

**Trillium Health Partners
Board of Director Meeting Minutes
September 24, 2020**

Mississauga Hospital, Clinical and Administrative Building, 6th Floor, CA6-45
15 Bronte College Court, Mississauga, Ontario

In Attendance:

Elected Directors Ms. Michele Darling (Chair); Ms. Christine Magee*; David Allgood*; Mr. Howard Eng*; Mr. Chitwant Kohli*; Dr. Mohamed Lachemi*; Mr. Michael Latimer; Mr. Alan MacGibbon*; Mr. Perry Miele*; Ms. Stacey Mowbray*; Mr. Manjit Singh; and Ms. Karen Wensley*

Ex-Officio Directors Ms. Michelle DiEmanuele; Dr. Dante Morra; Ms. Kathryn Hayward-Murray; Dr. Catherine Grenier*; Dr. Nick Scampoli*; Dr. Sal Spadafora*; and Shihab Zubair*

Senior Management Ms. Karli Farrow*; Ms. April Gamache*; Ms. Nicole Vaz*; and Ms. Caroline Riseboro*

Guests Mr. Shawn Kerr*; Ms. Danielle Sanagan*; Mr. Robert Slepín*; Ms. Gillian Steeve*

Resource Ms. Sherine Fahmy

*via videoconference

1.0 In-Camera Session

The Board met In-Camera, with Elected Directors and the CEO.

Management and Ex-Officio Directors then joined the meeting.

2.0 Call to Order

The Chair called the Board meeting to order at 4:15. The Chair confirmed quorum.

2.1 The Board members reviewed the agenda. No revisions were made.

MOVED by Mr. Kohli and seconded by Mr. MacGibbon, that the agenda for the September 24, 2020, Board of Directors meeting, be approved.

CARRIED

2.2 Declaration of Conflict of Interest

The Chair reminded the Board that conflicts are to be declared as the agenda item arises.

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3.0 Consent Agenda

The Chair presented the Consent Agenda for discussion and approval.

MOVED by Ms. Wensley seconded by Mr. Lachemi that the Consent Agenda for the September 24, 2020, Board of Directors meeting, be approved.

CARRIED

4.0 Strategy Update

4.1 OneTHP Update

Ms. Danielle Sanagan, Mr. Robert Slepín, Ms. Frankie Dharam and Mr. John Craig joined the meeting.

Dr. Morra began by introducing the guests to the Board meeting. He reminded the Board that THP is 16 days away from OneTHP go-live and at this time the project is on scope, on budget and on time.

The Board viewed a video of the go-live experience at the Vanderbilt University Medical Center.

Ms. Sanagan presented top overall project risks. She also outlined the process for the CEO go-live checklist. Ms. Sanagan informed the Board that they can expect the checklist activities to be completed with no unmanageable risk when the CEO signs off and attests to the Chair for go-live. The Board Chair will confirm on behalf of the Board that the project sponsors, CEO, Epic Implementation Executive and Board Advisor have attested that the project is ready for launch. In the event there is an issue, the Chair should convene the Board for an update.

Mr. Slepín shared his observations regarding the project go-live readiness. He spoke to the exceptional management and governance processes in place and indicated that appropriate issues management is in place. He also commended the team for the development of effective communication channels and tools. In addition, Mr. Slepín highlighted the efforts of the team to provide in-person training in a safe environment during the pandemic.

Mr. Craig provided his reflections on project go-live readiness from the perspective of Epic. At this time, he did not have any concerns to share with the Board regarding the project.

Ms. Darling thanked the team for their presentation. She indicated that she had an opportunity to participate in the Epic Playground and interact with the tool. The Board had an opportunity to discuss questions related to professional staff and staff engagement, expectations management and the reduction of medication errors. The Board also advised the team to continue to advance the patient experience and advance thinking related to community partnerships and navigating the broader health care system.

Ms. Danielle Sanagan, Mr. Robert Slepín, Ms. Frankie Dharam and Mr. John Craig left the meeting.

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4.2 Health Hubs Update: Long-Term Care Accelerated Build Pilot Program

Mr. Shawn Kerr joined the meeting.

Mr. Kerr provided an overview of the health hub development on the Hospital's land on Speakman Drive including history, overall plan and progress to-date. He reminded the Board that on July 21, 2020 the Ontario government announced the launch of the LTC Accelerated Build Pilot Program that will expedite construction of LTCHs in large urban centres, including Mississauga. The pilot program is a partnership between Infrastructure Ontario (IO), the Ministry of Long-Term Care (MLTC) and the Hospital with IO taking the lead in identifying, selecting and contracting of a builder/designer as well as the transactional stage of construction. Mr. Kerr proceeded to review key risks and the mitigation plans in place. He indicated that key areas of risk mostly relate to the accelerated timelines of the project and associated decision-making requirements as well as the number of unknowns associated with this new method of LTC development.

