



MEETING OF THE BOARD OF DIRECTORS
SINAI HEALTH SYSTEM (“SHS”)
Thursday, June 20, 2024
Toronto, Ontario
11:30 a.m. – 11:45 a.m.

Minutes

Present:

Brent Belzberg
Paula Blackstien-Hirsch
Jonathan Bloomberg
Peter Cohen
David Cynamon
Dr. Luke Devine
Ira Gluskin
Jay Hennick
Andrew Hoffman
Michael Hollend
Dr. Patricia Houston

Debbie Kimel
Jane Merkley
Dr. Gary Newton
Richard Pilosof
Stephen Pustil
Dani Reiss
Joel Reitman
Robert Rubinoff
Howard Sokolowski
Dr. Lesley Wiesenfeld

Regrets:

Lawrence Bloomberg
Harry Culham
Lloyd S.D. Fogler, QC
Irving Gerstein
Bernard Ghert
Maxine Granovsky Gluskin
Tom Kornya
Philip Reichmann

Joanna Rotenberg
Mark Saunders
Gerald Schwartz
Edward Sonshine
Kenneth Tanenbaum
Lawrence Tanenbaum
Charles Winograd
Mark Wiseman

Also Present:

Robert Bull
Jonathan Gitlin
Joanne Ferstman

Tracy Rotstein
Dr. Maureen Shandling

Recorder: Shelley Albert

1. CALL TO ORDER

Peter Cohen, Chair of the Board of Directors, called the meeting to order. Peter highlighted that this was a year of significant milestones for Sinai Health, from the celebration of Hennick Bridgepoint Hospital's 10th anniversary to the remarkable 100th anniversary of Mount Sinai Hospital.

1.1 Quorum

The Chair 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.

2. CONSENT AGENDA ITEMS

2.1. Consent Agenda Approval

2.1.1. Approval of Agenda

Be it resolved that the Sinai Health Board of Directors approves the meeting agenda, as presented.

2.1.2. Previous Meeting Minutes

Whereas the Sinai Health System Board of Directors has reviewed the meeting Minutes from Thursday, April 18, 2024;

Be it resolved that the Sinai Health Board of Directors approves the meeting Minutes from Thursday, April 18, 2024, as circulated.

2.1.3. Board Committee Reports and Omnibus Motion

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

a) Human Resources Committee – May 27, 2024

2024/25 Work Plan

Whereas the Human Resources Committee has reviewed the 2024/25 Annual Work Plan and recommended the Sinai Health Board of Directors approve the same;

Be it resolved that the Sinai Health Board of Directors approves the Human Resources Committee 2024/25 Annual Work Plan, as presented.

Terms of Reference

Whereas the Human Resources Committee has reviewed the revised Terms of Reference in accordance with best corporate governance practices and recommended the Sinai Health Board of Directors approve the same;

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

2023/24 Senior Leadership Incentive Plan Performance

Whereas the Human Resources Committee has reviewed the 2023/24 Senior Leadership Incentive Plan Performance report, and recommended the Sinai Health Board of Directors approve the same;

Be it resolved that the Sinai Health Board of Directors approves the 2023/24 Senior Leadership Incentive Plan Performance report, as presented.

2024/25 Senior Executive at Risk Compensation Plan

Whereas the Human Resources Committee has reviewed the 2024/25 Senior Executive at Risk Compensation Plan Framework, and recommended the Sinai Health Board of Directors approve the same;

Be it resolved that the Sinai Health Board of Directors approves the 2024/25 Senior Executive at Risk Compensation Plan Framework, as presented.

2024/25 Sinai Health Executive Contingency Plan

Whereas the Human Resources Committee has reviewed the 2024/25 Sinai Health Executive Contingency Plan, and recommended the Sinai Health Board of Directors approve same;

Be it resolved that the Sinai Health Board of Directors approves the 2024/25 Sinai Health Executive Contingency Plan, as presented.

b) Medical Advisory Committee

May 1, 2024 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 Sinai Health 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.

June 5, 2024 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 Sinai Health 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) Resources, Audit and Risk Committee – May 28, 2024 Meeting

Broader Public Sector Compliance Attestation (F2024)

Whereas the Resources, Audit and Risk Committee reviewed the proposed attestation that Sinai Health 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, 2023 to March 31, 2024 (the “F2024 Attestation”) and recommended approval of same by the Board of Directors;

Be it resolved that the Sinai Health Board of Directors approves the F2024 Attestation for submission to Ontario Health by June 30, 2024 and for posting on the Hospital’s website.

Declaration of Compliance – H-SAA

Whereas the Resources, Audit and Risk Committee reviewed Sinai Health’s Declaration of Compliance for the Hospital Service Accountability Agreement (“H-SAA”) for the period April 1, 2023 to March 31, 2024, and recommended approval of same by the Sinai Health Board of Directors;

Be it resolved that the Sinai Health Board of Directors approves the Declaration, as presented.

