

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

May 28, 2019

St. Catharines Site – Corporate Boardroom

	Sept 25/18	Oct 23/18	Nov 27/18	Jan 22/19	Feb 26/19	Mar 26/19	May 28/19	
John Bragagnolo, Chair	✓	✓	✓	✓	✓	✓	✓	
Bunny Alexander	✓	R	✓	✓	✓	✓	✓	
Parminder Brar (ex-officio)	R	✓	✓**	✓	✓	✓	✓	
Suzanne Johnston (ex-officio)	✓	✓	✓	✓	✓	✓	✓	
Marti Jurmain	R	✓	✓	✓	✓*	✓	✓	
Ken Kawall	✓	✓	✓	✓	✓	✓	✓	
Derek McNally (ex-officio)	✓	R	✓	✓	✓	✓	✓	
Ronald Mergl	✓	✓	✓	✓	✓	✓	✓	
Murray Paton	✓	✓	✓	✓	R	✓	✓	
Charles Rate	✓	✓	✓	✓	✓	✓	✓	
Cathy Sutherland	✓	✓	✓	✓	✓	✓	✓	
Robert Tiffin	✓	✓	✓	✓	✓	✓*	✓	
Johan Viljoen (ex-officio)	✓	✓	✓	✓	✓	✓	✓	
Barry Wright	✓	✓	✓	✓	✓	R	R	
Staff and Guests in Attendance:								
Linda Boich	✓	✓	✓	✓	✓	✓	R	
Flo Paladino	✓	R	✓	✓	R	✓	✓	
Thomas Stewart	✓	✓	✓	✓	R	✓	✓***	
Caroline Bourque-Wiley	✓	✓	R	✓	✓	✓	✓	
Angela Zangari	✓	✓	✓	✓	✓	✓	✓	

*via teleconference/videoconference

**attended in part

Guests:

Laura Farrelly – Director, Patient Care, Womens, Babies and Children’s Health, Site Director SCS

Brian Guest – SJHS

Roger Ali – Niagara Health Foundation

Gord Statham – Niagara Health Foundation

1. CALL TO ORDER

Board Chair John Bragagnolo welcomed guests, fellow Directors and staff and called the meeting to order at 3:57 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 B19-039:

It was MOVED by C. Rate and SECONDED by M. Paton that the Niagara Health System Board of Directors approves the Open Session Agenda for the May 28, 2019 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

John Bragagnolo presented Suzanne Johnston and Johan Viljoen with stars that were awarded due to compliments received.

1.5 Affirmation of Purpose, Vision and Values

Cathy Sutherland led the Board through a review of the Purpose, Vision and Values.

1.6 Patient Story

Laura Farrelly, Director, Patient Care, Womens, Babies and Children's Health, Site Director SCS, provided a story outlining the journey of a premature newborn transferred to a Hamilton hospital due to the specialized services required with intubation. The program is expanding the Neonatal ICU skill sets to allow these newborns to receive care closer to home.

2. DISCUSSION

2.1 Achieving New Heights. Unlocking Niagara Health Board's Potential for Higher Performance. Continued

Directors participated in the continuation of the March generative discussion related to Board performance. Each Director provided an overview of the future perfect state envisioned, which was followed by a robust discussion of ideas to achieve the visions. The Board ultimately agreed that a Sub-Committee would be established to review the information presented, identify the topics to focus improvement efforts on and develop metrics to track effectiveness. A summary of the themes and suggestions will be prepared for the Sub-Committee's consideration.

A discussion related to the Board's diversity targets also took place. It was noted that the focus of the most recent Director search was to recruit based on the skills required by the Board in the coming years.

3. EDUCATION

3.1 Ontario Health Teams

Ken Kawall provided the Board with an overview of a presentation from an OHA education session recently attended by two Directors. Discussion arose around the key items of collaborative working relationships and integrated ICT systems as well as potential governance structures and funding implications.

4. REPORTS

4.1 Report of the CEO

Tom Stewart joined this part of the meeting by phone to provide highlights from the May CEO report including the Rankin Caner Run, the World Health Organization's recognition of burn out and the recently announced delay in funding cuts to Public Health. Directors were thanked for their participation in Connect 2019 which had double the enrollment of the 2018 event. Opportunities to work together will continue to be explored, however Niagara Health will remain a distinct organization.

