

MEETING OF THE BOARD OF DIRECTORS
SINAI HEALTH SYSTEM (“SHS”)
Tuesday, October 24, 2017
Bridgepoint Hospital Executive Boardroom A2.47A
3:30 – 6:00 p.m.

Minutes

Present:

Mr. Brent Belzberg	Mr. Stephen Pustil
Ms. Paula Blackstien-Hirsch	Mr. Philip Reichmann
Mr. Jonathan Bloomberg	Ms. Heather Reisman*
Mr. Lawrence Bloomberg	Ms. Joanna Rotenberg*
Mr. Peter Cohen*	Mr. Robert Rubinoff
Mr. David Cynamon	Mr. Mark Saunders
Mr. Lloyd Fogler	Mr. Howard Sokolowski
Mr. Irving Gerstein	Mr. Kenneth Tanenbaum
Mr. Ira Gluskin	Mr. Lawrence Tanenbaum
Mr. Jay S. Hennick	Mr. Charles Winograd
Mr. Andrew Hoffman	Mr. Mark Wiseman*
Ms. Debbie Kimel	Dr. Trevor Young
Mr. Tom Kornya*	*via Teleconference
Mr. Joseph Lebovic	

Regrets:

Mr. Harry Culham	Mr. Gerald Schwartz
Mr. Bernard Ghert	Ms. Honey Sherman
Mr. Richard Pilosof	Mr. Edward Sonshine
Mr. Joel Reitman	The Rt. Hon John Turner
Mr. Allan Rudolph	

Also Present:

Ms. Susan Brown	Ms. Jane Merkley
Mr. Terry Caputo	Dr. Gary Newton
Mr. Gerry Dimnik	Mr. Jason Rutland
Mr. Louis de Melo	Dr. Maureen Shandling
Dr. Tony Khouri	Mr. Marc Toppings
Ms. Carey Lucki	Dr. Ian Witterick
Ms. Barbara McCully	Dr. Jim Woodgett
Ms. Karen Michell	

Recorder: Ms. Aleks Metropolit

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 IN-CAMERA SESSION

The Board met in-camera.

3.0 CONSENT AGENDA ITEMS

The previous meeting minutes of the Board of Directors of SHS from Tuesday, June 20, 2017 and Thursday, September 14, 2017, were pre-circulated, a copy of which is appended to the original minutes. 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.

3.1 Omnibus Motion Emanating from Board Committee Reports

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:

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.

Patient Safety and Quality Committee

1. Terms of Reference:

Whereas the Committee approved the revised Patient Safety and Quality Committee terms of reference (the "Terms of Reference") and recommends the SHS Board of Directors do same;

Be it resolved that the Board of SHS approves the Terms of Reference, as presented.

Human Resources Committee

1. Terms of Reference:

Whereas the Committee approved the Human Resources Committee terms of reference (the "Terms of Reference") and recommends the SHS Board of Directors do same;

Be it resolved that the Board of SHS approves the Terms of Reference, as presented.

2. Senior Leadership Incentive Plan – Fiscal 2018:

Whereas the Human Resources Committee has approved the Senior Leadership Incentive Plan—Fiscal 2018 and recommends the SHS Board of Directors do same;

Be it resolved that the Board of SHS approves the Senior Leadership Incentive Plan—Fiscal 2018, as presented.

Audit and Risk Management Committee

1. Terms of Reference and 2017/18 Work Plan:

Whereas the Audit & Risk Management Committee recommends that the Board of Directors of Sinai Health System approves updated Committee terms of reference (the "Revised Terms of Reference") to align with the Committee's evolving mandate in accordance with best corporate governance practices;

Be it resolved that the SHS Board of Directors approve the Revised Terms of Reference, as presented.

2. Financial & Performance Updates (period ending August 31, 2017):

Whereas the Audit and Risk Management Committee has reviewed the Financial Statements for the Five Months Ended August 31, 2017 and recommends approval by the Board of Directors of Sinai Health System

Be it resolved that the SHS Board of Directors approves the Financial Statements for the Five Months Ended August 31, 2017, as presented.

Governance Committee

1. 2017/18 Work Plan & Meeting Dates:

Be it resolved that the SHS Board of Directors approves the Governance Committee 2017/18 Work Plan, as presented.

