

**Trillium Health Partners
Board of Director Meeting Minutes
Thursday, January 26, 2023**

VIA VIDEOCONFERENCE

In Attendance:

Elected Directors	Ms. Christine Magee (Chair); Mr. David Allgood; Mr. Mark Cummings; Ms. Michele Darling; Mr. Howard Eng; Mr. Kevin Johnson; Mr. Michael Latimer; Dr. Mohamed Lachemi; Ms. Jennifer Lee; Mr. Perry Miele; Ms. Joan Mohammed; Mr. Manjit Singh; and Ms. Melanie Steiner
Ex-Officio Directors	Ms. Karli Farrow; Dr. Dante Morra; Ms. Terri Irwin; Dr. Milan Barboza; Dr. Indraneel Ghosh; and Mr. Shihab Zubair
Senior Management	Ms. Debra Carson; Mr. Scott Jarrett; Dr. Amir Ginzburg Ms. Nicole Vaz; and Ms. Caroline Riseboro
Guests	Ms. Gloria Hodnett; Mr. Matthew Kenney; Mr. David Longley; Mr. Carmine Nigro; Mr. Kerry Pond; Ms. Carol Vinette-Hancharyk; and Mr. John Wieser
Regrets	Ms. Gloria Kain; Mr. Shawn Kerr; Ms. Tess Romain; and Dr. Trevor Young
Resource	Ms. Paula Di Turi

1.0 In-Camera Session - Elected Directors and CEO only

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

2.0 Call to Order

The Chair called the Board of Directors (Board) main meeting to order at 4:40PM. The Chair confirmed quorum.

Ms. Magee welcomed Mr. Nigro, Ms. Irwin and Dr. Ginzburg to the meeting. She informed the Board that a Special Meeting of Members will be held mid-way in today's meeting for the election of a new Board Member.

Ms. Magee shared highlights from the Legends Row Walk of Fame 2021 Inductees ceremony on January 21, 2023, the highest honour individual citizens of Mississauga can achieve, and the tremendous honour of THP making history as the first group to be inducted in recognition for its contributions to the community.

2.1 Approval of Agenda

The Chair reviewed the agenda with the Board members. No revisions were made.

MOVED by Mr. Latimer and seconded by Ms. Mohammed that, the Agenda for the January 26, 2023 Board 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 Dr. Mohamed and seconded by Ms. Steiner that, the Consent Agenda for the January 26, 2023 Board meeting, be approved.

CARRIED

4.0 Patient Story

Dr. Ginzburg shared a patient experience aligning with the key quality metric theme on regulatory requirements, with a focus on Accreditation. He reminded that the Board of the newly launched Foundations of Clinical Excellence, a multi-year initiative implemented to empower individuals and teams to deliver the highest quality of care with tools and supports based on best practices. He shared a story about in-room patient whiteboards enabling two-way communication between the inter-professional team and the patient and family, allowing key practices across the organization to advance safe, high quality care for our patients. He outlined this year's focus is to refresh, improve, and standardize enabling practice aids in strengthening relationships between the patient, family and the care team across the organization to be set up for success in the June 2023 Accreditation Survey and beyond.

Mr. Miele joined the meeting.

5.0 Strategy Update

5.1 Accelerated LTC Build Update

Mr. Jarrett shared a timeline to date on the Accelerated LTC Build. He described the overall site and planned services at Speakman Drive, including the design of the Seniors Health Hub Model of providing community-based services to seniors in physical and virtual care settings within a model of care that considers the specific needs of patients. He outlined this model will function as an interconnected community for seniors and caregivers, providing a broad range of services and programs and be connected to primary care clinics, community and auxiliary service providers and acute care facilities. Mr. Jarrett highlighted the milestones to date for Speakman Drive, and shared site renderings and aerial views of the construction progress.

Mr. Singh joined the meeting.

