

**Trillium Health Partners
Board of Directors Special Meeting Minutes
Thursday, July 14, 2022**

VIA VIDEOCONFERENCE

In Attendance:

Elected Directors	Ms. Christine Magee (Chair); Ms. Joan Mohammed; Mr. David Allgood; Ms. Michele Darling; Mr. Howard Eng; Dr. Mohamed Lachemi; Mr. Michael Latimer; Ms. Jennifer Lee; and Ms. Melanie Steiner
Ex-Officio Directors	Ms. Karli Farrow; Dr. Dante Morra; Ms. Kathryn Hayward-Murray; Dr. Milan Barboza; Dr. Indraneel Ghosh; and Dr. Trevor Young
Senior Management	Mr. Scott Jarrett; and Ms. Nicole Vaz
Guests	Mr. David Longley
Regrets	Ms. Debra Carson; Mr. Mark Cummings; Mr. Kevin Johnson; Mr. Matthew Kenney; Mr. Perry Miele; Ms. Caroline Riseboro; Mr. Manjit Singh; and Mr. Shihab Zubair
Resource	Ms. Paula Di Turi

1.0 Welcome and Meeting Objectives

The Chair called the Board meeting to order at 2:40PM. The Chair confirmed quorum.

The Chair welcomed new Board Members, Kevin Johnson, Jennifer Lee; and the Professional Staff Executives, Dr. Milan Barbosa as the newly appointed President, and Dr. Indraneel (Indy) Ghosh as the newly appointed Vice President.

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

2.0 CEO Update

i) Capacity Update

Ms. Farrow advised that in the past month, THP's patient volumes are equivalent to pre-pandemic winter surge periods. The number of alternative level of care (ALC) patients at THP has doubled since May 2021, and the current 249 patients who require ALC are unable to be discharged due to a number of barriers. She further described the pandemic's impact on operations, with THP caring for the most number of COVID-19 inpatients in Ontario, this increased unit outbreaks due to aging infrastructure, further limiting capacity. Ms. Farrow also shared that there are more people than ever are requiring mental health services and that THP does not have enough mental health beds to keep up with demand. Ms. Hayward-Murray and Dr. Morra advised that increasing staff and professional staff shortages are due to the impact of the pandemic, absences, sick time and injuries. They further shared that regional partners are also experiencing record level volumes and staffing shortages leaving the entire system constrained. Ms. Farrow and Mr. Jarrett recapped their roles on the GTA IMS Committee, and asked for the Committee to resume meeting. The Board acknowledged Management's transparency and the information shared in managing the difficult challenges.

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ii) Government Relations

Ms. Farrow described THP's strong relationship with the provincial government in advancing key priorities over the past four years through multi-level relationship building, clearly defining priorities, and proactive frequent engagement opportunities to align the government's responsibilities with THP's priorities. She shared that the newly appointed Deputy Premier and Minister of Health (MOH) is familiar with THP and its priorities. The government elected all eight of THP's members of parliament, which is the largest representation of any hospital at the provincial level. Ms. Farrow advised that THP has been in a strong position and the next step for THP is to continue to engage with the government, and to build and maintain strong relationship with the new MOH and the Premier's office.

3.0 Master Plan

i) Project Update

Mr. Longley joined the meeting.

Mr. Jarrett reported on the status on the Master Plan project. He shared that the M-Site request for proposal (RFP) closed in June 2022 [REDACTED].

[REDACTED]. Ms. Farrow added that there are multiple layers being considered to address and manage the extraordinary inflationary pressures and the cost escalation and risk across infrastructure projects through the established tri-party executive steering committee between IO, THP and MOH to steward approvals and oversight process, while focusing on cost pressures caused by inflation. Mr. Jarrett further advised that the Q-Site RFP release is on track for Fall 2022 and is being presented for Board approval today. He described the risks and mitigation strategies related to market constraints to the Master Plan, both municipal and provincial local share planning and funding is underway, preparations are also underway with community engagement and communications. He shared that government relations is ongoing with both the Cities of Toronto and Mississauga regarding municipal reviews and updates are regularly shared with IO and MOH.

ii) QH Site RFP Approval

Mr. Longley shared that Q-Site expansion project is progressing through the procurement phase. The request for qualifications (RFQ) released in October 2021, resulted with a single proponent that was accepted by IO. IO is required to demonstrate fair value to the government and the public. IO and THP will be preparing to release the RFP in September 2022. He provided an overview of the Stage 4A pre-tender contract documents and advised IO will add to this final overall project costing (which includes extraordinary cost escalations). Mr. Longley advised that due to extraordinary market conditions, the RFP will be used to derive accurate cost estimates that can inform a go-forward plan. He added that key project risks and corresponding mitigation strategies have been reviewed by both IO and THP senior management and it is recommended to proceed to RFP release, acknowledging the release of the Procurement Documents as the next step of the procurement process to better understand the impact of the current market conditions on the Q-Site expansion. He advised that the RFP does not bind the organization to proceed to any next step. Mr. Longley further advised that THP's Internal Audit team reviewed IO's Conflict of Interest Process and will be applying additional measures to ensure a reasonable level of internal controls & protections exist against potential fraudulent behavior during the procurement processes for Q and M-Site.

