

TORONTO SENIORS HOUSING CORPORATION

Board of Directors Meeting Package

Date: August 11, 2021

Time: 3:30PM-5:00PM

Location: WebEx

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Supporting Documents (Attached)

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Toronto Seniors Housing Corporation BOARD OF DIRECTORS MEETING AGENDA

Date: August 11, 2021

Time: 3:30PM-5:00 PM

Location: Webex

#	Time	Description	Action	Supporting Documents	Presenter
1	3:30	Chair's Comments	Information	NA	Chair
2	3:35	Approval of Public Meeting Agenda	Approval	Agenda	Chair
3	3:37	Approval of Public Meeting Minutes of June 30, 2021	Approval	Public Meeting Minutes – June 30, 2021	Chair
4	3:39	Declarations of conflict of interest (Chair's Poll)	Declaration	Agenda	Chair
5	3:40	Motion to move into closed session	Approval	NA	Chair
6	3:44	Approval of Closed Session Meeting Agenda	Approval		Chair
7	3:46	Chair's Poll re: Conflict of Interest for Closed Session	Declaration	Agenda	Chair
8	3:47	<i>Confidential report dealing with matters that are not required to be disclosed under the Municipal Freedom of Information and Protection of Privacy Act, including but not limited to personal matters about identifiable individuals, a proposed or pending transaction with a third party, and recommendations of proposed policy or processes</i>	Approval	Agenda	Chair
9	3:57	Motion to move into public session	Approval		Chair
10	3:59	Motion to approve in camera decision	Approval		Chair

11	4:00	Transitional Lead's Report	Information	Verbal Report	Transitional Lead
12	4:15	TSHC 2021 Budget and Acceptance of Funds	Approval	2021 Budget	Transitional Lead
13	4:25	Approval of Interim Signing Authorities Policy	Approval	Interim Signing Authorities Policy	Transitional Lead
14	4:30	Approval of Banking Facilities/Banking Arrangements	Approval	NA	City Legal
15	4:40	Adoption of Deputations Policy		TCHC Deputations Policy	Transitional Lead
16	4:50	Approval of Legal Counsel/Corporate Secretary Recruitment Process			Chair/Transitional Lead
17	4:57	Revised Preliminary Work Plan	Informational	TSHC Preliminary Work Plan	Transitional Lead
18	5:00	Adjournment			Chair

Toronto Seniors Housing Corporation

Proposed 2021 Budget

Item 12

August 11, 2021

Board of Directors

Report: BD: 2021 09

To: Board of Directors

From: Michael Sherar, Transitional Lead

Date: August 11, 2021

PURPOSE:

The purpose of this report is to present a budget for TSHC for 2021.

RECOMMENDATION:

It is recommended that the Directors adopt the following resolution:

BE IT RESOLVED that the Directors receive the report and approve the Toronto Seniors Housing Corporation 2021 Budget.

REASONS FOR RECOMMENDATION:

City of Toronto has made allocations in 2021 to support the launch of TSHC. Expenses against this funding including items such as Board per diems, Board administration, are currently being paid through City of Toronto. Once TSHC banking, and interim signing authorities have been established it is intended that TSHC accept the allocations from City of Toronto based on a budget approved by TSHC Board and accepted by City of Toronto. In this way TSHC can begin to spend against the allocation from City of Toronto to support TSHC start-up activities including the recruitment of human resources for the TSHC transition team.

With the full transition to operations by TSHC, including the transfer of staff from TCHC not expected until sometime in 2022 it is expected that a further request for funds from City of Toronto for part of 2022 will be required to complete the transition work. TSHC staff will engage with City of Toronto staff through the normal City budget cycle to prepare a budget for this subsequent period which would be reviewed and approved by TSHC Board at a future meeting.

With input and review by City of Toronto staff, Transitional Lead has prepared the attached budget for review and approval by the Board.

