



Board of Directors

931 Yonge Street
Toronto M4W 2H2

SECRETARY'S CERTIFICATE

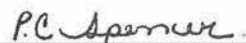
I HEREBY CERTIFY that the foregoing is a true copy of a Resolution passed by the Board of Directors of the Toronto Community Housing Corporation during its public meeting held on the 14th day of August, 2014, which Resolution was duly enacted in the manner authorized by law and in conformity with the constating documents of the Corporation and that this Resolution has not been amended and continues to be in full force and effect.

REPORT: REVISION TO BY-LAW NO. 2 - TCHC:2014-38

The Board of Directors resolved to:

1. Approve the amendments to By-Law No. 2 as set out in Attachment 1; and
2. Authorize the Board Chair, the Interim President and Chief Executive Officer (or his delegate), and/or the General Counsel and Corporate Secretary to submit the amendments to By-Law No. 2, as set out in Attachment 1, to the Shareholder for confirmation at its next City Council meeting.

DATED at the City of Toronto this 14th day of August, 2014.



Pamela C. Spencer
Corporate Secretary
Toronto Community Housing Corporation



Revision to By-Law No. 2

BOARD OF DIRECTORS

To: Board of Directors **Report:** TCHC:2014-38

From: Governance, Risk and Human Resources Committee ("GRHRC")

Date: July 24, 2014 Page 1 of 4

Strategic Plan Priority: **Service Excellence:**

- Demonstrate Value for Money and Public Accountability

PURPOSE:

Seek the Board's approval through GRHRC to amend By-Law No. 2 as requested by the Shareholder.

RECOMMENDATIONS:

It is recommended that the Board of Directors:

- (1) Approve the amendments to By-Law No. 2 as set out in Attachment 1; and
- (2) Authorize the Board Chair, the Interim President and Chief Executive Officer (or his delegate), and/or the General Counsel and Corporate Secretary to submit the amendments to By-Law No. 2, as set out in Attachment 1, to the Shareholder for confirmation at its next City Council meeting.

GOVERNANCE, RISK AND HUMAN RESOURCES COMMITTEE

At its July 24, 2014 public meeting, the GRHRC adopted this report and recommended that the report be forwarded to the Board of Directors for approval.

REASONS FOR RECOMMENDATIONS:

At the City Council meeting on November 13, 14, 15 and 18, 2013, City Council adopted and approved the Amended and Restated Shareholder Direction to Toronto Community Housing Corporation ("TCHC"). City Council further requested that the Board of Directors of TCHC amend its By-Law No. 2 to bring it into conformity with the Amended and Restated

Shareholder Direction to TCHC and submit the amended by-law to City Council for approval (Attachment 2).

Attachment 1 highlights the proposed amendments to By-Law No. 2. The following changes have been made to bring By-Law No. 2 into conformity with the Amended and Restated Shareholder Direction:

- (1) Section 1.01 Interpretation, and references throughout the document. Amending the name of the governing legislation to *Housing Services Act, 2011*.
- (2) Section 1.01 Interpretation. Amending the reference to the Amended and Restated Shareholder Direction.
- (3) Section 3.04 Term of Office. Amending the term of Directors who are City Councillors from 18 months to 24 months, and amending the term for Tenant and Citizen Directors from three years to two years with a renewal term of two years. (Section 6.8 of the Amended and Restated Shareholder Direction.)
- (4) Section 3.06 Re-Election. Addition of the maximum of four two years terms with respect to the re-election of Tenant and Citizen Directors. (Section 6.8.3 of the Amended and Restated Shareholder Direction).
- (5) Section 3.11 Vice- Chair. Addition of the election of a Vice-Chair. (Section 6.6 of the Amended and Restated Shareholder Direction.)
- (6) Section 3.12 Removal. Addition of the removal of a Director by the Shareholder for failure to attend three or more consecutive meetings of the Board or its Committees without the approval of the Board, and ceasing to meet the eligibility criteria in the Public Appointments Policy. (Section 5.6 of the Amended and Restated Shareholder Direction).

In addition, the following proposed amendments are suggested for clarity purposes only:

- (1) Section 3.01 Number of Directors. Amending minimum number of directors to one in accordance with By-Law No. 2A dated March 10, 2011.
- (2) Section 4.05 Notice of Meeting. Revised to include Committee meetings, and have included the option of waiving notice.
- (3) Section 8.01 (a) Indemnification. Revised to note that indemnification will only be provided in the event that such Director, officer or other person has acted honestly and in good faith with a view to the best interest of the corporation.

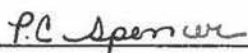
IMPLICATIONS AND RISKS:

A by-law is a continuing regulation on the business of the corporation. Generally, directors have the power to initiate a by-law by virtue of their power to manage or supervise the management of the business and affairs of the corporation, subject to any unanimous shareholder agreement (Section 115 of the Ontario *Business Corporations Act* ("OBCA")). According to Section 116 of the OBCA, unless the articles, the by-laws or a unanimous shareholder agreement otherwise provide, the directors may by resolution, make, amend or repeal any by-laws that regulate the business or affairs of a corporation. The directors shall submit to the shareholder at the next meeting of the shareholder any enactment, amendment or repeal of a by-law. The effective date of the enactment, amendment or repeal is the date of the resolution of the directors until it is confirmed or confirmed as amended by the shareholder. If the bylaw or an amendment or repeal of a by-law is rejected by the shareholder, or if the directors do not submit the bylaw, amendment or repeal to the shareholder, the by-law, amendment or repeal ceases to be effective on the date of such rejection or on the date of the meeting of the shareholder at which it should have been submitted, as the case may be.

Section 7.4.2 of the Amended and Restated Shareholder Direction to TCHC provides that the Board may by resolution make, amend or repeal any of its by-laws and the changes take effect at such time as the Board approves. Such changes shall be submitted to the City, as Shareholder, immediately upon approval by the Board for City Council approval. If City Council makes any amendments to any by-law passed by the Board, the amendments take effect when approved by City Council and are not retroactive, in accordance with Section 116 of the OBCA.

The next City Council meeting is scheduled on August 26, 2014 to receive the amendments to By-Law No. 2 if approved by the TCHC Board.

The proposed amendments to By-Law No. 2 as set out in Attachment 1 have been requested by the Shareholder, and the proposed process to amend the by-law is in line with the OBCA and the Amended and Restated Shareholder Direction. No specific risks are identified.



Pamela Spencer
General Counsel and Corporate Secretary

- Attachments:**
- 1: By-Law No. 2- Amendments
 - 2: City Council Decision- Council Item EX35.5 Amended and Restated Shareholder Direction to Toronto Community Housing Corporation with attached staff report (without attachments thereto)

Staff Contact: Marta Asturi.....416-981-4238
Legal Counsel and Assistant Corporate Secretary
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BY-LAW NO. 2

A by-law relating generally to the conduct of the business and affairs of

TORONTO COMMUNITY HOUSING CORPORATION (herein called the "Corporation")

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WHEREAS the Board of the Corporation enacted By-Law No. 2, a by-law relating generally to the conduct of the business and affairs of the Corporation with an effective date of October 3rd, 2001;

WHEREAS the Shareholder, by adoption of City Council Item CC6.1 at its March 9, 2011 Council meeting, resolved to amend the minimum number of directors contained in By-Law No.2 by enacting By-Law No. 2A to amend section 3.01;

WHEREAS the Shareholder, by adoption of City Council Item EX 35.5, approved an Amended and Restated Shareholder Direction at its November 13, 14, 15 and 18, 2013 Council meeting; and

WHEREAS the Shareholder, by adoption of City Council Item EX 35.5 at its November 13, 14, 15 and 18, 2013 Council meeting, requested the Board of the Corporation to amend its By-Law No. 2 to bring it into conformity with the Amended and Restated Shareholder Direction;

NOW THEREFORE the Board of the Corporation HEREBY ENACTS as follows:

1. INTERPRETATION

1.01 In this by-law, unless the context otherwise requires:

Amended: July 14, 2014

- (a) "Act" means the *Business Corporations Act* of the Province of Ontario together with the regulations made pursuant thereto and any statute or regulations that may be substituted thereof, as amended from time to time;
- (b) "Board" means the Corporation's Board of Directors;
- (c) "Citizen" means with respect to a Board member or a candidate for such membership an individual who is not a member of Council or a Tenant of the Corporation and is not related to whether an individual is a Canadian citizen;
- (d) "City" means the City of Toronto incorporated by the *City of Toronto Act, 1997*;
- (e) "City Clerk" means the City Clerk of the City from time to time;
- (f) "Corporation" means this Corporation;
- (g) "Council" means the council of the City;
- (h) "Director" means a director of the Corporation;
- (i) "Minister" means the Minister of Municipal Affairs and Housing or such other member of the Executive Council as may be assigned the administration of the *HSA* under the *Executive Council Act*;
- (j) "notice" means written or electronic notice;
- (k) "person" means an individual, a corporation, the Crown, a municipality, an agency, a board, a commission or any other entity;
- (l) "recorded address" means in the case of the Shareholder, its address as recorded in the shareholders' register and in the case of a Director, officer, auditor or member of a committee of the Board, such person's latest address recorded in the records of the Corporation;
- (m) "Shareholder" means the City;
- (n) "Shareholder Direction" means the Amended and Restated Shareholder Direction signed November 29, 2013, relating to the Corporation, as adopted by City Council in Item EX 35.5 at its November 13, 14, 15 and 18, 2013 Council meeting, being a written declaration by the Shareholder made in accordance with subsection 108(3) of the Act and referred to in the Act as a unanimous shareholder agreement, as amended by the Shareholder from time to time; and
- (o) "*HSA*" shall mean the *Housing Services Act, 2011* of the Province of Ontario, together with the regulations made pursuant thereto and any statute or regulations that may be substituted therefor, as amended from time to time.
- (p) "Tenants" means the tenants of the Corporation, as defined in the *Residential Tenancies Act, 2006* as amended from time to time.

