

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

November 28, 2017

Welland Hospital Site – Auditorium

	Sep 26/17	Oct 30/17	Nov 28/17					
John MacDonald, Chair	✓	✓	✓					
Bunny Alexander	✓	✓	✓					
Larry Boggio	R	✓	✓					
John Bragagnolo	✓	✓	✓					
Parminder Brar (ex-officio)	R	✓	✓					
Suzanne Johnston (ex-officio)	✓	✓	✓					
Marti Jurmain	✓	✓	✓					
Ken Kawall	R	✓	✓					
Derek McNally (ex-officio)	✓	✓	✓					
Ronald Mergl	✓	✓	✓					
Murray Paton	✓	✓*	✓					
Charles Rate	✓	✓	✓					
Cathy Sutherland	✓	✓	✓					
Thomas Stewart (ex-officio)	✓***	R	✓					
Robert Tiffin	✓	✓	✓					
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:

Patty Welychka – Niagara Health
 Gord Statham – Niagara Health Foundation
 Roger Ali – Niagara Health Foundation

1. CALL TO ORDER

Board Chair John MacDonald called the meeting to order at 4:02 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 B17-093:

It was **MOVED** by L. Boggio and **SECONDED** by R. Mergl that the Niagara Health System Board of Directors approves the Open Session Agenda for the November 28, 2017 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

The Chair welcomed guests, staff and fellow Directors. The Board was reminded that there is no meeting in December and that the Board will reconvene in January.

1.5 Reaffirming our Purpose, Vision and Values

Larry Boggio led the Board through a review of the Purpose, Vision and Values.

1.6 Patient Story

Patty Welychka, Director, Patient Care Surgical Services, Executive Lead and Chief Nursing Officer WHS/PCG, provided the Board with a story outlining the compassionate care received by a patient at the end of life stage. The story highlighted how staff are living Niagara Health's values.

2. PRESENTATION

2.1 Local Access, Building Quality, and a Vibrant Ecosystem of Clinicians, Teachers and Researchers

Tom Stewart provided the Board with a presentation outlining the successes recently achieved in attracting clinicians, building quality and providing local access to specialty services through partnerships. The Board's discussion focused on the economic benefits of recruitment for Niagara, the continuous emphasis placed on assisting physicians and front line staff to manage stress and opportunities that exist for further partnerships in the area of research. Challenging areas including physician behaviours, operating in a multi-site environment and budget were also discussed.

3. CONSENT AGENDA

MOTION B17-094:

It was **MOVED** by C. Rate and **SECONDED** by L. Boggio that the Niagara Health System Board of Directors approves the Consent Agenda for the November 28, 2017 Open Session meeting, including the motions and reports listed below:

- **That the Minutes of the October 30, 2017 Open Session of the Niagara Health System Board of Directors Meeting be approved as presented.**
- **Resources and Audit Committee Report Received for Information**
- **Quality Committee Report Received for Information.**
- **Resources and Audit 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 that Dr. T. Song be removed from the Chief of Surgery Search Committee and that Dr. I. Khan be appointed as a replacement.**

CARRIED.

4. MATTERS FOR DECISION/DISCUSSION

4.1 Strategic Plan Initiatives Summary

The Board was provided with the summary of data for all Strategic Planning initiatives that were discussed at the respective Standing Committees in November.

4.2 Report of the Quality Committee

Marti Jurmain, Quality Committee Vice-Chair, provided highlights from the Committee's November 8th meeting as outlined in the Committee report to the Board, as follows:

The Committee reviewed the third quarter data contained in the Quality Improvement Plan scorecards for the hospital and the Extended Care Unit as well as the Strategic Planning initiatives performance. Significant discussion occurred with respect to the ongoing challenges with patient flow, including the impact on budgets.

4.3 Report of the Resources and Audit Committee

Ken Kawall, Resources and Audit Committee Chair, provided highlights from the Committee's November 14th meeting as outlined in the Committee report to the Board, as follows:

4.3.1 Proposed 2017/18 Annual Audit Service Plan, External Auditors Terms and Remuneration

Deloitte LLP attended the meeting to present the 2017/18 audit services plan for the fiscal year ending March 31, 2018. The proposed based audit fees remain unchanged from previous years.

MOTION B17-095:

It was MOVED by K. Kawall and SECONDED by C. Sutherland that on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve the 2017/2018 External Audit Service Plan and Audit Fees as presented. CARRIED.

The Committee also reviewed and discussed the performance related to the current Strategic Planning Initiatives.

4.4 Report of the Governance Committee

J. Bragagnolo, Governance Committee Chair, provided highlights from the Committee's November 13th meeting, as outlined in the Committee Report to the Board, as follows:

4.4.1 Quarterly Reports

As requested by the Board in October, the Governance Committee completed an in-depth review of the lessons learned from the Brant Community Healthcare System Investigation Report. The main item discussed was strategies to ensure that the Board is discharging its responsibilities related to fiscal oversight appropriately. The Committee suggested adding a quarterly report, similar to that of the President, by the Chief Financial Officer (CFO). It was further suggested that a joint report by the Chief Nursing Executive and Chief of Staff also be provided quarterly on an alternating schedule.

Concerns were expressed that a quarterly CFO report may duplicate the work of the Standing Committee responsible for financial oversight. Currently, the CFO provides the Standing Committee with a quarterly report on the financial statements which is provided to the Board in the consent agenda provided it is within a tolerance limit. Any Director has the option to remove this report from the consent agenda for further discussion. Following much deliberation, it was agreed that the Board would approve the recommendation to receive a quarterly CFO report. The following revised motion was put forward:

MOTION B17-096:

It was MOVED by J. Bragagnolo and SECONDED by B. Alexander that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the recommendation that the Board receives a quarterly Chief Financial Officer report and Chief Nursing Executive/Chief of Staff report on an alternating schedule, and that the recommendation of the content of that report be provided by Management based on best practice. CARRIED.

The Chair provided the Committee with a primer on generative governance. The Committee also discussed the framework for ICT and capital projects moving forward. Members of the Governance Committee are working with the CEO and past Chair of the Oakville hospital to organize a presentation to the Board relating to best practices and lessons learned during their development experience.

4.5 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 November 1st meeting, as outlined in the Committee Report to the Board.

The minutes of the October 4th meeting were included in the package. The Medical Staff Association Annual General Meeting has taken place and the terms for the Executives have been reappointed.

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 Board continues to move away from being an operational Board and has been concentrating on governance renewal. Plans include meeting with Independent Directors from both the Foundation and Hospital Board to discuss personal contributions.
- The new brand has been finalized and roll out has begun both internally and externally.
- The meeting has occurred with the hospital to discuss the framework for the upcoming capital campaign.

5.2 Report of the CEO

Kevin Smith provided highlights on a number of items including potential government investments in health care spending and the Ontario Hospital Association's recommendations in this regard. Niagara Health's participation in the Gemini project aimed at reviewing mortality across providers of general medicine was also discussed.

5.3 Report of the President

Suzanne Johnston highlighted a number of items from the November President's report to the Board including her recent attendance at the Port Colborne City Council meeting and the government investment in artificial intelligence. Flo Paladino provided an overview of the most recent engagement results which are positive.

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

There being no further business, the Open Session adjourned at 6:15p.m.

MOTION B17-097:

It was MOVED by M. Paton and SECONDED by B. Wright that the Niagara Health System Board of Directors Open Session Meeting of November 28, 2017 be adjourned and moved to a Closed Session. CARRIED.

Recording Secretary: D. Dube

John MacDonald, Chair