

TORONTO SENIORS HOUSING CORPORATION

Board of Directors Meeting Package

Date: March 31, 2022

Time: 8:30 A.M. – 11:30 A.M.

Location: WebEx

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**Toronto Seniors Housing Corporation
BOARD OF DIRECTORS MEETING AGENDA**

Date: Thursday, March 31, 2022

Time: 8:30AM-11:30AM

Location: Webex & Livestream

AGENDA

	Time	Description	Action	Supporting Documents	Presenter
1.	8:30 2 min	Chair's Remarks	Information	NA	Lawrence D'Souza Board Vice Chair
2.	8:32 1 min	Approval of Public Meeting Agenda	Approval	Agenda	Vice Chair
3.	8:33 1 min	Chair's Poll re: Conflict of Interest	Declaration	NA	Vice Chair
4.	8:34	Approval of Public Meeting Minutes of February 23, 2022		Minutes of the Meeting Held on February 23, 2022	Vice Chair
5.	8:35	Approval of Closed Meeting Minutes of February 23, 2022			Vice Chair
6.	8:36 1 min	Motion to move into Closed Session	Approval	NA	Vice Chair
7.	8:37 1 min	Approval of Closed Session agenda	Approval		Vice Chair
8.	8:38 15min	<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</i>	Approval	N/A	Vice Chair
9.	8:53 10min		Approval	N/A	Helena Ferreira
10.	9:03 10min		Approval	N/A	Helena Ferreira
11.	9:13 40min		Approval	N/A	Mary Tate
			Approval	N/A	
			Information	N/A	

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12.	9:53 15min	<i>identifiable individuals, a proposed or pending transaction with a third party, and recommendations of proposed policy or processes</i>	Information	N/A	Arlene Howells
13.	10:08 1min	Motion to move into public session	Approval	NA	Vice Chair
14.	10:09 5min	Motion to approve closed session decisions	Approval	N/A	Vice Chair
15.	10:14 5min	Matters arising – Action Items	Information	Action Items List	Vice Chair
16.	10:19 10min	Transitional Lead’s Report	Information	Verbal Report	Michael Sherar
17.	10:29 20min	a) Report from the Quality & Tenant Engagement Committee (QTEC)	Information	Verbal Report	Linda Jackson
		b) QTE Terms of Reference	Approval	<ul style="list-style-type: none"> • Board Report • QTE Terms of Reference 	Linda Jackson
		c) Tenant Focus Group Summary Report	Information	<ul style="list-style-type: none"> • Board Report • Tenant Focus Group Summary Report 	Arlene Howells
18.	11:49 20min	a) Report from the Corporate Governance and HR Committee (CGHRC)	Information	Verbal Report	Councillor Paul Ainslie
		b) Board of Directors Code of Ethics and Conduct Policy	Approval	<ul style="list-style-type: none"> • Board Report • BOD Code of Ethics and Conduct Policy (Clean and Redline) 	
			Approval	<ul style="list-style-type: none"> • BOD Meeting Procedures 	

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		c) Board of Directors Meeting Procedures Policy		Policy (Clean and Redline)	
19.	11:09 5min	Report from the Audit & Finance and Risk Committee (AFRC)	Information	• Verbal Report	Vice Chair
20.	11:14 10min	Financial Planning – Financial Results through February 28, 2022	Information	• Board Report • Statement of Operations • Statement of Financial Position	Norman Rees
21.	11:24 6min	TSHC Transition Status and Risk Report	Information	• Board Report • Project Status and Risk Report	Mary Tate
22.	11:30	Adjournment	Approval	N/A	Vice Chair

Public Session Minutes

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 February 23, 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:

Lawrence D’Souza – Vice Chair
Councillor Paul Ainslie
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*

KPMG representatives present:

Kevin Travers, *Partner, Enterprise audits*
Rebecca Nunoo, *Manager, Enterprise Audits*

Board Secretary present:

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

CONSTITUTION AND NOTICE OF MEETING

Mr. D’Souza 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 third Board meeting of 2022 and stated that the meeting was being live streamed on YouTube. The Chair provided an Acknowledgement of the Land that are on the traditional territory of many nations including the Mississaugas of the Credit, the Anishnabeg, the Chippewa, the Haudenosunee and the Wendat peoples and is now home to many diverse First Nations, Inuit and Métis peoples and that Toronto is covered by Treaty 13.

The Chair informed that Ms. Maureen Quigley has resigned as Chairperson of TSHC Board of Directors and thanked her for her contribution and leadership to the TSHC Board of Directors and community. He informed that he will be acting as Chair until the City of Toronto appoints her successor.

He noted that there is a full agenda to discuss and thanked the interim transitional team for assisting in its preparation. Finally, he stated that one deputation request was received in relation to agenda Item 27 and the deputant will join via phone.

ITEM 2: APPROVAL OF PUBLIC MEETING AGENDA

The Chair tabled the agenda for the meeting.

Motion carried **UPON MOTION**, duly made by Ms. MacNeil and seconded by Ms. Jackson and unanimously, **IT WAS RESOLVED THAT** the public meeting agenda 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 4 APPROVAL OF CLOSED SESSION MEETING MINUTES OF DECEMBER 14, 2021

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

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

ITEM 5: APPROVAL OF CLOSED SESSION MEETING MINUTES OF JANUARY 7, 2022

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

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

ITEM 6: APPROVAL OF PUBLIC MEETING MINUTES OF JANUARY 21, 2022

The Chair tabled the minutes of the public meeting held on January 21, 2022 and asked that they be taken as read.

Motion carried **UPON MOTION**, duly made by Councillor Ainslie, and seconded by Ms. MacNeil and unanimously, **IT WAS RESOLVED THAT** the closed session meeting minutes of January 21, 2022, as tabled, are hereby approved.

ITEM 7: APPROVAL OF CLOSED SESSION MEETING MINUTES OF JANUARY 21, 2022

The Chair tabled the minutes of the closed session meeting held on January 21, 2022 and asked that they be taken as read.

Motion carried **UPON MOTION**, duly made by Ms. Parris, and seconded by Ms. MacNeil and unanimously, **IT WAS RESOLVED THAT** the closed session meeting minutes of January 21, 2022, as tabled, are hereby approved.

ITEMS 8-14: CLOSED SESSION

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

ITEMS 15: DECEMBER 31, 2021 – KPMG AUDIT FINDINGS

Mr. Rees provided an overview of report (BD: 2022-16). He introduced Mr. Travers and Ms. Nunoo of KPMG who discussed their audit findings. Mr. Travers referred to his presentation and discussed the audit work that has been completed, risk areas reviewed, materiality and noted the outstanding items needed in order to finalize the audit. Ms. Nunoo provided an overview of the cash position, revenue and financial reporting.

ITEMS 16: DECEMBER 31, 2021 AUDITED FINANCIAL STATEMENTS

Mr. Rees provided an overview of report (BD: 2022-17) and discussed the audited financial statements for the year ended December 31, 2021. He indicated that a clean audit opinion will be received from the auditors and that he is prepared to sign the Management Representation Letter. He provided an overview of the Balance Sheet, Net Income, Statement of Operations and Cash Flow Statement including the Notes therein. Lastly, he noted that the deferred grant revenue will be used in 2022 as allowed by the City of Toronto. Ms. Parris inquired about what the revenue will be consisting of after the grant, which Mr. Rees indicated it would consist of tenant rent and subsidies.

ITEMS 17-20: CLOSED SESSION WITH AUDITORS

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

ITEM 21: MOTION TO APPROVE CLOSED SESSION DECISION

Motion carried **UPON MOTION**, duly made by Mr. Law and seconded by Ms. Jackson and unanimously carried, **IT WAS RESOLVED THAT** the Board of Directors approve the contract with the Governance professional to support the development of Board Policies in consultation with the City of Toronto.

Motion carried **UPON MOTION**, duly made by Ms. MacNeil and seconded by Ms. Jackson and unanimously carried, **IT WAS RESOLVED THAT** the Directors authorize the TSHC transition team to proceed with hiring the following positions:

- Manager, Procurement
- Manager, Financial Reporting & Compliance
- Controller
- 2 Financial analysts
- Senior Manager, compensation, benefits, and recruitment
- Manager, Labour and Employee Relations

- Recruitment Specialist
- Payroll administrator
- Manager, Employer and Labour Relations
- Senior Manager, Communications and External affairs
- Digital Communications Advisor

Motion carried **UPON MOTION**, duly made by Ms. Jackson and seconded by Ms. MacNeil and unanimously carried, **IT WAS RESOLVED THAT** the Board of Directors approve the contract with a legal firm to provide legal services to the TSHC.

ITEM 22: APPROVAL OF DECEMBER 31, 2021 AUDITED FINANCIAL STATEMENTS

Motion Carried **UPON MOTION**, duly made by Ms. Parris and seconded by Ms. MacNeil and unanimously, **IT WAS RESOLVED THAT** the Board of Directors approve the December 31, 2021 audited financial statements.

ITEM 23: MATTERS ARISING – ACTION ITEMS

The Chair reviewed the matters arising action items list. It was noted that there was still an outstanding item from the June 30, 2021 meeting regarding a list of tenant representatives. Mr. Sherar indicated he will follow-up as there may be privacy issues surrounding supplying the names of the tenant representatives. Councillor Fletcher noted that that a public list is available of all the buildings and its tenant representatives. Mr. Sherar undertook to follow up with TCHC on this issue.

ITEM 24: TRANSITIONAL LEAD’S REPORT

At the invitation of the Chair, Mr. Sherar provided a verbal update. He first acknowledged Maureen Quigley for all the work to date completed and for her leadership, guidance and time devoted to TSHC. He thanked the transition team and its partners at TCHC for the work being done to successfully transition over to the

TSHC. He also thanked the board for its work and overview so that the transition team can achieve its goals.

He noted that the transition team's goal is to make sure the transition occurs with minimal disruption to current tenants and staff. He is pleased with the progress to date and with discussions with TCHC to move the transition forward.

ITEM 25: CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE REPORT

At the invitation of the Chair, Mr. Law provided an overview of report (BD: 2022-18) noting that the CGHRC had incorporated comments from the Board of Directors as discussed at the January 21, 2022 meeting into the Conflicts of Interest ("COI") policy and it is in accordance with the *Ontario Business Corporations Act* ("OBCA").

Through discussion, Councillor Fletcher asked that oversight by the City of Toronto be provided. Mr. Sherar indicated that both the City of Toronto and the TCHC are comfortable with the contents of the COI. The Board asked that Mr. Sherar undertake to receive confirmation from City of their comfort with the TSHC COI policy and report back to the Board with this assurance.

<i>Motion</i>	UPON MOTION , duly made by Councillor Fletcher and seconded
<i>Carried</i>	by Ms. Jackson and unanimously carried, IT WAS RESOLVED THAT
	subject to confirmation from the City of Toronto regarding its
	oversight, the Board of Directors approve and adopt the TSHC
	Conflict of Interest Policy.

ITEM 26: TENANT ENGAGEMENT & COMMUNICATIONS UPDATE REPORT

The Chair asked that informational report (BD: 2022-19) be taken as read.

ITEM 27: FINANCIAL UPDATE & DELEGATION OF AUTHORITY

The Chair asked that informational report (BD: 2022-20) be taken as read.

DEPUTATION: The following verbal deputation was received with respect to report (BD: 2022-22).

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

Maureen Clohessy

Ms. Clohessy discussed her concerns pertaining to the delegation of authority in regard to the size of management as compared to the previous delegation list under TCHC. She noted that TCHC was lacking front line staff in comparison to management staff and the new TSHC organizational chart lists 10 more management staff and no additional front-line workers. She further stated that it would be helpful to know what roles these new management positions will have and suggested that STAC review the roles and responsibilities before the positions are filled in order to ensure it is more tenant-centric focused.

Mr. Sherar indicated that the delegation of financial authority reflects business processes that will mirror those at TCHC on transition and that the new positions will need to be filled prior to the transition date of June 1, 2022.

Mr. Rees noted that the roles listed will be fully integrated into YARDI, the TCHC business platform to be used by TSHC to map structure, cost centers and delegation of authority so that the system can track approvals through the system.

Mr. D'Souza thanked the deputant for attending and providing her comments.

At the invitation of the Chair, Mr. Rees tabled to the meeting report (BD: 2022-21) and provided a brief overview. He indicated that the delegation of authority mirrored the level of authority that was present at TCHC.

Ms. Parris asked that the upper levels of authority be reviewed periodically.

Motion carried **UPON MOTION**, duly made by Ms. Parris and seconded by Mr. Meeks and carried unanimously, **IT WAS RESOLVED THAT** the

Board of Directors approve the June 1, 2022 delegation of authority.

ITEM 28: PLANNING AND REPORTING, TRANSITION PLAN UPDATE, STATUS AND RISK, EXECUTIVE COMMITTEE UPDATE

At the invitation of the Chair, Ms. Tate asked that informational report (BD: 2022-22) regarding planning and reporting be taken as read.

Ms. Tate provided a review of informational report (BD: 2022-23) regarding the transition plan. She reviewed what the Board of Directors should expect to see at upcoming meetings and workshops.

Ms. Tate asked that informational report (BD:2022-24) regarding TSHC transition status and risk report be taken as read.

Ms. Tate provided a review of informational report (BD:2022-25) regarding the executive committee of the City of Toronto status update. He indicated that the executive committee will be meeting on March 31, 2022 at which time the report will be finalized.

ITEM 29 TERMINATION

Motion carried **UPON MOTION**, duly made by Councillor Fletcher and seconded by Ms. MacNeil and unanimously carried, **IT WAS RESOLVED THAT** the public meeting terminate at 11:50 a.m. (EDT).

