

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

**Date: September 14, 2022**

**Time: 4:00 – 5:30pm**

**Location: WebEx & Livestream**

**Draft Agenda**

<b>Item</b>	<b>Time</b>	<b>Description</b>	<b>Action</b>	<b>Pre-Read</b>	<b>Presenter</b>
1.	4:00 2 min	Chair's Remarks	Information	NA	Chair
2.	4:02 1 min	Approval of Public Meeting Agenda	Approval	Agenda	Chair
3.	4:03 1 min	Chair's Poll re: Conflict of Interest	Declaration	N/A	Chair
4.	4:04 2 min	Approval of CGHRC Public Minutes of Meeting of June 21, 2022	Approval	CGHRC Public Minutes of Meeting of June 21, 2022	Chair
5.	4:06 2 min	Approval of CGHRC Closed Session Minutes of Meeting of June 21, 2022	Approval	N/A	Chair
6.	4:08 2 min	CGHRC Action Items list	Information	CGHRC Action Items List	Chair
7.	4:10 30 min	Development of a Governance Work Plan	Discussion Approval	<ul style="list-style-type: none"> <li>Board Report: Development of a Governance Work Plan</li> <li>Development of a Governance Work Plan presentation</li> </ul>	Mary Tate

Item	Time	Description	Action	Pre-Read	Presenter
8.	4:40 1 min	Motion to move into Closed Session	Approval	N/A	Chair
9.	4:41 1 min	<i>Confidential report dealing with matters that are not required to be disclosed under</i>	Approval	Closed Session Agenda	Chair
10.	4:42 10 min	<i>the municipal Freedom of Information and Protection of Privacy Act including but not</i>	Approval	N/A	Chair
11.	4:52 15 min	<i>limited to personal matters about identifiable individuals, a proposed or pending</i>	Approval	N/A	Chair
12.	5:07 1 min	<i>transaction with a third party, and recommendations of proposed policy or processes</i>	Approval	Motion to return to open session	Chair
13.	5:08 2 min	Motion to approve closed session decisions	Approval	N/A	Chair
14.	5:10	Adjournment	Approval	N/A	Chair

**TORONTO SENIORS HOUSING CORPORATION (TSHC)**  
**Corporate Governance and HR Committee Meeting (CGHRC)**  
**Date: June 21, 2022**  
**Time: 4:00pm – 5:00pm**  
**Location: Microsoft Teams**

**Draft Minutes**

The Corporate Governance and HR Committee (CGHRC) of the Toronto Seniors Housing Corporation held its public meeting on June 21, 2022, at 4:00pm via WebEx video conference.

**Members in Attendance:**

Warren Law (Acting Chair), Lawrence D’Souza, Brenda Parris and Paul Johnson

Regrets: Councillor Paul Ainslie

TSHC staff present: Tom Hunter, CEO, Michael Sherar, Interim Transitional Lead and Chief Corporate Officer, Dave Slater, Interim People and Culture Lead, Teri Nghiem, Interim HR Consultant and Rajni Vaidyaraj, Interim Executive Assistant (Recording Secretary).

**ITEM 1: CHAIR’S REMARKS**

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In the absence of Councillor Paul Ainslie, Mr. Warren Law agreed to act as the Chair of the Committee. The Acting Chair called the meeting to order.

**ITEM 2: APPROVAL OF THE PUBLIC MEETING AGENDA**

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

<i>Motion</i>	<b>UPON MOTION</b> , duly made by Ms. Brenda Parris and seconded by
<i>Carried</i>	Mr. Lawrence D’Souza and all in favour, <b>IT WAS RESOLVED THAT</b>
	the public meeting agenda, as presented, is hereby approved.

### **ITEM 3: CHAIR’S POLL RE: CONFLICT OF INTEREST**

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The Chair asked if there was any conflict of interest.

No conflicts were declared.

### **ITEM 4: APPROVAL OF CGHRC PUBLIC MINUTES OF MEETING OF May 5, 2022**

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The Chair tabled the public minutes of the May 5, 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 May 5, 2022, as tabled, are hereby approved.

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

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The Chair tabled the closed session minutes of the May 5, 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 May 5, 2022, as tabled, are hereby  
approved.

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

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**ACTION ITEM:** Ms. Brenda Parris requested that the pending items related to the HR matter on the Actions Items List be flagged to the Interim HR Lead for actioning as appropriate.

