

**Trillium Health Partners
Board of Directors Meeting Minutes
Thursday, January 25, 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. Mark Cummings; Ms. Michele Darling*; Mr. Kevin Johnson; Dr. Mohamed Lachemi; Mr. Michael Latimer*; Ms. Jennifer Lee; Mr. Carmine Nigro; Mr. Manjit Singh*; Mr. Gregory Smith; and Ms. Melanie Steiner
Ex-Officio Directors	Ms. Karli Farrow; Dr. Joan Murphy; Ms. Terri Irwin; Dr. Sujata Sikka; Dr. Patricia Houston; and Mr. Paul Sabourin
Senior Management	Dr. Amir Ginzburg; Mr. Scott Jarrett; Dr. Dante Morra; Ms. Nicole Vaz; Ms. Carol Vinette-Hancharyk; and Ms. Caroline Riseboro
Guests*	Ms. Iveta Amova; Ms. Shalu Bains; Ms. Vicki Cruickshank; Ms. Caitlin Doherty; Mr. Michael Halas; Mr. Matthew Kenney; Mr. Shawn Kerr; Mr. David Longley; Ms. Alicia Lozon; Ms. Amanda MacNaughton; Dr. Laura Rosella; Mr. Ron Sapsford; and Mr. Eric Sun
Regrets	Mr. Howard Eng; Dr. Indraneel Ghosh; Ms. Joan Mohammed; 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) meeting to order at 4:30PM. The Chair confirmed quorum.

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 Mr. Burke that, the Agenda for the January 25, 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.

Regarding Consent Agenda item 3.4(iv), Mr. Allgood recommended that the Research Ethics Board ("REB") resume a cycle to attend and present a full update. The Chair concurred to incorporate the REB to come forward in the Board's workplan on a 3-year cycle beginning 2024/25.

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MOVED by Ms. Steiner and seconded by Mr. Smith that, the Consent Agenda for the January 25, 2024, Board meeting, be approved.

CARRIED

4.0 Patient Story

Mr. Halas and Ms. Cruickshank joined the meeting.

Mr. Halas, a patient and family partner of THP, shared his personal health care journey and the challenges in his patient experience in and out of THP. He described THP's strides in people-centred care with the inclusion of patient partnerships on planning committees, emphasizing the importance of the patient's perspective in research and systemic initiatives.

Mr. Halas and Ms. Cruickshank left the meeting.

Mr. Singh, Ms. Bains, Dr. Rosella, Mr. Kerr and Ms. Doherty joined the meeting.

5.0 CEO Report and Strategy Update

i) CEO Report

Ms. Farrow shared that 2024 marks the midpoint of THP's 2019-2029 Strategic Plan and now is the time to examine THP's strategy to help define the roadmap for the next 5-years. A strategic plan refresh will help define how THP gets from where we are at today, to our future given all we have learned, accomplished, and advanced over the last 5-years.

ii) Strategy Refresh & Overview of Our Patients and Population

Ms. Farrow provided a mid-point review of THP's strategic plan. Since its release in 2019, the global impact of COVID-19 and the external environment fundamentally altered health care delivery and introduced workforce shortages and transition, population and service needs, funding gaps and new funding models, integrated care advancements, and digital and artificial intelligence. Ms. Bains and Dr. Rosella provided an overview of the patient population at THP; understanding THP's patient profile; and examining population and community health trends that will inform THP's strategy refresh. Ms. Farrow described the strategy refresh timelines to be undertaken by the Board, with the target strategy launch in the winter/spring 2025.

Ms. Bains, Dr. Rosella, Mr. Kerr and Ms. Doherty left the meeting.

Ms. Amova and Mr. Sun joined the meeting.

6.0 Primer: Managed Equipment Services (MES)

Mr. Jarrett, Ms. Amova and Mr. Sun provided an overview of the Trillium HealthWorks Projects current equipment lifecycle and capital spend. They described the model of Managed Equipment Services ("MES") as a multifaceted strategic procurement and negotiation process with an equipment provider that will source, procure, install, and maintain the lifecycle of equipment. The MES model is an enabling service utilized by hospitals across the province that has ensured patients and health care providers always have access to the highest quality, most up-to-date medical equipment, with the MES partner ensuring the maintenance of hospital equipment remains on-schedule and on-budget over the lifespan of the equipment. They described THP's financial roadmap in pursuing a MES based on a thorough feasibility and risk assessment. Management supported questions from the Board in preparation for the upcoming MES procurement in March 2024.

Mr. Latimer, Ms. Amova and Mr. Sun left the meeting.

