

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

February 27, 2018

St. Catharines Site – Corporate Boardroom

	Sep 26/17	Oct 30/17	Nov 28/17	Jan 23/18	Feb 27/18			
John MacDonald, Chair	✓	✓	✓	✓	✓			
Bunny Alexander	✓	✓	✓	✓	✓			
Larry Boggio	R	✓	✓	✓	✓			
John Bragagnolo	✓	✓	✓	R	✓			
Parminder Brar (ex-officio)	R	✓	✓	R	✓			
Suzanne Johnston (ex-officio)	✓	✓	✓	✓	✓			
Marti Jurmain	✓	✓	✓	✓*	R			
Ken Kawall	R	✓	✓	✓	✓			
Derek McNally (ex-officio)	✓	✓	✓	R	✓			
Ronald Mergl	✓	✓	✓	✓	✓			
Murray Paton	✓	✓*	✓	✓	✓*			
Charles Rate	✓	✓	✓	✓	✓			
Cathy Sutherland	✓	✓	✓	R	✓			
Thomas Stewart (ex-officio)	✓***	R	✓	R	✓			
Robert Tiffin	✓	✓	✓	R	✓			
Barry Wright	✓	✓	✓	✓	✓			
Staff and Guests in Attendance:								
Linda Boich	✓	✓	✓	✓	✓			
Flo Paladino	✓	✓	✓	✓	✓			
Kevin Smith	R	✓	✓	✓	✓			
Caroline Bourque-Wiley	✓	✓	✓	✓	✓			
Angela Zangari	R	✓	✓	✓	✓			

*via teleconference/videoconference

**attended in part

Guests:

John McKendrick – Infrastructure Ontario
 Adel Nekhil – Infrastructure Ontario
 Bruce Gray – Infrastructure Ontario
 Steven Walker – Niagara Health
 Gord Statham – Niagara Health Foundation
 Roger Ali – Niagara Health Foundation
 Adriaan Korstaje – SJHH Joint Board of Governors

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

1. PRESENTATION

Adel Nekhil, Bruce Gray and John McKendrick from Infrastructure Ontario provided the Board with a presentation outlining the process and timing related to new hospital projects, including key factors for success. The discussion included opportunities to incorporate technologies into the design process and the bidding process for vendors during the project stages.

2. CALL TO ORDER

2.1 Quorum

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

2.2 Approval of the Agenda

MOTION B18-014:

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 February 27, 2018 Meeting, as presented. CARRIED.

2.3 Declaration of Conflicts

There were no conflicts declared with the subject matter contained in the agenda.

2.4 Chair's Comments

The Chair provided the Board with dates for several upcoming events for Niagara Health and St. Joseph's Healthcare. Further information to be provided to Directors.

2.5 Reaffirming our Purpose, Vision and Values

Ron Mergl led the Board through a review of the Purpose, Vision and Values.

2.6 Patient Story

Steven Walker, Clinical Lead for Cardiology, provided the Board with a story outlining the journey of a patient who experienced a cardiac arrest. The patient was able to receive the lifesaving treatment required closer to home in the Heart Investigation Unit at the St. Catharines Site.

3. CONSENT AGENDA

MOTION B18-015:

It was MOVED by R. Tiffin and SECONDED by R. Mergl that the Niagara Health System Board of Directors approves the Consent Agenda for the February 27, 2018 Open Session meeting as presented, including the motions and reports listed below:

- **That the Minutes of the January 23, 2018 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 revised Governance Policies, revised Governance Guidelines and deleted policies as outlined below:**
 1. **008 200 001 Principles of Governance (previously 008 010 001) as amended;**
 2. **008 200 002 Roles and Responsibilities of the Board (previously 008 010 002) as amended;**
 3. **008 200 003 Community Engagement (previously 008 010 005) as amended;**
 4. **008 200 004 Board Quality (previously 008 010 006) as amended;**
 5. **008 200 005 Executive Goal Setting and Performance Evaluation (previously 008 010 007) as amended;**
 6. **008 300 001 Duties and Expectations of a Director and Code of Conduct (previously 008 015 001) as amended;**
 7. **008 300 001A Annual Declaration and Consent (previously 008 015 001) as amended;**

