



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

April 20, 2023  
2:30 p.m. to 5:00 p.m.

Minutes

Present:

Brent Belzberg  
Paula Blackstien-Hirsch  
Jonathan Bloomberg  
Lawrence Bloomberg  
Peter Cohen  
David Cynamon  
Lloyd S.D. Fogler, QC  
Bernard Ghert  
Jay Hennick  
Andrew Hoffman  
Michael Hollend  
Debbie Kimel  
Tom Kornya  
Jane Merkley

Dr. Gary Newton  
Richard Pilosof  
Stephen Pustil  
Philip Reichmann  
Dani Reiss  
Joanna Rotenberg  
Robert Rubinoff  
Mark Saunders  
Ken Tanenbaum  
Lawrence Tanenbaum  
Charles Winograd  
Mark Wiseman  
Dr. Trevor Young

Regrets:

Henry Culham  
Dr. Luke Devine  
Irving Gerstein  
Ira Gluskin  
Maxine Granovsky Gluskin  
Heather Reisman

Joel Reitman  
Gerald Schwartz  
Dr. Mathew Sermer  
Howard Sokolowski  
Edward Sonshine

Also Present:

Susan Brown  
Louis de Melo  
Carey Lucki

Barbara McCully  
Dr. Howard Ovens  
Tracy Rotstein

Guests:

Robert Bull  
Sandra Dietrich  
Rick Gowrie

Scott Patterson  
Kate Wilkinson  
Lily Yang

Recorders: Shelley Albert and Tracy Rotstein

## 1.0 CALL TO ORDER

Peter Cohen, Chair of the Board of Directors, called the meeting to order at 2:30 pm.

### 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 APPROVALS

### 2.1. Consent Agenda Items

#### 2.1.1. Previous Meeting Minutes: February 9, 2023

**Whereas** the Sinai Health System Board of Directors has reviewed the meeting Minutes from Thursday, February 9, 2023;

**Be it resolved that** the Sinai Health System Board of Directors approves the meeting Minutes from Thursday, February 9, 2023, as circulated.

#### 2.1.2. 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:

##### Medical Advisory Committee – February 1, 2023

**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 – March 1, 2023

**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 – March 29, 2023

**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.

Governance Committee – February 14, 2023

**Whereas** the Governance Committee recommends that the Sinai Health Board of Directors approve the addition of the Committee members, as presented;

**Be it resolved that** the Sinai Health Board accepts the recommendation of the Governance Committee and approves the addition of the Committee members, as presented.

<b>Committee/Subcommittee</b>	<b>Membership Updates</b>
Governance Committee	Gerald Schwartz
Long-Term Care Steering Subcommittee	Tom Kornya

Governance Committee – April 18, 2023

**Whereas** the Governance Committee recommends that the Sinai Health Board of Directors approve the addition to Andrew Hoffman to the Resources, Audit and Risk Committee;

**Be it resolved that** the Sinai Health Board accepts the recommendation of the Governance Committee and approves the addition of Andrew Hoffman to the Resources, Audit and Risk Committee.

Resources, Audit and Risk Committee – March 28, 2023

- Hospital and Multi-Sector Service Accountability Agreements (H-SAA, M-SAA)

**Motion #1: H-SAA Approval**

**Whereas** Ontario Health and Sinai Health agree on performance, funding and accountability measures that are consistent with Sinai Health’s Hospital Annual Planning Submission (“HAPS”) for the 2023/24 Hospital Service Accountability Agreement (“H-SAA”);

**And whereas** the Sinai Health Board must approve the H-SAA prior to Ontario Health flowing funds starting April 1, 2023;

**Now therefore, subject to** the completion by Management of all requisite legal diligence and confirmation that the H-SAA will not create any material legal risks or disadvantages to Sinai Health other than as presented, such confirmation to be provided to the Board Chair;

**Be it resolved that**

- (i) the Sinai Health Board of Directors approves the H-SAA and any two of the Board Chair, Treasurer, President and CEO, and VP, Finance and Chief Financial Officer, are hereby authorized to execute and deliver on behalf of the Corporation the H-SAA in respect of the 2023-2024 funding year with such changes therein, or additions, deletions, alterations or amendments thereto as the persons signing may approve, such approval, and the fact that the H-SAA is authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution; and
- (ii) any of Board Chair, Treasurer, President and CEO, and VP, Finance and Chief Financial Officer is hereby authorized and directed on behalf of the Corporation, to do all such further and other acts to execute and deliver or cause to be executed and delivered on behalf of the Corporation, such further and other instruments, agreements, certificates, directions, acknowledgements, declarations, documents, undertakings and other writings as he or she may in his or her sole discretion approve or consider necessary or desirable to give effect to this resolution.