- 1.02 In this by-law where the context requires, words importing the singular include the plural and vice versa and words importing gender include all genders.
- 1.03 Save as aforesaid, all the words and terms appearing in this by-law shall have the same definitions and application as in the Act.
- 1.04 In the event of a conflict between the provisions of this by-law and any other by-law of the Corporation except a by-law amending or repealing all or any part of this by-law, the provisions of this by-law shall prevail.

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- 1.05 The provisions of this by-law are expressly made subject to the provisions of the Shareholder Direction, the Act and the *HSA*.
- 1.06 In the event of any conflict or inconsistency, then the provisions of the Shareholder Direction, the Act or the *HSA*, as the case may be, shall prevail over the conflicting provisions of this by-law, but in all other respects this by-law shall remain in full force and effect.

2. REGISTERED OFFICE AND SEAL

- 2.01 The registered office of the Corporation shall be such location in the City as the Board may from time to time decide by resolution.
- 2.02 The Corporation may have a corporate seal which shall be adopted, and may be changed, by resolution of the Board.

3. DIRECTORS

- 3.01 **Number of Directors** - Except insofar as stipulated to the contrary in the Corporation's constating Articles as same may be amended from time to time, the Corporation shall have a minimum of One (1) Director and a maximum of Thirteen (13) Directors as determined by the most recent special resolution passed by the Shareholder in that behalf in accordance with the Act or as determined by such provisions of the Act as may otherwise be applicable.

3.02

Composition of the Board

The composition of the Board of Directors will be determined by the Shareholder from time to time, and will reflect the composition noted in the Shareholder Direction.

- 3.03 **Qualification** - No person shall be qualified for election as a Director if he or she:

- (a) is less than 18 years of age;
- (b) of unsound mind and has been so found by a court in Canada or elsewhere;
- (c) has the status of a bankrupt;
- (d) is neither a resident Canadian nor a lawful landed immigrant in Canada;
- (e) neither resides in the City nor is the owner or tenant of land in the City.

3.04 Term of Office

- (1) The term of office of the first Directors to constitute a 13-member Board shall continue until December 31, 2003.

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- (2) Directors serve at the pleasure of the Shareholder and the term of any Director will be set by the Shareholder at the time of appointment.
- (3) Subject to Clause (2), the term of office of each Director shall be as follows:
 - (a) The term for Members of Council appointed to the Board shall be twenty-four months. Incumbent Councillor Directors may be reappointed as the Shareholder may determine.
 - (b) The term for Citizen and Tenant Directors shall be two years, with a renewal term of two years for a total of four years without a formal recruitment process. Where any Citizen or Tenant Director has served for two consecutive two year terms the Shareholder shall proceed with a formal recruitment process prior to reappointment. Citizen and Tenant Directors may serve a maximum of four two year terms.

3.05 Continued Term of Office

Notwithstanding subsection 3.04, a Director shall remain in office until a successor is appointed, unless such Director has been removed from office, resigns, or is deemed to have resigned pursuant to subsection 3.08.

3.06 Re-Election

- (1) A Director may be re-elected or re-appointed at the expiration of his or her term of office.
- (2) Each Director who is a Citizen or a Tenant may serve a maximum of four two year terms.

3.07 **Resignation** - A Director may resign from office upon giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

3.08 Deemed Resignation

- (1) Any Director:
 - (a) described in clause 3.04(3)(a) who ceases to be a member of the Council;
 - (b) who is a Tenant described in clause 3.04(3)(b) and who ceases to be a residential tenant of the Corporation;
 - (c) who fails to meet the qualifications set out in subsection 3.03,

shall be deemed simultaneously to have submitted to the Board of Directors a resignation

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from office.

- (2) Paragraph (1) does not apply to a councillor whose term of municipal office has expired prior to the appointment of his or her successor, in cases where the councillor has not sought re-election or who was not re-elected.

3.09 Vacancies - If a vacancy occurs in a Director's office:

- (a) any vacancy shall be filled by the Shareholder as soon as is reasonably possible;
- (b) any person appointed to fill such vacancy by the Shareholder shall be a member of the category among those specified in clauses 3.02 (1) (a), (b) and (c) to which the person's predecessor belonged and shall hold office for the unexpired term of that predecessor.

3.10 Chair

- (1) The Chair shall be a Director and preside at meetings and may perform any other duties assigned by the Board.
- (2) The Chair shall be appointed by Council from among the Directors and shall hold such office until the cessation of such person's office as a Director.
- (3) In the event that such Chair resigns or the office otherwise becomes vacant during such term, Council shall appoint a replacement to hold office until the expiration of the original term, or Council may authorize the Board to fill such vacancy.
- (4) In the event that Council has not appointed a replacement or otherwise authorized the Board to fill the vacancy as set out in subsection 3.10(3) above within a reasonable period of time after the vacancy occurs, then the Board shall be deemed to be authorized to fill such vacancy as if Council had so authorized until the expiration of the original term, or until Council takes action under subsection 3.10(3), whichever is later.

3.11 Vice- Chair

- (1) The Vice-Chair shall be a Director and act as the Chair in the absence of the Chair;
- (2) The Vice-Chair shall be appointed by the Board from among the Directors.

3.12 Removal

- (1) The Shareholder may, by ordinary resolution passed at an annual or special meeting, remove any Director or Directors from office before the expiration of the applicable term(s) and may elect any person in any such Director's place for the

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remainder of the term, provided that such person shall be a member of the category specified in subsection 3.02 to which the person's predecessor belonged.

- (2) Without limiting the discretion of the Shareholder to remove any Director from office at any time, any of the following matters may give rise to the removal of a Director from office:
- (a) breach of the Director's obligations under the *Act*, the *HSA* or the Shareholder Direction;
 - (b) conflict of interest that cannot be resolved in any other manner satisfactory to the Board;
 - (c) engagement in activities that are deemed by the Board to have an adverse impact on the Director's duties as a Board member;
 - (d) ceasing to meet the eligibility criteria of a Board member as described in subsection 3.03 above and in the Public Appointments Policy; and
 - (e) failure to attend three or more consecutive meetings of the Board or its Committees without the approval of the Board.

3.13 **Cessation of Office** - A Director ceases to hold office on death, actual or deemed resignation, or removal from office by the Shareholder, or becomes disqualified to serve as a Director.

3.14 **Action by the Board** - Subject to the Shareholder Direction, the Board shall have the full power and authority to manage and control the affairs and business of the Corporation.

4. MEETINGS OF DIRECTORS

4.01 Public Meetings

(1) Except as provided in clause (2) below, all meetings of the Board and its Committees shall be open to the public.

