

## Board of Directors Meeting (Open Session)

### MINUTES OF MEETING

January 31, 2023

St. Catharines Site

	Sept 27/2022	Nov 29/2022	Jan 31/2023				
Bunny Alexander, Chair	✓	✓	✓				
Ray Archer	✓	✓	✓				
Gervan Fearon	✓	✓*	✓*				
Lynn Guerriero (ex-officio)	✓	✓	✓				
Marti Jurmain	✓	✓*	✓				
Alison MacTavish	-	✓	✓*				
Shane Malcolm	✓*	✓	✓*				
Stephen Murdoch	✓	✓	✓				
Catherine Novick	✓	✓	✓				
Marylee O'Neill	✓	✓*	✓				
Heather Paterson (ex-officio)	✓	✓	✓				
Murray Paton	R	✓*	✓				
Carmen Rossiter	R	✓	✓*				
Cathy Sutherland	R	✓	R				
Robert Tiffin	✓	✓	✓				
Johan Viljoen (ex-officio)	✓	✓	✓				
Barry Wright	✓	✓	✓				
Elisabeth Zimmermann	✓	✓	R				
<b>Staff and Guests in Attendance:</b>							
Harpreet Bassi	✓	✓	✓				
Linda Boich	✓	✓	✓				
Sonali Kohli	✓	✓	✓				
Fiona Peacefull	✓	✓	✓				
Angela Zangari	✓	✓	✓				

\*Virtual Attendance

#### Guests:

Laura Farrelly – Director, Women & Babies, Pediatrics and Emergency  
 Holly Calvert – Niagara Health Foundation  
 Andrea Scott – Niagara Health Foundation  
 Albert Iannatuono – Niagara Health Foundation  
 Jaelynne Sonke – Director, Surgery  
 Dr. Ian Brown – Chief, Surgery  
 Dr. Don DuVall – Chief, Anesthesia

#### 1. **CALL TO ORDER**

Board Chair Bunny Alexander welcomed fellow Directors, staff and guests and called the meeting to order at 4:05 p.m. In person attendees were reminded of the housekeeping matters related to the hybrid meeting environment.

### 1.1 Land Acknowledgement

Shane Malcolm acknowledged the lands that the Board was gathered on.

### 1.2 Quorum

There was quorum and the meeting was properly constituted for the transaction of business.

### 1.3 Approval of the Agenda

#### **MOTION B23-001:**

**It was MOVED by M. Paton and SECONDED by R. Archer that the Niagara Health System Board of Directors approves the Open Session Agenda for the January 31, 2023 Meeting as presented. CARRIED.**

### 1.4 Declaration of Conflicts

There were no conflicts declared with the subject matter contained within the agenda.

### 1.5 Chair's Comments

The Chair congratulated the Board and Executive Team on the launch of the strategic plan. Thanks were also extended to the Nominating Committee who has contributed a significant amount of time to support the new Director recruitment. Directors were reminded that there is a virtual session scheduled in February to complete some pre work related to the upcoming Accreditation survey.

### 1.6 Patient Story

Laura Farrelly provided the Board with the story of the journey of a paediatric patient who presented to the emergency department with respiratory distress. The Paediatric Surge Algorithm was activated to ensure that the patient was moved to the Children's Unit as expeditiously as possible. Due to the pressures being experienced in the province at the time, the patient could not be transferred to a tertiary care centre. The Children's Health Unit was able to adapt and provide a high level of care by realigning resources and leveraging Neonatal ICU trained staff.

## 2. EDUCATION

2.1 The education item was deferred.

## 3. CONSENT AGENDA

#### **MOTION B23-002:**

**It was MOVED by R. Tiffin and SECONDED by M. O'Neill that the Niagara Health System Board of Directors approves the Consent Agenda for the January 31, 2023 Open Session meeting as presented, including the motions listed below:**

- **That the Minutes of the November 29, 2022 Open Session Meeting of the Niagara Health System Board of Directors be approved as presented.**
- **That the Niagara Health System Board of Directors approve the CAPS 2023/24 Other Vote Budget as amended.**
- **That, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve the 2022/23 LSAA Schedule E Declaration of Compliance.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Role of the Board Chair, Role of the Board Vice Chair, Role of the Board Secretary and Role of the Committee Chair policies as amended.**

