

MEETING OF THE BOARD OF DIRECTORS
SINAI HEALTH SYSTEM (“SHS”)
Thursday, June 14, 2018
Four Seasons Hotel, 60 Yorkville Ave, Toronto
11:30 a.m. – 11:40 a.m.

Minutes

Present:

Mr. Brent Belzberg	Ms. Joanna Rotenberg
Mr. Bernard Ghert	Mr. Robert Rubinoff
Mr. Ira Gluskin	Mr. Allan Rudolph
Mr. Andrew Hoffman	Mr. Mark Saunders
Ms. Debbie Kimel	Mr. Edward Sonshine
Mr. Tom Kornya	The Rt. Hon John Turner
Mr. Joseph Lebovic	Mr. Charles Winograd*
Ms. Jane Merkley	Dr. Ian Witterick
Dr. Gary Newton	
Mr. Joel Reitman	

Regrets:

Ms. Paula Blackstien-Hirsch	Ms. Heather Reisman
Mr. Jonathan Bloomberg	Mr. Gerald Schwartz
Mr. Lawrence Bloomberg	Mr. Howard Sokolowski
Mr. Peter Cohen	Mr. Kenneth Tanenbaum
Mr. Harry Culham	Mr. Lawrence Tanenbaum
Mr. David Cynamon	Dr. Mirek Otremba
Mr. Lloyd S.D. Fogler, QC	Mr. Richard Pilosof
Mr. Irving Gerstein	Mr. Stephen Pustil
Mr. Jay S. Hennick	Mr. Mark Wiseman
Mr. Philip Reichmann	Dr. Trevor Young

Also Present:

Ms. Sandra Dietrich	Ms. Karen Michell
Mr. Gerry Dimnik	Ms. Dee Perera
Ms. Melanie de Wit	Ms. Therese Sauriol
Mr. Michael Hollend	Dr. Maureen Shandling
Dr. Tony Khouri	Mr. Marc Toppings
Mr. Raymond Lam	Dr. Jim Woodgett
Ms. Barbara McCully	

Guests: Ms. Cathy Russell, PwC

Recorder: Ms. Aleks Metropolit

*via Teleconference

1.0 CALL TO ORDER

Mr. Brent Belzberg, Chair of the Board of Directors, called the meeting to order.

1.1 Quorum

Mr. Marc Toppings, Vice President, Legal & Corporate Governance and Chief Legal Officer, confirmed quorum 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 CONSENT AGENDA ITEMS

2.1 Previous Meeting Minutes

The minutes of the meeting taking place Wednesday, April 25, 2018 were approved, as circulated:

Be it resolved that the Board of Directors of SHS approves the meeting minutes as circulated.

3.0 APPROVAL

3.1 Approval to Amend Administrative By-Laws of SHS

Whereas, pursuant to the Corporation's By-Law Number 2, it is deemed desirable and in the best interests of the Corporation that the following action be taken by the Directors of the Corporation;

Now therefore be it resolved that the Directors of SHS approve and adopt the revised by-law of the Corporation as presented, being By-Law Number 3, and recommend that the Members approve same.

4.0 BOARD COMMITTEE REPORTS

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

Be it resolved that the SHS 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

1. Enterprise Risk Management (ERM) Policy

Whereas the Audit & Risk Management Committee (the "Committee") has reviewed the proposed Enterprise Risk Management ("ERM") Policy and recommends that the SHS Board approve same;

Be it resolved that the Board of Directors of Sinai Health System approves the ERM Policy as presented.

2. Audited Financial Statements for the Year Ended March 31, 2018

Whereas the Audit & Risk Management Committee has reviewed the draft audited financial statements for Sinai Health System for the fiscal year ended March 31, 2018 (the "Financial Statements"), as prepared by Management, and audited by PwC LLP, and reviewed the PwC 2018 Year-End Report;

And whereas PwC LLP, the auditors appointed by the Members to conduct the financial statement audits, propose 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 SHS accepts the recommendation of the Audit & Risk Management Committee, and approves, as presented, the Draft Audited Financial Statements for SHS for March 31, 2018, and approve provision of same to the Members of the Corporation.

3. Appointment of Auditors for 2018-19

Whereas the Audit & Risk Management Committee accepted a recommendation from Management that PwC LLP be reappointed as auditors for Sinai Health for the year ending March 31, 2019 and recommends that the SHS Board of Directors approves same;

Be it resolved that the Board of Directors of SHS accepts the recommendation of the Audit & Risk Management Committee, and recommends approval of same by the Members of the Corporation.

4. Broader Public Sector ("BPS") Compliance and Attestation Reporting

Whereas the Audit & Risk Management Committee has reviewed 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, 2017 to March 31, 2018 (the "F2018 Attestation") and recommends to the Board of SHS that it approve the F2018 Attestation;

Be it resolved that the Board of Directors of SHS accepts the recommendation of the Audit & Risk Management Committee, and accordingly approves the F2018 Attestation for submission to the LHIN by June 30, 2018 and for posting on the Hospital's external web site.

