

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 24, 2021 at 9:00 am.

PRESENT: Barratt, Jane; Blidner, Jeffrey; Cracower, Barry; DaCosta, Margot; Diamond, Sara; Fishman, Len; Godfrey, Paul; Jacob, Ellis; Kassie, David; Kay, Robert C.; Lastman, Dale; Levy, Sheldon; Mirsky, Brian; Naglie, Gary; Reichman, William; Salomon, Felicia; Wilson, Lynn; Yaffe, Phyllis; Zaidman, Jakov

REGRETS: Dryden, Ken; Kirzner, Michael

GUESTS: Conn, David; Cooper, Josh; Kent, Joni; Mackie, Brian; Mandell, Laura; Ovenden, Scott; Riesenbach, Ron; Yarin, Rhonda; Badley, Alec (for a portion of the meeting); Ballon, Anna (for a portion of the meeting)

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 meeting held March 25, 2021 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 board meeting held March 25, 2021.</p>
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1.3 REPORT OF THE PRESIDENT AND CEO

W. Reichman provided a report to the boards. J. Zaidman and R. Riesenbach spoke about approaches to cyber-security. S. Ovenden and J. Kent provided a report on the Corporate Balanced Scorecard. The Executive Team provided an update on work related to COVID-19. A copy of the report in its entirety is attached to the master of the minutes.

1.4 SPECIAL PRESENTATION: STRATEGIC PLAN UPDATE

S. Ovenden introduced A. Badley and A. Ballon who, along with B. Mackie, gave a presentation on various commercial activities at Baycrest.

SPECIAL PRESENTATION: BRAND CAMPAIGN UPDATE

L. Mandell gave a presentation on the updated Baycrest Brand Campaign.

1.5 REPORT OF THE MEDICAL ADVISORY COMMITTEE

G. Naglie provided a report of the Medical Advisory Committee. A copy of the report is on file with the master of these minutes.

a. 2021/22 Reappointment Process

There was a recommendation made to the Medical Advisory Committee for the reappointment of 104 physicians.

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 Professional Staff as listed in Appendix 1 from July 1, 2021 to June 30, 2022.

b. Resignations of Baycrest Professional Staff

The Medical Advisory Committee has received notice of resignations from eight (8) physicians.

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 receive and accept the resignations of the Professional Staff listed in Appendix 2 effective June 30, 2021.

c. Appointments to Baycrest Professional Staff

There was a recommendation made to the Medical Advisory Committee for two new Courtesy Medical Staff Appointments in the Department of Medicine, in the specialties of Anesthesiology and Internal Medicine.

ACTION: It was duly **MOVED**, regularly **SECONDED** and unanimously **CARRIED** that the Board of Directors for Baycrest Hospital approves the application for appointment to the Professional Staff:

Dr. Lisa Pillo: courtesy medical staff privileges in the Department of Medicine (Anaesthesiology) effective immediately

Dr. Brian M. Wong: courtesy medical staff privileges in the Department of Medicine (Internal Medicine) effective immediately

The Medical Advisory Committee was also advised of the following Temporary Appointments issued by the Vice-President, Medical Services & Chief of Staff, in accordance with the Professional Staff By-laws:

Department of Family & Community Medicine

- Dr. Joshua Tepper

Department of Medicine

- Dr. Jed Rabinovitch – Department of Medicine – Ophthalmology
 - (March 10, 2021 to June 10, 2021) (Renewal)

ACTION: It was duly **MOVED**, regularly **SECONDED** and unanimously **CARRIED** that the Board of Directors for Baycrest Hospital acknowledges the temporary appointment and approves the continuation of appointment to the Professional Staff:

Dr. Jed Rabinovitch: a temporary appointment in the Department of Medicine (Opthamology) effective March 10, 2021 to June 10, 2021

1.6 REPORT OF THE CLINICAL STRATEGY, QUALITY & SAFETY COMMITTEE

R. Kay provided a report of the Clinical Strategy, Quality and Safety Committee. A copy of the report is on file with master of these minutes.

1.7 REPORT OF THE BAYCREST FOUNDATION

F. Salomon gave an update on the SOS campaign and J. Cooper provided a report from the Baycrest Foundation. A copy of the report is on file with the master of these minutes.

PART 2 – STANDING QUARTERLY MATTERS

2.1 REPORT OF THE FINANCE AND AUDIT COMMITTEE

B. Cracower provided a written report from the Finance and Audit Committee. A copy of the report is on file with the master of these minutes.

a. Audit Report

The draft audited financial statements for the fiscal year ended March 31, 2021, were 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 draft Audited Financial Statements for the year ended March 31, 2021.

i. Appointment of the Auditors for the Fiscal Year ending March 31, 2022

The Boards of Directors approved the continuation with Ernst & Young LLP as auditors for the year ending March 31, 2022.

