

Board of Directors

Toronto Senior Housing Corporation

The Board of Directors (“Board”) of the Toronto Senior Housing Corporation (“TSHC”) held its eighth public meeting on January 21, 2022 at 8:30 a.m. (EDT) via video conference. The meeting was live streamed on YouTube and subsequently posted to the City's website for TSHC.

Directors in Attendance:

Maureen Quigley (Chair)
Councillor Paul Ainslie
Lawrence D’Souza
Councillor Paula Fletcher
Linda Jackson
Warren Law
Carrie MacNeil
Jim Meeks
Brenda Parris
Paul Johnson, City of Toronto, Ex-Officio

TSHC representatives present:

Michael Sherar, *Interim Transitional Lead and Chief Corporate Officer*
Rajni Vaidyaraj, *Interim Executive Assistant*
Mary Tate, *Interim Project Management Lead*
Helena Ferreira, *Interim Human Resources Lead*
Norman Rees, *Interim Financial Lead*
Arlene Howells, *Interim Communications and Stakeholder Relations Lead*
Ishmail Ibrahim, *Legal Counsel*

City of Toronto representatives present:

Jenn St. Louis, Manager, Tenants First – Social Development, Finance and Administration

Board Secretary present:

Monique Hutchins, *Managing Director – DSA Corporate Services Inc.*

Anjali Chauhan, *Account Executive – DSA Corporate Services Inc.*

CONSTITUTION AND NOTICE OF MEETING

Ms. Quigley served as Chair of the Meeting and Ms. Hutchins served as recording secretary.

All the Directors being present with notice of the Meeting being given, the Chair declared the Meeting to have been properly called and constituted for the transaction of business.

ITEM 1: CHAIR'S REMARKS

The Chair welcomed everyone to the second Board meeting of 2022 and stated that the meeting was being live streamed on YouTube. The Chair noted the Acknowledgement of the Land. The Chair provided an overview of the significant work to be completed in 2022 toward transition of TSHC to an operating corporation on June 1 and beyond. She also asked Directors to resolve to work together respectfully as a team within the Board and with staff to ensure a positive, healthy and constructive working environment and to safeguard the reputation of the Board and TSHC in both our Public and closed session meetings. She provided an overview of the agenda and noted that this was the first Board meeting at which the new Board Standing Committees would be reporting. Finally, she stated that one deputation request was received in relation to agenda Item 24 and the deputant will join via phone.

ITEM 2: APPROVAL OF PUBLIC MEETING AGENDA

The Chair noted that the usual order of the agenda had been amended to enable Councillor Ainslie and Paul Johnson to participate prior to leaving the meeting at 9:30. The Chair asked that item 20 on the agenda pertaining to Conflicts of Interest be discussed prior to moving into closed session. She also asked that item 25 be deferred to a later meeting. Councillor Ainslie asked that moving forward minutes of the meetings be discussed at the beginning of each meeting prior to going into a closed session, and that the Chair table her Acknowledgement to the Land as a standalone item prior to or immediately following the Chair's remarks. The Chair took the requests under advisement. She then asked for approval of the public meeting agenda as amended.

Motion carried **UPON MOTION**, duly made by Councillor Ainslie, and seconded by Councillor Fletcher **IT WAS RESOLVED THAT** the public meeting agenda, as amended, is hereby approved.

ITEM 3: CHAIR'S POLL RE: CONFLICT OF INTEREST

The Chair requested that members of the Board declare whether they were in conflict of interest, together with the nature of the interest, with any public agenda item.

No conflicts were declared.

ITEM 13: APPROVAL OF PUBLIC MEETING MINUTES OF DECEMBER 14, 2021

The Chair tabled the minutes of the public meeting held on December 14, 2021 and asked that they be taken as read.

Motion carried **UPON MOTION**, duly made by Ms. MacNeil and seconded by Councillor Ainslie, **IT WAS RESOLVED THAT** the public meeting minutes of December 14, 2021, as tabled, are hereby approved.

ITEM 16: APPROVAL OF PUBLIC MEETING MINUTES OF JANUARY 7, 2022

The Chair tabled the minutes of the public meeting held on January 7, 2022 and asked that they be taken as read.

Motion carried **UPON MOTION**, duly made by Ms. Jackson, and seconded by Ms. MacNeil, **IT WAS RESOLVED THAT** the public meeting minutes of January 7, 2022, as tabled, are hereby approved.

