

MINUTES of the JOINT ANNUAL MEETING of Baycrest Centre for Geriatric Care, Baycrest Hospital, The Baycrest Day Care Centre, The Jewish Home for the Aged (collectively, “Baycrest”) and The Baycrest Centre Foundation held on June 20, 2013 at 4:00pm in the Jacob Family Theatre in the Abe Posluns Auditorium

PRESENT: Anderson, Carol; Banks, Jordan; Barratt, Jane; Foster, Garry; Godfrey, Paul; Goldstein, Laurence; Jacob, Ellis; Katz, Paul; Kay, Jack; Kay, Robert; Koo, Manfred; Mirsky, Brian; Nelson, Sioban; Reichman, William; Rosen, Gili; Shain, Lili; Whiteside, Catharine; Zaidman, Jacov

REGRETS: Blidner, Jeffrey; Chow, Tiffany; Diamond, Sara; Kimel, Warren; Shapiro, Marla; Sinervo, Pekka; Soloninka, John

1. WELCOME

Mr. G. Foster, Chair, Baycrest Board of Directors, welcomed members and guests.

2. BAYCREST BUSINESS

2.1 Call to Order

The Chair called to order the meeting of the Baycrest Centre for Geriatric Care, Baycrest Hospital, The Baycrest Day Care Centre, and The Jewish Home for the Aged referred to collectively as “Baycrest”.

2.2 Approval of Baycrest By-Laws

By-law No. 8 has been amended in order to eliminate the Investment Committee, which is a Standing Committee of the Board. Investments on behalf of the Centre will now be managed by the Finance and Audit Committee.

A copy of the related material is on file with the master of the minutes of the meeting.

<p>ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED BY THE MEMBERS THAT THE FOLLOWING BY-LAW AMENDMENT BE APPROVED:</p> <ol style="list-style-type: none">1. FOR BAYCREST CENTRE FOR GERIATRIC CARE, BY-LAW NO. 8 – 2013 AMENDING GENERAL BY-LAW NO. 232. FOR THE BAYCREST DAY CARE CENTRE, BY-LAW NO. 8 – 2013 AMENDING GENERAL BY-LAW NO. 63. FOR THE BAYCREST HOSPITAL, BY-LAW NO. 8 – 2013 AMENDING GENERAL BY-LAW NO. 164. FOR THE JEWISH HOME FOR THE AGED, BY-LAW NO. 8 – 2013 AMENDING GENERAL BY-LAW NO. 7

2.3 Report of the Treasurer

Mr. E. Jacob gave a high level review of the Centre's Audited Financial Statements for the year ending March 31, 2013. Copies of the full statements together with the audit opinion and notes were available at the meeting for review. These statements were reviewed by the Finance & Audit Committee and the Board of Directors. The statements did not include the Baycrest Foundation which would be reviewed during the Foundation portion of the annual meeting.

The Centre had \$14 million in current assets and \$39 million of current liabilities at March 31, 2013. Additional current assets that are used to fund the Centre are included on the Foundation's balance sheet.

Total assets are \$123 million. Long-term debt consists primarily of the mortgages on the Apotex and the Terraces at \$10 million, and the Energy Management Infrastructure Project loan of a further \$15 million. The accumulated deficit was \$14 million at year end.

Baycrest's major source of funding, from the Ministry of Health & Long-Term Care and the Toronto Central Local Health Integration Network was \$104 million. This represents roughly 65% of revenues. Due to targeted new agreements, this figure has grown by \$10 million year over year.

Client revenues (made up principally of co-payment and private accommodation revenues) of \$20 million represent 13% of total revenues.

The Centre continues to rely on the generosity of our donors. There were operational grants from the Foundation of \$16 million for client care and research infrastructure. In total, the Foundation granted \$17 million to the Centre. Capital grants from the Foundation of \$1 million appear in the balance sheet.

Salaries and benefits of \$117 million represent 75% of all Centre expenses.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED BY THE MEMBERS THAT THE REPORT OF THE TREASURER FOR THE YEAR ENDED MARCH 31, 2013 BE ACCEPTED.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED BY THE MEMBERS THAT AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013 BE ACCEPTED.

