

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

**MINUTES OF MEETING**

September 25, 2018

Greater Niagara General Hospital – Boardroom

	Sept 25/18							
<b>John Bragagnolo, Chair</b>	✓							
Bunny Alexander	✓							
Larry Boggio	✓							
Parminder Brar (ex-officio)	R							
Suzanne Johnston (ex-officio)	✓							
Marti Jurmain	R							
Ken Kawall	✓							
Derek McNally (ex-officio)	✓							
Ronald Mergl	✓							
Murray Paton	✓							
Charles Rate	✓							
Cathy Sutherland	✓							
Robert Tiffin	✓							
Johan Viljoen (ex-officio)	✓							
Barry Wright	✓							
<b>Staff and Guests in Attendance:</b>								
Linda Boich	✓							
Flo Paladino	✓							
Thomas Stewart	✓							
Caroline Bourque-Wiley	✓							
Angela Zangari	✓							

\*via teleconference/videoconference

\*\*attended in part

**Guests:**

Jennifer Law – Manager, Clinical Services ICU/CCU

Roger Ali – Niagara Health Foundation

Board Chair John Bragagnolo welcomed guests, fellow Directors and staff and called the meeting to order at 4:00 p.m.

**1. CALL TO ORDER**

**1.1 Quorum**

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

**1.2 Approval of the Agenda**

**MOTION B18-067:**

**It was MOVED by C. Rate and SECONDED by R. Mergl that the Niagara Health System Board of Directors approves the Open Session Agenda for the September 25, 2018 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

J. Bragagnolo provided the Board with a presentation outlining the desired qualities of a successful Chair. He noted that changes to the format of agendas and meetings are forthcoming. The Board was reminded to complete and submit Annual Declaration forms.

S. Johnston was presented with a star as a result of a recent patient compliment received.

### 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

Jennifer Law, Manager, Clinical Services ICU/CCU, provided the Board with a story outlining the difficulties that can arise as a result of multiple transfers between sites and external organizations. The availability of Clinical Connect for LHIN hospitals to access information is helpful and proper transfer of accountability is essential.

## 2. CONSENT AGENDA

### MOTION B18-068:

It was **MOVED** by L. Boggio and **SECONDED** by M. Paton that the Niagara Health System Board of Directors approves the Consent Agenda for the September 25, 2018 Open Session meeting as presented, including the motions and reports listed below:

- That the Minutes of the June 26, 2018 Open Session of the Niagara Health System Board of Directors Meeting be approved as presented.
- That the Minutes of the June 26, 2018 Post Annual General Meeting of the Niagara Health System Board of Directors Meeting be approved as presented.
- Quality Committee Report Received for Information.
- 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 approves revisions made to the Niagara Health Signing Authorities and Signing Authority Policy.
- That on the recommendation of the Resource and Audit Committee the Niagara Health System Board of Directors approve the Hospital Parking Directive Attestation of Compliance.
- Governance Committee Report Received for Information.
- That, on the recommendation of the Governance and Medical Advisory Committees, having considered the information provided in accordance with the processes set out in the Niagara Health System By-Law Number 2, Professional Staff By-Law and the Public Hospitals Act, the Niagara Health System Board of Directors approves the appointment of Dr. Satish Chawla as Chief of Laboratory Medicine, effective October 1st, 2018.

**CARRIED.**

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

#### 3.1 **Report of the Quality Committee**

Ronald Mergl, Quality Committee Vice Chair, provided highlights from the Committee's September 12<sup>th</sup> meeting as outlined in the Committee report. The Committee Chair, Vice Chair and Past Chair met over the summer months to review the recommendations received in the Committee Self-Assessments performed in April. As a result of this discussion, the program presentations have been enhanced to promote increased engagement and discussion.

The Committee reviewed the second quarter Quality Improvement Plan (QIP) data for the Hospital and Extended Care Unit. Discussion focused on a number of items including challenges with regard to collecting satisfaction data, workplace violence statistics and hand hygiene compliance rates. The Committee also completed the annual review of the Terms of Reference and Workplan.

#### 4.2 **Report of the Governance Committee**

Bunny Alexander, Governance Committee Chair, provided highlights from the Committee's September 10<sup>th</sup> meeting as outlined in the Committee report to the Board, as follows:

##### 4.2.1 **Director Resignation**

Director John MacDonald has tendered his resignation from the Board. A letter of thanks will be sent to Mr. MacDonald on behalf of the Board.

