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 27, 2016 at 9:00am

PRESENT: Anderson, Carol (teleconference); Banks, Jordan; Barratt, Jane (teleconference); Blidner, Jeff; Cracower, Barry; Diamond, Sara; Doraiswamy, Murali (teleconference); Dryden, Ken; Fraser, Neil; Godfrey, Paul; Kassie, David; Kay, Robert; Mirsky, Brian; Naglie, Gary; Reichman, William; Shain, Lili; Whiteside, Catharine (teleconference); Wilson, Lynn

REGRETS: Fishman, Len; Goldstein, Laurence; Hart, Michelle; Jacob, Ellis; Zaidman, Jakov

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

PART 1 – STANDING REGULAR MATTERS

1.1 CHAIR’S REMARKS, CONFLICT OF INTEREST DECLARATION

Mr. D. Kassie, Chair, welcomed members and guests to the meeting. No conflicts of interest were declared.

1.2 APPROVAL OF MINUTES

The minutes of the September 28, 2016 meeting 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.

1.4 REPORT OF PRESIDENT AND CEO

Dr. W. Reichman, President and CEO, gave his report to the Board. A copy of the report in its entirety is attached to the master of the minutes.

Ms. J. Kent, Executive Vice-President, Corporate Services & Chief Human Resources Officer, was invited to review 2016/17 Enterprise Risk Management (ERM) Top 20 Risks.

The Board discussed the list of Top 20 Risks. The Board requested that the Governance Committee make a recommendation to the Board on whether there should be a separate Board Committee that reviews the overall risks.
1.5 REPORT OF THE BAYCREST FOUNDATION

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

Mr. Foster provided the Board with financial highlights. He also informed the Board that The Brain Project wrapped up a successful inaugural year with a final event at Yorkdale Shopping Centre on October 17, 2016.

1.6 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.

1.7 REPORT OF THE MEDICAL ADVISORY COMMITTEE

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

Appointments to Baycrest Medical Staff

The Committee recommended one appointment to the Baycrest Medical Staff in the Department of Medicine (Dermatology).

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 APPLICATION FOR APPOINTMENT TO THE MEDICAL STAFF effective immediately.

DR. IBRAHIM FAYEZ: CONSULTING MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF MEDICINE (DERMATOLOGY)

PART 2 – STANDING QUARTERLY MATTERS

2.1 REPORT OF THE FINANCE & 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. Financial Update

Ms. Shain provided the Board with a financial update.

b. 2016 Addendum to Directive to LHIN

In accordance with the 2016 Addendum to Directive to Local Health Integration Networks (LHIN) on Personal Support Services (PSS) Wage Enhancement directive from the Ministry of Health and Long-Term Care (MOHLTC), the Board was requested to approve, and the Board Chair to sign, a Certification of Compliance.
c. Declaration of Compliance with M-SAA

In accordance with the directives from the LHIN, the Board was requested to approve, and the Board Chair to sign, a routine Declaration of Compliance with respect to the 2014-2017 M-SAA Agreement.

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 EXECUTION OF THE 2016 DIRECTIVE ADDENDUM CERTIFICATION OF COMPLIANCE BY THE BOARD CHAIR.

d. Audit Extra Billing

Ernst & Young submitted a request for extra billing of $4,000 for additional unanticipated audit time, as part of the post-completion review, for the year ended 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 EXECUTION OF THE M-SAA DECLARATION OF COMPLIANCE BY THE BOARD CHAIR.

e. Terraces CMHC Mortgage Update

The application to prepay without penalty the remaining approximate $3M balance on the Terraces mortgage was accepted by CMHC with an expected closing date of November 1, 2016. The Committee recommended that the Board accept the terms of the proposed new borrowing. A process to apply for a replacement mortgage is underway, but may not be in place to meet the November 1, 2016 deadline. It was recommended in the interim that Baycrest make use of its existing special revolving credit line with National Bank. There is $7M of available borrowing on this special revolving line, and the interest rate (currently 2.7%) is significantly less than the CMHC mortgage rate of 8%. Two resolutions are required to affect this borrowing – one to be passed by the Baycrest Centre for Geriatric Care Board and the other to be passed by The Jewish Home for the Aged Board. The principal requirement to have these resolutions separated is because the Terraces mortgage with CMHC is an agreement with the Jewish Home for the Aged and the borrowing agreement with National Bank is with the Baycrest Centre for Geriatric Care.
ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT
THE BOARD OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC
CARE ("THE CORPORATION") APPROVES THE FOLLOWING
RESOLUTIONS:

RECTITALS:

A. The Corporation exists for the purpose of providing support to recognized charitable
enterprises, federations and agencies, including The Jewish Home for the Aged (the “JHA”).