SIGNATURE:

Michael Sherar, Transitional Lead and Chief Corporate Officer
Toronto Seniors Housing Corporation

Attachment 2: Toronto Seniors Housing Corporation 2021 Budget

Toronto Seniors Housing Corporation Interim Signing Authority

Item 13

August 11, 2021

Board of Directors Meeting

Report: BD: 2021 10

To: Board of Directors

From: Michael Sherar, Transitional Lead

Date: August 11, 2021

PURPOSE

The Toronto Seniors Housing Corporation requires interim authorities and responsibilities with respect to the commitment of funds and payment of accounts of the Toronto Senior Housing Corporation and other related matters. This report recommends an interim financial commitment and signing authority policy of the Corporation.

RECOMMENDATIONS:

It is recommended that the Directors approve the following resolution:

BE IT RESOLVED that:

The Board approve the interim financial commitment and signing authority policy.

RATIONALE FOR RECOMMENDATIONS

The Board of Directors (the "Board") of Toronto Seniors Housing Corporation (the "Corporation") enacted By-Law No. 1 related generally to the conduct of the business and affairs of the Corporation.

Section 12.01 confers certain authority to any two Board members to commit the Corporation contractually; and to any one officer, with such additional signatures or other restrictions that may be required in accordance with a Board-approved signing policy. All financial commitments in excess of \$100,000.00 require the approval of the Board of Directors.

It is recommended that the Board authorize interim authority to the Transitional Lead and Chief Corporate Officer to make certain financial commitments in accordance with the following financial commitment and signing authority policy.

SIGNATURES:

Michael Sherar, Transitional Lead and Chief Corporate Officer
Toronto Seniors Housing Corporation

Attachment 3: Toronto Senior Housing Corporation Interim Signing Authority Policy

Toronto Seniors Housing Corporation

Banking Arrangements

Item 14

August 11, 2021

Board of Directors Meeting

Report: BD: 2021 10

To: Board of Directors

From: Michael Smith, Solicitor, City of Toronto Legal Services

Date: August 11, 2021

PURPOSE

The Toronto Seniors Housing Corporation requires banking services, including a bank account, to conduct financial transactions necessary to organize and operate. This report recommends a Chartered Canadian bank be appointed to provide banking services to the Corporation.

RECOMMENDATIONS:

It is recommended that the Directors adopt the following resolution:

BE IT RESOLVED that:

- a) The Royal Bank of Canada is hereby appointed as the bank to the Toronto Seniors Housing Corporation;
- b) The Transitional Lead/Chief Corporate Officer may withdraw funds from accounts of the Corporation by way of cheque, wire payment instruction, pre-authorized debit authorization, or other order for the payment of money from accounts in an amount not exceeding \$50,000.00 in any one instance;
- c) Any two of the Chair of the Board of Directors, the Vice Chair of the Board of the Board of Directors and the Transitional Lead and Chief Corporate Officer may withdraw funds from accounts by way of cheque, wire payment

instruction, pre-authorized debit authorization, or other order for the payment of money from accounts in any amount exceeding \$50,000.00 in any one instance; and

d) Any two of the Chair of the Board of Directors, the Vice Chair of the Board of the Board of Directors and the Transitional Lead and Chief Corporate Officer are authorized and directed to execute and deliver to that Bank such agreements, certificates and other banking documents in their absolute discretion relating to products or services provided by that Bank that the Bank may reasonably require or they may consider to be necessary or advisable in order to operate one or more accounts with that Bank.

RATIONALE FOR RECOMMENDATIONS

The Toronto Seniors Housing Corporation requires banking services, including a bank account, to receive subsidy from the City of Toronto and to conduct financial transactions necessary to operate. At this point, banking services being sought are basic in nature and related to supporting transactions and record keeping.

The Royal Bank of Canada (RBC) is the City of Toronto's official bank. City of Toronto staff have been satisfied with the services provided by RBC to the City, and have met with RBC representatives to explore service offerings and application processes for the Corporation. RBC has offered the Corporation the same preferred banking rates as those of the City of Toronto. Banking fees are likely to constitute a relatively minor administrative cost to the Corporation. Further, RBC has offered to expedite the set-up process to enable the Corporation to conduct financial transactions.

Should the Board approve entering into an agreement with RBC, the Corporation's bank account will be set up to reflect the interim signing authorities approved by the Board.