Lawrence D'Souza, Interim
Chair, Board of Directors

Monique Hutchins, Secretary

Item 15

TORONTO SENIOR HOUSING CORPORATION

Action Items List

	<u>MEETING ARISING FROM</u>	<u>DESCRIPTION</u>	<u>RESP.</u>	<u>STATUS</u>
1.	June 30, 2021	Chair to work with Transitional Lead and Chief Corporate Officer and City staff to amend as necessary and implement the preliminary workplan and re-submit for review by the Board	Maureen	Completed
2.	June 30, 2021	Create initial understanding of Board Committee structure and Board policies	Maureen	Completed
3.	June 30, 2021	What are the current processes for tenant engagement? Board needs to understand before shaping.	Maureen	Completed
4.	June 30, 2021	TCHC have some elected tenants, so need list of current tenants elect and where there are missing positions.	Maureen	
5.	June 30, 2021	Concern over not meeting until September 28, 2021 therefore meet to engage with senior tenants during summer?	Maureen	Completed
6.	August 11, 2021	Provide detailed budget and capital plan for 83 buildings moving to TSHC	MS	Completed
7.	September 28, 2021	N/A		
8.	October 27, 2021	Provide list of outstanding tenant issues sent to TCHC and raised by deputant Mr. Bill Lohman to Mr. Jim Meeks	MS	Completed
9.	November 23, 2021	Add page number references in the agenda	Monique	Completed
10.	November 23, 2021	Board reports to include perceived risks and proposed mitigation	MS	Completed
11.	November 23, 2021	Revise Joint Transitional Workgroup composition to include one tenant representative from each corporation	Maureen and MS	Completed
12.	November 23, 2021	Amend Principles in Report BD:2021-29 to include tenants input on areas of the joint transition workplan excluding confidential Board matters	Maureen	Completed
13.	November 23, 2021	Circulate Mr. Bill Lohman and Ms. Janet McLeod's written deputation to the Board	Rajni	Completed
14.	December 14, 2021	Inquire about the concerns surrounding access to recreational activities	Mr. Johnson	

Toronto Seniors Housing Corporation

15.	December 14, 2021	Discuss the membership consistency issue with the seniors service team and senior housing unit within TCHC and report back with a presentation on various issues	Mr. Johnson	
16.	December 14, 2021	To replace the term “elected tenant leaders” with “building representatives” on the tenant input plan for transition	Ms. Howells	Completed
17.	December 14, 2021	City Council be advised of the candidate profile and salary range for CEO	MS	Completed
18.	December 14, 2021	To begin preliminary negotiations with TCHC on the functional service delivery agreement that will outline the terms under which TSHC will purchase services from TCHC	MS	Completed
19.	December 14, 2021	To enter into preliminary negotiations with TCHC on the lease agreement for the operation of the 83 seniors-designated buildings	MS	Completed
20.	December 14, 2021	To sign the Memorandum of Understanding, entitled ‘To Enable Transitional Operating Funding to Support Long-Term Sustainability’ with the City of Toronto	Maureen & MS	Completed
21.	December 14, 2021	To ensure that the Senior Tenants Advisory Committee (STAC) has input into the creation of the agendas related to the tenant input plan	Mr. Johnson	Completed
22.	January 21, 2022	Update ELT Organizational Chart	MS	
23.	January 21, 2022	Prepare a Preliminary Shared Services Model	MS	Completed
24.	January 21, 2022	Provide list of non-unionized employees	Ms. Ferreira	Completed
25.	January 21, 2022	Financial flow of funds from the City and tenants including amount of subsidies; capital repairs	Mr. Rees	
26.	January 21, 2022	Transition team to bring full list of policies to February 2022 Board meeting	Mr. Law	
27.	January 21, 2022	List of non-unionized positions	Ms. Ferreira	Completed
28.	February 23, 2022	Salary Scale and position summary list of new hires	Ms. Ferreira	
29.	February 23, 2022	Oversight by City of Toronto re: COI	Mr. Sherar	

**Toronto Seniors Housing Corporation
Board of Directors Meeting
QUALITY & TENANT ENGAGEMENT COMMITTEE – TERMS OF
REFERENCE**

Item #17b

March 31, 2022

Report: BD: 2022-31

To: Board of Directors

From: Linda Jackson

Date: March 31, 2022

PURPOSE: FOR APPROVAL

RECOMMENDATION: It is recommended that the Board of Directors adopt the following resolution:

BE IT RESOLVED THAT the Board of Directors approve and adopt the Terms of Reference for the Quality and Tenant Engagement Committee with the changes approved at the Board Committee meeting on March 8, 2022.

REASON FOR RECOMMENDATION: The Quality and Tenant Advisory Committee recommend changes to its Terms of Reference passed by the Board of Directors in November 2021. The changes were made to strengthen the work of the committee.

Linda Jackson,
Chair, Quality & Tenant Engagement Board Committee

List of Attachment: REVISED QTE Terms of Reference for Board Approval
March 2022

**Item 17b
Attachment
QTE Terms of Reference**

TORONTO SENIORS HOUSING CORPORATION (TSHC)

QUALITY AND TENANT ENGAGEMENT

Terms of Reference

(Approved by Board on Nov. 23, 2021 – Updated at January 13, 2022 meeting)

Purpose

The Quality and Tenant Engagement Committee (the Committee) is a standing committee of Toronto Seniors Housing Corporation (the Corporation) Board of Directors (the Board). The purpose of the Committee is to monitor significant financial planning, management, reporting, and risk matters of the Corporation.

Accountability

The Committee is accountable to:

- The Board

The Committee will retain external advisors as appropriate to provide relevant expertise and any other support as required or deemed appropriate, following a Board-approved selection process.

Applicable Policies and Documents

As determined by a resolution of the Board from time to time.

Committee Membership

The Committee consists of a minimum of two, all of whom are members of the Board of Directors, are independent of the Corporation's management and are financially literate. At least one member should have an accounting background or related financial management experience. The Board Chair is an ex Officio non-voting member of the Committee.

The Board shall appoint one of the Committee members to be the Committee Chair.

Committee members are appointed for a one-year term with the possibility of renewal.

Meetings, Meeting Schedule and Frequency

The Committee meets once in advance of every Board meeting. The Committee may choose to hold additional meetings if it considers them necessary for it to carry out its responsibilities effectively. Meetings can be held at any time and place as determined by its members, provided notice of such meeting is given to each member of the Committee. Meetings may be held by teleconference or

videoconference, provided members have a means to vote. If members cannot participate in person, they may participate in a meeting that is held in-person via the teleconference or telephone.

A majority of the Committee shall constitute a quorum for the transaction of business at any meeting thereof, and the act of a majority of the members of the Committee present at any meeting at which a quorum is present shall be the act of the Committee. The Chair, or in his or her absence, one of the directors shall preside at all meetings of the committee.

As an ex-officio member of the Committee, the Board Chair has voting rights at the Committee meetings that they attend. The Board Chair's attendance is not counted to determine whether a quorum is present at a meeting.

In the event of a vote that results in a tie, the Chair of the Committee has a casting vote.

Committee meetings are subject to the Board of Directors Closed Meetings Policy

Committee meetings are open to the public

Committee meetings are open to deputations as per the Corporation's Deputations Policy

Minutes of meetings will be available to the Board.

Responsibilities

- Oversee the corporation's strategic plan, and operational performance including areas of building operations, tenant engagement, tenant safety, confronting anti-black racism, stakeholder relations and partnerships.
- Act as the lead Board standing committee in overseeing the development of the Corporation's strategic plan.
- Establish reporting framework for progress against strategic plan including metrics, annual targets, and milestone objectives.
- Receive semi-annual reports from management on progress against the Corporation's Strategic Plan.
- Establish operational performance framework including key performance indicators with annual targets.
- Monitor operational performance of the Corporation as measured by key performance indicators through quarterly performance reports.
- Work in conjunction with Toronto Community Housing on items where there is a high degree of shared responsibility and accountability between the two corporations.

The Committee will:

- assume other related responsibilities as assigned to the Committee by the Board.
-

Committee Performance

The Committee will:

- Ensure members are provided with the appropriate resources and education to fulfill the Committee's responsibilities.

Monitor the performance and effectiveness of the Committee and its individual members will be assessed annually as part of the Board's evaluation process.

- Review the terms of reference every six months

The Board will review the committee's charter on an annual basis to ensure that it remains appropriate to the circumstances of the Corporation and of the Board.

**Toronto Seniors Housing Corporation
Board of Directors Meeting
Tenant Focus Group Summary Report**

Item #17c

March 31, 2022

Report: BD: 2022-32

To: Board of Directors

From: Arlene Howells

Date: March 31, 2022

PURPOSE: INFORMATION

REASON FOR RECOMMENDATION:

It is recommended that the Board of Directors accept the information report related to the tenant focus groups and tenant survey done in January and February 2022. The report captures the feedback from tenants related to priorities they wish to see Toronto Seniors Housing Corporation focus upon in its first 100 days and beyond. This report will help to define the areas where TSHC staff will focus on improving service in the first 100 days.

Arlene Howells
Interim, Communications & Engagement Lead

Attachment: Tenant Focus Group Summary Report QTE Mar8_2022mtg.pdf

Item 17c

Attachment

Tenant Focus Group Summary Report QTE

Tenant Focus Group & Survey Summary Report on Service Delivery

March 8, 2022

Arlene Howells &
Maureen Clohessy



**Toronto Seniors
Housing Corporation**

Purpose



Gather tenant input on service delivery priorities as identified in the ISM Phase 1 Tenant Experience Survey at Toronto Community Housing

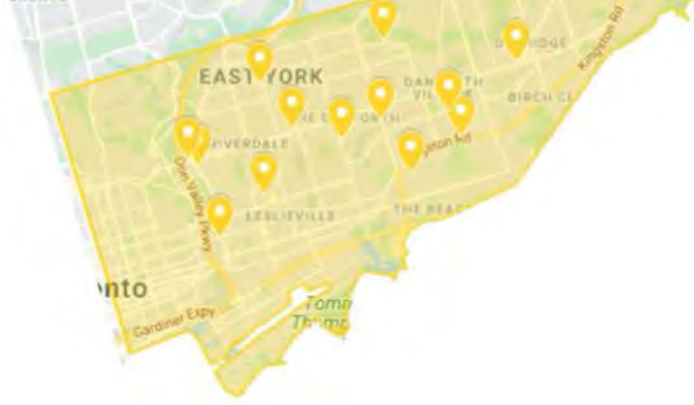


Provide tenants an opportunity to reflect on, validate and enhance the findings of the original survey



Provide tenants with an opportunity prioritize areas of focus for the TSHC's first 100 days and beyond

**Toronto Seniors
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18

Number of buildings surveyed

1,114

Total number of respondents

39%

Overall response rate

Background

- Used results of ISM Phase 1 Tenant Experience Survey conducted in November 2020 sent out to 2,826 households in the southeast region in late 2020
- Results were available in late 2021
- Data gathered tenant perspectives at that time
- Leveraged survey data for our focus groups

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Survey Topics Covered



Property
Management



Safety &
Security



Communication
with Staff



Access to Supports
& Services



Community
Development



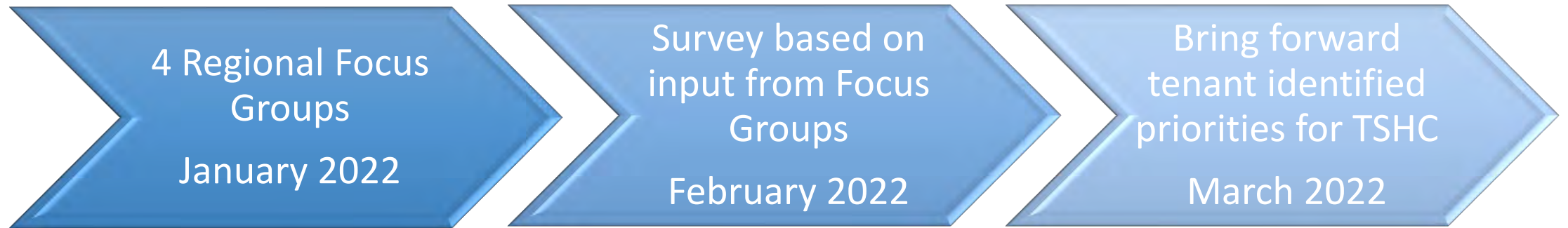
Tenancy
Management



General
Satisfaction

**Toronto Seniors
Housing Corporation**

Process & Survey Methodology



Methodology

- In this follow-up survey, tenants were asked to rank items in each priority area
- The average rank of each item was used to create a prioritized list of items in each priority area

Outreach & Participation

- Outreach
 - Agenda input provided by STAC
 - STAC members invited to co-host
 - Posters in buildings to invite all tenants
 - Emails to STAC members and tenant leaders
 - Follow-up email to tenant leaders to encourage participation
 - Use of staff members to reach out to tenants
 - Social media posts to support communications
 - Partnered with Maureen Clohessy, STAC member to deliver session in southeast region
 - sole STAC volunteer
- 23 people participated in focus groups

About The Survey

- All input posted to TSHC website from each focus groups
- 23 Total Responses
- 13 Completed
- 10 Incompletes
- 36 Views

**Toronto Seniors
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What We Learned

Informing TSHC Priorities

**Toronto Seniors
Housing Corporation**

Key Themes

- Areas for improvement identified in the original survey are still valid and need addressing
- The need for health, wellness and day-to-day living supports were heightened by the pandemic: isolation and mental health supports are very important
- Tenants need help preparing for services such as pest control as they cannot remove and replace items on their own
- Senior tenants would like staff to better understand the ever changing challenges of aging

**Toronto Seniors
Housing Corporation**

Key Themes

- Consistent staffing helps seniors feel more secure and helps to build trust
- The lived experience for those who are abled vs. those who are less-abled is quite different
- Common spaces for tenant activities is important because it builds community and reduces isolation
- Language barriers continue to impact tenants for whom English is not their first language

**Toronto Seniors
Housing Corporation**

Recommendation Summary

First 100 Days

Operations
People Development
ISM Supports
Wellness

Priority Area	#1	#2	#3
Property Management	Pest Control	Unit Upgrades	Common Area Cleaning
Safety & Security	Key Fob Access	CCTV & Lighting	Evening & Weekend Security Staff
Communications with Staff	Empathy, Patience, Respect	Stronger People Skills	Knowledge of How To Work With Seniors
Access to Supports & Services	In-Home Housekeeping Support	Social Workers, PSWs, Healthcare Workers	Personal Care, Unit Care, Healthcare
Community Development	Social Gatherings	Tenant Feedback Meetings	Access to Building Space
Tenancy Management	Onsite Help With Rent Review	How to File Taxes	How to Apply for Pensions/Government Applications
General Satisfaction	Group Activities & Interactions for Mental Health	Peer Support Training	People with Accessibility Needs Should Be On First Floor

Next Steps



Bring forward recommendations to the Board from tenants on TSHC priorities for the first 100 days and beyond



Short-term action plan to be developed to address priorities for the first 100 days



Close the loop with seniors on the findings and what's next



New leadership team to include priorities into longer-term strategic planning work

