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 Tuesday, December 9, 2014 at 4:30pm

PRESENT:  Anderson, Carol; Banks, Jordan (by teleconference); Barratt, Jane; Blidner, Jeffrey; Cracower, Barry; Diamond, Sara; Fishman, Len; Hart, Michelle; Kassie, David; Katz, Paul; Kay, Jack; Kay, Robert; Koo, Manfred; Mirsky, Brian; Reichman, William; Shain Lili; Soloninka, John; Whiteside, Catharine; Yaffe, Phyllis; Zaidman, Jakov

REGRETS:  Jacob, Ellis; Godfrey, Paul; Goldstein, Laurence

GUESTS:  Conn, David; Jackson, Linda; Kent, Joni; Mackie, Brian; McIntosh, Randy; Riesenbach, Ron; Toppings, Marc

PART 1 – STANDING REGULAR MATTERS

1.1 REPORT OF THE GOVERNANCE COMMITTEE

New Board Member

Mr. J. Blidner, Board Chair and Chair of the Governance Committee, advised that the meeting would begin with the appointment of a new Board member to fill the remaining one-year term vacancy.

The Governance Committee recommended the appointment of Mr. B. Cracower to the Board.

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 BARRY CRACOWER AS A DIRECTOR EFFECTIVE IMMEDIATELY TO FILL THE REMAINING ONE-YEAR TERM VACANCY.

1.2 CHAIR’S REMARKS, CONFLICT OF INTEREST DECLARATION

Mr. Blidner welcomed Board members and invited Mr. Cracower to join the meeting. No conflicts of interest were declared.

1.3 APPROVAL OF MINUTES

The minutes of the Board meeting held October 14, 2014 were approved. A copy of the material is on file with the master of the minutes.


1.4 **BUSINESS ARISING**

**Stakeholder Engagement**

Mr. Blidner referred to Item 1.2 from the October 14, 2014 minutes regarding Stakeholder Engagement. It had been agreed following Mr. S. Kerr's presentation at the October 14, 2014 meeting that a more detailed report on provincial and federal stakeholder relations would be prepared outlining various leadership and provincial and federal funding opportunities that Baycrest intends to pursue. This report will be reviewed at the Board's February 19, 2015 meeting.

1.5 **REPORT OF THE PRESIDENT AND CEO**

Dr. W. Reichman, President and Chief Executive Officer, gave a brief report to the Board. A copy of the report in its entirety is attached to the master of the minutes.

**Government/Stakeholder Relations**

Dr. Reichman briefly reviewed the Aging and Brain Health Innovation (ABHI) Centre funding proposal which was recently submitted to the Ministry of Research and Innovation. In addition, W. Reichman briefed the Board on his recent trip to Ottawa and meetings that were held with a number of federal officials. A follow-up Board teleconference will be scheduled within the next week to discuss this matter further.

1.6 **REPORT OF THE BAYCREST FOUNDATION**

The Board was provided with a written report of the Baycrest Foundation. Mr. G. Foster and Mr. L. Goldstein were both attending a Baycrest Foundation Board of Directors Meeting being held at the same time as this meeting. A copy of the report in its entirety is attached to the master of the minutes.

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 (CSQSC). He advised that the Board will now receive more detailed minutes of meetings of the CSQSC. The package for today's meeting includes the minutes of the CSQSC meetings held October 2, November 6, and November 18, 2014 and are attached to the master of these minutes.

1.8 **QUARTERLY QUALITY/RISK REPORT**

Ms. C. Anderson, Vice-President Clinical Programs and Chief Nursing Executive, was invited to present the Quarterly Quality/Risk Report.

At its September 16, 2014 meeting, Ms. Anderson presented Part I – Oversight and Monitoring of Quality at Baycrest and at its October 14, 2014 meeting, Part II – Effective Governance for Quality and Safety. Ms. Anderson again outlined for the Board the Accreditation Canada guidelines relating to the increasing accountability of the Board (the governing body), while the CSQSC is the Board's Quality Committee with respect to Baycrest's obligations under the Excellent Care for All Act (ECFAA).

Ms. Anderson reviewed with the Board the Quarterly Board Quality/Risk Report for Quarter 1 2014/15. A copy of the report is attached to the master of these minutes.
The information provided in the report reflects key quality performance information deemed to be most important to the Board. In addition, the CSQSC, the committee entrusted with quality performance monitoring, meets regularly and reviews detailed information provided by Baycrest's Quality Steering Committee.

Ms. Anderson reviewed Quarter 1 client safety incidents and quality improvement activities across the campus. In addition, the Robust Falls Prevention Program and the Pain Best Practice Initiative were discussed. The benefits of adjusted versus unadjusted data was reviewed. Mr. D. Kassie requested a copy of our five year trended performance data from the Canadian Institute for Health Information (CIHI).