2.4 APPOINTMENT OF AUDITORS

At the recommendation of the Finance and Audit Committee, Mr. Foster presented, for approval, the firm of Ernst and Young LLP Chartered Accountants to serve as auditors for Baycrest Centre for Geriatric Care for the year ending March 31, 2013.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED BY THE MEMBERS THAT THE FIRM OF ERNST AND YOUNG LLP CHARTERED ACCOUNTANTS BE APPOINTED AS AUDITORS FOR BAYCREST FOR THE YEAR ENDED MARCH 31, 2013.

2.5 REPORT OF THE GOVERNANCE COMMITTEE

At the recommendation of the Governance Committee, the Chair presented the proposed list of nominees for membership to the Baycrest Board of Directors for 2013/14.

2.5.1 Election of Baycrest Board of Directors

Elected Directors:

The elected directors are as follows:

Directors Elected for a One-Year Term:

Sara Diamond *	Lili Shain *
Jack Kay	John Soloninka

Directors Elected for a Three-Year Term:

Ellis Jacob	Sioban Nelson
Robert C. Kay	Jakov Zaidman

Continuing Appointments:

Jordan Banks	Manfred Koo
Jane Barratt	Brian Mirsky
Jeffrey Blidner	Marla Shapiro
Garry Foster	Pekka Sinervo
Paul Godfrey	

Ex Officio Directors:

By virtue of their positions, the following individuals will serve as ex-officio members:

Paul Katz	Chair, Medical Advisory Committee
Laurence Goldstein *	Chair, The Baycrest Centre Foundation
Tiffany Chow *	President, Medical Staff Association
William E. Reichman	President and Chief Executive Officer
Carol Anderson	Chief Nursing Executive
Catharine Whiteside	Representative, University of Toronto

* New members

New members Sara Diamond, Lili Shain, Laurence Goldstein and Tiffany Chow were welcomed and thanked for their willingness to serve on the board.

The terms for the following elected members came to an end and they will no longer be serving on the Baycrest Board of Directors.

Dr. Gili Rosen served for one year in her role as President of the Baycrest Medical Staff Association.

Mr. Warren Kimel served for several years in his role as Chair of The Baycrest Centre Foundation.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED BY THE MEMBERS THAT THE PROPOSED BOARD OF DIRECTORS SLATE FOR THE YEAR 2013/2014 BE APPROVED.

2.5.2 Announcement of Honourary Director

Dr. Anthony R. Melman was appointed as an Honourary Director of Baycrest. Dr. Melman was travelling overseas and was unable to attend the meeting.

Dr. Melman served on the Baycrest Board from 2000 until June 2012, stepping down as Board Chair on February 2, 2012 to focus his attention on our commercialization strategy. He is now the Chair of Baycrest Global Solutions. Dr. Melman's generous financial support and other efforts over the years have helped to strengthen Baycrest's partnership with government and to forge new strategic alliances with industry leaders. Baycrest is deeply grateful for his generosity and ongoing counsel.

A photographic portrait of Dr. Melman will be proudly displayed along with our other Honourary Directors at the Khedive entrance.

3. REMARKS FROM THE CHAIR, BAYCREST

Mr. Foster spoke about his long relationship with Baycrest and what an honour and privilege it is to serve as Chair of the Board of Directors.

He remarked that this past year has been a pivotal one in terms of charting Baycrest's future direction, a path that will see Baycrest continue its journey to transform the experience of aging through leading innovations in brain health, wellness promotion, and approaches to care that enrich the lives of older adults.

The Board has approved a new Strategic Plan that will allow Baycrest to seize the imperative to bring to an aging world a pioneering, dynamic approach to the care and support of seniors, that emphasizes vitality of mind and body, while being adaptable, scalable and truly transformative.

The strategic goals in the plan are well-aligned with Baycrest’s Mission, Vision and Values and progress is already being made in achieving our strategic goals. The annual report refers to many examples of how Baycrest is strategically creating a culture of innovation in seniors’ health care.

He concluded his remarks by saying that Baycrest’s future is extremely exciting and Mr. Foster thanked everyone for together making Baycrest’s vision a reality.

3.1 CHAIR’S PROUD PARTNERS AWARD

The 2013 recipient of the Chair’s Proud Partners Award was the Toronto Central Community Care Access Centre (CCAC).

