

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

Date: February 4, 2021

Minutes

Directors Present: Bill Hatanaka (Chair), Elyse Allan (Vice Chair), Jay Aspin, Andrea Barrack, Jean-Robert Bernier (and as advisor to the 14 LHIN Boards), Garry Foster, Shelly Jamieson, Jackie Moss, Paul Tsaparis, Anju Virmani

Directors not in Attendance: Alex Barron, Adalsteinn Brown

Ontario Health: Matthew Anderson (Chief Executive Officer), Anne Corbett (General Counsel and Executive Lead, Legal, Privacy and Risk), Christine Gan (Board Assessor), Steven Johansen (Board Coordinator), Ashley Potts (Office of the Board Chair), Phuong Truong (Board Assessor), Louise Verity (Strategic Advisor, Office of the CEO), Stephanie Lockert (Interim Lead, Corporate Planning – for item 8), Elham Roushani (Chief Financial Officer – for item 9), April Gamache (Chief Human Resources Officer – for item 10), Angela Tibando (Interim Executive Lead, Digital Excellence in Health – for item 11), Donna Kline (Chief Communications and Engagement Officer – for item 12)

Invited Guest(s): N/A

Item	Topic	Key Discussion Points	Decision	Action Items/Next Steps
1.	Chair's Opening Remarks	The Chair welcomed Board Members to the meeting.		
1.1	Call to Order	The meeting was called to order at 12:40 p.m.		
1.2	Recognition of Quorum	With quorum present for Ontario Health, TGLN and all 14 LHINs, the meeting was formally constituted.		
1.3	Declarations of Conflict	No conflicts of interest were declared.		

Item	Topic	Key Discussion Points	Decision	Action Items/Next Steps
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 – Mr. Hatanaka	The Chair dedicated the meeting to homecare workers.		
1.6	Approve December 9, 2020 Board Minutes	Members reviewed the minutes of the December 9, 2020 Board meeting.	Upon motion duly made and seconded, and unanimously carried, the minutes of the December 9, 2020 Board meeting were approved.	
1.7	Review Follow-Up Items	Mr. Anderson reviewed the follow-up item.		
2.	COVID-19 Update	<p>Mr. Anderson took Members through the COVID-19 related sections of the CEO Report, further to the pre-read materials.</p> <p>Members asked questions and discussed with Mr. Anderson challenges related to the future loosening of public health measures, challenges with vaccine supply, the vaccine distribution strategy, swabbing techniques related to testing, rapid testing and the performance of the lab network to date.</p>		
4.	CEO Report	<p>Mr. Anderson took Members through the CEO Report, further to the pre-read materials.</p> <p>Mr. Anderson highlighted the upcoming changes related to some LHIN employees who will be joining Ontario Health, as well as organizational changes/transfers. The current state of executive leadership and human resources was also discussed.</p> <p>A detailed question and answer period followed.</p>		
		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.		

Item	Topic	Key Discussion Points	Decision	Action Items/Next Steps
8.	Governance and Nominating Committee (GNC) Report	<p>The Committee Chair reported on the February 3rd GNC meeting, including:</p> <ul style="list-style-type: none"> • Consent Agenda - Open: <ul style="list-style-type: none"> • Roles & Responsibilities Matrix 		
		<p>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>.</p>		
		<p>The Board returned to an open session.</p>		
9.	Finance, Audit and Risk Committee (FARC) Report	<p>The Committee Chair reported on the February 3rd FARC meeting, including:</p> <ul style="list-style-type: none"> • TGLN Charity Revocation • TGLN - Approval for Distribution of Charitable Donations • Procurement Approvals: <ul style="list-style-type: none"> • TGLN Procurement - General Medical Supplies • Procurement for HCC Medical Equipment and Supplies (TB Approval Required) • Procurement for Mobile COVID 19 Testing Services (TB Approval Required) • Service Agreement for FulFillment House Services for Cancer Screening Program • Technology Procurements Requiring Treasury Board Approval by March 2021 (TB Approval Required) • OH Internal Audit Charter • Consent Agenda: <ul style="list-style-type: none"> • TGLN Audit Plan by E&Y • SW LHIN Lease Extension - Stratford Office • NW LHIN Lease Extension – Thunder Bay Offices 		

Item	Topic	Key Discussion Points	Decision	Action Items/Next Steps
		As well, the decisions below were recommended by FARC to the Boards.		

