

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

May 30, 2017

St. Catharines Site – Academic Classrooms

	Sep 27/16	Oct 25/16	Nov 22/16	Jan 24/17	Feb 28/17	Mar 28/17	May 30/17			
John MacDonald, Chair	R	✓	✓	✓	✓	✓	✓			
Bunny Alexander	✓	✓	✓	✓	✓	R	✓			
Larry Boggio	R	✓	✓	✓	✓	✓	✓			
John Bragagnolo	✓	R	✓	✓	R	✓	R			
Parminder Brar (ex-officio)	-	✓	✓	✓	✓	✓	✓			
Suzanne Johnston (ex-officio)	✓	✓	✓	✓	✓	✓	✓			
Marti Jurmain	R	✓	✓	✓	R	✓*	✓			
Ken Kawall	✓	✓	✓	✓	✓	R	✓			
Derek McNally (ex-officio)	✓	✓	✓	R	✓	✓	✓			
Ronald Mergl	✓	✓	✓	✓	✓	✓	✓			
Murray Paton	✓	✓	✓	✓	✓	✓*	✓			
Charles Rate	✓	✓	✓	✓	✓	✓	✓			
Cathy Sutherland	✓	✓	✓	R	✓	✓	✓			
Thomas Stewart (ex-officio)	✓	✓	✓	R	✓	✓	✓			
Robert Tiffin	✓	✓	R	✓	✓	✓*	✓			
Barry Wright	✓	R	✓	✓	✓	✓**	✓			
Staff and Guests in Attendance:										
Linda Boich	✓	✓	✓	✓	R	✓	✓			
Flo Paladino	✓	✓	✓	✓	✓	✓	✓			
Kevin Smith	R	R	R	R	✓	R	✓			
Caroline Bourque-Wiley	✓	✓	✓	✓	R	✓	✓			
Angela Zangari	✓	R	✓	✓	✓	✓	✓			

*via teleconference/videoconference

**attended in part

Guests:

Ray Rocci – SJHH Joint Board of Governors
 Tony Thoma – SJHH Joint Board of Governors
 Gord Statham – ONE Foundation
 Roger Ali – ONE Foundation

1. **CALL TO ORDER**

Board Chair John MacDonald called the meeting to order at 3:54 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 B17-042:

It was **Moved** by B. Wright and **Seconded** by L. Boggio that the Niagara Health System Board of Directors approves the Open Session Agenda for the May 30, 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 fellow Directors, guests, members of the Foundation and colleagues from the St. Joseph's Hamilton Joint Board of Governors. The procedure for removing matters from the consent agenda was reviewed.

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

Derek McNally provided an example of the challenges and opportunities caring for patients with substance abuse and addiction issues. The Medicine and Mental Health programs are working collaboratively to develop a care path for this patient population.

2. PRESENTATION

2.1 The Importance of Philanthropy to Health Care

Roger Ali, CEO and President of ONE Foundation, provided the Board with a presentation detailing the Foundation's Mission, Vision and Values as well as the strategic discussions underway. Also outlined were the Foundation activities, priorities and projects of opportunity.

3. CONSENT AGENDA

MOTION B17-043:

It was MOVED by B. Alexander and SECONDED by K. Kawall that the Niagara Health System Board of Directors approves the Consent Agenda for the May 30, 2017 Open Session meeting, including the motions and reports listed below:

- **That the Minutes of the March 28, 2017 Open Session of the Niagara Health System Board of Directors Meeting be approved as presented.**
- **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 the appointment of Larry Boggio as the Niagara Health System Board representative on the Joint Chief of Mental Health & Addictions Search Committee.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the appointment of the following individuals as Niagara Health System representatives on the Joint Chief of Mental Health & Addictions Search Committee:**
 - Dr. T. Stewart (Chair), Dr. S. Johnston (Co-Chair), Dr. R. Setrak, Ms. L. Boich, Ms. B. Pizzigrilli, Dr. A. Muhammad, Dr. G. Gill and Mr. L. Boggio.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the reappointment of the following Independent Directors for a three (3) year term - Bunny Alexander, Ken Kawall, John MacDonald, and Barry Wright.**

- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves reappointment of the following Standing Committee Chairs and Vice-Chairs for the 2017 Board year:**
 1. **John Bragagnolo, Governance Committee Chair;**
 2. **Bunny Alexander, Governance Committee Vice-Chair;**
 3. **Larry Boggio, Quality Committee Chair;**
 4. **Marti Jurmain, Quality Committee Vice-Chair;**
 5. **Ken Kawall, Resources and Audit Committee Chair;**
 6. **Cathy Sutherland, Resources and Audit Committee Vice-Chair.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the appointment of John Bragagnolo as the incoming Board Chair for 2018/19.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the revised Nominating Committee Terms of Reference as amended.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the following reappointments to the Community Advisory Committee:**
 - Rose Dzugan for a second term of two years, and**
 - Richard Martinelli for a second term of two years.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors not reappoint Greg Furtney to the Community Advisory Committee.**
- **That, on the recommendation of the Medical Advisory Committee, the Niagara Health System Board of Directors approve the appointment of Dr. Amin Muhammad as Interim Chief of Mental Health & Addictions until a Shared Chief of Mental Health and Addictions for Niagara Health and St. Joseph's Healthcare Hamilton has been selected.**
- **That, on the recommendation of the Medical Advisory Committee, the Niagara Health System Board of Directors approve the appointment Dr. Helen Caetano as the Service lead for Otolaryngology.**

CARRIED.

4. MATTERS FOR DECISION/DISCUSSION

4.1 Report of the Quality Committee

Larry Boggio, Quality Committee Chair, provided highlights from the Committee's May 10th meeting as outlined in the Committee report to the Board, as follows:

The Committee received a report from Patient Relations which included the complaint/compliment rates as well as the top categories for concerns brought forward. Also discussed was the role of the Office of the Ombudsman that will only intervene if the complaint has followed the internal process and a different outcome is possible. The Committee will be reviewing an analysis of the factors driving complaints at the site level in the fall.

4.2 Report of the Resources and Audit Committee

Ken Kawall, Resources and Audit Committee Chair, provided highlights from the Committee's May 16th meeting, as outlined in the Committee Report to the Board, as follows:

4.2.1 Year End Audited Financial Statements

The Board was provided with the year-end financial statements as well as an overview of the work that was done under the 2016/17 audit plan. During the process, Deloitte noted that there were no material misstatements, no deficiencies of internal controls and no changes in areas of significant risks. Overall, no errors or misstatements were found and all assets and accountabilities were accounted for.

The Committee had an In Camera session with the Auditors and no concerns were identified. The Auditors were pleased with the level of cooperation from Management during the process.

MOTION B17-044:

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 approves the Niagara Health System Audited Financial Statements for period ending March 31, 2017. CARRIED.

4.2.2 Auditors Re-Appointment

Deloitte is currently in the first year of a two year extension that was approved by the Board in May 2016. The Committee supported the recommendation to approve the second year of the extension for the 2017/18 audit. The fees are consistent with other hospitals and will remain the same as in previous years.

MOTION B17-045:

It was MOVED by K. Kawall and SECONDED by R. Tiffin that, on the recommendation of the Resources and Audit committee, the Niagara Health System Board of Directors appoint Deloitte LLP as auditors of the Corporation and extend the current term of service for an additional year, to hold office until the 2018 Annual General Meeting or until a successor is appointed and its remuneration be set by the Board of Directors. CARRIED.

4.3 Report of the Governance Committee

Bunny Alexander, Governance Committee Vice-Chair, provided highlights from the May 10th meeting, as outlined in the Committee Report to the Board, as follows:

The Board was provided with the Self-Assessment results from the evaluation process undertaken in April. The Committee reviewed these results and will be using them to inform both the Board's workplan and education plan for 2017/18.

4.4 Report of the Medical Advisory Committee

Tom Stewart provided highlights for the Chief of Staff/EVP Medical and Medical Advisory Committee's April 5th and May 3rd meetings, as outlined in the Committee Report to the Board as follows:

The minutes of the April 5th and May 3rd meetings were included in the package. An update was provided with respect to physician recognition and recruitment activities. In keeping with the strategic plan, a half day research retreat with key stakeholders is being planned for the fall.

5. **REPORTS**

5.1 **Report of the ONE Foundation**

Gord Statham and Roger Ali provided an update on Foundation activities as follows:

- Preparations are underway for the audit meetings associated with the May 31st year end.
- A business and fundraising plan has been prepared for the next fiscal year. A Human Resources Plan has also been developed.
- A framework for the grateful patient program is being developed.
- The Fire and Ice Gala is scheduled for February 24, 2018.
- It is anticipated that the current vacancies will be filled by the end of the year.

5.2 **Report of the CEO**

Kevin Smith provided highlights on a number of items including the approvals contained within the provincial budget, the Ontario Medical Association agreement process and the Minister's announcement of a process with the College of Physicians and Surgeons of Ontario around sexual abuse.

5.3 **Report of the President**

Suzanne Johnston highlighted a number of items from the May President's report to the Board including an update on strategic directions, cultural competency training completed and recent events and awards.

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

There being no further business, the Open Session adjourned at 5:19p.m.

MOTION B17-046:

It was MOVED by B. Wright and SECONDED by R. Tiffin that the Niagara Health System Board of Directors Open Session Meeting of May 30, 2017 be adjourned, and move to Closed Session. CARRIED.

Recording Secretary: D. Dube

John MacDonald, Chair