

Minutes of The Hospital for Sick Children Board of Trustees' Annual Meeting held on June 13, 2022, at 6:00 p.m. by video conference due to COVID-19 physical distancing recommendations.

Present:

Robert Prichard, Chair
Dr. Ronald Cohn
Tim Penner
Frank Vettese
John Sullivan
Dr. Suzanne Laughlin
Beth Wilson
Andrew Sheiner
Clara Angotti
Janet Davidson
Deland Kamanga
Saad Rafi
Dr. Terry Sullivan
Sharon Younker, Corp. Sec.

Present:

Donald Guloien
Clair Duboc
Judy Van Clieaf
Irwin Rotenberg
Yongah Kim
Dr. Trey Coffey
Cheryl Reicin
Sonia Baxendale
Jessica Chutter
Joseph Natale
Meric Gertler
Bharat Masrani

Regrets:

Kathleen Taylor

By Invitation:

Laurie Harrison
Dr. Lennox Huang
Jeff Mainland
Karen Kinnear
Susan O'Dowd
Pam Hubley
Dr. Meredith Irwin

By Invitation:

Megan Evans
Sarah Muttitt
Ted Garrard
Peter Goldthorpe
Dr. James Drake
Dr. Stephen Scherer
Tina Garnett

All members attended via video conference

Ms. Sharon Younker, Corporate Secretary, confirmed that notice of the Annual Meeting had been duly sent to all Trustees and that a quorum was present by video conference or phone, all in accordance with the Hospital's by-laws. Accordingly, Mr. Robert Prichard, Chair of the Board, declared that the Annual Meeting was properly constituted and called the meeting to order. Mr. Prichard confirmed that no conflicts of interest were declared by Trustees.

CHAIR'S REMARKS

Mr. Prichard welcomed Trustees and leadership attendees to the meeting. He reviewed the agenda and confirmed that there were no changes.

Mr. Prichard thanked Trustees for their service to SickKids and for the work they have accomplished over this past year.

Mr. Prichard acknowledged Claire Duboc, Dr. Terry Sullivan, Cheryl Reicin and Tim Penner, who are retiring from the Board of Trustees after 10 years of service to the Board.

Mr. Prichard thanked Mr. Donald Guloien, Mr. Joseph Natale, Ms. Beth Wilson, Mr. Irwin Rotenberg, Mr. John

Sullivan, Ms. Yongah Kim and Ms. Clara Angotti for their leadership of the Board Committees. He also thanked the Vice Chairs, Mr. Tim Penner and Ms. Yongah Kim for their invaluable partnership over this past year.

Mr. Prichard acknowledged Dr. Ronald Cohn for his excellent leadership as CEO and the senior team for all their work and commitment through a challenging year. He also thanked Ms. Younker for her role as Corporate Secretary in support of the Board and Chair.

Trustees acknowledged Mr. Robert Prichard, Chair for his dedication, time, and significant contribution to the Board of Trustees and to the organization over the past 3 years and for his 13 years as a Trustee.

CONSENT AGENDA

MOTION:

NOW THEREFORE, UPON MOTION duly made, seconded and unanimously carried, IT WAS RESOLVED:

AGENDA ITEM 2.1 APPROVAL OF MINUTES

THAT the minutes of the Annual Meeting of the Board of Trustees held on June 14, 2021, as appended in agenda item #2.1, be approved.

AGENDA ITEM 2.2 APPROVAL OF BOARD DELEGATION OF AUTHORITY

THAT the Board Delegation of Authority be approved as appended in agenda item #2.2.

AGENDA ITEM 2.3 ANNUAL APPOINTMENTS

REAPPOINTMENT OF TRUSTEES

THAT Clara Angotti and Bharat Masrani, be re-appointed to a second term of 5 years to 2027.

APPOINTMENT OF NEW TRUSTEES

THAT Konata Lake, be appointed as Trustee on or about December 31, 2022, to be determined by Konata Lake, Katie Taylor and Donald Guloien, for a 5-year term.

CROSS APPOINTMENTS FROM AND TO SICKKIDS FOUNDATION

THAT in accordance with The Hospital for Sick Children and SickKids Foundation's Collaborative Governance Model, Sonia Baxendale, Chair SickKids Foundation, and Lisa Lisson, Director, SickKids Foundation, be appointed to the SickKids Hospital Board of Trustees as the SickKids Foundation's cross appointed ex-officio Board members for a one-year term in 2022/23.

ANNUAL CROSS APPOINTMENTS OF TRUSTEES TO SICKKIDS' FOUNDATION BOARD OF DIRECTORS

THAT in accordance with The Hospital for Sick Children and SickKids Foundation's Collaborative Governance Model, Kathleen Taylor, Chair, Deland Kamanga, Trustee, and Dr. Ronald Cohn, President & CEO, be appointed to the SickKids Foundation Board of Directors as The Hospital for Sick Children's cross appointed Board member for a one-year term in 2022/23.