7.0 Committees

7.1 Finance and Audit:

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i) Summary Committee Chair Report

Mr. Singh provided his last Finance and Audit Committee Chair Report. He provided highlights from the November 2023 Financial Statements and Forecast to Year-End, and an update on the planning approach for 2024-25. The Committee was presented with the proposed integration of Shared Services West and Mohawk Medbuy Corporation, which is coming forward for approval next in our Agenda. Lastly, Internal Audit provided an update on THP's Internal Audit Multi-Phase Privacy Audit Plan and shared the Narcotic Diversion Audit Report with the Committee.

ii) Financial Statements of November 2023

Mr. Singh presented the Financial Statements of November 2023, for approval.

MOVED by Mr. Singh and seconded by Ms. Lee that, as recommended by the Finance and Audit Committee, the Board approve the November 2023 Financial Statements.

CARRIED

iii) Shared Services West (SSW) and Mohawk Medbuy Corporation (MMC) Integration

Ms. Amova and Ms. MacNaughton joined the meeting.

Mr. Jarrett described how Ontario hospitals make use of shared services organizations (SSOs) to optimize group purchasing and procurements to maximize cost-saving opportunities. He then provided an overview of the proposed integration of the West GTA Healthcare Shared Services West and Mohawk Medbuy Corporation and outlined the comprehensive due diligence process undertaken. The Board supported the presented recommendations.

WHEREAS,

- A. the Corporation, together with [Halton Healthcare Services Corporation and William Osler Health System,] (collectively, the "**SSW Voting Members**"), are the sole voting members of West GTA Healthcare Shared Services Corporation ("**SSW**");
- B. it is proposed that SSW enter into an asset purchase agreement pursuant to which: (i) SSW will transfer substantially all of its assets to Mohawk Medbuy Corporation ("**MMC**"); and (ii) MMC will assume substantially all of SSW's liabilities, on the terms and conditions set out therein (the "**Asset Purchase Agreement**");
- C. SSW requires the consent of the SSW Voting Members to dispose of its assets as is contemplated by the Asset Purchase Agreement (the "**Transfer Transaction**");
- D. the Asset Purchase Agreement provides that: (i) the current Equity Members Services Agreement among SSW and the SSW Voting Members made as of March 27, 2009 (as the same has been amended, supplemented or restated from time to time, the "**EMSA**") will terminate immediately prior to the closing of the Transfer Transaction (the "**Closing**"); and (ii) the SSW Voting Members will enter into a new services agreement with MMC on Closing (the "**MMC Services Agreement**"), pursuant to which MMC will, in the post-Closing period, provide the SSW Voting Members with the same services as they are currently receiving from SSW under the EMSA; and
- E. the material terms of the draft Asset Purchase Agreement and draft MMC Services Agreement have been outlined in the Briefing Note ("**BN**").

MOVED by Mr. Smith and seconded by Mr. Burke that, the Finance and Audit Committee recommends to the Board that:

1. any one director or officer of the Corporation is authorized and directed on behalf of the Corporation (in its capacity as an SSW Voting Member), to approve the Transfer Transaction on substantially the same material terms and conditions set forth in the Asset Purchase Agreement as presented to the directors of the Corporation;

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2. the termination of the EMSA immediately prior to Closing, is hereby approved;
3. In accordance with the Corporation's delegation policy, the applicable number of directors or officers of the Corporation are authorized and directed to execute and deliver for and on behalf of the Corporation, whether or not under the corporate seal of the Corporation, the MMC Services Agreement, on substantially the same material terms and conditions set forth in the MMC Services Agreement as presented to the directors of the Corporation; and
4. any one director or officer of the Corporation is authorized and directed to take such action and to execute, for and on behalf of the Corporation, such documents and instruments as may be necessary or desirable in order to give effect to the foregoing.

CARRIED

Ms. Amova and Ms. MacNaughton left the meeting.
Mr. Kerr, Mr. Longley and Mr. Kenney joined the meeting.

7.2 Priorities and Planning:

i) Summary Committee Chair Report

Ms. Magee provided the Priorities and Planning Committee Chair Report on behalf of Ms. Mohammed. She shared that an overview of THP's Patients and the Health of Our Community was provided which was a segment earlier in today's agenda. An update on the Women's and Children's Program was received, centering on THP's recent announcement that, beginning in 2025, all W&C's services, including labour and delivery, neonatal intensive care unit, and other gynecological and reproductive health services, will be provided at Credit Valley Hospital until the construction of the province's first Women's and Children's Hospital at The Peter Gilgan Mississauga Hospital is complete. She congratulated Management on the successful announcement. A quarterly update on cybersecurity was delivered focusing on situational awareness and the preliminary results of a cybersecurity maturity assessment. 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 THP's plans to build awareness and support for the Trillium HealthWorks projects and their monitoring of the current municipal government dynamic to build the winning conditions for a local share ask.

