

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, September 27, 2018 at 9:00am

PRESENT: Barratt, Jane; Cracower, Barry; DaCosta, Margot; Doraiswamy, Murali; Fishman, Len; Godfrey, Paul; Kassie, David; Lastman, Dale; Mirsky, Brian; Naglie, Gary; Reichman, William; Shain, Lili; Whiteside, Catharine; Wilson, Lynn; Zaidman, Jakov

BY PHONE: Foster, Garry; Fraser, Neil; Jacob, Ellis; Kay, Robert C.

REGRETS: Blidner, Jeffrey; Diamond, Sara; Dryden, Ken; Wolf, Uri

GUESTS: Cooper, Josh; Fanizza, Rheta; Kent, Joni; Mackie, Brian; Mandell, Laura (Item 2.3) Ovenden, Scott; Riesenbach, Ron (By Phone); Sekuler, Allison; Yarin, Rhonda

PART 1 – STANDING REGULAR MATTERS

1.1 CHAIR’S REMARKS, CONFLICT OF INTEREST DECLARATION

Mr. D. Lastman, 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 June 21, 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 JUNE 21, 2018.</p>

1.3 SPECIAL PRESENTATIONS

Dr. J. Barratt, Board Member, gave a presentation to the Board on Connecting the Dots of Emerging Trends in seniors care around the world.

Mr. L. Fishman, Board Member, gave a presentation to the Board on nursing homes in the United States.

1.4 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.

1.5 REPORT OF THE BAYCREST FOUNDATION

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

1.6 REPORT OF THE CLINICAL STRATEGY, QUALITY & SAFETY COMMITTEE

Mr. R. Kay gave a report of the Clinical Strategy, Quality and Safety Committee, including the Q1 2018/19 Corporate Quality Performance Scorecard. 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.

a. New Appointments to Baycrest Medical Staff

The Medical Advisory Committee recommended Dr. Howard Chertkow for appointment to the medical staff with privileges in the Department of Medicine (Neurology).

<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 ACCEPT THE FOLLOWING APPLICATIONS FOR APPOINTMENT TO THE MEDICAL STAFF effective immediately: <u>DR. HOWARD CHERTKOW: ACTIVE MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF MEDICINE (NEUROLOGY)</u>
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PART 2 – STANDING QUARTERLY MATTERS

2.1 REPORT OF THE EXECUTIVE COMMITTEE

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

a. New Committee Members

<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 THAT PHYLISSE GELFAND BE A MEMBER OF THE PUBLIC AWARENESS AND BRANDING AD HOC COMMITTEE.

<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 THAT RUSSELL GOLDSTEIN BE A MEMBER OF THE PUBLIC AWARENESS AND BRANDING AD HOC COMMITTEE.
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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 RUSSELL GOLDSTEIN AS CO-CHAIR OF THE PUBLIC AWARENESS AND BRANDING AD HOC 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 APPROVE THAT LAURA WEISZ BE A MEMBER OF THE FINANCE AND AUDIT 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 APPROVE THAT LILY GOODMAN BE A MEMBER OF THE CAMPUS REDEVELOPMENT AD HOC 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 APPROVE THAT LAURENCE GOLDSTEIN BE A MEMBER OF THE CAMPUS REDEVELOPMENT AD HOC 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 APPROVE THAT JEFFREY BLIDNER BE A MEMBER OF THE EXECUTIVE 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 APPROVE THAT ELLIS JACOB BE A MEMBER OF THE EXECUTIVE 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 APPROVE THAT ROBERT C. KAY BE A MEMBER OF THE EXECUTIVE COMMITTEE.

b. Ongoing Committee Membership

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 ONGOING MEMBERSHIP OF ALL COMMITTEE MEMBERS WHO ARE NOT EX-OFFICIO MEMBERS (AS OUTLINED IN THE REPORT) OF THE FOLLOWING COMMITTEES:

- CENTRE FOR AGING AND BRAIN HEALTH INNOVATION (CABHI) AD HOC COMMITTEE,
- CAMPUS REDEVELOPMENT AD HOC COMMITTEE,
- CLINICAL STRATEGY, QUALITY AND SAFETY COMMITTEE,
- EDUCATION ADVISORY COMMITTEE,
- EXECUTIVE COMMITTEE,
- FINANCE AND AUDIT COMMITTEE,
- PUBLIC AWARENESS AND BRANDING AD HOC COMMITTEE,
- RESEARCH ADVISORY COMMITTEE, AND
- STRATEGIC PLANNING COMMITTEE.

c. Committee Terms of Reference

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 UPDATED TERMS OF REFERENCE FOR THE PUBLIC AWARENESS AND BRANDING AD HOC COMMITTEE.

