

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

May 25, 2021

Virtual

	Sept 29/2020	Nov 24/2020	Feb23/2021	Mar 23/2021	May 25/2021		
Bunny Alexander, Chair	✓	✓	✓	✓	✓		
Ray Archer	✓	✓	✓	✓	✓		
Gervan Fearon	-	-	✓	✓	✓		
Lynn Guerriero (ex-officio)	✓	✓	✓	✓	✓		
Marti Jurmain	✓	✓	✓	✓	✓		
Maynard Luterman (ex-officio)	✓	R	✓	✓	✓		
Derek McNally (ex-officio)	✓	✓	-	-	-		
Catherine Novick	✓	✓	✓	✓	✓		
Marylee O'Neill	✓	✓	✓	✓	✓		
Heather Paterson	-	-	✓*	✓*	✓*		
Murray Paton	✓	✓	✓	✓	✓		
Charles Rate	✓	✓	✓	✓	-		
Cathy Sutherland	R	✓	✓	✓	R		
Robert Tiffin	✓	✓	✓	✓	✓		
Johan Viljoen (ex-officio)	✓	✓	✓	✓	✓		
Barry Wright	✓	✓	✓	✓	✓		
Elisabeth Zimmermann	R	✓	✓	✓	✓		
Staff and Guests in Attendance:							
Harpreet Bassi	-	-	✓	✓	✓		
Linda Boich	✓	✓	✓	✓	✓		
Sonali Kohli	-	-	-	-	✓		
Flo Paladino	✓	✓	✓	✓	✓		
Chuck Quigley	-	-	✓	✓	-		
Caroline Bourque-Wiley	✓	✓	✓	✓	✓		
Angela Zangari	✓	✓	✓	✓	✓		

*Heather Paterson attending as acting Executive Vice-President and Chief Nursing Executive

Guests:

- Laura Farrelly – Director of Patient Care, Women, Babies & Children, Perioperative, Kidney Care (SCS), Interim Executive Lead and CNO (SCS)
- Andrea Scott – Niagara Health Foundation
- Vita Gauley – Niagara Health Foundation
- Albert Iannatuono – Niagara Health Foundation

1. CALL TO ORDER

Board Chair Bunny Alexander welcomed fellow Directors, staff and guests 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 B21-038:

It was MOVED by M. Paton and SECONDED by R. Tiffin that the Niagara Health System Board of Directors approves the Open Session Agenda for the May 25, 2021 Meeting as presented. CARRIED.

1.3 Declaration of Conflicts

There were no conflicts declared with the subject matter contained within the agenda. Members of the Executive Team excused themselves from portions of the meeting as indicated.

1.4 Chair's Comments

The Chair thanked Directors for their time continued dedication in preparing for and attending Board and Committee meetings. Directors were advised that expressions of interest will be collected for new Committees being established.

1.5 Patient Story

Laura Farrelly provided the Board with the stories of two patients receiving care during the pandemic. The staff exemplified compassion in action by going above and beyond to provide care beyond the medical needs of the patients. Although not able to be present in person, the families were heavily engaged as partners throughout the care journey.

2. CONSENT AGENDA

MOTION B21-039:

It was MOVED by R. Archer and SECONDED by M. Paton that the Niagara Health System Board of Directors approves the Consent Agenda for the May 25, 2021 Open Session meeting as presented, including the motions listed below:

- **That the Minutes of the March 23, 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 Joint Niagara Health/Foundation MOU Review Committee Terms of Reference as presented.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Ad Hoc Strategic Planning Committee Terms of Reference as amended.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the appointment of Ray Archer as Chair, Digital Transformation Committee.**
- **That, on the recommendation of the Medical Advisory and Governance Committees, the Niagara Health System Board of Directors approve the second Term appointment of Dr. Julian Dobranowski as the Chief of Diagnostic Imaging for Niagara Health, effective April 19th, 2021.**
- **That, on the recommendation of the Medical Advisory Committee, the Niagara Health Board of Directors, approve Dr. Shlok Gupta the Head of Service Medicine, GNG Site, effective June 1st, 2021. CARRIED.**

