

TORONTO SENIORS HOUSING CORPORATION (TSHC)
**CORPORATE GOVERNANCE AND HUMAN RESOURCES
COMMITTEE MEETING (CGHRC)**

Date: Tuesday, March 11, 2022
Time: 4:00 – 5:30pm

Location: WebEx & Livestream

**TORONTO SENIORS HOUSING CORPORATION (TSHC)
CORPORATE GOVERNANCE AND HUMAN RESOURCES
COMMITTEE MEETING (CGHRC)**

Date: Tuesday, March 11, 2022

Time: 4:00 – 5:30pm

Location: WebEx & Livestream

Item	Time	Description	Action	Pre-Read	Presenter
1.	4:00 2min	Chair's Remarks	Information	NA	Councillor Paul Ainslie, Chair
2.	4:02 1min	Approval of Public Meeting Agenda	Approval	Agenda	Chair
3.	4:03 1min	Chair's Poll re: Conflict of Interest	Declaration	N/A	Chair
4.	4:04 2min	Approval of CGHRC Public Minutes of Meeting of February 8, 2022	Approval	CGHRC Public Minutes of Meeting of February 8, 2022	Chair
5.	4:06 2min	Approval of CGHRC Closed Session Minutes of Meeting of February 8, 2022		N/A	Chair
6.	4:08 2min	CGHRC Action Items list	Information	CGHRC Action Items List	Chair
7.	4:10 20min	Board of Directors Code of Ethics and Conduct Policy	Approval	<ul style="list-style-type: none"> • Board Committee Report • Board of Directors Code of Ethics and Conduct Policy 	Chair

8.	4:30 20min	Board of Directors Meeting Procedures Policy	Approval	<ul style="list-style-type: none"> • Board Committee Report • Board of Directors Meeting Procedures Policy 	Chair
9.	4:50 1 min	Motion to move into Closed Session	Approval	N/A	Chair
10.	4:51 1min	Approval of Closed Session agenda	Approval	Closed Session Agenda	Chair
11.	4:52 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 identifiable individuals, a proposed or pending transaction with a third party, and recommendations of proposed policy or processes</i>	Approval	N/A	Lawrence D'Souza, Board Vice Chair
12.	5:07 20min		Approval	N/A	Helena Ferreira
13.	5:27 1min	Motion to move into public session	Approval	N/A	Chair
14.	5:28 2min	Motion to approve closed session decisions	Approval	N/A	Chair
15.	5:30	Adjournment	Approval		Chair

Item #4

CGHRC Public Minutes of Meeting of February 8, 2022

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

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

Draft 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.

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.

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

Item #6

CGHRC Action Items List

TORONTO SENIOR HOUSING CORPORATION (TSHC)
Corporate Governance and Human Resources Committee
 Action Items List

	MEETING ARISING FROM	DESCRIPTION	RESP.	STATUS
1	February 8, 2022	Mr. Sherar to send the list of the names of the 8 policies to the Committee	Michael Sherar	Closed
2	February 8, 2022	Mr. Sherar to forward to the Committee the revised proposal from Mr. Dinner for development of Board policies work.	Michael Sherar	Closed
3	February 8, 2022	Mr. Sherar to bring forward the 8 policies developed by Mr. Dinner for approval by the Committee at its next meeting on March 11, 2022.	Michael Sherar	Closed

**Toronto Seniors Housing Corporation (TSHC)
Corporate Governance and Human Resources Committee
(CGHRC)
Board of Directors Code of Ethics and Conduct Policy
Item #7
Date: March 11, 2022**

To: Corporate Governance and Human Resources Committee
(CGHRC)

From: Michael Sherar, Interim Transitional Lead and Chief
Corporate Officer

Date: March 11, 2022

PURPOSE: FOR APPROVAL AND RECOMMENDATION TO THE BOARD

The Board of Directors of TSHC will adopt a Code of Conduct Policy for Board members. The draft policy is attached for consideration for recommendation for approval. It has been adapted with advice from John Dinner from the corresponding Toronto Community Housing Policy.

RECOMMENDATION:

It is recommended that the Board Committee adopt the following resolution:

BE IT RESOLVED THAT the CGHR Committee recommend to the Board to approve the Board of Directors Code of Ethics and Conduct Policy, as presented.

Attachment: Board of Directors Code of Ethics and Conduct Policy

Item # 7

Board of Directors Code of Ethics and Conduct Policy

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.

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 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 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.

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 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 participate as a candidate in a municipal, 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. 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 is outside of the context of the Corporation's business and practices. Any comments made to the 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.

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 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 “**Discipline Committee**”) that, once struck, is authorized by this Code to consider next steps. The members of the Discipline 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 a member of the Discipline Committee.

Investigation of Alleged Breach

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

Board-Level Discipline

If the Disciplinary Committee believes the matter is of such importance as to warrant the full Board involvement, or the offending Director refuses to accept the findings or direction of the Discipline Committee with respect to a particular matter, then the Disciplinary 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 removing the offending Director as a Director of the Corporation; or
- Such other recommendation(s) as the Discipline 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 a 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 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 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.

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

**Toronto Seniors Housing Corporation (TSHC)
Corporate Governance and Human Resources Committee
(CGHRC)
Board of Directors Meeting Procedures Policy
Item #8
Date: March 11, 2022**

To: Corporate Governance and Human Resources Committee
(CGHRC)

From: Michael Sherar

Date: March 11, 2022

PURPOSE: FOR APPROVAL AND RECOMMENDATION TO THE BOARD

The Board of Directors of TSHC will adopt a Board Procedures Policy. The draft policy is attached for consideration for recommendation for approval. It has been adapted with advice from John Dinner from the corresponding Toronto Community Housing Policy.

RECOMMENDATION:

It is recommended that the Board Committee adopt the following resolution:

BE IT RESOLVED THAT the CGHR Committee recommend to the Board to approve the Board of Directors Meeting Procedures Policy as presented.

Attachment: Board of Directors Meeting Procedures Policy

Item #8

Board of Directors Meeting Procedures Policy

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

Draft: March 11, 2022

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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.

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.

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, there may be special meetings of the Board called 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.

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.

Meetings by Telephone

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.

Quorum

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

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.

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

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.

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.

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.

“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.

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.