

ATTENDEES:

(P) Linda Franklin	(P) Ricco Bhasin	(P) Susan Britton Payne	(P) Jasmine Tehara
(P) Kulvir Singh Gill	(P) Mark Beckles	(P) 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	(P) Dr. Ioana Ciric

GUESTS/RESOURCES:

Laurie Cabanas (Resource)	Dr. Rardi van Heest	Kiki Ferrari	Florine Lobo
Ann Ford	Cara Francis	Kelly Kimens	Ken Mayhew
Steven Hall	Dominic Giroux	Mark Hartman	

1.0 CALL TO ORDER & DECLARATION OF CONFLICT

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

MOVED, seconded

That the agenda be approved - CARRIED

1.1 CHAIR'S REPORT

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

The Update on the Chief of Staff Recruitment was moved to the In-Camera Session.

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 following items were included within the Consent Agenda for approval:

- 2.1 Board Minutes: November 30, 2022
- 2.2 MAC Minutes and Resolutions: December 14, 2022 and January 11, 2023
- 2.3 Health Services & Quality Committee Minutes: January 18, 2023
- 2.4 Governance & Human Resources Committee Minutes: January 12, 2023
- 2.5 Resources & Audit Minutes: January 17, 2023

MOVED, seconded

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

3.0 BUSINESS ARISING

3.1 Health Sciences North: Governance Considerations on Becoming an Academic Health Sciences Centre

The Chair introduced Dominic Giroux, President and CEO as well as Mark Hartman, Senior Vice President of Patient Experience and Digital Transformation from Health Sciences North. The purpose of the presentation was to hear about some of the lessons learned from Health Sciences North (HSN)'s journey in becoming an academic health sciences centre and inform Osler's thinking as the organization embarks on its own journey to becoming an academic health centre.

The Chair thanked Dominic and Mark for the thoughtful and insightful presentation, and invited the Board to share reflections and ask questions. Committee members asked for advice regarding how to develop effective linkages

between the Osler Board of Directors and the Board of Governors at the Toronto Metropolitan University (TMU) and what the practical considerations are when it comes to identifying the skillset, roles and responsibilities of a TMU representative on the Osler Board of Directors. Dominic highlighted possible options to consider based on the HSN experience and suggested that expectations about Board linkage be incorporated into the affiliation agreement. He also emphasized the importance of fostering a collaborative culture at the Board level and that it was never too early to start building that relationship between the Boards starting with the Board Chairs.

A question was raised regarding what type of impact an academic health centre might have on the ability to receive funding and whether HSN had any advice about how to secure funding. Dominic and Mark shared that the addition of a medical school provided an advantage for HSN in terms of funding, particularly from the Ministry of Colleges and Universities. Dominic also highlighted the importance of fundraising and how in HSN's case, having the medical school really enhanced the ability to raise funds. Other considerations highlighted by Dominic and Mark included an integrated leadership structure, awareness of conflict of interest and aligned branding and communications. The Chair thanked Dominic and Mark for their time and for their advice and guidance.

4.0 COMMITTEE CHAIR & BOARD REPORTS

4.1 Health Services & Quality Committee

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

- Q2 2022/2023 Critical Incident Update
- Independent Health Facilities and Osler's Surgical Waitlist

The Board was interested in better understanding the partnership model that is used in other areas within the organization and a variety of questions were posed regarding how the partnership was developed, potential conflict of interest, policies in place to minimize the risk of unintended consequences as they relate to health human resources challenges and how Osler would be managing any negative public perception related to the privatization of health services. Kiki Ferrari, Chief Operating Officer, provided some helpful background to help the Board better understand the partnership model and how Osler physicians are able to take on additional capacity without any negative impacts on Osler's health human resources. She also provided some commentary around the due diligence that went into identifying and establishing a partnership while effectively managing potential conflict of interest. Florine Lobo, Chief Administrative Officer shared the financial implications associated with the model, highlighting that overall, the partnership would result in a favourable financial outcome for Osler because of the additional funding that is provided to Osler for completing the additional volumes.

4.2 Governance & Human Resources Committee

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

- Board Size
- Board Recruitment

Kulvir Singh Gill shared that he plans to transition off the Board upon the completion of his term. He took a moment to thank the Board members for their collegiality during his time on the Board of Directors and shared that he found his experience and the accomplishments achieved by the Board collectively to be rewarding.

4.3 Resources & Audit Committee

The Chair provided his Committee report to the Board which included the following topics:

- Sinking Fund
- Market Update and Credit Rating
- HIS RFP update

- Risk Monitoring- Insurance/Legal
- Ontario Health Team update

Florine Lobo, Chief Administrative Officer, provided some additional information regarding the sinking funds that Osler currently has. The purpose of the Brampton Civic Hospital sinking fund is to ensure that sufficient funds are available for the annual service payments as per the schedule provided by the Ministry of Health. The purpose of the Peel sinking fund was to ensure that the balance includes 6 months of annual service payments as required by the Ministry. Both funds meet the investment objectives set out by the Board and their returns have exceeded expectations. The purpose of the new sinking fund set up for HIS would be to ensure that funds are invested as per the objectives set up by the Board to meet the principal payment of the required debt financing at the end of the period.

3.4 UPDATE FROM ONTARIO HOSPITAL ASSOCIATION (OHA) BOARD

Jasmine Tehara was invited to provide an update from the OHA Board of Directors which included the following highlights:

- The government is working closely with the OHA regarding its announcement about surgeries moving to Independent Health Facilities. The OHA has received several questions from hospital leaders as well as Boards regarding health and human resource planning and has committed to providing some clarity to hospitals about what this announcement means for the health system.
- The OHA has work underway to advocate to government regarding the changes to Bill C7 (MAID legislation); there are concerns across the sector about the lack of support and clarity and the structural vulnerabilities that would result from the changes.
- Proximity Institute is a sister organization of the OHA that is focused on building leadership capability across the health system; there is a real concern about the lack of senior leadership in the health sector so the Proximity Institute is providing assistance to hospital CEOs and Board Chairs as they recognize early talent and develop the leadership skills necessary to build leadership capacity across the system.

5.0 INTERNAL REPORTS

5.1 Report of the President & CEO

A written report was provided to the Board for information. Dr. Frank Martino highlighted that Osler continues to explore innovative ways to meet the evolving demands of the community it serves, particularly as patients become more complex and health human resources challenges continue to persist across the province. He also shared with the Board that there would be a new member joining the Executive Team in the role of Vice President, Digital Transformation and Chief Information and Privacy Officer – David Stankiewicz. He will be joining in March 2023.

5.2 Report of the Interim Chief of Staff

A written report was provided to the Board for information. Dr. Brian Klar highlighted that William Osler Health System is the first hospital in Canada to achieve Leadership status for Choosing Wisely Canada, which is the national voice for reducing unnecessary tests and treatments in Canada. The Board was very excited about the national recognition and showcases Osler as a system leader in quality. The Chair acknowledged the efforts of the entire team and all who were involved in achieving this milestone.

The Chair invited Dr. Ioana Ciric to share some brief remarks regarding the recent passing of Dr. Youssef.

6.0 IN-CAMERA SESSION

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

7.0 ADJOURNMENT

The meeting was adjourned. The next meeting is scheduled for February 22, 2023.

MOVED, Seconded

That the meeting be adjourned – CARRIED