Thank you

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Dziękuję Ci

Спасибо

谢谢

Gracias

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Дякую

Cảm ơn bạn



Feedback By Priority Areas



Appendix

**Toronto Seniors
Housing Corporation**

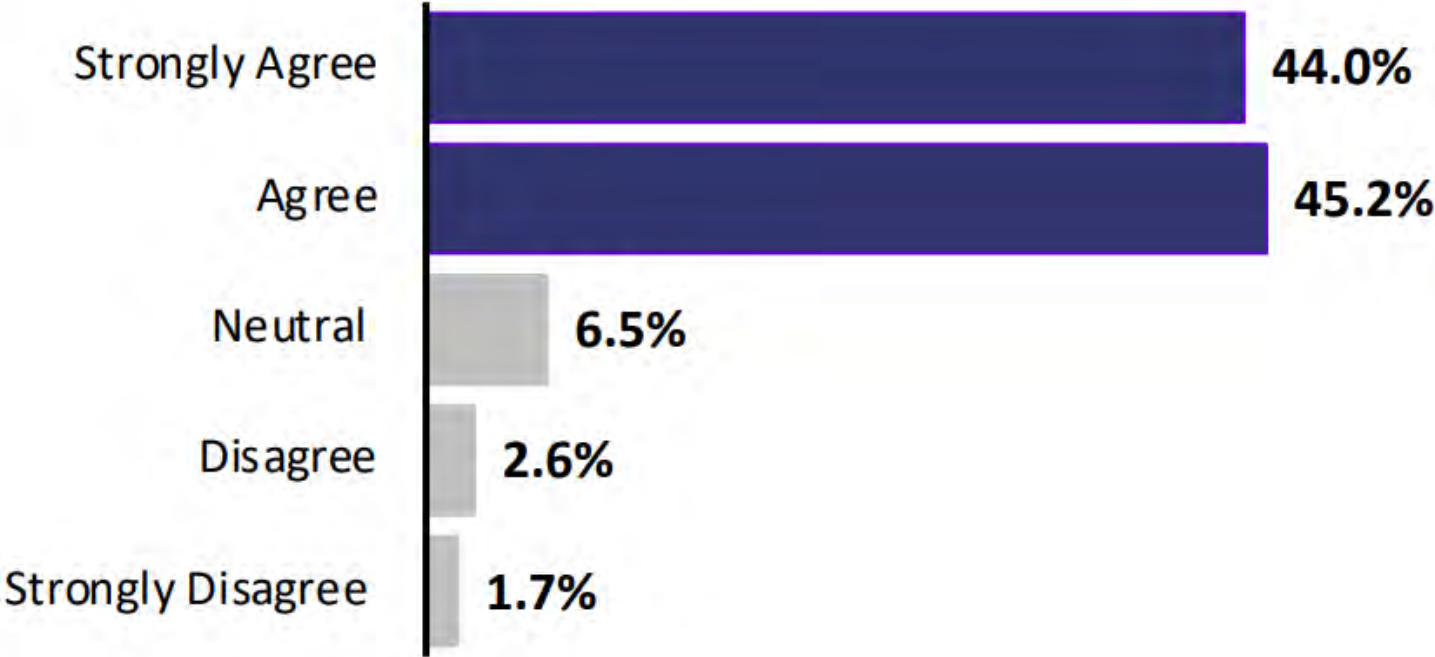
ISM Survey Input on Property Management



Property
Management

Nearly 90% felt that their building was clean

Based on 1,069 responses



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Property
Management

TSHC Tenant Engagement Survey Input

Ranked Priorities in Improvements to Property Management

■ Pest control

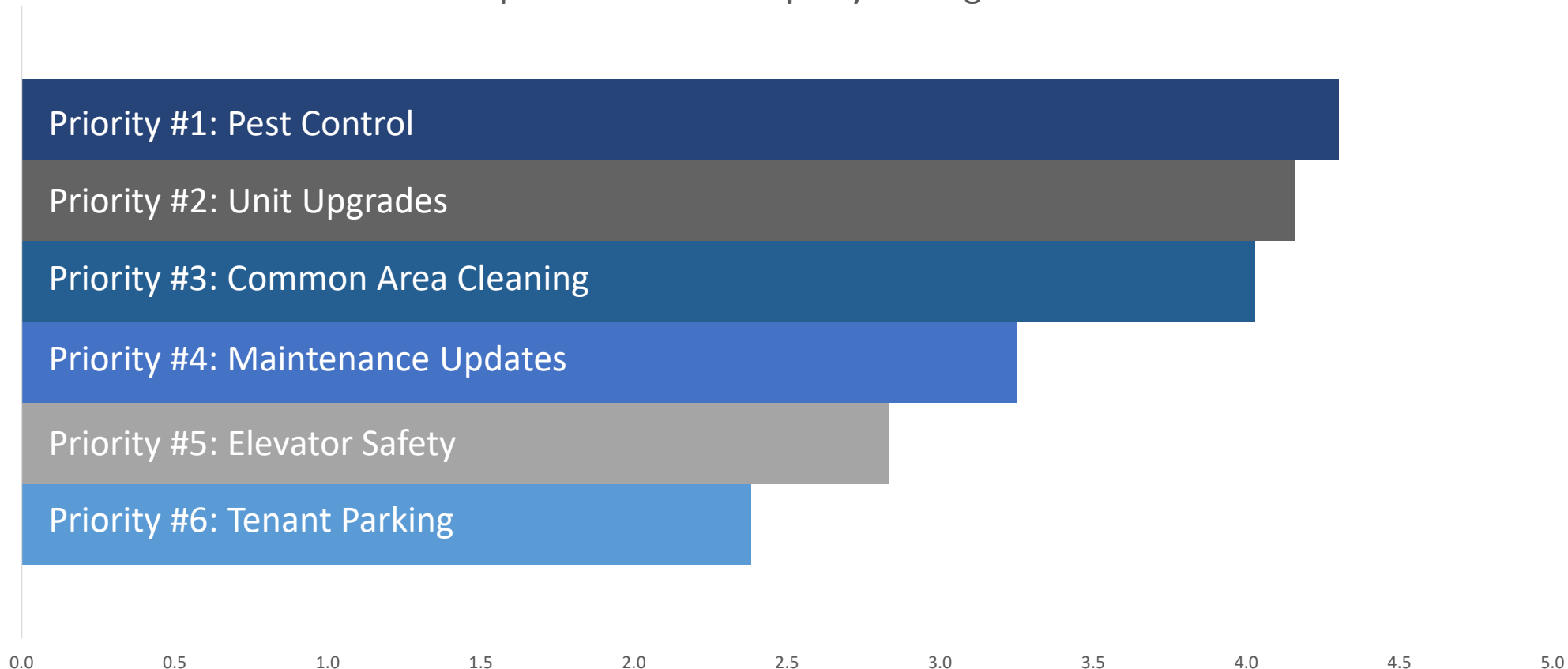
■ Unit upgrades

■ Common area cleaning

■ Maintenance updates

■ Elevator safety

■ **Tenant parking**



Item marked in **red** notes a new area identified in TSHC focus group

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Housing Corporation**

Comments on Property Management

- Pest control, safety, upgrades, constant cleaning, maintenance all come before parking.
- Pest management and clean buildings affect the lives of tenants all day every day.
- To me all items rank equally. I live in a new building and none of these items are a major problem.
- Tenants in my building are concerned that the building is always clean to impress visitors that they live in a nice place.
- With pest control most tenants cannot prepare or put back items for pest control (age related disabilities).
- Parking issue is that no one does anything about tenants who do not pay for parking while others do. Even when reported no enforcement or tow aways.

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ISM Survey Input on Safety & Security



Safety &
Security

87%

Felt safe in their unit
Based on 1,060 responses

85%

Agreed that building's common
areas are safe
Based on 1,058 responses

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Safety &
Security

TSHC Tenant Engagement Survey Input

Ranked Priorities in Improvements to Safety and Security

- Adding key fobs to exits, elevators, and common areas
- CCTV and lighting at entrances
- Higher staff/security presence evenings and weekends
- Mental health/crisis intervention training for staff

Priority #1: Key Fob/Access

Priority #2: CCTV and Lighting at Entrances

Priority #3: Higher Staff/Security Presence
Evening and Weekends

Priority #4: Mental Health/Crisis
Intervention Training for Staff

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Housing Corporation**

Comments on Safety and Security

- Higher intervention and staffing levels means less need for security.
- Crises don't just occur on weekdays during office hours! On weekends many visitors are around.
- Having a key person will help mitigate unnecessary CSU time and staff resources. Unchecked mental health issues cause friction and enmity that interferes with community well-being.
- Seemed these issues are important in fact all are important and could have all been [ranked] #1.
- My building has tenants with dementia who frequently wander the building.

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Communication
with Staff

ISM Survey Input on Communications with Staff

Staff were respectful to tenants

Based on 1,047 responses



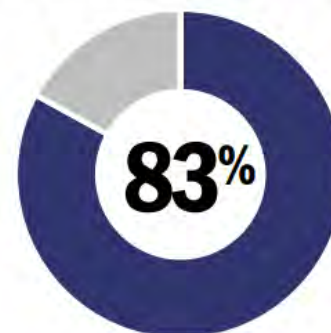
Tenants were informed about building changes

Based on 1,051 responses



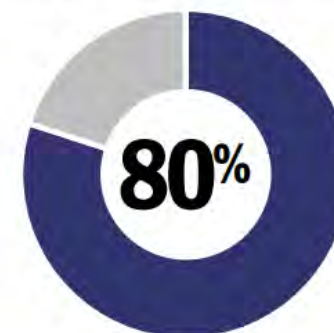
Tenants were comfortable sharing feedback with staff

Based on 1,025 responses



Tenants were satisfied with staff follow-up on their requests

Based on 1,043 responses



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Housing Corporation**



Communication
with Staff

TSHC Tenant Engagement Survey Input

Ranked Priorities in Improvements to Communication with Staff

■ More empathy, patience,
and respect

■ Stronger people skills

■ Knowledge of how to work
with seniors

■ Translation support

■ **Get to know building staff**

■ **More effective referrals to
support**

Priority #1: Empathy, Patience, and Respect

Priority #2: Stronger People Skills

Priority #3: Knowledge of How to Work with Seniors

Priority #4: Translation Support

Priority #5: Getting to Know Building Staff

Priority #6: More Effective Referrals to Support

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Items marked in **red** notes a new area identified in TSHC focus group

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Comments on Communication with Staff

- “
- All six points rate of equal importance.
 - Translation is a big issue, but staff are generally supportive of tenants, this building is a community where tenants and staff appear to be a family helping each other. Vulnerable tenants are reported by tenant rep to [TSC] immediately when identified.
 - Generally, staff are scarce here, and need to be more engaged with tenants.
 - The super MUST understand tenancy and pandemic rules, and in ALL CASES, ENFORCE THEM. Tenants doing whatever they want here, regardless of the rules or rights of other tenants, and the super's reluctance in enforcing them, has been one of our biggest problems.
 - Staff need to have better basic communication skills. "Seniors' are not a rare tropical plant that need to be delicately handled - working with 'older persons' requires a basic understanding of the ageing process we all go through, and common sense. Treating seniors as 'something different' is a form of ageism.”

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Access to Supports
& Services

ISM Survey Input on Access to Supports & Services

Role of Staff

Felt that TCHC staff
should help them
access services
(*N* = 916)



Access to Services

Accessed health and
support services when
needed
(*N* = 898)



Awareness

Were aware of who to ask
for help if they needed
access to health and
support services (*N* = 961)



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Access to Supports
& Services

TSHC Tenant Engagement Survey Input

Ranked Priorities in Improvements to Access to Supports & Services

■ In-home housekeeping support

■ Social workers, PSW's, and other healthcare staff

■ Personal care, unit care, and healthcare

■ Geriatric support, education, seminars, talks or programs

■ **Proactive wellness checks on vulnerable tenants**

■ **Programs that reduce social isolation**

Priority #1: In-Home Housekeeping Support

Priority #2: Social Workers, PSWs, and Healthcare Workers

Priority #3: Personal Care, Unit Care, and Healthcare

Priority #4: Geriatric Support, Education, Seminars, Talks or Programs

Priority #5: Proactive Wellness Checks on Vulnerable Tenants

Priority #6: Programs that Reduce Social Isolation

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Items marked in **red** notes a new area identified in TSHC focus group

Comments on Access to Supports and Services

- “ • This was difficult to rank as all areas are necessary.
- Presently I'm very self-sufficient. So, education about issues that I my encounter as I age are of interest to me. Also, how to maintain my health and self into old age. Taking lessons on getting old - Ageing 101 and so on. I've seen many people deteriorate to the point of needing support in the 5-6 years I've lived here.
 - This building has caring PSWs [and] vulnerable tenants are identified quickly, and supports are contacted immediately. It is an interactive building with tenants wanting programs of any type to exchange ideas, mingle and be entertained.”

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Community
Development

ISM Survey Input on Community Development

60%

of tenants felt that the current programs available in their building met their needs and interests

58%

felt that their building had a strong sense of community

60%

felt they had opportunities to share their ideas with staff

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Housing Corporation**



Community
Development

TSHC Tenant Engagement Survey Input

Ranked Priorities in Improvements in Community Development

■ Social gatherings

■ Tenant feedback meetings

■ Access to building space

■ Staff check-ins

■ Community gardens

■ Training opportunities for tenant leaders

■ Language classes

Priority #1: Social Gatherings

Priority #2: Tenant Feedback Meetings

Priority #3: Access to Building Space

Priority #4: Staff Check-Ins

Priority #5: Community Gardens

Priority #6: Training for Tenant Leaders

Priority #7: Language Classes

0 1 2 3 4 5 6

Items marked in red notes a new area identified in TSHC focus group

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Housing Corporation**

Comments on Community Development

“

- All points equally important. The awareness of community is a priority for me.
- Tenants want their views and opinions to be taken seriously.
- Anything interactive is a priority our building. [It] has a group that enjoys gardening, and a great deal of time and money is used for this activity. [The] only problem [is that] as tenants age [they] need the availability of youth to dig holes or do heavier work for them.
- Tenants should have priority and be able to enjoy ALL the facilities. Outside agencies must respect the spoken wishes of the tenants and not be the sole providers of programs. The landlord should welcome initiatives coming from the tenants.

”

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Housing Corporation**

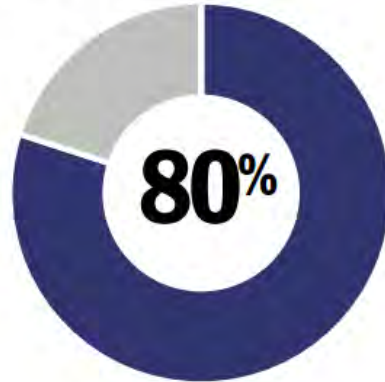


Tenancy
Management

ISM Survey Input on Tenancy Management

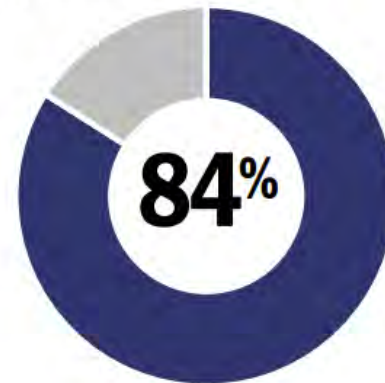
Know where to go for help

Based on 1,012 responses



Understand their legal rights and obligations as tenants

Based on 1,000 responses



**Toronto Seniors
Housing Corporation**



Tenancy
Management

TSHC Tenant Engagement Survey Input

Ranked Priorities in Improvements in Tenancy Management

■ On-site help with yearly rent review

■ How to file taxes

■ How to apply for pensions/
government applications

■ **Referrals to OCHE**

■ How to purchase tenant insurance

Priority #1: On-site Help with Yearly Rent Review

Priority #2: How to File Taxes

Priority #3: How to Apply for
Pensions/Government Applications

Priority #4: Referrals to OCHE

Priority #5: How to Purchase
Tenant Insurance

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5.0

Item marked in **red** notes a new area identified in TSHC focus group

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Housing Corporation**

Comments on Tenancy Management

- “• Tenants should have year-round access to staff that can assist them with documents/forms, in a non-judgmental way.
- Most tenants do not have a clue about OCHE the major concern is who is going to do my taxes and how much will it cost. Getting their RGI forms in early and having someone to show them what documents are needed and to photocopy the forms for them to keep.
- Bottom line is filling out the forms so we can file [them].”

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General
Satisfaction

SURVEY CATEGORY	DISABILITY	NO DISABILITY
Property Management Score out of 10	8.29	8.58
Repairs Score out of 15	11.57	12.39
Safety Score out of 10	8.07	8.52
Communication with Staff Score out of 20	16.58	17.23
Access to Services Score out of 15	11.16	11.29
Community Development Score out of 15	10.14	10.85
Tenancy Management Score out of 10	7.97	8.13

The shaded cells highlight those categories where respondents with a disability reported a statistically significantly lower satisfaction than those without a disability.

ISM Survey Input on General Satisfaction

39%

self-reported a
physical, mental,
cognitive, learning,
communication, sight,
hearing or
functional limitation

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Housing Corporation**



General
Satisfaction

TSHC Tenant Engagement Survey Input

Ranked Priorities in Improvements in General Satisfaction

■ Group activities and interactions for mental health

■ **Peer support training**

■ People with accessibility needs should be on the first floor

■ Use building PA system to announce important information

■ Enforce COVID precautions

Priority # 1: Group Activities and Interactions

Priority # 2: Peer Support Training

Priority # 3: People with Accessibility Needs
Should be on the First Floor

Priority # 4: Use Building PA to Announce
to Important Information

Priority # 5: Enforce COVID Precautions

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Item marked in **red** notes a new area identified in TSHC focus group

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Comments on General Satisfaction

- “• None of the units in our building are accessibility friendly, and except for the installation of a light elevator, can't be made so by moving tenants elsewhere in the building. None of our units are at ground level.
- PA system is confusing to some tenants as they do not understand the language spoken
 - Staff have given up [on enforcing mask policies, etc.]; some tenants do not care and will do what they want.
 - I do agree that more modified units should be offered to meet the needs of various disabilities, not only wheelchairs. It would be wise for wheelchair users be on one floor (lower floor) incase of evacuation for fire or major flood.”

