

ATTENDEES:

(P) Linda Franklin	(P) Susan Britton Payne	(P) Pardeep Singh Gill	(P) Winston Young
(P) Elsa Cabral	(P) Michael Torrance	(P) Dr. Frank Martino	(P) Dr. Greg Rutledge
(P) Ricco Bhasin	(P) Stuart Johnston	(P) Manny Satija	(P) Dr. Prashant Phalpher
(R) Mark Beckles	(P) Tiziana Rivera	(P) Connie Stefankiewicz	(P) Dr. Yasir Karani
(P) Chris Loreto			

GUEST(S):

Laurie Cabanas	Kiki Ferrari	Florine Lobo	Cara Francis
Kelly Kimens	Ken Mayhew	David Stankiewicz	Deepak Sharma
Farnese Adam (Resource)			

1.0 CALL TO ORDER & REPORT OF THE CHAIR

The meeting was called to order. No declarations of conflict were made. The agenda was tabled for approval; there were no additions or revisions to the agenda.

MOVED, Seconded

That the agenda be approved – CARRIED.

The Chair provided some brief reflections about the Board of Directors Retreat that took place jointly with the Osler Foundation Board of Directors on January 24, 2024. This was the first retreat in over six years – Board Directors provided positive feedback about the event and thanked management and Osler’s Board Office for organizing and executing an engaging and successful event. The Strategy Team was also acknowledged for facilitating an interactive and thought-provoking session as part of the strategic planning process. The Directors were reminded that the Ethical Decision-Making Framework was included in the package for reference.

2.0 CONSENT AGENDA

The Consent Agenda was tabled for approval. There were no other changes to the Consent Agenda.

- 2.1 Previous Minutes (Nov. 29, 2023)
- 2.2 Board Annual Work Plan
- 2.3 MAC Resolutions (Dec. 13, 2023 & Jan. 10, 2024) and Minutes (Dec. 13, 2023)
- 2.4 Health Services & Quality Committee Minutes (Nov. 15, 2023)
- 2.5 Governance & HR Committee Minutes (Nov. 23, 2023)
- 2.6 Resources & Audit Committee Minutes (Nov. 16, 2023)
- 2.7 Academic Health Centre Update

MOVED, Seconded

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

3.0 MANAGEMENT REPORTS

3.1 Report of the President & CEO

The President and CEO provided some remarks to supplement the report that was pre-circulated to the Board, highlighting the organization's proactive measures to address ongoing pressures with respect to capacity, and strategies to address the challenges and mitigate risks to patient safety and quality of care. The report also touched on recent meetings with government and elected officials where the focus has been on advocating for funding to support Osler’s capital development and redevelopment priorities. The Chair thanked Dr. Martino for his report.

3.2 Report of the Chief of Staff

The Chief of Staff provided some brief remarks to supplement the report that was pre-circulated to the Board. His update highlighted recent developments around ongoing efforts to boost physician engagement in advance of the engagement survey that will take place in the Fall. A brief discussion took place regarding the ongoing improvements that are being made to open communication channels with members of the Professional Staff Association and physician leaders in collaboration with the Communications Team. The Chief of Staff commented on the importance of regular feedback from the physicians to determine what is working well and opportunities for improvement. The President of the PSA (EGH) highlighted a recent example of how management and the physicians communicated effectively to address challenges related to uninsured patients, noting that the process was well received by the physicians and contributed to a positive outcome. The Board discussed the importance of change management support and expertise, particularly for the physicians who are critical to the organization's culture as it shifts from that of a community hospital to one of an academic health centre. The Chair thanked the Chief of Staff for the report.

4.0 COMMITTEE CHAIR REPORTS

4.1 Governance & Human Resources Committee

The Committee Chair provided a brief verbal report to support the pre-circulated report to the Board which reflects discussions from the January 11, 2024 Committee meeting. The Committee Chair summarized the proposed changes to the Individual Director Position Description, which will help to clarify the nuances between ex-officio and elected Directors of the Board. There was consensus among Board members that the proposed changes were clear and concise.

