

**Toronto Seniors Housing Corporation**  
Board of Directors Meeting

**Meeting Date:** April 29, 2025

**Topic:** TSHC Annual General Meeting and 2024 Audited Financial Statements

**Item Number:** 12

**To:** Board of Directors

**From:** Tom Hunter, Chief Executive Officer

**Date of Report:** April 22, 2025

**Purpose:** For approval to meet requirements under the Business Corporations Act (Ontario) and the Shareholder Direction from the City of Toronto.

**Recommendation:**

The Chief Executive Officer recommends that:

1. The Board arrange with the City Clerk to call the Annual General Meeting of the Shareholder for Toronto Seniors Housing Corporation during the portion of the City Council meeting at which these recommendations are considered, and recommends that City Council:

- a. receive the Board-approved "Toronto Seniors Housing Corporation 2024 Annual Report";
- b. receive the Board-approved "Toronto Seniors Housing Corporation 2024 Audited Financial Statements";

c. acting as shareholder of the corporation dispense with the requirement to appoint an auditor for the current financial year during this annual general meeting pursuant to section 149(2) of the Business Corporations Act.

d. receive the Toronto Seniors Housing Corporation's 2024 executive compensation disclosure forming Attachment 1 to this Report;

2. The Board recommends that City Council receive the Financial Impact section regarding known and anticipated financial outlooks and impacts (current and future years) for Toronto Seniors Housing Corporation, forming Attachment 2 to this Report.

3. The Board authorizes the Chief Executive Officer, on behalf of the Board, to submit the Board's recommendations and materials identified in Recommendations 1 and 2, once approved by the Board at its meeting of April 29, 2025, to the City Clerk for consideration by Executive Committee and City Council.

**Reason for Recommendation:**

Issue Background

Subsection 94(1) of the Business Corporations Act, Ontario (OBCA) requires that the directors of a corporation call an annual meeting of shareholders not later than fifteen months after holding the preceding annual meeting.

Subsection 154(1) of the OBCA requires that the Shareholder receive the Toronto Seniors Housing Corporation's (TSHC) audited consolidated financial statements and the Auditor's Report at the annual meeting of the Shareholder.

Section 149(2) of the OBCA requires that the TSHC Shareholder at each annual meeting appoint one or more auditors to hold office until the close of the next annual meeting and allows the Shareholder to authorize the Auditor's fee for the service.

This year, the City's RFP for an external audit agreement for fiscal years 2025-2029 (inclusive) is going to the City's Audit Committee for approval on July 11th and then City Council on July 23-25th. In this report, the City, through an RFP process, chooses an Auditor for itself and all of the consolidated entities (including TSHC). There is a timing issue as this is the same Council cycle as TSHC's AGM.

To get around this issue, the auditor for TSHC will be appointed through the report on the City's RFP for an external audit agreement. This is permitted through Section 148 of the OBCA which states that: In respect of a financial year of a corporation, the corporation is exempt from the requirements of this Part (which encompasses s.149 above) regarding the appointment and duties of an auditor if,

- (a) the corporation is not an offering corporation; and
- (b) all of the shareholders consent in writing to the exemption in respect of that year.

TSHC is not an offering corporation and the City (as shareholder) will consent via a recommendation in the AGM report to an exemption under s. 149(2) to the requirement to appoint the auditor at the 2025 AGM meeting. The auditor to serve during 2025 will be appointed by the shareholder in the Audit Committee's report on the City's RFP for an external audit agreement.

This report recommends the Board recommend actions of City Council necessary to comply with the requirements of the Business Corporations Act (Ontario) (OBCA) for holding the Annual General Meeting (AGM) of the Shareholder of TSHC and the Shareholder Direction to TSHC, and has content consistent with staff reports to City Council. The report recommends that the Board recommends to Council (as Shareholder) that it treat part of its meeting as the TSHC AGM, receive TSHC's 2024 materials including its Annual Report, Audited Financial Statements, executive compensation disclosure for 2023 and a financial impact section, and dispense with the appointment of TSHC's auditor for 2024.

Section 10.3 of the City's Shareholder Direction to TSHC, issued in 2021, requires that TSHC prepare an annual report and disclose the annual compensation of its senior executives for Council consideration. City staff reports to City Council include a financial impact section. This report provides information on individual compensation of executive officers to be disclosed to the Shareholder in Attachment 1, and a financial impact section in Attachment 2.

### Decision History

At its meeting of April 29, 2025, the TSHC Board will have before it TSHC's Annual Report and Audited Financial Statements for approval.

On July 24, 2024, that portion of the City Council meeting where EX16.28 Toronto Seniors Housing Corporation - Annual General Meeting and 2023 Audited Financial Statements was approved by Council, was considered as the Annual General Meeting of the Shareholder for Toronto Seniors Housing Corporation.

<https://secure.toronto.ca/council/agenda-item.do?item=2024.EX16.28>

On July 19, 2023, that portion of the City Council meeting where EX6.22 Toronto Seniors Housing Corporation - Annual General Meeting and 2022 Audited Financial Statements was approved by Council, was considered as the Annual General Meeting of the Shareholder for Toronto Seniors Housing Corporation.