5.2 Partners Community Health

Ms. Romain was unavailable to join. Ms. Farrow and Mr. Jarret described PCH's plan to advance integrated care within a new health hub with partners across Mississauga and West Toronto. They described the pillars of PCH's plan developing an innovative model for service delivery for long-term care residents to avoid unplanned resident transfers to hospital, leveraging expanded digital pathways as access to virtual care and diagnostic imaging services. They advised PCH became a member of the Mississauga Ontario Health Team collaborating with community partners to design an adult day program that reflects diverse needs and provides increased supports to seniors' families and caregivers that live in a catchment of the community requiring access to integrated programs and services. They shared PCH continues to build its plan to advance integrated care and its funding advocacy priorities, including operational funding; funding for navigation and outreach services; technology for virtual support; and other enablers as research grants on building a senior bundle, and regulatory agreements to advance the new health hub.

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6.0 Committees

6.1 Governance and Human Resources:

Mr. Pond joined the meeting.

i) Summary Committee Chair Report

Mr. Eng provided the Governance and Human Resources Committee Chair Report. He shared Dr. Ginzburg is the newly appointed Board Delegate for oversight of the Research Ethics Board. He highlighted the proposed annual evaluation for the upcoming Board Effectiveness process; the Board Renewal Work Plan set out by the Nominations Sub-Committee continuing their work on Board succession to ensure alignment to the skills matrix required for the Board as a whole; and the compensation update on annual wage adjustments. He also shared that an Anti-Black Racism Climate Review in December 2022, aimed to engage staff who self-identify as Black to understand their experiences within THP, was led by an independent consultant, Dr. Denise O'Neil Green, an internationally recognized diversity, equity and inclusion expert; and a report will be shared outlining key themes and findings. He advised coming forward for approval are recommendations for a new special committee to support THP's infrastructure projects, and the election of a new Member.

ii) New Special Committee of the Board to support THP's Infrastructure Projects

Mr. Jarrett presented the proposal to convene the Trillium HealthWorks Committee, a special committee of the Board and its mandate over hospital redevelopment projects, including the accelerated long-term care build. He presented the recommendation to establish the special committee to have oversight of THP's large-scale infrastructure projects; and the recommendation to increase the Board Size and recruitment of skillset to support the special committee of the Board. The Board supported the recommendations presented.

Whereas,

- A. Trillium Health Partners ("THP") launched Trillium HealthWorks in December 2021, as its major infrastructure renewal plan to respond to the community's future needs.
- B. Trillium HealthWorks includes government approved projects including the Broader Redevelopment Project, which consists of hospital redevelopments including The Gilgan Family Queensway Health Centre ("Q-Site Project") and The Peter Gilgan Mississauga Hospital ("M-Site Project").
- C. Trillium HealthWorks also consists of community projects including the accelerated long-term care build.
- D. Progress to date on the hospital redevelopment projects of Trillium HealthWorks has been focused on setting the foundations under the oversight of the Priorities and Planning Committee ("P&P"). By the 2023/24 Board of Director ("Board") cycle, the projects will reach critical milestones including executed contracts with the private sector and these projects will likely require a growing level of oversight and specialized expertise to manage and monitor the risks of large-scale infrastructure projects.
- E. Trillium HealthWorks projects may continue to evolve as planning advances on additional infrastructure projects to support the needs of our community.

MOVED by Mr. Eng and seconded by Mr. Miele that, the Board approves,

1. The establishment of a special committee of the Board to support Trillium HealthWorks projects ("Trillium HealthWorks Committee"), whose mandate will expire with the completion of the Trillium HealthWorks projects.
2. The Terms of Reference ("TOR") for the Trillium HealthWorks Committee.
3. To support the creation of the Trillium HealthWorks Committee, it is recommended that the composition of the Board be reviewed during the annual Board renewal cycle to ensure there are sufficient elected Directors and/or non-Directors to support all existing standing committees and this new special committee by considering expansion by an additional 2 elected Directors (and one Non-Director), to a total of 14 elected Directors (from 12), which would be formally ratified as a change to the Corporate By-laws at the annual general meeting of members in June 2023.

