

MEETING OF THE BOARD OF DIRECTORS  
SINAI HEALTH SYSTEM (“Sinai Health”)  
Thursday, October 10, 2019  
Mount Sinai Hospital, Executive Board Room 19-317  
3:30 – 6:00 p.m.

Minutes

Present:

Mr. Brent Belzberg	Ms. Jane Merkley
Dr. Erin Bearss	Dr. Gary Newton
Ms. Paula Blackstien-Hirsch	Mr. Richard Pilosof
Mr. Jonathan Bloomberg	Mr. Stephen Pustil
Mr. Peter Cohen	Ms. Heather Reisman*
Mr. Harry Culham*	Mr. Joel Reitman
Mr. David Cynamon	Ms. Joanna Rotenberg
Mr. Lloyd S.D. Fogler, QC	Mr. Robert Rubinoff
Mr. Bernard Ghert	Mr. Allan Rudolph
Mr. Ira Gluskin	Mr. Mark Saunders
Ms. Maxine Granovsky Gluskin	Mr. Howard Sokolowski*
Ms. Debbie Kimel*	Mr. Lawrence Tanenbaum
Mr. Tom Kornya	Mr. Charles Winograd
Mr. Joseph Lebovic	Mr. Mark Wiseman*

Regrets:

Mr. Lawrence Bloomberg	Mr. Gerald Schwartz
Mr. David Cynamon	Mr. Edward Sonshine
Mr. Irving Gerstein	Mr. Kenneth Tanenbaum
Mr. Jay Hennick	Rt. Hon. John Turner
Mr. Andrew Hoffman	Dr. Jay Wunder
Mr. Phillip Reichmann	Dr. Trevor Young

Also Present:

Mr. John Aldis	Ms. Carey Lucki
Ms. Susan Brown	Dr. Howard Ovens
Mr. Ross DeBoni	Dr. Maureen Shandling
Mr. Louis de Melo	Dr. Jim Woodgett
Ms. Barbara McCully	

Guests:

Ms. Nely Amaral	Dr. Tony Khouri
Deputy Premier Christine Elliott	Ms. Tanya McDonald
Dean Donna Havens	Mr. Kara Ronald
Dr. Lianne Jeffs	Mr. Darnell Williams

\*via teleconference

Recorder: Ms. Jacqueline Lyons

## **1.0 CALL TO ORDER**

Mr. Brent Belzberg, Chair of the Board of Directors, called the meeting to order.

### **1.1 Quorum**

Mr. Belzberg noted that a quorum was present and the meeting was duly constituted.

### **1.2 Declaration of Conflicts of Interest Arising from the Agenda**

Mr. Mark Saunders declared a conflict of interest with respect to Consent Agenda item 4.1.2 pertaining to Employee Group Benefits, as an Executive Officer of Sun Life. Mr. Saunders abstained from voting on this item.

No further Declarations of Conflicts of Interest were made.

### **1.3 Approval of Agenda**

The agenda was approved as circulated.

## **2.0 DEPUTY PREMIER AND MINISTER OF HEALTH UPDATE AND Q&A**

Mr. Belzberg welcomed the Deputy Premier and Minister of Health, Christine Elliott to the meeting. The Minister provided the Board with an update on the status of Ontario Health Teams, and key priorities for the government. The Minister thanked the Board members for their volunteer services and contributions to Ontario's health care system.

The Board was provided the opportunity to ask questions of the Minister.

## **3.0 REPORTS**

### **3.1 Chair's Report**

The Chair's Report was included in the Board Meeting materials package previously circulated. There was no new information provided at the meeting.

### **3.2 CEO's Report**

Dr. Gary Newton, President and Chief Executive Officer, provided highlights from the CEO's Report. There was no new information provided at the meeting.

## **4.0 APPROVALS**

### **4.1 Consent Agenda Items**

#### **4.1.1 Previous Meeting Minutes: Wednesday, June 5, 2019 and Friday, September 13, 2019**

The minutes of the meetings taking place Wednesday, June 5, 2019 and Friday, September 13, 2019 were approved, as circulated.

**Be it resolved that** the Sinai Health System Board of Directors approves the meeting Minutes from Wednesday, June 5, 2019 and Friday, September 13, 2019, as circulated.

#### 4.1.2 Board Committee Reports and Omnibus Motion

##### **Omnibus Motion Emanating from Board Committee Reports**

The Board passed an omnibus motion to approve resolutions emanating from the Board Committee Reports:

**Be it resolved that** the Sinai Health System Board of Directors accepts the recommendations of the following Committees of the Board and accordingly approves all of the following resolutions:

##### **Audit and Risk Management Committee – October 2, 2019 Report**

###### *Terms of Reference*

**Whereas** the Audit and Risk Management Committee has approved its updated Terms of Reference to align with the Committee's evolving mandate in accordance with best corporate governance practices and recommends that the Sinai Health System Board of Directors approve same;

**Be it resolved that** Sinai Health System's Board of Directors approves the updated Terms of Reference of the Audit and Risk Management Committee.

