

**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 17, 2013 at 4:30pm**

- PRESENT:** Anderson, Carol; Banks, Jordan; Blidner, Jeffrey; Chow, Tiffany; Diamond, Sara; Godfrey, Paul; Goldstein, Laurence; Jacob, Ellis; Katz, Paul; Kay, Jack; Kay, Robert; Koo, Manfred; Mirsky, Brian; Nelson, Sioban; Reichman, William; Shain, Lili; Sinervo, Pekka; Zaidman, Jacov
- REGRETS:** Barratt, Jane; Shapiro, Marla; Soloninka, John; Whiteside, Cathy
- GUESTS:** Conn, David; Foster, Garry; Jackson, Linda; Kent, Joni; Mackie, Brian; McIntosh, Randy; Riesenbach, Ron

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

Mr. J. Blidner, Chair, welcomed Board members to the meeting and thanked them for their support as he begins his term as Chair.

Mr. Blidner informed the Board that he recently took part in a “refresher” tour of Baycrest with Shawn Kerr, Director, Stakeholder Relations & Special Projects. The tour reinforced for Mr. Blidner that Baycrest is a very special place with impressive staff as evidenced by their passion and interactions with our clients. Mr. Blidner encouraged Board members to request a similar tour as they desire.

New Board members Dr. T. Chow, Dr. S. Diamond, Mr. L. Goldstein, and Ms. L. Shain, were welcomed to introduce themselves.

**2. APPROVAL OF MINUTES**

The minutes of the Board meetings held June 20, 2013, the Annual General Meeting held June 20, 2013, and the special teleconference held September 23, 2013 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 20, 2013 MEETINGS, THE JUNE 20, 2013 ANNUAL GENERAL MEETING, AND THE SEPTEMBER 23, 2013 SPECIAL TELECONFERENCE 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**

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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Dr. Reichman discussed Baycrest's financial position and challenges. In addition, as a follow-up to the June 20, 2013 Board meeting, Dr. Reichman invited Ms. J. Kent, Baycrest's Vice President, Strategy & Chief Human Resources Officer, to address concerns regarding Baycrest's most recent staff engagement survey results, as well as participation levels. Baycrest will be kicking off its next staff engagement survey on Monday, October 21, 2013. Ms. Kent outlined steps that have been taken since the last survey to support Baycrest's staff through this year of change. In addition, Ms. Kent summarized plans to improve the next survey's response rates.

### **4.2 Research**

Dr. R. McIntosh, Baycrest's Vice President, Research and Director of the Rotman Research Institute (RRI), gave a presentation to the Board. The RRI is recognized as a global leader in cognitive neuroscience, as confirmed by a 2008 external expert review. The next external review is planned for the fall of 2014. Dr. McIntosh discussed the RRI's five year plan, and involved Board members in a discussion. The Board recommended that fiscal growth targets should be identified in the strategic plan for research similar to how this is addressed in Baycrest's Strategic Plan.

### **4.4 Commercialization Activities**

Dr. Reichman gave the Board an update of recent activities at Baycrest Global Solutions (BGS).

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

Mr. G. Foster, Interim President of the Baycrest Foundation, outlined activities within the Foundation over the last three to four weeks since his arrival. His focus has been on staffing, internal and external relationships, and the Campaign. Financial results were also discussed. While net revenue is expected to be on target for the year, the balance between restricted and unrestricted funds is a cause for concern. Various options to mitigate these pressures are currently being investigated. Mr. Foster also updated the Board on the status of the Campaign.

Mr. Foster encouraged Board members to visit the Precious Legacy photo exhibit in November. The photo exhibit is a celebration of the lives of 180 Holocaust survivors, all of whom are Baycrest residents and/or program participants. This exhibit will run until the end of November.

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

Mr. L. Goldstein, Chair of The Baycrest Foundation, briefly addressed the Board at the invitation of Mr. Blidner.

## **6. REPORT OF THE FINANCE & AUDIT COMMITTEE**

Ms. L. Shain 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 Financial Strength and Sustainability Update**

Ms. Shain gave a brief overview of the current budget pressures at Baycrest.

**6.2 Working Fund Accountability Agreement Update**

The Committee recommended a resolution for execution by the Board, committing the Board to provide oversight to management to adhere to governance requirements as stipulated.

**ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE JEWISH HOME FOR THE AGED, AND THE BAYCREST DAY CARE CENTRE SHALL EXERCISE THE FOLLOWING DUTIES AND POWERS:**

- ENSURE ANNUAL BALANCED BUDGET REQUIREMENTS ARE MET THROUGH REVIEW OF INFORMATION PROVIDED BY MANAGEMENT;
- ENSURE THAT AN APPROPRIATE OPERATING LINE OF CREDIT WITH LENDERS CONTINUES TO BE IN PLACE;
- ENSURE LONG-TERM ASSETS PURCHASED ARE NOT FINANCED THROUGH SHORT-TERM BORROWING, AND LIMITED USE OF VARIABLE INTEREST RATES ON LONG-TERM DEBT OCCURS, THROUGH REVIEW OF MANAGEMENT REPORTS ON BORROWING;
- THAT ONLY CRITICAL CAPITAL PURCHASES BE PURSUED THAT ARE CRUCIAL TO PATIENT CARE/UNAVOIDABLE;
- THAT CAPITAL PROJECTS, WHERE THE LOCAL SHARE WILL BE FUNDED THROUGH THE FOUNDATION OR THE HOSPITAL, ONLY BE PURSUED ONCE THE HOSPITAL HAS SECURED 90% OF ITS COMMITMENT IN CASH (EXCLUDING LOCAL SHARE FUNDING COMMITTED BY OTHER LEVELS OF GOVERNMENT); AND,
- THAT ANY BORROWING FOR CAPITAL PURCHASES MATCHES THE LIFE OF THE ASSET ACQUIRED.

**6.6 Authorization – Extended Use of Credit Facility**

The Committee recommended that authorized utilization of the existing Line of Credit with the National Bank be increased to \$10 million (from \$5 million previously approved in October 2012) due to the limited cash available through the Foundation Board Restricted Fund. Ms. Shain added that this was a temporary accommodation and the balance should be back to \$3 million by March 2014.

**ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE JEWISH HOME FOR THE AGED, AND THE BAYCREST DAY CARE CENTRE APPROVES THAT UTILIZATION OF THE EXISTING LINE OF CREDIT BE INCREASED TO \$10 MILLION.**

**6.4 Declaration of Compliance – Multi-Sector Service Accountability Agreement (M-SAA)**

The Committee recommended the M-SAA Attestation document be approved by the Board Chair

**ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR 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.**

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## **6.5 Revision to Internal Signing Authority Policy VII-350 – Signing Authorization, Operating and Capital Expenses**

The Committee recommended approval of the revised policy on signing authorization for operating and capital expenditures (internal policy #VI-350). This policy has been updated to enhance the controls around operating and capital expenditures by updating the authority levels for various positions to include those positions with budgetary responsibility. In addition, accountability and authorities have been further elaborated for clarity.

**ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE JEWISH HOME FOR THE AGED, AND THE BAYCREST DAY CARE CENTRE APPROVES THE REVISED POLICY ON SIGNING AUTHORIZATION FOR OPERATING AND CAPITAL EXPENDITURES (INTERNAL POLICY #VII-350).**

## **7. REPORT OF THE FISCAL ADVISORY COMMITTEE**

Dr. Reichman referred Board members to the Report of the Fiscal Advisory Committee. A copy of the report in its entirety is attached to the master of the minutes.

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

Mr. Robert Kay 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.

Mr. Blidner thanked Dr. Manfred Koo, who stepped down in June 2013, for his two years' service as Chair of the Clinical Strategy, Quality & Safety Committee.

## **9. REPORT OF THE MEDICAL ADVISORY COMMITTEE**

Dr. Paul 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. REPORT OF THE ACADEMIC ADVISORY COMMITTEE**

Dr. Pekka Sinervo gave a Report of the Academic Advisory Committee. A copy of the report in its entirety is attached to the master of the minutes.

### **10.2 Rotman Research Institute (RRI) External Review**

Dr. Sinervo informed the Board that it has been five years since the last external review of the RRI was conducted in 2008. The Committee agreed that an external review should again be conducted and that the review committee should consist of four or five members.

### **10.3 AAC Structure and Membership**

Dr. Sinervo informed the Board that he would be stepping down as a Board member, as Secretary, and as Chair of the Academic Advisory Committee effective immediately following the October 17, 2013 Board meeting due to competing responsibilities.

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In addition, after discussion at the last Academic Advisory Committee, a recommendation will follow to the Boards regarding replacing this Committee with two committees – an Education Committee and a Research Committee, with both Committees reporting to the Board. Mechanisms would need to be put into place so as not to lose the knowledge translation/integration piece when the current Committee is split into two. It was acknowledged that the two Committees would need to meet together occasionally to avoid becoming “silos”.

Dr. McIntosh thanked Dr. Sinervo for his involvement with Baycrest since 2001 and his service as a member of the Boards and Chair of the Academic Advisory Committee since its formation five years’ ago.

### **11. CONCLUSION**

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

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J. Blidner  
Chair, Board of Directors