

SUMMARY OF THE BOARD OF DIRECTORS

Meeting held on May 27, 2025

At 1530 hours via Zoom

1.0 EDUCATION SESSION: HOSPITAL GOOD GOVERNANCE

Director, Legal, Regulatory and Governance Issues, and Governance and Legal Advisor at OHA joined the Board meeting to provide Hospital Good Governance update. They started their presentation with sharing that the Ontario Hospital Association serves as the voice of the province's 135 public hospitals, supports hospitals through advocacy and full range of services to help hospitals build a better health care system. It was noted that hospitals are facing increasing scrutiny while experiencing ongoing pressures to maintain services and balance the budget. Therefore it is vital to frame governance accountability and adapt best governance practices. OHA launched Guide to Hospital Statutory Compliance which included 71 pieces of legislation regulations and accompanying directives, this resource is pro-active with real time updates by OHA team. Another important resource is Guide to Good Governance and the goal is to make the guide practical for hospital Boards as real life operational resource.

2.0 WELCOME & INTRODUCTION

The Chair called the meeting to order at 1605H and started the meeting with Land Acknowledgement. It was confirmed that there was a quorum. The Chair asked whether there were any conflicts and no new conflicts were declared.

3.0 APPROVAL OF PREVIOUS MINUTES

The minutes from the Board meetings held on March 25, 2025 were approved as pre-circulated.

4.0 UPDATE FROM BOARD CHAIR

4.1. Update from Board Chair

The Chair provided a high level overview of agenda items brought forward for discussion and approval. It was noted that MGH received the preliminary report from Accreditation surveyors which indicates that the hospital achieved 100% ROP compliance and 99.8% of the national standards which is the strongest result for MGH. It was also shared that May 10 Gala Laughter is the Best Medicine was an outstanding event. The Board was reminded that the last Board meeting in the 2024-2025 Board year and the Annual Meeting of the Members of the Corporation will be held on June 24, 2025.

4.2. CEO Report

The President and CEO of MGH/TEHN highlighted some items from the CEO Report which was submitted with the agenda package. The CEO reiterated that patient volumes through the hospital remain very high, we would like to acknowledge clinical teams that are doing such a remarkable job. A high level accreditation update was also provided, the leadership team are very proud as MGH achieved 100% ROP compliance and 99.8% of the standards – which is an all-time high for the hospital. It was also shared that MGH wellness program is being recognized in the hospital sector, it shows that we all care for each other. A high level overview of the National Nursing Week at MGH was provided as well.

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4.3. Update from Performance Monitoring & Quality Committee

Chair of the Performance Monitoring and Quality Committee thanked the hospital team for preparing the Board for Governance Accreditation session to ensure that Board members understand the governance questions well. It was also shared that there's been no new critical incidents/ never events.

5.0 ITEMS REQUIRING APPROVAL

5.1. Finance & Audit Committee Update

5.1.1 Approval of Public Reporting of Expense Claim Information

Chair of the Finance & Audit Committee, referred to the briefing note pre-circulated with the agenda package and reminded the Board that all hospitals are required to publicly post eligible expense claims for certain individuals and requested a motion as per the pre-circulated materials.

5.1.2 Approval of the Annual Attestation of Compliance with the BPS Directives

The Committee Chair referred to the pre-circulated briefing note and Attestation of Compliance, asked Directors if they had any questions and requested a motion as per the pre-circulated materials.

5.1.3 Annual Declaration of Compliance with H-SAA and M-SAA

A briefing note regarding Annual Declaration of Compliance relating to H-SAA (Hospital Service Accountability Agreement) – Article 8 of H-SAA and to M-SAA (Multi-Sector Service accountability Agreement) – Schedule F of M-SAA was pre-circulated with the agenda package. The Chair asked Directors if they had any questions and requested a motion as per the pre-circulated documents.

5.1.4 Approval of 2025 Financial Statements

A briefing note regarding the approval of the 2025 Financial Statements together with the draft March 31, 2025 Financial Statements of the Toronto East Health Network were pre-circulated with the agenda package. The Chair referred to the pre-circulated materials and shared that all the necessary disclosures as well as detailed auditor's review have been included in the agenda package.

5.1.5 Appointment of Auditors

Committee Chair advised the Board that our current auditors, Deloitte LLP, has provided auditor services since 2003. However as Deloitte had been identified as leading proponent for the System Applications and Products (SAP) modernization project announced by Mohawk Medbuy Corporation, they communicated to MGH that there will be an independence issues and they cannot continue being hospitals auditors after project implementation. The hospital embarked on RFP process to identify a new audit firm and evaluation committee was formed with members from MGH Foundation. KPMG was identified as a preferred proponent being a recognized leader in the hospital sector. Committee Chair asked Board members if they had any questions and requested a motion as per the pre-circulated briefing note.