<https://secure.toronto.ca/council/agenda-item.do?item=2023.EX6.22>

On July 19, 2022, that portion of the City Council meeting where EX34.26 Toronto Seniors Housing Corporation - Annual General Meeting and 2021 Audited Financial Statements was approved by Council, was considered the inaugural Annual General Meeting of the Shareholder for Toronto Seniors Housing Corporation.

<https://secure.toronto.ca/council/agenda-item.do?item=2022.EX34.26>

On May 5, 2021, City Council directed the creation of TSHC and approval of a Shareholder Direction for the corporation.

<https://secure.toronto.ca/council/agenda-item.do?item=2021.EX23.4>

On July 11, 2012, City Council approved a requirement that Shareholder Directions for all wholly-owned City corporations be amended to require public disclosure to the extent permitted by law of individual executive compensation as part of the annual reporting to the Shareholder and where required obtain consent from executives.

<https://secure.toronto.ca/council/agenda-item.do?item=2012.EX21.19>

Tom Hunter

Chief Executive Officer

**List of Attachments:**

1. Attachment 1: Toronto Seniors Housing Corporation 2024 Executive Compensation Disclosure
2. Attachment 2: Financial Impact Section for Toronto Seniors Housing Corporation.

## Attachment 1: Toronto Seniors Housing Corporation 2024 Executive Compensation Disclosure

The Toronto Seniors Housing Corporation Board approved the executive compensation salary ranges contained in February 2024.

In keeping with shareholder direction, TSHC will report annually on senior executive compensation. The following table outlines senior executive compensation, as permitted by law, in 2024. In 2024, there were 5 executive positions.

<b>Name</b>	<b>Position</b>	<b>Compensation in 2023</b>	<b>Annual Benefits*</b>
Thomas Hunter	Chief Executive Officer	\$302,010.72	\$47,296.13
Grant Coffey	Director, Strategy & Business Management	\$210,227.66	\$6,694.45
Carol Francis	Director, People & Culture	\$188,325.56	\$27,218.36
Arlene Howells	Director, Engagement, Partnerships & Communications	\$204,905.00	\$30,258.85
Brad Priggen	Director, Operations	\$191,827.72	\$30,876.74

\*Includes employer contributions to pension plan, group health benefits, and taxable benefits.

## **Attachment 2: Financial Impact Section for Toronto Seniors Housing Corporation**

### **1. Summary of operations for the 2024 fiscal year.**

Toronto Seniors Housing Corporation (TSHC) operates as an affordable rental and social housing provider for low and moderate-income senior households as of June 1, 2022. TSHC and Toronto Community Housing Corporation (TCHC) also entered into a Transition Agreement to operate the 83 seniors' buildings owned by TCHC effective June 1, 2022. TCHC continues to support TSHC through a Service Delivery Agreement (SDA) for IT and back office administrative functions.

TSHC received subsidy from the City through TCHC of approximately \$43,660,873 in 2024 for operating and one-time subsidies to manage and operate the seniors' buildings.

### **2. Financial highlights.**

The Statement of Financial Position is comprised of Short-Term Accounts Receivable from TCHC of \$9,803,892 for the quarterly reconciliation with TCHC, 2023 deficit funding as part of the budget arrangement and Transition Agreement, and miscellaneous payables.

Long-Term Accounts Receivable from TCHC included \$4,015,051 due to the transfer of staff to TSHC on June 1, 2022 relating to post retirement obligations.

On the Accounts Payable, TSHC owes TCHC \$6,702,006, consisting of TSHC's surpluses for 2022 (\$1,443,725) and 2024 (\$5,224,955) years, as part of the Transition Agreement, and miscellaneous payables.

Revenue received from TCHC represents the revenue of the 83 seniors' buildings less operating expenses. Salaries and benefits included operations and corporate staff costs, professional services are mainly for professional and legal services, and Supplies and Other Operating Expenses are mainly for fees paid to TCHC in support of IT and back-office administration through the SDA.

TSHC has no material balance with the City of Toronto.

### **3. Any known or anticipated impacts to the City's Budget or financial position.**

There are no known or anticipated impacts to the City's Budget or financial position.



4. Any concerns with assets.

There are no concerns with the asset balances.

5. Any liability concerns.

There are no concerns with the liability balances.

6. Results of 2024 audit.

The auditor provided a “clean” audit opinion with no significant findings, adjustments or recommendations.

7. The future outlook.

TSHC continues to work with TCHC on refining the operations, budget allocation, and supporting the seniors’ buildings to contribute positively to the delivery of services to seniors as outlined in TSHC’s Strategic Directions.

TSHC will work with TCHC to update the Transition and Service Delivery Agreements (SDA) through the Joint Steering Committee.

TSHC will work with the City to secure sufficient cashflow, and other means to ensure adequate operating cashflow.