3. REPORTS

3.1 Report of the President and Interim CEO

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

- Planning for critical care capacity has occurred regionally in partnership with peer hospitals. The level 3 ICU and COVID-19 inpatient unit capacity at NH has been increased to accommodate critically ill patients. Transfers of patients to NH from outside the Region has been needed due to capacity pressures in the Province. The dashboard for COVID-19 related data was shared with Directors.
- As part of the provincial directive, there has been a reduction in scheduling non urgent procedures. Surgeries related to cancer and vascular conditions have not been cancelled. Recovery planning is ongoing and special care will be given to the needs of staff to ensure vacations are possible to rest and recharge over the summer months.
- The vaccination clinic surpassed the 100,000 dose milestone in early May. NH has been strongly advocating for a shortened dose interval for health care workers in high risk groups which has now been directed by the province. All staff eligible for this new interval will have been offered a new appointment time by the end of May. Kudos were extended to the vaccine task force for pivoting and adapting each time provincial directions have been modified.
- Stakeholder engagement meetings are ongoing regarding the local share for the South Niagara Site advocacy for funding.
- Executive Vice-President and Chief Nursing Officer Derek McNally was wished well in his recent retirement. Heather Paterson and Laura Farrelly were thanked for their contributions in their interim roles which will be continuing at this time.
- Congratulations were extended to Dr. Julian Dobranowski for his support in securing the funding to support the third MRI for Niagara Health.

3.2 Report of the Niagara Health Foundation

Andrea Scott provided an update on Foundation activities including the forecasted results for the end of the fiscal year on May 31st. The fundraising for MRI installation costs has been successfully completed. A naming opportunity for a donor who has contributed and assisted in raising over 10 million dollars will occur. The 50/50 community lotteries have been successful with the most recent lottery raising \$148,975. The lotteries will continue with the next scheduled during the summer months. The South Niagara Site Campaign Committee has been convened and planning for the local share is ongoing.

Vita Gauley provided an update on Foundation Board activities, including introducing Albert Iannatuono as the incoming Foundation Board Chair and announcing the incoming Foundation Board Vice-Chair. Thanks were extended to the Niagara Health Board Chair and Vice-Chair for their participation in the South Niagara Site Campaign meeting. The focus of this group will be on finalizing the branding for the project and reviewing and accepting the budget.

4. BUSINESS ARISING

There was no business arising to discuss.

5. EDUCATION

There were no education items presented at the meeting.

6. MATTERS FOR DECISION/DISCUSSION

6.1 Report of the Governance Committee

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

6.1.1 New Director Appointments

The Nominating Committee has completed the recruitment process with four new Directors being identified. The Committee was fortunate to have had a strong group of community minded health oriented individuals apply to be members of the Board. Thanks were extended to Marylee O'Neill for her leadership throughout the recruitment process.

MOTION B21-040:

**It was MOVED by B. Wright and SECONDED by R. Tiffin that, on the recommendation of the Nominating and Governance Committees, the Niagara Health System Board of Directors approves the following new Directors appointments for a three year term to the Niagara Health System Board of Directors effective June 29, 2021:
Bernd Christmas, Shane Malcolm, Stephen Murdoch and Carmen Rossiter.
CARRIED.**

6.1.2 Director Reappointment Recommendations

The Committee reviewed the slate of Directors eligible for reappointment in 2021. The term for Director Marti Jurmain has been extended for an additional year to provide continued leadership for the Quality Committee.

MOTION B21-041:

It was MOVED by R. Archer and SECONDED by M. Paton that, on the recommendation of the Governance Committees, the Niagara Health System Board of Directors approves the reappointment of the following directors for the terms set opposite their names:

- **Bunny Alexander, 2 Year Term**
- **Elisabeth Zimmermann, 2 Year Term**
- **Rob Tiffin, 2 Year Term**
- **Barry Wright, 1 Year Term**
- **Marti Jurmain, 1 Year Term.**

ABSTENTIONS: B. Wright, B. Alexander. CARRIED.

6.1.3 Director Resignation

The Governance Committee held a special meeting on May 21st in light of the recent resignation of Director Charlie Rate. The Board recognized his meaningful contributions, both to the Board/Committees and as a mentor to new Directors, and regretfully accepted his resignation. It was noted that the recent recruitment efforts will maintain the Board at a full complement of Directors for the 2021/22 Board year.