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4. To support appropriate allocation of responsibilities across all committees of the Board (standing and special), the mandates of all committees of the Board be reviewed and revised as appropriate, which would formally be approved during the 2023/2024 Board cycle.

CARRIED

The Chair recused Mr. Nigro from the meeting.

iii) Election of New Board Member

Ms. Farrow presented the recommendation for the mid-term election of Mr. Carmine Nigro for his unique expertise, experience and skillset by enhancing overall governance of the Board in supporting the scale and size of THP's redevelopment projects. She also presented the recommendation to increase the Board Size from 12 to 14 elected directors to ensure adequate quorum and to support the Board's new special committee. The Board supported the recommendations presented.

Whereas,

- A. The Nominations Sub-Committee ("NSC"), comprised of the Board Chair, the Chair of the Governance and Human Resources Committee, and the President and Chief Executive Officer, recommends to the Board of Directors ("Board") the nomination and election of directors and related matters.
- B. The Board, at its meeting of June 2, 2022, approved the re-election of Mr. Perry Miele to serve one additional term of not more than one year, notwithstanding that he has served nine consecutive years.
- C. The NSC has recommended that Mr. Carmine Nigro be elected mid-term, to serve a three-year term (renewable), subject to Member confirmation, given his unique expertise, experience and skills, for the reasons set out in the report of the NSC and orally at the meeting.
- D. Given the recommendations of the NSC, it is in the best interests of Trillium Health Partners ("THP") to increase the size of the Board of the hospital from 12 elected directors to 14 elected directors (the "Board Size Increase"), the intention being that this Board Size Increase shall not be permanent and shall be further considered and adjusted, if necessary, by resolution on or before the 2023 Annual General Meeting ("AGM").

MOVED by Mr. Singh and seconded by Ms. Darling that, the Board approves,

1. The Board Size Increase is approved, subject to member confirmation;
2. The recommendation of the NSC is adopted; and
3. A one-time amendment to Section 4.9 of the Corporate By-Law is approved to enable Mr. Nigro to serve a three-year term (renewable), subject to member confirmation and election of Mr. Nigro, and the Board does not wish to reflect such approval in a formal amendment to the Corporate By-Law at this time but will further consider the composition of the Board on or before the 2023 AGM.

CARRIED

Mr. Pond left the meeting.

7.0 Adjournment and Transition to Special Meeting of Members

MOVED by Ms. Steiner and seconded by Ms. Magee that, the main meeting be adjourned.

CARRIED

The Chair reconvened the main meeting at 6:20PM. The Chair confirmed quorum.

Mr. Nigro rejoined the meeting.

Mr. Johnson joined the meeting.

8.0 Committees

8.1 Priorities and Planning:

Mr. Longley, Mr. Kenny and Board Advisory Panel members Ms. Hodnett and Mr. Wieser joined the meeting.

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i) Summary Committee Chair Report

Mr. Singh provided the Priorities and Planning Committee Chair Report. He provided an update on Trillium HealthWorks redevelopment projects consisting of the M-Site RFP; Q-Site RFP; parkade construction underway at both sites; the decanting preparations underway at the Clinical Administrative Building; and the transition of operations post the acquisition of 2085 Hurontario Street on December 2, 2023. He advised the Local Share Plan is under development and details on the approach is coming forward at the March 2023 meeting. He provided an overview on the Board Advisory Panel's observations and key messages for both the Q-Site and M-Site projects, and the Development Phase Agreement coming forward for approval.

ii) Trillium HealthWorks (M-Site): Development Phase Agreement

Ms. Magee reminded the Board that the Development Phase Agreement ("DPA") was posted as an attachment on the Board Portal separate from the meeting package as supplementary material for this item.

Mr. Jarrett provided highlights on the M-Site Project to date. Mr. Longley advised that the RFP closed in April 2022, was a single proponent being a joint venture of EllisDon and PCL Healthcare Partners who comprises the procurement development partner as Dev Co under the DPA in a tripartite with Infrastructure Ontario ("IO") and THP.

