

**Trillium Health Partners  
Board of Director Meeting Minutes  
Monday, June 5, 2023**

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

**In Attendance:**

<b>Elected Directors</b>	Ms. Christine Magee (Chair); Mr. David Allgood; Mr. Mark Cummings; Ms. Michele Darling*; Mr. Howard Eng; Mr. Kevin Johnson; Ms. Jennifer Lee; Mr. Carmine Nigro; Mr. Manjit Singh; and Ms. Melanie Steiner*
<b>Ex-Officio Directors</b>	Ms. Karli Farrow; Dr. Joan Murphy; Ms. Terri Irwin; Dr. Milan Barboza; and Dr. Indraneel Ghosh
<b>Senior Management</b>	Dr. Amir Ginzburg; Mr. Scott Jarrett; Dr. Dante Morra; and Ms. Nicole Vaz
<b>Guests</b>	Ms. Rachel Bair; Ms. Andriah Bryan; Mr. Adam Burke; Ms. Pamela Gun; Ms. Kathryn Hayward-Murray; Mr. Shawn Kerr; Ms. Farah Khan; Ms. Marilyn Knox; Mr. David Longley; Mr. Jay Naik; Dr. Denise O'Neil Green; Mr. Kerry Pond; Ms. Alison Quigley; Mr. Gregory Smith; Ms. Carol Vinette-Hancharyk; and Dr. Kevin Wasko
<b>Regrets</b>	Ms. Joan Mohammed; Dr. Mohamed Lachemi; Mr. Michael Latimer; Mr. Perry Miele; Ms. Caroline Riseboro; Dr. Trevor Young; and Mr. Shihab Zubair
<b>Resource</b>	Ms. Paula Di Turi

*\*Via Videoconference*

**1.0 Call to Order**

The Chair called the Board of Directors (Board) main meeting to order at 12:00PM. The Chair confirmed quorum.

**1.1 Approval of Agenda**

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

**MOVED** by Mr. Nigro and seconded by Ms. Lee that, the Agenda for the June 5, 2023 Board meeting, be approved.

**CARRIED**

**1.2 Declaration of Conflict of Interest**

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

**2.0 Consent Agenda**

The Chair presented the Consent Agenda for discussion and approval.

**MOVED** by Ms. Steiner and seconded by Mr. Johnson that, the Consent Agenda for the June 5, 2023 Board meeting, be approved.

**CARRIED**

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### 3.0 Committees (Part 1 of 2)

#### 3.1 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 that Committee was presented with the Q3/Q4 People Report; Insurance and High Risk Claims Annual Report; and Annual Regulatory Compliance Report. He advised that the Corporate By-Law is coming forward with an amendment for a time-limited increase in the Board size to 15 elected directors for the 2023/24 Board year in order to onboard candidates from this year's nominations process as outlined in the materials. He also shared the Board will hear today from Ms. Pamela Gunn and Dr. Denise O'Neil Green with an Equity, Racism and Inclusion Update and the results of the Climate Review on Anti-Black Racism.

##### ii) Opinion Survey Results

Mr. Eng provided highlights on the Opinion Survey Results, reporting that the engagement survey response rate was 51.4%, and the organizational engagement score increased 66.7% since the last survey in 2019. He shared the high scores are on drivers of engagement which includes: collaboration, understanding how your role contributes, and communication. He commended that this is a great acknowledgement of the efforts towards being *Better Together*. There is a common theme on the lowest scores around senior leaders are trusted which is a result of decisions made throughout the pandemic which includes harmonized benefits and redeployment decisions, and this score is trending as one of the lowest areas across the sector. He advised the areas of opportunity include competitive pay and benefits, performance feedback, and trust in senior leadership; and further advised that Management has already begun to address these drivers through Senior Leader rounding and education sessions on providing effective performance feedback. He provided highlights on the demographic survey that was done in conjunction with the engagement survey to enable THP to better understand the makeup of the workforce through the lens of diversity. One of the benefits of combining the engagement and demographic surveys is to better understand the experience of employees through the lens of identity. The Committee expressed that THP has committed to doing this combination engagement and demographic survey annually, with the next survey planned for later this fall.

##### iii) Nominations for Board Composition 2023/24

###### a) Nominations for Re-Appointment to the Board

Ms. Farrow presented the recommendation for the re-appointments of election for the 2023/24 Board year.

**MOVED** by Mr. Cummings and seconded by Ms. Magee that, as recommended by the Nominations Sub-Committee, the Governance and Human Resources Committee makes a recommendation to the Board of Directors at its meeting on June 5, 2023 for the re-appointment of the following Directors to the Board of Directors, and for ratification of the re-appointment at the Annual General Meeting to be held on June 5, 2023, be approved:

- Michael Latimer, for a second three-year term to June 2026;
- Manjit Singh, for a second three-year term to June 2026; and
- Howard Eng, for a second three-year term to June 2026.