(2) A meeting or part of a meeting may be closed to the public if the subject matter being considered is,

- (i) the security of the property of the Corporation;
- (ii) personal matters about an identifiable individual, including an employee;
- (iii) a proposed or pending acquisition or disposition of land by the Corporation;
- (iv) labour relations or employee negotiations;
- (v) litigation or potential litigation, including matters before administrative tribunals, affecting the Corporation;
- (vi) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

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- (vii) any other matter City Council would be permitted to discuss at a meeting or part of a meeting that is closed to the public under *City of Toronto Act, 2006* or any other act; or
 - (viii) A request under the *Municipal Freedom of Information and Protection of Privacy Act*.
-
- 4.02 **Meetings by Telephone** - Where all the Directors present at or participating in the meeting have consented, any Director may participate in a meeting of the Board or of a Committee of the Board by means of conference telephone, electronic or other communications facilities to permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at the meeting. If the matter is to be considered in public in accordance with subsection 4.01 (1), at least one director must be present at the place appointed for the meeting.
 - 4.03 **Regular Meetings** - The Board shall at or prior to the beginning of each calendar year, set a schedule of regular meetings for that year and, subject to subsections 4.07 and 4.08 adhere thereto.
 - 4.04 **Special Meeting** - The Chair or any two Directors may convene a Special meeting of the Board at any time by giving formal notice thereof in accordance with subsection 4.05.
 - 4.05 **Place of Meetings** - Each meeting of the Board shall be held at such place in the Province of Ontario as the Board may by standing or specific direction require.
 - 4.06 **Notice of Meeting** - Notice of a meeting of the Board of Directors or Committee of the Board, along with any Agenda material, shall be delivered or sent by facsimile or other form of written transmission to each Director not less than 24 hours before the time at which the meeting is to take place, and shall set forth the time, place and matter to be dealt with thereat. No notice of a meeting will be necessary if all the Directors are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
 - 4.07 **Non-Attendance at Meetings** - Each Director shall make reasonable efforts to advise the Secretary as far in advance as possible of any meeting which such Director expects not to attend.
 - 4.08 **Notice of Cancellation/Rescheduling** - If the Secretary ascertains that there will apparently not be a quorum at a forthcoming regularly or specially scheduled meeting of the Board, the Secretary shall, in consultation with the Chair and the Chief Executive Officer, take appropriate steps to advise all Directors of the cancellation or rescheduling thereof.
 - 4.09 **Mandatory Rescheduling** - If a regularly scheduled meeting of the Board is cancelled pursuant to subsection 4.07 without being rescheduled, the next regularly scheduled meeting thereof shall not be cancelled without being rescheduled.

- 4.10 **Quorum** - The quorum for a meeting of the Board shall be a majority of the total number of all Directors, presently sitting on the Board not including any vacancies that have yet to be filled.
- 4.11 **Chair** - The Chair of any meeting of the Board shall be:
- (a) the Chair; or
 - (b) if the Chair is not available, the Vice-Chair; or
 - (c) if the Chair and the Vice-Chair are not available, another Director who is present at the meeting and selected by the Directors who are present.
- 4.12 **Votes to Govern** - At all meetings of the Board, each Director shall have one vote and every question shall be decided by a majority of votes cast on the question.
- 4.13 **Casting Vote** - In the case of an equality of votes on any question at a meeting of the Board, the Chair of the meeting shall be entitled to a second or casting vote.
- 4.14 **Resolution in Lieu of Meeting** - A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of Directors or Committee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors, provided that a copy of every such resolution shall be kept with the minutes of the proceedings of the Directors or Committee of Directors.
- 4.15 **Delegation**
- (1) Directors may appoint from their number a Committee of Directors and delegate to such Committee any of the powers of the Directors, subject to any limitations on the authority of such a Committee imposed by the Act.
 - (2) Unless otherwise determined by the Board, each Committee of Directors shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.
- 4.16 **Conflict of Interest - Disclosure of Interest in Contracts**
- (1) Every Director or officer of the Corporation who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or officer of or has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of the meeting of Directors the nature and extent of his or her interest at the time and in the manner required by the Act.

- (2) Any such contract or proposed contract shall be referred to the Board or Shareholder for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or the Shareholder, and a Director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by the Act.

4.17 **Compliance with Conflict Policies** - The Directors shall ensure that at all times the conflict of interest requirements imposed by the *HSA*, and/or by the Shareholder Direction, are complied with.

4.18 **Compliance with Confidentiality Policies** - The Directors shall ensure that at all times the confidentiality requirements imposed by the *Municipal Freedom of Information and Protection of Privacy Act* of the Province of Ontario together with the regulations made pursuant thereto and any statute or regulations that may be substituted therefor, as amended from time to time, and/or by the Shareholder Direction, are complied with.

5. REMUNERATION OF DIRECTORS

5.01 **Remuneration** - The remuneration payable to Directors, including those Directors who are also officers, shall be, subject to the Articles of the Corporation as amended from time to time, as authorized pursuant to the provisions of the Shareholder Direction.

6. OFFICERS AND PERSONNEL

6.01 Appointment

- (1) Subject to the Shareholder Direction, the Board shall from time to time appoint a Chief Executive Officer, a Secretary, a Treasurer, or a Secretary-Treasurer and may appoint a deputy Chief Executive Officer and such other officers as the Board may determine.
- (2) The Board may specify the duties of, and in accordance with this by-law, delegate to such officers powers to manage the business and affairs of the Corporation.

6.02 Terms and Remuneration

- (1) The terms of employment and remuneration of all officers elected or appointed by the Board, other than those who are Directors, shall be determined by resolution of the Board.
- (2) The Board shall also have the power to authorize the reimbursement of any Director or officer of the Corporation for reasonable expenses incurred in the performance of duties.

6.03 Chief Executive Officer

- (1) The Board shall appoint a Chief Executive Officer who shall be responsible for the general supervision of the day-to-day business and affairs of the Corporation and shall have such other powers and duties as the Board may specify.
- (2) In particular, but without restriction, the Chief Executive Officer:
 - (a) may engage, or arrange for the services of employees, agents and other personnel as may be required to perform such duties and exercise such powers as may be assigned to them by the Chief Executive Officer;
 - (b) **REPEALED** (replaced by By-law No. 3 of the Corporation cited as the "Financial Control By-law", approved by the Board of Directors and confirmed by the Shareholder).
 - (c) shall determine, in consultation with the Chair; the agenda for each meeting of the Board;
 - (d) shall have the duty to make recommendations to the Board respecting emerging policy questions which require its decision and to report action taken pursuant to the Chair's mandate, after the event, when no new policy question has arisen;
 - (e) when submitting written reports to the Board sign at the end thereof over the title "Chief Executive Officer".

6.04 Secretary - The Board shall from time to time appoint a Secretary, who shall:

- (a) attend all meetings of the Directors, and Committees of the Board and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings;
- (b) give or cause to be given, when instructed, notices required to be given to the Shareholder, Directors, auditor and members of Committees;
- (c) be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and
- (d) perform such other duties as may from time to time be prescribed by the Board.

6.05 Treasurer - The Board shall from time to time appoint a Treasurer, who shall:

- (a) keep, or cause to be kept, proper accounting records as required by the Act;

- (b) deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank accounts;
- (c) under the direction of the Board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation;
- (d) render to the Board, whenever required, an account of all his or her transactions as Treasurer and of the financial position of the Corporation; and
- (e) perform such other duties as may from time to time be prescribed by the Board.

6.06 Other Officers

- (1) The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.
- (2) Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

6.07 Conflict of Interest - An officer shall disclose his or her interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with subsections 4.15 and 4.16.

7. STANDARD OF CARE AND LIABILITY OF DIRECTORS AND OFFICERS

7.01 Standard of Care - Every Director and officer of the Corporation, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7.02 Limitation of Liability - Subject to subsection 7.01, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for any loss, damage or expense happening to the Corporation through the letting or subletting of land or premises owned or managed by the Corporation or through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency in the maintenance, repair or renovation of any building comprising the projects under the control of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person, firm or corporation with whom or which any monies, securities or effects of the Corporation shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation, or for any loss occasioned by any error of judgment or oversight on his or her part in the operation, management or administration of the housing projects under the control of the

Corporation, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own dishonesty, wilful neglect or wilful default, provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the *Act* or from liability for any breach of the *Act*.

8. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 8.01 **Indemnification** - The Corporation shall indemnify and save harmless every Director or officer of the Corporation, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- (a) all costs, charges and expenses which such Director, officer or other person sustains or incurs in respect of any action, suit or proceedings which are brought against him or her in respect of any act, deed or matter made, done or permitted by him or her, in respect of the execution of the duties of his or her office or in respect to any such liability, provided that such Director, officer or other person has acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (b) all other costs, charges and expenses which he or she sustains or incurs in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own dishonesty, wilful neglect or wilful default, provided that nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.
- 8.02 **Insurance** - The Corporation may purchase and maintain such insurance for the benefit of its Directors and officers as such, as the Board may from time to time determine.

9. MEETINGS OF SHAREHOLDER

- 9.01 **Meetings** - Any meeting of the Shareholder shall be held as part of a Council meeting.
- 9.02 **Requisite Material** - The written material requisite for any annual or other Shareholder's meeting shall be submitted to the City Clerk, and the inclusion of such material in the documentation distributed by the City Clerk to the members of the Council in connection with the meetings at which such documentation is to be considered, shall constitute the notice of such Shareholder's meeting.
- 9.03 **Adjournment** - The Council may adjourn any Shareholder's meeting from time to time.

