

MEETING OF THE BOARD OF DIRECTORS  
SINAI HEALTH SYSTEM ("SHS")  
Tuesday, October 23, 2018  
Mount Sinai Hospital, Executive Board Room 19-317  
3:30 – 6:00 p.m.

Minutes

Present:

Mr. Brent Belzberg	Dr. Gary Newton
Dr. Erin Bearss	Mr. Stephen Pustil
Mr. Jonathan Bloomberg	Mr. Philip Reisman
Mr. Lawrence Bloomberg	Ms. Heather Reisman
Mr. David Cynamon	Mr. Joel Reitman
Mr. Lloyd S.D. Fogler, QC	Ms. Joanna Rotenberg*
Mr. Bernhard Ghert*	Mr. Robert Rubinoff
Mr. Ira Gluskin	Mr. Allan Rudolph
Mr. Jay Hennick	Mr. Mark Saunders
Mr. Andrew Hoffman	Mr. Kenneth Tanenbaum*
Ms. Debbie Kimel	Mr. Lawrence Tanenbaum
Mr. Tom Kornya	Mr. Charles Winograd
Mr. Joseph Lebovic	Mr. Mark Wiseman*

Regrets:

Ms. Paula Blackstien-Hirsch	Mr. Gerald Schwartz
Mr. Peter Cohen	Mr. Howard Sokolowski
Mr. Harry Culham	Mr. Edward Sonshine
Mr. Irving Gerstein	Mr. Ian Witterick
Ms. Jane Merkley	Dr. Trevor Young
Mr. Richard Pilosof	The Rt. Hon. John N. Turner

Also Present:

Ms. Susan Brown	Ms. Barbara McCully
Mr. Louis de Melo	Ms. Karen Michell
Ms. Melanie de Wit	Ms. Dee Perera
Ms. Sandra Dietrich	Dr. Maureen Shandling
Mr. Gerry Dimnik	Mr. Marc Toppings
Mr. Stephen Goldsmith	Ms. Kate Wilkinson
Dr. Tony Khouri	Dr. Jim Woodgett

Guests:

Dr. Daniel Drucker	Dr. Bruce Perkins
Mr. Doug Mumford	Dr. Bernard Zinman

\*via teleconference

Recorder: Ms. Barb Richard

## 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

No Declarations of Conflicts of Interest were made.

### 1.3 Approval of Agenda

The agenda was approved as circulated.

## 2.0 REPORTS

### 2.1 Chair's Report

Mr. Brent Belzberg, Chair of the Board, welcomed Dr. Erin Bearss, President of the Hospital's Professional Staff Association, to Sinai Health's Board as an *ex-officio* non-voting director. Mr. Belzberg thanked Dr. Bearss' predecessor, Dr. Mirek Ofremba, for his contributions to the Board. Mr. Belzberg also acknowledged the contributions of various new leaders across the System that are resulting in positive change, among them Dr. Howard Ovens, Chief Medical Strategy Officer, and Mr. Louis de Melo, Chief Executive Officer of the Sinai Health Foundation. It was noted that the changes in leadership have had profound effects including, most importantly, more alignment of hospital operations with the provision of high-quality and high-value patient care. Mr. Belzberg noted the level of activity within the Hospital and thanked the Board members for their engagement in the Board's growing Committee structure that has been required to oversee this important work. Mr. Belzberg provided high level updates on the Strategy & External Relations Committee, the Development Subcommittee, the Human Resources Committee, and the newly formed Academic Leadership Committee.

### 2.2 CEO's Report

Dr. Gary Newton, President and CEO, advised the Board that Mr. John Aldis will be joining Sinai Health in January as the newly appointed EVP, Finance and CFO. It was noted that Mr. Aldis will lead the finance department and be responsible for procurement, payroll, and facilities and development. Dr. Newton thanked Ms. Dee Perera, Interim Chief Financial Officer, for her assistance during the transition of the finance role and thanked the Board members who have assisted in the recruitment. Dr. Newton updated the Board on recently received permanent (base) funding for a new 32-bed medical rehabilitation unit at the Bridgepoint Hospital campus. Updates were provided regarding the Ontario Fetal Centre and the status of *Renew Sinai Phase 3A*, including the upcoming completion of the emergency department driveway. Dr. Newton advised the Board of its upcoming engagement and oversight related to Sinai Health's strategic planning process.

