

TORONTO SENIORS HOUSING CORPORATION

Board of Directors Meeting Package

Date: September 28, 2021

Time: 8:30AM-11:30AM

Location: WebEx

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BOARD OF DIRECTORS MEETING AGENDA

Date: September 28, 2021

Time: 8:30AM-11:30 AM

Location: Webex

#	Time	Description	Action	Supporting Documents	Presenter
1	8:30	Chair's Comments	Information	NA	Chair
2	8:35	Approval of Public Meeting Agenda	Approval	Agenda	Chair
3	8:40	Approval of Public Meeting Minutes of August 11, 2021	Approval	Public Meeting Minutes – August 11 2021	Chair
4	8:42	Approval of Closed Session Minutes of June 30, 2021	Approval	Closed Session Minutes June 30, 2021	Chair
5	8:45	Approval of Closed Session Minutes of August 11, 2021	Approval	Closed Session Minutes August 11, 2021	Chair
6	9:00	Transitional Lead's Report	Information	Verbal Report	Transitional Lead
7	9:15	Declarations of conflict of interest (Chair's Poll)	Declaration	Agenda	Chair
8	9:20	Policy for Board Meeting Closed Sessions	Approval	Closed Session Policy	Chair
9	9:25	Governance Workgroup	Approval	Governance Workgroup Terms of Reference	Chair
10	9:40	TSHC CEO Search Process	Approval	CEO Search Workgroup Terms of Reference	Chair
11	10:10	TSHC Interim Insurance Coverage	Approval	Insurance BN	Transitional Lead

12	10:25	Selection of TSHC Auditor for 2021	Approval		Transitional Lead
13	10:40	TSHC/TCHC Joint Transition Workplan	Approval	TSHC/TCHC Joint Transition Workplan	Transitional Lead
14	11.30	Adjournment	Approval		Chair

Item 3

Attachment 1 – TSHC Public Meeting Minutes – August 11, 2021

Board of Directors

Toronto Senior Housing Corporation

The Board of Directors (“Board”) of the Toronto Senior Housing Corporation (“TSHC”) held its first public meeting on August 11, 2021 at 3:30 p.m. (EDT) via video conference. The meeting was recorded and subsequently posted to the City's [website for TSHC](#).

Directors in Attendance:

Maureen Quigley (Chair)
Councillor Paul Ainslie
Lawrence D’Souza
Councillor Paula Fletcher
Linda Jackson
Warren Law
Carrie MacNeil
Jim Meeks
Brenda Parris
Tom Azousz – Stand in for Chris Murray, ex-officio

City staff present:

Emily Gaus, *Project Manager, Tenants First - Social Development, Finance and Administration*

Emma Helfand-Green, *Management Consultant, Seniors Services – Seniors Services and Long-Term Care*

Michael Smith, *Solicitor, Municipal Law – City of Toronto Legal Services Division*

TSHC representatives present:

Michael Sherar, Interim Transitional Lead and Chief Corporate Officer

Board Secretary present:

CONSTITUTION AND NOTICE OF MEETING

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

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

ITEM 1: CHAIR’S REMARKS

The Chair welcomed everyone to the second Board meeting and noted the Acknowledgement of the Land. She introduced Michael Sherar, the TSHC Interim Transitional Lead and Chief Corporate Officer and provided a brief review of his background. She noted that the public meeting was being recorded in order to post on the City's website for TSHC for public viewing. She asked that all attendees introduce themselves.

ITEM 2: APPROVAL OF PUBLIC MEETING AGENDA

The Chair asked if there were any additions to the public meeting agenda. Hearing none:

Motion carried **UPON MOTION**, duly made by Ms. Jackson, and seconded by Mr. Law, **IT WAS RESOLVED THAT** the public meeting agenda, as presented, is hereby approved.

ITEM 3: APPROVAL OF PAST MINUTES

The Chair tabled the minutes of the last public meeting held on June 30, 2021 and asked that they be taken as read.

Motion carried **UPON MOTION**, duly made by Mr. Law, and seconded by Ms. MacNeil, **IT WAS RESOLVED THAT** the public meeting minutes of June 30, 2021, as table, are hereby approved.

ITEM 4: 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 agenda item.

No conflicts were declared.

ITEMS 5-9: CLOSED SESSION

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

ITEM 10: MOTION TO APPROVE IN-CAMERA DECISION

Mr. D’Souza announced his interest in this item and recused himself from the vote.

Motion carried **UPON MOTION**, duly made by Ms. Jackson and seconded by Mr. Law and unanimously carried by the remaining directors, **IT WAS RESOLVED THAT** the Board approves the election of Director D’Souza to the position of Vice Chair of the Board of Toronto Seniors Housing Corporation for the current term of his appointment to the Board (May 6th, 2023).

