

**Board of Directors
Open Meeting Minutes**

May 26, 2022

Cortellucci Vaughan Hospital/Teams Meeting

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| Members | Ms. Fay Lim-Lambie, Mr. Joseph Amato, Ms. Azi Bolorchi, Mr. Dev Chopra, Dr. Eyal Golan, Mr. Peter Hargitai, Dr. Steven Jackson, Ms. Marion Kirsh, Ms. Joby McKenzie, Ms. Ruby Philip-Katyal, Ms. Rina Pillitteri, Dr. Nikila Ravindran, Ms. Deryn Rizzi, Mr. David Steinberg, Mr. Altaf Stationwala, Mr. Raj Uttamchandani, Ms. Mary-Agnes Wilson, Ms. Stephanie Zee |
| Senior Leadership Team | Ms. Stav D'Andrea, Ms. Krista Finlay, Ms. Natalie Hovey, Mr. David Stolte, Ms. Allison Trenholm |
| Regrets | Ms. Krista Collinson |
| Resources | Ms. Cleo Surace |

1.0 Call to Order and Approval of Agenda

Ms. Fay Lim-Lambie, Chair of the Board, called the meeting to order at 4:00 p.m. and confirmed quorum.

MOVED by Ms. Marion Kirsh and **SECONDED** by Ms. Deryn Rizzi that the agenda for the May 26, 2022 meeting be approved, as presented.

CARRIED**2.0 Declaration of Conflict of Interest**

All those in attendance were reminded of their responsibilities with respect to Conflict of Interest and no conflicts were declared.

3.0 Approval of the Consent Agenda

MOVED by Ms. Deryn Rizzi and **SECONDED** by Ms. Marion Kirsh that the consent agenda be approved, as presented.

- **Open Board of Directors Minutes – March 24, 2022**

BE IT RESOLVED that the Board of Directors approves the March 24, 2022 Board of Directors Open Meeting Minutes.

Finance and Audit Committee

- **Internal Audit**

BE IT RESOLVED that the Board of Directors approve Mackenzie Health contract with KPMG LLP, for internal audit service to perform the following audits in 2022- 23:

- Cyber maturity assessment
- HR process review
- Fraud controls assessment

- **2022/23 Capital Budget**

BE IT RESOLVED that the Finance and Audit Committee recommends for approval the 2022/23 annual capital budget allocation of own funds cash by the Board of Directors for \$7.398 million and a capital budget of \$18.328 million.

- **H-SAA Declaration of Compliance**

BE IT RESOLVED that the Board of Directors authorize the Board Chair to sign the H-SAA Compliance Declaration, for the period of April 1, 2021 to March 31, 2022, indicating that the hospital has complied with the terms of the Agreement without any exceptions identified.

- **M-SAA Declaration of Compliance**

BE IT RESOLVED that the Board of Directors authorize the Board Chair to sign the M-SAA Compliance Declaration, for the period of April 1, 2021 to March 31, 2022, as per section 8.1 (d) of the agreement indicating that the hospital has complied with the terms of the agreement without any exceptions identified.

- **Broader Public Sector Accountability Act (BPSAA) Attestation**

BE IT RESOLVED that the Board of Directors grants approval for the Chair and CEO to sign off on the Compliance Report – Attestations for the period of April 1, 2021 to March 31, 2022.

- **Western York Region Ontario Health Team FY2021-22 Year End Submission**

BE IT RESOLVED that the Board of Directors approve the Western York Region Ontario Health Team FY2020-21 Year End Submission, as presented.

CARRIED

4.0 Chair's Remarks

Ms. Fay Lim-Lambie welcomed Board members.

5.0 Committee Reports

5.1 Finance & Audit Committee

Ms. Stephanie Zee, Chair of the Finance & Audit Committee provided the Board of Directors with an overview of the May 24, 2022 meeting. Ms. Stephanie Zee presented the following resolution items before the Board:

5.1.1 2021/22 Year End Audited Financial Statement and Auditor's Report

MOVED by Mr. Dev Chopra and **SECONDED** by Ms. Joby McKenzie:

BE IT RESOLVED, that the Board of Directors approve the 2021/22 Audited Financial Statements and the Year End Audit Report, as presented.

CARRIED

5.2 Governance Committee

Ms. Ruby Philip-Katyal, Chair of the Governance Committee provided the Board of Directors with an overview of the May 5, 2022 meeting. The Chair's report was included in the pre-circulated materials. Ms. Ruby Philip-Katyal presented the following resolution items before the Board:

5.2.1 Board Appointments/Reappointments

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED That the Board of Directors recommends the election of Azi Bolorchi for a second 3-year term for approval by the Members at the 2022 Mackenzie Health Annual General Meeting.

CARRIED

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED That the Board of Directors recommends the election of Peter Hargitai for a second 3-year term for approval by the Members at the 2022 Mackenzie Health Annual General Meeting.

