

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

June 29, 2021

Virtual

| | Sept 29/2020 | Nov 24/2020 | Feb23/2021 | Mar 23/2021 | May 25/2021 | Jun 29/2021 |
|--|--------------|-------------|------------|-------------|-------------|-------------|
| Bunny Alexander, Chair | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Ray Archer | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Gervan Fearon | - | - | ✓ | ✓ | ✓ | ✓ |
| Lynn Guerriero (ex-officio) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Marti Jurmain | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Maynard Luterman (ex-officio) | ✓ | R | ✓ | ✓ | ✓ | ✓ |
| Derek McNally (ex-officio) | ✓ | ✓ | - | - | - | - |
| Catherine Novick | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Marylee O'Neill | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Heather Paterson (ex-officio) | - | - | ✓* | ✓* | ✓* | ✓* |
| Murray Paton | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Charles Rate | ✓ | ✓ | ✓ | ✓ | - | - |
| Cathy Sutherland | R | ✓ | ✓ | ✓ | R | ✓ |
| Robert Tiffin | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Johan Viljoen (ex-officio) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Barry Wright | ✓ | ✓ | ✓ | ✓ | ✓ | R |
| Elisabeth Zimmermann | R | ✓ | ✓ | ✓ | ✓ | ✓ |
| Staff and Guests in Attendance: | | | | | | |
| Harpreet Bassi | - | - | ✓ | ✓ | ✓ | ✓ |
| Linda Boich | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sonali Kohli | - | - | - | - | ✓ | ✓ |
| Flo Paladino | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Chuck Quigley | - | - | ✓ | ✓ | - | - |
| Caroline Bourque-Wiley | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Angela Zangari | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

*Heather Paterson attending as Interim Executive Vice-President and Chief Nursing Executive

Guests:

- Andrea Scott – Niagara Health Foundation
- Vita Gauley – Niagara Health Foundation
- Albert Iannatuono – Niagara Health Foundation

1. CALL TO ORDER

Board Chair Bunny Alexander welcomed fellow Directors, staff and guests and called the meeting to order at 2:15p.m.

1.1 Approval of the Agenda

MOTION B21-068:

It was **MOVED** by C. Novick and **SECONDED** by R. Archer that the Niagara Health System Board of Directors approves the Open Session Agenda for the June 29, 2021 Meeting as presented. **CARRIED.**

1.2 Declaration of Conflicts

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

2. CONSENT AGENDA

MOTION B21-069:

It was **MOVED** by E. Zimmermann and **SECONDED** by R. Tiffin that the Niagara Health System Board of Directors approves the Consent Agenda for the June 29, 2021 Open Session meeting as presented, including the motions listed below:

- That the Minutes of the May 25, 2021 Open Session Meeting of the Niagara Health System Board of Directors be approved as presented.
- That, on the recommendation of the Medical Advisory and Governance Committees, the Niagara Health System Board of Directors approve approve the 2nd Term appointment of Dr. Rafi Setrak as the Chief of Emergency Medicine for Niagara Health effective June 1st, 2021.
- That on the recommendation of the Medical Advisory Committee, the Niagara Health System Board of Directors, approve Dr. Adnan Hameed the Cardiology Head of Service at Niagara Health, effective July 1st, 2021.
- That, on the recommendation of the Medical Advisory Committee, the Niagara Health System Board of Directors, approve Dr. Stephanie Phillips the Surgery Head of Service, SCS Site, effective August 1st, 2021.
- That, on recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve the 2020/21 Child and Youth Mental Health Other Vote Operating Annual Reconciliation for the year ending March 31, 2021.
- That on recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve the Broader Public Sector Accountability Act (BPSAA) Attestation for April 1, 2020 to March 31, 2021.
- That on the recommendation of the Resources & Audit Committee, the Niagara Health System Board of Directors approve the MSAA Schedule G – Declaration of Compliance for April 1, 2020 to March 31, 2021. **CARRIED.**

3. REPORTS

3.1 Report of the President and CEO

Lynn Guerriero provided highlights from the June 2021 President and CEO's report as outlined below:

- Thanks were extended to the entire Niagara Health team for their compassion and dedication throughout the pandemic, particularly during the third wave.
- NH is outbreak free and emergency measures are gradually being lifted. The ICU has stabilized and scheduled procedures have been resumed. Members of the Executive Team continue to participate in the provincially led recovery planning activities.
- The Vaccination Clinic team continue to surpass the goals for daily vaccinations. Planning will begin for decommissioning the clinic when appropriate. Staff uptake for the vaccine has been positive.

3.2 Report of the Niagara Health Foundation

Vita Gauley provided an update on Foundation Board activities, including the development of a process for donations and naming opportunities related to the South Niagara Site to ensure the NH Board is engaged in the process. The Board will also be finalizing the appointment of Andrea Scott as the permanent Foundation CEO effective in early July.

Andrea Scott provided an update on Foundation activities including the financial results for the year ending May 31st. The fundraising goals for 2020/21 were exceeded, partially due to the successful MRI campaign. The branding for the South Niagara Site fundraising has been finalized and some major gifts have been confirmed.

The Board extended congratulations to A. Scott on her appointment as CEO for the Foundation.

4. BUSINESS ARISING

There was no business arising to discuss.

5. EDUCATION

There were no education items presented at the meeting.