**Motion #2: M-SAA Approval**

**Whereas** Ontario Health and Sinai Health agree on performance, funding and accountability measures that are consistent with Sinai Health’s Community Annual Planning Submission (“**CAPS**”) for the 2023/24 Multi-Sector Accountability Agreement (“**M-SAA**”) effective April 1, 2023;

**And whereas** the Sinai Health Board must approve the M-SAA prior to Ontario Health flowing funds starting April 1, 2023;

**Now therefore, subject to** the completion by Management of all requisite legal diligence and confirmation that the 2023/24 M-SAA Amending Agreement will not create any material legal risks or disadvantages to Sinai Health other than as presented, such confirmation to be provided to the Board Chair;

**Be it resolved that**

- (i) the Sinai Health Board of Directors approves the 2023/24 M-SAA Amending Agreement and any two of the Board Chair, Treasurer, President and CEO, and VP, Finance and Chief Financial Officer, are hereby authorized to execute and deliver on behalf of the Corporation that agreement with such changes therein, or additions, deletions, alterations or amendments thereto as the persons signing may approve, such approval, and the fact that such agreement is authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution; and
- (ii) any of Board Chair, Treasurer, President and CEO, and VP, Finance and Chief Financial Officer is hereby authorized and directed on behalf of the Corporation, to do all such further and other acts to execute and deliver or cause to be executed and delivered on behalf of the Corporation, such further and other instruments, agreements, certificates, directions, acknowledgements, declarations, documents, undertakings and other writings as he or she may in his or her sole discretion approve or consider necessary or desirable to give effect to this resolution.

- 2023/24 LTRI Annual Operating & Capital Budget

**Whereas** the Resources, Audit and Risk Committee has accepted the recommendation of the Research Committee and recommends approval of the 2023/24 LTRI Operating and Capital budget request totaling \$99.1 million by the Sinai Health Board of Directors.

**Be it resolved that** the Sinai Health Board of Directors approves the 2023/24 LTRI operating and capital budget, as presented.

▪ Updates to Signing Authorities

**Whereas** Sinai Health and Hennick Bridgepoint Health<sup>1</sup> are updating their signing officers on their respective bank and investment accounts in accordance with leadership changes;

**And whereas** the Resources, Audit and Risk Committee recommends that the Boards of Directors of Sinai Health and Hennick Bridgepoint Health appoint the following individuals as signing officers for the Sinai Health and Hennick Bridgepoint Health bank accounts, investment accounts and instruments listed below;

**Be it resolved that** the Boards of Directors of Sinai Health and Hennick Bridgepoint Health approve the appointment of the following individuals, as presented.

	<b>Signees</b>
Bank accounts - Bank of Montreal (BMO) - Scotiabank	Peter Cohen Dr. Gary Newton Dr. Maureen Shandling
Computer Share - Incumbency Certificate	Jane Merkley Sandra Dietrich Robert Bull
Machine Signed Cheques	Dr Gary Newton Dr. Maureen Shandling Jane Merkley Robert Bull

**Sinking Fund Trust Agreement:**

**Whereas** Bridgepoint Hospital (now Hennick Bridgepoint Hospital) executed a Sinking Fund Trust Agreement (the “Agreement”) with BMO Trust Company per the terms of the Bridgepoint Hospital Development Accountability Agreement (DAA) with the Ministry of Health & Long Term Care;

**And whereas** the signing authorities for all purposes of this Agreement (the “Authorized Persons”) need to be updated in accordance with leadership changes;

**And whereas** the Resources, Audit and Risk Committee recommends that the Sinai Health Board appoint the following individuals as Authorized Persons for the purpose of this Agreement;

**Be it resolved that** the Sinai Health Board approve the appointment of the following individuals, as presented.

- Peter Cohen
- Dr. Gary Newton
- Jane Merkley
- Robert Bull

**Plenary Group:**

**Whereas** Sinai Health is required to submit Monthly Service Payments (“MSPs”) to Plenary Group per the terms of the Hennick Bridgepoint Hospital 30-year Project Agreement;

---

<sup>1</sup> Bridgepoint Health is the legal name of Hennick Bridgepoint Health.

