

ATTENDEES:

(P) Linda Franklin	(P) Susan Britton Payne	(P) Pardeep Singh Gill	(P) Winston Young
(P) Elsa Cabral	(R) 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 (Resource)	Florine Lobo	Cara Francis	Kelly Kimens
Ken Mayhew	Deepak Sharma	Saleem Chattergoon	Cathy Renaud
Nikita Thakkar	Jane deLacy	Sarbjit Dheri	Marco Deiana
Tony Raso	Martha Murray	Andrea Spencer (Optimus)	Sarah Carbone (Optimus)

1.0 CALL TO ORDER & REPORT OF THE CHAIR

The Chair welcomed everyone to the virtual meeting. The meeting was called to order once quorum was achieved. 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 reminded Board members of the Ethical Decision-Making Framework that was included in the package for reference, which provides a standardized approach when making decisions particularly when ethical issues arise.

2.0 CONSENT AGENDA

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

- 2.1 Previous Minutes (Apr 24, 2024)
- 2.2 Board Annual Work Plan
- 2.3 MAC Resolutions (May 8, 2024) and Minutes (Apr 10, 2024)
- 2.4 Health Services & Quality Committee Minutes (Apr 10, 2024)
- 2.5 Governance & HR Committee Minutes (Apr 11, 2024)
- 2.6 Resources & Audit Committee Minutes (Mar 19, 2024)

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 and CEO

The President and CEO provided brief remarks to supplement the written materials that was pre-circulated to the board. The update elaborated on the surgical recovery that was included in the report, noting that after several months of targeted efforts, the data is demonstrating positive results for Osler. A brief discussion took place regarding the recent Going Beyond Awards and Gala, which was well-attended by staff, physicians, volunteers and some members of the Board. The presentation of the Kay Blair Community Service Awards was a highlight and Linda Franklin was thanked for presenting the award to this year's recipient, Marlin Morrell. An update was provided on Peel Phase 2, highlighting the changes initiated by Infrastructure Ontario around the project's procurement model and sharing that Osler can anticipate announcing the Request for Qualifications in the very short time ahead. The President and CEO committed to keeping the Board apprised of updates as soon as more information is available. Board members provided positive

comments regarding management's advocacy and the process used to engage with elected officials and key interested parties on an ongoing basis, demonstrating Osler's ability to influence and inform discussions at the local and provincial levels. The Chair thanked the President and CEO for the report.

3.2 Report of the Chief of Staff

The Chief of Staff provided brief remarks to supplement the report that was pre-circulated to the Board. The update elaborated on the recent Physician Leaders Day that took place as part of efforts to boost physician engagement and support leadership development. The Chief of Staff highlighted the ongoing work underway to strengthen the equity, diversity and inclusion lens as it applies to physician recruitment which reinforces Osler's people-centered approach to operational activities, and is aligned with Accreditation Canada Governance Standards. A brief update was provided regarding the review of the Professional Staff Bylaws, which will provide an opportunity to improve the credentialing process for physicians and will eventually be presented to the Board of Directors for approval. Finally, the Chief of Staff updated the Board on the ongoing efforts to strengthen physician engagement and the process underway to recruit for the VP Academics role in anticipation of the first cohort of learners starting in July 2025. Board members were interested in understanding whether there were any risks in filling vacant physician leadership roles; the COS shared that there weren't any significant risks at this time and that strategies were in place to address any unexpected gaps in the roles. 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 brief verbal remarks to introduce the report which was pre-circulated to the Board. The Committee reviewed amendments to the Administrative Bylaw Number 1 which primarily included an increase in the fixed size of the Board from 17 to 19 Directors as well as some minor technical revisions. There were no concerns about the proposed revisions.

MOVED, Seconded

That the Board of Directors approve the Administrative By-Law revisions as recommended by the Governance & Human Resources Committee – CARRIED.

Elsa Cabral, Linda Franklin, Ricco Bhasin and Pardeep Singh Gill noted that they are included in the slate of nominees for Board Directors that was being presented to the Board for approval and recused themselves from the discussion and voting.