8. 008 300 002 Confidentiality (previously 008 015 003) as amended;
 9. 008 300 003 Conflict of Interest (previously 008 015 004) as amended;
 10. 008 300 004 Board and Committee Meeting Attendance (previously 008 300 004) as amended;
 11. 008 400 001 Open and Closed Session Meetings of the Board of Directors (previously 008 040 001) as amended;
 12. 008 400 002 Consent Agenda (previously 008 040 002) as amended;
 13. 008 400 003 Forum Without Management (previously 008 040 003) as amended;
 14. 008 500 001 Director Selection (previously 008 020 001) as amended;
 15. 008 500 002 Board of Director Nomination and Election Process (previously 008 020 002) as amended;
 16. 008 500 003 Board Chair Selection Process (previously 008 003 001) as amended;
 17. 008 500 004 Board Evaluation (previously 008 025 003) as amended;
 18. 008 500 004 Appendix A Board Evaluation Process (previously 008 025 003) as amended;
 19. 008 600 001 Role of the Board Chair (previously 008 030 002) as amended;
 20. 008 600 002 Role of the Board Vice-Chair (previously 008 030 003) as amended;
 21. 008 600 004 Role of the Board Secretary (previously 008 030 005) as amended;
 22. 008 600 005 Role of the Committee Chair (previously 008 030 006) as amended;
 23. 008 700 001 Committee Principles, Rules and Regulations (previously 008 035 001) as amended;
 24. 008 800 001 Director Appointments to Board Activities (previously Guideline 005 010 002) as amended;
 25. 008 800 002 Board Orientation (previously Policy 008 025 001) as amended;
 26. 008 800 003 Ongoing Director Education (previously Policy 008 025 002) as amended;
 27. 008 800 004 NHS Board of Directors Exit Interviews (previously Policy 008 020 003) as amended;
 28. 008 800 005 Board Agenda Development (previously Policy 008 040 004) as amended;
 29. 008 010 003 Board Objectives and Workplan be deleted;
 30. 008 010 004 Strategic Planning be deleted;
 31. 008 015 002 Code of Conduct be deleted and combined with revised Policy 008 300 001 Duties and Expectations of a Director and Code of Conduct;
 32. 008 015 002 Media policy be deleted;
 33. 008 015 007 Ex-Officio Directors be deleted;
 34. 008 015 008 Non-Board Committee members be deleted.
- That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Standing Committee Self-Assessment Tool as amended, the Peer to Peer Assessment Tool as amended and the Individual Director Self-Assessment Tool as presented.
 - Resources and Audit Committee report received for information.
 - That, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approves the Signing Authorities Policy and Appendix A as amended, the NH Capital Purchases Policy as amended and the NH Investment Policy Statement as presented.
 - That, on the recommendation of the Resource and Audit Committee, the Niagara Health System Board of Directors approves the 2018/19 Hepatitis C Virus Team Other Vote Operating Plan Budget.
 - That, on the recommendation of the Resource & Audit Committee, the Niagara Health System Board of Directors approves the L-SAA Schedule E Declaration of Compliance.

CARRIED.

4. **MATTERS FOR DECISION/DISCUSSION**

4.1 **Report of the Quality Committee**

Larry Boggio, Quality Committee Chair, provided highlights from the Committee's February 14th meeting as outlined in the Committee report to the Board, as follows:

4.1.1 **Quality Improvement Plan (QIP)**

a. **2017/18 QIP Progress Report**

The Committee reviewed progress reports outlining Niagara Health and the Extended Care Unit's performance against the 2017/18 targets set in the QIP. This is a yearly requirement and will be submitted to Health Quality Ontario (HQO).

MOTION B18-016:

It was MOVED by L. Boggio and SECONDED by B. Alexander that, on the recommendation of the Quality Committee of the Board, the Niagara Health System Board of Directors approves the 2017/18 Niagara Health Quality Improvement Plan Progress Reports for the Hospital and Extended Care Unit pending the final results. CARRIED.

b. **2018/19 Indicators and Targets**

The Committee also reviewed the recommendations for the indicators and targets being recommended for the 2018/19 QIP. The proposed indicators and targets were endorsed by the Committee and change ideas will be the focus of the QIP submission for approval in March.

The 2017/18 progress report and 2018/19 plan must be submitted to HQO and posted on the Niagara Health website on April 1st.

4.1.2 **Community Advisory Committee**

Further to the discussion at the January meeting, additional consideration occurred with respect to the approach to patient and community engagement moving forward. Following a robust discussion, the Committee agreed to recommend that the proposed approach be implemented with the current Community Advisory Committee involved in implementation.

MOTION B18-017:

It was MOVED by L. Boggio and SECONDED by J. Bragagnolo that, on the recommendation of the Quality Committee of the Board, the Niagara Health System Board of Directors approves that the proposed patient/community engagement strategy, focused on broadening the pool of volunteers that will offer varied perspectives and advice to Niagara Health proceed, with the current Community Advisory Committee involved in the implementation. CARRIED.

4.2 **Report of the Governance Committee**

John Bragagnolo, Governance Committee Chair, provided highlights from the Committee's February 12th meeting as outlined in the Committee report to the Board, as follows:

The Chair thanked the members of the sub group constituted to review and revise the Board's policies approved as part of the consent agenda session. The Board was provided a reminder that nominations for Board and Committee leadership positions are due February 28th and that the 2017/18 evaluation process will be launched in the coming weeks. Retreat planning continues with a goal of a date for the facilitated session by early May.