7.3 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 Committee was provided with a presentation on Ensuring Project Efficiencies on the M-Site Project that described the approach to driving project efficiency through procurement, planning, and design. Another presentation was also provided on THP's commitment to sustainability with current areas of focus and work underway toward Achieving a Low Carbon Hospital for The Peter Gilgan Mississauga Hospital.

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

7.4 Quality and Program Effectiveness:

i) Summary Committee Chair Report

Mr. Allgood provided the Quality and Program Effectiveness Committee Chair Report. He shared the Committee's key quality metric spotlight was Foundations of Clinical Excellence & Regulatory Compliance (Accreditation). The patient story showcased the Person-Centred Care key enabling practice within Foundations of Clinical Excellence. The Committee received an overview of the Year 1 & 2 priorities,

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including Accreditation sustainability planning, and THP's thinking for Foundations Year 3 and beyond. The Committee was presented with an update on THP's performance metrics, Quarterly Quality Improvement Plan (QIP) Q2 Performance, and Development plan for FY 2024/25 QIP. He shared that Management will be bringing forward the 2024/25 QIP for approval at the next meeting.

7.5 Governance and Human Resources:

i) Summary Committee Chair Report

Mr. Cummings provided the Governance and Human Resources Committee Chair Report on behalf of Mr. Eng. The Board Director Development Education Plan was provided, outlining opportunities for continuing education and interest about hospital operations offered through a mix of external and internal resources. The Committee was provided with an Equity, Anti-Racism and Inclusion Update from Ms. Pamela Gunn on advancing recommendations from last year's climate review and shared that she will be back in March to co-present with the People Team on THP's Opinion Survey, Demographic Results; and in May to present the Equity Education Plan. The 2022/23 Research Ethics Board Annual Report was presented, and he highlighted that there was an 86% overall increase in new study submissions since the previous year. As part of today's Board Agenda, there are two items coming forward for approval and they include the mid-term nomination for Board Treasurer and composition of the Board Standing Committee Membership; and the Independent Facilitator's Final Report from Mr. Ron Sapsford.

ii) Nomination for Board treasurer and Composition of Board Standing Committee Membership

Ms. Farrow presented the recommendation for the mid-term appointment of Board Treasurer and mid-term composition for the 2023/24 Board Standing Committee Membership.

WHEREAS,

- A. Manjit Singh is an elected director on the Board of Directors ("**Board**") of Trillium Health Partners ("**THP**" or the "**Corporation**") who also serves as Chair of the Finance and Audit Committee, member of the Priorities and Planning Committee and holds office as Treasurer of the Corporation.
- B. Manjit Singh will be resigning the above-described duties, effective January 25, 2024, to pursue a new opportunity abroad which will create corresponding Board mid-term vacancies.
- C. The Board wants to take this opportunity to recognize Manjit Singh for his many years of exceptional service to THP.
- D. The remaining directors may continue to exercise all powers of the Board so long as quorum remains in office in accordance with the Corporate By-law.
- E. The Nominations Sub-Committee ("**NSC**") is recommending to the Governance and Human Resources Committee ("**GHRC**") the appointment of Adam Burke to serve as Treasurer of the Corporation for the remainder of the 2023/24 Board year, effective January 25, 2024 and ending following the 2024 Annual General Meeting.
- F. The NSC is recommending to the GHRC the following reorganization of the Board Standing Committee membership for the remainder of the 2023/24 Board year, effective January 25, 2024 and ending following the 2024 Annual General Meeting (the "**Reorganized Committee Membership**"):

Board Standing Committee Position	Finance and Audit Committee	Trillium HealthWorks Committee	Priorities and Planning Committee
Elected Director + Chair	Adam Burke	Carmine Nigro	Joan Mohammed
Elected Director + Vice-Chair	Gregory Smith	Michele Darling	Christine Magee
Elected Director	Joan Mohammed	Michael Latimer	David Allgood
Elected Director	Melanie Steiner	Gregory Smith	Adam Burke
Elected Director	-	-	Howard Eng
Elected Director	-	-	Carmine Nigro

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MOVED by Mr. Cummings and seconded by Ms. Darling that, the GHRC recommends to the Board that it adopt the following recommendations of the NSC effective January 25, 2024 and ending following the 2024 Annual General Meeting:

1. The Reorganized Committee Membership; and
2. The appointment of Adam Burke to serve as Treasurer of the Corporation.

CARRIED

iii) Independent Facilitator's Final Report

Mr. Sapsford and Ms. Lozon joined the meeting.

Mr. Sapsford, the Board's independent facilitator, provided an overview of his Independent Facilitator's Final Report. He outlined THP's progress implementing the recommendations from the report prepared by Dr. Jeffrey Turnbull on behalf of the Ministry of Health (the "Ministry Report"). He shared that THP leadership's engagement with the Professional Staff Association and Professional Staff membership has been positive. He presented the recommendation to implement a Joint Conference Meeting. Mr. Sapsford and Management supported questions from the Committee. The Board thanked Mr. Sapsford for his review and complimented Management on their progress on the implementation of the recommendations from the Ministry Report. The Chair and CEO advised the Board that they will send a closing letter, enclosing the Board's independent facilitator's materials, to the Ministry of Health.

