

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

Date: Thursday, November 21, 2024

Time: 4:00 pm to 5:30 pm

Location: WebEx and Livestream

Item	Time	Description	Action	Type of Item	Presenter
1.	4:00 pm 2 min	Chair's Remarks	Information	N/A	Chair
2.	4:02 pm 2 min	Land and African Ancestral Acknowledgements	N/A	N/A	Chair
3.	4:04 pm 1 min	Approval of Public Meeting Agenda	Approval	Agenda	Chair
4.	4:05 pm 1 min	Chair's Poll re: Conflict of Interest	Declaration	N/A	Chair
5.	4:06 pm 1 min	Approval of Public Minutes of CGHR Committee Meeting of October 7, 2024	Approval	Minutes	Chair
6.	4:07 pm 1 min	Approval of Closed Minutes of CGHR Committee Meeting of October 7, 2024	Approval	Minutes	Chair
7.	4:08 pm 1 min	Action Items Review	Information	List	Chair
8.	4:09 pm 6 min	CEO Update	Information	Verbal Report	Tom Hunter
9.	4:15 pm 15 min	Governance Work Plan Update	information	Report	Grant Coffey
10.	4:30 pm 1 min	Motion to move into Closed Session	Approval	N/A	Chair

Item	Time	Description	Action	Type of Item	Presenter
11.	4:31 pm 1 min	<i>Confidential report dealing with matters that are not required to be disclosed under the</i>	Approval	Agenda	Chair
12.	4:32 pm 20 min	<i>Municipal Freedom of Information and Protection of Privacy Act, including but not limited</i>	Information	Report	Carol Francis
13.	4:52 pm 30 min	<i>to personal matters about identifiable individuals, a proposed or pending transaction</i>	Approval	Report	Carol Francis
14.	5:22 pm 1 min	<i>with a third party, and recommendations of proposed policy or processes</i>	Approval	N/A	Chair
15.	5:23 pm 1 min	Adjournment	Approval	N/A	Chair

Toronto Seniors Housing Corporation (TSHC)

Corporate Governance and Human Resources Committee Meeting (CGHRC)

[View Live Stream Video Part 1 here](#)

[View Live Stream Video Part 2 here](#)

Date: Monday, October 7, 2024

Time: 4:00 pm to 5:30pm

Location: WebEx and Livestream

Draft Minutes

The TSHC Corporate Governance and Human Resources Committee (CGHRC) held its meeting on Monday, October 7, 2024, at 4:00 pm via WebEx video conference. This meeting was livestreamed.

Members in attendance:

Councillor Vincent Crisanti, Chair
Fareed Amin
Linda Jackson
Brenda Parris
Warren Law
Lawrence D'Souza

TSHC staff present:

Tom Hunter, Chief Executive Officer
Arlene Howells, Director, Engagement,
Partnership and Communications (I)
Brad Priggen, Director, Operations
Dave Slater, Strategic HR Consultant
Vince Truong, Interim Finance Lead
Thusany Puvanendran, Strategy & Policy
Lead (I)
Ayushman Banerjee, Business Consultant
Karyn Bawden, EA and Board Secretary
Liz Dizig and Emma Francis, EAs to CEO

Item 1: Chair's remarks

The Chair welcomed everyone and stated that the meeting was being live streamed on YouTube.

The Chair acknowledged October was Breast Cancer Awareness month as well as Women’s History month. He also noted that the 10th of October is World Mental Health Day, and World Homeless Day.

The Chair noted that on the Agenda we would go through the Tenant Human Rights Policy as well as the TSHC Board and Governance and People and Culture Policies from our June 12th discussion. He also noted there would be an In-Camera session and we would be returning to Live Streaming to adjourn the meeting.

With that, the Chair continued to the next Agenda Item.

Item 2: Land and African ancestral acknowledgements

The Chair began with Land and African ancestral acknowledgements.

Item 3: Approval of Public meeting agenda

The Chair asked if there were any changes to the October 7, 2024, Public meeting Agenda; being none, the Chair asked for a motion to approve the Public meeting agenda of October 7, 2024 as presented.

