

**ATTENDEES:**

(P) Linda Franklin	(P) Ricco Bhasin	(P) Susan Britton Payne	(R) Jasmine Tehara
(R) Kulvir Singh Gill	(R) Mark Beckles	(P) Michael Torrance	(P) Pardeep Singh Gill
(R) Elsa Cabral	(P) Stuart Johnston	(P) Glenn Martin	(P) Dr. Frank Martino
(P) Dr. Brian Klar	(R) Tiziana Rivera	(P) Dr. Victor Rajkotwala	(P) Dr. Ioana Ciric

**GUEST(S):**

Laurie Cabanas (Resource)	Dr. Rardi van Heest	Kiki Ferrari	Florine Lobo
Ann Ford	Cara Francis	Kelly Kimens	Ken Mayhew
Steve Hall	Tony Raso		

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**1.0 CALL TO ORDER & REPORT OF THE CHAIR**

The meeting was called to order. No declarations of conflict were made.

**MOVED, seconded**

***That the agenda be approved – CARRIED.***

A copy of the Ethical Decision-Making Framework was included in the package for reference.

**2.0 CONSENT AGENDA**

One motion is required to approve all items included in the Consent Agenda. Any of the items contained within the Consent Agenda may be placed on the regular agenda for discussion. A summary of the motions is contained within the Consent Agenda.

**MOVED, seconded**

***That the items listed within the Consent Agenda be approved – CARRIED.***

**3.0 COMMITTEE CHAIR REPORTS**

**4.1 Health Services & Quality Committee**

The Committee Chair provided her report to the Board, which included the following decision items for the Board:

- 2023 Quality Improvement Plan (QIP)
- 2023-25 Patient Safety Plan

The Committee Chair gave some context to the QIP targets that the Committee has recommended to the Board as well as the rationale for why they were selected. Board members had an opportunity to ask any clarifying questions about what was being presented in the 2023 QIP. A brief discussion took place regarding the Workplace Violence Incident indicator to ensure the Board had a solid understanding of the indicator and measure of success. In addition, there was some discussion about any connection between Workplace Violence and physician engagement. Overall, the Board was comfortable with the proposed QIP and thanked management for its leadership in quality improvement at Osler.

**MOVED, seconded**

***That the Board of Directors approve the 2023 Quality Improvement Plan as recommended by the Health Services & Quality Committee – CARRIED.***

The Committee Chair provided a brief introduction to the 2023-25 Patient Safety Plan that was presented to the Board for approval, which will include the newly-approved 2023 QIP. Board members were generally supportive of the plan; some discussion took place about reframing the language to highlight that the initiatives presented in the plan were

building on Osler's previous successes in the patient safety space and that this new plan continues to leverage the work already underway to advance organizational culture around patient safety. Staff committed to incorporating the Board's feedback into the plan and follow up with the Health Services & Quality Committee at its next meeting to communicate the changes. There was consensus among Board members that overall, the 2023-25 Patient Safety Plan was excellent and thanked management for leading this work.

**MOVED, seconded**

***That the Board of Directors approve the 2023-25 Patient Safety Plan as amended – CARRIED.***

4.2 Governance & Human Resources Committee

The Committee Chair provided his report to the Board, which included the following items for discussion:

- Affiliation Agreement
- OHA's Annual Board Self-Assessment Tool

The work to develop a draft Affiliation Agreement continues to progress and Ricco Bhasin has been engaged to do a preliminary review of the draft using his governor's lens. It was reiterated by the Board Chair as well as Ricco that he did not review the draft Affiliation Agreement in his capacity as a lawyer or a Partner at Torys LLP, but provided higher-level observations as a member of and on behalf of the Board of Directors. It was further noted that Torys LLP has acted for TMU in the past and that TMU is a client of Torys LLP, however, Torys LLP is not acting for TMU on the Affiliation Agreement.

Board members asked whether there were any significant concerns with the draft Affiliation Agreement thus far. To date, the Governance & Human Resources Committee had not identified any significant concerns with the draft agreement, however, further clarification was required in specific areas related to Board reciprocity and the dispute resolution process. In terms of next steps, the Governance & Human Resources Committee will review the revised draft Affiliation Agreement at its next meeting and should include Ricco in the discussion.

4.3 Resources & Audit Committee

The Committee Chair provided his report to the Board, which included the following items:

- 2023-24 Operating Budget
- Hospital Information System (HIS) RFP & Financing Update
- Asset Retirement Obligation
- Redevelopment Update – Peel Memorial Centre Phase 2
- Internal Controls Capital Acquisitions

The Committee Chair shared a summary of the discussion that took place regarding the 2023-24 Operating Budget, highlighting that the Committee felt that the proposed budget, assumptions and strategies to close any gaps that were identified were reasonable and achievable in the next year. The Committee will be provided with quarterly updates to monitor performance to budget with any issues being shared with the Board as part of the quarterly financial updates. The Committee Chair also provided an update to the Board regarding the Hospital Service Accountability Agreement (H-SAA), namely that the government will be extending the current H-SAA until June 30, 2024.

