



MEETING OF THE BOARD OF DIRECTORS OF
SINAI HEALTH SYSTEM (“Sinai Health”)

Thursday, December 3, 2020
3:30 pm to 5:00 pm via Zoom

Minutes

Present:

Brent Belzberg
Dr. Erin Bearss
Paula Blackstien-Hirsch
Jonathan Bloomberg
Lawrence Bloomberg
Peter Cohen
David Cynamon
Lloyd S.D. Fogler, QC
Bernard Ghert
Ira Gluskin
Maxine Granovsky Gluskin
Jay Hennick
Andrew Hoffman
Debbie Kimel
Tom Kornya
Joseph Lebovic
Jane Merkley

Dr. Gary Newton
Richard Pilosof
Stephen Pustil
Philip Reichmann
Joel Reitman
Joanna Rotenberg
Robert A. Rubinoff
Allan Rudolph
Mark Saunders
Howard Sokolowski
Edward Sonshine
Kenneth Tanenbaum
Lawrence Tanenbaum
Charles Winograd
Mark D. Wiseman
Dr. L. Trevor Young

Regrets:

Harry Culham
Irving Gerstein
Heather Reisman

Gerald Schwartz
Dr. Jay Wunder

Also Present:

Louis de Melo
Ross DeBoni
Barbara McCully
Karen Hurlburt
Carey Lucki

Dr. Howard Ovens
Dee Perera
Dr. Maureen Shandling
Kate Wilkinson
Dr. Jim Woodgett

Guests:

Dr. Jennie Johnstone

Susan Davis

Recorder: Aja Dykes

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. Belzberg's final Chair's Report was included in the Board Meeting materials previously circulated. He chose to share some parting thoughts during the final portion of the meeting.

2.1.1. Annual Declaration and Consent

The Declaration and Consent Form is an annual governance requirement for all Directors and Board Committee members. This year, the form will be circulated to complete and return electronically.

2.1.2. Accreditation Governance Instrument

Sinai Health will be undergoing the first of a four-year Accreditation sequential survey on June 21-22, 2021. In preparation, the Board has been asked to complete the Governance Functioning Tool. Results will be used to evaluate the Board's functioning and identify areas for improvement to be addressed prior to the on-site survey. A reference guide prepared by Management will accompany the survey link to provide evidence of Sinai Health's compliance with the governance standards and Required Organizational Practices.

Both governance items will be sent via email with a completion date of December 18, 2020 and Mr. Belzberg encouraged prompt and fulsome participation.

2.2. CEO's Report

The CEO's Report, including a COVID-19 update, was combined with items 5 and 6.

3.0 APPROVALS

3.1. Consent Agenda Items

3.1.1. Previous Meeting Minutes: Thursday, October 8, 2020

a) Sinai Health System

Whereas the Sinai Health System Board of Directors has reviewed the meeting Minutes from Thursday, October 8, 2020;

Be it resolved that the Sinai Health System Board of Directors approves the meeting Minutes from Thursday, October 8, 2020, as circulated.

3.1.2. Board Committee Reports and Omnibus Motion

Omnibus Motion Emanating from Board Committee Reports

The Board passed an omnibus motion to approve resolutions emanating from the Board Committee Reports:

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

Audit and Risk Management Committee – November 10, 2020

2020/21 Work Plan

Whereas the Audit and Risk Management Committee approves the 2020/21 Work Plan, as presented and recommends approval by the Boards of Directors of Sinai Health and Bridgepoint Health;

Be it resolved that the Boards of Directors of Sinai Health and Bridgepoint Health approve the 2020/21 Work Plan, as presented.

External Audit Planning Report – PwC

Whereas PwC LLP, the auditors and public accountants appointed by the members to conduct the financial statement audits for Sinai Health and Bridgepoint Health, have presented their proposed Audit Plan and proposed fees for the fiscal year ending March 31, 2021;

And whereas the Audit and Risk Management Committee recommends approval by the Boards of Directors of Sinai Health and Bridgepoint Health of the Audit Plan and fees;

Be it resolved that the Boards of Directors of Sinai Health and Bridgepoint Health approve the Audit Plan and fees as presented.

Financial & Performance Update (YTD September 2020)

Whereas the Audit and Risk Management Committee approves the Financial Statements for the six months ended September 30, 2020 and recommends that the Boards of Directors of Sinai Health and Bridgepoint Health approve same;

Be it resolved that the Boards of Directors of Sinai Health and Bridgepoint Health approve the Financial Statements for the six months ended September 30, 2020.

