

**MINUTES of a regular meeting of the Boards of Directors of Baycrest Hospital and The Baycrest Day Care Centre (the “Boards of Directors”) held on Wednesday, January 31, 2024 at 9:00 a.m.**

Present: Mirsky, Brian (Chair); DaCosta, Margot; Flaster, Amy; Gold, Barbra; Naglie, Gary; Nelson, Gord; Ovenden, Scott; Parekh, Rulan; Paul, Annamie; Sauder, Daniel; Wiener, Kenneth; Verhoeff, Paul

Regrets: Borrie, Michael; Shekter-Wolfson, Lorie; Zaidman, Jakov

Guests: Davison, Jacquie; Galet, Deb; Modeste, Mary; Moloney, Jenny; Muia, Maria

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**Part 1 –Regular Matters**

**1.1 Chair’s Remarks, Conflict of Interest Declaration**

B. Mirsky, Chair, welcomed Board members and guests to the meeting. No conflicts of interest were declared.

**1.2 Approval of Agenda and Minutes**

The Boards of Directors approved the Agenda for the meeting held on January 31, 2024, and the Minutes of the regular meeting held on November 29, 2023.

<b>ACTION:</b>	It was duly MOVED, regularly SECONDED, and unanimously CARRIED that the Boards of Directors of Baycrest Hospital and The Baycrest Day Care Centre approve the Agenda for the meeting held on January 31, 2024 and the Minutes of the regular meeting held on November 29, 2023.
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**1.3 Report of the President and Chief Executive Officer**

The Boards moved to an in-camera discussion

<b>ACTION:</b>	It was duly MOVED, regularly SECONDED, and unanimously CARRIED that the meeting move to <i>in-camera</i> .
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<b>ACTION:</b>	It was duly MOVED, regularly SECONDED, and unanimously CARRIED that the meeting move out of <i>in-camera</i> .
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**1.4 2023/24 Q2 Corporate Balanced Scorecard**

The Senior Executive Team provided the report on the 2023/24 Q2 Corporate Balanced Scorecard results. A copy of the report is on file with the master of the minutes.

**1.5 Report of the Medical Advisory Committee**

G. Naglie provided the report from the Medical Advisory Committee. A copy of the report is on file with the master of the minutes.

**a. Appointments to Baycrest Professional Staff**

The Medical Advisory Committee (MAC) received a recommendation for one new Clinical Associate - Term Appointment in the Department of Dentistry. Upon the recommendation of the MAC, the Board of Directors of Baycrest Hospital passed the following motion and approved the appointment.

**ACTION:** It was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that the Board of Directors for Baycrest Hospital approve the following application for Appointment to the Professional Staff:

**DR. ELIZA CAMINSCHI: CLINICAL ASSOCIATE - TERM PRIVILEGES IN THE DEPARTMENT OF DENTISTRY, effective December 6, 2023 to December 5, 2024.**

The Medical Advisory Committee (MAC) was advised of the following Temporary Appointments issued by the Vice-President, Medical Services & Chief of Staff in accordance with the Professional Staff By-Laws.

Department of Medicine

Dr. Carla Rosario, (January 1, 2024 – December 31, 2024)

Upon the recommendation of the MAC, the Board of Directors of Baycrest Hospital passed the following motion and continued this temporary appointment for the stated periods.

**ACTION:** Upon the recommendation of the Medical Advisory Committee, it was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that the Board of Directors for Baycrest Hospital agree to continue the following Temporary Appointment for the stated period:

**DR. CARLA ROSARIO, DEPARTMENT OF MEDICINE – INTERNAL & GERIATRIC MEDICINE (January 1, 2024 to December 31, 2024)**

**1.6 Report of the Quality and Safety Committee**

On behalf of L. Shekter-Wolfson, K. Wiener provided the report from the Quality and Safety Committee. A copy of the report is on file with the master of the minutes.

**1.7 Report of the Audit and Finance Committees**

G. Nelson provided a report from the Audit and Finance Committees. A copy of the report is on file with the master of the minutes.

**a. 2024 Audit Plan**

The Audit and Finance Committees reviewed the annual audit plan presented by Ernst & Young. There are no substantial changes expected to this year's audit or areas of focus.