ITEM 11: INTERIM TRANSITIONAL LEAD AND CHIEF CORPORATE OFFICER'S REPORT

At the invitation of the Chair Mr. Sherar provided a verbal report. He thanked the Board for the opportunity to support TSHC through this role and City staff for their assistance through the transition. He reviewed several items, including progress on establishing corporate functions and orientation with TCHC on the integrated service model and tenant engagement. He discussed the funds allocated by the City of Toronto to support the launch of TSHC and its transition work. He indicated that he is working on a revised Work Plan, one that will be more operationally detailed and finalized through to 2022, however he will provide an update at the next Board meeting.

ITEM 12: TSHC 2021 BUDGET AND ACCEPTANCE OF FUNDS

At the invitation of the Chair, Mr. Sherar, provided a review of report (BD:2021-09) which outlined information on the budget and receipt of funds from the City. He noted that he has revised the interim budget for the balance of 2021. He tabled an amendment to the original motion to note the acceptance of funds from the City.

In discussion, Councillor Fletcher asked about the post transition budget and the capital plan for the 83 buildings that will come under TSHC.

Motion carried **UPON MOTION**, duly made by Councillor Fletcher and seconded by Ms. Parris, **IT WAS RESOLVED THAT** the Transitional Lead provide a current baseline budget and capital cost forecast of the 83 buildings under the TSHC.

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

Motion carried **UPON MOTION**, duly made by Mr. Law and seconded by Ms. Jackson, **IT WAS RESOLVED THAT** that the Directors receive the

report and approve the TSHC 2021 Budget and authorizes the acceptance of funds by the TSHC from the City of Toronto is approved as amended.

ITEM 13: MOTION TO APPROVE INTERIM SIGNING AUTHORITIES' POLICY

At the invitation of the Chair, Mr. Sherar, provided a review of report (BD:2021-10) which outlined information on the need to have interim signing authorities with respect to the commitment of funds and payment of accounts of the TSHC.

Motion carried **UPON MOTION**, duly made by Counsellor Ainslie and seconded by Mr. D'Souza and unanimously carried, **IT WAS RESOLVED THAT** the Board approve the interim financial commitment and signing authority policy

ITEM 14: MOTION TO APPROVE THE BANKING FACILITIES/BANKING ARRANGEMENTS

At the invitation of the Chair, Mr. Smith, provided a review of report (BD:2021-11) which outlined information on the requirement of banking services, including a bank account to conduct financial transactions necessary to organize and operate TSHC.

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

a) The Royal Bank of Canada is hereby appointed as the bank to the Toronto Seniors Housing Corporation;

b) The Transitional Lead/Chief Corporate Officer may withdraw funds from accounts of the Corporation by way of cheque, wire payment instruction, pre-authorized debit authorization, or other

order for the payment of money from accounts in an amount not exceeding \$50,000.00 in any one instance;

c) Any two of the Chair of the Board of Directors, the Vice Chair of the Board of the Board of Directors and the Transitional Lead and Chief Corporate Officer may withdraw funds from accounts by way of cheque, wire payment instruction, pre-authorized debit authorization, or other order for the payment of money from accounts in any amount exceeding \$50,000.00 in any one instance; and

d) Any two of the Chair of the Board of Directors, the Vice Chair of the Board of the Board of Directors and the Transitional Lead and Chief Corporate Officer are authorized and directed to execute and deliver to that Bank such agreements, certificates and other banking documents in their absolute discretion relating to products or services provided by that Bank that the Bank may reasonably require or they may consider to be necessary or advisable in order to operate one or more accounts with that Bank.

ITEM 15: MOTION TO APPROVE ADOPTION OF INTERIM DEPUTATIONS POLICY

At the invitation of the Chair, Mr. Sherar, provided a review of report (BD:2021-12) which outlined information on the requirement of TSHC to have a deputation policy whereby stakeholders of the Corporation are able to make representation to the Board of the Corporation.

In discussion, Ms. Parris, Ms. Jackson and Councillor Fletcher spoke to the issue of whether the current Toronto Community Housing Corporation policy is appropriate for the TSHC as there was felt to be a need for more robust tenant engagement. It was advised that TSHC develop its own policy on deputations.

Motion **UPON MOTION**, duly made by Councillor Fletcher and seconded
Carried by Counsellor Ainslie, **IT WAS RESOLVED THAT** the policy name be
changed to interim.

Motion

carried **UPON MOTION**, duly made by Ms. Jackson and seconded by Mr. Law and unanimously carried, **IT WAS RESOLVED THAT:**

a) The Board approve the adoption of the attached TCHC deputations policy for TSHC until a TSHC specific deputations policy is developed and brought to the Board for approval at a later time; and

b) Management take necessary steps to give effect to the deputations policy, including informing all stakeholders of these procedures.

ITEM 16: MOTION TO APPROVE LEGAL COUNSEL/CORPORATE SECRETARY RECRUITEMENT PROCESS

At the invitation of the Chair, Mr. Sherar provided a review of report (BD:2021-13) which outlined information on the Corporation's legal service requirements and a recommendation to recruit a permanent person in the role of Legal Counsel/Corporate Secretary.