Guided by established governance and human resources principles such as effective succession planning, alignment with the parameters set out in the Administrative By-Law Number 1, and informed by the Board's annual evaluation process for the Board Directors, the Committee Chair presented the following Directors for renewal of a two-year term commencing June 18, 2024:

- Elsa Cabral
- Chris Loreto
- Michael Torrance

After a competitive and robust recruitment process led by the Ad Hoc Director Recruitment Committee and supported by external recruitment firm, Odgers Berndtson, the following individuals are recommended for appointment of a two-year term to the Board of Directors commencing June 18, 2024:

- Benjamin D'Souza
- Dr. Victor Ng
- Melissa Carvalho

- Nolan Bederman

The Committee Chair provided an update to the Board that all reference and background checks have been completed by Odgers Berndtson and there were no concerns. Board members expressed enthusiasm for bringing the new Board members on given the breadth of expertise and experience that they were bringing.

MOVED, Seconded

That the Board of Directors approve the slate of nominees for the office of Director for 2024-25 as recommended by the Governance & Human Resource Committee:

Elsa Cabral for a two-year reappointment
Chris Loreto for a two-year reappointment
Michael Torrance for a two-year reappointment
Melissa Carvalho for a two-year appointment
Benjamin D'Souza for a two-year appointment
Nolan Bederman for a two-year appointment
Dr. Victor Ng for a two-year appointment

CARRIED.

The Committee Chair reminded the Board of its responsibility to recommend a slate of Officers to the Board of Directors in alignment with its governance processes as well as Accreditation Canada Governance Standards (#2.1.2 The governing body follows transparent procedures based on an equity, diversity, and inclusion (EDI) approach to manage its membership, including the Chair). Board members expressed support for the slate that was presented.

MOVED, Seconded

That the Board of Directors approve the slate of Officers of the Board for 2024-25 as recommended by the Governance & Human Resources Committee:

Chair: Pardeep Singh Gill
1st Vice Chair: (Ricco) A.S. Bhasin
2nd Vice Chair: Elsa Cabral
Treasurer: Pardeep Singh Gill
Secretary: Dr. Frank Martino
Past Chair: Linda Franklin

CARRIED.

The Committee Chair provided brief remarks regarding the new schedule that will enable Board Members to attend Medical Advisory Committee (MAC) meetings on a rotating basis beginning in September. While the Board Chair has typically attended these meetings in the past, Board members agreed that this model would help support the understanding of elected Board Directors about the role of MAC and foster the connection between MAC and the Board of Directors. An evaluation of this model would be conducted following one full Board cycle to identify opportunities for improvement.

As a follow-up to an orientation session that was hosted by Accreditation Canada in February, the Board of Directors was provided with a high-level work plan outlining the resources and supports that will be provided to the Board in preparation for the Accreditation survey that will take place in Fall 2025. Board members expressed confidence in the activities and resources planned, and felt that management's previous experience with the accreditation process and achieving Exemplary Standing would be a valuable support for the Board in the months ahead.

4.2 Resources & Audit Committee

The Committee Chair introduced the first topic within the written report, Resources & Audit Committee Terms of Reference. The Committee reviewed the Terms of Reference as part of its regular review and recommended revisions including removing the requirement for Committee members to complete a financial literacy assessment and replacing it with participation in an education session on hospital finances and any additional topics as necessary. There were no questions or concerns about the revisions to the Terms of Reference.

MOVED, Seconded

That the Board of Directors approve Resources & Audit Committee Terms of Reference as recommended by the Resources & Audit Committee – CARRIED.

The Committee Chair presented the Q4 Financial Statements for 2023-24, which were pre-circulated to the Board. Osler ended the year with a surplus of \$3.8M against a balanced budget position and exceeded the current ratio target of 0.66 with an actual ratio of 0.76. The 2023/24 fiscal year had several challenges including Bill 124 compensation-related issues. Osler has also adjusted its allowance for bed debt estimates given its challenges with uninsured patients. Overall, the risks have been mitigated through several favourable and unfavourable variances with a net surplus of \$3.8M, which is a tremendous achievement for the organization. There were no comments or questions about the information presented.