Ms. Anderson invited feedback from Board members on the content and format of quality reporting so that she and her team are able to continuously improve information sharing to meet the Board's needs.

The efforts of Ms. Anderson and her staff were recognized by the Board.

1.9 SCORECARDS

Ms. Anderson, along with Ms. J. Kent, Vice-President, Strategy and Human Resources Officer, were invited to give a presentation on Scorecards and to briefly review the Quarter 1 2014/15 Scorecard.

Ms. Kent and Ms. Anderson were commended for the enormous amount of time and energy that has gone into this project and the Board is looking forward to reviewing the Scorecard in more detail at its next meeting in February 2015.

PART 2 – STANDING QUARTERLY MATTERS

2.1 REPORT OF THE RESEARCH ADVISORY COMMITTEE

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

In addition, in response to Board feedback, Mr. Soloninka gave a brief presentation outlining:

- trend in external research funding;
- benchmarking RRI funding vs. Ontario peers;
- alternative funding opportunities in play; and,
- Research strategy supporting Baycrest’s strategy.

Mr. Soloninka invited members to join sessions which will be held for the Board on a routine basis to provide a better understanding of research activities at Baycrest.

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.

Financial Update

It was agreed to delay the financial update as this would be presented later in the evening at the joint Foundation/Centre Board dinner meeting.
Ms. Shain briefly outlined ongoing discussions with the Baycrest Foundation regarding sustainability of the Foundation's unrestricted grant of $9.8M annually to the Centre’s operating and capital budgets. The Foundation's unrestricted reserve has been drawn down steadily over the last ten years to support the Centre’s operations. Foundation management reported to the Committee that without action, the Foundation reserve will be drawn down to zero by March 2015. The annual grant of $9.8M has never in the past been formally requested in advance. A request is normally made at the end of the year for an operating grant for the year that has passed. It was agreed by the Committee that a formal request should be made at this time by the Board of the Centre to the Board of the Foundation, both for the 2014-15 $9.8M grant and another for the $9.8M grant for 2015-16.

**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 REQUEST OF AN OPERATING GRANT OF $9.8M FOR THE 2014-15 YEAR AND ANOTHER $9.8M FOR THE YEAR COMMENCING 2015-16 FROM THE BAYCREST FOUNDATION.

**Update of Banking Related Authorization**

Ms. Shain informed the Board that two resolutions are required to update banking documentation. Both resolutions have been reviewed by the Committee and were recommended for approval by the Board.

First, Baycrest account payees for non-manual signature of instruments were reviewed.

**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 REVISION TO THE LIST OF DESIGNATED “BAYCREST ACCOUNT” PAYEES APPROVED FOR NON-MANUAL SIGNATURE AS FOLLOWS:

(a) Up to and including amounts of $10,000.
(b) Up to and including amounts of $1,000,000 designated for “Baycrest Account” to the following payees for regular recurring payments:

(i) **Payroll Remittances:**
- Coughlin & Associates
- Healthcare of Ontario Pension Plan (HOOPP)
- Minister of Finance
- Ontario Nursing Association
- Receiver General of Canada
- SEIU Local 204
- Workers Safety Insurance Board

(ii) **Facility Utilities:**
- City of Toronto – Water Bills
- ECNG
- Toronto Hydro

(iii) **Telecommunications:**
- Bell Canada
- Bell Mobility Paging
- Telus
Second, signing authorization for cheques and financial instruments were reviewed. Mr. R. Kay recommended that the wording be revised slightly from the resolution presented, replacing "will be" and "may be" with "shall be".

**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 REVISIONS TO THE SIGNING AUTHORIZATION WITH RESPECT TO CHEQUES AND FINANCIAL INSTRUMENTS:

1. Cheques up to and including $10,000 by mechanical signature. For financial instruments up to and including $10,000, the signatories shall be the Vice-President, Finance and Chief Financial Officer (or another Vice-President in his/her absence) 
   together with any one of the Vice-Presidents or any Designated Officer

2. Cheques or financial instruments from $10,001 to $200,000 shall be signed by the Vice-President, Finance and Chief Financial Officer (or another Vice-President in his/her absence) 
   together with any one of the Vice-Presidents or any Designated Officer

3. Cheques or financial instruments from $200,001 up to and including $500,000 shall be signed by the Vice-President, Finance and Chief Financial Officer (or another Vice-President in his/her absence) 
   together with any Designated Officer

4. Cheques or financial instruments over $500,000, or any value, shall be signed by any two Designated Officers

Financial Instruments will include payments made through Electronic Funds Transfer.

The Designated Officers for the purposes of this resolution are as follows:

- The Chair, Board of Directors
- The President and Chief Executive Officer
- The Treasurer
- The Secretary

There being no further business, the meeting adjourned at 5:40pm.