Governance Committee – November 27, 2020

Terms of Reference

Whereas Management has recommended that the Governance Committee approve updated Committee Terms of Reference (the “Revised Terms of Reference”) in accordance with best corporate governance practices;

And whereas the Committee approves the Revised Terms of Reference as presented and recommends approval of same by the Sinai Health Board of Directors;

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

2020/21 Work Plan

Whereas the Governance Committee has reviewed the annual work plan in respect of 2020/21, as presented by Management (collectively, the “Work Plan”);

And whereas the Governance Committee approves the Work Plan as presented and recommends approval of same by the Sinai Health Board of Directors;

Be it resolved that the Sinai Health Board of Directors approves the 2020/21 Work Plan as presented.

Human Resources Committee – November 16, 2020

Whereas in May 2020, the Patient Safety & Quality Committee (“PSQC”) of the Board recommended the deferral of the development of the 2020/21 Senior Leadership Incentive Plan to September 2020, in large part due to the COVID-19 pandemic and resource prioritization;

And whereas the PSQC reviewed the Senior Leadership Incentive Plan – Fiscal 2020/21, as prepared and presented by Management, and recommended to the Human Resources Committee (“HRC”) that such Incentive Plan be reviewed and recommended by the HRC for approval to and by the Sinai Health Board of Directors;

And whereas the HRC has reviewed and considered such Incentive Plan;

And whereas the HRC recommends such Incentive Plan for approval by the Sinai Health Board of Directors;

Be it resolved that the Sinai Health Board of Directors approves the 2020/21 Senior Leadership Incentive Plan as presented.

Medical Advisory Committee – October 7, 2020

Whereas the Medical Advisory Committee has completed a review of the changes to professional staff, new appointments, change of status and temporary privileges in accordance with the Professional Staff By-Law, and recommends approval by Sinai Health's Board of Directors;

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

Medical Advisory Committee – November 3, 2020

Whereas the Medical Advisory Committee has completed a review of the changes to professional staff, new appointments, change of status and temporary privileges in accordance with the Professional Staff By-Law, and recommends approval by Sinai Health's Board of Directors;

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

Patient Safety & Quality Committee – September 9, 2020 and November 9, 2020

Whereas the Patient Safety and Quality Committee of the Board has reviewed the 2020/21 Patient Safety and Quality Committee of the Board Work Plan (COVID-19 Modified) as prepared and presented to the Committee;

And whereas the Committee approves the 2020/21 Patient Safety and Quality Committee of the Board Work Plan (COVID-19 Modified) and recommends approval by the Sinai Health Board of Directors;

Be it resolved that the Sinai Health Board of Directors approves the 2020/21 Work Plan as presented.

Research Committee – November 5, 2020

Whereas the Chair of the Research Committee has reviewed the 2020/21 Work Plan, as presented and recommends approval by Board of Directors of Sinai Health;

Be it resolved that the Board of Directors of Sinai Health approve the 2020/21 Work Plan, as presented.

Resources Committee – November 10, 2020

2020/21 Work Plan

Whereas the Resources Committee approves the 2020/21 Work Plan, as presented and recommends approval by the Boards of Directors of Sinai Health and Bridgepoint Health;

Be it resolved that the Boards of Directors of Sinai Health and Bridgepoint Health approve the 2020/21 Work Plan, as presented.

2020/21 Grant Requests

Whereas the Resources Committee has reviewed the request for approval of the Sinai Health 2020/21 grant requests;

And whereas the 2020/21 Sinai Health grant requests include:

- i. A request of Sinai Health Foundation up to a maximum of \$36.0M for:
 - a. LTRI - Operating (\$13.7M);
 - b. LTRI - Operating, Restricted (\$6.8M);
 - c. LTRI - Capital, Restricted (\$0.2M);
 - d. Renew Sinai*, Restricted (\$8.0M);
 - e. Capital - Restricted (\$2.0M) and;
 - f. Operating - Restricted (\$5.3M);
- ii. A request of Bridgepoint Foundation up to a maximum of \$1.3M for:
 - a. Building Restricted (\$0.9M);
 - b. Capital - Restricted (\$0.1M) and;
 - c. Operating - Restricted (\$0.3M);
- iii. A request of Bridgepoint Health up to a maximum of \$0.8M for Debt Service;

And whereas the Resources Committee recommends approval of the 2020/21 grant requests by the Board of Directors of Sinai Health System totaling \$37.3M, and by the Boards of Directors of Bridgepoint Health and Sinai Health System totaling \$0.8M;

Be it resolved that The Boards of Directors of Bridgepoint Health and Sinai Health System approve the 2020/21 grant requests as presented.

