

## Board of Directors Meeting (Open Session)

### MINUTES OF MEETING

January 24, 2017

St. Catharines Site – Academic Classrooms

	Sep 27/16	Oct 25/16	Nov 22/16	Jan 24/17						
<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)	✓	✓	✓	R						
Ronald Mergl	✓	✓	✓	✓						
Murray Paton	✓	✓	✓	✓						
Charles Rate	✓	✓	✓	✓						
Cathy Sutherland	✓	✓	✓	R						
Thomas Stewart (ex-officio)	✓	✓	✓	R						
Robert Tiffin	✓	✓	R	✓						
Barry Wright	✓	R	✓	✓						
<b>Staff and Guests in Attendance:</b>										
Linda Boich	✓	✓	✓	✓						
Flo Paladino	✓	✓	✓	✓						
Kevin Smith	R	R	R	R						
Caroline Bourque-Wiley	✓	✓	✓	✓						
Angela Zangari	✓	R	✓	✓						

\*via teleconference/videoconference

\*\* attended in part

#### Guests:

Martin Ruaux – Niagara Health  
 Dr. Jennifer Everson – HNHB LHIN  
 Brian Guest – SJHS  
 Barb Beaudoin – SJHH Joint Board of Governors  
 Adriaan Korstanje – SJHH Joint Board of Governors  
 Sonny Monzavi – SJHH Joint Board of Governors  
 Joe Maggiolo – ONE Foundation  
 Roger Ali – ONE Foundation

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

Board Chair John MacDonald called the meeting to order at 4:00 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 B17-001:**

**It was MOVED by B. Wright and SECONDED by J. Bragagnolo that the Niagara Health System Board of Directors approves the Open Session Agenda for the January 24, 2017 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

The Chair welcomed Roger Ali, President and CEO of ONE Foundation to his first meeting since taking office on January 16<sup>th</sup>. The Chair also welcomed colleagues from the St. Joseph's Hamilton Joint Board of Governors.

## 1.5 Reaffirming our Purpose, Vision and Values

John MacDonald led the Board through a review of the Purpose, Vision and Values.

## 1.6 Patient Story

Martin Ruaux provided an overview of the increase in Emergency Department volumes during the winter surge which began in November. He highlighted the challenges that faced the team as well as the strategies implemented to create capacity and ensure quality of care for patients. The "Know Your Options" education strategy was also discussed.

## 2. PRESENTATION

Dr. Jennifer Everson, Physician Lead, Primary Care Physician LHIN Lead, HNHB Health Quality Ontario Clinical Quality Lead, provided the Board with a presentation relating to Primary Care. An overview of Ontario's primary care models as well as the current demographics of Niagara physicians was discussed. Displaced patients can utilize Health Care Connect for assistance with finding a family physician or nurse practitioner. Niagara is doing well in the competitive market of recruiting specialists due in part to the Medical School and availability of the residency program.

## 3. APPROVAL OF BOARD MINUTES

### **MOTION B17-002:**

**It was MOVED by J. Bragagnolo and SECONDED by K. Kawall that the Minutes of the November 22, 2016 Open Session of the Niagara Health System Board of Directors Meeting be approved as presented. CARRIED.**

## 4. MATTERS FOR DECISION/DISCUSSION

### 4.1 Report of the Quality Committee

Larry Boggio, Quality Committee Chair, provided highlights from the Committee's January 11<sup>th</sup> meeting as outlined in the Committee report to the board, as follows:

#### 4.1.1 ED Return Visit Quality Program Submission

The program developed by Health Quality Ontario (HQO) was designed to focus on quality improvement within emergency departments. Board approval is required to submit the Narrative and Audit Template to HQO by January 31<sup>st</sup>.

**MOTION B17-003:**

**It was MOVED by L. Boggio and SECONDED by B. Alexander that, on the recommendation of the Quality Committee, the Niagara Health System Board of Directors approves the ED Return Visits Quality Program Narrative and Audit Template for submission to Health Quality Ontario. CARRIED.**

A letter from Anthony Dale related to the capacity challenges being faced by the hospital sector was shared with the Committee and posted to the Board's knowledge centre as indicated on the agenda. Highlights of the sessions from the Institute for Healthcare Improvement conference attended in December were also provided.

