

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

CGHRC meeting March 11, 2022
Revised by Michael Sherar – March 18, 2022
Approved by Board on March 31, 2022

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Rules of Order

All points of order or procedure for which rules have not been provided in this policy will be decided by the Chair as far as is reasonably possible first, in accordance with the rules of parliamentary procedure as contained in the current edition of Robert's Rules of Order.

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.

Meetings are usually held at 423 Yonge St. in the 2nd floor boardroom with a regular start time of 8:30 a.m. Board members are encouraged to attend in person but can join by videoconference or telephone if in-person attendance is not possible.

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.

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 to 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.

Special 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, orientation sessions, workshops or training sessions for the Board may be called. No formal business of the Board will be carried out at these sessions. These sessions will not be open to the public.

Attendance

- a. Members will notify the Secretary if they:
 - i. will not be attending;
 - ii. will be arriving late for; or
 - iii. will be leaving early from any meeting of the Board or a Committee.
- b. The Secretary will advise the Board of any Member who has been or will be absent from meetings of the Board for three consecutive months and advise the Board of the explanation provided by the Member, if any. The Board will then decide whether to authorize the Member's absence by a Board resolution.
- c. The Board will notify City Council of a vacancy if any Member is absent from Board meetings for three consecutive months without authorization of the Board.

Quorum

- a. The quorum for Board meetings is a majority of the Members.
- b. A meeting will be cancelled if:
 - i. no quorum is present within thirty minutes after the time fixed for a meeting, or the continuation of a meeting after a recess; or
 - ii. if quorum is lost for thirty consecutive minutes.
- c. If a meeting is cancelled due to lack of quorum:
 - i. the Secretary will record the names of the Members present; and
 - ii. the meeting will be considered adjourned until the next scheduled meeting or until the Chair calls a special meeting.
- d. If a quorum is not possible because of declared conflicts of interest the remaining Members will constitute a quorum provided that quorum is never less than two Members.

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.

- a. The Secretary will keep minutes of all Board and Committee meetings.
- b. The minutes will record:
 - i. the place, time and date of the meeting;
 - ii. the name of the Chair, the Members present, and the Members absent;
 - iii. any correction to, and the adoption of, the minutes of the previous meeting;
 - iv. all resolutions;
 - v. any declarations of a conflict of interest, including the Member's name and the reason for the conflict of interest.
- c. Reference will be made in the minutes to an agenda item discussed in a closed meeting and the reason why the discussion was closed to the public.
- d. The minutes will record that a Motion was carried or defeated, with no count of the vote, unless the vote was recorded. For recorded votes, the Members' name and corresponding vote will be recorded in the minutes after the Chair has announced the results.
- e. The minutes of the previous meeting will be considered at the next meeting and, after the minutes have received approval, or approval as amended, by the majority of the Members present, they will be signed by the Chair or the appropriate Committee chair.

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

- a. Members must observe the requirements of the Conflict of Interest Policy by declaring any conflict of interest they have, directly or indirectly, in any matter before the Board.
- b. A Member must declare any conflict of interest at the beginning of the meeting, on arrival at the meeting, or if not present at the meeting, at the next meeting attended.
- c. A Member who has declared a conflict of interest in a matter must not take part in the discussion, must not vote, and must not try to influence the voting, on the matter.
- d. If the discussion takes place in a closed meeting, the Member must leave the room or by electronic means if attending by telephone or videoconference.
- e. All declarations of conflict of interest are recorded in the public minutes. Declarations of conflict of interest made in public must also specify the general nature of the interest declared.

Voting on Motions

- a. All matters will be decided by a majority vote of the Members present.
- b. A Member must be present when the Motion is put in order to vote.
- c. All Members present when the motion is put to the vote must vote, unless prohibited by statute, in which case it shall be so recorded. Any Member who refuses to vote is deemed to have voted against the Motion except where prohibited from voting by statute.
- d. The Chair or Acting Chair must vote with the other Members on all questions.
- e. Voting on all Motions will be by a show of hands.
- f. In the event of a tie vote the Motion is defeated.
- g. A Motion to reconsider is required to reopen a matter once the result of the vote is announced.

Recorded Vote

- a. The Chair will conduct a recorded vote if requested by any Member.
- b. The request must be made immediately before or after the taking of the vote.

- c. The Secretary will record the name and vote of every Member for the minutes and announce the results to the Chair.
- d. Results of the vote, including the name and vote of every Member, will be announced by the Chair immediately after the recorded vote has taken place.

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.

Conduct of Public at Meetings

- a. Members of the public will be courteous and will not engage in any action which disturbs the meeting.
- b. Members of the public will not:
 - i. make any noise or disturbance that prevents Members from being able to participate in the meeting;
 - ii. address the Board without permission;
 - iii. use unparliamentary or offensive language; or
 - iv. display signs or placards.
- c. The Chair may exclude any person from the meeting for improper conduct.

“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.

