

**Trillium Health Partners
Board of Directors Meeting Minutes
Thursday, June 2, 2022**

VIA VIDEOCONFERENCE

In Attendance:

Elected Directors	Ms. Michele Darling (Chair); Mr. David Allgood; Mr. Mark Cummings; Mr. Howard Eng; Mr. Chitwant Kohli; Dr. Mohamed Lachemi; Mr. Michael Latimer; Ms. Christine Magee; Mr. Perry Miele; Ms. Joan Mohammed; and Ms. Melanie Steiner
Ex-Officio Directors	Ms. Karli Farrow; Dr. Dante Morra; Ms. Kathryn Hayward-Murray; Dr. Catherine Grenier; Dr. Milan Barboza; Dr. Trevor Young; and Mr. Shihab Zubair
Senior Management	Ms. Debra Carson; Mr. Scott Jarrett; Ms. Nicole Vaz; and Ms. Caroline Riseboro
Guests	Mr. Kevin Chan; Ms. Pamela Gunn; Mr. Shawn Kerr; Mr. David Longley; Ms. Meredith MacNaughton; Mr. Kerry Pond; Ms. Tess Romain; Ms. Alison Quigley; and Ms. Carol Vinnet-Hancharyk
Regrets	Mr. Manjit Singh
Resource	Ms. Paula Di Turi

1.0 In-Camera Session - Elected Directors and CEO only

The Board met In-Camera, with Elected Directors, CEO, COS and CNE.

Management and Ex-Officio Directors then joined the meeting, together with Ms. Di Turi.

2.0 Call to Order

The Chair called the Board of Directors (Board) meeting to order at 5:00PM. The Chair confirmed quorum.

2.1 Approval of Agenda

The Chair reviewed the agenda with the Board members. No revisions were made.

MOVED by Ms. Darling and seconded by Mr. Allgood that, the Agenda for the June 2, 2022 Board meeting, be approved.

CARRIED

2.2 Declaration of Conflict of Interest

The Chair reminded the Board that conflicts are to be declared as the agenda item arises.

Mr. Miele declared a conflict of interest in relation to Agenda Item 5.2(ii)(c) *Term Extension of Board Member*, and will recuse himself from this portion of the discussion including the resolution.

3.0 Consent Agenda

The Chair presented the Consent Agenda for discussion and approval.

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MOVED by Mr. Kohli and seconded by Ms. Magee that, the Consent Agenda for the June 2, 2022, Board meeting, be approved.

CARRIED

4.0 Education Session

4.1 Partners Community Health

Mr. Shawn Kerr, Ms. Meredith MacNaughton and Ms. Tess Romain joined the meeting.

Ms. Darling welcomed Mr. Kerr, Ms. MacNaughton and Ms. Romain to the meeting. Ms. Romain provided an overview on Partners Community Health (PCH) of its operation of long-term care (LTC) services and programs for Camilla Care and two Speakman Drive homes, including the design and features of the Speakman LTC home. Mr. Romain shared that PCH is establishing integrated service models across LTCs, assisted living, outpatient care and community health. She also presented PCH's 3-year strategic plan describing key future opportunities in developing culturally-aligned programs and services, piloting integrated programs with community partners, testing new ideas and innovative digital initiatives such as remote care, and creating a learning environment for placements and partnerships.

Mr. Kerr, Ms. MacNaughton and Ms. Romain left the meeting.
Ms. Carol Vinette-Hancharyk joined the meeting.

5.0 Committees

5.1 Finance and Audit

i) Summary Committee Chair Report

Mr. Kohli provided the Finance and Audit Committee Chair Report. He provided an overview of THP's financial performance and review of the Financial Statements for the fiscal year ending March 31, 2022.

THP's external audit partners Price Waterhouse Coopers provided the results of the External Financial Statement Audit. Mr. Kohli advised that from the last report to the Board in January 2022, management provided an overview of preliminary capital planning envelopes for 2022/23. Since then, management reviewed planning assumptions and engaged with stakeholder groups across THP to finalize the capital budget with emphasis on ensuring the plan was feasible, executable, focused on highest priority needs and in line with THP's 10 year capital plan.

