

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

May 26, 2020

Skype

	Sept 24/19	Oct 22/19	Nov 26/19	Jan 28/2020	Feb 25/2020	May 26/2020		
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:

None

1. CALL TO ORDER

Board Chair John Bragagnolo welcomed fellow Directors and staff and called the meeting to order at 4:05 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 B20-038:

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 26, 2020 Meeting as presented. CARRIED.

1.3 Declaration of Conflicts

B. Wright declared a conflict with Item 6.1.6 of the agenda.

1.4 Chair's Comments

The Chair extended the Board's gratitude for the exemplary manner that the Executive Team has managed the pandemic. A formal approach for Directors to express their appreciation and support for all staff is in development.

The Chair also notified the Board of his intention to submit his resignation from the Board, effective after the Annual General Meeting.

2. EDUCATION

There were no education items to present at this meeting.

3. CONSENT AGENDA

Item 3.2 of the consent agenda was removed as further clarification from legal counsel was required.

MOTION B20-039:

It was MOVED by M. Jurmain and SECONDED by M. O'Neill that the Niagara Health System Board of Directors approves the Consent Agenda for the May 26, 2020 Open Session meeting as amended, including the motions listed below:

- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Governance Policy 008 500 004 Board Evaluation Policy and Appendix Board Evaluation Process Overview as amended.**
- **That the Minutes of the February 25, 2020 Open Session Meeting of the Niagara Health System Board of Directors be approved as presented. CARRIED.**

4. REPORTS

4.1 Report of the CEO

Tom Stewart provided highlights from the May 2020 CEO report with a focus on the work of the provincial command table, as well as local COVID-19 activities such as contact tracing. The Board also discussed the ramp up in testing and the research and innovation underway with respect to developing a vaccine. Planning for the future will be concentrated on transformation as hospitals return to a new normal. Thanks were extended to the Board and the Executive Team for their leadership and support throughout the Pandemic. The following video was shared with the Board <https://youtu.be/Nw5KQMXDiM4>.

4.2 Report of the President

Lynn Guerriero provided highlights from the May 2020 President's report including changes in COVID-19 testing procedures and managing of outbreaks. Niagara Health has strived to be transparent and the trusted source of reliable information related to COVID-19. An update on recovery planning, including the complexities associated with ramping up services, was also provided.

5. BUSINESS ARISING

There was no business arising to discuss.

6. MATTERS FOR DECISION/DISCUSSION

6.1 Report of the Governance Committee

Bunny Alexander, Governance Committee Chair, provided highlights from the Committee's March and May meetings as outlined in the Committee report to the Board, as follows:

6.1.1 Chief of Medicine Search Committee

The term of the current Chief of Medicine is coming to an end. The Committee endorsed the Search Committee membership, including the Board representative selected through the expression of interest process.

MOTION B20-040:

It was MOVED by B. Wright and SECONDED by C. Rate that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves Bunny Alexander as the Board representative to the Chief of Medicine Search Committee.

And that on the recommendation of the Medical Advisory and Governance 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 Selection Committee as set out below for the recruitment of the Chief of Medicine, Niagara Health:

Dr. Johan Viljoen (Chair), Ms. Lynn Guerriero (or delegate), Bunny Alexander (Board member), Mr. Derek McNally, Dr. Adnan Hameed (or delegate), Dr. Rafi Setrak, Ms. Heather Paterson, Dr. Shlok Gupta, Dr. Jennifer Robert, Dr. George Zimakis, Dr. Ziyad Al-Khateeb, Dr. Kathleen Quinn, Dr. Ben Tam, Dr. Satish Chawla, Dr. Ian Brown, Dr. Julian Dobranowski, Dr. Maxine Lewis, and Dr. Amanda Bell. CARRIED.

6.1.2 Chief of Oncology Search Committee

The term of the current Chief of Oncology is coming to an end. The Committee endorsed the Search Committee membership, including the Board representative selected through the expression of interest process.

MOTION B20-041:

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 the appointment of Catherine Novick as the Board representative to the Chief of Oncology Search Committee.

And that on the recommendation of the Medical Advisory and Governance 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 Selection Committee as set out below for the recruitment of the Chief of Oncology, Niagara Health:

Dr. Johan Viljoen (Chair), Ms. Lynn Guerriero (or delegate), Catherine Novick (Board member), Mr. Derek McNally, Dr. Allison MacTavish, Dr. Satish Chawla, Mrs. Brenda Luscombe, Dr. Michael Levesque,

Dr. Abi Hallock, Dr. Radhika Yelamchili, Dr. Reem Maida, Dr. Julian Dobranowski, and Dr. Amanda Bell. CARRIED.

6.1.3 Director Resignations

The Governance Committee considered the resignations of Directors Mike Watt and Ron Mergl from the Board. An exit interview will be offered and letters of thanks from the Board Chair will be sent.

MOTION B20-042:

It was MOVED by B. Alexander and SECONDED by M. Paton that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors accepts the resignation of Directors Mike Watt and Ron Mergl with regret from the Niagara Health System Board of Directors. CARRIED.

6.1.4 Director Indemnity Agreement

The Governance Committee has received advice from Legal Counsel on the process for indemnifying Directors through a formal agreement. The Committee received clarification from Counsel and the hospital's insurer HIROC. The Committee was satisfied with the level of protection and endorsed the draft Indemnity Agreement. A Members' resolution to authorize the Corporation to enter into the agreement will be sought at the Annual General Meeting.

