M I N U T E S 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, September 30, 2015 at 7:30am

PRESENT: Anderson, Carol; Banks, Jordan; Blidner, Jeffrey; Cracower, Barry; Diamond, Sara (by teleconference); Dryden, Ken; Fishman, Len (by teleconference); Goldstein, Laurence; Jacob, Ellis; Kassie, David; Kay, Robert (by teleconference); Mirsky, Brian; Reichman, William; Shain, Lili; Soloninka, John; Whiteside, Catharine; Yaffe, Phyllis (by teleconference); Zaidman, Jakov (by teleconference)

REGRETS: Barratt, Jane; Fraser, Neil; Godfrey, Paul; Hart, Michelle; Madan, Robert

GUESTS: Fernandes, Dominic (Item 1.5); Foster, Garry; Jackson, Linda; Kent, Joni; Mackie, Brian; Novak, Jordana (Item 1.6); Riesenbach, Ron

PART 1 – STANDING REGULAR MATTERS

1.1 INTRODUCTION – NEW BOARD MEMBERS

Mr. D. Kassie introduced new Board member Mr. K. Dryden to the Board. Mr. Kassie informed the Board that Mr. N. Fraser, also a new Board member, was unable to attend today’s meeting due to a death in the family.

1.2 CHAIR’S REMARKS, CONFLICT OF INTEREST DECLARATION

Mr. Kassie welcomed all Board members to the meeting. No conflicts of interest were declared.

1.3 APPROVAL OF MINUTES

The minutes of the Board meetings held June 23, 2015, including the Annual Meeting of Members, were approved. A copy of the material is on file with the master of the 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 APPROVES THE MINUTES OF THE MEETINGS HELD JUNE 23, 2015, INCLUDING THE ANNUAL MEETING OF MEMBERS.

1.4 BUSINESS ARISING

There was no business arising from the previous minutes.

1.5 REPORT OF PRESIDENT AND CEO

Dr. W. Reichman, President and CEO, gave a report to the Board. A copy of the report in its entirety is attached to the master of the minutes.
Dr. Reichman informed the Board that we continue to take pride in recent events at Baycrest, including the Accreditation Canada survey, and the sizeable investment by both the Federal and Provincial governments in the new Canadian Centre for Aging and Brain Health Innovation.

Dr. Reichman also discussed infrastructure needs across the campus and the difficult challenges we face in the 2016/17 budget preparation.

Dr. Reichman advised that the external Rotman Research Institute Review will take place October 13 to 15, 2015. Board members will be invited to participate in interviews with the Review team either in person or by teleconference. Results from the Review will first be reviewed by the Board's Research Advisory Committee, before coming forward to the Board at its December 10, 2015 meeting.

The 2014/15 Employee Engagement Survey results were discussed briefly, as well as whether there is a relationship between employee engagement scores and client satisfaction scores.

h. **2014/15 Q4 Scorecards**

Dr. Reichman invited Ms. J. Kent, Vice President, Corporate Services & Chief Human Resources Officer, along with Mr. D. Fernandes, Director, Strategy & Corporate Performance, to present year-end results for the fiscal year ending March 31, 2015 and to communicate ongoing efforts to enhance reporting in fiscal 2015/16. During discussions, client experience was discussed, including whether Baycrest had a singular rallying and organization-wide overall performance indicator. It was agreed that this would be a great Board and Management discussion at a future meeting.

i. **Canadian Centre for Aging and Brain Health Innovation (CC-ABHI)**

Dr. Reichman invited Mr. R. Riesenbach, Vice President, Innovation and Chief Technology Officer, to update the Board on the current status, activities and plans for the launch of the Canadian Centre for Aging and Brain Health Innovation (CC-ABHI).

### 1.6 REPORT OF THE BAYCREST FOUNDATION

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

Mr. Foster invited the Foundation's Jordana Novak, Director, Events, to update the Board on activities relating to "The Brain Project". Following the presentation, it was agreed the Board's Public Awareness and Branding Committee, co-chaired by Baycrest Board member Mr. B. Mirsky, should review Baycrest's overall branding and promotional activities and how they relate to this project.

