

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

## OPEN SESSION

**Voting Trustees:** Ms. J. Armitage, Ms. A. Atkinson, Ms. B.L. Souter, Bishop G. Bergie, Mr. F. Bagatto, Mr. B. Lawler, Ms. J. Friesen, Mr. G. Leach, Ms. S. Piluso, Mr. J. Rollo, Ms. M. Woodhead

**Non- Voting Trustees:** Ms. L. Pay, Dr. J. Luce, Ms. J. Hansen, Dr. R. Harb

**Also Present:** Mr. D. Ceglie, Sister L. Dillon

**Regrets:** Mr. P. Brown, Ms. N. Medulun-Burke

**Guest:** Ms. Chris Pollard, Director, Rehabilitation Services

---

### 1. Call to Order

The Open Session meeting was called to order at 5:00 p.m. Quorum for the meeting was achieved.

#### Opening Prayer

Bishop Bergie opened the meeting with a prayer.

#### Welcome and Introductions

New trustees, Sabrina Piluso and Madeline Woodhead, were welcomed to the meeting and all present provided an introduction and background statement.

#### 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 voiced at this time.

### PRESENTATIONS / EDUCATION

#### HDS Stroke Presentation made at the World Stroke Congress

Director of Rehabilitation Services, Chris Pollard, was welcomed to the meeting and presented details of the POD model at Hotel Dieu Shaver. The stroke/neuro POD model was implemented in 2015 and opportunities for improvement were identified in 2017 resulting in reconfiguration of the POD's, including the introduction of one dedicated stroke POD, in April 2018. Information regarding patient admission from acute care to rehabilitation care, the intensity of treatments, and patient length of stay (LOS) was provided. Best practice and ongoing staff education were outlined.

During the question period, discussion was held regarding the potential for the creation of a second stroke POD, the future bundled-funding model for stroke care, and the financial constraints preventing 7 days per week rehabilitation services. This model of care has received a great deal of attention from peer hospitals including HHS and Toronto Rehab and this presentation was presented at the World Stroke Congress.

## **POLICY REVIEW**

---

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

One item – HDS Foundation – was recommended to be added to the In-Camera session.

An e-vote record recommendation from the Nominating, Board Membership, Evaluation Committee was distributed at the table to be addressed during the meeting.

- **Board of Trustees meeting minutes, June 11, 2019**

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

- **Medical Advisory Committee meeting minutes, June 26, 2019**

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

### **3. Business Arising**

#### **-Catholic Health International correspondence, August 15, 2019**

Correspondence outlining decisions of the Members of the Corporation were presented for information.

It was expressed that the term-ending appointment dates for the new trustees appear to be incorrect. Trustees were advised that the Corporate Office has been contacted regarding this oversight and corrective action has been initiated.

With regard to item 4, Appointments to Committees by the Corporate Members, an observation was raised that the Quality Improvement Committee (QIC) is not mentioned. Trustees were advised that in accordance with the Bylaws, Members of the Corporation are not required to appoint members to that committee.

### **4. Reports:**

- **Leadership Report – September 2019**
- **Chief of Staff Report – no report**
- **Foundation Report – September 2019**

The Leadership and Foundation reports were presented and reviewed. Details of a relatively new bacteria, Carbapenemase-Producing Enterobacteriaceae (CPE), were provided.

#### **5. Correspondence:**

##### **Pre-circulated:**

- Daily News
- September Events Calendar
- Letters of Thanks (circulated by email)

##### **Attached:**

- Balanced Scorecard, July 2019

The correspondence was received for information.

**Motion**            **Moved by:**            **Ms. B.L. Souter**  
                         **Seconded by:**        **Bishop G. Bergie**

**“That the Consent Agenda items be approved as presented.”**

**CARRIED**

#### **6. STRATEGIC AGENDA**

- **Audit Committee meeting minutes, June 26, 2019**  
-Investment Policy

The committee minutes and the Investment Policy were reviewed. A revision to the policy was recommended related to the investment ratio for common shares and mutual funds. Other potential revisions to the policy were considered by the committee and were not recommended.

**Motion**            **Moved by:**            **Mr. B. Lawler**  
                         **Seconded by:**        **Bishop G. Bergie**

**“That the Audit Committee minutes dated June 26, 2019, be approved as presented.”**

**“That the Investment Policy be approved as presented.”**

**CARRIED**

- **Governance Accreditation & Strategic Planning Sub-Committee, August 22, 2019**
  - Board Meetings Policy
  - Trustee at Large Recruitment, Nomination and Election Policy

- Process for Nomination of Committee Chair and Trustee Members of Board Standing and Ad-Hoc Committees Policy
- Process for Selection of the Officers of the Board of Trustees Policy

The minutes and draft Board policies were presented and reviewed.

Clarification on the process for the election of the trustee positions held by Bishop Bergie and Mr. Bagatto was requested. Trustees were advised that the Board submits annually for election by the Members of the Corporation, one named candidate to represent the Roman Catholic Diocese (Bishop Bergie) and one named candidate to represent Catholic Health International (Frank Bagatto) as Voting trustees. The recommendations and process are in compliance with the Administrative Bylaws. It was noted that Dr. Bob Stewart has been approached about attending an upcoming Board meeting to provide additional education to trustees and that he has indicated he will make an effort to attend.