The Committee received an update on the Enterprise Risk Management activities. The Committee received a report from the Perioperative Program as well as an update on the Senior Friendly Initiative. The Credentialing office provided an overview of the current process for granting physician privileges, with a focus on improvements made since the last reporting. The list of Health Quality Ontario suggested indicators for hospital to consider when developing the 2017/18 Quality Improvement Plan (QIP) was discussed. The recommended targets for the 2017/18 QIP as well as the progress report for 2016/17 will be provided to the Committee for approval in February.

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

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

**4.2.1 Community Accountability Planning Submission (CAPS)**

The Ministry of Health requires that the CAPS submission be approved by the Board of Directors as part of the annual budget submission. Niagara Health is submitting a balanced budget for 2017/18.

**MOTION B17-004:**

**It was MOVED by K. Kawall and SECONDED by R. Tiffin that, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approves the CAPS 2017/18 submission. CARRIED.**

The Committee received an update on the Enterprise Risk Management activities and completed the semi-annual review of insurance and legal claims data. The hospitals insurer has measured compliance against their mitigation strategies for the top risk and found that Niagara Health is performing very well. These results are being used as a benchmark for other hospitals completing the survey.

The data associated with the workplace relations program as well as the quarterly human resources report was reviewed. The concerted effort on sick time strategies has begun to result in a reduction in rates.

**4.3 Report of the Governance Committee**

John Bragagnolo, Governance Committee Chair, provided highlights from the January 9<sup>th</sup> meeting, as outlined in the Committee Report to the Board, as follows:

**4.3.1 Proposed Special Resolution to Amend the Administrative By-Law**

A special resolution to amend the quorum outlined in Section 5.4 of the Administrative By-Laws was proposed, based on legal advice.

**MOTION B17-005:**

**It was MOVED by J. Bragagnolo and SECONDED by C. Rate that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the amendment to Section 5.4 of the Niagara Health System Administrative By-Law to define quorum as “A majority of the voting Directors shall constitute a quorum for any meeting of the Board. A Board hearing pursuant to the Niagara Health System, By-Law Number 2, Professional Staff By-Law or pursuant to the Public Hospitals Act shall be before a panel of not less than three (3) voting Directors”. CARRIED.**

Once the resolution has been signed by all Members of the Corporation, the change will be considered adopted and there is no need for it to be presented at the Annual General Meeting. Notification of this change will occur at the next meeting of the Medical Advisory Committee.

**4.3.2 Physician Briefing Advisory Committee**

Legal counsel was consulted to determine a process to advise on matters relating to physicians with or seeking privileges without tainting the Board. The desired approach is to establish an Advisory Committee consisting of two Board Members with Terms of Reference to be developed.

**MOTION B17-006:**

**It was MOVED by J. Bragagnolo and SECONDED by L. Boggio that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the establishment of a Physician Briefing Advisory Committee. CARRIED.**

**MOTION B17-007:**

**It was MOVED by J. Bragagnolo and SECONDED by B. Alexander that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the appointment of Barry Wright and Murray Paton to the Physician Advisory Committee, and that their term be concluded at the end of their term of office. CARRIED.**

The Committee received an update on the Enterprise Risk Management activities and requested that an education session be provided for the Board at a future meeting. An article from Miller Thompson highlighting a ruling made on in-camera deliberations was provided for the Committee’s information. As a result, a review of Niagara Health’s policy for Open and Closed Board Meetings will be undertaken by the Committee.

The proceedings and evaluation results from the Governance Retreat held in December were reviewed. The Chair of the Governance Committee will meet with staff to develop a draft workplan to be reviewed at the February meeting.

**4.4 Report of the Medical Advisory Committee**

Suzanne Johnston provided highlights for the Chief of Staff/EVP Medical and Medical Advisory Committee’s November 30<sup>th</sup> and January 4<sup>th</sup> meetings, as outlined in the Committee Report to the Board.

**5. REPORTS**

**5.1 Report of the ONE Foundation**

Joe Maggiolo and Roger Ali attended the Board meeting to provide an update on Foundation activities as follows:

- Upcoming fundraising events were highlighted.
- Roger Ali provided an update on the focus for the 90 day plan he has developed since coming on board January 16<sup>th</sup>.

**5.2 Report of the President**

Suzanne Johnston highlighted a number of items from the January 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 5:35pm.

**MOTION B17-008:**

**It was MOVED by C. Rate and SECONDED by M. Paton that the Niagara Health Board of Directors Meeting of January 24, 2017 be adjourned, and move to Closed Session. CARRIED.**

Recording Secretary: D. Dube

---

John MacDonald, Chair