SIGNATURES:

Michael Smith, City of Toronto Legal Services

Attachment 3: Toronto Senior Housing Corporation Interim Signing Authorities

Toronto Seniors Housing Corporation

Deputations Policy

Item 15

August 11, 2021

Board of Directors Meeting

Report: BD: 2021 12

To: Board of Directors

From: Michael Sherar, Transitional Lead

Date: August 11, 2021

PURPOSE

The Toronto Seniors Housing Corporation (“TSHC”) is required to have a deputation policy that provides for a process whereby stakeholders of the Corporation are able to make representation to the Board of the Corporation. This report recommends the Toronto Community Housing Corporation’s deputations policy be adopted in the interim until a TSHC specific policy is developed and approved by the Board of Directors.

RECOMMENDATIONS:

It is recommended that the Directors adopt the following resolution:

BE IT RESOLVED that

- a) The Board approve the adoption of the attached TCHC deputations policy for TSHC until a TSHC specific deputations policy is developed and brought to the Board for approval at a later time; and
- b) Management take necessary steps to give effect to the deputations policy, including informing all stakeholders of these procedures.

RATIONALE FOR RECOMMENDATIONS

As a new City of Toronto corporation, it is expected that TSHC adopt a deputations policy to allow for stakeholder input to the Board. Once operational, TSHC will need a deputations process and policy, similar to Toronto Community Housing Corporation (“TCHC”), to enable tenant and stakeholder input to the Board. Although TSHC will not have tenants until the transition of building operations to TCHC has occurred, stakeholders and future tenants may still wish to make deputations to the TSHC Board in advance of the transition. A commitment to transparency, and accountability by TSHC would be enabled by the early adoption of a deputations policy.

Drafting a deputations policy specific to TSHC will require significant time and consideration and so to expedite introduction, there should be consideration of using TCHC's existing deputations policy until a TSHC specific policy is developed and approved by the Board.

SIGNATURES:

Michael Sherar, Transitional Lead and Chief Corporate Officer
Toronto Seniors Housing Corporation

Attachment 4: Toronto Community Housing Corporation Deputations Policy

Toronto Seniors Housing Corporation Legal Counsel/Corporate Secretary Recruitment Process

Item 16

August 11, 2021

Board of Directors Meeting

Report: BD: 2021 13

To: Board of Directors

From: Michael Sherar, Transitional Lead

Date: August 11, 2021

PURPOSE

The Toronto Seniors Housing Corporation (“TSHC”) require legal services for a number of issues including:

- 1) Contractual Relationship with TCHC with respect to building leases and shared services
- 2) Internal TSHC investigations
- 3) Litigation concerning TSHC
- 4) Contracts with vendors/suppliers
- 5) Privacy issues

This report recommends the TSHC adopted a process for hiring a legal counsel/corporate secretary.

RECOMMENDATIONS:

It is recommended that the Directors adopt the following resolution:

BE IT RESOLVED that

- a) Management of the TSHC is hereby authorized and directed to take such steps are necessary or expedient to recruit for the position of a permanent in-house Legal Counsel/Corporate Secretary; and

b) A joint Board/Management panel consisting of the Transitional Lead/Chief Corporate Officer, Board Chair and Director Law be struck to carry out the recruitment for such position.

RATIONALE FOR RECOMMENDATIONS

Given the size and complexity of the TSHC operations, it is likely that the amount of work will be substantial, even beyond the initial start-up phase of the corporation. Also, TSHC will require in house Board support and a Corporate Secretary function (these functions are currently outsourced). These considerations lead to the potential for TSHC to recruit an in-house Counsel/Corporate secretary.

The Legal Counsel/Corporate Secretary commonly has a dual reporting relationship: To the Board regarding any litigation, investigations of the Chief Executive Officer (“CEO”), and corporate secretary functions for the Board. The position would also normally report to the CEO for operational matters such as contracts, privacy and investigations below the CEO level.

Given that the permanent CEO is not expected to be appointed for several months, other permanent executive team members for TSHC may await the CEO appointment so that the CEO can manage those recruitments. However, since the Legal Counsel/Corporate Secretary function reports to the Board as well as CEO, and due to the time sensitive nature of TSHC’s requirement to enter into contracts, enter into lease agreements and arrange for the transfer of employees from TCHC, it may be advantageous to TSHC to recruit a permanent Legal Counsel/Corporate Secretary as early as possible and before the new CEO is appointed. The alternative would be to recruit someone into a temporary role or to outsource these functions until after the permanent CEO is appointed.