Mr. Jarrett shared that IO and MOH provided THP with an updated IO total project cost estimate for Q-Site project. This updated estimate is based on the Stage 4A pre-tender traditional project cost [REDACTED] (excluding P3 related costs, including the parkade). The updated costing estimate is shared with the Board for information purposes as THP aligns on next steps with IO and MOH.

The Board had a robust discussion regarding IO's decision of a single proponent, including the impacts of the current extraordinary market conditions, including inflation and labour constraints.

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WHEREAS:

- A. Infrastructure Ontario (“IO”) leads the approach to procurement of infrastructure projects, including Trillium Health Partners (“THP”) Broader Redevelopment Project, which consists of The Gilgan Family Queensway Health Centre (the “Q-Site Project”) and The Peter Gilgan Mississauga Hospital (the “M-Site Project”) as defined in the memoranda of understanding between THP and IO, approved by the THP board of directors (the “Board”) in June 2021 and March 2022, respectively.
- B. IO has developed, with input from THP, procurement documents (the “Procurement Documents”) to move forward with the Q-Site Project based on the Build-Finance (the “BF”) procurement and delivery model.
- C. The Ministry of Health (“MOH”) has agreed to the scope of the Q-Site Project as confirmed by the approval of the stage 2 functional program, dated May 25, 2021, which was the basis for the construction drawings and detailed project documentation that will be released to the market.
- D. THP, MOH and IO acknowledge the current extraordinary market conditions, including inflation and labour constraints, impacting all healthcare infrastructure projects, as demonstrated by the creation of a tri-party steering committee between THP, MOH and IO to examine all options and impacts to THP’s Broader Redevelopment Project.
- E. The Board acknowledges the release of the Procurement Documents as the next step of the procurement process to better understand the impact of the current market conditions on the Q-Site Project, acknowledging the current market conditions may result in price escalations that will put pressures on the Broader Redevelopment Project.

MOVED by Mr. Allgood and seconded by Mr. Eng that,

1. The Board authorizes the issuance of the Request for Proposal (“RFP”) and the undertaking of the procurement process in respect of the Q-Site Project as contemplated in the Procurement Documents, pending IO Board approval and MOH authorization to release the RFP.
2. The Board authorizes senior management to proceed with RFP release at a traditional total project cost estimate [REDACTED] (excluding P3 related costs, including the parkade), which is within the allocated budget included in the letter of direction for THP’s Broader Redevelopment Project.
3. The Board approves THP’s local share of the Q-Site Project in the amount of approximately [REDACTED] subject to negotiations with the MOH following the formal local share plan submission in 2021 to ensure local affordability, with an acknowledgment that price escalations on the project may impact current local share estimates.

CARRIED

Ms. Darling and Ms. Lee left the meeting.

iii) Women’s and Children’s Update

Mr. Jarrett shared that The Peter Gilgan Mississauga Hospital provides THP with an opportunity to integrate and co-locate its Women’s & Children’s (W&C) services under one roof, for a seamless and reimagined health experience. This change will progress THP’s creation of an interconnected system of care while advancing its goals of quality, access and sustainability and will allow us to create a dedicated W&C hospital. He recapped the risks and mitigation strategies associated to the W&C program, advising that THP is actively monitoring and managing risks. He advised strong change management planning is underway and described the upcoming milestones for the announcement and broader community engagement regarding a W&C hospital.

iv) Speakman Update

Mr. Jarrett notified the Board about the discovery of mould growth in the East Tower (the modular tower) and that water infiltration was a result of cuts to the waterproofing membrane made by workers when removing the marine shrink wraps. Ellis Don’s (ED) third party consultants assessed the extent of the mould growth and developed a mitigation plan, and provided a Water Damage report. He advised that THP also engaged experts to provide independent environmental, building envelope, legal and contractual advice. While ED attempted to address water infiltration into modules, they indicated the problem cannot be fully resolved until the building

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is watertight (expected mid-September). THP responded to ED's Water Damage report with a consolidated set of comments, including warranty for mould for the life of the building (25 years), and escalation to THP's EVP and CEO-level for items that impact the timeline/costs of the build. THP and the Ministry of Long-Term Care (MLTC) agreed to seek documentation from IO to support the decision to continue the modular build, and to pursue extended warranties. A briefing will be provided to MLTC after the building is watertight.

4.0 Adjournment

MOVED by Ms. Magee and seconded by Mr. Eng that, the meeting be adjourned.

CARRIED

The meeting was adjourned at 4:00PM.

Christine Magee, Chair

Karli Farrow, Secretary