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NIAGARA HEALTH SYSTEM

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

June 28, 2016; Immediately following the Closed Session
St. Catharines Site – Academic Classrooms

	Sept 22/15	Oct 27/15	Nov 24/15	Dec 22/15	Jan 26/16	Feb 23/16	Mar 22/16	Apr 26/16	May 24/16	June 28/16
Barry Wright, Chair	✓	✓	✓	✓	✓	✓	R	✓	✓	✓
Bunny Alexander	✓	✓	✓	✓	✓	✓	R	✓	✓	✓
Larry Boggio	✓	✓	✓	✓	✓	✓	✓	✓	R	✓
John Bragagnolo	✓	✓	✓	✓	✓	R	✓	R	✓	✓
Satish Chawla (ex-officio)	✓	✓	R	R	✓	✓	R	✓	R	✓
Suzanne Johnston (ex-officio)	✓	✓	✓	✓	✓	R	✓	✓	✓	✓
Marti Jurmain	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Ken Kawall	✓	✓*	✓	✓	✓	✓	✓	R	✓	✓
John MacDonald	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Derek McNally (ex-officio)	✓	✓	✓	✓	R	✓	✓	R	✓	✓
Murray Paton	✓	✓	✓	✓	✓*	✓*	✓*	✓	✓	✓
Cathy Sutherland	✓	✓	R	✓**	R	✓	✓	✓	✓	✓
Thomas Stewart (ex-officio)	✓	✓	✓	✓**	R	✓	R	✓	✓	✓
Robert Tiffin	✓	✓	✓	✓	✓	✓	✓*	✓	R	✓
Staff in Attendance:										
Linda Boich	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Flo Paladino	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Kevin Smith		✓			✓***	✓			✓	✓
Caroline Bourque-Wiley				✓	✓	✓	✓	✓	✓	
Angela Zangari	✓	✓	✓	✓		✓	✓		✓	✓

*via teleconference/videoconference
**attended in part

Guests:
    None

1. **CALL TO ORDER**

    Board Chair Barry Wright called the meeting to order at 1:37p.m., and welcomed guests, staff, and fellow Directors.

    1.1 Quorum
        There was quorum and the Meeting was properly constituted for the transaction of business.

    1.2 Approval of the Agenda

    MOTION B16-075:
    It was MOVED by C. Sutherland and SECONDED by L. Boggio that the NHS Board of Directors approves the Open Session Agenda for the June 28, 2016 Meeting, as presented. CARRIED.

1.3 Declaration of Conflicts

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

1.4 Chair's Remarks

There were no specific comments noted.

2. PRESENTATION

There were no presentations at this meeting.

3. APPROVAL OF BOARD MINUTES

MOTION B16-076:
It was MOVED by M. Paton and SECONDED by M. Jurmain that the Minutes of the May 24, 2016 Open Session of the NHS Board of Directors Meeting be approved as presented. CARRIED.

4. MATTERS FOR DECISION/DISCUSSION

4.1 Report of the Quality Committee

Bunny Alexander, Committee Chair, provided highlights from the Committee's June 14th meeting, as outlined in the Committee Report to the Board, as follows:

The Committee received a report from the Pharmacy Program with highlights related to the medication reconciliation process. The Committee was impressed with how far the program has come in implementation. The Committee also reviewed the Hospital Services Accountability Agreement (HSAA) fourth quarter scorecard results, and received a report on Enterprise Risk Management risk assessments, Patient Safety Plan and Research Ethics Board.

4.2 Report of the Resource and Audit Committee

Cathy Sutherland, Resource and Audit Committee Chair, provided highlights from the June 14th meeting, as outlined in the Committee Report to the Board, as follows:

4.2.1 **2015/16 BPSAA Declaration of Compliance and Attestation**
The Committee reviewed the due diligence contained in the compliance reports prepared by management. The attestation will be posted to the NHS website in August 2016.

MOTION B16-077:
It was MOVED by C. Sutherland and SECONDED by K. Kawall that, on the recommendation of the Resources and Audit Committee, the NHS Board of Directors approves the Broader Public Sector Accountability Act (BPSAA) Attestation for April 1, 2015 to March 31, 2016. CARRIED.

4.2.2 **2015/16 Children's Mental Health Annual Reconciliation**
Niagara Health has achieved a balanced year end position for the 2015/16 Children's Mental health Other Vote Budget Program.

MOTION B16-078:
It was MOVED by C. Sutherland and SECONDED by R. Tiffin that, on the recommendation of the Resources and Audit Committee, the NHS Board of Directors approves the Children's Mental Health Other Vote 2015/16 Annual Reconciliation. CARRIED.

The Committee discussed the work underway with respect to the ongoing review to ensure compliance with the Ministry of Health and Long Term Care's parking directive by September 30th. A bargaining agreement has been reached between OPSEU and the OHA, the terms of the agreement will be known by June 30th.