## **ITEM 7: MOTION TO MOVE INTO CLOSED SESSION**

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*Motion*      **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded by  
*Carried*      Mr. Lawrence D'Souza, **IT WAS RESOLVED THAT** the Committee  
 move into a closed session.

## **ITEM 8 – 10: CLOSED SESSION**

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## **ITEM 11: MOTION TO APPROVE CLOSED SESSION DECISIONS**

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*Motion*      **UPON MOTION**, duly made by Ms. Brenda Parris, and seconded  
*Carried*      by Mr. Lawrence D'Souza, and unanimously carried **IT WAS**  
**RESOLVED THAT** the Board Committee approve this report and  
 recommends to the Board of Directors to approve the TSHC  
 organization structure of 20 incremental positions, which includes  
 funding for 3 Director positions and 17 non-union staff positions.

## **ITEM 12: ADJOURNMENT**

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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. Lawrence D'Souza, and unanimously carried, **IT WAS**  
**RESOLVED THAT** the public meeting terminate.

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Warren Law (Acting Chair)  
 Corporate Governance and Human Resources Committee

**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
4.	March 11, 2022	Ms. Brenda Parris requested that the Religious Policy be revisited at a future time.	Dave Slater	Pending
5.	March 11, 2022	Ms. Parris requested the committee consider at a	Dave Slater	Pending

		future time to extend the scope of family leave to include five days of leave as opposed to the current one day of leave for aunt, niece, uncle, nephew and cousin in the bereavement policy.		
6.	March 11, 2022	Ms. Ferreira agreed to look into for future consideration Ms. Parris' request re non-union staff at TSHC to parallel the entitlements and benefits of union staff	Dave Slater	Pending
7.	March 11, 2022	To add the following agenda items to future meetings of the Committee for Board's consideration and Ms. Ferreira to report back on the following three items: a) Community Benefits and diverse representation to be added to the Fair Wage Policy b) Plan for developing a Diversity Youth Development program c) Develop Lobby Disclosure Policies	Dave Slater	Report Back in December 2022

		for both employees and the Board.		
8.	March 11, 2022	Revisions to the Board of Directors Ethics and Code of Conduct Policy and the Board of Directors Meeting Procedures Policy to be circulated to the Committee members to seek Committee's approval prior to obtaining Board's approval on March 31, 2022	Michael Sherar	Completed
9.		To include redline copies of all the policies when sending to Board for its consideration for approval.	Michael Sherar	Ongoing
10.	April 11, 2022	Revise the Board of Directors Reimbursement Policy to include electronic submission.	Michael Sherar	Completed
11.		Revise the Director Education and Board Development Policy to reflect the correct name of the Committee as Corporate Governance and Human Resources Committee.	Michael Sherar	Completed



12.		To remove the section on Values from the Code of Conduct Policy.	Helena Ferreira	Completed
13.	June 21, 2022	Ms. Brenda Parris requested that the pending items related to the HR matter on the Actions Items List be flagged to the Interim HR Lead for actioning as appropriate.		Completed

**Toronto Seniors Housing Corporation (TSHC)  
CGHRC (Corporate Governance and Human Resources  
Committee) Meeting**

**Topic: Development of a Governance Work Plan**

Item #7

DATE September 7, 2022

**Report: BD: 2022 XX**

**To:** CGHRC

**From:** Interim Lead, Planning

**Date:** September 14, 2022

**PURPOSE: FOR INFORMATION and APPROVAL**

**RECOMMENDATION:** It is recommended that the CGHR committee ask staff to prepare a draft governance work plan for discussion by the committee in October in preparation for a Board orientation session on the governance work plan for 2023 in November.

**REASON FOR RECOMMENDATION:**

The Board held an orientation session on governance best practises in December 2021. Since that time, considerable progress on governance practice has been made. Next steps included the development of a Board work plan.

Based on priorities suggested by the CGHR committee, staff can develop a draft work plan for discussion by the Board as a whole.