10. SHARES AND TRANSFERS

- 10.01 **Share Issuance** - 1 Voting share in the Corporation in addition to those deemed under the *HSA* to have been issued to the Shareholder shall be issued except to the Shareholder.
- 10.02 **Restrictions on Share Transfers** - Except as provided in the *HSA*, the Shareholder of the Corporation shall not, without the prior written consent of the Minister, transfer or encumber its legal or beneficial ownership in shares in the capital of the Corporation, and the Corporation shall not, without the prior written consent of the Minister, permit, acquiesce in, approve, ratify, recognize or register any transfer or encumbrance of legal or beneficial ownership in shares in its capital.
- 10.03 **Restriction on Amalgamation** - Except as provided in the *HSA*, the Corporation shall not amalgamate with another corporation without the prior written consent of the Minister.
- 10.04 **Restriction on Voluntary Dissolution or Winding Up** - Except as provided in the *HSA* or in the Act, the Corporation shall not, without the prior written consent of the Minister, be voluntarily dissolved.
- 10.05 **Restriction on Securities** - Any invitation to the public to subscribe for securities of the Corporation is prohibited.
- 10.06 **Share Certificates**
- (1) Every holder of one or more shares of the Corporation is entitled, at the holder's option, to a share certificate, or to a non-transferable written acknowledgment of the holder's right to obtain a share certificate, stating the number and class or a series of shares held by the holder as shown in the records of the Corporation.
 - (2) Share certificates and acknowledgments of a shareholder's right to a share certificate shall be in such form as the Board shall from time to time approve.
 - (3) Any share certificate shall be signed in accordance with subsection 12.01 and need not be under the corporate seal.
- 10.07 **Replacement of Share Certificates** - The Directors may by resolution prescribe, either generally or in a particular case, the conditions upon which a new share certificate may be issued to replace a share certificate which has been defaced, lost, stolen or destroyed.

11. DIVIDENDS

- 11.01 The Directors of the Corporation shall not declare, and the Corporation shall not pay, any dividend on any issued share of the Corporation.
- 11.02 No part of the income of the Corporation shall be payable to or otherwise available for the personal benefit of any shareholder of the Corporation.

12. EXECUTION OF DOCUMENTS

12.01 Signing Officers

Deeds, transfers, assignments, contracts and obligations of the Corporation may be signed by the Chief Executive Officer or any other person designated by the Board.

Notwithstanding paragraph (1), the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligation or any class of deeds, transfers, contracts or obligations may be signed.

12.02 Seal - Any person authorized to sign any document may affix the corporate seal.

13. NOTICES

13.01 Giving Notice - The giving (including the sending, delivering or serving) of any notice (including any communication or other document) pursuant to the Act or to the Corporation's Articles or by-laws shall be sufficiently given if delivered personally or by facsimile to the intended recipient or to the intended recipient's recorded address, or, if mailed, by prepaid post.

13.02 Deemed Notice

- (1) Notice shall be deemed to have been given in the case of personal delivery or by facsimile at the time of such delivery or receipt of facsimile.
- (2) A prepaid mailed notice shall be deemed to have been received in the absence of a postal disruption, Five (5) Days after the mailing.

13.03 Omissions and Errors - The accidental omission to give any notice, or the non-receipt of any notice, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on the notice.

13.04 Waiver of Notice - Any person entitled to a notice may at any time in writing waive same or abridge the time for its delivery, and any such waiver, whether given before or after the conduct of the business to which the notice relates shall cure any default in the giving or timeliness of such notice.

14. BANKING AND FISCAL

14.01 Banking - The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board under such agreements, instructions, and delegation of powers, subject to subsection 12.01, as the Board may from time to time authorize.

- 14.02 **Signing of Cheques** - All cheques and other negotiable instruments for the payment of money shall be signed in such manner and by such officers or persons as the Board may from time to time designate.
- 14.03 **Electronic Fund Transfers** - All electronic fund transfers by the Corporation shall be authorized in such manner and by such officers or persons as the Board may from time to time designate.
- 14.04 **Financial Year** - The financial year of the Corporation shall terminate on the 31st day of December in each year.

15. REPEAL AND AMENDMENT

- 15.01 **Repeal/Amendment** - Subject to the Shareholder Direction, the Board may repeal or amend all or any part of this By-law.
- 15.02 By-Law No. 1 of the Corporation is repealed.

16. EFFECTIVE DATE

- 16.01 **Effective Date** - This By-Law shall come into force on the ____ day of _____, 2014.

BY-LAW NO. 2

A by-law relating generally to the conduct of the business and affairs of

TORONTO COMMUNITY HOUSING CORPORATION (herein called the "Corporation")

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WHEREAS the Board of the Corporation enacted By-Law No. 2, a by-law relating generally to the conduct of the business and affairs of the Corporation with an effective date of October 3rd, 2001;

WHEREAS the Shareholder, by adoption of City Council Item CC6.1 at its March 19, 2013 Council meeting, resolved to amend the minimum number of directors contained in By-Law No.2 by enacting By-Law No. 2A to amend section 3.01;

WHEREAS the Shareholder, by adoption of City Council Item EX 35.5, approved an Amended and Restated Shareholder Direction at its November 13, 14, 15 and 18, 2013 Council meeting;
and

WHEREAS the Shareholder, by adoption of City Council Item EX 35.5 at its November 13, 14, 15 and 18, 2013 Council meeting, requested the Board of the Corporation to amend its By-Law No. 2 to bring it into conformity with the Amended and Restated Shareholder Direction;

NOW THEREFORE the Board of the Corporation HEREBY ENACTS as follows:

~~BE IT ENACTED~~ as a by-law of the Corporation as follows:

1. INTERPRETATION

1.01 In this by-law, unless the context otherwise requires:

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- (a) "Act" means the *Business Corporations Act* of the Province of Ontario together with the regulations made pursuant thereto and any statute or regulations that may be substituted there~~offere~~, as amended from time to time;
- (b) "Board" means the Corporation's Board of Directors;
- (c) "Citizen" means with respect to a Board member or a candidate for such membership an individual who is not a member of Council or a Tenant of ~~TCH~~ the Corporation and is not related to whether an individual is a Canadian citizen;
- (~~e~~)(d) "City" means the City of Toronto incorporated by the *City of Toronto Act, 1997*;
- (~~d~~)(e) "City Clerk" means the City Clerk of the City from time to time;
- (~~e~~)(f) "Corporation" means this Corporation;
- (~~f~~)(g) "Council" means the council of the City;
- (~~g~~)(h) "Director" means a director of the Corporation;
- (~~h~~)(i) "Minister" means the Minister of Municipal Affairs and Housing or such other member of the Executive Council as may be assigned the administration of the ~~SHRAHSA~~ under the *Executive Council Act*;
- (~~j~~)(j) "notice" means written or electronic notice;
- (~~j~~)(k) "person" means an individual, a corporation, the Crown, a municipality, an agency, a board, a commission or any other entity;
- (~~k~~)(l) "recorded address" means in the case of the Shareholder, its address as recorded in the shareholders' register and in the case of a Director, officer, auditor or member of a committee of the Board, such person's latest address recorded in the records of the Corporation;
- (~~l~~)(m) "Shareholder" means the City;
- (n) "Shareholder Direction"~~s~~ means the Amended and Restated Shareholder Direction dated signed October 1, 2013 ~~November 29, 2013~~ ~~2004~~, relating to the Corporation, as adopted by City Council in Item EX 35.5 at its November 13, 14, 15 and 18, 2013 Council meeting, being a written declaration by the Shareholder made in accordance with subsection 108(3) of the Act and referred to in the Act as a unanimous shareholder agreement, as amended by the Shareholder from time to time; and
- (o) "~~SHRAHSA~~" shall mean the *Housing Services Act, 2011* ~~Social Housing Reform Act, 2000~~ of the Province of Ontario, together with the regulations made pursuant thereto and any statute or regulations that may be substituted there~~foreffer~~, as amended from time to time.
- (p) "Tenants" means the tenants of ~~TCH~~ the Corporation, as defined in the *Residential Tenancies Act, 2006* as amended from time to time.
- (~~m~~)

- 1.02 In this by-law where the context requires, words importing the singular include the plural and vice versa and words importing gender include ~~the masculine, feminine and neuter~~ all genders.
- 1.03 Save as aforesaid, all the words and terms appearing in this by-law shall have the same definitions and application as in the Act.

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- 1.04 In the event of a conflict between the provisions of this by-law and any other by-law of the Corporation except a by-law amending or repealing all or any part of this by-law, the provisions of this by-law shall prevail.
- 1.05 The provisions of this By-law are expressly made subject to the provisions of the Shareholder Direction, the Act and the SHRAHSA.
- 1.06 In the event of any conflict or inconsistency, then the provisions of the Shareholder Direction, the Act or the SHRAHSA, as the case may be, shall prevail over the conflicting provisions of this By-law, but in all other respects this By-law shall remain in full force and effect.

