

Chair / Acting Chair:	Ms. A. Atkinson
Minutes taken by:	Christine Wignall
Appointed record custodian:	Christine Wignall

OPEN SESSION

Voting Trustees: Ms. A. Atkinson, Bishop G. Bergie, Mr. B. Lawler, Mr. J. Rollo, Ms. A. Carter, Ms. B.L. Souter, Mr. P. DiPaola, Mr. F. Bagatto, Ms. N. Medulun-Burke, Mr. G. Leach

Non- Voting Trustees: Ms. J. Hansen, Dr. W. Reimer, Ms. L. Pay, Dr. G. Arvinte

Also Present: Mr. D. Ceglie, Sister L. Dillon, Ms. T. Geoffroy, Mr. R. Mauro

Regrets: Mr. P. Brown, Ms. M. Woodhead

Land Acknowledgement Statement:

We would like to begin by acknowledging that the land on which we gather is the traditional territory of the Haudenosaunee (Hoe-din-a-show-nee) and Anishnaabeg (Aw-nish-naw-beg) peoples, many of whom continue to live and work here today.

This territory is covered by the Upper Canada Treaties and is within the lands protected by the “Dish With One Spoon” Wampum agreement, adjacent to Haldimand Treaty territory.

Today, this land continues to be the home to many Indigenous Peoples. Acknowledging reminds us that our great standard of living is directly related to the resources and friendship of Indigenous peoples.

Decision Making Matrix / Reserved Powers

Previously at in-person Board meetings, the placemat was available with the Corporate Decision Making Matrix and Reserved Powers of the Members of the Corporation. When virtual meetings are held, these documents are included in the package for information and reference.

1. Call to Order & Opening Prayer

The Open Session meeting was called to order at 5 p.m. Bishop Bergie opened the meeting with a prayer.

Declaration of Conflicts

This item allows trustees the opportunity, based on the approved agenda, to express a conflict of interest with any items. No conflicts were expressed at this time.

Presentation

Mission & History – Sister Louise Dillon

Sister Louise presented a detailed presentation on the history of the Shaver Hospital, Niagara Rehab and the Founders of The Religious Hospitallers of St. Joseph. The RHSJ were founded in 1636 in La Fleche, France by Jerome Le Royer with the Venerable Mother Marie De La Ferre. Details were provided of the first colonists to the Island of Montreal, including Jeanne Mance, and the opening of the first Hotel Dieu Hospital in 1642. Under the care of the Sisters, the Hotel Dieu and the RHSJ community in Montreal expanded. In 1945, three Sisters from Kingston founded Hotel Dieu Hospital on Ontario Street in St. Catharines. The opening of the Maternity Hospital in 1948 and the acute care facility in 1953 were outlined. In 2005, as a result of hospital restructuring, Hotel Dieu assumed governance of the Shaver Hospital and Niagara Rehab Centre and Hotel Dieu Shaver Health and Rehabilitation Centre began its new role in healthcare.

Details of the process to establish our Mission and Values were provided and are as below:

Mission:

Hotel Dieu Shaver Health and Rehabilitation Centre is a community of holistic and compassionate care for all those who seek our service and those who serve. As a Roman Catholic facility, grounded in God's love, we provide the resources and care to enable people to reach their optimal level of health and well being.

Values:

Our Values: SPIRIT

**Spirituality
Professionalism
Innovation
Responsible Stewardship
Integrity
Teamwork**

Our Corporation and Our Sponsor – Frank Bagatto

Mr. Bagatto provided a presentation to assist with understanding our corporate structure.

Our Corporation

Our corporation consists of

- The Members of the Corporation
- The HDSHRC Board of Trustees
- The CEO and Staff

The names of the Members of the Corporation for 2023/24 were provided. The Members of the Corporation retain certain reserved powers. Members are elected annually at the Members' Annual Meeting. The Board of Trustees is accountable with the authority delegated to them by the Members and the Board of Trustees holds the CEO accountable for the day-to-day management of the hospital.

The Religious Hospitallers of St. Joseph of the Hotel Dieu of St. Catharines (our corporation) is federally incorporated and is subject to Civil laws (Canada Not for Profit Act, Public Hospitals Act (ON) and other legislation, and additionally is subject to Canon (Church) law and the bylaws meet the requirements of both. Previously in secular hospitals, the Members were from the community at large (association fees); more recently, Members are the same as the Board of Directors (self-perpetuating Board).