WHEREAS,

- A. On February 8, 2023, Trillium Health Partners ("**THP**") received a report from the Ministry of Health ("**Ministry**") commissioned Inspection under the *Public Hospitals Act* regarding complaints received on behalf of a group of anonymous physicians concerning the management and human resources practices at THP (the "**Ministry Report**").
- B. Dr. Jeffrey Turnbull was appointed by the Ministry to carry out this review and, through the Ministry Report, made a series of recommendations to support the continuous improvement of THP's practices, processes and policies to further promote and enhance our leadership and governance strategies (the "**Turnbull Recommendations**").
- C. The Turnbull Recommendations included that THP engage an independent facilitator to work with THP's board of directors ("**Board**"), CEO, and professional staff to assist in the implementation of the Turnbull Recommendations and provide periodic progress updates to the Board and Ministry.
- D. On March 30, 2023, the Board appointed Mr. Ron Sapsford as the independent facilitator to support the implementation of the Turnbull Recommendations (the "Independent Facilitator"). In alignment with the Turnbull Recommendations, the Independent Facilitator has reported directly to the Board; worked to understand the Ministry Report, THP's current state, to support and implement improvements, and work completed to date.
- E. The Governance and Human Resources Committee ("**GHRC**") acknowledges receipt of the Independent Facilitator's Final Report which shall hereafter be submitted to the Board.

MOVED by Dr. Lachemi and seconded by Ms. Steiner that, that the GHRC recommends to the Board that the proposed terms of reference of the newly-established Joint Conference Meeting be approved.

CARRIED

Ms. Lozon left the meeting.

Ex-Officio Directors, Management and Ms. Di Turi left the meeting.

7.6 In-Camera Session

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

Mr. Sapsford left the meeting.

Ex-Officio Directors, Management and Ms. Di Turi rejoined the meeting.

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8.0 Reporting

7.1 Chief Nursing Executive Report

Ms. Irwin provided the Chief Nursing Executive Report. She described the unprecedented workforce pressures this month and the tremendous effort across the platform to further lean into THP's health human resource strategies. She shared that the second phase of planning announced on the full consolidation of the Women's and Children's services at the CVH site will focus on prioritizing the well-being of the team, and specifically nurses moving from a non-union to unionized environment.

8.2 Chief of Staff Report

Dr. Murphy provided the Chief of Staff Report. She provided highlights on operational effectiveness including the credentialing process and the introduction to anti-Black racism now added to the mandatory learning for all Professional Staff. She provided details on health human resources capacity with the opening of the Urgent Care Centre at the Q-Site. She shared that the engagement score of the Professional Staff in the Count Me In Opinion and Demographic Survey remains unchanged at 44.2%. She provided updates on recent medical leadership changes. She shared that an external review of the Neuro/MSK Program is underway for the recruitment to replace the current Program Chief whose term-end is approaching.

8.3 Professional Staff Association Report

Dr. Sikka provided the Professional Staff Association ("PSA") Report on behalf of Dr. Ghosh. She described the conversations between the PSA and Management regarding the culture described by various groups of the Professional Staff. The PSA, Management and the Board have jointly committed to lift the spirits and wellbeing of the Professional Staff and in moving forward in this journey, created positive engagement to truly build a partnership to ensure all at THP are valued. The PSA is excited about the Joint Conference Meeting, endorsed by Mr. Ron Sapsford and also the PSA executives, as it creates not only a process to address the Ministry Report, but equally demonstrates the level of commitment of the PSA executives, Management and the Board.

8.4 Appendix

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

As read.

9.0 Other Business

The Chair, on behalf of the Board, congratulated THP and the Institute for Better Health in being recognized as one of Canada's Top 40 Research Hospitals for 2023 by Research Infosource Inc. for a second year in a row. This recognition places THP and its research and innovation engine, the Institute for Better Health, alongside many leading organizations across the country.

The Chair acknowledged the contribution of Mr. Singh who served as a member of the Board since June 2020, as Chair of the Finance & Audit Committee and the Corporation's Treasurer since June 2021, and as Board Vice Chair in 2022/23. He joined at the peak of the COVID-19 pandemic where the Board entered uncharted territory, and alongside Management, tackled a crisis of unprecedented magnitude. She thanked Mr. Singh, on behalf of the Board and Management, for being a part of the THP journey.

No other business was raised.

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10.0 Adjournment

MOVED by Mr. Singh 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.

Christine Magee, Chair

Karli Farrow, Secretary