

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

May 30, 2023

St. Catharines Site

	Sept 27/2022	Nov 29/2022	Jan 31/2023	Mar 28/2023	May 30/2023		
Bunny Alexander, Chair	✓	✓	✓	✓	✓		
Ray Archer	✓	✓	✓	✓	R		
Gervan Fearon	✓	✓*	✓*	R	R		
Susanne Flett	-	-	-	-	✓*		
Lynn Guerriero (ex-officio)	✓	✓	✓	✓	✓		
Marti Jurmain	✓	✓*	✓	✓	✓		
Alison MacTavish	-	✓	✓*	✓	✓		
Shane Malcolm	✓*	✓	✓*	✓	R		
Stephen Murdoch	✓	✓	✓	✓	✓*		
Catherine Novick	✓	✓	✓	✓	✓*		
Marylee O'Neill	✓	✓*	✓	R	✓		
Heather Paterson (ex-officio)	✓	✓	✓	✓	✓		
Murray Paton	R	✓*	✓	✓	R		
Carmen Rossiter	R	✓	✓*	✓	✓		
Cathy Sutherland	R	✓	R	✓*	✓		
Robert Tiffin	✓	✓	✓	R	✓		
Johan Viljoen (ex-officio)	✓	✓	✓	✓	✓		
Barry Wright	✓	✓	✓	✓	✓		
Elisabeth Zimmermann	✓	✓	R	R	✓		
Staff and Guests in Attendance:							
Harpreet Bassi	✓	✓	✓	✓	✓		
Linda Boich	✓	✓	✓	✓	✓		
Sonali Kohli	✓	✓	✓	✓	✓		
Fiona Peacefull	✓	✓	✓	✓	✓		
Angela Zangari	✓	✓	✓	✓	✓		

*Virtual Attendance

Guests:

- Andrea Scott – Niagara Health Foundation
- Albert Iannatuono – Niagara Health Foundation
- Charity Beland – Manager Indigenous Health Services and Reconciliation
- Natalie Doucet – Interim Director, Women and Babies/Pediatrics
- Dr. Jennifer Tsang – Physician Research Lead
- Dr. Rafi Setrak – Chief, Emergency Medicine
- Dr. Pam Kapend – Head of Service for Emergency Medicine

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

Marti Jurmain acknowledged the lands that the Board was gathered on. Charity Beland attended the meeting to unveil the artwork commissioned for installation at each Emergency Department. The significance of this artwork to the Indigenous Community was also explained.

1.2 Quorum

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

1.3 Approval of the Agenda

MOTION B23-023:

It was MOVED by B. Wright and SECONDED by R. Tiffin that the Niagara Health System Board of Directors approves the Open Session Agenda for the May 30, 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 thanked Angela Zangari and the Biomedical Engineering team for the pre meeting tour and for sharing their impressive innovations. A summary of the schedule for the Annual Meeting and Awards of Excellence on June 27th was shared.

1.6 Patient Story

Natalie Doucet provided the Board with an overview of the journey of a patient who experienced post surgical recovery challenges following an unplanned caesarian section. Both the ICU and Women's and Babies teams worked collaboratively to support the entire family unit and initiate maternal bonding and attachment. Following a brief stay, mom and baby were discharged home.

2. EDUCATION

2.1 The education item originally planned was deferred to the Annual Meeting in June.

3. CONSENT AGENDA

MOTION B23-024:

It was MOVED by E. Zimmermann and SECONDED by M. O'Neill that the Niagara Health System Board of Directors approves the Consent Agenda for the May 30, 2023 Open Session meeting as presented, including the motions listed below:

- **That the Minutes of the March 28, 2023 Open Session Meeting of the Niagara Health System Board of Directors be approved as presented.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Director Selection Policy and Ongoing Director Education, Board of Directors Exit Interviews, Board Agenda Development, Board Orientation and Board of Directors Recognition Guidelines as amended.**
- **That, on the recommendation of the Medical Advisory and Governance 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 Primary Care, Niagara Health and the Chief of Surgery, Niagara Health:**

Chief of Primary Care:

Dr. Johan Viljoen (Chair), Ms. Lynn Guerriero, Ms. Carmen Rossiter, Ms. Linda Boich (or Delegate), Dr. Alison MacTavish (or Delegate), Ms. Zainab Awad, Dr. Rafi Setrak, Ms. Lori MacCullough, Dr. Adrianna Cappekketti, Dr. Lisa Gabrielle, Dr. Lorraine Jensen, Dr. Amanda Bell, and Community/NOHT-ESON Member Delegate.