In discussion, Councillor Fletcher and Ms. Parris spoke to the importance of diversity, transparency, and final approval of hiring as the person hired would report directly to the Board.

Motion carried **UPON MOTION**, duly made by Ms. Jackson and seconded by Ms. Parris and unanimously carried, **IT WAS RESOLVED THAT** the Board amend the motion to include approval of a candidate by the Board.

Motion carried as amended **UPON MOTION**, duly made by Ms. Parris and seconded by Ms. MacNeil and unanimously carried, **IT WAS RESOLVED THAT**

a) Management of the TSHC is hereby authorized and directed to take such steps are necessary or expedient to recruit for the

position of a permanent in-house Legal Counsel/Corporate Secretary for approval of a candidate by the Board; and

b) A joint Board/Management panel consisting of the Transitional Lead/Chief Corporate Officer, Board Chair and Director Law be struck to carry out the recruitment for such position.

ITEM 17: BOARD OF DIRECTORS PRELIMINARY WORK PLAN

At the invitation of the Chair, Mr. Sherar advised the Board on the amendments made to the preliminary work plan noting key items that will be brought to the Board at the September 28, 2021 meeting.

ITEM 18: TERMINATION

Motion carried **UPON MOTION**, duly made by Councillor Ainslie and seconded by Mr. Meeks, **IT WAS RESOLVED THAT** the public meeting terminate at 5:10 p.m. (EDT).

Maureen A. Quigley, Chair
Board of Directors

Monique Hutchins, Secretary

Toronto Seniors Housing Corporation

Board of Directors Meetings Closed Session Policy

Item 8

September 28, 2021

Board of Directors

Report: BD: 2021 14

To: Board of Directors

From: Maureen Quigley, Board Chair

Date: September 28, 2021

PURPOSE:

The purpose of this report is to present a policy for closed sessions of TSHC Board of Directors.

RECOMMENDATION:

It is recommended that the Directors adopt the following resolution:

BE IT RESOLVED that the Directors receive the report and approve the Toronto Seniors Housing Corporation (TSHC) Board of Directors meetings closed session policy.

REASONS FOR RECOMMENDATION:

Toronto Seniors Housing Corporation is required by City of Toronto to hold Board meetings in public. Certain items can be discussed in a closed session if they fit specific criteria as described in TSHC by-law sections 4.18 and 4.19 (attached). The Board of Directors Closed meetings policy (attached) describes the process by which agenda items can be discussed in closed session at Board of Directors meetings.

SIGNATURE:

Maureen Quigley, Board Chair
Toronto Seniors Housing Corporation

Attachment 2: TSHC By-Law

Attachment 3: TSHC Board of Directors meetings closed session policy.

Item 8

Attachment 2 – TSCH By-Law

Excerpts of Relevant Sections

4.18 Meetings Open to the Public

- (1) Except as provided for in Section 4.19, all meetings of the Board are open to the public, and no person is excluded from a meeting except for improper conduct.
- (2) Meetings always begin and end in public.

4.19 Closed Meetings

- (1) The Board may close a meeting to the public to discuss:
 - (a) The security of the property of the Corporation or the City;
 - (b) Personal matters about an identifiable individual, including a City employee or a Corporation employee;
 - (c) A proposed or pending acquisition or disposition of land or ownership interest by the City or the Corporation;
 - (d) Labour relations or employee negotiations;
 - (e) Litigation or potential litigation, including matters before administrative tribunals, affecting the City or the Corporation;
 - (f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - (g) Education or training of the Directors;
 - (h) A matter in respect of which the Board, Committee, or other body may hold a closed meeting under another Act;
 - (i) Information explicitly supplied in confidence to the City or the Corporation by Canada, a province or territory, or a Crown agency of any of them;
 - (j) A trade secret or scientific, technical, commercial, financial, or labour relations information, supplied in confidence to the City or the Corporation, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
 - (k) A trade secret or scientific, technical, commercial, or financial information that belongs to the City or the Corporation and has monetary value or potential monetary value; or
 - (l) A position, plan, procedure, criteria, or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the City or the Corporation.

- (2) The Board shall close a meeting to the public to discuss:
 - (a) A request under the Municipal Freedom of Information and Protection of Privacy Act; or
 - (b) An ongoing investigation respecting the Corporation by the Ombudsman.
- (3) Before holding a closed meeting, the Board passes a motion to hold a closed meeting. The motion states:
 - (a) That the meeting is a closed meeting;
 - (b) The general nature of the matter the Board is considering at the closed meeting; and
 - (c) The reason(s) the matter requires a closed meeting under Subsections (1) and (2).
- (4) If the matter the Board is considering at a closed meeting no longer falls into one of the categories in Subsections (1) and (2), the meeting is no longer a closed meeting and continues in public.
- (5) The Board in a closed meeting does not vote except for:
 - (a) A procedural matter; or
 - (b) Giving directions or instructions to the Corporation officers or their designates.

