

MINUTES of a meeting of the Boards of Directors of Baycrest Centre for Geriatric Care, Baycrest Hospital, The Jewish Home for the Aged and The Baycrest Day Care Centre held on Thursday, December 1, 2011 at 4:30pm.

- PRESENT:** Banks, Jordan (by phone); Cracower, Barry; Godfrey, Paul; Jacob, Ellis; Katz, Paul; Kimel, Warren; Koo, Manfred; Melman, Anthony; Mirsky, Brian; Reichman, William; Shapiro, Marla; Sinervo, Pekka (by phone); Velji, Karima; Verma, Sarita for Whiteside, Catherine (by phone); Zaidman, Jacov
- REGRETS:** Barratt, Jane; Blidner, Jeff; Grossman, Daphna; Kay, Jack; Nelson, Sioban
- GUESTS:** Conn, David; Harrison, Laurie; Kent, Joni; McIntosh, Randy; Schipper, Paula; Sutton, Susan; Webb, Nancy
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1. CONFLICT OF INTEREST DECLARATION AND CHAIR'S REMARKS

Dr. A. Melman, Chairman of the Board, welcomed everyone to the meeting. Dr. Melman introduced new board members Mr. J. Zaidman and Mr. B. Cracower.

Dr. Melman reminded Board members that they should have reviewed the agenda package in advance and asked whether anyone had a conflict of interest to declare with respect to any issue on the agenda. There were no conflicts declared.

Dr. Melman explained the rationale for establishing Baycrest Global Solutions (BGS), a stand-alone commercial enterprise that Baycrest is in the process of establishing and a status update on work related to the establishment of BGS.

Dr. Melman then asked Ms. L. Harrison to present an updated "five year financial outlook" at the January 2012 meeting of the Board.

2. MINUTES OF THE OCTOBER 24, 2011 BOARD OF DIRECTORS MEETING

The minutes of the Board meeting held October 24, 2011 were approved. A copy of the material is on file with the master of these minutes.

<p><u>ACTION:</u> It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE MINUTES OF THE OCTOBER 24, 2011 MEETING OF THE BOARDS OF DIRECTORS OF BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE JEWISH HOME FOR THE AGED AND THE BAYCREST DAY CARE CENTRE BE APPROVED.</p>

3. BUSINESS ARISING

There was no business arising from the previous minutes.

4. REPORT OF THE PRESIDENT & CEO

Dr. W. Reichman, President and Chief Executive Officer, gave his report to the Board. A copy of the report in its entirety is attached to the master of the minutes.

4.3 University of Toronto Affiliation Agreement

Dr. Reichman briefly summarized the five year affiliation agreement with the University of Toronto (UofT) effective January 1, 2012 which governs the relationship between the UofT and Baycrest regarding faculty appointments, student placement and teaching, research, and fundraising for endowed chairs. A copy of the agreement was available for Board members to review during the meeting, if required.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT the BOARDS OF DIRECTORS OF BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE JEWISH HOME FOR THE AGED AND THE BAYCREST DAY CARE CENTRE HAS APPROVED THE UNIVERSITY OF TORONTO AFFILIATION AGREEMENT EFFECTIVE JANUARY 1, 2012.

5. REPORT OF THE BAYCREST FOUNDATION

Ms. S. Sutton gave a report of the Baycrest Foundation. Ms. Sutton advised that a business plan would be ready late January or early February, 2012. A copy of the report in its entirety is attached to the master of the minutes.

6. REPORT OF THE CLINICAL STRATEGY, QUALITY AND SAFETY COMMITTEE

Dr. M. Koo presented the report of the Clinical Strategy, Quality and Safety Committee. A copy of the report in its entirety is attached to the master of the minutes.

7. REPORT OF THE FINANCE AND AUDIT COMMITTEE

Mr. E. Jacob briefly summarized the activities of the Finance and Audit Committee meeting which was held earlier today.

8. REPORT OF THE GOVERNANCE COMMITTEE

Dr. Melman presented the report of the Governance Committee. A copy of the report in its entirety is attached to the master of the minutes.

8.1 Appointment of Mr. Barry Cracower to the Baycrest Board of Directors

The Committee recommended that Mr. Barry Cracower be added to the slate of Directors approved at the June, 2011 Annual General Meeting. NOTE: This agenda item was addressed at the beginning of today's meeting and Mr. Cracower was then invited to join the meeting.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT the BOARDS OF DIRECTORS OF BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE JEWISH HOME FOR THE AGED AND THE BAYCREST DAY CARE CENTRE HAS APPROVED THE APPOINTMENT OF MR. BARRY CRACOWER TO THE BOARDS AND ADDED TO THE SLATE OF DIRECTORS APPROVED AT THE JUNE 2011 ANNUAL GENERAL MEETING.

8.2 New Baycrest Open Board Policy

The rationale for a policy related to open Board meetings was reviewed and approved. This policy will be reviewed annually.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT the BOARDS OF DIRECTORS OF BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE JEWISH HOME FOR THE AGED AND THE BAYCREST DAY CARE CENTRE HAS APPROVED THE OPEN BOARD POLICY EFFECTIVE IMMEDIATELY. THIS POLICY WILL BE REVIEWED ANNUALLY.

9. REPORT OF THE INVESTMENT COMMITTEE

Ms. L. Harrison, on behalf of Mr. C. Rimer, presented the report of the Investment Committee, noting Board members should review the Foundation Investment Overview which was included with the Board package. A copy of the report in its entirety is attached to the master of the minutes.

10. REPORT OF THE MEDICAL ADVISORY COMMITTEE

Dr. P. Katz presented the report of the Medical Advisory Committee. A copy of the report in its entirety is attached to the master of the minutes.

10.2 Appointments – Consulting Medical Staff Privileges

The Medical Advisory Committee recommended the granting of consulting medical staff privileges effective immediately.

**ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT the BOARDS OF DIRECTORS OF BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE JEWISH HOME FOR THE AGED AND THE BAYCREST DAY CARE CENTRE HAS APPROVED THE GRANTING OF CONSULTING MEDICAL STAFF PRIVILEGES TO THE FOLLOWING APPLICANTS:
Dr. Emily Chang – Consulting Medical Staff Privileges in the Department of Medicine effective immediately
Dr. Carol Ott – Consulting Medical Staff Privileges in the Department of Medicine effective immediately
Dr. Patrick Rogalla – Consulting Medical Staff Privileges in the Department of Diagnostic Imaging effective immediately**

11. CONCLUSION

There being no further business, the meeting was adjourned at 6:00pm.

A. Melman
Chairman, Board of Directors