

**Trillium Health Partners
Board of Director Meeting Minutes
Wednesday, August 8, 2018**

Mississauga Hospital, Clinical and Administrative Building, 4th Floor, Large Boardroom
15 Bronte College Court, Mississauga, Ontario

In Attendance:

Elected Directors

Mr. Alan MacGibbon (Chair); Mr. David Allgood*; Mr. Wayne Bossert;
Ms. Michele Darling; Ms. Anu Dhir; Mr. Chitwant Kohli; Dr. Mohamed Lachemi;
Ms. Christine Magee; Mr. Perry Miele; Ms. Stacey Mowbray*; Ms. Karen Wensley;
and Mr. Nick Zelenczuk

Ex-Officio Directors

Ms. Michelle DiEmanuele; Ms. Kathryn Hayward-Murray; Dr. Dante Morra;
Dr. Melanie Binnington; and Dr. Rohit Kumar

Senior Management

Ms. Karli Farrow; Dr. Alison Freeland; Mr. Steve Hall; Mr. Steve Hoscheit;
Mr. Dean Martin; and Dr. Rob Reid

Guests

Ms. Catherine Pringle, Ms. Cailin Rodgers; Mr. Steve Nott; Ms. Carol Vinette-
Hancharyk; Ms. Amanda MacNaughton; Mr. Richard Simm & Ms. Laura Mittelstadt
(KPMG LLP); Mr. Nick Pasquino*, BLG; Mr. Jonathan See, McCarthy Tetrault;
Mr. Shawn Kerr; and Ms. Monika Hall

Resource

Ms. Sherine Fahmy

Regrets:

Mr. Greg Grice; Dr. Trevor Young; and Ms. Nicole Vaz

**Via Teleconference*

1.0 Call to Order

The Chair called the Board meeting to order at 3:05 p.m. The Chair confirmed quorum.

2.0 Approval of Agenda

2.1 The Board members reviewed the agenda.

MOVED by Mr. Zelenczuk and seconded by Ms. Wensley, that the agenda for the August 8,
2018 Board of Directors meeting, be approved.

CARRIED

Trillium Health Partners Board of Directors Meeting – Wednesday, August 8, 2018

2.2 Declaration of Conflict of Interest

The Chair reminded the Board that conflicts are to be declared as the agenda item arises. He noted that a few members, including himself, would recuse themselves for agenda item 4.3, Capitalization Strategy, because of a conflict of interest. They would neither be present for that discussion nor vote.

Mr. Allgood, out of an abundance of caution, indicated that he would not participate in the discussion of agenda item 4.3 in order to allow for an assessment of any conflict of interest that he might have.

The Chair advised the Board that Ms. Darling would chair the meeting for that agenda item.

3.0 Approval of Consent Agenda

The Chair presented the Consent Agenda for discussion and approval.

MOVED by Mr. Miele and seconded by Mr. Kohli, that the Consent Agenda for the August 8, 2018 Board of Directors meeting, be approved.

CARRIED

Mr. Kerr, Ms. Pringle and Ms. Rogers joined the meeting.

4.0 Strategy Update

4.1 New Government Overview

The Chair invited Ms. DiEmanuele to provide an overview of the new provincial government.

Ms. DiEmanuele reported that management was focusing on building relationships with the new government and indicated that she believed that THP continued to be well-positioned related to the government's new mandate. She reviewed THP's alignment with and potential impacts of the new mandate on THP's health policy; key issues and their mitigation; the backgrounds of the new Deputy Premier and Minister of Health and Long-Term Care, the Premier's Health Council and the composition of the Premier's office; and next steps.

The Board and management discussed several topics related to provincial health care, including the need for THP to continue to provide innovative solutions to challenges faced by health care providers; on-going contract negotiations by the Ontario Medical Association; and executive compensation.

Mr. Kerr, Ms. Pringle and Ms. Rogers left the meeting.

Trillium Health Partners Board of Directors Meeting – Wednesday, August 8, 2018

4.2 Capacity Update

Ms. Hayward-Murray provided a capacity update. She reported on work that THP continues to prioritize to manage the volume of patients and needs of the community.

A discussion followed regarding workforce planning and the work that THP is doing to manage nursing vacancies and to enhance the operational platform, including the training and development of staff.

