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, October 29, 2015 at 9:00am

PRESENT: Anderson, Carol; Blidner, Jeffrey (by teleconference); Cracower, Barry; Diamond, Sara; Dryden, Ken; Fraser, Neil; Godfrey, Paul; Goldstein, Laurence; Hart, Michelle (by teleconference); Kassie, David; Kay, Robert; Madan, Robert (by teleconference); Reichman, William; Yaffe, Phyllis; Zaidman, Jakov (by teleconference)

REGRETS: Banks, Jordan; Barratt, Jane; Fishman, Len; Jacob, Ellis; Mirsky, Brian; Shain, Lili; Soloninka, John; Whiteside, Catharine

GUESTS: Foster, Garry (by teleconference); Conn, David; Jackson, Linda; Kent, Joni; Kerr, Shawn (Item 1.5); Mackie, Brian; Muskat, Cyrelle (Item 1.2); Shin, Anne Marie (Item 1.2); 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 also introduced new Board member Mr. Neil Fraser. No conflicts of interest were declared.

1.2 SPECIAL PRESENTATION – CLINICAL EXCELLENCE AT BAYCREST

Mr. Kassie invited Ms. C. Anderson, Vice-President, Clinical Programs & Chief Nursing Executive, to give a presentation entitled Clinical Excellence at Baycrest: Leading Practices and Beyond. Ms. Anderson was joined by Ms. C. Muskat, Manager, Quality and Accreditation, and Ms. A. Shin, Executive Director of Nursing, Quality and Safety.

The Board was provided with a snapshot of activities across Baycrest to drive clinical excellence. Included in the discussion were Baycrest’s six Leading Practices awarded by Accreditation Canada, our RNAO Best Practice Spotlight Organization Program designation, and additional clinical initiatives planned and underway to drive clinical excellence. It was agreed that Baycrest should continue to seek opportunities for leadership as either an early best care practice adopter or innovator.

1.3 APPROVAL OF MINUTES

The minutes of the Board meeting held September 30, 2015 were approved. A copy of the material is on file with the master of the minutes.

1.4 BUSINESS ARISING

There were two items to review from the previous minutes.

During the September 30, 2015 meeting, 2014/15 Q4 Scorecards were discussed. Specifically, there was discussion on whether Baycrest had a singular rallying and organization-wide overall performance indicator. Dr. W. Reichman, President and CEO, updated the Board on Executive Team discussions to date relating to two key performance indicators (KPIs) which the organization could rally around – first, a reliable client-focused outcome of quality of life versus satisfaction, and second, a valid and reliable staff-focused indicator for engagement.

In addition, at the September 30, 2015 meeting, Baycrest's Marketing and Communications area was discussed. Dr. Reichman advised that this follow-up item would be addressed during the next Report of the Public Awareness and Branding Committee.

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 introduced Ms. Rhonda Yarin, Baycrest's new Executive Director, Legal Affairs and General Counsel.

Dr. Reichman invited Mr. Shawn Kerr, Director, Stakeholder Relations and Special Projects, to give the Board an update on both Provincial and Federal Government Relations.

1.6 REPORT OF THE BAYCREST FOUNDATION

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

1.7 REPORT OF THE MEDICAL ADVISORY COMMITTEE

Dr. R. Madan presented the report of the Medical Advisory Committee by teleconference. A copy of the report in its entirety is attached to the master of the minutes.

Changes in Appointment Status to the Baycrest Medical Staff

Dr. Madan reported that there was a request submitted to the Medical Advisory Committee for a change in appointment category for Medical Staff Privileges:

<table>
<thead>
<tr>
<th>ACTION:</th>
<th>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 CHANGE IN APPOINTMENT CATEGORY FOR MEDICAL STAFF PRIVILEGES:</th>
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<td>DR. DAPHNA GROSSMAN: CONSULTING MEDICAL STAFF PRIVILEGES from ACTIVE MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF FAMILY MEDICINE effective November 1, 2015</td>
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Appointment to the Baycrest Medical Staff

Dr. Madan also reported that there was a request submitted to the Medical Advisory Committee for 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 APPROVES THE FOLLOWING APPLICATION FOR APPOINTMENT TO THE MEDICAL STAFF:

**DR. TAMMY BACH:** ACTIVE MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF FAMILY AND COMMUNITY MEDICINE effective immediately

1.8 REPORT OF THE CLINICAL STRATEGY, QUALITY AND SAFETY COMMITTEE

Mr. R. C. Kay presented the 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.