Decisions (FARC Recommended)

TGLN Charity Revocation

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

WHEREAS in furtherance of the Ontario Government’s plan to implement a new model of integrated health care delivery in Ontario, the Government enacted the Connecting Care Act, 2019 (the “Act”) under which a single provincial agency - Ontario Health - will assume centralized responsibility for most of the functions of at least twenty health agencies, including Trillium Gift of Life Network (“Corporation”);

AND WHEREAS all assets, liabilities, rights and obligations, and all records relating thereto, of the Corporation, as well as all employees of the Corporation and related records, rights and obligations are anticipated to be transferred to Ontario Health, on or before April 1, 2021, pursuant to a Transfer Order to be issued under Part V of the Act;

AND WHEREAS the Ontario Government will also by order dissolve the Corporation on or before April 1, 2021;

AND WHEREAS, it is expedient and in the best interests of the Corporation to voluntarily revoke its charitable status;

BE IT RESOLVED THAT:

1. The submission of an application to the Canada Revenue Agency (CRA) to voluntarily revoke the Corporation’s charitable status is authorized;
2. If the Corporation is dissolved in advance of completing the required filings or reports, in addition to the Corporation’s authority under subsection 43(5) of the Connecting Care Act, 2019, the Chair and Chief Executive Officer of Ontario Health have the full authority to deal with all matters with CRA on behalf of the Corporation after its dissolution, including all communications with CRA and all filings by the Corporation (including all T3010 and T2046 Part V tax returns); and
3. The directors and officers of Ontario Health are authorized, for and on behalf of the Corporation, to approve the final financial statement of the Corporation; and to have any and all residual authority as may be required to complete any outstanding matters arising out of the revocation of charitable status and to give effect to the foregoing.

TGLN - Approval for Distribution of Charitable Donations

Upon motion duly made and seconded, and unanimously carried, the Board of Directors of TGLN approved the following resolution:

BE IT RESOLVED THAT:

The Board of Directors of TGLN approves allocation of TGLN's charitable donations (50% each) to:

- the Institute for Clinical Evaluative Sciences (IC/ES) to undertake projects to enable quality improvement, support performance management and drive increases in ODT and donor registration in Ontario; and,
- the Canadian Donation and Transplantation Research Program (CDTRP) to be held in trust by the Canadian Liver Foundation (CLF) for CDTRP to administer grant competitions to support research in the areas of ODT and/or donor registration in Ontario.

TGLN Procurement - General Medical Supplies

Upon motion duly made and seconded, and unanimously carried, the Board of Directors of TGLN approved the following resolution:

BE IT RESOLVED THAT:

The Board of Directors of TGLN approves TGLN proceeding with a non-competitive procurement of select medical supply contracts through Mohawk MedBuy Corporation (MMC) as an exemption to the procurement directive.

AND

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 Ontario Health, through a non-competitive procurement exemption to the procurement directive, become a class C member of Mohawk MedBuy Corporation (MMC) and a customer of Plexxus, pending Ontario Health legal review of contracts.

Procurement for HCC Medical Equipment and Supplies (TB Approval Required)

Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Ontario Health and the Boards of Directors of the 14 Local Health Integration Networks (LHINs) approved the following resolution:

BE IT RESOLVED THAT:

The Board of Directors of Ontario Health and the Boards of Directors of the 14 Local Health Integration Networks (LHINs) approve:

Ontario Health proceeding, on behalf the 14 Local Health Integration Networks (LHINs), with an open competitive procurement for Medical Equipment and Supplies for Home and Community Care with a forecasted spend of \$764,000,000 inclusive of HST. Management is instructed to return to the Ontario Health Board with a plan for transitioning Ontario Health's role in this procurement to the LHINs with the express intention that such role will be transitioned to the LHINs.

AND

Upon motion duly made and seconded, and unanimously carried, the Boards of Directors of the 14 Local Health Integration Networks (LHINs) approved the following resolution:

BE IT RESOLVED THAT:

The Boards of Directors of the 14 Local Health Integration Networks (LHINs) approve:

An exemption to the Ontario Public Service (OPS) Procurement Directive for non-competitive procurements of \$153,000,000 inclusive of HST, for the 14 Local Health Integration Networks (LHINs) for the continued provision of MES contracts with incumbent suppliers for a period of up to 24 months, to allow for a completion of a go-to-market provincial strategy that is aligned with MPSC representing hospital contracts' spend.