6. MATTERS FOR DECISION/DISCUSSION

6.1 Report of the Quality Committee

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

The focus for 2020/21 was on strategic directions for quality improvement, including: the reduction of ED wait times; Mental Health & Addictions readmissions; inpatient falls; and pressure injuries. The reports were structured to follow the patient journey and included the measurable activities for continuous quality improvement. M. Jurmain noted that she has completed her term as Committee Chair and thanked staff for their ongoing commitment to quality improvement and for their presentations and attendance at meetings to answer the Committee's questions.

6.2 Governance Committee

Barry Wright, Governance Committee Chair, provided highlights from the Committee's June meeting as outlined in the Committee report to the Board, as follows:

6.2.1 Composition of the Board and By-Law Amendments

The recruitment of new Directors has been successful to increase the size of the Board again. A formal motion is required to approve the increase in size from 12 to 15 Directors, as well as to reflect this change in the Corporate By-Law. In addition, amendments to the Professional Staff and Corporate By-Law will also be required to complete the housekeeping revisions related to the new President and CEO role. The consultation process required for the Professional Staff By-Law will occur over the summer months and the By-Laws will be brought forward for approval by the Board and Members in the fall.

MOTION B21-070:

It was MOVED by M. O'Neill and SECONDED by M. Paton that, That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the increase in Board Size from twelve (12) to fifteen (15) Elected Directors and the amendment to Article 4.1 (a) of the Niagara Health System Corporate By Law as presented, effective June 29, 2021;

And that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves that the draft Amending Professional Staff By-Law Number 3 be shared with the Professional Staff and that the feedback from the consultation process be presented in September. CARRIED.

6.2.2 Board Chair Reappointment

In May, the Governance Committee and Board participated in an in-camera skills based discussion regarding the performance of the current Board Chair. There was unanimous support in recommending the reappointment to a second term.

MOTION B21-071:

It was MOVED by M. O'Neill and SECONDED by C. Sutherland that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the reappointment of Bunny Alexander to a second one year term as the Niagara Health System Board Chair for 2021/22. CARRIED.

6.2.3 Board Vice-Chair/Incoming Board Chair Appointment

M. O'Neill excused herself for this portion of the meeting.

The expedited nominations process approved by the Board in May has been completed. M. O'Neill was nominated by the majority of Directors and confirmed her willingness to serve in the Vice Chair role. Directors were provided the opportunity to provide feedback on the nomination which was overwhelmingly positive.

MOTION B21-072:

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 the appointment of Marylee O'Neill as the Board Vice-Chair for the 2021/22 Board year and the incoming Board Chair for the 2022/23 Board year. CARRIED.

M. O'Neill rejoined the meeting at this time.

6.2.4 New Director Onboarding

The Board was provided with the Governance Committee approved onboarding plan for new Directors which was structured in four parts: A resource guide; interactive Q&A Session with the Board Chair, Vice-Chair, President and CEO and Executive leads; Committee orientation touchpoint in late November and the assignment of peer mentors. An adjustment in mentors was made which has been reflected in the motion below.

MOTION B21-073:

It was MOVED by M. O'Neill and SECONDED by C. Novick that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the new Director onboarding and orientation plan, inclusive of the peer mentors as follows: B. Christmas and M. Jurmain, G. Fearon and R. Tiffin, S. Malcolm and E. Zimmermann, S. Murdoch and M. Paton, and C. Rossiter and R. Archer. CARRIED.

6.2.5 2021/22 Board and Committee Meeting Schedule

The Board was provided with the suggested Board and Committee meeting dates for the 2021/22 Board year. All meetings will continue to begin at 4pm. The meeting dates and frequency for the Ad-Hoc Strategic Planning Committee will be determined as planning evolves.

MOTION B21-074:

It was MOVED by M. O'Neill and SECONDED by E. Zimmermann that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Board and Committee meeting schedule for the 2021/22 Board year. CARRIED.

6.3 Report of the Resources and Audit Committee

Rob Tiffin, Resources and Audit Committee Chair, provided highlights from the Committee's June meeting as outlined in the Committee reports to the Board, as follows:

6.3.1 Human Resources Report

The Committee reviewed the annual workplan, including the items such as Human Resources reporting that were deferred due to the increasing demands of the pandemic. The report emphasized the need for the Committee to refocus in the coming years and for the importance of Human Resources for the organization. The Board expressed appreciation to the staff for their commitment and for the work of the Human Resources team to support the organization through the pandemic.

6.4 Report of the Medical Advisory Committee

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

- Recruitment is ongoing despite the pandemic with a number of highly qualified specialists being onboarded.
- Physician recognitions were highlighted which speak to the high quality of physicians being recruited.
- The roadmap for the Care of the Older Person Strategy was shared, including metrics to be monitored.
- Research continues to be a priority. A roadmap of the NH Research Program was shared.

7. MATTERS FOR INFORMATION

7.1 Report of the Quality Committee

The June report was provided to the Board for information.

7.2 Report of the Governance Committee

The June report was provided to the Board for information.

7.3 Report of the Resources and Audit Committee

The June 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 3:01p.m.

MOTION B21-075:

It was MOVED by R. Archer and SECONDED by R. Tiffin that the Niagara Health System Board of Directors Open Session Meeting of June 29, 2021 be adjourned, and moved to the Annual General Meeting. CARRIED.

Recording Secretary: D. Dube

Bunny Alexander, Chair