**Toronto Seniors
Housing Corporation**

**Toronto Seniors Housing Corporation
Board of Directors Meeting
Corporate Governance and Human Resources Committee
Motions**

Item #18b

March 31, 2022

Report: BD: 2022-33

To: Board of Directors

From: Councilor Paul Ainslie, Chair Corporate Governance and
Human Resources Committee

Date: March 31, 2022

PURPOSE: FOR APPROVAL

The purpose of this report is to provide a recommendation regarding a Board of Directors Code of Ethics and Conduct Policy, and a Board of Directors Meeting Procedures Policy that will guide the effective conduct of Board meetings.

RECOMMENDATION:

The Corporate Governance and Human Resources Committee recommends that the Board of Directors adopt the following resolutions:

BE IT RESOLVED that the Board of Directors approve and adopt the Board of Directors Code of Ethics and Conduct Policy and Board of Directors Meeting Procedures Policy, and sunset the existing Interim Deputations Policy.

Background

The CGHR Committee considered, revised, and approved for recommendation to the Board drafts of the Board of Directors Code of Ethics and Conduct Policy and Board of Directors Meeting Procedures Policy. Drafts were based on corresponding Toronto Community Housing policies. It was agreed that procedures for deputations be included in the Board of Directors Meeting Procedures Policy and so TSHC's existing Interim Deputations Policy will be superseded by the new Board of Directors Meeting Procedures Policy.

ATTACHMENTS:

Attachment 1 – Draft Board of Directors Code of Ethics and Conduct Policy (Clean & Redline)

Attachment 2 – Draft Board of Directors Meeting Procedures Policy (Clean & Redline)

Item 18b

Attachment 1

**Draft Board of Directors Code of Ethics and Conduct Policy
(Clean Version)**

TORONTO SENIORS HOUSING CORPORATION (TSHC)

Board of Directors Code of Ethics and Conduct Policy (Draft)

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I. INTRODUCTION

The Board of Directors (the “**Board**”, or individually, the “**Director(s)**”) of the Toronto Seniors Housing Corporation (the “**Corporation**” or “**TSHC**”) has adopted this Code of Ethics and Conduct (the “**Code**”) for itself, and for the boards of its subsidiaries. Tenants, city residents and the City of Toronto, as both service manager under the *Housing Services Act*, 2011, and as shareholder of the Corporation, are entitled to expect the highest standards of ethics and conduct from the Directors appointed to the Board. When these standards are not met, this policy sets out how deficiencies in conduct should be managed.

Scope

The Code applies to all members of the Board of Directors of TSHC and of all board members of subsidiary corporations of TSHC.

Guiding Principles

The following principles shall be adhered to in the governance of the Corporation:

- (a) Directors shall serve and be seen to serve the Corporation honestly and in good faith with a view to the best interests of the Corporation in a conscientious and diligent manner; and
- (b) Directors shall serve the interests of the Corporation by upholding both the letter and the spirit of all applicable federal and provincial legislation and regulations, the articles and by-laws of the Corporation, the Shareholder’s Direction and approved policies of the Board.
- (c) The Board is expected to model and promote an inclusive culture, while ensuring the best interests of the

Corporation are always served.

While the above principles govern Directors in the performance of their responsibilities, the Board shall also take into account the viewpoints of tenants, city residents, the service manager and shareholder in all of its deliberations and in the decisions it makes.

Requirements of Individual Directors

Directors must be familiar with and adhere to the requirements set out in the Code of Ethics and Conduct.

Directors have a responsibility to be familiar with any legislation or regulations that apply to their Directorship and to be able to recognize potential requirements.

Directors must exercise good judgment in applying the standards of conduct to any particular situation in the spirit intended.

Administration of the Code

The Corporate Governance and Human Resources Committee (the "**CGHRC**") is responsible for the proper administration of this Code. The **CGHRC** Chair shall be responsible for applying the Code consistently and fairly to all Directors.

II. LEGAL STANDARDS OF CONDUCT

Statutory and Other Provisions Regulating Directors' Conduct

While many statutes impose specific requirements on directors of corporations, the principal statutes governing the activities of

TSHC Directors are as follows:

- (d) The Ontario *Business Corporations Act*;
- (e) The *Housing Services Act*, 2011; and
- (f) The *Municipal Freedom of Information and Protection of Privacy Act*.

The corporate documents that generally regulate the activities of the Directors of TSHC are:

- (a) The Articles of Incorporation.
- (b) By-law No. 1 as may be amended or replaced from time to time;
- (c) This Code; and
- (d) The general policies of the Corporation, with all necessary changes read thereto to be applicable to the Board of Directors, as may be amended from time to time.

Duty of Loyalty

As part of their legal duty of loyalty, Directors must:

- Act honestly and in good faith with a view to the best interests of the Corporation;
- Maintain Board and corporate confidences; and,
- Act independently when carrying out their duties as Directors of TSHC.

Acting Honestly and in Good Faith

- Directors must be honest in dealing with other Directors and with the Corporation and must disclose all relevant information to the Board.

Maintaining Confidentiality

- Directors shall maintain, at all times, the confidentiality of all confidential information (unless it is required by law to disclose) and records of the Corporation and must not make use of or reveal such information or records, except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.
- Directors shall not use confidential information obtained through their association with the Corporation to further their private interests or the private interests of their friends or relatives (please refer to TSHC's Conflict of Interest Policy for additional requirements and guidance on managing personal conflicts of interest while serving as a TSHC Board member).
- Directors shall comply with any and all Corporation policies and procedures that guide the storage, use and transmission of any information of the Corporation, including the use of computer data bases or email systems.
- Directors shall treat all Closed Session Board discussions in the strictest of confidence so that the opportunity for the Board to deliberate matters serves as a "safe haven" for the benefit of their peers and the Corporation's executive. As such, Directors shall not repeat any Closed Session discussions concerning the Corporation's business and practices, or any discussions of a personal nature of their peers and the Corporation's executive, in a public setting unless required by law.

Acting Independently

- Directors must promote the best interests of the Corporation through the exercise of their independent judgment, even if it requires them to disagree with the views of Management, other Directors, the Service Manager or the Shareholder.

Duty of Care

The legal duty of care requires Directors to exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

III. OTHER STANDARDS OF CONDUCT

Attendance and Participation

Membership on the Board of Directors requires that all Directors:

- Shall demonstrate their commitment to the Corporation by giving high priority to the Corporation's business and their attendance at and participation in Board and Committee meetings.
- Shall be prepared to participate actively and as knowledgeably as possible at all Board and Committee meetings by familiarizing themselves in advance with the meeting's agenda and background information with a view to making a productive contribution to the Board's consideration of the issues and business addressed at the meetings.
- Shall focus on the discussions at hand and be prepared to deal with issues that may not be easily solvable.
- Shall be members of at least one Committee of the Board.
- Shall make best efforts to attend:
 - Strategic planning and orientation workshops;
 - Board development workshops;
 - Seminars and other educational events that enhance their skills as Board members; and

- Other special events.
- Must notify the CGHRC Chair and Board Chair to request a leave of absence from the Board. Directors must be on an approved leave of absence to:
 - Participate as a candidate in a municipal election,
 - Apply for employment within TSHC

Respect for other Directors, management and others

Membership on the Board of Directors requires that all Directors:

- Shall express their opinions freely and always with the goals of flexibility and compromise whenever achievable.
- Shall work with, respect and remain open to the opinions and viewpoints of their peers and leave personal prejudices out of all Board and Committee discussions.
- Shall observe agreed-upon meeting protocol, displaying courteous and respectful conduct in all Board and Committee meetings toward each other and toward Staff.
- Shall uphold and model TSHC's commitment to providing a safe and healthy work environment free from violence, threats of violence, discrimination, harassment, intimidation and any other misconduct for every TSHC employee, contractor, temporary employee, and other Directors.

Support of TSHC Executive

Membership on the Board of Directors requires that all Directors:

- Shall actively support the Corporation's executives by providing overall direction, resources and time frames to achieve the identified vision and ends of the Corporation.
- Shall publicly support actions taken by the Corporation's executives to implement programs and achieve the objectives contained in the Corporation's plans and budgets as approved by the Board.
- Shall recognize the difference between the role of the Board to set policies and strategic objectives, and the role of the Staff to implement same.
- Shall not direct Staff in any way. The Board can request that additional work be undertaken with the concurrence of the Corporation's President and Chief Executive Officer.

Media/Public Comment

Membership on the Board of Directors requires that all Directors:

- Shall not, in the context of the Corporation's business and practices, make comments to the media or make themselves available for interviews by the media on behalf of the Corporation without prior approval and briefing by the Corporation's executive. The President and CEO, along with the Board Chair when deemed appropriate, typically performs the role of spokesperson on behalf of the Corporation.
- Directors shall ensure that any comments attributed to them by or in the media or on social media is outside of the context of the Corporation's business and practices. Any comments made to the media, or on social media in any context is to be solely in their personal capacity and not in their capacity as a Director of the Corporation.

TSHC Property

- Directors shall not misappropriate the Corporation's assets

for personal use.

- Directors are entrusted with the care, management and cost-effective use of the Corporation's property and resources, including the use of the Corporation's name, and should not make use of these resources for their own personal benefit or purposes.
- Directors shall ensure that all property assigned to them by the Corporation is maintained in good condition and shall be accountable for such property.

Political Participation

- Directors are encouraged to participate fully as private citizens in the democratic process at any level, including campaigning in elections and running for or holding public office, however, Directors engaging in such political activity shall take care to separate these activities from their association with the Corporation.
- Directors shall ensure that any views they express in the context of their political participation is clearly and unequivocally stated to be that of the Director's personal views and not the views of the Corporation.

IV. MANAGING BREACHES OF THIS CODE

Management by Board Chair

All alleged breaches of this Code by a Director, regardless of where it is initiated, must be directed to the Board Chair provided that, where the Board Chair is the subject of the breach or alleged breach, it shall be managed by the Board Vice-Chair.

Informal Resolution

The Board Chair should, wherever possible and as appropriate,

first seek to resolve all allegations of breaches by using an informal process.

A one-on-one meeting between the Board Chair and Director in question should be held. This one-on-one approach minimizes the need for the dissemination of sensitive personal and confidential information, minimizes impact on the Director's reputation and will, in most cases, resolve the issue without recourse to a formal process.

Where the Board Chair has not been successful in resolving the matter through an informal resolution process, the Board Chair may strike an ad hoc committee (the "Conduct Committee") that, once struck, is authorized by this Code to consider next steps. The members of the Conduct Committee shall be the Board Chair, the CGHRC Chair and Board Vice-Chair. Should the allegation or issue involve any of the foregoing persons, the other two shall designate an alternative Director to serve as a member of the Conduct Committee.

Investigation of Alleged Breach

Where deemed appropriate by the Conduct Committee, a decision may be made to conduct an internal investigation. An investigation must be conducted in a manner that ensures due process and confidentiality, and that respects the privacy of all persons involved to the greatest extent possible. Investigations can be a costly, potentially time-consuming and distracting process and a decision to launch an investigation should not be made lightly.

The Conduct Committee shall:

- Conduct an initial review to determine whether the allegations have merit;
- Determine if the involvement of legal counsel or other experts is required;

- Determine if an individual is required to be relocated or recused, and issue a letter to the affected party;
- Determine the scope of the investigation;
- Determine who will conduct the investigation and how the investigation will proceed;
- Ensure complainant(s) and Director (s) in question are provided with due process, respect, confidentiality and privacy during any investigation, as appropriate;
- Implement the appropriate action(s) to resolve the situation; and
- Monitor the situation to ensure the resolution is maintained.

Committee-Level Discipline

The Conduct Committee shall be authorized to apply the following corrective measures and/or discipline without full Board involvement, as deemed appropriate by the Conduct Committee:

- A dismissal of the complaint;
- A warning to the offending Director and required corrective action;
- Offer the offending Director to resign without further action by the Conduct Committee.

Board-Level Discipline

If the Conduct Committee believes the matter is of such importance as to warrant the full Board involvement, or the Director in question refuses to accept the findings or direction of the Conduct Committee with respect to a particular matter, then the Conduct Committee shall refer the matter to the full Board for consideration. Disciplinary measures that can only be imposed by the Board are as follows:

- Contacting the City Manager of the Shareholder for the purposes of requesting the removing the Director in question as a Director of the Corporation; or
- Such other recommendation(s) as the Conduct Committee shall consider advisable having regard to the facts and the gravity of the violation(s) of the Code, as applicable.

Confidentiality, Protection of Privacy, And Due Process

All parties involved in addressing an alleged breach of this Code, including complainants, respondents, support persons, witnesses, management (including Directors and officers), union/association representatives, and investigators are expected to treat the matter as confidential.

During an investigation, identifying information about any individuals should not be disclosed unless disclosure is necessary for the purpose of investigation, taking corrective action, or as is otherwise required by law. Parties to a complaint must not advise anyone about the investigation, any involvement in the investigation and/or the contents of an investigation interview and/or report.

Every Director that is the subject of a complaint under this Code is entitled to due process as set out in the Code.

V. ENFORCING AND MAINTAINING THE CODE

Initial Briefing and Disclosure

The Corporate Secretary shall brief and counsel new Directors on the Code and its interpretation.

Before a Director begins his or her duties, the Corporate Secretary shall ask them to complete:

1. A formal acknowledgement that they have read and understand the Code and will comply with it in a form acceptable to the CGHRC Committee;

All completed forms shall be shared with the Board Chair for the Board Chair's review and, as appropriate, action. Forms shall also be stored and maintained in accordance with TSHC's document retention policy.

Annual Update to Disclosure Form

Once per calendar year, the Corporate Secretary will send a request to Directors to certify that they have read, understood and complied with the Code during the specified reporting period.

Post-Directorship/Departure Briefing

The Corporate Secretary or Corporate Lawyer in conjunction with the Board Chair shall brief and counsel departing Directors on their post- Directorship obligations including, but not limited to, the obligation to adhere to the Code, to the extent applicable, after leaving office.

Questions of Interpretation

During their tenure, Directors shall raise any questions relating to how the Code should be interpreted or applied with the CGHRC Chair. A Director who is unsure of whether a situation violates this Code should discuss the situation with the CGHRC Chair.

Decisions

Any decision on behalf of TSHC with respect to the application or interpretation of the Code will be made by the **CGHRC** Chair

in consultation with the Chair of the Board.

Where the matter relates to the Board Chair, the decision will be made by the CGHRC Chair in consultation with the Vice-Chair of the Board.

Where the matter relates to the **CGHRC** Chair, the decision will be made by the Board Chair and the Vice-Chair of the Board.

VI. REVIEWS AND AMENDMENTS

The CGHRC Committee shall review the Code at least once every three (3) years and recommend to the Board any appropriate changes.

Revision	Date	Description of changes	Approval
First approval:			Board of Directors
Revision:			Board of Directors
Effective Date:			
Amended Version:			

Item 18b

Attachment 2

**Draft Board of Directors Code of Ethics and Conduct Policy
(Redline Version)**

**TORONTO SENIORS HOUSING CORPORATION (TSHC)
Board of Directors Code of Ethics and Conduct Policy (Draft)**

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I. INTRODUCTION

The Board of Directors (the “**Board**”, or individually, the “**Director(s)**”) of the Toronto Seniors Housing Corporation (the “**Corporation**” or “**TSHC**”) has adopted this Code of Ethics and Conduct (the “**Code**”) for itself, and for the boards of its subsidiaries. Tenants, city residents and the City of Toronto, as both service manager under the *Housing Services Act, 2011*, and as shareholder of the Corporation, are entitled to expect the highest standards of ethics and conduct from the Directors appointed to the Board. When these standards are not met, this policy sets out how deficiencies in conduct should be managed.

