



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

October 7, 2021

3:30 pm to 5:15 pm via Zoom

Minutes

Present:

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

Jane Merkley
Dr. Gary Newton
Richard Pilosof
Stephen Pustil
Philip Reichmann
Dani Reiss
Joel Reitman
Joanna Rotenberg
Robert A. Rubinoff
Mark Saunders
Howard Sokolowski
Kenneth Tanenbaum
Lawrence Tanenbaum
Charles Winograd
Mark D. Wiseman
Dr. L. Trevor Young

Regrets:

Irving Gerstein
Allan Rudolph
Heather Reisman

Gerald Schwartz
Dr. Mathew Sermer
Edward Sonshine

Also Present:

Susan Brown
Louis de Melo
Mary Jane Dykeman
Carey Lucki
Dr. Stephen Lye

Barbara McCully
Dr. Howard Ovens
Dee Perera
Dr. Maureen Shandling

Guests:

Gerry Dimnik

Dr. Jennie Johnstone

Recorder: Aja Dykes

1.0 CALL TO ORDER

Peter Cohen, Chair of the Board of Directors, called the meeting to order at 3:32 pm. Dr. Daniel Drucker's induction into the Canadian Medical Hall of Fame was noted.

1.1. Quorum

Peter 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

The Chair's Report was included in the Board Meeting materials package previously circulated. There was no new information provided at the meeting.

2.2. CEO's Report

Dr. Gary Newton, President & CEO, provided an overview of upcoming agenda items.

3.0 APPROVALS

3.1. Consent Agenda Items

3.1.1. Previous Meeting Minutes: June 16, 2021

Whereas the Sinai Health System Board of Directors has reviewed the meeting Minutes from Wednesday, June 16, 2021;

Be it resolved that the Sinai Health System Board of Directors approves the meeting Minutes from Wednesday, June 16, 2021, 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:

Governance Committee – September 2, 2021

- Governance Committee 2021/22 Work Plan

Whereas the Governance Committee has reviewed the annual Work Plan in respect of 2021/22, as presented by Management (collectively, the "Work Plan");

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

Be it resolved that the Sinai Health Board of Directors approves same.

▪ 2021/22 Committee/Subcommittee Membership

Whereas the Corporation's By-Law No. 4 contemplates that the Sinai Health Board will have standing committees and may establish additional committees from time to time;

And whereas, pursuant to By-Law No. 4, it is deemed desirable and in the best interests of the Corporation that the following action be taken by the Directors of the Corporation;

And whereas, the Governance Committee recommends that the Sinai Health and Bridgepoint Health Boards of Directors approve the Board Committee and Subcommittee membership, as presented;

Be it resolved that the Sinai Health and Bridgepoint Health Boards of Directors approve same.

Whereas the Corporation's By-Law No. 4 contemplates that the Sinai Health Board will have standing committees and may establish additional committees from time to time;

And whereas, pursuant to By-Law No. 4, it is deemed desirable and in the best interests of the Corporation that the following action be taken by the Directors of the Corporation;

And whereas, the Governance Committee recommends that the Sinai Health and Bridgepoint Health Boards of Directors approve the Board Committee and Subcommittee membership, as presented;

Be it resolved that the Sinai Health and Bridgepoint Health Boards of Directors approve same.

Committee/Subcommittee	Membership Updates
Resources, Audit and Risk Committee	<ul style="list-style-type: none">• Resigned: Mark Litwin• New member: Darren Nippard
Buildings and Property Subcommittee	<ul style="list-style-type: none">• No changes
Development Subcommittee	<ul style="list-style-type: none">• No changes
Investment Subcommittee	<ul style="list-style-type: none">• No changes
Governance Committee	<ul style="list-style-type: none">• No changes
Human Resources Committee	<ul style="list-style-type: none">• No changes
Patient Safety and Quality Committee	<ul style="list-style-type: none">• New member(s): Paul Gallagher, Debbie Kimel• Term ended: Karen Sequeira
Research Committee	<ul style="list-style-type: none">• No changes

▪ Resources, Audit and Risk Committee TOR and Work Plan

Whereas, Management recommended that the Audit and Risk Management Committee and the Resources Committee be merged into a single Resources, Audit and Risk Committee ("RAR"); And whereas, the ARMC and RC reviewed and endorsed the proposed RAR Terms of Reference and 2021/22 Work Plan on May 27, 2021;

And whereas, Administrative By-Law Number 4 was approved and confirmed by the Board and Members on June 16, 2021;

And whereas, the Governance Committee has reviewed the proposed RAR Terms of Reference and 2021/22 Work Plan to ensure the scope and deliverables fulfill the legislative accountabilities delegated by the Board;

And whereas the Governance Committee endorsed the RAR TOR and 2021/22 Work Plan, as presented, and recommended approval of same 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 same.

Medical Advisory Committee – September 1, 2021

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.

