

SUMMARY OF THE BOARD OF DIRECTORS

Meeting held on May 23, 2023

At 1530 hours via Zoom

1.0 EDUCATION SESSION – INDIGENOUS RECONCILIATION PROCESS

Wolf Klassen, President and CEO, Interim, of Michael Garron Hospital/ Toronto East Health Network introduced the presenter, Dr Janet Smylie. Dr Smylie shared that Ontario’s largest population of Indigenous people is in Toronto and at the same time there are higher rates of unmet health needs, ER visits and hospitalization for FNIM compared to the general population. 1 in 3 indigenous adults have no regular primary care provider and 1 in 4 reported they experienced discrimination because of their Indigenous identity. Board members agreed that advancing Indigenous community and patient engagement skills is a lifelong process that is facilitated by critical self-reflection regarding one’s own knowledge, attitudes, beliefs and social location. Next, Dr Smylie outlined what action steps can be taken and presented an Indigenous Leadership Model.

Dr Smylie answered the questions raised by the Board. L. McCallum thanked Dr Smylie for the most remarkable presentation that will help MGH Board of Directors and leadership on the journey of reconciliation.

2.0 WELCOME & INTRODUCTION

Lovisa McCallum, Chair of the Board of Directors, welcomed members and invited guests to the meeting and called the meeting to order at 1610H. It was confirmed that there was a quorum. L. McCallum shared that two potential conflicts of interests were reported, these Directors will sign off when the respective agenda items are being discussed and brought forward for voting.

3.0 APPROVAL OF PREVIOUS MINUTES

The minutes from the Board meetings held on March 28, 2023 were approved as pre-circulated.

4.0 UPDATE FROM BOARD CHAIR

4.1. Update from Board Chair

L. McCallum outlined the agenda items brought forward for discussion and approval and noted that last week MGH announced a new President and CEO, Melanie Kohn. L. McCallum provided an overview of M. Kohn bio and shared that Wolf Klassen will lead the CEO transition team. L. McCallum thanked W. Klassen for doing a spectacular job as Interim CEO.

5.0 ITEMS REQUIRING APPROVAL

5.1. Finance & Audit Committee Update

5.1.1 Public Reporting of Expense Claim Information

Carol Chiu, 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

C. Chiu 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.

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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. C. Chiu asked Directors if they had any questions and requested a motion as per the pre-circulated documents.

5.1.4 Approval of 2023 Financial Statements

A briefing note regarding the approval of the 2023 Financial Statements together with the draft March 31, 2023 Financial Statements of the Toronto East Health Network were pre-circulated with the agenda package. C. Chiu 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. C. Chiu asked the Board if they had any questions and none were brought forward.

5.1.5 Reappointment of Auditors

C. Chiu shared with the Board that the Finance & Audit Committee and MGH leadership found Deloitte team very professional and efficient in completing the recent audit and are very supportive with Deloitte being reappointed for the next fiscal year. Discussion ensued. Leadership answered the questions raised by the Board.

5.1.6 Capital Approvals

C. Chiu reiterated that as part of the capital evaluation process the Capital Committee received over \$80M submissions for capital equipment, renovation, research/ education and seed funding. The Finance & Audit Committee would like to recommend eight items for Board approval:

H6, H7, and D Wing Floors 4 to 6 Renovation

C. Chiu provided an overview with regards to H6, H7 and D Wing floors 4 to 6 renovation and reminded the Board that since the pandemic, space is required to operate additional 60 funded beds, therefore both H6 and H7 will become clinical units, and this is a change from the original plan for the redevelopment project. Also the current redevelopment project scope includes only renovation of D Wing floors 1 to 3 and to keep floors 4 to 6 as shelled space. In order to convert H6 to a clinical unit, administrative offices originally planned to be housed in H6 will now require new space. Based on internal assessment D Wing floors 4 to 6 will provide adequate space for those displaced from H6. Discussion ensued. Management answered the questions raised by the Board.

