

**Ontario Health, TGLN and all 14 LHINs  
Board of Directors Meeting (by Teleconference)**

**Date: June 24, 2020**

**Minutes**

**Directors Present:** Bill Hatanaka (Chair), Elyse Allan (Vice Chair), Jay Aspin, Andrea Barrack, Alex Barron, Jean-Robert Bernier (and as advisor to the TGLN and 14 LHINs Boards), Adalsteinn Brown, Rob Devitt, Garry Foster, Shelly Jamieson, Jackie Moss, Paul Tsaparis, Anju Virmani

**Directors not in Attendance:** N/A

**Ontario Health:** Matthew Anderson (CEO), Scott MacEachern (Senior Counsel and Acting Corporate Secretary), Ashley Dent (Senior Counsel and Interim Privacy Officer), Christine Gan (Board Assessor), Steven Johansen (Board Coordinator), Ashley Potts (Office of the Board Chair), Phuong Truong (Corporate Governance Coordinator), Louise Verity (Strategic Advisor, Corporate and Governance) Stephanie Lockert (Interim Lead, Strategy – for item 5), Donna Marafioti (Interim HR Lead – for item 6), Cindy Morris (Interim HR Lead – for item 6), Lisa Priest (Interim Lead, Community, Patient and Stakeholder Engagement – for item 7), Michelle Rossi (VP, Planning and Delivery, Quality – for item 7), Elham Roushani (Interim Finance Lead – for item 8), Angela Tibando (Digital & IT Lead – for item 9)

**Invited Guest(s):** Hon. J. David Wake (Integrity Commissioner of Ontario – for item 4), Daman Thable (Director, Public Sector Ethics, Office of the Integrity Commissioner – for item 4)

Item	Topic	Key Discussion Points	Decision	Action Items/Next Steps
1.	Chair's Opening Remarks	The Chair deferred his opening remarks.		
1.1	Call to Order	The meeting was called to order at 12:25 p.m.		
1.2	Recognition of Quorum	With quorum present for Ontario Health, TGLN and all 14 LHINs, the meeting was formally constituted.		

Item	Topic	Key Discussion Points	Decision	Action Items/Next Steps
1.3	Declarations of Conflict	No conflicts of interest were declared.		
1.4	Approve Agenda	The Board reviewed the Agenda as presented.	Upon motion duly made and seconded, and unanimously carried, the Agenda was approved as presented.	
1.5	Dedication – Ms. Moss	Ms. Moss dedicated the meeting to healthcare workers. Mr. Devitt will dedicate the next regular Board meeting.		
1.6	Approve May 27, 2020 Board Minutes	Members reviewed the minutes of the May 27, 2020 Board meeting and requested a revision.	Upon motion duly made and seconded, and unanimously carried, the minutes of the May 27, 2020 Board meeting were approved, as revised.	
1.7	Review Follow-Up Items	Follow-up items were reviewed by Mr. Anderson and Mr. MacEachern.		
1.8	Consolidated Board Evaluation Review	The Chair reviewed the consolidated board evaluation from the May 27, 2020 Board meeting and encouraged all members to complete the evaluation during future Board meetings to allow for continued valuable feedback.		
		The Board moved to a closed session due to the discussion of topics that are or may be subject to exemptions under the <i>Freedom of Information and Protection of Privacy Act</i> .		
		The Board returned to an open session.		
4.	Integrity Commissioner Presentation	Commissioner Wake and Ms. Thable joined the meeting and presented an overview of the public sector ethic rules as they apply to the boards of public sector agencies such as Ontario Health, further to the pre-read materials provided.  Members asked questions regarding the general investigative powers and expertise of the Commissioner's office and how best to avoid potential or perceived conflicts of interest.		
5.	Governance and Nominating	The Committee Chair reported on the June 23 <sup>rd</sup> GNC meeting, including:		

Item	Topic	Key Discussion Points	Decision	Action Items/Next Steps
	Committee (GNC) Report	<ul style="list-style-type: none"> <li>• Board members comments from the May 27, 2020 consolidated Board evaluation</li> <li>• The fiscal year 2020-21 Annual Business Plan &amp; Scorecard</li> <li>• Performance measures and targets</li> <li>• The Board calendar</li> </ul>		
		The Board moved to a closed session due to the discussion of topics that are or may be subject to exemptions under the <i>Freedom of Information and Protection of Privacy Act</i> .		
		The Board returned to an open session.		
6.	Human Resources and Compensation Committee (HRCC) Report	<p>The Committee Chair reported on the June 23<sup>rd</sup> HRCC meeting, including:</p> <ul style="list-style-type: none"> <li>• The Inclusion, Diversity and Equity Approach presentation</li> <li>• The HR related COVID-19 update</li> <li>• Workforce statistics</li> </ul>		
7.	Quality and Engagement Committee (QEC) Report	<p>The Committee Chair reported on the June 23<sup>rd</sup> QEC meeting, including:</p> <ul style="list-style-type: none"> <li>• An update on Cancer Care Ontario HPV testing and RFP</li> <li>• The sociodemographic data collection presentation</li> <li>• An update on the Mental Health and Addictions Centre of Excellence with a focus on advisory committees and structured psychotherapy hubs</li> <li>• An update on Ontario Health's fiscal year 2020-21 Annual Business Plan, as well as the fiscal year 2020-21 Corporate Scorecard</li> </ul>	<p>Upon motion duly made and seconded, and unanimously carried, the Board of Ontario Health approved the following resolution:</p> <p><b>BE IT RESOLVED THAT:</b></p> <p>The Board of Ontario Health approves the 20/21 Annual Business Plan substantially in the form presented today and directs the Chair to submit it to the Ministry on behalf of the Board. The Board also approves the 2020/21 Corporate Scorecard measures as defined in substantially the same format as presented today and supports management's continued work to finalize baselines and targets and directs management to return to the QEC in September</p>	

