

minutes of The Hospital for Sick Children Board of Trustees' Meeting held on June 1, 2020 at 3:45 p.m. by video conference due to COVID-19 physical distancing recommendations.

Present:

Mr. Robert Prichard, Chair
 Dr. Ronald Cohn
 Mr. Tim Penner
 Dr. Terry Sullivan
 Mr. Frank Vettese
 Mr. John Sullivan
 Dr. Trent Mizzi
 Mr. Robert Weese
 Ms. Beth Wilson
 Mr. Andrew Sheiner
 Ms. Clara Angotti
 Ms. Sharon Younker, Corp. Sec.

Present:

Ms. Kathleen Taylor
 Ms. Gail O'Brien
 Mr. Donald Guloien
 Ms. Clair Duboc
 Ms. Judy Van Clieaf
 Mr. Irwin Rotenberg
 Ms. Yongah Kim
 Dr. Jeremy Friedman
 Ms. Cheryl Reicin
 Mr. Meric Gertler
 Mr. Joseph Natale
 Mr. Bharat Masrani

Regrets:

Mr. David McKay
 Mr. Saad Rafi

By Invitation:

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

By Invitation:

Ms. Megan Evans
 Ms. Sarah Muttitt
 Mr. Ted Garrard
 Mr. Peter Goldthorpe
 Dr. James Drake
 Dr. Michael Salter

Guests:

Mr. Matthew Anderson, Chief
 Executive Officer, Ontario Health

Peter Bethlenfalvy, President of the
 Treasury Board Secretariat of Ontario

All members attended via video conference

Ms. Sharon Younker, Corporate Secretary, confirmed that notice of the 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 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.

MATTHEW ANDERSON, CEO, ONTARIO HEALTH

Mr. Prichard introduced Mr. Matthew Anderson, CEO, Ontario Health. Mr. Anderson was appointed CEO of Ontario Health in February 2020. Mr. Anderson provided members with the background on how Ontario Health was formed in December 2019 which involved the consolidation of 21 health related agencies operating in Ontario.

Mr. Anderson reported that Ontario Health is embarking on the development of its vision and strategic plan which will be linked to the delivery of health care in Ontario. The challenge is to determine whether Ontario Health should focus on population health or system performance. The principle of the strategy will be focused on patients and will be built using similar principles as Cancer Care Ontario which focuses on quality of care and outcomes.

Mr. Anderson outlined the challenges the health system has experienced through the COVID-19 pandemic and provided his views on paediatrics in Ontario. He stated that paediatric health care would be best served as a system in the province where SickKids expertise, quality standards of care, etc. can be leveraged.

Dr. Ronald Cohn thanked Mr. Anderson for taking the time to speak to the Board and the senior staff, and acknowledged the strong collaboration and partnership that has developed between both organizations.

Discussion ensued regarding SickKids' role in program integration across the province, the funding model for paediatrics, integration with community care, and the importance of continuing to support academics and research.

Mr. Prichard and Trustees thanked Mr. Anderson for his presentation to the Board of Trustees.

EXECUTIVE REPORT

Dr. Ronald Cohn referred Trustees to his written report and provided an update on several topics. He reported that SickKids has not received its funding letter for 2020/21. Once the letter is received, management will work on its financial strategy for the next 5 years. Management, along with the Board, will also work to develop a government relations strategy to build a sustainable funding model for paediatrics and SickKids.

Dr. Cohn reported that he is working with Kids Health Network (KHA) and the Provincial Child and Maternal Child Health (PCMCH) to create a high-level framework for a provincial systems approach for paediatric care. This framework has been shared with the Ministry of Health and Ontario Health, and indications are that the response is very positive. There is another meeting scheduled for these groups late in June to continue this work.

Dr. Cohn provided an update on SickKids' pension and the impact of COVID-19 on investment income. He reported that due to several issues related to the pension, the Finance and Audit Committee will bring forward a motion to convene a Special Pension Oversight Committee of the Board. This committee will meet several times over the summer and will bring an update to the Board of Trustees in September.

Dr. Cohn also provided an update on COVID-19. He provided the statistics on the number of COVID-19 tests completed for both patients and staff at SickKids, the number of patients and staff diagnosed with COVID, the impact on operations, clinical care, as well as next steps for increasing activity. He outlined the role of the Pandemic Command Centre which was initiated in mid-March. A communication strategy was developed and implemented that has kept staff, patients and families, and other stakeholders updated and informed on the current state during the pandemic. The level of communication has been well received by these groups.

Dr. Cohn reported that he, along with leaders in the organization are working with the government to advise on summer day camps and return to school in September.

Leadership

Dr. Cohn updated members on the status of the search for the Chief of Research. Due to the pandemic the search process has been paused. As a result, Dr. Michael Salter has agreed to continue as Chief of Research for an interim period until the search can resume and a candidate can be identified.