- **That, on the recommendation of the Governance and Medical Advisory Committees, having considered the information provided in accordance with the processes set out in the Niagara Health System By-Law Number 2, Professional Staff By-Law and the Public Hospitals Act, the Niagara Health System Board of Directors approves the appointment of Dr. Karen Macmillan as Interim Chief of Obstetrics and Gynecology, effective March 15th, 2023.**
- **And that, on the recommendation of the Governance and Medical Advisory Committees, having considered the information provided in accordance with the processes set out in the Niagara Health System By-Law Number 2, Professional Staff By-Law and the Public Hospitals Act, the Niagara Health System Board of Directors approves the Selection Committee as set out below for the recruitment of the Chief of Obstetrics and Gynecology:**  
**Dr. Johan Viljoen (Chair), Ms. Lynn Guerriero, NH Board of Directors (TBD), Ms. Heather Paterson, Dr. Alison MacTavish (or Delegate), Ms. Zainab Awad, Dr. Ian Brown, Ms. Laura Farrelly, Dr. Emily Baker, Dr. Heather MacDonald, Ms. Jennifer Gasparotto, Ms. Heather Gallagher and Dr. Amanda Bell. CARRIED.**

#### **4. REPORTS**

##### **4.1 Report of the President and CEO**

Lynn Guerriero provided highlights from the January 31, 2023 President and CEO's report including the launch of the Strategic Plan and ED Review Panel, as well as the progress on the South Niagara Site. Discussion arose around primary care recruitment within the Niagara Community.

##### **4.2 Report of the Niagara Health Foundation**

Albert Iannatuono and Andrea Scott provided highlights from the January 2023 Foundation report with a focus on the Gala occurring in March. Work continues with potential donors for the South Niagara Site and recent fundraising events, including the Celebration of Lights and Rankin Cancer Run, have been successful.

#### **5. BUSINESS ARISING/NEW BUSINESS**

##### **5.1 Welland Surgical Service Change**

Dr. Johan Viljoen, Heather Paterson, Dr. Ian Brown, Dr. Don DuVall and Jaelynn Sonke were present to provide the Board with an overview of the ongoing shortage of anesthetists (occurring nationally) which is resulting in frequent operating room redirects at Niagara Health's Niagara Falls and Welland Sites. A change in service is required to manage access to critical health human resources and ensure a sustainable model and service. It was noted that the Board's Physician Briefing Advisory Committee has been engaged in more detailed discussions related to the issue. It was further noted that a special exception was made to approve the request of a delegation to address the Board on this matter which was received outside of the policy mandated timelines. The delegation subsequently withdrew the request to address the Board prior to this meeting.

Planning for this service change has been collaborative and employed the following principles:

- Patient Safety will be at the forefront of decision making;
- Creation of a sustainable health human resource model to support recruitment, retention and quality of work life balance;
- Increased consistency of care through standardization based on evidence-based practices; and
- Service delivery will be reviewed and adjusted as organizational needs change.

To support this planning work, workshop discussion took place with clinical leaders and support services and supporting working groups were established. The Board was provided with an overview of the potential risks and mitigation strategies, as well as a summary of the communication plan. The Hospital and Physician insurers have also been engaged to review the legal liabilities and considerations. It was noted that this concept is not new to the organization and the teams are skilled at stabilizing and transferring patients. The teams are working closely with Niagara EMS and focusing on patient mapping to ensure a smooth transition.

Having considered the information provided, the Board passed a motion approving the proposed service change.

**MOTION B23-003:**

**It was MOVED by B. Wright and SECONDED by M. Jurmain**

**Whereas there is an ongoing shortage of anesthetists, and**

**Whereas recruitment of anesthetists continues to be a challenge locally and nationally,**

**That, in order to maintain access to safe perioperative care, the Niagara Health System Board of Directors approves the Perioperative Service Redesign Plan as presented effective February 27, 2023. CARRIED.**

**6. MATTERS FOR DECISION/DISCUSSION**

**6.1 Report of the Quality Committee**

Marti Jurmain, Quality Committee Vice-Chair, provided highlights from the Committee's January meeting as outlined in the Committee report to the Board. The Committee was pleased to welcome two Patient Partners who have joined the Committee. Discussion was focused on the surgical service redesign, pressure injury prevention strategies and endorsing the recommendations for the 2023/24 Quality Improvement Plan indicators and targets.