##### **MOTION B18-069:**

**It was MOVED by B. Alexander and SECONDED by R. Tiffin that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors accepts the resignation of Mr. John MacDonald with regret from the Niagara Health System Board of Directors effective July 18, 2018. CARRIED.**

##### 4.2.2 **Capital Planning Committee Terms of Reference**

The draft Capital Planning Committee Terms of Reference were reviewed. The Nominating Committee will undertake the process to populate the Committee.

##### **MOTION B18-070:**

**It was MOVED by B. Wright and SECONDED by M. Paton that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the establishment of a Capital Planning Committee and associated Terms of Reference. CARRIED.**

##### 4.2.3 **Accounting and or Financial Designations**

In keeping with the Board's direction in March 2018, the Nominating Committee undertook a review to identify the desired number of Directors with an Accounting and/or financial designation on the Board, as well as the requirement of those individuals to serve on the Resources and Audit Committee. The Governance Committee endorsed the recommendations brought forward.

##### **MOTION B18-071:**

**It was MOVED by K. Kawall and SECONDED by C. Sutherland that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves that a minimum of two (2) Directors with an accounting and or financial designation serve on the Board at all times and that at least one (1) of those Directors with an accounting and or financial designation be required to serve on the Resources and Audit Committee. CARRIED.**

#### 4.2.4 **Board Size**

The Nominating Committee completed an analysis with regard to Board size to determine the optimal approach to support board succession, add to the skills required by the Board and to achieve diversity targets. The Governance Committee considered the options and endorsed the Nominating Committee's recommendation to increase the size of the Board with an evaluation process to determine if the size should be reduced to the original composition after three years.

#### **MOTION B18-072:**

**It was MOVED by L. Boggio and SECONDED by C. Rate that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves that the number of Independent Elected Directors of the Board be increased to fifteen (15), and that the Administrative By-Law be amended accordingly, and that an evaluation take place after three (3) years to determine if the Board size should be reduced back to twelve (12) Independent Elected Directors. CARRIED.**

#### 4.2.5 **Director Recruitment**

As part of the discussion under Item 4.2.4 above, the Nominating Committee reviewed the options with regard to recruitment for the current vacancy and new positions. In preparation for this process, the Board's Skills Matrix will be refreshed. The Governance Committee endorsed the Nominating Committee's recommendation to engage a search firm selected from Niagara Health's vendor of record list to assist with the Director search process.

#### **MOTION B18-073:**

**It was MOVED by M. Paton and SECONDED by B. Wright that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves that a professional search firm be engaged from Niagara Health's vendor of record list to assist in the recruitment of Independent Elected Directors and Ad Hoc Committee Members. CARRIED.**

A new Board management software has been purchased and will be rolled out to Directors in the coming weeks. In preparation for the Accreditation Survey in November 2019, the Board will be provided with a self assessment questionnaire administered by Accreditation Canada. The results will be reviewed by the Governance Committee and will inform preparing for the Survey.

#### 4.3 **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 September 5<sup>th</sup> meeting, as outlined in the Committee Report to the Board.

The minutes of the June 6<sup>th</sup> meeting were included in the package. Updates were provided with respect to recruitment and planning for implementation of category based privileges. The event to welcome new physicians this month was a success. Appreciation was extended to members of the Board who attended.

**5. REPORTS**

**5.1 Report of the Niagara Health Foundation**

Roger Ali provided an update on Foundation activities including an overview of Big Move Cancer Ride results and the campaign for an additional MRI machine. The Foundation Board is focused on the development of the next iteration of the Strategic Plan and filling current vacancies.

**5.2 Report of the CEO**

The Board congratulated Dr. Stewart on his appointment as CEO. Dr. Stewart thanked the Board and Senior Management for the well wishes and support in his new role. He provided an overview of discussions to date, including with the Ministry of Health, Ontario Hospital Association and academic partners. A session with the Advisor to the Premier's Council is being planned for the Niagara Health and St. Joseph's System Boards.

**5.3 Report of the President**

Suzanne Johnston highlighted a number of items from the September President's report to the Board including the focus of the upcoming Leadership Forum and the employee and physician engagement surveys currently underway. Niagara Health recently had the opportunity to host HIROC for a visit to highlight innovations in Mental Health and Addictions and Women's and Babies programs.

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

There being no further business, the Open Session adjourned at 5:15p.m.

**MOTION B18-074:**

**It was MOVED by B. Alexander and SECONDED by C. Rate that the Niagara Health System Board of Directors Open Session Meeting of September 25, 2018 be adjourned and moved to a Closed Session. CARRIED.**

Recording Secretary: D. Dube

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John Bragagnolo, Chair