MOVED, Seconded

That the Board of Directors approve the Q4 2023-2024 interim financial statements of William Osler Health System as recommended by the Resources & Audit Committee – CARRIED.

The Committee Chair presented the Capital Budget and Balanced Scorecard for the 2024-25 fiscal year which was pre-circulated to the Board. It was highlighted for the Board that for 2024/25, Osler is targeting an adjusted current ratio of 0.67 for its Balanced Scorecard along with a total margin of \$0 (balanced position) which is based on the cash flow assumptions and the capital budget being recommended for approval. Several sources and uses of funds were used for the cash flow analysis which were outlined in the materials. Using this information, a capital budget allocation of \$27.6M for operational reasons was determined and brought forward for approval. This does not include any allocations for the larger redevelopment expenditures or the Hospital Information System (HIS) as those approvals will be coming separately to the Board of Directors. A brief discussion took place to clarify the Board's understanding of the surplus and the sinking fund. There were no concerns with the recommendations presented to the Board for approval.

MOVED, Seconded

That the Board of Directors approve a capital budget release of \$27.6M for 2024/25 as recommended by the Resources & Audit Committee – CARRIED.

MOVED, Seconded

That the Board of Directors approve a current ratio (adjusted for redevelopment) of 0.67 for the 2024/25 Balanced Scorecard target as recommended by the Resources & Audit Committee – CARRIED.

MOVED, Seconded

That the Board of Directors approve a total margin of \$0 (balanced position) for the 2024/25 Balanced Scorecard target as recommended by the Resources & Audit Committee – CARRIED.

The Committee Chair presented the audited (draft) financial statements for William Osler Health System for the year ended March 31, 2024 noting that Osler ended the year with a surplus of \$3.8M. The changes year over year in revenues and expenses along with additional note disclosures were included in the pre-circulated materials. Osler also had a

successful year end audit; Deloitte presented its audit report to the Committee which included the various areas of audit risks and focus in compliance with Canadian generally accepted auditing standards. The Committee Chair stated that Deloitte confirmed that upon approval of the financial statements, obtaining the signed management representation letter, and updating subsequent events procedures, Deloitte anticipates issuing an unmodified auditor's report. The Committee Chair also shared that Deloitte confirmed its independence as auditors of Osler. There were no questions or concerns from Board members.

MOVED, Seconded

That the Board of Directors approve the Audited Financial Statements of William Osler Health System for the Year Ended March 31, 2024 as recommended by the Resources & Audit Committee – CARRIED.

The Board of Directors is responsible for the appointment of auditors which is based on an evaluation and recommendation from the Resources & Audit Committee. The Committee Chair shared that a comprehensive evaluation of the auditors is underway which is recommended every five years, in addition to an annual evaluation. The comprehensive evaluation is expected to be completed in June at the Committee's next meeting. Based on audit performance this year, the Committee recommended the reappointment of Deloitte LLP as the external auditor for the 2024/25 year. Board members were supportive of the recommendation and had no questions or concerns.

MOVED, Seconded

That the Board of Directors approve the appointment of Deloitte LLP as the external auditor for the annual financial statements of William Osler Health System for the fiscal year ending March 31, 2025 as recommended by the Resources & Audit Committee – CARRIED.

Tony Raso, VP Clinical Services joined the meeting. The Committee Chair provided introductory remarks regarding the contract and the governance oversight that brings this item forward for broader Board discussion. Board members discussed the impact of the new contract on operations and staff, including any potential risks and mitigation strategies. It was clarified that while the term Total Cost of Ownership was used in the briefing materials, Osler is not owning any assets and the term was referring to the total value of the contract. Management provided insights into the employment considerations and relevant legislation which impact seniority, pay rates and any severance arrangements for example. Overall, the Board was supportive of proceeding with the finalization of contract negotiations and execution of the contract.

