

Sinai Health System

SINAI HEALTH SYSTEM
BOARD OF DIRECTORS
Tuesday, March 31, 2015
MSH Executive Board Room, 19-317
4:00 – 6:00 p.m.

Minutes

Present:

Mr. Jay Hennick, Chair
Mr. David Denison, Vice Chair
Ms. Paula Blackstien-Hirsch
Mr. Lawrence Bloomberg
Mr. Peter Cohen
Ms. Gail Cook-Bennett
Mr. Paul Gallagher
Mr. Ira Gluskin
Ms. Debbie Kimel
Mr. Joseph Mapa
Ms. Jane Merkley

Ms. Heather Reisman
Mr. Joel Reitman
Mr. Robert Rubinoff
Mr. Allan Rudolph
Mr. Mark Saunders
Ms. Honey Sherman
Mr. Edward Sonshine
Mr. Lawrence Tanenbaum
The Rt. Hon. John Turner
Mr. Charles Winograd
Mr. Mark Wiseman

Via Teleconference:

Mr. Bernard Ghert

Mr. Stephen Pustil

Regrets:

Mr. Brent Belzberg
The Hon. Linda Frum, Senator
Dr. Rita Kandel
Mr. Joseph Lebovic

Mr. David Leith
Dr. Mirek Otremba
Mr. Philip Reichmann
Dr. Trevor Young

Also Present:

Mr. George Georgiadis
Mr. Kevin Goldthorp
Ms. Rebecca Ho
Mr. Tony Khouri
Dr. Gary Newton
Mr. Jason Rutland

Dr. Maureen Shandling
Ms. Joan Sproul
Mr. Marc Toppings
Ms. Marian Walsh
Ms. Jordana Warner

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.

Sinai Health System

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 APPROVAL OF MINUTES

Tuesday, January 20, 2015

It was moved, seconded and unanimously carried:

That the Minutes of the Meeting of the Board of Directors held on Tuesday, January 20, 2015 be approved as pre-circulated.

3.0 OPENING COMMENTS

Mr. Hennick, Chair of the Board, welcomed the Board members to the meeting and outlined the meeting's agenda. Mr. Hennick noted that the integration of the former Mount Sinai and Bridgepoint Hospitals into the Sinai Health System ("SHS" or the "Hospital"), together with the voluntary affiliation with Circle of Care, continued to progress well, and that the Board Committees were actively engaged and focused on strategy and key initiatives.

4.0 SHS EXECUTIVE FINANCIAL OVERVIEW

Ms. Joan Sproul, EVP, CFO and COO, presented the SHS Executive Financial Overview, a copy of which is appended to the original minutes. The presentation provided the year-end forecast for Hospital operations, working capital indicators, impact of the Health System Funding Reform ("HSFR"), and the year-end forecast for the Lunenfeld-Tanenbaum Research Institute and capital redevelopment. SHS remains on track to end the year in a surplus position while meeting its accountability indicators with the Ministry and the LHIN.

Ms. Sproul informed the Board that the funding formula applied to the Hospital (*i.e.*, the Health-Based Allocation Methodology Funding or "HBAM") poses certain challenges to SHS. While there are inherent difficulties with the present funding formula, particularly with respect to the neonate population and the Women's and Infants' Program at SHS, there was discussion of the ongoing work by SHS leadership with the Ministry to address those identified issues.

5.0 CEO PERSPECTIVES ON STRATEGIC PATH AHEAD

Mr. Joseph Mapa, President and CEO, gave an overview of the strategic path ahead for SHS, a copy of which presentation is appended to the original minutes. That presentation highlighted key shared attributes of the SHS founding organizations; the changing health sector landscape; early momentum for SHS; and key strategic challenges. Mr. Mapa also presented the vision and the six strategic priorities for SHS over the upcoming five years.

Sinai Health System

Four specific themes were further discussed by the members of the Board:

1. Clinical quality and patient experience;
2. Greater patient/client involvement in care;
3. The need for guiding principles as the amalgamation moves forward, particularly with respect to potential partnerships and growth; and
4. Assessment of the structural integration model to determine if value for patients is actually improved.

The members of the Board were welcomed to further consider the preliminary strategic directions identified for SHS and to provide any additional comments and/or ideas.

6.0 INTEGRATION AND TRANSFORMATION ACHIEVEMENTS TO DATE AND NEXT STEPS

Ms. Marian Walsh, Associate CEO and Chief Transformation Officer, presented to the Board on the achievements to date with the integration and transformation of SHS. The integration for SHS continues to be successfully implemented, as demonstrated by the now unified Medical Advisory Committee and the transfer of Bridgepoint scientists and staff from The Bridgepoint Collaboratory for Research & Innovation to the Lunenfeld-Tanenbaum Research Institute. Ms. Walsh provided a status update on immediate post-amalgamation requirements and the process in place to identify priority transformation initiatives.

Ms. Walsh will present a roadmap outlining key priorities and anticipated next steps/milestones at the next Board meeting.

