

TORONTO SENIORS HOUSING CORPORATION

Board of Directors Meeting Package

Date: June 30, 2021

Time: 8:30AM-10:45AM

Location: WebEx

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Supporting Documents (Attached Separately)

Item 4 Attachment 1 – Toronto Seniors Housing Corporation Articles of Incorporation

Item 5 Attachment 1 – Toronto Seniors Housing Corporation Standard Form of Share Certificate

Item 6 Attachment 1 – By-Law No.1

Item 14 Attachment 1 – Letter from Deputy City Manager, Community and Social Services

TORONTO SENIORS HOUSING CORPORATION BOARD OF DIRECTORS MEETING AGENDA

Date: June 30, 2021
Time: 8:30AM-10:45AM
Location: WebEx

Item	Time	Description	Action	Pre-Read	Presenter
1	8:30	Chair's Remarks	Information	Verbal report	Chair
2	8:35	Approval of Public Meeting Agenda	Approval	Agenda	Chair
3	8:38	Conflict of Interest (Presentation & Chair's Poll)	Declaration	Agenda	City Legal Chair
4	8:42	Filed Articles of Incorporation	Approval	Articles of Incorporation	City Legal
5	8:46	Approval of Share Certificate and Issuance of Shares	Approval	Share Certificate	City Legal
6	8:48	Adoption of General By-law No. 1	Approval	By-Law No.1	City Legal
7	9:00	Motion to move into closed session	Approval		Chair
8	9:02	Approval of closed meeting agenda	Approval	Closed Meeting Agenda	Chair
9	9:04	Chair's Poll re: Conflict of Interest for Closed Session	Declaration	Closed Meeting Agenda	Chair
10	9:06	<i>Confidential report dealing with matters that are not required to be disclosed under the Municipal Freedom of Information and Protection of Privacy Act, including but not limited to personal matters about identifiable individuals, a proposed or pending transaction with a third party, and recommendations of proposed policy or processes</i>	Discussion		Deputy City Manager, Community & Social Services
11	9:28	Motion to move into public session	Approval		Chair
12	9:30	Motion to approve in camera decision	Approval		Chair
13	9:35	Process to Select Vice-Chair	Approval	NA	Chair
14	9:45	Receive Financial Letter from Deputy City Manager	Information	Letter from Deputy City	City Staff

				Manager, Community and Social Services	
15	10:00	Approval of Board of Directors Preliminary Work Plan	Approval	NA	City Staff
16	10:45	Adjournment			Chair

Toronto Seniors Housing Corporation

Filed Articles of Incorporation

Item 4

June 30, 2021

Board of Directors

Report: BD: 2021-01

To: Board of Directors

From: Reema Patel, Solicitor, City of Toronto Legal Services

Date: June 30, 2021

PURPOSE:

The purpose of this report is to inform the Board of the filing of Articles of Incorporation for the Toronto Seniors Housing Corporation.

RECOMMENDATION:

It is recommended that the Directors adopt the following resolution:

BE IT RESOLVED that the Directors receive the report on the incorporation of the Toronto Seniors Housing Corporation and direct that the certified Articles of Incorporation be inserted into the Corporation's minute book.

REASONS FOR RECOMMENDATION:

The City Solicitor filed Articles of Incorporation in a form acceptable to the Ministry of Government and Consumer Services on June 23, 2021 after which the Toronto Seniors Housing Corporation came into being as a distinct legal entity.

SIGNATURE:

Reema Patel, Solicitor
City of Toronto Legal Services

Attachment 1: Toronto Seniors Housing Corporation Articles of Incorporation

Toronto Seniors Housing Corporation

Approval of Share Certificate and Issuance of Shares

Item 5

June 30, 2021

Board of Directors

Report: BD: 2021-02

To: Board of Directors

From: Michael Smith, Solicitor, City of Toronto Legal Services

Date: June 30, 2021

PURPOSE:

The purpose of this report is seek approval on the form of share certificate of the Corporation; and to approve the issuance of 100 common shares in the Corporation to the City of Toronto.

