



MEETING OF THE BOARD OF DIRECTORS OF  
SINAI HEALTH SYSTEM (“Sinai Health”)  
April 18, 2024  
3:30 pm to 6:15 pm at Hennick Bridgepoint Hospital

Minutes

Present:

Brent Belzberg  
Paula Blackstien-Hirsch  
Jonathan Bloomberg  
Lawrence Bloomberg  
Peter Cohen  
Dr. Luke Devine  
Lloyd S.D. Fogler, QC  
Bernard Ghert  
Ira Gluskin  
Maxine Granovsky Gluskin  
Andrew Hoffman  
Dr. Patricia Houston  
Debbie Kimel  
Tom Kornya  
Jane Merkley

Dr. Gary Newton  
Stephen Pustil  
Philip Reichmann  
Joel Reitman  
Joanna Rotenberg  
Robert Rubinoff  
Mark Saunders  
Howard Sokolowski  
Kenneth Tanenbaum  
Lawrence Tanenbaum  
Dr. Lesley Wiesenfeld  
Charles Winograd  
Mark Wiseman

Regrets:

Harry Culham  
David Cynamon  
Irving Gerstein  
Jay Hennick  
Michael Hollend

Richard Pilosof  
Dani Reiss  
Gerald Schwartz  
Edward Sonshine

Also Present:

Robert Bull  
Louis de Melo  
Dr. Anne-Claude Gingras  
Barbara Griffin

Carey Lucki  
Barbara McCully  
Tracy Rotstein  
Dr. Maureen Shandling

Guests:

Sandra Dietrich  
Dominique O’Riordan

Scott Patterson  
Kate Wilkinson  
Lily Yang

Recorders: Tracy Rotstein and Shelley Albert

## 1.0 CALL TO ORDER

Peter Cohen, Board Chair, called the meeting to order at 3:30 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 IN-CAMERA

The in-camera session was deferred to the end of the Board meeting.

## 3.0 APPROVALS

### 3.1 Consent Agenda Items

#### 3.1.1 Previous Meeting Minutes: February 8, 2024

**Whereas** the Sinai Health System Board of Directors has reviewed the meeting Minutes from Thursday February 8, 2024;

**Be it resolved that** the Sinai Health System Board of Directors approves the meeting Minutes from Thursday February 8, 2024, as circulated.

#### 3.1.2 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 7, 2024

**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 6, 2024

**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 – April 3, 2024

**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 – April 3, 2024

**Whereas** the Governance Committee recommends that the Sinai Health Board of Directors approve the addition of Madeline Cooper to the Patient Safety and Quality Committee;

**Be it resolved that** the Sinai Health Board accepts the recommendation of the Governance Committee and approves the addition of Madeline Cooper to the Patient Safety and Quality Committee.

Resources, Audit and Risk Committee – March 28, 2024

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

**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 2024/25 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, 2024;

**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 2024-2025 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.

### **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 2024/25 Multi-Sector Accountability Agreement ("**M-SAA**") effective April 1, 2024;

**And whereas** the Sinai Health Board must approve the M-SAA prior to Ontario Health flowing funds starting April 1, 2024;

**Now therefore, subject to** the completion by Management of all requisite legal diligence and confirmation that the 2024/25 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 2024/25 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.

- 2024/25 Internal Audit Plan

**Whereas** the Resources, Audit and Risk Committee has reviewed the proposed 2024/25 Internal Audit Plan and budget and recommended approval by the Sinai Health Board of Directors;

**Be it resolved that** the Sinai Health Board of Directors approves the 2024/25 Internal Audit Plan and budget, as presented.

- Finance Related Board Policies

**Whereas** the Resources, Audit and Risk Committee (the "Committee") and the Board of Directors (the "Board") have approved a Finance Policies Approval Framework to clarify which policies require Board review and approval;

**And whereas** the Finance Policies Approval Framework includes the Signing Authority and Delegation Policy and the Business and Travel Expenses Policy (collectively, the "Finance Policies");

**And whereas** Management has revised the Finance Policies and completed the requisite diligence to ensure their appropriateness;

**Be it resolved that** the Resources, Audit and Risk Committee recommends that the Boards of Directors of Sinai Health and Hennick Bridgepoint Health approved the revised Finance Policies, as presented.

