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 Wednesday, March 29, 2017 at 9:30am

PRESENT: In-Person
Barratt, Jane; Blidner, Jeffrey; Cracower, Barry; Dryden, Ken; Fishman, Len; Godfrey, Paul; Goldstein, Laurence; Kay, Robert; Reichman, William; Shain, Lili; Whiteside, Catharine; Wilson, Lynn

Teleconference/Videoconference
Diamond, Sara; Doraiswamy, Murali; Mirsky, Brian

REGRETS: Anderson, Carol; Banks, Jordan; Fraser, Neil; Hart, Michelle; Jacob, Ellis; Kassie, David; Naglie, Gary; Zaidman, Jakov

GUESTS: Cooper, Josh; Conn, David; Kent, Joni; Mackie, Brian; Muskat, Cyrelle (Item 1.6); Locke, Manson (Item 1.4); McGoey, Amanda; Ovenden, Scott (Item 1.6); Riesenbach, Ron; Yarin, Rhonda; Quigley, Maureen

PART 1 – STANDING REGULAR MATTERS

1.1 CHAIR’S REMARKS, CONFLICT OF INTEREST DECLARATION

Mr. P. Godfrey, Vice-Chair, welcomed members and guests to the meeting on behalf of Mr. D. Kassie, Chair, who was unable to attend the meeting. No conflicts of interest were declared. Mr. Godfrey introduced Ms. Maureen Quigley, a member of the Clinical Strategy, Quality and Safety Committee who would be observing today's meeting.

1.2 APPROVAL OF MINUTES

The minutes of the February 23, 2017 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.

Dr. Reichman invited Ms. Joni Kent, Executive Vice-President, Corporate Services and Chief Human Resources Officer to give a presentation regarding Baycrest's People Strategy, which had been deferred from the February meeting.
Dr. Reichman and Ms. Kent gave a brief update on the Strategic Plan and informed the Board that the May 25, 2017 Board meeting would be a Retreat dedicated to Strategic Planning.

1.5 REPORT OF THE BAYCREST FOUNDATION

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

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.

a. 2017/18 Quality Improvement Plan (QIP)

The 2017/18 Quality Improvement Plan (QIP) was presented by Mr. S. Ovenden, Director, Quality Transformation and Performance Improvement, and Ms. C. Muskat, Manager, Quality and Accreditation. This Plan is to be submitted to Health Quality Ontario and publicly posted on April 1, 2017.

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 2017/18 QUALITY IMPROVEMENT PLAN (QIP) FOR SUBMISSION TO HEALTH QUALITY ONTARIO ON APRIL 1, 2017.

1.7 REPORT OF THE MEDICAL ADVISORY COMMITTEE

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

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. Long-Term Care Service Accountability Agreement (L-SAA) 2016-2019

Ms. Shain informed the Board that the current L-SAA applies to the period April 2016 to March 2019. One of the reporting requirements of the L-SAA is the completion of an annual compliance declaration by each long-term care provider to ensure funding continuance in the following subsequent funding year. The declaration addresses a number of performance indicators that Baycrest is required to meet.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARD OF DIRECTORS FOR THE JEWISH HOME FOR THE AGED APPROVE THE L-SAA COMPLIANCE DECLARATION FOR THE PERIOD JANUARY 1, 2016 TO DECEMBER 31, 2016.
b. **Foundation Board Reserve Policy**

The Board was advised that a draft joint policy of the Baycrest Centre and the Baycrest Foundation regarding the granting of funds from the Foundation Board Reserve has been created with the guidance of a joint sub-committee of the Finance and Audit Committee of each organization.

This policy established a target base reserve of $3.0M, plus the Baycrest Centre’s requested grant for the following year. For 2017/18, this is $4.4M, hence the target is $7.4M. If the Reserve is less than this (as forecasted) the sub-committee of the two organizations will continue to meet until the target is achieved. Ongoing monitoring would then be required.

**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 FOUNDATION JOINT BOARD RESERVE POLICY AS PRESENTED.

c. **Finance Update and Budget Presentation**

Ms. Shain reported that the budget presentation showed a savings target for 2017/18 that is considerably less than in prior years. This target also incorporates Baycrest running a surplus for the first time in many years, in order to start to address immediate capital equipment and information system upgrade needs. The budget was presented in the context of a longer-term strategy through which Baycrest will be able to meet such immediate capital needs over the next four to five years and then commence repayment of outstanding debt.

**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 OPERATING AND CAPITAL BUDGET AS PRESENTED.

### 2.2 REPORT OF THE GOVERNANCE COMMITTEE

Mr. Godfrey gave a report of the Governance Committee on behalf of Mr. Kassie. A copy of the report in its entirety is attached to the master of the minutes.

a. **Baycrest Residential Properties Inc.**

The Board of The Jewish Home for the Aged, as the sole shareholder of Baycrest Residential Properties Inc., was requested to approve the following documents: (1) Consent of the sole shareholder in respect of the exemption regarding appointment of the auditor; (2) the Resolutions of the sole shareholder 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. There is currently no policy pertaining to the execution of ordinary course (non-material) resolutions and other instruments pertaining to subsidiaries. The Committee recommended the Board authorize any Officer or Director of The Jewish Home for the Aged to approve and execute the documents presented.
**ACTION:** It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARD OF DIRECTORS FOR THE JEWISH HOME FOR THE AGED APPROVES THE EXECUTION OF THE FOLLOWING DOCUMENTS:

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 IN RESPECT OF BAYCREST RESIDENTIAL PROPERTIES INC.**

THE BOARD OF DIRECTORS OF THE JEWISH HOME FOR THE AGED AUTHORIZES ANY OFFICER OR DIRECTOR OF THE JEWISH HOME FOR THE AGED TO EVIDENCE SUCH APPROVAL BY EXECUTING THE DOCUMENTS AND DELIVERING SUCH DOCUMENTS TO BAYCREST RESIDENTIAL PROPERTIES INC.

There being no further business, the meeting adjourned at 10:50am.

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P. Godfrey  
Vice-Chair, Board of Directors