2.2 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. Terraces Refresh Project & Financing Update

The Finance and Audit Committee recommended the approval of the following resolutions in connection with the financing for the redevelopment of the Terraces.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE AND THE JEWISH HOME FOR THE AGED APPROVE THE PRE-PAYMENT OF THE RBC MORTGAGE.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARD OF DIRECTORS FOR BAYCREST CENTRE FOR GERIATRIC CARE APPROVE THE RESOLUTION SET OUT IN APPENDIX A OF THE REPORT ATTACHED TO THE MASTER OF THE MINUTES.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARD OF DIRECTORS FOR THE JEWISH HOME FOR THE AGED APPROVE THE RESOLUTION SET OUT IN APPENDIX B OF THE REPORT ATTACHED TO THE MASTER OF THE MINUTES.

2.3 REPORT OF THE PUBLIC AWARENESS AND BRANDING AD HOC COMMITTEE

Mr. B. Mirsky gave a report of the Public Awareness and Branding Ad Hoc Committee. A copy of the report in its entirety is attached to the master of the minutes.

Ms. L. Mandell gave a presentation on the Baycrest Brand.

The Boards of Directors went in-camera at 11:20am. Following the in-camera session, the meeting adjourned at 12:00pm.

D. Lastman
Chair, Board of Directors

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
BAYCREST CENTRE FOR GERIATRIC CARE
(the “Corporation”)**

NATIONAL BANK LOAN ARRANGEMENTS

RECITALS:

- 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 wishes to renovate its property (such renovation, the “**Program**”) known as the Terraces of Baycrest and the Joseph E. and Minnie Wagman Centre located at 55 Ameer Drive, North York (the “**Property**”).
- C. The JHA wishes to cause the prepayment of an existing mortgage financing of the Apotex in favour of Royal Bank of Canada (the “**RBC Financing**”).
- D. The Corporation has arranged financing to assist the JHA in carrying out the Program and in causing the prepayment of the RBC Financing. In order to avail itself of such financing it will be necessary for the Corporation to execute and deliver an amended and restated credit agreement (the “**Credit Agreement**”) with National Bank of Canada (the “**Bank**”), which will cover the financing for the Program, the prepayment of the RBC Financing as well as other ongoing facilities with the Bank (the Credit Agreement and all other documents, instruments, certificates and agreements to be executed by the Corporation in connection therewith, collectively, the “**Credit Documents**”).
- E. The directors have been presented with a draft of the Credit Agreement dated September 2018 (the “**Draft Credit Agreement**”).

BE IT RESOLVED THAT:

- 1. The Corporation be and is hereby authorized to enter into the Credit Agreement and to consummate the transactions contemplated thereby;
- 2. Any two officers or directors of the Corporation be and are hereby authorized to execute (whether under the seal of the Corporation or otherwise) and deliver for and on behalf of the Corporation, the Credit Agreement, either in the form of the Draft Credit Agreement or with such changes therein, or additions, deletions, alterations or amendments thereto as the persons so signing may approve, such approval, and the fact that the Credit Agreement is the document authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution;
- 3. Any two officers or directors of the Corporation be and are hereby authorized to execute (whether under the seal of the Corporation or otherwise) and deliver for and on behalf of the Corporation each of the other Credit Documents in such form as the persons so

signing may approve, such approval, and the fact that such other Credit Documents are the documents authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution; and

4. Any officer or director of the Corporation be and is 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 officer or director may in his sole discretion approve or consider necessary or desirable to give effect to this resolution. This authorization is in addition to any authority specially granted by paragraphs 1, 2 and 3 of this resolution or by any other resolution or by-law of the Corporation.

JEWISH HOME FOR THE AGED LOAN ARRANGEMENTS

RECITALS:

- A. In order for the Corporation to make the funds advanced by the Bank available to the JHA in addition to executing and delivering the documents required by the Bank, it will be necessary for the Corporation to execute and deliver an intercompany loan agreement with the JHA (the “**Intercompany Loan Agreement**”).
- B. The directors have been presented with a draft of the intercompany loan agreement dated September 2018 (the “**Draft Intercompany Loan Agreement**”).

BE IT RESOLVED THAT:

1. The Corporation be and is hereby authorized to enter into the Intercompany Loan Agreement and to consummate the transactions contemplated thereby;
2. Any two officers or directors of the Corporation be and are hereby authorized to execute (whether under the seal of the Corporation or otherwise) and deliver for and on behalf of the Corporation, the Intercompany Loan Agreement, either in the form of the Draft Intercompany Loan Agreement or with such changes therein, or additions, deletions, alterations or amendments thereto as the persons so signing may approve, such approval, and the fact that the Intercompany Loan Agreement is the document authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution;
3. Any officer or director of the Corporation be and is 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 officer or director may in his sole discretion approve or consider necessary or desirable to give effect to this resolution; this authorization is in addition to any authority specially granted by paragraphs 1 and 2 of

this resolution or by any other resolution or by-law of the Corporation; and

4. To the extent that such intercompany loan constitutes an investment by the Corporation (as opposed to an activity undertaken in pursuance of the Corporation's charitable objects), the directors have concluded that the loan is reasonable, prudent and sagacious under the circumstances and that it does not constitute a conflict of interest.

