

MEETING OF THE BOARD OF DIRECTORS
SINAI HEALTH SYSTEM (“Sinai Health” or “SHS”)
Tuesday, December 11, 2018
Mount Sinai Hospital, Executive Board Room 19-317
3:30 – 6:00 p.m.

Minutes

Present:

Dr. Erin Bearss	Mr. Joseph Lebovic
Mr. Brent Belzberg	Ms. Jane Merkley
Mr. Jonathan Bloomberg*	Dr. Gary Newton
Mr. Peter Cohen	Mr. Richard Pilosof
Mr. Harry Culham*	Mr. Stephen Pustil*
Mr. David Cynamon	Mr. Joel Reitman
Mr. Lloyd S.D. Fogler, QC	Ms. Joanna Rotenberg
Mr. Bernard Ghert	Mr. Mark Saunders
Mr. Ira Gluskin	Mr. Howard Sokolowski*
Ms. Maxine Granovsky Gluskin	Mr. Kenneth Tanenbaum
Mr. Jay Hennick	Rt. Hon. John N. Turner
Mr. Andrew Hoffman	Mr. Mark Wiseman*
Ms. Debbie Kimel	Dr. Trevor Young
Mr. Tom Kornya*	

Regrets:

Ms. Paula Blackstien-Hirsch	Mr. Alan Rudolph
Mr. Lawrence Bloomberg	Mr. Edward Sonshine
Mr. Irving Gerstein	Mr. Gerry Schwartz
Mr. Philip Reichmann	Mr. Lawrence Tanenbaum
Ms. Heather Reisman	Mr. Charles Winograd
Mr. Robert Rubinoff	Dr. Ian Witterick

Also Present:

Ms. Susan Brown	Ms. Karen Michell
Mr. Louis de Melo	Dr. Howard Ovens
Mr. Gerry Dimnik	Dr. Maureen Shandling
Mr. Stephen Goldsmith	Mr. Marc Toppings
Mr. Tony Khouri	Dr. Jim Woodgett
Ms. Barbara McCully	

Guests:

Mr. Robert Alexander ¹	Ms. Tali Dubrovsky ¹
Ms. Susan Davis ¹	Ms. Leanne Kipfer ¹
Ms. Danielle Donadio ¹	Ms. Dee Perera

*via teleconference

¹Attended the “6.1 SHS Foundation Update” portion of the meeting only

Recorder: Ms. Barb Richard

1.0 CALL TO ORDER

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

Mr. Belzberg introduced Ms. Maxine Granovsky Gluskin and advised the Board that a motion will be addressed to appoint Ms. Granovsky Gluskin to the Board of Directors as a non-voting Honourary Director.

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 REPORTS

2.1 Chair's Report

The Chair's Report was included in the Board Meeting materials package previously circulated and no further update was provided at the meeting.

2.2 CEO's Report

Dr. Gary Newton, President and Chief Executive Officer, thanked Ms. Dee Perera, former Interim Chief Financial Officer, for her contributions to Sinai Health over the past few months. In addition, the Board was advised that the executive leadership team is now complete with the addition of Ms. Susan Brown in the position of Executive Vice President, People & Culture. Ms. Brown, who is also Sinai Health's Chief Human Resources Officer, has been instrumental in the development, implementation, and administration of Sinai Health's *People Plan*. The executive leadership team organization chart was presented.

3.0 APPROVALS

3.1 Non-Voting Honourary Director Appointment

Ms. Granovsky Gluskin recused herself from the meeting for this matter.

Mr. Belzberg provided an overview of Ms. Granovsky Gluskin's expertise, experience and community engagement, noting her present level of commitment to the Foundation's Board and the contribution she would make to Sinai Health. It was noted that, as an honorary director, Maxine will have the benefit of getting acquainted with Sinai Health's Board and that her role with Sinai Health will be revised in one year. The Board approved the appointment of Maxine Granovsky Gluskin as a non-voting Honourary member of the

Board of Directors for a term of one (1) year or until as otherwise may be determined by the Members or Directors of the Corporation;

Whereas pursuant to Sinai Health System's By-Law Number 3, it is deemed desirable and in the best interests of Sinai Health System (the "**Corporation**") that the following action be taken by the Directors of the Corporation (the "**Sinai Health Board**");

And whereas the Governance Committee of the Sinai Health Board has reviewed and approved this nomination and recommends that the Sinai Health Board approve same;

Be it resolved that the Sinai Health Board approves the appointment of Maxine Granovsky Gluskin to the Sinai Health Board in the capacity of non-voting Honorary Director for a term of one (1) year or until as otherwise may be determined by the Members or Directors of the Corporation.