4.20 Persons Entitled to be Present at Closed Meetings

- (1) The only persons entitled to be present at a meeting or a portion of a meeting of the Board that is closed to the public are:
 - (a) the Directors of the Corporation and others who, although not entitled to vote, are entitled or required to be present at the meeting under any provision of the Act, the articles or by-laws of the Corporation, or the Shareholder Direction;
 - (b) Any person providing corporate secretarial services to the Board or Committees of the Board; and
 - (c) The City's Auditor General or anyone acting in that capacity or his or her designate.
- (2) Any person not described in (1) may be admitted to a closed meeting only on the invitation of the chair of the meeting, or with the consent of a majority

Item 8

**Attachment 3 – TSHC Board of Directors meetings closed session
policy**

Policy

Toronto Seniors Housing Corporation (TSHC) Board Meeting Closed Session Policy

September 2021

Background

Board meetings and Board Committee meetings of Toronto Seniors Housing Corporation are required to be open to the public except for items that satisfy specific criteria as indicated in Toronto Seniors Housing Corporation By-Law #1 Sections 4.18 and 4.19. This policy establishes the process by which items can be confirmed for discussion in closed session according to By-Law criteria.

Policy Statement

Normally, items to be considered in Closed session are determined by the Board Chair/Standing Committee Chair and CEO/Executive Lead in the process of developing the Board/Committee agenda.

From time to time, an individual Board member may request items for consideration in closed session, in which case the request must be made at least 3 days prior to the Board materials being sent out to Board members. During this time period, the Board Chair will determine whether the item fits the specified criteria. If the item is determined by the Board Chair not to fit the specified criteria and the Board member bringing the item forward disagrees with the assessment, the whole Board shall vote on whether to include the item in the closed session at the time of closed session agenda approval at the Board meeting.

If during a Board meeting a Board member wishes to have a discussion of an additional issue in closed session not previously identified and not on the meeting agenda, this must be declared at the time of the open session agenda approval. At that time the Board member will identify the issue. The Board will go into closed session and the Board member will make the case for the item to be discussed there including why it satisfies the specified criteria and why it should be discussed at the current meeting. The Board will then vote as to its inclusion on the agenda for the closed session. After a positive vote the item can be discussed in closed session. As with all closed session agenda items, any motions stemming from the discussion.

Approvals

Policy Contact Toronto Seniors Housing Corporation

Governance Workgroup

Item 9

September 28, 2021

Board of Directors

Report: BD: 2021 15

To: Board of Directors

From: Maureen Quigley, Board Chair

Date: September 28, 2021

PURPOSE:

The purpose of this report is to establish a Governance Workgroup that will recommend to the Board a Board Committee Structure.

RECOMMENDATION:

It is recommended that the Directors adopt the following resolution:

BE IT RESOLVED that the Directors receive the report and approve the establishment of Toronto Seniors Housing Corporation (TSHC) Board of Directors Workgroup according to the Governance Workgroup Terms of Reference.

REASONS FOR RECOMMENDATION:

Toronto Seniors Housing Corporation requires a Board Committee structure to carry out the business of the Board in governing the corporation. It is recommended that the Board establish a Governance Workgroup with membership from the Board of Directors that will bring back to the Board for approval a recommended Board Committee Structure including initial membership and Terms of Reference for each committee.

SIGNATURE:

Maureen Quigley, Board Chair
Toronto Seniors Housing Corporation

Attachment 4: TSHC Governance Workgroup Terms of Reference

Item 9

Attachment 4 – Governance Workgroup Terms of Reference (Draft)

**Toronto Seniors Housing Corporation
Governance Workgroup
Terms of Reference**

Purpose

The Governance Workgroup will recommend to the Board of Directors the Standing Committee structure, membership, and initial terms of reference to support the Board in fulfilling its responsibilities as defined in Section 5.1 of the Shareholder Direction to Toronto Seniors Housing Corporation.

Terms of Reference

1. Review the following documents that provide the context for establishing the Standing Committee Structure:
 - a. Section 5.1 of the Shareholder Direction to Toronto Seniors Housing Corporation.
 - b. key issues/considerations related to the Standing Committee structure identified in the Board orientation process.
2. Recognizing the size of the Board of Directors, recommend no more than three (3) Standing Committees and their key responsibilities, for approval in principle at the October 27 Board meeting;
3. Following approval in principle of the Standing Committees by the Board of Directors, canvass Directors for expressions of interest in serving as a Chair or member of the Standing Committees and recommend a slate of Standing Committees at the November 23 Board meeting;
4. Oversee the preparation of draft Standing Committee Terms of the Reference by the General Counsel and recommend initial Standing Committee Terms of Reference at the November 23 Board meeting. The individual Standing Committees, when convened, will have the opportunity to review and recommend final Terms of Reference for Board approval.

