

**Trillium Health Partners
Board of Director Meeting Minutes
November 12, 2020**

VIA VIDEOCONFERENCE

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; and Ms. Nicole Vaz;
Guests	Mr. Shawn Kerr; Mr. David Longley; and Mr. Rick Shaban
Resource	Ms. Sherine Fahmy

Call to Order

The Chair called the Board meeting to order at 4:00PM. The Chair confirmed quorum.

1.1 Declaration of Conflict of Interest

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

Strategy Update

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

Mr. Shawn Kerr, Mr. David Longley and Mr. Rick Shaban joined the meeting.

Ms. DiEmanuele began by reminding the Board of THP's mission to create a new kind of health care for a healthier community. She indicated that THP is driven to be part of improving Long-Term Care (LTC) in the province and that this project is part of the work.

Ms. Farrow reminded the Board that in September, the Board acknowledged, confirmed and approved the project and set out future approvals based on negotiations with the Ministry of Long-Term Care (MLTC), Infrastructure Ontario (IO) and the preferred Construction Manager. She proceeded to review the items coming forward for approval at this meeting including: the Construction Management contract; the project implementation agreement with the MLTC to transfer funds and allocate risks; and the capital budget for the project.

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When asked about the procurement and selection process related to the construction process, Ms. Farrow indicated that IO developed a new procurement and selection process under the Accelerated Build Pilot Program. The process differs from both traditional and P3 procurement but is open, competitive, fair and commercially reasonable. Ms. Farrow outlined to the Board the key features of the process, key differences between the accelerated build pilot program and a traditional procurement process as well as the evaluation results.

Ms. Farrow indicated that the MLTC and the Hospital will enter into an Implementation Transfer Payment Agreement (TPA) to support the construction of the LTCHs and associated activities. Central to the agreement is the Keep Whole Commitment which is intended to provide a time-limited assurance to cover any risks, costs and liabilities over and above the project budget while respecting the expenditure of tax payer dollars.

Mr. Kerr reviewed key design features and the overall site plan with the Board. When asked about key learnings from the pandemic, Mr. Longley indicated key learnings have been incorporated as it related to the site design and the facility.

The Board had an opportunity to discuss key risks and mitigation plans in place including risks related to brand, budget, and construction.

WHEREAS the Government of Ontario requested that Trillium Health Partners (the “Hospital”) participate in the Long-Term Care Accelerated Build Pilot Program, on the basis that the Hospital would contribute its vacant land on Speakman Drive to the project and would otherwise be kept whole for all risks and costs related to the development and construction of long-term care homes at Speakman Drive (the “Keep Whole Commitment”).

AND WHEREAS on September 24, 2020 the board of directors (the “Board”) of the Hospital approved the development, construction and operation of two (2) long-term care homes at the Speakman Drive site (the “Project”), provided certain matters return to the Board for specific approvals as more particularly described in the September 24, 2020 resolution (the “General Approval Resolution”).

AND WHEREAS it is now appropriate for the Board to approve the preliminary project budget in respect of the Project, a copy of which has been provided to the Board (the “Project Budget”).

AND WHEREAS it is now appropriate for the Board to approve the following agreements related to the Project, each of which require specific approval under the General Approval Resolution, and copies of which have been provided to the Board:

- a) Implementation Agreement between Her Majesty the Queen in Right of Ontario as represented by the Minister of Long-Term Care in respect of the Project;
- b) Canadian Standard Construction Document, CCDC 5B-2010, Construction Management Contract for Services and Construction, together with Supplementary General Conditions thereto, between the Hospital and EllisDon Corporation

(collectively, the “Agreements”).

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MOVED by Mr. MacGibbon and seconded by Mr. Latimer that:

1. The Project Budget is approved provided that the Keep Whole Commitment allows for reasonable increases to the Project Budget and, for a five year period, provides for costs associated with post- facility construction issues.
2. Each of the Agreements are approved, on condition that appropriate covenants, indemnities and other legally enforceable protections in favour of the Hospital are reflected in the final forms of the Agreements to respect the Keep Whole Commitment.
3. 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 the Agreements, with such amendments, variations or deletions as determined in the discretion of the Authorized Signatories, the signatures of the Authorized Signatories on the executed Agreements being conclusive evidence of the Agreements authorized by this resolution.
4. Any director or officer of the Hospital is authorized and directed to take all steps necessary or desirable to give effect to the transactions contemplated by the Agreements and the Budget, provided the matters specifically requiring further Board approval as set out in the General Approval Resolution that have not yet been approved by the Board shall continue to be subject to further Board approval.
5. The Board authorizes senior management to take appropriate steps to facilitate the construction of a fourth building on the Speakman site in the future.

CARRIED

Mr. Shawn Kerr, Mr. David Longley and Mr. Rick Shaban left the meeting.

Other Business

No other business was raised at this time.

Adjournment

The meeting be adjourned at 5:10 PM.

Michele Darling, Chair

Michelle DiEmanuele, Secretary