Given that this position would have a dual reporting relationship to the Board and the CEO, it is recommended that there be a joint management/Board recruitment panel struck to oversee the recruitment. This panel would approve the job description, organize for job posting, shortlist and interview candidates, and make an offer of employment to a preferred candidate. Management would support the logistics of the recruitment process.

It is expected that this search can be carried out successfully without the assistance of a search firm. This will save money and likely expedite the recruitment.

SIGNATURES:

Michael Sherar, Transitional Lead and Chief Corporate Officer
Toronto Seniors Housing Corporation

Supporting Documents

Public Minutes

June 30, 2021

Attachment 1 – Item 3

Board of Directors

Toronto Senior Housing Corporation

The Board of Directors (“Board”) of the Toronto Senior Housing Corporation (“TSHC”) held its first public meeting on June 30, 2021 at 8:30 a.m. (EDT) via video conference. The meeting was recorded and subsequently posted to the City's website for TSHC.

Directors in Attendance:

Maureen Quigley (Chair)

Councillor Paul Ainslie

Lawrence D’Souza

Councillor Paula Fletcher

Linda Jackson

Warren Law

Carrie MacNeil

Jim Meeks

Brenda Parris

Chris Murray, ex-officio

City staff present:

Giuliana Carbone, Deputy City Manager, Community & Social Services

Emily Gaus, Project Manager, Tenants First - Social Development, Finance and Administration

Emma Helfand-Green, Management Consultant, Seniors Services – Seniors Services and Long-Term Care

Kevin Lee, Senior Corporate Management & Policy Consultant – City Manager’s Office

Jenn St. Louis, Manager, Tenants First – Social Development, Finance and Administration

June 30, 2021

Reema Patel, *Solicitor, Municipal Law – City of Toronto Legal Services Division*

Michael Smith, *Solicitor, Municipal Law – City of Toronto Legal Services Division*

Board Secretary present:

Monique Hutchins, *Managing Director – DSA Corporate Services Inc.*

CONSTITUTION AND NOTICE OF MEETING

Ms. Quigley served as Chair of the Meeting and Ms. Hutchins served as recording secretary.

All the Directors being present with notice of the Meeting being given, the Chair declared the Meeting to have been properly called and constituted for the transaction of business.

ITEM 1: CHAIR'S REMARKS

The Chair welcomed everyone to the inaugural Board meeting and noted the Acknowledgement of the Land. She outlined the Board's mandate and noted that following several years of planning, the formation of the TSHC was officially approved by City Council in May 2021. She expressed appreciation to the City of Toronto Council and staff and Toronto Community Housing Board and staff for their leadership and support in laying the foundation for the Toronto Seniors Housing Corporation. She noted that the public meeting was being recorded in order to post on the City's website for TSHC for public viewing. She asked that all attendees introduce themselves.

ITEM 2: APPROVAL OF PUBLIC MEETING AGENDA

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

Motion carried **UPON MOTION**, duly made by Mr. D’Souza, and seconded by Ms. Jackson, **IT WAS RESOLVED THAT** the public meeting agenda, as presented, is hereby approved.

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

Mr. Smith presented an overview of what constitutes a conflict of interest.

The Chair requested that members of the Board declare whether they were in conflict of interest, together with the nature of the interest, with any agenda item. In response to a question from Ms. Parris, Mr. Smith provided clarification on what was deemed a conflict of interest in regard to family relationships and outside of family relationships.

No conflicts were declared.

ITEM 4: FILED ARTICLES OF INCORPORATION

Ms. Patel provided a verbal presentation of the report (BD:2021-01)

Motion carried **UPON MOTION**, duly made by Ms. MacNeil and seconded by Councillor Fletcher, **IT WAS RESOLVED THAT** the Directors receive the report on the incorporation of the Toronto Seniors Housing Corporation and direct that the certified Articles of Incorporation be inserted into the Corporation's minute book.

