

**Board of Directors Meeting (Open Session)**

**MINUTES OF MEETING**

November 23, 2021

Virtual

	Sept 28/2021	Nov 23/2021					
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	✓	✓					
<b>Staff and Guests in Attendance:</b>							
Harpreet Bassi	✓	✓					
Linda Boich	✓	✓					
Sonali Kohli	✓	✓					
Flo Paladino	✓	✓					
Caroline Bourque-Wiley	✓	✓					
Angela Zangari	✓	✓					

**Guests:**

- Sonia Pagura – Director of Quality, Safety, Risk, Patient Partnership and Relations
- Elaina Orlando – Research Manager
- Dr. Jennifer Tsang – Physician Research Lead, Intensivist
- Andrea Scott – Niagara Health Foundation
- Albert Iannatuono – Niagara Health Foundation

**1. CALL TO ORDER**

Board Vice-Chair Marylee O'Neill welcomed fellow Directors, staff and guests and called the meeting to order at 4:00 p.m.

### 1.1 Land Acknowledgement

Barry Wright 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 B21-087:**

**It was MOVED by B. Wright and SECONDED by C. Sutherland that the Niagara Health System Board of Directors approves the Open Session Agenda for the November 23, 2021 Meeting as presented. CARRIED.**

### 1.4 Declaration of Conflicts

There were no conflicts declared with the subject matter contained within the agenda. Directors were reminded that they can declare conflicts as they arise and at any time.

### 1.5 Chair's Comments

The Vice-Chair began the meeting by noting that the Board's work is grounded in Niagara Health's core purpose. Congratulations were also extended to Elisabeth Zimmermann on being recognized by the Chamber of Commerce for her leadership and advocacy work with the Excellence in Non-Profit Award during the Women in Business Awards on November 19<sup>th</sup>.

### 1.6 Patient Story

Sonia Pagura provided the Board with the story of a visitor that demonstrated Niagara Health's commitment to Diversity, Equity and Inclusion.

## 2. **EDUCATION**

### 2.1 Niagara Health Research Strategy

Dr. Johan Viljoen introduced the research team consisting of Elaina Orlando (Research Manager), Dr. Jennifer Tsang (Physician Research Lead, Intensivist) and Zeau Ismail (Director, Interprofessional Practices, Ethics & Research Administration - who was not able to join the meeting).

The presentation outlined the purpose, mission and focus for the strategy as well as the recent successes with funding/grant applications, and publications in medical journals. Discussion arose around the process for funding, particularly when multiple organizations are co-applicants for grants. Once awarded, funds received through grants or the Niagara Health Foundation are held in trust and drawn upon to cover costs incurred by the specific research project. The Research Team is focused on projects related to the Care of the Older Person Strategy which is identified as a priority in the Strategic Plan.

The team noted that the annual Research Day has been scheduled for February 10, 2022. The Board acknowledged and congratulated the team on their hard work and diligence in advancing research activities at Niagara Health.

### 3. **CONSENT AGENDA**

While not removed from the Consent Agenda for discussion, a minor amendment to the Forum Without Management Policy was requested.

#### **MOTION B21-088:**

**It was MOVED by M. Paton and SECONDED by R. Archer that the Niagara Health System Board of Directors approves the Consent Agenda for the November 23, 2021 Open Session meeting as presented, including the motions listed below:**

- **That the Minutes of the September 28, 2021 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 Quality Committee Terms of Reference and Workplan, the Governance Committee Terms of Reference and the Resources and Audit Committee Workplan for 2021/22.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the following policies:**
  - **Principles of Governance and Forum without Management as amended,**
  - **Consent Agenda, Board of Directors Exit Interviews, Board Quality and Board of Directors Recognition as presented.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the revocation and deletion of the Guideline for Niagara Health Directors on International Travel During the Pandemic from the governance policy manual.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves process set out to select an eligible staff member to serve as a voting member of the Quality Committee of the Board, in keeping with the Excellent Care for All Act.**
- **That, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve the Niagara Health Capital Purchases Policy as amended.**
- **That, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve the Niagara Health Signing Authorities Policy as amended. CARRIED.**

### 4. **REPORTS**

#### 4.1 **Report of the President and CEO**

Lynn Guerriero provided highlights from the November 2021 President and CEO's report as outlined below:

- A number of the proposal submitted for funding have been approved such as virtual care and operational funding for the additional unit.
- Third doses for eligible staff and physician groups have been offered. The temporary clinic is now closed and Niagara Region Public Health and participating pharmacies will continue to administer boosters once eligibility has been broadened.
- Implementation of the mandatory vaccination policy is ongoing.
- The RFP for the South Niagara Site has been launched successfully. The Campaign Kick off is scheduled for December 1<sup>st</sup>.
- Financial advocacy for base funding is ongoing. Assistance is being provided to the team preparing a business case to increase access to care for communities in the southern tier. A retreat is also being planned for the NH/SJHH Mental Health and Addictions teams.