Membership

Chair, Lawrence D' Souza, Board Vice-Chair

Councillor Paula Fletcher

Warren Law

Jim Meeks

Maureen Quigley, Board Chair

Michael Sherar, Interim Transitional Lead and Chief Corporate Officer

Target Timeline

Week of October 4 – meeting #1 to review background documentation and reach agreement on proposed Standing Committees

Week of October 11 – meeting #2 to finalize report to Board of Directors

October 27 – Recommendation on Standing Committees to Board of Directors for approval

Week of November 1– email canvass of Directors for expressions of interest; General Counsel prepare draft Standing Committee Terms of Reference

Week of November 8- meeting #3 to review Director expressions of interest and prepare draft slate of Standing Committee Chairs and Members; review draft Standing Committee Terms of Reference prepared by General Counsel

Week of November 9 – meeting #4 (if required) to finalize report to Board of Directors

November 23 - Recommendation of Standing Committee membership and initial Terms of Reference to Board of Directors for approval

Administrative Support

Pending recruitment of the General Counsel, administrative support will be provided by Rajni Vaidyaraj, Interim Executive Assistant.

Toronto Seniors Housing Corporation Chief Executive Officer Search Process

Item 10

September 28, 2021

Board of Directors

Report: BD: 2021 16

To: Board of Directors

From: Maureen Quigley, Board Chair

Date: September 28, 2021

PURPOSE:

The purpose of this report is to establish a CEO Search Workgroup to undertake the process for recruitment of a permanent CEO for TSHC and bring to the Board candidate(s) for consideration and approval for appointment.

RECOMMENDATION:

It is recommended that the Directors adopt the following resolution:

BE IT RESOLVED that the Directors receive the report and approve the establishment of Toronto Seniors Housing Corporation (TSHC) Board of Directors CEO Search Workgroup according to the CEO Search Workgroup Terms of Reference.

REASONS FOR RECOMMENDATION:

Toronto Seniors Housing Corporation requires a permanent CEO to lead the organization as it takes on the operational responsibility for seniors housing. As one of the central responsibilities of the Board of Directors, a Board process is required to undertake the search. The CEO search workgroup with membership from the Board of Directors will undertake the search and

identify a preferred candidate for consideration for approval for appointment. The CEO search Workgroup will be supported in this process by transition team management and a search firm to be retained. The CEO search Workgroup will carry out their activities according to the CEO Search Workgroup Terms of Reference (attached).

SIGNATURE:

Maureen Quigley, Board Chair
Toronto Seniors Housing Corporation

Attachment 5: CEO Search Workgroup Terms of Reference

Item 10

Attachment 5 – CEO Search Workgroup Terms of Reference

Toronto Seniors Housing Corporation

CEO Search Workgroup

Terms of Reference

Purpose

The CEO Search Workgroup will carry out the search for a preferred candidate(s) for the role of Chief Executive Officer to bring to the Board of Directors of Toronto Seniors Housing Corporation for consideration for appointment.

Terms of Reference

Develop a Request for Proposals (RFP) for a Search Firm to assist in the recruitment process.

Select and retain a search firm to assist with the recruitment process.

With the assistance of the search firm, including consultation with Board members, seniors tenants and other key stakeholders, develop a role description for the position of Chief Executive Officer and bring to the Board of Directors for approval.

Post the position through suitable channels, review candidate credentials and select a shortlist of candidates for interview.

Interview candidates, identify a preferred candidate(s) and obtain references.

Bring forward to the Board of Directors for consideration a preferred candidate(s).

Once approved by the Board, finalize negotiations with the preferred candidate and make an offer of employment including establishing a start date.

Membership (To be Confirmed)

Maureen Quigley, Board Chair

Councillor Paul Ainslie

Carrie MacNeil

Linda Jackson

Brenda Parris

Management Support: Michael Sherar, Interim Transitional Lead and Chief Corporate Officer, Interim Human Resources Lead

Administrative Support: Rajni Vaidyaraj, Interim Executive Assistant

Target Timeline

Week of Oct 4 th	Review and finalize RFP for posting
Week of Nov 1 st	Retain Search Firm
Week of Nov 8 th	Search Firm engagement with tenants and other stakeholders
Week of Nov 16	Review and finalize draft Role Description
Week of Nov 23 rd	Board Approval of Role Description
Week of Nov 25 th	Post position
Week of Jan 4 th	Shortlist Candidates
Week of Jan 17 th	Interview Candidates
Week of Jan 23 rd	2nd interviews if necessary and reference checks
Week of Feb 21 st	Board consideration of preferred candidate
Week of Feb 28 th	Employment Offer
April 1	Target start date for CEO
June 1	Target Transition Date for TSHC to operating company

Toronto Seniors Housing Corporation

Interim Insurance

Item 11

September 28, 2021

Board of Directors

Report: **BD: 2021 17**

To: Board of Directors

From: Michael Sherar, Transitional Lead

Date: September 28, 2021

PURPOSE:

The purpose of this report is to recommend TSHC interim insurance coverage for the transition period.

