

**Trillium Health Partners
Board of Directors Meeting Minutes
Thursday, March 28, 2024**

Trillium Health Partners, 4th Floor, Cooksville Room
2085 Hurontario Street South, Mississauga, Ontario

In Attendance:

Elected Directors	Ms. Christine Magee (Chair); Mr. David Allgood; Mr. Adam Burke; Mr. Howard Eng*; Mr. Kevin Johnson; Mr. Michael Latimer*; Ms. Jennifer Lee; Mr. Carmine Nigro; Mr. Gregory Smith; and Ms. Melanie Steiner
Ex-Officio Directors	Ms. Karli Farrow; Dr. Joan Murphy; Ms. Terri Irwin; Dr. Indraneel Ghosh*; and Dr. Sujata Sikka
Senior Management	Mr. Scott Jarrett; Dr. Dante Morra; Ms. Nicole Vaz; Ms. Carol Vinette-Hancharyk; and Ms. Caroline Riseboro
Guests	Ms. Pamela Gunn; Mr. Matthew Kenney; Mr. Shawn Kerr; Mr. David Longley; Ms. Amanda MacNaughton; Mr. Jay Naik; Mr. Andrew Randall; Ms. Danielle Sanagan; Ms. Georgia Whitehead; and Ms. Maryam Yesufu
Regrets	Ms. Shalu Bains; Mr. Mark Cummings; Ms. Michele Darling; Dr. Amir Ginzburg; Dr. Patricia Houston; Mr. Eric Joyce; Dr. Mohamed Lachemi; Ms. Joan Mohammed; Mr. Paul Sabourin
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 (the “Board”) meeting to order at 4:55PM. The Chair confirmed quorum.

2.1 Approval of Agenda

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

MOVED by Ms. Lee and seconded by Mr. Nigro that, the Agenda for the March 28, 2024, 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.

3.0 Consent Agenda

The Chair presented the Consent Agenda for discussion and approval.

MOVED by Mr. Latimer and seconded by Mr. Allgood that, the Consent Agenda for the March 28, 2024, Board meeting, be approved.

CARRIED

Board of Directors Meeting Minutes – Thursday, March 28, 2024

4.0 Staff Story

Mr. Randall joined the meeting.

Mr. Randall, Manager, Enterprise Risk Management & Emergency Preparedness, shared his story about enrolling in THP's leadership development program and progressing into a formal leadership role. Board members expressed appreciation for his story and engaged in a discussion on his career trajectory as he described the mentorship opportunities at THP being mutually beneficial for himself and others in building successful relationships over time.

Mr. Randall left the meeting.

Mr. Kerr joined the meeting.

5.0 CEO Report and Strategy Update

5.1 Year Ahead

Ms. Farrow shared THP's key priorities to improve health care within the hospital, system, and community for FY 2024/25. She advised that by focusing on these priorities, THP will advance its goals of delivering the highest quality of care, partnering for integrated care from hospital to community, and advancing THP's academic mandate. THP continues to advance its artificial intelligence (AI) strategy and digital health care to enhance patient and staff experience. This fiscal year marks the midpoint of THP's 2019/29 Strategic Plan, and on June 10 and September 26, 2024 the Board will conduct a strategic plan refresh to realign THP's strategy based on progress made over the last five years. She provided highlights on the *Building a Better Ontario* 2024 Budget and advised it is a comprehensive budget that is optimistic for healthcare, including THP's infrastructure projects.

5.2 2024/25 Operating and Capital Budget Plans

Ms. Whitehead joined the meeting.

Mr. Jarrett and Mr. Burke provided an overview for the 2024/25 Operating Budget and management of the deficit. Ms. Vinette-Hancharyk described the 2024/25 volume assumptions, operating budget assumptions, historical year-end results and management of pressures, [REDACTED] and mitigation strategies to support a balanced budget by year-end. She presented THP's proposed 2024/25 Capital Plan which was developed in alignment with THP's Operating Plan. The Capital Plan was also aligned with THP's strategic investments determined at the corporate level, the 10-year capital plan and prior year envelopes, as well as investments in Master Plan redevelopment projects and future Managed Equipment Services program. The Board had an engaging discussion and commended Ms. Vinette-Hancharyk and her team on the Operating and Capital Budget Plans.

