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 Thursday, June 22, 2017 at 4:30pm

PRESENT: Barratt, Jane; Blidner, Jeffrey; Cracower, Barry; Doraiswamy, Murali; Dryden, Ken; Godfrey, Paul; Goldstein, Laurence; Kassie, David; Kay, Robert; Naglie, Gary; Reichman, William; Shain, Lili; Wilson, Lynn; Zaidman, Jakov

BY PHONE: Diamond, Sara; Fraser, Neil

REGRETS: Anderson, Carol; Banks, Jordan; Fishman, Len; Hart, Michelle; Jacob, Ellis; Mirsky, Brian; Whiteside, Catharine

GUESTS: Cooper, Josh; Conn, David; Kent, Joni; Mackie, Brian; Sekuler, Allison, McIntosh, Randy; Yarin, Rhonda

PART 1 – STANDING REGULAR MATTERS

1.1 CHAIR’S REMARKS, CONFLICT OF INTEREST DECLARATION

Mr. D. Kassie, Chair, welcomed all Board members to the meeting. Mr. Kassie thanked Ms. L. Shain for her dedicated service as Secretary, Treasurer and Chair of the Finance and Audit Committee, roles which will be assumed by Mr. B. Cracower after the Annual Meeting of Members. No conflicts of interest were declared.

1.2 APPROVAL OF MINUTES

The minutes of the Board meeting held March 29, 2017 were approved. A copy of the material is on file with the master of the minutes.


1.3 BUSINESS ARISING

There was no business arising from the previous minutes.

1.4 REPORT OF PRESIDENT AND CEO

Dr. W. Reichman, President and CEO, gave his report to the Board. A copy of the report in its entirety is attached to the master of the minutes.

Dr. Reichman thanked Dr. R. McIntosh for his service to Baycrest in the role of Vice-President, Research and Director of the Rotman Research Institute (RRI). Dr. McIntosh will stay on as a Senior Scientist at the RRI. Dr. Reichman introduced Dr. A. Sekuler to the Board. Dr. Sekuler joined the meeting as a guest and will officially join Baycrest as Vice-President, Research and Sandra Rotman Chair on September 1, 2017.
Mr. P. Godfrey, Vice-Chair and Mr. Kassie thanked Dr. Reichman on the occasion of his tenth anniversary with Baycrest.

1.5 **REPORT OF THE BAYCREST FOUNDATION**

Mr. J. Cooper gave a report of the Baycrest Foundation. A copy of the report in its entirety is attached to the master of the minutes.

1.6 **REPORT OF THE MEDICAL ADVISORY COMMITTEE**

Dr. G. Naglie gave a report of the Medical Advisory Committee. A copy of the report in its entirety is attached to the master of the minutes.

a) **Reappointment Process 2017/18**

Dr. Naglie reported that the annual medical staff reappointment process is complete, with 114 physicians seeking reappointment for 2017/18. The Medical Advisory Committee recommended approval by the Board. The listing outlining the names of the 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 APPROVE THE APPLICATIONS FOR REAPPOINTMENT TO THE MEDICAL STAFF AS LISTED AND ATTACHED TO THE MASTER OF THESE MINUTES FROM JULY 1, 2017 TO JUNE 30, 2018.

b) **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, 2017.

c) **New Appointments to Baycrest Medical Staff**

The Medical Advisory Committee recommended two new appointments.

**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 FOLLOWING APPLICATIONS FOR APPOINTMENT TO THE MEDICAL STAFF effective immediately:

- **DR. CHRISTOPHER KITAMURA:** ACTIVE MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF PSYCHIATRY
- **DR. TULIKA SHINGAL:** CONSULTING MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF MEDICINE (OTOLARYNGOLOGY)
1.7 **REPORT OF THE CLINICAL STRATEGY, QUALITY AND SAFETY COMMITTEE**

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

It was agreed that a presentation would be made to the Board in 2017/18 of all security measures (including cyber security) following review by the Clinical Strategy, Quality and Safety Committee.

