

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

**Date: April 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 April 11, 2022, at 4:08pm via WebEx video conference. The meeting was livestreamed 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, Arlene Howells, Interim Communications and Engagement Lead, and Rajni Vaidyaraj, Interim Executive Assistant (Recording Secretary).

**ITEM 1: CHAIR'S REMARKS**

---

The Chair called the meeting to order and welcomed everyone.

**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*            Mr. Lawrence D'Souza and all in favour, **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.

#### **ITEM 4: APPROVAL OF CGHRC PUBLIC MINUTES OF MEETING OF MARCH 11, 2022**

---

The Chair tabled the public minutes of the March 11, 2022 meeting and asked that they be taken as read.

*Motion*           **UPON MOTION**, duly made Ms. Brenda Parris, and seconded by  
*Carried*           Mr. Lawrence D’Souza, **IT WAS RESOLVED THAT** the public  
meeting minutes of March 11, 2022, as tabled, are hereby  
approved.

#### **ITEM 5: APPROVAL OF CGHRC CLOSED SESSION MINUTES OF MEETING OF MARCH 11, 2022**

---

The Chair tabled the closed session minutes of the March 11, 2022 meeting and asked that they be taken as read.

*Motion*           **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded  
*Carried*           by Mr. Lawrence D’Souza, **IT WAS RESOLVED THAT** the closed  
session meeting minutes of March 11, 2022, as tabled, are hereby  
approved.

#### **ITEM 6: CGHRC ACTION ITEMS LIST**

---

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

#### **ITEM 7: BOARD OF DIRECTORS POLICIES**

---

Referring to the four new policies that are being brought forward for the Committee’s consideration and recommendation for further approval by the Board, Mr. Sherar stated that these policies are based on the Toronto Community Housing Corporation template which will allow TSHC to start with a strong foundation. As for the Board of Directors Conflict of Interest Policy, he reminded the Committee that the Board had asked him to consult with the City of Toronto. He noted that the City of Toronto had two minor suggestions which

are incorporated in the redline copy of the Policy and asked the Committee to consider accepting and approving these changes. He mentioned that the City also had a comment on the work of the Board Chair with this Committee in resolving these issues and noted that since TSHC already has a similar section in its Board of Directors Code of Ethics and Conduct Policy and the Board of Directors Meeting Procedures Policy, he felt there was no need to incorporate that comment in the Board of Directors Conflict of Interest Policy so as not to complicate.

With respect to the Board of Directors Reimbursement Policy, Mr. Lawrence D'Souza raised a question if the Policy will include electronic claims as well since the policy refers only to paper-based claims.

**Action Item:** It was agreed to revise the Policy to reflect the adoption of electronic claims.

Referring to the Director Education and Board Development Policy, Mr. D'Souza pointed out that the name of the Corporate Governance and HR Committee was incorrectly labelled in the policy.

**Action Items:** Revise the Director Education and Board Development Policy to reflect the correct name of the Committee as Corporate Governance and Human Resources Committee.

*Motion Carried*      **UPON MOTION**, duly made by Mr. Warren Law, and seconded by Ms. Brenda Parris, **IT WAS RESOLVED** that the Committee recommend to the Board to approve the following listed policies subject to revisions recommended by the Committee.

- Board of Director Reimbursement Policy
- Director Education and Board Development Policy
- External Directorship policy
- Whistleblower Policy
- Board of Directors Conflict of Interest Policy

## **ITEM 8: MOTION TO MOVE INTO CLOSED SESSION**

---

*Motion Carried*      **UPON MOTION**, duly made by Councillor Paul Ainslie, **IT WAS RESOLVED THAT** the Committee move into a closed session.

## **ITEM 9 - 12: CLOSED SESSION**

---

### **ITEM 13: MOTION TO APPROVE CLOSED SESSION DECISIONS**

---

*Motion  
Carried*

**UPON MOTION**, duly made by Councillor Paul Ainslie, and seconded by Ms. Brenda Parris, and unanimously carried **IT WAS RESOLVED THAT** the Committee approve and recommend to the Board:

- Approval of the below listed policies:
  - Employee Code of Conduct Policy
  - Conflict of Interest Policy
  - Human Rights Policy
  - Mandatory Vaccination Policy
  - Tuition Reimbursement Policy
  
- Approval of the TSHC's 2021 Annual Report as filed.

### **ITEM 14: 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.

---

Councillor Paul Ainslie  
Corporate Governance and Human Resources Committee