

Sinai Health System

MEETING OF THE BOARD OF DIRECTORS
Sinai Health System
Tuesday, June 16, 2015
MSH Executive Board Room, 19-317
4:00 – 5:30 p.m.

Minutes

Present:

Mr. Jay Hennick, Chair	Mr. David Leith
Mr. David Denison, Vice Chair	Mr. Joseph Mapa
Mr. Brent Belzberg	Ms. Jane Merkley
Ms. Paula Blackstien-Hirsch	Mr. Stephen Pustil
Mr. Lawrence Bloomberg	Mr. Joel Reitman
Ms. Gail Cook-Bennett	Mr. Robert Rubinoff
Mr. Paul Gallagher	Mr. Lawrence Tanenbaum
Mr. Bernard Ghert	Mr. Charles Winograd
Mr. Ira Gluskin	Dr. Trevor Young
Dr. Rita Kandel	

Via Teleconference:

Mr. Peter Cohen	Mr. Mark Wiseman
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Regrets:

The Hon. Linda Frum, Senator	Mr. Allan Rudolph
Ms. Debbie Kimel	Mr. Mark Saunders
Mr. Joseph Lebovic	Ms. Honey Sherman
Dr. Mirek Otremba	Mr. Edward Sonshine
Mr. Philip Reichmann	The Rt. Hon. John Turner
Ms. Heather Reisman	

Also Present:

Mr. Kevin Goldthorp	Ms. Joan Sproul
Mr. Jason Rutland	Mr. Marc Toppings
Dr. Maureen Shandling	Ms. Marian Walsh

1.0 CALL TO ORDER

Mr. Jay S. Hennick, Chair, welcomed the Board members to the combined Board / Annual General Meetings of Sinai Health System (“SHS” or “Hospital”), Bridgepoint Health (“BH”), and The Bridgepoint Collaboratory for Research and Innovation (“BCRI”), and introduced Dr. Trevor Young, Dean of the Faculty of Medicine at the University of Toronto. Mr. Hennick outlined the meetings’ agendas, noting that the meetings would respectively address three separate companies: Sinai Health System, Bridgepoint Health, and The Bridgepoint Collaboratory for Research and Innovation.

1.1 Quorum

The Chair noted that a quorum was present and the meeting was duly constituted.

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1.2 Declaration of Conflicts of Interest Arising from the Agenda

No Declarations of Conflicts of Interest were declared.

1.3 Approval of Agenda

The agenda was approved as circulated.

2.0 CONSENT AGENDA ITEMS

2.1 Minutes of a Meeting

The previous meeting minutes of the Board of Directors of Sinai Health System from Tuesday, March 31, 2015 were pre-circulated, a copy of which is appended to the original minutes. The following resolution was put forward and approved by the Board:

- **Be it resolved that** the Board of Directors of Sinai Health System approves the Sinai Health System meeting minutes as circulated.

2.2 Foundation Report

The Foundation Report was pre-circulated, a copy of which is appended to the original minutes. The Report included an overview of the capital campaign to Renew Sinai and a financial summary for Fiscal 2015, as well as a copy of the Mount Sinai Hospital Foundation of Toronto Naming Recognition Policy for approval. The following resolution was put forward and approved by the Board:

- **Whereas** the Mount Sinai Hospital Foundation's Donor Relations & Stewardship Committee and full Board of Directors have approved a new Naming Recognition Policy;
- **And whereas** the Mount Sinai Hospital Foundation recommends that such policy also be approved by the Board of Sinai Health System;
- **Be it resolved that** the Board of Directors of Sinai Health System approves the Naming Recognition Policy as circulated and attached.

3.0 UPDATES

Mr. Hennick noted how impressed both he and Mr. Denison were of the senior leadership team, led by Mr. Joseph Mapa, President and CEO, Ms. Marian Walsh, Associate CEO and Chief Transformation Officer, and the leadership in the combined organization. In addition to the task of integration, management was working diligently to establish a refreshed vision and strategy for the future. The high caliber of the Board Committees was also addressed by the Chair and the Board was thanked for its leadership within the organization.

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3.1 SHS Executive Financial Overview

Ms. Joan Sproul, Executive Vice President, CFO and COO, presented the SHS F2015 Executive Financial Overview, a copy of which is appended to the original minutes. The presentation provided an overview of the results for SHS for the fiscal year ended March 31, 2015, which included a combined financial summary and balance sheet highlights. The year-end operating surplus of \$2.4M was consistent with what had been forecast; the working capital covenants were achieved; and the results of the first external audit of SHS were positive. Ms. Sproul also provided an update on the Health-Based Allocation Model (HBAM), which included the inpatient and day surgery performance for acute care; continuing complex care performance; and rehab performance.

The Board discussed the impact of increased patient volumes on Hospital funding and the need for the creation of a Financing Subcommittee. The Subcommittee, to be chaired by Mr. Mark Saunders, was created in order to facilitate the development of a long-term financing strategy for the Hospital.