**PART 2 – STANDING QUARTERLY MATTERS**

2.1 **REPORT OF THE RESEARCH ADVISORY COMMITTEE**

Mr. N. Fraser gave a report of the Research Advisory Committee. A copy of the report in its entirety is attached to the master of the minutes.

It was agreed that the Board would be provided with copies of the Research Annual Report and the KL-CARE Translational Report in the fall. It was also agreed that the Board will be provided with a listing of the IP portfolio and license expiration dates. Scientists will present their work to the Board in 2017/18.

2.2 **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.

a. **Audited Financial Statements for the Fiscal Year ended March 31, 2017**

The Committee recommended that the Board approve the audited financial statements for the fiscal year ended March 31, 2017.

**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 AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017.

b. **Appointment of the Auditors**

The Committee recommended the appointment of Ernst & Young LLP as auditors for the year ending March 31, 2018.

**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 CONFIRM ERNST & YOUNG LLP AS AUDITORS FOR THE MARCH 31, 2018 YEAR END.
c. **fMRI Upgrade**

The Committee recommended that the Board approve the cost of upgrading Baycrest’s current fMRI machine due to aging technology (originally purchased in 2005). Management anticipates a philanthropic contribution for the balance; however, in the interim, financing has been arranged through National Bank.

| 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 $950K IN FINANCING FOR THE fMRI MACHINE UPGRADE. |

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d. **Broader Public Sector Accountability Act (BPSAA) Reporting and Attestation Requirements**

The Finance and Audit Committee recommended the execution of the BPSAA Attestation by the President and CEO and the Board Chair of the Baycrest Hospital Board.

| ACTION: | It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARD OF DIRECTORS FOR BAYCREST HOSPITAL APPROVES EXECUTION OF THE BPSAA ATTESTATION BY THE PRESIDENT AND CEO AND THE BOARD CHAIR. |

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e. **Multi Sector Service Accountability Agreement (M-SAA) Compliance Declaration**

The Committee recommended the Board of Baycrest Centre for Geriatric Care receive, and the Board Chair sign, the Declaration of Compliance with respect to the 2014-2017 M-SAA Agreement with the Toronto Central Local Health Integration Network.

| ACTION: | It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARD OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE APPROVES EXECUTION OF THE M-SAA ATTESTATION BY THE BOARD CHAIR. |

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2.3 **REPORT OF THE COMMERCIALIZATION COMMITTEE**

Mr. B. Mackie gave a report of the Commercialization Committee on behalf of Mr. E. Jacob who was unable to join the meeting. A copy of the report in its entirety is attached to the master of the minutes.

a. **Baycrest Global Solutions (BGS) Update**

Mr. Mackie outlined a number of developments underway in China which were reviewed by the Commercialization Committee, including a proposed services agreement relating to a senior care complex in Sanya, Hainan Province. The Board was requested to approve the following in connection with a proposed BGS Consulting Services Agreement:

1. The provision to BGS of such services they may require in connection with the proposed Consulting Services Agreement, including the secondment of certain employees; and,
2. The licensing to BGS of the rights it may require from the Baycrest entities in order to perform its obligations under the proposed Consulting Services Agreement.
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 FOLLOWING IN CONNECTION WITH THE PROPOSED BAYCREST GLOBAL SOLUTIONS (BGS) CONSULTING SERVICES AGREEMENT.

1. THE PROVISION TO BGS OF SUCH SERVICES AS BGS MAY REQUIRE IN CONNECTION WITH THE PROPOSED CONSULTING SERVICES AGREEMENT INCLUDING THE SECONDMENT OF CERTAIN EMPLOYEES, IN ACCORDANCE WITH AND ON THE TERMS SET OUT IN THE SERVICES AGREEMENT BETWEEN BGS AND THE BAYCREST ENTITIES; AND

2. THE LICENSING TO BGS OF THE RIGHTS IT MAY REQUIRE FROM THE BAYCREST ENTITIES IN ORDER TO PERFORM ITS OBLIGATIONS UNDER THE PROPOSED CONSULTING SERVICES AGREEMENT.

