

MINUTES of a regular meeting of the Boards of Directors of Baycrest Hospital and The Baycrest Day Care Centre (the “Boards of Directors”) held on Thursday, March 30, 2023 at 8:00 a.m.

Present: Kay, Robert C. (Chair); Borrie, Michael; Cracower, Barry; DaCosta, Margot; Gold, Barbra; Naglie, Gary; Nelson, Gord; Ovenden, Scott; Parekh, Rulan; Paul, Annamie; Wiener, Kenneth; Zaidman, Jakov

Regrets: Flaster, Amy; Lopez de Lara, Catalina; Shekter-Wolfson, Lorie; Shin Doi, Julia

Guests: Bailey, Cathy; Galet, Deb; Muia, Maria; Nunziata, Marie

PART 1 – STANDING REGULAR MATTERS

1.1 CHAIR’S REMARKS, CONFLICT OF INTEREST DECLARATION

R.C. Kay, Chair, welcomed Board members and guests to the meeting. No conflicts of interest were declared.

1.2 APPROVAL OF AGENDA and MINUTES

The Boards of Directors approved the Agenda for the meeting on March 30, 2023, and the Minutes of the regular meeting on January 26, 2023. A copy of the material is on file with the master of the minutes.

ACTION:	It was duly MOVED, regularly SECONDED, and unanimously CARRIED that the Boards of Directors of Baycrest Hospital and The Baycrest Day Care Centre approve the Agenda for the meeting on March 30, 2023, and the Minutes of the regular meeting on January 26, 2023.
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1.3 REPORT OF THE PRESIDENT and CHIEF EXECUTIVE OFFICER

S. Ovenden provided the report of the President and CEO to the Boards of Directors, focusing on COVID-19 response on campus and in the Toronto Region; an update on the Transitional Care Unit in the Hospital; and equity, diversity and inclusion (EDI) activities. A copy of the report in its entirety is on file with the master of the minutes.

1.4 2022/23 Q3 CORPORATE BALANCED SCORECARD

The Senior Executive Team provided a report on the 2022/23 Q3 Corporate Balanced Scorecard results. A copy of the report is on file with the master of the minutes.

1.5 REPORT OF THE MEDICAL ADVISORY COMMITTEE (MAC)

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

a. Appointments to Baycrest Professional Staff

The Baycrest Hospital Board of Directors approved one new Courtesy Professional Staff Appointment in the Department of Family & Community Medicine:

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

DR. JING YU: COURTESY PROFESSIONAL STAFF PRIVILEGES IN THE DEPARTMENT OF FAMILY & COMMUNITY MEDICINE effective immediately.

1.6 REPORT OF THE QUALITY and SAFETY COMMITTEE

B. Cracower provided a report from the Quality and Safety Committee on behalf of L. Shekter-Wolfson. A copy of the report is on file with the master of the minutes.

The Board of Directors for Baycrest Hospital approved the 2023-24 Hospital and Apotex Quality Improvement Plan (QIP), which was endorsed by the Quality and Safety Committee.

ACTION: It was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that the Board of Directors for Baycrest Hospital approves the Baycrest Hospital and Apotex Quality Improvement Plan (QIP) for submission to Ontario Health, subject to the approval of the approach to link Senior Executive Team compensation to performance on the 2023-24 QIP indicators.

1.7 REPORT OF THE EXECUTIVE COMMITTEE

R.C. Kay provided a report from the Executive Committee. A copy of the report is on file with the master of the minutes.

a. Governance Oversight

The Boards of Directors for Baycrest Hospital and The Baycrest Day Care Centre assigned governance and oversight accountability with respect to Cybersecurity to the Audit and Finance Committees of the Boards.

ACTION: It was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that the Boards of Directors for Baycrest Hospital and The Baycrest Day Care Centre Board approve the assignment of governance and oversight accountability with respect to Cybersecurity to the Audit and Finance Committees of the Boards.

The Boards of Directors for Baycrest Hospital and The Baycrest Day Care Centre assigned governance and oversight accountability with respect to the Enterprise Risk Management Process to the Audit and Finance Committees of the Boards.

