

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

May 28, 2024

St. Catharines Site

| | Sept 26/2023 | Dec 11/2023 | Jan 30/2024 | Mar 26/2024 | May 28/2024 | |
|--|--------------|-------------|-------------|-------------|-------------|--|
| Simon Akinsulie (ex-officio) | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Ray Archer | ✓ | ✓ | ✓* | R | ✓* | |
| Satish Chawla (ex-officio) | - | ✓ | ✓ | ✓ | ✓ | |
| Gervan Fearon | ✓* | ✓* | R | ✓* | ✓* | |
| Susanne Flett | ✓ | ✓ | ✓* | ✓ | ✓ | |
| Jennifer Li | ✓ | ✓ | ✓* | ✓ | ✓* | |
| Lynn Guerriero (ex-officio) | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Alison MacTavish (ex-officio) | ✓ | R | ✓ | ✓ | ✓ | |
| Shane Malcolm | ✓* | R | ✓ | ✓ | R | |
| Bill Maurin | ✓ | ✓* | ✓* | R | ✓ | |
| John McKinley | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Stephen Murdoch | ✓ | ✓ | ✓* | ✓* | ✓* | |
| Catherine Novick | ✓* | ✓ | ✓ | ✓ | ✓ | |
| Marylee O'Neill, Chair | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Charlie Rate | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Anthony Reitboeck | ✓ | ✓* | ✓ | ✓ | ✓* | |
| Carmen Rossiter | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Janice Thomson | ✓ | ✓ | R | ✓ | ✓ | |
| Elisabeth Zimmermann | ✓* | ✓ | ✓ | ✓ | ✓ | |
| Staff and Guests in Attendance: | | | | | | |
| Harpreet Bassi | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Linda Boich | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Anthony DiCaita | - | - | - | - | ✓ | |
| Sonali Kohli | ✓ | ✓ | ✓* | ✓ | ✓ | |
| Heather Paterson | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Fiona Peacefull | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Angela Zangari | ✓ | ✓ | ✓ | ✓ | ✓ | |

*Virtual Attendance

Guests:

- Charity Beland – Niagara Health
- Bill Doyle – Delegate Addressing the Board
- Robert Cosby – Niagara Health
- Andrea Scott – Niagara Health Foundation
- Kevin Wilson – Niagara Health Foundation

1. CALL TO ORDER

Board Chair Marylee O'Neill welcomed fellow Directors, staff and guests and called the meeting to order at 4:00 p.m.

1.1 Land Acknowledgement

Linda Boich acknowledged the lands that the Board was gathered on and Charity Beland shared grounding kits including their meaning with those in attendance.

1.2 Quorum

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

1.3 Delegations/Persons Addressing the Board – Bill Doyle

Bill Doyle attended the meeting to present a request for access to the Board's Open Session meeting materials. The Chair thanked Mr. Doyle for his time and presentation, noting that the request will be taken under advisement.

1.4 Approval of the Agenda

MOTION B24-030:

It was MOVED by C. Rate and SECONDED by B. Maurin that the Niagara Health System Board of Directors approves the Open Session Agenda for the May 28, 2024 Meeting as presented. CARRIED.

1.5 Declaration of Conflicts

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

1.6 Chair's Comments

The Chair acknowledged Janice Thomson for being selected as the 2024 recipient of the Greater Niagara Chamber of Commerce Community Leadership Award. Congratulations were extended to Angela Zangari as she begins her retirement at the end of May. Anthony DiCaita was welcomed as the incoming Interim Chief Financial Officer. The Chair reminded Directors that the Ontario Hospital Association offers communications on health system news to Board Members via email once registered.

1.7 Patient Experience Engagement Opportunity

Robert Cosby led the Board through a Patient Experience engagement exercise, giving Directors the opportunity to provide input on the definition of patient experience at NH which will be foundational to developing the Patient Experience plan.

2. EDUCATION

2.1 The education item was deferred

3. CONSENT AGENDA

MOTION B24-031:

It was MOVED by C. Novick and SECONDED by J. Thomson that the Niagara Health System Board of Directors approves the Consent Agenda for the May 28, 2024 Open Session meeting as presented, including the motions listed below:

- **That the Minutes of the March 26, 2024 Open Session Meeting of the Niagara Health System Board of Directors be approved as presented.**
- **That, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors approves the appointment of the following individuals to the Chief of Staff/EVP Medical Affairs Search Committee:**
 1. **Ms. Lynn Guerriero, President and CEO, Chair**
 2. **Ms. Susanne Flett, NH Independent Director**
 3. **Mr. John McKinley, NH Independent Director**
 4. **Gail Riihimaki, Patient Partner**

