

<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. A. Atkinson, Mr. B. Lawler, Ms. A. Carter, Ms. B.L. Souter, Mr. F. Bagatto, Ms. N. Medulun-Burke, Ms. M. Woodhead, Mr. G. Leach, Mr. P. DiPaola, Mr. J. Rollo

**Non- Voting Trustees:** Dr. D. Ceglie, Dr. G. Arvinte, Ms. J. Hansen

**Also Present:** Sister L. Dillon, , Mr. R. Mauro, Ms. K. Manzi, Interim ED Foundation

**Guests:** Dr. Robert Stewart, President/CEO, Catholic Health International, Eileen Bowes, VP Governance Operations, David Levangie, VP, Communications/Professional Development

**Regrets:** Bishop G. Bergie, Mr. P. Brown, Dr. W. Reimer

#### 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. Sister Louise opened the meeting with a prayer in recognition of Canada Health Day.

## **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**

### **Board Orientation Session – Understanding Your Sponsor**

Dr. Stewart, Ms. Bowes and Mr. Levangie of Catholic Health International (CHI) were welcomed to the meeting. Understanding Your Sponsor Orientation Guidebooks were pre-circulated.

Offers of congratulations were extended from CHI representatives to Dr. Ceglie on his recent appointment to Chief Executive Officer.

The orientation included comprehensive details of the hospital corporation (The Religious Hospitallers of St. Joseph of the Hotel Dieu of St. Catharines operating as Hotel Dieu Shaver Health and Rehabilitation Centre), and the Sponsor (Catholic Health Partners operating as Catholic Health International) and its partnership with 5 founding congregations including the RHSJ. Each partner is represented on the Board of Catholic Health International and Sisters are involved at the individual facilities or corporation level wherever possible. Other CHI sponsored corporations totaling approximately 48 health and social service organizations were outlined. All corporations sponsored by CHI share a common mission – furthering the healing ministry of Jesus. The purpose of sponsorship, roles and responsibilities of both the sponsor and the member corporations were highlighted.

Organizational/accountability charts of the HDS corporation and the CHI structure were detailed. Good governance practices were outlined. The heritage of each of the founding congregations is highlighted in the orientation guides.

CHI's role of reporting to Rome, canonical requirements, and the reporting requirements of each corporation done mainly through the annual meeting, were discussed. CHI policies impacting our organization are available through the members link on the website. The decision making matrix for civil corporation and canonical approvals was detailed noting that certain decision-making powers are reserved at the Corporate Members level, some at the CHI level and at the Holy See (Vatican) level.

The Catholic Health International Centre for Excellence in Leadership and pillar membership provides resources, direction and support to the sponsored organizations. Other components include the Catholic Leadership Formation (2 bilingual sessions offered per calendar year), Values Integration Assessment (survey site visit), Ethics, Mission and Spiritual & Religious Care. Details of these programs were provided.

The Leadership Council consisting of CEO's and facility managers gather twice annually (on hiatus during Covid) for educational and networking sessions in a retreat-like atmosphere. Every second year, a Plenary session is offered for both CEO and Board Chair to attend a fall visit to one of the sponsored facilities.

Details of Missioning ceremonies, the Torch newsletter (submissions can be provided to David Levangie), the annual Volunteer Excellence Award (to recognize a volunteer in each organization),

World Day of the Sick materials, and three recent awards presented by the Catholic Health Alliance of Canada to sponsored facilities, including a Lifetime Achievement Award to Frank Bagatto, were highlighted.

The importance and the value of volunteers, including Board trustees, in each organization were emphasized.

A question and answer session was held.

Requirements for borrowing permissions, such as a line of credit and related thresholds, were raised. Trustees were advised that this is set up as part of the annual reporting, and if applicable, the current status including the credit limit, amount owing and repayment plan are submitted. If required for the ensuing year, a request for approval at a specific amount and a repayment plan would be submitted from the hospital Board. Requests are reviewed in the context that borrowing may affect the value or purpose of the organization (church-owned) noting that additions or renovations are not considered borrowing.

Trustees expressed their appreciation for the comprehensive presentation and the ability to connect with CHI staff at any time for assistance or information.

The various types of growth of CHI were outlined. The ongoing addition of sponsored organizations and expansions of currently sponsored organizations were recognized. Concerns related to the housing crisis and emergency food programs were discussed recognizing that there are opportunities to further assist the vulnerable in communities.

Details of Catholic Health International's funding revenue were provided.

Dr. Stewart, Ms. Bowes, and Mr. Levangie were thanked for the presentation and excused from the meeting.

## **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, April 9, 2024**

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

- **Medical Advisory Committee minutes, April 24, 2024**

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

## **3. Business Arising**

There was no business arising.

