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 Tuesday, April 14, 2015 at 8:30am

PRESENT: Anderson, Carol; Barratt, Jane; Blidner, Jeffrey (arrival 9:15am); Cracower, Barry; Diamond, Sara (by teleconference); Fishman, Len (by teleconference); Godfrey, Paul (by teleconference); Jacob, Ellis; Kassie, David (by teleconference); Katz, Paul; Kay, Jack; Koo, Manfred; Mirsky, Brian; Reichman, William; Shain, Lili; Soloninka, John (by teleconference); Whiteside, Catharine; Yaffe, Phyllis (by teleconference); Zaidman, Jakov

REGRETS: Banks, Jordan; Goldstein, Laurence; Hart, Michelle; Kay, Robert

GUESTS: Foster, Garry; Jackson, Linda; Kent, Joni; Mackie, Brian; McIntosh, Randy

PART 1 – STANDING REGULAR MATTERS

1.1 CHAIR’S REMARKS, CONFLICT OF INTEREST DECLARATION

Mr. E. Jacob welcomed Board members and guests to the meeting. Baycrest Board Chair Mr. J. Blidner requested that Mr. Jacob chair the meeting until his arrival later during the meeting. No conflicts of interest were declared.

On behalf of the Board, Mr. Jacob and Dr. W. Reichman, President and Chief Executive Officer, thanked Dr. Paul Katz, fellow Board member and Vice-President, Medical Services & Chief of Staff, for his service to Baycrest. Dr. Katz will be leaving Baycrest in May as he begins a new career opportunity as Chair of the Department of Geriatrics in the College of Medicine at Florida State University (FSU) in Tallahassee, Florida. Dr. Katz will continue to be engaged at Baycrest as one of its Visiting Scholars during the coming year.

1.2 APPROVAL OF MINUTES

The minutes of the Board teleconference held March 26, 2015 were approved. A copy of the material is on file with the master of the minutes.

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 MINUTES OF THE TELECONFERENCE HELD MARCH 26, 2015.

1.3 BUSINESS ARISING

Matters from the February 19, 2015 minutes were reviewed, as these items were deferred during the recent March 26, 2015 teleconference.

It was noted that a revised Statutory Compliance Report for the period April 1, 2014 to March 31, 2015 is attached to the Report of the President and CEO.

Ms. J. Kent, Vice-President, Corporate Services and Chief Human Resources Officer, reviewed Q2 Scorecards with the Board. The document is attached to the Report of the Strategic Planning Committee.
Mr. Jacob informed Board members that revised Board Policies would be discussed during the Report of the Governance Committee.

Ms. C. Anderson, Vice-President, Clinical Programs and Chief Nursing Executive, reviewed the clinical portion of the 2014/15 QIP Progress Report with the Board. It was noted that Mr. B. Mackie, Vice-President and Chief Financial Officer, would provide a review of the financial portion during the Report of the Finance and Audit Committee. The 2014/15 QIP Progress Report is attached to the master of these minutes.

Dr. M. Koo asked a question relating to falls trends. Dr. Reichman and Ms. Anderson will follow-up with Dr. Koo directly. Dr. Koo also requested that a final 2014/15 QIP Report be given to the Board in September when that document is finalized.

Dr. Reichman informed the Board that time would not allow for further discussion relating to the state of Baycrest's facilities, which had been deferred at the February 19, 2015 meeting. This discussion will take place at a future meeting, after review at a future Finance and Audit Committee meeting.

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.

Dr. Reichman gave the Board an update on provincial and federal funding and also discussed the importance of Baycrest's focus on clinical care.

a. Clinical and Residential Programs

Dr. W. Reichman reviewed the updated Ethics Framework which the organization has been following. The Board was asked to endorse this updated Ethics Framework.

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 ETHICS FRAMEWORK.

1.5 REPORT OF THE BAYCREST FOUNDATION

Mr. G. Foster, President and Chief Executive Officer of the Baycrest Foundation, gave a brief report to the Board. 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. Katz gave a report of the Medical Advisory Committee. A copy of the report in its entirety is attached to the master of the minutes.

b. Appointments to the Baycrest Medical Staff

Dr. Katz reported that there were four applications 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 IN THE DEPARTMENT OF MEDICINE AS LISTED BELOW effective immediately:

DR. JOHN GOLDHAR: CONSULTING MEDICAL STAFF PRIVILEGES
DR. JULIAN NEDZELSKI: CONSULTING MEDICAL STAFF PRIVILEGES
DR. SYDNEY RADOMSKI: CONSULTING MEDICAL STAFF PRIVILEGES
DR. AGNES REICHER: CONSULTING MEDICAL STAFF PRIVILEGES

1.7 REPORT OF THE CLINICAL STRATEGY, QUALITY AND SAFETY COMMITTEE

Ms. Anderson gave a report of the Clinical Strategy, Quality and Safety Committee on behalf of Mr. R. C. Kay, Chair of that committee. A copy of the report in its entirety is attached to the master of the minutes.

