

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

March 27, 2018

Greater Niagara General Site – Boardroom

	Sep 26/17	Oct 30/17	Nov 28/17	Jan 23/18	Feb 27/18	Mar 27/18		
John MacDonald, Chair	✓	✓	✓	✓	✓	✓		
Bunny Alexander	✓	✓	✓	✓	✓	R		
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	✓	✓	✓	✓	R		
Caroline Bourque-Wiley	✓	✓	✓	✓	✓	✓		
Angela Zangari	R	✓	✓	✓	✓	✓		

*via teleconference/videoconference

**attended in part

Guests:

- Joy Russell – Delegate Addressing the Board
- Moira Taylor – SJHH Joint Board of Governors
- Heather Paterson – Niagara Health
- Gord Statham – Niagara Health Foundation

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

1. DELEGATIONS/PERSONS ADDRESSING THE BOARD

Joy Russell attended the meeting to present her views with respect to palliative care services within the Fort Erie Community. The Board thanked Ms. Russell for her time and presentation.

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 B18-026:

It was MOVED by L. Boggio and SECONDED by C. Alexander that the Niagara Health System Board of Directors approves the Open Session Agenda for the March 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 the tentative date for the upcoming Board retreat as well as the results of the poll for Board meeting start times.

2.5 Reaffirming our Purpose, Vision and Values

Marti Jurmain led the Board through a review of the Purpose, Vision and Values.

2.6 Patient Story

Heather Paterson, Director, Patient Care Medicine/Critical Care, Executive Lead and Chief Nursing Officer GNG, DMH and NOTL provided the Board with a story outlining the journey of a patient transferred between intensive care units at NH. The story highlighted the importance of robust communication between the family and caregivers to ensure effective transitions occur. The team at the receiving site demonstrated extraordinary care by working with the patient and their family to ensure they were comfortable with the transition.

3. CONSENT AGENDA

MOTION B18-027:

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

- **That the Minutes of the February 27, 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 appointment of Bunny Alexander as the Niagara Health Board representative to the Chief of Pathology Search Committee. And that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves appointment of the following individuals as the representatives on the Chief of Pathology Search Committee:
Dr. T. Stewart (Chair), Dr. S. Johnston (or Delegate), Ms. Bunny Alexander, Ms. Linda Boich, Dr. Parminder Brar (or Delegate), Dr. Johan Viljoen, Ms. Bonnie Sipos, Dr. Dimitri Koutsogiannis, Dr. Cherupushpam Alexander, Dr. Raj Sornarajah, Dr. Julian Dobranowski, Dr. John Fernandes (Hamilton representative) and Dr. Amanda Bell (McMaster representative).**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the 2018/19 allocation of \$1,500 per Director to support continuing education expenses, inclusive of registration fees, travel and other expenses in alignment with Niagara Health's Expense Reimbursement Policy.**
- **Resources and Audit Committee Report Received for Information.**

- **That, on the recommendation of the Resources & Audit Committee, the Niagara Health System Board of Directors approve the 2018-19 Long - Term Care Home Service Accountability Agreement.**
- **That, on the recommendation of the Medical Advisory Committee, the Niagara Health System Board of Directors approves the appointment of Dr. Craig Durant as the Head of Service, Vascular Surgery effective March 1st, 2018.**

CARRIED.

4. MATTERS FOR DECISION/DISCUSSION

4.1 Strategic Plan Initiatives Summary

The dashboard outlining the organization's progress on the Strategic Plan initiatives was provided. The Standing Committees participated in detailed discussion of these indicators at their March meetings.

4.2 Report of the Quality Committee

Larry Boggio, Quality Committee Chair, provided highlights from the Committee's March 7th meeting as outlined in the Committee report to the Board, as follows:

4.2.1 Quality Improvement Plan (QIP) - 2018/19 Narrative and Workplans

The proposed indicators and targets endorsed by the Board in February were used as the basis to develop change ideas outlined within the QIP workplans. These workplans must be submitted to Health Quality Ontario, along with the narrative and progress reports, by April 1st. Two indicators requested by the LHIN have been included in this years plan.

The Board discussed the change idea related to the addition of volunteers in the St. Catharines Site emergency department waiting room as well as the Fit to Sit program developed in partnership with Niagara Emergency Medical Services.

Health Quality Ontario has approached Niagara Health to learn more about the remarkable progress made in the area of medication reconciliations on admission. Niagara Health's work will be profiled and members of the team will be participating in an upcoming summit on the subject. The quality of the QIP narrative has also been recognized.

MOTION B18-028:

It was MOVED by L. Boggio and SECONDED by C. Sutherland that, on the recommendation of the Quality Committee of the Board, the Niagara Health System Board of Directors approves the 2018/19 Quality Improvement Plan Narrative and Workplans for the Hospital and Extended Care Unit as presented.
CARRIED.

4.3 Report of the Governance Committee

John Bragagnolo, Governance Committee Chair, provided highlights from the Committee's March 20th meeting as outlined in the Committee report to the Board, as follows:

4.3.1 CEO Announcement

The Committee discussed the recent announcement with respect to the CEO's departure. A priority for the Board will be to determine the current landscape and gather data to get a clear perspective of the potential implications for the organization. An Ad-Hoc Committee is being recommended to complete this work on behalf of the Board.

MOTION B18-029:

It was MOVED by J. Bragagnolo and SECONDED by M. Jurmain that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors establishes an Ad-Hoc Committee to gather data and develop a strategy for steps forward with the change in CEO, including meeting with St. Joseph's Health System to discuss implications, and that the Ad-Hoc Committee be comprised of John MacDonald, John Bragagnolo, Barry Wright and Murray Paton. CARRIED.