The development of a new Strategic Plan was discussed by the committee and the recommendation that a consultant be recruited in this regard was endorsed and will be further explored.

Draft policies have been developed incorporating language and requirements from the Bylaws in order to provide a formal process for board meetings, trustee recruitment, nomination and election, the process for nomination of committee chairs and committee membership and selection of officers of the Board. Every January, in compliance with the policies, the Board would undertake the task of ascertaining interest in positions with the goal of ensuring effective governance. It was recommended that the Governance Committee receives a fulsome report back on the specific discussions herein.

#### Draft Board Meetings Policy

The policy was presented and reviewed.

**Motion**      **Moved by:**                      **Ms. J. Armitage**  
                    **Seconded by:**                      **Ms. B.L. Souter**

**“That the Board Meetings Policy be approved as presented.”**

**CARRIED**

#### Draft Trustee at-Large Recruitment, Nomination and Election Policy

The policy was presented and reviewed. Discussion was held regarding the recruitment application process, the preliminary review of applications, alignment with skills required, and the interview of candidates. Although the process is sound, it was noted that candidate interviews could be conducted with more than two Board members.

**Motion**      **Moved by:**                      **Ms. J. Friesen**  
                    **Seconded by:**                      **Mr. F. Bagatto**

**“That the Trustee at-Large Recruitment, Nomination and Election Policy be approved as presented.”**

**CARRIED**

Draft Process for Nomination of Committee Chair and Trustee Members of Board Standing and Ad-Hoc Committees Policy

The policy was presented and reviewed.

**Motion Moved by: Ms. B.L. Souter**  
**Seconded by: Ms. J. Friesen**

**“That the Process for Nomination of Committee Chair and Trustee Members of Board Standing and Ad-Hoc Committees be approved as presented.”**

**CARRIED**

Draft Process for Selection of the Officers of the Board of Trustees Policy

The policy was presented and reviewed. Discussion was held regarding language not present within the policy specific to grooming the 1<sup>st</sup> Vice Chair for the Chair position. Trustees were advised that the Bylaws speak only to the 1<sup>st</sup> Vice performing the duties of the Chair in the absence of the Chair. It was noted that during the development of the policy it was recognized that some hospital policies include the expectation that the 1<sup>st</sup> Vice will assume the role while others have an open call for interest in the position. A recommendation was made to modify the policy by including language that the expectation would show the 1<sup>st</sup> Vice advancing to the Chair position.

While reviewing the Officers of the Board, discussion was held regarding the current vacancy of the Past Chair position and the ability to fill this position with the Past Past Chair. Trustees were informed that this inquiry has been made to the Corporate Office and staff were advised that the position is to remain as vacant until such time as the position is filled appropriately.

The paragraph stating that an officer of the Board of Trustees may be required to resign by a vote of three quarters of the Members of the Corporation at an annual meeting or at a special meeting called for that purpose was discussed as it was interpreted that a coup to overthrow an individual could occur. Trustees were informed this language is from the bylaws and references the Corporate Board and not the Board of Trustees.

The policy will be revised accordingly and sent back to the Governance Committee.

**Motion Moved by: Ms. J. Armitage**  
**Seconded by: Ms. B.L. Souter**

**“That the minutes of the Governance Accreditation & Strategic Planning Ad-Hoc Committee meeting held on August 22, 2019 be approved as presented.”**

**CARRIED**

o **Quality Improvement Committee, August 29, 2019**

The minutes and attachments, including the 2019/20 Quality Improvement Plan, the Q1 in-patient incident report and satisfaction survey results, and patient relations log were reviewed.

**Motion**      **Moved by:**                      **Ms. J. Armitage**  
                  **Seconded by:**                      **Mr. J. Rollo**

**“That the Quality Improvement Committee minutes dated August 29, 2019, be approved as presented.”**

**CARRIED**

**7. Business Arising**

There was no business arising.

**8. Reports/Other Business**

**-Ontario Health Teams (OHT) Update**

A report on the progress of the Niagara Ontario Health Team was provided as well as updates since the development of the report. Highlights include:

- ✚ Each sector has a representative
- ✚ Forty-seven organizations are involved at the planning table; thirty-three of which are signatories
- ✚ Working groups have been developed to work on specific appendices within the application
- ✚ A meeting involving Family Health Teams was recently held to provide clarification and engage physicians
- ✚ Population identification for the Niagara OHT will involve 380,000 patients
- ✚ The submission of the full application is due on October 9<sup>th</sup> with the draft to be completed by September 18<sup>th</sup> and full committee review on the 19<sup>th</sup>. Numerous Board approvals will be required and the planning of a group webinar was outlined and discussed.
- ✚ Governance discussions have not yet been addressed although a shared model is anticipated to provide equity to each organization
- ✚ The sectors of the Niagara OHT were reviewed noting that complex care could fall within any of the sectors

Discussion was held regarding the implementation timeframe for OHT's, the workload, resources, and potential expenditures. Positive aspects of the OHT experience were shared.