

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

Wednesday, June 5, 2019

Harbourfront Room, Delta Hotel Toronto, 75 Lower Simcoe Street, Toronto
11:00 am – 11:10 am

Minutes

Present:

Mr. Brent Belzberg	Ms. Jane Merkley
Dr. Erin Bearss	Dr. Gary Newton
Ms. Paula Blackstien-Hirsch	Mr. Stephen Pustil
Mr. Jonathan Bloomberg	Ms. Heather Reisman
Mr. Lawrence Bloomberg	Mr. Joel Reitman
Mr. Peter Cohen	Ms. Joanna Rotenberg*
Mr. Harry Culham	Mr. Robert Rubinoff
Mr. Lloyd S.D. Fogler, QC	Mr. Allan Rudolph
Mr. Ira Gluskin	Mr. Mark Saunders
Ms. Maxine Granovsky Gluskin	Mr. Edward Sonshine
Ms. Debbie Kimel	Mr. Kenneth Tanenbaum*

Regrets:

Mr. David Cynamon	Mr. Gerald Schwartz
Mr. Louis de Melo	Mr. Howard Sokolowski
Mr. Irving Gerstein	Mr. Lawrence Tanenbaum
Mr. Bernard Ghert	Rt. Hon. John Turner
Mr. Jay Hennick	Mr. Charles Winograd
Mr. Andrew Hoffman	Mr. Mark Wiseman
Mr. Tom Kornya	Dr. Ian Witterick
Mr. Joseph Lebovic	Mr. Jim Woodgett
Mr. Richard Pilosof	Dr. Trevor Young
Mr. Philip Reichmann	

Also Present:

Mr. John Aldis	Ms. Barbara McCully
Ms. Susan Brown	Ms. Karen Michell
Ms. Melanie de Wit	Mr. Sandip Mitra
Ms. Carey Lucki	Dr. Maureen Shandling

Guests:

Ms. Cathy Russell, PwC

*via teleconference

Recorder: Ms. 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 CONSENT AGENDA ITEMS

2.1 Consent Agenda Approval

2.1.1 Minutes of Wednesday, April 17, 2019 Meetings

Whereas the Sinai Health System Board of Directors has reviewed the meeting Minutes from Wednesday, April 17, 2019;

Be it resolved that the Sinai Health System Board of Directors approves the meeting Minutes from Wednesday, April 17, 2019, as circulated.

2.1.2 Approval of Board Committee Reports and Omnibus Motion

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

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

a) Audit & Risk Management Committee – May 28, 2019 Meeting

EXTERNAL AUDIT

Approval of Draft Audited Financial Statements

Whereas the Audit & Risk Management Committee has reviewed the draft audited financial statements for Sinai Health System and Bridgepoint Health for the fiscal year ended March 31, 2019 (the “Financial Statements”), as prepared by Management, and audited by PwC LLP, and reviewed the PwC 2019 Year-End Report;

And Whereas PwC LLP, the auditors appointed by the members to conduct the financial statement audit, 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 each corporation;

And Whereas the Audit & Risk Management Committee has approved, as presented, the Financial Statements and recommends approval of same by the Boards of Directors;

Therefore, be it resolved that the Board of Directors approve the Financial Statements for the fiscal year ended March 31, 2019.

Appointment of Auditors/Public Accountants for 2019/20

Be it resolved that the Audit & Risk Management Committee recommends that the Boards of Directors seek reappointment of PwC LLP as auditors for Sinai Health System and public accountants for Bridgepoint Health for the year ending March 31, 2020 at the Annual General Meeting of the Members, at a fee to be determined in due course by the Boards of Directors.

RISK MANAGEMENT & COMPLIANCE REPORTING

Broader Public Sector (BPS) Compliance Attestation 2018

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, 2018 to March 31, 2019 (the “F2019 Attestation”) and recommends that the Board of Directors approve same;

Therefore, be it resolved that the Board of Directors approves the F2019 Attestation for submission to the LHIN by June 30, 2019 and for posting on the Hospital’s website.

b) Medical Advisory Committee – April 3, 2019 Meeting

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 accepts the new appointments, change of status, cross appointment, resignation and temporary appointments as recommended by the Medical Advisory Committee, in accordance with the Professional Staff By-Laws.

c) Medical Advisory Committee – May 8, 2019 Meeting

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 accepts the new appointments, change of status, cross appointment, resignation and temporary appointments as recommended by the Medical Advisory Committee, in accordance with the Professional Staff By-Laws.

