

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

February 22, 2022

Virtual

	Sept 28/2021	Nov 23/2021	Feb 22/2022				
Bunny Alexander, Chair	✓	R	✓				
Ray Archer	✓	✓	✓				
Bernd Christmas	✓	R	✓				
Gervan Fearon	R	R	✓				
Lynn Guerriero (ex-officio)	✓	✓	✓				
Marti Jurmain	✓	✓	✓				
Maynard Luterman (ex-officio)	✓	✓	✓				
Shane Malcolm	✓	✓	✓				
Stephen Murdoch	✓	✓	✓				
Catherine Novick	✓	✓	✓				
Marylee O'Neill	R	✓	✓				
Heather Paterson (ex-officio)	✓	✓	✓				
Murray Paton	✓	✓	✓				
Carmen Rossiter	✓	R	✓				
Cathy Sutherland	R	✓	✓				
Robert Tiffin	✓	R	✓				
Johan Viljoen (ex-officio)	✓	✓	✓				
Barry Wright	✓	✓	✓				
Elisabeth Zimmermann	✓	✓	✓				
Staff and Guests in Attendance:							
Harpreet Bassi	✓	✓	✓				
Linda Boich	✓	✓	✓				
Sonali Kohli	✓	✓	✓				
Flo Paladino	✓	✓	✓				
Caroline Bourque-Wiley	✓	✓	✓				
Angela Zangari	✓	✓	✓				

Guests:

Andrea Scott – Niagara Health Foundation

Albert Iannatuono – Niagara Health Foundation

1. CALL TO ORDER

Board Chair Bunny Alexander welcomed fellow Directors, staff and guests and called the meeting to order at 4:00 p.m.

1.1 Land Acknowledgement

Rob Tiffin 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 B22-007:

It was MOVED by C. Sutherland and SECONDED by R. Archer that the Niagara Health System Board of Directors approves the Open Session Agenda for the February 22, 2022 Meeting as presented. CARRIED.

1.4 Declaration of Conflicts

A potential for conflict for Directors affected by the Board Transition and Recovery discussion contained in the Governance Committee report was identified. Following a robust discussion, it was determined that there is no conflict given that the discussion was regarding process and not individual Directors.

1.5 Chair's Comments

The Chair congratulated Director Gervan Fearon for being on being honoured with the 2022 Bob Marley Day Award. The Chair also noted that planning is underway for a Strategic Planning Retreat with further details to follow. The Niagara Health Foundation Gala has been postponed in favour of an online auction. Directors were encouraged to contribute.

1.6 Patient Story

This item was deferred.

2. EDUCATION

This item was deferred.

3. CONSENT AGENDA

The Resources and Audit Committee Terms of Reference were removed and placed in the Closed Agenda due to a procedural matter.

MOTION B22-008:

It was MOVED by M. Paton and SECONDED by S. Murdoch that the Niagara Health System Board of Directors approves the Consent Agenda for the February 22, 2022 Open Session meeting as amended, including the motions listed below:

- **That the Minutes of the November 23, 2021 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 2022/23 Hepatitis C Virus Other Vote Program Operating Plan Budget as presented. CARRIED.**

4. REPORTS

4.1 Report of the President and CEO

Lynn Guerriero provided highlights from the February 2022 President and CEO's report as outlined below:

- The most recent wave of the pandemic has been stabilizing allowing a gradual ramp up of surgical and diagnostic services. The pace will continue to be dependent on staffing levels. The Fort Erie Site Urgent Care Centre will also reopen with redeployed staff and physicians reverting to their original positions. Finally, the critical care capacity has been improving reducing the need for patient transfers to other facilities.
- Although decreasing, there remains a high number of staff testing positive and requiring isolation. The mandatory vaccination policy was paused amid the most recent wave of the pandemic. At this time, the vaccination rate among staff and physicians is 97.6%.
- The ED technician position has been added at the St. Catharines site and will expand further if successful in improving wait times.

- The COVID clinic volumes are lower than expected, however collaboration with community partners and Ontario Health to increase referrals is ongoing.

4.2 Report of the Niagara Health Foundation

Albert Iannatuono provided an update on Foundation Board activities, including the recruitment process for new Directors which will begin in the spring. The Elimination Draw was a successful event despite being pivoted to an online event. Further events for the spring will be planned with hopes that in person events are possible. Appreciation was expressed for NH President and CEO L. Guerriero's leadership and collaboration which have greatly benefited fundraising efforts.