June 30, 2021

ITEM 5: SHARE CERTIFICATE AND ISSUANCE OF SHARES

Mr. Smith provided a verbal presentation of the report (BD:2021-02)

Motion carried **UPON MOTION**, duly made by Mr. Law and seconded by Councillor Ainslie and unanimously carried, **IT WAS RESOLVED THAT:**

a) the form of share certificate, a specimen of which is attached hereto, is hereby approved and adopted as the form of certificate to evidence common shares of the Corporation;

b) any two of the Directors or Officers of the Corporation may sign all share certificates on behalf of the Corporation;

c) the subscription of the City of Toronto (the "Subscriber") for one hundred (100) common shares in the capital of the Corporation is hereby accepted; and

d) the Directors hereby fix the sum of \$1 as the aggregate consideration for the shares, respecting the issuance of the shares to the Subscriber, and hereby add such consideration to the stated capital account in respect of the shares.

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ITEM 6: ADOPTION OF GENERAL BY-LAW NO. 1

Mr. Smith provided a review of the report (BD:2021-03) with a PowerPoint presentation. He noted and provided an explanation of the proposed amendment to Article 8 of By-Law No. 1 arising from an earlier request by Mr. Law that a more comprehensive statement of indemnifications be considered.

June 30, 2021

Motion carried **UPON MOTION**, duly made by Mr. Law and seconded by Ms. Parris and unanimously carried, **IT WAS RESOLVED THAT:**

- a) Article 8 of By-Law No.1 be replaced with the attached text;

- b) By-Law No. 1 in the form which has been presented to the Directors, as amended in a), is hereby enacted as a By-Law of the Corporation; and

- c) The Chair is hereby authorized and directed to sign the said By-Law as so enacted as evidence of the foregoing and to insert the same into the front portion of the minute book of the Corporation.

ITEMS 7-11: CLOSED SESSION

Motion carried **UPON MOTION**, duly made by Mr. Law and seconded by Ms. Jackson and unanimously carried, **IT WAS RESOLVED THAT** the Board move into a closed session.

ITEM 12: MOTION TO APPROVE IN-CAMERA DECISION

Motion carried **UPON MOTION**, duly made by Mr. Law and seconded by Ms. MacNeil and unanimously carried, **IT WAS RESOLVED THAT:**

- a) the Directors acknowledge they have received the report of interviews conducted with the shortlist of candidates for the position of Transitional Lead and Chief Corporate Officer prepared by the Deputy City Manager, Community and Social Services, and have accepted the recommendation of a successful candidate;

June 30, 2021

b) the recommended successful candidate be appointed to the position of Transitional Lead and Chief Corporate Officer of the Corporation subject to the finalization of terms and conditions of employment;

c) the Directors delegate authority to the Chair to finalize the terms and conditions of employment with the recommended candidate;

d) the Chair be directed to advise the Shareholder of the Directors' decision to appoint a Transitional Lead and Chief Corporate Officer and work with City staff to arrange the terms and conditions, including remuneration, of the Transitional Lead and Chief Corporate Officer's employment with the Corporation; and

e) the personal information of the candidate received by the Board shall remain confidential as personal matters about an identifiable individual; and that the name of the appointed Transitional Lead and Chief Corporate Officer be announced when the terms and conditions of their employment are finalized,

ITEM 13: PROCESS TO SELECT VICE-CHAIR

The Chair reviewed the report regarding the process for selection of a Vice-Chair (BD:2021-05) including the criteria for the position. She also confirmed that the Vice-Chair does not automatically become Chair should the Chair vacate her position, as the Chair is appointed by Toronto City Council.

*Motion
carried*

UPON MOTION, duly made by Councillor Ainslie and seconded by Mr. Meeks, **IT WAS RESOLVED THAT** the Directors adopt the Vice-Chair Selection Process.

June 30, 2021

ITEM 14: FINANCIAL LETTER FROM DEPUTY CITY MANAGER

At the invitation of the Chair, Ms. St. Louis, on behalf of the Deputy City Manager, provided a review of the report (BD:2021-06) which outlined information on budget. She noted that City administration has prepared an interim budget for the balance of 2021 until the Transitional Lead has been hired, at which time the Transitional Lead would review and recommend a detailed budget to the Board of Directors for approval.

