

Board of Directors

Toronto Senior Housing Corporation

The Board of Directors (“Board”) of the Toronto Senior Housing Corporation (“TSHC”) held its public meeting on March 31, 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*

Phelps Group representatives present:

Fareed Amin,
Jayson Phelps,

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 fourth 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 good work is being conducted to be fully transitions on June 1, 2022 and thanked the interim transitional team for assisting in propelling the transition. Finally, he stated that there were no deputation requests.

ITEM 2: APPROVAL OF PUBLIC MEETING AGENDA

The Chair tabled the agenda for the meeting.

<i>Motion carried</i>	UPON MOTION , duly made by Mr. Law and seconded by Ms. Parris and unanimously, IT WAS RESOLVED THAT the public meeting agenda is hereby approved.
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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 PUBLIC MEETING MINUTES OF FEBRUARY 23, 2022

The Chair tabled the minutes of the public meeting held on February 23, 2022 and asked that they be taken as read.

Motion carried **UPON MOTION**, duly made by Councillor Ainslie and seconded by Ms. Jackson and unanimously, **IT WAS RESOLVED THAT** the public meeting minutes of February 23, 2022, as tabled, are hereby approved.

ITEM 5: APPROVAL OF CLOSED SESSION MEETING MINUTES OF FEBRUARY 23, 2022

The Chair tabled the minutes of the closed session meeting held on February 23, 2022 and asked that they be taken as read.

Motion carried **UPON MOTION**, duly made by Ms. MacNeil, and seconded by Mr. Law. and unanimously, **IT WAS RESOLVED THAT** the closed session meeting minutes of February 23, 2022, as tabled, are hereby approved.

ITEMS 6-13: CLOSED SESSION

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

ITEM 14: MOTION TO APPROVE CLOSED SESSION DECISION

a) Appointment of President and Chief Executive Officer (“CEO”)

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

1. Appoint the Candidate identified in Attachment 1 to this Report to the position of CEO of Toronto Seniors Housing Corporation (“TSHC”), effective the (date identified therein), in accordance with the terms and conditions of the Employment Agreement set out in Attachment 2 to this Report;
2. Authorize the Vice Chair (or his designate) to take all actions and execute all necessary documents, on behalf of Seniors Housing Corporation, to implement the above recommendations; and
3. That following Board approval and candidate signature, staff will fulfill the direction from City Council to provide Council with the relevant information as to the TSHC Board’s appointment of the CEO.

b) Ratification of Memorandum of Agreement (“MOA”) with CUPE Local 79

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

1. Ratify and approve the MOA between TSHC, TCHC, and CUPE Local 79, to affect a new Collective Agreement between TSHC and CUPE Local 79; and
2. Authorize the appropriate staff to take all necessary actions identified as agreed in the MOA, including the notification of ratification by the board to the other two parties to this MOA as soon as possible, and execute all necessary documents to implement the above recommendation.

c) Approval of Corporate Human Resources Policies – Leaves and Fair Wage

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

- Bereavement Leave
- Maternity and Parental Leave
- Citizenship Leave
- Religious Leave
- Compassionate Care Leave
- Secondment Leave
- Discretionary Leave
- Voluntary Leave
- Earned Deferred Leave
- Vacation
- Fair Wage Policy

d) Approval of Transition Agreement Term Sheet

Motion carried **UPON MOTION**, duly made by Ms. Parris and seconded by Mr. Meeks and unanimously carried, **IT WAS RESOLVED THAT** the Board of Directors approve the Term Sheet for the Transition Agreement with Toronto Community Housing Corporation and authorize the Interim Transitional Lead or permanent CEO to negotiate the Transition Agreement with TCHC on behalf of TSHC.

The final agreement will return to the Board for approval prior to execution.

e) Approval of Services Delivery Agreement Term Sheet

Motion **UPON MOTION**, duly made by Ms. Parris and seconded by Ms.
Carried MacNeil and unanimously carried, **IT WAS RESOLVED THAT** the Board of Directors approve the Term Sheet for the Services Delivery Agreement with Toronto Community Housing Corporation and authorize the Interim Transitional Lead or permanent CEO to negotiate the Services Delivery Agreement with TCHC on behalf of TSHC. The final agreement will return to the Board for approval prior to execution

f) Approval of Operating Agreement and Funding Model

Motion **UPON MOTION**, duly made by Ms. Parris and seconded by Ms.
carried Jackson and unanimously carried, **IT WAS RESOLVED THAT** the Board of Directors receive, for information purposes, the alternative approach to and Operating Agreement with the City of Toronto (as Housing Manager) during the transition period. Further, that the Board of Directors receive, for information purposes, the approach to subsidy calculation provided by the City of Toronto

