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Board of Directors Meeting (Open Session)

MINUTES OF MEETING
May 26, 2026
Marotta Family Hospital

	Oct 7/2025	Dec 2/2025	Feb 3/2026	Mar 24/2026	May 26/2026	
Simon Akinsulie (ex-officio)	✓	✓	✓	✓	✓	
Ray Archer	✓	✓	✓	✓	✓	
Kevin Chan (ex-officio)	✓	✓	✓	✓	✓	
Richard Ellis	✓	R	✓	✓	✓	
Susanne Flett	✓	✓	✓	✓	✓	
Jennifer Frendo (ex-officio)	-	✓	✓	✓	✓	
Lynn Guerriero (ex-officio)	✓	✓	✓	✓	✓	
Jennifer Li	✓	✓	✓	✓	✓	
Mary Maida	✓	✓	R	✓	R	
Chris McGrath	✓	R	✓	✓	✓	
John McKinley	✓	✓	✓	✓	✓	
Marylee O'Neill, Chair	✓	✓	✓	✓	✓	
Charlie Rate	✓	✓	✓	✓	✓	
Anthony Reitboeck	✓	R	✓	✓	✓	
Carmen Rossiter	✓	✓	✓	✓	R	
Shelley Tapp	✓	✓	✓	✓	✓	
Janice Thomson	✓	✓	R	✓	R	
Staff and Guests in Attendance:						
Harpreet Bassi	✓	✓	✓	✓	✓	
Linda Boich	✓	✓	✓	✓	✓	
Anthony DiCaita	✓	✓	✓	✓	✓	
Sonali Kohli	✓	✓	✓	✓	✓	
Heather Paterson	✓	✓	✓	✓	✓	
Fiona Peacefull	✓	✓	✓	✓	✓	

Guests:
Andrea Scott
Dr Dante Morra
Dr. David Gray
Raquel Victoria Benitez Rojas

1. CALL TO ORDER

Board Chair Marylee O'Neill welcomed fellow Directors, staff and guests and called the meeting to order at 4:00 p.m.

1.1 Land Acknowledgement

Charlie Rate led the Board in a Land Acknowledgement, including a personal reflection.

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

1.3 **Approval of the Agenda**

MOTION B26-26:
It was MOVED by J. McKinley and SECONDED by A. Reitboeck that the Niagara Health System Board of Directors approves the Open Session Agenda for the May 26, 2026 Meeting as presented. CARRIED.

1.4 **Declaration of Conflicts**
There were no conflicts declared with the subject matter contained within the agenda.

1.5 **Chair's Comments**
The Chair acknowledged the recent opportunities to celebrate Team Niagara Health. The Board was reminded of Marylee's departure from the Board and the transition of the Chair role at the June Annual Meeting.

2. <u>EDUCATION</u>

2.1 **Innovation in Healthcare**
Dr. Dante Morra, Founder and CEO of CAN Health Network, Dr. David Gray, Niagara Falls University President and Vice-Chancellor and Raquel Victoria Benitez Rojas, University of Niagara Falls Associate Dean and Master of Arts in Digital Media and Global Communications provided the Board with a presentation outlining successes observed in accelerating innovation. In light of the Niagara's assets such as tourism economy and proximity to academic institutions, Niagara is well positioned to become an economic and health innovation leader. The developments in the Artificial Intelligence sphere were also discussed.

3. <u>CONSENT AGENDA</u>

MOTION B26-27:
It was MOVED by S. Flett and SECONDED by J. Li that the Niagara Health System Board of Directors approves the Consent Agenda for the May 26, 2026 Open Session meeting as presented, including the motions listed below:

- **That the Minutes of the March 24, 2026 Open Session Meeting be approved as presented.**
- **That, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors approves the Board Chair Selection Process as amended.**
- **That, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors approves the reappointment of the following Elected Directors for a three (3) year term:**
    - **Mary Maida**
    - **Chris McGrath**
    - **Charlie Rate**
    - **Janice Thomson**
- **That, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors approves the 2026/27 Board and Committee meeting schedule.**
- **That, on the recommendation of the Finance and Audit and Capital Planning Committee, the Niagara Health System Board of Directors approves the appointment**

of Deloitte LLP as auditors of the Corporation, to hold office until the 2027 Annual General Meeting, or until a successor is appointed.

- **That, on the recommendation of the Finance and Audit and Capital Planning Committee, the Niagara Health System Board of Directors approves the execution of the 2025-2026 Bill S-211 Fighting Against Forced Labour and Child Labour in the Supply Chains Act report. CARRIED.**

4. LEADERSHIP REPORTS

4.1 Report of the President and CEO

Lynn Guerriero provided highlights from the May 2026 President and CEO report with a focus on recent recognition events, including the Emergency Medicine Day being celebrated on May 27th. The themes of the recommendations resulting from the Coroner Inquests held in April were also discussed. Niagara Health has accepted all of the recommendations and a Steering Committee has been formed to develop and oversee the implementation plan. An Indigenous Advisory Council will also be formed.