Scope

The Code applies to all members of the Board of Directors of TSHC and of all board members of subsidiary corporations of TSHC.

Guiding Principles

The following principles shall be adhered to in the governance of the Corporation:

- (a) Directors shall serve and be seen to serve the Corporation honestly and in good faith with a view to the best interests of the Corporation in a conscientious and diligent manner; and
- (b) Directors shall serve the interests of the Corporation by upholding both the letter and the spirit of all applicable federal and provincial legislation and regulations, the articles and by-laws of the Corporation, the Shareholder’s Direction and approved policies of the Board.
- (c) The Board is expected to model and promote an inclusive culture, while ensuring the best interests of the Corporation are always served.

While the above principles govern Directors in the performance of their responsibilities, the Board shall also take into account the viewpoints of tenants, city residents, the service manager and shareholder in all of its deliberations and in the decisions it makes.

Requirements of Individual Directors

Directors must be familiar with and adhere to the requirements set out in the Code of Ethics and Conduct.

Directors have a responsibility to be familiar with any legislation or regulations that apply to their Directorship and to be able to recognize potential [liabilities-requirements](#).

Directors must exercise good judgment in applying the standards of conduct to any particular situation in the spirit intended.

Administration of the Code

The Corporate Governance and Human Resources Committee (the “**CGHRC**”) is responsible for the proper administration of this Code. The **CGHRC** Chair shall be responsible for applying the Code consistently and fairly to all Directors.

II. LEGAL STANDARDS OF CONDUCT

Statutory and Other Provisions Regulating Directors’ Conduct

While many statutes impose specific requirements on directors of corporations, the principal statutes governing the activities of TSHC Directors are as follows:

- (a) The Ontario *Business Corporations Act*;
- (b) The *Housing Services Act*, 2011; and
- (c) The *Municipal Freedom of Information and Protection of Privacy Act*.

The corporate documents that generally regulate the activities of the Directors of TSHC are:

- (a) The Articles of Incorporation.
- (b) By-law No. 1 as may be amended or replaced from time to time;
- (c) This Code; and
- (d) The general policies of the Corporation, with all necessary changes read thereto to be applicable to the Board of Directors, as may be amended from time to time.

Duty of Loyalty

As part of their legal duty of loyalty, Directors must:

- Act honestly and in good faith with a view to the best interests of the Corporation;
- Maintain Board and corporate confidences; and,
- Act independently when carrying out their duties as Directors of TSHC.

Acting Honestly and in Good Faith

- Directors must be honest in dealing with other Directors and with the Corporation and must disclose all relevant information to the Board.

Maintaining Confidentiality

- Directors shall maintain, at all times, the confidentiality of all confidential information -(unless it is required by law to disclose) and records of the Corporation and must not make use of or reveal such information or records, except in the course of performance of their duties or unless the documents or information become a matter of general public knowledge.
- Directors shall not use confidential information obtained through their association with the Corporation to further their private interests or the private interests of their friends or relatives (please

refer to TSHC's Conflict of Interest Policy for additional requirements and guidance on managing personal conflicts of interest while serving as a TSHC Board member).

- Directors shall comply with any and all Corporation policies and procedures that guide the storage, use and transmission of any information of the Corporation, including the use of computer data bases or email systems.
- Directors shall treat all Closed Session Board discussions in the strictest of confidence so that the opportunity for the Board to deliberate matters serves as a "safe haven" for the benefit of their peers and the Corporation's executive. As such, Directors shall not repeat any Closed Session discussions concerning the Corporation's business and practices, or any discussions of a personal nature of their peers and the Corporation's executive, in a public setting unless required by law.

Acting Independently

- Directors must promote the best interests of the Corporation through the exercise of their independent judgment, even if it requires them to disagree with the views of Management, other Directors, the Service Manager or the Shareholder.

Duty of Care

The legal duty of care requires Directors to exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.

III. OTHER STANDARDS OF CONDUCT

Attendance and Participation

Membership on the Board of Directors requires that all Directors:

- Shall demonstrate their commitment to the Corporation by giving high priority to the Corporation's business and their attendance at and

participation in Board and Committee meetings.



- Shall be prepared to participate actively and as knowledgeably as possible at all Board and Committee meetings by familiarizing themselves in advance with the meeting's agenda and background information with a view to making a productive contribution to the Board's consideration of the issues and business addressed at the meetings.
- Shall focus on the discussions at hand and be prepared to deal with issues that may not be easily solvable.
- Shall be members of at least one Committee of the Board.
- Shall make best efforts to attend~~participate in~~:
 - Strategic planning and orientation workshops;
 - Board development workshops;
 - Seminars and other educational events that enhance their skills as Board members; and
 - Other special events.
- Must notify the CGHRC Chair and Board Chair to request a leave of absence from the Board. Directors must be on an approved leave of absence to:
 - ~~Seek a provincial or federal candidacy nomination or P~~participate as a candidate in a municipal election, ~~provincial or federal election campaign, where the nomination process or the candidacy may conflict with the interests of TSHC or may adversely affect the performance of the Director's duties;~~
 - Apply for employment within TSHC; ~~and/or~~
 - ~~Participate in any other event or activity that may conflict with the best interests of TSHC or may adversely affect the ability of the Director to perform their duties.~~

~~Showing Solidarity for Board Decisions~~

~~Membership on the Board of Directors requires that all Directors:~~

- ~~Shall support and show public solidarity for all Board decisions, even if the Director may not have voted in favour of a decision.~~
- ~~Shall support, in an affirmative manner, all actions taken by the Board.~~
- ~~Shall represent the Corporation and the Board in a positive and supportive manner at all times and in all places.~~

Respect for other Directors, management and others

Membership on the Board of Directors requires that all Directors:

- Shall express their opinions freely and always with the goals of flexibility and compromise whenever achievable.
- Shall work with, respect and remain open to the opinions and viewpoints of their peers and leave personal prejudices out of all Board and Committee discussions.
- Shall observe agreed-upon meeting protocol, displaying courteous and respectful conduct in all Board and Committee meetings toward each other and toward Staff.
- Shall uphold and model TSHC's commitment to providing a safe and healthy work environment free from violence, threats of violence, discrimination, harassment, intimidation and any other misconduct for every TSHC employee, contractor, temporary employee, and other Directors.

Support of TSHC Executive

Membership on the Board of Directors requires that all Directors:

- Shall actively support the Corporation's executives by providing overall direction, resources and time frames to achieve the identified vision and ends of the Corporation.
- Shall publicly support actions taken by the Corporation's executives to implement programs and achieve the objectives contained in the Corporation's plans and budgets as approved by the Board.
- Shall recognize the difference between the role of the Board to set policies and strategic objectives, and the role of the Staff to implement same.
- Shall not direct Staff in any way. ~~I Only~~ the Board can request ~~of Staff~~ that additional work be undertaken ~~and only then~~ with the concurrence of the Corporation's President and Chief Executive Officer.

Media/Public Comment

Membership on the Board of Directors requires that all Directors:

- Shall not, in the context of the Corporation's business and practices, make comments to the media or make themselves available for interviews by the media on behalf of the Corporation without prior approval and briefing by the Corporation's executive. The President and CEO, along with the Board Chair when deemed appropriate, typically performs the role of spokesperson on behalf of the Corporation.
- Directors shall ensure that any comments attributed to them by or in the media or on social media is outside of the context of the Corporation's business and practices. Any comments made to the media or on social media in any context is to be solely in their personal capacity and not in their capacity as a Director of the Corporation.
- ~~Add points re social media (John Dinner to use the social media template)~~

TSHC Property

- Directors shall not misappropriate the Corporation's assets for personal use.
- Directors are entrusted with the care, management and cost-effective use of the Corporation's property and resources, including the use of the Corporation's name, and should not make use of these resources for their own personal benefit or purposes.
- Directors shall ensure that all property assigned to them by the Corporation is maintained in good condition and shall be accountable for such property.

Political Participation

- Directors are encouraged to participate fully as private citizens in the democratic process at any level, including campaigning in elections and running for or holding public office, however, Directors engaging

in such political activity shall take care to separate these activities from their association with the Corporation.

- Directors shall ensure that any views they express in the context of their political participation is clearly and unequivocally stated to be that of the Director's personal views and not the views of the Corporation.

Conflict of Duty

~~A "Conflict of Duty" occurs when a Director owes a fiduciary duty to another entity unrelated to TSHC that conflicts with his or her fiduciary duty to TSHC. One example of this may be that a Director has the obligation to disclose to TSHC confidential information which they possess by virtue of another relationship.~~

~~Directors shall avoid and disclose any Conflict of Duty to the Board Chair should a Conflict of Duty arise and seek a decision from the Board Chair as to an appropriate resolution in TSHC's best interests. It would also be in the Director's best interest to consult with independent legal counsel.~~

IV.MANAGING BREACHES OF THIS CODE

Management by Board Chair

All ~~breaches and~~ alleged breaches of this Code by a Director, regardless of where it is initiated, must be directed to the Board Chair provided that, where the Board Chair is the subject of the breach or alleged breach, it shall be managed by the Board Vice-Chair.

Complaints, Comments and Allegations Reported to other Directors

~~The Board recognizes the value, commitment and support of its tenants and the general public towards its mandate. Directors are expected to welcome the comments, suggestions, and complaints provided by tenants, the public, and other stakeholders made in good faith towards~~

~~improving TSHC.~~

~~If a Director receives a complaint, comment or allegation (together an "allegation") from a tenant or member of the public, the following protocol shall apply:~~

~~(a) For allegations about the operations or policies of TSHC:~~

- ~~(i) The allegation should be forwarded to the President and Chief Executive Officer for appropriate handling and response. The Director may notify the complainant of such forwarding.~~
- ~~(ii) Directors must not communicate with TSHC staff for the purpose of influencing or interfering in the equal and fair administration of TSHC repairs, programs, or operations.~~

~~(b) For allegations relating to the integrity of a TSHC staff member, the complaint should be forwarded to the Chief Executive Officer;~~

~~(c) For allegations relating to a Director or the Chief Executive Officer, the allegation should be forwarded to the Board Chair.~~

Informal Resolution

The Board Chair should, wherever possible and as appropriate, first seek to resolve all ~~breaches or~~ allegations of breaches by using an informal process.

A one-on-one meeting between the Board Chair and ~~offending~~ Director in question should be held. This one-on-one approach minimizes the need for the dissemination of sensitive personal and confidential information, minimizes impact on the ~~offending~~ Director's reputation and will, in most cases, resolve the issue without recourse to a formal process.

Where the Board Chair has not been successful in resolving the matter through an informal resolution process, the Board Chair may strike an ad hoc committee (the "~~Conduct Discipline Committee~~") that, once struck, is authorized by this Code to consider next steps. The members of the ~~Discipline Conduct~~ Committee shall be the Board Chair, the CGHRC Chair

and Board Vice-Chair. Should the allegation or issue involve any of the foregoing persons, the other two shall designate an alternative Director to serve as a member of the Conduct Discipline Committee.

Investigation of Alleged Breach

Where deemed appropriate by the Conduct Discipline Committee, a decision may be made to conduct an internal investigation. An investigation must be conducted in a manner that ensures due process and confidentiality, and that respects the privacy of all persons involved to the greatest extent possible. Investigations can be a costly, potentially time-consuming and distracting process and a decision to launch an investigation should not be made lightly.

The Conduct Discipline Committee shall:

- Conduct an initial review to determine whether the allegations have merit;
- Determine if the involvement of legal counsel or other experts is required;
- Determine if an individual is required to be relocated or recused, and issue a letter to the affected party;
- Determine the scope of the investigation;
- Determine who will conduct the investigation and how the investigation will proceed;
- Ensure complainant(s) and Director (s) in question~~offender(s)~~ are provided with due process, respect, confidentiality and privacy during any investigation, as appropriate;
- Implement the appropriate action(s) to resolve the situation; and
- Monitor the situation to ensure the resolution is maintained ~~and the conduct is not repeated~~.

Committee-Level Discipline

The Disciplinary Conduct Committee shall be authorized to apply the following corrective measures and/or discipline without full Board involvement, as deemed appropriate by the Conduct Discipline Committee:

- A dismissal of the complaint;
- A warning to the offending Director and required corrective action;
- Offer the offending Director to resign without further action by the Discipline-Conduct Committee.

Board-Level Discipline

If the ConductDisciplinary Committee believes the matter is of such importance as to warrant the full Board involvement, or the offending Director in question refuses to accept the findings or direction of the ConductDiscipline Committee with respect to a particular matter, then the ConductDisciplinary Committee shall refer the matter to the full Board for consideration. Disciplinary measures that can only be imposed by the Board are as follows:

- Contacting the City Manager of the Shareholder for the purposes of requesting the removing the offending Director in question as a Director of the Corporation; or
- Such other recommendation(s) as the ConductDiscipline Committee shall consider advisable having regard to the facts and the gravity of the violation(s) of the Code, as applicable.

Confidentiality, Protection of Privacy, And Due Process

All parties involved in addressing an n-breach, or alleged breach, of this Code, including complainants, respondents, support persons, witnesses, management (including Directors and officers), union/association representatives, and investigators are expected to treat the matter as confidential.

During an investigation, identifying information about any individuals should not be disclosed unless disclosure is necessary for the purpose of investigation, taking corrective action, or as is otherwise required by law. Parties to a complaint must not advise anyone about the investigation, any involvement in the investigation and/or the contents of an investigation interview and/or report.

Every Director that is the subject of a complaint under this Code is entitled to due process as set out in the Code.

V. ENFORCING AND MAINTAINING THE CODE

Initial Briefing and Disclosure

The Corporate Secretary shall brief and counsel new Directors on the Code and its interpretation.

Before a Director begins his or her duties, the Corporate Secretary shall ask them to complete:

1. A formal acknowledgement that they have read and understand the Code and will comply with it in a form acceptable to the CGHRC Committee;

~~2. A document that asks them to disclose:~~

- ~~(a) The name and address of the registered office of each organization that they serve as Director or trustee of;~~
- ~~(b) The name and address of the registered office of each organization that they exercise control over, have more than 10% voting rights, or for which they make an investment of other major decisions; and~~
- ~~(c) Other activities or financial interests that could lead to any Real, Apparent, or Potential Conflict of Interest (defined above).~~

All completed forms shall be shared with the Board Chair for the Board Chair's review and, as appropriate, action. Forms shall also be stored and maintained in accordance with TSHC's document retention policy.

Annual Update to Disclosure Form

Once per calendar year, the Corporate Secretary will send a request to Directors to certify that they have read, understood and complied with the Code during the specified reporting period. ~~Directors will be asked to update the disclosure document discussed above once a year or more often, as deemed appropriate by the Director, to reflect changes in their~~

~~personal situation.~~

Post-Directorship/Departure Briefing

The Corporate Secretary or Corporate Lawyer in conjunction with the Board Chair shall brief and counsel departing Directors on their post-Directorship obligations including, but not limited to, the obligation to adhere to the Code, to the extent applicable, after leaving office (Please see section of Policy).