ACTION: It was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that the Boards of Directors for Baycrest Hospital and The Baycrest Day Care Centre Board approve the assignment of governance and oversight accountability with respect to the Enterprise Risk Management Process to the Audit and Finance Committees of the Boards.

b. Performance Goals and 2023-2024 Executive At-Risk Compensation

Under the *Excellent Care for All Act (ECFAA)*, 2010, every healthcare organization must ensure that executive compensation is linked to the achievement of the performance improvement targets set out in the annual Quality Improvement Plan (QIP).

The Boards of Directors for Baycrest Hospital and The Baycrest Day Care Centre approved the proposed performance-based, At-Risk compensation approach for the Senior Executive Team.

ACTION:	It was duly MOVED , regularly SECONDED , and unanimously CARRIED that the Boards of Directors for Baycrest Hospital and The Baycrest Day Care Centre approve the proposed team and individual indicators, and link Executive Compensation to performance on these indicators at a level that is at or better than current performance.
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c. Board Committee Membership

The Boards of Directors for Baycrest Hospital and The Baycrest Day Care Centre approved the appointment of Annamie Paul as a member of the Quality and Safety Committee.

ACTION:	It was duly MOVED , regularly SECONDED , and unanimously CARRIED that the Baycrest Hospital Board of Directors and The Baycrest Day Care Centre Board of Directors approve the appointment of Annamie Paul as a member of the Quality and Safety Committee.
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1.8 REPORT OF THE AUDIT and FINANCE COMMITTEES

G. Nelson provided a report from the Audit and Finance Committees. A copy of the report is on file with the master of the minutes.

a. 2023-24 Operating Budget

The Board of Directors for Baycrest Hospital approved the Fiscal 2023-24 Budget and related Long-Term Care Home Service Accountability Agreement (L-SAA) indicators for Baycrest Hospital.

ACTION:	It was duly MOVED , regularly SECONDED , and unanimously CARRIED that the Board of Directors for Baycrest Hospital approves the Fiscal 2023-24 Budget and related L-SAA Accountability Indicators for Baycrest Hospital.
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The Board of Directors for The Baycrest Day Care Centre approved the Fiscal 2023-24 Budget for the Baycrest Day Care Centre.

ACTION:	It was duly MOVED , regularly SECONDED , and unanimously CARRIED that the Board of Directors for The Baycrest Day Care Centre approves the Fiscal 2023-24 Budget for The Baycrest Day Care Centre.
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b. Long-Term Care Home Service Accountability Agreement (L-SAA) 2022 Declaration of Compliance

The Baycrest Hospital Board of Directors approved the L-SAA Declaration of Compliance.

ACTION:	It was duly MOVED , regularly SECONDED , and unanimously CARRIED that the Board of Directors for Baycrest Hospital approves the L-SAA Compliance Declaration, for the period of January 1, 2022 to December 31, 2022.
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c. Capital Expenditure: Real Time Locating System (RTLS) – Apotex

Board of Directors for Baycrest Hospital approved the capital expenditure of \$3,074,640.73 for the purchase of the Real Time Locating System (RTLS) for the Apotex Long-Term Care Home.

ACTION:	It was duly MOVED , regularly SECONDED , and unanimously CARRIED that the Baycrest Hospital Board of Directors approves the capital expenditure of \$3,074,640.73 to purchase the Real Time Locating System (RTLS) for the Apotex long-term care home.
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PART 2 – NEW BUSINESS / PRESENTATIONS

2.1 2023-24 ENTERPRISE RISK MANAGEMENT

M. DaCosta provided an update on the Enterprise Risk Management (ERM) and Integrated Risk Management (IRM) approach at Baycrest Hospital, Apotex and Day Programs. A copy of the briefing note presented in on file with the master of the minutes.

The Boards of Directors for Baycrest Hospital and The Baycrest Day Care Centre approved the proposed 2023-24 ERM Registry, and assumed governance oversight and accountability for the enterprise risks detailed within the registry.

ACTION:	It was duly MOVED , regularly SECONDED , and unanimously CARRIED that the Boards of Directors for Baycrest Hospital and The Baycrest Day Care Centre approve the 2023-24 Enterprise Risk Management Registry, and assume governance oversight and accountability for the enterprise risks detailed within the registry.
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PART 3 – IN-CAMERA SESSION

The meeting moved to in-camera at 10:00 am for a discussion excluding staff.

There being no further business, the meeting terminated at 10:20 am.

Robert C. Kay

Chair, Baycrest Hospital Board of Directors

Chair, The Baycrest Day Care Centre Board of Directors