

MINUTES of a special 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 Monday, September 23, 2013 at 6:00pm

PRESENT: Anderson, Carol; Barratt, Jane; Godfrey, Paul; Goldstein, Laurence; Katz, Paul; Kay, Jack; Kay, Robert; Reichman, William; Shapiro, Marla; Sinervo, Pekka; Zaidman, Jacov

REGRETS: Banks, Jordan; Blidner, Jeffrey; Chow, Tiffany; Diamond, Sara; Foster, Garry; Jacob, Ellis; Koo, Manfred; Mirsky, Brian; Nelson, Sioban; Shain, Lili; Soloninka, John; Whiteside, Catharine

GUESTS: Kent, Joni; Toppings, Marc

1. WELCOME AND CONFLICT OF INTEREST DECLARATION

Mr. P. Godfrey, Vice Chair, welcomed Board members to the teleconference. There were no conflicts of interest declared. Mr. Godfrey advised that Messrs. J. Blidner and G. Foster elected to not join the teleconference based on the subject matter of this teleconference. Mr. Godfrey was asked to serve as Chair.

2. REPORT OF THE GOVERNANCE COMMITTEE

Mr. Godfrey gave the Report of the Governance Committee. The Governance Committee met by teleconference on September 18, 2013. A copy of the report in its entirety is attached to the master of the minutes.

2.1 Replacement for G. Foster, Chair of Baycrest Board

Mr. Godfrey advised Board members that Mr. Foster has resigned as a Board member and as Chair of the Baycrest Board as a result of his willingness to assume the role of Interim President of the Baycrest Foundation. The Governance Committee, during its teleconference of September 18, 2013, reviewed potential replacements for the role of Chair and, after a full discussion, the Committee recommends that Mr. J. Blidner, currently a member of the Baycrest Board, replace Mr. Foster until the adjournment of the next Annual General Meeting or until such appointment is amended or repealed by the Directors. Mr. Foster's resignation was accepted with sincere appreciation for his service.

<u>ACTION:</u>	It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS OF BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE JEWISH HOME FOR THE AGED AND THE BAYCREST DAY CARE CENTRE HEREBY ACCEPTS MR. G. FOSTER'S RESIGNATION EFFECTIVE SEPTEMBER 23, 2013.
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<u>ACTION:</u>	It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS OF BAYCREST CENTRE FOR GERIATRIC CARE, BAYCREST HOSPITAL, THE JEWISH HOME FOR THE AGED AND THE BAYCREST DAY CARE CENTRE HEREBY APPOINTS MR. J. BLIDNER AS THE INTERIM CHAIR OF THE BOARDS EFFECTIVE SEPTEMBER 23, 2013, TO SERVE IN SUCH OFFICE FOR AN APPROXIMATE SIX MONTH PERIOD, UNTIL THE ADJOURNMENT OF THE NEXT ANNUAL GENERAL MEETING OR UNTIL SUCH APPOINTMENT IS AMENDED OR REPEALED BY DIRECTORS.
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3. CONCLUSION

There being no further business, the regular meeting adjourned at 6:05pm.

J. Blidner

Chair, Board of Directors

Reviewed by P. Godfrey, Vice Chair, Baycrest Board