

Attendees:

(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
(P) 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	(P) Linda Franklin		

Guests:

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

1.0 Call to Order

The Chair welcomed everyone to the virtual 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 Chair invited comments on the pre-circulated agenda. A correction was noted on page 229 of the meeting package, where the motion should read 2025-26; the materials on the Board of Directors Portal have already been updated with the correction. In addition, the Chair proposed deferring the approval of the Integrated Equity, Diversity, Inclusion (EDI) and Health Justice Plan to the June meeting to allow more time for Board members to ask questions and support a more comprehensive discussion. Board members were supportive of the deferral; no other changes or additions were identified.

Moved, seconded

That the agenda be approved as amended – CARRIED.

1.3 Report of the Chair

The Chair acknowledged that the Board evaluation process is underway and encouraged completion of the assessments for those who have not done so yet, emphasizing the importance of candid feedback to inform continuous improvement efforts. The Chair will schedule brief one-on-one meetings with elected members to provide an opportunity for Board members to share deeper insights.

The Chair highlighted the continued efforts by management to engage with elected officials following recent government changes, noting that these outreach efforts are essential for fostering strong relationships with both new and returning stakeholders. Members were also reminded that the next meeting will be held in person, underscoring the value of face-to-face discussions for effective governance.

Nursing Week, which took place from May 12-18, was acknowledged as an important opportunity to celebrate the contributions of nursing staff. Tiziana Rivera, EVP, Quality, Research & Chief Nursing Executive, shared

reflections on the positive and fun environment during the week's celebrations and the Board's engagement with staff.

In closing, the Chair congratulated Dr. Prashant Phalpher on his new role within Ontario's health system, expressing appreciation for his continued engagement and contributions as a Board member. Dr. Phalpher shared brief remarks, expressing gratitude for the opportunity to serve and learn from his fellow Board members.

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 (April 29, 2025)
- 2.2 Annual Board of Directors Work Plan (2024-25)
- 2.3 MAC Resolutions (May 14, 2025) and MAC Minutes (April 9, 2025)
- 2.4 Health Services & Quality Committee Minutes (April 9, 2025)
- 2.5 Governance & Human Resources Committee Minutes (April 10, 2025)
- 2.6 Executive Committee Minutes (April 15, 2025)
- 2.7 Nominations Committee Minutes (April 25, 2025)
- 2.8 Enterprise Risk Management Update
- 2.9 H-SAA Declaration of Compliance
- 2.10 M-SAA Declaration of Compliance
- 2.11 Broader Public Sector Compliance Attestation
- 2.12 Child and Youth Mental Health Transfer Payment Annual Reconciliation
- 2.13 Annual Report on the *Fighting Against Forced Labour and Child Labour in Supply Chains Act*
- 2.14 Schedule of Authorities Policy

Moved, seconded

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

3.0 Management Reports

3.1 Resources & Audit Committee

The Committee Chair, Winston Young, provided brief remarks in support of the pre-circulated report. He highlighted the review of Osler's year-end financial performance for 2024-25, noting the organization's strong financial position despite broader system challenges.

The Committee also discussed the proposed 2025-26 Capital Budget and Balanced Scorecard for the 2025-26 fiscal year, which projects a balanced budget without reductions to clinical services. Strategies to achieve this include continued advocacy with the Ministry of Health and other influential leaders. Board members engaged in a discussion to better understand the potential impact of a surplus on obtaining future funding; management noted that a surplus position reflects fiscal responsibility which is positively viewed by government. Management emphasized the importance of maintaining a balanced and prudent financial

strategy and monitoring risks regularly to ensure the organization remains well-positioned to meet future challenges. There were no other questions or concerns raised.

Moved, seconded

That the Board of Directors approve the Q4 Financial Statements for 2024-25 as recommended by the Resources & Audit Committee – CARRIED.

Moved, seconded

That the Board of Directors approve the Audited Financial Statements of William Osler Health System for the Year Ended March 31, 2025, as recommended by the Resources & Audit Committee – CARRIED.

Moved, seconded

That the Board of Directors approve the appointment of Deloitte LLP as the external auditor for William Osler Health System for the fiscal year ending March 31, 2026, as recommended by the Resources & Audit Committee – CARRIED.

Moved, seconded

That the Board of Directors approve a capital budget release of \$40.2M for 2025/26 as recommended by the Resources & Audit Committee – CARRIED.

Moved, seconded

That the Board of Directors for approve a current ratio (adjusted for redevelopment and HIS) of 0.67 and a total margin of \$0 (balanced position) for the 2025/26 Balanced Scorecard target as recommended by the Resources & Audit Committee – CARRIED.