Ms. DiEmanuele also informed the Board that the Hospital is anticipating a number of key Board decisions this Fall and may require a special Board meeting. The Board had an opportunity to discuss questions related to the potential operating model, IPAC principles in design and key risks.

WHEREAS:

1. In June 2018 Trillium Health Partners (the "Hospital") acquired lands located at 2210 Speakman Drive (the "Speakman Site") in alignment with its strategic plan to develop health hubs to better meet the health care needs of people living in Mississauga and the surrounding region, with services including long-term care and hospice.
2. On July 21, 2020 the Government of Ontario announced full funding for THP to develop, construct and operate 2 new long term care homes at the Speakman Site, totaling 640 beds, as part of the Accelerated Build Pilot Program, with a goal of opening to residents in 2021 (the "Project").
3. The Hospital has initiated a number of activities to advance the Project including:
 - a. Submitting an application to the Ministry of Long-Term Care (the "MLTC") for a licence for up to 640 new long-term care home beds at the Speakman Site (the "LTC Licence Application");
 - b. Development of a capital and operating budget;
 - c. Exploring appropriate corporate structure to effectively and efficiently operate these long-term care beds.
4. Given the dynamic, complex and accelerated pace of the Project, it is prudent for the Board of Directors of the Hospital (the "Board") at this time to:
 - a. Acknowledge, approve and confirm the various activities related to the Project;
 - b. Identify material matters related to the Project that will require further Board approvals;
 - c. Authorize and direct the execution and delivery of various agreements, instruments and other documents necessary or desirable to expeditiously advance the Project.

MOVED by Ms. Magee and seconded by Mr. Kohli that:

1. The Project is acknowledged, approved and confirmed, on and subject to the terms set out in this resolution.

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2. The following Project and related matters require further specific approvals by the Board this Fall:
 - a. The successful proponent on the development and construction of 2 long-term care homes with combined 640 beds and related agreements;
 - b. The construction funding of the long-term care homes and related funding agreements;
 - c. The Project budget;
 - d. The corporate structure; and
 - e. The successful proponent(s) to operate the long-term care homes and the related services agreement(s).
3. Following Board approval of the above listed items, the Hospital's Board Chair, Chief Executive Officer and Chief Financial Officer, together (collectively, the "Authorized Signatories"), are authorized and directed to execute and deliver, for and on behalf of the Hospital, the definitive agreements, documents and instruments, with any necessary modifications as the Authorized Signatories may approve.
4. The Hospital's senior management will report back to the Board should any one of the following occur:
 - a. The Project is expected to exceed Government of Ontario available funds;
 - b. Senior management does not reasonably foresee the successful acquisition of LTC licences and funding required to operate the LTC homes.
5. The Hospital's Chief Executive Officer (or her delegate) and Chief Financial Officer (or her delegate), acting together, are delegated authority to approve, and are authorized and directed to execute and deliver all agreements (e.g. Transfer Payment Agreements, Memoranda of Understanding), documents and instruments that are necessary or desirable to advance the Project, except the matters requiring further specific Board approval as set out in paragraph 2 above, which for certainty are to be executed and delivered by the Authorized Signatories.
6. The delegation of authority respecting the Project set out in this resolution supersedes the Hospital's general Delegation of Authority Policy if and to the extent they conflict pursuant to section 11.2 of the Hospital's corporate by-law.

CARRIED

Mr. Shawn Kerr left the meeting.

4.3 COVID-19 Update: Wave 2 Preparedness

Ms. Gillian Steeve joined the meeting.

Ms. DiEmanuele presented to the Board THP's second wave readiness blueprint which indicates all of the action and decisions required to be stable and prepared for a second wave. Based on the preceding COVID outlook scenarios, a framework has been developed that describes the phase of COVID activity and resulting actions. Ms. DiEmanuele indicated that this framework ensures that THP is able to sustain access to care for both planned and unplanned care should the "peak" outlook be observed at THP.

The Board inquired about THP's support in long-term care (LTC) and management provided an update on the work being completed at Camilla Care Community and in the region overall. The Board also had an opportunity to ask questions related to testing at THP.

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Ms. DiEmanuele thanked Ms. Steeve for her work to advance the COVID-19 pandemic response at THP.

Ms. Gillian Steeve left the meeting.

