

**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, January 19, 2012 at 4:30pm.**

**PRESENT:** Barratt, Jane; Blidner, Jeff (by phone); Cracower, Barry; Kay, Jack; Koo, Manfred; Melman, Anthony; Mirsky, Brian; Nelson, Sioban (by phone); Reichman, William; Shapiro, Marla; Sinervo, Pekka; Velji, Karima; Zaidman, Jacov

**REGRETS:** Banks, Jordan; Godfrey, Paul; Grossman, Daphna; Jacob, Ellis; Katz, Paul; Kimel, Warren; Whiteside, Catharine

**GUESTS:** Conn, David; Harrison, Laurie; Kent, Joni; McIntosh, Randy; Roth, Michelle (Goodmans); Schipper, Paula; Sutton, Susan; Webb, Nancy

## **1. CONFLICT OF INTEREST DECLARATION AND CHAIR'S REMARKS**

Dr. A. Melman, Chairman of the Board, welcomed everyone to the meeting and introduced Ms. Michelle Roth, legal counsel from Goodmans. Dr. Melman asked whether anyone had a conflict of interest to declare with respect to any issue on the agenda. He added that he may in fact have a conflict as he will be the first investor in Baycrest Global Solutions.

### **1.1 Baycrest Global Solutions**

Ms. L. Harrison presented an updated "five year financial outlook". Dr. Melman added that Baycrest's reliance on bank financing cannot be depended upon.

Dr. Melman stressed that it is his intention to be transparent. Dr. Melman advised that Mr. B. Cracower would become the Acting CEO for BGS and he would resign from the board in order to take on this role. Dr. Melman added that he himself would be involved in a non-executive capacity.

Ms. Roth described the legal attributes of the BGS proposal. The resolutions, as edited during the meeting, follow:

- A. The board of directors is considering the establishment of Baycrest Global Solutions ("**BGS**"), a new for-profit organization that proposes to engage in the commercialization of seniors related health care technologies and other assets presently owned or to be developed by the Corporation or entities affiliated thereto. It is intended that marketing for seed capital investment in BGS by way of private placement be commenced as soon as possible.
- B. In connection with the establishment of BGS, and in an effort to ensure that negotiations for transactions or other arrangements between BGS and the Corporation are conducted on a transparent basis and on reasonable and arms' length commercial terms, including fair market value consideration, the board of directors believes it is in the best interests of the Corporation to form a special advisory committee (the "**Baycrest Special Committee for BGS Arrangements**") comprised of independent members of the board of directors (or such other individuals as may be designated by such independent members).

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- C. The chair of the board of directors, Dr. Anthony Melman, has been involved in planning for the establishment of BGS and has expressed that he will continue to be involved in BGS as its chair and by providing overall guidance to its management. In an effort to avoid any potential or perceived conflicts of interest concerning Dr. Melman, the Corporation and BGS, Dr. Melman has indicated that he wishes to resign in order that he may devote further time and attention to the establishment, oversight and ongoing operations of BGS; and, the board of directors believes it is in the best interests of the Corporation to accept the resignation of Dr. Melman.

**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 APPROVES:**

1. The Baycrest Special Committee for BGS Arrangements shall be constituted, and its mandate and scope of authority determined, by the board of directors as soon as reasonably possible, with a view to settling initial arrangements with BGS following its constitution.
2. Special independent legal counsel for the Baycrest Special Committee for BGS Arrangements shall be engaged as soon as possible.
3. The standing governance committee of the board of directors (other than Dr. Melman) shall provide to the board of directors its recommendation for a successor to Dr. Melman as soon as reasonably possible; and, Dr. Melman's resignation shall be accepted by the board of directors upon its appointment of such successor.

### 2. MINUTES OF THE DECEMBER 1, 2011 BOARD OF DIRECTORS MEETING

The minutes of the Board meeting held December 1, 2011 were approved. A copy of the material is on file with the master of these minutes.

**ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE MINUTES OF THE DECEMBER 1, 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.**

### 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.

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### **4.1 Clinical & Residential Programs – TC-LHIN Behaviour Support Ontario Strategy**

Dr. Reichman informed the Board that Baycrest had been selected to be the health services provider lead for the Toronto Central LHIN's Behaviour Support Ontario Strategy (BSO). Baycrest will receive approximately \$3 million of new annual base funding to support this work.

### **5. REPORT OF THE BAYCREST FOUNDATION**

Ms. S. Sutton gave a report of the Baycrest Foundation. A copy of the report in its entirety is attached to the master of the minutes.

### **6. REPORT OF THE ACADEMIC ADVISORY COMMITTEE**

Dr. P. Sinervo presented the report of the Academic Advisory 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**

Ms. L. Harrison presented the report of the Finance and Audit Committee. A copy of the report in its entirety is attached to the master of the minutes.

#### **7.3 Audit Plan and Fees for the 2011/2012 Year End**

The Committee recommended the Audit Plan and Fees totaling \$75,300 for approval by the Board.

<p><b>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 AUDIT FEES FOR THE 2011/2012 YEAR END TOTALING \$75,300.</b></p>
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### **8. REPORT OF THE MEDICAL ADVISORY COMMITTEE**

A copy of the report in its entirety is attached to the master of the minutes.

### **9. REPORT OF THE CLINICAL STRATEGY, QUALITY & SAFETY COMMITTEE**

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

#### **9.2 FIPPA and Terms of Reference**

The Clinical Strategy, Quality & Safety Committee recommended amendments to the Terms of Reference of the Clinical Strategy, Quality & Safety Committee.

**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 AMENDMENT TO THE TERMS OF REFERENCE OF THE CLINICAL STRATEGY, QUALITY & SAFETY COMMITTEE TO ASSESS AND EVALUATE THE QUALITY OF HEALTH CARE THAT IS DIRECTLY RELATED TO PROGRAMS AND SERVICES FOR THE PURPOSE OF IMPROVING CARE, PROGRAMS AND SERVICES.**

**11. CONCLUSION**

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

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A. Melman  
Chairman, Board of Directors