts the recommendation of the Medical Advisory Council outlined in the Report.

6.0 Other Business

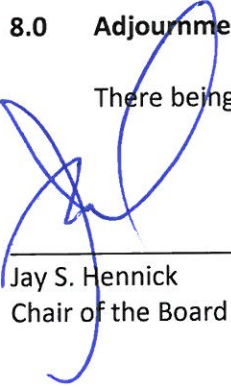
No other business was brought forward.

7.0 Date of Next Meeting


To be scheduled.

8.0 Adjournment

There being no further business, the meeting adjourned at 4:50 p.m.



Jay S. Hennick
Chair of the Board



Maureen Harpur
Corporate Assistant