RECOMMENDATION:

It is recommended that the Directors adopt the following resolution:

BE IT RESOLVED that the Directors receive the report and approve continuing coverage of the Toronto Seniors Housing Corporation (TSHC) through the City of Toronto Errors and Omissions insurance plan through the transition period until a comprehensive insurance plan for TSHC as an operating company is developed and brought back to the Board for approval.

REASONS FOR RECOMMENDATION:

Toronto Seniors Housing Corporation is currently insured through City of Toronto's Errors and Omission insurance plan. This plan covers City of Toronto's activities as well as those of several City Corporations. This plan is provided at no cost to TSHC. Once TSHC becomes an operating company, managing the 83 seniors buildings as landlord it will need insurance designed to support those activities. Until the transition the City

EandO insurance will more than adequately cover the activities of the corporation, its Board of Directors and staff, as it plans for that transition. During the transition period TSHC management will bring to the Board for approval an insurance plan coverage for approval for TSHC once it becomes operational, after the transition.

SIGNATURE:

Michael Sherar, Interim Transitional Lead and Chief Corporate Officer
Toronto Seniors Housing Corporation

Attachment 6: City E and O insurance plan briefing note.

Item 11
Attachment 6 – E&O Insurance

Heather Taylor
Chief Financial Officer and Treasurer

Melissa Ferreira, Director
Insurance & Risk Management
City Hall, 5th Floor, East Tower
100 Queen Street West
Toronto, Ontario M5H 2N2

Tel: 416-392-6301
Mobile: 416-562-8216
Melissa.Ferreira@toronto.ca
www.toronto.ca

City of Toronto Public Officials' Errors and Omissions Insurance

Background

The City of Toronto purchases and maintains public officials' errors and omissions insurance coverage that extends to all boards, commissions and special purpose bodies established by and / or accountable to City of Toronto, and / or any existing or future entity established by, under the control of, answerable to, or the responsibility of the City of Toronto. Effective June 30, 2021, the Toronto Seniors Housing Corporation is an insured entity.

Purpose of the Coverage

- Designed to protect the personal liabilities of the "persons insured" and the City of Toronto
- Covers loss that "persons insured" or the City become legally obligated to pay as Damages for any Wrongful Act (including defense costs, charges and expenses).

Wrongful Act

Wrongful Act means any actual or alleged error, omission, misstatement, misleading statement, act or omission or neglect or breach of duty with respect to any "persons insured" including misfeasance and nonfeasance.

Damages

Damages means all damages but does not include fines or penalties imposed by law nor any judgements or awards arising from acts or omissions deemed uninsurable by law.

Persons Insured

Persons insured means any past, present or future:

- Lawfully elected or appointed officials;
- Officers, employees and volunteers;

- members of commissions, boards, units, committees and special purpose bodies operated by and under the jurisdiction of the City of Toronto;
- Lawyers, architects, engineers, or accountants with respect to professional services on behalf of the City of Toronto

Program Structure

\$120,000,000 in coverage subject to a \$5,000,000 retention for each and every claim, except:

- Conflict of interest coverage - \$100,000 limit – defense of legal proceedings under the Conflict of Interest Act; and
- Defense Expenses - \$25,000 limit – alleging violation of any statute or regulation of the Province of Ontario or of Canada (including the Criminal Code of Canada or any criminal law of Canada).

The City's public officials errors & omissions policy is a **claims-made policy** and the policy will only respond to claims where the occurrence is in that policy period and the policy period has not ended. With claims-made policies, it is important that claims are reported immediately to Insurance & Risk Management so they can be reported to the insurer.

Exclusions

The major exclusions summarized below is not exhaustive:

1. Exposures that are excluded from coverage under the policy because they are insured elsewhere:
 - Bodily injury, personal injury, property damage, discrimination, medical malpractice;
 - Pension plan and employee benefit plan liability;
 - Misappropriation of funds;
 - Pollution liability;
 - Terrorism
2. Exposures that are excluded from coverage under the policy because they are uninsurable by law:
 - Fraudulent and criminal acts;
 - Illegal profits;
 - Fines and penalties

3. Exposures that are excluded from coverage under the policy because they are outside the intent of an E&O policy:

- Brought by or on behalf of one Insured against another Insured;
- Liability of others assumed by any Insured under any contract;
- Relief in any form other than Damages;
- Failure to maintain insurance;
- Arising out of strikes, lockouts, acts of terrorism, sabotage, riot or civil commotions;
- Salary and benefits due on termination of employment;
- Failure to collect money or to apply for grants;
- Loss of investment / investment income, profits, goodwill, income to be realized from a transaction;
- Related in any way to the design of, or the materials used in, any building or structure;
- Arising out of refund of taxes, assessments of fees or charges as a result of an improper illegal levy, tax imposition, assessment or valuation of property