CARRIED

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED That the Board of Directors recommends the election of Joby McKenzie for a second 3-year term for approval by the Members at the 2022 Mackenzie Health Annual General Meeting.

CARRIED

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED That the Board of Directors recommends the election of Fay Lim-Lambie for a third 3-year term for approval by the Members at the 2022 Mackenzie Health Annual General Meeting.

CARRIED

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED That the Board of Directors recommends the election of Stephanie Zee for a third 3-year term for approval by the Members at the 2022 Mackenzie Health Annual General Meeting.

CARRIED

5.2.2 Officers of the Corporation

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED that the Board of Directors appoint Fay Lim-Lambie as Chair of the Board for 2022-2023.

CARRIED

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED that the Board of Directors appoint Stephanie Zee as Vice Chair of the Board for 2022-2023.

CARRIED

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED that the Board of Directors appoint Stephanie Zee as Treasurer of the Board for 2022-2023.

CARRIED

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED that the Board of Directors appoint Altaf Stationwala as Secretary of the Board for 2022-23.

CARRIED

5.2.3 Board Committee Leadership Appointments

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED that the Board of Directors approve the 2022-2023 Board Committee Leadership appointments, as presented.

Executive Committee Chair – Fay Lim-Lambie

Executive Committee Vice Chair – Stephanie Zee

Finance and Audit Committee Chair – Stephanie Zee (June-Dec 2022)

Finance and Audit Committee Vice Chair – Dev Chopra (Chair: Dec-May 2023)

Governance Committee Chair – Ruby Philip-Katyal

Governance Committee Vice Chair – David Steinberg

Human Resources Committee Chair – Joby McKenzie

Human Resources Committee Vice Chair – Deryn Rizzi

Medical Advisory Committee Chair – Dr. Steven Jackson

Planning and Development Committee Chair – Joseph Amato

Planning and Development Committee Vice Chair – Krista Collinson

Quality, Safety & Risk Committee Chair – Azi Boloorch

Quality, Safety & Risk Committee Vice Chair – Peter Hargitai

CARRIED

5.2.4 Board Committee Membership Appointments

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED that the Board of Directors approve the 2022-2023 Board Committee Membership appointments, as presented.

CARRIED

5.2.5 Mackenzie Innovation Institute Board Appointment

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED that the Board of Directors approve the appointment of Joby McKenzie as Chair to the Mackenzie Innovation Institute (Mi²) Board of Directors for the 2022/2023 Board term.

CARRIED

5.2.6 Mackenzie Health Foundation Board Appointment

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED that the Board of Directors approve the appointment of the Chair of the Board to serve as a Director on the Mackenzie Health Foundation Board of Directors for the 2022/2023 Board term.

BE IT RESOLVED that the Board of Directors approve the appointment of the Mackenzie Health President and CEO to serve as a Director on the Mackenzie Health Foundation Board of Directors for the 2022/2023 Board term.

CARRIED

5.2.7 President's Community Advisory Council

MOVED by Ms. Marion Kirsh and **SECONDED** by Mr. Dev Chopra:

BE IT RESOLVED that the Board of Directors approve the appointment of Joby McKenzie as an Observer on the President's Community Advisory Council for the 2022/23 Board term.

CARRIED

5.2.8 Professional Staff By-Laws Amendments

MOVED by Ms. Deryn Rizzi and **SECONDED** by Ms. Azi Bolorchi:

BE IT RESOLVED that the Board of Directors approve of the Professional Staff By-Law with Option 4. The Professional Staff By-Law will also require approval by the Members at the 2022 Mackenzie Health Annual General Meeting in June 2022.

CARRIED

5.3 Quality, Safety & Risk Committee

Ms. Azi Bolorchi, Chair of the Quality, Safety & Risk Committee provided the Board of Directors with an overview of the May 17, 2022 meeting. The Chair's report was included in the pre-circulated materials.

5.4 Human Resources Committee

Ms. Joby McKenzie, Chair of the Human Resources Committee, provided the Board of Directors with an overview of the May 3, 2022 meeting. The Chair's report was included in the pre-circulated materials.

6.0 Comments/Reports

6.1 Chief Executive Officer

There was no business to address under this item.

6.2 Chief Nursing Executive

Ms. Mary-Agnes Wilson, Chief Nursing Executive, provided an update on National Nursing Week, which was celebrated on May 8-14, 2022. This year's theme was, #WeAnswerTheCall, developed by the Canadian Nurses Association. It represents the many roles nurses play in a patient's health care journey. Nurses are educators, leaders, communicators, advocates and much more. Updates were provided on recruitment of new staff, staff retention, learning and development and opportunities available to grow your career.

6.3 Chief of Staff

There was no business to address under this item.

6.4 Professional Staff Association

Dr. Eyal Golan provided an overview on physician recruitment and retainment. Highlights included physicians' perspectives on what physician's value in order to attain and retain the best and the brightest.

7.0 Other Business

There was no business to address under this item.

8.0 Adjournment

There being no further business, the meeting adjourned at 5:40 p.m.