



## 2023 Board and Committee Meetings at City Hall

Item 10B

February 24, 2023

Board of Directors

**Report:** TCHC:2023-08

**To:** Board of Directors (the “Board”)

**From:** Governance, Communications and Human Resources Committee (“GCHRC”)

**Date:** January 30, 2023

### **PURPOSE:**

The purpose of this report is to seek the approval of the Board of Directors in connection with amendments to the Rules of Procedure with respect to the calling, place and proceedings of meetings of the Board and its Committees that relate specifically to the location of the meetings of the Board and its Committees.

### **RECOMMENDATION:**

It is recommended that the Board:

1. approve the amended the Board Meeting Procedures in the form set out in Attachment 1 to this report;
2. recommend that the Board approve the Board Meeting Procedures in the form set out in Attachment 1 to this report, and forward them to City Council for its consideration and recommended approval, as TCHC By-law #4; and
3. approve an amendment to the Board and Committee Meeting Schedule for 2023 by moving the Board meeting, scheduled for

December 7, 2023 to December 6, 2023, and recommend that the Board approve that amendment.

**GCHRC:**

This report was approved by the GCHRC on January 30, 2023.

**REASON FOR RECOMMENDATION:****Decision History**

At its meeting of September 29, 2022, the Board received an update on TCHC's activities relating to the City of Toronto's ModernTO program as requested in the July 28, 2022 motion presented to the Board. As part of that update, the Board was advised that Board and Committee meetings would, as part of the ModernTO program, be housed in the existing public meetings amenities at City Hall.

[Report TCHC:2022-68 "Update on ModernTO"  
Board meeting of September 29, 2022](#)

At its meeting of September 14, 2022, the GCHRC received, for its information, a report outlining the measures proposed to implement Hybrid Board and Committee meetings.

[Report GCHRC:2022-24 "Introduction of Hybrid Board and Committee Meetings"  
GCHRC meeting of September 14, 2022](#)

At its meeting of April 25, 2022, the Board approved TCHC's Board Meeting Procedures following a Deputation Consultation process through which former deputants to the Board and TCHC's Committees provided commentary on proposed Procedural Rules through three focus group sessions.

[Report TCHC:2022-26 "Board and Committee Meeting Rules of Procedure"  
Board meeting of April 25, 2022](#)

At its meeting of July 14, 2021, City Council approved a revised shareholder direction to the Toronto Community Housing Corporation. In part, the Shareholder Direction approved by Council, at that time, provided that:

- 5.2.2 The Board shall pass a by-law that includes procedures for governing the calling, place and proceedings of meetings of the Board and its committees. The Board shall seek approval from Council for the by-law.

[Item 2021.EX25.12 “Toronto Community Housing Corporation - Annual General Meeting and 2020 Audited Consolidated Financial Statements” City Council meeting of July 14, 15 and 16, 2021](#)

At its meeting of May 25, 2021, the GCHRC approved the principles set out in Report GCHRC:2021-22, as the basis for Rules of Procedure for the meetings of the TCHC’s Board.

[Report GCHRC:2021-22 “Board and Committee Meetings – Rules of Procedure” GCHRC meeting of May 25, 2021](#)

At its meeting of September 10, 2021, the GCHRC considered Report GCHRC:2021-34 and directed TCHC management to consult former deputants regarding changes that are proposed to the Board’s deputation procedure and bring forward the draft document to the next meeting of the Tenant Services Committee and thereafter to return to this Committee for its further consideration.