Declaration of Compliance – M-SAA

Whereas the Resources, Audit and Risk Committee reviewed Sinai Health’s Declaration of Compliance for Multi-Sector Service Accountability Agreement (“M-SAA”) for the period April 1, 2023 to March 31, 2024, and recommended approval of same by the Sinai Health Board of Directors;

Be it resolved that the Sinai Health Board of Directors approves the Declaration, as presented.

Appointment of External Auditors/Public Accountants for 2024/25

Whereas the Resources, Audit and Risk Committee recommended that the Boards of Directors of Sinai Health System and Hennick Bridgepoint Health seek reappointment of PwC LLP as external auditors/public accountants for the Corporations for the year ending March 31, 2025 at the Annual General Meeting of the Members, at a fee to be determined in due course by the Boards of Directors;

Be it resolved that the Boards of Directors of Sinai Health System and Hennick Bridgepoint Health accept the recommendation of the Audit and Risk Management Committee, and recommend approval of same by the Members of the respective Corporations.

Commitments Requiring Board Authorization

Whereas the Resources, Audit and Risk Committee has reviewed and endorsed a request for a non-competitive procurement to contract Bayshore to operate a 16 bed unit with an estimated total contract value of \$1.4M (the “Commitment”);

And whereas such Commitment requires authorization by the Sinai Health Board of Directors;

And whereas Management has completed the requisite to ensure the appropriateness and stability of the Commitment and the Resources, Audit and Risk Committee recommends that the Sinai Health Board of Directors approve the Commitment, as presented;

Be it resolved that the Sinai Health Board approves entering into the Commitment, as presented.

d) Governance Committee – June 4, 2024

Director Recruitment – Executive Search Firm

Whereas pursuant to the Corporation’s By-Law Number 5, the Governance Committee is the nominating committee of the Board;

And whereas pursuant to the Governance Committee’s Terms of Reference, one of the Committee’s functions is to identify and recommend candidates to serve on the Board of Directors;

And whereas the Governance Committee recommends that the Corporation’s Board approve the engagement of an executive search firm with Director recruitment experience;

Now therefore be it resolved that the Sinai Health Board approves the engagement of an executive search firm with Director recruitment experience.

Board and Senior Leadership Retreat

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 continuing education of Directors is an important requirement of effective governance;

And whereas the Governance Committee recommends that the Corporation’s Board approve that a Board Retreat will take place during the 2024/2025 fiscal year;

Now therefore be it resolved that the Sinai Health Board approves that a Board Retreat will take place.

2.1.4 Approval of Draft Audited Financial Statements (YE March 31, 2024)

Whereas the Resources, Audit and Risk Committee has reviewed the draft audited financial statements for Sinai Health System (SHS) and Hennick Bridgepoint Health (HBH) for the fiscal year ended March 31, 2024 (the “Financial Statements”), as prepared by management, and audited by PwC LLP, and reviewed the PwC 2024 Year-End Report;

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 statement of financial position, statement of operations and changes in net deficit, statement of rereasurement gains/losses (revenue and expenses for Hennick Bridgepoint Health), and statement of cash flows of each corporation;

And whereas, the Resources, Audit and Risk Committee recommends approval of the Financial Statements by the Boards of Directors;

And whereas, after the Resources, Audit and Risk Committee’s recommendation, the Committee co-chairs, duly authorized by the Committee, recommended an amendment to the notes to the Financial Statements;

Therefore, be it resolved that the Boards of Directors of SHS and HBH approve the Financial Statements for the fiscal year ended March 31, 2024, subject to the adjustments described in this resolution.

3. BY-LAWS AND CORPORATE GOVERNANCE

3.1 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 the following amendments to By-law Number 5 and recommends same for approval by the Members of the Corporation:

- (i) to establish the Finance, Audit and Risk Committee and the Resources and Planning Committee;
- (ii) to dissolve the Resources, Audit and Risk Committee.

3.2 New Director Nominees

Whereas the Directors of the Corporation have reviewed the qualifications of the new Director nominees;

Be it resolved that the Directors of the Corporation approve Joanne Ferstman, Jonathan Gitlin and Heather Munroe-Blum, O.C., Q.C., as Director nominees and recommend that the Director nominees be elected by the Members.

4. DATE OF NEXT MEETING

The next scheduled meeting of the Board of Directors is Thursday, October 10, 2024 from 2:30 p.m. to 5:00 p.m.

5. ADJOURNMENT

There being no further business, the meeting adjourned at 11:45 a.m.

Minutes approved on October 10, 2024



Andrew Hoffman
Chair of the Board



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

Dr. Gary Newton
Secretary of the Board