ITEMS 14-15: CLOSED SESSION

Motion carried **UPON MOTION**, duly made by Ms. MacNeil and seconded by Mr. Law, **IT WAS RESOLVED THAT** the Board move into a closed session.

ITEM 20: CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE (CGHRC) MOTIONS - BOARD POLICY ON CONFLICT OF INTEREST

At the invitation of the Chair, Mr. Law provided a review of report (BD:2022-06). He indicated that the Committee met on January 10, 2022 to review the draft policy and the specific wording that was included in section 7(d) because TSHC and Toronto Community Housing Corporation (“TCHC”) are deemed affiliate corporations, owned by the City of Toronto. He noted there was one unresolved item, namely the requirement for a Director to disclose a conflict of interest set out in the Ontario Business Corporations Act (“OBCA”) and that the Chair had requested additional guidance from the City of Toronto for this meeting.

Mr. Johnson confirmed that a Director who serves on both the TSHC and TCHC Boards is required to declare the conflict at least on an annual basis. However, this does not preclude the Director participating in discussion and voting on matters between the two corporations.

Councillor Ainslie and Ms. Parris commented on the language used in the policy noting it was not similar to the TCHC policy. The Chair indicated that the language was different due to the guidance that was provided to the TSHC Board by the City Manager on December 21, 2021 and Paul Johnson's additional guidance at this meeting. Paul Johnson noted that the going forward, subject to discussion with TCHC, the procedure for both the TCHC and TSHC should be the same and similar language should be used in each corporation's policy.

Ms. Parris suggested some additions to the policy respecting tenant Directors and it was suggested that the policy be referred back to the Committee to revise.

Motion carried **UPON MOTION**, duly made by Ms. Parris and seconded by Councillor Ainslie and unanimously carried, **IT WAS RESOLVED THAT** the Conflicts of Interest policy be referred back to the CGHRC for revisions.

ITEMS 5-11: CLOSED SESSION

Motion carried **UPON MOTION**, duly made by Councillor Fletcher and seconded by Councillor Ainslie, **IT WAS RESOLVED THAT** the Board move into a closed session.

ITEM 12: MOTION TO APPROVE CLOSED SESSION DECISION

Councillor Fletcher and Ms. Parris abstained from the vote regarding the Joint Transition Workgroup.

Motion Carried by Majority **UPON MOTION**, duly made by the Chair and seconded by Mr. D'Souza and carried by majority, **IT WAS RESOLVED THAT** the Board of Directors appoint Maureen Quigley, Carrie MacNeil and Warren Law to the Joint Transition Workgroup (JTW).

Motion carried **UPON MOTION**, duly made by Ms. MacNeil and seconded by Ms. Parris and unanimously carried, **IT WAS RESOLVED THAT** the Board of Directors:

1. Approve the interim staff contracts as presented to the Board in report (BD: 2022-03); and
2. Approve HR Associates as a vendor for the purpose of sourcing interim staff through June 30, 2022.

Motion carried **UPON MOTION**, duly made by Councillor Fletcher and seconded by Ms. Jackson and unanimously carried, **IT WAS RESOLVED THAT** the Directors receive the report and:

1. Ratify and approve the Memorandum of Agreement between TSHC, TCHC, and CUPE, Local 416, to affect a new Collective Agreement between TSHC and CUPE local 416; and
2. Authorize the appropriate staff to take all necessary actions identified as agreed in the MOA, including the notification of ratification by the Board to the other two parties to this MOA as soon as possible and execute all necessary documents to implement the above recommendation.

Motion carried **UPON MOTION**, duly made by Councillor Fletcher and seconded by Ms. MacNeil and unanimously carried, **IT WAS RESOLVED THAT**

1. the Directors receive the report and approve the executive compensation salary ranges contained in report (BD: 2022-05)
2. the Directors defer approval of the ELT structure and bring a preliminary shared services model to the next Board meeting.

ITEM 14: APPROVAL OF CLOSED SESSION MINUTES OF DECEMBER 14, 2021

The Chair tabled the minutes of the last closed session meeting held on December 14, 2021 and indicated that the Board have discussed changes during the closed session and certain minor amendments were proposed and accepted, however the Chair asked that these minutes be deferred to the next Board meeting.

Motion carried **UPON MOTION**, duly made by Ms. Parris and seconded by Ms. MacNeil, **IT WAS RESOLVED THAT** the approval of closed session meeting minutes of December 14, 2021, be deferred for approval at the next Board meeting.