MOVED, Seconded

That the Board of Directors approve the finalization of contract negotiations and execution of the contract with Compass One Healthcare for a total contract value of up to \$408M for 5 years + 5 (3+2) option years based on terms outlined in the Request for Proposals, as recommended by the Resources & Audit Committee – CARRIED.

Cathy Renaud, VP Facilities Operations and Capital Development joined the meeting.

The Committee Chair provided context for Osler's submission on the Academic Learning Centre Capital Project at Brampton Civic Hospital and Etobicoke General Hospital noting that there have been some developments since the Committee meeting that took place on May 23, 2024. The Committee will be meeting again in June to discuss this topic in further detail and will make a subsequent recommendation to the Board of Directors at the June meeting.

Cathy Renaud left the meeting.

In alignment with new legislative requirements under Bill 211 and consistent with Accreditation Canada Governance Standards, the Board of Directors was presented with Osler's Annual Report on the *Fighting Against Forced Labour and Child Labour in Supply Chains Act* for approval, which was pre-circulated in the materials. There were no questions or concerns from Board members.

MOVED, Seconded

That the Board of Directors approve the Annual Report on the Fighting Against Forced Labour and Child Labour in Supply Chains Act and its accompanying attestation, as recommended by the Resources & Audit Committee – CARRIED.

4.3 Health Services & Quality Committee

The Committee Chair provided a brief verbal report to supplement the pre-circulated materials, which reflect the discussions from the May 8, 2024 meeting. The report included updates on the progress against the Patient Safety Plan (2023-25), Evidence-Based Practices (Accreditation) and the results of the Patient Experience Survey. In its second year of inception, there has been measurable progress in achieving the set targets across the key initiatives outlined in the Patient Safety Plan which is aligned with Accreditation Canada Governance Standards. The Committee Chair thanked management for the continued commitment to these initiatives and leadership in sustaining and furthering the achievements and progress against the Patient Safety Plan.

The Committee Chair acknowledged the excellent work underway to support the organization and the Board with accreditation, highlighting the innovative Accreditation App and Dashboard that was created in-house to facilitate mock tracer activities and enable ongoing monitoring and engagement in accreditation events in real-time.

Lastly, the Committee Chair highlighted the results from the Patient Experience Survey, which are reported to the Board semi-annually. The Patient Experience Survey is one of the various initiatives at Osler that demonstrate the organization's focus on people-centered care and ensuring that the needs of patients and families are heard and met. The Committee Chair acknowledged that there is excellent work underway at Osler, which is demonstrated by the positive trends noted in the data that was pre-circulated to the Board.

5.0 STRATEGIC PLAN DEVELOPMENT

Members of the Strategy team, Communications Team and Optimus SBR joined the meeting. Management introduced the guests joining the meeting and presented the Board of Directors with the final Strategic Plan for William Osler Health System for approval, which was included in the pre-circulated materials. Board members acknowledged the various opportunities management created to provide input and direction on the development of the next strategic plan for Osler. In addition, Board members provided positive feedback to management on successfully incorporating broad and diverse perspectives with a strong focus on the people-centred care approach that was embedded throughout the planning process, which included consultations with patients and families, patient experience information and patient engagement data. They also expressed appreciation for the thorough process used by management including Board engagement and oversight. The Board also expressed confidence in the execution and communications plans that were presented to support the launch and implementation of the new Strategic Plan, which will be embedded right from the CEO and COS goals right to the bedside. Overall, the Board was delighted with the final strategic plan, with some Board members noting that it was one of the most professional and engaging strategic plan development processes they had experienced.

MOVED, Seconded

That the Board of Directors approve the William Osler Health System 2024-2029 Strategic Plan - Going Beyond for Our People & Communities as presented – CARRIED.

Management thanked the Board for the positive comments and for the elevated level of engagement and commitment to the development process. The members of the Strategy team and Optimus SBR left the meeting. Stuart Johnston also left the meeting.

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 in person on June 18, 2024.

MOVED, Seconded

That the meeting be terminated – CARRIED.