Contract/Procurement Review & Approvals

- Surgical Robot

Approval of Agreement

Whereas the Resources Committee has reviewed the request for approval of agreements for the purchase of the Surgical Robot System;

And whereas the Board is required to approve such agreements;

And whereas the Resources Committee approves and recommends to the Sinai Health Board of Directors to approve, the award of an agreement for the supply of the Surgical Robot System as presented;

Now therefore be it resolved that the Sinai Health Board of Directors approve the award of an agreement for the supply of the Surgical Robot System, as presented.

- Contrast Media

Approval of Non-Competitive Procurement

Whereas the Resources Committee has reviewed the request for approval of a non-competitive procurement in respect of Contrast Media Supply Contract Extension;

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

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

Now therefore be it resolved that the Resources Committee recommends to the Sinai Health Board of Directors to approve the non-competitive procurement of the Services, as presented;

Now therefore be it resolved that the Sinai Health Board of Directors approves the non-competitive procurement of the Services, as presented.

- Closed Loop Construction Program

Approval of Increase to Total Contract Value

Whereas the Resource Committee has been presented with a request by Management to approve an increase of \$570,000 to the total contract value of the existing Construction Management Services and Construction agreement with Brown Daniels Associates, Inc. (BDA) to perform the necessary renovations required to support the Closed Loop Medication System project;

Subject to confirmation that the final negotiated cost for the Construction Management Services and Construction contract with Brown Daniels Associates, Inc. does not exceed \$3,170,000;

And whereas the Resources Committee recommend that the SH Board of Directors approve the Hospital updating the existing agreement for Construction Management Services and Construction;

Therefore be it resolved that the Sinai Health Board of Directors approves the Hospital updating the existing agreement for Construction Management Services and Construction, as presented.

4.0 BOARD DEVELOPMENT / EDUCATION SESSION

4.1. COVID-19 Update – Spotlight on Research

Dr. Jim Woodgett, Director of Research, LTRI provided a spotlight on the significant research at LTRI related to COVID-19.

LTRI essentially shut down on-site research operations in mid-March 2020, but began to safely restart in early April. It now operates at 60% occupancy with employees time-shifting and working from home.

The briefing note previously circulated lists ongoing projects supported by over \$15M in grants and awards. Dr. Woodgett highlighted two notable projects:

- 1) The swab test is the current gold standard for diagnosis of COVID-19. Microbiology can run 17,000 tests per day using multiple machines and a team of 50. Dr. Jeff Wrana is developing a COVID-19 testing method that could run 50,000 tests on one instrument, run by one person, and at a third of the cost of the swab test. He is working with Dr. Rita Kandel and the Business Development team towards obtaining Health Canada approval. This technology can also be configured to run 500 tests of 1000 different viruses and may be applied in surveillance mode for emerging pathogens in the future.
- 2) The development of vaccines to generate immunity from the virus is exciting. In April 2020, Dr. Anne-Claude Gingras developed a simple blood test that detects antibodies to the viral proteins in blood. This is more sensitive and selective than commercial tests, cheap, and highly scalable. Her team is now the Canadian go-to lab running tests for the National Microbiology Lab in Winnipeg, Canadian Blood Services, several clinical trials, and the national survey for seroprevalence (to determine the number of Canadians who have had COVID). She is also communicating with the World Health Organization and working with the Canadian Immunity Task Force to measure vaccine response and persistence of immunity. Through her work, we know that most people who have been infected with the virus have protection for at least four (4) months and it is expected that vaccination will last a lot longer.

LTRI is also continuing research into other diseases and competing for funding and was approved for \$20M of cutting edge research equipment last month.

Mr. Belzberg encouraged the Board to continue to invest in LTRI to ensure its sustainability and productivity for decades to come.

5.0 QUALITY CONVERSATION

5.1. Focus on Long-Term Care Home Support

This was addressed within item 6.

