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 Thursday, February 19, 2015 at 7:30am

PRESENT: Anderson, Carol; Banks, Jordan; Barratt, Jane (by teleconference); Blidner, Jeffrey; Diamond, Sara; Fishman, Len (by teleconference); Godfrey, Paul (by teleconference); Goldstein, Laurence (by teleconference); Kassie, David (by teleconference); Kay, Robert (by teleconference); Koo, Manfred; Reichman, William; Shain, Lili; Soloninka, John; Yaffe, Phyllis (by teleconference); Zaidman, Jakov

REGRETS: Cracower, Barry; Hart, Michelle; Jacob, Ellis; Katz, Paul; Kay, Jack; Mirsky, Brian; Whiteside, Catharine

GUESTS: Conn, David; Foster, Garry (by teleconference); Jackson, Linda; Kent, Joni; Mackie, Brian; Riesenbach, Ron; Toppings, Marc

PART 1 – STANDING REGULAR MATTERS

1.1 CHAIR'S REMARKS, CONFLICT OF INTEREST DECLARATION

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

1.2 APPROVAL OF MINUTES

The minutes of the Board meeting held December 9, 2014 and the teleconference held December 23, 2014 were approved. A copy of the material is on file with the master of the minutes.


1.3 BUSINESS ARISING

a. Stakeholder Relations Strategy

As agreed at the October 14, 2014 meeting, Mr. S. Kerr, Director, Stakeholder Relations and Special Projects, gave the Board an update relating to provincial and federal funding opportunities.

Mr. Kerr summarized the current environment and funding. He also outlined the efforts being undertaken to strengthen current stakeholder relationships and the need to develop new ones. Mr. Kerr summarized Baycrest's funding results to date and outlined a future stakeholder strategy and approach.
b. **Quarterly Quality/Risk Report**

Mr. Blidner referred to Item 1.8 from the December 9, 2014 minutes regarding the Quarterly Quality/Risk Report and the request made by Board member Mr. D. Kassie to Ms. Carol Anderson, Vice-President Clinical Programs and Chief Nursing Executive, to provide him with Baycrest's five year trended performance data from the Canadian Institute for Health Information (CIHI). Ms. Anderson and Mr. Kassie confirmed that this information was in fact provided. Mr. Blidner asked Ms. P. Freeman to forward this data to the full Board as requested by Mr. M. Koo.

1.4 **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.

a. **Commercialization Activities**

Dr. Reichman focused his report on recent activities at Cogniciti and Baycrest Global Solutions (BGS).

Dr. Reichman informed the Board that the Report of the Commercialization Committee included a motion recommending the Board approve an additional investment of $58,000 in Cogniciti for the remaining quarter, with continued operations contingent upon satisfactory quarterly progress reporting. It was agreed to approve the motion during this part of the 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 APPROVES THE ADDITIONAL INVESTMENT OF $58,000 IN COGNICITI.

b. **Staff News**

Dr. Reichmana and Mr. Blidner wished Dr. P. Katz, Vice-President, Medical Services & Chief of Staff, and Mr. M. Toppings, Director, Legal Service & General Counsel well as they both move on to other organizations. Dr. Katz will become Chair of the Department of Geriatrics in the College of Medicine at Florida State University and Mr. Toppings will assume the role of Director, Legal Services & General Counsel for the Mount Sinai Health System.

c. **Statutory Compliance**

Dr. Reichman and Ms. J. Kent, Vice-President, Corporate Services & Chief Human Resources Officer, informed the Board that the Report on Statutory Compliance from April 1, 2014 to December 31, 2014 attached to the Report of the President and CEO will need to be amended as it relates to the Fire Protection and Prevention Act, 1997 and new information that has recently come to light.
1.5 REPORT OF THE BAYCREST FOUNDATION

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

1.6 REPORT OF THE MEDICAL ADVISORY COMMITTEE

Dr. D. Conn gave a report of the Medical Advisory Committee on behalf of Dr. P. Katz. A copy of the report in its entirety is attached to the master of the minutes.

Dr. Conn reported that there were two requests submitted 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 ACCEPT THE APPLICATIONS FOR MEDICAL STAFF PRIVILEGES AS LISTED BELOW effective immediately:

- DR. CATALINA LOPEZ DE LARA: ACTIVE MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF PSYCHIATRY effective immediately.

- DR. ANITA MADAN: CONSULTING MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF MEDICINE effective immediately.

1.7 REPORT OF THE CLINICAL STRATEGY, QUALITY AND SAFETY COMMITTEE

Mr. J. Zaidman gave a report of the Clinical Strategy, Quality and Safety Committee (CSQSC) on behalf of Mr. R. Kay who was participating via teleconference. Minutes from recent meetings of this Committee held December 4, 2014 and January 7, 2015 are attached to the master of these minutes.

1.8 Q2 2014/15 QUALITY/RISK REPORT

Ms. C. Anderson, Vice President, Clinical Programs and Chief Nursing Executive, reviewed the Quarterly Board Quality/Risk Report for Quarter 2 2014/15 with the Board. A copy of the report is attached to the master of these minutes.

Ms. Anderson circulated at the meeting a Clinical Quality and Utilization Master Indicator Reporting Matrix (2014-15). A soft copy will be sent to members following the meeting.

Ms. Anderson reviewed Quarter 2 falls, indicating that although Baycrest is below the provincial average, internal data suggests that performance has been trending in an adverse direction. As a result, a formal Quality Improvement Project has been initiated. Ms. Anderson will provide Ms. P. Freeman with the recent Falls Prevention presentation given to the CSQSC in December, 2014 to circulate to the Board. Falls and their prevention will be discussed in more detail at a future meeting of the Board.