Mr. Kay invited Ms. Anderson to present the Q1 2015/16 Quality/Risk Report. A copy of the report is attached to the master of the minutes.

1.9 REPORT OF THE FINANCE AND AUDIT COMMITTEE

Mr. B. Mackie, Vice-President, Finance and Chief Financial Officer gave a report of the Finance and Audit Committee on behalf of Ms. L. Shain, who was unable to attend the meeting. A copy of the report in its entirety is attached to the master of the minutes.

a. BHC (Kimel) Entryway Project

The Brain Health Centre (BHC) building entryway project was discussed. Baycrest is planning to redevelop the entryway to make it more welcoming to clients and families. The scope of the project includes the entry vestibule, elevator lobby, and the atrium adjoining the lobby. In addition, there will be cosmetic parging of the exterior canopy to ensure coherent aesthetics. Upon completion of the project, the building will be renamed the Kimel Family Building. This project has been fully funded by a Kimel family donation.

Board approval is required prior to submission to the Ministry of Health and Long-Term Care (MOHLTC) requesting permission for the project to start and to award the vendor contract. The architect has recommended the contract be awarded to the lowest bidder, New Gen Construction Corporation for a total project cost of $2,080,002.

**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 AWARDING OF THE BHC (KIMEL) ENTRYWAY PROJECT CONSTRUCTION CONTRACT TO NEW GEN CONSTRUCTION CORPORATION.
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 A TOTAL PROJECT BUDGET OF $2,080,002 FOR THE BHC (KIMEL) ENTRYWAY PROJECT.

PART 2 – STANDING QUARTERLY MATTERS

2.1 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.

Terms of Reference and Membership to Committees

i. Terms of Reference

The Committee recommended for approval the draft Terms of Reference for the Public Awareness and Branding Committee.

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 TERMS OF REFERENCE FOR THE PUBLIC AWARENESS AND BRANDING COMMITTEE.

ii. Membership

The Committee recommended Steven Matyas and Brian Mirsky as the Co-Chairs of the Public Awareness and Branding Committee. The Committee also recommended Chris Hodgson, Mitch Joel, Bill Moir and Phyllis Yaffe as members of the Public Awareness and Branding Committee.

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 THAT BRIAN MIRSKY AND STEVEN MATYAS BE CO-CHAIRS AND CHRIS HODGSON, MITCH JOEL, BILL MOIR AND PHYLLIS YAFFE BE MEMBERS OF THE PUBLIC AWARENESS AND BRANDING COMMITTEE.

The Committee recommended Barry Yontef as a member of the Finance and Audit Committee.

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 THAT BARRY YONTEF BE A MEMBER OF THE FINANCE AND AUDIT COMMITTEE.
The Committee recommended Maureen Quigley as a member of the Clinical Strategy, Quality and Safety Committee.

**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 THAT MAUREEN QUIGLEY BE A MEMBER OF THE CLINICAL STRATEGY, QUALITY AND SAFETY COMMITTEE.

**By-Law Amendments**

At the September 30, 2015 Boards of Directors meeting, the Finance and Audit Committee recommended that amendments to the borrowing powers by-law be reviewed by the Governance Committee for approval by the Boards at a future Special Meeting.

Under the By-Laws as currently constructed, management cannot effectively use its Revolving Credit Facilities or enter into interest minimization strategies such as Bankers’ Acceptances and interest rate swaps without the frequent re-approval of the Boards of Directors or its delegates.

The Governance Committee discussed and agreed to bring a motion to the Boards of Directors to approve the following amendments to Article 23.02 of Consolidated By-Law No. 23 for Baycrest Centre for Geriatric Care and the corresponding amendments to the By-Laws of Baycrest Hospital (Article 24 of Consolidated By-Law No. 16); The Jewish Home for the Aged (Article 23 of Consolidated By-Law No. 7); and The Baycrest Day Care Centre (Article 23 of Consolidated By-Law No. 6). The proposed amendments provide that the Boards of Directors can delegate to anyone identified in a Boards-approved policy.

Mr. Kassie informed the Board that the motion would be submitted for approval again at a Special Meeting of the Boards of Directors as required by the By-Laws immediately following today's regular meeting.