- Collaboration related to the Niagara Ontario Health Team - Équipe Santé Ontario Niagara (NOHT-ESON) is ongoing. New for 2022, a Collaborative Quality Improvement Plan (cQIP) will be prepared.

#### 4.2 Report of the Niagara Health Foundation

Albert Iannatuono provided an update on Foundation Board activities, including the progress of the Joint Niagara Health/Foundation MOU Renewal Committee and the Foundation Governance Committee's mandatory vaccination policy for Foundation Board Members. The Celebration of Lights is underway and the link to donate will be provided to the Board. The Capital Campaign will be launched on December 1<sup>st</sup> with the Campaign Co-Chairs being announced at that time.

Andrea Scott provided an update on Foundation activities including the most recent community lottery which awarded one winner with \$59,000. The program has raised approximately \$350,000 to date and will continue with three draws per year. The Development Team has been successful in growing the size of donations with an increase in larger gifts being observed. The Foundation Board held a retreat in October to review the Strategic Plan and validate that the key performance indicators continue to be relevant.

### 5. **BUSINESS ARISING**

#### 5.1 **Strategic Planning Update**

Marylee O'Neill, Strategic Planning Committee Chair, provided Directors with an update on the Strategic Planning process. A session to build on the retreat held in September is planned for January for a preliminary review of the key areas of focus. The Strategic Planning Committee will meet in December to review the progress and plan for this session. Early engagement interviews are being conducted with those interested in participating.

#### 5.2 **Guidance for Executive Travel**

The NH Executive Team has been aligned with the Board-approved *Guideline for Niagara Health Directors on International Travel During the Pandemic*. Given that the Public Health Agency of Canada has updated its travel advice removing the recommendation to avoid non-essential travel, and that the Guideline has been revoked for Directors, it is recommended that non-essential travel no longer be restricted for the Executive Team.

The Board agreed to the parameters below with respect to non-essential travel for the President and CEO and Chief of Staff/EVP Medical. It was noted that these parameters will not apply to travel for compassionate reasons or same day travel across the US border.

- Board Chair to approve travel for the President and CEO and Chief of Staff/EVP Medical.
- Consideration to be given to the risk level for the country travelling to.
- Consideration to be given to the Niagara context and current impact of COVID-19 on hospital operations.
- Should the Executive be detained or be required to self-isolate, they will do so by using vacation or taking a leave without pay.

The remainder of the Executive Team will also adhere to these parameters, reporting travel plans to the President and CEO.

#### **MOTION B21-089:**

**It was MOVED by E. Zimmermann and SECONDED by S. Murdoch that the Niagara Health System Board of Directors approves the parameters for non-essential travel outside of Canada for the President and CEO and Chief of Staff/EVP Medical.**

## **6. MATTERS FOR DECISION/DISCUSSION**

### **6.1 Report of the Governance Committee**

Barry Wright, Governance Committee Chair, provided highlights from the Committee's November meeting as outlined in the Committee report to the Board, as follows:

#### **6.1.1 Establishment of the Nominating Committee**

The Committee considered the recruitment efforts for Directors that will be required in preparation for the June 2022 Annual Meeting and endorsed the recommendation to constitute the Nominating Committee and approve the use of a search firm if required. It was noted that the Governance committee will be reviewing Director terms as there is a potential opportunity to extend some that are expiring in 2022.

#### **MOTION B21-090:**

**It was MOVED by B. Wright and SECONDED by R. Archer that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Nominating Committee Terms of Reference as amended;**

**And that, the Nominating Committee Membership be approved as set out below:**

- **Marylee O'Neill (Chair)**
- **Bunny Alexander**
- **Rob Tiffin**
- **Elisabeth Zimmermann**
- **Lynn Guerriero**
- **Johan Viljoen;**

**And that, a professional search firm be engaged to conduct the 2022 search for new Directors if needed. CARRIED.**

#### **6.1.2 Process to Appoint Community Experts to Committees**

The Governance Committee recognized the importance for a consistent, fair and transparent process to appoint Community Experts to Committees where the Terms of Reference allow such members. It was determined that the Community Expert vacancies be filled in parallel with the recruitment process for Independent Elected Directors, and that the individuals be recruited based on area of expertise versus general interest in the Board. Voting rights for Community Experts are articulated in the applicable Committee Terms of Reference. The Board of Directors Nomination and Election Process Policy was revised to include the recruitment of Community Experts.