3.2 Integration and Transformation

Ms. Marian Walsh, Associate CEO and Chief Transformation Officer, provided an update on integration and transformation at the Hospital, a copy of which is appended to the original minutes. The presentation highlighted the work completed to date as well as the work currently in progress for the integrated organization and clinical transformation, together with key enablers of that transformation.

The Board discussed the impact of integration on Hospital departments and staff, and the creation of new processes to support the clinical transformation of patient care.

3.3 CEO Perspective

Mr. Joseph Mapa, President and CEO, presented the CEO's perspective, a copy of which is appended to the original minutes. The presentation outlined the strategic priorities of SHS, including the clinical transformation of patient care; capital planning; and succession planning. The development of a new Hospital logo and brand identity were also presented, discussed and approved.

4.0 BOARD COMMITTEE REPORTS

✓ Audit and Risk Management Committee

The Report of the Audit and Risk Management Committee had been pre-circulated, a copy of which is appended to the original minutes. The Report was based on a meeting held on Friday, May 29, 2015. The following resolutions were put forward and approved by the Board:

- Year-End Financial Results and Audit Findings
 - ❖ Draft Audited Financial Statements for the Year Ended March 31, 2015
 - **Whereas** the Audit & Risk Management Committee has reviewed the Audit Findings Report and the Draft Audited Financial Statements for Sinai Health System for March 31, 2015, as prepared by management, and audited by PwC LLP;

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- **Whereas** PwC LLP, the auditors appointed by the Members to conduct the financial statement audits, proposes to issue standard opinions that the statements fairly present, in all material aspects, the financial position, results of operations, changes in net assets, remeasurement gains and losses, and cash flows of the Corporation;
 - **Be it resolved that** the Board of Directors of Sinai Health System accepts the recommendation of the Audit & Risk Management Committee, and approves, as presented, the Draft Audited Financial Statements for March 31, 2015, and recommends acceptance by the Members of the Corporation.
- ❖ Appointment of Auditors for 2015-16
 - **Whereas** the Audit & Risk Management Committee accepted a recommendation from Management that the Committee recommend PwC LLP be re-appointed as auditors for Sinai Health System;
 - **Be it resolved that** the Board of Directors of Sinai Health System accepts the recommendation of the Audit & Risk Management Committee, and recommends approval of same by the Members of the Corporation.
- Operations
 - ❖ Broader Public Sector (“BPS”) Compliance and Attestation Reporting
 - **Whereas** the Audit & Risk Management Committee of Sinai Health System has discussed the proposed attestation that Sinai Health System is required to make on an annual basis to demonstrate compliance with the Broader Public Sector Accountability Act, 2010 (“BPSAA”) in respect of April 1, 2014 to March 31, 2015 (the “**2015 BPSAA Attestation**”) and recommends to the Board that it approve the 2015 BPSAA Attestation;
 - 5.0 **Be it resolved that** the Board of Directors of Sinai Health System accepts the recommendation of the Audit & Risk Management Committee of Sinai Health System, and accordingly approves the 2015 BPSAA Attestation for submission to the LHIN by June 30, 2015 and for posting on the Hospital’s external web site.

✓ Medical Advisory Committee

The Reports of the Medical Advisory Committee had been pre-circulated, copies of which are appended to the original minutes. The Reports were based on meetings held on Wednesday, April 1, 2015, Wednesday, May 6, 2015, and Wednesday, June 3, 2015. The following resolution was put forward and approved by the Board:

- **Whereas** the Medical Advisory Committee of Sinai Health System has completed a review of the changes to professional staff, and recommends to the Board of Sinai Health System that such changes, including chief and physician reappointments; new appointments; approval of restrictions on reappointments as identified; resignations; approval of transition from temporary courtesy to other ranks; and temporary appointments; all as listed in the attached memoranda, be accepted by the Sinai Health System Board of Directors in accordance with the Professional Staff By-Law;
 - **Be it resolved that** the Sinai Health System Board of Directors accepts the recommendations of the Medical Advisory Committee with respect to changes to professional staff, as identified and listed in the attached memoranda, in accordance with the Professional Staff By-Law.

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✓ Research Committee

The Report of the Research Committee had been pre-circulated, a copy of which is appended to the original minutes. The Report was based on a meeting held on Thursday, May 7, 2015. The following resolution was put forward and approved by the Board:

- F2016 Lunenfeld-Tanenbaum Research Institute (“LTRI”) Budget
 - **Whereas** the Research Committee of Sinai Health System has reviewed the F2016 LTRI budget and recommends its approval;
 - **Be it resolved that** the Board of Directors of Sinai Health System accepts the recommendation of the Research Committee of the Board and accordingly approves the F2016 LTRI budget as presented, subject to fiscal constraints.

