

(Approved by CGHRC on April 11, 2022)

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

Date: March 11, 2022

Time: 4:00pm – 5:30pm

Location: WebEx & Livestream

Approved Minutes

The Corporate Governance and HR Committee (CGHRC) of the Toronto Seniors Housing Corporation held its public meeting on March 11, 2022, at 4:00pm via WebEx video conference. The meeting was live streamed on YouTube and subsequently posted the link to TSHC's website.

Members in Attendance:

Councillor Paul Ainslie (Chair), Brenda Parris, Warren Law, Lawrence D'Souza.

TSHC staff present: Michael Sherar, Interim Transitional Lead and Chief Corporate Officer, Helena Ferreira, Interim People and Culture Lead 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 all in favour,
Carried **IT WAS RESOLVED THAT** the public meeting agenda, as presented,
is hereby approved.

ITEM 3: CHAIR'S POLL RE: CONFLICT OF INTEREST

The Chair asked if there was any conflict of interest under the Ontario Municipal Conflict of Interest Acts.

No conflicts were declared.

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ITEM 4: APPROVAL OF CGHRC PUBLIC MINUTES OF MEETING OF FEBRUARY 8, 2022

The Chair tabled the public minutes of the February 8, 2022 meeting and asked that they be taken as read.

Motion **UPON MOTION**, duly made Ms. Brenda Parris, and seconded by Mr.
Carried Warren Law, **IT WAS RESOLVED THAT** the public meeting minutes
of February 8, 2022, as tabled, are hereby approved.

ITEM 5: APPROVAL OF CGHRC CLOSED SESSION MINUTES OF MEETING OF FEBRUARY 8, 2022

The Chair tabled the closed session minutes of the February 8, 2022 meeting and asked that they be taken as read.

Motion **UPON MOTION**, duly made by Mr. Warren Law, and seconded by
Carried Ms. Brenda Parris, **IT WAS RESOLVED THAT** the closed session
meeting minutes of February 8, 2022, as tabled, are hereby
approved.

ITEM 6: CGHRC ACTION ITEMS LIST

To the question that Ms. Brenda Parris asked if M. John Dinner will be presenting his work to the Committee, Mr. Sherar responded that Mr. Dinner will be submitting his work through the staff for the Committee's consideration.

Action item: Mr. Sherar undertook to provide the Committee with the redline copies of the Policies for the Committee's consideration going forward.

Motion **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded
Carried by Mr. Warren Law, **IT WAS RESOLVED** that the Action Items list
is received and approved for information by the Committee, as
presented.

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ITEM 7: BOARD OF DIRECTORS CODE OF ETHICS AND CONDUCT POLICY

Mr. Sherar noted that this policy is based on the Toronto Community Housing Corporation template. The Committee discussed the Policy at length and reviewed the Policy section by section to ensure that each of the clauses included in the policy was appropriate for TSHC. After a full discussion, the Committee agreed on a number of revisions to the draft policy.

Action item: Mr. Sherar undertook to circulate the revised policy to the Committee members by email with the recommended revisions to seek Committee's approval prior to recommending to the Board for its approval on March 31, 2022.

Motion **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded
Carried by Warren Law, **IT WAS RESOLVED** that the Committee
recommend to the Board to approve the Board of Directors Ethics
and Conduct Policy subject to revisions recommended by the
Committee.

ITEM 8: BOARD OF DIRECTORS MEETING PROCEDURES POLICY

Mr. Sherar noted that this Policy is based on the Toronto Community Housing Policy with some changes. He pointed out that the two separate interim policies, the Closed Session Policy and the Deputations Policy, which are referenced in this policy, are not included in this Policy.

The Chair proposed a number of suggested changes to the policy. The Committee members reviewed in detail each of those recommendations and changes.

Mr. Warren Law inquired if the TSHC Board has ever adopted the Robert's Rules of Parliamentary Procedure noting that we cannot assume that the Corporation is subject to the rules of order unless the rules are specifically adopted. Ms. Parris commented that Board members may need some training on Robert's Rules if adopted by the Board. The Committee agreed that policy should reference Robert's Rules for the Chair to use when managing order issues.

Action item: Mr. Sherar undertook to circulate the revised policy to the Committee members by email with the recommended revisions to seek

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Committee's approval prior to recommending to the Board for its approval on March 31, 2022.

Motion Carried **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded by Warren Law, **IT WAS RESOLVED** that the Committee recommend to the Board to approve the Board of Directors Meeting Procedures Policy subject to revisions recommended by the Committee.

The Committee members thanked the Chair for making the recommendations and changes to the Policy.

ITEM 9: MOTION TO MOVE INTO CLOSED SESSION

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

ITEM 10 - 13: CLOSED SESSION

ITEM 14: MOTION TO APPROVE CLOSED SESSION DECISIONS

Motion Carried **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded by Mr. Warren Law, and unanimously carried, **IT WAS RESOLVED THAT** the Committee approve and recommend to the Board that Councillor Paul Ainslie be appointed to the position of Chair, CGHR Committee.

Motion Carried **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded by Mr. Warren Law, and unanimously carried, **IT WAS RESOLVED THAT** the Committee approve and recommend to the Board the approval of the following TSHC Policies:

- Bereavement Policy
- Citizenship Leave
- Compassionate Care Leave
- Discretionary Leave
- Earned Deferred Leave

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- Maternity and Parental Leave
- Religious Leave
- Secondment Leave
- Voluntary Leave
- Vacation
- Fair Wage

ITEM 15: ADJOURNMENT

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

Motion **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded
Carried by Mr. Warren Law, and unanimously carried, **IT WAS RESOLVED**
 THAT the public meeting terminate at 5:30p.m.

Councillor Paul Ainslie
Corporate Governance and Human Resources Committee