

**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 Wednesday, September 27, 2023 at 9:00 a.m.**

Present: Mirsky, Brian (Chair); DaCosta, Margot; Gold, Barbra; Naglie, Gary; Nelson, Gord; Ovenden, Scott; Parekh, Rulan; Sauder, Daniel; Shekter-Wolfson, Lorie; Wiener, Kenneth; Zaidman, Jakov; Verhoeff, Paul

Regrets: Cracower, Barry; Flaster, Amy; Paul, Annamie

Guests: Borrie, Michael; Galet, Deb; Kay, Robert C.; Muia, Maria; Nunziata, Marie

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**Part 1 – Standing Regular Matters**

**1.1 Chair’s Remarks, Conflict of Interest Declaration**

B. Mirsky, 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 September 27, 2023, and the Minutes of the regular meeting held on June 22, 2023. A copy of the material is on file with the master of the minutes.

<b>ACTION:</b>	It was duly <b>MOVED</b> , regularly <b>SECONDED</b> , and unanimously <b>CARRIED</b> that the Boards of Directors of Baycrest Hospital and The Baycrest Day Care Centre approve the Agenda for the meeting held on September 27, 2023.
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<b>ACTION:</b>	It was duly <b>MOVED</b> , regularly <b>SECONDED</b> , and unanimously <b>CARRIED</b> that the Boards of Directors of Baycrest Hospital and The Baycrest Day Care Centre approve the Minutes of the regular meeting held on June 22, 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. A copy of the report in its entirety is on file with the master of the minutes.

**1.4 2023/24 Q1 Corporate Balanced Scorecard**

The Senior Executive Team provided the report on the 2023/24 Q1 Corporate Balanced Scorecard results. A copy of the report is on file with the master of the minutes.

**1.5 Report of the Executive Committee**

B. Mirsky provided the report from the Executive Committee. A copy of the report is on file with the master of the minutes.

a. Appointment of a Chair Emeritus

Upon recommendation of the Executive Committee, the Board of Directors of Baycrest Hospital adopted the following motion designating Robert C. Kay as Chair Emeritus.

**ACTION:** It was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that, upon recommendation of the Executive Committee, in recognition of (i) Robert C. Kay’s many years of contributions to the Company and the broader Baycrest group of companies, and (ii) his role as the inaugural Chair of the Board of Directors for Baycrest Hospital following the corporate restructure, the Board of Directors of Baycrest Hospital hereby designate Robert C. Kay with the honorary lifetime title of “Chair Emeritus,” which shall be a non-Board and non-officer position.

b. Board Member Appointment

Upon recommendation of the Executive Committee, the Boards appointed Dr. Michael Borrie as a Board Member to fill a vacant position.

**ACTION:** It was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that, upon recommendation of the Executive Committee, the Baycrest Hospital Board of Directors approve the appointment of Dr. Michael Borrie as a member of the Board until the next annual meeting of the member of Baycrest Hospital.

**ACTION:** It was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that, upon recommendation of the Executive Committee, The Baycrest Day Care Centre Board of Directors approve the appointment of Dr. Michael Borrie as a member of the Board until the next annual meeting of the member of The Baycrest Day Care Centre.

c. Amended Audit and Finance Terms of Reference

The Audit and Finance Committees of the Baycrest Hospital and The Baycrest Day Care Centre, reviewed their respective Terms of Reference and proposed amendments to the Executive Committee for consideration. Upon recommendation of the Executive Committee, the Boards approved the amended Audit and Finance Committees Terms of Reference.

**ACTION:** It was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that, upon recommendation of the Executive Committee, the Baycrest Hospital Board approve the amended Terms of Reference of the Baycrest Hospital Audit and Finance Committee.

**ACTION:** It was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that, upon recommendation of the Executive Committee, The Baycrest Day Care Centre Board approve the amended Terms of Reference of The Baycrest Day Care Centre Audit and Finance Committee.