Circulated to

Michael Sherar, Transitional Lead / Chief Corporate Officer, TSHC

Kevin Lee, Senior Corporate Management & Policy Consultant, City Manager's Office

Emma Helfand-Green, Management Consultant, SSLTC

Michael Smith, Solicitor, Legal Services

Further information

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Date

August 5, 2021

Toronto Seniors Housing Corporation

Board Briefing Note – Appointment of External Auditor

Item 12

September 28, 2021

Board of Directors

Report: **BD: 2021 18**

To: Board of Directors

From: Norman Rees, Interim Finance Lead

Date: September 28, 2021

Purpose

The Board of Directors is required to select an auditor for the 2021 financial year

RECOMMENDATION

It is recommended that the Directors adopt the following resolution:

BE IT RESOLVED That the Board of Directors receive the report and

1. Appoint KPMG as the external auditor of Toronto Seniors Housing Corporation for the year ended December 31, 2021, with remuneration set at \$7,500.00 plus HST.
2. The Board Chair is authorized to sign the audit engagement letter.

REASONS FOR RECOMMENDATION

KPMG serves as the external auditor for the City of Toronto and many of its agencies and was selected as the City's external auditor following a call for proposals by the City's Auditor General.

The City's agreement with KPMG is for 5 years, commencing with the 2020 fiscal year end.

The City approached KPMG to be the Toronto Seniors Housing Corporation's (TSHC) auditor for the initial year start up phase (to December 31, 2021)

Beyond fiscal 2021

As the City is TSHC's shareholder, City Council appoints, at the recommendation of the TSHC Board, the external auditor for each City corporation annually at their annual general meeting. The Council meeting usually occurs in July of each year.

For future planning purposes, any multi-year audit engagement contract also requires Council approval with consideration that Council may not appoint the auditor recommended by the TSHC Board.

Audit Engagement Letter (attached)

The audit engagement letter has been reviewed by TSHC and City staff and it is recommended that the Board Chair sign the letter.

Norman Rees, Interim Finance Lead

Date of preparation: September 17, 2021

Toronto Seniors Housing Corporation TSHC/TCHC Joint Transition Workplan

Item 13

September 28, 2021

Board of Directors

Report: BD: 2021 19

To: Board of Directors

From: Michael Sherar, Transitional Lead

Date: September 28, 2021

PURPOSE:

The purpose of this report is to present a joint TSHC/TCHC transition workplan.

RECOMMENDATION:

It is recommended that the Directors adopt the following resolution:

BE IT RESOLVED that the Directors receive the report and approve the Toronto Seniors Housing Corporation/Toronto Community Housing Corporation Joint Transition Workplan with a June 1, 2022 transition date.

REASONS FOR RECOMMENDATION:

Toronto Seniors Housing Corporation and Toronto Community Housing Corporation have developed a joint plan for the completion of four major pieces of work required for Toronto Seniors Housing Corporation to take over operating responsibility for the 83 seniors buildings and become landlord to the tenants in those buildings on June 1, 2022. The major areas of work are: 1. Shared Services between TCHC and TSHC, 2. The Lease agreement by which TSHC will lease the buildings from TCHC and thereby become the tenants' landlord, 3. The transfer of employees currently responsible for

seniors tenants at TCHC to TSHC, 4. Agreement between TCHC, City of Toronto and TSHC on TSHC's post transition operating budget. In parallel to the joint work with TCHC, TSHC will also complete several other activities specific to TSHC organization including establishing a Board committee structure, recruitment of a permanent CEO, development of organizational policies and an initial organizational structure, and the development of an executive compensation framework. During the transition period, TSHC with TCHC will engage tenants as the transition work proceeds through existing TCHC tenant engagement mechanisms. TSHC will consult with TCHC on major initiatives currently underway with seniors tenants such as the implementation of the Integrated Service Model. Implementation of the Transition Workplan will ensure a smooth and effective transition for tenants, both corporations and their shareholder, City of Toronto.

SIGNATURE:

Michael Sherar, Interim Transitional Lead and Chief Corporate Officer
Toronto Seniors Housing Corporation

Attachment 7: Toronto Seniors Housing Corporation/Toronto Community Housing joint transition workplan.