4.2 Report of the President

Suzanne Johnston provided highlights from the May President's report. Discussion focused on the successes of the Biomed Team, Doctor's Day celebrations, volunteer recognition and partnerships. It was noted that Leslee Thompson from Accreditation Canada will be attending the Annual General Meeting to recognize the significant number of best practice submissions approved.

The Board was also provided with an update related to the Niagara Ontario Health Team (OHT) Submission. The OHT Team Members came together to develop the submission with several other organizations providing letters of support. Work will continue to develop the supporting planning structure moving forward. The Board congratulated the team on the submission which was completed under tight timelines.

4.3 Report of the Chief Financial Officer

Angela Zangari provided highlights from the Chief Financial Officer report including the 2018/19 Year End financial report, key financial indicators, revenue sources, expense breakdown, administrative expense trend, average costs and the multi-year financial plan.

4.4 Report of the Niagara Health Foundation

Gord Statham provided an update on Foundation Board activities, including the strategic plan which has been approved by the Foundation Board. The Foundation's fiscal year begins June 1st.

Roger Ali provided an update on Foundation activities including the successful campaign to raise funds for the new MRI, the commitment to funding defibrillators and the upcoming Kids Ultimate Challenge which raises funds for cardiac monitors. The staff lottery continues to grow with more staff joining each time.

5. CONSENT AGENDA

MOTION B19-040:

It was MOVED by M. Paton and SECONDED by R. Mergl that the Niagara Health System Board of Directors approves the Consent Agenda for the May 28, 2019 Open Session meeting as presented, including the motions and reports listed below:

- **That the Minutes of the March 26, 2019 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 Medical Advisory Committee, the Niagara Health Board of Directors approves the appointment of Dr. Neeraj Shukla as the Interim Deputy Chief of Mental Health & Addictions, effective March 1st, 2019.**
- **That, on the recommendation of the Medical Advisory Committee, the Niagara Health Board of Directors approves the appointment of Dr. Faraz Masood as the Interim Deputy Chief, Medicine – GNG Site, effective May 1st, 2019.**

CARRIED.

6. MATTERS FOR DECISION/DISCUSSION

6.1 Report of the Quality Committee

Marti Jurmain, Quality Committee Chair, provided highlights from the Committee's May 8th meeting as outlined in the Committee report. As part of the agenda, that Committee participated in a review of the first quarter scorecards for the Quality Improvement Plan initiatives for both the Hospital and the Extended Care Unit.

6.2 Report of the Governance Committee

Bunny Alexander, Governance Committee Chair, provided highlights from the Committee's May 13th and May 21st meetings as outlined in the Committee report.

6.2.1 Incoming Board Chair Appointment for 2020/21

John Bragagnolo provided an update on the process undertaken to identify the incoming Board Chair for 2020/21. At the conclusion of the process, it was determined that Bunny Alexander will be recommended as the incoming Chair and will serve as Vice-Chair for 2019/20.

MOTION B19-041:

It was MOVED by M. Jurmain and SECONDED by R. Mergl that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the appointment of Bunny Alexander as the incoming Board Chair for 2020/21. CARRIED.

6.2.2 Standing Committee Chair/Vice Chair 2019/20 Appointments

The Committee endorsed the reappointment of Standing Committee Chairs and Vice Chairs for a second term.

MOTION B19-042:

It was MOVED by M. Paton and SECONDED by C. Rate that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the reappointment of the following Standing Committee Chairs and Vice-Chairs for the 2019 Board year:

- 1. Bunny Alexander, Governance Committee Chair;**
- 2. Barry Wright, Governance Committee Vice-Chair;**
- 3. Marti Jurmain, Quality Committee Chair;**
- 4. Ron Mergl, Quality Committee Vice-Chair;**
- 5. Charlie Rate, Resources and Audit Committee Chair; and**
- 6. Rob Tiffin, Resources and Audit Committee Vice-Chair. CARRIED.**

6.2.3 Special Resolution – Board Size

The Board approved the increase in Directors from 12 to 15 in September 2018. A Members resolution is also required to fulfil the technical requirements to increase the Board's size. A special resolution was circulated to Members and will be considered passed once all signatures are received.

6.2.4 Director Reappointment Recommendations

In May 2018, the Board determined that Directors eligible for reappointment be reappointed for one year pending the discussion on Board renewal. The Committee endorsed the reappointment of these Directors for two years to bring them to the typical three year appointment. This will be the final term for two Directors.