Mary Tate  
Interim Planning Lead

**ATTACHMENTS:**

Development of a Governance Work Plan 2023

**Item #7**  
**Attachment # 1 -**  
Development of a  
Governance Work Plan



# Toronto Seniors Housing Corporation

## Development of a Governance Work Plan 2023 For Discussion by CGHR Committee

September 7, 2022



# **Context, Purpose and Proposed Process**

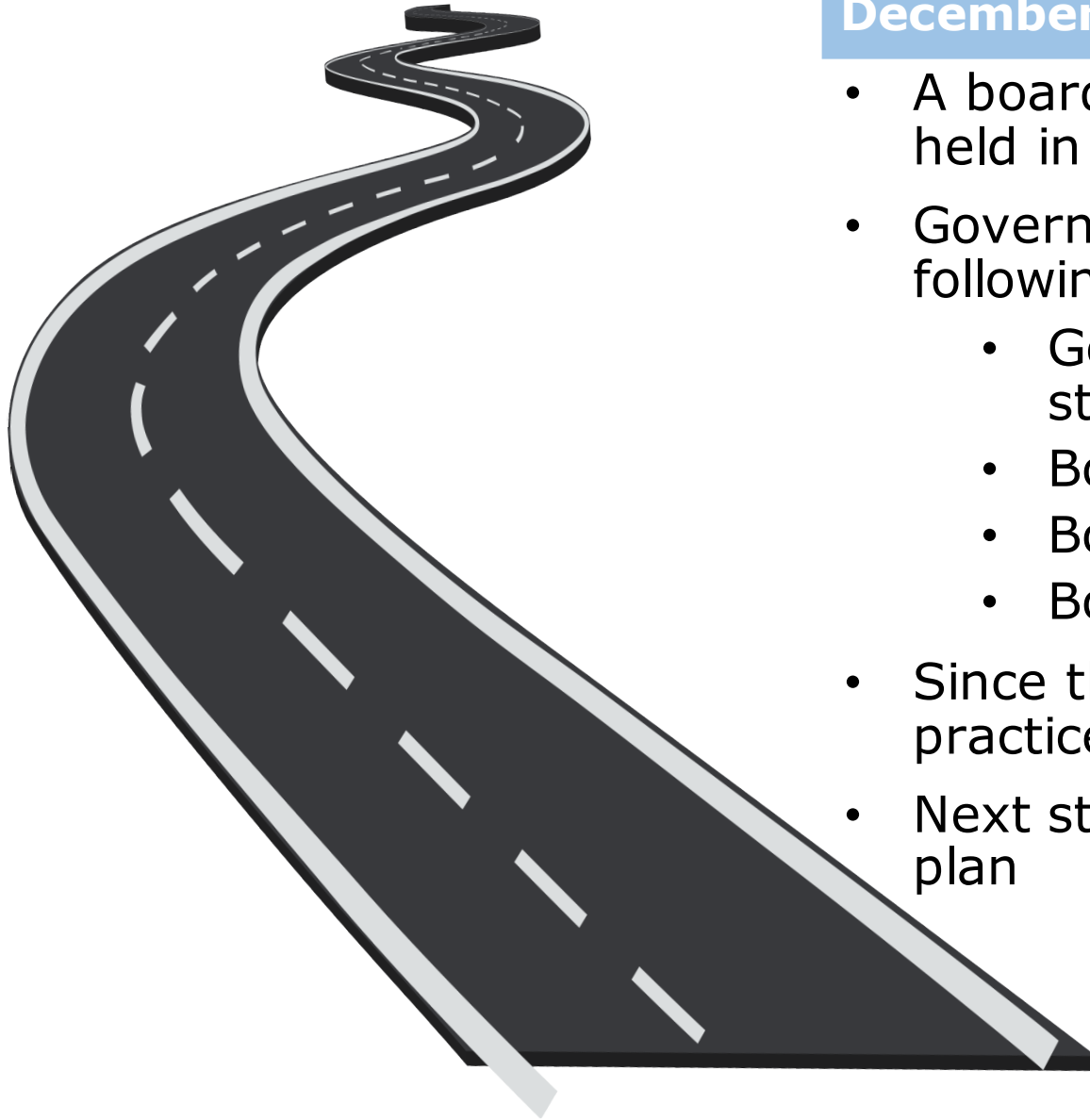




# Context

## December 2021

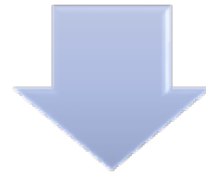
- A board orientation on governance best practices was held in December 2021
- Governance best practices were discussed in the following areas:
  - Governance foundations, principles, and structure
  - Board responsibilities and oversight
  - Board processes
  - Board effectiveness
- Since that time, considerable progress on go practice has been made
- Next steps included the development of a Bo plan