Given,

- The significant impacts of extraordinary inflation across the province including compensation and non-compensation related inflation, including the ongoing impact of the lifting of Bill 124 and related arbitration awards impacting all hospitals;
- The structural capacity deficit THP is managing annually and continued growth in demand;
- The uncertainty regarding government direction on financial supports; and
- The expectation that it will be a multi-year path to recover and return to a sense of reasonable predictability in our operations and with our workforce;

MOVED by Mr. Burke and seconded by Mr. Smith that, the Board,

Board of Directors Meeting Minutes – Thursday, March 28, 2024

- [REDACTED]
- Approve the 2024-25 capital plan [REDACTED]; and
- Request Management take the following actions:
 - Continue priority focus on ensuring a safe and high quality care environment for patients and health care workers, with the implementation of the service plans enclosed in this plan but with no significant reduction in services at this time due to sustainability pressures;
 - Continue to inform the Deputy Minister of Health and the President & CEO of Ontario Health of the significant impact of inflation and capacity challenges on THP's operating budget plan for 2024-25 with a request for support to ensure sustainability of services;
 - Proceed through Ontario Health's standard process, submitting a Balanced Budget Waiver, acknowledging the 2024-25 operating budget deficit as well as mitigation strategies to achieve a balanced position at year end;
 - Advance additional service planning to identify further efficiencies and net new revenues to support service sustainability in future years; and
- Provide regular updates and calibration on this plan through the 2024-25 Goals & Objectives.

CARRIED

Ms. Whitehead left the meeting.

6.0 Committees

6.1 Finance and Audit:

i) Summary Committee Chair Report

Mr. Burke provided the Finance and Audit Committee Chair Report. He provided highlights from the January 2024 Financial Statements and Forecast to Year-End, and the Internal Audit Work Plan and Budget for 2024/25. The Committee was presented with the 2024/25 Operating and Capital Budget Plans as approved earlier in today's agenda. The Committee received an update on THP participating in a competitive procurement process for a provider of Home Care Services for Palliative Care with the selection of the contracted service provider anticipated in late April 2024, and the contract approval and execution required shortly thereafter. The Committee was provided an overview on the compliance requirements for Bill S-211, *Fighting Against Forced Labour in Supply Chains Act* in effect January 1, 2024, including the requirement of reporting entities filing its board-approved fiscal year-end compliance report and attestation on or before May 31st annually to the federal government. With the next Board meeting on June 6, 2024 and to preserve the filing timeline, the motion in today's Consent Agenda recommends that the Board authorizes the Committee at its May 27, 2024 meeting to review and approve THP's annual compliance report and attestation on behalf of the Board prior to the filing deadline.

ii) Financial Statements of January 2024

Mr. Burke presented the Financial Statements of January 2024, for approval.

MOVED by Mr. Burke and seconded by Ms. Lee that, as recommended by the Finance and Audit Committee, the Board approve the January 2024 Financial Statements.

CARRIED

Mr. Latimer left the meeting.

Mr. Longley and Mr. Kenney joined the meeting.

Board of Directors Meeting Minutes – Thursday, March 28, 2024

6.2 Priorities and Planning:

i) Summary Committee Chair Report

Ms. Magee provided the Priorities and Planning Committee Chair Report on behalf of Ms. Mohammed. An update on the Strategic Plan Refresh was provided, shedding light on the purpose, areas for further engagement, and timelines for the initiative. The Board can expect further discussion at the June 10, 2024 Special Board Meeting about key changes in the strategic landscape and THP's accomplishments since 2019. In addition, the Board Retreat in September 2024 will provide an overview of the key themes emerging from the June 10 engagement and include a panel discussion with internal leaders on strategic priorities and considerations for the THP's future strategic direction. An overview of THP's land roadmap was presented outlining short and long-term investments to guide an approach to the hospital's land acquisitions, development, and planning that advances THP's Strategic Plan. The Committee received an update from the Foundation leadership on the team's ongoing and future strategic fundraising activities. A community engagement and local share update was provided, focusing on the monitoring of the current municipal government dynamic to build the winning conditions for a local share ask.