d) Patient Safety and Quality Committee – April 10, 2019

No motions.

e) Resources Committee – May 28, 2019 Meeting

CONSENT AGENDA ITEMS

2018/19 Senior Leadership Incentive Plan Performance

Whereas approval of senior leadership at risk compensation for Fiscal 2018/19 is required by the Board of Directors;

And Whereas the Human Resources Committee and the Patient Safety and Quality Committee have reviewed and endorsed leadership's Performance Outcomes as presented by Management;

And Whereas the Resources Committee has reviewed and endorsed the Operational Effectiveness Performance Outcomes as presented by Management and recommends the Board of Directors approve payment of at risk compensation to senior leadership;

Now therefore, be it resolved that the Board of Directors approves payment of at risk compensation to senior leadership in accordance with the terms and conditions of the Senior Leadership Incentive Plan.

OPERATIONS

Financial and Performance Results (Year Ended March 31, 2019)

Whereas the Resources Committee has reviewed and approved the Financial and Performance Results for the fiscal year ended March 31, 2019 and recommends that the Boards of Directors of Sinai Health System and Bridgepoint Health approve same;

Now therefore, be it resolved that the Boards of Directors of Sinai Health System and Bridgepoint Health approve the Financial and Performance Results for the fiscal year ended March 31, 2019.

2019/20 Operating Budget and Accountability Agreements

Whereas the Resources Committee has reviewed and approved the 2019/20 Operating Budget as presented, which forms the basis for Sinai Health System's Hospital Services Accountability Agreement (H-SAA) and Multi-Sector Accountability Agreement (M-SAA) with the Toronto Central LHIN and recommends that the Boards of Directors approve same;

Now therefore, be it resolved that the Boards of Directors approves the 2019/20 Operating Budget and authorizes execution and submission of the H-SAA and M-SAA to the Toronto Central LHIN.

LTRI 2019/20 Operating & Capital Budget

Whereas the Resources Committee has reviewed and accepted the recommendation of the Research Committee to approve the LTRI FY 2019/20 Operating and Capital Budget request totaling \$95.1 million, subject to fiscal constraints, and recommends that the Board of Directors approve same;

Now therefore, be it resolved that the Board of Directors approves the LTRI FY 2019/20 Operating and Capital Budget request, subject to fiscal constraints.

CAPITAL AND PROCUREMENT

2019/20 Capital Budget

Whereas the Resources Committee has reviewed and approved Management's proposed Fiscal 2019/20 Stage 1 Capital Budget allocation of up to \$61.8 million, which includes a \$35.3 million allocation of debenture proceeds, to fund Renew Sinai and Regular Hospital capital priorities as presented and recommends that the Board of Directors approve same;

Now therefore, be it resolved that the Board of Directors approves a Fiscal 2019/20 Stage 1 Capital Budget of up to \$61.8 million, including a \$35.3 million allocation of debenture proceeds, to fund the priorities identified by Management.

Contract/Procurement Review & Approvals

Master Program and Plan RFP

Whereas the Resources Committee has reviewed and approved Management's proposed Request for Proposal (RFP) requirements to develop an organizational-wide Master Program and Master Plan ("the Project"), at an estimated total project cost of \$4.0 million, and requests approval to publicly post the RFP;

And whereas Management will report back on the results of the RFP to the Resources Committee and seek approval of the Board of Directors to award the contract to the preferred proponent;

And whereas Management intends to seek recovery of the Project cost from the Ministry of Health and Long-Term Care through a planning grant for Sinai Health Phase 3B;

And whereas the Resources Committee recommends that the Board of Directors authorize Management to post the RFP and to approve the allocation of up to \$4 million debenture proceeds to fund the Project as part of the Hospital's annual Capital Budget over the Project duration;

Now therefore, be it resolved that the Board of Directors authorizes Management to post the RFP and to approve the allocation of up to \$4 million debenture proceeds for the Project.

Phase 3A Kitchen Redevelopment Scope Change

Whereas the Resources Committee has reviewed and approved the Phase 3A Kitchen Redevelopment Change Scope, with an overall budget estimate of \$28M (estimated Local Share up to \$4.5 million) and recommends that the Board of Directors approve same;

And whereas the Sinai Health Foundation (the “Foundation”) has committed an additional \$4.5 million to support the Local Share of the Phase 3A Kitchen Redevelopment Change Scope, bringing the Foundation’s total commitment for Renew Sinai – Phase 3A to \$134.5 million;

And subject to Management completing cost negotiations and receiving formal approval and funding commitment from the Ministry of Health and Long Term Care for the Kitchen Renovation Scope Change;

Now therefore, be it resolved that the Board of Directors approves the implementation of the Phase 3A Kitchen Redevelopment Scope Change with a total project budget of \$28 million.