Ms. Granovsky Gluskin was called back to the meeting following the vote and officially welcomed to the Board of Directors in the stated capacity.

3.2 Consent Agenda Items

3.2.1 Previous Meeting Minutes: Tuesday, October 23, 2018

The minutes of the meeting taking place Tuesday, October 23, 2018 were approved, as circulated:

Be it resolved that the Sinai Health System Board of Directors approves the meeting Minutes from Tuesday October 23, 2018, as circulated.

3.2.2 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 SHS Board of Directors accepts the recommendations of the following Committees of the Board and accordingly approves all of the following resolutions:

Medical Advisory Committee

1. **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 Sinai Health 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.

Patient Safety & Quality Committee

1. Terms of Reference

Whereas Patient Safety & Quality Committee (the "**Committee**") has approved the updated Terms of Reference for that Committee upon Management's recommendation to align with the Committee's evolving mandate (the "**Revised Terms of Reference**"), and recommends that the Sinai Health System Board approve same;

Be it resolved that the Sinai Health Board of Directors approves the Revised Terms of Reference, as presented.

Audit and Risk Management Committee

1. Financial & Performance Results (YTD September 2018)

Whereas the Audit and Risk Management Committee has reviewed the Financial & Performance Results for the six months ending September 30, 2018 in respect of Sinai Health System and has approved and recommended that the Sinai Health System Board of Directors approve same;

Be it resolved that the Board of Directors of Sinai Health System approves the financial results for the six months ending September 30, 2018, as presented.

3.3 Approval of Contract for Security Services

The Board was advised that this matter was being specifically addressed because the Resources Committee had not met prior to this meeting; however, it was noted that Management had discussed the matter with the Resources Committee Co-Chairs, Mr. Mark Saunders and Mr. Peter Cohen, who supported the contract. The Board was presented with the business case regarding the retention of security guard services and advised of the diligence and benchmarking performed by Management as part of the review. The Board was advised that a competitive process had been used to select the vendor.

The Board approved the Hospital entering into an agreement for the purchase of the security guard services:

Whereas the Sinai Health Board of Directors has been presented with the business case regarding the retention of security guard services (the "**Services**") and the request by Management to approve a contract for the Services;

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 that the final negotiated cost for the agreement does not exceed \$7.9M by more than 10%, such confirmation to be provided to the Resources Committee's Co-Chairs by Management prior to execution;

Now therefore, be it resolved that the Sinai Health Board approves the Hospital entering into an agreement for the purchase of the Services.

4.0 QUALITY CONVERSATION

Ms. Brown presented Sinai Health's People Plan to the Board, outlining its key purpose and objectives. Ms. Brown noted that the People Plan aims to articulate hope, confidence, and safety in Sinai Health's people and workplace. Ms. Brown noted that Sinai Health is replacing the use of the term "staff" and implementing the use of the term "people" as such term is inherently more inclusive and captures Sinai Health's medical professionals (physicians, dentists, midwives) and volunteers. The presentation also included the People Plan's four 'Aims', those being 1) engage & invest in people; 2) be well & feel energetic; 3) build leadership strengths and management skills; and, 4) attract and position top talent.

Ms. Brown advised that Sinai Health is unique from the other academic teaching hospitals named in the *Top 2019 Employers in the Greater Toronto Area* in that Sinai Health is committed to creating a culture for its people to feel enthusiastic about working at Sinai Health which translates to a more compassionate patient care. Sinai Health also has prioritized its People Plan which shows its commitment to ensuring a workplace that translates into improved patient outcomes.

The Board was informed that Sinai Health conducted a people engagement survey approximately two years ago with a 37% participation rate. The people engagement survey that is currently being conducted until December 14, 2018, has already received a 40% participation rate. The data collected can be measured against Sinai Health's peer group and will assist in identifying the areas for improvement to achieve the People Plan's four Aims.

5.0 RESOURCES CONVERSATION

5.1 Performance Update and Dashboard

Ms. Perera provided the Board with an update to the Operating & Performance Dashboard for the month of September 2018.

Ms. Jane Merkley, Executive Vice President, Chief Nurse Executive & Chief Operating Officer, provided highlights to the key volume performance indicators and explained to the Board context to the significance for those indicators. The Board was informed that the funding formula is set by the government and is the source of funding for service volumes and that no funding from Sinai Health Foundation (the "**Foundation**") is applied to this.