The Chair thanked Winston for the report. Sarbjit Dheri left the meeting and Deepak Sharma, VP Organizational Performance and Strategy joined the meeting.

3.2 Health Services & Quality Committee

The Committee Chair, Manny Satija, provided brief remarks in support of the pre-circulated report. Highlights for the Board included Osler's Strategy Implementation Plan for Year 2 and the proposed Balanced Scorecard targets for 2025/26. In Year 2, Osler will continue to advance the defined strategic initiatives and corresponding milestones, driving sustained progress toward the strategic plan's identified success outcomes.

Moved, seconded

That the Board of Directors approve the Balanced Scorecard targets for 2025/26 as recommended by the Health Services & Quality Committee – CARRIED.

The Committee Chair noted that the Committee an update on the Seniors' Health Program, including the successful implementation of the Butterfly Model of care, which has been recognized for its positive impact on patient experience in long-term care and transitional environments. Board members expressed an interest in touring the unit and encouraged management to explore how the model's principles could be extended to other areas. Management shared that the model is being implemented at Etobicoke General Hospital and that the team continues to explore how it could be leveraged further recognizing its success. Deepak Sharma left the meeting.

3.3 Governance & Human Resources Committee

The Committee Chair, Elsa Cabral, provided brief remarks in support of the pre-circulated report. The report included the slate of Board Director nominees, proposed revisions to the administrative bylaw and a preview of the Committee appointments for the 2025-26 cycle. The Committee Chair shared that Odgers Berndtson is completing thorough background and reference checks for the incoming Board Directors; no significant concerns have been raised to date and the Committee is comfortable with proceeding with the slate pending a positive report from Odgers. The Committee Chair noted that the Committee appointments will be confirmed following the election of new Board Directors at the Annual Meeting of the Members. The Board expressed appreciation for the work of the Governance & Human Resources Committee and management in advancing these initiatives. There were no further questions or concerns.

Moved, seconded

That the Board of Directors approve the slate of nominees for the office of the Director for 2025-26 as recommended by the Governance & Human Resources Committee

- ***Pardeep Singh Gill for a two-year reappointment***
- ***Manny Satija for a two-year reappointment***
- ***Connie Stefankiewicz for a two-year reappointment***
- ***Winston Young for a two-year reappointment***
- ***Kirsty Duncan for a two-year appointment***
- ***Michael Luchenski for a two-year appointment (contingent upon verification of educational credentials)***
- ***Harpal Randhawa for a two-year appointment***

CARRIED

Moved, seconded

That the Board of Directors approve the Administrative By-Law revisions as recommended by the Governance & Human Resources Committee – CARRIED.

3.2 Report of the President and CEO

The President and CEO provided brief remarks to supplement the written materials that were pre-circulated to the Board. Updates included the recent Going Beyond Awards, which received over 850 peer nominations, reflecting strong camaraderie and respect among staff. The President and CEO also shared details of the most recent Community Telephone Town Hall that engaged over 8,000 households, emphasizing the importance of connecting with the community and gathering feedback. Recognition was shared with Michael Torrance who provided remarks on behalf of the Board.

The President & CEO also acknowledged Board members' engagement in other Living the Vision events that took place this past month, which included a Patient and Family Advisory Council (PFAC) meeting, the Going Beyond Awards & Gala and the Executive Patient Safety Rounding. Board members who participated shared their reflections, noting positive and collaborative atmosphere in these forums and the importance of fostering a culture of openness and continuous improvement.

The President & CEO highlighted Osler's strong performance in emergency department metrics, with Brampton Civic and Etobicoke General hospitals consistently ranking among the top performers in the

province. Board members also commended Osler's zero wait times for addiction services, emphasizing this as a significant achievement in addressing urgent patient needs. The Chair thanked Dr. Martino for the report.

3.2 Report of the Chief of Staff

The Chief of Staff provided brief remarks to supplement the report that was pre-circulated to the Board. Updates focused on the continued recruitment of high-quality physicians to meet organizational needs, reorganizing the competitive healthcare environment. It was noted that the Toronto Metropolitan University School of Medicine successfully matched all learners who will be starting in July, which is an important milestone given that not every medical school achieves this outcome.

The Chief of Staff emphasized the importance of strengthening communication and collaboration between medical staff and hospital leadership to support shared goals and continuous improvement. A commitment to physician wellness and professional development was also reaffirmed as foundational to long-term sustainability and physician engagement. In closing, appreciation was extended to the Board for its ongoing support and collaboration. No questions or concerns were raised following the report. The Chair thanked Dr. Rutledge for the report.

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.
