

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 Tuesday, October 14, 2014 at 4:30pm

PRESENT: Anderson, Carol; Banks, Jordan; Barratt, Jane; Blidner, Jeffrey; Diamond, Sara; Godfrey, Paul (by teleconference); Goldstein, Laurence; Hart, Michelle; Jacob, Ellis; Kassie, David; Katz, Paul; Kay, Jack; Kay, Robert; Koo, Manfred; Mirsky, Brian; Reichman, William; Shain, Lili; Soloninka, John; Yaffe, Phyllis; Zaidman, Jakov

REGRETS: Fishman, Len; Kay, Jack; Whiteside, Catherine

GUESTS: Boudreau, Matthew (Item 1.1) Conn, David; Damerla, Hon. Dipika (Item 1.1); Foster, Garry; Goldstein, Edwin; Jackson, Linda; Kent, Joni; Kerr, Shawn (Item 1.1, 1.2); Mackie, Brian; McIntosh, Randy; Muskat, Cyrelle (Item 2.5); Riesenbach, Ron; Toppings, Marc

PART 1 – SPECIAL MATTERS AND PRESENTATIONS

1.1 SPECIAL GUEST – THE HONOURABLE DIPIKA DAMERLA

Dr. W. Reichman, President and Chief Executive Officer, welcomed special guest, The Honorable Dipika Damerla, Associate Minister of Health and Long-Term Care, Responsible for Long-Term Care and Wellness, as well as Policy Advisor, Matthew Bourdrea to the meeting of Baycrest's Board of Directors.

Minister Damerla discussed her Ministerial priorities, which was followed by an interactive discussion with the Board.

1.2 STAKEHOLDER ENGAGEMENT

Mr. S. Kerr, Director, Stakeholder Relations and Special Projects, gave a presentation to the Board regarding Provincial Stakeholder Relations. A copy of the presentation is attached to the master of these minutes.

An outline was given on the current healthcare environment, provincial priorities, and the vision of the stakeholder relations portfolio. The three goals of the stakeholder relations portfolio include (1) to advance our position as a leader in brain health and aging; (2) to pursue strategically aligned funding opportunities; and (3) to mitigate funding risks and reputational challenges.

An update was also given on the Ministry of Research and Innovation (MRI) funding renewal. Completed tasks include extensive internal and external consultation, and development of a strategy, including the Aging and Brain Health Innovation Centre (ABHI) concept. Tasks currently underway include finalizing the development of the renewal proposal, determining budget ask and specific projects for submission in early November, and outreach with Ministry, MPPs, Minister and the Premier's office. It was noted that MRI Minister Reza Moridi would be touring Baycrest on Wednesday, October 15, 2014.

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Following Mr. Kerr's presentation, it was agreed that a more detailed report on provincial and federal stakeholder relations should be prepared outlining various leadership and provincial and federal funding opportunities Baycrest intends to pursue at the next meeting of the Board of Directors to be held December 9, 2014.

PART 2 – STANDING REGULAR MATTERS

2.1 CONFLICT OF INTEREST DECLARATION AND APPROVAL OF MINUTES

Mr. J. Blidner, Chair, welcomed Board members to the regular meeting of the Board. There were no conflicts declared. The minutes of the Board meeting held September 16, 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 SEPTEMBER 16, 2014 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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2.2 BUSINESS ARISING

Top 20 Risks

Mr. Blidner referred to the "ERM Final Top 20 Risks for 2014" document which had been discussed briefly at the Board meeting held on September 16, 2014. At that meeting in September, Board members were invited to provide Mr. Blidner with feedback following the meeting. Ms. J. Kent, Vice-President, Strategy and Chief Human Resources Officer, summarized the feedback that had been received. It was agreed that the status of ERM Top 20 Risks would be reported to the Board on a quarterly basis.

2.3 REPORT OF THE PRESIDENT AND CEO

Dr. W. Reichman, President and Chief Executive Officer, gave a brief report to the Board. A copy of the report in its entirety is attached to the master of the minutes.

2.4 REPORT OF THE MEDICAL ADVISORY COMMITTEE

Dr. D. Conn gave a report of the Medical Advisory Committee (MAC) on behalf of Dr. P. Katz (Dr. Katz excused himself from the meeting at 5:15pm). A copy of the report in its entirety is attached to the master of the minutes.

Appointments to Baycrest Medical Staff

Dr. Conn reported that there were a number of requests submitted to the MAC for Consulting, Active, and Temporary Medical Staff Privileges.