**And whereas** these payments exceed the signing authority of certain individuals pursuant to Board-approved policy;

**And whereas** the signing authority to execute such MSPs needs to be updated in accordance with leadership changes;

**And whereas** the Resources, Audit and Risk Committee recommends that the Sinai Health Board of Directors grant special authority to any two of the following individuals, in conjunction, to execute the MSPs to Plenary Group;

**Be it resolved that** the Sinai Health Board approved the appointment of the following individuals, as presented.

- Dr. Gary Newton
- Dr. Maureen Shandling
- Jane Merkley
- Robert Bull
- Sandra Dietrich

#### Patient Safety and Quality Committee – April 4, 2023

**Whereas** the Board delegated to the Patient Safety and Quality Committee (the “Committee”) the authority to approve the execution and submission of the 2023/24 Quality Improvement Plan, with ultimate Board ratification to occur at the April 2023 Board meeting;

**Whereas** the Committee has approved the 2023/24 QIP as presented;

**Be it resolved** that the Board ratifies the 2023/24 QIP.

### **3.0 REPORTS**

#### **3.1 Chair’s Report**

The Chair’s Report was circulated on April 19, 2023. There was no new information provided at the meeting.

Peter thanked Jane Merkley (EVP, Chief Operating Officer and Chief Nurse Executive), Dr. Jennie Johnstone and Rick Gowrie (VP, Facilities and Capital Development) for their leadership. He congratulated Susan Brown (EVP, People and Transformation and Chief Human Resources Officer) on her retirement and thanked Susan for her contributions to Sinai Health. Peter also thanked Sinai Health’s Directors for their service to Sinai Health.

#### **3.2 CEO’s Report**

There was not a separate CEO’s Report. Dr. Gary Newton, President and Chief Executive Officer, provided Situational Updates during agenda item 4.

### **4.0 SITUATIONAL UPDATES**

Dr. Gary Newton provided several updates. Although the COVID-19 pandemic is still with us, we are entering a new phase as we return to a more normal state-of-affairs. Gary congratulated Jane on her role as co-chair of the Toronto Region Hospital Operations Table (TR-HOT), which was created at the beginning of the pandemic. TR-HOT enabled hospitals to work lockstep together during the pandemic. Given the more normal state-of-affairs, Sinai Health itself is the focus of the Board meeting.

Gary also spoke about Susan’s many contributions and impressive legacy at Sinai Health, including our People Plan and our Vision, Mission, Purpose and Values. Gary thanked Susan for her amazing leadership.

## 5.0 RESOURCES CONVERSATION

### 5.1 Financial and Performance Results (YTD January 2023)

Sandra Dietrich (Vice President, Performance, Clinical and Support Services) and Rob Bull (Vice President, Finance and Chief Financial Officer) provided an overview of Sinai Health's Financial Information as of January 31, 2023. With respect to clinical volume performance, Sandra advised that Sinai Health has demonstrated stable or increased volumes compared to the prior year, with the exception of inpatient rehab. As of YTD January 2023, Sinai Health had an operating deficit of \$6.9 million which is \$25.4 million favourable to budget. Rob explained the main contributors of the results.

**Whereas** the Resources, Audit and Risk Committee reviewed the Financial Statements for the ten months ended January 31, 2023 and recommended approval by the Boards of Directors of Sinai Health and Hennick Bridgepoint Health;

**Be it resolved that** the Boards of Directors of Sinai Health and Hennick Bridgepoint Health approve the Financial Statements, as presented.

### 5.2 2023/24 Hospital Operating and Capital Budget

Rob Bull provided an overview of the 2023/24 Operating and Capital Budget. Jane also spoke about efforts to advocate for increased funding for ICU and NICU beds.

**Whereas** Management has reviewed the Capital spending capacity for fiscal 2023/24 based on available Ministry funding, Donor funding, Debt financing and Operating financing and recommends a Capital funding release of up to \$77.3M;

**And whereas** the Resources, Audit and Risk Committee has approved Capital spending of up to \$77.3M, to be spent according to the priorities recommended and approved by Sinai Health management, and recommends approval of the same by the Sinai Health Board of Directors;

**Be it resolved that** the Sinai Health Board of Directors approves the 2023/24 Capital Budget, as presented.

### 5.3 Foundation Update

Peter congratulated the Sinai Health Foundation on exceeding their \$100 million fundraising goal for a second year in a row.

Louis de Melo, Chief Executive Officer, Sinai Health Foundation provided an update on planning for the Mount Sinai 100 Gala on October 17, 2023. He also spoke about the success of the Raptors for Research basketball tournament and the upcoming Mount Sinai Golf Classic. Louis also expressed his excitement for the upcoming Mount Sinai 100 Experience at the Art Gallery of Ontario in June 2023, which will be an immersive exhibit spotlighting Mount Sinai Hospital's greatest accomplishments.

## 6.0 QUALITY CONVERSATION

### 6.1 Patient Experience

Lily Yang, Vice President, Quality and Chief Clinical Information Officer provided an update on the launch of a new patient experience measures solution. The new Qualtrics platform will give Sinai Health the opportunity to reach a larger number of patients, survey in different language and used new survey tools.

Lily also spoke about Sinai Health's partnership with Patient and Family Engagement Councils.