5. Fiscal 2018 Statutory Compliance Audit Report

Whereas the Audit & Risk Management Committee (the "Committee") has reviewed the Fiscal 2018 Statutory Compliance Audit Report (the "Report") as presented by Management and recommends that the Board of Directors of SHS approve the Report;

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

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.

Governance Committee

1. 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 SHS Board of Directors approve Board-Adopted Governance Policies ("**Board Policies**"), as presented by Management;

And Whereas the Governance Committee approves the Board Policies as presented and recommends approval of same by the SHS Board of Directors;

Now therefore be it resolved that the SHS Board of Directors accepts the recommendation of the Governance Committee and accordingly approves the Board Policies.

Resources Committee

1. Lunenfeld-Tanenbaum Research Institute ("LTRI") Budget 2018/2019

Whereas the Resources Committee accepts the recommendation of the Research Committee and recommends approval of the LTRI 2018/19 operating and capital budget totaling \$92,440K by the Board of Directors;

Be it resolved that the SHS Board of Directors accepts the recommendation of the Resources Committee and accordingly approves the LTRI 2018/19 operating and capital budget totaling \$92,440K as presented, subject to fiscal constraint.

2. 2018/19 Capital Budget

Whereas Management has completed a reconciliation of the capital spending capacity for 2018/19 based on available depreciation, funding by the Ministry of Health and Long Term Care, donor funding, and debenture financing, and recommends a capital budget of \$48.1M for 2018/19 (the "**2018/19 Budget**");

And whereas this budget includes funding of \$2.5M related to capitalization of interest on the debenture for 2018/19;

And whereas this budget includes allocation of up to \$14.2M in debenture proceeds for Phase 3A furniture and equipment and the Closed Loop Medication project;

And whereas the Resources Committee has reviewed and approved this recommendation and recommends that the Sinai Health System Board of Directors approve the 2018/19 Budget as presented, to be spent according to the priorities approved by the Sinai Health Executive;

Be it resolved that the SHS Board of Directors accepts the recommendation of the Resources Committee and accordingly approves the 2018/19 Budget to be spent according to the priorities approved by the Sinai Health Executive.

3. Non-Competitive Procurement: Equipment Service Agreements (Toshiba & Philips)

Whereas the Resources Committee has reviewed the requests for approval of non-competitive procurements in respect of a *Philips Service Contract* and a *Toshiba Service Contract* (collectively, the "**Services**") for use in the Medical Imaging Department;

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

And whereas the Resources Committee approves, and recommends that the SHS Board of Directors approve, the non-competitive procurements of the Services as presented;

Now therefore be it resolved that the SHS Board of Directors accepts the recommendation of the Resources Committee and accordingly approves the non-competitive procurements of the Services as presented.

4. Non-Competitive Procurement: Tomosynthesis Mammography Equipment (Hologic)

Whereas the Resources Committee has reviewed the request for approval of a non-competitive procurement in respect of three *Breast Imaging Tomosynthesis Mammography Units* and the accompanying service contract for use in the Medical Imaging Department (collectively, the "**Equipment**");

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

And whereas the Resources Committee approves, and recommends that the SHS Board of Directors approve, the non-competitive procurement of the Equipment as presented;

Now therefore be it resolved that the SHS Board of Directors accepts the recommendation of the Resources Committee and accordingly approves the non-competitive procurement of the Equipment, as presented.

5. Contract: Softchoice (Telecom Equipment)

Whereas the Resources Committee has been presented with the business case regarding the purchase of certain telephone equipment (the "**Equipment**") and the request by Management to approve a contract for the purchase of the Equipment;

And whereas, 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 \$2.8M by more than 10%, such confirmation to be provided to the Committee's Co-Chairs by Management prior to execution, the Resources Committee approves, and

recommends that the SHS Board of Directors to approve the Hospital entering into an agreement for the purchase of the Equipment;

Now therefore, be it resolved that the SHS Board of Directors accepts the recommendation of the Resources Committee and accordingly approves the Hospital entering into an agreement for the purchase of the Equipment.

Business Development Subcommittee

1. Approval of Fiscal 2019 Budget

Whereas the Resources Committee approves the fiscal 2019 budget for Business Innovation & Development and recommends approval of same by the SHS Board of Directors;

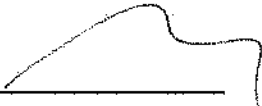
Be it resolved that the SHS Board of Directors accepts the recommendation of the Resources Committee and accordingly approves the Business Development fiscal 2019 budget.

5.0 OTHER BUSINESS


No other business was brought forward.

6.0 ADJOURNMENT

There being no further business, the meeting adjourned at 11:40 a.m.



Brent Belzberg
Chair of the Board



Dr. Gary Newton
Secretary of the Board