

(Approved at the CGHRC meeting on March 11, 2022)

**TORONTO SENIORS HOUSING CORPORATION (TSHC)
Corporate Governance and HR Committee Meeting (CGHRC)**

Date: February 8, 2022
Time: 12:00pm – 1:30pm
Location: WebEx

Minutes

The Corporate Governance and HR Committee (CGHRC) of the Toronto Seniors Housing Corporation held its first public meeting on February 8, 2022, at 12:00noon via WebEx video conference. The meeting was live streamed on YouTube and subsequently posted the link to TSHC’s website.

Members in Attendance:

Warren Law (Chair), Brenda Parris and Councillor Paul Ainslie.

TSHC staff present: Michael Sherar, Interim Transitional Lead and Chief Corporate Officer and Rajni Vaidyaraj, Interim Executive Assistant (Recording Secretary).

ITEM 1: CHAIR’S REMARKS

The Chair called the meeting to order.

ITEM 2: APPROVAL OF PUBLIC MEETING AGENDA

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

Motion **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded by
Carried Councillor Paul Ainslie, **IT WAS RESOLVED THAT** the public meeting
agenda, as presented, is hereby approved.

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ITEM 3: APPROVAL OF CGHRC MINUTES OF MEETING OF JANUARY 10, 2022

The Chair tabled the minutes of the January 10, 2022 meeting and asked that they be taken as read.

Motion **UPON MOTION**, duly made by Councillor Paul Ainslie, and seconded
Carried by Ms. Brenda Parris, **IT WAS RESOLVED THAT** the meeting
minutes of January 10, 2022, as tabled, are hereby approved.

ITEM 4: CHAIR'S POLL RE: CONFLICT OF INTEREST

The Chair requested that members of the Committee declare whether they were in conflict of interest with any agenda item.

No conflicts were declared.

ITEM 5: CONFLICT OF INTEREST POLICY

The Chair mentioned that the draft Conflict of Interest Policy that was circulated previously to the members of this Committee has been updated with the comments and suggestions provided by Ms. Brenda Parris earlier. He said that this updated draft Policy is being presented to the Committee for its consideration and approval. He stated that the City of Toronto has confirmed that in keeping with the Ontario Business Corporation's Act, the legislation that governs the Corporation, a declaration of interest needs still to be given in the case of transactions on matters with an affiliated corporation and the language to this effect has been incorporated in the draft Policy.

Referring to the newly added paragraph under section 3 titled "Personal Relationships", Ms. Brenda Parris stated that she will accept this added paragraph as presented but suggested that this be drawn to the attention of the whole Board and the other Committees for their consideration. She stated the issue of tenant relationships is a balancing act in terms of making sure that we are aware of issues and are sensitive to the needs of the tenants and be able to respond to the tenants in a meaningful way. The Chair suggested that this draft Conflict of Interest Policy does provide an effective framework for consideration of such matters and that this matter could be addressed more deeply through the use of procedural rules.

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ITEM 6-9: CLOSED SESSION

Motion Carried **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded by Councillor Ainslie, and unanimously carried, **IT WAS RESOLVED THAT** the Committee move into a closed session.

ITEM 10: MOTION TO APPROVE CLOSED SESSION DECISIONS

Motion Carried **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded by Councillor Ainslie, and unanimously carried, **IT WAS RESOLVED THAT** the Conflict of Interest Policy, as tabled, be adopted and recommended to the Board for its consideration and approval.

Motion Carried **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded by Councillor Paul Ainslie, and unanimously carried, **IT WAS RESOLVED THAT** the Committee recommend to the Board Mr. John Dinner's proposal for assistance with development of Board policies.

ITEM 11: ADJOURNMENT

The Chair thanked the Committee members and the staff for their participation at today's meeting.

Motion Carried **UPON MOTION**, duly made by Councillor Paul Ainslie, and seconded by Ms. Brenda Parris, and unanimously carried, **IT WAS RESOLVED THAT** the public meeting terminate at 1:30pm.

Warren Law, Chair
Corporate Governance and Human Resources Committee