RECOMMENDATIONS:

It is recommended that the Directors adopt the following resolution:

BE IT RESOLVED that:

- a) the form of share certificate, a specimen of which is attached hereto as Schedule A, is hereby approved and adopted as the form of certificate to evidence common shares of the Corporation;
- b) any two directors or officers of the Corporation may sign all share certificates on behalf of the Corporation;
- c) the subscription of the City of Toronto (the "Subscriber") for one hundred (100) common shares in the capital of the Corporation is hereby accepted;
- d) the Directors hereby fix the sum of \$1 as the aggregate consideration for the Shares, respecting the issuance of the Shares to the Subscriber, and

hereby add such consideration to the stated capital account in respect of the Shares.

REASONS FOR RECOMMENDATION:

On May 5, 2021, City Council adopted EX23.4, "Implementing Tenants First: Creating a Seniors Housing Corporation", in which it approved the shareholder direction to the Toronto Seniors Housing Corporation appointing the City as the corporation's sole shareholder. The Articles of Incorporation also state that "no share or beneficial interest in any shares shall be allotted, issued or transferred to or owned by, any person other than the City of Toronto."

Directors can decide to issue shares by majority vote. Once a share has been issued, the shareholder is entitled to a share certificate which states the Corporation's name as set out in the Articles of Incorporation, the name of the Shareholder, and the number and class of shares it represents. The share certificate does not carry any monetary value and no value appears on the certificate.

SIGNATURE:

Michael Smith
Solicitor, City of Toronto Legal Services

Attachment 1: Toronto Seniors Housing Corporation Standard Form of Share Certificate

Toronto Seniors Housing Corporation

Adopt General By-Law 1-2021

Item 6

June 30, 2021

Board of Directors

Report: **BD: 2021-03**

To: Board of Directors

From: Michael Smith, Solicitor, City of Toronto Legal Services

Date: June 30, 2021

PURPOSE:

The purpose of this report is to present a general by-law for the Board's consideration and approval in order to govern the internal operations of the Corporation.

RECOMMENDATIONS:

It is recommended that the Directors adopt the following resolution:

BE IT RESOLVED that:

- a) By-Law No.1 in the form which has been presented to the Directors, is hereby enacted as a By-Law of the Corporation.
- b) The Chair is hereby authorized and directed to sign the said By-Law as so enacted as evidence of the foregoing and to insert the same into the front portion of the minute book of the Corporation.

RATIONALE FOR RECOMMENDATIONS

Under sections 116(1) and 117(1)(a) of the Ontario *Business Corporations Act* ("OBCA"), the Directors may make by-laws that regulate the business

or affairs of a corporation. A general by-law supports the efficient and effective management of the Corporation.

City staff have developed By-Law No.1 for the approval of the Board. The content of By-Law No.1 is based on general by-laws of other City corporations, and incorporates elements of the TSHC Shareholder Direction, as well as provisions from relevant legislation.

By-Law No.1 may be amended by the Board at any time. Under Section 116(2) of the OBCA, the Board is required to submit any by-law approved by the Board for confirmation at the next meeting of the Shareholder.

SIGNATURE:

Michael Smith
Solicitor, City of Toronto Legal Services

Attachment 1: By-Law No.1

Toronto Seniors Housing Corporation

Process to Select Vice-Chair

Item 13

June 30, 2021

Board of Directors

Report: BD: 2021-05

To: Board of Directors

From: Maureen Quigley, Board Chair

Date: June 30, 2021

PURPOSE

The Purpose of this report is to recommend and approve a process to select a Vice-Chair for the Board of Directors.

RECOMMENDATION:

It is recommended that the Board adopt the following resolution:

BE IT RESOLVED that the Directors adopt the Vice-Chair Selection Process as described in this report from the Chair.

RATIONALE FOR RECOMMENDATION

Clause 6.5.2 of the Shareholder Direction provides that “The Board shall elect a Vice-Chair from amongst its members who shall act as Chair in the absence of the Chair.”

In our recent orientation presentation, the role of the Board Chair was defined as:

- Objective chairing of meetings and keeping the public informed of the status of the business;
- Representing the Board to the general public, media, stakeholders and Council;

- Support Board capacity and participation of Board members;
- Specific roles set out in the Board's procedures by-law regarding conduct of meetings.