He advised that following execution of the DPA, the next phase would be the Project Agreement in 2025 where the tripartite anticipates that Dev Co consortium transitions to become Project Co under the Project Agreement, which is the entity that will build the hospital. He advised that this is not assured and there are no binding terms under the DPA of Dev Co automatically transitioning as Project Co. Mr. Kenney advised that THP asked IO about the nature of the relationship between the Dev Co consortium and those details will be provided before the closing of the DPA. The Board, Board Advisory Panel and Management had a fulsome discussion with the Board supporting the recommendations presented.

WHEREAS:

1. Trillium Health Partners ("THP") Broader Redevelopment Project includes The Peter Gilgan Mississauga Hospital (the "M-Site Project"), which will be procured using a progressive procurement model (the "Progressive DBFM").
2. The Progressive DBFM includes a collaborative development phase, where design is advanced with a Development Partner ("Dev Co") until price, schedule and risk can be finalized via a project proposal to promote, among other things, competitive tension and value for money. This development phase is governed by the Development Phase Agreement ("DPA"), a contract between THP, Infrastructure Ontario ("IO") (as the "Contracting Authority") and the First Negotiations Proponent (the "Proponent") from the Request for Proposals ("RFP") process.
3. In April 2022, the RFP for Dev Co was released to the market which closed in September 2022, following which negotiations have been ongoing with the Proponent, in alignment with terms established by Infrastructure Ontario ("IO") as the procurement lead for the M-Site Project.
4. The fee for the development phase, as outlined in the DPA, will be part of the total project cost for the M-Site Project, as approved by Ontario's Treasury Board Secretariat.
5. The Priorities & Planning Committee ("P&P") acknowledges the execution of the DPA with IO and the Proponent as the next step to advancing design until price, schedule and risk can be finalized for the M-Site Project.

MOVED by Mr. Singh and seconded by Ms. Mohammed that, the Board authorizes and approves,

1. The execution of the DPA that will govern the development phase at a maximum cost

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2. Any two directors and/or officers of THP to do all acts, including amending, negotiating, and finalizing the DPA and such other documents, agreements, authorizations, elections or other instruments, as they consider necessary or desirable to carry out the foregoing resolutions.
3. Advancement of design of the M-Site Project with Dev Co, with regular updates to P&P (or the appropriate committee overseeing the M-Site Project) and the Board on project progress and any escalated risks and/or material variations to the DPA contract.

CARRIED

Mr. Longley, Mr. Kenny and Board Advisory Panel members Ms. Hodnett and Mr. Wieser left the meeting.

8.2 Finance and Audit:

Ms. Vinette-Hancharyk joined the meeting.

i) Summary Committee Chair Report

Ms. Mohammed provided the Finance and Audit Committee Chair Report.

She advised the November 2022 Financial Statements and Forecast did not include administrative health and labour spent for COVID-19 incremental for the eighth month period; and Management is forecasting that this will be balanced at year end. She highlighted the Board's approval today on the commitment letter with Mohawk Medbuy Corporation (MMC) for THP to join the vendor of record agreement that includes six nursing and personal support worker agencies, a value for money for several hospitals to leverage these services. She highlighted the planning assumptions for 2023/24, reporting requirements with the OHA to support the hospital with advocacy needs, and the Chief Auditor on activities in the past quarter.

ii) Financial Statements November 2022 and Forecast

Ms. Mohammed presented the Financial Statements as at November 2022 and Forecast, for approval.

MOVED by Ms. Mohammed and seconded by Ms. Lee that, as recommended by the Finance and Audit Committee, the Board approve the Financial Statements November 2022 and Forecast.

CARRIED

Ms. Vinette-Hancharyk and Dr. Ghosh left the meeting.

