

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

September 29, 2020

Virtual

| | Sept 29/2020 | | | | | | |
|--|--------------|--|--|--|--|--|--|
| Bunny Alexander, Chair | ✓ | | | | | | |
| Ray Archer | ✓ | | | | | | |
| Lynn Guerriero (ex-officio) | ✓ | | | | | | |
| Marti Jurmain | ✓ | | | | | | |
| Maynard Luterman (ex-officio) | ✓ | | | | | | |
| Derek McNally (ex-officio) | ✓ | | | | | | |
| Catherine Novick | ✓ | | | | | | |
| Marylee O'Neill | ✓ | | | | | | |
| Murray Paton | ✓ | | | | | | |
| Charles Rate | ✓ | | | | | | |
| Cathy Sutherland | R | | | | | | |
| Robert Tiffin | ✓ | | | | | | |
| Johan Viljoen (ex-officio) | ✓ | | | | | | |
| Barry Wright | ✓ | | | | | | |
| Elisabeth Zimmermann | R | | | | | | |
| Staff and Guests in Attendance: | | | | | | | |
| Linda Boich | ✓ | | | | | | |
| Flo Paladino | ✓ | | | | | | |
| Thomas Stewart | ✓ | | | | | | |
| Caroline Bourque-Wiley | ✓ | | | | | | |
| Angela Zangari | ✓ | | | | | | |

Guests:

- Catherine Bourque – Patient Partner
- John Sweeny – Patient Partner
- Sonia Pagura – NH
- Phil Valvasori – NH
- Brian Guest – SJHS
- Vita Gauley – NH Foundation
- Andrea Scott – NH Foundation

1. CALL TO ORDER

Board Chair Bunny Alexander welcomed fellow Directors and staff and guests 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

MOTION B20-075:

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 September 29, 2020 Meeting as presented. CARRIED.

1.3 Declaration of Conflicts

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

1.4 Chair's Comments

The Chair extended thanks to fellow Directors for their input over the summer months with regard to identifying Board priorities for the coming year. The goals highlighted to shape the Board's work included the following:

- Governing during the pandemic;
- Improving the health of the community through the NH/SJHS Collaboration Agreement;
- Further defining the relationship with the President and CEO;
- Fe-focusing the Strategic Plan;
- Improving overall Board health; and
- Ensuring a strong financial future.

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: Bill of Rights

Niagara Health Engagement Network Patient Partners Catherine Bourque and John Sweeny attended the meeting to share their journey on joining the Network. They also shared their experience of being active participants in the co-design of the Patient and Family Declaration of Values and Bill of Rights.

2. EDUCATION

2.1 St. Joseph's Health System Structure

Brian Guest, Senior Vice-President, St. Joseph's Health System and Special Advisor Department of Health, Government of Nunavut, provided the Board with an overview of the history and structure of the St. Joseph's Health System as a Catholic Health Care Organization.

3. CONSENT AGENDA

MOTION B20-076:

It was MOVED by C. Rate and SECONDED by R. Archer that the Niagara Health System Board of Directors approves the Consent Agenda for the September 29, 2020 Open Session meeting as presented, including the motions listed below:

- **That the Minutes of the June 23, 2020 Open Session Meeting and June 23, 2020 Post Annual General Meeting of the Niagara Health System Board of Directors be approved as presented.**
- **That, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approves the Hospital Parking Directive Attestation for the period of August 31, 2019 to August 31, 2020.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the proposed approach and associated schedule to support a review of the Board's Governance Policy Manual. CARRIED.**

4. REPORTS

4.1 Report of the CEO

Tom Stewart provided highlights from the September 2020 CEO report with a focus on COVID-19 response including testing, operations during the second surge and the efforts for clearing the backlog from the early stages of the pandemic. There is also concern related to the financial implications of the pandemic. Although funding has been received for integrated care for COVID-19 care as well as some COVID-19 related expenses, the costs to hospitals has been enormous.

4.2 Report of the President

Lynn Guerriero provided highlights from the September 2020 President's report. The plan to clear the backlog of procedures and testing, while also maintaining current operations and taking into consideration staff and physician fatigue, is underway. With the Assessment Centre volumes having more than tripled and in keeping with the recent government direction, testing has reverted to appointment only. Niagara Health will continue collaborate with all partners for coordinated care for patients diagnosed with the virus.

Stakeholder outreach as part of the onboarding process resumed over the summer months and is continuing. It was also noted that an announcement with regard to the new South Niagara Campus is anticipated.

4.3 Report of the Niagara Health Foundation

Vita Gauley provided an update on Foundation Board activities including an update on leadership, staff and Board additions. An update was also provided on the capital campaign which will include a reaffirmation of the feasibility study and reengagement of stakeholders to finalize the fundraising goals.

The Chair welcomed Andrea Scott, newly appointed Interim CEO and President, to provide an update on Foundation activities. Events have successfully pivoted to online and donations to support COVID-19 efforts have been received in the first quarter of 2020/21. Funding has been transferred for the purchase of equipment from the top 50 list. Donations for specific purposes are being held in accounts until the donors wishes can be fulfilled. It was noted that formal discussions with donors are planned once government approval has been received for the South Niagara site.