MOTION:

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

THAT Dr. Michael Salter is appointed as Interim Chief of Research

COMMITTEE REPORTS

Finance & Audit Committee (FAC)

Ms. Beth Wilson, Chair of FAC reported on the meeting that took place earlier in the day. The FAC was provided

with an update on several official items of business that require approval by the Board of Trustees. Ms. Wilson reported that Ms. Laurie Harrison and her finance team did an excellent job with the external audit this year, having to perform the audit virtually due to COVID-19.

The FAC endorsed the revised PGFPCT Agreement and the 10th Amendment to the Core Funding Agreement which is being recommended to the Board for approval.

The FAC reviewed and approved the annual audited statements and the transfer of internally restricted net assets, and the Broader Public Sector Accountability Act Report for 2019/20.

The FAC was presented with the current state of the SickKids' Pension Plan. Following discussion, the FAC agreed to bring forward a motion to convene a Special Pension Oversight Committee.

FAC recommended that the Board of Trustees approve the Board Delegation of Signing Authority and the reappointment of the External Auditors for 2020/21, such approval to be provided at the Annual Meeting.

Ms. Wilson brought forward the following motions:

MOTION:

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

THAT the audited Financial Statements of the Hospital for the year ending March 31, 2020 be approved and that management be authorized to make such necessary immaterial changes as may be required (see attached).

THAT the transfer of Internally Restricted Net Assets of \$43.76M as presented in the Financial Statements for year ending March 31, 2020 be approved (see attached).

THAT Broader Public Sector Accountability Act (BPSAA) reporting for 2019/20 be approved (see attached).

THAT the Tenth Amendment to the Core Funding Agreement with the Foundation be approved (see agreement attached).

THAT the revised PGFPCT Agreement with the Foundation be approved (see agreement attached).

THAT the Board of Trustees approve the appointment of a Special Pension Oversight Committee with Trustee members as follows: Dr. Ronald Cohn, Chair, Robert Prichard, Tim Penner, Beth Wilson, Donald Guloien, Irwin Rotenberg, Joseph Natale, and Prem Watsa (SKF Director).

Mr. Prichard thank Ms. Wilson for her leadership of the FAC this past year.

Facilities & Real Estate Committee (FREC)

Mr. John Sullivan, Chair FREC, reported on the meeting that took place just prior to the Board meeting. Both the FREC and FAC met for the first part of the meeting to ensure that FAC members are informed and up to date on Project Horizon's budget. Management provided an update on the capital cost estimates for the Patient Support Centre (PSC) which has increased. The main drivers for increase cost estimates are the fit-out costs and the ICAT (Information, Communication, Audio-Visual Technology) costs. Mr. Sullivan reported that actions are being undertaken to reduce this variance going forward. A final capital budget for the PSC is expected to be set in November 2020.

The Facilities & Real Estate Committee and Finance & Audit Committee agreed to set a Guaranteed Maximum Price (GMP) with Construction Manager (CM) to the present estimated cost. Setting a GMP transfers any further cost increases (unrelated to owner-initiated scope changes) to the CM. If additional cost savings are identified in

the future, these will accrue 100% to SickKids.

The fit-up costs are higher than first estimated, but management will be working to value engineer the project to reduce costs over the summer and bring the budget closer to the original estimate. Construction on the PSC is slightly ahead of schedule and has not been delayed due to COVID-19.

Mr. Prichard thanked Mr. Sullivan for his leadership of the FREC this past year.

Board Quality and Safety Committee (BQSC)

Dr. Terry Sullivan, Chair, BQSC reported on the meeting that took place earlier in the day. A safety story was shared with the BQSC. The bi-annual critical incident report was presented as required by legislation. Management provided an overview of the COVID-19 work that has been undertaken over the past several months by the Infection Protection and Control team, Occupational Health & Safety and Laboratory testing. The Q1 progress on the Quality Improvement Plan indicators and the Harm Index report were presented, indicating that performance to date was reasonable considering the impact of COVID-19. The Child and Family Relations Annual Report was shared which indicated that communication between health care providers and families continues to be a top area of concern.

Mr. Prichard thanked Dr. Sullivan for his leadership of the BQSC over this past year.

Governance and Nominating Committee (GNC)

Mr. Donald Guloien updated Trustees on the GNC meeting that took place on May 21, 2020. He referred Trustees to the written report and highlighted a couple of items. The GNC is bringing forward the appointment of Ms. Janet Davidson who has extensive healthcare experience at the leadership level, to the Board at the Annual Meeting today. He noted that with the appointment of Ms. Davidson and Ms. Kathleen Taylor (approved for appointment at the March 2020 meeting), the size of the board will increase from 25 to 26 Trustees in 2020/21. Mr. Guloien reviewed the recruitment strategy going forward, which will focus on scientific/healthcare, innovation, and government relations.

The GNC is bringing forward a revised Hospital/Foundation Collaborative Model for approval. The Hospital/Foundation Collaborative Governance Model was reviewed by both Chairs of the Board, GNC Chairs, Cross Appointed Trustee/Directors and the CEOs of both organizations to identify revisions that would improve the model.