### 1.7 REPORT OF THE CLINICAL STRATEGY, QUALITY AND SAFETY COMMITTEE

Ms. Anderson presented the report of the Clinical Strategy, Quality and Safety Committee on behalf of Mr. R. C. Kay, as Mr. Kay was participating by teleconference. A copy of the report in its entirety is attached to the master of the minutes.

Ms. Anderson also presented the 2014/15 Year End Quality/Risk Report, which is attached to the master of the minutes. Discussion followed relating to whether Baycrest effectively communicates successes such as Baycrest's recent Accreditation Canada visit. It was reiterated that the marketing and communications areas should be reviewed by the Public Awareness and Branding Committee, with Dr. Reichman and Mr. Foster. Following the review, this topic will be discussed at a future Board meeting.
PART 2 – STANDING QUARTERLY MATTERS

2.1 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.

a. Infrastructure Financing

The Infrastructure Renewal Plan was discussed. The Committee recommended that the immediate infrastructure needs of $1M for 2015/16 be financed through Baycrest's operating line of credit with 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 APPROVES THE USE OF BAYCREST’S TERM LOAN OR OPERATING LINE OF CREDIT WITH NATIONAL BANK TO FINANCE THE IMMEDIATE $1 MILLION OF INFRASTRUCTURE NEEDS IDENTIFIED.

b. Banking, By-Laws and Authorizations

The Finance and Audit Committee has reviewed and is recommending for approval by the Governance Committee amendments to the borrowing by-laws and to the Borrowing Policy, as well as amendments to the Cheque Signing Authority Policy. When approved by the Governance Committee, these changes will be reviewed for approval by the Board at a future Special Meeting.

c. Financial/CC-ABHI Update

Ms. Shain invited Mr. B. Mackie, Vice President, Finance and Chief Financial Officer, to give a brief financial update to the Board. Mr. Mackie reviewed pressures on the Baycrest Operational Budget and implications for 2016/17.

d. Two Neptune Update

Ms. Shain gave a brief update on the buy-back of life lease units at Two Neptune.

e. Johnson Controls Update

Ms. Shain updated the Board on the status of management’s progress concerning the Johnson Controls (JCI) lien settlement. This matter will be brought to the Board for approval at a future meeting.

f. Booth Centennial

Ms. Shain reported that Baycrest is a member and co-owner of Booth Centennial, a not-for-profit organization that delivers linen, laundry and surgical supply solutions to its members and other customers. The board of Booth Centennial has commenced a process to either undertake the sale of the organization or implement a seven point management plan to strengthen the organization within its current structure. A formal proposal is expected to be brought forward to members later in the calendar year, at which time a member vote in excess of 75 percent would be required to approve a sale.
g. **Internal Financial Statements**

A copy of the internal financial statements were provided and are attached to the master of the minutes.

2.2 **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.

a. **Cogniciti Update and Investment Strategy**

Mr. Jacob informed the Board that Cogniciti's current funding is sufficient for the remainder of the calendar year. Future new investment was tabled until early 2016.

b. **CC-ABHI Update**

Mr. Riesenbach presented a CC-ABHI update to the Commercialization Committee at its September 24th meeting. A similar presentation was given to the Board by Mr. Riesenbach at today's meeting.

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

This update was provided in-camera during the Commercialization Committee meeting held September 24, 2015. The Board was provided with a BGS financial update that is attached to the master of the minutes. Mr. Jacob reported that China development activities and expenditures would be pulled back and Baycrest will work with BGS Chair Mr. A. Melman on next steps.

d. **Campus Redevelopment Committee Report**

Mr. Jacob updated the Board on the status of the Residential Market Study. In addition, he advised that a new campus Master Plan is being launched. The Commercialization Committee agreed there is a market opportunity to pursue new Memory Care services of up to 40 units on the Baycrest campus. This opportunity is being evaluated in further detail.

There being no further business, the meeting adjourned at 9:00am.

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D. Kassie  
Chair, Board of Directors