

**Trillium Health Partners
Board of Director Meeting Minutes
Thursday, March 30, 2023**

Queensway Health Centre, The Norman Appleton Building, Ursaki Auditorium
160 Sherway Drive, Toronto, Ontario

In Attendance:

Elected Directors	Ms. Christine Magee (Chair); Mr. David Allgood; Mr. Mark Cummings; Ms. Michele Darling; Mr. Howard Eng; Mr. Michael Latimer*; Ms. Jennifer Lee; Ms. Joan Mohammed; Mr. Carmine Nigro; 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	Mr. Scott Jarrett; Dr. Amir Ginzburg Ms. Nicole Vaz*; and Ms. Caroline Riseboro
Guests	Ms. Shalu Bains; Ms. Dianne Godkin; Ms. Farah Khan; Mr. Shawn Kerr*; Ms. Marilyn Knox; Mr. David Longley; Dr. Joan Murphy; Mr. Kerry Pond; and Ms. Carol Vinette-Hancharyk
Other Guests (Medical Administration)	Dr. Kevin Archer; Dr. Ivan Cacic; Dr. Matthew Cesari; Dr. Kevin Chan; Ms. Anna Chiarcos; Dr. Bill Coke; Dr. Ian Dawe; Dr. Ivan Diamond; Dr. Alison Freeland; Dr. Eric Letovsky; Ms. Elaine Lindsay; Dr. Dhanjit Litt; Dr. Manish Maingi; Ms. Tasha Osborne; Dr. David Perkins; Dr. Phil Philbrook; Dr. Peter Scheufler; Dr. Vir Sennik; Ms. Jigisha Shah; Dr. Thomas Short; Dr. Steven Tishler; Dr. Sameena Uddin; Dr. Tamara Wallington; Dr. Dana Wilson; and Dr. Bill Wong
Regrets	Mr. Kevin Johnson; Dr. Mohamed Lachemi; Mr. Perry Miele; Mr. Manjit Singh; and Ms. Georgia Whitehead
Resource	Ms. Paula Di Turi

**Via Videoconference*

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 4:10PM. The Chair confirmed quorum.

The Chair welcomed Ms. Knox to the meeting, whose attendance as part of the Board Effectiveness process, is to observe to the proceedings of the Board Standing Committees and Board of Directors. She advised that time will be allocated at the Fall Board meeting for Ms. Knox to facilitate a discussion around Board Effectiveness, which will support the development of a plan for the Board on what should stop, start, continue, and next steps.

The Chair also welcomed Dr. Murphy to the meeting who will be transitioning in the role of Interim Chief of Staff on May 1, 2023 and as a member of the Board.

2.1 Approval of Agenda

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

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MOVED by Mr. Latimer and seconded by Ms. Lee that, the Agenda for the March 30, 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.

Ms. Lee declared a conflict of interest to Consent Agenda Item #3.2(iv) in relation to the *Business Systems Transformation Agreement and Project Budget*, and will recuse herself should the Board remove it from the Consent Agenda for discussion, including the resolution.

3.0 Consent Agenda

The Chair presented the Consent Agenda for discussion and approval.

The Chair removed Item #3.5(iii) from the Consent Agenda for discussion in relation to *Director Fiduciary Duty regarding Contracts Appended to Board Briefing Notes*. Ms. Vaz provided an overview on the due diligence process undertaken by Management's presentation of briefing notes for the Board. Ms. Farrow advised that briefing notes address fiduciary governing duty and contracts are not included in a board package, but are available in the Portal library as a reference should a Member wish to refer to it coming forward in a respective briefing note. The Board Chair advised the next step is for a recommendation to come forward to the Board whether the current practice of posting contracts to the Portal continues, or if the practice ceases with an alternative approach.

The Chair requested the approval of the Consent Agenda.

MOVED by Mr. Nigro and seconded by Ms. Steiner that, the Consent Agenda for the March 30, 2023 Board meeting, be approved.