6.0 STRATEGY CONVERSATION

6.1. CEO Commentary on Systemic Evolution and Response to the Pandemic

Drs. Newton and Johnstone provided a situational update on the COVID-19 pandemic. Wave 2 continues and the GTA hospitals are now part of an IMS structure. The GTA Hospital IMS is a single regional decision-making body with the authority to: monitor hospital critical capacity needs across the region in real time; respond to capacity issues; move patients to and from hospitals; and engage the system to redirect resources as needed to preserve system integrity. The authority of the IMS applies

to all acute and non-acute beds in all hospitals that are part of the GTA Hospital IMS structure. Leadership includes: Andrew Baker, Incident Commander; Karen Hurlburt, Liaison/Information Officer; and Jane Merkley, Co-Chair Planning & Resources. Dr. Gary Newton and Michelle DiEmanuele are Executive Sponsors. The GTA Hospital IMS currently meets twice daily.

COVID-19 infection rates in Ontario remain high and occupancy challenges are anticipated through January 2021. Sinai Health is trying to clear the surgical backlog and there are a number of non-COVID patients in the ICU. This is different from Wave 1, where MOH's Directive 3 halted all non-emergent activity and reduced hospital occupancy. If the ICUs become full, there is the potential for hallway medicine, which could trigger outbreaks. The IMS structure is working to distribute ICU patients across the system to minimize risk.

Sinai Health has encountered three outbreaks to date. Current outbreaks on 12 South at MSH and 4 South at BAH are well controlled; however, there is a significant impact on patient flow.

Long-term care and retirement homes are currently faring better than in Wave 1. The IPAC hub and spoke model is providing support that enables facilities to mitigate outbreaks. More information is available within the Supplementary Materials previously circulated.

There is the potential for incredible healthcare system pressure until a vaccine becomes widely available. The Pfizer vaccine is due to arrive in Ontario by December 31, 2020. Logistics will be challenging as it requires -80°C refrigeration and two doses given exactly 21 days apart. More information is anticipated from the Province regarding prioritization and roll out; however, it is likely the vaccine will be distributed through a central command structure and issued to Health Care Workers and vulnerable populations first.

7.0 RESOURCES CONVERSATION

7.1. Sinai Health Cash Flow with COVID-19 Impacts

Ms. Dee Perera, Vice President, Finance and Chief Financial Officer, provided an overview of Sinai Health's financials for year-to-date (YTD) September 2020 and COVID-19 impacts. COVID-19 continues to impact both volume and performance leading to an operating deficit as at YTD September 2020.

Ms. Perera also provided an update on the Hospital's COVID-19 expenses as at September 30, 2020. Sinai Health has incurred operating and capital unbudgeted expenses, the majority of which are related to testing for Ontarians. MOH has issued a comfort letter that all lab testing and assessment centre costs will be reimbursed up to March 2021.

Management has created a detailed cash flow analysis, which has enabled the Hospital to obtain a cash advance from Ontario Health to support operations.

Ms. Perera thanked Mr. Belzberg, and the ARMC and RC Co-Chairs, for their continued leadership and support during this unprecedented time.

7.2. Foundation Update

Ms. Maxine Granovsky Gluskin, Co-Chair of the Sinai Health Foundation Board, and Mr. Louis de Melo, CEO of the Foundation, provided a brief update.

The environment continues to be challenging for fundraising. The Foundation has raised over \$33M to date, including commitments from new donors. Innovative fundraising events, such as the "Styled for Sinai" virtual fashion show Chaired by David & Stacey Cynamon and Andrew & Marianne Guizzetti, will be held in the coming months.

Directors are asked to encourage their networks to support the Foundation and the champions of care at Sinai Health.

8.0 GOVERNANCE & RISK MANAGEMENT CONVERSATION

8.1. Board Transition

At the June 11, 2020 AGM, a number of resolutions were passed in the normal course related to director and officer positions. Language was also included in the proceedings to explain how certain elections or appointments would be deferred due to the pandemic.

Communication was then issued to the Board in August confirming the Chair of the Board would transition at the December 3, 2020 meeting.

During the past year the Governance Committee has carefully considered the Board's composition and vacancies. The Board approved the election of Officers and a proposed nominee to the Board in 2020/21, as set out below.

Election of Board Chair

Whereas the Governance Committee has considered candidates for Board Chair and has interviewed candidate Peter Cohen;

And whereas the Governance Committee recommends that candidate Peter Cohen be elected as Board Chair;

Be it resolved that the Sinai Health Board of Directors approves the above recommended election.

