

Board of Directors Meeting (Open Session)

MINUTES OF MEETING

May 31, 2022

Virtual

| | Sept 28/2021 | Nov 23/2021 | Feb 22/2022 | Mar 22/2022 | May 31/2022 | | |
|--|--------------|-------------|-------------|-------------|-------------|--|--|
| Bunny Alexander, Chair | ✓ | R | ✓ | ✓ | ✓ | | |
| Ray Archer | ✓ | ✓ | ✓ | ✓ | R | | |
| Bernd Christmas | ✓ | R | ✓ | ✓ | ✓ | | |
| Gervan Fearon | R | R | ✓ | ✓ | ✓** | | |
| Lynn Guerriero (ex-officio) | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Marti Jurmain | ✓ | ✓ | ✓ | R | R | | |
| Maynard Luterman (ex-officio) | ✓ | ✓ | ✓ | ✓ | R | | |
| Shane Malcolm | ✓ | ✓ | ✓ | ✓ | ✓** | | |
| Stephen Murdoch | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Catherine Novick | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Marylee O'Neill | R | ✓ | ✓ | ✓ | ✓ | | |
| Heather Paterson (ex-officio) | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Murray Paton | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Carmen Rossiter | ✓ | R | ✓ | ✓ | R | | |
| Cathy Sutherland | R | ✓ | ✓ | ✓ | ✓ | | |
| Robert Tiffin | ✓ | R | ✓ | ✓ | ✓ | | |
| Johan Viljoen (ex-officio) | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Barry Wright | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Elisabeth Zimmermann | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Staff and Guests in Attendance: | | | | | | | |
| Harpreet Bassi | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Linda Boich | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Sonali Kohli | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Flo Paladino | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Caroline Bourque-Wiley | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Angela Zangari | ✓ | ✓ | ✓ | ✓ | ✓ | | |

**Attended in Part

Guests:

Andrea Scott – 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 4:00 p.m.

1.1 Land Acknowledgement

Catherine Novick acknowledged the lands that the Board was gathered on.

1.2 Quorum

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

1.3 Approval of the Agenda

MOTION B22-035:

It was MOVED by S. Murdoch and SECONDED by C. Sutherland that the Niagara Health System Board of Directors approves the Open Session Agenda for the May 31, 2022 Meeting as presented. CARRIED.

1.4 Declaration of Conflicts

Directors being reappointed and extended excused themselves from the portion of the agenda where their reappointments/extensions were discussed as outlined in these minutes.

1.5 Chair's Comments

The Chair thanked Directors for making themselves available for the reschedule date for the Strategic Plan Retreat in June. Directors were also reminded to complete the First Year Director assessment surveys.

1.6 Patient Story

Barb Evans, Director Patient Care, Mental Health and Addictions, provided the Board with a story outlining the journey of a patient suffering from a mental health condition combined with substance use. A Quality of Care Reflective review was conducted with several improvement opportunities identified, such as additional education and increased access to trauma related addictions care.

2. EDUCATION

This item was deferred.

3. CONSENT AGENDA

MOTION B22-036:

It was MOVED by S. Malcolm and SECONDED by C. Novick that the Niagara Health System Board of Directors approves the Consent Agenda for the May 31, 2022 Open Session meeting as presented, including the motions listed below:

- **That the Minutes of the March 22, 2022 Open Session Meeting of the Niagara Health System Board of Directors be approved as presented.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the draft NH Board Director Profile and Brief as presented.**
- **That, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves recruitment ad and posting vehicles as presented. CARRIED.**

4. REPORTS

4.1 Report of the President and CEO

Lynn Guerriero provided highlights from the May 2022 President and CEO's report. The discussion focused on the impact on operations and pressures on the health system, which have been most apparent in the Emergency Departments and Urgent Care Centres. In response, the Teams have been working tirelessly at every step of the patient journey to identify and implement initiatives to improve patient flow and reduce wait times across the system. As an example, the Virtual Urgent Care program was introduced as a means to provide access to care while avoiding visits to the Emergency Departments and Urgent Care Centres. Another program has recently been launched (SCOPE) that enables physicians in the community to have direct access to NH to facilitate timely referrals for patients in the community.

