

Minutes of The Hospital for Sick Children Board of Trustees' meeting that took place on February 6, 2023, at 9:00 a.m. by video conference due to COVID-19 physical distancing recommendations.

Present:

Kathleen Taylor, Chair
Dr. Ronald Cohn
Frank Vettese
Sonia Baxendale
Beth Wilson
Andrew Sheiner
Janet Davidson
Clara Angotti
John Sullivan
Jessica Chutter
Sharon Younker, Corp. Sec.

Present:

Donald Guloien
Judy Van Clieaf
Irwin Rotenberg
Yongah Kim
Meric Gertler
Bharat Masrani
Joseph Natale
Dr. Suzanne Laughlin
Deland Kamanga
Dr. Jeremy Friedman
Konata Lake

Regrets:

Saad Rafi
Lisa Lisson

By Invitation:

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

By Invitation:

Tina Garnett
Ted Garrard
Peter Goldthorpe
Dr. Stephen Scherer
Dr. James Drake
Megann Evans

Invited Guests Agenda Item 2.1

Sandra Moro
Nimira Dhalwani
Naveen Hassan
Imran Ahmad, Norton Rose Fulbright

Regrets:

Sarah Muttitt

All members attended via video conference.

Ms. Sharon Younker, Corporate Secretary, confirmed that notice of the Regular Board Meeting had been duly sent to all Trustees and that a quorum was present by both in-person and video conference or phone, all in accordance with the Hospital's by-laws. Accordingly, Ms. Kathleen (Katie) Taylor, Chair of the Board, declared that the meeting was properly constituted and called the meeting to order. Ms. Taylor confirmed conflicts of interest that have been declared by Trustees.

LAND ACKNOWLEDGMENT

Ms. Taylor acknowledged the land on which SickKids operates.

For thousands of years, it has been the traditional land of the Huron-Wendat, the Seneca, and most recently, the Mississaugas of the Credit River.

Today, Toronto is home to Indigenous Peoples from across Turtle Island.

SickKids is committed to working toward new relationships that include First Nations, Inuit, and Métis peoples, and are grateful for the opportunity to share this land in caring for children and their families.

CHAIR'S REMARKS

Ms. Taylor welcomed Trustees and the senior leadership to the meeting. She also welcomed Dr. Jeremy Friedman, MAC Chair, back to the Board of Trustees following his medical leave. Ms. Taylor thanked the Trustees for their

support through the Code Grey at the end of December and into January and acknowledged the senior team for their excellent work in getting the organization to a position in early January to be able to cancel the Code Grey on January 6th, 2023.

EXECUTIVE REPORT

Code Grey

Dr. Cohn, President & CEO also thanked Trustees for their support through the Code Grey. He introduced the guests to the meeting who presented an overview of the Code Gray (Ransomware Attack) that took place in late December 2022 and early January 2023.

The presentation provided Trustees with an overview of the incident timeline and impact, results of the forensic investigation, remediation plans, and planned next steps. Management sought input from Trustees on the handling of the Code Grey and confirmed that the timing, mechanism, and level of communication with the Board was appropriate.

Following discussion, management confirmed that the investigations are continuing and that an update will be brought back the Board of Trustees when more information is available.

President's Report

Dr. Cohn provided an update on the clinical activity in the hospital that is now returning to seasonal levels after an early surge from three viruses in the community in the Fall. He reported that community hospitals have continued to support the pressures at SickKids through maintaining a number of initiatives that were put in place during the surge to allow for SickKids to focus on its wait lists. Dr. Cohn outlined the numerous strategies that are being implemented to address the waitlists in surgery, diagnostic imaging, and other services. Dr. Cohn also reported on the opportunities and challenges of initiatives being proposed by the Ontario government to address the growing waitlist across the healthcare system.



MEDICAL ADVISORY COMMITTEE (MAC) REPORT

Dr. Jeremy Friedman, Co-Chair, MAC, reported on the MAC meetings that took place on December 7th, 2022, and January 11, 2023. He highlighted the work of the Ultrasound Standards Committee that was put in place to ensure safety standards are maintained with the implementation of point-of-care ultrasounds. The MAC also reviewed the Peer Review process, which was put in place 4 years ago to assess physician's clinical competencies, professionalism, etc. There was also a report on Physician Wellness and a survey that was launched on January 30, 2023. Trustees requested that the results of the wellness survey be shared with the Board once they are reviewed by the MAC.