Election of Vice Chair

Whereas the Governance Committee has considered candidates for Vice Chair;

And whereas the Sinai Health Board of Directors elected Gerald Schwartz and Lawrence Tanenbaum as Vice Chairs at the June 11, 2020 AGM;

And whereas the Governance Committee recommends that candidate Jay Hennick be elected as Vice Chair;

Be it resolved that the Sinai Health Board of Directors approves the above recommended election.

Election of Treasurer

Whereas the Governance Committee has considered candidates for Treasurer;

And whereas the Governance Committee recommends that candidate Joanna Rotenberg be elected as Treasurer at the December 3, 2020 meeting of the Sinai Health Board of Directors;

Be it resolved that the Sinai Health Board of Directors approves the above recommended election.

Election of New Director

Whereas pursuant to the Sinai Health Administrative By-law No. 3, the Governance Committee shall act as the nominating committee of the Board;

And whereas the Governance Committee has considered nominees for the Board of Directors for 2020/21, including a candidate to fill the Director vacancy that will be created due to the transition in the Chair role;

And whereas the Governance Committee recommends that the Sinai Health Board of Directors elect the following individual to the Board of Directors of Sinai Health for a term until the AGM in 2022, or until his successor is elected subject to the provisions of the Administrative By-law No. 3:

- Dani Reiss

Be it resolved that the Board of Directors of Sinai Health elect this individual as Director for the term as set out above.

8.2. Board Committee Structure and Chairs

The Board Chair and Treasurer transitions necessitate changes to Committee Chairs. The Governance Committee also recommended changes to committee structure to facilitate good governance. The Board approved the revised structure and Chairs.

Board Committee Structure

Whereas the Corporation's By-Law No. 3 contemplates that the Sinai Health Board will have standing committees and may establish additional committees from time to time;

And whereas, a revised Board Committee structure is proposed to facilitate good governance and maximize efficiency;

And whereas, the Governance Committee recommends that the Sinai Health Board of Directors approve the changes as set out below:

Committee/Subcommittee	Notes
Academic Leadership	Folded into Governance
Audit and Risk Management and Resources committees (joint)	Audit and Risk Management and Resources committees to hold joint meetings until June 2021 AGM when by-law listing committees can be updated and these committees merged
Operational Effectiveness and Technology Subcommittee	Folded into Patient Safety & Quality Committee
Strategy & External Relations Committee	Sunset

Be it resolved that the Sinai Health Board approves the changes as presented.

Committee and Subcommittee Chairs

Whereas, Chairs were appointed at the June 2020 AGM for all committees and subcommittees;

And whereas, in light of the foregoing resolution, and in light of Board and Officer renewal, the Governance Committee recommends the following changes;

And whereas, the Governance Committee recommends that the Sinai Health Board of Directors approve the following Committee and Subcommittee Chairs:

- **Audit and Risk Management and Resources committees (joint)**
Joanna Rotenberg and Mark S. Saunders
- **Governance**

- Peter Cohen
- **Human Resources**
Peter Cohen
- **Patient Safety and Quality**
Paula Blackstien-Hirsch and Tom Kornya
- **Research**
Lawrence Tanenbaum
- **Buildings & Property Subcommittee**
Andrew Hoffman

Be it resolved that the Sinai Health Board of Directors approve the Chairs as presented.

9.0 DATE OF NEXT MEETING

The next scheduled meeting of the Boards of Directors is Wednesday, February 10, 2021 from 4:00 pm to 5:00 pm via Zoom.

10.0 TRIBUTE TO BRENT BELZBERG, HONOURING HIS TERM AS CHAIR

Dr. Newton welcomed the Belzberg family to a celebration of Mr. Belzberg's four years as Chair of Sinai Health. The event featured a video compilation of congratulations from the Premier of Ontario, Minister of Health, Mayor of Toronto, President of the University of Toronto, CEO of Circle of Care, and others.

Mr. Belzberg provided parting comments regarding his time as Chair, including some of the organization's past successes and elements that will continue to preserve and enhance the excellence of Sinai Health.

Mr. Peter Cohen accepted the baton of Chair of the Board of Sinai Health, thanked Mr. Belzberg and former Chairs for their many contributions, and expressed his commitment to providing leadership as Sinai Health continues to deliver excellent care and service in an increasingly complex healthcare environment.

11.0 ADJOURNMENT

There being no further business, the meeting adjourned at 5:00 pm.



Mr. Brent Belzberg
Chair of the Board



Dr. Gary Newton
Secretary of the Board