**CARRIED**

###### b) Nomination for Director Vacancies

Ms. Farrow provided an overview on the biographies of the two candidates to be nominated to the Board, then presented the recommendation to nominate for the candidates for appointment, as a Director for the 2023/24 Board year.

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**MOVED** by Mr. Cummings and seconded by Mr. Eng that, as recommended by the Nominations Sub-Committee, the Governance and Human Resources Committee makes a recommendation to the Board of Directors to approve the appointment of each of the recommended candidates, as a Director for a three-year term (renewable), effective following ratification by the Members at the June 5, 2023 Annual General Meeting, and ending following the Annual General Meeting in June 2026, be approved:

- Adam Burke; and
- Gregory Smith

**CARRIED**

### c) Nomination for Board Vice-Chair

Ms. Farrow reviewed the nominations process for the role of Vice-Chair and asked the Board if there were any questions as to the process or proposed nomination. Further discussion was not required.

**MOVED** by Mr. Cummings and seconded by Mr. Eng that, as recommended by the Nominations Sub-Committee, the Governance and Human Resources Committee makes a recommendation to the Board of Directors to approve the appointment of Joan Mohammed as Vice-Chair of the Board of Directors for a one-year term (renewable), effective June 5, 2023, and ending at the Annual General Meeting in June 2024, be approved.

**CARRIED**

### d) Nomination for Officer

Ms. Farrow reviewed the nominations for the position of Board Treasurer and asked the Board if there were any questions as to the proposed nomination. Further discussion was not required.

**MOVED** by Mr. Cummings and seconded by Mr. Eng that, as recommended by the Nominations Sub-Committee, the Governance and Human Resources Committee makes a recommendation to the Board of Directors to approve the appointment of Manjit Singh as Treasurer of the Board of Directors, for a one-year term, effective June 5, 2023, and ending following the Annual General Meeting in June 2024, be approved.

**CARRIED**

### e) Nominations for Board Standing Committee Chairs, Vice-Chairs and Composition

Ms. Farrow reviewed the nominations for the appointments of the Board Standing Committee Chairs and Vice-Chairs; and Board Standing Committee Membership. She asked the Board if there were any questions on the proposed nominations. Further discussion was not required.

**MOVED** by Mr. Cummings seconded by Mr. Howard that, as recommended by the Nominations Sub-Committee, the Governance and Human Resources Committee makes a recommendation to the Board of Directors at its June 5, 2023 meeting, to approve the appointment of the following Board Standing Committee Chairs and Vice Chairs, for a one-year term, effective June 5, 2023, and ending following the Annual General Meeting in June 2024, be approved:

Board Standing Committee Position	Quality and Program Effectiveness Committee	Finance and Audit Committee	Governance and Human Resources Committee	Trillium HealthWorks Committee	Priorities and Planning Committee
Chair	David Allgood	Manjit Singh	Howard Eng	Carmine Nigro	Joan Mohammed
Vice-Chair	Jennifer Lee	Adam Burke	Mark Cummings	Michele Darling	Christine Magee

**CARRIED**

**MOVED** by Mr. Cummings and seconded by Mr. Eng that, as recommended by the Nominations Sub-Committee, the Governance and Human Resources Committee makes a recommendation to the Board of Directors at its June 5, 2023 meeting, to approve the following Board Standing Committee Membership, effective June 5, 2023, and ending following the Annual General Meeting in June 2024, be approved:

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Board Standing Committee Position	Quality and Program Effectiveness Committee	Finance and Audit Committee	Governance and Human Resources Committee	Trillium HealthWorks Committee	Priorities and Planning Committee
Chair	David Allgood	Manjit Singh	Howard Eng	Carmine Nigro	Joan Mohammed
Vice-Chair	Jennifer Lee	Adam Burke	Mark Cummings	Michele Darling	Christine Magee
Elected Director	Dr. Mohamed Lachemi	Joan Mohammed	Michele Darling	Michael Latimer	David Allgood
Elected Director	Kevin Johnson	Melanie Steiner	Christine Magee	Gregory Smith	Howard Eng
Elected Director	-	-	-	Adam Burke	Carmine Nigro
Elected Director	-	-	-	-	Manjit Singh

**CARRIED**

### f) Nomination for Non-Director Community Representative - Trillium HealthWorks Committee

Ms. Farrow reviewed the nomination for the appointment of the Community Representative non-Director role with the Trillium HealthWorks Committee. She asked the Board if there were any questions on the proposed nomination. Further discussion was not required.