2. REGISTERED OFFICE AND SEAL

- 2.01 The registered office of the Corporation shall be such location in the City as the Board may from time to time decide by resolution.
- 2.02 The Corporation may have a corporate seal which shall be adopted, and may be changed, by resolution of the Board.

3. DIRECTORS

- 3.01 **Number of Directors** - Except insofar as stipulated to the contrary in the Corporation's constating Articles as same may be amended from time to time, the Corporation shall have a minimum of ~~Two~~ One (12) Directors and a maximum of Thirteen (13) Directors as determined by the most recent special resolution passed by the Shareholder in that behalf in accordance with the Act or as determined by such provisions of the Act as may otherwise be applicable. (Amended as per By Law No. 2A dated March 10, 2011)

Composition of the Board

The composition of the Board of Directors will be determined by the Shareholder from time to time and will reflect the composition noted in the Shareholder Direction.

If the number of Directors of the Corporation is Thirteen (13):

- 3.03 **Qualification** - No person shall be qualified for election as a Director if he or she:

- (a) is less than 18 years of age;
- (b) of unsound mind and has been so found by a court in Canada or elsewhere;
- (c) has the status of a bankrupt;
- (d) is neither a resident Canadian nor a lawful landed immigrant in Canada;
- (e) neither resides in the City nor is the owner or tenant of land in the City.

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3.04 Term of Office

- (1) The term of office of the first Directors to constitute a 13-member Board shall continue until December 31, 2003.
- (2) Directors serve at the pleasure of the Shareholder and the term of any Director will be set by the Shareholder at the time of appointment.
- ~~(2)(3)~~ Subject to Clause (2), the term of office of each Director shall be as follows: Except as stipulated in paragraph (1), the term of office of each Director shall be as follows:
 - (a) The term for Members of Council appointed to the Board shall be twenty-four months. Incumbent Councillor Directors may be reappointed as the Shareholder may determine.
 - (b) The term for Citizen and Tenant Directors shall be two years, with a renewal term of two years for a total of four years without a formal recruitment process. Where any Citizen or Tenant Director has served for two consecutive two year terms the Shareholder shall proceed with a formal recruitment process prior to reappointment. Citizen and Tenant Directors may serve a maximum of four two year terms.

for each Director described in clause 3.02(1)(a). EighteenTwenty Four (1824) Months;

3.05 Continued Term of Office

Notwithstanding subsection 3.04, a Director shall remain in office until a successor is appointed, unless such Director has been removed from office, resigns, or is deemed to have resigned pursuant to subsection 3.08.

3.06 Re-Election -

- (1) A Director may be re-elected or re-appointed at the expiration of his or her term of office.
- (2) Each Director described in clause 3.02(1)(b) and 3.02(1)(c) who is a Citizen or a Tenant may serve a maximum of four two year terms.

3-06

3.07 **Resignation** - A Director may resign from office upon giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

3.08 Deemed Resignation

- (1) Any Director:
 - (a) described in clause 3.04~~2~~¹³(a) who ceases to be a member of the Council;

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- (b) who is a Tenant described in clause 3.02~~4~~⁴³(b) and who ceases to be a residential tenant of the Corporation;

(c) who fails to meet the qualifications set out in subsection 3.03,

(e) shall be deemed simultaneously to have submitted to the Board of Directors a resignation from office.

- (2) Paragraph (1) does not apply to a councillor whose term of municipal office has expired prior to the appointment of his or her successor, in cases where the councillor has not sought re-election or who was not re-elected.

3.09 Vacancies - If a vacancy occurs in a Director's office:

- (a) any vacancy shall be filled by the Shareholder as soon as is reasonably possible;
- (b) any person appointed to fill such vacancy by the Shareholder shall be a member of the category among those specified in clauses 3.02~~(1)~~ (a), (b) and (c) to which the person's predecessor belonged and shall hold office for the unexpired term of that predecessor.

3.10 Chair

- (1) The Chair shall be a Director and preside at meetings and may perform any other duties assigned by the Board.
- (2) The Chair shall be appointed by Council from among the Directors and shall hold such office until the cessation of such person's office as a Director.
- (3) In the event that such Chair resigns or the office otherwise becomes vacant during such term, Council shall appoint a replacement to hold office until the expiration of the original term, or Council may authorize the Board to fill such vacancy.
- (4) In the event that Council has not appointed a replacement or otherwise authorized the Board to fill the vacancy as set out in subsection 3.10(3) above within a reasonable period of time after the vacancy occurs, then the Board shall be deemed to be authorized to fill such vacancy as if Council had so authorized until the expiration of the original term, or until Council takes action under subsection 3.10(3), whichever is later.

3.11 Vice-Chair

- (1) The Vice-Chair shall be a Director and act as the Chair in the absence of the Chair;
- (2) The Vice-Chair shall be appointed by the Board from among the Directors.

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3.113.12 **Removal**

- (1) The Shareholder may, by ordinary resolution passed at an annual or special meeting, remove any Director or Directors from office before the expiration of the applicable term(s) and may elect any person in any such Director's place for the remainder of the term, provided that such person shall be a member of the category specified in subsection 3.02 to which the person's predecessor belonged.
- (2) Without limiting the discretion of the Shareholder to remove any Director from office at any time, any of the following matters may give rise to the removal of a Director from office:
 - (a) breach of the Director's obligations under the *Act*, the *SHRAHSA* or the Shareholder Direction;
 - (b) conflict of interest that cannot be resolved in any other manner satisfactory to the Board;
 - (c) engagement in activities that are deemed by the Board to have an adverse impact on the Director's duties as a Board member;
 - (d) ceasing to meet the eligibility criteria of a Board member as described in subsection 3.03 above and in the Public Appointments Policy; and
 - ~~(d)~~(e) failure to attend three or more consecutive meetings of the Board or its Committees without the approval of the Board.

3.123.13 **Cessation of Office** - A Director ceases to hold office on death, actual or deemed resignation, or removal from office by the Shareholder, or becomes disqualified to serve as a Director.

3.133.14 **Action by the Board** - Subject to the Shareholder Direction, the Board shall have the full power and authority to manage and control the affairs and business of the Corporation.

4. MEETINGS OF DIRECTORS

4.01 **Public Meetings**

- (1) Except as provided in clause (2) below, all meetings of the Board and its Committees shall be open to the public.
- (2) A meeting or part of a meeting may be closed to the public if the subject matter being considered is:
 - (i) the security of the property of the Corporation;

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(ii) personal matters about an identifiable individual, including an employee;
(iii) a proposed or pending acquisition or disposition of land by the Corporation;
(iv) labour relations or employee negotiations;
(v) litigation or potential litigation, including matters before administrative tribunals, affecting the ~~City or the~~ Corporation;
(vi) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
(vii) any other matter City Council would be permitted to discuss at a meeting or part of a meeting that is closed to the public under *City of Toronto Act, 2006* or any other act; or
(viii) A request under the *Municipal Freedom of Information and Protection of Privacy Act*.

4.014.02 Meetings by Telephone - Where all the Directors present at or participating in the meeting have consented, any Director may participate in a meeting of the Board or of a Committee of the Board by means of conference telephone, electronic or other communications facilities to permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at the meeting. If the matter is to be considered in public in accordance with subsection 4.01 (1), at least one director must be present at the place appointed for the meeting.

4.024.03 Regular Meetings - The Board shall at or prior to the beginning of each calendar year, set a schedule of regular meetings for that year and, subject to subsections 4.07 and 4.08 adhere thereto.

4.034.04 Special Meeting - The Chair or any two Directors may convene a Special meeting of the Board at any time by giving formal notice thereof in accordance with subsection 4.05.

4.044.05 Place of Meetings - Each meeting of the Board shall be held at such place in the Province of Ontario as the Board may by standing or specific direction require.

4.054.06 Notice of Meeting - Notice of a meeting of the Board of Directors or Committee of the Board, along with any Agenda material, shall be delivered or sent by facsimile or other form of written transmission to each Director not less than 24 hours before the time at which the meeting is to take place, and shall set forth the time, place and matter to be dealt with thereat. No notice of a meeting will be necessary if all the Directors are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.064.07 Non-Attendance at Meetings - Each Director shall make reasonable efforts to advise the Secretary as far in advance as possible of any meeting which such Director expects not to attend.

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4.074.08 **Notice of Cancellation/Rescheduling** - If the Secretary ascertains that there will apparently not be a quorum at a forthcoming regularly or specially scheduled meeting of the Board, the Secretary shall, in consultation with the Chair and the Chief Executive Officer, take appropriate steps to advise all Directors of the cancellation or rescheduling thereof.

4.084.09 **Mandatory Rescheduling** - If a regularly scheduled meeting of the Board is cancelled pursuant to subsection 4.07 without being rescheduled, the next regularly scheduled meeting thereof shall not be cancelled without being rescheduled.

