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Board of Directors Meeting (Open Session)

MINUTES OF MEETING
June 24, 2025
Marotta Family Hospital

	Sept 24/2024	Nov 26/2024	Jan 28/2025	Mar 25/2025	May 27/2025	June 24/2025
Simon Akinsulie (ex-officio)	✓	✓	✓	✓	✓	✓
Ray Archer	✓	✓	✓*	✓*	✓	✓
Kevin Chan (ex-officio)	-	-	-	✓	✓	✓
Gervan Fearon	✓*	✓	✓*	✓*	✓*	✓
Susanne Flett	✓*	✓	✓	✓	✓	✓
Lynn Guerriero (ex-officio)	✓	✓	✓	✓	✓	✓
Jennifer Li	R	✓	✓	✓	✓	✓
Alison MacTavish (ex-officio)	✓	R	✓*	✓	✓	✓
Mary Maida	✓	✓	✓	✓	✓	✓
Bill Maurin	✓	✓*	✓	R	✓	✓
John McKinley	✓	✓	✓	✓	✓	✓
Catherine Novick	✓	✓*	✓	✓	✓	✓
Marylee O'Neill, Chair	✓	✓	✓	✓	✓	✓
Charlie Rate	✓	✓	✓	✓	✓	✓
Anthony Reitboeck	✓*	✓	✓	✓*	✓	R
Carmen Rossiter	✓	✓	✓	✓	✓	✓
Janice Thomson	R	✓	R	R	✓	✓
Staff and Guests in Attendance:						
Harpreet Bassi	✓	✓	✓	✓	✓*	✓
Linda Boich	✓	✓	✓	✓	✓	✓
Anthony DiCaita	✓	✓	✓	✓	✓	✓
Sonali Kohli	✓	✓	✓	✓	✓	✓
Heather Paterson	✓	✓	✓	✓	✓	✓
Fiona Peacefull	✓	R	✓	✓	✓	✓

*Virtual Attendance

Guests:
Andrea Scott
Kevin Wilson
Mayor Wayne Redekop – Delegation Addressing the Board

1. CALL TO ORDER

Board Chair Marylee O'Neill welcomed fellow Directors, staff and guests and called the meeting to order at 2:30 p.m.

1.1 Quorum

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

1.2 **Delegations/Persons Addressing the Board**

1.2.1 **Town of Fort Erie**

Mayor Wayne Redekop attended the meeting to present on behalf of Fort Erie Town Council with regard to the proposed model for reimagining the Fort Erie Urgent Care Centre. The Board Chair thanked Mayor Redekop and Council Members present for the and noted that the information presented to the Board would be taken under consideration.

1.3 **Approval of the Agenda**

MOTION B25-039:
It was MOVED by S. Flett and SECONDED by C. Novick that the Niagara Health System Board of Directors approves the Open Session Agenda for the June 24, 2025 Meeting as presented. CARRIED.

1.4 **Declaration of Conflicts**
There were no conflicts declared with the subject matter contained within the agenda.

1.5 **Chair's Comments**
The Chair expressed thanks to Board Directors for their time, commitment and dedication over the past year. Congratulations were extended to Sonali Kohli on being awarded with an Honorary Honours Bachelor of Digital Experience Design from Geroge Brown College.

2. <u>EDUCATION</u>
There were no education items presented.

3. <u>CONSENT AGENDA</u>
Prior to calling for a motion for the Consent Agenda, the Chair noted that the Finance and Audit and Capital Planning Committee will be combined for the 2025/26 Board year. The Terms of Reference and Workplans will be adjusted to reflect this change. It was also noted that the minutes of the June 11, 2025 Quality and Patient Safety Committee were provided for information.

MOTION B25-040:
It was MOVED by C. Rate and SECONDED by S. Flett that the Niagara Health System Board of Directors approves the Consent Agenda for the June 24, 2025 Open Session meeting as presented, including the motions listed below:

- **That the Minutes of the May 27, 2025 Open Session Meeting of the Niagara Health System Board of Directors be approved as presented.**
- **That, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors approves the Deputy Chief of Staff Selection Committee as set out below:**
  Dr. Kevin Chan (Chair), Ms. Lynn Guerriero (Or Delegate), Mr. John McKinley, Ms. Heather Paterson, Dr. Alison MacTavish (or incoming Medical Staff Association President), Dr. Victor Uwaifo and Dr. Satish Chawla.
- **That, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors approves the 2025/26 Committee Leadership and Member appointments, with a subsequent amendment to Director Li's appointment, as set out below:**

<table>
<tr>
<td rowspan="2"><u>Quality and Patient Experience</u>
John McKinley, Chair
Susanne Flett, Vice-Chair
Carmen Rossiter
Jennifer Li
Chris McGrath
Shelley Tapp
Richard Ellis
Marylee O'Neill (ex-officio)
Lynn Guerriero (ex-officio)
Simon Akinsulie (ex-officio)
Kevin Chan (ex-officio)
Alison MacTavish (ex-officio)
Gail Riihimaki (Patient Partner)
Jim Borysko (Patient Partner)
Krista Unruh (ECFAA Member)</td>
<td><u>Governance and People</u>
Janice Thomson, Chair
Anthony Reitboeck, Vice-Chair
John McKinley
Charlie Rate
Mary Maida
Catherine Novick
Marylee O'Neill (ex-officio)
Lynn Guerriero (ex-officio)</td>
<td><u>Finance and Audit/Capital Planning</u>
Charlie Rate, Chair
Ray Archer, Vice-Chair
Catherine Novick
Carmen Rossiter
Susanne Flett
Jennifer Li
Marylee O'Neill (ex-officio)
Lynn Guerriero (ex-officio)
Rachel Stuchberry or delegate (ex-officio)
Andrea Scott (Non-Voting Guest)</td>
</tr>
<tr>
<td><u>Physician Briefing Advisory</u>
Janice Thomson
Ray Archer</td>
<td><u>Niagara Health Foundation Capital Campaign</u>
M. O'Neill, Vice-Chair
Charlie Rate</td>
</tr>
</table>

