

Minutes of The Hospital for Sick Children Board of Trustees' Meeting held on June 3, 2019 at 3:45 p.m. at The Hospital for Sick Children, Toronto, Ontario.

Present:

The Hon. Sabi Marwah, Chair
 Dr. Ronald Cohn
 Mr. Tim Penner
 Dr. Terry Sullivan
 Mr. Robert Prichard
 Ms. Clara Angotti
 Ms. Beth Wilson
 Dr. Edward Barrett
 Mr. Robert Weese
 Mr. John Sullivan
 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
 Mr. Meric Gertler*
 Ms. Yongah Kim
 Dr. Jeremy Friedman
 Mr. Frank Vettese
 Ms. Cheryl Reicin

Regrets:

Ms. Kiki Delaney
 Mr. Irwin Rotenberg
 Mr. Bharat Masrani
 Mr. Joseph Natale
 Mr. Dave McKay

By Invitation:

Ms. Laurie Harrison
 Dr. Lennox Huang
 Mr. Jeff Mainland
 Dr. Michael Salter
 Dr. Sarah Muttitt
 Ms. Karen Kinnear
**attended via telephone*

By Invitation:

Ms. Megan Evans
 Ms. Marilyn Monk
 Mr. Ted Garrard
 Mr. Peter Goldthorpe
 Dr. James Drake
 Ms. Pam Hubley

Regrets:

Ms. Susan O'Dowd

Ms. Sharon Younker, Corporate Secretary, confirmed that notice of the 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 interest were declared by Trustees.

CHAIR'S REMARKS

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

The Hon. Marwah welcomed Dr. Ronni Cohn to his first Board of Trustees meeting as President and CEO.

CONSENT AGENDA

The Hon. Marwah referred Trustees to the consent agenda items. No questions were raised.

MOTION:

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

- THAT** the consent agenda be approved as circulated
- Minutes – March 25, 2019
 - Medical, dental & scientific staff appointments

MEDICAL ADVISORY COMMITTEE (MAC)

Dr. Jeremy Friedman, Chair MAC, reported on the MAC meeting that took place in April 2019. He referred members to the written report. Dr. Friedman provided highlights on the Trauma Program Annual Report which highlighted an increase in violent penetrating trauma activity. The Bioethics Department presented their Annual Report which highlighted some current ethical issues including Medical Assistance in Dying legislation. The MAC also presented on the new leadership development program for physician leaders. The Epic team provided an update on the status of several initiatives and Dr. Friedman reported that the Epic upgrade was successful.

DEPUTY MINISTER OF HEALTH AND LONG-TERM CARE

The Hon. Sabi Marwah welcomed and introduced the Deputy Minister of Health, Helen Angus.

Ms. Angus highlighted aspects of Bill 74 which is the new provincial government's plan to 'build a connected public health care system for the patient'. The two structural changes that the government has put into place through Bill 74 are: the creation of Ontario Health Teams (OHTs) which are a new way of organizing and delivering services for patients for a seamless patient experience; and, the creation of a single accountable Ontario Health (OH) agency. The government's plan is to accelerate greater collaboration and accountability for a cohort of patients through the OHT structure, and to provide health organizations the opportunity to self-organize without the government's guidance on governance.

Ms. Angus provided examples where efficiencies have been found through restructuring. She highlighted home healthcare and a plan to open it up to a more competitive market.

Ms. Angus addressed the Health Based Allocation Model (HBAM) funding model for Paediatrics acknowledging that there are challenges and asked that SickKids work with the Ministry to resolve these issues. She noted that OHTs are only one initiative that is being implemented and confirmed that tertiary and quaternary care volumes will continue to be funded separately from OHTs.

Ms. Angus concluded her presentation by stating that SickKids is a strong and important provincial and national organization that serves the interests of our children and families.

Discussion ensued regarding SickKids' numerous unfunded mandates. Trustees discussed how best to work with the Ministry as we develop our next Strategic Plan 2020-2025 and in light of our financial sustainability challenges. Ms. Angus stated that the Ministry wants to understand the choices SickKids is considering. She asked that SickKids continue to work with the Ministry to resolve our funding challenges and to explore choices together.

Hon. Sabi Marwah and Trustees thanked Deputy Minister, Helen Angus for taking time to speak to them and reiterated the Boards willingness to continue to work together to support and care for our patients and families.

EXECUTIVE REPORT

Dr. Ronald Cohn acknowledged the announcement earlier today whereby SickKids was gifted \$100M towards the SickKids Versus Campaign in support of Project Horizon from the Peter Gilgan Family Foundation. Dr. Cohn thanked Ms. Katie Taylor, Mr. Ted Garrard and the Foundation staff for their support and stewardship.