# Purpose of Discussion

To review governance best practices and progress to date

- To get CGHR Committee input on strengths/accomplishments to date
- To get CGHR Committee input on gaps to be addressed
- To set priorities for addressing gaps and issue



To provide input into a Board work plan based on the priorities identified by the CGHR Committee



# Proposed Process

The following process is proposed to support the development of a Board work plan



# Governance Foundations, Principles and Structures

- Key Questions for consideration:
- Does TSHC have foundation documents in place?
- Has the Board clearly articulated the governance principles that will guide its work?
- Are Board composition, selection process, and skills required clear?
- Are the roles and responsibilities of individuals in the governance process clear (e.g. Chair, members, committee chairs)?
- Has the Board delegated its authority appropriately?



# Governance Foundations

Toronto Seniors  
Housing Corporation

Best Practice	TSHC Strengths	Possible Gaps/Issues for Discussion	Priority H/M/L
Foundation documents	<ul style="list-style-type: none"> <li>Incorporation documents and by-laws are in place</li> <li>Shareholder Direction includes key requirement for TSHC governance</li> </ul>	<ul style="list-style-type: none"> <li>Are additional foundation documents required?</li> <li>Does the Board understand its relationship and obligations to the Shareholder?</li> <li>Are there normally positive and transparent relationships with the City?</li> <li>Does the Shareholder have any concerns about current governance practices</li> </ul>	
Governance principles	<ul style="list-style-type: none"> <li>Shareholder Direction includes four governance principles</li> </ul>	<ul style="list-style-type: none"> <li>Are additional governance principles needed to guide the Board's work?</li> </ul>	
Key agreements	<ul style="list-style-type: none"> <li>Key agreements with TCHC (Transition Agreement, Services Delivery Agreement) have been executed</li> <li>An interim arrangement with City of Toronto (in lieu of an Operating Agreement) is in place</li> </ul>	<ul style="list-style-type: none"> <li>Outstanding agreements include the Lease Agreement with TCHC and an Operating Agreement with the City of Toronto</li> <li>Are any changes to the role/preparation for decision-making required as new agreements are developed?</li> </ul>	

# Governance Structures

Best Practice	TSHC Strengths	Possible Gaps/Issues for Discussion	Priority H/M/L
Board composition, selection, term, termination and skills	<ul style="list-style-type: none"> <li>Shareholder Direction provides clear guidance/direction on composition and selection of the Board and terms and termination provisions</li> </ul>	<ul style="list-style-type: none"> <li>Should the Board develop a skills matrix (based on skills outlined in the Shareholder Direction) which outlines the skills required on the Board to provide input to the City when it is considering new members?</li> </ul>	
Roles & responsibilities (Members, Chair, Board Secretary, Committee Chairs, Committees, CEO)	<ul style="list-style-type: none"> <li>Roles and responsibilities are implicit, but not formally documented</li> </ul>	<ul style="list-style-type: none"> <li>Should a document describing the key roles and expectations of the Chair, Board Secretary, Members, Committee Chairs and CEO be developed for approval and review by the Board?</li> </ul>	
Delegation of responsibilities to committees, CEO	<ul style="list-style-type: none"> <li>Financial delegation to CEO in place</li> <li>Committee terms of reference do not delegate decision-making to committees</li> </ul>	<ul style="list-style-type: none"> <li>Is additional delegation to CEO required?</li> <li>Should a document describing the role of the committees and process for bringing material forward to the Board be prepared?</li> <li>Should any delegation of decision-making to committees be considered?</li> </ul>	



# Board Roles and Responsibilities

- Key Questions for Consideration:
- Is the Board engaged in key roles of policy, decision-making and oversight?
- Is the Board providing oversight in key areas such as:
  - Strategic and service excellence planning
  - Hiring and oversight of the CEO
  - Operational oversight
  - Financial oversight and accountability
  - Risk management and business continuity
  - Stakeholder and partner relationships