5. **Dr. Helen Caetano, MAC Representative**
 6. **Dr. Julien Dobranowski, MAC Representative**
 7. **Dr. Alison MacTavish, President, Medical Staff Association**
 8. **Dr. Amanda Bell, Regional Assistant Dean, Michael G. deGroot School of Medicine, Niagara Campus**
 9. **Ms. Linda Boich, EVP, Patient Experience and Integrated Care**
 10. **Mr. Simon Akinsulie, EVP, Practice, Clinical Support and Chief Nursing Executive**
 11. **Ms. Heather Paterson, EVP Clinical Operations**
 12. **Ms. Harpreet Bassi, EVP, Strategy and Communications, and Interim Executive Lead, Research and Niagara Health Knowledge Institute**
 13. **Dr. Ben Tam, Physician Lead, Project Monarch**
 14. **NH Resource: Fiona Peacefull, EVP, Human Resources**
- **That, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors approves the reappointment of the following Elected Directors for a three (3) year term:**
 - **Susanne Flett**
 - **Jennifer Li**
 - **Shane Malcolm**
 - **Carmen Rossiter.**
 - **That, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors approves the Officers for 2024/25 as set out below:**
 - Officers Elected to June 2025:**
 - Chair – Marylee O’Neill**
 - Vice-Chair – Charlie Rate**
 - President and Chief Executive Officer/Secretary – Lynn Guerriero.**
 - **That, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors approves the 2024/25 Committee Leadership and Member appointments as set out below:**

| | |
|---|---|
| <u>Quality and Patient Experience Committee</u> John McKinley, Chair Susanne Flett, Vice-Chair Jennifer Li Carmen Rossiter Janice Thomson Mary Maida (<i>pending approval of appointment</i>) Marylee O’Neill (ex-officio) Lynn Guerriero (ex-officio) Simon Akinsulie [CNE] (ex-officio) Satish Chawla (ex-officio) President Medical Staff Association (ex-officio) Gail Riihimaki (Patient Partner) TBC (Patient Partner) Krista Unruh (ECFAA Member) | <u>Governance and People Committee</u> Gervan Fearon, Chair Janice Thomson, Vice-Chair John McKinley Shane Malcolm Charlie Rate Anthony Reitboeck Catherine Novick Marylee O’Neill (ex-officio) Lynn Guerriero (ex-officio) |
| <u>Finance and Audit/Capital Planning Committee</u> Charlie Rate, Chair F&A Ray Archer, Chair Capital/VC F&A Catherine Novick Vice-Chair Capital Carmen Rossiter Susanne Flett Jennifer Li Bill Maurin Marylee O’Neill (ex-officio) Lynn Guerriero (ex-officio) Kevin Wilson or delegate (ex-officio) Andrea Scott (Non-Voting Guest) | <u>Physician Briefing Advisory</u> Janice Thomson Gervan Fearon |
| | <u>Niagara Health Foundation Capital Campaign</u> M. O’Neill, Vice-Chair Charlie Rate |

- **That, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors approves the Board and Committee meeting schedule for the 2024/25 Board year.**
- **That, on the recommendation of the Finance 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 2025 Annual Meeting, or until a successor is appointed, and accept the remuneration for the year ending March 31, 2025 as presented.**
- **That, on the recommendation of the Finance and Audit Committee, the Niagara Health System Board of Directors approve and endorse for execution the 2023-24 Bill S-211 Fighting Against Forced Labour and Child Labour in Supply Chains Act Report.**
CARRIED.

4. REPORTS

4.1 Report of the President and CEO

Lynn Guerriero provided highlights from the May 2024 President and CEO's report with a focus on the recent launch of the Indigenous Health Services Plan, the shift in the go live date for Operation Monarch, the discussions are underway in follow up to the delegation presentation by the City of Welland in March and the collaborative discussions underway with community partners regarding primary care. It was also noted the Ministry of Health and Ontario Health are creating a screening tool to evaluate hospital efficiency/performance. More information will be available as the process evolves.

4.1 Report of the Niagara Health Foundation

Andrea Scott and Kevin Wilson provided highlights from the May 2024 report including the upcoming year end activities and budget planning for the next fiscal year. An overview of upcoming events was provided. The Board requested that regular updates on events be provided, including where the Board can contribute or participate. An update on the plan to expand the staff lottery to other businesses in Niagara was also provided.

5. BUSINESS ARISING

5.1 There were no business arising items for discussion.

6. MATTERS FOR DECISION/DISCUSSION

6.1 Report of the Quality and Patient Experience Committee

Elisabeth Zimmermann, Quality and Patient Experience Committee Chair, provided highlights from the Committee's May meeting as outlined in the Committee report to the Board. The Committee discussed a number of items including two Strategic Plan indicators. The first related to the review of compliment, complaint and patient experience data, including samples of qualitative feedback. The second related to the strategies being identified to improve patient flow within the system.