CARRIED

4.0 Patient Story

Dr. Ginzburg shared a personal and compelling quality experience providing care to a patient, and the process of delivering news and communicating information to the patient in an appropriate setting.

5.0 Strategy Update

5.1 Year Ahead

Ms. Farrow presented the 2023/23 Year Ahead Plan. She outlined the key drivers of change and moving forward for better health by delivering the highest quality of care by empowering people with technology, tools, training and new capacity; partnering to integrate care and connecting health care with key partners; and realizing THP's full academic mandate by creating a learning health system. She advised that THP will reinforce a foundation of excellence that will continue to manage quality and patient safety and support the sustainability of service delivery.

5.2 2023/24 Operating and Capital Budget Plans

Ms. Vinette-Hancharyk joined the meeting.

Mr. Jarrett provided an overview for the 2023/24 Operating Budget planning in advancing THP's strategy to deliver the highest quality of care, accelerating new community capacity and integrated models that connect health care with key partners, and setting the course of attracting and retaining talented and diverse people in creating a learning health system. Ms. Vinette-Hancharyk described the assumptions on funding, revenue, efficiencies and expenses. She provided an overview on the deficit and mitigation strategies to achieve a

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balanced budget by year-end. She described the approach to the proposed 2023/24 Capital Plan, including contingencies to support risks related to the inflationary environment and unexpected operational needs.

Given,

- the significant impacts of COVID-19 on hospitals across the province including compensation and non-compensation related inflation, potential impacts of the lifting of Bill 124, ongoing costs of COVID-19, historical capacity challenges and growth in demand;
- the uncertainty regarding government direction on recovery plans and financial supports;
- the expectation that it will be a multi-year path to recover, restore and return to a sense of reasonable predictability in our operations and with our workforce; and
- the historical structural capacity deficit THP was managing annually.

MOVED by Ms. Mohammed and seconded by Ms. Lee that, as recommended by the Finance and Audit Committee, the Board,

1. Approve Management's operating budget plan to maintain safe, high quality services [REDACTED]
2. Approve the 2023/24 capital plan [REDACTED] in new investments (internally and externally funded) to address top organizational risks; and
3. Request Management take the following actions:
 - i) Continue priority focus on ensuring a safe and high quality care environment for patients and health care workers, with no reduction in services at this time due to sustainability pressures;
 - ii) Continue to inform the Deputy Minister of Health and the President & CEO of Ontario Health of the significant impact of COVID-19 and inflation, compensation and Bill 124 pressures on THP and the operating budget plan for 2023/24 with a request for support to ensure sustainability of services;
 - iii) Proceed through Ontario Health's standard process, submitting a Balanced Budget Waiver, acknowledging the 2023/24 operating budget deficit as well as mitigation strategies to achieve a balanced position at year end; and
 - iv) Provide a regular update and calibration on this plan and the 2023/24 Goals & Objectives.

CARRIED

6.0 Committees

6.1 Finance and Audit:

i) Summary Committee Chair Report

Ms. Mohammed provided the Finance and Audit Committee Chair Report. She provided highlights on the January 2023 Financial Statements and Forecast to Year End and Operating Plan and Capital Budget Plan for 2023/24. She outlined details regarding the Business Systems Transformation: Human Resources, Payroll and Workforce Management contract Agreements and Project Budget; and regarding the SSW and the Exploration of Amalgamation of SSW with Mohawk Medbuy Corporation. She provided highlights on the Debenture Repayment Strategy. She shared that Internal Audit shared the 2023/24 Internal Audit Work Plan and Budget, which outlined the planned audit projects for the upcoming fiscal year.

ii) Financial Statements January 2023 and Forecast

Ms. Mohammed presented the Financial Statements as at January 2023 and Forecast, for approval.

MOVED by Ms. Mohammed and seconded by Mr. Latimer that, as recommended by the Finance and Audit Committee, the Board approve the Financial Statements January 2023 and Forecast.

