

ATTENDEES:

(P) Linda Franklin	(R) 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	(R) Stuart Johnston	(P) Glenn Martin	(P) Dr. Frank Martino
(P) Dr. Brian Klar	(P) Tiziana Rivera	(P) Dr. Yasir Karani	(P) Dr. Prashant Phalpher

GUEST(S):

Laurie Cabanas (Resource)	Kiki Ferrari	Florine Lobo	Ann Ford
Cara Francis	Kelly Kimens	Ken Mayhew	Deepak Sharma
David Stankiewicz	Katherine Mellin	Patti Rempel	

1.0 CALL TO ORDER & REPORT OF THE CHAIR

The meeting was called to order. No declarations of conflict were made. A copy of the Ethical Decision-Making Framework was included in the package for reference.

MOVED, seconded

That the agenda be approved – CARRIED.

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 is contained within the Consent Agenda.

MOVED, seconded

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

The Chair provided a report and highlighted some learnings from the recent Health Leadership Summit she attended with the President & CEO, which was hosted by the Ontario Hospital Association (OHA). Health care organizations across the province are facing a number of challenges, with the two most important being improving access and restoring public trust, particularly post-pandemic. Health care systems across the country and globally are under stress to provide quality health care services while managing workforce shortages, underfunding and meeting expectations following COVID-19. The OHA shared that solutions to address these challenges relate to system reconfigurations, the use of technology to enable health care providers to have more interaction with patients and shifting care to the home where possible - working with organizations in the community. Jasmine Tehara, who sits on the OHA Board of Directors, shared that there are numerous discussions taking place around capacity building and leadership development in the health care system.

3.0 COMMITTEE CHAIR REPORTS

3.1 Health Services & Quality Committee

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

- 2023-24 Clinical Priorities Plan
- Research Institute

While the Board is not being asked for approval at this meeting, the Committee Chair shared that Committee members were provided with an overview of Osler's Brampton Civic Hospital Radiation Oncology Project Comprehensive Cancer Centre – Stage 1.3 Functional Program Submission. The Committee discussed impacts, potential risks, and mitigation

strategies. Overall, the Committee was supportive of the submission presented from a clinical perspective and will be making a recommendation to the Board of Directors to proceed with the submission to the Ministry of Health.

The Committee Chair provided some context to the 2023-24 Clinical Priorities Plan that the Committee has recommended to the Board for approval, including the rationale for why the priorities were selected, and reassurance that the plan was achievable and realistic from a capacity and health human resources perspective. Board members had an opportunity to ask any clarifying questions about what was presented in the 2023-24 Clinical Priorities Plan. Overall, the Board was comfortable with the proposed Clinical Priorities Plan 2023-24 and thanked management for its leadership in improving clinical services across the organization.

MOVED, seconded

That the Board of Directors approve the 2023-24 Clinical Priorities Plan as recommended by the Health Services & Quality Committee – CARRIED.

The Committee Chair introduced a proposal for the establishment of a Research Institute within Osler. Board Directors had an opportunity to ask questions and share perspectives regarding the proposed Research Institute.

MOVED, seconded

That the Board of Directors approve the establishment of a Research Institute within Osler as recommended by the Health Services & Quality Committee – CARRIED.

3.2 Governance & Human Resources Committee

The Chair provided a report to the Board on behalf of the Governance & Human Resources Committee Chair, which included the following items:

- Affiliation Agreement Between Osler and Toronto Metropolitan University (TMU)
- Board Recruitment Update
- Governance Review Update

Work to develop an Affiliation Agreement between Osler and TMU has continued with the Governance & Human Resources Committee reviewing the most recent version and recommending it to the Board of Directors for approval. Staff provided clarification regarding board reciprocity and reassured the Board that all the feedback from the Committee as well as Ricco Bhasin's feedback, has been incorporated into the final agreement. The Board of Directors thanked management for its leadership and efforts to develop the Affiliation Agreement.

MOVED, seconded

That the Board of Directors approve the Affiliation Agreement between Osler and Toronto Metropolitan University as presented – CARRIED.

3.3 Resources & Audit Committee

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

- Quarter 4 and Year-End Results of 2022-23 & Year-End Audit
- Appointment of Auditors
- Capital Budget & Balanced Scorecard
- Investment Review of Brampton Civic Hospital (BCH) and Peel Memorial Centre for Integrated Health & Wellness (Peel) Sinking Funds

The Committee Chair shared details to supplement the Q4 and year-end results and provided positive feedback to management and staff regarding the year-end audit. The auditors were very impressed by William Osler Health System's (Osler) ability to provide all the required information and documentation in an efficient and organized manner, despite being such a complex organization. The Committee Chair congratulated management on a successful audit.