### 3.0 FOUNDATION UPDATE

Mr. Melo provided a brief update on the Foundation's progress toward its goals and an overview of its current fundraising initiatives. The Board was advised that there has been a very strong start to the year and that the Foundation is on target to hit \$56M this year. The Board was further advised that a more in-depth overview on the Foundation's activities would be presented at its next meeting.

Mr. David Cynamon, Director of Sinai Health and Co-Chair of the Sinai Health Foundation Board, gave a brief update to the Board on the "Party in Our Crib" campaign. The Board was advised that further information would follow via email.

### 4.0 CONSENT AGENDA ITEMS

#### 4.1 Previous Meeting Minutes

The minutes of the meeting take place Thursday, June 14, 2018 were approved, as circulated:

**Be it resolved that the Sinai Health System Board of Directors approves the meeting minutes from Thursday, June 14, 2018, as circulated.**

#### 4.2 Board Committee Reports

##### **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 SHS Board of Directors accepts the recommendations of the following Committees of the Board and accordingly approves all of the following resolutions:**

#### **Governance Committee**

##### 1. Revised Terms of Reference

**Whereas** Management recommended that the Governance Committee ("Committee") approve updated Committee terms of reference (the "**Revised Terms of Reference**") to align with the Committee's evolving mandate in accordance with best corporate governance practices;

**And whereas**, the Governance Committee accepted Management's recommendation and recommended approval of the Revised Terms of Reference by the Board of Directors of SHS;

**Be it resolved that the SHS Board of Directors approves the Revised Terms of Reference, as presented.**

## 2. 2018/19 Board Committee Structure & Membership

**Whereas** the Corporation's By-Law No. 3 contemplates that the SHS Board will have standing committees and may establish additional committees from time to time;

**And whereas**, pursuant to By-Law No. 3 of SHS, it is deemed desirable and in the best interests of the Corporation that the following action be taken by the Directors of the Corporation;

**And whereas**, the Governance Committee approved and recommended that the SHS Board of Directors approve the SHS Board Committee Chairs, Co-Chairs and members as per the attached Committee overview for the following Committees:

- Audit and Risk Management Committee
- 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 SHS Board of Directors approves the SHS Board Committee Chairs, Co-Chairs and members as per the attached Committee overview for the noted Committees.

## 3. 2018/19 Board Meeting Agendas & Work Plan

**Whereas** the Governance Committee has approved the annual Board work plan and meeting agendas in respect of 2018/19, as presented by Management (collectively, the "Work Plan") and recommended approval by the SHS Board of Directors;

**Be it resolved** that the SHS Board of Directors approves the Work Plan, as presented.

### Resources Committee

#### 1. Approval of Capital Budget Increase

**Whereas** Management has identified and validated an additional \$2.1M in priority capital expenditures for 2018/19 and confirmed the resources available to fund these expenditures;

**And whereas** the Resources Committee approved the additional \$2.1M in capital expenditures for 2018/19 and recommended approval by the Sinai Health System Board of Directors;

**Be it resolved that** the Sinai Health System Board of Directors approves an additional \$2.1M in capital expenditures for 2018/19.

2. Approval of Reallocation of Debenture Proceeds

**Whereas** Management has performed a comprehensive review of urgent priority capital needs to enable key strategic priorities, phase 3A transition and end of life equipment and recommends amending the usage of the debenture funding envelope;

**And whereas** the Resources Committee approved the reallocation of debenture proceeds to urgent priority capital needs for 2018/19 and recommended approval by the Sinai Health System Board of Directors;

**Be it resolved that** the Sinai Health System Board of Directors approves the reallocation of debenture proceeds to urgent priority capital needs for 2018/19.