He shared the Committee's recommendation for appointment of External Auditors for fiscal year 2022/23, this was following a competitive procurement. The term of the appointment is for 6-years + two 2-year optional terms subject to annual appointment by the Board at the AGM.

ii) 2021/22 Audited Financial Statements & Auditor's Report

MOVED by Mr. Kohli and seconded by Ms. Steiner that, as recommended by the Finance and Audit Committee, the Board approve the Audited Financial Statements for Trillium Health Partners for the year ended March 31, 2022 and authorizes the Board Chair and the Treasurer to sign the Audited Financial Statements on behalf of the Board

CARRIED

iii) 2022/23 Capital Budget Plan

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iv) Appointment of External Auditor

MOVED by Mr. Kohli and seconded by Ms. Steiner that, as recommended by the Finance and Audit Committee, the Board approve PricewaterhouseCoopers LLP (PwC) as the Hospital's external auditors for fiscal 2022-23.

CARRIED

Ms. Vinette-Hancharyk left the meeting.
Mr. Kerry Pond joined the meeting.

5.2 Governance and Human Resources

i) Summary Committee Chair Report

Mr. Miele provided the Governance and Human Resources Committee Chair Report. He shared that Ms. Pamela Gunn presented the THP Circle & Equity and 2022/23 Action Plan which is being presented to the Board later in today's agenda where she will describe THP's efforts on becoming an anti-racist organization, and integrating inclusion and equity into day-to-day practices. He also shared the Q3/Q4 People Report was presented and that the Committee had a robust discussion on the current issues of retention, stabilizing and developing the workforce, and supporting the health and wellbeing of staff.

ii) Nominations for Board Committee Composition 2022/23

a) Nomination for Re-Election to the Board

Mr. Miele reviewed the nomination for a Director's re-appointment of election for the 2022/23 Board year. He asked the Board if there were any questions as to proposed nomination. Further discussion was not required.

MOVED by Ms. Darling and seconded by Mr. Miele that, as recommended by the Nominations Sub-Committee and the Governance and Human Resources Committee, that the re-appointment to the Board of Directors of David Allgood, for a third three-year term to June 2025; and for ratification of the re-appointment at the AGM to be held on June 6, 2022, be approved.

CARRIED

b) Nominations for Director Vacancies

Mr. Miele and Ms. Vaz provided an overview on the biographies of the two candidates to be nominated to the Board as their skillset will bring a certain caliber to the Board, and then presented the recommendation to nominate for the appointment of the candidates, as a Director for the 2022/23 Board year.

MOVED by Ms. Darling and seconded by Mr. Miele that, as recommended by the Nominations Sub-Committee and the Governance and Human Resources Committee, that the appointment of each of the recommended candidates, as a Director for a three-year term (renewable), effective following ratification by the Members at the June 6, 2022 AGM, and ending following the AGM in June 2025, be approved:

- Kevin Johnson
- Jennifer Lee

CARRIED

Mr. Miele recused himself from Agenda Item 5.2(ii)(c) and left the meeting.

c) Term Extension of Board Member

Ms. Farrow and Ms. Vaz advised that for a variety of strategic reasons including continued access to Mr. Miele's government relations perspective, and the recommendation is for Mr. Miele to remain a director despite having served nine consecutive years, which is the maximum term limit. Ms. Vaz advised that the

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Corporate By-Law expressly provides that directors are not eligible for re-election if the director serves for more than nine consecutive years; however, the Board may Board pass a resolution of the members to enable a one-time over-ride of the maximum term limit despite Corporate By-Law Section 4.9. Ms. Vaz further advised that the Board is following this corporate approval process to mirror the process required to amend the Corporate By-Law to change Section 4.9. The Board is not changing Section 4.9 itself in this instance since this change is only intended to apply once and to these facts only. Taking this approach gives the Board a good governance rationale that if it actually amended the Corporate By-Law, such amendment would have passed in any event, to reduce any potential risk of a criticism/challenge to the decision.

WHEREAS Section 4.9 of the Corporate By-Law provides that a director may not be elected or appointed for a term that will result in the director serving more than nine consecutive years, unless such director is succeeding to the office of Chair or serving as Chair (the “Maximum Term”).

AND WHEREAS Perry Miele has served THP as a director for nine consecutive years.

AND WHEREAS the Nominations Sub-Committee (“NSC”) has recommended, among other things, that Mr. Miele be re-elected for one additional term of not more than one year, given his unique expertise, experience and skills, notwithstanding the Maximum Term, for the reasons set out in the report of the NSC and orally at the meeting (the “Re-Election of Mr. Miele”).

AND WHEREAS the NSC, comprised of Michele Darling, Perry Miele and Karli Farrow, have submitted a report and recommendation to the Board of the hospital regarding the nomination and election of directors and related matters, however Mr. Miele, being a subject of the report and recommendation, recused himself from, and did not influence, the recommendations contained in the NSC report as it pertained to the Re-Election of Mr. Miele.

