

MEETING OF THE BOARD OF DIRECTORS
SINAI HEALTH SYSTEM (“SHS”)
Monday, February 26, 2018
Mount Sinai Hospital, Executive Board Room 19-317
3:30 – 6:00 p.m.

Minutes

Present:

Mr. Brent Belzberg	Dr. Gary Newton
Ms. Paula Blackstien-Hirsch	Mr. Richard Pilosof
Mr. Jonathan Bloomberg	Mr. Stephen Pustil*
Mr. Lawrence Bloomberg	Mr. Robert Rubinoff*
Mr. Peter Cohen*	Mr. Allan Rudolph
Mr. Harry Culham	Mr. Mark Saunders
Mr. David Cynamon	Mr. Gerald Schwartz*
Mr. Lloyd Fogler	Mr. Howard Sokolowski
Mr. Bernard Ghert*	Mr. Kenneth Tanenbaum
Mr. Ira Gluskin	Mr. Lawrence Tanenbaum
Mr. Andrew Hoffman	Mr. Charles Winograd*
Ms. Debbie Kimel	Mr. Mark Wiseman
Mr. Tom Kornya	Dr. Trevor Young
Ms. Jane Merkley	

*via Teleconference

Regrets:

Mr. Irving Gerstein	Mr. Philip Reichmann
Mr. Jay S. Hennick	Ms. Joanna Rotenberg
Mr. Joseph Lebovic	Mr. Edward Sonshine
Dr. Mirek Otremba	The Rt. Hon John Turner
Ms. Heather Reisman	Dr. Ian Witterick
Mr. Joel Reitman	

Also Present:

Dr. Chaim Bell	Ms. Barbara McCully
Ms. Susan Brown	Ms. Karen Michell
Mr. Terry Caputo	Dr. Howard Ovens
Ms. Sandra Chiu	Ms. Bryna Rabishaw
Ms. Sandra Dietrich	Dr. Maureen Shandling
Mr. Gerry Dimnik	Ms. Joan Sproul
Mr. Louis de Melo	Mr. Marc Toppings
Ms. Melanie de Wit	Ms. Kate Wilkinson
Mr. Stephen Goldsmith	Dr. Jim Woodgett
Mr. Michael Hollend	Ms. Lily Yang
Ms. Carey Lucki	

Guests:

Dr. Bjug Borgundvaag	Dr. Don Melady
Dr. David Dushenski	Ms. Shelley McLeod
Dr. Brittany Ellis	Dr. Aaron Orkin
Dr. Anton Helman	Dr. Catherine Varner

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 REPORTS

2.1 Chair's Report

Mr. Brent Belzberg, Chair of the Board, welcomed Directors to the third meeting of the year and introduced Mr. Gerry Schwartz as Board Champion for the Emergency Department and the Schwartz/Reisman Emergency Medicine Institute (SREMI). Mr. Belzberg also highlighted Sinai Health's continued system-level impact and leadership by advising Directors of Sinai Health's ongoing efforts to confirm funding for the creation of an Ontario Fetal Centre. Mr. Belzberg emphasized the importance in philanthropy and provided Directors with an update on Sinai Health Foundation's accomplishments acknowledging Mr. Louis de Melo's progress to date. Mr. Belzberg introduced two new or updated committees of the board, namely Strategy and External Relations Committee as well as Academic Leadership Committee. These committees will help ensure appropriate oversight regarding the Hospital's system-level leadership and partnership opportunities for the Hospital as well the Hospital's talent recruitment activities.

2.2 CEO's Report

Dr. Gary Newton, President and CEO, discussed the importance of Sinai Health prioritizing participation and leadership in the broader health care sector. He noted that the Board's strategy discussion would focus on the Hospital's strategic affiliate, Circle of Care, and its opportunities and challenges. Further to the focus on sector leadership, several recent appointments were highlighted by Dr. Newton, including Dr. Matthew Morgan, General Internist, to the role of VP Clinical at the Toronto Central LHIN; Ms. Susan Blacker, Senior Director of Cancer Planning and Performance, to the role of Provincial Palliative Care Clinical Co-Lead for the Ontario Palliative Care Network; and Dr. Maureen Shandling, EVP Medical Affairs, to the role of Vice Chair, The Royal College of Physicians and Surgeons of Canada, Committee on Specialties. Dr. Newton further advised that he had recently accepted the position of Chair of the Toronto Academic Health Sciences Network (TAHSN). Dr. Newton congratulated these leaders and noted that such appointments allow Sinai Health to contribute to improving health care at local, provincial, and national levels. Dr. Newton introduced Ms. Sandra Dietrich, who has been newly appointed VP Performance at Sinai Health. Ms. Dietrich has made significant and

many contributions to the Hospital throughout her tenure and Dr. Newton welcomed her to her new role.