Chief of Surgery:

Dr. Johan Viljoen (Chair), Ms. Lynn Guerriero, Mr. Ray Archer, Ms. Heather Paterson (or Delegate), Dr. Alison MacTavish (or Delegate), Ms. Zainab Awad, Dr. Lorraine Jensen, Ms. Jae Sonke, Dr. Helen Caetano, Dr. Mina Guirgis, Dr. Matthew Gunton, Dr. Anna Kobylecky, Dr. Kresen Rajagopaul, Dr. Jeff Shoebridge, Dr. Don DuVall, and Dr. Amanda Bell.

- That, on the recommendation of the Medical Advisory Committee, the Niagara Health System Board of Directors, approve the appointment of Dr. Joyce Lam as the Head of Service, Critical Care for the department of Medicine effective July 1st, 2023.
CARRIED.

4. REPORTS

4.1 Report of the President and CEO

Lynn Guerriero provided highlights from the May 2023 President and CEO's report with a focus on the alignment of Emergency and Mental Health and Addictions program leadership, the new Executive Vice President joining the organization on June 5th, an update on the surgical services changes and the save the date for the South Niagara Site ground breaking ceremony.

4.2 Report of the Niagara Health Foundation

The Board Chair congratulated the Foundation on being a finalist for the Excellence in Business, Not-for-Profit Award.

Albert Iannatuono and Andrea Scott provided highlights from the May 2023 Foundation report with a focus on the revenue generated during the last fiscal year and the fundraising goals for the coming year, the prioritization activities to identify the top equipment needs, a celebration of the Hospital Auxiliaries and the kick off of the monthly donor campaign. The upcoming Kids Ultimate Challenge and Big Move Cancer Ride events were also highlighted.

5. BUSINESS ARISING/NEW BUSINESS

5.1 Niagara Health Knowledge Institute

Dr. Jennifer Tsang provided the Board with an overview of the plan for the Niagara Health Knowledge Institute (NHKI). The vision for the Institute is to transform healthcare in Niagara through knowledge generation, knowledge mobilization and capacity building. The NHKI will focus on these three pillars through an iterative and continuous cycle. The funding received will be allocated not only to salaries, but also to establish scholarships and grants.

The Board's discussion focused on recruitment planning, Niagara Health's recognition in research, the anticipated impact of the NHKI to improve patient safety/satisfaction and sustainability planning for ongoing funding and donations. Consideration will be given to the Board's ongoing role with the NHKI, including the most appropriate reporting structure.

6. MATTERS FOR DECISION/DISCUSSION

6.1 Report of the Quality Committee

Elisabeth Zimmermann, Quality Committee Chair, provided highlights from the Committee's May meeting as outlined in the Committee report to the Board.

6.1.1 UCC Service Update

Over the past three years, hospital across the province have been experiencing health human resource shortages forcing the closure of services. Niagara Health's Emergency Department (ED) physician group is warning of critical physician staff shortages significantly impacting the ability to fully and safely staff Emergency Departments and Urgent Care Centres.

There have been extensive discussions led by ED physician leadership to brainstorm options to mitigate this crisis and maintain current services levels. The efforts have been unsuccessful due largely to the limited size of the physician pool available to fill vacancies. In order to maintain appropriate and safe staffing levels in the Emergency Departments, a change the structure of the Urgent Care Centres is required. It was noted that taking no action would result in an unsafe environment due to unpredictable rotating closures of both the Emergency Departments and Urgent Care Centres.

The Board considered the options available which included: Full Closure of both the Fort Erie and Port Colborne Urgent Care Centres; Reduction of hours in both the Fort Erie and Port Colborne Urgent Care Centres from 24 hours / 7 days per week to 12 hours / 7 days per week; Full closure of one Urgent Care Centre; and Full weekend closure of both the Fort Erie and Port Colborne Urgent Care Centres from Friday at 0700 to Monday at 0700 hours.

The Board participated in a robust discussion of the options noted above with special consideration given to the following:

- The results of an environmental scan of typical Urgent Care Centre structures;
- The data related to visits in both NH Urgent Care Centres;
- The risks associated with each option;
- The number of resources that would be released with closures, balanced with the impact to the communities;
- The impact to family physicians working in the Urgent Care Centres and the supports that might be required depending on the option; and
- The comprehensive communications plan.