4.2 Report of the Niagara Health Foundation

Albert Iannatuono and Andrea Scott provided an update on behalf of the Foundation including the financial position at the end of the fiscal year which has exceeded the budget. The Foundation Finance Committee is currently identifying the budget for the next fiscal year.

Several recent large gifts were celebrated. The Kids Ultimate Challenge event is occurring in person this year, volunteers are needed for those wishing to participate.

5. BUSINESS ARISING

There was no business arising to discuss.

6. MATTERS FOR DECISION/DISCUSSION

6.1 Report of the Quality Committee

Elisabeth Zimmermann, Quality Committee Chair, provided highlights from the Committee's May meeting as outlined in the Committee report to the Board, as follows:

6.1.1 2022/23 Quality Improvement Plan Narrative and Workplan

The Committee received a mini education session on the history of the Quality Improvement Plan, including the legislative accountabilities. The Committee endorsed the Plan which is focused on three indicators each for the Hospital and Long Term Care Home.

MOTION B22-037:

It was MOVED by E. Zimmermann and SECONDED by S. Murdoch that on the recommendation of the Quality Committee, the Niagara Health System Board of Directors approves the 2022/23 Quality Improvement Plan Narrative and Workplans for the Hospital and Extended Care Unit. CARRIED.

6.2 Report of the Governance Committee

Barry Wright, Governance Committee Chair and Marylee O'Neill, Governance Committee Vice-Chair, provided highlights from the Committee's April and May meetings as outlined in the Committee reports to the Board, as follows:

6.2.1 Corporate By-Law

The Board's Counsel has been assisting the Working Group established to update corporate documents to comply with the Ontario Not for Profit Act (ONCA). The proposed changes agreed to in the By-Law were outlined in the report to the Board.

MOTION B22-038:

MOVED by B. Wright and SECONDED by M. Paton

BE IT RESOLVED THAT:

- 1. the corporate by-law of the Corporation relating generally to the conduct of the activities and affairs of the Corporation (the "By-law"), in the form presented to the directors, is approved and adopted as the by-law of the Corporation, and all previous corporate by-laws enacted by the Corporation are repealed and replaced by the By-law;**
- 2. the By-law be submitted to the Members for confirmation; and**
- 3. following confirmation by the Members, the Chair and the Secretary of the Corporation are authorized and directed to certify a copy of the By-law as confirmed by the Members and to place such certified copy in the minute book of the Corporation. CARRIED.**

6.2.2 **Articles of Amendment**

The Articles were drafted in order to broaden the objects under the ONCA legislation. The draft also incorporates required language to allow for a floating Board size and a Chair's tie vote at Members' meetings. As the process for electronic filing is yet to be determined, it was recommended that filing the Articles be delayed until the issue has been resolved.

MOTION B22-039:

MOVED by B. Wright and SECONDED by S. Malcolm

WHEREAS the Not-for-Profit Corporations Act, 2010 (Ontario) ("ONCA") came into force on October 19, 2021.

AND WHEREAS Niagara Health System ("Corporation") wishes to file Articles of Amendment to update its purposes and special provisions, and to make other changes to comply with ONCA (the "Articles of Amendment").

AND WHEREAS this special resolution is to be passed by a majority of the board of directors of the Corporation ("Board") and then confirmed by at least 2/3 of the members of the Corporation ("Members") in attendance and voting at a special Members' meeting.

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- 1. the Form 5271E – Articles of Amendment, a copy of which has been circulated in advance of the meeting, is approved; and**
- 2. [any two directors and/or officers/the Chair and the President and Chief Executive Officer of the Corporation] are together authorized and directed, for and on behalf of the Corporation, to sign and file the Articles of Amendment, effective when the protocol for filing Articles of Amendment under ONCA is released by the governmental authorities having jurisdiction in respect of the Articles of Amendment, including without limitation, the Ministry of Health, Ontario Public Guardian and Trustee, and Service Ontario (each, a "Governmental Authority"), with such amendments as they may deem necessary or advisable to comply with the requirements of any Governmental Authority, without the need for further approval of the Board or the Members. CARRIED.**

6.2.3 **ONCA Compliant Policies/Agreements**

The Committee also reviewed the policies that required revisions to comply with ONCA. A detailed overview of the required changes was provided.