**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:

1. FOR BAYCREST CENTRE FOR GERIATRIC CARE, BY-LAW NO. 9 – 2015 AMENDING GENERAL BY-LAW NO. 23
2. FOR THE BAYCREST DAY CARE CENTRE, BY-LAW NO. 9 – 2015 AMENDING GENERAL BY-LAW NO. 6
3. FOR THE BAYCREST HOSPITAL, BY-LAW NO. 9 – 2015 AMENDING GENERAL BY-LAW NO. 16
4. FOR THE JEWISH HOME FOR THE AGED, BY-LAW NO. 9 – 2015 AMENDING GENERAL BY-LAW NO. 7
b. **Board Policy Updates**

The Governance Committee discussed the Borrowing Policy and Cheque Signing Authority Policy of the Boards of Directors. Updates to these policies were recommended by the Finance and Audit Committee. The current signing authorization that was approved by the Boards of Directors in December 2014 has not been updated in the Cheque Signing Authority Policy of the Boards of Directors. It was recommended that these changes be included in the Cheque Signing Authority Policy, as well as additional changes to update the designated officers, allowing the Deputy Chief Financial Officer to be a signatory on payments less than $10,000, and including a clause allowing the Deputy Chief Financial Officer to be the administrator for all bank accounts. The Governance Committee recommended the Boards approve an amended Borrowing Policy with corresponding updates to the Board Policies – Definitions, and an amended Cheque Signing Authority Policy.

**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 AMENDED BORROWING POLICY AND CHEQUE SIGNING AUTHORITY POLICY.

c. **Consent to the Execution of Documents**

The Board of The Jewish Home for the Aged (JHA Board) is the sole shareholder of Baycrest Residential Properties Inc. (BRPI).

It has come to the attention of the Governance Committee that Baycrest does not have a policy pertaining to the execution of ordinary course (non-material) resolutions and other instruments pertaining to subsidiaries. Baycrest's Contract Approval and Management Policy and the Cheques and Expenses Policy are quite extensive, but do not encompass the execution of these types of documents. The JHA Board was requested to approve the following documents:

- Consent of the sole shareholder in respect of the exemption regarding appointment of the auditor
- The resolution of the sole shareholder in respect of the election of directors
- The acknowledgement of the sole shareholder in respect of receiving a copy of the financial statements of BRPI.

**ACTION:**  It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR THE JEWISH HOME FOR THE AGED (THE "JHA") APPROVE THE EXECUTION OF THE FOLLOWING:

1. CONSENT OF THE SOLE SHAREHOLDER OF BAYCREST RESIDENTIAL PROPERTIES INC. IN RESPECT OF THE EXEMPTION REGARDING THE APPOINTMENT OF THE AUDITOR;
2. RESOLUTIONS OF THE SOLE SHAREHOLDER OF BAYCREST RESIDENTIAL PROPERTIES INC. IN RESPECT OF THE ELECTION OF DIRECTORS; AND
3. THE ACKNOWLEDGEMENT OF THE SOLE SHAREHOLDER IN RESPECT OF RECEIVING A COPY OF THE FINANCIAL STATEMENTS OF BAYCREST RESIDENTIAL PROPERTIES INC.

THE BOARD OF DIRECTORS OF THE JHA AUTHORIZES ANY OFFICER OR DIRECTOR OF THE JHA TO EVIDENCE SUCH APPROVAL BY EXECUTING THE DOCUMENTS AND DELIVERING SUCH DOCUMENTS TO BAYCREST RESIDENTIAL PROPERTIES INC.
2.2 REPORT OF THE FISCAL ADVISORY COMMITTEE

Dr. Reichman gave a brief report of the Fiscal Advisory Committee. A copy of the report in its entirety is attached to the master of the minutes.

2.3 REPORT OF THE PUBLIC AWARENESS AND BRANDING COMMITTEE

Dr. Reichman gave a report of the Public Awareness and Branding Committee on behalf of Mr. B. Mirsky who was unable to attend today's meeting. A copy of the report in its entirety is attached to the master of the minutes.

Opportunities to enhance Baycrest marketing efforts were discussed at length through a review of the present organizational structure and associated activities. Mr. Foster and Dr. Reichman will work together with Co-Chairs of the Committee to propose a reinvigorated approach going forward.

There being no further business, the meeting adjourned at 10:25am.

D. Kassie
Chair, Board of Directors