- **That the Niagara Health System Board of Directors approve the Broader Public Sector Accountability Act (BPSAA) Attestation for the period of April 1, 2024 to March 31, 2025.**
- **That, the Niagara Health System Board of Directors approve the Child and Youth Mental Health Operating Annual Reconciliation for the fiscal year ending March 31, 2025.**
- **That, the Niagara Health System Board of Directors approve the HSAA Article 8 Declaration of Compliance for the period of April 1, 2024 to March 31, 2025.**
- **That, the Niagara Health System Board of Directors authorize by resolution the MSAA Schedule F – Declaration of Compliance for the period of April 1, 2024 to March 31, 2025. CARRIED.**

4. LEADERSHIP REPORTS

4.1 Report of the President and CEO

Lynn Guerriero provided highlights from the June 2025 President and CEO report with a focus on the kick off of the CT scanner replacement project. Thanks were extended to the Niagara Health Foundation for their support for this initiative.

4.2 Report of the Chief of Staff and Chair of MAC

Dr. Kevin Chan provided highlights from the June 2025 Chief of Staff and MAC report with a focus on the significant efforts made to strengthen partnerships, including with McMaster University.

4.2.1 Head of Service – Midwifery

Consistent with Niagara Health's Professional Staff By-Law, the Medical Advisory Committee has endorsed the second term appointment of the Head of Service Midwifery.

MOTION B25-041:
It was MOVED by C. Rossiter and SECONDED by J. Li that on the recommendation of the Medical Advisory Committee, the Niagara Health System Board of Directors approves the appointment of Ms. Jennifer Gasparotto for a second Five Year Term as the Head of Service Midwifery effective August 26, 2025. CARRIED.

4.3 **Niagara Health Foundation**
Andrea Scott and Kevin Wilson provided the Board with an update focused on funds raised during the previous fiscal year and the budget for the upcoming year. It was also noted that the Niagara Health Foundation Board Chair's term will conclude in the fall and the incoming Chair will join the Niagara Health Board meetings thereafter.

5. <u>STANDING ITEMS FOR DECISION/DISCUSSION</u>

5.1 **GOVERNANCE OVERSIGHT**

5.1.1 **Report of the Governance and People Committee**

i. **New Director Appointment Recommendations**
The Nominating Committee met with a number of highly skilled candidates that possessed the qualities identified in the recruitment profile. Two candidates were recommended for appointment.

MOTION B25-042:
It was MOVED by J. Thomson and SECONDED by C. Rate that on the recommendation of the Governance and People Committee,

Whereas a mid term vacancy was created with the resignation of Director Shane Malcolm, the Niagara Health System Board of Directors approves the appointment of Shelley Tapp to the Niagara Health System Board of Directors effective June 24, 2025 to fill the current mid-term vacancy (as per Article 4.10 of the Corporate By-Law).

And that, the appointment of Richard Ellis to the Niagara Health System Board of Directors be approved effective June 24, 2025 for a three year term.
CARRIED.

ii. **Chief of Anesthesia Term Extension**
In keeping with the Professional Staff By-Law, a search process has been initiated to select a new Chief. An extension to the current Chief's term is required while this recruitment process is completed.

MOTION B25-043:
It was MOVED by J. Thomson and SECONDED by J. Li that on the recommendation of the Medical Advisory and Governance and People Committees, the Niagara Health System Board of Directors approves the extension of Dr. Don DuVall's term as Chief of Anesthesia from August 25, 2025 to December 31, 2025.

iii. **Director Resignation and Vacancy Recruitment Process**
Gervan Fearon has tendered his resignation from the Board as of the conclusion of the June 24, 2025 proceedings. As part of the Board's process, a formal motion is required to accept this resignation. Director Fearon expressed thanks to Board colleagues and appreciation for the opportunity to serve on the Board.

The Governance and People Committee endorsed the Nominating Committee's recommendation that recruitment efforts to fill this new vacancy focus on candidates with expertise in broader not for profit sector finance. The recruitment process will be initiated over the summer months.

MOTION B25-044:
It was MOVED by J. Thomson and SECONDED by C. Rossiter That, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors accept with regret the resignation of Director Gervan Fearon from the Niagara Health System Board of Directors effective June 24, 2025,

And that, the recruitment profile to search for a candidate with financial expertise in the not for profit sector be approved. CARRIED.

7. <u>MOTION TO ADJOURN OPEN SESSION</u>
There being no further business, the Open Session adjourned at 3:20p.m.

MOTION B25-045:
It was MOVED by C. Rate that the Niagara Health System Board of Directors Open Session Meeting of June 24, 2025 be adjourned. CARRIED.

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Marylee O'Neill, Chair

Recording Secretary: D. Dube