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, March 28, 2019 at 9:00 am

PRESENT: Cracower, Barry; DaCosta, Margot; Dryden, Ken; Godfrey, Paul; Kassie, David; Kay, Robert C.; Lastman, Dale; Naglie, Gary; Reichman, William; Whiteside, Catharine; Zaidman, Jakov

BY PHONE: Barratt, Jane; Blidner, Jeffrey; Doraiswamy, Murali; Fishman, Len

REGRETS: Diamond, Sara; Fraser, Neil; Jacob, Ellis; Mirsky, Brian; Shain, Lili; Wilson, Lynn; Wolf, Uri

GUESTS: Conn, David; Cooper, Josh; Fanizza, Rheta; Kent, Joni; Mackie, Brian; McGoey, Amanda; Ovenden, Scott; Riesenbach, Ron; Sekuler, Allison; Yarin, Rhonda

PART 1 – STANDING REGULAR MATTERS

1.1 CHAIR’S REMARKS, CONFLICT OF INTEREST DECLARATION

D. Lastman, Chair, welcomed board members and guests to the meeting. No conflicts of interest were declared.

1.2 APPROVAL OF MINUTES

The minutes of the board meeting held January 31, 2019 were approved. A copy of the material is on file with the master of the minutes.


1.3 SPECIAL PRESENTATION – UPDATE: ONTARIO HEALTHCARE TRANSFORMATION

A. McGoey, R. Fanizza, and S. Ovenden gave a presentation regarding healthcare transformation in Ontario. The presentation analyzed the potential impacts of the changes to Ontario’s healthcare system that have taken place since the recent election and change of government.

1.4 REPORT OF PRESIDENT AND CEO

W. Reichman provided a report to the boards. A copy of the report in its entirety is attached to the master of the minutes.

1.5 REPORT OF THE CLINICAL STRATEGY, QUALITY & SAFETY COMMITTEE

R. Kay provided a report from the Clinical Strategy, Quality and Safety Committee. A copy of the report in its entirety is attached to the master of the minutes. The boards approved the 2019/20 Hospital Quality Improvement Plan and the 2019/20 Apotex Quality Improvement Plan for submission to Health Quality Ontario.
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 HOSPITAL 2019/20 QUALITY IMPROVEMENT PLAN (QIP) FOR SUBMISSION TO HEALTH QUALITY ONTARIO ON APRIL 1, 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 THE APOTEX 2019/20 QUALITY IMPROVEMENT PLAN (QIP) FOR SUBMISSION TO HEALTH QUALITY ONTARIO ON APRIL 1, 2019.

1.6 REPORT OF THE MEDICAL ADVISORY COMMITTEE

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.

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 APPLICATION FOR APPOINTMENT TO THE MEDICAL STAFF effective immediately:

DR. SANJHO SRIKANDARAJAH: COURTESY MEDICAL STAFF PRIVILEGES IN THE DEPARTMENT OF MEDICINE (ANESTHESIOLOGY).

PART 2 – STANDING QUARTERLY MATTERS

2.1 REPORT OF THE EXECUTIVE COMMITTEE

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 revision to the terms of reference for the Executive Committee was proposed to include additional representation. The Executive Committee recommended that the revised terms of reference for the Education Advisory Committee be approved.

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 REVISED TERMS OF REFERENCE FOR THE EDUCATION ADVISORY COMMITTEE.

The Executive Committee recommended the appointment of Lili Shain as a member of the Clinical Strategy, Quality, and Safety Committee.
The Executive Committee recommended the appointment of Rifka Eisenstat as a member of 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 APPROVE RIFKA EISENSTAT AS A MEMBER OF THE EDUCATION ADVISORY COMMITTEE.

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.

ACTION: It was duly MOVED, regularly SECONDED and unanimously CARRIED THAT THE BOARDS OF DIRECTORS OF THE JEWISH HOME FOR THE AGED (THE “JHA”) APPROVE THE EXECUTION OF THE FOLLOWING:
(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 OF BAYCREST RESIDENTIAL PROPERTIES INC.

THE BOARD OF DIRECTORS OF THE JHA AUTHORIZE ANY OFFICER OR DIRECTOR OF THE JHA TO EVIDENCE SUCH APPROVAL BY EXECUTING THE DOCUMENTS AND DELIVERING SUCH DOCUMENTS TO BAYCREST RESIDENTIAL PROPERTIES INC.

2.2 REPORT OF THE FINANCE AND AUDIT COMMITTEE

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. **FINANCIAL UPDATE AND BUDGET PRESENTATION 2019/20**

The Finance and Audit Committee recommended the approval of the 2019/20 budget and H-SAA Performance Standards.

**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 2019/20 BUDGET AND H-SAA PERFORMANCE STANDARDS.

b. **LSAA DECLARATION OF COMPLIANCE**

The Finance and Audit Committee recommended the approval of the declaration of compliance with the L-SAA for the period of January 1 to December 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 THE DECLARATION OF COMPLIANCE WITH THE L-SAA FOR THE PERIOD JANUARY 1, 2018 TO DECEMBER 31, 2018.

c. **Cogniciti request**

The Finance and Audit Committee recommended the approval of the temporary extension of a $1M Line of Credit to Cogniciti Inc., with interest to be charged at market rates.

**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 TEMPORARY EXTENSION OF A $1M LINE OF CREDIT TO COGNICITI, WITH INTEREST TO BE CHARGED AT MARKET RATES.

2.3 **REPORT OF THE EDUCATION ADVISORY COMMITTEE**

D. Conn, Vice-President, Education & Director, Centre for Education, provided a report from the Education Advisory Committee on behalf of Dr. J. Barratt. A copy of the report in its entirety is attached to the master of the minutes.

2.4 **REPORT OF THE PUBLIC AWARENESS AND BRANDING COMMITTEE**

J. Cooper, President and CEO of the Baycrest Foundation, provided a report from the Public Awareness and Branding Committee. A copy of the report in its entirety is attached to the master of the minutes.

2.5 **REPORT OF THE BAYCREST FOUNDATION**

J. Cooper provided a report from the Baycrest Foundation. A copy of the report in its entirety is attached to the master of the minutes.
2.6 REPORT OF THE CENTRE FOR AGING AND BRAIN HEALTH INNOVATION BOARDS

J. Blidner provided a report from the Centre for Aging and Brain Health Innovation (CABHI) Boards. He then invited Dr. Sekuler to present highlights from the report. A copy of the report in its entirety is attached to the master of the minutes.

2.7 REPORT OF THE BAYCREST GLOBAL SOLUTIONS BOARD

D. Kassie provided a report from the Baycrest Global Solutions (BGS) Board. He invited S. Ovenden, Chief Operating Officer of BGS, to present highlights from the report. A copy of the report in its entirety is attached to the master of the minutes.

2.8 REPORT OF THE COGNICITI BOARD

D. Kassie provided a report from the Cogniciti Board. W. Reichman invited B. Mackie, Chief Operating Officer of Cogniciti, to present highlights from the report. 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 APPROVE THE INCORPORATION OF A US SUBSIDIARY OF COGNICITI, TO BE ACTIVATED UPON APPROVAL OF THE COGNICITI BOARD.

The meeting adjourned at 11:00 am.

D. Lastman
Chair, Board of Directors