

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

January 28, 2020

St. Catharines Site – Corporate Boardroom

	Sept 24/19	Oct 22/19	Nov 26/19	Jan 28/2020				
John Bragagnolo, Chair	R	✓	✓	R				
Bunny Alexander	✓	✓	✓	✓				
Ray Archer	✓	✓	✓	✓*				
Marti Jurmain	R	✓	✓	✓				
Ken Kawall	✓	✓	✓	R				
Maynard Luterman (ex-officio)	-	-	R	✓				
Derek McNally (ex-officio)	✓	✓	✓	✓				
Ronald Mergl	✓	✓	R	✓				
Catherine Novick	✓	✓	✓	✓				
Marylee O’Neill	✓	✓*	✓	✓				
Murray Paton	✓	✓	✓	✓				
Charles Rate	✓	R	✓	R				
Cathy Sutherland	✓	✓	✓	R				
Robert Tiffin	✓	✓	✓	✓				
Johan Viljoen (ex-officio)	✓	✓	✓	✓				
Mike Watt	✓	✓	✓	✓*				
Barry Wright	✓	✓	✓	✓				
Angela Zangari (ex-officio)	✓	✓	✓	R				
Elisabeth Zimmermann	✓	✓	✓	✓				
Staff and Guests in Attendance:								
Linda Boich	✓	✓	R	✓				
Flo Paladino	✓	R	✓	✓				
Thomas Stewart	✓	✓	✓*	✓				
Caroline Bourque-Wiley	✓	✓	✓	R				

*via teleconference/videoconference

**attended in part

Guests:

Zeau Ismail – Director, Interprofessional Practice, Ethics & Research

Dr. Karim Ali - Director, Division of Infectious Diseases & Antimicrobial Stewardship Program

Marianita Lampitoc – Manager, Infection Prevention and Control

Mary Jane Johnson – Project Director, Communications

Roger Ali – Niagara Health Foundation

Vita Gauley – Niagara Health Foundation

1. **CALL TO ORDER**

Board Vice-Chair Bunny Alexander welcomed guests, fellow Directors and staff and called the meeting to order at 4:00 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

An education item related to the Coronavirus was added as Item 2.1 of the agenda.

MOTION B20-001:

It was MOVED by B. Wright and SECONDED by R. Tiffin that the Niagara Health System Board of Directors approves the Open Session Agenda for the January 28, 2020 Meeting as amended. CARRIED.

1.3 Declaration of Conflicts

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

1.4 Chair's Comments

The Vice-Chair noted the regrets received for today's meeting and welcomed guests to the meeting.

1.5 Affirmation of Purpose, Vision and Values

Barry Wright led the Board through a review of the Purpose, Vision and Values.

1.6 Patient Story

Zeau Ismail, Director, Interprofessional Practice, Ethics & Research, provided the Board with a story outlining the positive impact of the Highly Integrated Rehab Outreach Service (HIROS) program. The patient featured in the story was able to achieve the personal goal of attending their child's sporting event as a result of improvements to physical function through the program's intensive therapy.

2. EDUCATION

2.1 Coronavirus

Dr. Karim Ali, Director, Division of Infectious Diseases & Antimicrobial Stewardship Program and Marianita Lampitoc, Manager, Infection Prevention and Control attended this portion of the meeting to provide a brief education on the origins of the coronavirus as well as the two step process for testing. The significant learnings obtained during previous outbreaks of this magnitude have assisted with preparation efforts. Although the risk to the community is low, enhanced screening has been initiated across all Niagara Health Sites and daily calls are occurring to plan for and closely monitor the situation.

3. CONSENT AGENDA

MOTION B20-002:

It was MOVED by E. Zimmermann and SECONDED by R. Archer that the Niagara Health System Board of Directors approves the Consent Agenda for the January 28, 2020 Open Session meeting as presented, including the motions listed below:

- **That the Minutes of the November 26, 2019 Open Session Meeting of the Niagara Health System Board of Directors be approved as presented.**
 - **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the appointment of Charlie Rate as Chair and Mike Watt as Vice-Chair of the Capital Planning Committee.**
 - **That, on the recommendation of the Resources & Audit Committee, the Niagara Health System Board of Directors approves the CAPS 2020/21 Other Vote Budget as submitted.**
- CARRIED.**

4. **REPORTS**

4.1 **Report of the CEO**

Tom Stewart provided highlights from the January 2020 CEO report including the appointment of the NH President and the appointment of Dr. Dobranowski as chair of the Department of Radiology for the Faculty of Health Sciences at McMaster University. Also discussed was the residencies available for family medicine physicians at Niagara Health.

4.2 **Report of the Interim President**

The January 2020 Interim President's report was provided. The Board passed a motion to formally thank Angela Zangari for her support and leadership as Interim President.

MOTION B20-003:

It was MOVED by B. Wright and SECONDED by M. Paton that the Niagara Health System Board of Directors publicly recognize Angela Zangari with gratitude for her significant contribution in achieving Niagara Health's mission of "A Healthier Niagara" while in the role of Interim President. CARRIED.