Questions of Interpretation

During their tenure, Directors shall raise any questions relating to how the Code should be interpreted or applied with the CGHRC Chair. A Director who is unsure of whether a situation violates this Code should discuss the situation with the CGHRC Chair. ~~to prevent possible misunderstandings and embarrassment at a later date.~~

Decisions

Any decision on behalf of TSHC with respect to the application or interpretation of the Code will be made by the **CGHRC** Chair in consultation with the Chair of the Board.

Where the matter relates to the Board Chair, the decision will be made by the CGHRC Chair in consultation with the Vice-Chair of the Board.

Where the matter relates to the **CGHRC** Chair, the decision will be made by the Board Chair and the Vice-Chair of the Board.

VI. REVIEWS AND AMENDMENTS

The CGHRC Committee shall review the Code at least once every three (3) years and recommend to the Board any appropriate changes.

Toronto Seniors Housing Corporation

Revision	Date	Description of changes	Approval
First approval:			Board of Directors
Revision:			Board of Directors
Effective Date:			
Amended Version:			

Item 18c

Attachment 1

**Draft Board of Directors Meeting Procedures Policy
(Clean Version)**

TORONTO SENIORS HOUSING CORPORATION
(TSHC)
Board of Directors Meeting Procedures Policy

Draft: CGHRC meeting March 11, 2022
Revised by Michael Sherar – March 18, 2022

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Rules of Order

All points of order or procedure for which rules have not been provided in this policy will be decided by the Chair as far as is reasonably possible first, in accordance with the rules of parliamentary procedure as contained in the current edition of Robert's Rules of Order.

Schedule of Regular Board Meetings

At the beginning of each calendar year, the Board will set a schedule of regular meetings for the year for the Board of Directors and for Committees of the Board.

Meetings are usually held at 423 Yonge St. in the 2nd floor boardroom with a regular start time of 8:30 a.m. Board members are encouraged to attend in person but can join by videoconference or telephone if in-person attendance is not possible.

When meetings of the Board of Directors or of a Committee of the Board cannot be held in person, the meeting may be held by means of conference, electronic or other communications facilities to permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously. Any director participating in such a meeting by such means is deemed to be present at the meeting.

Directors will be notified ahead of time of any changes to the schedule, time and/or location of the meeting.

Cancellation and Rescheduling of Meetings

Meetings may be rescheduled or cancelled in the event there is not quorum or for any reason necessitating the meeting change. The Corporate Secretary, in consultation with the CEO and the Board Chair, may take appropriate steps to advise all Directors of the cancellation and/or rescheduling of meetings. Notice of change is also to be posted on the Toronto Seniors Housing Corporation website and in Operating Unit offices.

If a regularly scheduled meeting of the Board is cancelled without being rescheduled, the next regularly scheduled meeting cannot be cancelled without being rescheduled.

Special Meetings

The Board Chair or any two directors may convene a special meeting of the Board at any time by giving formal notice not less than 48 hours to all Directors before the time of the meeting. Notice must be delivered or sent

electronically or other form of written transmission to each Director. Notice, along with any agenda material must indicate the time, place and matter to be dealt with.

Board Workshops

Throughout the year, orientation sessions, workshops or training sessions for the Board may be called. No formal business of the Board will be carried out at these sessions. These sessions will not be open to the public.

Attendance

- a. Members will notify the Secretary if they:
 - will not be attending;
 - will be arriving late for; or
 - will be leaving early from any meeting of the Board or a Committee.
- b. The Secretary will advise the Board of any Member who has been or will be absent from meetings of the Board for three consecutive months and advise the Board of the explanation provided by the Member, if any. The Board will then decide whether to authorize the Member's absence by a Board resolution.
- c. The Board will notify City Council of a vacancy if any Member is absent from Board meetings for three consecutive months without authorization of the Board.

Quorum

- a. The quorum for Board meetings is a majority of the Members.
- b. A meeting will be cancelled if:
 - i. no quorum is present within thirty minutes after the time fixed for a meeting, or the continuation of a meeting after a recess; or
 - ii. if quorum is lost for thirty consecutive minutes.
- c. If a meeting is cancelled due to lack of quorum:
 - i. the Secretary will record the names of the Members present; and
 - ii. the meeting will be considered adjourned until the next scheduled meeting or until the Chair calls a special meeting.
- d. If a quorum is not possible because of declared conflicts of interest the remaining Members will constitute a quorum provided that

quorum is never less than two Members.

Chair of Meeting

The Chair of any meeting of the Board of Directors shall be the Board Chair. If the Board Chair is not available, the Vice-Chair, if available, will assume the Chair of the meeting. If neither the Board Chair nor the Vice-Chair are available, another director who is present at the meeting and selected by the directors who are present, may assume the Chair of the meeting.

Agendas and Minutes

The agenda and any other agenda material such as minutes and reports shall be delivered to members of the Board of Directors or members of the Committee of the Board no less than 24 hours before the meeting.

Toronto Seniors Housing Corporation has a standard practice of sending agenda materials out to directors one week prior to the meeting. Meeting notices are posted in tenant buildings and the agenda materials are posted on the TSHC website five days in advance of the meeting.

While the standard is to have all agenda items available in advance of the meeting, there are times where this is not always possible (e.g., items are not available or come up after the agenda has been issued). At the Board Chair's discretion, reports may be tabled at the meeting.

- a. The Secretary will keep minutes of all Board and Committee meetings.
- b. The minutes will record:
 - i. the place, time and date of the meeting;
 - ii. the name of the Chair, the Members present, and the Members absent;
 - iii. any correction to, and the adoption of, the minutes of the previous meeting;
 - iv. all resolutions;
 - v. any declarations of a conflict of interest, including the Member's name and the reason for the conflict of interest.
- c. Reference will be made in the minutes to an agenda item discussed in a closed meeting and the reason why the discussion was closed to the public.
- d. The minutes will record that a Motion was carried or defeated, with no count of the vote, unless the vote was recorded. For recorded votes,

the Members' name and corresponding vote will be recorded in the minutes after the Chair has announced the results.

- e. The minutes of the previous meeting will be considered at the next meeting and, after the minutes have received approval, or approval as amended, by the majority of the Members present, they will be signed by the Chair or the appropriate Committee chair.

Review of Agenda

Upon calling the meeting to order, the Board or Committee Chair will request directors to identify any conflicts of interest with any item on the agenda.

Declaration of Conflict of Interest

- a. Members must observe the requirements of the Conflict of Interest Policy by declaring any conflict of interest they have, directly or indirectly, in any matter before the Board.
- b. A Member must declare any conflict of interest at the beginning of the meeting, on arrival at the meeting, or if not present at the meeting, at the next meeting attended.
- c. A Member who has declared a conflict of interest in a matter must not take part in the discussion, must not vote, and must not try to influence the voting, on the matter.
- d. If the discussion takes place in a closed meeting, the Member must leave the room or by electronic means if attending by telephone or videoconference.
- e. All declarations of conflict of interest are recorded in the public minutes. Declarations of conflict of interest made in public must also specify the general nature of the interest declared.

Voting on Motions

- a. All matters will be decided by a majority vote of the Members present.
- b. A Member must be present when the Motion is put in order to vote.
- c. All Members present when the motion is put to the vote must vote, unless prohibited by statute, in which case it shall be so recorded. Any

Member who refuses to vote is deemed to have voted against the Motion except where prohibited from voting by statute.

- d. The Chair or Acting Chair must vote with the other Members on all questions.
- e. Voting on all Motions will be by a show of hands.
- f. In the event of a tie vote the Motion is defeated.
- g. A Motion to reconsider is required to reopen a matter once the result of the vote is announced.

Recorded Vote

- a. The Chair will conduct a recorded vote if requested by any Member.
- b. The request must be made immediately before or after the taking of the vote.
- c. The Secretary will record the name and vote of every Member for the minutes and announce the results to the Chair.
- d. Results of the vote, including the name and vote of every Member, will be announced by the Chair immediately after the recorded vote has taken place.

Public Proceedings

Public proceedings of the Board are open to members of the public. As such, the public are notified of all public meetings. Reports and other items which are part of the public proceedings and any debate and voting of such items are open to the public.

Conduct of Public at Meetings

- a. Members of the public will be courteous and will not engage in any action which disturbs the meeting.
- b. Members of the public will not:
 - i. make any noise or disturbance that prevents Members from being able to participate in the meeting;
 - ii. address the Board without permission;
 - iii. use unparliamentary or offensive language; or
 - iv. display signs or placards.

- c. The Chair may exclude any person from the meeting for improper conduct.

“In Camera” and Closed Proceedings

“In camera” and closed proceedings (meetings that are not open to the public) may take place according to the Toronto Seniors Housing Corporation (TSHC) Board Meeting Closed Session Policy.

Prior to the commencement of an “in camera” or closed meeting, a motion must be made to move “in camera” or to closed meeting. At the conclusion of the “in camera” or closed meeting, the Board Chair, if applicable, will announce the time of the resumption of the public meeting.

Public Presentation

- a. Any person wishing to make a presentation to the Board regarding items for action or information on the agenda will be heard by the Board provided:
 - i. A request to make a presentation is made to the Secretary, in writing by 12:00 p.m. on the business day prior to the Board meeting.
 - ii. Include the name, address, telephone number and electronic mail address of the person or organization wishing to address the Board;
 - iii. Include an outline of the submission to be made, and any relevant documentation;
 - iv. The Chair in consultation with the Secretary may waive the above requirements if, in the Chair's opinion, there were extenuating circumstances or the presentation would no longer be relevant if made at another meeting.
- b. The Board may hear a presentation about a matter not on the agenda with the approval of the Chair in consultation with the Secretary. Any request to present to the Board on a matter not on the agenda must:
 - i. pertain to matters within the Board's jurisdiction;
 - ii. be received prior to the Agenda Deadline;
 - iii. be in writing and sent to the Secretary;
 - iv. include the name, address, telephone number and electronic mail

- address of the person or organization wishing to address the Board;
- v. include an outline of the submission to be made, and any relevant documentation.
 - vi. The Chair and Secretary may agree to schedule the presentation on the agenda of the next Board meeting or another future meeting of the Board or a Committee of the Board. The Chair and Secretary may refer matters of TSHC administration or operations to the CEO.
- c. While it is preferred that deputants inform the Board Secretary of their intention to depute it is not a requirement, however stakeholders who wish to ensure that their concerns can be adequately addressed by Directors at the meeting may submit a written or alternate format* copy of their deputation at least 3 days ahead of the meeting in order to allow enough time for:
- i. the distribution of deputation materials to Board/Committee members for their review prior to the meeting
 - ii. information-gathering by the Board/Committee Chair and/or Board/Committee members
 - iii. briefing of Board/Committee members on the issues raised
 - iv. clarification of issues/concerns raised
- d. Each presentation is limited to five minutes regardless of the number of items or matters a presenter wishes to speak to (excluding questions from Board Members). This time may be reduced or extended at the discretion of the Chair.
- e. Presentations from groups or organizations shall have no more than three speakers. The number of speakers does not affect the total time limit for a presentation.
- f. Any person making a presentation to the Board shall
- i. only speak on the subject(s) for which they have received approval;
 - ii. obey the rules of procedure and any decision of the Chair;
 - iii. refrain from using offensive language;
 - iv. refrain from speaking disrespectfully of another person.
 - v. Failure to abide by these rules is grounds for the Chair to conclude or curtail a presentation. If the Chair rules that the presentation is concluded, the person or persons appearing before the Board shall immediately withdraw.

Conduct of Members at Meetings

- a. A Member will be courteous and will not engage in actions which disturb the meeting.
- b. Members will inform the Chair each time they leave or re-enter the meeting.
- c. A Member will not:
 - i. use unparliamentary or offensive language;
 - ii. make any noise or disturbance that prevents Members from being able to participate in the meeting;
 - iii. interrupt another Member who is speaking, except to raise a Matter of Privilege or a Point of Order;
 - iv. disobey the rules of the Board, or disobey a decision of the Chair or the Board on questions of order, practice, or on the interpretation of the rules of the Board.
- d. The Chair may exclude a Member from the meeting who has been given a warning but continues to disregard the Chair's rulings by the following process:
 - i. the Chair shall without debate put the question, "Should the Member be ordered to leave his or her seat for the duration of the meeting?"
 - ii. If the Board votes in the affirmative, the Chair will order the Member to leave his or her seat for the duration of the meeting;
 - iii. If the Member apologizes, the Chair, with the approval of the Board, may permit him or her to resume his or her seat.

New Business from Board Members

A member who wishes to add new business to a meeting agenda brings a Main Motion before the Board and will provide the Board with notice as follows:

- a. Notices of Motion by Board Members submitted before the Agenda Deadline must be in writing and in a form that the Secretary approves and be signed by the Board member moving it and the Board member who seconds it. No signatures are required for notices received via email, but the seconder's name must be included in the correspondence and the seconder must be copied on the email.
- b. Notice of Motion by Board Members after the Agenda Deadline, but before the Board meeting:

- i. must be in writing and in a form that the Secretary approves and be signed by the Board member moving it and the Board member who seconds it. No signatures are required for notices received via email, but the seconder's name must be included in the correspondence and the seconder must be copied on the email;
- ii. must relate to an Urgent Matter as determined by the Chair and the Secretary.

If the Secretary and Chair do not agree that the Motion deals with an Urgent Matter, the Secretary will refer it to the next Board meeting and present a list of these Motions to the Board for information only.

A Motion that fails to comply with the notice requirements in subsections (b) (i) and (ii) may be considered by the Board if a two-thirds majority of the Members present vote in favour of its introduction.

- 3. Motion without Notice during a Board meeting:
 - i. a Member may make a Motion without notice during a meeting if it complies with the requirements outlined here
 - ii. the Chair reviews it in advance and the Chair agrees that it concerns an Urgent Matter and allows the Member to ask the Board's permission to introduce the Motion without notice; and
 - iii. two thirds of all Board Members vote in favour of its introduction.

Communications

- a. Communications may be made in writing addressed to the Board, to the Chair or to the Secretary.
- b. Communications must:
 - i. pertain to matters over which the Board has jurisdiction;
 - ii. be in a legible hand-written or printed form;
 - iii. contain a name, address and/or telephone number, and an electronic mail address if delivered by electronic mail;
 - iv. contain a signature unless delivered by electronic mail;
 - v. not contain offensive language.
- c. All communications, including personal information and opinions contained in a communication, that the Board receives about a matter on the agenda becomes part of the public record, unless the Secretary determines the disclosure of personal information would

contravene the Municipal Freedom of Information and Protection of Privacy Act.

Communications that form part of the public record are available to the Board and to the public and may be distributed prior to, or during, the Board or Committee meeting.

- d. Communications that the Board receives about a matter on the agenda may be provided to the Board if received by the Secretary by 12:00 p.m. on the business day prior to the Board meeting. The Chair in consultation with the Secretary may waive these requirements if, in the Chair's opinion, there were extenuating circumstances.
- e. For communications about matters not on the agenda the Chair, with the recommendation of the Secretary may:
 - i. put the communication before the Board,
 - ii. allow the CEO to consider the communication and to report to the Board, or to a Committee, in response to the communication; or
 - iii. allow the CEO to respond to the communication as the CEO deems appropriate

Item 18c

Attachment 2

**Draft Board of Directors Meeting Procedures Policy
(Redline)**

**TORONTO SENIORS HOUSING CORPORATION (TSHC)
Board of Directors Meeting Procedures Policy**

Draft: March 11, 2022

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Robert's Rules of Order

All points of order or procedure for which rules have not been provided in this policy the By-Law will be decided by the Chair as far as is reasonably possible first, in accordance with the rules of parliamentary procedure as contained in the current edition of Robert's Rules of Order.

