

## Board of Directors Meeting (Open Session)

### MINUTES OF MEETING

October 30, 2017

Greater Niagara General Site – Boardroom

	Sep 26/17	Oct 30/17						
<b>John MacDonald, Chair</b>	✓	✓						
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	✓	✓						
<b>Staff and Guests in Attendance:</b>								
Linda Boich	✓	✓						
Flo Paladino	✓	✓						
Kevin Smith	R	✓						
Caroline Bourque-Wiley	✓	✓						
Angela Zangari	R	✓						

\*via teleconference/videoconference

\*\*attended in part

#### Guests:

Dr. Johan Viljoen – Niagara Health  
 Heather Paterson – Niagara Health  
 Gord Statham – ONE Foundation  
 Roger Ali – ONE Foundation

#### 1. **CALL TO ORDER**

Board Chair John MacDonald called the meeting to order at 4:00 p.m.

##### 1.0 Quorum

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

##### 1.1 Approval of the Agenda

###### MOTION B17-078:

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 October 30, 2017 Meeting, as presented. **CARRIED.**

### 1.2 Declaration of Conflicts

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

### 1.3 Chair's Comments

The Chair welcomed guests, staff and fellow Directors. Pens were provided in recognition of Patient Safety Week occurring from October 30<sup>th</sup> to November 3<sup>rd</sup>.

### 1.4 Reaffirming our Purpose, Vision and Values

Bunny Alexander led the Board through a review of the Purpose, Vision and Values.

### 1.5 Patient Story

Heather Paterson, Director, Patient Care Medicine/Critical Care, Executive Lead, Chief Nursing Officer GNG/DMH/NOTL, provided the Board with a story highlighting the importance of early identification and treatment of sepsis.

## 2. CONSENT AGENDA

It was requested that Item 2.1 – Minutes of September 26, 2017, Item 2.4.3 – Chief of Surgery Search Committee and Item 2.4.2 – Policy Review Follow Up be removed from the Consent Agenda for discussion. The Chair determined that these items will be placed on the regular agenda as items 3.0, 3.3.5 and 3.3.6 respectively.

### **MOTION B17-079:**

**It was MOVED by J. Bragagnolo and SECONDED by C. Rate that the Niagara Health System Board of Directors approves the Consent Agenda for the October 30, 2017 Open Session meeting as amended, including the motions and reports listed below:**

- **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 recommendation to reconvene the Management Services Agreement Review Sub-Committee in May 2018 to determine the review process and plan for the Management Services Agreement prior to the January 2019 expiry.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the 2017/18 Board Workplan as presented.**
- **Medical Advisory Committee Report Received for Information.**
- **That, on the recommendation of the Medical Advisory Committee, the Niagara Health System Board of Directors approve the appointment of Dr. Michael Levesque as Systemic Oncology Lead, effective immediately.**
- **That, on the recommendation of the Medical Advisory Committee, the Niagara Health System Board of Directors approve the appointment of Dr. Krystyna Samoraj as ED Science and Quality Lead effective immediately.**
- **That, on the recommendation of the Medical Advisory Committee, the Niagara Health System Board of Directors approve the appointment of Dr. Lorraine Jensen as Head of Service, General Internal Medicine SCS effective immediately.**

**CARRIED.**

### **3. MATTERS FOR DECISION/DISCUSSION**

#### **3.0 Minutes of Previous Meeting – September 26, 2017**

A request was made that section under item 4.2 be revised to ensure that the Board's concerns are communicated to the LHIN.

#### **MOTION B17-080:**

**It was MOVED by M. Paton and SECONDED by J. Bragagnolo that the minutes of the September 26, 2017 Open Session of the Niagara Health System Board of Directors Meeting be approved as amended. CARRIED.**

#### **3.1 Report of the Quality Committee**

Larry Boggio, Quality Committee Chair, provided highlights from the Committee's October 11<sup>th</sup> meeting as outlined in the Committee report to the Board, as follows:

The Committee reviewed a number of indicators including the HSAA Scorecard, critical incident data and compliments and complaints trends. The Strategic Plan Area of Focus with respect to physician transfer of accountability was examined. A presentation was also received from the Pharmacy Program. All items on the Committee's workplan are on schedule.