7.0 BOARD COMMITTEE REPORTS

The following resolutions of the various subcommittees of the Board of Directors were put forward at the meeting and approved by the Board of Directors:

✓ Audit and Risk Management Committee

The Report of the Audit and Risk Management Committee of the Board had been pre-circulated, a copy of which is appended to the original minutes. The Report was based on a meeting held on Tuesday, March 3, 2015.

❖ Terms of Reference

➤ **Whereas** Management and the Audit and Risk Management Committee have completed a review of the Committee's Terms of Reference;

- **Be it resolved** that the Board of Directors accepts the recommendation of the Audit and Risk Management Committee of the Board and accordingly approves the Terms of Reference for the Audit and Risk Management Committee.

❖ Financial Statements

➤ **Whereas** Management and the Audit and Risk Management Committee have completed a review of the Financial Statements for the Ten Months Ended January 31, 2015;

- **Be it resolved** that the Board of Directors accepts the recommendation of the Audit and Risk Management Committee of the Board and accordingly approves the Financial Statements for the Ten Months Ended January 31, 2015, as presented.

Sinai Health System

❖ External Audit Plans

- **Whereas** PwC LLP, the auditors appointed by the Members to conduct the financial statement audit for Sinai Health System, have presented a plan for the audit that addresses the critical aspects of environmental, financial and organizational risk at a fee that is acceptable for the work described;
- **Whereas** KPMG LLP, the public accountants appointed by the Members to conduct the financial statement audit for Bridgepoint Health and The Bridgepoint Collaboratory for Research & Innovation, have presented a plan for the audit that addresses the critical aspects of environmental, financial and organizational risk at a fee that is acceptable for the work described;
 - **Be it resolved** that the Board of Directors accepts the recommendation of the Audit and Risk Management Committee of the Board and accordingly approves the Fiscal 2015 audit plans for Sinai Health System and Bridgepoint Health and The Bridgepoint Collaboratory for Research & Innovation, as presented.

❖ Liability Insurance Policy Insurance – Harmonization of Site Policies

- **Whereas** Management and the Audit and Risk Management Committee have completed a review of Sinai Health System’s liability insurance policy with HIROC, including participation in the Claims Defence Fund Program;
 - 8.0 **Be it resolved** that the Board of Directors accepts the recommendation of the Audit and Risk Management Committee of the Board and accordingly approves Sinai Health System’s liability insurance policy with HIROC, including participation in the Claims Defence Fund Program.

✓ Medical Advisory Council

The Reports of the Medical Advisory Council had been pre-circulated, copies of which are appended to the original minutes. The Reports were based on meetings held on Tuesday, March 3, 2015 and Wednesday, February 4, 2015.

- **Whereas** the Medical Advisory Council has completed a review of the changes to the medical staff listed in the attached memoranda, in accordance with the Professional Staff By-Law;
 - **Be it resolved** that the Board of Directors accepts the changes to the medical staff recommended by the Medical Advisory Committee, listed in the attached memoranda, in accordance with the Professional Staff By-Law.

✓ Patient Safety and Quality Committee

The Report of the Patient Safety and Quality Committee of the Board had been pre-circulated, a copy of which is appended to the original minutes. That Report was based on a meeting held on Wednesday, March 11, 2015.

❖ Terms of Reference and Work Plan

- **Whereas** Management and the Patient Safety and Quality Committee of the Board have completed a review of the Committee’s Terms of Reference and Work Plan;
 - **Be it resolved** that the Board of Directors accepts the recommendation of the Patient Safety and Quality Committee of the Board and accordingly approves the Terms of Reference and Work Plan for the Patient Safety and Quality Committee of the Board.

Sinai Health System

- ❖ 2015/16 Quality Improvement Plan (“QIP”) Submission for Sinai Health System
 - **Whereas** Management and the Patient Safety and Quality Committee of the Board have completed a review of the 2015/16 Quality Improvement Plan;
 - **Be it resolved** that the Board of Directors accepts the recommendation of the Patient Safety and Quality Committee of the Board and accordingly approves the 2015/16 Quality Improvement Plan.

- ✓ Research Committee

The Report of the Research Committee of the Board had been pre-circulated, a copy of which is appended to the original minutes. The Report was based on a meeting held on Friday, March 20, 2015.

- ❖ Terms of Reference
 - **Whereas** Management and the Research Committee have completed a review of the Research Committee’s Terms of Reference;
 - **Be it resolved** that the Board of Directors accepts the recommendation of the Research Committee of the Board and accordingly approves the Terms of Reference for the Research Committee.

- ✓ Resources Committee

The Report of the Resources Committee of the Board had been pre-circulated, a copy of which is appended to the original minutes. The Report was based on a meeting held on Tuesday, March 3, 2015.