- Contract/Procurement Reviews and Approvals

**Whereas** the co-chairs of the Resources, Audit and Risk Committee, with delegation from the Committee, have reviewed and endorsed requests for the following Commitments requiring authorization by the Board of Directors:

- i. the non-competitive procurement of a contract extension with Stantec Architecture for the completion of Phase 3A with an estimated total contract value of \$4,218,438;
- ii. the non-competitive procurement of a contract with Johnson Controls for a systems upgrade of the Metasys Building Automation System with an estimated contract value of \$1,906,800;

**And whereas** Management has completed the requisite diligence to ensure the appropriateness and suitability of such Commitments;

**And whereas** the co-chairs of the Committee recommend that the Sinai Health Board of Directors approve the Commitments, as presented;

**Be it resolved that** the Sinai Health Board approves the Commitments, as presented.

Patient Safety and Quality Committee – March 27, 2024

**Whereas** the Board delegated to the Patient Safety and Quality Committee (the “Committee”) the authority to approve the execution and submission of the 2024/25 Quality Improvement Plan, with ultimate Board ratification to occur at the April 2024 Board meeting;

**Whereas** the Committee has approved the 2024/25 QIP as presented;

**Be it resolved** that the Board ratifies the 2024/25 QIP.

## 4.0 REPORTS

### 4.1 Chair’s Report

The Chair’s Report was circulated on April 17, 2024. No new information was provided at the meeting. Peter thanked Bob Rubinoff and Steve Pustil for their remarkable contributions to Sinai Health.

## 5.0 HOSPITAL AND SECTOR UPDATES

### 5.1 Sector Update

Dr. Gary Newton, President and Chief Executive Officer, provided an update on the provincial and federal budgets and discussed the increase to research funding. Gary also thanked Bob Rubinoff and Steve Pustil for their legacy of leadership to Sinai Health.

### 5.2 Hospital Update

Jane Merkley, Executive Vice President, Chief Nurse Executive and Chief Operating Officer provided updates on the Hospital’s masking policy and the progress of the new professional care delivery model at Mount Sinai Hospital. As of May 1<sup>st</sup>, masking will no longer be mandatory in patient care areas. The first Registered Practice Nurse (RPN) roles has been posted and we expect to recruit experienced RPNs. The new Professional Care Delivery Model will help to address the changing needs of our patient populations and health human resource pressures.

## **6.0 BOARD DEVELOPMENT/EDUCATION**

### **6.1 Professional Staff - Professionalism Policy**

Dr. Maureen Shandling, Executive Vice President, Medical Affairs, presented the new Professionalism Policy. Maureen provided an overview of Board's role to provide oversight of the physician credentialing process. The new Professionalism Policy codifies Sinai Health's policies and processes to manage professional conduct. The document was developed in close collaboration with hospital leadership, external counsel and our peer institutions. Maureen thanked Dr. Mark Lachmann (Executive Vice President, Medical Affairs) for his leadership on developing the Policy.

**Whereas** Sinai Health Professional Staff By-law Number 2 contemplates that the Board may, after considering the recommendation of the Medical Advisory Committee, adopt policies and procedures applicable to the Professional Staff;

**And whereas** the Medical Advisory Committee has recommended that the Board of Directors of Sinai Health approve the Professionalism Policy and Complaint Management Procedure (the "Professionalism Policy") with the amendments discussed by the Committee;

**Be it resolved that** the Board approve the Professionalism Policy, as presented.

### **6.2 Sinai Health Master Plan Progress**

Dominique O'Riordan, Director, Capital and Planning Strategy; and Scott Patterson, Chief Planning and Development Officer, provided an update the Master Plan and the timelines for the Ministry's submission process. Detailed reference materials were provided and no additional information was presented at the meeting.

## **7.0 RESOURCES CONVERSATION**

### **7.1 Financial and Performance Results YTD Jan. 2024**

Rob Bull (Executive Vice President, Finance, Facilities & Capital Development and Chief Financial Officer) and Sandra Dietrich (Vice President, Performance, Clinical and Support Services) provided an overview of Sinai Health's financial results and volume performance as of January 31, 2024.

**Whereas** the Resources, Audit and Risk Committee reviewed the Financial Results and Volume Performance for the ten months ended January 31, 2024 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 unaudited financial results and volume performance to January 31, 2024, as presented.

