

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

February 25, 2020

St. Catharines Site – Corporate Boardroom

	Sept 24/19	Oct 22/19	Nov 26/19	Jan 28/2020	Feb 25/2020			
John Bragagnolo, Chair	R	✓	✓	R	✓			
Bunny Alexander	✓	✓	✓	✓	✓			
Ray Archer	✓	✓	✓	✓*	✓			
Lynn Guerriero (ex-officio)	-	-	-	-	✓			
Marti Jurmain	R	✓	✓	✓	✓			
Ken Kawall	✓	✓	✓	R	✓			
Maynard Luterman (ex-officio)	-	-	R	✓	✓			
Derek McNally (ex-officio)	✓	✓	✓	✓	✓			
Ronald Mergl	✓	✓	R	✓	R			
Catherine Novick	✓	✓	✓	✓	✓*			
Marylee O'Neill	✓	✓*	✓	✓	✓			
Murray Paton	✓	✓	✓	✓	✓			
Charles Rate	✓	R	✓	R	✓			
Cathy Sutherland	✓	✓	✓	R	✓			
Robert Tiffin	✓	✓	✓	✓	✓			
Johan Viljoen (ex-officio)	✓	✓	✓	✓	R			
Mike Watt	✓	✓	✓	✓*	R			
Barry Wright	✓	✓	✓	✓	✓			
Elisabeth Zimmermann	✓	✓	✓	✓	✓			
Staff and Guests in Attendance:								
Linda Boich	✓	✓	R	✓	✓			
Flo Paladino	✓	R	✓	✓	R			
Thomas Stewart	✓	✓	✓*	✓	R			
Caroline Bourque-Wiley	✓	✓	✓	R	✓			
Angela Zangari	✓	✓	✓	R	✓			

*via teleconference/videoconference

**attended in part

Guests:

Laura Morrison – Director Patient Care, Director Patient Care Kidney Care Program & Regional Stroke Program Site Director Greater Niagara General & Douglas Memorial Site

Roger Ali – Niagara Health Foundation

Vita Gauley – Niagara Health Foundation

1. CALL TO ORDER

Board Chair John Bragagnolo welcomed guests, fellow Directors and staff and 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 B20-013:

It was MOVED by M. O'Neill and SECONDED by C. Rate that the Niagara Health System Board of Directors approves the Open Session Agenda for the February 25, 2020 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

On behalf of the Board, the Chair welcomed new President Lynn Guerriero to Niagara Health and thanked Angela Zangari for her service as Interim President over the last eight months.

1.5 Affirmation of Purpose, Vision and Values

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

1.6 Patient Story

Laura Morrison, Director Patient Care, Director Patient Care Kidney Care Program & Regional Stroke Program Site Director Greater Niagara General & Douglas Memorial Site, provided the Board with a story outlining the risks associated with needle dislodgement during dialysis. The program has developed a prevention project which includes standardized policies and procedures, risk assessment tools and clinical pathway algorithms. The team has shared their work at a recent conference for kidney care professionals.

2. EDUCATION

There were no education items to present at this meeting.

3. CONSENT AGENDA

MOTION B20-014:

It was MOVED by R. Tiffin and SECONDED by E. Zimmermann that the Niagara Health System Board of Directors approves the Consent Agenda for the February 25, 2020 Open Session meeting as presented, including the motions listed below:

- **That the Minutes of the January 28, 2020 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 Capital Planning Terms of Reference as amended.**
 - **That, on the recommendation of the Resources & Audit Committee, the Niagara Health System Board of Directors approves 2019/20 LSAA Schedule E Declaration of Compliance.**
- CARRIED.**

4. REPORTS

4.1 Report of the CEO

The CEO updates were provided through the President's report.

4.2 **Report of the President**

Lynn Guerriero noted that she has received a warm welcome to Niagara Health and provided insights on her onboarding experience to date. Updates were provided on behalf of the CEO with regards to a meeting being scheduled with Ontario Health leadership and budget submissions. Preparedness for COVID19 was also discussed, including an exercise for acute care hospitals in the LHIN that Niagara Health will be participating in.

4.3 **Report of the Chief Nursing Executive**

Derek McNally provided the Board with the quarterly Chief Nurse Executive report with a focus on the initiatives supporting Niagara Health's Strategic Plan. The areas of focus build on the 'We' concept which has been expanded beyond the safe exchange of information to include essentials of extraordinary caring and care of the older person strategies.

4.4 **Report of the Foundation**

Vita Gauley welcomed Lynn Guerriero and provided an update on Foundation Board activities. The Board participated in a retreat focused on governance for philanthropic organizations. The Nominating Committee is reviewing the upcoming needs and succession planning for Foundation Directors, as new members will be coming forward for approval in March. The process for Accreditation through Imagine Canada is underway.

Roger Ali welcomed Lynn Guerriero and provided an update on Foundation activities including the success of the Elimination draw which resulted in the most ever raised. The Gala on February 29th will include a new 'fund a need' component. Year one of the strategic plan is in the third quarter with several new initiatives being implemented. The case for support for the new hospital is being developed for review by the Foundation Board in March.