✓ Resources Committee

The Reports of the Resources Committee had been pre-circulated, copies of which are appended to the original minutes. The Reports were based on meetings held on Friday, May 1, 2015 and Friday, May 29, 2015. The following resolutions were put forward and approved by the Board:

May 1, 2015

- Capital: Report of the Buildings and Property Subcommittee
 - ❖ Lobby Project
 - **Whereas** the Resources Committee of Sinai Health System has completed a review of the amendment of the Lobby project budget from \$16.5M to \$18.5M and recommends its approval;
 - **Be it resolved that** the Board of Directors of Sinai Health System accepts the recommendation of the Resources Committee of the Board and accordingly approves the amendment of the Lobby project budget from \$16.5M to \$18.5M.
 - ❖ Phase 3A 3.1/3.2 MOHLTC Submission
 - **Whereas** the Resources Committee of Sinai Health System has completed a review of the Phase 3A 3.1/3.2 MOHLTC Submission and recommends its approval;
 - **Be it resolved that** the Board of Directors of Sinai Health System accepts the recommendation of the Resources Committee of the Board and accordingly approves the Renew Sinai – Phase 3A – Stage 3.1/3.2 submission to the MOHLTC.
- Report of the Business Development Subcommittee
 - ❖ CMaRS Physician Management System – Business Case
 - **Whereas** the Resources Committee of Sinai Health System has completed a review of the CMaRS Physician Management System - Business Case and recommends its approval;
 - **Be it resolved that** the Board of Directors of Sinai Health System accepts the recommendation of the Resources Committee of the Board and accordingly (i) approves the Business Case, including an investment of up to \$350,000, and (ii) authorizes Management to perform all acts to execute the Business Case and any non-material adjustments and/or alternatives to the Business Case.

May 29, 2015

- Operating and Capital Plans
 - ❖ Capital Spend Allocation Sinai Health System’s Mount Sinai Hospital Site (“MSH”)
 - **Whereas** the Resources Committee of Sinai Health System has completed a

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- reconciliation of the capital spending capacity for MSH based on available depreciation funding; Ministry of Health and Long-Term Care Health Infrastructure Renewal Fund (“HIRF”) funding; planned business development activity; and third party donor funding;
- **And whereas** the Resources Committee of Sinai Health System recommends release of \$7.35M of capital spending;
 - **And whereas** the Resources Committee of Sinai Health System has reviewed this recommendation with management;
 - **Be it resolved that** the Board of Directors of Sinai Health System accepts the recommendation of the Resources Committee, and accordingly approves capital spending of \$7.35M, to be spent according to the priorities recommended and approved by the Executive Council of Sinai Health System.
- Report of the Business Development Subcommittee
 - ❖ Centre for Fertility and Reproductive Health (“CFRH”) North York Satellite Clinic Business Case
 - **Whereas** the Resources Committee of Sinai Health System has completed a review of the CFRH North York Satellite Clinic Business Case and recommends its approval;
 - **Be it resolved that** the Board of Directors of Sinai Health System accepts the recommendation of the Resources Committee and accordingly (i) approves the CFRH North York Satellite Clinic Business Case, and (ii) authorizes management, in consultation with the Business Development Subcommittee Co-Chairs, to do and to perform or cause to be done or performed, any and all acts to execute the Business Case and any non-material adjustments and/or alternatives to same.
 - ❖ CMaRS Physician Management System – Corporate Structure
 - **Whereas** the Resources Committee of Sinai Health System has completed a review of the CMaRS Corporate Structure as recommended by the Business Development Subcommittee and recommends its approval;
 - **Be it resolved that** the Board of Directors of Sinai Health System accepts the recommendation of the Resources Committee, and accordingly (i) approves the CMaRS Corporate Structure as presented, and (ii) authorizes management, in consultation with the Business Development Subcommittee Co-Chairs, to do and to perform or cause to be done or performed, any and all acts to execute the Corporate Structure and any non-material adjustments and/or alternatives to same.
 - ❖ Private-Pay Home Care Business Case
 - **Whereas** the Resources Committee of Sinai Health System has completed a review of the Private-Pay Home Care Business Case and recommends its approval;
 - **Be it resolved that** the Board of Directors of Sinai Health System accepts the recommendation of the Resources Committee, and accordingly (i) approves the Private-Pay Home Care Business Case, including an investment of up to \$250,000, and (ii) authorizes management, in consultation with the Business Development Subcommittee co-Chairs, to do and to perform or cause to be done or performed, any and all acts to execute the Business Case and any non-material adjustments and/or alternatives to same.
 - Contract Management
 - ❖ VirtuTM Blood Culture System from Biomerieux Canada Inc.
 - **Whereas** the Resources Committee of Sinai Health System has completed a review of the VirtuTM Blood Culture System from Biomerieux Canada Inc. and recommends execution of the Biomerieux Canada Inc. contract, as presented;

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- **Be it resolved** that the Board of Directors of Sinai Health System accepts the recommendation of the Resources Committee of the Board and accordingly approves execution of the Biomerieux Canada Inc. contract, as presented.

5.0 IN-CAMERA

The Board did not meet in-camera for this portion of the meeting.

6.0 OTHER BUSINESS

No other business was brought forward.

7.0 ADJOURNMENT

There being no further business, the meeting adjourned at 5:30 p.m.



Jay S. Hennick
Chair of the Board



Marc Toppings
Corporate Secretary