3.0 QUALITY CONVERSATION

Ms. Paula Blackstien-Hirsch, Chair of the Patient Safety and Quality Committee, introduced Ms. Kate Wilkinson, VP of Quality and Clinical Programs, and Ms. Lily Yang, Senior Director, Quality and Patient Experience, who led the Board in a discussion on the Hospital's Quality Improvement Plan (QIP). The Board was advised that the QIP is diligently prepared under the oversight of the Patient Safety & Quality Committee and outlines focused quality targets and actions to advance the Hospital's overall goal of achieving its quality aims. Ms. Wilkinson and Ms. Yang referenced the QIP submission which was made available in the package and led the Board through an in-depth discussion on one specific aspect of the QIP, namely the quality aim of zero falls with serious injury or death. Ms. Yang highlighted recent projects, including the installation of smart cell flooring and patient monitoring services, both of which have led to a decrease in critical incidents and contributed toward the Hospital's goal of achieving this particular aim. The Board approved the QIP submission as per the Patient Safety and Quality Committee's recommendation.

4.0 STRATEGY CONVERSATION

Mr. Allan Rudolph, Chair of the Board of Circle of Care and Director of Sinai Health, introduced Ms. Carey Lucki, CEO, Circle of Care and VP, Sinai Health System, who provided the Board with an overview of Circle of Care's history, governance and business operations including funding and metrics. The Board was advised of the external factors influencing home and community care and reviewed Circle of Care's recent growth in this sector. Ms. Lucki also spoke about the organization's strategic areas of focus: Quality Care, Operational Excellence, Partnerships, and Growth and Innovation as well as its strengths and unique attributes. The Board engaged in a thorough discussion on the opportunities and challenges facing the organization.

5.0 RESOURCES CONVERSATION

Ms. Joan Sproul, EVP Finance (CFO) and Chief Administrative Officer, presented the financial dashboard to the Board highlighting the financial stewardship over all entities comprising Sinai Health. An update on the long-term cash flow model was deferred to a subsequent meeting of the Board. The Board was advised that Management is working closely with Sinai Health Foundation in achieving long-term goals and a more fulsome report would come forward at a future Resources Discussion.

6.0 APPROVALS

The previous meeting minutes of the Board of Directors of SHS from Monday, December 11, 2017 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.

6.2 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:

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.

Resources Committee

1. 2017/18 Grants Request

Whereas the 2017/18 Sinai Health System (SHS) grant requests include:

- i. a request of Bridgepoint Foundation up to a maximum of \$1.0M for: Building Restricted (\$0.87M), Other Restricted – Capital (\$0.03M), and Other Restricted – Operating (\$0.10M);
- ii. a request of SHS Foundation up to a maximum of \$22.6M for: LTRI - Operating (\$9.1M), Renew Sinai Restricted (\$9.9M); and Other Restricted – Capital (\$1.4M) and Other Restricted – Operating (\$2.2M);
- iii. a request of Bridgepoint Health up to a maximum of \$0.6M for Debt Service;

And whereas the Resources Committee has reviewed those 2017/18 grant requests and recommends approval of same by the SHS Board of Directors;

Be it resolved that the SHS Board of Directors approves the 2017/18 grant requests totaling \$23.6M and the 2017/18 grant requests totaling \$0.6M as recommended by the Resources Committee of the Board.

2. Financial & Performance Results (YTD November 2017)

Whereas the Resources Committee approves the Financial Statements for the Eight Months Ended November 30, 2017 and recommends approval of same by the Board of Sinai Health System;

Be it resolved that the Board of Directors of Sinai Health System approves the Financial Statements for the Eight Months Ended November 30, 2017 as presented.

3. 2018/19 Sinai Health System Operating Budget

Whereas the Resources Committee has reviewed the financial inputs and assumptions for the 2018/19 Operating Budget for Sinai Health System and recommends approval of same by the Sinai Health System Board of Directors;

Be it resolved that Sinai Health System Board of Directors approves the financial inputs and assumptions for the 2018/19 Operating Budget.