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. **Audit Plan and Fees for 2014/15 Year End**

Ms. Shain advised that Ernst & Young's audit fees of $75,600 have not increased for the 2014/15 year end and were recommended by the Committee for approval by 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 THE AUDIT FEES FOR THE 2014/15 YEAR-END TOTALING $75,600. |

b. **Two Neptune Update**

Ms. Shain provided the Board with an update of the buy-back process for Two Neptune and progress to date. The Committee approved adding the units of occupants interested in a sale and rent back to those that may be purchased. The acquisition of further units beyond the pilot four was also approved on condition that a waiting list, significantly in excess of those being acquired, was in place. Currently, through word of mouth only, there are eight prospective external renters on the waiting list.

c. **Foundation Update**

Ms. Shain informed the Board that the Foundation Board has approved depleting the Board reserves, if necessary. It is expected that the 2014/15 unrestricted grant commitment of $9.8M can be met, but that other action will be required to cover part of the cost of a further grant of $9.8M in 2015/16.

d. **Financial Update and Contingency Options for 2015/16 Budget**

Ms. Shain summarized the Committee's discussions relating to budgetary scenarios for 2015/16 based on the status of philanthropic and governmental revenue streams, progress with commercialization, the 2015/16 Operating and Capital Budgets, and contingency planning.

Best, medium and worst case budgetary scenarios for 2015/16 were reviewed by the Committee. Given the strategic and practical issues in implementing downsizing in the worst case scenario, the Committee agreed that concentrating on the medium case scenario was the most appropriate approach, while asking for worst case scenario planning to also be addressed.

Contingency options were reviewed in detail by the Committee, however it was noted that none of the options presented were easy to accept, and certain options could have negative financial and strategic implications. The Committee felt that the primary area to focus on for contingency planning would be innovation costs, which are directly tied to provincial grant funding.

A cost/benefit analysis was requested by the Board relating to changing a percentage of rooms from private to semi-private in the Apotex to achieve improved financial performance.

It was agreed to delay any contingency plan decisions until the next regular Board meeting scheduled for April 14, 2015 once further information related to provincial and federal funding is known.
2.2 **REPORT OF THE EDUCATION ADVISORY COMMITTEE**

Due to a lack of time, Dr. J. Barratt gave a very brief report of the Education Advisory Committee by teleconference. A copy of the report in its entirety is attached to the master of the minutes.

Dr. Barratt noted in particular that there was a significant potential business and revenue generating opportunity with respect to expanding Baycrest’s educational services. The Committee is keen to support Dr. D. Conn and his team in exploring and confirming a business case around this opportunity.

2.3 **REPORT OF THE FISCAL ADVISORY COMMITTEE**

Due to limited time remaining on the agenda, Dr. Reichman did not give a verbal report of the Fiscal Advisory Committee. A copy of the report in its entirety is attached to the master of the minutes.

2.4 **REPORT OF THE GOVERNANCE COMMITTEE**

Again, due to limited time remaining on the agenda, Mr. Blidner was unable to give a full report of the Governance Committee. A copy of the report in its entirety is attached to the master of the minutes.

a. **Board Committee Membership**

The Committee recommended for approval new membership for the Clinical Strategy, Quality and Safety Committee; the Commercialization Committee; and the Education Advisory 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:

- CHERYL APPLEBY-JACKSON AS A MEMBER OF THE EDUCATION ADVISORY COMMITTEE;
- FREDERIC WAKS AS CHAIR OF THE CAMPUS REDEVELOPMENT COMMITTEE; AND,
- DAVID GREEN, ANTHONY MELMAN, HOWARD SOKOLOWSKI, AND MICHAEL USTER AS MEMBERS OF THE CAMPUS REDEVELOPMENT COMMITTEE.

b. **Updated Board Policies**

It was agreed that Board members would review the draft updated Board Policies included in the Board package and it was also agreed that this item would be brought forward for discussion and approval at the Board's next regular meeting.
c. **Updated Terms of Reference**

The draft updated Terms of Reference for the Finance and Audit Committee, the Management Resources and Compensation Committee, as well as the Commercialization Committee were approved as presented.

**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 UPDATED TERMS OF REFERENCE FOR THE FINANCE AND AUDIT COMMITTEE, THE MANAGEMENT RESOURCES AND COMPENSATION COMMITTEE, AND THE COMMERCIALIZATION COMMITTEE.

2.5 **REPORT OF THE COMMERCIALIZATION COMMITTEE**

This item was discussed and approval was received during the Report of the President and CEO (see Item 1.4 a).

2.6 **REPORT OF THE MANAGEMENT RESOURCES AND COMPENSATION COMMITTEE**

Due to limited time remaining on the agenda, Mr. Blidner did not give a verbal report of the Management Resources and Committee. A copy of the report in its entirety is attached to the master of the minutes.

2.7 **Q2 SCORECARDS**

Due to limited time remaining on the agenda, Q2 Scorecards were not reviewed. Q2 Scorecards were provided in the meeting package.

**PART 3 – SPECIAL MATTERS AND PRESENTATIONS**

3.1 **FACILITIES REVIEW**

Due to limited time remaining on the agenda, the Facilities Review was not presented. A copy of the presentation was distributed with the meeting package.

There being no further business, the meeting adjourned at 10:00am.

J. Blidner  
Chair, Board of Directors