

**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, October 11, 2012 at 4:30pm**

**PRESENT:** Foster, Garry; Godfrey, Paul; Jacob, Ellis; Katz, Paul; Kay, Robert; Kimel, Warren; Reichman, William; Sinervo, Pekka (teleconference); Velji, Karima; Whiteside, Catharine; Zaidman, Yacov

**REGRETS:** Banks, Jordan; Barratt, Jane; Blidner, Jeffrey; Kay, Jack; Koo, Manfred; Mirsky, Brian; Nelson, Sioban; Rosen, Gili; Shapiro, Marla

**GUESTS:** Conn, David; Kent, Joni; Mackie, Brian; McIntosh, Randy; Soloninka, John; Sutton, Susan; Webb, Nancy

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**1. CONFLICT OF INTEREST DECLARATION AND CHAIR’S REMARKS**

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

Mr. Foster reminded the Board that in order to free up time required for important matters, selected committee reports would be dealt with through consent agenda.

**2. MINUTES OF THE JUNE 21, 2012 BOARD OF DIRECTORS MEETINGS**

The minutes of the Board meetings held June 21, 2012 were approved. A copy of the material is on file with the master of the minutes.

<p><b><u>ACTION:</u> It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE MINUTES OF THE JUNE 21, 2012 MEETINGS 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.</b></p>
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**3. BUSINESS ARISING**

Mr. Foster advised Board members that Messrs. D. Posluns and G. Matus have agreed to co-chair the Investment Committee. This had been left outstanding at the June 21, 2012 Board meeting pending discussion with the Executive of the Foundation Board.

**4. REPORT OF THE GOVERNANCE COMMITTEE**

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

**4.1 Corporate By-Laws**

Mr. Foster outlined the need to expand the size of the Board in order to ensure Baycrest is positioned to bring the necessary expertise, depth and breadth to the Board and to ensure that the Board can achieve the highest level of performance. The Committee recommended a motion to amend the By-Laws to increase the size of the Board by three members at the special meeting of the members.

**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 RECOMMENDED THE FOLLOWING BY-LAW AMENDMENTS FOR APPROVAL AT THE SPECIAL MEETING OF THE MEMBERS:

1. For Baycrest Centre for Geriatric Care, By-Law No. 7-2012 amending General By-Law No. 23;
2. For The Baycrest Day Care Centre, By-Law No. 7-2012 amending General By-Law No. 6;
3. For Baycrest Hospital, By-Law No. 7-2012 amending General By-Law No. 16; and,
4. For the Jewish Home for the Aged, By-Law No. 7-2012 amending General By-Law No. 7.

**4.3 Review of Potential New Board Members**

The Committee is recommending that John Soloninka be presented for approval at the Special Meeting of the members.

**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 RECOMMENDED THAT JOHN SOLONINKA BE APPROVED AND ELECTED AS A DIRECTOR EFFECTIVE IMMEDIATELY TO FILL ONE OF THE THREE NEW VACANCIES AT THE SPECIAL MEETING OF THE MEMBERS.

**5. CONSENT AGENDA**

All items listed under the Consent Agenda requiring approval of the Board were enacted by one motion. There was no separate discussion of these items. A copy of the reports in their entirety is attached to the master of the minutes.

**5.2 Report of the Finance & Audit Committee**

**5.2.4 Capital Item Request**

**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 THE POWER PLANT UPGRADE, OPTION 3, AT A COST OF \$1.2 MILLION.

**5.2.5 Request for Authorization of Use of the Centre's Credit**

**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 ACCESS BY MANAGEMENT TO THE CENTRE'S CREDIT FACILITY WITH NATIONAL BANK FOR UP TO \$5 MILLION FOR WORKING CAPITAL PURPOSES.

**5.2.6a Government Filings – M-SAA Attestations – Compliance with Requirements**

**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 THE SIGNATURE OF THE M-SAA ATTESTATION BY THE BOARD CHAIR.

**5.2.6b Government Filings – 2012-2013 H-SAA**

**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 THE SIGNATURE OF THE 2008-13 H-SAA AMENDING AGREEMENT REFLECTING THE NEW INDICATORS.

**5.2.6c Government Filings – 2011/12 Annual Program and Expenditure Reconciliation Report**

**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 THE SIGNATURE OF THE 2011/12 ANNUAL PROGRAM AND EXPENDITURE RECONCILIATION REPORT.