# Board Responsibilities/Oversight

Toronto Seniors  
Housing Corporation

Best Practice	TSHC Strengths	Possible Gaps / Issues for Discussion	Priority H/M/L
Policy, decision-making and oversight	<ul style="list-style-type: none"> <li>The Board has taken responsibility for policy through approving/adapting policies from TCHC</li> <li>The Board has also initiated a review of key tenant-related policies</li> <li>The Board has played an oversight role during transition, including decision-making on the Transition Agreement and Services Delivery Agreement</li> </ul>	<ul style="list-style-type: none"> <li>Should the Board oversee the development of a policy framework for TSHC?</li> <li>Are there additional policies which should be reviewed to better meet the needs of TSHC?</li> </ul>	
Specific Areas of Board oversight are discussed below:			
Strategic and service excellence planning	<ul style="list-style-type: none"> <li>In the absence of a strategic plan, the Board has approved key priorities for early improvements</li> </ul>	<ul style="list-style-type: none"> <li>What process should be used for strategic planning?</li> <li>What level of tenant, stakeholder and partner engagement should be included in the strategic planning process?</li> <li>What role should the Board play in strategic planning?</li> </ul>	

# Board Responsibilities/Oversight

Toronto Seniors  
Housing Corporation

Best Practice	TSHC Strengths	Possible Gaps / Issues for Discussion	Priority H/M/L
Hiring and oversight of the CEO	<ul style="list-style-type: none"> <li>Board was actively involved in hiring the CEO</li> <li>A positive relationship with the CEO is evolving</li> </ul>	<ul style="list-style-type: none"> <li>Does the board provide appropriate and effective oversight to the CEO?</li> <li>Has the Board established performance expectations for the CEO?</li> </ul>	
Operational Oversight	<ul style="list-style-type: none"> <li>The Board has identified key areas for operational improvement</li> <li>The Board regularly receives reports on key operational metrics and performance indicators</li> </ul>	<ul style="list-style-type: none"> <li>Is day-to-day operational activity delegated to the CEO and staff?</li> <li>Is the Board oversight of operations appropriate?</li> <li>Does the Board receive appropriate metrics and indicators on operations?</li> </ul>	
Financial oversight and accountability	<ul style="list-style-type: none"> <li>Board has received and reviewed financial position of TSHC</li> <li>The Board approved the 2022 budget</li> </ul>	<ul style="list-style-type: none"> <li>Does the Board require any additional information to fulfill its financial oversight responsibilities?</li> <li>What role should the Board play in the budget preparation process?</li> <li>What role should the Board play in TSHC's input into capital planning for its buildings?</li> </ul>	

# Board Responsibilities/Oversight

Toronto Seniors  
Housing Corporation

Best Practice	TSHC Strengths	Possible Gaps/Issues for Discussions	Priority H/M/L
Risk management and continuity planning	<p>Board has reviewed and approved interim insurance for TSHC</p> <p>There has been limited discussion of risk and continuity planning</p>	<ul style="list-style-type: none"> <li>Should the Board request and oversee development of a comprehensive risk identification and mitigation plan</li> <li>Should the Board request and oversee development of a comprehensive business continuity plan</li> <li>Is TSCH in compliance with all applicable legislation, regulation and Shareholder requirements?</li> <li>Does the Board require additional compliance reporting?</li> </ul>	
Stakeholder and partner relationships	<p>Board has stressed the importance of tenant engagement and has overseen tenant engagement activities</p>	<ul style="list-style-type: none"> <li>What role should the Board play in stakeholder and partner relations?</li> <li>Does the Board provide oversight of the relationship with key service providers including TCHC and other contractors and social and health service providers?</li> </ul>	



# Governance Processes

- Key Questions for Consideration:
- Does the frequency of meetings enable the Board to address key issues?
- Are the agendas appropriate, and does the material provided to the Board support effective decision-making?
- Are policies related to the conduct of Board members in place?
- Are the committees functioning effectively and bringing items to the Board for approval after consideration at the committee level?



# Governance Processes

Best Practice	TSHC Strengths	Possible Gaps / Issues for Discussion	Priority H/M/L
Board meeting frequency	<ul style="list-style-type: none"> <li>Board met monthly in first year</li> <li>Board meetings are well attended, and Board members are well prepared</li> </ul>	<ul style="list-style-type: none"> <li>Does the Board agree with the proposal to reduce number of Board meeting to every two months with committees meeting in alternate months?</li> <li>Should committees meet more often?</li> </ul>	
Board agendas, material and minutes	<ul style="list-style-type: none"> <li>Board agendas are prepared and posted prior to Board meetings</li> <li>Board material is prepared and posted prior to Board meetings</li> <li>Board meeting minutes are prepared following Board meetings and posted after approval by the Board</li> </ul>	<ul style="list-style-type: none"> <li>Are the agendas appropriate? Does the Board spend its time on the most important issues?</li> <li>Should additional responsibility be delegated to committees?</li> <li>Is material provided to the board adequate for the board to make informed and effective decisions?</li> <li>Does the material provided include the right level of detail? Too much? Too little?</li> <li>Do the minutes capture the key decisions made by the board</li> </ul>	