AND WHEREAS given the recommendations of the NSC, it is in the best interests of THP to increase the size of the Board of the hospital from 12 elected directors to 13 elected directors (the “Board Size Increase”), the intention being that this Board Size Increase shall not be permanent and shall be further considered and adjusted by resolution on or before the 2023 Annual General Meeting of the hospital.

MOVED by Mr. Allgood and seconded by Dr. Lachemi that,

1. The Board Size Increase is approved, subject to member confirmation;
2. The recommendations of the NSC are adopted, including the Re-Election of Mr. Miele; and
3. A one-time amendment to Section 4.9 of the Corporate By-Law is approved to enable Mr. Miele to serve one additional term of not more than one year, subject to member confirmation and election of Mr. Miele, and the Board does not wish to reflect such approval in a formal amendment to the Corporate By-Law at this time because of the one-time application of this approval.

CARRIED

Mr. Miele rejoined the meeting.

d) Nomination for Vice-Chair

Mr. Miele and Ms. Vaz reviewed the nominations process for the role of Vice-Chair and the establishment of the Vice-Chair selection panel and asked if there were any questions as to the process or proposed nomination. Further discussion was not required.

MOVED by Ms. Darling and seconded by Mr. Miele that, as recommended by the Nominations Sub-Committee and the Governance and Human Resources Committee, that the appointment of Manjit Singh as Vice-Chair of the Board of Directors for a one-year term (renewable), effective June 6, 2022, and ending at the AGM in June 2023, be approved.

CARRIED

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e) Nominations for Board Officers

Mr. Miele reviewed the nominations for the positions of Board Chair and Board Treasurer. He asked the Committee if there were any questions as to the proposed nominations. Further discussion was not required.

MOVED by Ms. Darling and seconded by Mr. Miele that, as recommended by the Nominations Sub-Committee and the Governance and Human Resources Committee, that the appointment of Christine Magee as Chair of the Board of Directors, for a two-year term, effective June 6, 2022, and ending following the AGM in June 2024, or until her successor is appointed, be approved.

CARRIED

MOVED by Ms. Darling and seconded by Mr. Miele that, as recommended by the Nominations Sub-Committee and the Governance and Human Resources Committee, that the appointment of Joan Mohammed as Treasurer of the Board of Directors for a one-year term, effective June 6, 2022, and ending following the AGM in June 2023, be approved.

CARRIED

f) Nominations for Board Standing Committee Chairs/Vice-Chairs and Composition

Mr. Miele reviewed the nominations for the appointments of the Board Standing Committee Chairs and Vice-Chairs; and Board Standing Committee Membership.

MOVED by Ms. Darling and seconded by Mr. Miele that, as recommended by the Nominations Sub-Committee and the Governance and Human Resources Committee that, the appointment of the following Board Standing Committee Chairs and Vice Chairs, for a one-year term, effective June 6, 2022, and ending following the AGM in June 2023, be approved:

Board Standing Committee Position	Finance and Audit Committee	Governance and Human Resources Committee	Priorities and Planning Committee	Quality and Program Effectiveness Committee
Chair	Joan Mohammed	Howard Eng	Manjit Singh	David Allgood
Vice-Chair	Michael Latimer	Mark Cummings	Christine Magee	Melanie Steiner

CARRIED

MOVED by Ms. Darling and seconded by Mr. Miele that, as recommended by the Nominations Sub-Committee and the Governance and Human Resources Committee that, the following Board Standing Committee Membership, effective June 6, 2022, and ending following the AGM in June 2023, be approved:

Board Standing Committee Position	Finance and Audit Committee	Governance and Human Resources Committee	Priorities and Planning Committee	Quality and Program Effectiveness Committee
Chair	Joan Mohammed	Howard Eng	Manjit Singh	David Allgood
Vice-Chair	Michael Latimer	Mark Cummings	Christine Magee	Melanie Steiner
Elected Director	Manjit Singh	Michele Darling	David Allgood	Dr. Mohamed Lachemi
Elected Director	Jennifer Lee	Christine Magee	Howard Eng	Kevin Johnson
Elected Director	-	-	Perry Miele	-
Elected Director	-	-	Joan Mohammed	-

CARRIED

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g) Nomination for Non-Director Community Representative for Finance and Audit Committee

Mr. Miele reviewed the nomination for the appointment of the Community Representative non-Director role with the Finance and Audit Committee. He asked the Board if there were any questions on the proposed nomination. Further discussion was not required.