Second Cardiac Catheterization Laboratory Suite

C. Chiu referred to the pre-circulated briefing note and noted that the second lab suite will enable ongoing operations while providing timely essential care.

Roof Replacement in K Wing

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C. Chiu referred to the pre-circulated briefing note and reiterated that last time the K-wing roof was replaced 23 years ago and in recent years frequent leaks have been occurring, it is expected that the project will be funded by 2023-2024 HIRF.

Urology Robot Replacement

C. Chiu reiterated that the majority of urology procedures are performed using the existing robot which is over 10 years old and at its end of life. From quality of care perspective urology robot is deemed to be a better treatment compared to open procedure as patients require less time to heal after the surgery.

Picture Archiving and Communication System (PACS)

C. Chiu provided a high level background of this capital request and noted that PACS is used to support Diagnostic Imaging (MRI) and the current version needs to be replaced otherwise it will eventually go down and major clinical services will be affected.

Chronic Ventilator Fleet Replacement

C. Chiu referred to the pre-circulated briefing note and reiterated that it is necessary to replace the current fleet of chronic ventilators – 34 units – and it is expected that it will be funded by the Foundation.

Human Resources Information System (HRIS) and Payroll

C. Chiu noted that the current HRIS is 20 year old and is no longer supported by the vendor. It no longer meets operational needs, has limited tracking functions and the auditors raised this issue and recommended that the system be replaced. The breakdown of costs was presented.

The Cerner Oncology System

C. Chiu referred to the pre-circulated briefing note and shared that the original Oncology Patient Information System will be decommissioned by Ontario Health by March 2025 so all hospitals must migrate to other systems for oncology programs. C. Chiu asked directors if they had any questions and requested a motion as per the briefing note.

5.2. Governance and Human Resources Committee Update

- 5.2.1 – 5.1.2 ONCA Compliance: Approval of Revised Corporate Bylaw, Approval of Revised Board Policies, Approval of Indemnity Agreement, Approval of Articles of Amendment.
- Approval of the Revised Professional Staff Bylaw.
- Approval of the Revised Conflict of Interest Policy

Scott McDonald, Chair of the Governance and Human Resources Committee referred to the pre-circulated materials and reiterated that the new Ontario Not-for-Profit Corporation legislation (ONCA) requires that hospitals revise their Corporate By-law, Articles of Amendment as well as some Board policies and governance

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practices. S. McDonald shared that a lot of work has been done led by Wolf Klassen and Holly Ryan, healthcare lawyer with Borden Ladner Gervais LLP, who joined the meeting in case directors have any questions or comments. S. McDonald also noted that the Committee reviewed the Professional Staff By-law and decided to update it to be in line with best practices in health care sector. S. McDonald presented the resolution that needed to be passed by the Board and requested a motion to approve it.

Next, S. McDonald provided a high level overview of the amendments to the Terms of Reference of Governance & Human Resources Committee as per the pre-circulated briefing note, asked meeting participants if they had any questions or comments and none were brought forward.

5.2.3 University of Toronto Affiliation Agreement

Dr Sheila Laredo, Chief of Staff, provided an overview with regards to the Affiliation Agreement with the University of Toronto that is renewed every five years since 2007. Dr Laredo noted that all the changes compared to the previous renewal agreement are identified in detail in the pre-circulated briefing note and assured the Board that MGH leadership has no concerns with recommending the approval.

5.3. Nominating Committee Update

5.3.1 Approval of Re-election of Directors and Appointment of New Directors

Andrew Steele, Chair of the Nominating Committee, referred to the pre-circulated briefing note and reiterated that Michael Holder, Pamela Steer and Michael Williams completed their first three year term on the Board and the Board Chair has confirmed that they are willing to stand for re-election for another term.