4.3 **Report of the Foundation**

Vita Gauley provided an update on Foundation Board activities including an upcoming governance retreat and the process being undertaken by the Foundation to be accredited through Imagine Canada. Thanks were extended for the opportunity for the Foundation to be a part of the Niagara Health President Search Committee.

Roger Ali provided an update on Foundation activities including the key fundraising milestones for the new hospital project and the case for support in particular. The Foundation's nationwide search for a Director of Philanthropy Campaigns was also highlighted. Plans for the upcoming gala were also shared.

5. **BUSINESS ARISING**

5.1 **Accreditation Appeal**

Niagara Health is proud to have been accredited with Exemplary status during the November 2019 on site survey. Linda Boich provided the Board with an update on the formal appeals process being undertaken to correct some inconsistencies and inaccuracies in the formal written report. Although the final award will not change, this process will ensure that the final report is accurate.

5.2 **Niagara Ontario Health Team – Équipe Santé Ontario Niagara**

Linda Boich provided the Board with an update on the Ontario Health Team application process. Although the NOHT-ESON was not formally announced as an Ontario Health Team at this time, there are only two areas that require further clarification. Partners continue to meet, reach out to peer Ontario Health Teams and work with the provincial resource team to develop a response to the Ministry's request for information in order to be formally announced as an OHT.

6. **MATTERS FOR DECISION/DISCUSSION**

6.1 **Report of the Quality Committee**

Marti Jurmain, Quality Committee Chair, provided highlights from the Committee's January meeting as outlined in the Committee report to the Board, as follows:

6.1.1 **Emergency Department Return Visits**

This will be the fourth year that Niagara Health has participated in this program. As a participating hospital, an annual submission of results to Health Quality Ontario is required by January 31st. A review of the required data has been completed with no areas of concern identified.

MOTION B20-004:

It was MOVED by M. Jurmain and SECONDED by E. Zimmermann that on the recommendation of the Quality Committee, the Niagara Health System Board of Directors approves the ED Return Visits Quality Program for submission to Ontario Health/Health Quality Ontario as presented. CARRIED.

The Committee discussed the advocacy underway with respect to the need for operating dollars for an additional MRI to address wait times. The Committee discussion also focused on the significant amount of initiatives being undertaken to address wait times in the emergency departments.

6.2 **Strategic Plan Areas of Focus**

The Board was provided with a scorecard outlining the most recent results of the big dot indicators contained within the Strategic Plan. The Standing Committees received a detailed overview of the initiatives supporting the big dots at the January meetings.

6.3 **Report of the Governance Committee**

Bunny Alexander, Governance Committee Chair, provided highlights from the Committee's January meeting as outlined in the Committee report to the Board, as follows:

6.3.1 **Director Indemnities**

Although the risk to Directors is low, the Committee is recommending that the Board introduce Indemnities for Independent Directors.

MOTION B20-005:

It was MOVED by M. O'Neill and SECONDED by M. Paton that on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves that indemnities be provided to Independent Directors. CARRIED.

6.3.2 **Posting of Board Materials**

An environmental scan of peer hospital practices with respect to posting of materials was reviewed by the Committee. The Committee determined that no changes were required to the Niagara Health process, and that the agenda and approved minutes will continue to be posted as public disclosure of the Board's work.

MOTION B20-006:

It was MOVED by R. Archer and SECONDED by C. Novick that on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves continuing with the current practice of posting Board agendas and approved minutes on the external website. CARRIED.

The Committee also discussed the revised process for the 2020 Board peer to peer and individual Director assessments being undertaken in collaboration with Director O'Neill.

6.4 Report of the Capital Planning Committee

Mike Watt, Capital Planning Committee Vice-Chair, provided highlights from the Committee's inaugural January meeting as outlined in the Committee report to the Board.

The Committee was provided with a detailed overview of the process in each stage of the project. Also highlighted was participation in the unique pilot project with Infrastructure Ontario and other hospitals in the capital building stages to identify potential improvements to the process.

6.4.1 Niagara South Project Goal Statement

Mary Jane Johnson provided the Board with an overview of the project statement communication and engagement activities. Feedback provided on the guiding statement will be incorporated into the final version shared with stakeholders. An Innovation Conference is planned in February as an opportunity to test and receive feedback on the guiding statement and project goals.

6.5 Report of the Medical Advisory Committee

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

Two physicians were recognized for their work in Interventional Cardiology and for their appointment as Assistant Professor at McMaster University. The Medical Affairs office has completed the project for a single platform (i.e., NH email addresses) for communication with physicians.

7. MATTERS FOR INFORMATION

7.1 Report of the Quality Committee

The January report was provided to the Board for information.

7.2 Report of the Governance Committee

The January report was provided to the Board for information.

7.3 Report of the Resources and Audit Committee

The January 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 5:49p.m.

MOTION B20-007:

It was MOVED by E. Zimmermann and SECONDED by R. Tiffin that the Niagara Health System Board of Directors Open Session Meeting of January 28, 2020 be adjourned and moved to a Closed Session. CARRIED.

Recording Secretary: D. Dube

Bunny Alexander, Vice-Chair