2. Board Meeting Format and Work Plan 2017/18:

Whereas the Governance Committee has reviewed the annual board work plan and meeting agendas in respect of 2017-18, as presented by Management (collectively, the "Work Plan");

Be it resolved that the SHS Board of Directors approves the Work Plan as presented.

3. Committee Overview:

Human Resources Committee

Whereas Sinai Health's By-Law No. 2 contemplates that the Sinai Health Board may establish committees from time to time in addition to standing committees;

And whereas, pursuant to By-Law No. 2, it is deemed desirable and in the best interests of Sinai Health that the following action be taken by the Directors;

Be it resolved that the SHS Board of Directors approves the following as recommended by the Governance Committee:

- A Human Resources Committee ("Committee") of the Board be established;
- The newly formed Committee shall report directly to the SHS Board;
- The Chair of the newly formed Committee will be Brent Belzberg;
- The initial membership of the Committee is proposed to consist of the following individuals, final confirmation to be at the discretion of the Committee Chair:
 - Brent Belzberg (Chair)
 - Peter Cohen
 - Tom Kornya

Development Subcommittee

Whereas Sinai Health's By-Law No. 2 contemplates that the Sinai Health Board may establish committees from time to time in addition to standing committees;

And whereas, pursuant to By-Law No. 2, it is deemed desirable and in the best interests of Sinai Health that the following action be taken by the Directors;

Be it resolved that the SHS Board of Directors approves the following as recommended by the Governance Committee:

- A Development Subcommittee ("Subcommittee") of the Board be established;
- The newly formed Subcommittee shall report directly to the Resources Committee of the SHS Board;
- The Chair of the newly formed Subcommittee will be Andrew Hoffman;
- The initial membership of the Subcommittee is proposed to consist of the following individuals, final confirmation to be at the discretion of the SHS Board:
 - Andrew Hoffman (Chair)
 - Peter Cohen
 - Stephen Diamond
 - Gerry Schwartz
 - Howard Sokolowski
 - Ken Tanenbaum
 - Lawrence Tanenbaum

Appointment of SHS Board Committee Chairs, Co-Chairs and Members

Whereas the Corporation's By-Law No.2 contemplates that the SHS Board will have standing committees and may establish additional committees from time to time;

And whereas, pursuant to By-Law No.2 of SHS, it is deemed desirable and in the best interests of the Corporation that the following action be taken by the Directors of the Corporation;

Be it resolved that the SHS Board of Directors approves the SHS Board Committee Chairs, Co-Chairs and members as per the attached Committee overview for the following Committees, as recommended by the Governance Committee:

- Audit and Risk Management Committee
- Governance Committee
- Patient Safety & Quality Committee
- Research Committee
- Resources Committee
- Government Relations Committee
- Human Resources Committee
- Operational Effectiveness and Technology Subcommittee
- Development Subcommittee
- Buildings and Property Subcommittee
- Business Innovation & Development Subcommittee
- Investment Subcommittee

Resources Committee

1. Terms of Reference:

Whereas the Committee has approved the updated Committee terms of reference (the "Revised Terms of Reference") to align with the Committee's evolving mandate in accordance with best corporate governance practices and recommends approval of same by the SHS Board of Directors;

Be it resolved that SHS Board of Directors approves the Revised Terms of Reference as presented.

2. 2017/18 Work Plan and Meeting Dates:

Be it resolved that the SHS Board of Directors approves the 2017/18 Work Plan, as presented and approved by the Committee.

3. Capital Budget Allowance:

Whereas Management recommends additional capital expenditures up to \$5.9M for 2017/18 and has confirmed the resources available to fund these expenditures;

And whereas the Resources Committee has approved up to \$5.9M in additional capital expenditures for 2017/18 and recommends approval of same by the SHS Board of Directors;

Be it resolved that the SHS Board of Directors approves up to \$5.9M in additional capital expenditures as recommended.