### **7.2 2024/25 Hospital Operating and Capital Budget**

Rob Bull presented the 2024/25 Hospital Operating and Capital Budget. Rob provided the environmental context that the budget approach and relative size of deficits is consistent with what the majority of peer organizations consulted are presenting.

**Whereas** Management has reviewed the capital requests and emerging capital equipment needs of Sinai Health and recommended the sources of funds available to address the upcoming priority capital needs for 2024/25;

**And whereas** the Resources, Audit and Risk Committee has approved a capital budget of up to \$98.9M for 2024/25, to be spent according to the priorities recommended and approved by Sinai Health management, and recommended approval of the same by the Sinai Health Board of Directors;

**Be it resolved that** the Sinai Health Board of Directors approves the 2024/25 Capital Budget, as presented.

### **7.3 Fighting Against Forced Labour and Child Labour in Supply Chains Act**

Peter presented Sinai Health's first report under the *Fighting Against Forced Labour and Child Labour in Supply Chains Act*.

**Whereas** the *Fighting Against Forced Labour and Child Labour in Supply Chains Act, 2023* requires an entity that meets certain criteria to submit an annual report to the Minister of Public Safety and Emergency Preparedness (the "Report");

**And whereas** the Report is due to be submitted on or before May 31, 2024 and requires approval by the Sinai Health Board prior to submission;

**Be it resolved that** the Sinai Health Board of Directors approves the Report, as presented, and any one of the Board Chair, Treasurer, President and Chief Executive Officer or the Executive Vice President, Finance, Facilities & Capital Development and Chief Financial Officer (each, an "Authorized Signatory") are hereby authority to execute and deliver the Report on behalf of Sinai Health with such technical changes as the Authority Signatory may approve.

## **8.0 QUALITY CONVERSATION**

### **8.1 Senior Executive at Risk Compensation Plan**

Jane led a conversation about the Senior Executive at Risk Compensation Plan.

## **9.0 GOVERNANCE UPDATE**

Peter briefly discussed technical amendments to Sinai Health's incorporating documents to increase the maximum number of directors and to address recent changes to the rules for holding virtual meetings under the Ontario *Not-for-Profit Corporation Act*.

### **9.1 Articles of Amendment, By-law Amendments, and Updates to the Board Policy Manual**

#### 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 change the number of directors of the Corporation to provide for a range between twelve (12) and thirty-four (34) directors, as further described in the application for articles of amendment (the "Application") as presented;

**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 5, 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 amendments to By-Law Number 5 and recommend same for approval by the Members of the Corporation;

**Now therefore be it resolved that** the Corporation's Board approves and adopts amendments to By-law Number 5, as presented, and recommends same for approval by the Members of the Corporation.

## 9.2 Sinai Senate Terms of Reference

Peter presented the Terms of Reference for the Sinai Senate. The Sinai Senate will be an honorary group of former Sinai Health directors. It is expected that members will have a history of significant involvement with Sinai Health.

**Whereas** pursuant to the Corporation's By-law Number 5, the Directors of the Corporation may from time to time make such Rules as it may deem necessary or desirable in connection with the management of the business and affairs of the Board;

**And whereas** the Board previously approved the Corporation's Board Policy Manual on October 7, 2021;

**Be it resolved that** the Governance Committee recommends that the Corporation's Board approve amendments to the Board Policy Manual to add the Sinai Senate Terms of Reference and to adopt other amendments, as presented.

## 9.3 Governance Committee Terms of Reference

Andrew Hoffman, Chair Elect, provided an overview of the amendments to the Governance Committee Terms of Reference.

**Whereas** the Governance Committee has reviewed changes to the Committee's Terms of Reference and recommends that the Sinai Health Board approve the amended Terms of Reference;

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

## 10.0 IN-CAMERA

The Board met in-camera from 5:50 pm to 6:25 pm.



**11.0 DATE OF NEXT MEETING**

The next scheduled meeting of the Boards of Directors is Thursday June 20, 2024, 11:00 am; Art Gallery of Ontario.

**12.0 ADJOURNMENT**

There being no further business, the meeting was adjourned at 6:15 pm.

*Minutes approved on June 20, 2024*



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Andrew Hoffman  
Chair of the Board



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Gary Newton (Nov 15, 2024 10:20 EST)

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Dr. Gary Newton  
Secretary of the Board