It was noted that input from Senior Management, the LHIN and internal stakeholders (as appropriate) will also be considered as part of this process.

4.3.2 Role of the Treasurer

The Governance Committee reviewed the results of the environmental scan of practices related to a Treasurer role within and beyond our LHIN as requested by the Board in February. Significant discussion occurred around the key points previously identified by the Board, including a detailed review of the Treasurer's role both currently and historically. At the conclusion of the process, it was agreed that the Board would continue to satisfy its fiduciary duties within the proposed model and the Committee decided unanimously in favour of upholding the original recommendation to no longer require the position of Treasurer on the Board.

As part of the Board's review of the matter, a Director expressed concern related to the perceived diminishing of checks and balances, the potential risk of not defining the degree of financial literacy and the degree of consultation with the current Chair and Vice-Chair of the Resources and Audit Committee. Although the position is not a statutory requirement, it is the belief of the Director that the Board should adhere to a higher standard in governance practices.

In response to these concerns, it was noted that there is significant potential for conflict with the overlap and similar areas of responsibility between the Resources and Audit Committee Chair and Treasurer. It was further noted that the requirement for maintaining a current understanding of financial practices would be satisfied by the CFO and that the Auditors appointed by the Board provide unbiased information with respect to the hospital's financial controls. It is the belief of the Governance Committee that the fiduciary responsibility of the Board will be met by requiring all R&A members to be financially literate with some members having a financial designation, even if they are not the Chair. Recruitment will also continue based on the Board's skills matrix and succession planning.

MOTION B18-030:

It was MOVED by J. Bragagnolo and SECONDED by C. Rate that, be it resolved that, effective at the end of the Annual General Meeting of Members in 2018, the position of Treasurer is no longer part of the Board of Director's mandate, and that the associated Policy Number 008 030 004 be deleted. CARRIED. Dissenting: Ken Kawall, Ron Mergl and Cathy Sutherland.

The Board further discussed the term limits for serving as a Committee Member and Chair of Standing Committees which is currently set at six and two years respectively. It was requested that the Governance Committee complete a review to determine the mechanism to define the degree of financial literacy required for the Board, the requirement of Directors with designations to serve on the Resources and Audit Committee and the complement of designations preferred for the Board.

MOTION B18-031:

It was MOVED by B. Wright and SECONDED by L. Boggio that the Governance Committee develop a definition of financial literacy for the Board, a mechanism to document the requirement of individuals with financial designations to serve on the Resources and Audit Committee and the preferred complement of individuals with financial designations for the Board. CARRIED.

Planning for the Board's Governance retreat continues. A survey is being developed to be sent to the Board to determine a clear set of objectives for a successful retreat.

4.3 Arising from the Resources and Audit Committee

4.3.1 Hospital Service Accountability Agreement (HSAA), and

4.3.2 Multi-Sector Service Accountability Agreement (MSAA)

The Hospital and Multi-Sector Accountability agreements were presented directly to the Board as they were received following the March Resources and Audit Committee meeting. This will mark the first time in several years that new agreements have been provided as they have previously been yearly extensions. No concerns were expressed with the changes to the agreements outlining several additional responsibilities from a governance perspective as the Board is currently meeting these requirements. Further changes to the documents may be required with any additional funding which may be awarded in the coming months.

MOTION B18-032:

It was MOVED by K. Kawall and SECONDED by C. Sutherland that the Niagara Health System Board of Directors approves the 2018/20 Hospital Services Accountability Agreement (HSAA) and the 2018/19 Multi-Sector Service Accountability Agreement (MSAA) as presented. CARRIED.

4.4 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 March 7th meeting, as outlined in the Committee Report to the Board.

The minutes of the February 7th meeting were included in the package. Updates were provided with respect to current and upcoming recruitment of physician leadership as well as the OMA and Ministry arbitration, the success of the 2018 annual reappointment process and planning for partnerships in surgical and cardiology services.

5. **REPORTS**

5.1 **Report of the Niagara Health Foundation**

Gord Statham provided an update on Foundation activities as follows:

- The Board currently has a full complement of 18 Members with succession planning in place. A member of the Leadership team has resigned and a temporary replacement is being sought.
- The Chief of Diagnostic Imaging attended the Foundation Board meeting to provide an MRI 101 presentation to Members. The Foundation Board supports the purchase of an additional MRI machine, with a portion of the funding being provided personally by Niagara Health's radiologists.
- The grateful patient program has been launched and rebranding of the office space has been completed.
- Management continues to prepare for the fiscal year end on May 31st. Meetings between the Foundation and Niagara Health with respect to campaign planning are ongoing.

5.2 **Report of the Chief Nursing Executive**

Derek McNally highlighted a number of items from the March Chief Nursing Executive report to the Board including the focus on recruitment, particularly in specialty care areas, and retention as it relates to churn between sites. The team works within the respective collective agreements to develop the patient care models for staff within the department.

5.3 **Report of the President**

Suzanne Johnston highlighted a number of items from the March President's report to the Board including a video outlining the case costing methodology. Niagara Health was an early adopter and contributed to the data which informed how hospitals are funded. It was explained that the elements and principles from the Integrated Comprehensive Care project are being adapted to wrap services around the mental health and addictions patient population differently.

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

There being no further business, the Open Session adjourned at 6:01p.m.

MOTION B18-033:

It was MOVED by L. Boggio and SECONDED by K. Kawall that the Niagara Health System Board of Directors Open Session Meeting of March 27, 2018 be adjourned and moved to a Closed Session. CARRIED.

Recording Secretary: D. Dube

John MacDonald, Chair