Dr. Reichman informed the Board that Ms. M. Ward, Ombudsperson, would be retiring in May 2015. Ms. Ward has agreed to help with a transition that will include a move to a new Client Relations portfolio that will be coordinated through Ms. Anderson's office. This realignment and change in focus will assist Baycrest in responding to the external environment, reflective of legislative amendments to the Excellent Care for All Act.

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. 2015/16 Budget

The 2015/16 draft budget was reviewed. Key risk areas for the 2015/16 budget are the Foundation's contribution to the Operating Budget and the final confirmation of the Provincial grant renewal. The implementation of a contingency plan, will be deferred until the end of the first quarter 2015/16. The Finance and Audit Committee is planning a special meeting over the summer.

It was agreed that management would provide the Board with a report relating to the Apotex deficit at a future meeting. In addition, management will provide the Board with a report related to research focused fundraising.

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 2015/16 BUDGET.

b. 2013/16 Long-Term Care Service Sector Accountability Agreement (L-SAA)

Key requirements and steps taken to ensure compliance for the annual Declaration of Compliance with respect to the 2013/16 L-SAA were discussed.
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 EXECUTION OF THE L-SAA ATTESTATION BY THE BOARD CHAIR.

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. Cogniciti Update and Cash Injection Request

A request has been made for an additional cash injection of $62,000 to finance Cognitici operations through to the end of May 2015. The Committee recommends this additional investment, with continued operations contingent upon satisfactory progress reporting. The next meeting of the Committee will be scheduled towards the end of May 2015, when the arrangements with Johnson & Johnson are due to be finalized. If satisfactory, a further matching investment of $187,000 will be required for the remainder of fiscal 2015/16.

The Commercialization Committee further requested that the Board authorize the Committee to approve funding of up to $250,000 annually in Baycrest's commercial entities, if satisfied with progress reporting. This will avoid small incremental investments requiring repeated full Board approval.

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 AN ADDITIONAL INVESTMENT OF $62,000 IN COGNICITI, AND FURTHER AUTHORIZES THE COMMERCIALIZATION COMMITTEE TO APPROVE UP TO $250,000 ANNUALLY IN BAYCREST'S COMMERCIAL ENTITIES, IF THE COMMITTEE IS SATISFIED WITH PROGRESS REPORTING.

2.2 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.

Mr. Soloninka informed the Board that an external review of the Rotman Research Institute will take place in November 2015.

Dr. R. McIntosh, Vice-President, Research and Director, Rotman Research Institute gave a presentation to the Board relating to (1) basic science to translation, (2) building support for translation, and (3) how Baycrest measures up. Discussion ensued relating to how Baycrest's special attributes could be translated to fundraising. It was suggested that a one-page document summarizing these special attributes might be helpful – it was agreed that the Foundation, along with the new Public Awareness and Branding Committee, would be able to provide that document.
2.3 REPORT OF THE STRATEGIC PLANNING COMMITTEE

Mr. J. Blidner gave a brief report of the Strategic Planning Committee. A copy of the report in its entirety is attached to the master of the minutes.

Ms. Kent reviewed Q2 Scorecards with the Board during the Business Arising portion of the meeting.

2.4 REPORT OF THE GOVERNANCE COMMITTEE

Mr. J. Blidner gave a report of the Governance Committee. A copy of the report in its entirety is attached to the master of the minutes.

a. Draft Updated Board Policies

The Board was requested to approve the updated Board Policies (attached to the master of the minutes).

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 BOARD POLICIES.

f. Board Committee Membership

The Committee reviewed Board Committee membership for 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 THAT GERALD PULVERMACHER BE A MEMBER OF THE EDUCATION ADVISORY COMMITTEE.

PART 3 – SPECIAL MATTERS AND PRESENTATIONS

3.1 ENTERPRISE RISK MANAGEMENT (ERM) UPDATE

Ms. Kent provided the Board with an update on the status of Enterprise Risk Management (ERM) at Baycrest, including a report on the identified 2014-15 and 2015-16 Top 20 Risks.

The Chair thanked management for the tremendous amount of work and thought which has gone into the ERM process.

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

J. Blidner
Chair, Board of Directors