At the conclusion of the discussion, consensus was reached that among the options, a daily reduction of hours in the Urgent Care Centres would provide the greatest opportunity to maintain services in both communities while providing the ability to redeploy physicians to safely staff the Emergency Departments.

MOTION B23-025:

It was MOVED by E. Zimmermann and SECONDED by B. Wright that the Niagara Health System Board of Directors approves the reduction of hours at the Fort Erie and Port Colborne Urgent Care Centres from 24 hours / 7 days per week, to 12 hours / 7 days per week effective July 5, 2023. CARRIED.

6.2 Report of the Governance Committee

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

6.2.1 2023/24 Board and Committee Meeting Schedule

The meeting schedule for the upcoming Board year, including a Mock Accreditation session in October 2023 was approved by the Board. Calendars will be populated as appropriate.

MOTION B23-026:

It was MOVED by B. Wright and SECONDED by C. Rossiter that on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Board and Committee meeting schedule for the 2023/24 Board year. CARRIED.

6.2.2 Director Reappointment Recommendations

The Board considered the reappointment recommendations for the two Directors whose terms will come to an end at the Annual Meeting. As their maximum terms have not been reached, the Governance Committee recommended reappointment for an additional three year term as outlined in the motion below.

MOTION B23-027:

It was MOVED by B. Wright and SECONDED by M. O'Neill that on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the reappointment of the following Elected Directors for a three (3) year term: Gervan Fearon and Elisabeth Zimmermann. CARRIED.

6.2.3 2023/24 Incoming Board Chair Confirmation and Board Vice-Chair Appointment

The Committee reviewed the Board leadership positions for the 2023/24 Board year and recommended the appointment of Marylee O'Neill as Board Chair and Charlie Rate as Board Vice-Chair. Both individual have significant leadership experience and have demonstrated their abilities to support and lead the Board.

MOTION B23-028:

It was MOVED by B. Wright and SECONDED by M. Jurmain that on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the appointment of Marylee O'Neill as the Board Chair and Charlie Rate as the Board Vice-Chair for the 2023/24 Board year. CARRIED.

The Committee also reviewed the comprehensive onboarding plan developed for new Directors joining the Board in June. All Directors are welcome to participate in orientation activities.

6.3 Report of the Resources and Audit Committee

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

6.3.1 Year End Audited Financial Statements and Internal Controls Review

Following the initial review of the draft financial statements, a re-evaluation was required as a result of a calculation issue. The Committee held a special meeting to review the revised year end financial position which was adjusted from a \$1.2M to a \$5.7M deficit. The Committee also reviewed the revised Audited Financial Statements for the year ending March 31, 2023. There were no concerns with the findings as they were within the audit materiality level.

In the in-camera portion of the meeting with the Auditors and Independent Directors, Deloitte confirmed that there was no evidence of fraud or areas of concern noted and it is anticipated that an unmodified report will be issued.

In addition to the audit Deloitte undertook a review of internal controls and reported that those in place are extensive and should provide the Board with a level of assurance that sufficient processes are in place to reduce fraud in key risk areas.

MOTION B23-029:

It was MOVED by R. Tiffin and SECONDED by C. Rossiter that on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve the 2022/2023 Audited Financial Statements. CARRIED.

6.3.2 Appointment of External Auditors

The Committee endorsed the reappointment of the external auditors for the upcoming 2023/24 fiscal year. The proposed base audit fees are the same as those in 2022/23.

MOTION B23-030:

It was MOVED by R. Tiffin and SECONDED by C. Rossiter that on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve and appoint Deloitte LLP as auditors of the Corporation, to hold office until the 2024 Annual General Meeting, or until a successor is appointed, and that its remuneration for the year ending March 31, 2024 be accepted as presented. CARRIED.

6.4 Report of the Medical Advisory Committee

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

7. MATTERS FOR INFORMATION

7.1 Report of the Quality Committee

The May report was provided to the Board for information.

7.2 Report of the Governance Committee

The May report was provided to the Board for information.

7.3 Report of the Resources and Audit Committee

The May 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 6:30p.m.

MOTION B23-031:

It was MOVED by M. O'Neill and SECONDED by C. Sutherland that the Niagara Health System Board of Directors Open Session Meeting of May 30, 2023 be adjourned, and moved to a Closed Session Meeting. CARRIED.

Bunny Alexander, Chair

Recording Secretary: D. Dube