Oncology Clinical Information System

Whereas the Resources Committee has reviewed and approved Management’s proposed implementation of the Oncology Clinical Information System Project (the “Project”) with an allocated total project budget up to \$5.0 million and recommends that the Board of Directors approve same;

And whereas the Resources Committee has reviewed and is satisfied that Management has completed the requisite diligence to ensure the appropriateness and suitability of a non-competitive procurement of an Oncology Clinical Information System (the “System”);

And subject to Management’s negotiation of an agreement for software and services to implement the System, confirmation that there are no material legal or business risks in the contract once prepared, no material changes to the business case as presented, and the final negotiated cost for the agreement does not exceed \$2.6 million, such confirmation to be provided to the Committee’s Co- Chairs by Management prior to execution;

Now therefore, be it resolved that the Board of Directors approves an allocated total budget of up to \$5 million for the Project, the non-competitive procurement of the System, and authorizes Management to enter into an agreement for the purchase of the System.

Closed Loop Project Renovation

Whereas the Resource Committee has reviewed and approved Management’s request to pre-approve a contract for the purchase of Construction Management

Services and Construction (the “Contract”) to perform the necessary renovations for the Closed Loop project (the “Project”) and recommends that the Board of Directors approve same;

And Whereas the Resources Committee has reviewed and approved Management’s request to use \$200,000 of the \$4.4 million Contingency Reserve included in the Project budget for the purchase of the Contract;

And whereas the Resources Committee has reviewed and approved Management’s request to amend condition (iii) in the January 30, 2018 resolution approving the Project, requiring Management to bring forward to the Committee the final contracts for approval following completion of the competitive procurement process to confirm no material legal or business risks in the contract(s), with the following amended condition: bring forward to the Committee the final contracts exceeding Management’s delegated approval authority for approval following completion of the competitive procurement process to confirm no material legal or business risks in the contract(s) and recommends that the Board of Directors approve same;

And 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 Contract does not exceed \$2.6 million, such confirmations to be provided to the Resources Committee Co-Chairs;

Now therefore, be it resolved that the Board of Directors approves the Contract, the use of \$200,000 of the Project’s Contingency Reserve, and the amendment to condition (iii) in the January 30, 2018 resolution approving the Project, as specified herein.

3.0 APPROVAL

3.1 Bridgepoint Foundation By-Law Amendment

Whereas section 61 of the General By-law of Bridgepoint Foundation, dated March 5, 2015, provides that the said By-law may not be amended without the approval of the Board of Directors of Sinai Health System;

And Whereas, pursuant to section 61 mentioned above, Bridgepoint Foundation is seeking the approval of the Board of Directors of the Corporation for the enactment of a new By-law, in the form presented to the Board of Directors of the Corporation (the “New By-law”) to replace Bridgepoint Foundation’s General By-law dated March 5, 2015 (the “2015 By-law”);

And Whereas the purpose of the New By-law is to generally conform the governance of Bridgepoint Foundation to the governance of the Sinai Health System Foundation;

And Whereas as a result of the New By-law, among other things:

- i. the Bridgepoint Foundation will no longer be restricted by its by-laws from actively fundraising;
- ii. the Board and Members of Bridgepoint Foundation will mirror those of the Sinai Health System Foundation; and

- iii. the consent of the Sinai Health System to the amendment of the by-laws of Bridgepoint Foundation will no longer be required;

Now therefore be it resolved that:

- 1. the enactment of the New By-law is hereby approved;
- 2. any one of the directors and officers of the Corporation is hereby authorized and directed to execute and deliver all such documents and instruments as Bridgepoint Foundation may reasonably require in connection with the approval granted by the aforesaid resolution.

4.0 OTHER BUSINESS

No other business was brought forward.

5.0 DATE OF NEXT MEETING

The next scheduled meeting of the Board of Directors is Thursday, October 10, 2019 from 3:30 pm to 6:00pm.

6.0 ADJOURNMENT

There being no further business, the meeting adjourned at 11:06 am.



Mr. Brent Belzberg
Chair of the Board



Dr. Gary Newton
Secretary of the Board