ITEM 15: APPROVAL OF CLOSED SESSION MINUTES OF JANUARY 7, 2022

The Chair tabled the minutes of the last closed session meeting held on January 7, 2022. Following discussion during today's closed session, the Chair asked that the approval of these minutes be deferred to the next Board meeting.

Motion carried **UPON MOTION**, duly made by Ms. Parris and seconded by Ms. Jackson, **IT WAS RESOLVED THAT** the approval of closed session meeting minutes of January 7, 2022, be deferred for approval at the next Board meeting.

ITEM 17: MATTERS ARISING – ACTION ITEMS

It was noted that item 12 referring to the amended principles in report (BD:2021-29) and item 20 regarding the signing of the MOU from the action items list have been completed.

ITEM 18: TRANSITIONAL LEAD'S REPORT

At the invitation of the Chair, Mr. Sherar provided a verbal update. He first thanked City of Toronto staff members for work on the transition which will enable the transition on June 1, 2022.

He provided an update on meetings with local unions and indicated that Helena Ferreira was instrumental in negotiating with the unions.

He noted that the team is in the process of negotiating the TCHC lease agreements to ensure there is minimum disruption to tenants. Ms. Parris indicated that staff training and development should be a focus during the transition at the tenant buildings. Mr. Sherar noted that the Board will be able to visit some of the buildings however due to current conditions, it is put on hold but as conditions improve he will advise the Board as to timing.

He indicated that the transition workplan update and risk assessment will be presented at the next Board meeting because these were currently being re-assessed in the context of the latest Covid-19 wave.

ITEM 19: CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE

At the invitation of the Chair, Mr. Law provided a verbal update noting that the CGHRC met for the first time on January 10, 2022 to review the proposed approach to policy development, and a draft conflict of interest policy that was previously discussed under item 20 in this meeting.

Mr. Law also noted that the CGHR Committee would be considering a draft Code of Conduct and procedures for Board and Committee meetings. This would potentially include a facilitated Board workshop. Ms. Parris provided an overview of her expectations for the workshop and noted that the focus was not only on governance but also on the Board working effectively together.

A discussion ensued regarding the approach to be used for by Board Standing Committees for reporting to the Board of Directors. Noting that this was the first cycle of Standing Committee meetings, the Board Chair advised that pending further advice from the CGHR Committee, the procedure would include a verbal report from the Standing Committee Chair followed by a written report on each matter for decision by the Board including the issues discussed by the committee and recommendations for Board approval. She also indicated that Standing Committee minutes would not be included in the Board package because they were not yet approved by the Standing Committee but that salient matters arising from Committee discussion would be included in the specific reports for discussion by the Board. Councillor Ainslie asked that his disagreement with this approach be registered in the minutes. He proposed that the minutes of all committees be provided to the Board at each meeting. Councillor Ainslie and Councillor Fletcher asked that the CGHRC review the format of all committee reports, agendas, minutes and procedural rules to align with the standard used at the City of Toronto and clarify that board members can attend any committee meetings.

**ITEM 20: CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE
MOTIONS - APPROACH TO APPROVAL OF POLICIES**

The Chair tabled to the meeting the policy on Approach to Approval of Policies. Ms. Parris noted that per report (BD: 2022-06) a list of policies will be provided to the Board in February 2022.

<i>Motion</i>	UPON MOTION , duly made by Mr. Law and seconded by
<i>Carried by</i>	Ms. Parris and carried by majority, IT WAS RESOLVED THAT the
<i>Majority</i>	Board of Directors approve the Approach to Approval of Policies.

ITEM 21: AUDIT & FINANCE AND RISK COMMITTEE REPORT

At the invitation of the Chair, Mr. D’Souza provided a verbal report. He indicated that the first meeting of the Audit & Finance and Risk Committee (“AFRC”) was held on January 6, 2022. He provided an overview of the role of the Committee and items discussed at that meeting, including Terms of Reference and minor amendments proposed by management and the Committee workplan. He noted that the AFRC has the overall board accountability for reviewing and approving the Corporation’s enterprise-wide risk governance framework. He indicated that the AFRC agreed it will act as an overall coordinator and reporter of risk to the Board but that each individual committee is responsible to review and report on the specific risks in context of its committee’s mandate. Other items discussed were the annual business cycle, annual reporting requirements, the City of Toronto budget timelines and workplan creation.