CARRIED

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6.2 Priorities and Planning:

Mr. Kerr and Mr. Longley joined the meeting.

i) Summary Committee Chair Report

Ms. Magee provided the Priorities and Planning Committee Chair Report. She advised that an update was provided on Trillium HealthWorks redevelopment projects regarding the Initial Development Stage (IDS) on both Q-Site and M-Site projects; parkade construction continuing at both sites; decanting preparation continuing at the Clinical Administrative Building; and key messages and observations by the Board Advisory Panel. An update was provided on plans to raise THP's brand awareness to prepare the market for a fundraising campaign launch through an inspiring public awareness campaign. An update on the Mississauga Ontario Health Team's priorities in enabling government direction as it looks to further mature in its operations; including key their activities with Palliative Care and Primary Care, and how they are transforming care and access. The Committee was updated on local share discussions including, the Submission of the Stage 3 Local Share Plan coming forward for approval today.

ii) Trillium HealthWorks Q-Site & M-Site: Stage 3 Local Share Plan

Mr. Jarret, Mr. Longley and Mr. Kerr provided a status update since the 2021 Local Share Plan Submission. They advised that project costs have increased as a result of inflation and market pressures, [REDACTED]. THP shared with Ministry of Health ("MOH") that a request [REDACTED] will be made to the City of Mississauga to support the Local Share to close the previously submitted local share gap shared in October 2021. Ms. Riseboro advised that there is continued engagement with the Foundation on timing and amount of funding that is realistic for the campaign to reduce bridge financing costs. Mr. Kerr advised that THP has included an additional source based on an initial market value assessment of M-Site vacant land that would be used by THP for mixed use redevelopment, and that the MOH has a keen interest on retaining current hospital assets of land and building both for cost saving and future health system bed-capacity. He also shared that while THP has two redevelopment projects, a single local share plan will be submitted. He advised that THP is working with the MOH to understand local share requirements and confirm THP can proceed through key milestones without delay as a viable local share plan is developed and negotiated.

WHEREAS:

1. Trillium Health Partners ("THP" or the "Hospital") Broader Redevelopment Project includes The Peter Gilgan Mississauga Hospital (the "M-Site Project") and The Gilgan Family Queensway Health Centre (the "Q-Site Project"), which are both government approved projects under THP's infrastructure renewal plan ("Trillium HealthWorks").
2. While considered a government approved project, a portion of the project cost is the responsibility of THP ("Local Share").
3. The Priorities & Planning Committee ("P&P") acknowledges that similar to all hospital redevelopment projects, THP's Local Share amount is evolving as the projects' scope, budgets and schedules are finalized.
4. P&P acknowledges that THP will continue to submit staged submissions of the Local Share Plan ("LSP") to advance discussions and negotiations until the lead up to M-Site Project financial close (planned for early 2025).

MOVED by Mr. Nigro and seconded by Mr. Cummings that, as recommended by the Priorities and Planning Committee, the Board authorizes and approves,

1. Submission of the Stage 3 LSP that covers both the Q-Site Project and the M-Site Project, with an understanding that the LSP will not be balanced in advance of Q-Site Project financial close (recently revised to Fall 2023). Achieving a viable LSP involves the following:

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- a) Advocacy to secure funds from the City of Mississauga (the “City”) and/or Region of Peel (the “Region”) with a formal request for a municipal/regional contribution amount and timing to be submitted at a mutually agreed upon time between the Mayor and THP, planned for 2023.
- b) Collaboration with the Trillium Health Partners Foundation (“THPF”) to confirm contribution timing and amount.
- c) Advocacy efforts with the government on closing the current Local Share gap through the following mechanisms:
 - Minimization of financing costs to the hospital via a 30-year payment option, with efforts of minimizing bridge financing costs;
 - Maximization of the MOH Cost Sharing policy, focusing on growth/shelled areas and information, communication and technology (“ICAT”) costs;
 - Exploration of land monetization of the remaining lands at The Peter Gilgan Mississauga Hospital site.
2. All efforts and financial assumptions will be aimed at ensuring local affordability and a multi-generational view of THP funds and cash flow.