Dr. Cohn also announced the Edwin Leong donation of \$25M to the University of Toronto and SickKids in support of the Child Health Institute. Approximately \$9M has been donated to SickKids in support of policy, and precision health and prevention research.

Dr. Cohn updated Trustees on several events that took place over the past month including service awards for long-tenured staff. Dr. Cohn congratulated Public Affairs who created a SickKids video starring patients in support of the Toronto Raptors bid for the NBA Championship noting that there have been more than 90K views of the video to date.

Dr. Cohn reported that the Scientific Advisory Board (SAB) report on the work and progress of the Research Institute (RI) was extremely positive. Recommendations focused largely on processes and the report was

complimentary on the culture in the RI. Dr. Cohn noted that according to Nature Index, for biomedical publishing, SickKids is the highest ranked healthcare institution in all of Canada, and the #1 publicly-funded paediatric hospital in the world.

Dr. Cohn thanked Dr. Sarah Muttitt and her team for their work on the success of the Epic upgrade which took place on June 1.

SickKids submitted its first OHT proposal to the Ministry of Health. The feedback regarding the process and submission has been positive.

Dr. Cohn reflected on his first four weeks as CEO stating that it has been a humbling experience to witness all of the work that goes on at SickKids. He thanked the senior team and Trustees for their overwhelming support as he begins his tenure. Dr. Cohn reported that in his next 60 days he plans to: identify any blind spots; meet with as many people as possible including Trustees; present the vision to as many forums as possible to ensure that the organization is focused on the future strategy and to listen to concerns; begin a search for his replacement as Chief of Paediatrics; launch the strategic planning process for 2020-2025 which will include Trustee participation throughout the Fall; initiate the planning process to address the operating plan deficit in 2020/21 including strategies for the unfunded mandates; and, a major focus will be to move Project Horizon forward and find a reasonable solution to the space requirements/expectations to ensure positive morale throughout the organization.

Dr. Cohn thanked the senior team for its support and dedication to the success of SickKids over this past year. He also thanked Trustees for their volunteer leadership, insights and commitment to SickKids. Dr. Cohn acknowledged the Hon. Sabi Marwah for his leadership of the Board and his significant investment of time in the CEO search, executive compensation framework, and for his support of the numerous strategic initiatives such as Epic, KHA, and Project Horizon.

Leadership Appointment:

Dr. Cohn brought forward a motion to appoint Dr. Jeremy Friedman as Interim Chief of Paediatrics. Dr. Cohn provided an overview of Dr. Friedman's background and expertise in Paediatrics. He reported that he will be launching the search for the new Chief of Paediatrics over the summer.

MOTION:

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

THAT Dr. Jeremy Friedman be appointed as interim Chief of Paediatrics

FOUNDATION REPORT

Mr. Ted Garrard, CEO, SickKids Foundation, provided Trustees with an update on Foundation activity. He highlighted the gift that was announced today formally thanking the Peter Gilgan Family Foundation and Katie Taylor for her role in making this major gift happen. He reported that the media coverage has been unbelievable. The official ground-breaking for the Patient Support Centre is scheduled to take place on October 22, 2019. He has engaged Dr. Cohn, noting that two dinners have been held to introduce him to donors and past Board members of both organizations.

The Foundation's Annual General Meeting takes place on June 13th where a chair-elect will be announced. Three new Directors will be joining the board and there will be some Committee Chair rotation.

He thanked Trustees for their support of the Campaign.

COMMITTEE REPORTS

Finance & Audit Committee (FAC)

Mr. Tim Penner, Chair FAC reported on the FAC meeting that took place earlier in the day. The FAC reviewed and approved revisions to the Board Delegation Signing Authority, the Core Funding Agreement with the Foundation, and the Broader Public Sector Accountability Act Report for 2018/19. Year End Operating Results

were presented and discussed and the Audited Financial results for 2018/19 were presented by Ernst & Young. Mr. Penner confirmed that no issues of concern were raised by the Auditors. The Employee Pension Audited Financial results were also presented and approved for recommendation to the Board by the FAC. Dr. Sarah Muttitt provided the FAC with a status report on the Epic Project. She reported that the Epic team has fully transitioned from project to operation mode. The scheduled Epic upgrade took place on June 1st which occurred without any issues. SickKids continues to stabilize on Epic in several areas.

Mr. Penner thanked Committee members for their work over the past year.

The following motions were brought forward for approval.

MOTION:

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

THAT the Ninth Amendment to the Core Funding Agreement with the Foundation be approved.

THAT Broader Public Sector Accountability Act (BPSAA) reporting for 2018/19 be approved.