MOVED, Seconded

That the Board of Directors approve the revisions to the Individual Director Position Description as recommended by the Governance & Human Resources Committee – CARRIED.

4.2 Health Services & Quality Committee

The Committee Chair provided an update on the pre-circulated report to the Board which reflects discussions from the January 10, 2024 Committee meeting. The Committee Chair provided a summary of the Committee's discussion on extending the current Clinical Priorities Plan (2023-24) in the context of Osler's strategic planning process. Board members expressed support for an extension as it will enable alignment between the Clinical Priorities Plan and the new strategic plan.

MOVED, Seconded

That the Board of Directors approve the extension of the 2023-24 Clinical Priorities Plan to October 2024 as recommended by the Health Services & Quality Committee – CARRIED.

4.3 Resources & Audit Committee

The Committee Chair provided an update on the pre-circulated report to the Board which reflects discussions from the January 18, 2024 Committee meeting. The report included a discussion about the merger between Shared Services West (SSW) and Mohawk Medbuy Corp (MMC). The Committee had a robust discussion about the expected outcomes of the merger as well as potential risks and mitigation strategies. The Committee Chair noted that management provided the Committee with a comprehensive review of the process used to arrive at the recommendation to the Committee as well as the due diligence involved. Board members had an opportunity to clarify their understanding of how Osler's role will change with the merger and Osler's ability to participate at a governance level recognizing there will be significantly more members under the new model. Management provided some examples of potential challenges that may arise and shared how those issues could be mitigated and/or escalated if necessary. In speaking with other hospitals, the experience under the new model has been an improvement. Management reassured the Board that the relationship with MMC would be monitored closely and that given Osler's strong alignment with other hospitals under this model, the disadvantages of supporting the merger are minimal. There was consensus among Board members to proceed with the merger.

WHEREAS

- A. *the Corporation, together with Halton Healthcare Services Corporation and Trillium Health Partners (collectively, the “SSW Voting Members”), are the sole voting members of West GTA Healthcare Shared Services Corporation (“SSW”);***
- B. *it is proposed that SSW enter into an asset purchase agreement pursuant to which: (i) SSW will transfer substantially all of its assets to Mohawk Medbuy Corporation (“MMC”); and (ii) MMC will assume substantially all of SSW’s liabilities, on the terms and conditions set out therein (the “Asset Purchase Agreement”);***
- C. *SSW requires the consent of the SSW Voting Members to dispose of its assets as is contemplated by the Asset Purchase Agreement (the “Transfer Transaction”);***
- D. *the Asset Purchase Agreement provides that: (i) the current Equity Members Services Agreement among SSW and the SSW Voting Members made as of March 27, 2009 (as the same has been amended, supplemented or restated from time to time, the “EMSA”) will terminate immediately prior to the closing of the Transfer Transaction (the “Closing”); and (ii) the SSW Voting Members will enter into a new services agreement with MMC on Closing (the “MMC Services Agreement”), pursuant to which MMC will, in the post-Closing period, provide the SSW Voting Members with the same services as they are currently receiving from SSW under the EMSA; and***
- E. *the material terms of the draft Asset Purchase Agreement and draft MMC Services Agreement have been outlined in the attached Briefing Note.***

BE IT RESOLVED THAT:

- 1. *any one director or officer of the Corporation is authorized and directed on behalf of the Corporation (in its capacity as an SSW Voting Member), to approve the Transfer Transaction on substantially the same material terms and conditions set forth in the Asset Purchase Agreement as presented to the directors of the Corporation;***
- 2. *the termination of the EMSA immediately prior to Closing, is hereby approved;***
- 3. *in accordance with the Corporation’s signing authorization policy, the applicable number of directors or officers of the Corporation are authorized and directed to execute and deliver for and on behalf of the Corporation, whether or not under the corporate seal of the Corporation, the MMC Services Agreement, on substantially the same material terms and conditions set forth in the MMC Services Agreement as presented to the directors of the Corporation; and***
- 4. *any one director or officer of the Corporation is authorized and directed to take such action and to execute, for and on behalf of the Corporation, such documents and instruments as may be necessary or desirable in order to give effect to the foregoing.***