#### **4. Reports:**

- **Leadership Report – May 2024**  
**-Employee Incident Report**
- **Communications/PR Report – May 2024**
- **Foundation Report – May 2024**

The reports were presented and reviewed.

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

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

- Letters of congratulations CEO
- Daily news
- Letters of thanks

Numerous letters of congratulations to Dr. Ceglie on his appointment to CEO were presented and reviewed. The letters of thanks were pre-circulated for information.

**Motion**            **Moved by:**            **Ms. N. Medulun Burke**  
                         **Seconded by:**        **Ms. A. Carter**

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

**CARRIED**

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

Minutes:

- **Audit Committee minutes, April 23, 2024**

The minutes were presented and reviewed. With regard to approval of the minutes, Mr. Leach declared a conflict of interest related to the introductory meeting with a new representative from Investment Planning Counsel and abstained from the vote.

**Motion**            **Moved by:**            **Mr. B. Lawler**  
                         **Seconded by:**        **Mr. P. DiPaola**

**“That the Audit Committee minutes dated April 23, 2024, be approved.”**

**CARRIED**  
**(Abstention by Mr. Leach due to conflict of interest)**

- **Nominating, Board Membership, Evaluation Committee minutes, April 25, 2024**

The minutes were presented and trustees considered and endorsed the annual corporate requirements as provided by the Committee.

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

**“That the Nominating, Board Membership, Evaluation Committee minutes dated April 25, 2024, be approved.”**

**CARRIED**

**Motion**            **Moved by:**            **Mr. G. Leach**  
                         **Seconded by:**        **Ms. M. Woodhead**

**“That the Board of Trustees recommends the election of Bishop Gerard Bergie, Diocese of St. Catharines, voting trustee and Frank Bagatto, CHI, voting trustee, by the Members of the Corporation.”**

**CARRIED**

**Motion**            **Moved by:**            **Ms. N. Medulun Burke**  
                         **Seconded by:**        **Ms. A. Carter**

**“That the Board of Trustees identifies Dr. Galina Arvinte, Chief of Staff, Jennifer Hansen, Chief Nursing Officer, Dr. David Ceglie, Chief Executive Officer, to non-voting trustee positions as prescribed by the Public Hospitals Act.”**

**CARRIED**

**Note:** *The Medical Staff Association will hold their annual meeting on May 16<sup>th</sup> and the election of the President will take place at that time. Election results will be presented subsequently in order to appoint the President to a non-voting trustee position as prescribed by the PHA.*

**Motion**            **Moved by:**            **Mr. G. Leach**  
                         **Seconded by:**        **Ms. BL. Souter**

**“That the fixed number of trustees be set at 16.”**

**CARRIED**

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

**“That the members of the Le Royer Patrons be reappointed as presented.”**

Dr. J. Roger Brook	Mr. Donald Carr	Mr. Brian Cullen
Mrs. Irene Edgar	Mr. Damian Goulbourne	Mrs. Claire Jutras
Mr. Tim Kenny	Mr. William Keogh	Mrs. Eleanor Lancaster
Dr. James Lee	Mr. Robin Lewis	Mr. Peter McAllister
Mr. Roger Martens	Mr. J. Nitsopoulos	Mr. John Pennachetti
Ms. J. Phelan	Dr. Bonnie Rose	Mayor Walter Sendzik
Mr. W. Towill		

**CARRIED**

**Note:** *Sister Louise has assisted with the review of the annual reappointment.*

**Motion**            **Moved by:**            **Ms. BL. Souter**  
                         **Seconded by:**        **Ms. A. Carter**

**“That the Board of Trustees recommends to the Members of the Corporation that Mr. Dan Patterson be appointed to the Le Royer Patrons.”**

**CARRIED**

**Note:** *Le Royer Patrons are persons of experience, knowledge and interest in the mission of the hospital, may serve on committees, and are ambassadors of goodwill between the hospital and the community.*

## **7. Business Arising**

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## **8. Reports/Other Business**

-CHI Board Self-Assessment Process

Trustees have participated in the CHI Board Self-Assessment survey since 2021. The survey tool assists with identifying areas for improvement, gaps in education, and is anonymous. The survey link will be circulated to trustees by CHI.

-Annual Report to the Sponsor

The annual report was presented for review and approval noting that it was completed by the senior team and is due to be submitted to CHI by May 31<sup>st</sup>.



**MEETING MINUTES**

**Board of Trustees**

Tuesday, May 14, 2024 – 5:00 p.m.  
via Zoom

**Motion**            **Moved by:**            **Ms. M. Woodhead**  
                         **Seconded by:**        **Ms. N. Medulun Burke**

**“That the Board of Trustees approves submission of the Annual Report to the Sponsor.”**

**CARRIED**