MOTION B21-042:

It was MOVED by B. Wright and SECONDED by M. O'Neill that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors accepts the resignation of Charlie Rate with regret from the Niagara Health System Board of Directors, effective May 12, 2021. CARRIED.

6.1.4 **Process to fill Board Vice-Chair Role**

In light of the resignation noted above, a new Board Vice Chair/Incoming Board Chair needs to be identified. The Governance Committee reviewed the options with respect to filling this vacancy and recommended the selection process out outlined in the motion below.

MOTION B21-043:

It was MOVED by B. Wright and SECONDED by R. Tiffin that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the following Incoming Board Chair selection process:

- **that all Directors be canvassed for an Expression of Interest/Peer Nominations;**
- **that the Board of Directors be provided the opportunity to offer feedback on the slate of candidates who have confirmed their willingness to serve; and**
- **that the Governance Committee consider the slate of candidates and Director feedback to recommend a nominee to the Board at a special meeting prior to the Annual General Meeting. CARRIED.**

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

Rob Tiffin, Resources and Audit Committee Chair, provided highlights from the Committee's March and April meetings as outlined in the Committee reports to the Board, as follows:

6.2.1 **Year End Audited Financial Statements**

The Committee reviewed the year end financial statements and met with the external auditors without Management present. The auditors confirmed that there were no restrictions placed on the scope of the audit, which was completed virtually again this year. There were no deficiencies in internal controls and no errors or misstatements found. All estimates were deemed appropriate. An additional component of this audit was the review of COVID-19 related costs. The Auditors found that the amounts claimed were reasonable and appropriate.

The Board discussed the importance of maintaining independence for an unbiased audit. The firm's audit and consulting services are managed independently. As part of the audit process, the Auditors have also provided an attestation related to their independence in light of other services they may have provided in the past. Management will continue to monitor engagements with the firm to ensure a conflict of interest does not arise.

MOTION B21-043:

It was MOVED by R. Tiffin and SECONDED by R. Archer that, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve the 2020/21 Audited Financial Statements. CARRIED.

The Board was provided with an overview of the Year End CFO report which outlined the one time funding received resulting in a surplus at the end of the 2020/21 fiscal year. In addition the average cost per day for an inpatient stay and an emergency department visit are below our peers. It was noted that when the COVID-19 related data is removed, the current trend for sick time is similar to the same period last year.

The Resources and Audit Committee recommended Internal Restricted Funds and agreed to re-designate them for capital purposes as articulated in the motion below.

MOTION B21-044:

It was MOVED by R. Tiffin and SECONDED by G. Fearon that, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve the following steps for internal restricted funds; internally restrict \$6.2 million of the 2020/21 year end surplus. CARRIED.

6.2.2 Appointment of External Auditors

The Committee and management were pleased with the audit work completed and supported the reappointment of Deloitte in 2021/22.

MOTION B21-045:

It was MOVED by R. Tiffin and SECONDED by R. Archer that, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve and appoint Deloitte LLP as auditors of the Corporation, to hold office until the 2022 Annual General Meeting, or until a successor is appointed, and accept the remuneration for the year ending March 31, 2022 as presented. CARRIED.

6.3 Report of the Medical Advisory Committee

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

- Doctors day was celebrated earlier this month through rounding and an article in the local newspaper.
- Dr. Tsang has been selected as the physician research lead for the organization. A report outlining objectives for the first three years will be presented at a future meeting.
- The planning related to the care of the older person strategy is ongoing. An opportunity to share this work with the Board will be determined.
- The recent physician recognitions were highlighted.
- Niagara Health continues to be well represented at regional and provincial planning tables with the participation of a number of Medical Advisory Committee members.

7. MATTERS FOR INFORMATION

7.1 Report of the Governance Committee

The May report was provided to the Board for information.

7.2 Report of the Resources and Audit Committee

The May 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 5:17p.m.

MOTION B21-046:

It was MOVED by M. O'Neill and SECONDED by R. Tiffin that the Niagara Health System Board of Directors Open Session Meeting of May 25, 2021 be adjourned, and moved to a Closed Session. CARRIED.