In response to a question from Mr. D'Souza, the Chair noted that the Board will be asked to establish a committee structure, policies and processes for ongoing approval and oversight of the Budget and other financial matters in the coming months.

Motion carried **UPON MOTION**, duly made by Mr. D'Souza and seconded by Ms. Parris, **IT WAS RESOLVED THAT** the Directors receive the report and attachments from the Deputy City Manager, Community and Social Services, for information.

ITEM 15: BOARD OF DIRECTORS PRELIMINARY WORK PLAN

In introducing this matter, the Chair advised that following the appointment of the Chief Corporate Officer and Transitional Lead, it will be their priority to develop a 12-month critical path and work plan for review and approval by the Board. In the meantime, at the invitation of the Chair, Ms. St. Louis, Manager, Tenants First, City of Toronto, provided a review of the preliminary work plan that was prepared by City staff for suggested activities to be completed by the September 28, 2021 Board meeting. (BD:2021-07). It is anticipated that this preliminary work plan will also be revised by the Chair and Transitional Lead.

June 30, 2021

In discussion, concern was expressed by Councillor Fletcher and Ms. Parris that it is the responsibility of the Board to select a search firm to support the Board in hiring a permanent Chief Executive Officer, supported by a Board Committee and the Transitional Lead. It was also noted that it is the responsibility of the Board in consultation with the Transitional Lead to select the Legal Counsel.

Councillor Ainslie inquired about the appointment of auditors and whether the City auditors would be utilized. Mr. Lee discussed the process of appointing an auditor and that it is the Corporation's responsibility to hire an auditor at this time, whether it be the City's auditor or another auditor.

*Motion
carried*

UPON MOTION, duly made by Councillor Fletcher and seconded by Ms. MacNeil, **IT WAS RESOLVED THAT** the work plan be amended to reflect that the selection of an executive search firm and the retention of legal counsel is the responsibility of the Board

UPON FURTHER MOTION, duly made by Councillor Fletcher and seconded by Ms. MacNeil, **IT WAS RESOLVED THAT** the Directors adopt the preliminary Work Plan as described in the report and amended at the Meeting.

Following approval of the preliminary work plan as amended, the Chair advised the Board that in preparation for the second Orientation session in September, she has requested the staff to include a briefing on two additional topics: the current TCHC Board committee structure and policies and the current TCHC processes and mechanisms for tenant engagement. In addition, she will be suggesting an approach to the orientation session to enable Directors to be more actively engaged and utilize Directors' knowledge and expertise.

In anticipation of discussion of TCHC Tenant engagement, Councillor Fletcher requested that the Board be provided with a report on the status of the current

June 30, 2021

TCHC Tenant Engagement System and Ms. Parris requested informal opportunities for Directors to become more familiar with the Seniors Housing portfolio.

ITEM 16: TERMINATION

Motion carried **UPON MOTION**, duly made by Mr. Meeks and seconded by Councillor Ainslie, **IT WAS RESOLVED THAT** the public meeting terminate at 10:10 a.m. (EDT).

Maureen A. Quigley, Chair
Board of Directors

Monique Hutchins, Secretary

Attachment 2 – Item 12

TSHC Transitional Budget - 2021

August 2021

TSHC Transitional Budget - 2021	
Board Remuneration (September - December 2021)	\$45,000
Board Secretariat	\$25,000
Transitional Lead (Salary plus costs)	\$155,000
Transition Team (Salaries plus costs)	\$200,000
CEO Recruitment Fees	\$125,000
Transitional Lead Recruitment Fees	\$95,000
Consultants (HR/Legal)	\$150,000
Expenses (Office, IT)	\$100,000
TOTAL	\$895,000

Attachment 3 – Item 13

Policy

Interim Financial Commitment and Signing Authority Policy

August 2021

Background

The Board of Directors (the "Board") of Toronto Seniors Housing Corporation (the "Corporation") enacted By-Law No. 1 related generally to the conduct of the business and affairs of the Corporation. Section 12.01 confers certain authority to any two Board members to commit the Corporation contractually; and to any one officer, with such additional signatures or other restrictions that may be required in accordance with a Board-approved signing policy;

It is recommended that the Board authorize interim authority to the Transitional Lead and Chief Corporate Officer to make certain financial commitments in accordance with the following financial commitment and signing authority policy.