ANNUAL APPOINTMENT OF BOARD OF TRUSTEES

A by-law made pursuant to Article 2, Section 2.01 of the Hospital By-law, that the size of the board be set at **23** and that the number of elected Trustees be fixed at **17 independent and 6 ex-officio** Trustees until changed by the Board in accordance with that section.

<u>Independent Trustees</u>	
Clara Angotti	John Sullivan
Jessica Chutter	Kathleen Taylor
Janet Davidson	Frank Vettese
Meric Gertler	Elizabeth Wilson
Donald Guloien	
Deland Kamanga	
Konata Lake	<u>Ex-Officio Trustees</u>
Yongah Kim	President & Chief Executive Officer – Dr. Ronald Cohn
Bharat Masrani	Interim Chair, Medical Advisory Committee – Dr. Trey Coffey
Joseph Natale	President, Medical Staff Association – Dr. Susanne Laughlin
Saäd Rafi	Chief Nurse Executive – Judy Van Clieaf
Irwin Rotenberg	Chair, SickKids’ Foundation – Sonia Baxendale
Andrew Sheiner	Director, SickKids’ Foundation– Lisa Lisson

AGENDA ITEM 2.4 ANNUAL ELECTIONS OF OFFICERS & APPOINTMENT OF CORPORATE SECRETARY

THAT The election of the officers of The Hospital for Sick Children for the ensuing year or until his or her successor is duly elected or appointed be approved as set out below

Kathleen Taylor, Chair
Yongah Kim, Vice Chair
Frank Vettese, Vice Chair
Dr. Ronald Cohn, President & Chief Executive Officer

and

That Sharon Younker be appointed Corporate Secretary.

AGENDA ITEM 2.5 APPOINTMENT OF HONORARY TRUSTEES

That Robert Prichard, having completed 13 years as Trustee including 3 years as Chair be appointed as Honorary Chair and Trustee; and Timothy Penner, Claire Duboc, Dr. Terry Sullivan, and Cheryl Reicin, having completed 10 years as Trustees, be appointed as Honorary Trustees effective June 13, 2022.

AGENDA ITEM 2.6 APPOINTMENT OF BOARD COMMITTEES & CHAIRS

THAT the proposed Board Committee structure, named Chairs and membership of the Committees for the period June 13, 2022, to June 19, 2023, be approved *as set out below*:

	Investment & Pension Committee	Finance & Audit Committee	Facilities & Real Estate Committee
	Irwin Rotenberg, Chair Andrew Sheiner Donald Guloien Bharat Masrani Frank Vettese	Beth Wilson, Chair Saad Rafi Frank Vettese Janet Davidson Deland Kamanga Lisa Lisson, SKF (ex-officio)	John Sullivan, Chair Beth Wilson Andrew Sheiner Saad Rafi Frank Vettese Sonia Baxendale, SKF (ex-officio)
	Governance & Nominating Committee	Human Resource Committee	Board Quality Safety Committee
	Donald Guloien, Chair Irwin Rotenberg Yongah Kim Frank Vettese Sonia Baxendale, SKF (ex-officio)	Joe Natale, Chair Meric Gertler Donald Guloien Yongah Kim Frank Vettese	Clara Angotti, Chair Janet Davidson Jessica Cutter Konata Lake
	Research Committee		
	Yongah Kim, Chair Jessica Chutter Frank Vettese Deland Kamanga Meric Gertler		

AGENDA ITEM 2.7 REAPPOINTMENT RECOMMENDATIONS MEDICAL, DENTAL & SCIENTIFIC STAFF

THAT the recommended appointment of the 2022/2023 Medical, Dental and Scientific Staff, be approved as appended in agenda item #2.7.

AGENDA ITEM 2.8 ANNUAL APPOINTMENT OF MEDICAL ADVISORY COMMITTEE & NAMING OF MAC CO-CHAIR

THAT the membership of the Medical Advisory Committee for the 2022/2023 year, be approved as appended in agenda item #2.8, and that Dr. Trey Coffey, Interim be named as the Nominated MAC Co-Chair.

AGENDA ITEM 2.09 APPROVAL OF SCHEDULE OF REGULAR BOARD OF TRUSTEE MEETINGS

That the schedule of regular Board meetings for 2022 – 2023 be approved as set out below:

2022/23 Board of Trustee Meetings		
Monday, September 12, 2022	3:45 p.m. – 6:30 p.m.	Regular Board Meeting
Monday, November 28 th , 2022	3:45 p.m. – 6:30 p.m.	Regular Board Meeting
Monday, February 6, 2023	9:00 a.m. – 12:00 p.m. 12:15p.m. – 2:15 p.m.	Retreat TBC with FDN Board Meeting
Monday, March 27, 2023	3:45 p.m. – 6:30 p.m.	Regular Board Meeting
Monday, June 19, 2023	3:45 p.m. – 5:30 p.m. 5:30 p.m. – 6:30 p.m.	Regular Board Meeting Annual General Meeting

Noted for the minutes, no motion for re-appointment of the auditors was brought forward at this meeting.

ADJOURNMENT

There being no further business for discussion, the meeting was adjourned.