Procurement for Mobile COVID 19 Testing Services (TB Approval Required)

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 a competitive procurement with ceiling of up to \$68,545,800 including HST, to continue to provide mobile testing services to help stabilize Ontario's health care system for the remainder of 2021, in case that full volume of testing is required.

Service Agreement for Fulfillment House Services for Cancer Screening Program

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 the strategic recommendation for Ontario Health to enter into a Service Agreement with Docu-Link International Inc. for the provision of Fulfillment House Services to support the Ontario Cancer Screening Correspondence Program for two (2) years plus three (3) optional one (1) year extensions.

- Estimated Total Contract Value: \$6,936,074 including HST

Technology Procurements Requiring Treasury Board Approval by March 2021 (TB Approval Required)

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 Management to proceed with seeking Treasury Board approval of 5 procurement items valued at \$2.0M and over, in accordance with the OPS Procurement Directive, for technologies required to fulfill Ontario Health's mandate in operating a number of clinical systems. The total funding envelope for a 5-year period (April 1, 2021 – March 31, 2026) is not to exceed \$126.5M including HST, with vendor contracts not to exceed a maximum 5-year term.

OH Internal Audit Charter

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 the Internal Audit Charter as presented.

TGLN Audit Plan by E&Y

Upon motion duly made and seconded, and unanimously carried, the Board of Directors of TGLN approved the following resolution:

BE IT RESOLVED THAT:

The Board of Directors of TGLN approves the audit plan presented today by Ernst & Young LLP, for the year ended March 31, 2021.

SW LHIN Lease Extension - Stratford Office

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

BE IT RESOLVED THAT:

The Board of Directors of the South West LHIN approves a lease extension negotiated by Infrastructure Ontario for 65 Lorne Avenue East, Stratford, Ontario for a two -year term for the period April 1, 2021 to March 31, 2023, at an estimated annual rate of \$163,265 conditional on the LHIN seeking and receiving approval by the Treasury Board Secretariat as required by Section 28 of the Financial Administration Act.31, 2021.

NW LHIN Lease Extension – Thunder Bay Offices

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

BE IT RESOLVED THAT:

The Board of Directors of the North West LHIN approves lease extensions negotiated by Infrastructure Ontario for 975 Alloy Drive and 961 Alloy Drive Thunder Bay, Ontario for one-year term for the period July 1, 2021 to June 30, 2022, at an estimated annual rate of \$232,488 and \$509,070 respectively. This is conditional on the LHIN seeking and receiving approval by the Treasury Board Secretariat as required by Section 28 of the Financial Administration Act.

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		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.		
10.	Human Resources and Compensation Committee (HRCC) Report	<p>The Committee Chair reported on the February 3rd HRCC meeting, including:</p> <ul style="list-style-type: none"> • OH Equity, Inclusion, Diversity and Anti-Racism Policy 	<p>OH Equity, Inclusion, Diversity and Anti-Racism Policy</p> <p>Upon motion duly made and seconded, and unanimously carried, the Board of Directors of Ontario Health approved the following resolution:</p> <p>BE IT RESOLVED THAT:</p> <p>The Board of Directors of Ontario Health approves the Ontario Health Equity, Inclusion, Diversity and Anti-Racism Policy as presented.</p>	
		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.		
11.	Innovation and Transformation Committee (ITC) Report	The Committee Chair reported on the February 4 th ITC meeting and advised there were no items in the open agenda.		
		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.		
12.	Quality and Engagement	The Committee Chair reported on the February 4 th QEC meeting, including:		

Item	Topic	Key Discussion Points	Decision	Action Items/Next Steps
	Committee (QEC) Report	<ul style="list-style-type: none"> <li data-bbox="478 310 1192 370">• Mental Health and Addictions Centre of Excellence Draft Business Plan <li data-bbox="478 378 968 407">• Stakeholder Engagement Framework 		
		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 4:20 p.m.	Upon motion duly made, seconded, and unanimously carried the meeting was adjourned.	



William Hatanaka, Board Chair



Anne Corbett, Corporate Secretary