5. **BUSINESS ARISING**

5.1 **Appointment of Officer – NH Secretary**

In keeping with Niagara Health's Administrative By-Law, the Officers of the Board include a Secretary. As this office is held by the President, the Board approved the appointment of Lynn Guerriero to replace Angela Zangari who has completed her term as Interim President.

MOTION B20-015:

It was MOVED by B. Alexander and SECONDED by R. Archer that having completed the term as Interim President, Angela Zangari be removed as Secretary of the Corporation, and replaced with Lynn Guerriero effective February 18, 2020. CARRIED.

6. **MATTERS FOR DECISION/DISCUSSION**

6.1 **Report of the Quality Committee**

Marti Jurmain, Quality Committee Chair, provided highlights from the Committee's February meeting as outlined in the Committee report to the Board, as follows:

6.1.1 **2019/20 Quality Improvement Plan Progress Report**

The Board reviewed the year end progress report templates for both the Hospital and the Extended Care Unit. The detailed Q4 Quality Improvement Scorecards were also provided. Discussion arose around the results of a number of indicators being closely monitored including Alternate Level of Care and Care in Unconventional Spaces. The progress reports will be submitted and posted on Niagara Health's website on April 1st.

MOTION B20-016:

It was MOVED by M. Jurmain and SECONDED by K. Kawall that on the recommendation of the Quality Committee, the Niagara Health System Board of Directors approves the 2019/20 Ontario Health/Health Quality Ontario Quality Improvement Plan Progress Reports for the Hospital and Extended Care Unit. CARRIED.

6.1.2 2020/21 Quality Improvement Plan Indicators and Targets

The Board reviewed the proposed indicators and targets for the 2020/21 Quality Improvement Plan. As in previous years, indicators where NH is performing well or monitoring elsewhere have not been selected. The chosen indicators have also been aligned with the Ontario Health – Quality Business Unit definitions, including those priority indicators. Discussion focused on the aggressive target with regard to emergency department wait times and the process to capture workplace violence incidences. The change ideas corresponding to each indicator will come forward for approval in March. The Plan will be submitted and posted on the Niagara Health Website on April 1st.

6.2 Report of the Governance Committee

Bunny Alexander, Governance Committee Chair, provided highlights from the Committee's February meeting as outlined in the Committee report to the Board, as follows:

6.2.1 Board/Committee Meeting Frequency

The Committee reviewed feedback from new and existing Directors with respect to time challenges of attending multiple monthly meetings. It was acknowledged that although fewer Board meetings may increase ability to recruit working professionals, it may also result in longer meetings to cover the material. Following a review of the environmental scan provided to the Board, the Committee recommended that the number of Board and Standing Committee meetings be reduced to seven. The Board participated in a round table discussion of this recommendation, as well as Director experiences while serving on other Boards. There was consensus among Directors to proceed with the reduction of meetings provided that the new schedule be monitored for effectiveness and to ensure that matters are being dealt with in a timely manner.

MOTION B20-017:

It was MOVED by B. Alexander and SECONDED by R. Archer that on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves that the Board of Directors and Standing Committee meetings be reduced to seven meetings per Board year beginning in 2020/21. CARRIED.

6.2.2 Standing Committee Appointments

The current Duties and Expectations of a Director and Code of Conduct and Declarations policy requires that Directors participate on at least one Standing Committee. Currently, each Director is participating in two Standing Committees. The Board endorsed the recommendation that Directors be provided an option to serve on a second Committee for the upcoming Board year. It was noted that the provision in the Board's Committee Principles Rules and Regulations with regard to extending maximum tenure be invoked if necessary to maintain stability on the Standing Committees.

MOTION B20-018:

It was MOVED by B. Alexander and SECONDED by M. O'Neill that on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves that Directors be required to be appointed to one Standing Committee, with an option to be appointed to a second Committee if so desired for beginning in the 2020/21 Board year. CARRIED.

6.2.3 Board Leadership Nominations

The Board reviewed and approved the proposed nomination process, timeline and draft nominations form endorsed by the Committee. Expressions of interest and/or peer nominations for the Board Vice-Chair and Standing Committee Vice-Chairs will be required for the 2020/21 Board year.

MOTION B20-019:

It was MOVED by B. Alexander and SECONDED by E. Zimmermann that on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Board Leadership nominations process, timelines, form and method for the 2020/21 Board leadership appointments. CARRIED.

The Committee also discussed the improvement made through the Governance Working Group recommendations. The process has been closed off as all initiatives have been successfully implemented or are in progress. Expressions of interest will be accepted for the Board representative to serve on the Chief of Medicine Search Committee. A brief description of the role was provided.

7. MATTERS FOR INFORMATION

7.1 Report of the Quality Committee

The February report was provided to the Board for information.

7.2 Report of the Governance Committee

The February report was provided to the Board for information.

7.3 Report of the Resources and Audit 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 5:30p.m.

MOTION B20-020:

It was MOVED by C. Rate and SECONDED by B. Wright that the Niagara Health System Board of Directors Open Session Meeting of February 25, 2020 be adjourned and moved to a Closed Session. CARRIED.

John Bragagnolo, Chair

Recording Secretary: D. Dube