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
THE JEWISH HOME FOR THE AGED
(the “Corporation”)**

NATIONAL BANK LOAN ARRANGEMENTS

RECITALS:

- A. The Corporation wishes to renovate (such renovation, the “**Program**”) its property known as the Terraces of Baycrest and the Joseph E. and Minnie Wagman Centre located at 55 Ameer Drive, North York (the “**Property**”).
- B. The Corporation wishes to cause the prepayment of an existing mortgage financing of the Apotex in favour of Royal Bank of Canada (the “**RBC Financing**”).
- C. The Baycrest Centre for Geriatric Care (the “**Centre**”) has advised the Corporation that it has arranged financing to assist the Corporation in carrying out the Program and in causing the prepayment of the RBC Financing.
- D. In order to avail itself of such financing it will be necessary for the Corporation to execute and deliver an amended and restated credit agreement (the “**Credit Agreement**”) with National Bank of Canada (the “**Bank**”), which will cover the financing for the Program, the prepayment of the RBC Financing as well as other ongoing facilities with the Bank, and a guarantee (the “**Guarantee**”), a first-ranking mortgage, an assignment of rents and a general security agreement, all as contemplated thereby (the three last- mentioned documents collectively, the “**Security**”) (the Credit Agreement, the Guarantee, the Security and all other documents, instruments, certificates and agreements to be executed by the Corporation in connection therewith, collectively, the “**Credit Documents**”).
- E. It is proposed that Baycrest Residential Properties Inc. (“**BRPI**”) be a party to the Credit Agreement and one or more other documents contemplated by the Credit Agreement (the “**BRPI Documents**”). Pursuant to the Nominee and Bare Trustee Agreement made between BRPI and the Corporation, BRPI may only execute and deliver instruments of the nature of the Credit Agreement and the BRPI Documents at the request and direction of the Corporation.
- F. The directors have been presented with a draft of the Credit Agreement dated September 2018 (the “**Draft Credit Agreement**”) and a draft of the Guarantee (the “**Draft Guarantee**”).

BE IT RESOLVED THAT:

1. The Corporation be and is hereby authorized to enter into the Credit Documents and to grant the Security and to consummate the transactions contemplated thereby;
2. Any two officers or directors of the Corporation be and are hereby authorized to execute (whether under the seal of the Corporation or otherwise) and deliver for and on behalf of the Corporation, the Credit Agreement and the Guarantee, either in the form of the Draft Credit Agreement and Draft Guarantee or with such changes therein, or additions, deletions, alterations or amendments thereto as the persons so signing may approve, such approval, and the fact that the Credit Agreement and the Guarantee are the documents authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution;
3. Any two officers or directors of the Corporation be and are hereby authorized to execute (whether under the seal of the Corporation or otherwise) and deliver for and on behalf of the Corporation each of the other Credit Documents in such form as the persons so signing may approve, such approval, and the fact that such other Credit Documents are the documents authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution;
4. Any officer or director of the Corporation be and is 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 officer or director may in his sole discretion approve or consider necessary or desirable to give effect to this resolution; this authorization is in addition to any authority specially granted by paragraphs 1, 2 and 3 of this resolution or by any other resolution or by-law of the Corporation; and
5. Any officer or director of the Corporation be and is hereby authorized and directed on behalf of the Corporation to deliver the Credit Agreement and the BRPI Documents to BRPI and request and direct BRPI to execute such documents.

BAYCREST CENTRE FOR GERIATRIC CARE LOAN ARRANGEMENTS

RECITALS:

- A. In order for the Corporation to avail itself of the financing arranged by the Centre, in addition to executing and delivering the documents required by the Bank, it will be necessary for the Corporation to execute and deliver an intercompany loan agreement with the Centre (the “**Intercompany Loan Agreement**”).

- B. The directors have been presented with a draft of the intercompany loan agreement dated September 14, 2018 (the “**Draft Intercompany Loan Agreement**”).

BE IT RESOLVED THAT:

1. The Corporation be and is hereby authorized to enter into the Intercompany Loan Agreement and to consummate the transactions contemplated thereby;
2. Any two officers or directors of the Corporation be and are hereby authorized to execute (whether under the seal of the Corporation or otherwise) and deliver for and on behalf of the Corporation, the Intercompany Loan Agreement, either in the form of the Draft Intercompany Loan Agreement or with such changes therein, or additions, deletions, alterations or amendments thereto as the persons so signing may approve, such approval, and the fact that the Intercompany Loan Agreement is the document authorized to be executed and delivered by this resolution, to be conclusively evidenced by such execution; and
3. Any officer or director of the Corporation be and is 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 officer or director may in his sole discretion approve or consider necessary or desirable to give effect to this resolution. This authorization is in addition to any authority specially granted by paragraphs 1 and 2 of this resolution or by any other resolution or by-law of the Corporation.