**5.4 Report of the Investment Committee**

**5.4.2 Review of Investment Policy**

**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 THE RECOMMENDED CHANGES TO THE INVESTMENT POLICY.

**5.5 Report of the Medical Advisory Committee**

**5.5.1 Appointments – Active, Consulting, and Courtesy Medical Staff Privileges**

**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:**

**THE GRANTING OF *ACTIVE* MEDICAL STAFF PRIVILEGES TO DR. Andrea MOSER IN THE DEPARTMENT OF FAMILY MEDICINE EFFECTIVE IMMEDIATELY.**

**THE GRANTING OF *CONSULTING* MEDICAL STAFF PRIVILEGES TO DR. Philippe HUOT IN THE DEPARTMENT OF MEDICINE – NEUROLOGY EFFECTIVE IMMEDIATELY.**

**THE GRANTING OF *COURTESY* MEDICAL STAFF PRIVILEGES TO DR. Korosh KHALILI IN THE DEPARTMENT OF MEDICINE – RADIOLOGY EFFECTIVE IMMEDIATELY.**

**5.5.2 Appointments – Temporary Medical Staff Privileges**

**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:**

**THE GRANTING OF *TEMPORARY* MEDICAL STAFF PRIVILEGES TO:**

**DR. Urszula ZURAWSKA IN THE DEPARTMENT OF MEDICINE EFFECTIVE IMMEDIATELY.**

**Dr. Joanna ZURAWSKA IN THE DEPARTMENT OF MEDICINE EFFECTIVE IMMEDIATELY.**

**Dr. Kieran MURPHY IN THE DEPARTMENT OF MEDICINE – DIAGNOSTIC IMAGING EFFECTIVE IMMEDIATELY**

**6. REPORT OF THE PRESIDENT & CHIEF EXECUTIVE OFFICER**

Dr. W. Reichman gave the report of the President & CEO. A copy of the report in its entirety is attached to the master of the minutes.

Baycrest's Executive Team has spent an extensive amount of time focusing on the Strategic Plan. Other members of staff have also been engaged and in the next week discussion with Board committees will commence. Dr. Reichman outlined the focus of the Strategic Plan and the importance of building the Baycrest brand. We must focus on fiscal strength, as well as building the capacity of our staff to build the Baycrest brand. We must also be able support the Baycrest Foundation's \$600 million fundraising goal over a period of ten years. Baycrest must continue to work with government given the difficult funding formula and stress the importance of 2% per year efficiency savings. These are the critical enablers for Baycrest to be successful.

## **Minutes of the Meeting of the Baycrest Board of Directors**

**Thursday, October 11, 2012**

**Page 5**

### **7. STAFF PRESENTATIONS**

Two staff presentations were made – the first by Drs. P. Katz and K. Velji titled “Behavioural Supports for Seniors Program” and the second by Dr. D. Conn titled “Centre of Learning, Research & Innovation”.

### **8. COMMERCIALIZATION**

Baycrest Global Solutions (BGS), a division and integral part of Baycrest Health Sciences, was established to develop and offer products and services in the areas of aging and brain health. Members of the BGS team were introduced to the Board – Dr. A. R. Melman, Chairman, BGS; Mr. B. Cracower, President & CEO, BGS; Mr. Z. Kapadia, Executive Vice-President, BGS, and Ms. L. Altman, Vice-President, BGS. A presentation was given on BGS business development activity.

### **9. 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.

### **10. REPORT OF THE STRATEGIC PLANNING COMMITTEE**

Mr. Foster gave a report of the Strategic Planning Committee. A copy of the report in its entirety is attached to the master of the minutes. A Strategic Planning Committee meeting will be held on October 19, 2012. At that time, feedback received at the Board’s special meeting of September 13, 2012 will be discussed. As Dr. Reichman mentioned earlier, Baycrest’s Executive Team has already spent a significant amount of time on this important topic and more discussion is scheduled to take place at upcoming Board Committee meetings and with other stakeholders in October and November. In addition, Baycrest’s Honourary Directors have been invited to participate in a discussion on November 7, 2012.

### **11. CONCLUSION**

There being no further business, the regular meeting adjourned at 6:30pm.

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G. Foster  
Chairman, Board of Directors