Schedule of Regular Board Meetings

At the beginning of each calendar year, the Board will set a schedule of regular meetings for the year for the Board of Directors and for Committees of the Board. ~~Generally, there is one regularly scheduled Board meeting each month. Committee schedules vary depending on the nature of the committee.~~

Meetings are usually held at 423 Yonge St. in the 2nd floor boardroom with a regular start time of 8:30 a.m. ~~Board members are encouraged to attend in person but can join by videoconference or telephone if in-person attendance is not possible. References are also made to the section Meetings by Telephone. (Add sentence to say members could join by telephone or in person.)~~

When meetings of the Board of Directors or of a Committee of the Board cannot be held in person, the meeting may be held by means of conference, electronic or other communications facilities to permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously. Any director participating in such a meeting by such means is deemed to be present at the meeting.

Directors will be notified ahead of time of any changes to the schedule, time and/or location of the meeting.

Cancellation and Rescheduling of Meetings

Meetings may be rescheduled or cancelled in the event there is not quorum or for any reason necessitating the meeting change. The Corporate Secretary, in consultation with the CEO and the Board Chair, may take appropriate steps to advise all Directors of the cancellation and/or rescheduling of meetings. Notice of change is also be posted on the Toronto Seniors Housing Corporation website and in Operating Unit offices.

If a regularly scheduled meeting of the Board is cancelled without being rescheduled, the next regularly scheduled meeting cannot be cancelled without being rescheduled.

Special Meetings

The Board Chair or any two directors may convene a special meeting of the Board at any time by giving formal notice not less than 48 hours to all Directors

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Toronto Seniors Housing Corporation

before the time of the meeting. Notice must be delivered or sent electronically or other form of written transmission to each Director. Notice, along with any agenda material must indicate the time, place and matter to be dealt with.

Board Workshops

Throughout the year, orientation sessions, workshops or training sessions for the Board may be there may be special meetings of the Board called. No formal business of the Board will be carried out at these sessions. These sessions will not be open to the public, in order to provide the board with training and development opportunities. Workshops are generally held to enable the Board to discuss the issues facing the organization and the strategic direction the Board wants to set for the organization. Other workshops may happen in response to governance needs or other matters as determined by the board.

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Attendance

Each Director shall make meeting attendance a priority. Every effort to advise the Corporate Secretary as far in advance as possible of any meetings which they cannot or do not expect to attend.

a. Members will notify the Secretary if they:

i. will not be attending;

ii. will be arriving late for; or

iii. will be leaving early from any meeting of the Board or a Committee.

b. The Secretary will advise the Board of any Member who has been or will be absent from meetings of the Board for three consecutive months and advise the Board of the explanation provided by the Member, if any. The Board will then decide whether to authorize the Member's absence by a Board resolution.

c. In accordance with section 13 of the Act, The Board will notify City Council of a vacancy if any Member is absent from Board meetings for three consecutive months without authorization of the Board.

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Meetings by Telephone Attendance at Board Meetings

When meetings of the Board of Directors or of a Committee of the Board cannot be held in person, the meeting may be held by means of conference, electronic or other communications facilities to permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously. Any director participating in such a meeting by such means is deemed to be present at the meeting.

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Quorum

Toronto Seniors Housing Corporation

~~The quorum for a meeting of the Board is a majority of the total number of current directors.~~

a. ~~The quorum for Board meetings is a majority of the Members.~~

b. ~~A meeting will be cancelled if:~~

i. ~~no quorum is present within thirty minutes after the time fixed for a meeting, or the continuation of a meeting after a recess; or~~

ii. ~~if quorum is lost for thirty consecutive minutes.~~

c. ~~If a meeting is cancelled due to lack of quorum:~~

i. ~~the Secretary will record the names of the Members present; and~~

ii. ~~the meeting will be considered adjourned until the next scheduled meeting or until the Chair calls a special meeting.~~

d. ~~If a quorum is not possible because of declared conflicts of interest under the Municipal Conflict of Interest Act, the remaining Members will constitute a quorum provided that quorum is never less than two Members.~~

Chair of Meeting

The Chair of any meeting of the Board of Directors shall be the Board Chair. If the Board Chair is not available, the Vice-Chair, if available, will assume the Chair of the meeting. If neither the Board Chair nor the Vice-Chair are available, another director who is present at the meeting and selected by the directors who are present, may assume the Chair of the meeting.

Agendas and Minutes

The agenda and any other agenda material such as minutes and reports shall be delivered to members of the Board of Directors or members of the Committee of the Board no less than 24 hours before the meeting.

Toronto Seniors Housing Corporation has a standard practice of sending agenda materials out to directors one week prior to the meeting. Meeting notices are posted in tenant buildings and the agenda materials are posted on the TSHC website five days in advance of the meeting.

While the standard is to have all agenda items available in advance of the meeting, there are times where this is not always possible (e.g., items are not available or come up after the agenda has been issued). At the Board Chair's discretion, reports may be tabled at the meeting.

~~Minutes of all meetings will be prepared, highlighting the proceedings for each agenda item and the decisions or recommendations made. The meeting minutes will be circulated to all Board members for confirmation.~~

a. ~~The Secretary will keep minutes of all Board and Committee meetings.~~

b. ~~The minutes will record:~~

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- i. the place, time and date of the meeting;
 - ii. the name of the Chair, the Members present, and the Members absent;
 - iii. any correction to, and the adoption of, the minutes of the previous meeting;
 - iv. all resolutions;
 - v. any declarations of a conflict of interest, including the Member's name and the reason for the conflict of interest.
- c. Reference will be made in the minutes to an agenda item discussed in a closed meeting and the reason why the discussion was closed to the public.
- d. The minutes will record that a Motion was carried or defeated, with no count of the vote, unless the vote was recorded. For recorded votes, the Members' name and corresponding vote will be recorded in the minutes after the Chair has announced the results.
- e. The minutes of the previous meeting will be considered at the next meeting and, after the minutes have received approval, or approval as amended, by the majority of the Members present, they will be signed by the Chair or the appropriate Committee chair.

Review of Agenda

Upon calling the meeting to order, the Board or Committee Chair will request directors to identify any conflicts of interest with any item on the agenda.

Declaration of Conflict of Interest *(Michael to check if the wordings are similar to the COI Policy)*

~~Any director in conflict shall disclose in writing to the Corporation or request to have entered in the minutes of the meeting the nature and extent of their conflict.~~

- a. Members must observe the requirements of the ~~Conflict of Interest Policy-Municipal Conflict of Interest Act~~ by declaring any conflict of interest they have, directly or indirectly, in any matter before the Board.
- b. A Member must declare any conflict of interest at the beginning of the meeting, on arrival at the meeting, or if not present at the meeting, at the next meeting attended.
- c. A Member who has declared a conflict of interest in a matter must not take part in the discussion, must not vote, and must not try to influence the voting, on the matter.
- d. If the discussion takes place in a closed meeting, the Member must leave the room or by electronic means if attending by telephone or videoconference.-
- e. All declarations of conflict of interest are recorded in the public minutes. Declarations of conflict of interest made in public must also specify the

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general nature of the interest declared.

Voting Procedure

~~At all meetings of the Board, a “show of hands” is the voting procedure on motions before the Board of Directors. Each Director shall have one vote and every motion shall be decided by a majority of votes cast on the motion. In the case of a tie in voting, the Board Chair of the meeting shall be entitled to a second or casting vote.~~

~~If a Director wants a recorded vote on a particular issue prior to a show of hands, they must make a motion to record the vote while the motion is before the Board of Directors. This motion for a recorded vote must be seconded. Under the Ontario Business Corporations Act, a Director can also request that their vote of dissent be recorded in the minutes.~~

Voting on Motions

- a. All matters will be decided by a majority vote of the Members present, except for a matter that requires a two-thirds majority vote as a result of the requirements of this By-law.
- b. A Member must be present when the Motion is put in order to vote.
- c. All Members present when the motion is put to the vote must vote, unless prohibited by statute, in which case it shall be so recorded. Any Member who refuses to vote is deemed to have voted against the Motion except where prohibited from voting by statute.
- d. The Chair or Acting Chair must vote with the other Members on all questions.
- e. Voting on all Motions will be by a show of hands.
- f. In the event of a tie vote the Motion is defeated.
- g. A Motion to reconsider is required to reopen a matter once the result of the vote is announced.

Recorded Vote

- a. The Chair will conduct a recorded vote if requested by any Member.
- b. The request must be made immediately before or after the taking of the vote.
- c. The Secretary will record the name and vote of every Member for the minutes and announce the results to the Chair.
- d. Results of the vote, including the name and vote of every Member, will be announced by the Chair immediately after the recorded vote has taken place.

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Public Proceedings

Public proceedings of the Board are open to members of the public. As such, the public are notified of all public meetings. Reports and other items which are part of the public proceedings and any debate and voting of such items are open to the public.

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Conduct of Public at Meetings

- a. Members of the public will be courteous and will not engage in any action which disturbs the meeting.
- b. Members of the public will not:
 - i. make any noise or disturbance that prevents Members from being able to participate in the meeting;
 - ii. address the Board without permission;
 - iii. use unparliamentary or offensive language; or
 - iv. display signs or placards.
- c. The Chair may exclude any person from the meeting for improper conduct.

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"In Camera" and Closed Proceedings

"In camera" and closed proceedings (meetings that are not open to the public) may take place according to the Toronto Seniors Housing Corporation (TSHC) Board Meeting Closed Session Policy.

Prior to the commencement of an "in camera" or closed meeting, a motion must be made to move "in camera" or to closed meeting. At the conclusion of the "in camera" or closed meeting, the Board Chair, if applicable, will announce the time of the resumption of the public meeting.

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Deputation Process

Deputations to the Board by the members of the public can be made according to TSHC Deputation Policy.

All reports to the Board of Directors and Committees of the Board are to include an overview of any stakeholder engagement process that may have occurred and some sense of the stakeholder input so that directors can be aware of what all stakeholders have said with respect to the item. Board reports will also include an overview of any deputations received at the committee level on any agenda item.

Public Presentation

- a. Any person wishing to make a presentation to the Board regarding items for action or information on the agenda will be heard by the Board provided:

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**Toronto Seniors
Housing Corporation**

- i. A request to make a presentation is made to the Secretary, in writing by 12:00 p.m. on the business day prior to the Board meeting.
- ii. Include the name, address, telephone number and electronic mail address of the person or organization wishing to address the Board;
- iii. Include an outline of the submission to be made, and any relevant documentation;
- iv. The Chair in consultation with the Secretary may waive the above requirements if, in the Chair's opinion, there were extenuating circumstances or the presentation would no longer be relevant if made at another meeting.
- b. The Board may hear a presentation about a matter not on the agenda with the approval of the Chair in consultation with the Secretary. Any request to present to the Board on a matter not on the agenda must:
 - i. pertain to matters within the Board's jurisdiction;
 - ii. be received prior to the Agenda Deadline;
 - iii. be in writing and sent to the Secretary;
 - iv. include the name, address, telephone number and electronic mail address of the person or organization wishing to address the Board;
 - v. include an outline of the submission to be made, and any relevant documentation.
 - vi. The Chair and Secretary may agree to schedule the presentation on the agenda of the next Board meeting or another future meeting of the Board or a Committee of the Board. The Chair and Secretary may refer matters of TSHC administration or operations to the CEO.
- c. While it is preferred that deputants inform the Board Secretary of their intention to depute it is not a requirement, however stakeholders who wish to ensure that their concerns can be adequately addressed by Directors at the meeting may submit a written or alternate format* copy of their deputation at least 3 days ahead of the meeting in order to allow enough time for:
 - 1. the distribution of deputation materials to Board/Committee members for their review prior to the meeting
 - 2. information-gathering by the Board/Committee Chair and/or Board/Committee members
 - 3. briefing of Board/Committee members on the issues raised
 - 4. clarification of issues/concerns raised
- d. Each presentation is limited to five minutes regardless of the number of items or matters a presenter wishes to speak to (excluding questions from Board Members). This time may be reduced or extended at the discretion of the Chair.
- e. Presentations from groups or organizations shall have no more than three speakers. The number of speakers does not affect the total time limit for a presentation.
- f. Any person making a presentation to the Board shall
 - i. only speak on the subject(s) for which they have received approval;
 - ii. obey the rules of procedure and any decision of the Chair;
 - iii. refrain from using offensive language;

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- iv. refrain from speaking disrespectfully of another person.
- v. Failure to abide by these rules is grounds for the Chair to conclude or curtail a presentation. If the Chair rules that the presentation is concluded, the person or persons appearing before the Board shall immediately withdraw.

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Conduct of Members at Meetings

- a. A Member will be courteous and will not engage in actions which disturb the meeting.
- b. Members will inform the Chair each time they leave or re-enter the meeting.
- c. A Member will not:
 - i. use unparliamentary or offensive language;
 - ii. make any noise or disturbance that prevents Members from being able to participate in the meeting;
 - iii. interrupt another Member who is speaking, except to raise a Matter of Privilege or a Point of Order;
 - iv. disobey the rules of the Board, or disobey a decision of the Chair or the Board on questions of order, practice, or on the interpretation of the rules of the Board.
- d. The Chair may exclude a Member from the meeting who has been given a warning but continues to disregard the Chair's rulings by the following process:
 - i. the Chair shall without debate put the question, "Should the Member be ordered to leave his or her seat for the duration of the meeting?"
 - ii. If the Board votes in the affirmative, the Chair will order the Member to leave his or her seat for the duration of the meeting;
 - iii. If the Member apologizes, the Chair, with the approval of the Board, may permit him or her to resume his or her seat.

New Business from Board Members

A member who wishes to add new business to a meeting agenda brings a Main Motion before the Board and will provide the Board with notice as follows:

- a. Notices of Motion by Board Members submitted before the Agenda Deadline must be in writing and in a form that the Secretary approves and be signed by the Board member moving it and the Board member who

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Toronto Seniors Housing Corporation

seconds it. No signatures are required for notices received via email, but the seconder's name must be included in the correspondence and the seconder must be copied on the email.

b. Notice of Motion by Board Members after the Agenda Deadline, but before the Board meeting:

- i. must be in writing and in a form that the Secretary approves and be signed by the Board member moving it and the Board member who seconds it. No signatures are required for notices received via email, but the seconder's name must be included in the correspondence and the seconder must be copied on the email;
- ii. must relate to an Urgent Matter as determined by the Chair and the Secretary.

If the Secretary and Chair do not agree that the Motion deals with an Urgent Matter, the Secretary will refer it to the next Board meeting and present a list of these Motions to the Board for information only.

A Motion that fails to comply with the notice requirements in subsections (b) (i) and (ii) may be considered by the Board if a two-thirds majority of the Members present vote in favour of its introduction.

c. Motion without Notice during a Board meeting:

- i. a Member may make a Motion without notice during a meeting if it complies with the requirements outlined here
- ii. the Chair reviews it in advance and the Chair agrees that it concerns an Urgent Matter and allows the Member to ask the Board's permission to introduce the Motion without notice; and
- iii. two thirds of all Board Members vote in favour of its introduction.

Communications

a. Communications may be made in writing addressed to the Board, to the Chair or to the Secretary.

b. Communications must:

- i. pertain to matters over which the Board has jurisdiction;
- ii. be in a legible hand-written or printed form;
- iii. contain a name, address and/or telephone number, and an electronic mail address if delivered by electronic mail;
- iv. contain a signature unless delivered by electronic mail;
- v. not contain offensive language.

c. All communications, including personal information and opinions contained in a communication, that the Board receives about a matter on the agenda becomes part of the public record, unless the Secretary determines the disclosure of personal information would contravene the Municipal Freedom of Information and Protection of Privacy Act.