Moved: Warren Law

Seconded: Fareed Amin

With All in favour, it was resolved that the Public Agenda of October 7, 2024 was approved as presented **Carried**

Item 4: Chair’s poll re: conflict of interest

The Chair asked the members of the Committee whether they were in conflict of interest with any agenda item. With no conflicts of interest being declared, the Chair continued to next Action Item.

Item 5: Approval of public minutes of CGHRC meeting of June 12, 2024

The Chair asked if there were any edits or changes to the CGHRC Public meeting Minutes of June 12, 2024, being none, the Chair asked for a motion to approve the CGHRC Public meeting Minutes of June 12, 2024 as presented.

Moved: Warren Law

Seconded: Fareed Amin

With All in favour, it was resolved that the CGHRC Public meeting Minutes of June 12, 2024 were approved as presented**Carried**

Item 6: Approval of Closed Minutes of CGHRC meeting of June 12, 2024

The Chair asked if there were there any edits or changes to the CGHRC Closed meeting Minutes of June 12, 2024, being none, the Chair asked for a motion to approve the CGHRC Closed meeting Minutes of June 12, 2024 as presented.

Moved: Lawrence D’Souza

Seconded: Warren Law

With All in favour, it was resolved that the CGHRC Closed meeting Minutes of June 12, 2024 were approved as presented**Carried**

Item 7: Action item review

The committee reviewed the action items list and the status of the items. With no other action items discussed, and the Committee satisfied, the Chair proceeded to next Agenda Item.

Item 8: CEO Update

At the Chair's invitation, Mr. Hunter went through his CEO update, highlighting:

- Training Staff on the Policy and Procedure on the Tenant Rights Policy.
- Noting that the TSHC Whistleblower and Fraud and Prevention Policy will be brought to our TSHC Audit, Finance and Risk Committee.

- TSHC AllStaff FallFest event that was on October 1, 2024 and its success.
- TSHC new Group Benefits plan became effective on October 1, 2204
- TSHC staff working diligently on the 2025 TSHC Board and Board Committee meeting schedules.

The Chair thanked Mr. Hunter for his update and with no questions or comments, the Chair continued to the next Agenda Item.

Item 9: Tenant Human Rights Policy

Through the Chair, Ayushman Banerjee walked through the TSHC Tenant Human Rights Policy.

There was a lengthy discussion among the Committee, and it was discussed that TSHC Staff report back to the Board on a bi-annual basis on the Tenant Human Rights Policy.

Action Item: It was agreed upon the CGHR Committee that TSHC staff will bring a bi-annual report to Board/Committee on incidences/trends on tenant management process and efficacy on Tenant Human Rights Policy.

The Chair then asked for a motion to approve the Tenant Human Rights Policy be forwarded to the Board for approval

Moved: Fareed Amin

Seconded: Brenda Parris

With All in favour, it was resolved the Tenant Human Rights Policy be forwarded to the Board for approval **Carried**

Item 10: Board and Governance Policies

Through the Chair, Thusany Puvanendran walked through the TSHC Board and Governance Policies.

There was a lengthy discussion among the Committee, and Ms. Parris asked that the IDEA lens be applied to all policies and not in 5 years when reviewed again. It was confirmed that the IDEA lens will be applied to TSHC policies throughout their lifecycle, and not at end of term.

The Chair then asked for a motion that the CGHRC approve and recommend that the Board of Directors:

1. Approve the Board of Directors Code of Ethics and Conduct
2. Approve the Board of Directors Conflict of Interest Policy
3. Approve the Board and Board Committee Meeting Procedures
4. Approve the Board of Directors Reimbursement Policy
5. Approve the Director Education and Board Development Policy
6. Retire the Interim Deputation Policy, effective October 24, 2024.
7. Retire the Board of Directors Closed Meeting Session Policy, effective October 24, 2024.
8. Retire the Interim Board Reimbursement Policy, effective October 24, 2024.
9. Retire the External Directorship Policy, effective October 24, 2024.

Moved: Fareed Amin

Seconded: Warren Law

With All in favour, it was resolved the Board and Governance Policies be forwarded to the Board for approval **Carried**

Item 11: People and Culture Policies

Through the Chair, Dave Slater walked through the TSHC People and Culture Policies.

There was discussion around the gift maximum dollar value, and the consensus was that the maximum was appropriate.