Resources, Audit and Risk Committee – March 22, 2021

- IT Managed Services Contract

The Committee reviewed Management's request for approval in respect of a contract extension to the Managed Technology Services for a period of 16 months. The extension of the current contract is required to ensure the ongoing support of Sinai Health's mission critical IT environment including data centre services, servers, storage, backup, network as well as end-user services such as Helpdesk and Desktop support. The extension will also allow for the execution of a competitive procurement process. There will be no changes to the scope or financials.

Approval of Non-Competitive Procurement

Whereas the Resources, Audit and Risk Committee has reviewed the request for approval of a non-competitive procurement in respect of the IT Managed Services Contract Extension;

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;

And whereas the Resources, Audit and Risk Committee has reviewed and recommended the Sinai Health Board of Directors approve the non-competitive procurement of the Services, as presented;

Be it resolved that the Sinai Health Board of Directors approves same.

4.0 BOARD DEVELOPMENT

4.1. Strategic Plan and Operating Plan

Gary and Jane Merkley, Executive Vice President, Chief Nurse Executive and Chief Operating Officer, provided an update. In 2019, five years after amalgamation, Sinai Health went through a comprehensive process to redefine its mission, purpose and values and to develop a comprehensive Strategic Plan for 2020-2025 ("the Plan"). The Strategic Framework was approved by the Board in February 2020; however, the Plan's launch was interrupted by the COVID-19 pandemic.

The multi-year Strategic Plan is the foundation for the development of the Hospital's annual Operating Plan. Given the pandemic environment, the Executive reviewed and prioritized Hospital activities to ensure that large scale projects continue (i.e., Phase 3A, multiyear in nature, or >\$1M) along with those focused on meeting regulatory requirements, and high risk threats. All other activities were paused. Just after Wave 3, an Operating Plan for 2021/22 was developed and rolled out to the leadership team in June 2021. The Executive continues to review the Operating Plan regularly and calibrate it in alignment with organizational capacity and our response to the pandemic.

The Board was asked to provide direction regarding how best to refresh Sinai Health's Strategic Plan, given the significant changes within the Hospital and health system since the Plan was originally drafted. The Board agreed that an internal Management-led mid-course update of the Strategic Plan, incorporating lessons learned from the pandemic and other key priorities, was appropriate. Details regarding where Sinai Health would like to be within the next 5-10 years and prioritization of all initiatives would be of value. It is anticipated this update to the Plan will take place in spring 2022. Management will revise the Plan and receive input from the Resources, Audit and Risk and Patient Safety & Quality committees before bringing it forward to the Board.

An update on the Cancer Care Strategy will be brought forward as the Directors' Initiated Discussion item at the December 2, 2021 meeting.

4.2. Directors' Initiated Discussion Item: Cybersecurity Governance and Management

Mark Saunders, Co-Chair of the Resources, Audit and Risk Committee (RAR), provided context for shifting the governance and oversight of cybersecurity to RAR. Cybersecurity is one of the top corporate risks for healthcare organizations. Sinai Health has engaged Deloitte as internal auditors and they will assess Sinai Health's cybersecurity profile and risk landscape. Gerry Dimnik, Vice President, Health Technology & Chief Information Officer, provided background on the development of Sinai Health's Cybersecurity Governance and Management Framework and next steps to continue this work.

Darren Nippard, a former member of the Operational Effectiveness and Information Technology Subcommittee, has joined RAR and bring IT expertise to the Committee.

In spring 2021, the Ministry of Health requested proposals to develop Regional Security Operations Centres (RSOCs). Sinai Health developed a proposal with six healthcare colleagues. The proposal has been approved and development of the RSOC will begin shortly. This is important work as these hospitals share the same network, clinicians, and patients.

5.0 QUALITY CONVERSATION

5.1. COVID-19 Situation Update

Paula Blackstien-Hirsh, Co-Chair of the Patient Safety and Quality Committee (PSQC), opened the conversation.

Dr. Jennie Johnstone, Medical Director, Infection Control, provided an update on COVID-19 in the community. Ontario is in Wave 4 of the COVID-19 pandemic. There is cautious optimism that COVID-19 infections will remain stable due to the combination of COVID-19 vaccinations and public health measures. The current COVID-19 vaccination rate is not yet sufficient to achieve herd immunity so if public health measures are lifted there may be a proportional rise in patients requiring hospitalization. It is important that people continue to limit their contacts to a proportion of pre-pandemic levels.

A new provincial committee has been struck to make recommendations regarding COVID-19 booster doses for Ontarians.

Additional respiratory viruses, such as RSV, are circulating in the community. Sinai Health's influenza vaccination campaign will launch later this fall.

Jane provided an update on the GTA and hospital pandemic response. Critical care daily admissions are starting to drop. Cases continue to be unevenly distributed across Ontario. The COVID-19 Science Advisory Table has released new modeling to the end of November 2021.