MOTION B22-040:

It was MOVED by B. Wright and SECONDED by M. Paton that, on the recommendation of the Governance Committee, be it resolved that each of the following governance policies and documents:

- Duties and Expectations of a Director and Code of Conduct;**
- Conflict of Interest;**
- Board of Directors and Community Expert Nomination and Election Process; and**
- Form of Indemnity Agreement.**

are revoked and replaced with the following governance policies and documents, in the form presented to the Directors:

- Duties and Expectations of a Director and Code of Conduct Policy;**

- **Duties and Expectations of a Community Expert and Code of Conduct Policy;**
- **Conflict of Interest;**
- **Board of Directors and Community Expert Nomination and Election Process; and**
- **Form of Indemnity Agreement. CARRIED.**

6.2.4 **Director Reappointment/Extensions**

M. Paton, C. Sutherland and B. Wright departed the meeting at this time.

In keeping with the guiding principles approved by the Board in February, the terms for Directors originally set to expire in 2022 will be extended. These extensions will not result in Directors serving beyond the maximum years of service as outlined in the Corporate By-Law.

MOTION B22-041:

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 term extensions and reappointment of the following Elected Directors for a one (1) year term until no later than June 2023:

- **Marti Jurmain**
- **Murray Paton**
- **Cathy Sutherland**
- **Barry Wright CARRIED.**

M. Paton, C. Sutherland and B. Wright rejoined the meeting and C. Novick and M. O'Neill departed the meeting at this time.

The Committee also reviewed the regular reappointments as outlined in the motion below.

MOTION B22-042:

It was MOVED by B. Wright and SECONDED by M. Paton that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the reappointment of the following Elected Directors for a three (3) year term:

- **Ray Archer**
- **Catherine Novick**
- **Marylee O'Neill CARRIED.**

C. Novick rejoined the meeting at this time

6.2.5 **Board Chair/Vice-Chair Reappointments**

B. Alexander departed the meeting at this time.

In keeping with the Board approved guiding principles, the Board Leadership was extended for an additional year in order to maintain consistency during the transition and recovery period.

MOTION B22-043:

It was MOVED by S. Malcolm and SECONDED by C. Sutherland that, on the recommendation of the Governance Committee, the Niagara Health System Board

of Directors approves the appointment of Bunny Alexander as the Board Chair and Marylee O’Neill as the Board Vice Chair for the 2022/23 Board year. CARRIED.

B. Alexander and M. O’Neill rejoined the meeting at this time.

6.2.6 Committee Leadership/Member Appointments

In order to maintain continuity and expertise during the transition and recovery period, the Board also endorsed continuing with the same Committee leadership and membership appointments for the 2022/23 Board year.

MOTION B22-044:

It was MOVED by M. O’Neill and SECONDED by G. Fearon that, on the recommendation of the Governance Committee, the Niagara Health System Board of Directors approves the 2022/23 Committee Leadership and Member appointments as set out below.