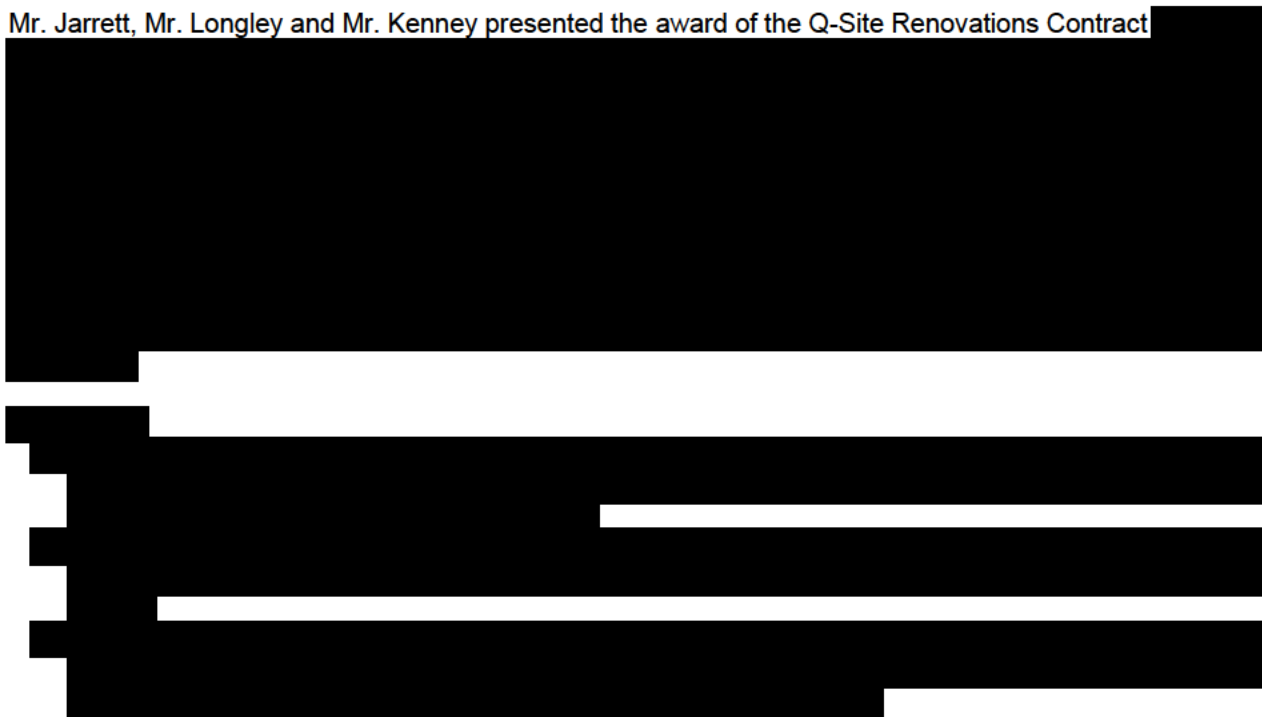
6.3 Trillium HealthWorks:

i) Summary Committee Chair Report

Mr. Nigro provided the Trillium HealthWorks Committee Chair Report. He provided highlights from the Contractual Agreements Status Report, Trillium HealthWorks Project Update and the Board Advisory Panel Reflections on the Q-Site and M-Site Projects. He shared that the Q-Site Project achieved a significant milestone reaching commercial and financial close on February 8, 2024 with mobilization and site activities currently underway as the project enters the next phase of construction over the next 5 years in partnership with ProjectCo; and that a groundbreaking event is being planned for April 9, 2024.

ii) Trillium HealthWorks (Q-Site): Approval to Award Q-Site Renovations Contract

Mr. Jarrett, Mr. Longley and Mr. Kenney presented the award of the Q-Site Renovations Contract



Board of Directors Meeting Minutes – Thursday, March 28, 2024

Mr. Kerr, Mr. Longley and Mr. Kenney left the meeting.