The Role of the Vice-Chair was defined as:

- Assumes the duties of the Chair when delegated, or when the Chair is unable to assume their duties.

The City of Toronto does not have any specific requirements for the process by which a City Corporation Board selects the Vice-Chair. Pending information that I have requested on whether there are any common elements in the process for selection of Vice-Chair among the City of Toronto Corporations, I am recommending the following approach.

Proposed Approach:

To facilitate the election of the Vice-Chair at the September 2021 Board meeting, the following process is recommended for approval by the Board:

- The Board Chair will canvass all Directors for expressions of interest to be elected as Vice-Chair;
- The Board Chair will establish an Ad Hoc Nominating Panel comprising the Board Chair, one Councillor and one Public member who has not expressed interest to be elected as Vice-Chair;
- The Ad Hoc Nominating Panel will meet with the candidates and recommend a nominee for approval by the Board.

SIGNATURE:

Maureen Quigley
Board Chair

Toronto Seniors Housing Corporation

Financial Letter from Deputy City Manager

Item 14

June 30, 2021

Board of Directors

Report: **BD: 2021-06**

To: Board of Directors

From: Giuliana Carbone, Deputy City Manager, Community and Social Services

Date: June 30, 2021

PURPOSE:

The purpose of this report is to inform the Board of how the Toronto Seniors Housing Corporation's City-allocated budget will be administered in 2021.

RECOMMENDATIONS:

It is recommended that the Board adopt the following resolution:

BE IT RESOLVED that the Directors receive the report and attachments from the Deputy City Manager, Community and Social Services, for information.

SIGNATURE:

Giuliana Carbone, Deputy City Manager, Community and Social Services

Attachment 1: Letter from Deputy City Manager, Community and Social Services

Toronto Seniors Housing Corporation

Board of Directors Preliminary Work Plan

Item 15

June 30, 2021

Board of Directors

Report: BD: 2021-07

To: Board of Directors

From: Jenn St. Louis, Manager, Tenants First, City of Toronto

Date: June 30, 2021

PURPOSE

The purpose of this report is to recommend elements of work that will be undertaken by City staff, the Transitional Lead and Chief Operating Officer and the Board in advance of the September 28, 2021, Board meeting.

RECOMMENDATION:

It is recommended that the Board adopt the following resolution:

BE IT RESOLVED that the Directors adopt the preliminary Work Plan as described in the report and that the Board Chair work with the Transitional Lead and Chief Operating Officer and City staff to amend as necessary and implement the preliminary Work Plan.

RATIONALE FOR RECOMMENDATION

The work plan below presents a timeline and method for dealing with key board start-up items. City staff have prepared the work plan and it will be reviewed by the Transitional Lead and Chief Operating Officer once hired, who may decide to amend it.

TSHC – Preliminary Work Plan

Toronto Seniors Housing Corporation Preliminary Work Plan		
Item	Interim Steps	Method for Approval
Appoint Officers (in Camera)	<ul style="list-style-type: none"> - Appoint Vice-Chair - Determine next steps with Transitional Lead and Chief Operating Officer for hiring of personnel 	Approval at September 28, 2021 Board meeting
Appoint Auditor	<ul style="list-style-type: none"> - City staff solicit proposals from auditors - Negotiate engagement - Execute agreement 	Written resolution, circulated by email
Banking Arrangements	<ul style="list-style-type: none"> - Transitional Lead and Chief Operating Officer work with City staff to solicit proposals from banks 	Approval at September 28, 2021 Board meeting
Selection of Executive Search firm	<ul style="list-style-type: none"> - Transitional Lead and Chief Operating Officer to engage an executive search to hire a Chief Executive Officer and other Officers as needed 	Written resolution, circulated by email
Directors and Officers Insurance	<ul style="list-style-type: none"> - Transitional Lead and Chief Operating Officer work with City staff to engage insurance broker and solicit quotations 	Written resolution, circulated by email
Retain Legal Counsel for Toronto Seniors Housing Corporation	<ul style="list-style-type: none"> - Transitional Lead and Chief Operating Officer to engage in retaining independent legal counsel or hiring general counsel for the Corporation 	Written resolution, circulated by email

SIGNATURE:

Jenn St. Louis, Manager, Tenants First, City of Toronto