MOVED by Ms. Darling and seconded by Mr. Miele that, as recommended by the Finance and Audit Committee and the Governance and Human Resources Committee, that the appointment of Ms. Rebecca Hancock-Howard as the Community Representative Finance and Audit Committee non-Director role for a one-year term (renewable), effective September 2022, be approved.

CARRIED

Mr. Pond left the meeting.
Mr. Kerr and Ms. MacNaughton re-joined the meeting.
Mr. David Longley joined the meeting.

5.3 Priorities and Planning

i) Summary Committee Chair Report

Ms. Magee provided the Priorities and Planning Committee Chair Report. She shared that the Master Plan team provided an overall project status update highlighting key accomplishments and key risks in fiscal year 21/22, including next step with Infrastructure Ontario (IO) in the Q-site RFP process, [REDACTED]. Updates on this process will be provided by management over the summer as this work progresses. She also shared that the Committee was provided with an update on the transformational changes being planned for the Women's and Children's program which will be presented by the program leadership showcasing this vision later in this Board meeting.

ii) Asset Naming Policy and Framework

Ms. Magee advised that THP and the Foundation presented this framework and policy to the Committee to ensure strategic alignment on decision. THP, the Foundation, and Master Plan team developed a standard asset inventory that encompasses programs and services. This jointly-maintained asset inventory has identified over \$1 billion in nameable assets. The framework details the required approvals and consultations based on various levels of recognition, and where exceptions of perpetuity may be considered. The Policy has been informed by industry benchmarks and the physical viability of each exterior opportunity (i.e. location, approximate available space).

WHEREAS Trillium Health Partners (the "Hospital") and Trillium Health Partners Foundation (the "Foundation") have developed a joint Asset Naming Policy to guide consistent and ethical decision-making regarding the naming of Hospital or Foundation assets in recognition of financial or in-kind contributions from donors and to establish appropriate role and responsibilities governance.

MOVED by Ms. Magee and seconded by Dr. Lachemi that, as recommended by the Priorities and Planning Committee that, the Asset Naming Policy as attached to the Briefing Note, be approved.

CARRIED

iii) LTC Development Opportunity

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Ms. Magee outlined the approach to Board advisory to support the oversight role at a governance level on the Master Plan project and promote independence with the Board. Based on the size, complexity, and cost of the project, the recommendation from management is to institute a panel of advisors, rather than one single advisor, where controls and mechanisms will be developed through a governance framework.

WHEREAS:

- A. Trillium Health Partners (the “Hospital”) continues to advance planning and implementation of the Broader Redevelopment Project (the “Master Plan”) for the Queensway Health Centre expansion (“Q-Site”) and the replacement of the Mississauga Hospital (“M-Site”); and,
- B. The Board agrees, as per Board discussion in November 2021 that as these projects advance into more complex stages, additional Board oversight is required.

MOVED by Ms. Magee and seconded by Dr. Lachemi that, as recommended by the Priorities and Planning Committee that, the Board approves to proceed with a Board Advisory Panel comprised of THP identified expert advisors to advise the Board Chair and CEO regarding project risks and mitigation strategies pertaining to this project up to substantial completion of the projects.

CARRIED

Mr. Longley, Mr. Kerr and Ms. MacNaughton left the meeting.

5.4 Quality and Program Effectiveness**i) Summary Committee Chair Report**

Mr. Allgood provided the Quality and Program Effectiveness Committee Chair Report. He shared that Ms. Alison Sant-Porter completed her term as the non-director, Patient Representative on the Committee. He advised that the Committee underwent an extensive recruitment for this vacancy and that Ms. Bhavini Patel will fulfill that appointment. More to come on Ms. Patel at the next meeting.

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6.0 Strategy Update

6.1 THP Circle & Equity - 2022/23 Action Plan

Ms. Pamela Gunn joined the meeting.

The Board welcomed Ms. Gunn to the meeting. Ms. Gunn provided an overview of the 2022/23 action plan, summarizing how the hospital is organizing the work to dismantle anti-Black racism at THP. Defining the change and committing to removing barriers and intentionally creating enablers. She described the success factors and measurements to be developed with input from Black colleagues into shaping the hospital's culture of belonging. She outlined THP Circle's role in be ambassadors in building a future antiracist THP by contributing lived experience, diverse perspectives, analysis and championing antiracism education and awareness to create a culture of belonging. THP Circle is providing leaders with progressive foundational knowledge and skills that develop their antiracism competency. A number of streams of work are running in parallel which have been well received through understanding and interrupting micro-aggressions training, and an inclusion calendar. The Board dialogued with Ms. Gunn on her presentation and look forward to future updates.