4. Closed Loop Medication System

Whereas:

- A. The Operational Effectiveness and Technology Subcommittee has reviewed and approved in principle a major project related to the implementation of a fully electronic closed loop medication system, as presented by Management (the "**Project**");
- B. The Project is designed to increase the overall safety, efficiency and accountability of the medication management process at Sinai Health and aligns with direction from the Ministry of Health and Long-Term Care;
- C. Management's review of the Project includes a preliminary estimate of capital and operating costs of approximately \$32.3M over the Project's six-year implementation cycle, which amount includes a 20% contingency;
- D. The Project has been included as part of the Hospital's approved 10-year capital plan;
- E. Management is ready to commence the competitive procurement process necessary to implement the Project; and
- F. The Resources Committee has approved Management proceeding with the Project, as presented and the Project budget as estimated, and recommends that the Sinai Health Board approve same, subject to Management bringing forward the following to the Operational Effectiveness and Technology Subcommittee and/or the Resources Committee, as applicable or required:
 - (i) any material changes/updates to the Project as presented, over the course of its implementation cycle;
 - (ii) any request for approval to use the identified contingency should such use be necessary; and
 - (iii) the final contract(s) for approval following completion of the competitive procurement process to confirm no material legal or business risks in the contract(s).

Be it resolved that, subject to the criteria outlined above, the Sinai Health System Board of Directors approves the Project, as presented and the Project budget as estimated.

5. Telephony Network Equipment

Approval of Non-Competitive Procurement - CISCO

Whereas the Resources Committee approved a non-competitive procurement in respect of telephone network equipment (the "**Equipment**") for the Mount Sinai Hospital campus of SHS;

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 Sinai Health System Board of Directors approves Management proceed with the Project as specified by the Resources Committee.

Approval of Contract - CISCO

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;

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 \$4.0M by more than 10%, such confirmation to be provided to the Committee's Co-Chairs by Management prior to execution;

Now therefore, be it resolved that Sinai Health System Board of Directors approves Management proceed with the Project as specified by the Resources Committee.

6. Investment Subcommittee

Terms of Reference

Whereas the Resources Committee approves the revised terms of reference for the Investment Subcommittee, as presented, and recommends approval of same by the SHS Board of Directors;

Be it resolved that the Sinai Health System Board of Directors approves the revised terms of reference as presented.

Investment Advisor

Whereas Management and the Investment Subcommittee ("Committee") have decided to engage the services of an investment advisor to support investment decision-making activities of the Committee;

And whereas, pursuant to the recommendation of the Committee and Management, the Resources Committee approves the selection of Goldman Sachs as investment advisor and recommends approval of same by the SHS Board of Directors;

Be it resolved that SHS Board of Directors approves the selection of Goldman Sachs as investment advisor as presented.

Investment Policy Statement

Whereas the *Trustee Act* requires that charities delegating investment decision-making have in place an applicable investment policy;

And whereas the Investment Subcommittee ("Committee") has reviewed the revised Investment Policy Statement ("IPS") as recommended and presented by Management and

has, subject to confirmation by Management that all requisite legal diligence has been completed, such confirmation to be provided to the Chair of the Committee, approve such IPS and recommended that the Resources Committee approve same;

And whereas the Resources Committee of Sinai Health has approved the IPS as presented by the Committee and recommends approval of same by the SHS Board of Directors;

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

7. Business Innovation & Development Subcommittee

Transfer of Rexall Management Agreement to The Sinai Trust 2017

Whereas:

- A. Management of SHS has considered the desirability of transferring the agreement dated July 23, 2008 as between Sinai Health System (successor in interest to Mount Sinai Hospital) and Rexall/Pharma Plus Pharmacies Ltd. (successor in interest to Pharmx Rexall Drugs Stores Ltd.), as amended by the first amendment dated January 23, 2011, the second amendment dated April 1, 2014, and extended by the parties via the option letter dated August 31, 2017 (collectively the "Rexall Agreement") to The Sinai Trust 2017 (the "Trust") (the "Transfer");
- B. The SHS Business Innovation & Development Subcommittee (the "Subcommittee") has reviewed and approved the Transfer and its underlying business case as presented by Management;
- C. The Resources Committee has reviewed and approved the Transfer and recommends that the SHS Board of Directors approve same, subject to:
 - (i) the completion by Management of all requisite legal diligence and confirmation that the Transfer will not create any material legal risks or disadvantages other than as presented; and
 - (ii) the receipt of all third party consents to complete the Transfer (including the consents of the Trust as may be required);

Now therefore be it resolved that, subject to the confirmation by Management of the completion of all identified conditions listed above, such confirmation to be provided to the Subcommittee co-Chairs once ready, the SHS Board of Directors approves the Transfer as presented.

