

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, June 21, 2018 at 9:00am

PRESENT: Barratt, Jane; Blidner, Jeffrey; Cracower, Barry; DaCosta, Margot; Diamond, Sara; Doraiswamy, Murali; Foster, Garry; Fraser, Neil; Godfrey, Paul; Jacob, Ellis; Kassie, David; Kay, Robert C.; Lastman, Dale; Naglie, Gary; Reichman, William; Shain, Lili; Zaidman, Jakov

BY PHONE: Fishman, Len; Mirsky, Brian

REGRETS: Dryden, Ken; Whiteside, Catharine; Wilson, Lynn; Wolf, Uri

GUESTS: Chen, Jennifer (Item 1.4) Conn, David; Fanizza, Rheta; Kent, Joni; Mackie, Brian; Ovenden, Scott; Riesenbach, Ron; Yarin, Rhonda

PART 1 – STANDING REGULAR MATTERS

1.1 CHAIR’S REMARKS, CONFLICT OF INTEREST DECLARATION

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

1.2 APPROVAL OF MINUTES

The minutes of the Board meetings held March 28, 2018 were approved. A copy of the material is on file with the master of the minutes.

<p><u>ACTION:</u> 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 MINUTES OF THE MEETINGS HELD MARCH 28, 2018.</p>
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1.3 REPORT OF PRESIDENT AND CEO

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

Mr. S. Ovenden gave a report on the 2017/18 Year-end Corporate Performance Scorecard.

Ms. J. Kent gave a report of the Enterprise Risk Management 2017/18 Top Risks.

1.4 REPORT OF THE BAYCREST FOUNDATION

Ms. J. Chen, Chief Development Officer, 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.

1.5 **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.

a. Reappointment Process 2018/19

Dr. Naglie reported that the annual medical staff reappointment process is complete, with 112 physicians seeking reappointment for 2018/19. The Medical Advisory Committee recommended approval by the Board. The listing outlining the names of the physicians is attached to the master of these 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 APPROVE THE APPLICATIONS FOR REAPPOINTMENT TO THE MEDICAL STAFF AS LISTED AND ATTACHED TO THE MASTER OF THESE MINUTES FROM JULY 1, 2018 TO JUNE 30, 2019.

b. Resignations of Baycrest Medical Staff

The Medical Advisory Committee has received notices of resignation from five individuals indicated on the listing attached to the master of these 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 ACCEPT THE RESIGNATIONS OF THE MEDICAL STAFF LISTED AND ATTACHED TO THE MASTER OF THESE MINUTES EFFECTIVE JUNE 30, 2018.

c. New Appointments to Baycrest Medical Staff

The Medical Advisory Committee recommended two new appointments.

**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 FOLLOWING APPLICATIONS FOR APPOINTMENT TO THE MEDICAL STAFF effective immediately:
DR. ALAN BERGER: CONSULTING MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF MEDICINE (OPHTHALMOLOGY) effective immediately.
DR. KATHERINE AOKI: CONSULTING MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF FAMILY & COMMUNITY MEDICINE effective immediately.**

1.6 REPORT OF THE CLINICAL STRATEGY, QUALITY & SAFETY COMMITTEE

Mr. R. Kay gave the 2017/18 Annual Report Clinical Quality, Safety and Risk Report. 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

Mr. B. Cracower 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. Audited Financial Statements for Fiscal Year ended March 31, 2018

The Finance and Audit Committee recommended the approval of the annual financial statements for the fiscal year ended March 31, 2018.

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 AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018.

b. Appointment of the Auditors

The Finance and Audit Committee recommended continuation with Ernst & Young for the fiscal year ending March 31, 2019.

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 ERNST & YOUNG LLP AS AUDITORS FOR THE MARCH 31, 2019 YEAR-END AND RECOMMEND THEM FOR APPOINTMENT BY THE MEMBERS OF THE CORPORATION AT THE ANNUAL MEETING OF MEMBERS.

c. Declarations of Compliance – Fiscal Year 2017/18

The Finance and Audit Committee recommended the H-SAA and the M-SAA attestations be approved by the Boards of Directors for signature by the CEO and Board Chair.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR BAYCREST HOSPITAL APPROVE EXECUTION OF THE BPSAA ATTESTATION FOR THE H-SAA BY THE PRESIDENT & CEO AND THE BOARD CHAIR.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE APPROVE EXECUTION OF THE M-SAA ATTESTATION FOR THE 2017/18 YEAR BY THE BOARD CHAIR.

2.2 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.

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 ESTABLISHMENT AND GUARANTEE OF A \$0.5M LINE OF CREDIT FOR COGNICITI.

2.3 REPORT OF THE EDUCATION ADVISORY COMMITTEE

Dr. J. Barratt gave a report of the Education Advisory Committee. A copy of the report in its entirety is attached to the master of the minutes.

2.4 REPORT OF THE EXECUTIVE COMMITTEE

Mr. D. Kassie gave a report of the Executive Committee. A copy of the report in its entirety is attached to the master of the minutes.

a. Board Membership and Terms 2018/19

The Committee recommends that the following current Board Members remain on the Board as continuing appointments for the balance of their term: Jeffrey Blidner, Sara Diamond, Neil Fraser, Ellis Jacob, Robert C. Kay, Lili Shain, and Catharine Whiteside.

The Committee recommends that the following current Board members be elected for three-year terms: Jane Barratt, Barry Cracower, Ken Dryden, Paul Godfrey, Dale Lastman, and Brian Mirsky.

The Committee recommends that the following current Board members be elected for one-year terms: Murali Doraiswamy, Len Fishman, Jakov Zaidman.

The ex officio Board Members were discussed and are listed below:

President, Medical Staff Association:	Dr. Uri Wolf
Chair, Medical Advisory Committee:	Dr. Gary Naglie
President and Chief Executive Officer:	Dr. William Reichman
Chair, The Baycrest Centre Foundation:	Garry Foster
Representative, University of Toronto:	Dr. Lynn Wilson
Chief Nursing Executive:	Margot DaCosta

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 SLATE OF DIRECTORS AND THEIR TERMS AND SUBMIT TO THE MEMBERSHIP FOR APPROVAL AT THE ANNUAL MEETING OF MEMBERS.

b. Application for Supplementary Letters Patent

The Committee recommends filing an application for Supplementary Letters Patent to add objects to the objects of the corporation for Baycrest Centre for Geriatric Care.

<p><u>ACTION:</u> It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE AS FOLLOWS:</p> <p>APPLICATION FOR SUPPLEMENTARY LETTERS PATENT BE IT RESOLVED THAT, subject to confirmation by the members:</p> <ol style="list-style-type: none">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 directors;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; and3. 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 the 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.

There being no further business, the meeting adjourned at 11:05am.

D. Kassie
Chair, Board of Directors