
ATTENDEES:

(P) Linda Franklin	(P) Ricco Bhasin	(P) Susan Britton Payne	(P) Jasmine Tehara
(P) Kulvir Singh Gill	(R) Mark Beckles	(R) Michael Torrance	(P) Pardeep Singh Gill
(P) Elsa Cabral	(P) Stuart Johnston	(P) Glenn Martin	(P) Dr. Frank Martino
(P) Dr. Brian Klar	(P) Tiziana Rivera	(P) Dr. Victor Rajkotwala	(R) Dr. Ioana Ciric

GUEST(S):

Laurie Cabanas (Resource)	Dr. Rardi van Heest	Kiki Ferrari	Florine Lobo
Ann Ford	Cara Francis	Kelly Kimens	Ken Mayhew
Steve Hall	Dr. Richard LeBlanc, PhD	Patrick Nelson (Santis)	Stephanie Gawur (Santis)

1.0 CALL TO ORDER & REPORT OF THE CHAIR

The meeting was called to order. No declarations of conflict were made.

MOVED, seconded

That the agenda be approved - CARRIED

A copy of the Ethical Decision Making Framework was included in the package for reference.

2.0 CONSENT AGENDA

One motion is required to approve all items included in the Consent Agenda. Any of the items contained within the Consent Agenda may be placed on the regular agenda for discussion. A summary of the motions are contained within the Consent Agenda. The draft minutes from the January 25, 2023 Board of Directors meeting was not included in the meeting package and removed from the Consent Agenda; it will be brought forward to the next meeting.

MOVED, seconded

That the items listed within the Consent Agenda be approved as amended - CARRIED

3.0 GOVERNANCE REVIEW

The Chair invited Stuart Johnson, Chair of the Governance & Human Resources Committee to provide some introductory remarks about the governance review that has been underway over the past number of months. Stuart thanked staff and the Governance & Human Resources Committee for all their work to review and revise the governance policies and procedures so that they are reflective of leading governance practices. He introduced Dr. Richard LeBlanc, PhD., who is the governance expert retained to conduct the review and was in attendance to provide context and answer any questions that the Board may have.

Dr. Richard LeBlanc, PhD. shared some introductory comments and highlighted the key changes of the governance review, which include but are not limited to: professionalizing the practice of Director recruitment; enhancing the competency and attribute matrix; strengthening Director orientation and education; and elevating the annual Director evaluation process. Moving forward, a review of this magnitude would not be required for several years but rather an annual review to continue refining Osler's governance practices and ensure compliance with legislative and regulatory requirements.

Board Members were invited to ask questions and share perspectives. It was suggested that if it hasn't been completed already, that a record of the review and blacklined version of the documents be retained for record keeping purposes. It was confirmed that blacklined versions of the documents are available and will be kept for posterity and record keeping purposes. In response to questions and feedback, Dr. Richard LeBlanc, PhD. provided some additional comments on the following areas of the governance review that required detailed discussions and debate:

- Peer review component of the annual Director Evaluation process
- CPA qualifications for the Resources & Audit Committee Chair
- Difference between In-Camera Sessions and Informal Sessions
- Board Size
- Role of Chair, Past Chair and Vice Chairs

After lengthy conversations, there was consensus on the documents that were circulated to the Board for approval.

There was conversation about balancing the need for a strong financial background for the Resources & Audit Committee Chair with the need for flexibility to ensure that there are Board members who can fulfill that role. It was suggested that perhaps it would be worth exploring whether requiring specific qualifications for other Committee Chairs (i.e. Governance & Human Resources Committee and Health Services & Quality Committee) was needed as well. After further discussion, the sentiment among Board members was that while flexibility is important, it would be a significant risk for the Resources & Audit Committee if the Chair did not possess a CPA designation, recognizing the complex financial decisions that the Committee needs to make with respect to hospital funding and financing. There was consensus among Board members to leave the qualifications for the Committee Chairs as presented in the materials.

Dr. Richard LeBlanc was asked to elaborate on the legal review conducted on the governance documents – given his legal expertise, he developed the governance resources and processes independently which follow leading governance practices; Osler’s external legal counsel, Borden Ladner Gervais (BLG), was consulted on specific issues where there were legislative implications, for example, requirements outlined in the *Public Hospitals Act*. While BLG has not conducted a full legal review of the governance processes, BLG will be engaged when the by-laws are being amended following this governance review. Dr. Richard LeBlanc was also asked whether a position description for the Chief Nursing Executive and the Chief of Staff required position descriptions similar to the other ex-officio members of the Board. He confirmed that position descriptions would make the governance resources more fulsome and will provide those to the Governance & Human Resources Committee for review.

Should the Board of Directors approve the governance documents, staff will develop a plan outlining next steps and proposed timing for the implementation of the changes, which will take some time with support from staff, leadership by the Governance & Human Resources Committee, and engagement by the Board of Directors.

MOVED, seconded

That the Board of Directors approve the governance documents as recommended by the Governance & Human Resources Committee - CARRIED

4.0 COMMITTEE CHAIR REPORTS

4.1 Health Services & Quality Committee

The Committee Chair provided her report to the Board, which included the following discussion topics:

- 90th Percentile Time to Inpatient Bed in 2022 Quality Improvement Plan (QIP)
- Central West Ontario Health Team Sustainability

The Chair gave some context to the QIP targets that the Committee considered and the rationale for why they were selected. The Board will be discussing and reviewing the 2023 QIP at the March meeting for approval.