Board members asked for some information regarding whether or not the government would be absorbing the cost for Bill 124 for the sector. Management clarified that the discussion taking place within hospitals across the province has been around holding off on accruing or budgeting for Bill 124 costs next year and that the 2023-24 operating budget presented to the Board for approval does not include any consideration to Bill 124.

**MOVED, seconded**

***That the Board of Directors approve the 2023/24 Operating Budget as presented –CARRIED.***

**MOVED, seconded**

***That the Board of Directors of William Osler Health System approves the extension of the current Hospital Service Accountability Agreement until June 30, 2023 – CARRIED.***

The Committee Chair briefly provided an update on the Hospital Information System (HIS) RFP & Financing, including some context around the proposals we are expected to receive, including one that puts forward a Software as a Service (SaaS) model and not an On Premise (On-Prem) model. The Board expressed an interest in fully understanding the implications of the approvals it will be asked to make in the future. Management shared that there is an RFP Committee charged with doing the detailed review and that the information will flow from the RFP Committee to the Board of Directors to help inform its decision-making process. In addition, a high-level overview of the staged approval process was shared which includes approval of the functional requirements first, followed by the financial requirements. A brief discussion took place about any insights that management might have about what peer hospitals have done in this regard and any learnings they might be able to share. Management confirmed that Osler has had conversations with other hospitals and is incorporating learnings into its process. Physician input and experience is being considered and used to inform discussions and ongoing planning. Board members were in support of management planning a future Board Education Session on the HIS when there is sufficient information to share.

The Committee Chair informed the Board of Directors that Osler adopted a new accounting standard this year that results in the recognition of a liability for unavoidable costs that Osler expects to incur as it decommissions an asset on the balance sheet. There are no impacts on the organization's cash flows and no risks for the Board.

**4.0 ENGAGEMENT SURVEY RESULTS 2022**

Kelly Kimens, VP of People & Organizational Development provided the Board of Directors with a detailed overview of Osler's 2022 employee and physician engagement results, highlighting that William Osler Health System conducted the survey amidst the COVID-19 pandemic. Moreover, it was noted that no other health care organizations conducted an engagement survey during the same time frame so there are no comparators with which to compare results. Board members were provided with information to help navigate the results as well as context for how engagement is measured in the health care sector. Detailed discussions took place regarding insights from employee/physician comments and management/vendor observations and comparisons between William Osler Health System and the broader health care system. Overall, the engagement results indicate stability despite the challenges brought on by the

There were also parallels observed between the trends for employees and physicians, demonstrating that the strategies implemented are effective in strengthening engagement, but that there is also opportunity for further work in the months ahead. Board members shared that there were a number of positive findings coming out of the engagement survey results and inquired about the strategies management will be using to increase engagement moving forward. Board members reinforced that effective communication between management and staff is important to ensure that the organization is responding and actively addressing the concerns raised by employees and physicians, recognizing that not everyone is available to participate in the staff focus group sessions offered or read the various communications that are sent out. Management agreed on the importance of effective communication and shared that the focus of efforts will be on improving communication particularly with physicians.

**5.0 MANAGEMENT REPORTS**

**5.1 Report of the President & CEO**

A written report was provided to the Board for information. Dr. Frank Martino highlighted the activities that have taken place across the organization including the Ontario Budget announcement and upcoming conversations with Chiefs of

Staff, City Council members and Mayor Brown about Osler's ongoing challenges and opportunities. There was an interest among Board members in continuing to receive updates about uninsured patients as things evolve. The Chair thanked Dr. Martino for his report and for his leadership.

#### 5.2 Report of the Interim Chief of Staff

A written report was provided to the Board for information. Dr. Brian Klar highlighted recent successes with respect to physician recruitment, particularly department Chief roles. He also shared a new quality improvement initiative that Emergency Department physicians are involved in, led by the College of Physicians and Surgeons of Ontario. This is an opportunity to align physicians' quality improvement projects with system-level objectives and potentially an initiative that other departments could participate in the future. The Chair thanked Dr. Klar for his report and for his leadership.

#### **6.0 IN-CAMERA SESSION**

Elected Board members and invited guests went into an In-Camera Session.

#### **7.0 ADJOURNMENT**

The meeting was adjourned. The next meeting will be held virtually on April 26, 2023.

**MOVED, Seconded**

***That the meeting be adjourned – CARRIED***