**1.6 Report of the Medical Advisory Committee**

G. Naglie provided the 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 Medical Advisory Committee (MAC) received a recommendation for two new Courtesy Staff appointments in the Departments of Psychiatry and Dentistry, as well as a Clinical Associate appointment in the Department of Medicine (Internal Medicine & Geriatrics). Upon the recommendation of the MAC, the Board of Directors of Baycrest Hospital passed the following motion and approved these appointments:

<b><u>ACTION :</u></b>	It was duly <b>MOVED</b> , regularly <b>SECONDED</b> , and unanimously <b>CARRIED</b> that the Board of Directors for Baycrest Hospital approve the following applications for Appointment to the Professional Staff:  <b><u>DR. KERSTINA BOCTOR:</u></b> COURTESY STAFF PRIVILEGES IN THE DEPARTMENT OF PSYCHIATRY effective immediately.  <b><u>DR. MELANIE MINCER:</u></b> COURTESY STAFF PRIVILEGES IN THE DEPARTMENT OF DENTISTRY effective immediately.  <b><u>DR. DENA SOMMER:</u></b> CLINICAL ASSOCIATE - TERM PRIVILEGES IN THE DEPARTMENT OF MEDICINE (INTERNAL & GERIATRIC MEDICINE) effective September 5, 2023.
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The Medical Advisory Committee (MAC) was 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. Kaitlin Siou (August 1, 2023 to July 31, 2024)

Upon the recommendation of the MAC, the Board of Directors of Baycrest Hospital passed the following motion to continue this temporary appointment for the stated period:

<b><u>ACTION:</u></b>	It was duly <b>MOVED</b> , regularly <b>SECONDED</b> , and unanimously <b>CARRIED</b> that, upon the recommendation of the Medical Advisory Committee, the Board of Directors for Baycrest Hospital approve the continuation of the following Temporary Appointment for the stated period:  <b><u>DR. KAITLIN SIOU:</u></b> DEPARTMENT OF FAMILY & COMMUNITY MEDICINE (August 1, 2023 to July 31, 2024)
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**1.7 Report of the Quality and Safety Committee**

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

**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. Hospital Services Accountability Agreement (HSAA) 2022-23 Declaration of Compliance**

Upon the recommendation of the Baycrest Hospital Audit and Finance Committee, the Baycrest Hospital Board approved the annual compliance statement regarding Baycrest Hospital's obligations governed by the Hospital Service Accountability Agreement (HSAA) for the period of April 1, 2022 to March 31, 2023, and approved its submission to Ontario Health.

<b>ACTION:</b>	It was duly <b>MOVED</b> , regularly <b>SECONDED</b> , and unanimously <b>CARRIED</b> that the Board of Directors of Baycrest Hospital approve the Hospital Service Accountability Agreement (HSAA) Declaration of Compliance for the period of April 1, 2022 to March 31, 2023, and its submission to Ontario Health.
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**Part 2 – New Business/Presentations**

**2.1 Employee Engagement Survey and People Plan**

M. Nunziata provided a summary of the results from the Employee Engagement Survey and how they intersect with the development of the People Plan and Strategic Plan. A copy of the presentation is on file with the master of the minutes.

**2.2 Strategic Planning**

S. Ovenden and J. Moloney provided an update on the strategic planning and strategy development process, including a summary of emerging health trends, and themes from stakeholder sessions regarding mission, vision and values. A copy of the presentation is on file with the master of the minutes.

**Part 3 – In-Camera Session**

The Boards moved to the *in-camera* session.

<b>ACTION:</b>	It was duly <b>MOVED</b> , regularly <b>SECONDED</b> , and unanimously <b>CARRIED</b> that the meeting move to <i>in-camera</i> .
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The Boards resumed their regular meeting after the *in-camera* session.

B. Mirsky advised the Boards that Barry Cracower would be assuming the role of Board Chair for the Baycrest Centre for Geriatric Care (BCGC) entity. As such, B. Cracower would be resigning from his positions as Director and Vice

Chair of the Baycrest Hospital and Day Care Centre Boards, effective immediately. In the circumstances and upon the recommendation of the Executive Committee, the Boards of Directors passed the following motions to appoint Gord Nelson as Vice Chair until the meeting of the Boards in June 2025.

**ACTION:** It was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that, on the recommendation of the Executive Committee, the Baycrest Hospital Board approve the appointment of Gord Nelson as Vice Chair of the Board until the Baycrest Hospital Board meeting in June 2025.

**ACTION:** It was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that, on the recommendation of the Executive Committee, The Baycrest Day Care Centre Board approve the appointment of Gord Nelson as Vice Chair of the Board until The Baycrest Day Care Centre Board meeting in June 2025.

**ACTION:** It was duly **MOVED**, regularly **SECONDED**, and unanimously **CARRIED** that the meeting move to *in-camera*.

There being no further business, the meeting adjourned at 11:20 am, and the external members of the Boards moved to another *in-camera* session

**Brian Mirsky**

Chair, Baycrest Hospital Board of Directors  
Chair, The Baycrest Day Care Centre Board of Directors