The Chair then asked for a motion that the CGHRC approve and recommend to the Board the approval of the TSHC Employee Code of Conduct policy and TSHC Employee Conflict of Interest Policy

Moved: Fareed Amin

Seconded: Warren Law

With All in favour, it was resolved that the TSHC Employee Code of Conduct Policy and TSHC Employee Conflict of Interest Policy be forwarded to the Board for approval **Carried**

Item 12: Approval to Move into Closed Session

The Chair asked for a motion to approve the meeting move into Closed Session under the TSHC By-law 1-2021 Section 4.19, Subsection 1B and 1J.

Moved: Fareed Amin

Seconded: Brenda Parris

With all in favour, it was resolved that the TSHC CGHRC Public meeting be terminated and move into a Closed Session **Carried**

The meeting went into Closed Session.

Upon return to the Public Session of the TSHC CGHRC October 7, 2024, meeting, the Chair noted that there were no motions and that we would proceed to the final Agenda Item.

Item 17: Adjournment

The Chair thanked the Board and Committee members, staff and online attendees to the TSHC CGHRC October 7, 2024 meeting and asked for a motion to adjourn the meeting.

Moved: Brenda Parris

Seconded: Fareed Amin

With All in favour, it was resolved that the meeting terminate **Carried**

Councillor Vincent Crisanti, Chair
Corporate Governance and
Human Resources Committee Meeting

**TORONTO SENIOR HOUSING CORPORATION (TSHC)
Corporate Governance and Human Resources Committee**

Action Item List as of October 2024

Action items				
	Meeting Arising From	Description	Resp	Status
1.	Oct 7, 2024	Bring bi-annual report to Board/Committee on incidences/trends on tenant management process and efficacy on Tenant Human Rights Policy	Grant Coffey	In progress
2.	June 12, 2024	Whistleblower Protection policy to go to AFRC Committee for review	Carol Francis	In progress

Completed Action items				
	Meeting Arising From	Description	Resp	Status
1.	June 12, 2024	Bring Board, Governance and People and Culture Policies back to Board for review/editing and bring back to Board Committee for approval	Grant Coffey/ Carol Francis	Completed
2.	September 21, 2023	Staff to provide the number of Board members who have already received CABR Training and also provide a list of future training dates.	Carol Francis	Completed

**TORONTO SENIOR HOUSING CORPORATION (TSHC)
Corporate Governance and Human Resources Committee**

Action Item List as of October 2024

Completed Action items				
	Meeting Arising From	Description	Resp	Status
3.	November 7, 2023	Staff to have conversation with the Chair of QTEC for consideration of where item #2 of the action item list might be appropriately addressed.	Grant Coffey	Completed
4.	November 7, 2023	Staff to resend copy of the final survey to board members.	Grant Coffey	Completed
5.	March 15, 2023	Address and clarify at the next STAC meeting the topic of accessibility committee.	Arlene Howells	Moved to STAC
6.	May 16, 2023	Staff to provide a more detailed analysis of what scope of partnership agreement and effectiveness zone means.	Arlene Howells	Completed Moved to QTEC for further discussion

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

Meeting Date: November 21, 2024

Item Number: 9

Topic: Governance Work Plan Update

To: Corporate Governance and Human Resources Committee

From: Director, Strategy and Business Management

Date of Report: November 18, 2024

Purpose: For Information

Recommendation:

It is recommended that the Corporate Governance and Human Resources Committee (CGHRC) receive this report for information.

Reason for Recommendation:

This report provides CGHRC with a progress update on the TSHC Governance Work Plan. The Governance Work Plan actions are incorporated in the 2023-2025 TSHC Strategic Directions and reporting has been included in quarterly updates brought forward to QTEC and Board. The Governance Work Plan includes both time limited and ongoing activities. Some highlights of key activities completed include:

- Board Member Orientation developed, to be further reviewed with consideration for existing Board members as a refresh.