Item 13

Attachment 7 – TSHC/TCHC Joint Transition Workplan

Seniors Housing Transition

Joint TCHC/TSHC High Level Workplan

Sep-21

	TASKS	LEAD(S)	TIMELINE
Shared Services Review & Agreement	Shared services internal analysis	TCHC/TSHC	Mid-Sep. 2021
	Shared services vendor procured	City (TCHC, TSHC)	Mid-Sep. 2021
	Define information sharing principles and guidelines to support negotiations	TCHC/TSHC	Oct. 2021
	Vendor lead shared services review	City (TCHC, TSHC)	Sep. 2021 - Feb. 2022
	Shared services agreement structure drafted	TCHC/TSHC	Sep. 2021 - Nov. 2021
	Vendors' early findings report	Vendor	Nov. 2021
	Interim list of shared services for negotiation to be approved at both TCHC and TSHC Boards	TCHC/TSHC	TCHC Dec. 9, 2021 TSHC Dec. 14, 2021
	Negotiate interim list of shared services	TCHC/TSHC	Jan. 2022 - Feb. 2022
	Vendors' final report received	Vendor	Feb. 2022
	Shared services agreements negotiation	TCHC/TSHC	Feb. 2022 - Mar. 2022
	Draft of shared services agreements	TCHC/TSHC	Early Mar. 2022
	TCHC and TSHC Board reviews shared services agreements - first review	TCHC/TSHC	Early Mar. 2022
	Final draft of shared services agreements	TCHC/TSHC	Late Mar. 2022
	TCHC and TSHC Board reviews shared services agreements - second review	TCHC/TSHC	Apr. 2022
Shared services agreements to be approved at TCHC and TSHC Boards	TCHC/TSHC	Early May 2022	

TASKS	LEAD(S)	TIMELINE
Shared services agreements executed	TCHC/TSHC	Jun. 2022
Lease agreement structure developed	TCHC/TSHC	Sep. 2021 - Nov. 2021
Lease agreement negotiation	TCHC/TSHC	Nov. 2021 - Feb. 2021
TCHC and TSHC Board reviews draft lease agreement - first review	TCHC/TSHC	Jan. 2022
TCHC and TSHC Board reviews draft lease agreement - second review	TCHC/TSHC	Mar. 2022
Final lease agreement to be approved at both TCHC and TSHC Boards	TCHC/TSHC	Apr. 2022
Lease agreements executed	TCHC/TSHC	Jun. 2022
Engagement with Labour partners	TCHC/TSHC	Jun. 2021 - Jun. 2022
Employee transfer plan (union & non-union) developed	TCHC/TSHC	Sep. 2021 - Oct. 2021
Employee transfer plan finalized	TCHC/TSHC	Nov. 2021 - Dec. 2021
Employee transfer plan to be approved at both TCHC and TSHC Boards	TCHC/TSHC	Feb. 2022
Employee transfer logistics and communication	TCHC/TSHC	Mar. 2022 - Jun. 2022
SHU (TCHC) employees transferred to TSHC	TCHC/TSHC	Jun. 2022
Joint subsidy discussions	TCHC/TSHC	Sep. 2021 - Nov. 2021
2022 budget to be approved at both TCHC and TSHC Boards	TCHC/TSHC	Dec. 2021

	TASKS	LEAD(S)	TIMELINE
Budget	2022 TCHC budget at City Council (TSHC carve out to be discussed)	City (TCHC, TSHC)	Feb. 2022
	In year budget separation plan drafted (post shared services review)	TCHC/TSHC	Mar. 2022 - Apr. 2022
	In year budget separation plan implemented (post shared services review)	TCHC/TSHC	Jun. 2022
Comms Plan	Draft comms plan developed (e.g. staff, tenants, etc.)	TCHC/TSHC	Late Sep. 2021
	Implement comms plan	TCHC/TSHC	Oct. 2021 - Jun. 2021
Transition Operations Implementation	<i>To be developed by TCHC and TSHC</i>	<i>TCHC/TSHC</i>	<i>Nov. 2021 - Apr. 2022</i>
Recruitment	CEO Recruitment	<i>TSHC</i>	Oct.2021 - Apr.2022
	Subtasks:		
	RFP post	<i>TSHC</i>	Nov.2021

	TASKS	LEAD(S)	TIMELINE
CEO Recruit	RFP/Vendor award	TSHC	Nov.2021
	Position post	TSHC	Nov.2021
	Shortlist selection	TSHC	Jan.2022
	Interviews	TSHC	Jan.2022
	Preferred candidate to TSHC Board for approval	TSHC	Feb.2022
	CEO start	TSHC	Apr.2022
Other TSHC Activities	Initial Organizational Design (for Board Approval at March meeting)	TSHC	Nov. 2021 - Feb.2022
	Executive Compensation Framework (For Board Approval at March meeting)	TSHC	Nov. 2021 - Feb.2022
	Organizational Policies (For Board Approval at April meeting)	TSHC	Nov.2021 - Mar.2022
	Pension and Benefits (For Board Approval at March meeting)	TSHC	Nov.2021 - Feb. 2022
	Seniors Tenant Engagement	TSHC	Sept.2021 - Jun. 2022

IDENTIFIED GAPS

Potential gaps in the workplan to be noted and considered at a future date

TASKS	LEAD(S)	TIMELINE