

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

November 22, 2016

Welland Hospital Site – Auditorium

	Sep 27/16	Oct 25/16	Nov 22/16							
John MacDonald, Chair	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	✓	✓	R							
Barry Wright	✓	R	✓							
Staff and Guests in Attendance:										
Linda Boich	✓	✓	✓							
Flo Paladino	✓	✓	✓							
Kevin Smith	R	R	R							
Caroline Bourque-Wiley	✓	✓	✓							
Angela Zangari	✓	R	✓							

*via teleconference/videoconference

** attended in part

Guests:

Gord Statham – ONE Foundation
 Peter McKinley – ONE Foundation
 Jeff Wilson – Niagara Health
 Colleen Winger – Niagara Health

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 B16-104:

It was MOVED by L. Boggio and SECONDED by M. Paton that the NH Board of Directors approves the Open Session Agenda for the November 22, 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

Congratulations were extended to Doug Rapelje for recently being recognized with the "Contributions to Gerontology Award" for his pioneering work to improve the lives of seniors in Niagara.

1.5 Reaffirming our Purpose, Vision and Values

Bunny Alexander led the Board through a review of the Purpose, Vision and Values.

1.6 Patient Story

Colleen Winger shared several patient stories that highlighted the unique approaches to care for the Residents in the Long Term Care Centre located at the Welland Hospital Site.

2. PRESENTATION

Jeff Wilson, Interim Director Information & Communications Technology, provided the Board with a presentation outlining the current state and mitigation strategies as it relates to cyber risk and security. Enhancements continue to be made based on industry best practices and audits performed on the current systems.

3. APPROVAL OF BOARD MINUTES

An addition was requested to section 3.3 of the minutes with respect to reference to the materials provided to the Board to support decision-making.

MOTION B16-105:

It was MOVED by M. Paton and SECONDED by M. Jurmain that the Minutes of the October 25, 2016 Open Session of the Niagara Health Board of Directors Meeting be approved as amended. CARRIED.

4. MATTERS FOR DECISION/DISCUSSION

4.1 Report of the Quality Committee

Marti Jurmain, Quality Committee Vice-Chair, provided highlights from the Committee's November 9th meeting as outlined in the Committee report to the board, as follows:

The Committee received a report from the Women's, Babies and Children's Health Programs as well as Professional Practice. The Committee reviewed the Quality Improvement Plan Scorecard third quarter results for both Niagara Health and the Extended Care Unit, and had considerable discussions focusing on a number of key indicators.

4.2 Report of the Resources and Audit Committee

Ken Kawall, Resources and Audit Committee Chair, provided highlights from the Committee's November 10th meeting, as outlined in the Committee Report to the Board, as follows:

4.2.1 2016/17 Audit Service Plan & Associated Fees

The Audit Engagement Partners of Deloitte presented the 2016/17 Audit Service Plan to the Committee. The proposed base audit fees remain the same as the 2015/16 fiscal year.

MOTION B16-106:

It was MOVED by K. Kawall and SECONDED by R. Mergl that, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approves the 2016/17 External Audit Service Plan and associated fees. CARRIED.

The Committee received the CFO report and reviewed the draft annual Hospital Annual Planning Submission (HAPS) submission that will come forward for final approval in January. The whistleblower update confirmed that no calls or incidents have been reported under the policy. The Committee will continue to focus on ensuring that appropriate internal controls are in place.

4.3 Report of the Governance Committee

John Bragagnolo, Governance Committee Chair, provided highlights from the November 7th meeting, as outlined in the Committee Report to the Board, as follows:

4.3.1 Annual Community Engagement Polling Results

Caroline Bourque-Wiley presented the Board with key highlights of the 2016 polling results collected by Leger.

4.3.2 2016/17 Standing Committee Workplans

The annual review of the Standing Committee Workplans has been completed and requires Board approval.

MOTION B16-107:

It was MOVED by L. Boggio and SECONDED by K. Kawall that, on the recommendation of the Governance Committee, the Niagara Health Board of Directors approves the 2016/17 Governance, Quality and Resources and Audit Committee Workplans as presented. CARRIED.

4.3.3 2016/17 Board Workplan

The annual review of the Board Workplan has also been completed and requires Board approval.

MOTION B16-108:

It was MOVED by M. Jurmain and SECONDED by M. Paton that, on the recommendation of the Governance Committee, the Niagara Health Board of Directors approves the 2016/17 Board Workplan as presented. CARRIED.

4.3.4 Board Evaluation Policy Appendix A

The Committee reviewed the proposed modifications to Appendix A with respect to timing of evaluations.

MOTION B16-109:

It was MOVED by J. Bragagnolo and SECONDED by M. Paton that, on the recommendation of the Governance Committee, the Niagara Health Board of Directors approves the Board Policy 008-025-003A Board Evaluation Appendix A as presented. CARRIED.

The Committee discussed the process options for considering the 2018/19 Board Chair and Vice-Chair following the completion of these evaluations in the spring.

A refresh of the biographies on the Niagara Health website will be completed. Planning for the Governance Retreat continues for both the partner session and the Board session. In keeping with the Excellent Care for All Act legislation, the Committee will be considering nominations for the Niagara Health Staff member to serve on the Quality Committee in the New Year.

4.4 **Report of the Medical Advisory Committee**

Tom Stewart provided highlights for the Chief of Staff/EVP Medical and Medical Advisory Committee November 2nd meeting, as outlined in the Committee Report to the Board, as follows:

Recruitment is ongoing with a current focus in the areas of Respiriology, General Internal Medicine and Infection Prevention & Control. Physician recognitions were highlighted and the approved minutes of the October 5th meeting were provided for the Board's information.

5. **REPORTS**

5.1 **Report of the ONE Foundation**

Gord Statham and Peter McKinley attended the Board meeting to provide an update on Foundation activities as follows:

- CEO recruitment has been completed. Roger Ali has begun his onboarding with a start date in early January 2017.
- Several fundraising events have taken place and are planned such as Mustache Mania, Elimination Draw, Gala and Telethon.

5.2 **Report of the President**

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

6. **OTHER BUSINESS**

There was no other business to report.

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

There being no further business, the Open Session adjourned at 5:38pm.

MOTION B16-110:

It was MOVED by B. Alexander and SECONDED by C. Sutherland that the Niagara Health Board of Directors Meeting of November 22, 2016 be adjourned, and move to Closed Session. CARRIED.

John MacDonald, Chair

Recording Secretary: D. Dube