# Governance Processes

Toronto Seniors  
Housing Corporation

Best Practice	TSHC Strengths	Possible Gaps /Issues for Discussion	Priority H/M/L
Confidentiality	<ul style="list-style-type: none"> <li>Board has clear policy on items which are discussed in-camera and which are discussed in the public board meeting</li> </ul>	<ul style="list-style-type: none"> <li>Is the balance between in-camera vs. public items appropriate?</li> </ul>	
Board policies on conduct of members	<ul style="list-style-type: none"> <li>Board has approved the following policies for its members                             <ul style="list-style-type: none"> <li>Reimbursement Policy</li> <li>Conflict of Interest—Board of Directors</li> <li>Code of Conduct—Board of Directors</li> <li>External Directorship Policy</li> </ul> </li> <li>Whistleblower Policy</li> </ul>	<ul style="list-style-type: none"> <li>Are any additional Board specific policies required?</li> </ul>	
Committees	<ul style="list-style-type: none"> <li>Three Board committees have been established with approved terms of reference</li> <li>Board committees meet regularly and report to the Board on discussion</li> <li>Committees also bring recommendations to the Board for approval</li> <li>Committee members actively participate in meetings</li> </ul>	<ul style="list-style-type: none"> <li>Are the committees functioning effectively and fulfilling their mandates?</li> <li>Are the committees providing clear recommendations to the board?</li> <li>Are committee processes clear? e.g., can material not discussed at the committee be brought forward to the Board?</li> </ul>	



## Board Effectiveness

### Key Questions for Consideration:

- Does the Board assess its own effectiveness? After each meeting? Periodically?
- Do individual members assess their own effectiveness?
- Are new members provided with orientation to get up to speed quickly
- Are there opportunities for Director learning and development, both individually and collectively?



# Board Effectiveness

Best Practice	TSHC Strengths	Possible Gaps / Issues for Discussion	Priority H/M/L
Decision-making	<ul style="list-style-type: none"> <li>The Board has made key decisions based on input from committees and/or Board discussion</li> <li>Three board orientation sessions held to provide background for decision-making</li> </ul>	<ul style="list-style-type: none"> <li>Is Board decision-making effective?</li> <li>Are discussions thorough, and respectful of different perspectives?</li> <li>Is there full participation of all Board members in discussion and decision-making?</li> <li>Are Board orientation sessions helpful to support effective decision-making?</li> <li>What type of topics should be included in future orientation sessions?</li> </ul>	
Evaluation of Board effectiveness	<ul style="list-style-type: none"> <li>The TSCH Board has not conducted an evaluation of its effectiveness</li> </ul>	<ul style="list-style-type: none"> <li>Should a short questionnaire be provided to Board members following each meeting to assess the effectiveness of the meeting?</li> <li>Should the Board undertake a formal evaluation of its effectiveness? Self-assessment? External resource? Timing, e.g., annually, every two years?</li> <li>How should individual Board members be evaluated? Self-assessment? Discussion with Chair?</li> </ul>	

# Board Effectiveness

Best Practice	TSHC Strengths	Possible Gaps / Issues for Discussion	Priority H/M/L
Orientation for new members	<ul style="list-style-type: none"> <li>The Board approved a Director Education and Board Development Policy. This was adapted from TCHC</li> <li>New member orientation and TSHC specific member education activities have not been implemented</li> </ul>	<ul style="list-style-type: none"> <li>How should new members be oriented? Should the Board oversee the development of an orientation program for new members?</li> </ul>	
Member education and development		<ul style="list-style-type: none"> <li>Should the Board develop a plan for ongoing collective director education?</li> <li>Should the Board support members to participate in external director education?</li> </ul>	
Director protection	<ul style="list-style-type: none"> <li>Director liability insurance is in place</li> </ul>	<ul style="list-style-type: none"> <li>Is Director Liability insurance that is in place appropriate?</li> </ul>	