CARRIED

Mr. Kerr, Mr. Longley and Ms. Vinette-Hancharyk left the meeting.

6.3 Governance and Human Resources:

i) Summary Committee Chair Report

Mr. Eng provided the Governance and Human Resources Committee Chair Report. He informed that the Committee discussed the note on director fiduciary duty regarding contracts appended to Board briefing notes. He highlighted the plan for the 2022/23 Annual General Meeting on June 5, 2023. He shared that the Toronto Academic Health Science Network (TAHSN) partnered with its members to launch a *Self-Identification and Anti-Racism Education Survey* for senior leaders and Board members to complete, the link will be shared following today’s meeting. He advised that Board Effectiveness and key Accreditation Readiness activities are in alignment to prepare for the Board’s governance discussion with Accreditation Canada on June 12, 2023. He also advised the Committee discussed at length the 2023/24 CEO and Chief of Staff Goals and Objectives, and 2023/24 Quality Improvement Plan; and the proposed mandate and appointment of the Independent Facilitator, all of which are being recommended today for Board approval.

ii) Foundations of Clinical Excellence – Year 1: Accreditation Preparedness

- Board’s Governance Functioning Tool Survey Results
- THP’s Ethical Decision Making Framework

Ms. Bains, Ms. Khan and Ms. Godkin joined the meeting.

Mr. Ginzburg and Ms. Vaz provided an overview on the alignment between the Board Effectiveness Process and the Board’s Accreditation readiness activities. He also shared that the Accreditation Canada’s Board Governance Functioning Tool (“BGFT”) survey results. He further shared that Ms. Knox will be attending the Board’s September 2023 meeting to present her observations and conversations from the effectiveness process; in addition, to incorporating the findings from the BGFT survey. Ms. Godkin provided a primer on THP’s Ethical Decision Making Framework to support the Board with their preparation for Accreditation readiness.

Ms. Godkin left the meeting.

iii) 2023/24 CEO and Chief of Staff Goals & Objectives + 2023/24 Quality Improvement Plan

Ms. Farrow, Ms. Magee and Mr. Eng summarized the discussion that had taken place at the Governance and Human Resources Committee’s meeting on March 21, 2023 regarding the proposed CEO and COS 2023/24

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Goals and Objectives, which were now being recommended to the Board for approval. Ms. Farrow referred the Board to the base assumptions, and how they arrived at these Goals and Objectives. Management responded to questions regarding LEM weightings. Ms. Magee thanked both the Governance and Human Resources Committee and Quality Program and Effectiveness Committee for ensuring the alignment of the QIP and the proposed Goals and Objectives.

MOVED by Mr. Eng and seconded by Mr. Cummings that, as recommended by the Governance and Human Resources Committee, the Board approves the 2023/24 Goals and Objectives for the President & CEO and Chief of Staff, inclusive of the 2023/24 Acute and Long Term Quality Improvement Plan.

Ms. Bains and Ms. Khan left the meeting.

iv) Independent Facilitator

Ms. Farrow described the selection and recruitment process undertaken for the unique experience and expertise required of the Independent Facilitator (“Facilitator”). She presented the recommendation for the appointment of Mr. Ron Sapsford as Facilitator to support Management in providing advice on recommendations included in the Ministry of Health’s (“Ministry”) Report (“Report”), which will be built on work already underway at THP. She shared that the Facilitator will engage directly with the Board Chair, and share his observations with the Board. She further shared that THP will provide periodic updates to the Ministry, of which has been occurring since receiving the Report. The Board supported the presented recommendations.