The Committee Chair concluded his report by inviting management to provide a comprehensive presentation on the Hospital Information System (HIS) RFP Bid Evaluations which was included in the pre-circulated materials. The presentation covered a number of topics including the importance of modernizing Osler’s current HIS platform and intended benefits on quality care, outcomes and patient safety. Management provided a detailed process of the RFP process highlighting the various principles, factors and considerations that informed the proposed plan as part of management’s due diligence. The Board reviewed the six stages of the procurement process and scoring methodology; Board members had an opportunity to ask questions to solidify its understanding of how proponents proceeded through the process.

A robust discussion took place about the role of the board in the procurement process as well as risk and mitigation strategies, particularly as they relate to affordability of the system and how the system will be financed. Management shared insights into the comprehensive risk analysis that has been conducted to date and that further risk analysis would be conducted once a preferred proponent was selected. The Board raised questions related to technology considerations recognizing that technology would be evolving in the years ahead and that it was important for the new HIS to be able to integrate new capabilities as they developed as well as integrate information and harmonize with other information systems. Management reassured the Board that integration of information with other organizations along a patient's journey has been central to the RFP process and part of Osler's ongoing discussions with government as Ontario Health plays a critical role in the integration of information across the health care system. The importance of adoption and the need for change management expertise and support was highlighted by Board members. Management acknowledged its importance in the successful implementation of strategic projects, particularly during COVID-19, and shared that Osler leverages its internal change management expertise for all large-scale initiatives which includes HIS modernization. Recognizing that the Board will be asked to make a decision about the preferred proponent at the next Board of Directors meeting, the Chair wanted to ensure that there was sufficient time for the Board and management to have a fulsome discussion and answer any other questions that Board members may have. Board members requested that the following questions be addressed:

1. What considerations have been given to capturing data and information as part of the patient's entire journey as they move between the hospital sector and other sectors like primary care, home and community care and long-term care?
2. Does the preferred proponent meet Osler's needs? Where does the preferred proponent not meet our requirements? Where can we increase adaptability and functionality to deal with areas that don't meet expectations fully?
3. What do Osler clinicians feel about the system?
4. Insights on SaaS versus On-Premises hosting.
5. What happens if we cannot come to a commercial agreement with the preferred proponent?
6. Provide an update / refresh on the financing strategy.
7. What partnership opportunities exist and what are the impacts on finance?
8. How have we ensured future-proofing of the system?
9. What external environmental factors have we considered?
10. What are the cost offsets?

Management committed to preparing the necessary information to address these questions at the upcoming Resources & Audit Committee meeting and the next Board of Directors meeting. The Chair thanked Board members for a dynamic and engaging discussion on this topic and thanked management for providing an informative update.

5.0 ACCREDITATION CANADA

Management provided the Board of Directors with a brief presentation on Accreditation Canada's Self-Assessment process in which all Board and Committee members are invited to participate. The results will provide insights into which areas the Board feels confident and where additional awareness and supports may be required. Board members asked for clarification regarding the difference between the former Accreditation Canada process and the new Accreditation process. Management noted that the processes are similar, however, the standards are different and include the introduction of new standards which will be elaborated on in the upcoming education session for Board and Community Members. The Chair thanked management for the presentation and encouraged all Board Directors to complete the self-assessment in preparation for the education session scheduled for February 22, 2024.

6.0 IN-CAMERA SESSION

The Board of Directors moved to an In-Camera Session.

MOVED, Seconded

That the Board of Directors move to an In-Camera Session - CARRIED.

7.0 ADJOURNMENT

The Chair thanked everyone for their active engagement and terminated the meeting. The next meeting will be held virtually on February 29, 2024.

MOVED, Seconded

That the meeting be adjourned – CARRIED.