THAT the audited Financial Statements of the Hospital for the year ending March 31, 2019 be approved and that management be authorized to make such necessary immaterial changes as may be required.

THAT the transfer of Internally Restricted Net Assets of \$52.076M as presented in the Financial Statements for year ending March 31, 2019 be approved.

THAT the audited Financial Statements of the Employee Pension Plan for year ending March 31, 2019 be approved and that management be authorized to make such necessary immaterial changes as may be required.

Facilities & Real Estate Committee (FREC)

Mr. John Sullivan, Chair FREC, reported on the today's meeting. The FREC reviewed and approved for recommendation to the Board, the Patient Support Centre spending authority which outlined the need for additional spending to support design and construction activities. The FREC also approved the key terms of the District Energy Contract. Mr. Sullivan presented an update on the status of the design process and the potential impacts of the evolving space requirements for the building

The following motion was brought forward:

MOTION:

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

THAT based on the recommendation of the Facilities and Real Estate Committee and the Finance & Audit Committee, the Board of Trustees authorizes management to spend up to \$225 million of the notional project budget for the Patient Support Centre to support design and construction activities, and directs management to provide an accounting of spending activities (actual and forecasted) at each regular meeting of the Facilities & Real Estate Committee.

Board Quality and Safety Committee (BQSC)

Dr. Terry Sullivan, Chair, BQSC reported on the BQSC meeting that took place earlier today. The BQSC heard about a safety story related to the incorrect use of personal protective equipment. The BQSC were presented the bi-annual Critical Incidents report which involved five new serious safety events as well as the results of the year to date Quality Improvement Plan. The organization is achieving four out of the five KPI targets at this time. Dr.

Whitlock, Division Head - Haematology/Oncology, presented an overview of clinical outcomes data for the oncology population at SickKids, benchmarking our results with other leading children's hospitals in North America. An update was provided on the Epic implementation which was launched one year ago. Along with the safety achievements there have been several unanticipated challenges which are being addressed. Child and Family Relations provided their annual report to the BQSC which highlighted the top areas of concerns by patients and families.

Dr. Sullivan thanked the BQSC members and staff for their commitment to the safety of our patients over this past year.

Governance and Nominating Committee (GNC)

Mr. Donald Guloien, Chair GNC reported on the Committee meeting that took place on May 13, 2019. He reported that the GNC is not bringing forward any new Trustee appointments in June. However, the GNC spent time discussing its Trustee recruitment strategy for the next several years. The Committee agreed that it will focus its efforts on identifying candidates with Canadian health care experience as well as enhancing the diversity on the Board and improve gender balance. The GNC reviewed and approved for recommendation to the Board at the Annual General Meeting; Trustee reappointments, Board leadership/officers, Committee leadership; and Committee membership for 2019/20. The GNC also agreed that it would bring back the practice of appointing honorary Chairs and Trustees as allowed within the Hospital Bylaws. A motion to update the status of honorary Chairs and Trustees was approved for recommendation to the Board of Trustees.

MOTION:

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

THAT the Honourable Sarabjit S. Marwah be appointed as Honourary Chair of The Hospital for Sick Children Board of Trustees;

THAT the following past Chairs of the Board be named as Honourary Chairs;

Rose Patten,
Robert Harding,
Constance Sugiyama
Bruce Richmond

THAT past Trustees who have served on the Board of Trustees with honour for a period of at least five years, or had their term of service waived for extraordinary circumstances at the recommendation of the Chair of the GNC to the Board of Trustees, be named Honourary Trustees as circulated.

Human Resource Committee (HRC)

Mr. Rob Prichard, Chair HRC, referred members to the written report and provided highlights of the HRC meeting that took place on May 13, 2019. He reported that the HRC approved the 2019 executive incentive compensation recommendations brought forward by the interim CEO as well as for the interim CEO. The Committee endorsed the new CEO's 360 performance assessment process that will draw input from multiple stakeholders.

The HRC was also provided an update on the organization's succession plans for the executive staff and physician leadership positions. Both the CEO and Organizational Goals and Objectives were discussed and approved for recommendation to the Board.

Mr. Prichard thanked members for their commitment over the past year especially for their participation in the

CEO search process which had an excellent outcome.

The following motion was brought forward for approval.

MOTION:

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

THAT the 2019/20 Organizational Objectives be approved as circulated.

THAT the 2019/20 CEO Performance Objectives be approved as circulated.

THAT the Board of Trustees acknowledges Dr. David Naylor for his exemplary service to the Hospital of Sick Children as Interim President and CEO in 2018/19.

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.

J. Robert S. Prichard, Chair

Sharon Younker
Corporate Secretary