

Attendees (P-Present; R-Regrets):

(P) Pardeep Singh Gill	(P) Susan Britton Payne	(P) Nolan Bederman	(P) Winston Young
(P) Elsa Cabral	(P) Michael Torrance	(P) Dr. Frank Martino	(P) Dr. Greg Rutledge
(R) Dr. Victor Ng	(P) Melissa Carvalho	(P) Manny Satija	(P) Dr. Prashant Phalpher
(P) Ben D’Souza	(P) Tiziana Rivera	(P) Connie Stefankiewicz	(R) Dr. Yasir Karani
(P) Chris Loreto	(R) Linda Franklin		

Guests:

Laurie Cabanas	Kiki Ferrari	Florine Lobo	Cara Francis
Kelly Kimens	Ken Mayhew	Deepak Sharma	Sarbjit Dheri
Kathy Frlan (Resource)			

1.0 Call to Order

The Chair welcomed everyone to the in-person meeting. The meeting was called to order once quorum was achieved.

1.1 Declaration of Conflicts

No declarations of conflict were made.

1.2 Approval of Agenda

The agenda was tabled for approval; there were no additions or revisions to the agenda.

Moved, seconded

That the agenda be approved as presented – CARRIED.

1.3 Report of the Chair

The Chair welcomed Board members and began by highlighting key events of the past few months, underscoring the importance of recent advancements and upcoming milestones for Osler. The Chair expressed appreciation for the collective efforts of the Board and leadership team, particularly in the lead-up to the Peel Memorial Groundbreaking ceremony scheduled for March 28, 2025. This event marks a pivotal step in the continued expansion of Peel Memorial and reflects Osler’s long-term vision for integrated care and health system transformation.

In alignment with Osler’s strategic priorities, the Chair acknowledged the importance of proactive advocacy and stakeholder engagement. He noted the strong collaboration across all levels of leadership and governance, emphasizing that sustained efforts in these areas are critical to achieving shared goals and driving progress in health care access and equity. The Chair thanked the Board for their commitment and engagement, particularly in preparation for the upcoming Accreditation Survey. Board members were encouraged to maintain active involvement and to continue fostering a culture of excellence, accountability and continuous improvement.

In closing, the Chair reaffirmed his confidence in the organization’s direction, highlighting the strength of Osler’s leadership, staff, and Board and called upon members to continue championing the organization’s

mission and to remain focused on the delivery of safe, high-quality care to the diverse communities Osler serves.

1.4 Ethical Decision-Making Framework

The Chair reminded Board members of the Ethical Decision-Making Framework that was included in the package for reference, which provides a standardized approach when making decisions particularly when ethical issues arise.

2.0 Consent Agenda

The Consent Agenda was tabled for approval. There were no changes to the Consent Agenda.

- 2.1 Board of Directors Meeting Minutes (February 26, 2025)
- 2.2 Annual Board of Directors Work Plan (2024-2025)
- 2.3 Health Services & Quality Committee Minutes (February 13, 2025)
- 2.4 Resources & Audit Committee Minutes (February 13, 2025)
- 2.5 Executive Committee Minutes (February 13, 2025)

Moved, seconded

That the items listed within the Consent Agenda be approved as presented – CARRIED.

3.0 Management Reports

3.1 Report of the President and CEO

The President and CEO, Dr. Frank Martino, introduced his report by acknowledging National Governance Professionals Day in Canada which takes place on March 26, 2025. He thanked Osler's Board Office including Kelly Kimens, Laurie Cabanas and Kathy Frlan for their valuable contributions to support the Board of Directors and Osler's governance practices and processes. The Chair echoed Dr. Martino's comments and also thanked Board members and management for their roles in supporting effective governance at Osler.

As part of the Living the Vision program, Board members Elsa Cabral and Manny Satija were asked to share reflections from their attendance at the recent Patient and Family Advisory Council meetings which were held in February and March. Both offered positive comments about their experience noting the high levels of engagement and diversity among the Committee members. Connie Stefankiewicz recently attended the Executive Patient Safety Rounds and shared some learnings she had from the session, including active engagement from front line staff and a shared focus on improving patient care through innovation and process efficiencies.

The President & CEO provided brief remarks to supplement the pre-circulated materials, highlighting recent activities related to health system transformation and Osler's strategic and operational priorities. Additional details were provided about the upcoming Peel Memorial Groundbreaking event which signals progress in Osler's infrastructure development and reflects strong alignment with Osler's strategic priorities, particularly in advancing integrated and community-based care. Dr. Martino updated the Board on activity following the recent provincial election, and potential impacts to Osler, reinforcing that the team will continue to foster relationships with local and provincial elected officials to advance system transformation. Appreciation was extended to the Board for its leadership and support in maintaining momentum toward the organization's strategic goals.

Board members had an opportunity to ask questions about the report which included a brief discussion about the ONA negotiations and the potential impacts of tariffs on Osler. The report concluded with a reaffirmation of Osler's commitment to high-quality, patient-centered care, along with gratitude for the ongoing dedication of staff, physicians, and the leadership team. The Chair thanked the President and CEO for the report. The Board of Directors viewed a Peel Memorial 100 video that will be shown at the upcoming Peel Memorial Groundbreaking ceremony.