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5.1.6 Capital Approval: Surgical Expansion Plan

The Chair referred to the pre-circulated briefing note and reiterated that MGH plan to expand health care services includes the expansion of surgical operating rooms to an offsite location at 20 Wynford Drive. In order to implement this surgical expansion plan Board approval is required to proceed with the lease and the construction work. The total estimated cost and breakdown were presented, MGH leaders answered the questions raised by the Board.

5.1.7 Financial Dashboard

The financial dashboard was presented next. It was shared that unfunded volumes and sick/ overtime pressures have been offset by additional funding and one time relief from the Ministry. One time expense due to demolition was also offset by one time funding. We were advised that due to Provincial elections funding announcement will be scheduled for July 2025.

5.2. Governance & Human Resources Committee Update

5.2.1 Approval of the Revised Terms of Reference of the Redevelopment Committee

Chair of the Governance & Human Resources Committee referred to the pre-circulated briefing note and reiterated that it was proposed to change the Redevelopment Committee name to Infrastructure and Capital Project Committee, the proposed revised Terms of Reference reflect this name change as well as changes made to capture all aspects of the hospital capital portfolio and to add overseeing the hospital information and technology work.

5.2.2 Board Policy Compliance Review

Committee Chair noted that the Committee annually reviews compliance with Board Policies and makes an assessment of all the policies to identify any revisions required. Based on this assessment, the Committee proposes minor updates to the following Board policies: Board Member Rotation on Committees, Reference Check and Criminal Record Check and Signing Authority policies. Blacklined and clean copies of the above policies are included in the agenda package. Chair asked Board members if they had any questions and requested a motion as per the pre-circulated briefing note.

5.2.3 Board Goals Review

Committee Chair referred to the meeting materials pertaining to the Board goals evaluation and reiterated that the set of goals guiding the work of Board Committees is anchored in the Hospital's Strategic Plan. GHRC conducted a review of the goals, almost all of them have been achieved except those related to the budget process which has been delayed due to the provincial election, and it is consistent with Ministry of Health directions.

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5.3. MAC Decision Items: MAC Recommendations for Medical Professional Staff Appointments

A Briefing Note pertaining to Medical Advisory Committee decision items including Credentialed Staff Annual Reappointment together with the Reappointment List were pre-circulated with the Agenda Package.

The Chief of Staff and VP Academics referred to the Briefing Note and reported that all the clinicians met the appointment and reappointment criteria.

The Chief of Staff asked Special Credentialing Disclosure Committee members to report on the credentialing process. It was shared that the Committee met to review the process of credentialed clinician reappointments. The members of the Special Credentialing Disclosure Committee are satisfied with the reappointment process having found it prudent, appropriately organized and thorough.

6.0 DISCUSSION ITEMS

6.1. Update from Chief of Staff

The Chief of Staff and VP Academics, referred to her report submitted as part of the agenda package and provided an update on academics at MGH. It was shared that medical services are excited and pleased to advise that we have a specific plan to partner with TMU to bring on their trainees to the hospital as of July 2025. This is great news for the East Toronto community and we are currently working on the affiliation agreement with TMU.

The recruitment of our new Education Chair is in process; the Search Committee has been approved by U of T and a draft job descriptions has been reviewed by the Committee. We expect we will be able to complete the search process by the end of the fiscal year. Our research team is holding a half-day retreat on June 5, 2025 to plan for Year 2 research plan deliverables, which will be aligned with the MGH Strategic Plan.

7.0 CONSENT

The Consent items were presented for information and included:

7.1. Report from the Governance & Human Resources Committee

A briefing note with the Governance & HR Committee update was pre-circulated with the agenda package.

7.2. Report from the Finance & Audit Committee

A briefing note with the Finance & Audit Committee update was pre-circulated with the agenda package.

7.3. Report from the Redevelopment Committee

A briefing note with the Redevelopment Committee update was pre-circulated with the agenda package.

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7.4. Report from the Board of MGH Foundation

The May 2025 report from the Board of MGH Foundation was pre-circulated with the agenda package.

7.5. Volunteer Services Update

The May 2025 Volunteer Services newsletter was pre-circulated with the agenda package.

8.0 MEETING WITHOUT MANAGEMENT (ELECTED DIRECTORS ONLY)

An in-camera meeting was held by the elected directors.

9.0 CONCLUSION

There being no further business to discuss, the meeting was concluded at 1755 hours.

Date of future meetings: June 24, 2025.

Catriona Read, Chair

Olga Grigorovskaya, Recorder