6.4 Quality and Program Effectiveness:

i) Summary Committee Chair Report

Mr. Allgood provided the Quality and Program Effectiveness Committee Chair Report. He shared that the term for our Volunteer Representative, Harvinder Matharu, will conclude June 2024 and recruitment for this position has begun. The quality theme of the meeting was People Engagement, and a staff story was shared from Mr. Randall with the Board earlier in today's meeting. In addition, Mr. Naik presented on People Engagement, including an update on the 2023 Opinion Survey results and priorities for the year ahead, which will be presented later today. The Committee was presented an update on Q3 performance of the Quality Improvement Plan (QIP). In today's consent agenda, the Committee included its endorsement of the 2024/25 QIP and narrative that will be submitted to Ontario Health in the coming days. The Committee received an overview of THP's approach to a just culture in healthcare, with a refresher on the tools within the Canadian Incident Analysis Framework that are used at THP to help determine when a quality review or a performance review is required, as well as how the performance review process works.

6.5 Governance and Human Resources:

Ms. Sanagan joined the meeting.

i) Summary Committee Chair Report

Mr. Eng provided the Governance and Human Resources Committee Chair Report. He shared the plan for the 2023/24 Annual General Meeting (AGM) on June 10, 2024, which includes a special board meeting for the Board Members and the Senior Leadership Committee focused on the strategic plan refresh work that is coming forward in 2024/25. He also shared two items coming forward for approval are the 2024/25 CEO and Chief of Staff Goals and Objectives, and the 2024/25 Quality Improvement Plan; and the *Ontario Not-*

Board of Directors Meeting Minutes – Thursday, March 28, 2024

For-Profit Corporations Act Transition. The Board will also hear today on the results of the *Count Me In* opinion and demographic survey.

ii) Opinion and Demographic Survey 2023

Ms. Gunn and Mr. Naik joined the meeting.

Mr. Naik presented the results of the Count Me In: Opinion and Demographic Survey describing the top areas of focus, and how the results will inform priority setting at every level that drives quality, care and improvements.

iii) 2024/25 CEO + COS Goals and Objectives and 2024/25 Quality Improvement Plan

Ms. Farrow and Dr. Murphy presented the 2024/25 CEO and Chief of Staff Goals and Objectives, and the 2024/25 Quality Improvement Plan. These goals and objectives will form the basis for leadership throughout the organization. They advised that THP continues to experience the highest inpatient demand and is the most over capacity of all Ontario hospitals. THP has made strides in advancing rapid digital transformation projects, continuing actions toward building an anti-racist and inclusive organization, growing the hospital's innovation, education and research impact, continuing to advance Trillium HealthWorks, and growing health system partnerships through Partners Community Health and the Mississauga Ontario Health Team. She shared that 2024 marks the midpoint of the Strategic Plan and progress has been made against the strategic goals while having responded to a pandemic. Management supported questions and had a fulsome discussion with the Board concurring that in keeping with the goals and objectives and the upcoming strategy plan refresh session, THP will set the path forward for continued transformation.

MOVED by Mr. Eng and seconded by Ms. Steiner that, as recommended by the Governance and Human Resources Committee, the Board of Directors approve the 2024/25 Goals + Objectives for the President & CEO and Chief of Staff (COS), inclusive of the 2024/25 Acute Care Quality Improvement Plan (QIP).

CARRIED

Ms. Gunn and Mr. Naik left the meeting.

Ms. MacNaughton and Ms. Yesufu joined the meeting.

iv) Ontario's *Not-for-Profit Corporations Act, 2010 (ONCA)* Transition

Ms. Vaz provided a recap on the November 30, 2023 draft updated THP corporate governance documents that were presented to the Board and an overview on the feedback from the Board which was subsequently incorporated. Ms. Vaz advised that a Special Meeting of Members will be held today to proceed with next steps ensuring THP's corporate governance documents are in compliance with ONCA before the October 18, 2024 deadline.

MOVED by Ms. Magee and seconded by Ms. Darling that, the Governance and Human Resources Committee hereby endorses and recommends to the Board that:

Articles of Amendment

1. The Articles of Amendment be approved.
2. Such Articles of Amendment be submitted to the members of THP (the "Members") for approval by special resolution.
3. Any two (2) directors or officers of THP are hereby authorized and directed to sign all associated documents, as they may determine to be necessary, without the need for further approval of the Board or Members, and to do on behalf of THP all things necessary to carry out and give effect to this resolution, including the filing of the Articles of Amendment with government officials.

