

Minutes of The Hospital for Sick Children Board of Trustees' Special Meeting held on February 22, 2019 at 4:00 p.m. at The Hospital for Sick Children, Toronto, Ontario.

Present:

The Hon. Sabi Marwah, Chair
 Dr. David Naylor
 Mr. Tim Penner*
 Mr. Dave McKay*
 Dr. Terry Sullivan*
 Mr. Robert Prichard*
 Ms. Clara Angotti*
 Mr. Frank Vettese*
 Ms. Beth Wilson*
 Dr. Edward Barrett*
 Mr. Robert Weese
 Mr. Andrew Sheiner
 Ms. Sharon Younker, Corp. Sec.

Present:

Ms. Kathleen Taylor*
 Ms. Gail O'Brien
 Mr. Donald Guloien*
 Ms. Clair Duboc*
 Ms. Judy Van Clieaf
 Mr. Saad Rafi*
 Ms. Yongah Kim*
 Dr. Jeremy Friedman
 Ms. Cheryl Reicin*
 Mr. Bharat Masrani*
 Mr. John Sullivan
 Ms. Kiki Delaney*

Regrets:

Mr. Irwin Rotenberg
 Mr. Meric Gertler
 Mr. Joseph Natale

**attended via telephone*

Ms. Sharon Younker, Corporate Secretary, confirmed that notice of the Special meeting had been duly sent to all Trustees and that a quorum was present in person or by phone, all in accordance with the Hospital's by-laws. Accordingly, the Hon. Sabi Marwah, Chair of the Board, declared that the meeting was properly constituted and called the meeting to order. The Hon. Sabi Marwah confirmed that no conflicts of interests were declared by Trustees.

CHAIR'S REMARKS

The Hon. Sabi Marwah welcomed Trustees to the meeting. He reviewed the agenda and confirmed that there were no changes to the agenda.

CEO SELECTION PROCESS AND RECOMMENDATION

The Hon. Marwah provided an overview of the CEO Search Process undertaken over the past 6 months. He provided highlights of the RFP process to identify Egon Zehnder as the successful search firm led by Ms. Pamela Warren and Mr. Christopher Pfeiffer.

Hon. Marwah referred Trustees to the board materials which included a written summary of the process and appendix that outlined Egon Zehnder's sourcing process, the 11 key experiences and qualities for assessing the strength of candidates including the final candidate's results, the Job Specification document, and the Curriculum Vitae of the final candidate recommended for appointment to the CEO position.

Hon. Marwah reported that a thorough consultation process was held in November, with over 150 internal and external stakeholders to ensure that the skills, competencies and experience of SickKids' next CEO were clearly identified and defined to inform the Job Specification. Egon Zehnder identified the target universe for the search which included Canada, the United States and International markets. There were 100 plus candidates and sources identified and contacted, 45 candidates telephone screened, 9 candidates interviewed by Egon Zehnder with 9 presented to the CEO Search Committee in the first phase of the interviews and 4 candidates interviewed in the second phase of the interviews. He reported that following the 4 finalist interviews the Search Committee discussed each of the candidates and following this it was unanimously agreed that Dr. Ronald Cohn was the preferred candidate. Dr. Cohn was recruited to SickKids over 6 years ago and currently holds the position of Paediatrician-In-Chief.

Hon. Marwah provided an overview of Dr. Cohn's background, experience, strategic vision and his overall fit for

the CEO role at SickKids.

COMMITTEE REPORTS

Human Resource Committee

Mr. Rob Prichard, Chair of the HRC, reported that the HRC held a special meeting to review and approve the key employment and compensation terms for Dr. Cohn. The employment agreements have been drafted and are ready to be executed following the Board of Trustees appointment of Dr. Cohn. Specific details of the compensation will be shared in-camera.

Discussion ensued.

Hon. Marwah brought forward a motion to appoint Dr. Ronald Cohn as President and CEO of The Hospital for Sick Children.

MOTION:

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

THAT Dr. Ronald Cohn, be appointed as President & CEO of the Hospital for Sick Children, effective May 1, 2019.

Hon. Marwah reviewed the next steps and communication strategy. He confirmed that the formal announcement of Dr. Cohn's appointment as President and CEO will be issued on Monday morning, February 25th following meetings with the senior staff and Dr. Cohn's Division Heads.

Hon. Marwah thanked the CEO Search Committee and Sub Committee for their time and commitment to this process and the positive outcome. He specifically thanked the internal staff members who sat on the Committee for their valuable insights.

Trustees congratulated and thanked the Hon. Marwah for his leadership of the CEO Search process and for the positive outcome.

Dr. Ronald Cohn was invited into the Board room and was congratulated by Trustees. Dr. Cohn addressed the Board, thanking them for this opportunity and stated that he was honoured and privileged to lead SickKids through its next transformational journey in children's healthcare.

IN-CAMERA MEETING OF THE BOARD OF TRUSTEES

An in-camera session of the Board of Trustees was held.

ADJOURNMENT

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

The Honourable Sarabjit (Sabi) S. Marwah
Chair of the Board

Sharon Younker
Corporate Secretary