

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, December 5, 2013 at 4:30pm

PRESENT: Anderson, Carol; Blidner, Jeffrey; Chow, Tiffany; Diamond, Sara; Goldstein, Laurence; Jacob, Ellis (by teleconference); Kay, Robert (by teleconference); Koo, Manfred; Mirsky, Brian; Reichman, William; Shain, Lili; Soloninka, John; Whiteside, Cathy; Zaidman, Jacov

REGRETS: Banks, Jordan; Barratt, Jane; Godfrey, Paul; Katz, Paul; Kay, Jack; Nelson, Sioban; Shapiro, Marla

GUESTS: Conn, David; Foster, Garry; Jackson, Linda; Kent, Joni; Mackie, Brian; McIntosh, Randy; Riesenbach, Ron; Toppings, Marc

Bussey, Keith; Cracower, Barry; Kapadia, Zubin; Melman, Anthony (for agenda item #4 only)

Golding, Lynne (for agenda item #10 only)

1. CONFLICT OF INTEREST DECLARATION AND CHAIR’S REMARKS

Mr. J. Blidner, Chair, welcomed Board members to the meeting. No conflicts of interest were declared.

2. APPROVAL OF MINUTES

The minutes of the Board meeting held October 17, 2013 were approved. A copy of the material is on file with the master of the minutes.

<p>ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE MINUTES OF THE OCTOBER 17, 2013 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>

3. BUSINESS ARISING

J. Blidner invited Dr. R. McIntosh, Vice President, Research and Director of the Rotman Research Institute (RRI), to address an item from the October 17, 2013 Board minutes (item 4.2). R. McIntosh informed the Board that fiscal growth targets have been identified in the Strategic Plan for Research as key performance indicators (KPIs). This will be presented at a future Research Advisory Committee meeting.

4. SPECIAL PRESENTATION

J. Blidner introduced Dr. A. Melman, Executive Chair of Baycrest Global Solutions Inc. (BGS). A. Melman introduced the Board to BGS executives Mr. Keith Bussey, Mr. Barry Cracower, and Mr. Zubin Kapadia. BGS presented the Board with a status update of BGS progress developing businesses in each of the key verticals. A copy of the presentation is attached to the master of these minutes.

Minutes of the Meeting of the Baycrest Board of Directors

Thursday, December 5, 2013

Page 2

5. 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.

5.2 Research

W. Reichman invited Dr. R. McIntosh to update the Board on Baycrest's Client Registry (BCR). The BCR is the first institutionally-based research registry in Canada. All Baycrest clients will be included in this registry and may opt-out at any time. The Research Advisory Committee is responsible for overseeing and monitoring this and any other initiative which supports research for review and recommendation to the Board.

5.3 Innovation & Technology

W. Reichman invited Mr. R. Riesenbach, Vice President, Innovation & Chief Technology Officer, to update the Board on the adoption of MyChart in the Brain Health Clinic. MyChart is a tool used by patients and family members to access and manage a component of their personal health record online.

5.8 Finance

W. Reichman detailed for the Board the progress made by the Executive Team on budget initiatives for 2014/15. To date, \$7M in savings have been identified. In addition, W. Reichman updated the Board on HBAM funding formula advocacy initiatives.

6. REPORT OF THE BAYCREST FOUNDATION

Mr. G. Foster, Interim President of the Baycrest Foundation, outlined activities within the Baycrest Foundation. A copy of the report in its entirety is attached to the master of the minutes.

Although Foundation net income is forecasted to be favourable to budget, G. Foster updated the Board on issues arising due to the designation of restricted funds vs. unrestricted funds. The unrestricted deficit will be funded by the Foundation's reserve. Strategies to correct the current situation were discussed.

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

Mr. R. Kay 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.

8. REPORT OF THE GOVERNANCE COMMITTEE

J. Blidner gave a Report of the Governance Committee. A copy of the report in its entirety is attached to the master of the minutes.

8.1 Board Secretary

In light of Dr. P. Sinervo's resignation from the Board and his past role of Secretary, the Governance Committee recommended to the Board that Ms. L. Shain take on the role of Secretary in addition to her role as Treasurer. The revised slate of officers follows:

Minutes of the Meeting of the Baycrest Board of Directors

Thursday, December 5, 2013

Page 3

Chair, Board of Directors: Jeffrey Blidner
President & CEO: William Reichman
Secretary: Lili Shain
Treasurer: Lili Shain
Vice-Chair: vacant
Vice-Chair: Paul Godfrey

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 SLATE OF OFFICERS.

8.2 Board Committees

The Committee recommended that the Board approve the creation of two committees replacing the Academic Advisory Committee:

- a) Research Advisory Committee
- b) Education Advisory Committee

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 ADDITION OF TWO COMMITTEES WHICH WILL REPLACE THE ACADEMIC ADVISORY COMMITTEE: (A) RESEARCH ADVISORY COMMITTEE AND (B) EDUCATION ADVISORY COMMITTEE

In addition, the Committee recommended that the Board approve a Commercialization Committee to advise on commercialization matters. This Committee reports into the Finance and Audit Committee.

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 ADDITION OF A COMMERCIALIZATION COMMITTEE WHICH WILL REPORT INTO THE FINANCE AND AUDIT COMMITTEE

The Education Advisory Committee and the Commercialization Committee will be “special committees”. There is a provision in the by-laws to add special committees of the Board. The by-laws currently have a provision for a Research Advisory Committee.