MOVED, Seconded

That the Board of Directors approve the Q4 Financial Statements for 2022-23 and the Audited Financial Statements of William Osler Health System for the year ended March 31, 2023, as recommended by the Resources & Audit Committee – CARRIED.

The Committee recommends the reappointment of Deloitte LLP as the external auditor for Osler for the next fiscal year.

MOVED, Seconded

That the Board of Directors approve the appointment of Deloitte LLP at the June 2023 Annual General Meeting of the Membership as the external auditor for William Osler Health System for the fiscal year ending March 31, 2024 – CARRIED.

The Committee had a fulsome discussion about the organization's cash and capital position, making recommendations to the Board of Directors with respect to capital release, total margin and current ratio for the 2023-24 fiscal year.

MOVED, Seconded

That the Board of Directors approve a capital release of \$20.3M for 2023/24 as recommended by the Resources & Audit Committee – CARRIED.

MOVED, Seconded

That the Board of Directors approve a total margin of \$0 (balanced position) and current ratio (adjusted for redevelopment) of 0.66 for the 2023/24 Balanced Scorecard targets, as recommended by the Resources & Audit Committee – CARRIED.

Finally, the Committee Chair provided a brief report on the two sinking funds for BCH and Peel which are trending toward Osler's investment guidelines and are compliant with Board-approved policies.

3.4 Update from OHA Board

Jasmine Tehara, who is a Director on the OHA Board, provided a brief update, which includes a change to the OHA's vendor responsible for managing patient experience in hospitals. In a short time, hospitals that have gone live with the new vendor have observed marked improvements in the feedback they have been able to receive to inform the care and services that the organization provides to patients and the community.

4.0 MANAGEMENT REPORTS

4.1 Report of the President & CEO

A written report was provided to the Board for information. Dr. Frank Martino shared some remarks to welcome Dr. Phalpher and Dr. Karani, the new Presidents of the Professional Staff Associations. He acknowledged the contributions of Dr. Rajkotwala and Dr. Ciric, who have served on the Board and helped to provide the physician perspective on issues coming to the Board of Directors. Dr. Martino highlighted the activities that have taken place across the organization

including an update on the establishment of the School of Medicine and the ongoing involvement and consultation with TMU as it develops its governance and leadership structure.

Dr. Martino discussed the recent announcement from government that introduces legislation to dissolve the regional municipality of Peel as a level of government for Mississauga, Peel and Caledon, making them independent of each other. The province has appointed a transition board to facilitate the change, which is expected to occur in 2025. Osler has stressed the importance of preserving frontline services, maintaining health care services and ensuring effective planning for population growth during the transition. Osler continues to foster its relationships with community partners and system stakeholders to support a smooth transition and minimize disruptions to services and health care delivery. Updates and additional information will be shared with the Board of Directors in the time ahead. Board Directors discussed the potential impacts that the changes will have on Osler and its ability to fund initiatives. Management is closely monitoring the situation particularly from a government relations perspective as it is anticipated there will be a lot of activity around this issue, especially leading up to an election. Dr. Martino spoke briefly about a privacy breach that had an impact on some of Osler's patient information. Osler took immediate action to mitigate risks and prevent a further breach. As a precaution, Osler has taken steps to provide impacted patients with complimentary monitoring of their credit history through Equifax for safe measure. Board members shared reflections regarding the written report and asked clarification questions, which were addressed by Dr. Martino. The Chair thanked Dr. Martino for his report and for his leadership.

4.2 Report of the Interim Chief of Staff

A written report was provided to the Board for information. Dr. Brian Klar highlighted recent successes with respect to physician recruitment and retention as well as the ongoing initiatives to enhance physician engagement and wellness. He shared that some work is underway regarding Osler's approach to out-of-country billing and efforts needed for collaboration across the system to identify solutions. Dr. Klar shared an update on some staffing changes within the Medical Staff Office that will help to stabilize resources in advance of the new Chief of Staff starting in July. The Chair thanked Dr. Klar for his report and for his leadership.

5.0 IN-CAMERA SESSION

Elected Board Directors, ex-officio and invited guests went into an In-Camera Session.

MOVED, Seconded

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

6.0 ADJOURNMENT

The meeting was adjourned. The next meeting will be held in-person on June 21, 2023.

MOVED, Seconded

That the meeting be adjourned – CARRIED.