



Board and Committee Meetings – Rules of Procedure

Item 4

September 10, 2021

Governance, Communications and Human Resources Committee

Report: GCHRC:2021-34

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

From: General Counsel & Corporate Secretary

Date: September 1, 2021

PURPOSE:

The purpose of this report is consult the GCHRC in connection with the creation of Toronto Community Housing’s (“TCHC”) By-law #4 to establish the rules of procedure with respect to the calling, place and proceedings of meetings of TCHC’s Board of Directors (the “Board”) and its Committees.

RECOMMENDATIONS:

It is recommended that the GCHRC provide comments and direction regarding the creation of Rules of Procedure for the Toronto Community Housing Corporation’s Board of Directors.

REASONS FOR RECOMMENDATIONS:

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.

<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2021.EX25.12>

At its meeting of May 25, 2021, the Governance, Communications and Human Resources Committee approved the principles set out in Report GCHRC:2021-22, as the basis for Rules of Procedure for the meetings of the Toronto Community Housing Corporation's Board of Directors.

<https://www.torontohousing.ca/events/Documents/GCHRC/2021%20GCHRC/GCHRC%20May%2025/Item%205%20-%20Board%20and%20Committee%20Meetings-Rules%20of%20Procedure%20w%20attachment.pdf>

Those overarching principles, reflected in the Toronto Parking Authority's Rules of Procedure are that:

- The majority of Directors have the right to decide;
- The minority of Directors have the right to be heard;
- All Directors have the right to information to help make decisions, unless otherwise prevented by law;
- Directors have a right to an efficient Meeting;
- All Directors have the right to be treated with respect and courtesy; and
- All Directors have equal rights, privileges, and obligations

The attachment to this report is provided to the Governance, Communications and Human Resources Committee for its input. Its provisions are in line with prior Board practice and the procedures bylaws of other City Agencies.

IMPLICATIONS AND RISKS:

In accordance with the GCHRC Charter, the GCHRC is tasked with:

- Overseeing the design, implementation, and reporting of corporate governance guidelines and procedures, monitoring best practices in corporate governance, and reporting and making recommendations to the Board on such matters; and
- Monitoring the effectiveness of Board and Committee meeting procedures and meeting materials and reporting and making recommendations to the Board on such matters.

It is good governance practice and in compliance with the GCHRC Charter to establish Board and Committee meeting procedures to govern how the work of the Board and its Committees is carried out.

SIGNATURE:

“Darragh Meagher”

Darragh Meagher
General Counsel & Corporate Secretary

ATTACHMENT:

1. Draft Toronto Community Housing Corporation Procedures By-law

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Board of Directors Meeting Procedures

<<Date>>

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Definitions

- 1.1. **Board or Board of Directors** – Means the Board of Directors of the Toronto Community Housing Corporation.
- 1.2. **Board Chair** - Chair of Board of Directors, appointed by City Council.
- 1.3. **Board Secretary** - The General Counsel and Corporate Secretary or designate.
- 1.4. **Board Vice Chair** – Vice Chair of the Board of Directors, appointed by the Board of Directors.
- 1.5. **Chair** - The person presiding at a Meeting
- 1.6. **City** - City of Toronto.
- 1.7. **Committee** - A committee or sub-committee of the Board.
- 1.8. **Committee Chair** – Chair of a Board Committee, appointed by the Board
- 1.9. **Conflict of Interest** – A Conflict of Interest as defined by the Board of Directors’ Code of Ethics and Conduct
- 1.10. **Council** - The Council of the City of Toronto.
- 1.11. **Director** - a director of the Toronto Community Housing Corporation and a member of the Board.
- 1.12. **In Person Meeting** – A Board or Committee Meeting at which the majority of Directors attend in person.
- 1.13. **Meeting** - A Meeting of the Board or a Committee.

- 1.14. **Procedures By-law** - This By-law as amended from time to time.
- 1.15. **Quorum** - The number of Directors to be present at a Meeting to legally conduct business at the Meeting.
- 1.16. **Special Meeting** - A Board or Committee Meeting other than a regular Meeting, a continued Meeting, or a reconvened Meeting.
- 1.17. **Virtual Meeting** – A Board or Committee Meeting undertaken through conference, electronic or other communication facilities that permit all persons participating in the Meeting to communicate with each other, simultaneously and instantaneously

Guiding Principles

Guiding Principles

- 2.1. The following Directors' rights are the principles upon which the Procedures By-law is based:
 - 2.1.1. The majority of Directors have the right to decide;
 - 2.1.2. The minority of Directors have the right to be heard;
 - 2.1.3. All Directors have the right to information to help make decisions, unless otherwise prevented by law;
 - 2.1.4. Directors have a right to an efficient Meeting;
 - 2.1.5. All Directors have the right to be treated with respect and courtesy; and
 - 2.1.6. All Directors have equal rights, privileges, and obligations
- 2.2. If there is a conflict between two or more rules in this Procedures By-law, or if there is no specific rule on a matter, the Chair will rule. The Chair may consult with the Board Secretary, and use City of Toronto Municipal Code Chapter 27, Council Procedures, and the Board's practices and former decisions, including previous rulings, as aids in ruling.