2.4 REPORT OF THE CENTRE FOR AGING AND BRAIN HEALTH INNOVATION (CABHI) AD HOC COMMITTEE

Mr. J. Blidner gave a report of the CABHI Ad Hoc Committee. A copy of the report in its entirety is attached to the master of the minutes.

The Board was also informed that the newly formed CABHI Innovation Advisory Council met earlier today. They are a very diverse and dynamic group of individuals who have agreed to meet at least two times per year.

2.5 REPORT OF THE EDUCATION ADVISORY COMMITTEE

Dr. J. Barratt gave a report of the Education Advisory Committee. A copy of the report in its entirety is attached to the master of the minutes.

2.6 REPORT OF THE GOVERNANCE COMMITTEE

Mr. D. Kassie gave a report of the Governance Committee. A copy of the report in its entirety is attached to the master of the minutes.

a. Letters Patent

The Committee recommended updates to the Letters Patent for Baycrest Centre for Geriatric Care (“the Centre”) and Baycrest Hospital (“the Hospital”) to more accurately reflect the work that these charities currently undertake.

The Centre acts as an efficiency enhancer charity, meaning that it supports the work of the other Baycrest charitable organizations in carrying out their charitable purposes. It acts as a service provider to the other Baycrest charities, negotiating and signing agreements on their behalf and providing them with centralized administrative services. It also serves as the employer of all employees of the Baycrest charities. It was recommended that the objects set out in the letters patent be amended to clearly provide efficiency enhancer powers.

The Hospital operates the research institute; however, the objects of the Hospital do not include a research mandate. It was recommended that the objects set out in the letters patent be amended to include a research mandate.
In order to amend the objects, Baycrest must file an Application for Supplementary Letters Patent with the Office of Public Guardian and Trustee (“PGT”). Copies of the proposed supplementary letters patent (annotated to explain the changes) are attached to the master of the minutes.

After approval by the directors, the members are required to approve the application at the annual meeting of members.

**ACTION:** It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARD OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE (THE “CORPORATION”) APPROVES THE FOLLOWING. SUBJECT TO CONFIRMATION BY THE MEMBERS:

1. **THE CORPORATION IS HEREBY AUTHORIZED TO SUBMIT AN APPLICATION FOR SUPPLEMENTARY LETTERS PATENT (THE “APPLICATION”) IN THE FORM OF THE APPLICATION SUBMITTED TO THE DIRECTORS (EXCLUDING FROM SUCH SUBMITTED APPLICATION THE ANNOTATIONS INCLUDED THEREIN EXPLAINING THE NATURE OF AND REASONS FOR THE VARIOUS CLAUSES);**

2. **ANY TWO OFFICERS OR ANY TWO DIRECTORS OF THE CORPORATION ARE AUTHORIZED AND DIRECTED TO DO, EXECUTE AND PERFORM ALL ACTS, DOCUMENTS AND INSTRUMENTS NECESSARY OR DESIRABLE TO GIVE FULL FORCE AND EFFECT TO THE FOREGOING, INCLUDING, WITHOUT LIMITATION, THE EXECUTION AND DELIVERY TO THE OFFICE OF PUBLIC GUARDIAN AND TRUSTEE AND THE MINISTRY OF GOVERNMENT AND CONSUMER SERVICES OF THE APPLICATION AND ALL OTHER REQUIRED DOCUMENTS; AND**

3. **THE PERSONS EXECUTING THE APPLICATION ARE AUTHORIZED AND DIRECTED TO MAKE SUCH TECHNICAL CHANGES IN THE APPLICATION AS MAY BE REQUIRED BY THE OFFICE OF THE PUBLIC GUARDIAN AND TRUSTEE AND/OR THE MINISTRY OF GOVERNMENT AND CONSUMER SERVICES, WITH NO FURTHER RE COURSE TO THE BOARD OF DIRECTORS OR MEMBERS TO APPROVE OR CONFIRM SUCH CHANGES, AND ANY SUCH AMENDMENTS MADE BY SUCH PERSONS SHALL BE CONCLUSIVE EVIDENCE OF THE NEED TO MAKE SUCH AMENDMENTS AND ARE HEREBY RATIFIED AND APPROVED.**
It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT
THE BOARD OF DIRECTORS FOR BAYCREST HOSPITAL (THE
“CORPORATION”) APPROVES THE FOLLOWING. SUBJECT TO
CONFIRMATION BY THE MEMBERS:

1. THE CORPORATION IS HEREBY AUTHORIZED TO SUBMIT AN
APPLICATION FOR SUPPLEMENTARY LETTERS PATENT (THE
“APPLICATION”) IN THE FORM OF THE APPLICATION SUBMITTED TO
THE DIRECTORS (EXCLUDING FROM SUCH SUBMITTED APPLICATION
THE ANNOTATIONS INCLUDED THEREIN EXPLAINING THE NATURE
OF AND REASONS FOR THE VARIOUS CLAUSES);

2. ANY TWO OFFICERS OR ANY TWO DIRECTORS OF THE
CORPORATION ARE AUTHORIZED AND DIRECTED TO DO, EXECUTE
AND PERFORM ALL ACTS, DOCUMENTS AND INSTRUMENTS
NECESSARY OR DESIRABLE TO GIVE FULL FORCE AND EFFECT TO
THE FOREGOING, INCLUDING, WITHOUT LIMITATION, THE
EXECUTION AND DELIVERY TO THE OFFICE OF PUBLIC GUARDIAN
AND TRUSTEE AND THE MINISTRY OF GOVERNMENT AND CONSUMER
SERVICES OF THE APPLICATION AND ALL OTHER REQUIRED
DOCUMENTS; AND

3. THE PERSONS EXECUTING THE APPLICATION ARE AUTHORIZED AND
DIRECTED TO MAKE SUCH TECHNICAL CHANGES IN THE
APPLICATION AS MAY BE REQUIRED BY THE OFFICE OF THE PUBLIC
GUARDIAN AND TRUSTEE AND/OR THE MINISTRY OF GOVERNMENT
AND CONSUMER SERVICES, WITH NO FURTHER RECURSE TO THE
BOARD OF DIRECTORS OR MEMBERS TO APPROVE OR CONFIRM
SUCH CHANGES, AND ANY SUCH AMENDMENTS MADE BY SUCH
PERSONS SHALL BE CONCLUSIVE EVIDENCE OF THE NEED TO MAKE
SUCH AMENDMENTS AND ARE HEREBY RATIFIED AND APPROVED.

b. Board Membership and Terms 2017/18

The Committee recommended that the following current Board Members remain on the Board as continuing
appointments for the balance of their term: Jane Barratt, Barry Cracower, Murali Doraiswamy, Neil Fraser,
Paul Godfrey, Ellis Jacob, David Kassie, Robert C. Kay, and Brian Mirsky.

The Committee recommended that the following current Board Members be elected for three-year terms:
Jeffrey Blidner, Sara Diamond, Lili Shain, and Catharine Whiteside.

The Committee recommended that the following current Board Members be elected for one-year terms:
Ken Dryden, Len Fishman, and Jakov Zaidman. There will be one vacancy on the Board.

The ex officio Board Members were discussed and are listed below:

President, Medical Staff Association: Dr. Uri Wolf
Chair, Medical Advisory Committee: Dr. Gary Naglie
President and Chief Executive Officer: Dr. William Reichman
Chair, The Baycrest Centre Foundation: Laurence Goldstein
Representative, University of Toronto: Dr. Lynn Wilson
Chief Nursing Executive: Carol Anderson

The Committee agreed that no Honourary Directors would be proposed for this year.
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 SLATE OF DIRECTORS AND THEIR TERMS AND SUBMIT TO THE MEMBERSHIP FOR APPROVAL AT THE ANNUAL MEETING OF MEMBERS.

2.7 REPORT OF THE STRATEGIC PLANNING COMMITTEE

A report of the Strategic Planning Committee was provided for information in the meeting package and is attached to the master of the minutes.

There being no further business, the regular meeting adjourned at 5:55pm.

D. Kassie  
Chair, Board of Directors