**MOVED** by Mr. Cummings and seconded by Mr. Eng that, the Governance and Human Resources Committee makes a recommendation to the Board of Directors at its June 5, 2023 meeting, to approve the appointment of Mr. David Chemla as the Community Representative, Trillium HealthWorks Committee non-Director role for a one-year term (renewable), effective the 2023/24 Board cycle.

**CARRIED**

Mr. Burke and Mr. Smith joined the meeting.

The Chair welcomed Mr. Burke and Mr. Smith to the Board meeting. She invited them to join today's meeting to also benefit from the upcoming presentations to support their onboarding for the 2023/24 Board Year.

## 4.0 Strategy Update

### 4.1 Equity, Anti-Racism and Inclusion Update

Ms. Gunn, Dr. O'Neil Green, Mr. Naik, Ms. Bair and Ms. Bryan joined the meeting.

Ms. Gunn provided an overview of THP's anti-racism and inclusion journey, and THP's commitment to becoming a safer and more inclusive environment with a dedicated focus on dismantling anti-Black racism and white supremacy at THP, while making way for improvements for all equity-deserving groups. This commitment was because it is essential to being a quality-focused organization that leaves no one behind. She shared that THP initiated an Anti-Black Racism Climate Review in November 2022 based on the recommendation of the THP Circle on Anti-Racism and Inclusion, and led by Dr. Denise O'Neil Green, an external expert in equity, diversity, and inclusion. Dr. O'Neil Green shared that the review was commissioned to gain an understanding of the lived experiences of Black staff, professional staff, volunteers and learners at THP, and to provide a way to participate feeling seen, heard and valued in a safer space through a variety of confidential in-person and written forums led by her. Dr. O'Neil Green provided an overview on THP's Anti-Black Racism Climate Review Report, which was made available to all at THP in April 2023. She described the purpose of the review, the number of participants, her findings of how anti-Black racism has resulted in disempowerment, exclusion, harm, and prevented many from realizing their full potential. She shared the progress towards her recommendations to address and eliminate anti-Black racism at THP, including those requiring immediate actions. The Board had an engaging discussion and commended Dr. O'Neil Green on the Report, and Management's commitment to action on the Report's recommendations.

Ms. Gunn, Dr. O'Neil Green, Mr. Naik, Ms. Bair and Ms. Bryan left the meeting.

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### 5.0 Foundations of Clinical Excellence - Year 1: Accreditation Preparedness *Mock Governance Discussion Group*

Ms. Khan, Ms. Knox, Ms. Maier and Dr. Wasko joined the meeting.

Dr. Ginzburg introduced the guest attendees and their roles through the Mock Session to help the Board's readiness for a successful Accreditation on June 12, 2023. The Board thanked each of the attendees in providing them the opportunity to practice and refine their interview skills, for sharing their valuable feedback and assessment in identifying areas to succeed during the Accreditation process.

Ms. Khan, Ms. Knox, Ms. Maier, Mr. Pond and Dr. Wasko left the meeting.

### 6.0 Committees (Part 2 of 2)

#### 6.1 Finance and Audit:

##### i) Summary Committee Chair Report

Mr. Singh provided the Finance and Audit Committee Chair Report on behalf of Ms. Mohammed. He provided highlights on the Annual BPS/SSW Attestations and Compliance Reporting for fiscal 2022/23. He provided an overview of the Audited Financial Statements for the Fiscal Year Ending March 31, 2023 and the year-end financial results of operations noting the impact of the repeal of Bill 124 on THP and the hospital sector. He advised that Management presented the proposed debenture repayment strategy and the correspondent Investment Policy that will ensure the Hospital's ability to repay the \$200M debenture at maturity in 2058. He also shared Internal Audit's update on the Pharmacentre audit recommendations and actions taken on internal controls.

##### ii) 2022/23 Audited Financial Statements & Auditor's Report

**MOVED** by Mr. Singh and seconded by Ms. Lee that, as recommended by the Finance and Audit Committee, the Board approve the Audited Financial Statements for Trillium Health Partners for the year ended March 31, 2023 and authorizes the Board Chair and the Treasurer to sign the Audited Financial Statements on behalf of the Board.

**CARRIED**

##### iii) Appointment of Auditor

**MOVED** by Mr. Singh and seconded by Ms. Lee that, as recommended by the Finance and Audit Committee, the Board approve PricewaterhouseCoopers (PwC) as the auditors to perform the financial statement year-end audit for Trillium Health Partners, for the fiscal year ending March 31, 2024.