**6.1.1 Emergency Department Return Visits**

Niagara Health continues to participate in this program which requires an annual submission of results. A review of the return visits at the St. Catharines, Welland and Niagara Falls Emergency Departments was completed. The focus of the quality improvement work concentrated on developing an implementing the Familiar Faces initiative.

**MOTION B23-004:**

**It was MOVED by M. Jurmain and SECONDED by C. Novick that on the recommendation of the Quality Committee, the Niagara Health System Board of Directors approves the ED Return Visit Quality Program for submission to Health Quality Ontario. CARRIED.**

## 6.2 Report of the Governance Committee

Barry Wright, Governance Committee Chair, provided highlights from the Committee's January meeting contained in the Committee report to the Board as outlined below.

### 6.2.1 Board Governance Structure Renewal

The Governance Committee reviewed options for Board and Committee Governance structure in keeping with Board's commitment to ensuring alignment with the new Strategic Plan. As part of the review, the Governance Committee also considered sector practices and several guiding principles, including number and size of Committees, consolidation of monitoring and turnover of Directors. Having considered this information, the Governance Committee recommended Option 2, summarized below, as the optimal structure:

- Consolidate HR reporting to the Governance Committee to be renamed to Governance and People Committee;
- Rename the Quality Committee to the Quality and Patient Experience Committee;
- Rename the Resources and Audit Committee to the Finance and Audit Committee whose mandate will include investments and digital/cyber as standing agenda items; and
- The Finance and Audit and Capital Committees will have the same membership and convene consecutively with Community Experts joining at the relevant time.

#### **MOTION B23-005:**

**It was MOVED by B. Wright and SECONDED by R. Tiffin that on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves Option 2 for the renewed Board and Committee Governance Structure. CARRIED.**

### 6.2.2 Director Recruitment Update

Marylee O'Neill provided the Board with an overview of the recruitment activities undertaken by the Nominating Committee. There were a number of qualified candidates who expressed interest in the opportunity with in person interviews being held in held in January. There Background and reference checks are currently being conducted and it is anticipated that the slate of candidates will be presented at the next Board meeting.

## 6.3 Report of the Resources and Audit Committee

Rob Tiffin, Resources and Audit Committee Chair, provided highlights from the Committee's January meeting contained in the Committee report to the Board as outlined below.

### 6.3.1 Annual Audit Planning

Deloitte joined the Committee Meeting to provide an overview of the proposed Audit Service Plan for 2022/23 which is consistent with previous years in scope and cost. There are new accounting standards for asset retirement obligations and retirement of capital assets. Deloitte has indicated that they are comfortable with where NH is in this process at this time. As part of the audit planning materials, the Committee was provided with an independence letter for non-audit services provided.

#### **MOTION B23-006:**

**It was MOVED by R. Tiffin and SECONDED by R. Archer that, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors accept the 2022/23 External Audit Service Plan and Audit Fees as presented. CARRIED.**

**6.3.2 Auditor Independence Policy**

The Committee has identified the desire to develop a policy to define the authorities for engaging external financial auditors in performing non-audit services to ensure they do not compromise independence. The threshold for services and process for approval are outlined within the policy circulated to the Board. It was further noted that there is a rigorous RFP process in place for non-audit services as well as a signing authority policy in place which serve as additional safeguards.

**MOTION B23-007:**

**It was MOVED by R. Tiffin and SECONDED by M. Paton that, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve the Niagara Health Auditor Independence Policy as presented. CARRIED.**

**6.4 Report of the Medical Advisory Committee**

Dr. Johan Viljoen, Chief of Staff, provided highlights from the Committee's January meeting as outlined in the report to the Board.

**7. MATTERS FOR INFORMATION**

**7.1 Report of the Quality Committee**

The January report was provided to the Board for information.

**7.2 Report of the Governance Committee**

The January report was provided to the Board for information.

**7.3 Report of the Resources and Audit Committee**

The January report was provided to the Board for information.

**8. MOTION TO ADJOURN TO CLOSED SESSION**

There being no further business, the Open Session adjourned at 7:07p.m.

**MOTION B23-008:**

**It was MOVED by C. Novick and SECONDED by M. O'Neill that the Niagara Health System Board of Directors Open Session Meeting of January 31, 2023 be adjourned, and moved to a Closed Session. CARRIED.**

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Bunny Alexander, Chair

Recording Secretary: D. Dube