Item	Topic	Key Discussion Points	Decision	Action Items/Next Steps
			with a technical document regarding measurement specifications.	

8.	Finance, Audit and Risk Committee (FARC) Report	<p>The Committee Chair reported on the June 22<sup>nd</sup> and June 24<sup>th</sup> FARC meeting, including:</p> <ul style="list-style-type: none"> <li>• Erie St. Clair LHIN Benefit Agreement Extensions</li> <li>• Ontario Health (Cancer Care Ontario) Azure Agreement Ceiling Uplift</li> <li>• Trillium Gift of Life Network (TGLN) Open Competitive Procurement for Perfusion Solutions</li> <li>• TGLN Procurement for Disposable Supplies</li> <li>• TGLN Non-Competitive Procurement of Oracle Products</li> <li>• Central East LHIN Realty Lease Renewal - Port Hope Office</li> <li>• Pan-LHIN Cash Advance Requests</li> <li>• TGLN Audited Financial Statements for the Year Ended March 31, 2020</li> <li>• Audited Financial Statements for the Year Ended March 31, 2020 for the legacy agencies (those agencies now part of Ontario Health)</li> <li>• Ontario Health Audited Financial Statements for the Year Ended March 31, 2020</li> <li>• Pan-LHIN Audited Financial Statements for the Period Ended March 31, 2020</li> </ul> <p>As well, the decisions below were recommended by FARC to the Boards.</p>		
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## Decisions (FARC Recommended)

(1) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of the Erie St. Clair Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Erie St. Clair LHIN Board of Directors:

1. approves the extension of the existing Memorandum of Understanding between Erie St. Clair LHIN and Zavitz Insurance and Wealth Inc. (Zavitz), for the period beginning September 1, 2020 and ending August 31, 2022, without undertaking a competitive procurement under the allowable exception/exemption, provided that the total cost of this extension may not exceed \$42,054 annually; and
2. authorizes and directs the Chief Executive Officer of the Erie St. Clair LHIN, or any other person that the Board designates, to execute on behalf of the Erie St. Clair LHIN, any agreements or other documents required to give effect to this extension.

(2) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of the Erie St. Clair Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

1. The Erie St. Clair LHIN Board of Directors authorizes and directs the LHIN's Chief Executive Officer (CEO) or their designate, on behalf of the LHIN, to seek an allowable exemption(s) from the competitive procurement requirements of the Ontario Public Service Procurement Directive (Directive) to allow the LHIN to extend the Sun Life and Green Shield agreements for the period beginning September 1, 2020 and ending no later than August 31, 2022 provided that the total amount payable under the extended Sun Life agreement may not exceed \$3,400,000 and the amount payable under the extended Green Shield agreement may not exceed \$5,400,000.
2. Should the exemption(s) apply, the Erie St. Clair LHIN Board of Directors authorizes the CEO or any other person that the Board designates, to execute on behalf of the Erie St. Clair LHIN, any agreements or other documents required to extend the Green Shield and Sun Life agreements as authorized.
3. Should the exemption(s) not apply, the LHIN will continue month to month payments of employee benefit services provided by Sun Life and Green shield under the agreements while a competitive procurement is promptly undertaken.

(3) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Ontario Health approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of Ontario Health approves Ontario Health (Cancer Care Ontario) to proceed with a non-competitive procurement under the allowable exceptions, "to recognize exclusive rights" to increase the contract ceiling amount to \$2,959,053 (incremental increase of \$959,053) with Microsoft Azure to the end of the contract term, March 31, 2021.

(4) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Trillium Gift of Life Network (TGLN) approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of TGLN approves TGLN to proceed with posting a RFP for Perfusion Solutions for Heart & Lungs.

(5) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Trillium Gift of Life Network (TGLN) approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of TGLN approves TGLN's execution of a two-year agreement, plus two one-year extensions, with Medline for multi-tissue recovery custom packs.

(6) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Trillium Gift of Life Network (TGLN) approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of TGLN approves TGLN proceeding with a non-competitive procurement, under the allowable exception, where only one supplier is able to meet the requirements of a procurement, of Oracle products for a one-year term.