#### **MOTION B21-091:**

**It was MOVED by B. Wright and SECONDED by E. Zimmermann that on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Board of Directors Nomination and Election Process Policy as amended, inclusive of the approach to recruit Community Experts to Board Committees. CARRIED.**

#### **6.1.3 Board Workplan**

The draft 2021/22 Board of Directors workplan, developed based on the Standing Committee workplans, was endorsed by the Committee and recommended for approval by the Board.

**MOTION B21-092:**

**It was MOVED by B. Wright and SECONDED by S. Murdoch that on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Board of Directors 2021/22 Workplan as presented. CARRIED.**

**6.1.4 Board Meeting Evaluation Results**

The Committee reviewed the Board Meeting evaluation results from the June and September 2021 meetings and had a healthy discussion related to returning to in person meetings in the new year. Feedback from Directors was offered in terms of individual comfort levels with this approach. There was consensus that a hybrid approach may be preferred to allow the option of attending either in person or virtually. The Governance Committee Chair will confer with the Board Chair and President and CEO to determine the final approach for the new year.

**6.2 Report of the Resources and Audit Committee**

Catherine Novick, Resources and Audit Committee Vice-Chair, provided highlights from the Committee's November meeting as outlined in the Committee reports to the Board, as follows:

**6.2.1 2021/22 Audit Service Plan**

Deloitte attended the meeting to present the Audit Service Plan for the 2021/22 fiscal year. There were no significant changes from previous years recommended. The Committee endorsed the Plan as presented and recommended the motion included under item 6.2.2 below.

**6.2.2 External Auditor Terms and Remuneration**

The Committee reviewed and approved the Auditor Terms and Remuneration which are the same as previous years.

**MOTION B21-093:**

**It was MOVED by C. Novick and SECONDED by S. Malcolm that on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors accept the 2021/22 External Audit Service Plan and Audit Fees as presented. CARRIED.**

**6.2.3 Chief Financial Officer Report and Capital Budget Plan**

The Committee was provided with a comprehensive financial report which fulfilled the level of detail requested in September. In addition, an education session relating to the capital budgeting process was also conducted. It was noted that it has been difficult to budget in the COVID-19 environment, however there have been several funding confirmations for additional beds which has assisted in reducing the deficit. Advocacy for funding for the new Health Information System is ongoing. In the new year, the Committee will review a long term financing strategy for both the local share of the South Niagara Site and the new Health Information System.

**6.3 Report of the Medical Advisory Committee**

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

- Directors were thanked for their interest and ongoing participation in the Medical Advisory Committee meetings which is valued by the membership.
- Strategic recruitment continues to fill positions as services grow.
- The Physicians celebrating milestones for 20-40 years of service were recognized. Recent Physician recognitions were also highlighted.

**6.3.1 Annual Physician Review Cycle Process**

The annual Active Staff performance review process was reviewed over the summer months. Areas for improvement identified during this process were incorporated into the toolkit endorsed by the Medical Advisory Committee and presented to the Board. Per section 1.3 of the Rules and Regulations, Board approval is required to finalize the process which will be implemented beginning in May 2022.

**MOTION B21-094:**

**It was MOVED by M. Jurmain and SECONDED by R. Archer that the Niagara Health System Board of Directors, on the recommendation of the NH Medical Advisory Committee, approves the provided Annual Performance Review Process to be implemented in May 2022. CARRIED.**

**7. MATTERS FOR INFORMATION**

**7.1 Report of the Governance Committee**

The November report was provided to the Board for information.

**7.2 Report of the Resources and Audit Committee**

The November 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 6:00p.m.

**MOTION B21-095:**

**It was MOVED by C. Novick and SECONDED by S. Malcolm That the Niagara Health System Board of Directors Open Session Meeting of November 23, 2021 be adjourned, and moved to a Closed Session. CARRIED.**

Recording Secretary: D. Dube

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Marylee O'Neill, Vice-Chair