Ms. Gunn left the meeting.

Mr. Longley and Mr. Kerr rejoined the meeting.

Ms. Alison Quigley and Dr. Kevin Chan joined the meeting.

6.2 Master Plan: Women's and Children's Hospital Update

Ms. Darling welcomed Dr. Chan and Ms. Quigley to the meeting. Dr. Chan and Ms. Quigley provided an overview of services of Women's and Children's services at THP. Dr. Chan shared that the integration of care for women and children have historically and systematically been left behind in health care planning. The strategy is to build a system that responds to the growth of the community, which has the highest rate of growth in children for any community in Ontario. This integrated health delivery model will confer intergenerational health benefits which will lead to a healthier baby, child, and mother into adulthood and beyond. He advised that the development of a Women's and Children's Hospital will result in more efficient access to services through innovative models of care, as well as community and ambulatory care clinics; allowing for a more sustainable use of funds for frontline care. In addition, the CVH emergency department will be equipped to provide quality, emergent women's and children's services, and unplanned care models will be co-designed with representation from all impacted services. Ms. Quigley advised further that the new hospital will further THP's ability to attract and retain talent, including global academic leaders; and that this consolidation will not result in job loss for frontline care teams [REDACTED]

[REDACTED] Dr. Chan and Ms. Quigley then supported questions from the Board.

Ms. Quigley, Dr. Chan, Mr. Longley and Mr. Kerr left the meeting.

Ms. Vinette-Hancharyk re-joined the meeting.

7.0 Reporting

7.1 Chair's Report

Ms. Darling and Ms. Farrow shared that Mr. Kohli has completed his term on the Board and that this is his last meeting. Since he will not be available to attend the Annual General Meeting on June 6, 2022, both Ms. Darling and Ms. Farrow expressed a sincere thank you on behalf of the Board and the Leadership Team, and presented him with a recognition gift as a symbol of THP's sincere appreciation for his significant contribution towards a new kind of healthcare for healthier community. Ms. Darling then reminded the Board of the THP Foundation's Hazel McCallion Walk for Health on June 5, 2022.

Ms. Vinette-Hancharyk left the meeting.

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7.2 i) Professional Staff Association Report

Dr. Grenier provided the Professional Staff Association Report. She highlighted the PSA survey of its members, which was shared with the Medical Advisory Committee and THP's senior leadership team. She shared Ms. Farrow, Dr. Morra and Ms. Hayward-Murray were receptive to the survey results and committed to working collaboratively with the PSA and its members. As this is her last meeting as the PSA President, she thanked them for all their mentorship and support as well as their commitment to the professional staff. She thanked the Board for their governance leadership in the most challenging of circumstances.

Ms. Darling thanked Dr. Grenier for her contributions to the Board of Directors.

ii) Chief of Staff Report

Dr. Morra reviewed the Chief of Staff Report. He thanked Dr. Grenier for her leadership and collaboration. He described how the hospital is perceived and the appeal of physicians in and outside of THP through being a respectful workplace and being anti-racist organization. He shared that Chiefs, Medical Directors and professional staff are undergoing the annual performance reviews. He shared that the surgical platform has been impacted greatly during the pandemic, their income has dropped significantly because they are billed by service and generally via referral service. He described the standardized model of programs across all hospital sites, as described by the Women's and Children's program presentation today.

iii) Chief Nursing Executive Report

Ms. Hayward-Murray reviewed the Chief Nursing Executive Report. She thanked Dr. Grenier who has been supportive with initiatives with nursing and overall with the professional practice staff. She advised that the workforce and nursing remains a hot topic that is part of every platform, the value of nursing has been elevated throughout the pandemic. THP is conducted a health human resource survey similar to that of the OHA where the results are similar across the sector, and to pivot around Dr. Morra's report, the surgical as well as critical care areas have significant staff and nursing shortages which impacts surgeons as well. Cancelling services because of health human resources has been a barrier to how much more THP could be doing. THP is aggressively moving forward with improvement strategies through job fairs, and taking on nursing learners into the organization to mentor and guide them throughout their learning experience. The \$5k bonus awarded by the government for the retention of nurses is favourable by some while others do not feel that is enough and to have pushed more through Bill 124. Completed Nursing Week and Better Together Week were met favourably with 200 awards, with a welcome from the high touchpoints from leadership.

8.0 Adjournment

MOVED by Mr. Eng and seconded by Mr. Allgood that, the meeting be adjourned.

CARRIED

The meeting was adjourned at 7:00PM.

Michele Darling, Chair

Karli Farrow, Secretary