MOTION B20-043:

It was MOVED by B. Alexander and SECONDED by M. Jurmain that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the draft Indemnity Agreement for Independent Elected Directors as amended. CARRIED.

6.1.5 BLG Guidance to Boards

The Board was provided with a guidance document prepared by Borden Ladner Gervais outlining some practical advice during the COVID-19 pandemic. The Committee agreed that a special meeting will be scheduled for a fulsome review of the advice and to discuss what the new normal ought to be for the Board moving forward. The motion brought forward was amended to allow for a smaller Governance Committee Sub Group to consider this work.

MOTION B20-044:

It was MOVED by B. Alexander and SECONDED by B. Wright that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves that a special Governance Committee Sub Group meeting be scheduled to review what should the hospital Board and Board leaders be doing, drawing upon the Borden Ladner Gervais report. CARRIED.

As part of the review of the guidance document, the Committee endorsed the option of establishing an Executive Committee and requested that Management develop a proposal based on the Administrative By-Law. An Executive Committee would be particularly useful in the summer months when it may be difficult to schedule a full Board meeting for urgent decision items related to the pandemic.

MOTION B20-045:

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 the Governance Committee look at establishing an Executive Committee and invite Management to develop a proposal based on Niagara Health Administrative Bylaw. CARRIED.

6.1.6 AGM Preparations – Director Reappointments

The Board was provided with a guidance document prepared by Borden Ladner Gervais outlining the options for planning for the 2020 Annual General Meeting in light of the pandemic. The Governance Committee discussed the flexibility to delay the meeting, however agreed the meeting can proceed as scheduled using a virtual format given that preparations are underway and the audit will be complete.

As part of the preparations, the Committee reviewed the Director reappointments for 2020. It was recommended that Directors be reappointed for a one year term, with the stagger of appointments reviewed in 2021. The Committee was also informed that Director Ken Kawall does not intend to stand for re-appointment as of the Annual General Meeting.

MOTION B20-046:

It was MOVED by C. Rate and SECONDED by R. Tiffin that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the reappointment of the following Elected Directors for a one (1) year term: Bunny Alexander, Barry Wright and Elisabeth Zimmermann. CARRIED.

The Committee will review the recommendations with respect to Board leadership in June. All Directors identified for leadership positions through the nominations process have consented for their names to be brought forward. If consensus cannot be reached, these appointment will be deferred. A recommendation with respect to a potential change in Board size will come forward in June to assist with quorum requirements pending recruitment of new Directors.

6.1.7 2020/21 Board and Committee Meeting Schedule

The proposed Board and Committee meeting schedule reflecting the reduction to seven meetings per year was endorsed by the Committee.

MOTION B20-047:

It was MOVED by B. Alexander and SECONDED by B. Wright that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Board and Committee Meeting schedule for the 2020/21 Board Year. CARRIED.

6.2 Report of the Resources and Audit Committee

Charlie Rate, Resources and Audit Committee Chair, provided highlights from the Committee's May meeting as outlined in the Committee report 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 remotely, and no deficiencies in internal controls were found. There were also no errors or misstatements

and all assets and accountabilities were properly accounted for. The Committee was pleased with the audit and the financial management of hospital resources.

The costs related to COVID-19 for 2019/20 are minimal due to the timing of the pandemic. It is anticipated that there will be a significant impact in 2020/21, particularly related to sick and overtime premiums.

MOTION B20-048:

It was MOVED by C. Rate and SECONDED by R. Archer that, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve the 2019/20 Audited Financial Statements. CARRIED.

6.2.2 Internal Restricted Funds

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

MOTION B20-049:

It was MOVED by C. Rate and SECONDED by R. Tiffin 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 5.1 million of the 2019/20 year end surplus. CARRIED.

6.2.3 Appointment of External Auditors

The Committee and management were pleased with the audit work completed and supported the reappointment of Deloitte 2020/21.

MOTION B20-050:

It was MOVED by C. Rate and SECONDED by R. Archer that 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 2021 Annual General Meeting, or until a successor is appointed, and that its remuneration be set by the Board of Directors. CARRIED.

6.3 Report of the Medical Advisory Committee

Johan Viljoen, Chief of Staff, provided highlights from the Committee's May meeting as outlined in the report to the Board, including the following:

- All physicians and physician leadership have been actively engaged in the COVID-19 pandemic efforts. Recognition was given to Dr. Karim Ali, Dr. Lorraine Jensen and Dr. Jennifer Frenco for their significant contributions.
- Niagara Health has been engaging with local long term care and retirement facilities to assist with pandemic relief efforts and will participate as permitted in any provincial redevelopment discussions.
- Recruitment efforts are continuing despite the pandemic.

7. MATTERS FOR INFORMATION

7.1 Report of the Quality Committee

The March report was provided to the Board for information.

7.2 Report of the Governance Committee

The May report was provided to the Board for information.

7.3 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 6:06p.m.

MOTION B20-051:

It was MOVED by B. Wright and SECONDED by R. Archer that the Niagara Health System Board of Directors Open Session Meeting of May 26, 2020 be adjourned and moved to a Closed Session. CARRIED.

Recording Secretary: D. Dube

John Bragagnolo, Chair