

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 Tuesday, February 28, 2012 at 4:30pm.

PRESENT: Banks, Jordan (teleconference); Foster, Garry; Katz, Paul; Kay, Jack; Koo, Manfred; Melman, Anthony (teleconference); Reichman, William; Velji, Karima; Zaidman, Yakov

REGRETS: Barratt, Jane; Blidner, Jeff; Godfrey, Paul; Grossman, Daphna; Jacob, Ellis; Kimel, Warren; Mirsky, Brian; Nelson, Sioban; Shapiro, Marla; Sinervo, Pekka; Whiteside, Catherine

GUESTS: Harrison, Laurie; Kent, Joni; Moreno, Sylvain; Schipper, Paula; Sutton, Susan; Waterston, Michael; Webb, Nancy

1. CONFLICT OF INTEREST DECLARATION AND CHAIR'S REMARKS

Mr. G. Foster, Chairman, welcomed Board members. Mr. Foster made the Board aware of a potential conflict of interest given his role as a partner of Deloitte. Until recently, Mr. Foster was not aware that Baycrest had an engagement with Deloitte on a strategic initiative.

In addition, Mr. Foster acknowledged Board member Dr. A. Melman's conflict of interest related to Dr. Melman's activities with Baycrest Global Solutions (BGS). Mr. Foster informed the Board that independent legal counsel will be retained by Baycrest relating to its future relationship with BGS.

Dr. Melman advised that plans for BGS are moving forward, with some delays experienced due to the March break – completion and early phase launch activities are planned for the latter part of April. It was also noted by Dr. Melman that Baycrest staff have been and will continue to monitor time spent on the BGS project which will ultimately be charged back to BGS. Great effort is being directed to ensuring that all activities occurring in the service of creating BGS and its relationship to Baycrest fulfill all regulatory, legal and other necessary requirements.

Mr. Foster advised that the Special Committee formed to negotiate, among other things, terms relating to the branding agreement and ensuring that Baycrest receives fair market value in all transactions will be meeting sometime the middle of March.

Mr. Foster updated the Board on activities relating to Baycrest's Strategic Planning Committee. Discussions recently took place on how to review and update the 2009-2013 Baycrest Strategic Plan. An update will be provided at the next Board meeting.

2. MINUTES OF THE FEBRUARY 2, 2012 BOARD OF DIRECTORS TELECONFERENCE MEETING

The minutes of the Board teleconference meeting held February 2, 2012 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 FEBRUARY 2, 2012 TELECONFERENCE 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>

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3. BUSINESS ARISING

Mr. Foster advised that the open Board position recently created by the departure of Mr. B. Cracower will remain open until the Annual General Meeting in June, 2012.

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.

4.1 Research – Brain Plasticity

Dr. Reichman introduced Dr. S. Moreno. Dr. Moreno gave a presentation regarding brain plasticity, neuroeducation and its application to the future of clinical care and brain health. A copy of Dr. Moreno's presentation is attached to the master of the minutes.

5. REPORT OF THE BAYCREST FOUNDATION

Ms. S. Sutton gave a report of the Baycrest Foundation, including a presentation regarding historic performance of the Foundation and challenges ahead. A copy of the report in its entirety, as well as an additional PowerPoint presentation distributed at the meeting, is attached to the master of the minutes.

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

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

Dr. Koo congratulated Baycrest staff on the recent notice from Accreditation Canada advising that they have revised Baycrest's ranking from "Full Accreditation Status" to "Accredited with Exemplary Standing". Initial indication is that this ranking puts Baycrest in the top five percent of the more than 1,000 healthcare organizations surveyed in Canada – a considerable milestone in our history. This is an incredible result that distinguishes Baycrest provincially and nationally. Mr. Foster suggested that a motion be tabled congratulating all Baycrest staff on this truly outstanding achievement.

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 A MOTION CONGRATULATING BAYCREST STAFF ON THE OUTSTANDING ACHIEVEMENT RECEIVED FROM ACCREDITATION CANADA "ACCREDITED WITH EXEMPLARY STANDING".

6.1 Approval of the Quality Improvement Plan (QIP)

Dr. Koo gave an outline of the 2012/2013 Quality Improvement Plan (QIP). Dr. Koo noted a change in wording for the target justification for the indicator "Reduce patient falls with injury" from "reduce" to "improve". A copy of this information is attached to the master of the minutes.

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 QUALITY IMPROVEMENT PLAN 2012/2013.

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6. REPORT OF THE FISCAL ADVISORY COMMITTEE

Dr. Reichman gave a report of the Fiscal Advisory Committee. A copy of the report in its entirety is attached to the master of the minutes.

7. CONCLUSION

There being no further business, the meeting adjourned at 5:45pm.

G. Foster
Chairman, Board of Directors