



Annual General Meeting Process for TCHC and its Subsidiaries

Item 2F

April 25, 2022

Board of Directors

Report: TCHC:2022-18

To: Board of Directors (the “Board”)

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

Date: April 5, 2022

PURPOSE:

The purpose of this report is to review the process for the Annual General Meeting (“AGM”) for Toronto Community Housing (“TCHC”) and its subsidiaries.

RECOMMENDATIONS:

It is recommended that the Board approve this report and the following recommendations:

1. Authorize the President and Chief Executive Officer of designate to represent the sole shareholder, Toronto Community Housing Corporation, and conduct annual meetings of the shareholder via written resolution in the form attached as Appendix 1 for the following subsidiaries that are wholly-owned by TCHC:
 - (a) 2001064 Ontario Inc.;
 - (b) Access Housing Connections Inc.;
 - (c) Alexandra Park Development Corporation;
 - (d) Allenbury Gardens Development Corporation;
 - (e) Leslie Nyemark Development Corporation;

- (f) Railway Lands Development Corporation;
 - (g) Regent Park Development Corporation;
 - (h) Toronto Affordable Housing Fund; and
 - (i) Toronto Community Housing Enterprises Inc.; and
2. Authorize the President and Chief Executive Officer and the General Counsel and Corporate Secretary, and their respective designates, to take all actions and execute all necessary documents to implement the above recommendations.

GCHRC

This report was received and approved by the GCHRC on April 20, 2022.

REASONS FOR RECOMMENDATIONS:

In accordance with its Charter, the GCHRC fulfills its purpose, in part, by carrying out the following responsibilities:

1. Reviewing with Management the procedures of the Annual General Meeting, and reporting and making recommendations to the Board on such matters; and
2. Recommending to the Board in consultation with Committee Chairs the appointment of directors of any subsidiary or joint venture, and annually reviewing the governance structures of all subsidiaries and joint ventures, including the procedures for any Annual General Meetings in accordance with applicable subsidiary board policies, and reporting and making recommendations to the Board on such matters.

TCHC's AGM is conducted as part of the City of Toronto's (the "City") Council meetings. In order to satisfy the requirements for an AGM, the City Manager, the Deputy City Manager and the Chief Financial Officer bring a report to City Council, through its Executive Committee, addressing the matters required to be dealt with at an AGM, with the recommendation that the portion of the City Council meeting at which the report is considered be treated as TCHC's AGM.

The report requesting the AGM will likely be brought to the Executive Committee on July 12, 2022 and TCHC's AGM will likely be scheduled to take place the July 19 to 20, 2022 City Council meeting. The following items will be discussed at TCHC's AGM:

1. TCHC's 2021 Consolidated Audited Financial Statements;
2. Appointment of TCHC's auditor for the next fiscal year;
3. 2021 Annual Report; and
4. TCHC's Letter to the Shareholder.

TCHC has established the nine wholly-owned subsidiaries noted above in the Recommendations section.

To fulfill its obligation of holding an AGM pursuant to section 94 of the *Business Corporations Act* ("BCA"), the subsidiary board must first meet and approve the corporation's financial statements for the fiscal year ended December 31, 2021. Once financial statements are approved by the subsidiary board, an AGM can be convened. TCHC, through its Board of Directors, can conduct the AGM by written resolution if permitted by the subsidiaries' bylaws. According to section 104 of the *BCA*, a resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of the shareholders is as valid as if it had been passed at a meeting of the shareholders.

The agenda for the subsidiaries' AGMs consists of the following (pursuant to section 96(5) of the *BCA*):

1. Receipt and presentation of annual financial statements and auditor's report;
2. Appointment of auditor; and
3. Election of directors.

IMPLICATIONS AND RISKS:

Under the *BCA*, corporations are required to hold an AGM. Failure to hold an AGM would result in non-compliance with the *BCA*.

SIGNATURE:

“Darragh Meagher”

Darragh Meagher
General Counsel & Corporate Secretary

ATTACHMENT:

1. Form of Signed Resolution in Lieu of Shareholders' Meeting

STAFF CONTACT:

Darragh Meagher, General Counsel & Corporate Secretary
416-981-4241
Darragh.Meagher@torontohousing.ca