One of the key current challenges, for Sinai Health and the healthcare system as a whole, is Health Human Resources (HHR). Lack of staff, especially nurses, has the potential to threaten business continuity. Patients are also more ill due to delays in seeking healthcare and emergency volumes have increased as a result.

All of Sinai Health's people have reported their vaccination status, with over 93% vaccinated to date. The Hospital's approach has been to institute mandatory twice weekly testing for unvaccinated staff. The complexities around vaccination requirements for visitors and essential care partners are also being considered.

Paula closed the discussion by providing highlights from the September 13, 2021 PSQC meeting.

The Board requested that Management continue to bring HHR updates forward.

6.0 STRATEGY CONVERSATION

6.1. Ontario Healthcare Landscape

Gary provided a brief overview. Ontario Health has regions, instead of Local Health Integration Networks (LHINs), and each region has a Chief Regional Officer (CRO). Sinai Health is within the Toronto region, and shares a CRO, Anna Greenberg, with the Eastern region.

Effective September 2021, Catherine Zahn became the new Deputy Minister of Health. Michelle DiEmanuele has become Cabinet Secretary. Both were TAHSN CEO's and are well known to Sinai Health.

An update regarding Ontario Health Teams will be provided at the next meeting.

7.0 RESOURCES CONVERSATION

7.1. Financial and Performance Results YTD July 2021

Dee Perera, Vice President, Finance & Chief Financial Officer, provided an overview of Sinai Health's Financial and Performance Results as at July 31, 2021. The variance was mainly due to unconfirmed Ministry of Health funding regarding COVID-19. Confirmation of this funding was received after the Board materials were circulated.

Whereas the Resources, Audit and Risk Committee reviewed the Financial Statements for the four months ended July 31, 2021 and recommended that the Sinai Health and Bridgepoint Health Boards of Directors approve same;

Be it resolved that the Sinai Health and Bridgepoint Health Boards of Directors approve the Financial Statements for the four months ended July 31, 2021.

8.0 GOVERNANCE CONVERSATION

8.1. Personal Background and Criminal Record Checks

The Board approved performing comprehensive background checks for prospective Sinai Health Directors. It also recommends that Sinai Health Foundation and Circle of Care implement the same personal background and criminal record checking process for prospective Directors to ensure consistency across all Sinai Health affiliated organizations.

Whereas Management recommends personal background and criminal record checks be conducted during the recruitment of Sinai Health Director candidates;

And whereas, the Governance Committee recommends the process and policy be approved by the Sinai Health Board of Directors, as presented;

Be it resolved that the Sinai Health Board of Directors approves same.

8.2. Revised Board Policy Manual

Whereas, in order to ensure ongoing improvement in corporate governance it is deemed desirable and in the best interests of the Corporation that the Sinai Health Board of Directors approve the revised Governance Policies (“Board Policies”), as presented by Management;

And whereas, the Governance Committee recommends the revised Board Policies, as presented, be approved the Sinai Health Board of Directors;

Be it resolved that the Sinai Health Board of Directors approves same.

8.3. 2020/21 Director and Committee Evaluation Results

The Board reviewed the results of the Director Self-Assessment and Committee Effectiveness surveys performed in July 2021.

8.4. 2021/22 Board Continuing Education Program

Whereas the Governance Committee reviewed the Board Continuing Education Program in respect of 2021/22, as presented by Management (the “Continuing Education Program”);

And whereas, the Governance Committee recommends the Continuing Education Program, as presented, be approved by the Sinai Health Board of Directors;

Be it resolved that the Sinai Health Board of Directors approves same.

8.5. 2021/22 Board of Directors Work Plan

Whereas the Governance Committee reviewed the annual board work plan and meeting agendas in respect of 2021/22, as presented by Management (collectively, the “Work Plan”);

And whereas, the Governance Committee recommends the Work Plan, as presented, be approved by Sinai Health Board of Directors;

Be it resolved that the Sinai Health Board of Directors approves same.

8.6. Academic Leadership Update

Dr. Maureen Shandling, Executive Vice President, Academic & Medical Affairs provided an update. Dr. Mathew Sermer was reappointed as Obstetrician and Gynecologist-in-Chief for a second five-year term. He will also Chair the Medical Advisory Committee for the next two years. Dr. Erin Bearss has been appointed Family Physician-in-Chief effective August 1, 2021. Dr. Howard Tenenbaum’s term as Dentist-in-Chief ended September 30, 2021. Dr. Mary Ellen Cascone has stepped in as interim and the search process for a new Chief has commenced.

9.0 IN CAMERA

The Board met in camera from 5:01 pm to 5:15 pm.

10.0 DATE OF NEXT MEETING

The next scheduled meeting of the Boards of Directors is Thursday, December 2, 2021 from 3:30 pm – 6:00 pm.

11.0 ADJOURNMENT

There being no further business, the meeting was adjourned at 5:16 pm.



Peter F. Cohen
Chair of the Board



Dr. Gary Newton
Secretary of the Board