The Toronto Central CCAC demonstrated a lengthy commitment working with Baycrest to advance innovative practices in supporting seniors to live in the community, transitioning to and from the Baycrest residential and clinical services when appropriate. Over the past 22 years, this commitment has been evident by the same Toronto Central CCAC coordinator located at Baycrest, participating fully as a team member integrating CCAC Services with those of Baycrest.

In addition, over the past two years, Baycrest and the Toronto Central CCAC partnered on new and innovative approaches to develop an integrated model of Community, Primary and Specialized Care for seniors living in the community and an integrated model for Behaviour Support Services. Over the years, the Toronto Central CCAC has shown sensitivity in enriching the quality of life of the elderly and has also recognized a unique commitment to meeting the cultural and spiritual needs of Baycrest’s residents. The Toronto Central CCAC is a leader in the Toronto Central LHIN and has been instrumental in supporting Baycrest in meeting emerging strategic goals.

Ms. Stacey Daub, CEO of the Toronto Central CCAC accepted the award.

3.2 STEPHEN W. HERBERT AWARD FOR EXCELLENCE IN EDUCATION

The Stephen W. Herbert Award for Excellence in Education was awarded to Dr. David Conn and Ms. Faith Boutcher. They received the award for their development of several outstanding programs – the establishment of the new Centre for Education and a new strategic plan for education at Baycrest; the successful launch of contracted, international education through the Peking Union Medical College project; the inauguration of the first “Student Centre” facility at Baycrest; the immense expansion of education for nursing students at Baycrest; and, the opening of a “world-class” educational facility, the Jacob Family Theatre in the Abe Posluns Auditorium.

The recipients joined Mr. Foster and Mr. Stephen Herbert on the podium to accept the award.

4. **REMARKS OF THE PRESIDENT AND CEO, BAYCREST**

Dr. W. Reichman, President and CEO, recognized the extraordinary work being done by people at Baycrest. Many were recognized through the awards program:

- Aviva Babins, Outstanding Innovation Award
- Nabil Khalil, Outstanding Innovation Award
- Mary McDiarmid, Excellence in Sharing Learning Award
- Angela Troyer, Excellence in Sharing Learning Award
- The Apotex 6 Redbird Floral Team, Excellence through Teamwork Award
- The RAI-CHA Implementation Team, Excellence through Teamwork Award
- Eva Svaboda, Research in Print Award
- Louis Renoult, Research in Print Award
- The Terraces Players Staff Leadership Team, Advancing Interprofessional Collaboration Award
- The Apotex Admissions Improvement Team and Family Mentors Program, Advancing Interprofessional Collaboration Award
- Colette Cameron, Excellence in Leadership Award
- Lisa Goos, Innovative Leadership Award\

Dr. Reichman spoke about Baycrest's proud history of building upon the dreams of its community, constantly growing and transforming the organization from humble beginnings on Cecil Street to what is now a leader in innovations in aging and brain health.

He thanked Board members, staff, volunteers, donors, clients, families and community partners for their support. He referred to Baycrest as a jewel that exists because of the dreams of its founders, generations of visionary community builders who recognized the need for a place to care for our most vulnerable seniors.

He further remarked that Baycrest has audacious dreams to create a "new old age" that preserves and enhances the cognitive and emotional well-being of older adults here and around the globe.

He shared that the emerging Baycrest Model combines a truly unique combination of clinical and research strengths in cognition and mental health with an understanding of health and wellness, networks of social, cultural and spiritual support, and meaningful life engagement that could transform the aging experience.

Finally, Dr. Reichman remarked that Baycrest is at a critical juncture in its history, and the imperative to create a new old age has never been stronger. He referred to the new strategic plan, a roadmap that will guide Baycrest to build upon its reputation and legacy of dreaming.

5. **CONCLUSION OF BAYCREST PORTION OF THE JOINT ANNUAL MEETING**

Mr. Foster thanked everyone for attending and concluded the Joint Annual Meeting. Immediately thereafter a meeting of the Baycrest Board of Directors was convened.

J. Blidner
Chair, Board of Directors

Reviewed by G. Foster, former Chair, Board of Directors