Purchase of iTP Biomedica Shares

Whereas:

- A. iTP Biomedica is a company which owns proprietary platform technology developed at the Lunenfeld-Tanenbaum Research Institute in collaboration with Mount Sinai Services;
- B. Management of SHS has considered the desirability of investing \$225,000 in a convertible debenture, with interest at fair market value and a discount upon conversion to equity, in iTP Biomedica (the "Investment");

C. The SHS Business Innovation & Development Subcommittee (the "Subcommittee") has reviewed the Investment and the underlying business case as presented by Management and approved same;

D. The Resources Committee has reviewed and approved the Investment and recommends that the SHS Board of Directors approve same, subject to:

(i) the completion by Management of all requisite legal diligence and confirmation that the Investment will not create any material legal risks or disadvantages other than as presented; and

(ii) the receipt of all requisite approvals of third parties, if any (e.g. other shareholders of ITP Biomedica);

Now therefore be it resolved that, subject to the confirmation by Management of the completion of all identified conditions listed above, such confirmation to be provided to the Subcommittee co-Chairs once ready, the SHS Board of Directors approves the Investment as presented.

Governance Committee

1. Academic Leadership Committee

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

And whereas, pursuant to By-Law No. 2 of SHS, the Governance Committee of the Board approves the following and recommends that the SHS Board of Directors approve same;

Be it resolved that the SHS Board of Directors approves the following:

- An Academic Leadership Committee of the Board be established;
- The Chair of the Academic Leadership Committee will be Brent Belzberg;
- The core membership of the Academic Leadership Committee is proposed to consist of the following individuals, final confirmation to be at the discretion of the Academic Leadership Committee Chair:
 - Brent Belzberg (Chair)
 - Larry Tanenbaum
 - Charles Winograd
 - Dr. Rita Kandel
- In addition to the core membership, the Chair of the Academic Leadership Committee may invite individuals to assist the Committee based on subject matter expertise and/or area under review.

2. Strategy and External Relations Committee

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

And whereas, pursuant to By-Law No. 2 of SHS, a Government Relations Committee of the Board was created (the "Committee");

And whereas it is now desirable to change the name of the Committee to reflect its evolving mandate and to increase its membership;

And whereas, pursuant to By-Law No. 2 of SHS, the Governance Committee of the Board approves the following and recommends that the SHS Board of Directors approve same:

Be it resolved that the SHS Board of Directors approves the following:

1. The Committee is renamed the Strategy and External Relations Committee;
2. The Chair of the Strategy and External Relations Committee will be Brent Belzberg;
3. The core membership of the Strategy and External Relations Committee is proposed to consist of the following individuals, final confirmation to be at the discretion of the Strategy and External Relations Committee Chair:
 - Brent Belzberg (Chair)
 - Lawrence Bloomberg
 - Linda Frum
 - Alan Hibben
 - Tom Kierans
 - Heather Reisman
 - Joel Reitman
 - Joanna Rotenberg
 - Kenneth Tanenbaum
 - Lawrence Tanenbaum
 - Mark Wiseman

Patient Safety & Quality Committee

Submission to Health Quality Ontario

Whereas the Patient Safety and Quality Committee of the Board has reviewed the Quality Improvement Plan 2018/19 (the "QIP 2018/19") as prepared by Management in accordance with the Excellent Care of All Act, 2010, and as presented to the Committee;

Whereas the Patient Safety and Quality Committee recommends approval of the QIP 2018/19 by the SHS Board;

Be it resolved that the SHS Board accepts the recommendation of the Patient Safety and Quality Committee and accordingly approves the QIP 2018/19.

7.0 BOARD DEVELOPMENT/PROGRAMMATIC UPDATE

Mr. Gerald Schwartz, Board Champion of the Emergency Department and Schwartz/Reisman Emergency Medicine Institute (SREMI), invited Dr. David Dushenski, Chief of Emergency Medicine, to lead the Board through a comprehensive overview of this important clinical program. Dr. Dushenski led the Board in a discussion on the evolution of Emergency Medicine as a discipline, Sinai Health's leadership and advocacy efforts in the development of this field, and the realities and challenges associated with running an urban emergency department. Clinical leaders Dr. Bjug Borgundvaag, Director of SREMI, gave an in-depth overview of the

Institute, including the makeup and contributions of its International Advisory Board and how that Institute can serve as an exemplar for other departments. Dr. Borgundvaag also spoke to the significant contributions SREMI has made to research in emergency medicine. Dr. Don Melady, Care of the Elderly Lead at SREMI, presented to the Board the program's unique standing as leader in Geriatric Emergency Medicine.

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