ACTION: It was duly **MOVED**, regularly **SECONDED** and unanimously **CARRIED** that the Boards of Directors for Baycrest Centre for Geriatric Care, Baycrest Hospital, The Jewish Home for the Aged, and The Baycrest Day Care Centre approve Ernst & Young LLP for appointment as Auditor for the year ending March 31, 2022 by the Members of the Corporations at the Annual Meeting of Members.

b. Accountability Attestations

i. BPSAA Accountability Attestation

The Boards of Directors approved the annual compliance statement with the Broader Public Sector Accountability Act (BPSAA).

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 BPSAA Compliance Declaration for the period April 1, 2020 to March 31, 2021.

i. M-SAA Compliance Declaration 2020/21

The Boards of Directors approved the annual compliance statement regarding Baycrest's community and related services governed by the Multi Sector Service Accountability Agreement (M-SAA).

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 M-SAA Declaration of Compliance to the TC LHIN for the period April 1, 2020 to March 31, 2021.

c. Capital Budget and Debt Management Plan

The Boards of Directors approved the five-year capital budget plan, requiring \$29.8M to fund critical items as well as the use of \$14M of the net proceeds of the 2 Neptune sale to fund these critical capital items.

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 following:

1. the five-year capital budget plan, requiring \$29.8M to fund critical items; and,
2. \$14M of the net proceeds of the 2 Neptune sale, once realized, to be utilized to fund these critical capital items.

d. Terraces Financing Update

The Boards of Directors approved a \$12.25M credit facility, along with a \$20.25M, 25-year interest rate swap with National Bank and a credit facility with the Foundation of \$1.8M.

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 following:

1. an arrangement with the National Bank for a \$12.25M credit facility and a \$20.25M, 25-year interest rate swap utilizing the in-trust approach as presented; and,
2. a credit facility with the Foundation of \$1.8M, secured with an internally restricted Foundation fund.

2.2 REPORT OF THE EXECUTIVE COMMITTEE

D. Lastman provided a written report of the Executive Committee. A copy of the report in its entirety is on file with the master of these minutes.

a. Draft 2021/22 Slate of Directors and Officers

i. Board Members & Proposed Terms

The Boards approved that the following Board Members remain on the Board as continuing appointments for the balance of their term: J. Blidner, S. Diamond, E. Jacob, D. Kassie, R. Kay, and S. Levy

The Boards approved that the following Board Members be elected for three-year terms: J. Barratt, B. Cracower, K. Dryden, L. Fishman, P. Godfrey, B. Mirsky, and P. Yaffe

The Boards approved that the following Board Members be elected for one-year terms: J. Zaidman

There will be three vacant Board Member positions which can be filled for one-year terms.

ii. Ex-officio Members

The ex-officio Board Members are as follows:

Chair, Medical Advisory Committee	Gary Naglie
Chair, The Baycrest Centre Foundation	Felicia Salomon
President, Medical Staff Association *	To Be Confirmed
President and Chief Executive Officer	William Reichman
Chief Nursing Executive	Margot DaCosta
Representative, University of Toronto	Lynn Wilson
Immediate Past Chair	Dale Lastman

* The Medical Staff Association will select their new President, Medical Staff Association at their meeting on June 25, 2021.

iii. Honourary Directors

There are no additional Honourary Directors that are being proposed for this year.

iv. 2021/22 Officers

The Boards approved the following Officers of the Board for 2021/22:

Chair	Phyllis Yaffe
Vice-Chair	Paul Godfrey *
Vice-Chair	<i>vacant</i>
President and Chief Executive Officer	William Reichman
Treasurer	Barry Cracower *
Secretary	Barry Cracower *

* Paul Godfrey and Barry Cracower have agreed to serve as Vice-Chair and Treasurer/Secretary respectively beyond the three-year maximum for Officers.

v. **2021/22 Board Committee Chairs**

The Boards approved the following Committee Chairs of the Board for 2021/22:

Campus Redevelopment *	David Green
Clinical Strategy, Quality and Safety	Robert C. Kay **
Education Advisory	Jane Barratt **
Executive	Phyllis Yaffe
Finance and Audit	Barry Cracower
Fiscal Advisory	William Reichman
Government Relations	<i>inactive</i>
Medical Advisory	Gary Naglie and To Be Confirmed ***
Public Awareness and Branding *	Russell Goldstein and Brian Mirsky
Research Advisory	Sara Diamond
Strategic Planning	Phyllis Yaffe

* ad hoc committees

** Robert C. Kay and Jane Barratt have agreed to serve as Committee Chairs for the Clinical Strategy, Quality and Safety and Education Advisory Committees respectively beyond the three-term maximum for Committee Chairs.

*** The Medical Staff Association will select their new President, Medical Staff Association at their meeting on June 25, 2021.

<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 Slate of Directors and their terms and submit to the membership for approval at the annual meeting of members.

2.3 **REPORT OF THE EDUCATION ADVISORY COMMITTEE**

J. Barratt provided a report of the Education Advisory Committee. A copy of the report in its entirety is on file with the master of these minutes.

The meeting adjourned at 11:25 am.

P. Yaffe
Chair, Board of Directors