**CARRIED**

#### 6.2 Priorities and Planning:

Mr. Kerr, Mr. Longley and Ms. Quigley joined the meeting.

##### i) Summary Committee Chair Report

Mr. Singh provided the Priorities and Planning Committee Chair Report. He advised that the draft Terms of Reference for the 2023/24 Priorities and Planning Committee was discussed as the Committee's scope will change with the establishment the Trillium HealthWorks Committee. He shared that the Trillium HealthWorks team is continuing to work with Infrastructure Ontario ("IO") and the Ministry of Health ("MOH") to mitigate risks on cost estimates for the Q-Site and M-Site projects based on indicative pricing from proponents are over the approved Treasury Board amount. He advised the Q-Site RFP close has been delayed to August 2023 with a new target date of December 2023 for the Financial Close. He also advised that draft costing for Q-Site came back substantially higher than the previous costing which was due to

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increased construction schedule and related financing costs. In addition to noted market conditions, the Build-Finance model and its risk allocation regime is also recognized by the proponent as a contributing factor. THP is considering its current procurement model and next steps for the Q-Site project. Management will consider due diligence regarding optionality for alternative procurement models, with the goal of increasing competitive tension and ensuring value for money. He shared that the M-Site Initial Development Stage (IDS) where Dev Co and THP worked together to identify opportunities for innovation, efficiencies and other improvements in the spirit of cost-savings is complete. THP is continuing working with MOH to close the local share gap and is monitoring the dynamic political environment to build winning conditions for a local share ask, including continued community engagement and brand campaign development to build awareness and support for Trillium HealthWorks projects. The Committee discussed the Board Advisory Panel's observations and key messages on the Q-Site and M-Site projects. An update was provided on the planning for the Board's Education, Research, and Innovation retreat. The Committee received an update on the plans for the integration of the Women's and Children's clinical program.

Mr. Jarret presented a blotter item, the case costing and summary schedule on the Q-Site and M-Site Project builds. He provided an overview on the schedule and cost variance of the Q-Site Project highlighting the difference between the planned and actual values of time and budget estimated between THP, Infrastructure Ontario and the contractors. Mr. Jarrett, Ms. Farrow and Mr. Longley identified issues and risks driving the changed costing and schedule, and advised that an update will be provided to the Board at the end of June 2023.

### ii) Women's and Children's Update

Mr. Jarret, Mr. Longley, Mr. Kerr and Ms. Quigley presented the plan for the integration of the Women's and Children's clinical program embedded in Trillium HealthWorks plan **to establish a Women's and Children's (W&C) Hospital within The Peter Gilgan Mississauga Hospital**. They provided an overview of current status of planning within the W&C program; outlining the preferred option to advance integration within W&C's program. They described key risks being managed and they reviewed key milestones pending due diligence underway for full consolidation of W&C services to CVH, **and advance planning with the MOH to announce the W&C Hospital within the Peter Gilgan Hospital**.

Mr. Kerr, Mr. Longley and Ms. Quigley left the meeting.

## 6.3 Quality and Program Effectiveness:

### i) Summary Committee Chair Report

Mr. Allgood provided the Quality and Program Effectiveness Committee Chair Report. He shared the theme of the Committee meeting was People Engagement and he provided highlights on THP's People Engagement strategy and priorities for the 2022/23 which includes Patient Safety Culture Survey, Opinion Survey, and Climate Review/Equity Strategy. The Committee was also presented with an update on the Quality Improvement Plan (QIP) Q3 Year to Date Performance, specifically the Acute Care QIP and Long-Term Care QIP. The Committee was provided with the aggregate Patient Safety Incident Trend Reporting and Patient Complaints Trend Reporting, where Management shared actions that have been taken to date to enhance patient care and overall patient experience.

## 7.0 Reporting

### 7.1 Professional Staff Association Report

Dr. Barboza provided the Professional Staff Association Report. He thanked the Board and Management for their partnership supporting the interests of the Professional Staff Association ("PSA") and its members. He shared highlights of the PSA's activities and perspectives over the course of the year. Ms. Magee thanked Dr. Milan for his contributions to the THP Board of Directors, and for his keenness and thoughts in

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support of the PSA and its members with his voice being heard at the Board table. She shared that Dr. Barboza will be concluding his term as President of the PSA at the end of June 2023.

### 7.2 **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 **Adjournment & Transition to In-Camera**

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

**CARRIED**

The main meeting was adjourned at 4:00PM.

The Elected Members of the Board met in-camera with the Ex-Officio Directors and Management.

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Christine Magee, Chair

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Karli Farrow, Secretary