###### *Financial and Performance Results (YTD July 2019)*

**Whereas** the Audit and Risk Management Committee has approved the Financial Statements for the four months ended July 31, 2019 and recommends that the Sinai Health System and Bridgepoint Health Boards of Directors approve same;

**Be it resolved that** the Sinai Health System and Bridgepoint Health Boards of Directors approve the Financial Statements for the four months ended July 31, 2019.

###### *Statutory Compliance*

**Whereas** the Audit & Risk Management Committee has approved the FY2019 Statutory Compliance Audit Report as presented by Management and recommends that the Sinai Health System Board of Directors approves same;

**Be it resolved that** Sinai Health System's Board of Directors approve the Report as presented.

##### **Governance Committee – September 23, 2019 Report**

###### *Committee/Subcommittee Membership*

**Whereas** the Governance Committee has approved the SHS Board Committee Chairs, Co-Chairs and members for the following Committees and Subcommittees:

- Resources Committee

- Governance Committee
- Patient Safety and Quality Committee
- Research Committee
- Strategy and External Relations Committee
- Human Resources Committee
- Academic Leadership Committee
- Buildings & Property Subcommittee
- Business Innovation & Development Subcommittee
- Development Subcommittee
- Investment Subcommittee
- Operational Effectiveness & Technology Subcommittee

**Be it resolved that** the Boards of Directors of Sinai Health System approve the SHS Board Committee Chairs, Co-Chairs and members, as presented.

**Medical Advisory Committee – June 5, 2019 Report**

**Whereas** the Medical Advisory Committee has completed a review of the changes to professional staff, new appointments, resignations, notices of death, and temporary privileges in accordance with the Professional Staff By-Law, and recommends approval by Sinai Health System’s Board of Directors;

**Be it resolved that** the Board of Directors of Sinai Health System accepts the recommendation of the Medical Advisory Committee and accordingly approves the changes to professional staff, new appointments, resignations, notices of death, and temporary privileges recommended by the Medical Advisory Committee in accordance with the Professional Staff By-Law.

**Medical Advisory Committee – September 4, 2019 Report**

**Whereas** the Medical Advisory Committee has completed a review of the changes to professional staff, new appointments, resignations, notices of death, and temporary privileges in accordance with the Professional Staff By-Law, and recommends approval by Sinai Health System’s Board of Directors;

**Be it resolved that** the Board of Directors of Sinai Health System accepts the recommendation of the Medical Advisory Committee and accordingly approves the changes to professional staff, new appointments, resignations, notices of death, and temporary privileges recommended by the Medical Advisory Committee in accordance with the Professional Staff By-Law.

**Resources Committee**

*Terms of Reference*

**Whereas** the Resources Committee recommends that the Sinai Health System Board of Directors approve its updated Terms of Reference, as provided;

**Be it resolved that** Sinai Health System's Board of Directors approves the updated Terms of Reference of the Resources Committee.

*Corporate Signing Authority*

**Whereas** there have been changes in the Finance executive leadership, Sinai Health and Bridgepoint Health are updating the signing officers for their respective bank and investment accounts;

**And whereas** Sinai Health Management recommends the addition of Sandip Mitra, Vice-President, Finance and Deputy Chief Financial Officer, as a signing officer for Sinai Health System (Sinai Health) and Bridgepoint Health bank and investment accounts;

**And whereas** the Sinai Health banking and investment institutions will seek confirmation that the signing authority motions, as prepared by those institutions, have been duly approved by the respective Boards of Directors;

**And whereas** the Resources Committee has approved Management's recommendation and recommends that the Sinai Health Board of Directors approve the various resolutions required by the Sinai Health and Bridgepoint Health banking and investment institutions;

**Be it resolved that** Sinai Health System's Board of Directors approves the various resolutions required by the Sinai Health and Bridgepoint Health banking and investment institutions.

*Plenary Group Payments*

**Whereas** Sinai Health is required to submit Monthly Service Payments ("MSPs") to Plenary Group per the terms of the Bridgepoint Hospital 30-year Project Agreement;

**And whereas** these payments exceed the signing authority of certain individuals pursuant to Board-approved policy;

**And whereas** the following individuals currently have delegated authority to execute such MSPs to Plenary Group:

- Dr. Gary Newton, President & CEO
- Dr. Maureen Shandling, EVP Academic & Medical Affairs
- Jane Merkley, EVP CNE & COO
- Sandra Dietrich, VP Performance
- John Aldis, EVP Finance and CFO

**And whereas** the Resources Committee recommends that Sandip Mitra, Vice-President, Finance and Deputy Chief Financial Officer, be granted signing authority to execute such MSPs to Plenary Group;

**Be it resolved that** Sinai Health System's Board of Directors approve the Resources Committee's recommendation granting special signing authority to any two of the following individuals, in conjunction, to execute the MSPs to Plenary Group:

- Dr. Gary Newton, President & CEO
- Dr. Maureen Shandling, EVP Academic & Medical Affairs
- Jane Merkley, EVP CNE & COO
- Sandra Dietrich, VP Performance
- John Aldis, EVP Finance and CFO
- Sandip Mitra, VP Finance and Deputy CFO