Mr. Raymond Lam, Director, Financial Planning & Analysis, presented a summary of the financial results for Sinai Health and Bridgepoint Health, as well as Sinai Health's balance sheet. Mr. Lam provided highlights to the financial summaries and balance sheet. The Board was advised that Sinai Health has been able to manage cost efficiencies to help mitigate a large deficit and deliver a more balanced bottom line in this current fiscal year's budget.

5.2 Fiscal 2020 Budget Preview

Ms. Merkley provided a summary of the *Hospital Annual Planning Submission ("HAPS")* that Sinai Health submitted in November 2018 to the Toronto Central Location Health Integration Network. The Board was reminded that the Hospital annually enters into or amends accountability agreements with the Toronto Central Local Health Integration Network. Ms. Merkley further reviewed Sinai Health's principal areas of focus in this year's

submission and its funding priorities. Sinai Health's HAPS submission was included in the Board Meeting materials package previously circulated.

Mr. Lam provided an overview of the Fiscal 2020 HAPS financial assumptions and initial budget gap. It was identified that the assumptions were based on the government providing a 0% increase in funding. Mr. Lam indicated that the budget gap is consistent with peer hospitals. Based on the identified factors as of November 2018, the Board was advised that Management anticipates a funding shortfall of approximately 3.32% of Sinai Health's total operating budget.

The Board was advised that the long-term debenture identified in the balance sheet is not being used to fund operations, and that Sinai Health is not anticipating a growth in the bank loan debt in response to the increased initial budget gap.

5.3 Capital Submissions

Dr. Newton gave a presentation that addressed the transition/decanting budget, and the proposal to include the kitchen renovation as part of *Renew Sinai* Phase 3A instead of Phase 3B.

The Board was informed that although a decision was not required at this meeting, this matter was being brought forward at this time in order for Management to benefit from the Board's input. The Board was advised that there is a need to significantly revise the Phase 3A construction plans to include Sinai Health's kitchen in order to mitigate risks identified under infection prevention and control and occupational health and safety, as well as to maintain the production and delivery of safe meals. It was noted that a Board decision would be required at a future meeting and would depend, in part, on the Ministry's decision.

6.0 STRATEGY CONVERSATION

6.1 SHS Foundation Update

Mr. Belzberg called on Sinai Health Foundation's Co-Chair, Mr. David Cynamon, to frame the discussion and introduce Mr. Louis de Melo, Chief Executive Officer, Sinai Health Foundation.

Mr. de Melo gave a presentation that outlined the Foundation's strategic plan priorities, brand strategy, and current activities.

Mr. de Melo noted that the Foundation has undergone an overhaul in leadership and he introduced the Foundation's new executive leadership team: Mr. Robert Alexander, Vice President, Finance; Ms. Susan Davis, Vice President, Governance & Chief Administrative Officer; Ms. Danielle Donadio, Vice President, Brand Strategy & Marketing; Ms. Tali Dubrovsky, Vice President, Community Engagement & Partnerships; and, Ms. Leanne Kipfer, Vice President, Stewardship & Donor Relations.

The Board was advised that the Foundation's Strategic Plan is comprised of six pillars designed to focus efforts on achieving fundraising results in support of the Hospital's top priorities. At the heart of this Plan is the aspiration to double fundraising results in five years in a sustainable manner.

6.2 Business Innovation & Development Overview

Mr. Belzberg called on Mr. Steve Pustil, Co-Chair, Business Innovation & Development Committee, to frame the discussion and introduce Mr. Stephen Goldsmith, Vice-President, Business Innovation & Development.

Mr. Goldsmith gave a presentation to briefly describe the Business Innovation & Development ("BI&D") portfolio, including businesses within the Hospital and the Trusts, as well as BI&D's strategy, mandate, and objectives. Mr. Goldsmith advised the Board that the BI&D contribution margin for F2017 was over \$10M, an increase from approximately \$4.8M in F2008. Mr. Goldsmith noted that BI&D is developing a strategy to achieve a contribution margin of \$20M per year by F2025. It was noted that such increase to the contribution margin will be derived from growing current businesses, developing new opportunities, and partnering with companies and individuals on health care innovation which will generate return on investment and/or equity.

7.0 IN-CAMERA SESSION

Due to the fulsome discussion on the preceding topics, the Board agreed to forego an *in camera* session.

8.0 OTHER BUSINESS

No other business was brought forward.

9.0 DATE OF NEXT MEETING

The next scheduled meeting of the Boards of Directors is Thursday, February 7, 2019 from 3:30pm to 6:00pm.

10.0 ADJOURNMENT

There being no further business, the meeting adjourned at 5:59 p.m.



Mr. Brent Belzberg
Chair of the Board



Dr. Gary Newton
Secretary of the Board