MOTION B19-043:

It was MOVED by B. Alexander and SECONDED by C. Sutherland 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 two (2) year term:

- **John Bragagnolo**
- **Ron Mergl**
- **Charlie Rate**
- **Rob Tiffin**
- **Marti Jurmain. CARRIED.**

In addition, there are two Directors eligible for reappointment as part of the regular cycle. This will be the final term for these Directors.

MOTION B19-044:

It was MOVED by B. Alexander and SECONDED by R. Mergl 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 three (3) year term:

- **Murray Paton**
- **Cathy Sutherland**

6.2.5 New Director Appointments

The Governance Committee reviewed the resumes and received a detailed overview of each recommended candidate. The Interview Panel carefully considered the skills needed by the Board during to process. Terms were assigned based on the skills required by the Board in the long term. One of the new Directors will be filling a mid term vacancy.

MOTION B19-045:

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 approves the following new Directors for appointment to the Niagara Health System Board of Directors effective June 25, 2019 for a three (3) year term for the maximum terms set opposite their names:

Ray Archer, Maximum 9 year term

Mike Watt, Maximum 9 year term

Catherine Novick, Maximum 8 year term

Marylee O'Neill, Maximum 7 year term. CARRIED.

MOTION B19-045:

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 approves the appointment of Elisabeth Zimmermann to the NHS Board of Directors effective June 25, 2019 to fill the current mid-term vacancy (as per Article 4.7 of the Administrative By-Law of the NHS) for a maximum 7 year term. CARRIED.

6.2.6 Board Expenses

The Board previously approved an education budget of \$1,500 for each Director. Some course fees are close to this amount, resulting in Directors being expected to pay for travel expenses out of pocket. The Committee agreed that the budget for each Director be amended to allow for reasonable expenses in addition to course fees.

MOTION B19-046:

It was MOVED by B. Alexander and SECONDED by C. Rate that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves that individual Director expense allocation be changed to \$1,500 plus reasonable expenses to be in keeping with the Broader Public Sector Guidelines as outlined in the Niagara Health Expense Reimbursement Policy. CARRIED.

It was also noted that the education session related to the Six Thinking Hats will be deferred to the fall when new Directors are able to participate.

6.3 Report of the Resources and Audit Committee

Charlie Rate, Resources and Audit Committee Chair, provided highlights from the Committee's May 16th meeting as outlined in the Committee report.

6.3.1 Internal Restricted Funds

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

MOTION B19-047:

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:

- 1. Internally restrict the cash from the proceeds of the Niagara on the Lake site sale of \$3,500,000 for the local share of the South Niagara capital project.**
- 2. Internally restrict the 2018/19 multi-year savings strategies of \$3,880,600 for Niagara Health System capital purposes.**
- 3. Re-designate the Niagara on the Lake Board restriction prior to amalgamation for the current \$102,980 internally restricted balance from Niagara on the Lake to Niagara Health System for capital purposes.**

CARRIED.

6.3.2 Year End Audited Financial Statements

The Committee reviewed the year end financial statements and met with the external auditors without Management present. The auditors report indicates that there were no changes in areas of significant risk and no deficiencies in internal controls. There were no errors or misstatements found and all assets and accountabilities were properly accounted for. The auditors were pleased with Niagara Health's cooperation during the audit.

MOTION B19-048:

It was MOVED by C. Rate and SECONDED by M. Paton that on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve the 2018/19 Audited Financial Statements. CARRIED.

6.3.3 Appointment of External Auditors

An RFP for audit services was issued with Deloitte being the successful firm.

MOTION B19-049:

It was MOVED by C. Rate and SECONDED by M. Paton 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 for a term of five (5) years with an additional option extension of three (3) years and a second optional two (2) year term to be determined on an annual basis by the Board and that its remuneration be set by the Board of Directors. CARRIED.

6.4 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 April 3rd and May 6th meetings as outlined in the Committee Report to the Board.

7. MOTION TO ADJOURN TO CLOSED SESSION

There being no further business, the Open Session adjourned at 6:55p.m.

MOTION B19-050:

It was MOVED by B. Alexander and SECONDED by K. Kawall that the Niagara Health System Board of Directors Open Session Meeting of May 28, 2019 be adjourned and moved to a Closed Session. CARRIED.

Recording Secretary: D. Dube

John Bragagnolo, Chair