

ATTENDEES:

(P) Linda Franklin	(P) Susan Britton Payne	(P) Pardeep Singh Gill	(P) Winston Young
(P) Elsa Cabral	(P) Michael Torrance	(P) Dr. Frank Martino	(P) Dr. Greg Rutledge
(P) Ricco Bhasin	(R) Stuart Johnston	(P) Manny Satija	(P) Dr. Prashant Phalpher
(P) Mark Beckles	(P) Tiziana Rivera	(P) Connie Stefankiewicz	(R) Dr. Yasir Karani
(P) Chris Loreto			

GUEST(S):

Laurie Cabanas	Kiki Ferrari	Florine Lobo	Deepak Kumar Sharma
Cara Francis	Kelly Kimens	Ken Mayhew	Saleem Chattergoon
David Stankiewicz	Cathy Renaud	Farnese Adam (Resource)	
John Whincup (Optimus SBR)	Nathan Duyck (Optimus SBR)	Andrea Spencer (Optimus SBR)	

1.0 CALL TO ORDER & REPORT OF THE CHAIR

The meeting was called to order. No declarations of conflict were made. The agenda was tabled for approval; there were no additions or revisions to the agenda.

MOVED, Seconded

That the agenda be approved – CARRIED.

The Chair provided a concise report which focused on the recent activities and discussions encompassed in the comprehensive meeting agenda for the day. The Directors were reminded that the Ethical Decision-Making Framework was included in the package for reference.

2.0 CONSENT AGENDA

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

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 & CEO

The President and CEO provided some remarks to supplement the report that was pre-circulated to the Board, highlighting the organization's proactive measures to address ongoing pressures with respect to capacity especially leading into the winter season. His report also touched upon the ongoing internal and external public relations campaigns, emphasizing ongoing efforts to advocate for increased capacity within Osler. An update was provided on the ongoing conversations with Infrastructure Ontario, senior government officials and City Councillors regarding the funding needed to support Osler redevelopment projects to meet the growing demands of the community. As influential ambassadors of Osler in the community, Board members were encouraged to be engaged in discussions with local leaders and government stakeholders, in coordination with the hospital. The Board was provided with an opportunity to provide feedback and ask questions about the report provided. Some clarification was sought regarding the redevelopment projects and the role that Infrastructure Ontario plays. Management elaborated on Infrastructure Ontario's role noting that information will be shared with the Board as it becomes available. The Board thanked management for providing this comprehensive update.

3.2 Report of the Chief of Staff

The Chief of Staff provided some brief remarks to supplement the report that was pre-circulated to the Board. His update highlighted recent developments around clinical challenges, influenza-related hurdles and physician recruitment efforts. Board members had an opportunity to learn more about the strategies shared to enhance physician engagement

including new channels of communication (i.e. Brief from the Chief). A brief discussion took place regarding how Osler physicians are working across the system to enhance patient care. The Board commended the Chief of Staff for continued efforts to find effective ways to support physicians and connect with physician leaders in a way that is meaningful and impactful.

4.0 COMMITTEE CHAIR REPORTS

4.1 Governance & Human Resources Committee

The Board Chair provided some remarks to the Chair's report included in the package which reflects the November 23, 2023 Committee discussions. A review of the organization's current incorporating documents and by-laws is underway to ensure compliance with the *Ontario Not-For-Profit Corporations Act (ONCA)*. A legal firm experienced in this area has been engaged to support the process and updates will be coming to the Committee and the Board for approval in the months ahead.

The Committee is preparing for discussions around Board succession planning. To inform this process, elected Board members are invited to schedule a brief touch point with the Board Chair to share experiences to date as well as interest in Board/Committee leadership roles.

In addition, the Committee reviewed and discussed the engagement of a third-party vendor to accept whistleblower complaints on behalf of Osler. The Board was invited to share comments and feedback, and ultimately approve the Committee's recommendation.

MOVED, Seconded

That the Board of Directors approve the approach to procure an external third-party vendor as recommended by the Governance & Human Resources Committee – CARRIED.

4.2 Health Services & Quality Committee

The Committee Chair provided an update on the pre-circulated report to the Board which reflects discussions from the November 15, 2023 Committee meeting.

One of the issues highlighted for the Board was the Quality Improvement Plan results, sharing that the two yellow indicators are very close to the targets. The Board expressed confidence with the organization's plan to achieve the targets as well as the process for how indicators and targets are selected.

4.3 Resources & Audit Committee

The Committee Chair provided an update on the pre-circulated report to the Board which reflects discussions from the November 16, 2023 Committee meeting. The report highlighted an update to the Committee on cyber security controls at Osler and the success to date in protecting Osler's digital assets, as well as the ongoing work to implement best practices and mitigate risks.

The financial results for Q2 were provided to the Board, highlighting the impacts of Bill 124. Board members had an opportunity to ask clarification questions about the financial information presented which included a brief discussion regarding the impact of the ongoing gridlock situation and how the organization is managing the impacts from a financial perspective. Management provided some insights into how Osler has prepared for gridlock situations and shared the plan to manage the impacts of the wage reopener which includes a financial commitment from the government to cover the costs arising from the wage reopener. Overall, the Board was comfortable with the information presented in the Resources & Audit Committee Chair's Report.

MOVED, Seconded

That the Board of Directors approve the Q2 Financial Statements for William Osler Health System as recommended by the Resources & Audit Committee – CARRIED.

5.0 FOUNDATION CAMPAIGN UPDATE

The President and CEO of the Foundation provided an informative presentation to the Board on the upcoming fundraising campaign for Osler. The presentation highlighted the essential building blocks of the campaign and provided insights into how the Foundation achieves its targets. The Board expressed appreciation for the presentation and for the Foundation's commitment and support for the hospital's priorities. Board members shared an interest in learning more about the Foundation's work in the time ahead.

6.0 STRATEGIC PLANNING & DEVELOPMENT

The Board of Directors was provided with an update on the strategic plan development process including a draft work plan highlighting key Board engagement opportunities, management activities and a list of consultation stakeholders. The external consulting firm selected to support management throughout the strategic planning process was also introduced to Board members. Board members had an opportunity to ask clarification questions about the work plan presented and the scope of the external consulting firm's work. Overall, the Board was comfortable with how it would be engaged as part of the strategic planning process and is looking forward to the engagement session that will be taking place in January. Board members expressed appreciation to management for the update and confirmed its support for the work plan that was presented.

MOVED, Seconded

That the Board of Directors endorse the Strategic Planning Workplan as presented – CARRIED.

7.0 IN-CAMERA SESSION

The Board of Directors moved to an In-Camera Session.

MOVED, Seconded

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

8.0 ADJOURNMENT

The meeting was adjourned. The next meeting will be held virtually on January 31, 2023.

MOVED, Seconded

That the meeting be adjourned – CARRIED.
