

MINUTES of a meeting of the Boards of Directors of Baycrest Centre for Geriatric Care, Baycrest Hospital, The Baycrest Day Care Centre, and The Jewish Home for the Aged (“Baycrest”) held on Wednesday, June 18, 2014 at 4:30pm

PRESENT: Anderson, Carol; Blidner, Jeffrey; Diamond, Sara; Goldstein, Laurence; Hart, Michelle; Jacob, Ellis; Katz, Paul; Kay, Jack; Kay, Robert (by teleconference); Koo, Manfred; Mirsky, Brian; Reichman, William; Shain, Lili; Shapiro, Marla; Zaidman, Jakov

REGRETS: Banks, Jordan; Barratt, Jane; Godfrey, Paul; Nelson, Sioban; Soloninka, John; Whiteside, Cathy

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

1. CONFLICT OF INTEREST DECLARATION AND CHAIR’S REMARKS

Mr. J. Blidner, Chair, welcomed all attendees to the meeting. There were no conflicts of interest declared.

On behalf of the Board, Mr. Blidner thanked management for its responsiveness to the past year’s challenges.

Dr. P. Katz introduced Dr. Michelle Hart. Dr. Hart recently began her term as President of the Baycrest Medical Staff Association, and is therefore now serving as an ex officio member of the Board of Directors.

2. MINUTES OF THE JUNE 10, 2014 BOARD OF DIRECTORS TELECONFERENCE

The minutes of the teleconference meeting held June 10, 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 JUNE 10, 2014 TELECONFERENCE MEETING OF THE BOARDS OF DIRECTORS OF BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE BAYCREST DAY CARE CENTRE, AND THE JEWISH HOME FOR THE AGED BE APPROVED.</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 2013-2014 year-in-review report to the Board. A copy of the report in its entirety is attached to the master of the minutes.

5. REPORT OF THE BAYCREST FOUNDATION

Mr. G. Foster, President & CEO of the Baycrest Foundation and Mr. L. Goldstein, Chair of the Baycrest Foundation, gave a report of the Baycrest Foundation. A copy of the report in its entirety is attached to the master of the minutes.

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Mr. Foster briefly updated the Board on the status of the branding campaign, and summarized donation and event revenue for the fiscal year. Mr. Goldstein informed the Board that the Baycrest Foundation will be welcoming five new Board members at today's Baycrest Foundation Annual General Meeting.

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

Ms. C. Anderson, Vice-President, Clinical Programs & Chief Nursing Executive, gave a report of the Clinical Strategy, Quality & Safety Committee on behalf of Mr. R. Kay, who was participating by teleconference. A copy of the report in its entirety is attached to the master of the minutes.

7. REPORT OF THE FINANCE & AUDIT COMMITTEE

Ms. L. Shain, Chair, gave a report of the Finance & Audit Committee. A copy of the report in its entirety is attached to the master of the minutes.

7.1 Broader Public Sector Accountability Act (BPSAA) Reporting and Attestation Requirements

Baycrest is required to provide a Board-approved attestation regarding compliance with governmental directives, which are applicable to all Ontario hospitals as well as the broader public sector. The requirements and steps taken to ensure compliance for BPSAA reporting and attestations were reviewed by the 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 BAYCREST DAY CARE CENTRE, AND THE JEWISH HOME FOR THE AGED APPROVE THE EXECUTION OF THE BPSAA ATTESTATION BY THE PRESIDENT AND CEO AND THE BOARD CHAIR.

7.2 Declaration of Compliance Directive from the Local Health Integration Networks

In accordance with the directives from the Local Health Integration Networks (LHIN), the Boards are required to receive, and the Board Chair to sign, Declarations of Compliance with the respect to the 2011/2014 M-SAA Agreements. There are two such declarations, as Baycrest has M-SAA agreements with both the Toronto Central LHIN and the Central LHIN. The key requirements and steps taken to ensure compliance for the annual Declarations of Compliance with respect to the 2011/2014 M-SAA agreements with the LHINs were reviewed by the Finance & 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 BAYCREST DAY CARE CENTRE, AND THE JEWISH HOME FOR THE AGED APPROVE THE EXECUTION OF THE M-SAA ATTESTATIONS BY THE BOARD CHAIR.

7.3 2013/2014 Annual Program Expenditure Report ("APER")

The 2013/14 Annual Program and Expenditure Reconciliation Reports for the Wagman Centre (Elderly Persons Centre) and Baycrest Multilingual Centre are required by the Ministry of Health & Long-Term Care (MOHLTC) on an annual basis and Board approval is required. It was noted that there is no funding from the MOHLTC for these programs this year; however, we are still required to submit reports.

ACTION: It was duly **MOVED**, regularly **SECONDED** and unanimously **CARRIED THAT THE BOARDS OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE BAYCREST DAY CARE CENTRE, AND THE JEWISH HOME FOR THE AGED APPROVE THE SIGNATURE OF THE 2013/14 ANNUAL PROGRAM AND EXPENDITURE RECONCILIATION REPORT BY THE BOARD CHAIR.**

7.4 Federal Development Grant Investigative Report

The recent non-receipt of Federal Development Grant funding was briefly discussed.

In addition, Dr. Reichman informed the Board that The Aging & Brain Health Innovation Centre (ABHI) did not receive funding from the Centres of Excellence for Commercialization and Research (CECR).

MaRS Innovation was also discussed, as well as the Baycrest innovation pipeline. More information will be coming on the innovation pipeline in the weeks to come, and this topic will be added to a Commercialization Committee agenda in the future.