8.3 Quality and Program Effectiveness:

i) Summary Committee Chair Report

Mr. Allgood provided the Quality and Program Effectiveness Committee Chair Report. He shared highlights on the Quality Award Presentations; the Foundations of Excellence and Accreditation planning for the June 2023 Accreditation Survey; and Quality Improvement Plan (QIP) Q2 Year to Date Performance. He shared the Key Quality Metric spotlight for Committee meeting was Medication Reconciliation and described the positive impact Medication Reconciliation at Discharge has on patients. He also highlighted the Epic based change implemented in July of 2022 for the Women's and Children's program that helped to drive the overall Medication Reconciliation performance above target for July, August and September of 2022.

9.0 Reporting

9.1 Chief Nursing Executive Report

Ms. Irwin provided her first Chief Nursing Executive Report. She shared Ms. Kathryn Hayward-Murray wrote her final Report included today's materials which includes details on engagement with THP's Professional

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Advisory Council and the Nursing Advisory Council, and the successful achievement in their revitalization as imperative to achieving better health outcomes. She highlighted the visit of Dr. Karima Velji, Ontario's newly appointed Chief Nursing of Professional Practice and Assistant Deputy Minister, and staff were invigorated through her engaging conversation about work force, scope of practice, and importance of facilitating access to hospitals for mentoring students. Ms. Irwin described her first 90 days in the role in connecting with the Councils and staff, and the importance to keep connected to the challenges and successes at the front line in order to build perspectives into THP's strategic discussions. She briefly outlined the planning underway for upcoming celebrations, including Nursing Week and the May 2023 Better Together event; furthering work on Foundations of Clinical Excellence; and preparing for the June 2023 Accreditation.

9.2 Chief of Staff Report

Dr. Morra provided the Chief of Staff Report. He provided an overview on the professional staff application process, a board requirement for credentialing. He provided an update the tremendous work by the paediatrics unit in Fall 2022 consolidating inpatient paediatrics to the CVH site, which required a change in the model of care for enhanced paediatrician support for this population and cross-site back up coverage to manage volumes in also the Emergency Department. He shared Medical Quality of Care initiatives have relaunched where each month one Program Chief from across the 12 clinical programs provides a presentation at the Medical Advisory Committee (MAC) meeting to highlight medical quality within their respective Program, share learning on successful initiatives that align to organizational priorities, and present a potential opportunity for collaboration across other Programs.

Ms. Mohammed left the meeting.

9.3 Professional Staff Association Report

Dr. Barbosa provided the Professional Staff Association ("PSA") Report. He provided an overview of the appointments on the PSA Board who represent the interests and perspectives of the professional staff to Hospital administration and the Board. He described the model to sustaining a positive environment that facilitates professional excellence, fostering relationships and trust with colleagues, and enhancing the quality of care provided to patients. He shared that the PSA, together with leadership, have had candid conversations helping to create greater prospects for professional staff accomplishments as well as growth for a stronger healthcare system.

9.4 Appendix

- i) **President & CEO Report**
- ii) **Chief of Staff Report**
- iii) **Chief Nursing Executive Report**
- iv) **Trillium Health Partners Foundation Report**

As read.

10.0 Other Business

Ms. Riseboro provided a status update on unprecedented levels of giving of current and donors, and a confidential update of THP to be a recipient of the largest donation by a corporation to a hospital. She advised that RBC is the lead sponsor for The Hazel McCallion Walk for Health on June 4, 2023 with donations to help build Canada's largest hospital, the future home of The Peter Gilgan Mississauga Hospital.

The Board Chair acknowledged today is Ms. Carson's last Board meeting as she will be retiring from her role as Executive Vice President of Patient Care Services on February 28, 2023, and thanked her for her years of service to THP and the community.

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No other business was raised.

11.0 Adjournment & Transition to In-Camera

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

CARRIED

The main meeting was adjourned at 7:30PM.

Ex-Officio Directors and Management left the main meeting.

The Elected Members of the Board met in-camera with the CEO and COS.

Christine Magee, Chair

Karli Farrow, Secretary