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 MEDICAL STAFF PRIVILEGES AS LISTED BELOW effective immediately:**

DEPARTMENT OF RADIOLOGY CONSULTING MEDICAL STAFF PRIVILEGES:

CREDIT VALLEY IMAGING ASSOCIATES RADIOLOGISTS:

DR. DEREK ARCHER	DR. JANET LAWRENCE
DR. MICHAEL BARSKY	DR. SUNIL MEHTA
DR. ALAN BAU	DR. MARK QUIGLEY
DR. STEPHEN FLORENCE	DR. RONJON RAHA
DR. MARC FREEMAN	DR. EMILIO RODRIGUEZ-MARIN
DR. TARA GRAHAM	DR. CUONG TRAN
DR. KARMDEEP GURAM	DR. SUSAN WARD
DR. YVONNE HO	DR. KELLY WONG
DR. JOEL KIRSH	

DEPARTMENT OF FAMILY AND COMMUNITY MEDICINE:

DR. ALIYA HIRANI: ACTIVE MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF FAMILY AND COMMUNITY MEDICINE effective immediately

DR. NADA MALEK: TEMPORARY MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF FAMILY AND COMMUNITY MEDICINE effective immediately

DEPARTMENT OF MEDICINE:

DR. AARON MOCON: CONSULTING MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF MEDICINE effective immediately

DR. CARMELA TARTAGLIA: TEMPORARY MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF MEDICINE effective immediately

DEPARTMENT OF DENTISTRY:

DR. SAMUEL STRAUSS: CONSULTING MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF DENTISTRY effective immediately

2.5 REPORT OF THE CLINICAL STRATEGY, QUALITY AND SAFETY COMMITTEE

Mr. R. Kay gave a report of the Clinical Strategy, Quality and Safety Committee (CSQSC). A copy of the report in its entirety is attached to the master of the minutes.

Governance Accountabilities in Quality Monitoring

Mr. Kay briefly summarized the responsibilities of the CSQSC for the Board:

- Assessing and evaluating the quality of healthcare
- Monitoring quality of care and patient safety indicators against benchmarks and targets
- Monitoring compliance with legislative/regulatory requirements that pertain to clinical care
- Overseeing risk management activities related to patient care

Mr. Kay introduced Ms. C. Anderson, Vice President, Clinical Programs and Chief Nursing Executive, and Ms. C. Muskat, Manager, Quality and Accreditation. Mr. Kay added that this presentation, along with the presentation given at the September 16, 2014 meeting, give Board members an excellent opportunity to become more familiar with the nature and quality of care provided across the Baycrest campus, and to learn of the multitude of quality improvement activities that are being undertaken, completed, and monitored on a regular basis by both senior management and the CSQSC. Ms. Anderson and her team will present regularly to the Board on quality improvement programs and performance results reviewed and discussed by the CSQSC. A quarterly status update will be included as a standard report to the Board.

The presentation focused on Board member accountabilities for quality oversight, beginning with a brief orientation on legislative and regulatory requirements, including those of Accreditation Canada and how those requirements are being met at Baycrest. A copy of the presentation is attached to the master of these minutes.

PART 3 – STANDING QUARTERLY MATTERS

3.1 REPORT OF THE FINANCE AND AUDIT COMMITTEE

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

Two Neptune Business Case and Financing

Mr. E. Goldstein gave a brief history the 120 unit, 9 floor life-lease building for independent living located at 2 Neptune Drive. Baycrest owns the land, building and common areas, while residents own the right to live in the units. The building is registered and run as a condominium, with residents paying monthly maintenance fees.

Mr. Goldstein outlined the current situation, with 16 of the 120 units on the market. Units are selling slowly.

Ms. Shain and Mr. B. Mackie, Vice-President, Finance and Chief Financial Officer, outlined a proposed plan to buy-back units available for life-lease at Two Neptune, as recommended for Board approval by the Finance and Audit Committee. This proposal has been met positively by the Two Neptune Board and Residents' Council.

Baycrest would use borrowing to buy-back the leases for available units, and new leases that come on the market. Units would then be rented out to tenants aged 65 plus. Because the building is already a registered condominium, the option to sell the units as condominiums would potentially be available in future years. It was discussed that it may be preferable to buy, renovate, and lease a few units at a time.

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Approval of this proposal provides an exit strategy for families that may otherwise be left with significant carrying costs of unsold empty units.

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 TWO NEPTUNE BUSINESS CASE PROPOSAL, SUBJECT TO THE ONGOING OVERSIGHT AND APPROVAL OF THE FINANCE AND AUDIT COMMITTEE.

Johnson Controls (JCI) Lien

The Board was provided with information regarding the energy performance contract with JCI and the \$1.8 million lien issued to Baycrest and The Jewish Home for the Aged. Following an analysis prepared by an expert consultant hired by Baycrest, it has also been ascertained that energy savings targets committed to by JCI with respect to the project may not be met. Management is working with the consultant and JCI on this issue to resolve deficiencies and outstanding issues. The last meeting between JCI and Baycrest was positive and both parties have a strong interest in resolving the issues. Management agreed to keep the Finance and Audit Committee apprised of ongoing developments on a monthly basis.

Financial Strategy Update

The Board was provided with a copy of a Financial Strategy Update presented at the September 18, 2014 Finance and Audit Committee meeting. Baycrest's financial situation will continue to be the focus of this Committee in the coming months, including current funding, operational pressures, government funding/advocacy, and the Foundation's depleting reserves, budget initiatives, and investment forecasts.

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

J. Blidner
Chair, Board of Directors