Messrs. Allgood, Bossert, Kohli and MacGibbon recused themselves from the meeting.

Messrs. Simm, See and Nott and Ms. Mittelstadt, Ms. Vinette-Hancharyk and Ms. MacNaughton joined the meeting. Mr. Pasquino also joined the meeting by telephone.

Ms. Mowbray joined the meeting by telephone.

4.3 THP Capitalization Strategy

Mr. Martin provided an update on discussions related to the Capitalization Strategy. He reviewed the recommendations which were supported by the Finance and Audit Committee and were the subject of ongoing discussions. Mr. Martin then discussed the cumulative incremental operating budget for the next six years and related funding matters.

Mr. Martin and the Board discussed risk management, the Board's on-going oversight of capital planning and key strategic initiatives, funding and communication matters. There was a lengthy and thorough discussion of the risks, including the impact to operating costs in the long-term, the need for a repayment strategy and those associated with not proceeding.

Ms. DiEmanuele informed the Board that prior to issuing the debenture, management would complete financial due diligence to understand the impact of the final HIS project on the operating budget. The Board agreed that management would only return to the Board if there were a material change to the strategy proposed.

WHEREAS Trillium Health Partners (“THP” or the “Hospital”) requires long-term financing of approximately \$250 million to fund capital investment;

AND WHEREAS it is in the best interests of the Hospital that the Hospital borrow up to but not exceeding \$250 million by the creation, issue and sale of debentures for such purposes;

AND WHEREAS on May 31, 2018 the Board of Directors requested management to report back in the summer of 2018 with a recommendation on the amount, phasing and timing of the debenture issuance and approved supplementary letters patent removing the restriction on borrowing on an unsecured basis from the THP letters patent of amalgamation, and on June 14, 2018 the members of the Hospital confirmed such supplementary letters patent and such supplementary letters patent have been filed with the Office of the Public Guardian and Trustee

Trillium Health Partners Board of Directors Meeting – Wednesday, August 8, 2018

and Service Ontario (the “SLP”);

MOVED by Mr. Miele and seconded by Ms. Wensley, that:

1. The Hospital is authorized to borrow up to but not exceeding \$250 million by the creation, issue and sale of senior unsecured debentures (the “**Debentures**”) to be issued pursuant to a master trust indenture (the “**Trust Indenture**”) to be entered into between the Hospital and Computershare Trust Company of Canada, as trustee (the “**Trustee**”) which Debentures shall have the terms and conditions set out in Schedule “A” to this resolution and such additional terms and conditions as determined by the Vice Chair of the Board of Directors, Chief Executive Officer, and Chief Financial Officer, acting together (the “**Authorized Officers**”).
2. The Hospital appoints the Trustee as trustee for the purposes of the Debentures and all matters related thereto on the terms set forth in the Trust Indenture.
3. The Trust Indenture is hereby approved and the Authorized Officers are authorized for and on behalf of the Hospital to execute (whether under the corporate seal of the Hospital or otherwise) and deliver the Trust Indenture in the form provided to the Board of Directors with such changes therein, if any, as the Authorized Officers in their discretion may approve, the approval by them of any such changes shall be conclusively evidenced by their execution and the delivery of the Trust Indenture.
4. The issuance of Debentures on terms substantially and materially the same as in the Trust Indenture are hereby approved.
5. The Authorized Officers are authorized to execute one or more Debentures in an aggregate principal amount not to exceed \$250 million and to authorize and direct the Trustee to authenticate and register such one or more Debentures pursuant to a written order therefore to be delivered by the Hospital in accordance with the terms of the Trust Indenture.
6. The Hospital is authorized to enter into an agreement providing for the sale of the Debentures on an agency basis, with one or more agents, as may be approved by, and otherwise on terms approved by, the Authorized Officers.
7. The draft preliminary confidential offering memorandum (the “**Preliminary Offering Memorandum**”) of the Hospital as submitted to the Board of Directors for the intended offer for sale of the Debentures is approved. The Authorized Officers are authorized for and on behalf of the Hospital to confirm and approve the final version of the Preliminary Offering Memorandum with such changes as the Authorized Officers in their discretion may confirm and approve, their approval of any such changes shall be conclusively evidenced by their final approval and delivery of the Preliminary Offering Memorandum.
8. The Authorized Officers are authorized for and on behalf of the Hospital to amend the Preliminary Offering Memorandum and to approve on behalf of the Hospital a final confidential offering memorandum (the “**Final Offering Memorandum**”) with