WHEREAS,

1. On February 8, 2023, Trillium Health Partners (“THP”) received the report from a Ministry of Health (“Ministry”) commissioned Inspection under the *Public Hospitals Act* respecting complaints received on behalf of a group of anonymous physicians concerning management and human resources practices at THP (the “Report”);
2. The Report made a series of recommendations to support the continuous improvement of THP’s practices, processes and policies going forward to further promote and enhance THP’s leadership and governance strategies;
3. THP’s leadership is preparing an implementation plan to address the recommendations and improvement opportunities outlined in the Report; and
4. The recommendations included that THP engage an Independent Facilitator (the “Facilitator”) to work with the Board of Directors (the “Board”), CEO, and Professional Staff to assist in the implementation of the recommendations and provide periodic progress updates to the Ministry.

MOVED by Mr. Allgood and seconded by Ms. Darling that, as recommended by the Governance and Human Resources Committee, the Board approves the appointment of Mr. Ron Sapsford as Facilitator, effective for approximately six months from April – October 2023.

CARRIED

6.4 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 Improvement Plan (QIP) Q3 Year to Date Performance, specifically the Acute Care and Long-Term Care QIPs. Insight into target setting and rationale was shared on the 7 2023/23 QIP indicators (Time to Inpatient Bed, Hospital Acquired Pressure Injuries, Medication Reconciliation at Discharge, Patient Experience, People Engagement, Workplace Violence (reported incidents), and Total Margin. He shared the spotlight on quality was on THP’s main clinical digital platform, Epic, where an overview was provided on the on accomplishments to date, how Epic supports Quality and Patient Safety, including ways in which Epic will help teams achieve success in the upcoming June 2023 Accreditation Survey, specifically supporting THP’s Required Organizational Practices.

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7.0 Reporting

7.1 Concluding Chief of Staff Report

The Chief of Staff Report was taken as read under Agenda Item 7.4(ii).

Guests of Medical Administration joined the meeting.

The Board Chair welcomed past and current Program Chiefs and Medical Administration team members to the meeting. She acknowledged Dr. Morra's decade of leadership and the completion of his term as THP's inaugural Chief of Staff. On behalf of the Members, Ms. Magee thanked Dr. Morra for his service and the transformational impact on THP's evolution from two separate community hospitals into Canada's largest community-based academic centre leading in quality, research and innovation; and wished him well as he continues to serve in his executive role of President of THP Solutions, and stepping into the inaugural role of Chief of Clinical Innovation on May 1, 2023. Dr. Morra expressed his thanks to the Board, to each of the past and current Program Chiefs and Medical Administration team members. Dr. Murphy, Ms. Irwin and Dr. Barbosa also shared accolades of Dr. Morra's leadership. The Board Chair concluded in thanking the guests for joining the meeting, for their dedication and commitment to leadership and patient care at THP, and asked that they each round with their leaders and teams and thank them on behalf of the Board.

Guests of Medical Administration left the meeting.

7.2 Chief Nursing Executive Report

The Chief Nursing Executive Report was taken as read under Agenda Item 7.4(iii).

7.3 Professional Staff Association Report

Deferred.

7.4 Appendix

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

As read.

8.0 Other Business

Ms. Magee reminded the Board of that following today's meeting, a link to the TAHSN Self-Identification and Anti-Racism Education Survey will be shared, and the calendar invite for Board's in-person interview with the Accreditation Canada surveyors on June 12, 2023. She shared THP's Better Together Gala will be held on May 18 and more details will be communicated for the Board to RSVP. She also highlighted details that will be communicated about the upcoming The Hazel McCallion Walk for Health on June 4, 2023 regarding sponsorship and to join THP colleagues and the community for the walk to help build Canada's largest hospital, the future home of The Peter Gilgan Mississauga Hospital; and honour THP's beloved Honourary Guardian who was the longest standing Mayor of Mississauga and strong supporter of the Hospital and the Foundation, with the first walk last year helped the Foundation raise over half a million dollars.

No other business was raised.

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9.0 Adjournment & Transition to In-Camera

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

CARRIED

The main meeting was adjourned at 8:08PM.
Ex-Officio Directors and Management left the main meeting.
The Elected Members of the Board met in-camera.

Christine Magee, Chair

Karli Farrow, Secretary