4.094.10 **Quorum** - The quorum for a meeting of the Board shall be a majority of the total number of all Directors, presently sitting on the Board not including any vacancies that have yet to be filled.

4.104.11 **Chair** - The Chair of any meeting of the Board shall be:

(a) the Chair; or

(b) if the Chair is not available, the Vice-Chair; or

~~(b)(c)~~ if the Chair and the Vice-Chair are not available, another Director who is present at the meeting and selected by the Directors who are present.

4.114.12 **Votes to Govern** - At all meetings of the Board, each Director shall have one vote and every question shall be decided by a majority of votes cast on the question.

4.124.13 **Casting Vote** - In the case of an equality of votes on any question at a meeting of the Board, the Chair of the meeting shall be entitled to a second or casting vote.

4.134.14 **Resolution in Lieu of Meeting** - A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of Directors or eCommittee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors, provided that a copy of every such resolution shall be kept with the minutes of the proceedings of the Directors or eCommittee of Directors.

4.144.15 **Delegation**

(1) Directors may appoint from their number a Committee of Directors and delegate to such Committee any of the powers of the Directors, subject to any limitations on the authority of such a Committee imposed by the Act.

(2) Unless otherwise determined by the Board, each Committee of Directors shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to regulate its procedure.

4.154.16 **Conflict of Interest - Disclosure of Interest in Contracts**

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- (1) Every Director or officer of the Corporation who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or officer of or has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of the meeting of Directors the nature and extent of his or her interest at the time and in the manner required by the Act.
- (2) Any such contract or proposed contract shall be referred to the Board or Shareholder for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or the Shareholder, and a Director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by the Act.

4.164.17 **Compliance with Conflict Policies** - The Directors shall ensure that at all times the conflict of interest requirements imposed by the *SHRAHSA*, and/or by the Shareholder Direction, are complied with.

4.174.18 **Compliance with Confidentiality Policies** - The Directors shall ensure that at all times the confidentiality requirements imposed by the *Municipal Freedom of Information and Protection of Privacy Act* of the Province of Ontario together with the regulations made pursuant thereto and any statute or regulations that may be substituted therefor, as amended from time to time, and/or by the Shareholder Direction, are complied with.

5. REMUNERATION OF DIRECTORS

5.01 Remuneration - The remuneration payable to Directors, including those Directors who are also officers, shall be, subject to the Articles of the Corporation as amended from time to time, as authorized pursuant to the provisions of the Shareholder Direction.

6. OFFICERS AND PERSONNEL

6.01 Appointment

- (1) Subject to the Shareholder Direction, the Board shall from time to time appoint a Chief Executive Officer, a Secretary, a Treasurer, or a Secretary-Treasurer and may appoint a deputy Chief Executive Officer and such other officers as the Board may determine.
- (2) The Board may specify the duties of, and in accordance with this by-law, delegate to such officers powers to manage the business and affairs of the Corporation.

6.02 Terms and Remuneration

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- (1) The terms of employment and remuneration of all officers elected or appointed by the Board, other than those who are Directors, shall be determined by resolution of the Board.
- (2) The Board shall also have the power to authorize the reimbursement of any Director or officer of the Corporation for reasonable expenses incurred in the performance of duties.

6.03 Chief Executive Officer

- (1) The Board shall appoint a Chief Executive Officer who shall be responsible for the general supervision of the day-to-day business and affairs of the Corporation and shall have such other powers and duties as the Board may specify.
- (2) In particular, but without restriction, the Chief Executive Officer:
 - (a) may engage, or arrange for the services of employees, agents and other personnel as may be required to perform such duties and exercise such powers as may be assigned to them by the Chief Executive Officer;
 - (b) **REPEALED** (replaced by By-law No. 3 of the Corporation cited as the "Financial Control By-law", approved by the Board of Directors and confirmed by the Shareholder).
 - (c) shall determine, in consultation with the Chair; the agenda for each meeting of the Board;
 - (d) shall have the duty to make recommendations to the Board respecting emerging policy questions which require its decision and to report action taken pursuant to the Chair's mandate, after the event, when no new policy question has arisen;
 - (e) when submitting written reports to the Board sign at the end thereof over the title "Chief Executive Officer".

6.04 Secretary - The Board shall from time to time appoint a Secretary, who shall:

- (a) attend all meetings of the Directors, and eCommittees of the Board and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings;
- (b) give or cause to be given, when instructed, notices required to be given to the Shareholder, Directors, auditor and members of eCommittees;

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- (c) be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and
- (d) perform such other duties as may from time to time be prescribed by the Board.

6.05 **Treasurer** - The Board shall from time to time appoint a Treasurer, who shall:

- (a) keep, or cause to be kept, proper accounting records as required by the Act;
- (b) deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank accounts;
- (c) under the direction of the Board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation;
- (d) render to the Board, whenever required, an account of all his or her transactions as Treasurer and of the financial position of the Corporation; and
- (e) perform such other duties as may from time to time be prescribed by the Board.

6.06 **Other Officers**

- (1) The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.
- (2) Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

6.07 **Conflict of Interest** - An officer shall disclose his or her interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with subsections 4.15 and 4.16.

7. STANDARD OF CARE AND LIABILITY OF DIRECTORS AND OFFICERS

7.01 **Standard of Care** - Every Director and officer of the Corporation, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7.02 **Limitation of Liability** - Subject to subsection 7.01, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for any loss, damage or expense happening to the Corporation through the letting or subletting of land or premises owned or managed by the Corporation or through the insufficiency or deficiency of title to any property acquired for or on behalf of the

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Corporation, or for the insufficiency or deficiency in the maintenance, repair or renovation of any building comprising the projects under the control of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person, firm or corporation with whom or which any monies, securities or effects of the Corporation shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation, or for any loss occasioned by any error of judgment or oversight on his or her part in the operation, management or administration of the housing projects under the control of the Corporation, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own dishonesty, wilful neglect or wilful default, provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the *Act* or from liability for any breach of the *Act*.

8. INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.01 **Indemnification** - The Corporation shall indemnify and save harmless every Director or officer of the Corporation, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses which such Director, officer ~~or~~ other person sustains or incurs in respect of any action, suit or proceedings which are brought against him ~~or her~~ in respect of any act, deed or matter made, done or permitted by him ~~or her~~, in respect of the execution of the duties of his or her office or in respect to any such liability, provided that such Director, officer or other person has acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own dishonesty, wilful neglect or wilful default, provided that nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

8.02 **Insurance** - The Corporation may purchase and maintain such insurance for the benefit of its Directors and officers as such, as the Board may from time to time determine.

9. MEETINGS OF SHAREHOLDER

9.01 **Meetings** - Any meeting of the Shareholder shall be held as part of a Council meeting.

9.02 **Requisite Material** - The written material requisite for any annual or other Shareholder's meeting shall be submitted to the City Clerk, and the inclusion of such material in the

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documentation distributed by the City Clerk to the members of the Council in connection with the meetings at which such documentation is to be considered, shall constitute the notice of such Shareholder's meeting.

9.03 **Adjournment** - The Council may adjourn any Shareholder's meeting from time to time.

10. SHARES AND TRANSFERS

10.01 **Share Issuance** - 1 Voting shares in the Corporation in addition to those deemed under the SHRAHSA to have been issued to the Shareholder shall be issued except to the Shareholder.

10.02 **Restrictions on Share Transfers** - Except as provided in the SHRAHSA, the Shareholder of the Corporation shall not, without the prior written consent of the Minister, transfer or encumber its legal or beneficial ownership in shares in the capital of the Corporation, and the Corporation shall not, without the prior written consent of the Minister, permit, acquiesce in, approve, ratify, recognize or register any transfer or encumbrance of legal or beneficial ownership in shares in its capital.

10.03 **Restriction on Amalgamation** - Except as provided in the SHRAHSA, the Corporation shall not amalgamate with another corporation without the prior written consent of the Minister.

10.04 **Restriction on Voluntary Dissolution or Winding Up** - Except as provided in the SHRAHSA or in the Act, the Corporation shall not, without the prior written consent of the Minister, be voluntarily dissolved.

10.05 **Restriction on Securities** - Any invitation to the public to subscribe for securities of the Corporation is prohibited.

10.06 Share Certificates

- (1) Every holder of one or more shares of the Corporation is entitled, at the holder's option, to a share certificate, or to a non-transferable written acknowledgment of the holder's right to obtain a share certificate, stating the number and class or a series of shares held by the holder as shown in the records of the Corporation.
- (2) Share certificates and acknowledgments of a shareholder's right to a share certificate shall be in such form as the Board shall from time to time approve.
- (3) Any share certificate shall be signed in accordance with subsection 12.01 and need not be under the corporate seal.

10.07 **Replacement of Share Certificates** - The Directors may by resolution prescribe, either generally or in a particular case, the conditions upon which a new share certificate may be issued to replace a share certificate which has been defaced, lost, stolen or destroyed.