3.2 Report of the Chief of Staff

The Chief of Staff, Dr. Greg Rutledge, provided brief remarks to supplement the report that was pre-circulated to the Board which included recognition of the contributions of Osler's medical leadership and the importance of continuing to foster physician engagement across all sites. Dr. Rutledge highlighted ongoing recruitment efforts, emphasizing the need to attract and retain high-quality physicians amid a competitive health care environment. Dr. Rutledge shared that TMU successfully matched all learners who will be starting in July which is a key accomplishment as not every medical school is able to achieve that objective. Transparency and communication between the medical staff and hospital leadership remain key priorities and efforts to strengthen these relationships continue. A commitment to physician wellness and professional development was also reaffirmed, with these pillars seen as critical to physician satisfaction and long-term sustainability. In closing, appreciation was extended to the Board for its ongoing support, with a renewed commitment to advancing medical leadership and alignment with Osler's strategic goals. The Chair thanked the Chief of Staff for the report.

The Chair invited Ken Mayhew, President and CEO of the Foundation to provide brief remarks about donor engagement and the upcoming signature event, Holi Gala, which takes place on April 5, 2025. The Chair commended the Foundation for its ongoing outreach efforts in the community in support of Osler's major strategic initiatives.

Sarbjit Dheri, VP Finance and Deputy Chief Financial Officer and Deepak Sharma, VP Strategy & Organizational Performance joined the meeting.

4.0 Committee Chair Reports

4.1 Resources & Audit Committee

The Committee Chair, Winston Young, provided brief remarks to support the pre-circulated report. The Committee discussed a number of topics at its last meeting including the terms of reference for the Fiscal Advisory Committee, an update to the governance policy related to external audit and non-audit services and the Foundation's recent fundraising performance and shared planning efforts for the upcoming campaign in support of Peel Memorial. The Committee also received a status update on Academic Health Centre activities, which continue to align with TMU's timelines. A key element of the report was the Committee's comprehensive review of the Operating Budget for the 2025-26 fiscal year. The Committee Chair shared that a balanced budget is projected which will not result in clinical service reductions, rather, it will be achieved through the implementation of mitigation strategies and a Ministry incremental base funding assumption. Board members discussed potential risks and how the management team identifies opportunities for efficiencies on an ongoing basis. Board members acknowledged the strength of the organization's advocacy efforts and partnerships and were supportive of the Operating Budget that was presented.

Moved, seconded

That the Board of Directors approve the 2025/26 Operating Budget as recommended by the Resources & Audit Committee – CARRIED.

The Committee also recommended the extension of the Hospital Service Accountability Agreement (HSAA) and the Multi-Sector Service Accountability Agreement (MSAA) to March 31, 2026. There were no questions or concerns.

Moved, seconded

That the Board of Directors approve of the extension of the Hospital Service Accountability Agreement and Multi-Sector Service Accountability Agreement to March 31, 2026 as recommended by the Resources & Audit Committee – CARRIED.

4.2 Health Services & Quality Committee

The Committee Chair, Manny Satija, provided brief remarks in support of the pre-circulated report. Highlights of the report included a presentation on the Emergency Department Return Visit Quality Program which generated strong engagement and discussion with a focus on improving outcomes and care transitions. The Committee received updates on the Q3 Strategy Scorecard and Strategy-in-Action activities, and a report from HIROC. A key item of focus was the 2025-26 Quality Improvement Plan (QIP), guided by updated Ontario Health directives and indicators informed by various consultations within Osler including the Patient and Family Advisory Council (PFAC).

A discussion took place regarding the QIP indicator related to Equity, Diversity and Inclusion (EDI) training, exploring how the training was developed, the scope of the training, and how it connects to care delivery for Osler's diverse communities. The Committee Chair shared that the Committee was engaged multiple times in the development of the 2025-26 QIP and provided insights into the Committee's discussions about the proposed 2025-26 QIP, emphasizing strong support for the indicators and targets presented. Management confirmed that the EDI training developed for the Board was informed by Ontario Health's EDI framework and in alignment with Accreditation Canada Governance Standards. The EDI Foundations training is part of the QIP, while inclusive of the topics covered at the Board level, is broad and involves a wide range of EDI foundational topics. Management noted that while EDI education is one element of fostering diversity and inclusion, it is only one component of Osler's efforts to support EDI which will evolve as part of Osler's EDI journey. As part of Osler's ongoing strategic work, management is scheduled to bring forward the Health Justice/EDI Framework to the Health Services & Quality Committee in May and will also include a high-level summary of the Learning Management System course content.

Following an in-depth and thoughtful discussion, the Board of Directors expressed support for the motion that was tabled.

Moved, seconded

That the Board of Directors approve the 2025-26 Quality Improvement Plan as recommended by the Health Services & Quality Committee – CARRIED.

4.3 Governance & Human Resources Committee

The Committee Chair, Elsa Cabral, provided brief remarks in support of the pre-circulated report. The report included an overview of the 2024-25 Kay Blair Community Service Award, which honours the legacy of former Board member Kay Blair by recognizing outstanding volunteer contributions. Following a quantitative scoring process and robust discussion, the Committee recommended two recipients who exemplify the values and community spirit reflected in the award. Kim McNamara, a long-standing volunteer and PFAC member, and Riya Ahlawat, a volunteer with Osler's palliative care team, were confirmed as this year's recipients. The Board expressed its appreciation for all nominees and for the Committee's thoughtful consideration. There were no questions or concerns.

Moved, seconded

That the Board of Directors approve Kim McNamara and Riya Ahlawat as this year's recipients of the Kay Blair Community Service Award, as recommended by the Governance & Human Resources Committee – CARRIED.

5.0 In-Camera Session

The Committee moved into an In-Camera Session.

Moved, seconded

That the Board of Directors move to an In-Camera Session - CARRIED.

6.0 Termination of Meeting

The Chair thanked everyone for their active engagement and terminated the meeting.

Moved, seconded

That the Board of Directors meeting be terminated – CARRIED.