4.2 Report of the Chief of Staff and Chair of MAC

Dr. Kevin Chan provided highlights from the May 2026 Chief of Staff and Medical Advisory Committee (MAC) report with a focus on the health human resource gaps being addressed, particularly within General Internal Medicine program. The strategies to improve patient flow and improvements to the onboarding processes were also discussed.

4.3 Niagara Health Foundation

Andrea Scott provided the Board with an update of Foundation activities focused on the May 31st year end results, as well as the budget and strategic directions for the upcoming year. New initiatives are planned to increase the number of monthly donors and legacy giving. The Foundation Board has benefitted from receiving presentations directly from programs who have received support.

4. STANDING ITEMS FOR DECISION/DISCUSSION

5.1 SAFE AND QUALITY CARE

5.1.1 Report of the Quality and Patient Experience Committee

The Committee received a comprehensive report from the Perioperative and Surgical Services program outlining the quality improvement initiatives underway, including the interventions developed to reduce Venous Thrombosis Embolus (VTE) and Pulmonary Embolus (PE) occurrences as part of the National Surgical Quality Improvement Program (NSQIP). The Committee also reviewed surgical wait times, including the action plans developed for those not currently meeting the target.

A year one status update on the initiatives being implemented under the Reimagining Patient Experience Plan was also provided. As part of the Board's accountability legislated in the Excellent Care for All Act, the report included data related to patient experience, complaints and compliments. Positive progress has been observed in the collection of patient experience feedback, and purposeful rounding has been successful in resolving concerns in real time.

A scorecard of the priorities identified by the Committee was reviewed. The majority of indicators have improved and action plans have been put in place to address those not meeting targets.

5.2 **AUDIT OVERSIGHT**

5.2.1 **Report of the Finance and Audit and Capital Planning Committee**

i. **Year End Audited Financial Statements**

The Board was provided with the audited financial statements prepared in accordance with the Canadian Public Secor Accounting Standards. There were no concerns noted with the areas of risk identified in the audit service plan. Sufficient evidence was obtained to confirm that there were no material misstatements or evidence of fraud and the auditors confirmed the intention to issue an unmodified audit report. The Committee also participated in an in camera session with the auditors without management present. No concerns were identified during this discussion.

MOTION B26-28:
It was MOVED by C. Rate and SECONDED by S. Flett that, on the recommendation of the Finance and Audit and Capital Planning Committee, the Niagara Health System Board of Directors approves 2025/26 Audited Financial Statements. CARRIED.

As part of the 2025/26 audit, the Committee requested that the organization's procurement practices be reviewed. The auditors reported that Niagara Health's procurement policies and processes were tested and confirmed to be working appropriately.

5.3 **GOVERNANCE OVERSIGHT**

5.3.1 **Report of the Governance and People Committee**

i. **New Director Appointment**

The Nominating Committee met with a prospective candidate that has previous hospital Board and financial expertise in the not for profit sector. The Board was provided with a copy of the candidate's CV. This appointment will be confirmed by the Members at the Annual Meeting in June and the onboarding process will be initiated thereafter.

MOTION B26-29:
It was MOVED by A. Reitboeck and SECONDED by C. McGrath that, on the recommendation of the Governance and People Committee, the Niagara Health System Board of Directors approves the appointment of Norm Col to the Niagara Health System Board of Directors, effective June 23, 2026 for a three year term. CARRIED.

The Committee reviewed the perceived gaps in the skills matrix within the context of Director succession planning and considering the results of the most recent Board Effectiveness Survey process. Recruitment will focus on identifying candidates who support marginalized populations with a focus on individuals from the Indigenous Community. It was noted that there may be two additional appointments brought forward for approval in June.

ii. **Chief of Emergency Medicine Extension**

Dr. Rafi Setrak's second term as the Chief of Emergency Medicine is concluding at the end of May. The recruitment process for a permanent Chief is underway, however is not anticipated to be completed until the fall. In order to support the recruitment and onboarding process, an extension was endorsed.

MOTION B26-30:
It was MOVED by A. Reitboeck and SECONDED by R. Ellis that, on the recommendation of the Medical Advisory and Governance and People Committees, the Niagara Health System Board of Directors approves the extension of Dr. Rafi Setrak's second term as Chief of Emergency Medicine to November 30, 2026 or sooner should a successor be appointed. CARRIED.

The Board and Committee leadership have conducted a peer like review of Board Directors. Individual meetings will be arranged to reflect on Director contributions and discuss future interests.

7. <u>MOTION TO ADJOURN OPEN SESSION</u>
Prior to adjournment, the Chair shared a note of thanks in relation to care received at Niagara Health. There being no further business, the Open Session adjourned at 5:40p.m.

MOTION B26-31:
It was MOVED by A. Reitboeck that the Niagara Health System Board of Directors Open Session Meeting of May 26, 2026 be adjourned. CARRIED.

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Marylee O'Neill, Chair

Recording Secretary: D. Dube