#### **3.2 Report of the Resources and Audit Committee**

Ken Kawall, Resources and Audit Committee Chair, provided highlights from the Committee's October 10<sup>th</sup> meeting as outlined in the Committee report to the Board, as follows:

A presentation by the ONEFoundation occurred as part of the Committee's financial oversight with respect to philanthropic activities.

An update was provided on a number of Information Communication Technology (ICT) related topics including clinical improvements underway as part of the 2 year ICT roadmap, the Health Information System renewal project, the new business intelligence reporting tools system and data and security.

The Committee also reviewed the workforce data for 2016/17 as well as the HR Plan for 2017/18.

#### **3.3 Report of the Governance Committee**

B. Alexander, Governance Committee Vice-Chair, provided highlights from the Committee's October 17<sup>th</sup> meeting, as outlined in the Committee Report to the Board, as follows:

##### **3.3.1 Community Advisory Committee Terms of Reference**

The Terms of Reference were updated to provide clarity of decision making and flexibility for Committee size to support succession planning.

#### **MOTION B17-081:**

**It was MOVED by B. Alexander and SECONDED by L. Boggio that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Community Advisory Committee Terms of Reference as amended. CARRIED.**

##### **3.3.2 Community Advisory Committee Appointment Recommendations**

The recruitment process for Community Advisory Committee members has been completed. A summary of the six new members being recommended for appointment was provided.

**MOTION B17-082:**

**It was MOVED by B. Alexander and SECONDED by C. Rate that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the appointment and terms to the Community Advisory Committee as outlined below:**

- 1. Tiffany Acton, three year term**
- 2. Frances Bonami, two year term renewable once**
- 3. Megan Brown, two year term renewable once**
- 4. Akiv Jhirad, three year term**
- 5. Sima Nahli, two year term renewable once**
- 6. Darlene Venditti, three year term. CARRIED.**

**3.3.3 Standing Committee Terms of Reference and Workplans**

The Standing Committee Terms of Reference were reviewed to ensure that the Committees are focused on the areas of risk as identified under the Enterprise Risk Framework. A general provision on risk management is recommended for each of the Standing Committees Terms of Reference.

**MOTION B17-083:**

**It was MOVED by B. Alexander and SECONDED by K. Kawall that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the general provision “Accountable on behalf of the Board oversee the (respective) risk category” be added to all Standing Committee Terms of Reference. CARRIED.**

The remaining sections of the Terms of Reference as well as the Standing Committee Workplans were also reviewed.

**MOTION B17-084:**

**It was MOVED by B. Alexander and SECONDED by J. Bragagnolo that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the Resources and Audit, Quality and Governance Committee’s Terms of Reference as amended and Workplans as presented. CARRIED.**

**3.3.4 Chief of Surgery Search Committee**

The Governance Committee approved the appointment of the Board Representative to the Chief of Surgery Search Committee. Subsequent to the Governance Committee meeting, the Medical Advisory Committee (MAC) met and approved the full Search Committee. In order to begin the recruitment process, approval by the Board was requested for the full Search Committee as well as the Board representative. A briefing note was provided outlining the MAC approved Committee members selected in keeping with the Professional Staff By-Laws.

**MOTION B17-085:**

**It was MOVED by B. Alexander and SECONDED by B. Wright that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves that John Bragagnolo be appointed as the Board representative to the Chief of Surgery Search Committee. CARRIED**

**MOTION B17-086:**

It was **MOVED** by B. Alexander and **SECONDED** by B. Wright that, the following individuals be appointed to the Chief of Surgery Search Committee: Dr. J. Ostrowski, Dr. T. Song, Dr. C. Blewett, Dr. H. Caetano, Dr. C. Durrant, John Bragagnolo, Dr. P. Brar, Dr. J. Viljoen, Dr. R. Setrak, Dr. J. Dobranowski, Dr. D. Duvall (or delegate), Mr. D. McNally, Dr. A. Bell, Mrs. P. Welychka, Dr. S. Johnston and Dr. T. Stewart as Chair. **CARRIED.**

**3.3.5 Policy Review Follow Up**

The Governance Committee undertook a review of the Duties and Expectations of a Director, Annual Declaration and Consent and associated policies. One further revision was requested for both the Code of Conduct and Confidentiality policies.