Policy Statement

1. The Transitional Lead and Chief Corporate Officer may delegate spending authority to any management or staff member. In delegating spending authority, the Transitional Lead and Chief Corporate Officer shall formulate and maintain a current schedule specifying the delegation of financial signing authority within the Corporation, including commitment and payment authorities.
2. The Transitional Lead and Chief Corporate Officer, or their designate, may make a commitment, not exceeding \$50,000.00 in any one instance, provided that the funds have been provided in an operating budget or capital budget approved by the Board of Directors. Any such amount shall be inclusive of all taxes and related charges. "Commitment" means the entering into any contractual obligation including, without limitation, those relating to the purchase of goods, services or construction, partnering/community arrangements, joint ventures, banking documents, and debt, or any other document evidencing obligation to reflect a specific item in an operating budget or capital budget approved by the Board of Directors.
3. Subject to *Section 4* hereof, any two of the Chair of the Board of Directors, the Vice Chair of the Board of the Board of Directors and the Transitional Lead and Chief Corporate Officer, or their designate, may make a commitment, exceeding \$50,000.00 in any one instance, provided that the funds have been provided in

an operating budget or capital budget approved by the Board of Directors. Any such amount shall be inclusive of all taxes and related charges.

4. All financial commitments in excess of \$100,000.00 require the approval of the Board of Directors.
5. Notwithstanding the requirements of *Sections 2 and 3* above, the Transitional Lead and Chief Corporate Officer, or their designate, is delegated standing authority to pay routine, budgeted expenditures, including specific property management costs for utilities, taxes and mortgage principal and interest payments, as well as payroll and related benefits.
6. The Transitional Lead and Chief Corporate Officer shall have the authority to approve change purchase orders and contract amendments, as follows:
 - a. For contracts where the original contract value was in the Transitional Lead and Chief Corporate Officer's authority specified in *Section 2* above, at an amount less than 20% of the amount exceeding the authority specified in *Section 2*;
 - b. For contracts where the original contract value exceeded the Transitional Lead and Chief Corporate Officer's authority specified in *Section 2* above and was approved by the Board, at an amount less than 20% of the original contract amount.
7. No commitment shall be made, no debt shall be incurred, no expenditure shall be made and no account shall be paid by or on behalf of the Corporation, except with Board approval or in accordance with the provisions of this resolution.

Approvals

Policy Contact

Attachment 4 – Item 15
Policy

Interim Deputation Policy for Stakeholders

August 2021

Summary of Policy

This policy provides guidelines for using deputations as a means to further inform the Board of Directors of Toronto Seniors Housing Corporation on an item that is before them. The Policy confirms Toronto Seniors Housing Corporation's commitment to the consideration of stakeholder opinion and input.

Purpose

The purpose of this policy is to further enhance Toronto Seniors Housing Corporation's commitment to ensuring that tenants and staff have input on decisions that directly affect them. This policy sets out the framework for principles and guidelines for deputations to the Toronto Seniors Housing Corporation Board.

Application of Policy

This policy applies to tenants, staff and other stakeholders of Toronto Seniors Housing Corporation. This policy applies to matters that are on the public agenda of the Toronto Seniors Housing Corporation Board of Directors or Committees of the Board.

Policy Statement

Toronto Seniors Housing Corporation provides a range of mechanisms for stakeholder input in the development of key policies and corporate plans. Where stakeholders feel that their input has not been captured in the report before the Board, deputations provide an alternate method of input to the Committees of the Board and to the Board of Directors itself.