Public Presentation

- a. Any person wishing to make a presentation to the Board regarding items for action or information on the agenda will be heard by the Board provided:
 - i. A request to make a presentation is made to the Secretary, in writing by 12:00 p.m. on the business day prior to the Board meeting.
 - ii. Include the name, address, telephone number and electronic mail

- address of the person or organization wishing to address the Board;
- iii. Include an outline of the submission to be made, and any relevant documentation;
 - iv. The Chair in consultation with the Secretary may waive the above requirements if, in the Chair's opinion, there were extenuating circumstances or the presentation would no longer be relevant if made at another meeting.
- b. The Board may hear a presentation about a matter not on the agenda with the approval of the Chair in consultation with the Secretary. Any request to present to the Board on a matter not on the agenda must:
- i. pertain to matters within the Board's jurisdiction;
 - ii. be received prior to the Agenda Deadline;
 - iii. be in writing and sent to the Secretary;
 - iv. include the name, address, telephone number and electronic mail address of the person or organization wishing to address the Board;
 - v. include an outline of the submission to be made, and any relevant documentation.
 - vi. The Chair and Secretary may agree to schedule the presentation on the agenda of the next Board meeting or another future meeting of the Board or a Committee of the Board. The Chair and Secretary may refer matters of TSHC administration or operations to the CEO.
- c. While it is preferred that deputants inform the Board Secretary of their intention to depute it is not a requirement, however stakeholders who wish to ensure that their concerns can be adequately addressed by Directors at the meeting may submit a written or alternate format* copy of their deputation at least 3 days ahead of the meeting in order to allow enough time for:
- i. the distribution of deputation materials to Board/Committee members for their review prior to the meeting
 - ii. information-gathering by the Board/Committee Chair and/or Board/Committee members
 - iii. briefing of Board/Committee members on the issues raised
 - iv. clarification of issues/concerns raised
- d. Each presentation is limited to five minutes regardless of the number of items or matters a presenter wishes to speak to (excluding questions from Board Members). This time may be reduced or extended at the discretion of the Chair.
- e. Presentations from groups or organizations shall have no more than three speakers. The number of speakers does not affect the total time limit for

a presentation.

- f. Any person making a presentation to the Board shall
 - i. only speak on the subject(s) for which they have received approval;
 - ii. obey the rules of procedure and any decision of the Chair;
 - iii. refrain from using offensive language;
 - iv. refrain from speaking disrespectfully of another person.
 - v. Failure to abide by these rules is grounds for the Chair to conclude or curtail a presentation. If the Chair rules that the presentation is concluded, the person or persons appearing before the Board shall immediately withdraw.

Conduct of Members at Meetings

- a. A Member will be courteous and will not engage in actions which disturb the meeting.
- b. Members will inform the Chair each time they leave or re-enter the meeting.
- c. A Member will not:
 - i. use unparliamentary or offensive language;
 - ii. make any noise or disturbance that prevents Members from being able to participate in the meeting;
 - iii. interrupt another Member who is speaking, except to raise a Matter of Privilege or a Point of Order;
 - iv. disobey the rules of the Board, or disobey a decision of the Chair or the Board on questions of order, practice, or on the interpretation of the rules of the Board.
- d. The Chair may exclude a Member from the meeting who has been given a warning but continues to disregard the Chair's rulings by the following process:
 - i. the Chair shall without debate put the question, "Should the Member be ordered to leave his or her seat for the duration of the meeting?"
 - ii. If the Board votes in the affirmative, the Chair will order the Member to leave his or her seat for the duration of the meeting;
 - iii. If the Member apologizes, the Chair, with the approval of the Board, may permit him or her to resume his or her seat.

New Business from Board Members

A member who wishes to add new business to a meeting agenda brings a Main Motion before the Board and will provide the Board with notice as follows:

- a. Notices of Motion by Board Members submitted before the Agenda Deadline must be in writing and in a form that the Secretary approves and be signed by the Board member moving it and the Board member who

seconds it. No signatures are required for notices received via email, but the seconder's name must be included in the correspondence and the seconder must be copied on the email.

- b. Notice of Motion by Board Members after the Agenda Deadline, but before the Board meeting:
 - i. must be in writing and in a form that the Secretary approves and be signed by the Board member moving it and the Board member who seconds it. No signatures are required for notices received via email, but the seconder's name must be included in the correspondence and the seconder must be copied on the email;
 - ii. must relate to an Urgent Matter as determined by the Chair and the Secretary.

If the Secretary and Chair do not agree that the Motion deals with an Urgent Matter, the Secretary will refer it to the next Board meeting and present a list of these Motions to the Board for information only.

A Motion that fails to comply with the notice requirements in subsections (b) (i) and (ii) may be considered by the Board if a two-thirds majority of the Members present vote in favour of its introduction.

- c. Motion without Notice during a Board meeting:
 - i. a Member may make a Motion without notice during a meeting if it complies with the requirements outlined here
 - ii. the Chair reviews it in advance and the Chair agrees that it concerns an Urgent Matter and allows the Member to ask the Board's permission to introduce the Motion without notice; and
 - iii. two thirds of all Board Members vote in favour of its introduction.

Communications

- a. Communications may be made in writing addressed to the Board, to the Chair or to the Secretary.
- b. Communications must:
 - i. pertain to matters over which the Board has jurisdiction;
 - ii. be in a legible hand-written or printed form;
 - iii. contain a name, address and/or telephone number, and an electronic mail address if delivered by electronic mail;
 - iv. contain a signature unless delivered by electronic mail;
 - v. not contain offensive language.
- c. All communications, including personal information and opinions contained in a communication, that the Board receives about a matter on the agenda becomes part of the public record, unless the Secretary

determines the disclosure of personal information would contravene the Municipal Freedom of Information and Protection of Privacy Act.

Communications that form part of the public record are available to the Board and to the public and may be distributed prior to, or during, the Board or Committee meeting.

- d. Communications that the Board receives about a matter on the agenda may be provided to the Board if received by the Secretary by 12:00 p.m. on the business day prior to the Board meeting. The Chair in consultation with the Secretary may waive these requirements if, in the Chair's opinion, there were extenuating circumstances.
- e. For communications about matters not on the agenda the Chair, with the recommendation of the Secretary may:
 - i. put the communication before the Board,
 - ii. allow the CEO to consider the communication and to report to the Board, or to a Committee, in response to the communication; or
 - iii. allow the CEO to respond to the communication as the CEO deems appropriate

Date of Approval	Approved By:
March 11, 2022	CGHRC
March 31, 2022	Board of Directors