- ❖ Terms of Reference
 - **Whereas** Management and the Resources Committee have completed a review of the Resources Committee’s Terms of Reference;
 - **Be it resolved** that the Board of Directors accepts the recommendation of the Resources Committee of the Board and accordingly approves the Terms of Reference for the Resources Committee.
- ❖ F2016 Hospital Service Accountability Agreement (“H-SAA”)
 - **Whereas** the TC-LHIN has indicated an intention to enter into a new H-SAA agreement with Sinai Health System effective April 1, 2015;
 - **Be it resolved** that the Board of Directors accepts the recommendation of the Resources Committee of the Board and accordingly delegates authority to the Board Chair and/or the President and CEO to execute the F2016 H-SAA agreement, provided it is based on substantially the same terms as the existing H-SAA funding agreements.
- ❖ Integrated Robotics System for High Content Screening
 - **Whereas** Management and the Resources Committee have reviewed the purchase of the integrated robotics system from ThermoFisher Scientific;
 - **Be it resolved** that the Board of Directors accepts the recommendation of the Resources Committee of the Board and accordingly approves the purchase of the integrated robotics system from ThermoFisher Scientific as presented.

Sinai Health System

❖ Travel for Treatment

- **Whereas** Management and the Resources Committee have completed a review of maintaining the existing Travel for Treatment insurance coverage as it relates to internal patients receiving treatment for humanitarian purposes, subject to ongoing review should there be a change in scope of the hospital's internal patient program;
 - **Be it resolved** that the Board of Directors accepts the recommendation of the Resources Committee of the Board and accordingly approves maintaining existing insurance coverage as it relates to international patients receiving treatment for humanitarian purposes, subject to ongoing review should there be a change in scope of the hospital's international patient program.

8.0 CONSENT AGENDA ITEMS

8.1 BMO Credit Agreement Amendment

- **Whereas** the Resources Committee has recommended that the Board of Directors (i) approve the existing borrowings and liabilities contemplated by the amended and restated credit agreement dated February 27, 2014 between Bridgepoint Hospital, Bridgepoint Health and Bank of Montreal, as amended (the "**Existing Agreement**") and the amendment and restatement of the Existing Agreement as appropriate in light of the recent amalgamation of Bridgepoint Hospital and Mount Sinai Hospital, and (ii) authorize management to execute all commitment letters, credit agreements, promissory notes and other agreements and documents required by Bank of Montreal in connection therewith once negotiations with Bank of Montreal are finalized;
 - **Be it resolved** that:
 1. The entering into, execution and delivery by Sinai Health System of an amended and restated credit agreement with Bank of Montreal and all other agreements and documents required by Bank of Montreal in connection therewith (collectively the "**Loan Documents**"), the borrowing by Sinai Health System pursuant to the credit facilities provided thereby and the performance by Sinai Health System of all obligations contemplated thereby are hereby approved.
 2. Any two of the Chief Executive Officer, Executive Vice-Presidents or Vice-Presidents of Sinai Health System (collectively, the "**Authorized Signatories**") are hereby authorized and directed, for and on behalf of Sinai Health System, to execute and deliver the Loan Documents in such form as they in their discretion may approve provided that the loan terms are similar to the terms of the Existing Agreement (their approval of any Loan Documents to be conclusively evidenced by their execution and delivery of same).
 3. Sinai Health System and each of the Authorized Signatories are hereby authorized and directed, for and on behalf of Sinai Health System, to do and to perform, or cause to be done or performed, any and all acts and things as such person may determine to be necessary or advisable in order to carry out the purposes and intent of these resolutions.

8.2 One Month Extension of Privileges for Former Bridgepoint Hospital Professional Staff*

- **Whereas** the Medical Advisory Committee ("**MAC**") recommends to the Board of Directors that the one month extension of existing appointments for former Bridgepoint Hospital Professional Staff be approved.
 - **Be it resolved** that the Board of Directors accepts the recommendation of the MAC and accordingly approves that the individuals listed in the attached document be reappointed to the Sinai Health System from June 1, 2015 to July 1, 2015 on the same terms and

Sinai Health System

conditions and to the same category of Professional Staff and with the same privileges they held from June 1, 2014 – May 31, 2015.

ADDITIONAL AGENDA ITEMS

Mr. Mapa introduced Mr. Marc Toppings, General Counsel and Corporate Secretary, who presented on the rationale for holding Special Meetings of, respectively, the Members and Directors for each of Bridgepoint Health and The Bridgepoint Collaboratory for Research & Innovation. The meeting of the SHS Board of Directors was briefly adjourned to hold those Special Meetings.

9.0 IN-CAMERA

The Board met in-camera.

10.0 OTHER BUSINESS

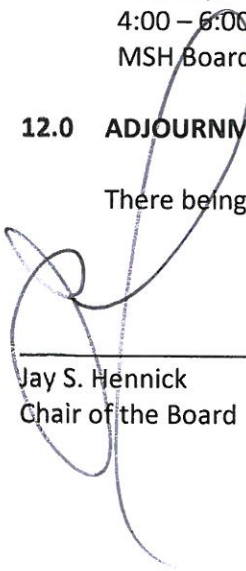
No other business was brought forward.

11.0 DATE OF NEXT MEETING – BOARD AND ANNUAL GENERAL MEETING


- Tuesday, June 16, 2015
4:00 – 6:00 pm
MSH Board Room, 600 University Avenue, 19th Floor, Room 317

12.0 ADJOURNMENT

There being no further business, the meeting adjourned at 6:30 p.m.



Jay S. Hennick
Chair of the Board



Maureen Harpur
Corporate Assistant