4. Perioperative Clinical Information System - Approval of Contract and Non-Competitive Procurement:

Approval of Non-Competitive Procurement

Whereas the Resources Committee has reviewed the request for approval of a non-competitive procurement in respect of a Perioperative Clinical Information System ("System") for use in perioperative services at Mount Sinai Hospital;

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

And whereas the Board is required to approve such non-competitive procurement;

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

Approval of Contract

Whereas the Operational Effectiveness & Technology Subcommittee, Patient Safety and Quality Committee and Resources Committee have reviewed the business case regarding the purchase of a Perioperative Clinical Information System ("System"), as presented by Management, and recommends that the SHS Board of Directors approve same as well as a contract for the purchase of the System;

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 the final negotiated cost for the agreement does not exceed \$7.3M by more than 10%;

Now therefore, be it resolved that the SHS Board of Directors approves (a) the business case as presented, and (b) the Hospital entering into an agreement for the purchase of the System.

Business Innovation and Development

1. Terms of Reference:

Whereas the Resources Committee has approved the revised Terms of Reference for the Business Innovation & Development Subcommittee (the "Subcommittee") as recommended by the Subcommittee and recommends approval of same by the SHS Board of Directors;

Be it resolved that the SHS Board of Directors accepts the revised Terms of Reference, as presented.

4.0 REPORTS

4.1 Chair's Report

Mr. Brent Belzberg, Chair of the Board, welcomed Directors to the first meeting of the year and congratulated everyone present on achieving Accreditation with Exemplary Standing. Mr. Belzberg welcomed the new Directors and continued by introducing the new approach to Board meetings and Director engagement which were discussed in greater detail at a later point in the agenda. Mr. Belzberg also noted the creation of new Committees of the Board, namely Human Resources and Development. Finally, Mr. Belzberg advised the Board that SHS was recognized by the Ontario Hospital Association with an award in governance related to the governance oversight over the amalgamation process.

4.2 CEO's Report

Dr. Gary Newton, President and CEO, summarized his first year as leader and the achievements made by all. Dr. Newton introduced the new leaders within the organization. Dr. Newton spoke of the growth and opportunities within SHS and relayed its unique positioning within the healthcare system. Dr. Newton concluded his remarks by touching on overall performance and direction for the future.

5.0 BOARD DEVELOPMENT / PROGRAMMATIC UPDATE

The Board discussed the recommendation of the Governance Committee to move to Board format which prioritizes discussion and greater Board involvement in the process leading to decision-making. The Board meeting format for the next two years will consist of programmatic updates which will provide the Board comprehensive overviews of SHS' clinical programs and greater Director involvement in the form of championship. In addition, the Board discussed its agendas for the upcoming years which follow a set format of conversations focusing on strategy, quality and resources while allowing for additional topics as required.

6.0 STRATEGY CONVERSTATION

Dr. Gary Newton led the Board through a conversation on strategy. Dr. Newton advised the Board that the mission, vision and values, as well as the four strategic priorities which were created at the time of amalgamation, are being revisited to be more actionable and authentic. Management's goal is to articulate priorities more specifically and the Board will be engaged throughout the process. It is the intent that the new mission, vision and values shall be reflective of Sinai Health's achievements and direction of future growth.

7.0 QUALITY CONVERSATION

Ms. Paula Blackstien-Hirsch, Chair of the Patient Safety and Quality Committee of the Board, led Directors through a conversation on quality focused on organizational enablers for performance excellence. Ms. Blackstien-Hirsch informed the Board of the Committee's work to develop a framework and presented strategies on changing culture within organizations. The Board discussed the fact that Sinai Health is investing in its people and leaders to ensure quality is embedded at all levels of the organization and becomes an integral part of the culture.

8.0 RESOURCES CONVERSATION

Mr. Jason Rutland, VP Finance & Support Services, presented the financial dashboard to the Board highlighting the financial stewardship covering all entities which comprise Sinai Health. Mr. Rutland emphasized the importance of multi-year planning and outlined the fact that Management is working closely with Sinai Health Foundation in achieving long-term goals.

9.0 GOVERNANCE / RISK UPDATE

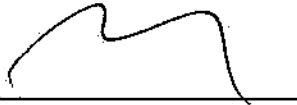
Due to the fulsome conversation on the preceding topics, the Board agreed to bring forward the insurance presentation at a subsequent meeting.

10.0 OTHER BUSINESS

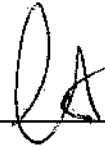
No other business was brought forward.

11.0 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