4.3 Report of the Governance Committee

Murray Paton, Governance Committee Chair, provided highlights from the June 10th and June 17th meetings, as outlined in the Committee Report to the Board, as follows:

4.3.1 **Non-Board Committee member Resignation**
Non-Board Committee Member Sean Keays has tendered his resignation from the Resources and Audit Committee. A letter of appreciation will be sent on behalf of the Board and Committee.

MOTION B16-079:
It was MOVED by M. Paton and SECONDED by J. Bragagnolo that, on the recommendation of the Governance Committee, the NHS Board of Directors accepts the resignation of Mr. Sean Keays as a Non-Board Committee member on the Resources and Audit Committee, and approves that the recruitment of a new Non-Board Committee Member not be undertaken at this time. CARRIED.

4.3.2 **Standing Committee Chair Appointments**
A formal motion is required to appoint the Standing Committee Chairs which have been agreed to in principle.

MOTION B16-080:
It was MOVED by M. Paton and SECONDED by J. MacDonald that, on the recommendation of the Governance Committee, the NHS Board of Directors approves the appointment of the following Standing Committee Chairs of the 2016 Board Year:
1. **John Bragagnolo, Governance Committee;**
2. **Larry Boggio, Quality Committee; and**
3. **Ken Kawall, Resources and Audit Committee. CARRIED.**

4.3.3 **Appointment of Two (2) New Independent Directors**
Following an extensive process undertaken by the Nominating Committee, two new Independent Directors are being recommended for appointment to fill the current vacancies. A total of 27 applications were received and an interview process was undertaken for those candidates best matching the recruitment profile identified by the Board. M. Paton provided an overview of the skills and qualifications of both candidates being brought forward for approval.

MOTION B16-081:
It was MOVED by M. Paton and SECONDED by B. Alexander that, on the recommendation of the Governance Committee, the NHS Board of Directors approves the appointment of Charles Rate and Ronald Mergl to the NHS Board of Directors to fill the current mid-term vacancies (as per Article 4.7 of the Administrative By-Law of the NHS). CARRIED UNANIMOUSLY.

4.3.4 **Non-Board Committee Member Re-Appointments**
A formal motion is required for the annual reappointments of Non-Board Committee members.

MOTION B16-082:
It was MOVED by M. Paton and SECONDED by J. Bragagnolo that, on the recommendation of the Governance Committee, the NHS Board of Directors approves the following Non-Board Committee Member reappointments:
1. **Ashleigh Miatello-Skrubbeltrang for a second term of one year, expiring on June 27, 2016, and**
2. **Annual reappointment of Mario DeDivitiis and Michael Lethby. CARRIED.**

In addition, the Committee reviewed the achievement of the 2015/16 Board Goals and agreed that setting of the 2016/17 Goals will be reviewed in the fall to ensure alignment with the strategic plan. As part of the annual evaluation of the Management Services Agreement, the Committee reviewed the process undertaken with respect to the shared Chief of Staff position.

4.4 Medical Advisory Committee and Chief of Staff/EVP Medical
Dr. Tom Stewart provided highlights for the Chief of Staff/EVP Medical and Medical Advisory Committee June 1st meeting, as outlined in the Committee Report to the Board, as follows:
- The approved minutes of the May meeting were provided.
- The internal resource group continues to discuss the legislation surrounding Medical Assistance in Dying with a commitment to supporting out patients and health care workers through this journey.
- Robust recruitment efforts continue.
- A survey has been undertaken to evaluate the Critical Care Response Team. The comments indicate that the Team has been effective in improving safety at St. Catharines Site.

5. **REPORTS**
5.1 Report of the CEO
Kevin Smith provided highlights on the following items:
- This has been a great year of financial stewardship and Niagara Health has done exceptionally well on financial performance.
- Congratulations were extended to S. Johnston on her receipt of the Community Leaders Award from the Chamber of Commerce.
- Work toward integrated technology solutions across the LHIN continues.
- The Patient First has received Royal Ascent and will see changes to the Community Care Access Centres by April 2017.
- A letter of congratulations will be prepared for Dr. Kelton who is at the end of his Deanship.

5.2 Report of the President
Suzanne Johnston provided highlights on the following items:
- The Board and Executive Team has done extraordinary work to finalize the Strategic Plan that will serve Niagara Health and the community well.
- Niagara Health is looking forward to innovations related to research.
- Thank you was extended to Barry Wright for his leadership as Board Chair.
- Thank you was extended to Dr. Chawla for his insights to the Board.

6. **OTHER BUSINESS**
   There was no other business to report.

7. **MOTION TO MOVE TO ANNUAL GENERAL MEETING**

   MOTION B16-083:
   It was MOVED by J. MacDonald and SECONDED by M. Paton that the NHS Board of Directors meeting of June 28, 2016 be adjourned. CARRIED.

8. **ADJOURNMENT**
   The Open Session adjourned at 2:28p.m.

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              Barry Wright, Chair

Recording Secretary: D. Dube