Next, A. Steele reminded directors that in 2022 the Board approved that two potential candidates Jennifer van der Valk and Niranjana Vivekanandan would be offered to join the full Board for the upcoming Board year. The candidates confirmed that they are willing to stand for election to the Board for their first three year term as per the Board and member meeting resolution of September 2022.

A. Steele advised that due to a resignation of one of the directors as at the Annual General Meeting in May 2023 there will be a vacancy on the Board. Therefore the Nominating Committee will meet over summer and initiate the Board recruitment process.

Lovisa McCallum, Chair of the Board of Directors, thanked the directors who will be leaving the Board for their contribution to the governance process.

5.4. Redevelopment Committee Update

On the request of Doug Farley, Chair of the Redevelopment Committee, Tony Khouri, Vice President, Redevelopment, outlined the additional scope of the redevelopment project and breakdown of costs and noted that the completion of the above additional scope is prerequisite for vacating A, B and C wings for demolition. T. Khouri shared that the Ministry of Health directed MGH to proceed with H6 renovation as long as it is within the

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project budget approved by Treasury Board. Following the capital approval as part of the Finance & Audit Committee Update, D. Farley requested a motion as per the pre-circulated meeting materials.

5.5. 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.

Dr Sheila Laredo, Chief of Staff, referred to the Briefing Note and reported that all the clinicians met the appointment and reappointment criteria.

She asked Special Credentialing Disclosure Committee to report on the credentialing process. Dr. Imogen Coe and Natasha vandenHoven serve as the Board members on the Special Credentialing Disclosure Committee. N. vandenHoven shared that the Committee met on May 2, 2023 to review the process of credentialed clinician reappointments. Dr I. Coe and N. vandenHoven noted that 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 CEO

Wolf Klassen, President and CEO , Interim, Michael Garron Hospital/ Toronto East Health Network, referred to the CEO Update submitted with the agenda package and provided some highlights from the report. W. Klassen thanked the members of the executive team and the Board for supporting him in his rope as Interim President and CEO.

Next, W. Klassen added that management was advised that funding for the coming fiscal year will be announced in May/ June. Human Resources related challenges continue. W. Klassen also reported that this time of the year the hospital usually reports closure of surge beds, however with the high ED volumes we cannot close them this year. Next W. Klassen provided a high level overview of the CEO Transition plan and shared that the CEO transition team followed the structured approach and we are planning to arrange for the incoming CEO to meet with staff, volunteers and key stakeholders over the summer. W. Klassen answered the questions raised by the Board.

6.2. Update from Chief of Staff

Dr Sheila Laredo, Chief of Staff at Michael Garron Hospital, advised the Board that she submitted a comprehensive report as part of the agenda package and provided an overview with regards to strategic planning and accountability documents to set up processes that will help review operational success. The new initiative is about establishing embedded overlap between medical and operational directors when we are asking Medical Chiefs and Operational Director dyads to work together to build plans with joint accountabilities, goals and objectives. Management will continue to report to the Board on how this initiative unrolls.

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Next, Dr Laredo provided an update with regards to the Psychiatry Chief search process and shared that the Search Committee chaired by Dr Moez Rajwani are close to choosing a new Chief. This appointment will have to be approved by the Board.

7.0 CONSENT

The Consent items were presented for information and included:

7.1. Report from the Governance and Human Resources Committee

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

7.2. Report from the Performance Monitoring and Quality Committee

A briefing note with the Performance Monitoring and Quality Committee update was pre-circulated with the agenda package.

7.3. Report from the Board of MGH Foundation

The May 2023 report from the Board of MGH Foundation was pre-circulated with the agenda package.

7.4. Volunteer Services Update

The May 2023 Volunteer Services newsletter was pre-circulated with the agenda package.

8.0 CONCLUSION

There being no further business to discuss, the meeting was concluded at 1730 hours.

Date of future meetings: September 26, 2023.

Lovisa McCallum, Chair

Olga Grigorovskaya, Recorder