

MINUTES of a 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 (“Baycrest”) held on Tuesday, June 10, 2014 at 4:30pm

PRESENT: Anderson, Carol; Banks, Jordan; Blidner, Jeff; Chow, Tiffany; Diamond, Sara; Godfrey, Paul; Katz, Paul; Kay, Jack; Kay, Robert; Koo, Manfred; Reichman, William; Shain, Lili; Shapiro, Marla; Soloninka, John; Zaidman, Jakov

REGRETS: Barratt, Jane; Goldstein, Laurence; Jacob, Ellis; Mirsky, Brian; Nelson, Sioban; Whiteside, Catharine

GUESTS: Foster, Garry; Kent, Joni; Mackie, Brian

1. CONFLICT OF INTEREST DECLARATION AND CHAIR’S REMARKS

J. Blidner, Chair, welcomed Board members to the teleconference. There were no conflicts of interest declared.

2. APPROVAL OF MINUTES

The minutes of the regular meeting held May 15, 2014 were approved. A copy of the material is on file with the master of the minutes.

<p><u>ACTION:</u> It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE MINUTES OF THE MAY 15, 2014 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

There was no business arising from the previous minutes.

4. REPORT OF THE FINANCE & AUDIT COMMITTEE

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.

4.1 Audited Financial Statements for the Fiscal Year ended March 31, 2014

The Committee recommended that the Boards approve the audited financial statements for the fiscal year ended March 31, 2014.

<p><u>ACTION:</u> It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS APPROVE THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014.</p>
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4.2 Appointment of the Auditors

The Committee recommended the appointment of Ernst & Young LLP as auditors for the 2014-2015 year-end.

ACTION: It was duly **MOVED**, regularly **SECONDED** and unanimously **CARRIED THAT THE BOARDS CONFIRM ERNST & YOUNG LLP AS AUDITORS FOR THE MARCH 31, 2015 YEAR END AND RECOMMENDS THEM FOR APPOINTMENT BY THE MEMBERS OF THE CORPORATION AT THE ANNUAL MEETING OF MEMBERS.**

5. 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.

5.1 Board Membership, Officers, Committee Chairs and Committee Structure

(a) Proposed New Board Members

The Committee recommended not electing new members to the Board until such time as a Chair has been selected.

(b) Board Members and Proposed Terms

The Committee recommended that the following Board members continue to serve their continuing appointments. In addition, the Committee recommended that current Board member Jack Kay assume the remaining two years of Sioban Nelson's three year term.

Jordan Banks	Ellis Jacob	Dr. Manfred Koo
Dr. Jane Barratt	Jack Kay	Brian Mirsky
Paul Godfrey	Robert C. Kay	Jakov Zaidman

The Committee recommended that the following current Board members be elected for a three year term:

Jeffrey Blidner	Lili Shain
Dr. Sara Diamond	John Soloninka

The four vacancies are proposed to be one-year terms when filled.

Ex-officio Board members will be as follows:

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

* until December 31, 2014, when Dr. Whiteside will be replaced by Dr. Trevor Young

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ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS APPROVE AND SUBMIT THE SLATE OF DIRECTORS AND THEIR TERMS FOR APPROVAL AT THE ANNUAL MEETING OF MEMBERS.

(c) Honourary Director

There are no Honourary Directors proposed for this year.

(d) Officers of the Board

The Committee recommended the following Officers. J. Blidner noted that he will be resigning as Chair once a new Chair is appointed.

Jeffrey Blidner **	Chair, Board of Directors
Dr. William Reichman	President and Chief Executive Officer
Lili Shain	Treasurer
Paul Godfrey	Vice Chair
<i>Vacant</i>	Vice Chair
Lili Shain	Secretary

** to resign once a new Chair is appointed

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS APPROVE AND SUBMIT THE SLATE OF OFFICERS FOR APPROVAL AT THE BOARD MEETING FOLLOWING THE ANNUAL MEETING OF MEMBERS.

(e) Board Committees and Chairs

The Committee recommended the following Board Committee Chairs:

Robert C. Kay	Clinical Strategy, Quality & Safety
Ellis Jacob	Commercialization
Dr. Jane Barratt	Education Advisory
Lili Shain	Finance & Audit
William Reichman	Fiscal Advisory
Jeffrey Blidner	Governance
<i>Inactive Committee</i>	Government Relations
Jeffrey Blidner	Management Resources & Compensation
Paul Katz	Medical Advisory
John Soloninka	Research Advisory
Jeffrey Blidner	Strategic Planning

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS APPROVE AND SUBMIT THE SLATE OF COMMITTEE CHAIRS FOR APPROVAL AT THE BOARD MEETING FOLLOWING THE ANNUAL MEETING OF MEMBERS.

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(f) **Board Committee Structure**

The Committee recommended that the Commercialization Committee, currently a sub-committee of the Finance & Audit Committee, serve as a stand-alone Committee, reporting directly to the Board. In addition, J. Blidner and W. Reichman will ensure the Commercialization Committee has adequate and appropriate membership. The Governance Committee will work with the Finance & Audit Committee and the Commercialization Committee to update their respective Terms of Reference, to ultimately be approved by the Board.

6. CONCLUSION

There being no further business, the teleconference meeting adjourned at 4:45pm.

J. Blidner
Chair, Board of Directors