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11. DIVIDENDS

- 11.01 The Directors of the Corporation shall not declare, and the Corporation shall not pay, any dividend on any issued share of the Corporation.
- 11.02 No part of the income of the Corporation shall be payable to or otherwise available for the personal benefit of any shareholder of the Corporation.

12. EXECUTION OF DOCUMENTS

12.01 Signing Officers

Deeds, transfers, assignments, contracts and obligations of the Corporation may be signed by the Chief Executive Officer or any other person designated by the Board.

Notwithstanding paragraph (1), the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligation or any class of deeds, transfers, contracts or obligations may be signed.

- 12.02 **Seal** - Any person authorized to sign any document may affix the corporate seal.

13. NOTICES

- 13.01 **Giving Notice** - The giving (including the sending, delivering or serving) of any notice (including any communication or other document) pursuant to the Act or to the Corporation's Articles or by-laws shall be sufficiently given if delivered personally or by facsimile to the intended recipient or to the intended recipient's recorded address, or, if mailed, by prepaid post.

13.02 Deemed Notice

- (1) Notice shall be deemed to have been given in the case of personal delivery or by facsimile at the time of such delivery or receipt of facsimile.
- (2) A prepaid mailed notice shall be deemed to have been received in the absence of a postal disruption, Five (5) Days after the mailing.

- 13.03 **Omissions and Errors** - The accidental omission to give any notice, or the non-receipt of any notice, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on the notice.

- 13.04 **Waiver of Notice** - Any person entitled to a notice may at any time in writing waive same or abridge the time for its delivery, and any such waiver, whether given before or after the

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conduct of the business to which the notice relates shall cure any default in the giving or timeliness of such notice.

14. BANKING AND FISCAL

- 14.01 **Banking** - The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board under such agreements, instructions, and delegation of powers, subject to subsection 12.01, as the Board may from time to time authorize.
- 14.02 **Signing of Cheques** - All cheques and other negotiable instruments for the payment of money shall be signed in such manner and by such officers or persons as the Board may from time to time designate.
- 14.03 **Electronic Fund Transfers** - All electronic fund transfers by the Corporation shall be authorized in such manner and by such officers or persons as the Board may from time to time designate.
- 14.04 **Financial Year** - The financial year of the Corporation shall terminate on the 31st day of December in each year.

15. REPEAL AND AMENDMENT

- 15.01 **Repeal/Amendment** - Subject to the Shareholder Direction, the Board may repeal or amend all or any part of this By-law.
- 15.02 By-Law No. 1 of the Corporation is repealed.

16. EFFECTIVE DATE

- 16.01 **Effective Date** - This By-Law shall come into force on the 3rd day of October, 2004~~14~~.

Amended: July 14, 2014

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Attachment 2A

Tracking Status

- [City Council](#) adopted this item on November 13, 2013 with amendments.
- This item was considered by the [Executive Committee](#) on October 30, 2013 and adopted without amendment. It will be considered by City Council on November 13, 2013.

City Council consideration on November 13, 2013

EX35.5	ACTION	Amended		Ward:All
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Amended and Restated Shareholder Direction to Toronto Community Housing Corporation

City Council Decision

City Council on November 13, 14, 15 and 18, 2013, adopted the following:

1. City Council approve the Amended and Restated Shareholder Direction to Toronto Community Housing Corporation set out in Attachment 1 to the report (October 17, 2013) from the City Manager, with the Amended and Restated Shareholder Direction to Toronto Community Housing Corporation amended by adding a new Section 4.1(h) as follows:

4.1(h) work with Toronto Community Housing residents and the co-operative housing sector to develop options, protocols and a time line for the conversion of appropriate Toronto Community Housing buildings to self-managed housing co-operatives.
2. City Council request that the Board of Directors of Toronto Community Housing Corporation amend its By-law No. 2 to bring it into conformity with the Amended and Restated Shareholder Direction to Toronto Community Housing Corporation and submit the amended By-law to City Council for approval.
3. City Council direct the General Manager, Shelter, Support and Housing Administration to update the City's Operating Agreement with Toronto Community Housing Corporation to bring it into conformity with the Amended and Restated Shareholder Direction.

Background Information (Committee)

(October 16, 2013) Report from the City Manager on Amended and Restated Shareholder Direction to Toronto Community Housing Corporation

(<http://www.toronto.ca/legdocs/mmis/2013/ex/bgnd/backgroundfile-62785.pdf>)

(June 13, 2013) Attachment 1 - Recommended Amended and Restated Shareholder Direction to Toronto Community Housing Corporation

(<http://www.toronto.ca/legdocs/mmis/2013/ex/bgnd/backgroundfile-62826.pdf>)

(October 16, 2013) Attachment 2 - Summary Description of Amendments to the Current Shareholder Direction to Toronto Community Housing Corporation

(<http://www.toronto.ca/legdocs/mmis/2013/ex/bgrd/backgroundfile-62827.pdf>)

(June 13, 2013) Attachment 3 - Black-line Comparison Between Approved and Recommended Shareholder Directions to Toronto Community Housing Corporation

(<http://www.toronto.ca/legdocs/mmis/2013/ex/bgrd/backgroundfile-62828.pdf>)

(October 30, 2013) Presentation by the City Manager on Toronto Community Housing

(<http://www.toronto.ca/legdocs/mmis/2013/ex/bgrd/backgroundfile-63077.pdf>)

(October 16, 2013) Report from the City Manager on Amended and Restated Shareholder Direction to Toronto Community Housing Corporation - Notice of Pending Report

(<http://www.toronto.ca/legdocs/mmis/2013/ex/bgrd/backgroundfile-62872.pdf>)

Motions (City Council)

1 - Motion to Amend Item moved by Councillor Pam McConnell (Carried)

That:

1. City Council amend Executive Committee Recommendation 1 by adding the following words "with the Amended and Restated Shareholder Direction to Toronto Community Housing Corporation amended by adding a new Section 4.1(h) as follows:

4.1(h) work with Toronto Community Housing residents and the co-operative housing sector to develop options, protocols and a time line for the conversion of appropriate Toronto Community Housing buildings to self-managed housing co-operatives".

Vote (Amend Item)

Nov-13-2013 5:44 PM

Result: Carried	Majority Required - EX35.5 - McConnell - motion 1
Yes: 35	Maria Augimeri, Michelle Berardinetti, Shelley Carroll, Raymond Cho, Josh Colle, Gary Crawford, Janet Davis, Glenn De Baeremaeker, Mike Del Grande, Frank Di Giorgio, Sarah Doucette, John Filion, Paula Fletcher, Mary Fragedakis, Mark Grimes, Norman Kelly, Mike Layton, Chin Lee, Peter Leon, Giorgio Mammoliti, Josh Matlow, Pam McConnell, Mary-Margaret McMahon, Joe Mihevc, Peter Milczyn, Frances Nunziata (Chair), Cesar Palacio, James Pasternak, Gord Perks, Anthony Peruzza, Jaye Robinson, Karen Stintz, Michael Thompson, Adam Vaughan, Kristyn Wong-Tam
No: 0	
Absent: 10	Paul Ainslie, Ana Bailão, Vincent Crisanti, Doug Ford, Rob Ford, Gloria Lindsay Luby, Denzil Minnan-Wong, Ron Moeser, John Parker, David Shiner

Motion to Adopt Item as Amended (Carried)

Vote (Adopt Item as Amended)

Nov-13-2013 5:45 PM

Result: Carried	Majority Required - EX35.5 - Adopt the item as amended
Yes: 36	Maria Augimeri, Michelle Berardinetti, Shelley Carroll, Raymond Cho, Josh Colle, Gary Crawford, Janet Davis, Glenn De Baeremaeker, Mike Del Grande, Frank Di Giorgio, Sarah Doucette, John Filion, Paula Fletcher, Mary Fragedakis, Mark Grimes, Norman Kelly, Mike Layton, Chin Lee, Peter Leon, Giorgio Mammoliti, Josh Matlow, Pam McConnell, Mary-Margaret McMahon,

	Joe Mihevc, Peter Milczyn, Ron Moeser, Frances Nunziata (Chair), Cesar Palacio, James Pasternak, Gord Perks, Anthony Perruzza, Jaye Robinson, Karen Stintz, Michael Thompson, Adam Vaughan, Kristyn Wong-Tam
No: 0	
Absent: 9	Paul Ainslie, Ana Bailão, Vincent Crisanti, Doug Ford, Rob Ford, Gloria Lindsay Luby, Denzil Minnan-Wong, John Parker, David Shiner

Executive Committee consideration on October 30, 2013

Source: Toronto City Clerk at www.toronto.ca/council



STAFF REPORT ACTION REQUIRED

Amended and Restated Shareholder Direction to Toronto Community Housing Corporation

Date:	October 16, 2013
To:	Executive Committee
From:	City Manager
Wards:	City-wide
Reference Number:	

SUMMARY

This report recommends adoption of an Amended and Restated Shareholder Direction for Toronto Community Housing Corporation ("TCH") to remove outdated references, update reporting procedures, increase transparency and improve accountability of TCH.

