

M I N U T E S of the ANNUAL MEETING OF MEMBERS of Baycrest Centre for Geriatric Care, Baycrest Hospital, The Baycrest Day Care Centre, and The Jewish Home for the Aged (“Baycrest”) held on Thursday, June 22, 2017 at 6:00pm

PRESENT: Barratt, Jane; Blidner, Jeffrey; Cracower, Barry; Doraiswamy, Murali; Dryden, Ken; Godfrey, Paul; Goldstein, Laurence; Kassie, David; Kay, Robert; Naglie, Gary; Reichman, William; Shain, Lili; Wilson, Lynn; Zaidman, Jakov

BY PHONE: Diamond, Sara; Fraser, Neil

REGRETS: Anderson, Carol; Banks, Jordan; Fishman, Len; Hart, Michelle; Jacob, Ellis; Mirsky, Brian; Whiteside, Catharine

GUESTS: Cooper, Josh; Conn, David; Kent, Joni; Mackie, Brian; Sekuler, Allison, McIntosh, Randy; Yarin, Rhonda

1. CALL TO ORDER

Mr. D. Kassie, Chair, called to order the Annual Meeting of Members of Baycrest Centre for Geriatric Care, Baycrest Hospital, The Baycrest Day Care Centre, and The Jewish Home for the Aged, referred to collectively as “Baycrest”.

2. APPROVAL OF BAYCREST BY-LAWS

By-law No. 10, setting out the term limits of Directors of the Boards, the frequency of meetings of the Boards and the term limits of Officers was approved by the Boards of Directors at a special meeting on June 22, 2017 and is presented to Baycrest Members for approval.

A copy of the related material is on file with the master of the minutes of the meeting.

<p>ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED BY THE MEMBERS THAT THE FOLLOWING BY-LAW AMENDMENT BE APPROVED:</p> <ol style="list-style-type: none">1. FOR BAYCREST CENTRE FOR GERIATRIC CARE, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 232. FOR BAYCREST HOSPITAL, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 163. FOR THE JEWISH HOME FOR THE AGED, BY-LAW NO. 10 – 2017 AMENDING GENERAL BY-LAW NO. 74. FOR THE BAYCREST DAY CARE CENTRE, BY-LAW NO. 10 AMENDING GENERAL BY-LAW NO. 6
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3. REPORT OF THE TREASURER

3.1 Audited Financial Statements for the Fiscal Year Ended March 31, 2017

Ms. L. Shain, Treasurer, gave a high level review of Baycrest’s Audited Financial Statements for the year ending March 31, 2016. Copies of the full statements together with the audit opinion and notes were available at the meeting for review. It was noted that these statements had been reviewed by the Finance & Audit Committee and the Board of Directors.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED BY THE BAYCREST MEMBERS THAT THE REPORT OF THE TREASURER AND THE AUDITED FINANCIAL STATEMENTS FOR BAYCREST FOR THE YEAR ENDED MARCH 31, 2017 BE ACCEPTED.

3.2 Appointment of the Auditors

At the recommendation of the Finance and Audit Committee, Ms. Shain presented, for approval, the firm of Ernst and Young LLP Chartered Accountants to serve as auditors for Baycrest for the year ending March 31, 2018.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED BY THE MEMBERS THAT THE FIRM OF ERNST AND YOUNG LLP CHARTERED ACCOUNTANTS BE APPOINTED AS AUDITORS FOR BAYCREST FOR THE YEAR ENDING MARCH 31, 2018.

4. REPORT OF THE GOVERNANCE COMMITTEE

4.1 Application for Letters Patent

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED AS A SPECIAL RESOLUTION BY THE MEMBERS OF BAYCREST HOSPITAL THAT:

- 1. the Corporation is hereby authorized to submit an Application for Supplementary Letters Patent (the "Application") in the form of the Application submitted to the members (excluding from such submitted Application the annotations included therein explaining the nature of and reasons for the various clauses);**
- 2. any two officers or any two directors of the Corporation are authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Office of Public Guardian and Trustee and the Ministry of Government and Consumer Services of the Application and all other required documents; and**
- 3. The persons executing the Application are authorized and directed to make such technical changes in the Application as may be required by the Office of Public Guardian and Trustee and/or the Ministry of Government and Consumer Services, with no further recourse to the Board of Directors or Members to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are hereby ratified and approved.**

ACTION: It was duly **MOVED**, regularly **SECONDED** and unanimously **CARRIED AS A SPECIAL RESOLUTION BY THE MEMBERS OF BAYCREST CENTRE FOR GERIATRIC CARE THAT:**

- 1. the Corporation is hereby authorized to submit an Application for Supplementary Letters Patent (the “Application”) in the form of the Application submitted to the members (excluding from such submitted Application the annotations included therein explaining the nature of and reasons for the various clauses);**
- 2. any two officers or any two directors of the Corporation are authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Office of Public Guardian and Trustee and the Ministry of Government and Consumer Services of the Application and all other required documents; and**
- 3. The persons executing the Application are authorized and directed to make such technical changes in the Application as may be required by the Office of Public Guardian and Trustee and/or the Ministry of Government and Consumer Services, with no further recourse to the Board of Directors or Members to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are hereby ratified and approved.**

4.2 2017/18 Slate – Baycrest Board of Directors

At the recommendation of the Governance Committee, the Chair presented the proposed list of nominees for membership to the Baycrest Board of Directors for 2017/18.

Directors Elected for a One Year Term:

Ken Dryden	Jakov Zaidman
Len Fishman	<i>vacant</i>

Directors Elected for a Three Year Term:

Jeffrey Blidner	Lili Shain
Sara Diamond	Catharine Whiteside

Continuing Appointments:

Jane Barratt	Ellis Jacob
Barry Cracower	David Kassie
Murali Doraiswamy	Robert C. Kay
Neil Fraser	Brian Mirsky
Paul Godfrey	

Ex Officio Directors by Virtue of the Office Held:

Gary Naglie	Chair, Medical Advisory Committee
Laurence Goldstein	Chair, The Baycrest Centre Foundation
Uri Wolf	President, Medical Staff Association

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William Reichman
Carol Anderson
Lynn Wilson

President and Chief Executive Officer
Chief Nursing Executive
Representative, University of Toronto

<u>ACTION:</u>	It was duly MOVED, regularly SECONDED and unanimously CARRIED BY THE MEMBERS THAT THE PROPOSED BOARD OF DIRECTORS SLATE FOR THE YEAR 2017/18 BE APPROVED.
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4. CONCLUSION

There being no further business, the meeting adjourned at 6:05pm. Immediately thereafter a meeting of the Baycrest Board of Directors was convened.

D. Kassie
Chair, Board of Directors