Facilities & Real Estate Committee (FREC)

Mr. John Sullivan, Chair, FREC, reported on the committee meeting that took place on January 31st. He reported that the focus of the meeting was to seek approval from the Board of Trustees for SickKids to enter into a series of Lease Extensions and Amendment Agreements with the landlord of 525 University Avenue. The plan is to house mental health and neuro-vision clinic space and certain administrative space until June 30, 2037, to allow for the completion of the new Patient Care Centre. Mr. Sullivan outlined the terms of the leases and reported that the FREC and the FAC are recommending the approval of the following motions.



Finance and Audit Committee (FAC)

Ms. Beth Wilson, Chair, FAC reported on the committee meeting that took place on December 20th, 2022, to update the FAC on the Code Grey which took place on December 21st, 2022. The FAC recommended that a Board information session be held on the Code Grey.

Investment & Pension Committee Report (IPC)

Mr. Irwin Rotenberg, Chair, IPC reported on the meeting that took place on December 14th, 2022. He highlighted the investment results for both the Pension Plan and the Trust Fund. He reported that the IPC reviewed and approved for recommendation the Statement of Investment Policies and Procedures (SIPP) for the Employee Pension Plan and Trust Fund, that are reviewed and approved annually. He brought forward the following motion:

MOTION:

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

THAT the Statement of Investment Policies & Procedures for the Pension Plan and Trust Fund of the Investment and Pension Committee be recommended for approval by the Board of Trustees.

TALENT & SUCCESSION

Human Resource Committee (HRC)

Mr. Joe Natale, Chair, HRC reported on the committee meeting that took place on January 30th, 2023. The sole focus was on Succession Planning for the President & CEO position and the identification of some critical roles in the organization, which will be the aim of planning in the coming months. The HRC reviewed and discussed the Succession Planning Framework which was used to identify potential CEO successors and development activities to prepare successors for greater responsibilities. The HRC also reviewed critical roles that are single points of failure for essential functions that present a risk to the organization if they remain unfilled for a period. Mr. Natale reported that Succession planning will continue to be an agenda item at each of the HRC meetings going forward.

Governance & Nominating Committee (GNC)

Mr. Don Guloiien, Chair, GNC, reported on the meeting that took place on January 30th, 2023. He reported that the GNC was provided with an update on the status of the Equity, Diversity and Inclusion program across the organization, which has made significant progress. The GNC also reviewed revisions to The Hospital for Sick Children By-Laws, which were updated to align with the new Ontario Not-for-Profit Corporations Act recently passed into law. The revised By-laws are being brought forward to the Board of Trustees for a motion for approval. The GNC also reviewed the status of the Joint Collaborative Model between the Hospital and the Foundation, which is assessed annually by the Board, GNC, cross-appointed board members and the 2 CEOs. There is agreement that the relations between both organizations is strong and collaborative. The GNC invited McKinsey & Co to present

governance best practices in health care. The presentation was informative and positively reinforce the governance practices of the SickKids Boards. The GNC also reviewed several potential Trustee candidates and determined next steps.

MOTION:

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

THAT the Board of Trustees approve the revised Administrative & General By-Law of The Hospital for Sick Children, as circulated on February 6th, 2023.

SICKKIDS FOUNDATION (SKF)

Ms. Sonia Baxendale, Chair SKF reported that the Foundation is continuing to work towards meeting its fundraising objectives while operating in a challenging fundraising environment. [REDACTED]

Ms. Taylor and Dr. Cohn on behalf of the Board of Trustees and the hospital, congratulated and thanked Ted Garrard for his amazing contribution to SickKids during his tenure.

CONSENT AGENDA

A motion was brought forward to approve the Consent Agenda.

MOTION:

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

- Approval of Minutes November 28, 2022
- Medical, dental & scientific staff appointments as circulated.

ADJOURNMENT

Ms. Taylor thanked everyone for their attendance. There being no further business for discussion, the meeting was adjourned.

IN-CAMERA MEETING

The staff left the meeting and the Board of Trustees proceeded with an in-camera session.