Upon the recommendation of the Audit and Finance Committees, the Boards approved the proposed audit fees for the 2023-24 audits and related reports.

**ACTION:** On the recommendation of the Baycrest Hospital Audit and Finance Committee, it was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that the Baycrest Hospital Board of Directors approve the proposed fees up to a maximum of \$76,000 for the audit, and \$25,200 for audit related services and reports for the year ending March 31, 2024.

**ACTION:** On the recommendation of The Baycrest Day Care Centre Audit and Finance Committee, it was duly **MOVED**, regularly **SECONDED**, that The Baycrest Day Care Centre Board of Directors approve the proposed fees up to a maximum of \$13,125 for the audit and related reports for the year ending March 31, 2024.

## 1.8 Report of the Executive Committee

B. Mirsky provided a report from the Executive Committee. A copy of the report is on file with the master of the minutes.

### a. Baycrest Hospital – Board Finance Committee

In order to address the new legislative requirements of the Not-for-Profit Corporations Act, 2010 (ONCA), it was recommended that Baycrest Hospital Board rename its Audit and Finance Committee to the Finance Committee and update the terms of reference to include certain audit advisory functions.

With the endorsement of the Baycrest Hospital Audit and Finance Committee, the Executive Committee recommended approval by the Baycrest Hospital Board that the name of the Audit and Finance Committee be changed to Finance Committee.

**ACTION:** Upon the recommendation of the Executive Committee, it was duly **MOVED**, regularly **SECONDED**, that the Board of Directors of Baycrest Hospital approve the renaming of the standing Audit and Finance Committee to the Finance Committee.

The Executive Committee recommended approval by the Baycrest Hospital Board of the draft updated terms of reference for the Baycrest Hospital Finance Committee.

**ACTION:** Upon the recommendation of the Executive Committee, it was duly **MOVED**, regularly **SECONDED**, that the Board of Directors of Baycrest Hospital approve the updated Terms of Reference for the Baycrest Hospital Finance Committee.

### b. The Baycrest Day Care Centre– Board Finance Committee

In order to address the new legislative requirements of the Not-for-Profit Corporations Act, 2010 (ONCA), it was recommended that The Baycrest Day Care Centre Board rename its Audit and Finance Committee to the Finance Committee and update the terms of reference to include certain audit advisory functions.

With the endorsement of The Baycrest Day Care Centre Audit and Finance Committee, the Executive Committee recommended approval by The Baycrest Day Care Centre Board that the name of the Audit and Finance Committee be changed to Finance Committee.

**ACTION:** Upon the recommendation of the Executive Committee, it was duly **MOVED**, regularly **SECONDED**, that the Board of Directors of The Baycrest Day Care Centre approve the renaming of the standing Audit and Finance Committee to the Finance Committee.

The Executive Committee recommended approval by The Baycrest Day Care Centre Board of the updated terms of reference for The Baycrest Day Care Centre Finance Committee.

**ACTION:** Upon the recommendation of the Executive Committee, it was duly **MOVED**, regularly **SECONDED**, that the Board of Directors of The Baycrest Day Care Centre approve the updated Terms of Reference for The Baycrest Day Care Centre Finance Committee.

## Part 2 – New Business/Presentations

### **2.1 Strategic Planning Update**

S. Ovenden and J. Moloney provided an update on strategic planning progress, including a review of the draft values, the draft Hospital mission statement, and distinguishing goals from enablers. Next steps include providing the comprehensive, unformatted strategic plan at the next meeting of the Boards in January 2024 for approval. A copy of the presentation is on file with the master of the minutes.

### **2.2 Accreditation Canada Sequential Survey**

J. Moloney provided an update regarding the organization’s upcoming survey sequence with Accreditation Canada starting from November 18-20, 2024. Since Baycrest’s previous accreditation series, the Health Standards Organization (HSO) released updated governance standards, which include new expectations in the areas of people-centred care, cultural safety and humility, equity, diversity and inclusion, systemic racism, and environmental stewardship.

## Part 3 – In-Camera Session

The Boards moved to the *in-camera* session.

There being no further business, the meeting adjourned at 11:30 am.

### **Brian Mirsky**

Chair, Baycrest Hospital Board of Directors

Chair, The Baycrest Day Care Centre Board of Directors