ITEM 15: MATTERS ARISING – ACTION ITEMS

The Chair reviewed the matters arising action items list. He reviewed the outstanding items and asked for an update on each beginning with Item 4 from the June 30, 2021 meeting regarding a list of tenant representatives. Mr. Sherar indicated that this item will be provided after the transition has occurred on June 1, 2022 because of the privacy issues surrounding supplying the names of the tenant representatives. He proceeded to Items 14 and 15 regarding access to recreational activities and membership consistency issues which Mr. Johnson undertook to follow up with STAC and bring information back to the Board. He

proceeded to Items 28 regarding salary scale and position summary which is still in progress and Item 29 regarding the City's input regarding TSHC Conflict of Interest policy which Mr. Sherar indicated the City had suggested minor changes which will be considered by the Corporate Governance and Human Resources Committee.

ITEM 16: TRANSITIONAL LEAD'S REPORT

At the invitation of the Chair, Mr. Sherar provided a verbal update. He reviewed the achievements thus far including setting in place key agreements and term sheets with TCHC, the CEO appointment and the ratification of the Local 79 MOA. He thanked the transition team and its partners at TCHC, including Jag Sharma for the work being done to successfully transition over to the TSHC.

He noted that it will take time for the new CEO to have a leadership team in place but that the work of the transition team completed to date and planning next steps will ensure that the continuity of leadership is in place to support the new CEO and his team to be successful when TSHC takes over full responsibilities post June 1, 2022

ITEM 17: QUALITY & TENANT ENGAGEMENT COMMITTEE REPORT

At the invitation of the Chair, Ms. Jackson and Ms. Howells provided an update. Ms. Jackson indicated that the Quality & Tenant Engagement ("QTE") committee met to review items for recommended approval of the Board.

b) Ms. Jackson provided an overview of report (BD: 2022-31) and noted that all changes were incorporated in the Terms of Reference

<i>Motion</i>	UPON MOTION , duly made by Ms. Jackson and seconded by Ms.
<i>Carried</i>	MacNeil and unanimously carried, IT WAS 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.

c) Ms. Howells provided an overview of informational report (BD: 2022-32) pertaining to the focus group engagement and tenant survey. She indicated that Maureen Clohessy partnered with the QTE committee and focus group. She reviewed the key themes identified in the survey surrounding health and wellness because of the COVID-19 pandemic, assistance for tenants when preparing for maintenance services to be completed, for example, pest control and the displacement of tenants, consistency of staffing for security purposes and information contained in written literature in other languages as English is not the first language of many tenants.

ITEM 18: CORPORATE GOVERNANCE AND HUMAN RESOURCES COMMITTEE REPORT

At the invitation of the Chair, Councilor Ainslie provided an overview of report (BD: 2022-33) and indicated there are two policies to be recommended for approval.

<i>Motion</i>	UPON MOTION , duly made by Councilor Ainslie and seconded by
<i>Carried</i>	Mr. Law and unanimously carried, IT WAS RESOLVED THAT the Board of Directors approve and adopt the Board Code of Ethics and Conduct Policy and Board of Directors Meeting Procedures Policy, and sunset the existing Interim Deputations Policy

ITEM 19: REPORT FROM THE AUDIT, FINANCE AND RISK COMMITTEE

The Chair provided a verbal report noting that the AFR committee held its first virtual meeting on March 14, 2022 and noted that Mr. Rees will bring to the committee some policy approvals in May 2022. He indicated that the policies will be similar to TCHC policies. He indicated that the rental revenue (including the City subsidy) will flow from TCHC to TSHC after the transition after deductions for building operational costs.

ITEM 20: FINANCIAL PLANNING – FINANCIAL RESULTS THROUGH FEBRUARY 28, 2022

At the invitation of the Chair, Mr. Rees provided an update noting that TSHC is in the process of determining the HST status of the new corporation. He indicated that TSHC had received half of the \$2.8 million for the period from January 1 2022 to May 31 2022 from the City in January and the second payment is scheduled to be provided in April 2022.

ITEM 21: TSHC TRANSITION STATUS AND RISK REPORT

At the invitation of the Chair, Ms. Tate reviewed the status report indicating that there are currently no items in red and that there are some manageable delays. She reviewed the planning process for April and May 2022.

ITEM 29 TERMINATION

Motion carried **UPON MOTION**, duly made by Ms. Parris and seconded by Ms. MacNeil and unanimously carried, **IT WAS RESOLVED THAT** the public meeting terminate at 10:50 a.m. (EDT).

Lawrence D'Souza, Interim
Chair, Board of Directors

Monique Hutchins, Secretary