7.5 Internal Financial Statements for the Fiscal Year Ended March 31, 2014

The Internal Financial Statements for the twelve months ended March 31, 2014 were provided to the Board.

7.6 2008/2015 H-SAA Amending Agreement

The 2008/2015 H-SAA Amending Agreement, which was received from the Toronto Central LHIN on June 12, 2014. The Boards are required to approve the updated performance standards listed prior to the signatures of the President & CEO and 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 BAYCREST DAY CARE CENTRE, AND THE JEWISH HOME FOR THE AGED APPROVE THE UPDATED PERFORMANCE STANDARDS LISTED IN THE 2008/2015 H-SAA AMENDING AGREEMENT PRIOR TO THE SIGNATURES OF THE PRESIDENT & CEO AND BOARD CHAIR.**

8. 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.

9. REPORT OF THE MEDICAL ADVISORY COMMITTEE

Dr. P. 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.

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9.1 Medical Policies

A number of important clinical policies, processes and guidelines including formulary changes were brought forward to the Medical Advisory Committee for review and approval.

9.2 Reappointment to the Baycrest Medical Staff

It was reported by Dr. Katz that the annual medical staff reappointment process is complete, with 112 physicians seeking re-appointment for 2014/2015. The Medical Advisory Committee recommended approval by the Board. The listing outlining the names of the 112 physicians is attached to the master of these minutes.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE BAYCREST DAY CARE CENTRE, AND THE JEWISH HOME FOR THE AGED ACCEPT THE APPLICATIONS FOR RE-APPOINTMENT TO THE MEDICAL STAFF AS LISTED AND ATTACHED TO THE MASTER OF THESE MINUTES FROM JULY 1, 2014 TO JUNE 30, 2015.

9.3 Resignations of Baycrest Medical Staff

The Medical Advisory Committee has received notices of resignation from six individuals indicated on the listing attached to the master of these minutes.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE BAYCREST DAY CARE CENTRE, AND THE JEWISH HOME FOR THE AGED ACCEPT THE RESIGNATIONS OF THE MEDICAL STAFF LISTED AND ATTACHED TO THE MASTER OF THESE MINUTES EFFECTIVE JUNE 30, 2014.

9.4 New Appointments to the Baycrest Medical Staff

The Medical Advisory Committee received three applications for appointment to the Medical Staff on the listing attached to the master of these minutes.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE BAYCREST DAY CARE CENTRE, AND THE JEWISH HOME FOR THE AGED ACCEPT THE NEW APPOINTMENTS TO THE MEDICAL STAFF LISTED AND ATTACHED TO THE MASTER OF THESE MINUTES EFFECTIVE JUNE 30, 2014

10. REPORT OF THE STRATEGIC PLANNING COMMITTEE

Mr. Blidner gave a report of the Strategic Planning Committee. A copy of the report in its entirety is attached to the master of the minutes.

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Mr. Blidner reported that the Committee's purpose now is to ensure execution of the Strategic Plan in a timely manner, and to understand management's priorities for the second year of the plan.

11. REPORT OF THE COMMERCIALIZATION COMMITTEE

Mr. E. Jacob gave a report of the Commercialization Committee. A copy of the report in its entirety is attached to the master of the minutes.

11.1 Cogniciti

The May 27, 2014 launch of Cogniciti's online brain health assessment was discussed, including how the assessment might be monetized. Out of 40,000 hits on the site, almost half of the visitors took and completed the test. The US launch will follow soon, with the public relations firm Edelman assisting.

The Committee recommended to the Board an additional \$190,000 investment in Cogniciti, with continued operations contingent upon satisfactory quarterly progress reporting.

<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 BAYCREST DAY CARE CENTRE, AND THE JEWISH HOME FOR THE AGED APPROVE AN ADDITIONAL \$190,000 TO BE INVESTED IN COGNICITI, WITH CONTINUED OPERATIONS CONTINGENT UPON SATISFACTORY QUARTERLY PROGRESS REPORTING.</p>

11.2 Baycrest Global Solutions

This item was reported in camera.

11.3 Baycrest Avenue Houses

The five residential houses that Baycrest owns on Baycrest Avenue were discussed at the Board meeting of March 25, 2014. It was reported at that time that management has been addressing the current operating challenges in maintaining the houses, as well as an opportunity for disposal. In March, the Finance & Audit Committee presented a motion for the Board to approve the divestment of these houses. It was agreed that the matter would be referred to the Commercialization Committee for further review.

The Commercialization Committee discussed the current condition and market value of the houses, as well as the use of funds that would be gained from the sale of the houses. Options for continued ownership and other uses for the land were analyzed. The Committee considered the merits of the various options, and recommended (a) that 56 Baycrest Avenue be sold and (b) that 38, 40, 42 and 64 Baycrest Avenue be retained due to their proximity to the Baycrest campus entry/exit points. No money is to be invested into the existing structures. Demolition will be carried out where appropriate.

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ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE BAYCREST DAY CARE CENTRE, AND THE JEWISH HOME FOR THE AGED APPROVE THE SALE OF 56 BAYCREST AVENUE AND THE RELATED LOT OWNED BY BAYCREST AND THE DEMOLITION OF THE OTHER HOUSES AS REQUIRED.

9. CONCLUSION

There being no further business, the regular meeting adjourned at 5:30pm.

J. Blidner
Chair, Board of Directors