6.2 Report of the Governance and People Committee

Gervan Fearon, Governance and People Committee Chair, provided highlights from the Committee's May meeting as outlined in the Committee report to the Board. Directors were thanked for their participation in the most recent Board Self-Evaluation process. It was noted that the Committee will be considering priority areas for further discussion in June.

6.2.1 New Director Appointment

As noted at the March Board meeting, Director Stephen Murdoch will not seek reappointment at the June Annual Meeting. The Board approved recruitment process to fill the vacancy by selecting a Patient Partner from the Niagara Health Engagement Network has been completed. Mary Maida has been identified as the successful applicant.

MOTION B24-032:

It was MOVED by G. Fearon and SECONDED by J. McKinley that, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors approves the appointment of Mary Maida to the Niagara Health System Board of Directors effective June 25, 2024 for a two year term. CARRIED.

6.2.2 Director Vacancy

The Board was notified previously that Director Elisabeth Zimmermann has tendered her resignation as of the Annual Meeting. A formal motion to accept the resignation is required. In addition, the confirmation of the desired recruitment profile and outreach strategy to fill the vacancy is also required.

The Board approved the recommendation that the recruitment be focused on filling the gap related to representation of the marginalized and underserved communities in the social services sector, with human resources considered an asset. The Board also approved the use of the Interview Panel convened to support the Patient Partner Board Member selection noted above.

MOTION B24-033:

It was MOVED by G. Fearon and SECONDED by S. Flett That, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors accepts the resignation of Director Elisabeth Zimmermann with regret from the Niagara Health System Board of Directors effective June 25, 2024.

And that the recruitment profile, outreach strategy and interview panel consisting of Marylee O'Neill, John McKinley and Lynn Guerriero to fill the vacancy created by E. Zimmermann's resignation be approved. CARRIED.

Charlie Rate departed the meeting at this time.

6.2.3 2025/26 Incoming Board Chair Appointment

The term for the current Board Chair will conclude in June 2025. In keeping with policy, the incoming Board Chair will normally be confirmed one year in advance and serve as Board Vice-Chair. The Board evaluation process included the opportunity for Directors to provide feedback on Board and Committee leadership, including the incumbent. The Board approved the Committee's recommendation that Charlie Rate succeed into the Chair role in 2025/26.

MOTION B24-034:

It was MOVED by G. Fearon and SECONDED by E. Zimmermann That, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors approves the appointment of Charlie Rate as the incoming Board Chair for 2025/26. CARRIED

Charlie Rate rejoined the meeting at this time.

6.3 Report of the Finance and Audit Committee

Charlie Rate, Finance and Audit Committee Chair, provided highlights from the Committee's May meeting as outlined in the Committee report to the Board. The Committee reviewed the year end Chief Financial Officer's report which included an update on the financial position, statement of operations, cash flow forecast and Hospital Services Accountability performance indicator results.

6.3.1 Year End Financial Statements

The financial statements were prepared in accordance with the Canadian Public Sector Accounting Standards and the audit was conducted in accordance with the Canadian Generally Accepted Auditing Standards. There were no concerns with the findings as they were within the audit materiality level. In the in-camera portion of the meeting with the Auditors and Independent Directors, Deloitte confirmed that there was no evidence of fraud or areas of concern noted and it is anticipated that an unmodified report will be issued.

MOTION B24-035:

It was MOVED by C. Rate and SECONDED by S. Flett that on the recommendation of the Finance and Audit Committee, the Niagara Health System Board of Directors approve the 2023/24 Audited Financial Statements. CARRIED.

6.4 Medical Advisory Committee

Dr. Satish Chawla, Interim Chief of Staff/EVP Medical provided the Board with a summary of the Medical Advisory Committee's March meeting as outlined in the report to the Board, including recruitment activities and the most recent Doctor's Day recognition.

6.4.1 Head of Service Medicine, Niagara Falls Site

The current Head of Service is no longer able to complete the term due to a recent appointment to another leadership role. Given that the search process for the current Head of Service was conducted within the past year, and that there was a second applicant qualified for the role, the Medical Advisory Committee recommended the appointment as set out in the motion below.

MOTION B24-036:

It was MOVED by S. Murdoch and SECONDED by J. Li that, on the recommendation of the Medical Advisory Committee, 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 appointment of Dr. Shalin Shah as the NFS Site Head of Service for the department of Medicine effective June 1st, 2024 for a five year term. CARRIED.

7. MATTERS FOR INFORMATION

7.1 Report of the Quality and Patient Experience Committee

The May report was provided to the Board for information.

7.2 Report of the Governance and People Committee

The May report was provided to the Board for information.

8. MOTION TO ADJOURN OPEN SESSION

There being no further business, the Open Session adjourned at 5:15p.m.

MOTION B24-037:

It was MOVED by B. Maurin that the Niagara Health System Board of Directors Open Session Meeting of May 28, 2024 be adjourned. CARRIED.

Recording Secretary: D. Dube

Marylee O'Neill, Chair