| | | |
|---|--|--|
| <p><u>Quality Committee</u> Elisabeth Zimmermann, Chair Marti Jurmain, Vice-Chair Shane Malcolm Stephen Murdoch Catherine Novick Barry Wright Bunny Alexander (ex-officio) Lynn Guerriero (ex-officio) Heather Paterson (ex-officio) Johan Viljoen (ex-officio) Maynard Luterman (ex-officio) Vicki Lanigan (ECFAA Member)</p> | <p><u>Governance Committee</u> Barry Wright, Chair Marylee O’Neill, Vice-Chair Bernd Christmas Rob Tiffin Murray Paton Elisabeth Zimmermann Stephen Murdoch Bunny Alexander (ex-officio) Lynn Guerriero (ex-officio)</p> | <p><u>Resources and Audit Committee</u> Rob Tiffin, Chair Catherine Novick, Vice-Chair Ray Archer Marti Jurmain Gervan Fearon Cathy Sutherland Carmen Rossiter Bunny Alexander (ex-officio) Lynn Guerriero (ex-officio) Albert Iannantuono or delegate (ex-officio)</p> |
| <p><u>Capital Planning Committee</u> Ray Archer, Chair Murray Paton, Vice-Chair Cathy Sutherland Carmen Rossiter Bunny Alexander (ex-officio) Lynn Guerriero (ex-officio) Mike Watt (Community Expert) Dragan Matovic (Community Expert) Albert Iannantuono (Foundation)</p> | <p><u>Ad Hoc Strategic Planning Committee</u> Marylee O’Neill, Chair Gervan Fearon, Vice-Chair Marti Jurmain Elisabeth Zimmermann Bunny Alexander (ex-officio) Lynn Guerriero (ex-officio) Johan Viljoen (ex-officio) Liz Froese (Patient Partner) David Yip (Patient Partner)</p> | <p><u>Nominating Committee</u> Marylee O’Neill, Chair Rob Tiffin Elizabeth Zimmermann Bunny Alexander Lynn Guerriero Johan Viljoen</p> |
| <p><u>Niagara Health Foundation Capital Campaign</u> Bunny Alexander, Vice-Chair M. O’Neill</p> | | |

CARRIED.

6.3 Report of the Resources and Audit Committee

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

6.3.1 Year end Audited Financial Statements

The deficit that was originally budgeted has been eliminated with the new funding that was recently announced. The year end surplus funds will be restricted for items such as the Health Information System and South Niagara Site Local Share.

MOTION B22-045:

It was MOVED by R. Tiffin and SECONDED by C. Novick that, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve the following steps for internal restricted funds; internally restrict \$10.5 million of the 2021/22 year end surplus. CARRIED.

The Committee reviewed the audited financial statements, and Independent Directors participated in an in camera session with Deloitte. The auditors have confirmed that the audit proceeded in accordance with the plan approved by the Board and there were no misstatements, fraud or management bias observed. All disclosures have occurred in accordance with the appropriate standards.

MOTION B22-046:

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 approve the 2021/22 Audited Financial Statements. CARRIED.

The Committee also reviewed a summary of additional non-audit services which will be reviewed on an annual basis going forward.

6.3.2 Appointment of External Auditors

Deloitte was appointed as the auditors for a five year term in 2019. The Committee endorsed their reappointment for the upcoming 2022/23 fiscal year.

MOTION B22-047:

It was MOVED by R. Tiffin and SECONDED by C. Sutherland that, on the recommendation of the Resources and Audit Committee, the Niagara Health System Board of Directors approve and appoint Deloitte LLP as auditors of the Corporation, to hold office until the 2023 Annual General Meeting, or until a successor is appointed, and accept the remuneration for the year ending March 31, 2023 as presented. CARRIED.

6.4 Report of the Medical Advisory Committee

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

- Niagara Health continues to partner with Niagara Region to attract physicians to Niagara to address the gaps in primary care available in the community. It is anticipated that health human resource challenges will continue over the next few years.
- Research Day was held on April 28th with more than 110 participants.
- Credentialing will be completed in house moving forward. The change will be seamless to the physician group with no interruptions in service. An overview of the process was provided.
- The annual evaluation process has been implemented beginning with the Medicine Department in May.

7. MATTERS FOR INFORMATION

7.1 Report of the Quality Committee.

The report from the May meeting was provided for information.

7.2 Report of the Governance Committee.

The report from the May meeting was provided for information.

8. MOTION TO ADJOURN TO CLOSED SESSION

There being no further business, the Open Session adjourned at 5:38p.m.

MOTION B22-048:

It was MOVED by C. Novick and SECONDED by C. Sutherland that the Niagara Health System Board of Directors Open Session Meeting of May 31, 2022 be adjourned, and moved to a Closed Session. CARRIED.

Recording Secretary: D. Dube

Bunny Alexander, Chair