

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 (“Baycrest”) held on Thursday, June 21, 2012 at 2:30pm

PRESENT: Barratt, Jane; Foster, Garry; Godfrey, Paul; Jacob, Ellis; Katz, Paul; Kay, Jack; Kimel, Warren; Koo, Manfred; Mirsky, Brian; Rosen, Gili; Nelson, Sioban; Reichman, William; Sinervo, Pekka; Whiteside, Catharine; Zaidman, Jakov

REGRETS: Banks, Jordan; Blidner, Jeffrey; Shapiro, Marla; Velji, Karima

GUESTS: Conn, David; Kay, Robert; Kay, Robert; Kent, Joni; Mackie, Brian; Schipper, Paula; Sutton, Susan; Webb, Nancy

1. CONFLICT OF INTEREST DECLARATION AND CHAIR’S REMARKS

Mr. G. Foster, Chairman, welcomed Board members. There were no conflicts declared.

Mr. Foster indicated that Agenda item 9, Report of the Governance Committee, would be presented at this point in the agenda as new Board member Mr. R. Kay would be invited to join the meeting if the slate was ultimately approved by the Board.

2. MINUTES OF THE MAY 15, 2012 BOARD OF DIRECTORS MEETING

The minutes of the Board meeting held May 15, 2012 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 MAY 15, 2012 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

Mr. Foster updated the board on recent discussions with key stakeholders.

4. REPORT OF THE SPECIAL COMMITTEE

Mr. Foster presented the report of the Special Committee. Mr. Foster updated the Board on the status of the term sheet discussions with Baycrest Global Solutions. A copy of the report in its entirety is attached to the master of the minutes.

5. REPORT OF THE PRESIDENT AND CEO

Dr. W. Reichman, President and Chief Executive Officer, gave his report to the Board. A detailed year in review for 2011/12 will be presented at today’s Annual General Meeting, immediately following this Board meeting. A copy of the report in its entirety is attached to the master of the minutes.

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6. REPORT OF THE FINANCE & AUDIT COMMITTEE

E. Jacob gave a report of the Finance & Audit Committee. A copy of the report in its entirety is attached to the master of the minutes.

6.1 Audited Financial Statements for the Fiscal Year Ended March 31, 2012

The Committee recommended the board approve the audited financial statements for the fiscal year ended March 31, 2012.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BAYCREST BOARD APPROVES THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012.

6.2 Appointment of the Auditors

The Committee recommended the appointment of Ernst & Young LLP as auditors for the 2012/13 year-end.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BAYCREST BOARD CONFIRMS ERNST & YOUNG LLP AS AUDITORS FOR THE MARCH 31, 2013 YEAR END AND RECOMMENDS THEM FOR APPOINTMENT BY THE MEMBERS OF THE CORPORATION AT THE ANNUAL GENERAL MEETING.

6.4 Broader Public Sector Accountability Act Reporting and Attestation Requirements

Mr. Jacob noted that Baycrest is required to provide a Board-approved Attestation regarding compliance with governmental directives for 2011/12. These directives are applicable to all hospitals in Ontario, and are also applicable to the Broader Public Sector. This will be an annual requirement.

The Committee recommended the execution of the Attestation by the President and CEO and the Board Chair.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BAYCREST BOARD APPROVES THE EXECUTION OF THE ATTESTATION BY THE PRESIDENT AND CEO AND THE BOARD CHAIR.

7. REPORT OF THE CLINICAL STRATEGY, QUALITY & SAFETY COMMITTEE

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

7.4 Emergency Preparedness

Dr. Koo gave an update on the emergency preparedness risk mitigation action plan as at June 1, 2012:

- A counter-terrorism risk mitigation action plan has been developed
- An initial test of the fan-out procedure was conducted
- The Clinical and Emergency Management Committees have been merged

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8. 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.

9. REPORT OF THE GOVERNANCE COMMITTEE

Mr. Foster gave a report of the Governance Committee. A copy of the report in its entirety is attached to the master of the minutes.

9.2 Slate of Directors

The Committee recommended the addition of Mr. Robert Kay to be presented for approval at the Annual General Meeting.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT ROBERT KAY BE APPROVED AND ADDED TO THE CURRENT SLATE OF DIRECTORS FOR APPROVAL AT THE ANNUAL GENERAL MEETING.

9.3 Officers and Board Committee Chairs

The Committee determined that it would best serve the organization to maintain the present Board Committee Chairs for the coming year. The Committee also determined that a more structured succession plan for Officers and Committee Chairs needs to be developed, noting that Mr. Foster and Dr. Reichman will work on this together.

Academic Advisory Committee	- P. Sinervo
Clinical Strategy, Quality & Safety	- M. Koo
Finance & Audit	- E. Jacob
Fiscal Advisory	- W. Reichman
Governance	- G. Foster
Investment	- To be determined *
Management Resources & Compensation	- G. Foster
Medical Advisory	- P. Katz
Strategic Planning	- J. Blidner

* following discussion with the Executive of the Foundation Board

The following officers were recommended to be presented for approval at the Annual General Meeting:

Chair, Board of Directors, Baycrest	- G. Foster
President and Chief Executive Officer	- W. Reichman
Treasurer	- E. Jacob
Vice-Chair	- P. Godfrey
Secretary	- P. Sinervo

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE SLATE OF OFFICERS BE APPROVED AND SUBMITTED TO THE MEMBERSHIP FOR APPROVAL AT THE ANNUAL GENERAL MEETING.

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10. REPORT OF THE MEDICAL ADVISORY COMMITTEE

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

10.2 Reappointment of Active and Consulting Staff Privileges

The Committee recommended a nine page listing of reappointment for 2012/13 of the Baycrest Medical Staff. A copy of the listing is attached as Appendix 4 to the master of these minutes.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARD APPROVES THE APPLICATIONS FOR RE-APPOINTMENT TO THE MEDICAL STAFF FROM JULY 1, 2012 TO JUNE 30, 2013 AS RECEIVED AND LISTED IN APPENDIX 4.

10.3 Resignations of Medical Staff Privileges

The Medical Advisory Committee received notice of resignations as noted in Appendix 5 attached to the master of these minutes.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARD RECEIVES AND ACCEPTS THE RESIGNATIONS OF THE MEDICAL STAFF LISTED IN APPENDIX 5 EFFECTIVE JUNE 30, 2012

11. CONCLUSION

There being no further business, the regular meeting adjourned at 3:15PM.

G. Foster
Chairman, Board of Directors