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, January 28, 2016 at 9:30am

PRESENT:  Anderson, Carol; Blidner, Jeffrey; Fishman, Len; Godfrey, Paul; Kay, Robert; Madan, Robert; Mirsky, Brian; Reichman, William; Shain, Lili; Whiteside, Catherine

BY PHONE:  Banks, Jordan; Cracower, Barry; Diamond, Sara; Fraser, Neil; Goldstein, Laurence; Hart, Michelle; Jacob, Ellis; Zaidman, Jakov

REGRETS:  Barratt, Jane; Dryden, Ken; Kassie, David; Yaffe, Phyllis

GUESTS:  Foster, Garry (by phone); Conn, David; Kent, Joni; Mackie, Brian; McIntosh, Randy; Riesenbach, Ron; Yarin, Rhonda

PART 1 – STANDING REGULAR MATTERS

1.1 CHAIR’S REMARKS, CONFLICT OF INTEREST DECLARATION

Mr. P. Godfrey, Vice Chair, welcomed all Board members to the meeting. Mr. Godfrey informed members that he would serve as Acting Chair for today's meeting, as Mr. D. Kassie was unable to attend due to business travel. No conflicts of interest were declared.

1.2 APPROVAL OF MINUTES

The minutes of the meeting of the Boards of Directors held December 10, 2015 were approved. A copy of the material is on file with the master of the minutes.


1.3 BUSINESS ARISING

There was no business arising from the previous minutes.

1.4 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 Baycrest's 2016/17 Budget would be discussed during the Report of the Finance and Audit Committee.

Dr. Reichman invited Ms. J. Kent, Vice-President, Corporate Services and Chief Human Resources Officer to review the 2015/16 Q2 Corporate Performance Scorecard.
Ms. Kent informed the Board that management has reduced the number of key performance indicators (KPIs) from 26 to 21. Ms. Kent also referred to the Scorecard discussion at the Board's September meeting, and feedback that Baycrest have one or two indicators that staff would understand as an indicator of overall performance. This continues to be a work in progress.

Ms. C. Anderson, Executive Vice President, Clinical and Residential Programs & CNE joined to present the 2015/16 Q2 Quality/Risk Report. Ms. Anderson said she would send the Board more detailed analysis following the meeting.

Mr. R. Riesenbach, Vice-President, Innovation and Chief Technology Officer, provided the Board with an update on Baycrest's Canadian Centre for Aging and Brain Health Innovation (CC-ABHI). The structure of the governance model for CC-ABHI was also discussed and will be discussed further at a future meeting of the Commercialization Committee.

1.5 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 gave a brief financial update. Mr. Foster informed the Board that a detailed report of the Foundation's investment portfolio would be provided at the Board's March meeting.

An update was given on The Brain Project, with the launch of the public installation scheduled for June 1, 2016.

1.6 REPORT OF THE MEDICAL ADVISORY COMMITTEE

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

1.8 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 2015/16 Year End

The Committee approved the Audit Plan and associated fees and requested approval of the latter 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 APPROVE THE AUDIT FEES FOR THE 2015/16 YEAR-END TOTALLING $69,700.
b) **Budget Update**

Mr. B. Mackie, Vice-President, Finance and Chief Financial Officer, gave an update on the 2016/17 Budget preparation. Both the Foundation and Centre Boards Finance and Audit Committees will review and discuss before reporting to the Board at the March meeting.

c) **Working Funds/Revolving Line of Credit**

The Committee recommended an additional $1.768 million of debt be refinanced from the special revolving facility with National Bank by March 31, 2016.

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 ACCESSING $1.768 MILLION OF THE $15 MILLION FIVE-YEAR NATIONAL BANK REVOLVING LINE OF CREDIT FACILITY PRIOR TO MARCH 31, 2016.

e) **Johnson Controls (JCI) Update**

Dr. Reichman updated the Board on the status of management's progress concerning the Johnson Controls (JCI) lien settlement. This matter will be discussed further at the Board's March meeting.

**PART 2 – STANDING QUARTERLY MATTERS**

2.1 **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) **CC-ABHI Update**

A special three hour meeting of the Commercialization Committee has been scheduled for March 2, 2016, where a full presentation of the CC-ABHI business plan and proposed governance structure will be presented.

b) **Cogniciti Update and Investment Strategy**

The Committee was provided with an update on Cogniciti developments and a proposed investment strategy. Further follow-up and engagement is required by the Cogniciti Board.

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

BGS is currently in maintenance mode due to the current unstable financial situation in China and our lack of progress in securing contracts.

d) **Campus Redevelopment Committee**

An interim report of the Residential Market Study Update was reviewed by the Committee, with the final report expected by the end of February. This study relates to the renovation of the existing Terraces and Wagman buildings and construction of a new state-of-the-art 24 to 48 unit memory care building.
2.2 REPORT OF THE RESEARCH ADVISORY COMMITTEE

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

The Rotman Research Institute External Review Report was discussed by the Committee at its meeting in January. Mr. Fraser briefly reviewed some of the issues raised by the external reviewers, before going in-camera to discuss the matter further.

There being no further business, the regular meeting adjourned at 11:00 am.

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P. Godfrey
Acting Chair, Board of Directors