4.4 2020/21 Recalibrated CEO and COS Goals & Objectives and Quality Improvement Plan (QIP) Indicators and Targets

Ms. DiEmanuele reminded the Board that on January 23, 2020 the Board approved the 2020/21 CEO and Chief of Staff Goals & Objectives and the Quality Improvement Plan (QIP) indicators and targets. The COVID-19 pandemic has fundamentally changed THP's operating reality and focus, therefore the CEO and COS are recommending a recalibration to ensure we are setting appropriate goals to focus on for the remainder of this year. Ms. DiEmanuele outlined the proposed changes to the Goals & Objectives and QIP.

MOVED by Mr. Miele and seconded by Ms. Magee that the Board of Directors approve the recalibrated 2020/21 Goals & Objectives for the President & CEO and Chief of Staff, as a result of the impact of COVID-19, as drafted.

CARRIED

MOVED by Mr. Allgood and seconded by Mr. Lachemi the Board of Directors approve the recalibrated 2020/21 Quality Improvement Plan (QIP) indicators and targets for the Hospital, as drafted.

CARRIED

5.0 Reporting

5.1 Chair's Report

Ms. Darling provided the Chair's Report. She updated the Board on her participation in the OHA discussion on Strategic Considerations: Health System Architecture.

5.2 Trillium Health Partners Foundation Report

Ms. Riseboro provided an update on the Foundation's work on the strategic framework, ongoing fundraising efforts to generate new pledges, as well as campaign cabinet recruitment. She also provided an update on the Women with Drive event. Ms. Riseboro also highlighted for the Board the Case for Support document included in the consent package for the Board.

In addition, Mr. Zubair commented on the increased levels of community support. Ms. Darling further indicated that this is a time of high interconnectedness between THP and THP Foundation leadership and teams.

5.2 Professional Staff Association Report

Dr. Scampoli provided the Professional Staff Association ("PSA") Report. He began by thanking Ms. DiEmanuele, Dr. Morra, Ms. Hayward-Murray and Ms. Farrow for their leadership throughout the pandemic. He indicated that the PSA has appreciated the consistent communication and ensuring that professional staff are informed regarding the pandemic response and OneTHP. Dr. Scampoli also provided an update on the PSA's engagement efforts including presentation at Division and Department meetings.

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5.3 President and CEO Report

Ms. DiEmanuele provided the CEO update. She began by providing an overview of the provincial landscape related to the pandemic response and indicated that THP has been the second most impacted hospital when looking at patient bed days from March 1 to September 15th. This speaks to THP's continued capacity pressure as well as the significant financial impact.

Ms. DiEmanuele also reviewed photos with the Board of key pandemic operations that are part of THP's "new normal" including testing, Emergency Department triage, screening, the pandemic response unit, etc. She proceeded to reinforce THP's focus on wave 2 planning and tracking key risks related to health human resources and long-term care.

5.4 Chief of Staff Report

Dr. Morra reviewed the Chief of Staff Report. He updated the Board on professional staff engagement and reminded them that all medical quality of care processes are in place and have not changed during COVID-19.

5.5 Chief Nursing Executive Report

Ms. Hayward-Murray reviewed the Chief Nursing Executive Report. She provided an update on the nursing profession and recruitment including an update on turnover and vacancy rates compared to last year. She indicated that this remains a key area of focus and that scenario planning is underway related to retirement and risk planning.

6.0 Committees

6.1 Finance and Audit Committee

Summary Committee Chair Report

Ms. Wensley thanked Ms. Vinette-Hancharyk for a robust Finance and Audit Committee meeting. She also provided an update on the HSAA indicated that a reasonable comfort letter was provided by the Toronto Ontario Health Region and THP will proceed with signing the agreement.

Financial Statements as at July 31, 2020

MOVED by Ms. Wensley and seconded by Ms. Mowbray that, as recommended by the Finance and Audit Committee, the Board of Directors approve the July 2020 Financial Statements, acknowledging that the July YTD results do not include the anticipated reimbursement funding from the MOH for COVID-19 incremental costs to July 2020.

CARRIED

7.0 Other Business

No other business was raised at this time.

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8.0 Adjournment

The meeting be adjourned at 7:40 PM.

Ex-Officio Directors and Management left the meeting.

The Board of Directors met in-camera with the CEO, COS, CNE and COO.

Ms. Farrow left the meeting.

The Board of Directors met in-camera with the CEO, COS, and CNE

Dr. Morra and Ms. Hayward-Murray left the meeting.

The Board of Directors met in-camera with the CEO.

Ms. DiEmanuele left the meeting.

The Board of Directors met in-camera

Michele Darling, Chair

Michelle DiEmanuele, Secretary