Minutes of the Meeting of the Baycrest Board of Directors

Thursday, December 5, 2013

Page 4

8.3 Board Committee Chairs

The Committee recommended that the Board approve the appointment of Chairs to the Education Advisory, Commercialization, and the Research Advisory Committees. An updated listing of Board Committee Chairs follows for 2013-14:

Clinical Strategy, Quality and Safety Committee:	Robert C. Kay
Commercialization Committee:	Ellis Jacob
Education Advisory Committee:	Jane Barratt
Finance and Audit Committee:	Lili Shain
Fiscal Advisory Committee:	William Reichman
Governance Committee:	Jeffrey Blidner
Management Resources and Compensation Committee:	Jeffrey Blidner
Medical Advisory Committee:	Paul Katz
Research Advisory Committee:	John Soloninka
Strategic Planning Committee:	Jeffrey Blidner

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 SLATE OF BOARD COMMITTEE CHAIRS.

8.4 Board Committee Terms of Reference

The Committee reviewed revised Terms of Reference for each Committee (with the exception of the Clinical Strategy, Quality & Safety Committee and the Medical Advisory Committee, which are currently being reviewed by those Committees). The following Committees' Terms of Reference were presented for approval by the Board.

Commercialization Committee
Education Advisory Committee
Finance and Audit Committee
Fiscal Advisory Committee
Governance Committee
Management Resources and Compensation Committee
Research Advisory Committee
Strategic Planning Committee

There was one change made to the Terms of Reference of the Commercialization Committee (item 6 under "Responsibilities"). The dollar amount of contracts requiring approval was increased from \$500,000 to \$1,000,000.

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 FOLLOWING COMMITTEES' TERMS OF REFERENCE:

a) COMMERCIALIZATION	e) GOVERNANCE
b) EDUCATION ADVISORY	f) MANAGEMENT RESOURCES & COMPENSATION
c) FINANCE AND AUDIT	g) RESEARCH ADVISORY
d) FISCAL ADVISORY	h) STRATEGIC PLANNING

Minutes of the Meeting of the Baycrest Board of Directors

Thursday, December 5, 2013

Page 5

9. CONSENT AGENDA

The Reports of the following Committees were provided for the Board for review, but were not discussed at the meeting.

9.1 Report of the Fiscal Advisory Committee

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

9.2 Report of the Medical Advisory Committee

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

10. SPECIAL PRESENTATION

10.1 BGS Agreement Discussion with Ms. Lynne Golding, Fasken Martineau

J. Blidner introduced Mr. M. Toppings, Director, Legal Affairs & General Counsel.

M. Toppings summarized for the Board the activities which have taken place since 2011 concerning the Board's in-depth review regarding the creation of BGS and the corporate relationship selected for that entity vis-à-vis Baycrest. The Board had ultimately established that Baycrest Global Solutions Inc. would be a wholly-owned subsidiary of Baycrest as that scenario offered Baycrest transparency, as well as control of its assets.

M. Toppings introduced Ms. Lynne Golding, a Partner with the law firm Fasken Martineau LLP and Chair of its Health Law Practice. In preparation for the Board's approval of the Shareholders Agreement, the Services Agreement, and the Master Agreement, L. Golding provided the Board with an outline of the risks and mitigating steps taken or to be taken to address those risks.

The Board met in-camera with L. Golding at the end of this item.

10.2 BGS Agreements

The Finance & Audit Committee reviewed three agreements (The Shareholders Agreement, The Services Agreement, and The Master Agreement) which will underlie the relationship between Baycrest and its wholly-owned subsidiary, Baycrest Global Solutions Inc. (BGS). The Finance & Audit Committee recommended that the Board approve the execution of these agreements.

<p><u>ACTION:</u> 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 EXECUTUION OF THE FOLLOWING AGREEMENTS BETWEEN BAYCREST AND BAYCREST GLOBAL SOLUTIONS INC. BY THE PRESIDENT AND CHIEF EXECUTIVE OFFICER AND BOARD CHAIR.</p> <ul style="list-style-type: none">• THE SHAREHOLDERS AGREEMENT;• THE SERVICES AGREEMENT; AND,• THE MASTER AGREEMENT

Minutes of the Meeting of the Baycrest Board of Directors

Thursday, December 5, 2013

Page 6

11. 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.

11.5 Cogniciti Investment

The Finance & Audit Committee recommended a further investment of up to \$110,000 in Cogniciti Inc. to enable Cogniciti to complete the development of their primary product, the On-Line Brain Health Assessment tool, so that it will be ready for commercial launch. These funds will also act as a cost-match with an external grant which would otherwise have to be repaid.

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 A FURTHER INVESTMENT OF UP TO \$110,000 IN COGNICITI INC.

11.6 Revision to Signing Authorization – Cheques and Financial Instruments

The Finance & Audit Committee recommended a change to signatory titles for the execution of cheques and financial instruments to include the new Chair, Treasurer and Secretary.

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 CHANGE TO SIGNATORY TITLES FOR THE EXECUTION OF CHEQUES AND FINANCIAL INSTRUMENTS.

11.7 Community Accountability Planning Submission (CAPS)

The Finance & Audit Committee recommended that the Board approve the Community Accountability Planning Submissions (CAPS) to the Central Local Health Integration Network (Central LHIN) and the Toronto Central Local Health Integration Network (Toronto Central LHIN).

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 CAPS SUBMISSIONS TO THE CENTRAL LHIN AND THE TORONTO CENTRAL LHIN.

12. CONCLUSION

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