Mr. Guloien announced that a Board Effectiveness Survey will be issued to Trustees in June and will be issued by McKinsey and Company.

The GNC also reviewed the Annual Business of the Board which is being brought forward for approval at the Annual Meeting of the Board of Trustees today.

MOTION:

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

THAT, the revised Hospital/Foundation Collaborative Model be recommended for approval to the Board of Trustees on June 1, 2020.

Human Resource Committee (HRC)

Mr. Joe Natale, Chair HRC, provided an update on the committee meeting that took place on May 11, 2020. The HRC reviewed the high-level results of SickKids' three-week Employee Engagement Survey which closed on March 15, 2020. Due to COVID-19 the results have not been shared with leaders, but it is anticipated that they will be presented to the Senior Management Committee (SMC) by June 2020 and then shared with all SickKids leaders to discuss and develop team-based action plans. Participation in the survey was record setting for SickKids at 63%. The results tell us that staff feel very positive about most aspects of their work experience, while also indicating that SickKids has opportunities to improve.

The HRC reviewed the overall Organization Performance Rating for 2019/20 used to calculate Executive incentive pay and incentive pay for Directors, both of which were rated "Highly Competent". Trustees will be asked to approve this rating as well as the deferral of the 2020/21 Organization Performance Indicators until June and to proceed with developing a 9-month score card due to COVID-19.

Dr. Cohn presented his 2020/21 Goals and Objectives which will be brought forward for approval by the Board of Trustees.

MOTIONS:

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

THAT due to COVID-19 the finalization of the FY20/21 Organizational Performance Indicators be deferred to June 2020 and move forward with a 9-month performance year beginning July 1st, be approved

THAT the "Highly Competent" rating for 2019/20 be approved, as submitted

THAT the CEO's goals and objectives be approved, as circulated

MEDICAL ADVISORY COMMITTEE (MAC)

Dr. Jeremy Friedman, Chair MAC, supplied a written report on the MAC meeting that took place in March, April and May 2020. Dr. Friedman highlighted the following work of the MAC: Code Orange Annual Report, the work related to COVID-19 for personal protective equipment, TASHN principles to remove as many barriers as possible to allow the free flow of the physician workforce between organizations to support the needs of all hospitals, the approach to high risk faculty/trainees, access to childcare and alternate accommodations for faculty and trainees; virtual care, and re-deployment of staff.

Dr. Friedman referred Trustees to the re-appointments of the 2020/21 Medical, Dental and Scientific Staff recommendations and confirmed that there were no concerns or issues.

Mr. Prichard thanked Dr. Friedman and Dr. Lennox Huang for their leadership of the MAC.

FOUNDATION REPORT

Mr. Ted Garrard, CEO, SickKids Foundation, provided Trustees with an annual report on Foundation activities in the Annual Meeting materials for today.

Mr. Garrard acknowledged Ms. Katie Taylor, Chair of the SickKids Foundation who is retiring as Chair this year.

Mr. Prichard, on behalf of Board of Trustees congratulated Ms. Taylor for her leadership of the Foundation Board.

CONSENT AGENDA

Mr. Prichard 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
- Medical, dental & scientific staff appointments

Peter Bethlenfalvy, President of the Treasury Board Secretariat of Ontario

Minister Bethlenfalvy was welcomed by Mr. Prichard and asked to share with Trustees an update on how the Treasury Board views the future in healthcare and SickKids role. The Minister talked about the numerous capital investments the province has committed to in support of SickKids including the Bone Marrow Transplant Unit upgrade, mental health form one rooms, and Project Horizon.

The Minister acknowledged the World Health Organization International Year of the Nurse and asked management to pass on the government's thanks and admiration to our nurses for their work in caring for the health of children. He provided Trustees with an update on discussions at several government levels regarding SickKids pension and financial challenges.

When asked, the Minister encouraged SickKids to look at the system to identify ways in which they can help develop partnerships and system improvements for paediatric care in Ontario. He also recommended that SickKids helps make Ontario the most digitally advanced province in the country through expanded use of artificial intelligence, academia and research, virtual patient care driven by technology, etc.

Minister Bethlenfalvy asked SickKids to work in partnership with the Ministry by being at the table to help shape the future of healthcare in the province. He emphasized that the patient needs to be the focus of health care to deliver better outcomes and a better patient experience.

Dr. Cohn thanked Minister Bethlenfalvy for speaking to the Board of Trustees and shared with him the SickKids strategy focused on precision child health leveraged by artificial intelligence to individualize predictive health for children.

Mr. Prichard thanked the Minister Bethlenfalvy for his insights and encouragements to the Board of Trustees and the senior staff of SickKids.

ADJOURNMENT

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

J. Robert S. Prichard
Chair of the Board

Sharon Younker
Corporate Secretary