[Report GCHRC:2021-34 “Board and Committee Meetings – Rules of Procedure” GCHRC meeting of September 10, 2021](#)

As part of the September 14, 2022 report to GCHRC regarding the implementation of hybrid Board and Committee meetings, management advised that audio-video enhancement, costing \$75,000 to \$355,000, would be required in order to render the 931 Yonge Street conference room an acceptable hybrid meeting location. These measures would address the

need for web streaming/web casting, signal distribution equipment, table microphones and additional video camera equipment, acoustical improvements and a room reorientation. While management have considered alternative measures to address these issues, the use of the 931 Yonge Street conference room for hybrid meetings will have a cost impact. In light of the City's decision to discontinue the operation of 931 Yonge Street, as TCHC's head office, as part of the ModernTO initiative, TCHC has considered whether such expenditures are the best use of its resources.

In anticipation of the movement of Board and Committee meetings to City Hall as part of the ModernTO program, TCHC management has discussed, with City staff, the prospect of an earlier transition of TCHC Board and Committee meetings to City Hall.

City staff advise that it can *largely* accommodate the use of the City Hall Committee rooms for the meetings scheduled for 2023 of:

- the Board;
- the Building Investment, Finance and Audit Committee;
- the Governance, Communications and Human Resources Committee;
- and
- the Tenant Services Committee.

The use of City Hall Committee rooms for meetings of the Board and these Committees allows TCHC to limit improvements to 931 Yonge Street. The City Hall Committee rooms are fully accessible to support tenants attending these meetings either in person or virtually.

City staff have advised that there are three meetings scheduled for 2023 that it is unable to accommodate at the City Hall Committee rooms. These meetings are the meeting of the Tenant Services Committee meeting of July 13, 2023 and the Board meetings of July 26 and December 7, 2023. In light of this advice, TCHC is proposing to amend the Board meeting schedule, shifting the December 7 Board meeting to December 6, 2023. TCHC proposes, further, to conduct the July Board and TSC meetings, either virtually or from the 931 Yonge Street Conference room using alternative technology.

City staff have been consulted in relation to TCHC's requirements when conducting Board and Committee meetings and have advised that these requirements can be met.

The Rules of Procedure that the Board approved at its meeting of April 25, 2022 provide, in part, that:

- 3.2. In person Meetings are usually held at 931 Yonge St. in the main floor Boardroom, or any other location deemed suitable by the Board Secretary, with a regular start time of 9:30 a.m. for the Meeting's Public Session. Directors will be notified ahead of time in the event of any changes to the schedule, time and/or location of the Meeting.

As a consequence, a decision to relocate those meetings of the Board and its Committees to City Hall necessitates an amendment to the Board's Rules of Procedures. In addition changes are being proposed to the Rules of Procedure to respond to suggestions made through a deputation at the January 30 meeting of the Governance, Communications and Human Resources Committee. In order to avoid the need for future amendments, in the event that the start time or location for TCHC Board or Committee meetings changes, an amendment that does not fix the location of TCHC Board and Committee meetings to a single time or location is recommended. The following change to the Rules, reflected in Attachment 1 to this report, is proposed in this regard:

- 3.2. In person Meetings are conducted at a location deemed suitable by the Board Secretary. The meeting location is identified in the Annual Meeting Calendar established in accordance with Section 3.1. The proposed meeting start time is identified in the Meeting Agenda for each meeting, distributed in advance of the meeting in accordance with Section 11.2. Directors will be notified ahead of time in the event of any changes to the schedule, time and/or location of the Meeting. A Public Meeting may be delayed from the proposed start time when the In Camera portion of the meeting exceeds its scheduled duration. Where possible, notice of such a delay will be provided to the public.

Additional changes to Sections 5.2, 15.1, 17.6 and 17.11 of the Rules of Procedure are reflected in Attachment 1 to this Report, reflecting comments

received by GCHRC, at its meeting of January 30, 2023, through a deputation.

**SIGNATURE:**

*“Darragh Meagher”*

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Darragh Meagher  
General Counsel & Corporate Secretary

**ATTACHMENTS:**

1. Amended Toronto Community Housing Corporation Procedures By-law **(Updated from January 30, 2023 GCHRC Meeting)**
2. Amended 2023 Board and Committee Meeting Schedule

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