B. The JHA holds a mortgage with Canada Mortgage and Housing Corporation (“CMHC”)
with respect to the Terraces lands, and recently qualified to prepay that mortgage without
penalty.

C. CMHC requires that the mortgage be prepaid on November 1, 2016.

Be it resolved that:

1. The Corporation be and is hereby authorized to support the JHA with its prepayment of the
CMHC mortgage.

2. The Corporation be and is hereby authorized to access up to $3,000,000 from its Special Line
of Credit to allow the JHA to prepay its CMHC mortgage on November 1, 2016.

3. Any two of the President & Chief Executive Officer, the Chair of the Board of Directors, the
Secretary/Treasurer and the Vice-President, Finance and Chief Financial Officer of the
Corporation be and are hereby authorized and directed on behalf of the Corporation to do
all such further and other acts and things and to execute (whether under the seal of the
Corporation or otherwise) and deliver or cause to be executed and delivered on behalf of the
Corporation such further and other instruments, agreements, certificates, directions,
acknowledgements, declarations, documents, undertakings and other writings as such
individuals may in their sole discretion approve or consider necessary or desirable to give
effect to this resolution.
ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARD OF DIRECTORS FOR THE JEWISH HOME FOR THE AGED ("THE CORPORATION") APPROVES THE FOLLOWING RESOLUTIONS:

RECITALS:

A. Baycrest Centre for Geriatric Care (the “Centre”) exists for the purpose of providing support to recognized charitable enterprises, federations and agencies, including the Corporation.

B. The Corporation holds a mortgage with Canada Mortgage and Housing Corporation ("CMHC") with respect to the Terraces lands, and recently qualified to prepay that mortgage without penalty.

C. CMHC requires that the mortgage be prepaid on November 1, 2016.

D. The Centre has agreed to access funds from its credit facility to assist the Corporation in prepaying the mortgage.

Be it resolved that:

1. The Corporation be and is hereby authorized to prepay its CMHC mortgage in accordance with the terms of such prepayment.

2. The Corporation approves and accepts the Centre’s assistance in accessing up to $3,000,000 from its Special Line of Credit on November 1, 2016 so that JHA can prepay its mortgage on the required prepayment date.

Any two of the President & Chief Executive Officer, the Chair of the Board of Directors, the Secretary/Treasurer and the Vice-President, Finance and Chief Financial Officer of the Corporation be and are hereby authorized and directed on behalf of the Corporation to do all such further and other acts and things and to execute (whether under the seal of the Corporation or otherwise) and deliver or cause to be executed and delivered on behalf of the Corporation such further and other instruments, agreements, certificates, directions, acknowledgements, declarations, documents, undertakings and other writings as such individuals may in their sole discretion approve or consider necessary or desirable to give effect to this resolution.

2.2 SPECIAL JOINT REPORT OF THE FINANCE & AUDIT AND RESEARCH ADVISORY COMMITTEES

Mr. N. Fraser gave a special joint report of the Finance & Audit and Research Advisory Committees. A copy of the report in its entirety is attached to the master of the minutes.

The Committees recently reviewed the challenges facing the Rotman Research Institute.

2.3 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.
2.4 REPORT OF THE EDUCATION ADVISORY COMMITTEE

A copy of the report of the Education Advisory Committee was provided in advance of the meeting. A copy of the report in its entirety is attached to the master of the minutes.

2.5 REPORT OF THE COMMERCIALIZATION COMMITTEE

Mr. B. Mackie gave a report of the Commercialization Committee on behalf of Mr. E. Jacob. A copy of the report in its entirety is attached to the master of the minutes.

a. Cogniciti Business Plan and New Investment

The Commercialization Committee recently discussed Cogniciti’s business plan and a new $325,000 investment required to sustain the business plan and a path to a breakeven cost/revenue model.

The Committee agreed this should be the final tranche from Baycrest prior to breakeven. Future investments should be sought from outside investors, who will be attracted by the revenue potential in a breakeven or better scenario.

**ACTION:** It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARD OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE APPROVE THE NEW INVESTMENT OF $325,000 FOR THE COGNICITI BUSINESS PLAN. THIS WILL BE THE FINAL SUCH INVESTMENT WITHOUT A CLEAR PATH TO BREAKEVEN OPERATIONS.

The Board discussed the upcoming Strategic Planning retreat to be held November 18, 2016. There being no further business, the meeting adjourned at 10:30am.

D. Kassie  
Chair, Board of Directors