Principles of the Deputation Policy

- Commitment to open and transparent decision-making
- Access to decisions that impact stakeholders
- Policy-making processes that contribute to building partnerships with stakeholders
- Tenants and staff have input into decisions that directly affect them
- Respect for Toronto Seniors Housing Corporation values and policies
- Deputations benefit stakeholders, committee members and the Board

Policy Guidelines

- All items under consideration by the Board that have a direct impact on tenants and/or staff will have received input from those affected before recommendations are made to the committee or Board.
- Deputations may be made on all public agenda items at meetings of the Committees of the Board or the Board of Directors.
- Deputations to the Board should further the Director's understanding of the issue.
- Deputations are not a forum for debate between deputants and Directors, but are to be used as an opportunity for sharing information and clarifying issues.
- Reports to Committee and the Board will include information on the involvement of stakeholders including a summary of concerns/issues/support raised by stakeholders.
- Committee reports to the Board will clearly identify that deputations were received and the Committee Chair will record and inform the Board of:
 - the type of consultation undertaken, including stakeholder contributions through deputation at Committee meetings,
 - how stakeholder input affected the decision or recommendations.
 - written deputations will be appended to the meeting minutes.
- The Board will consider deputations in the context of the broader stakeholders input considered in the Board/Committee report and recommendations.
- Deputants are requested to inform the Board Secretary of their intent to depute one day in advance of the meeting in order that the Chair may confirm that the deputation is related to the recommendations before the Board/Committee.
- While it is preferred that deputants inform the Board Secretary of their intention to depute it is not a requirement, however stakeholders who wish to ensure that their concerns can be adequately addressed by Directors at the meeting may submit a written or alternate format* copy of their deputation at least 3 days ahead of the meeting in order to allow enough time for:
 1. the distribution of deputation materials to Board/Committee members for their review prior to the meeting
 2. information-gathering by the Board/Committee Chair and/or Board/Committee members
 3. briefing of Board/Committee members on the issues raised
 4. clarification of issues/concerns raised

**Alternative formats will be accepted in cases where accommodation for a disability is required*

- At the start of each public meeting the Chair will poll the attendees to identify those wishing to depute to public items on the agenda. Only those deputants who identify themselves through the Chair's poll, or who have informed the Board Secretary prior to the meeting of their intention to depute, will be heard when their item arises.
- Deputants may only depute once on the same item.
- The Chair will generally hold depositions to 5 minutes to ensure that all deputants have an opportunity to speak and Board/Committee members have the time and opportunity to ask questions or engage in discussion of key issues. In keeping with Toronto Seniors Housing Corporation values and policies, the Chair is responsible for ensuring that the behaviour of all parties to the process is respectful and is not damaging towards any tenant, stakeholder, Director or Toronto Seniors Housing Corporation staff.

Approvals

Policy Contact

TSHC – Preliminary Work Plan (Up to Sept 28, 2021 Board Meeting)

Toronto Seniors Housing Corporation Preliminary Work Plan		
Item	Interim Steps	Method for Approval
Appoint Officers (in Camera)	<ul style="list-style-type: none"> - Elect Vice-Chair 	Approval at August 11, 2021 Board meeting
Appoint Auditor	<ul style="list-style-type: none"> - City staff solicit proposals from auditors - Consultation with Transitional Lead - Negotiate engagement - Execute agreement 	Approval at September 28, 2021 Board Meeting
Banking Arrangements	<ul style="list-style-type: none"> - City staff to solicit proposals from banks 	Approval at August 11, 2021 Board meeting
Develop process for CEO Search	<ul style="list-style-type: none"> - Transitional Lead/Chief Corporate Officer to work with Chair to develop CEO recruitment process 	Approval at September 28, 2021 Board meeting
Directors and Officers Insurance	<ul style="list-style-type: none"> - Transitional Lead/Chief Corporate Officer work with City staff to develop recommendation for interim insurance 	Approval at September 28, 2021 Board meeting
Retain Legal Counsel for Toronto Seniors	<ul style="list-style-type: none"> - Transitional Lead/Chief Corporate Officer to work with Board committee in hiring general counsel for the Corporation 	Approval at August 11, 2021 Board meeting

Housing Corporation		
Develop Transition Workplan	- Transition Lead/Chief Corporate Officer to develop path to transition workplan	Approval at September 28, 2021 Board meeting

SIGNATURE:

Michael Sherar, Transitional Lead and Chief Corporate Officer