

## Board of Directors Meeting (Open Session)

### MINUTES OF MEETING

October 25, 2016

Douglas Memorial Hospital – Public Health Conference Room

	Sep 27/16	Oct 25/17								
<b>John MacDonald, Chair</b>	R	✓								
Bunny Alexander	✓	✓								
Larry Boggio	R	✓								
John Bragagnolo	✓	R								
Parminder Brar (ex-officio)	-	✓								
Suzanne Johnston (ex-officio)	✓	✓								
Marti Jurmain	R	✓								
Ken Kawall	✓	✓								
Derek McNally (ex-officio)	✓	✓								
Ronald Mergl	✓	✓								
Murray Paton	✓	✓								
Charles Rate	✓	✓								
Cathy Sutherland	✓	✓								
Thomas Stewart (ex-officio)	✓	✓								
Robert Tiffin	✓	✓								
Barry Wright	✓	R								
<b>Staff and Guests in Attendance:</b>										
Linda Boich	✓	✓								
Flo Paladino	✓	✓								
Kevin Smith	R	R								
Caroline Bourque-Wiley	✓	✓								
Angela Zangari	✓	R								

\*via teleconference/videoconference

\*\* attended in part

#### Guests:

Kristina Manzi – ONE Foundation

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

Board Chair John MacDonald called the meeting to order at 4:02 p.m.

##### 1.1 Quorum

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

##### 1.2 Approval of the Agenda

#### MOTION B16-094:

It was **MOVED** by C. Sutherland and **SECONDED** by L. Boggio that the NH Board of Directors approves the Open Session Agenda for the October 25, 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 Comments

Chair John MacDonald welcomed Dr. Parminder Brar who is joining the Board as an ex-officio non-voting Director following his appointment as President of the Medical Staff Association in October.

### 1.5 Reaffirming our Purpose, Vision and Values

Marti Jurmain led the Board through a review of the Purpose, Vision and Values.

### 1.6 Patient Story

Suzanne Johnston shared a video which was prepared for Niagara Health's most recent Leadership Forum. The focus of the video was the CORE value of optimism.

## 2. APPROVAL OF BOARD MINUTES

### MOTION B16-095:

**It was MOVED by R. Tiffin and SECONDED by M. Paton that the Minutes of the September 27, 2016 Open Session of the Niagara Health Board of Directors Meeting be approved as presented. CARRIED.**

## 3. MATTERS FOR DECISION/DISCUSSION

### 3.1 Report of the Quality Committee

Larry Boggio, Quality Committee Chair, provided highlights from the Committee's October 12<sup>th</sup> meeting as outlined in the Committee report to the board, as follows:

The Committee received a report from the Medicine Program as well as the Environmental Services/Portering department. The Committee reviewed the 2016/17 Workplan, Hospital Service Accountability Scorecard first quarter results and due diligence activities related to critical incidents. An update on the process for requesting additional MRI volumes and collecting patient satisfaction data was provided. The Board and Community Advisory Committee will have the opportunity to participate in Patient Safety Week activities at Niagara Health.

### 3.2 Report of the Resources and Audit Committee

Ken Kawall, Resources and Audit Committee Chair, provided highlights from the Committee's October 11<sup>th</sup> meeting, as outlined in the Committee Report to the Board, as follows:

The Committee was provided the annual review of the workforce data trends, key Human Resources initiatives and Human Resources report. A presentation by Medical Affairs on the medical human resources plan. The Committee reviewed the 2016/17 Workplan and discussed the progress of the Stage 2 Capital Plan submission and the budgeting process. Internal controls will be a focus for the Committee in the coming months.

### 3.3 Report of the Governance Committee

Bunny Alexander, Governance Committee Vice-Chair, provided highlights from the October 17<sup>th</sup> meeting, as outlined in the Committee Report to the Board, as follows:

#### 3.3.1 Professional Staff By-Laws and Rules and Regulations

The proposed changes to the Professional Staff By-Laws and associated Rules and Regulations were made taking into consideration the Ontario Hospital Association/Ontario Medical Association prototype, advice from legal counsel and feedback received from the medical staff. It was noted that the duties removed from the documents will be outlined in position descriptions for greater flexibility. The Board suggested minor formatting and typographical changes which will be incorporated into the final document.

#### **MOTION B16-096:**

**It was MOVED by B. Alexander and SECONDED by M. Jurmain that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Professional Staff By-Law and Rules and Regulations as amended and re-stated in its entirety in the form presented to the meeting. CARRIED.**

A Meeting of the Corporation will be held immediately following the Open session to formally adopt these documents.

The Board noted the importance of ensuring that, when considering material or complex matters, the Board be provided with sufficient information in reasonable detail in order to assist the Board in making the decision before it.

#### 3.3.2 Standing Committee Terms of Reference

The Committee completed the annual review of the Standing Committee Terms of Reference which require approval by the Board. One minor amendment was suggested for the Resources and Audit Committee.

#### **MOTION B16-097:**

**It was MOVED by B. Alexander and SECONDED by M. Paton that, on the recommendation of the Governance Committee, the Niagara Health Board of Directors approves the Governance and Quality Committee Terms of Reference as presented and the Resources and Audit Committee Terms of Reference as amended. CARRIED.**

The Committee discussed the renewal of the Management Services Agreement which will occur in January 2017. A document outlining the substantive changes to the Patient's First Act was provided for the Committee's information. The 2016/17 Workplan was reviewed and an update related to the planning for the December Governance retreat was shared.

### 3.4 Report of the Medical Advisory Committee

Dr. Tom Stewart provided highlights for the Chief of Staff/EVP Medical and Medical Advisory Committee October 5<sup>th</sup> meeting, as outlined in the Committee Report to the Board, as follows:

Niagara Health hosted a welcome event for new physicians who have recently joined the organization. Recruitment is ongoing with a focus on the NH culture and a comprehensive orientation program is being developed for new physicians. The Medical Advisory Committees of Niagara Health and St. Joseph's Healthcare Hamilton recently received a presentation outlining how the systems are caring for renal patients under the integrated program. The approved minutes of the September 7<sup>th</sup> meeting were provided for the Board's information.

**4. REPORTS**

**4.1 Report of the ONE Foundation**

Kristina Manzi attended the Board meeting to provide an update on Foundation activities as follows:

- A list of third party events was made available to the Board.
- The most recent copy of the newsletter has been sent out and well received by donors.
- The Celebration of Lights is scheduled on November 15<sup>th</sup> with proceeds directed to purchasing patient beds.
- Mustache Mania for prostate cancer will take place in November.
- An elimination draw will take place on January 25<sup>th</sup> and the Fire and Ice Gala will take place on February 25<sup>th</sup> with proceeds directed to medical imaging.
- The ONE Foundation Annual General Meeting will occur on October 27<sup>th</sup>.

**4.2 Report of the President**

Suzanne Johnston highlighted a number of items from the October President's report to the Board

**5. OTHER BUSINESS**

There was no other business to report.

**6. MOTION TO ADJOURN TO MEETING OF THE CORPORATION**

**MOTION B16-098:**

**It was MOVED by L. Boggio and SECONDED by C. Rate that the Niagara Health Board of Directors Meeting of October 25, 2016 be adjourned, and move to a Meeting of the Corporation. CARRIED.**

Recording Secretary: D. Dube

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John MacDonald, Chair