#### *Sinking Fund Trust*

**Whereas** Bridgepoint Hospital executed a Sinking Fund Trust Agreement (the "Agreement") with BMO Trust Company per the terms of the Bridgepoint Hospital Development Accountability Agreement (DAA) with the Ministry of Health & Long Term Care;

**And whereas** the signing authorities for all purposes of this Agreement (the "Authorized Persons") need to be updated in accordance with Hospital leadership changes;

**And whereas** the current individuals are Authorized Persons for the purposes of the Agreement:

- Brent Belzberg
- Dr. Gary Newton
- Jane Merkley
- John Aldis

**And whereas** the Resources Committee recommends that Sandip Mitra, Vice-President, Finance and Deputy Chief Financial Officer, be appointed as an Authorized Person for the purposes of the Agreement;

**Be it resolved that** Sinai Health System's Board of Directors accepts the Resources Committee's recommendation and recommends that the Sinai Health Board appoint the following individuals as Authorized Persons for the purposes of the Agreement:

- Brent Belzberg
- Dr. Gary Newton
- Jane Merkley
- John Aldis
- Sandip Mitra

#### *Employee Group Benefits*

**Whereas** Management has completed a competitive procurement for Employee Group Benefits and is requesting the Board of Directors approval to award the agreement to the leading proponent;

**And subject to** Management's negotiation of a services agreement, confirmation that there are no material legal or business risks in the agreement once prepared, no material changes to the business case as presented, and the final negotiated cost for the agreement does not exceed \$148M;

**And whereas** the Resources Committee recommends that the Board of Directors approve the award and execution of the agreement;

**Be it resolved that** Sinai Health System's Board of Directors approves the award and execution of the agreement for Employee Group Benefits.

#### *Microsoft Licensing*

**Whereas** the Resources Committee has accepted Management's proposed non-competitive procurement of Microsoft Windows 10 licenses under Microsoft's new pricing model for Bridgepoint campus and Mount Sinai Hospital campus, as provided, and recommends that the Sinai Health System Board of Directors approves same;

**And whereas** Management has completed the requisite diligence to ensure the appropriateness and suitability of such non-competitive procurement;

**And whereas** the Board of Directors is required to approve such non-competitive procurement;

**Be it resolved that** Sinai Health System's Board of Directors approves the proposed non-competitive procurement of Microsoft Windows 10 licenses, as presented.

## **5.0 QUALITY CONVERSATION**

### **5.1 Academic Practice Strategy and Magnet**

Mr. Belzberg called on Ms. Jane Merkley, to lead the Board through an overview of Sinai Health's Academic Practice Strategy and Magnet designation. Ms. Merkley introduced presenters, Dr. Lianne Jeffs, Research and Innovation Lead, Ms. Nely Amaral, Director, Nursing Quality and Performance and Magnet Program Director and Dr. Donna Havens, Dean and Professor at the M. Louise Fitzpatrick College of Nursing, Villanova University of Pennsylvania.

Ms. Merkley and Dr. Jeffs provided an overview of Sinai Health's Academic Practice Strategy and model of the Science of Care have contributed to clinical excellence across Sinai Health. This presentation was followed by Dean Havens and Ms. Amaral who provided an understanding of Magnet's recognition of nursing excellence, the designation criteria and Sinai Health's journey through its current Magnet designation issued in 2015 and re-designation application submitted in August 2019.

The Board noted appreciation and support for the program.

## **6.0 RESOURCES CONVERSATION**

### **6.1 Renew Sinai 3A Overview and Functional Update**

Mr. Belzberg called on Mr. Mark Saunders, Co-Chair, Resources Committee of the Board, to provide an outline of the discussions and introduce the speakers.

Dr. Tony Khouri, Vice President, Facilities and Capital Development, welcomed presenters Tanya McDonald, Director, Operational Readiness and Transition Planning, Darnell Williams, Director, Capital Development, who provided the Board with an update on Renew Sinai's Phase 3A. The presentation highlighted the work completed to date and a schedule of projects currently underway.

#### 6.2 Financial and Performance Update

Mr. John Aldis, Executive Vice President, Finance and Chief Financial Officer, noted that Phase 3A is currently on budget.

### 7.0 GOVERNANCE AND RISK MANAGEMENT CONVERSATION

#### 7.1 2019/20 Work Plan

**Whereas** the Governance Committee has reviewed the annual Board work plan and meeting agendas in respect of 2019/20, as presented by Management (collectively the "Work Plan");

**And whereas** the Governance Committee has recommended that the Boards of Directors of Sinai Health System and Bridgepoint Health approve the Work Plan;

**Be it resolved that** the Boards of Directors of Sinai Health System and Bridgepoint Health approve the 2019/20 Work Plan, as presented.

### 8.0 IN-CAMERA SESSION


The Board met in-camera.


### 9.0 DATE OF NEXT MEETING

The next scheduled meeting of the Boards of Directors is Tuesday, December 3, 2019 from 8:30 am to 11:30 am.

### 10.0 ADJOURNMENT

There being no further business, the meeting adjourned at 5:55 p.m.

  
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Mr. Brent Belzberg  
Chair of the Board

  
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Dr. Gary Newton  
Secretary of the Board