5. BUSINESS ARISING

There was no business arising to discuss.

6. MATTERS FOR DECISION/DISCUSSION

6.1 Strategic Plan

Lynn Guerriero provided the Board with a detailed overview of the process to refocus the Strategic Plan, as well as the proposed measures guiding the short and longer term ambitions for the next eighteen months within the COVID-19 environment. The best/mid/worst pandemic scenarios considered, as well as an assessment of the associated risks, were also provided. The newly developed framework includes measures under three categories; Strategic Initiatives, Operational Breakthroughs and Corporate Priorities. Engagement sessions have taken place with Leaders, Physician Chiefs and Patient Partners from the Niagara Health Engagement Network which helped to validate what is proposed in the refocused Plan.

There was consensus among Directors that the refocused Plan includes the appropriate set of initiatives and measures given the current environment. The Board requested that consideration be given to relocating the Comprehensive Health Record initiative to another section as it is not technically a strategic objective. In addition, given the need for significant investment for some initiatives (i.e. Comprehensive Health Record), further discussion at the Resources and Audit Committee will be required as part of the decision making process to ensure alignment among Directors with respect to risk tolerance as it relates to the budget.

The Board also discussed the human resources impact under the Operational Breakthroughs and Corporate Priority categories.

Targets for the measures under each category will come forward for discussion in November.

MOTION B20-077:

It was MOVED by M. O'Neill and SECONDED by R. Tiffin that the Niagara Health System Board of Directors approves Niagara Health's Refocused Strategic Plan, September 2020 to March 2022, substantially in the form presented, and that the supporting targets be presented in November 2020. CARRIED.

6.2 Report of the Quality Committee

Marti Jurmain, Quality Committee Chair, provided highlights from the Committee's September meeting as outlined in the Committee report to the Board.

6.2.1 COVID-19 Monitoring

Derek McNally provided the Board with an overview of the COVID-19 response during the pandemic. A dashboard for the Quality Committee to track key metrics is under development.

6.3 Governance Committee

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

6.3.1 Corporate By-Law Amendment

The Board was provided with the amendments to the By-Law suggested by legal counsel and endorsed by the Governance Committee. The changes reflect the transition from the Management Services Agreement to the newly ratified Collaboration Agreement, as well as other minor drafting and style amendments.

MOTION B20-078:

It was MOVED by B. Wright and SECONDED by C. Rate that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves that the Corporate By-law be amended and restated in its entirety, making only the changes highlighted and presented to the Board. CARRIED.

6.3.2 Professional Staff By-Law and Rules and Regulations Amendment

The Committee reviewed the changes needed to allow for electronic voting by the Medical Staff Association, which is required for their upcoming Annual General Meeting in light of the pandemic.

MOTION B20-079:

It was MOVED by B. Wright and SECONDED by R. Archer that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves that the Professional Staff By-law and the Professional Staff Rules and Regulations be amended and restated in their entirety, making only the changes highlighted on the versions of each presented to the Board. CARRIED.

6.4 Report of the Resources and Audit Committee

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

6.4.1 Capital Budget Allocation

The Committee discussed the need for an increase to the capital budget allocation for the purchase of a third MRI for the St. Catharines Site and the replacement of the Picture Archive and Communication System (PACS). Following consideration of the risks associated with both the pressures being placed on the existing MRI machines and the aging PACS system, the Committee determined that the increase is necessary.

MOTION B20-080:

It was MOVED by R. Tiffin and SECONDED by M. O'Neill that, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approves an increase of up to \$6.21M in the 2020/21 capital budget allocation and authorizes Senior Management to purchase a third MRI for Niagara as well as the replacement of Picture Archive and Communication System (PACS). CARRIED.

The Committee also reviewed the Chief Financial Officers report outlining the financial position to July 31, 2020. Although there is encouraging news with regard to reimbursement of COVID-19 expenses, Niagara Health will remain in a deficit position. The Committee will consider risk tolerance for deficits and debt as part of decision making processes. Sick time data is being reviewed and validated to ensure the COVID-19 related illnesses are being accurately reported.

6.5 Report of the Medical Advisory Committee

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

- Recruitment continues despite the pandemic, with a focus to building the skill sets of the teams. This includes the addition of a new Geriatrician. It was noted that a special Board meeting may be required in October to approve Physician Chief appointments.
- The funding received for non-clinical COVID-19 work has been released to qualifying physicians.
- Recognition was given Dr. Lorraine Jensen and Dr. Jennifer Frendo for their continued contributions to the COVID-19 response efforts.
- Recognition of all physicians in the region has taken place as part of the Medical Advisory Committee annual awards.

7. MATTERS FOR INFORMATION

7.1 Report of the Quality Committee

The September report was provided to the Board for information.

7.2 Report of the Governance Committee

The September report was provided to the Board for information.

7.3 Report of the Resources and Audit Committee

The September 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 6:52p.m.

MOTION B20-081:

It was MOVED by B. Wright and SECONDED by R. Archer that the Niagara Health System Board of Directors Open Session Meeting of September 29, 2020 be adjourned and moved to a Closed Session. CARRIED.

Recording Secretary: D. Dube

Bunny Alexander, Chair