Ms. Parris inquired about the different types of perceived risks. Mr. Sherar indicated that the Committee is establishing a risk framework, level of risk tolerance and how to mitigate the risks and report through the committees and to the Board.

ITEM 22: AUDIT & FINANCE AND RISK COMMITTEE MOTIONS

At the invitation of the Chair, Mr. D’Souza tabled to the meeting report (BD: 2022-07).

Motion carried **UPON MOTION**, duly made by Mr. D’Souza and seconded by Mr. Meeks and carried unanimously, **IT WAS RESOLVED THAT** the Board of Directors:

1. Approve the amended Audit, Finance and Risk Committee Terms of Reference and,
2. Approve that the Audit, Finance and Risk Committee be the coordinator and reporter of risk to the full Board, but that

individual Board Committees be accountable for monitoring and assessing risk within their spheres of activities.

ITEM 23: FINANCIAL UPDATE AND INTERIM BOARD EXPENDITURE POLICY

At the invitation of the Chair, Mr. Rees provided a review of informational report (BD:2022-08). He provided a financial update including an overview of the updated budget through to transition on June 1, 2022. He indicated that the audit being performed by KPMG will begin shortly and he will bring the results of the audit in February 2022.

Through discussion, Ms. Parris asked that the Board be provided with an overview of the flow of funds including subsidy information.

Mr. Rees provided a summary of the Interim Board Expenditure Policy.

Motion carried **UPON MOTION**, duly made by Ms. Parris and seconded by Mr. D'Souza and unanimously carried, **IT WAS RESOLVED THAT** the Board of Directors approve the interim expense reimbursement policy for Board Members as follows:

- TSHC will reimburse reasonable out of pocket expenses incurred by Board members in the performance of their duties as TSHC Board members.
- The Chair of the Board will approve all reasonable out of pocket expenses incurred by Board members.
- The Transition Lead and Chief Corporate Officer will approve all reasonable out of pocket expenses incurred by the Board Chair

EXTENSION OF TIME

The Chair requested that the meeting be extended by 15 minutes in order to cover the last two items on the agenda.

Motion carried **UPON MOTION**, duly made by Ms. MacNeil and seconded by Ms. Parris, and unanimously carried, **IT WAS RESOLVED THAT** the Board meeting be extended by 15 minutes:

ITEM 24: QUALITY AND TENANT ENGAGEMENT (QTE) REPORT

DEPUTATION: The following verbal deputation was received with respect to report (BD: 2021-44).

The Chair welcomed the deputant and indicated that she had five minutes to address the Board after which time the Board may ask questions.

1. Janet MacLeod

Ms. MacLeod referred to her written deputation and discussed the concerns pertaining to tenant safety and how those concerns are regularly dismissed including the lack of responsiveness of the new senior service coordinator, and continued safety concerns including protruding window air conditioning units. She indicated that the current integrated services model is not working.

Ms. Parris noted that the Board needs a broader definition of safety and that it includes not just physical safety but mental health, addition, drug dealing as they have an impact on the other tenants.

At the invitation of the Chair, Ms. Jackson provided a verbal informational report. She noted that the QTE met on January 14, 2022 to review its Terms of Reference and indicated that there were no substantive changes proposed, and review and updated the workplan from now until June 1, 2022. She indicated there was a

discussion of forming a sub-committee to participate in the recent initiative of City of Toronto Tenants First regarding the future of STAC and tenant engagement. However, the Committee felt that this would slow down the progress being made. She noted that she and Carrie MacNeil had met with Mr. Johnson recently and from discussions recommended that the Committee members join the work already being done because of time constraints and so as not to slow down the progress being made.

ITEM 25: 2022 – THE YEAR AHEAD: PLANNING FOR SUCCESS

The Chair requested that this item be deferred.

Motion carried **UPON MOTION**, duly made by Ms. MacNeil and seconded by Mr. Meeks, **IT WAS RESOLVED THAT** that the presentation regarding planning for success be deferred to the next Board meeting.

ITEM 26: TERMINATION

Motion carried **UPON MOTION**, duly made by Ms. Parris and seconded by Councillor Fletcher, **IT WAS RESOLVED THAT** the public meeting terminate at 11:46 a.m. (EDT).

Maureen A. Quigley, Chair
Board of Directors

Monique Hutchins, Secretary