3. Approval of Non-Competitive Procurement and Contract

Approval of Non-Competitive Procurement

**Whereas** the Resources Committee reviewed the request for approval of a non-competitive procurement in respect of the laboratory software system upgrade and the associated professional services in respect of such upgrade (collectively, the "Software") for the Laboratory at Mount Sinai Hospital campus;

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

**And whereas** the Resources Committee approved the non-competitive procurement and recommended approval by the Sinai Health System Board of Directors subject to confirmation by Management that a third party review is conducted to confirm competitive pricing (the "Review");

**And whereas** Management has confirmed to the Committee Co-Chairs that the Review was completed;

**Be it resolved that** the Sinai Health System Board of Directors approves the non-competitive procurement of the Software, as presented.

Approval of Contract

**Whereas** the Resources Committee reviewed and approved the business case regarding the purchase of the Software and the request by Management to approve a contract for the purchase of the Software and recommended approval by the Sinai Health System Board of Directors;

**Subject to confirmation that** there are no material legal or business risks in the contract once prepared and no material changes to the business case as presented, and subject to

confirmation that the final negotiated cost for the agreement does not exceed \$2.25M by more than 10%, such confirmation to be provided to the Committee's Co-Chairs by Management prior to execution;

**Now therefore, be it resolved** that the Board of Directors approves the Hospital entering into an agreement for the purchase of the Software.

#### **Audit and Risk Management Committee**

##### 1. Financial & Performance Results (YTD August 2018)

**Whereas** the Audit and Risk Management Committee reviewed and recommended approval of the Financial Statements for the Five Months Ended August 31, 2018 by the Board of Directors of Sinai Health System;

**Be it resolved** that the Board of Directors of Sinai Health System approve the Financial Statements for the Five Months Ended August 31, 2018, as presented.

#### **Academic Leadership Committee**

##### 1. Terms of Reference

**Whereas** the Academic Leadership Committee ("Committee") approved the Committee Terms of Reference and recommended approval of same by the Sinai Health System Board of Directors;

**Be it resolved** that the Sinai Health System Board of Directors approves the Committee Terms of Reference, as presented.

#### **Medical Advisory Committee**

##### 1. Changes to Professional Staff

**Whereas** the Medical Advisory Committee has completed a review of the changes to professional staff, new appointments, resignation, notice of death, and temporary privileges in accordance with the Professional Staff By-Law, and recommends SHS Board approval;

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

#### **Human Resources Committee**

##### 1. Senior Leadership Incentive – Fiscal 2019

**Whereas** the Human Resources Committee (the "**Committee**") has approved the Leadership Incentive Plan - Fiscal 2019 and recommended approval by the SHS Board of Directors;

**Be it resolved** that the SHS Board of Directors approves the Leadership Incentive Plan - Fiscal 2019, as presented.

## 5.0 PROGRAMMATIC UPDATE

Mr. Belzberg called on Mr. Steve Pustil, Board Champion for Sinai Health's Diabetes program and the Leadership Centre for Diabetes, to frame the Board's programmatic overview and introduce the clinical speakers to the Board. Mr. Pustil identified the global epidemic of diabetes with which we are faced and noted that Sinai Health is fortunate to be home to some of the top diabetes experts and researchers in the world.

Dr. Bruce Perkins, Director of the Diabetes Clinical Research Unit, Leadership Sinai Centre for Diabetes, Dr. Daniel Drucker, Senior Scientist, Lunenfeld-Tanenbaum Research Institute, and Dr. Bernard Zinman, Stephen and Suzie Pustil Diabetes Research Scientist, Lunenfeld-Tanenbaum Research Institute, gave a presentation to the Board on the advancements being made in diabetes treatment and research and the clinical trials and studies offered to Sinai Health patients. In addition, the Board heard from Mr. Doug Mumford, a patient of the Leadership Sinai Centre for Diabetes.

Mr. Mumford shared with the Board his personal perspective as a patient navigating the system and outlined how the research, care and support offered by Sinai Health has improved his lifelong journey with diabetes and dramatically decreased the probability of complications going forward.

## 6.0 QUALITY CONVERSATION

Ms. Joanna Rotenberg, Chair of the Operational Effectiveness and Technology Subcommittee, gave an update to the Board on the Committee's work over the past year. The Board was reminded that the mandate of this Committee is to ensure that the Hospital's information, technology requirements, and operational effectiveness agenda are actively aligned, supportive of, and enable the Hospital's patient safety and quality agenda. Mr. Gerry Dimnik, Vice President and Chief Information Officer, and Ms. Sandra Dietrich, Vice President, Performance, presented the Operational Effectiveness & Technology Subcommittee's structure, function and role, and the goals the Subcommittee is working to achieve.