4.2 Governance & Human Resources Committee

The Committee Chair provided his report to the Board, which included the following decision items:

- Committee Meeting Minutes
- Change to Board Composition

The Committee Chair invited any questions from the Board regarding the decision items. The Board supported both recommendations and the following motions were passed:

MOVED, seconded

That the Board of Directors approve the recommendation presented by the Governance & Human Resources Committee to forward Committee Meeting Minutes to the Board after they have been approved by the Committee – CARRIED

MOVED, seconded

That the Board of Directors approve an increase in the fixed size of the Board from 16 to 19 as recommended by the Governance & Human Resources Committee - CARRIED

5.0 GOVERNMENT & STAKEHOLDER RELATIONS STRATEGY

Dr. Frank Martino provided some introductory remarks about Osler's government and stakeholder relations strategy. He thanked the Chair for her insights, which informed the revisions to the strategy as well as Santis Health, for advising the Osler team the past few years. A presentation outlining the key elements of the government and stakeholder relations strategy was provided to the Board highlighting clear timelines, activities and engagement opportunities for the Board. The strategy included flexibility to pivot as needed recognizing that while advocacy efforts and relationships with government may be strong, government decisions and timelines are not always predictable. The Chair invited Board members to share comments and ask questions. Board members provided positive feedback on the strategy, noting that it set a clear course for the organization and at the same time, provided an appropriate level of flexibility to course

Patrick Nelson, Principal with Santis Health commented that the government is prioritizing health care and that Brampton in particular was a recent focal point for government pre-election, so having Osler's advocacy efforts and strategy focused around health care will be an advantage in the short term. He commented further on the importance of understanding the stakeholder relationships that currently exist within Osler so that they can be incorporated effectively into the strategy. He also highlighted the role that Board members can play to advance advocacy efforts, which contrasts with the role that management would play on behalf of the organization. Next steps include staff doing some outreach to the Board members regarding interest and availability to engage in some focused advocacy efforts. The Chair thanked Santis Health, the Osler team and the Board for a robust presentation and engaging discussion.

6.0 INTERNAL REPORTS

6.1 Report of the President & CEO

A written report was provided to the Board for information. Dr. Frank Martino highlighted the activities that have taken place across the organization in recognition of Black History Month, which were championed by a staff-led committee. He reminded the Board about the upcoming media training that some Board members volunteered to participate in on March 28, which will be valuable in supporting the engagement activities that were described in the government and stakeholder relations strategy. Dr. Martino also shared that he attended the siting for the TMU/Osler Medical School at the Bramalea Civic Centre which provided an opportunity to connect with the Premier, the Minister of Health and a number of MPPs and City Councillors.

There was some discussion about the government's recent announcement to expand health care services into private care facilities through partnerships, and the potential negative outcomes this shift might have on health human resources across the system. Dr. Martino shared that Osler, as well as other health care leaders across the province, have been raising concerns regarding potential unintended consequences. Government has indicated that there will be

processes in place to prevent the destabilization of health human resources as a result of health care providers gravitating to the private clinics. Some clarification was requested regarding the 1% levy implemented by the City of Brampton to support local share for Osler's Peel Memorial Hospital and Cancer Care Centre, specifically if it was a one-time obligation or if there was an indication that it would be permanent. Dr. Martino shared that discussions are underway to advocate for a permanent levy. The Chair thanked Dr. Martino for his report.

6.2 Report of the Interim Chief of Staff

A written report was provided to the Board for information. Dr. Brian Klar highlighted that the Medical Advisory Committee (MAC) meeting minutes will be shared with the Board after they have been approved, consistent with the changes recommended by the Governance & Human Resources Committee. The Board will continue to receive the resolutions for approval.

Physician engagement continues to be monitored closely and an ongoing discussion through the Professional Staff Association. He highlighted Cardiology Day, which will be held on April 20, 2023 as a strategy to engage primary care physicians in the community through learning and networking. The Chair thanked Dr. Klar for his report and ongoing focus on physician engagement.

7.0 REFLECTIONS ON THE HSN PRESENTATION

As a follow up to the last Board meeting, the Chair invited Board members to share reflections and questions pertaining to the presentation about Health Sciences North's journey on becoming an academic health sciences centre. Board members shared that the presentation generated some questions for the Board to explore further, including but not limited to: what Board reciprocity might look like; potential approaches to the renaming of Osler; considerations for Board recruitment; academic health centre funding model; academic health centre reporting structure; and Board engagement with TMU.

Dr. Martino thanked the Board members for their comments and feedback; he acknowledged that the journey to becoming an academic health centre is complex, and committed to providing education to the Board to support a solid understanding of the key milestones ahead, risk mitigation strategies, and when Board engagement will be required. He shared that next steps will include a discussion with the Board regarding the affiliation agreement that is being drafted between Osler and TMU.

8.0 IN-CAMERA SESSION

Elected Board members and invited guests went into an In-Camera Session.

9.0 ADJOURNMENT

The meeting was adjourned. The next meeting will be held in person at Peel Memorial Centre for Integrated Health and Wellness on March 29, 2023.

MOVED, Seconded

That the meeting be adjourned – CARRIED