- Executive Assistant and Board Secretary hired to support Board and Committee activities.
- Board Committee membership process developed and implemented, will be reviewed in future Committee membership.
- Several Board Governance Policies were reviewed and approved including:
 - o Board of Directors Conflict of Interest Policy
 - o Board of Directors Code of Ethics and Conduct
 - o Director Education and Board Development Policy
 - o Board of Directors Reimbursement Policy
 - o Board Meeting Procedures

In 2025 the following items will be upcoming:

- Board Skills Matrix and Board Development and Training.
- Meeting Survey questionnaire results to inform future process improvements.
- Governance Best Practices/Standards review.
- Board Committee Terms of Reference Review.

In Q1 2025 TSHC plans to schedule a Board Governance workshop for all Board members to review the effectiveness of the Board processes, alignment to Board Responsibilities and Oversight, as well as Governance Principles and Structure. Please see Attachment 1 for a detailed overview of all Governance work-plan items.

Grant Coffey

Director, Strategy and Business Management

List of Attachments:

Attachment 1 - Governance Work Plan extract from TSHC Strategic Directions

Attachment 1 - Governance Work Plan extract from TSHC Strategic Directions

Enabler: Organizational excellence: To strive for organizational excellence for effective and efficient delivery of our mandate
Initiative: Implement elements of good governance practices
Action: Enhance governance practices in the areas of: governance foundations, principles and structures; board responsibilities and oversight; governance processes; and board effectiveness

Time-limited Activities	Current Timeline	Status	Highlights/Comments
Provide Board members with access to foundation documents	Q1 2023	Completed	Updated materials and content on TSHC website and advised Board members.
Participate in Strategic Financial Sustainability Plan	Q3 2023	Completed	In collaboration with TCHC and the City, provided TSHC information, context and reviewed materials including final presentations and report to Committee and Board.
Develop and implement Board Committee Membership and Chairs Process	Q4 2023	Completed	New Board Committee Membership and Chair Process approved and implemented. Board Committee membership renewed following the new process.
New member orientation	Q4 2023	Completed	New Board member orientation package prepared and delivered for new Board members.
Hire a Board Secretary to manage Board processes and activities	Q1 2024	Completed	Board Secretary hired and on-boarded in February 2024 to manage Board process and activities.
Skills matrix for Board members	Q1 2025	Revised Timeline	Board Director and Education Policy approved and board skills assessment upcoming.
Assess agenda and materials and review committee processes	Q1 2025	Revised Timeline	Revised governance/board policies approved. Board/Committee process improvements implemented with additional planned for Q1 2025.
Select governance best practices standard and governance review	Q2 2025	Upcoming	To be considered in 2025
Full strategic planning process	Q4 2025	Revised Timeline	To be considered in 2025

On-Going Activities	Current Timeline	Status	Highlights/Comments
Governance and internal board support	Ongoing	In Progress	Reviewing meeting processes, planned Board orientation update and governance review workshop

Post meeting questionnaires on meeting effectiveness	Ongoing	In Progress	Post meeting questionnaires completed since Q4 2023. Results to be brought forward for process improvement considerations.
Director development and training	Ongoing	To be started	To be considered in 2025
Oversight of: Risk management, Business Continuity	Ongoing	In Progress	Enterprise Risk Management Framework in development, Enterprise Risk Management Policy approved. Engagement with TCHC on Business Continuity Planning.
Oversight of: CEO performance	Ongoing	In Progress	2023 CEO Planner developed and performance evaluation completed, 2024 CEO planner developed and mid-year progress updated completed.
Oversight of: Implementation of Interim Strategic Directions and Quality Improvement	Ongoing	In Progress	Interim Strategic Directions revised to 2023-2025 TSHC Strategic Directions with quarterly reporting. Three Quality Improvement Projects completed, actions reported quarterly and 1 year status report completed.
Tenant Facing Policies	Ongoing	In Progress	Community Activities Fund Policy and Use of Community Space Policy and Tenant Human Rights Policy approved. Policy Management Framework developed with future policy work plan.
Partnership agreements and effectiveness	Ongoing	In Progress	Partnership Agreements and Renewal Process underway, Partnership table established
Review operational information/KPIs	Ongoing	In Progress	TSHC Key Performance Indicators developed, Strategic Dashboard reported quarterly to Committee and Board, posted on website, and Operational Dashboard reported to Committee
Evaluate services with respect to meeting the senior tenants' needs	Ongoing	In Progress	2023/2024 Tenant Experience Survey completed and Action Plan in development