Trillium Health Partners Board of Directors Meeting – Wednesday, August 8, 2018

such amendments, variations, additions and deletions as may be authorized by them. The Authorized Officers are authorized for and on behalf of the Hospital to confirm and approve the Final Offering Memorandum with such changes from the Preliminary Offering Memorandum as they in their discretion may approve, their final approval of any such changes shall be conclusively evidenced by their delivery of the Final Offering Memorandum.

9. Any officer of the Hospital is authorized and directed to do all such acts and things and to execute or to cause to be executed (whether under the corporate seal of the Hospital or otherwise) all such instruments, agreements and other documents as in such officer's opinion may be necessary or desirable to complete the transactions hereby approved and authorized.

CARRIED

Messrs. Simm, See, Pasquino and Nott and Ms. Mittelstadt, Ms. Vinette-Hancharyk and Ms. MacNaughton left the meeting.

Messrs. Allgood, Bossert, Kohli and MacGibbon re-joined the meeting.

4.4 HIS Project

Mr. Hall provided an update on the HIS Project. He reviewed the status of negotiations regarding the system requirements and THP's expectations.

There was a robust discussion of issues, including system performance guarantees and service level commitments and assurances, insurance coverage regarding potential data breaches, consideration of the use of artificial intelligence, the importance of building relationships which will ensure THP is supported beyond the initial implementation of the system and ensuring the system's design allows for agility to adapt to future requirements, and data extraction.

The Board requested that management provide a report on what the anticipated benefits and outcomes of the new system would be.

A discussion of HIS Collaborative was postponed for review at a later Board meeting.

Mr. Shawn Kerr and Ms. Monika Hall joined the meeting.

4.5 Health Hubs & Strategic Investments

Mr. Kerr provided an update on strategic investment opportunities which are aligned in alleviating capacity challenges.

WHEREAS the Board of Directors previously approved a land acquisition allocation of up to \$39M on February 15, 2018 to further capacity expansion;

AND WHEREAS the Hospital has committed up to [REDACTED] for a site located at [REDACTED]

Trillium Health Partners Board of Directors Meeting – Wednesday, August 8, 2018

██████████, as approved by the Board on June 14, 2018;

AND WHEREAS the Hospital has a pending transaction at ██████████ with an allocation of up to ██████ with an ██████████;

AND WHEREAS a transaction the Hospital was previously pursuing at ██████████ was abandoned as communicated to the Board on July 16, 2018;

AND WHEREAS the Hospital continues to pursue opportunities for land acquisitions in Mississauga to support health care capacity expansion in the region;

MOVED by Ms. Wensley and seconded by Dr. Lachemi, that the Board approves the increase of the total land acquisition allocation by \$15M, for up to a total of \$54M, to allow the Hospital to continue pursuing opportunities for capacity expansion through the acquisition of preferred site(s), conditional on final approval from the Board of the preferred site(s) and pending due diligence.

CARRIED

Ms. Magee left the meeting.

5.0 Reporting

5.1 President & CEO Report

Ms. DiEmanuele reviewed the highlights of the President & CEO Report which included her recent meeting with the Minister of Health and Long-Term Care and the completion of the reviews of discretionary spending at THP.

5.2 Chief of Staff Report

Dr. Morra reviewed the Chief of Staff Report. He reported on the increased target for Medication Reconciliation from 80% to 85% and the appointment of the new Program Chief and Medical Director of Laboratory Medicine and Genetics.

5.3 Chief Nursing Executive Report

Ms. Hayward-Murray referred the Board to the Chief Nursing Executive Report. She also indicated that an article would be reported shortly in the media on a matter related to cancer care in Ontario, in which THP was named.

Trillium Health Partners Board of Directors Meeting – Wednesday, August 8, 2018

6.0 Other Business

There was no other business to discuss.

7.0 Adjournment

MOVED by Ms. Wensley and seconded by Ms. Darling, that the meeting be adjourned at 5:55 p.m.

CARRIED

Alan MacGibbon, Chair

Michelle DiEmanuele, Secretary