## 7.0 STRATEGY CONVERSATION

### 7.1 Long-Term Care Update

Gary provided an overview of the complex work-in-progress, including work on the financial model, municipal considerations, the clinical service plan and functional programming. Gary referred to the directors to the comprehensive briefing note in the Board materials. Gary also thanked Andrew Hoffman and Ken Tanenbaum for their leadership of the Long-Term Care Steering Subcommittee.

### 7.2 Plans to Relocate Mount Sinai Fertility

The Directors discussed a potential leasing opportunity for Mount Sinai Fertility (MSF) and expressed support for MSF's efforts to relocate its premises (subject to the completion of MSF's due diligence) in light of the upcoming need to move from 250 Dundas Street West.

### 7.3 LTRI Space Update

The Directors discussed potential options to relocate and to obtain additional space for LTRI given the status of the existing infrastructure at 600 University Avenue.

## 8.0 GOVERNANCE CONVERSATION

### 8.1 Board Structure and Membership Review

Peter presented the Governance Committee's recommendations regarding maximum term limits, the Founders' Societies and Board size. The amendment to increase the maximum term limit to 12 consecutive years will not automatically extend the maximum term limit for all directors. As part of the implementation of the amendments to maximum term limits, the Governance Committee recommends that Directors depart the Board based on longest tenured service.

Peter also discussed the recommendation to create a "Chair Elect" role during the final year of Peter's term as Chair in light of Sinai Health's complexity and the time involved for orientation and knowledge transfer. Peter and the Directors discussed Andrew Hoffman's strong qualifications for the role.

- Articles of Amendment

**Whereas** it is deemed desirable and in the best interests of Sinai Health System (the "Corporation") to obtain a certificate of articles of amendment to:

- (a) change the number of directors of the Corporation to provide for a range between twelve (12) and twenty-seven (27) directors;
- (b) update the special provisions to be in compliance with the requirements of the Office of the Public Guardian and Trustee, and
- (c) amend section 11 of the Amalgamation Agreement.

as further described in the application for articles of amendment (the "**Application**") in the form submitted to the directors.

**And whereas**, the Governance Committee has recommended that the Corporation's Board approve the Application, as presented;

**Now therefore be it resolved that**, subject to approval by a special resolution of the members of the Corporation in accordance with the provisions of the *Not-for-Profit Corporations Act, 2010* (Ontario) (the "Act");



1. the Corporation is hereby authorized to submit the Application to the Director appointed under the Act; and
2. any two officers or directors of the Corporation (collectively, the “**Authorized Signatories**”) are authorized and directed to execute all such documents and perform all such acts as are necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Ministry of Public and Business Service Delivery of the Application and all other required documents; and
3. the Authorized Signatories are authorized and directed to make such technical changes in the Application as may be required by the Ministry of Public and Business Service Delivery, with no further recourse to the directors or members of the Corporation to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are hereby ratified and approved.

▪ Amendment of the Corporation’s Administrative By-law

**Whereas**, pursuant to the Corporation’s By-Law Number 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 has recommended that the Corporation’s Board approve the amended by-law of the Corporation, as presented;

**Now therefore be it resolved that:**

1. The Corporation’s Board of Directors approve and adopt the amended by-law of the Corporation, being By-Law Number 5, as presented, subject to confirmation by the Members of the Corporation.
2. The business at the Annual Meeting include a special resolution to set the fixed number of directors at up to 25 directors (the fixed number to be recommended by the Governance Committee prior to the Annual Meeting) and authorize the directors to determine such number thereafter from time to time.

▪ Chair Elect

**Whereas** the By-Laws of the Corporation give the Board discretion to create additional officer positions;

**And whereas** it is in the best interest of the Corporation to add a Chair Elect as an officer of the Corporation in order to ensure sufficient time for orientation and knowledge transfer between Chairs;

**Be it resolved that** the Governance Committee recommends that the Corporation’s Board of Directors approve the new role of Chair Elect and also recommends that Andrew Hoffman be elected as Chair Elect;

**Be it resolved that:**

1. the Corporation’s Board of Directors approves the new role of Chair Elect; and
2. the Corporation’s Board of Directors appoints Andrew Hoffman as Chair Elect for a period of fourteen (14) months.

## 9.0 IN CAMERA

The Board met in camera from 4:45 pm to 5:00 pm.

**10.0 DATE OF NEXT MEETING**

The next scheduled meeting of the Boards of Directors is Tuesday June 13, 2023 at 4:00 pm.

**11.0 ADJOURNMENT**

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



Peter Cohen (Jun 16, 2023 14:43 EDT)

Peter F. Cohen  
Chair of the Board



Gary Newton (Jun 16, 2023 09:43 EDT)

Dr. Gary Newton  
Secretary of the Board