## 7.0 STRATEGY CONVERSATION

Dr. Newton provided the Board with an update on Sinai Health's 2020-2025 strategic planning process and the Board engagement in that process. The Board was further advised that Sinai Health is presently undergoing a review of its organizational purpose and values to ensure that they remain relevant and enduring. The Board was advised that a select number of Directors will be contacted to conduct a telephone interview soliciting their opinion of what should be considered as an organizational purpose and value.

Dr. Newton and Mr. Andrew Hoffman, Chair of the Development Subcommittee, provided an overview to the Board on the work to date regarding the Hospital's future health sciences campus and the Hospital's planning and needs for the future. The Board was reminded that the purpose of today's discussion was for educational and discussion purposes, and that any requisite approvals or decisions would come forward at future meetings. The Board was presented with an overview of the history of renewal work to date at the Mount Sinai Hospital campus. As the existing hospital was built in the 1970s, the Board was advised that it would

need to grow by approximately 30% to meet contemporary standards. Mr. Hoffman led a discussion on the City of Toronto's planned Health Sciences District and the potential of Sinai Health to figure prominently in that development plan owing to its contiguous land.

## 8.0 RESOURCES CONVERSATION

### 8.1 Operating & Performance Dashboard (YTD AUGUST 2018)

Due to the fulsome discussion on the preceding topics and the need for an *in camera* session, the Board agreed to forego any discussion of this topic.

### 8.2 Business Innovation & Development – Status Update, Oversight & Reporting

Due to the fulsome discussion on the preceding topics and the need for an *in camera* session, the Board deferred this topic to a future meeting.

## 9.0 IN-CAMERA SESSION

The Board, Dr. Newton, and Mr. Marc Toppings, Vice President, Legal and Corporate Governance and Chief Legal Officer, met in-camera.

## 10.0 OTHER BUSINESS

Following the *in camera* session, the Board approved the establishment of an Executive Committee of the Board to address a potential request by a member of the Professional Staff for a Board hearing:

**Whereas** By-Law No. 3 of Sinai Health System (the "**Corporation**") contemplates the establishment of an Executive Committee of the Corporation's Board consisting of not fewer than three (3) elected Directors, such Executive Committee to have any powers of the Corporation's Board (the "**Board**"), subject to restrictions as may be imposed by the Board by resolution;

**And whereas**, ██████████ may request a hearing before the Board in respect of a recommendation made by the Medical Advisory Committee regarding conditions on his reappointment to the Corporation's Professional Staff for the 2018/19 credentialing year (the "**Privileging Hearing**");

**And whereas**, pursuant to the Corporation's By-Law No. 3, it is deemed desirable and in the best interests of the Corporation that the following action be taken by the Directors of the Corporation;

**Be it resolved that** the Sinai Health System Board approves the establishment of an Executive Committee to have any and all requisite rights, powers and abilities of the Corporation's Board with respect to the Privileging Hearing, such Executive Committee to consist of the following three (3) elected Directors: Paula Blackstien-Hirsch, Stephen Pustil, and Joel Reitman.

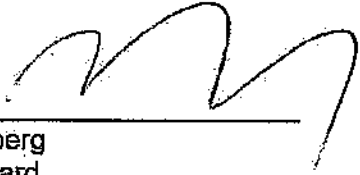


**11.0 DATE OF NEXT MEETING**

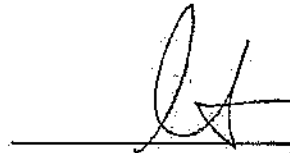
The next scheduled meeting of the Boards of Directors is Tuesday, December 11, 2018 from 3:30pm to 6:00pm.

**12.0 ADJOURNMENT**

There being no further business, the meeting adjourned at 6:06 p.m.



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Mr. Brent Belzberg  
Chair of the Board



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Dr. Gary Newton  
Secretary of the Board