Board of Directors Meeting Minutes – Thursday, March 28, 2024

Corporate By-law

1. The existing corporate by-law of THP be amended and restated, in the form presented to the Board, and be approved as the corporate by-law of THP to be effective as of the date of the certificate of amendment issued by the Government of Ontario further to the Articles of Amendment (“Effective Date”), subject to confirmation by the Members.
2. Such corporate by-law be submitted to the Members for confirmation.
3. Following confirmation by the Members and the Effective Date, any two (2) directors or officers of THP are hereby authorized and directed to certify a copy of the amended and restated corporate by-law, as confirmed by the Members, and place such certified copy in the minute book of THP.

CARRIED

7.0 Adjournment and Transition to Special Meeting of Members

The Board transitioned into a Special Meeting of Members with guests, Ms. Sanagan, Ms. MacNaughton and Ms. Yesufu.

Ms. Sanagan, Ms. MacNaughton and Ms. Yesufu then left the meeting.

The Special Meeting of Members was adjourned and the Board resumed with the regular meeting.

8.0 Reporting

8.1 Chief Nursing Executive Report

Ms. Irwin provided the Chief Nursing Executive Report. She provided an overview on the leadership structure changes within Patient Care Services which includes a dedicated Vice President, Women’s and Children’s Hospital and a new Associate Vice President, Clinical - Trillium HealthWorks. She shared that THP was asked to host Canada’s Minister of Health and Canada’s Chief Nursing Officer as they announce the release of the *Nursing Retention Toolkit: Improving the Working Lives of Nurses in Canada*. She also described the upcoming (and annual) Better Together Celebrations in May.

8.2 Chief of Staff Report

As read. Dr. Murphy shared the recent passing of an exceptional THP leader in nephrology, Dr. Philip Boll on March 24, 2024, and reflected on his longstanding reputation and dedication as a clinician, colleague and leader. The Board took a moment of silence in honour of Dr. Boll.

8.3 Professional Staff Association Report

Dr. Ghosh provided the Professional Staff Association (“PSA”) Report. He shared that the inaugural Joint Conference Meeting comprising both the PSA executives and THP Board leadership was held earlier in the week, and he and Dr. Sikka thanked Ms. Magee, Ms. Mohammed, Ms. Farrow and Dr. Murphy for committing to this engagement as it will serve in enhancing the relationships with the PSA, fostering trust and respect. Additionally optimizing how the PSA roles help the THP Board in its governance role. The PSA will be including a written PSA Report in the Board agenda appendices going forward. The PSA are excited about the new Chief of Staff search and keenly aware of this role’s impact not only on the culture at THP but also to the PSA membership. The PSA executives and Medical Affairs continue to partner well and Dr. Ghosh thanked Management for supporting through departmental and divisional issues as they arise. He thanked Ms. Farrow for organizing the PSA members with an introduction to the Mississauga Ontario Health Team (“MOHT”) as they now have an understanding of their function, rationale and framework on the future of healthcare and THP’s fit into the MOHT.

8.4 Appendix

- i) President & CEO Report
- ii) Chief of Staff Report

Board of Directors Meeting Minutes – Thursday, March 28, 2024

- iii) Chief Nursing Executive Report
- iv) Trillium Health Partners Foundation Report

As read.

9.0 Other Business

The Chair provided an update from the THP Foundation Board meeting earlier in the week and the tremendous quality of the work being led by the THP Foundation. She reminded the Board of the June 2, 2024 The Hazel McCallion Walk for Health. Ms. Riseboro reminded the Board of the Q-Site Project groundbreaking on April 9, 2024 and shared there will be significant donor presence at the event. Additionally, the Board was reminded of the Shah Family donation announcement to name the new Women's and Children's Hospital on May 9, 2024, advising that this donation is a significant milestone for the South Asian community with it being the largest donation ever given in Canada. Ms. Riseboro acknowledged Mr. Sabourin's encouragement of the THP Foundation to lift the target of the campaign to \$700M and launched to the public in 2024/25.

No other business was raised.

10.0 Adjournment

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

CARRIED

The meeting was adjourned at 8:00PM.

Ex-Officio Directors and Management left the meeting.

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

Christine Magee, Chair

Karli Farrow, Secretary