

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

**MINUTES OF MEETING**

June 25, 2019

St. Catharines Site – Corporate Boardroom

	Sept 25/18	Oct 23/18	Nov 27/18	Jan 22/19	Feb 26/19	Mar 26/19	May 28/19	Jun 25/19
<b>John Bragagnolo, Chair</b>	✓	✓	✓	✓	✓	✓	✓	✓
Bunny Alexander	✓	R	✓	✓	✓	✓	✓	✓
Parminder Brar (ex-officio)	R	✓	✓**	✓	✓	✓	✓	✓
Suzanne Johnston (ex-officio)	✓	✓	✓	✓	✓	✓	✓	✓
Marti Jurmain	R	✓	✓	✓	✓*	✓	✓	✓
Ken Kawall	✓	✓	✓	✓	✓	✓	✓	R
Derek McNally (ex-officio)	✓	R	✓	✓	✓	✓	✓	✓
Ronald Mergl	✓	✓	✓	✓	✓	✓	✓	✓*
Murray Paton	✓	✓	✓	✓	R	✓	✓	✓
Charles Rate	✓	✓	✓	✓	✓	✓	✓	✓
Cathy Sutherland	✓	✓	✓	✓	✓	✓	✓	✓
Robert Tiffin	✓	✓	✓	✓	✓	✓*	✓	✓
Johan Viljoen (ex-officio)	✓	✓	✓	✓	✓	✓	✓	✓
Barry Wright	✓	✓	✓	✓	✓	R	R	R
<b>Staff and Guests in Attendance:</b>								
Linda Boich	✓	✓	✓	✓	✓	✓	R	✓
Flo Paladino	✓	R	✓	✓	R	✓	✓	✓
Thomas Stewart	✓	✓	✓	✓	R	✓	✓***	✓
Caroline Bourque-Wiley	✓	✓	R	✓	✓	✓	✓	✓
Angela Zangari	✓	✓	✓	✓	✓	✓	✓	✓

\*via teleconference/videoconference

\*\*attended in part

**Guests:**

- Roger Ali – Niagara Health Foundation
- Gord Statham – Niagara Health Foundation
- Rahul Nargas – Dialog
- Antonia Gomez-Palacio – Dialog
- Izabella Cawricz – Niagara Health

**1. CALL TO ORDER**

Board Chair John Bragagnolo welcomed guests, fellow Directors and staff and called the meeting to order at 1:55 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 B19-058:**

**It was MOVED by B. Alexander and SECONDED by C. Rate that the Niagara Health System Board of Directors approves the Open Session Agenda for the June 25, 2019 Meeting as presented. CARRIED.**

## 1.3 Declaration of Conflicts

There were no conflicts declared with the subject matter contained in the agenda. Directors were reminded to err on the side of caution and that conflicts can be declared at any time.

## 1.4 Chair's Comments

No comments were provided.

## 2. PRESENTATION

### 2.1 South Niagara Design Framework Report

Rahul Nargas and Antonia Gomez-Palacio from Dialog were present to provide the Board with an overview of the design program, including stakeholder engagement activities, design themes, design metrics and implementation. The 6 themes, including metrics for each, will form the background for the campus plan.

## 3. REPORTS

### 3.1 Report of the CEO

Tom Stewart provided the June CEO report.

### 3.2 Report of the President

Suzanne Johnston provided highlights from the June President's report.

### 3.3 Report of the Niagara Health Foundation

Gord Statham provided an update on Foundation Board activities, including the recruitment of additional Board Members, and the focus on succession and strategic planning.

Roger Ali provided an update on Foundation activities including the successful Kids Ultimate Challenge. Gatherings in Fort Erie and Niagara-on-the-Lake occurred in May with good attendance. The commitment for Niagara Health equipment needs is being finalized.

## 4. CONSENT AGENDA

### **MOTION B19-059:**

**It was MOVED by R. Tiffin and SECONDED by C. Rate that the Niagara Health System Board of Directors approves the Consent Agenda for the June 25, 2019 Open Session meeting as presented, including the motions and reports listed below:**

- **That the Minutes of the May 28, 2019 Open Session of the Niagara Health System Board of Directors Meeting be approved as presented.**
- **Quality Committee Report Received for Information**
- **Governance Committee Report Received for Information**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the appointment of Vicki Lanigan to the Quality Committee for a maximum three year term subject to annual reappointment.**

- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Niagara Health System Administrative By-Law Number 1 as amended.**
- **Resources and Audit Committee Report Received for Information**
- **That on the recommendation of the Resource and Audit Committee, the Niagara Health System Board of Directors approve the Broader Public Sector Accountability (BPSA) Attestation for April 1, 2018 to March 31, 2019.**
- **That on the recommendation of the Resource & Audit Committee, the Niagara Health System Board of Directors approve the MSAA Schedule G – Declaration of Compliance for April 1, 2018 to March 31, 2019.**
- **That on the recommendation of the Resource and Audit Committee, the Niagara Health System Board of Directors approve the Children’s Mental Health Other Vote 2018/19 Annual Reconciliation.**
- **That, on the recommendation of the Medical Advisory Committee, the Niagara Health System Board of Directors approves the appointment of Dr. Amber Sheikh as the Head of Service Lead, Ophthalmology, effective June 1st, 2019.**

**CARRIED.**

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

### **5.1 Report of the Quality Committee**

Marti Jurmain, Quality Committee Chair, provided highlights from the Committee’s June 12<sup>th</sup> meeting as outlined in the Committee report.

#### **MOTION B19-060:**

**It was MOVED by M. Jurmain and SECONDED by B. Alexander that, on the recommendation of the Quality Committee, the Niagara Health System Board of Directors approves Niagara Health’s Integrated Quality and Safety Framework. CARRIED.**

The Committee also reviewed and discussed the data contained in the HSAA and Strategic Plan Scorecards.

### **5.2 Report of the Governance Committee**

Bunny Alexander, Governance Committee Chair, provided highlights from the Committee’s June 10<sup>th</sup> meeting as outlined in the Committee report.

#### **5.2.1 Governance Working Group**

As a result of the generative discussion at the May Board meeting, an expression of interest was circulated to Directors to participate in a working group to meet over the summer to identify Board performance improvements.

#### **MOTION B19-061:**

**It was MOVED by B. Alexander and SECONDED by C. Sutherland that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the appointment of Bunny Alexander, John Bragagnolo, Marti Jurmain, Murray Paton, Rob Tiffin and Barry Wright to the Governance Working Group reviewing Board performance. CARRIED.**

The Committee reviewed the process undertaken to confirm compliance with legislation applicable to the Hospital. It is a manual process using a template developed with assistance by Legal Counsel. The motions passed during the 2018/19 Board year were reviewed. No concerns were identified and all appropriate follow up has occurred. The Committee's workplan was completed with the exception of the Board's education plan which was deferred to the fall.

### **5.3 Report of the Medical Advisory Committee**

Johan Viljoen, Interim Chief of Staff, provided highlights for the Chief of Staff/EVP Medical and Medical Advisory Committee's June 19<sup>th</sup> meeting as outlined in the Committee Report to the Board.

### **6. MOTION TO ADJOURN TO CLOSED SESSION**

There being no further business, the Open Session adjourned at 2:30p.m.

#### **MOTION B19-062:**

**It was MOVED by B. Alexander and SECONDED by M. Paton that the Niagara Health System Board of Directors Open Session Meeting of June 25, 2019 be adjourned and moved to the Annual General Meeting. CARRIED.**

Recording Secretary: D. Dube

---

John Bragagnolo, Chair