

**MINUTES of a special 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 5:55pm**

**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

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**1. By-Law Amendments**

**I ARTICLE 11 BOARD OF DIRECTORS**

Article 11 of General By-Law No. 23 for Baycrest Centre for Geriatric Care addresses the Board of Directors, including Term of Office Restrictions. Amendments to Article 11.07(a) and 11.07(b) of Consolidated By-Law No. 23 for Baycrest Centre for Geriatric Care and the corresponding amendments to the By-Laws of The Jewish Home for the Aged (Article 11 of Consolidated By-Law No. 7); and The Baycrest Day Care Centre (Article 11 of Consolidated By-Law No. 6) as attached as Appendix 1 are proposed to extend the Term of Office Restriction to fifteen (15) years of consecutive service, from the current maximum of twelve (12) years.

**11.07 Term of Office Restrictions**

- (a) Subject to Article 11.07(b), no person may be elected a Director for more terms than will constitute ~~twelve (12)~~ fifteen (15) consecutive years of service; provided however, that following a break in the Director’s continuous service of at least one (1) year, the same person may be re-elected a Director.
- (b) If a Director is elected as Chair of the Board of Directors in his or her fourth term or in his or her ~~twelfth (12th)~~ fifteenth (15th) year, such Director shall be able to complete the three year term of office as Chair of the Board of Directors and an additional one year term as ex officio Director, being Past Chair of the Board of Directors.

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| <p><b><u>ACTION:</u></b> It was duly <b>MOVED</b>, regularly <b>SECONDED</b> and <b>unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE, THE BAYCREST DAY CARE CENTRE, AND THE JEWISH HOME FOR THE AGED APPROVE THE FOLLOWING BY-LAW AMENDMENTS TO ARTICLE 11.07 “TERM OF OFFICE RESTRICTIONS” (ATTACHED TO THE MASTER OF THE MINUTES):</b></p> <ul style="list-style-type: none"><li><b>1. FOR BAYCREST CENTRE FOR GERIATRIC CARE, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 23</b></li><li><b>2. FOR THE JEWISH HOME FOR THE AGED, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 7</b></li><li><b>3. FOR THE BAYCREST DAY CARE CENTRE, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 6</b></li></ul> |
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## II ARTICLE 12 MEETINGS OF THE BOARD OF DIRECTORS

Article 12 of General By-Law No. 23 for Baycrest Centre for Geriatric Care addresses meetings of the Board of Directors, including the frequency of meetings of the Board of Directors. Amendments to Article 12.01 of Consolidated By-Law No. 23 for Baycrest Centre for Geriatric Care and the corresponding amendments to the By-Laws of Baycrest Hospital (Article 12 of Consolidated By-Law no. 16); The Jewish Home for the Aged (Article 12 of Consolidated By-Law No. 7); and The Baycrest Day Care Centre (Article 12 of Consolidated By-Law No. 6) as attached as Appendix 2. The proposed amendments provide that the Boards of Directors must meet a minimum of four (4) times per year.

### 12.01 Frequency of Meetings

The Board of Directors shall meet at least ~~six (6)~~ four (4) times in a year and may hold such meetings on such days and at such times as the Board of Directors may from time to time determine.

**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 BY-LAW AMENDMENTS TO ARTICLE 12.01 “FREQUENCY OF MEETINGS” (ATTACHED TO THE MASTER OF THE MINUTES):

1. FOR BAYCREST CENTRE FOR GERIATRIC CARE, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 23
2. FOR BAYCREST HOSPITAL, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 16
3. FOR THE JEWISH HOME FOR THE AGED, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 7
4. FOR THE BAYCREST DAY CARE CENTRE, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 6

## III ARTICLE 13 OFFICERS

Article 13 of General By-Law No. 23 for Baycrest Centre for Geriatric Care addresses Officers of the Board of Directors, including term limits. Amendments to Article 13.04 of Consolidated By-Law No. 23 for Baycrest Centre for Geriatric Care and the corresponding amendments to the By-Laws of Baycrest Hospital (Article 13 of Consolidated By-Law no. 16); The Jewish Home for the Aged (Article 13 of Consolidated By-Law No. 7); and The Baycrest Day Care Centre (Article 13 of Consolidated By-Law No. 6) as attached as Appendix 3. The proposed amendments provide that the Boards of Directors may extend the term of an Officer beyond the set term limits by a majority vote.

### 13.04 Term of Office for Officers

- (a) Except as hereinafter provided, no person who has served as Chair of the Board of Directors, Vice-Chair of the Board of Directors, Secretary or Treasurer in the same office for three (3) successive years, from the date this by-law comes into full force and effect, shall be eligible for re-election or re-appointment to the same office until at least one term has elapsed during which such person has not held such office; provided that such person shall not be disqualified from being elected or appointed to a different office. The Board of Directors may extend the term of an Officer beyond the set term limits by a majority vote.

- (b) If any Officer's term of office is interrupted by illness, the Officer's term may be extended by the Board of Directors for a period equivalent to the period of absence from office due to such illness.

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| <b><u>ACTION:</u></b> | <p><b>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 BY-LAW AMENDMENTS TO ARTICLE 13.04 "TERM OF OFFICE FOR OFFICERS" (ATTACHED AS APPENDIX 3):</b></p> <ol style="list-style-type: none"><li><b>1. FOR BAYCREST CENTRE FOR GERIATRIC CARE, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 23</b></li><li><b>2. FOR BAYCREST HOSPITAL, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 16</b></li><li><b>3. FOR THE JEWISH HOME FOR THE AGED, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 7</b></li><li><b>4. FOR THE BAYCREST DAY CARE CENTRE, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 6</b></li></ol> |
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There being no further business, the special meeting adjourned at 6:00pm.

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D. Kassie  
Chair, Board of Directors