Reserved Powers of the Members of the Corporation

The Reserved Powers of the Members of our Corporation (non-transferable) were listed

- Changes to the Philosophy or Mission of the Hospital,
- Approval of strategic plan
- Appointment of Trustees and its Officers
- Appointment or dismissal of CEO
- Approval of loans over \$5 million
- Acquisition or disposal of real estate
- Appointment of auditor
- Approval of audited financial statement
- Approval of annual capital and operating budgets
- Approval of joint ventures and affiliations
- Approval of mortgages or pledging as security any assets of the Corporation

Our Sponsor, Catholic Health International (CHI)

Prior to February 2006, our Hospital was sponsored directly by the General Council of the RHSJ in Montreal, through the RHSJ Health System in Kingston. Since its incorporation, the Members of our Corporation were the Sisters on the General Council, which changed in 2006 with CHI becoming the Sponsor.

Among the many functions of the Sponsor is to support the people of the organization in achieving their purpose as a Catholic Hospital in serving the community consistent with the Mission and the Reserved Powers. CHI as a Pontifical Public Juridic Person (body recognized by the Church) is incorporated under both Civil Law and Canon Law. This allows sponsorship in multiple dioceses, in 3 provinces, 2 states, supporting over 40 corporate entities.

Our corporate structure and by-laws are similar to other Catholic Hospitals in Ontario and Canada, including the St. Joseph Health System in Hamilton. The only difference, in Hamilton, is a diocesan Public Juridic Person, since all their facilities are within one diocese.

CHI is directly accountable to the Pope, through Cardinal Joao Braz de Aviz and reports annually on the stewardship of all the CHI sponsored facilities. In turn, CHI holds each of their facilities accountable for all the works they provide in the name of the Church, consistent with the Mission and Values.

The Sisters (RHSJ Health System) took many years to review the process of how they could transition over to sponsorship to lay persons while still maintaining the Catholic focus.

Delegation of Authority

Highlights of Article III of the bylaws were provided. The Article states that HDSHRC is owned by The Religious Hospitallers of St. Joseph of the Hotel Dieu of St. Catharines and that the Members of the Corporation are the ultimate authority. The reserved powers of the Members and the authority delegated by the Members to the Trustees were detailed.

Statement of Undertaking to Serve

The bylaws of The Religious Hospitallers of St. Joseph of the Hotel Dieu of St. Catharines requires the Trustees to carry out their responsibilities in accordance with the Philosophy and Mission Statements of the Corporation. Upon election to the Board of Trustees, a Statement of Undertaking to Serve is provided to the trustee for review, signature and submission to CHI.

Mr. Bagatto advised that the Sponsor (CHI) has developed a Strategic Plan and is focused on providing education to each organization and to highlight the work done by Catholic Health International.

2. CONSENT AGENDA (includes Minutes, Reports & Information)

No items within the Consent Agenda were identified to be moved to the Strategic Agenda.

- **Board of Trustees meeting minutes, September 12, 2023**

The minutes were presented, reviewed and approved through the Consent agenda motion.

- **Medical Advisory Committee minutes, September 27, 2023**

The minutes were presented, reviewed, and approved through the Consent agenda motion.

3. Business Arising

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4. Reports:

- **Leadership Report – October 2023**
-Employee Incident Report
- **Communications/PR Report – October 2023**
- **Foundation Report – October 2023**

On behalf of the Foundation and with respect to the bed fundraiser, Nurse Managers were acknowledged for their involvement in educating donors about the hospital beds.

5. Correspondence:

Pre-circulated:

- Daily news
- Letters of thanks

There were no letters of thanks.

Motion **Moved by:** **Mr. J. Rollo**
 Seconded by: **Mr. P. DiPaola**

“That the Consent Agenda items be approved.”

CARRIED

6. STRATEGIC AGENDA

Minutes:

-Audit Committee minutes, September 19, 2023

The minutes were presented and reviewed.

Motion **Moved by:** **Mr. B. Lawler**
 Seconded by: **Ms. B. L. Souter**

“That the Audit Committee minutes dated September 19, 2023 be approved.”

CARRIED

7. Business Arising

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8. Reports/Other Business

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