4.2.1 **Role of the Treasurer**

In keeping with the decision in January 2018 to split the role of the Treasurer from that of the Resources and Audit (R&A) Committee Chair, the Governance Committee undertook a review of the current policy defining the Role of the Treasurer, highlighting that the majority of the responsibilities are performed by the R&A Committee Chair. Legal advice on defining the role of the Treasurer surfaced potential concerns with the approach to splitting the roles and this information was shared with the Committee. Following significant discussion, with opposing views being expressed, the Committee agreed to bring forward a recommendation to eliminate the role of the Treasurer at the conclusion of the 2017/18 Board year.

MOTION B18-018:

It was MOVED by J. Bragagnolo and SECONDED by B. Alexander that, Be it resolved that, effective at the end of the Annual General Meeting of Members in 2018, the office of Treasurer be eliminated and the associated Policy Number 008 030 004 be deleted. MOTION TABLED.

Following discussion, the Board tabled the above motion and requested that an environmental scan of practices from other hospitals with respect to the role of the Treasurer be undertaken. It was clarified that financial oversight will still exist through the Chief Financial Officer and that recruiting an appropriate number of individuals with a financial designation, in keeping with the needs identified within the skills matrix, will continue. It was further noted that the need for Directors, particularly those serving on the R&A Committee, to have financial literacy is important.

MOTION B18-019:

It was MOVED by B. Wright and SECONDED by L. Boggio that Motion B18-018 be tabled, and that Management provide further information regarding the best practices of other hospital organizations with respect to the role of the Treasurer. CARRIED. Dissenting: Murray Paton.

4.2.2 **Whistleblower Policy**

The Governance Committee reviewed the revised corporate policy and procedure which provides a greater level of transparency by allowing anyone, including employees and the general public, to file a whistleblower report. The Board discussed the further changes recommended by the Committee to delegate a second individual, in addition to the Board Chair, the responsibility of overseeing complaints related to the Chief Executive Officer (CEO), President, Chief of Staff or Board Member.

MOTION B18-020:

It was MOVED by J. Bragagnolo and SECONDED by B. Wright that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the following change to the Whistleblower policy – The Board Chair and Board Vice-Chair, or the Governance Committee Chair if it involves the Board Chair or Board Vice-Chair, will determine the process to be used to investigate Whistleblower complaints related to the CEO, President, Chief of Staff or Board Members. CARRIED.

The Board then discussed the recommendation to assign reporting responsibility from the Resources and Audit Committee to the Governance Committee. It was noted that although reporting would occur through the Governance Committee, other Standing Committees would be involved as appropriate in follow up as a result of a complaint.

MOTION B18-021:

It was MOVED by J. Bragnolo and SECONDED by B. Wright that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves that the annual monitoring of Whistleblower complaints will be overseen by the Governance Committee, and that the Terms of Reference for the Governance and Resources and Audit Committees be so amended. CARRIED.

4.3 Report of the Medical Advisory Committee

Tom Stewart, Chief of Staff provided highlights for the Chief of Staff/EVP Medical and Medical Advisory Committee's February 7th meeting, as outlined in the Committee Report to the Board.

The minutes of the January 3rd meeting were included in the package. Updates were provided with respect to physician recruitment, the physician wellness program, the changes in the federal budgets and the reappointment cycle which has just begun.

5. REPORTS

5.1 Report of the Niagara Health Foundation

Gord Statham and Roger Ali provided an update on Foundation activities as follows:

- The Foundation Gala event this past weekend was a success with funds being raised to benefit medical imaging. Discussion continues with respect to supporting the current need for an additional MRI machine
- The Foundation Board continues to focus on progressing with the strategic planning refresh exercise as well as governance renewal.
- The gifts of gratitude program will be launched next week and the brochure develop was shared.

5.2 Report of the CEO

Kevin Smith provided highlights on a number of items including the recently released federal budget, OHA's continued advocacy for funding adjustments, the ongoing OMA negotiations and Niagara Health's involvement in leading the digital order set project. Also discussed was the recent change in Health Minister, a letter of thanks has been sent on the Board's behalf to Minister Hoskins for his leadership.

5.3 Report of the President

Suzanne Johnston highlighted a number of items from the February President's report to the Board including an update on the Doctor's Day celebration planned for May 2nd, opportunities for taking advantage of partnerships such as the early work on the Integrated Comprehensive Care project and the plan to increase Niagara Health's access to technology grants. Also discussed was the recently launched Break the Rules campaign designed to provide staff with an opportunity to improve processes for better patient care.

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

There being no further business, the Open Session adjourned at 6:45p.m.

MOTION B18-022:

It was MOVED by B. Wright and SECONDED by J. Bragagnolo that the Niagara Health System Board of Directors Open Session Meeting of February 27, 2018 be adjourned and moved to a Closed Session. CARRIED.

Recording Secretary: D. Dube

John MacDonald, Chair