This report recommends that City Council adopt the attached restated Shareholder Direction.

RECOMMENDATIONS

The City Manager recommends that:

1. City Council approve the Amended and Restated Shareholder Direction to Toronto Community Housing Corporation set out in Attachment 1 to this report;
2. City Council request that the Board of Directors of Toronto Community Housing Corporation amend its By-law No. 2 to bring it into conformity with the Amended and Restated Shareholder Direction to Toronto Community Housing Corporation and submit the amended By-law to City Council for approval; and
3. City Council direct that the General Manager of Shelter, Support and Housing Administration to update the City's Operating Agreement with Toronto Community Housing Corporation to bring it into conformity with the Amended and Restated Shareholder Direction.

Financial Impact

There are no financial implications resulting from implementation of the recommendations in this report.

The Deputy City Manager and Chief Financial Officer has reviewed this report and agrees with the financial impact information.

DECISION HISTORY

City Council adopted the Shareholder Direction to TCH at its meeting held on October 2, 3 and 4, 2001 through adoption of Clause 1 of Joint Policy and Finance/Community Services Report 1 at its meeting held on October 2, 3 and 4, 2001.

<http://www.toronto.ca/legdocs/2001/agendas/council/cc011002/pofl rpt/agendain.pdf>

On March 9, 2011, City Council adopted CC6.1 directing the City Manager to review the Shareholder Direction to ensure that adequate accountability mechanisms are in place and bring forward amendments for approval by Council.

<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2011.CC6.1>

At its meeting held on October 30, 31 and November 1, 2012, City Council adopted Item EX23.4 entitled “Putting People First, Transforming Toronto Community Housing – Special Housing Working Group’s Report” (“Bailão Committee Report”) and directed that a number of amendments be made to the Shareholder Direction with the view of transforming TCH into an organization of excellence and responsive customer service.

<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2012.EX23.4>

At its meeting held on June 11, 12 and 13, 2013, City Council adopted, as amended Item CC36.5 “Housing at Risk: An Investigation into the Toronto community Housing Corporation’s Eviction of Seniors on the Basis of Rental Arrears”, a report by the City’s Ombudsman, and directed that amendments be made to the Shareholder Direction regarding a whistle blower protection policy and the languages in which TCH communicates with its tenants.

<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2013.CC36.5>

ISSUE BACKGROUND

At its meeting held on June 26-28, 2001, City Council adopted, as amended, Clause No. 1 of Report No. 9 of the Policy and Finance Committee which approved the transfer of the assets and operations of the Toronto Housing Company to the Metro Toronto Housing Corporation (MTHC). MTHC was the local housing corporation created by the Provincial government under the *Social Housing Reform Act, 2000 (SHRA)* to implement the transfer of responsibility for the former Metropolitan Toronto Housing Authority to the City. Council directed that MTHC be renamed the Toronto Community Housing Corporation.

At that time, Council directed the Acting Chief Administrative Officer and the City Solicitor to develop a Shareholder Direction to the TCH Board of Directors, in consultation with a Political Reference Group, the Acting Commissioner of Community and Neighbourhood Services, representatives of tenants, employees and bargaining agents, and a number of other stakeholders. The shareholder direction to TCH was adopted, as amended, by City Council at its meeting of October 2, 3 and 4, 2001.

COMMENTS

The City is the owner and sole Shareholder of TCH. The City is also the Provincially designated Service Manager for social housing programs in the City pursuant to the *Housing Services Act, 2011*.

TCH is the largest social housing provider in Toronto and is subject to regulation as a landowner and landlord by the City and the Province in this role. The City is also the planning and land use regulator and has a determinative role regarding the design, development and use of lands owned by TCH. Finally, the City provides operating subsidies to TCH to ensure the provision of rent-geared-to-income housing, subject to Provincial regulations.

The Amended and Restated Shareholder Direction to Toronto Community Housing Corporation is Attachment 1 to this report. A summary of the recommended changes to the existing Shareholder Direction to TCH is appended as Attachment 2, and a black-lined comparison showing changes between the current and recommended Shareholder Directions is appended as Attachment 3.

The revised document updates definitions, removes outdated references to past events, modernizes and enhances TCH's reporting requirements, increases transparency and accountability, and implements recent Council decisions such as requiring the annual reporting of executive compensation and a whistle blower protection policy.

The following provides highlights of key amendments to the Shareholder Direction. The specific revisions clarify or modernize requirements, such as by deleted obsolete references to past events, and enhance accountability measures. Clarifications in the revised document include:

Shareholder Principles

- requiring that TCH conduct its affairs and govern its operations in accordance with rules, policies, directives or objectives directed by City Council (s-s. 3.1.1);
- adding new principles to establish policies for the management of financial risk, directing material compliance with all applicable laws and requiring TCH to seek out methods to operate as efficiently as possible, including consideration of reviews of programs, services and processes and opportunities to share services with other providers (s-s. 3.1.2 (b), (d) and (i));

- maintaining previous direction that the Board of TCH is responsible for employing its own staff and maintaining its assets in good repair in accordance with law (s-s. 3.1.2 (f) and (h));
- providing that TCH will consult with tenants through an efficient and effective tenant participation system on issues and policies that will have an impact on service levels, and communicate such policies and policy changes to all tenants (s-s. 3.1.2 (m));
- implementing a recommendation of the Special Housing Working Group report directing TCH to provide responsive customer service (s-s. 3.1.2 (o));

Mandate

- providing a revised mandate for TCH as the provision of affordable and subsidized rental housing, in a state of good repair, to low and moderate income households in Toronto (s. 4.1);
- permitting TCH to undertake additional activities in support of its mandate including the development of new affordable and subsidized rental housing and the revitalization and redevelopment of TCH lands and buildings in partnership with the City, other orders of government and other parties where considered appropriate by Council (s. 4.1);
- setting out requirements for the governance of subsidiaries and joint ventures (s. 4.2 and 4.3);

Board of Directors

- adding a new requirement that TCH board meetings be open to the public (s. 5.2);

Board Structure

- advising TCH that in naming Directors, the City, as Shareholder, will give due regard to the provisions of the Public Appointments Policy, the retention of incumbent Board members to provide institutional memory, and the qualifications of individual candidates to ensure the board collectively represents a range of relevant skills, knowledge and experience (s-s. 6.2.1);
- requiring that at least one Director has financial management expertise to implement the direction of City Council in its decision regarding Item EX4.7 (2011) (s-s. 6.2.2);

Shareholder Matters

- providing for governance, financial and program liaison with the City through the offices of the City Manager, City CFO and City General Manager, Shelter, Support and Housing Administration Division, respectively (s-s. 7.2);

Accountability

- re-titling TCH's Community Management Plan as its Business Plan and defining it to include long term business strategies, key multi-year targets, performance indicators and operating and capital financial plans (s-s 10.1.1);
- requiring that TCH will provide an annual report to the City within 120 days of its year end including discussion of its achievement of financial and service targets and providing explanations for variances between targets and results (s-s. 10.2.1);
- requiring that TCH's annual report discuss initiatives to provide responsive customer service, its tenant engagement activities, information on the disposition and uses of funds provided to TCH by the City and the status of the sale of any of its properties and the impacts on tenants or communities resulting from such sales as recommended by the report of the Special Housing Working Group (Item EX23.4 (2012)) (s-s. 10.2.1 (d), (e), (k) and (l));
- providing that TCH's business plan be prepared every four years and be updated and submitted to the City annually so that it may be included in the City's financial planning process (s-s. 10.1.3);

Employment, Procurement and Related Matters

- requiring that all procurement activities use tendering processes, adhere to procurement best practices, policies and procedures and are managed in an open and transparent manner (s. 12.2);

Emergency Human Services Planning and Response

- requiring that the leadership of emergency human services response in emergencies involving the displacement of tenants be the City Office of Emergency Management according to Council's Emergency Human Services Policy.

CONTACT

Joe Borowiec, Strategic and Corporate Policy Division

Tel: 416-397-9110; Fax: 416-696-3645; email: jborowie@toronto.ca

SIGNATURE

Joseph P. Pennachetti
City Manager

ATTACHMENTS

- Attachment 1: Recommended Amended and Restated Shareholder Direction to Toronto Community Housing Corporation
- Attachment 2: Summary Description of Amendments to the Current Shareholder Direction to Toronto Community Housing Corporation
- Attachment 3: Black-line Comparison Between Approved and Recommended Shareholder Directions to Toronto Community Housing Corporation