**MOTION B17-087:**

It was **MOVED** by B. Alexander and **SECONDED** by M. Paton that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the revision and deletion of policies as set out below:

1. NHS Board Policy Number 008 015 001 Duties and Expectations of a Director be approved as amended.
2. NHS Board Policy Number 008 015 001 Appendix A Director Undertaking be deleted and replaced by the new Annual Declaration and Consent.
3. NHS Board Policy Number 008 015 002 Code of Conduct be approved as amended.
4. NHS Board Policy Number 008 015 003 Confidentiality be approved as amended.
5. NHS Board Policy Number 008 015 004 Conflict of Interest be approved as amended.
6. NHS Board Policy Number 008 015 006 Board and Committee Meeting Attendance be approved as amended. **CARRIED.**

Caroline Bourque-Wiley provided the Board with an overview of the results of the most recent polling which took place in September 2017. Progress continues to be made with increased scores in key areas. The strategic planning process takes this information into account and it is also be used in conjunction with other data when developing communication strategies.

**3.4 Report of the Medical Advisory Committee**

Johan Viljoen, Deputy Chief of Staff was present to provide highlights for the Chief of Staff/EVP Medical and Medical Advisory Committee's October 4<sup>th</sup> meeting, as outlined in the Committee Report to the Board.

The minutes of the September 14<sup>th</sup> meeting were included in the package. An update was provided with respect to physician recruitment activities, physician wellness program, and the recent reappointment of the Medical Staff Association executive. The new recruits meet and greet was a successful event and the new physicians appreciated the Board and Executive Team representation.

### 3.5 Brant Community Healthcare System Investigation Report

The Board was provided with a summary of the important lessons learned from a governance, policy and practice perspective. A comprehensive review of all Board policies has been undertaken by the Governance Committee to ensure they are relevant and cross referenced appropriately. Some further opportunities for improvement were identified which will be brought forward for consideration by the Governance Committee.

#### **MOTION B17-088:**

**It was MOVED by M. Paton and SECONDED by B. Alexander that the Governance Committee undertake a review of the Brant Community Healthcare System Investigator Report to develop recommendations for the Niagara Health System Board of Directors. CARRIED.**

## 4. REPORTS

### 5.1 Report of the ONE Foundation

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

- The Annual General Meeting was held last week to approve the 2017/18 slate of members with one new member being added. The Board has also recently completed the annual survey, the results will be analyzed to ensure that continuous improvements are made.
- A meeting has been scheduled with the hospital to discuss the framework for the upcoming capital campaign.
- The revenue generation strategy has been launched with the implementation of the grateful patient campaign. Future activities include developing a marketing component to build awareness of the Foundation and how to donate at the time care is received.
- A fundraising strategy for an additional MRI machine is being prepared for consideration by the Hospital and the NH Resources and Audit Committee.

### 5.2 Report of the CEO

Kevin Smith provided highlights on a number of items including meetings occurring with respect to bundled care and the recent investment by the Government to assist with clinical flow challenges. The hospital continues to work closely with Public Health on the significant opioid use challenges facing the Niagara region.

### 5.3 Report of the President

Suzanne Johnston highlighted a number of items from the October President's report to the Board including the United Way campaign, strategic planning initiatives, presentations, innovations, events and awards. The recently launched leadership development program has been very successful and has been receiving positive feedback.

## 6. MOTION TO ADJOURN TO CLOSED SESSION

There being no further business, the Open Session adjourned at 5:35p.m.

#### **MOTION B17-089:**

**It was MOVED by B. Alexander and SECONDED by B. Wright that the Niagara Health System Board of Directors Open Session Meeting of October 30, 2017 be adjourned. CARRIED.**

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John MacDonald, Chair