(7) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of the Central East Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of Central East LHIN approves a lease extension negotiated by Infrastructure Ontario, for 151 Rose Glen Rd, Port Hope, Ontario for a two-year term retroactive from May 1, 2020 to April 30, 2022 for \$13,500.00 annually, conditional on the LHIN seeking and receiving approval by the Treasury Board Secretariat as required by section 28 of the Financial Administration Act.

(8) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Ontario Health approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of Ontario Health approve the audited financial statements for Cancer Care Ontario for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(9) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Ontario Health approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of Ontario Health approve the audited financial statements for eHealth Ontario for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(10) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Ontario Health approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of Ontario Health approve the audited financial statements for OTN for the Year Ended March 31, 2020 as amended.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(11) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Ontario Health approved the following resolution:

**BE IT RESOLVED THAT:**

That the Board of Directors of Ontario Health approve the audited financial statements for HealthForce Ontario for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(12) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Ontario Health approved the following resolution:

**BE IT RESOLVED THAT:**

That the Board of Directors of Ontario Health approve the audited financial statements for Health Quality Ontario for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(13) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Ontario Health approved the following resolution:

**BE IT RESOLVED THAT:**

That the Board of Directors of Ontario Health approve the audited financial statements for Health Shared Services Ontario for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(14) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Trillium Gift of Life Network (TGLN) approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of TGLN approve the audited financial statements for TGLN for the Year ended March 31, 2020 as presented which includes the approval of the interfund transfer between the unrestricted net assets to restricted net assets in the amount of \$144,006 (with respect to charitable donations received by TGLN in fiscal year 2019/20).

(15) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Ontario Health approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of Ontario Health approve the audited financial statements for Ontario Health for the Period June 6, 2019 to March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(16) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of the Erie St. Clair Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of the Erie St. Clair LHIN approve the audited financial statements for the Erie St. Clair LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(17) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of the Hamilton Niagara Haldimand Brant Local Health Integration Network approved the following resolution:



**BE IT RESOLVED THAT:**

The Board of Directors of the Hamilton Niagara Haldimand Brant LHIN approve the audited financial statements for the Hamilton Niagara Haldimand Brant LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(18) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of the South West Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of the South West LHIN approve the audited financial statements for the South West LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(19) Upon motion duly made and seconded, and unanimously carried, the Board of Directors of the Waterloo Wellington Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of the Waterloo Wellington LHIN approve the audited financial statements for the Waterloo Wellington LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(20) Upon motion duly made and seconded, and unanimously carried, the Toronto Central Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of the Toronto Central LHIN approve the audited financial statements for the Toronto Central LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(21) Upon motion duly made and seconded, and unanimously carried, the Central West Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of the Central West LHIN approve the audited financial statements for the Central West LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(22) Upon motion duly made and seconded, and unanimously carried, the Mississauga Halton Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of the Mississauga Halton LHIN approve the audited financial statements for the Mississauga Halton LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(23) Upon motion duly made and seconded, and unanimously carried, the North Simcoe Muskoka Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of the North Simcoe Muskoka LHIN approve the audited financial statements for the North Simcoe Muskoka LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(24) Upon motion duly made and seconded, and unanimously carried, the Central Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of the Central LHIN approve the audited financial statements for the Central LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(25) Upon motion duly made and seconded, and unanimously carried, the South East Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of the South East LHIN approve the audited financial statements for the South East LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(26) Upon motion duly made and seconded, and unanimously carried, the Central East Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of the Central East LHIN approve the audited financial statements for the Central East LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(27) Upon motion duly made and seconded, and unanimously carried, the Champlain Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of the Champlain LHIN approve the audited financial statements for the Champlain LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(28) Upon motion duly made and seconded, and unanimously carried, the North West Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of the North West LHIN approve the audited financial statements for the North West LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

(29) Upon motion duly made and seconded, and unanimously carried, the North East Local Health Integration Network approved the following resolution:

**BE IT RESOLVED THAT:**

The Board of Directors of the North East LHIN approve the audited financial statements for the North East LHIN for the Year Ended March 31, 2020.

In the case of any variance between the financial statements as presented and approved by FARC and the financial statements as approved by the Board, FARC directs the Chair, or his designates, to review and approve any such variances.

Item	Topic	Key Discussion Points	Decision	Action Items/Next Steps
		The Board moved to a closed session due to the discussion of topics that are or may be subject to exemptions under the <i>Freedom of Information and Protection of Privacy Act</i> .		
		The Board returned to an open session.		
9.	Innovation and Transformation Committee (ITC) Report	The Committee Chair reported on the June 24 <sup>th</sup> ITC meeting, including: <ul style="list-style-type: none"> <li>An Update on the Ontario Health Data Platform</li> </ul>		
		The Board moved to a closed session due to the discussion of topics that are or may be subject to exemptions under the <i>Freedom of Information and Protection of Privacy Act</i> .		
	Termination of meeting	The meeting was adjourned at 5:35 p.m.	Upon motion duly made, seconded, and unanimously carried the meeting was adjourned.	




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William Hatanaka, Board Chair




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Ashley Dent, Acting Corporate Secretary