Andrea Scott provided an update on Foundation activities including the fundraising goals and transfers to the Hospital, as well as the progress toward raising the local share for the South Niagara Site. Despite the Gala being deferred, many sponsors are continuing to donate. The Foundation will also be running a silent auction this year. This event combined with the community 50/50 lottery are expected to fully replace the revenue of the Gala.

5. BUSINESS ARISING

There was no business arising to discuss.

6. MATTERS FOR DECISION/DISCUSSION

6.1 Report of the Governance Committee

Marylee O'Neill, Governance Committee Vice-Chair, provided highlights from the Committee's February meeting as outlined in the Committee report to the Board, as follows:

6.1.1 Board Recovery and Transition and Interim Plan for Board Leadership

The Board charged the Governance Committee to consider the best approach to managing the Board's governance and fiduciary responsibilities during the transition out of the most recent wave of the pandemic. Several assumptions were considered, including the demand and pressures on staff and the need to allow for recovery time prior to full ramp up. The guiding principles to prioritize decisions and issues to be presented to the Board over the next nine months were endorsed.

The Interim Plan for Board/Committee membership and leadership was discussed. Given the number of Directors with terms expiring, the time and effort required to recruit new Directors and the challenges associated with onboarding in a virtual environment, it was agreed that maintaining status quo for Committee membership and the option of Director extensions be endorsed. This flexibility will also allow the Board and Committees to maintain expertise while the Strategic Plan is finalized and appropriate governance structures are established. It was noted that there is precedence for Director extensions which would not result in exceeding the maximum terms allowable under the By-Law and the Public Hospital's Act.

Similarly, it was agreed that extending Board and Committee leadership would be supported in order to maintain continuity and expertise during the transition period.

MOTION B22-009:

It was MOVED by M. O'Neill and SECONDED by G. Fearon that on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves in principle the preservation of status quo the appointments at the Board and Committee leadership levels until the Strategic Planning process is complete and the governance structure to support oversight of the plan is established, until no later than June 2023. CARRIED.

Abstentions: B. Wright, M, Jurmain.

6.1.2 Board and Committee Roadmap to June 2022

As part of the recovery and transition planning, the Board and Committee workplan items were reviewed against the guiding principles endorsed above. A schedule at a glance and list of agenda items from February to June 2022 was provided. It was noted that flexibility may be required, however legislative and contractual obligations will be met. A Quality Committee meeting could be scheduled to discuss the Quality Improvement Plan if required.

MOTION B22-010:

It was MOVED by M. O'Neill and SECONDED by E. Zimmermann that on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Board Committee roadmap to June 2022. CARRIED.

6.1.3 Appointment of Interim Chief, Mental Health & Addictions and Appointment of Selection Committee

The Board endorsed the Interim Chief of Mental Health and Addictions to coincide with the departure of Dr. Maxine Lewis on April 1, 2022. The Board also approved the membership for the Selection Committee to conduct the search for a permanent Chief. E. Zimmermann was thanked for her wiliness to participate in the process on behalf of the Board.

MOTION B22-011:

It was MOVED by M. O'Neill and SECONDED by C. Novick 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 appointment of Dr. Victor Uwaifo as Interim Chief of Mental Health & Addictions, effective April 1st, 2022.

That on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the appointment of Elisabeth Zimmermann as the Board representative to the Chief of Mental Health and Addictions Selection Committee.

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 Mental Health and Addictions, Niagara Health:

Dr. Johan Viljoen (Chair), Ms. Lynn Guerriero, Elisabeth Zimmermann, Ms. Linda Boich, Dr. Maynard Luterman (or Delegate), Ms. Zainab Awad, Dr. Lorraine Jensen, Ms. Barb Evans, Dr. Maithili Shetty, Ms. Karen Paschert, Dr. Richard Kimacovich, Dr. Shira Brown and Dr. Amanda Bell. CARRIED.

7. **MATTERS FOR INFORMATION**

7.1 **Report of the Governance Committee**

The February 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 5:28p.m.

MOTION B22-012:

It was MOVED by S. Murdoch and SECONDED by C. Novick that the Niagara Health System Board of Directors Open Session Meeting of February 22, 2022 be adjourned, and moved to a Closed Session. CARRIED.

Recording Secretary: D. Dube

Bunny Alexander, Chair