Communications that form part of the public record are available to the Board and to the public and may be distributed prior to, or during, the

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Board or Committee meeting.

- d. Communications that the Board receives about a matter on the agenda may be provided to the Board if received by the Secretary by 12:00 p.m. on the business day prior to the Board meeting. The Chair in consultation with the Secretary may waive these requirements if, in the Chair's opinion, there were extenuating circumstances.
- e. For communications about matters not on the agenda the Chair, with the recommendation of the Secretary may:
 - i. put the communication before the Board,
 - ii. allow the CEO to consider the communication and to report to the Board, or to a Committee, in response to the communication; or
 - iii. allow the CEO to respond to the communication as the CEO deems appropriate

**Toronto Seniors Housing Corporation
Board of Directors Meeting
TSHC Financial Planning- Financial Results through
February 28, 2022**

Item #20

DATE: March 31, 2022

Report: BD: 2022-34

To: Board of Directors

From: Norman Rees

Date: March 31, 2022

SUBJECT: INFORMATIONAL UPDATE

PURPOSE:

The purpose of this report is to provide an update on TSHC current financial position through February 28, 2022

Financial Results through February 28, 2022

Statement of Operations (Attachment 1)

Through February 28, 2022, TSHC incurred operating expenses of \$645,520. Revenue amounted to \$646,949, being composed of \$645,520 from the City of Toronto (City) and \$1,429 in interest income earned on bank balances. Expenses incurred were for staff compensation, TSHC lead consultants and other third-party vendors.

Expenditures are beginning to ramp up and reflect increased activity associated with the June 1, 2022, implementation date. Expenditures in February were \$390,000 greater than in January.

Statement of Financial Position (Attachment 2)

The Statement of Financial Position shows:

1. Cash – \$1,330,768
2. Accounts payable - \$215,479

3. Deferred grant funding - \$1,112,814

4. Net assets - \$2,475

The cash balance and deferred grant funding amounts include the City's approved carryover of 2021 unspent funds (\$342,834) plus the first 3 months of 2022 cash flow (\$1,415,000).

TSHC is applying to the Canada Revenue Agency to become a 'determined municipality' thereby allowing it to be eligible for the municipal HST rebate. As the application process can be lengthy (up to 6 months) and to be conservative in the recognition of an HST rebate receivable prior to the application's approval, a 100% provision against the calculated rebate has been made. To the end of February, the provision amounts to \$70,881.

TSHC anticipates receiving the balance of the January to May 31, 2022, City funding (\$1,415,000) in early April 2022.

ATTACHMENT 1: Statement of Operations - February 28, 2022

ATTACHMENT 2: Statement of Financial Position – February 28, 2022

Norman Rees

Interim Finance Lead

Item 20

Attachment 1

Finance Statements of Operations

Toronto Seniors Housing Corporation
Financial Statements - Statement of Operations

Attachment 1

STATEMENT OF OPERATIONS	Actual Results to Feb 28, 2022	Budget - Jan. 1 to May 31, 2022
Revenue		
City of Toronto Grant	645,520	2,831,000
Interest income	1,429	
Total Revenue	646,949	2,831,000
Expenses		
Salaries and Wages	141,327	579,833
Benefits	10,156	99,771
Transportation and Communication	-	21,000
Services	484,485	2,123,396
Supplies	9,553	7,000
Total Expenses	645,520	2,831,000
Excess of Revenue over Expenses	1,429	-

Item 30

Attachment 2

Statement of Financial Position

STATEMENT OF FINANCIAL POSITION		Actual Results February 28, 2022
Assets		
Cash		1,330,768
		-
Total Assets		<u>1,330,768</u>
Liabilities & Net Assets		
Accounts payable and accrued liabilities		215,479
Deferred grant funding		1,112,814
Net assets - unrestricted		2,475
Total Liabilities & Net Assets		<u>1,330,768</u>

**Toronto Seniors Housing Corporation
Board of Directors Meeting
Transition Status and Risk Report**

Item #21

DATE: March 25, 2022

Report: BD: 2022-35

To: Board of Directors

From: Mary Tate

Date: March 25, 2022

INFORMATIONAL UPDATE

PURPOSE: INFORMATION

To provide a TSHC transition project status and risk report as of March 25, 2022

RECOMMENDATION: It is recommended that the Board of Directors receive the attached project status and risk report.

BACKGROUND:

This report provides a status update and risk considerations on the transition of TSHC scheduled for June 1. The report provides information on status in the following target transition requirements:

- Alternative to Operating agreement with the City of Toronto
- Tenants and tenant transfer (including Transition Agreement)
- Employees and employee transfer
- Service delivery continuity (including Services Delivery Agreement)
- IT adjustments

Mary Tate
Interim Project Manager

List of Attachments:

Attachment #1 Project Status and Risk Report

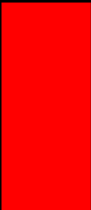
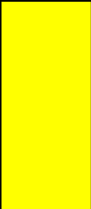

**Item 21
Attachment 1
Status Report**

March 31, 2022 Board Meeting

Status Report

As of: 25/03/22 Next period: 22/04/22

Legend

	Red	Task Delayed; Will not be possible to achieve deliverable deadline and rescheduling required. Please note proposed revised schedule in status
	Yellow	Task Delayed; Will be possible to achieve deliverable within planned time frame. Please note corrective actions planned to bring service project back on schedule in project status
	Green	All tasks on target; Will be possible to achieve deliverable as planned

**Toronto Seniors
Housing Corporation**

Status and Risk Report Summary

Overall Project Status

- There are currently no "red" issues identified that would delay transition on June 1
- There are several areas with status as "yellow", indicating a manageable delay. It is anticipated that issues in these areas will be resolved in the next period to enable transition as planned on June 1.
 - There are several issues related to the tenant transfer that must be revisited in light of a Transition Agreement rather than a Lease Agreement. Resolution of these issues is anticipated shortly.
 - There are several issues outstanding in the term sheet for the Transition Agreement which must be resolved during drafting of the agreement. Resolution of these issues is anticipated.
 - The service delivery model must be finalized in order to complete the Schedules to the Services Delivery Agreement.
 - Schedules to the Services Delivery Agreement must be drafted, including agreement on costing. Resolution of these issues is anticipated.

**Toronto Seniors
Housing Corporation**

Status and Risk Report Summary

Operating Agreement

Item	Status
Alternative to Operating Agreement	

Tenants & Tenant Transfer

Item	Status
Transfer Issues	
Transition Agreement	
Tenant Policies	
Engagement & Communications	

Status and Risk Report Summary

Employees & Employee Transfer

Item	Status
Transfer Issues	
Employee Policies	
Engagement & Communications	

Service Delivery Continuity

Item	Status
MNP Report on Shared Services	
Service Delivery Model	
Services Delivery Agreement	

**Toronto Seniors
Housing Corporation**

Status and Risk Report Summary

Information Technology Adaptions

Item	Status
HoMES/Yardi	
Ceridian (Payroll)	
Other HR systems	

Appendix

Detailed Status Report as of March 25, 2022

**Toronto Seniors
Housing Corporation**

Deliverable	Accomplished as Planned (Feb 21 – Mar 25)	Work Planned for Next Period (Mar 28 – Apr 22)
Alternative to Operating Agreement	<ul style="list-style-type: none"> • Agreed with City on alternative approach to an Operating Agreement during the transition period • Reviewed Funding Schedule at Board Orientation 	<ul style="list-style-type: none"> • Work with City and TCHC on letter/agreement related to TSHC taking on Housing Manager roles during the transition period • Establish cashflow agreement with City and TCHC • Define details of TSHC relationship with City as service manager

Milestones, Status, Risks/Issues					
Deliverable	Milestone Dates			Status	Risk/Issues
Alternative to Operating Agreement	Draft April 30	Final May 18	Execution Prior to Jun 01	On Track	No risks to meeting target dates currently identified. The transition team will continue to work with the City of Toronto and TCHC on preparation of letter/agreement related to TSHC role as housing manager during the transition period. Details of the TSHC relationship with the City as Service Manager will be developed

Work Item: Tenants & Tenant Transfer**Work Item: Manageable Delays**

Deliverable	Accomplished as Planned (Feb 21 - Mar 25)	Work Planned for Next Period (Mar 28 - Apr 22)
Transition Agreement	<ul style="list-style-type: none">• Negotiated Transition Agreement Term Sheet with TCHC• Board orientation on Transition Agreement• Report on Term Sheet prepared for March 31 Board meeting	<ul style="list-style-type: none">• Resolve outstanding issues identified in the Transition Agreement term sheet including• Negotiate draft Transition Agreement with TCHC• Determine IT system and other impacts of Transition Agreement
Tenant Engagement & Communications	<ul style="list-style-type: none">• Participated in STAC Selection Committee• Hosted tenant focus group on launch activities• Spoke with staff leaders about launch activities• Transition update provided to STAC• Provided tenant update on transition via Seniors Speak direct mail• New brand colours chosen• Drafted launch approach• Researched launch collateral• Began discussions with CoFT on launch day activities and engagement of leaders• Confirmed vendor for public website development• Confirmed resources for intranet site development• Drafted post June 1 Corporate Communications function• Final copy for annual report sent to design	<ul style="list-style-type: none">• Begin procurement of launch collateral• Add resources to help with launch activities• Develop and implement communication plan for April/May• Provide notification to tenants on rent and lease• Develop Welcome Guide with TCHC• Determine the collateral that will be available/displayed in buildings• Continue work on public website for TSHC (Internet)• Continue work on intranet• Review short list of candidates for Senior Digital Communications Advisor Role• Finalize Corporate Communications function• Update communication policies and gain approval at GHR committee• Annual report reviewed by GHR committee and ready for board approval

**Toronto Seniors
Housing Corporation**

Milestones, Status, Risks/Issues				
Deliverable	Milestone Dates			Risk/Issues
Transfer Issues	April 30			See risk description
Transition Agreement	Draft April 30	Final May 18	Execution Prior to Jun 1	See risk description
Tenant Policies	Apr 18			On Track
Target Tenant Engagement Approach	ON HOLD			
Engagement & Communications	Tenant engagement and communications planned for March, April and May			On Track
				<p>Communications are dependent on business decisions and Board approval of agreements before sharing information with tenants</p> <p>Communication messaging must be developed in collaboration with TCHC until June 1</p> <p>Additional tenant engagement and communication planned for April and May</p>

Work Item: Employees & Employee Transfer**Work Item: On Track**

Deliverable	Accomplished as Planned (Feb 21 - Mar 25)	Work Planned for Next Period (Mar 28 - Apr 22)
Employee Transfer	<ul style="list-style-type: none">• Reached agreement with CUPE Local 79• Reviewed Benefits & Organizational Development and Compensation policies with Committee to recommend for Board Approval	<ul style="list-style-type: none">• Send notifications to CUPE Local 79• Develop approach to benefits, pension, & workers' compensation• Determine approach to in-flight employee issues• Review and submit Employee Labor Relations for Committee and Board approval• Conduct feasibility assessment of corporate structure files from SHU for physical and electronic files• Develop decision-making framework and leadership team structure• Plan for employee training and disability management• Determine liabilities of employee transfer
CEO Recruitment	<ul style="list-style-type: none">• Selected interview candidates• Conducting 1st & 2nd interviews	<ul style="list-style-type: none">• Complete interviews• Conduct assessments and background checks• Select candidate for CEO role for Board approval
Initial Hiring	<ul style="list-style-type: none">• Posted and screened for positions	<ul style="list-style-type: none">• Complete interviews• Conduct assessments and background checks• Select candidates
Employee Engagement & Communication	<ul style="list-style-type: none">• Conducted Feb 25 TCHC SHU Town Hall	<ul style="list-style-type: none">• Develop plan for Intranet implementation

**Toronto Seniors
Housing Corporation**

Milestones, Status, Risks/Issues			
Deliverable	Milestone Dates	Status	Risk/Issues
Transfer Issues	Mar 24	On Track	Determine mission critical items for implementation to HR recruitment system on Jul 1 and remaining items Aug 1; need to determine workarounds and system access requirements during these interim periods
CEO Recruitment	April	On Track	No risks identified. Process slightly delayed
Human Resource Policies	March, April, May Board meetings	On Track	No risks to meeting target dates currently identified
Employee Engagement & Communications	March, April, May	On Track	No risks to meeting target dates currently identified

Work Item: Service Delivery Continuity**Work Item: Manageable Delays**

Deliverable	Accomplished as Planned (Feb 21 - Mar 25)	Work Planned for Next Period (Mar 28 – Apr 22)
MNP Report	<ul style="list-style-type: none">• MNP submitted final draft report	<ul style="list-style-type: none">• MNP to submit final report
Service Delivery Model	<ul style="list-style-type: none">• Service delivery model discussions with TCHC are ongoing	<ul style="list-style-type: none">• Finalize service delivery model• Drill down on responsibilities and processes in key operational areas such as Emergency Preparedness Plan, CSU• Develop detail on shared services for back-office functions
Services Delivery Agreement	<ul style="list-style-type: none">• Drafted Term sheet for approval by both TCHC and TSHC Boards• Developed preliminary approach to costing for shared services	<ul style="list-style-type: none">• Draft Services Delivery Agreement• Develop Service Delivery schedules & costing

Milestones, Status, Risks/Issues				
Deliverable	Milestone Dates		Status	Risk/Issues
MNP Report	Draft Mar 11	Final Mar 31	On Track	No identified risks
Service Delivery Issues	Mar 31		On Track	No identified risks
Service Delivery Model	Draft Mar 31	Final Apr 28	See risk description	TSHC is waiting for input from TCHC on the proposed service delivery model. No major issues are anticipated.
Services Delivery Agreement	Draft Apr 30	Agreement May 18	Execution Prior to Jun 1	See risk description There are some outstanding issues in the term sheet that must be resolved during drafting of the agreement. It is anticipated that these will be resolved. Development of the Schedules is dependent on agreement on the service delivery model. Agreement is anticipated. Agreement on costing is also required to complete the schedules.

Work Item: Information Technology Adaptations		Work Item: On Track
Deliverable	Accomplished as Planned (Feb 21 - Mar 25)	Work Planned for Next Period (Mar 28 - Apr 22)
HoMES/ Yardi	<ul style="list-style-type: none"> •Determined resolution approach for transition •Conducted workshops on requirements •Initiated configurations •Developed resolution/development of a contingency plan 	<ul style="list-style-type: none"> •Continue conducting workshops on requirements •Continue configurations •Review Results of Conference Room Pilot Testing and impact on configuration
Ceridian (Payroll) & other HR Systems	<ul style="list-style-type: none"> •Projects to adapt Ceridian and other payroll systems are on track •Working with software vendors to make necessary adaptations 	<ul style="list-style-type: none"> •Continue work on user acceptance testing that started March 24th •Review system configuration and integration with benefit carriers

Milestones, Status, Risks/Issues			
Deliverable	Milestone Dates	Status	Risk/Issues
HoMES/Yardi	Prior to June 1	On Track	An interim approach to enable the June 1 transition is being implemented and all mission critical items in place for go-live June 1. The approach involves TCHC continuing to receive revenue and make payments on behalf of TSHC for a period of time, with a financial reconciliation taking place to keep the books of both organizations correct.

Milestones, Status, Risks/Issues			
Deliverable	Milestone Dates	Status	Risk/Issues
Ceridian (Payroll)	Prior to June 1	On Track	No identified risks
Other HR systems	Prior to June 1	On Track	Contract & SOW delays have resulted in manageable delay in HR recruitment system