Reference to City's Municipal Code provisions

Establishing an Annual Meeting Schedule

Schedule of Regular Board Meetings

3.1. At the beginning of each calendar year, the Board will set a schedule of regular Meetings for the year for the Board and for Committees of the Board. Generally there is one regularly scheduled Board Meeting every second month. Committee schedules generally occur during the months between scheduled Board Meetings but may vary depending on the nature of the Committee.

Meeting Location

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.

Virtual Meetings and Virtual Participation in In Person Meetings

Virtual Meetings Permitted

4.1. Meetings of the Board or of a Committee may occur by means of conference, electronic or other communication facilities that permit all persons participating in the Meeting to communicate with each other, simultaneously and instantaneously. Any Director participating in such a Meeting by such means is deemed to be present at the Meeting for all purposes including for the purpose of determining whether a quorum is present under Section *.

Virtual Attendance at In Person Meetings

4.2. If a majority of Directors present at or participating in an In Person Meeting have consented, a Director may be permitted to virtually participate in the Meeting, by means of such conference, electronic or other communication facilities.

Virtual Attendance includes attendance during closed session

4.3. Any Director participating in a Virtual Meeting or virtually participating in an In Person Meeting, shall be entitled to participate in any portion of the Meeting closed to the public in accordance with Section *.

Cancellation and Rescheduling of Meetings

Meeting cancelled if no Quorum

5.1. If no Quorum is present fifteen (15) minutes after the time appointed for a Meeting, the Board Secretary calls the roll

***Options if Agenda Item
Materials are not ready***

and records the names of the Directors present and the Meeting is adjourned until the next scheduled day of Meeting, the next regular Meeting, or at the call of the Board Chair in accordance with Section *.

- 5.2. Meetings may be cancelled, or the consideration of individual agenda items deferred, in the event that the materials related to agenda items are not ready. The Board Secretary, in consultation with the CEO and the Board Chair, shall take appropriate steps to advise all Directors of the cancellation and/or rescheduling of Meetings. Notice of change will also be posted on the Toronto Community Housing website and in Operating Unit offices.
- 5.3. If a regularly scheduled Meeting of the Board is cancelled without being rescheduled, the next regularly scheduled Meeting cannot be cancelled without being rescheduled.

***Effect of Cancellation of
Meeting on Subsequent
Meeting***

Special Meetings

Calling a Special Meeting

- 6.1. The Chair of, or a majority of Directors on, the Board or a Committee may convene a Special Meeting at any time by giving formal notice not less than 24 hours before the time of the Meeting. Written notice of a Special Meeting must be delivered to each Director on the Board or Committee in the same manner as is used to distribute the material for regularly scheduled Meetings. Notice of the Special Meeting, along with any agenda material must indicate the time, place, Meeting format and the matter to be dealt with at the Special Meeting.

***Calling a Special
Emergency Meeting***

- 6.2. Despite Section 6.1, the Board Chair may call a special emergency Meeting of the Board or Committee without giving notice as required under Section 6.1, whenever the Board Chair considers it necessary to do so, if:
- 6.2.1. All Directors are notified of the Meeting either personally, by e-mail, or by any other means necessary; and
- 6.2.2. A majority of Directors agree to the Meeting by giving written consent to the

Board Secretary personally before the beginning of the Meeting.

Scheduling Board Workshops

Board Workshops

- 7.1. Throughout the year there may be special Meetings of the Board called in order to provide the Board with the opportunity for a workshop. Workshops are generally held through development of the Community Management Plan to enable the Board to discuss the issues facing the organization and the strategic direction the Board wants to set for the organization. Other workshops may happen in response to governance needs or other matters as determined by the Board.

Meeting Attendance

Attendance

- 8.1. Each Director shall make reasonable efforts to advise the Board Secretary as far in advance as possible of any Meetings which they cannot or do not expect to attend.

Quorum

Quorum

- 9.1. A majority of the Board and its Committees will be quorum.

Impact of Conflict on Quorum

- 9.2. Certain provisions in the Municipal Conflict of Interest Act or the Board's Code of Conduct may disqualify a number of Directors from participating in a Meeting. If the result of the application of those provisions results in too few Directors for a Quorum, then two or more Directors may be considered a Quorum.

Loss of Quorum during Meeting

- 9.3. If, during a Meeting, a Quorum is not present for a period of fifteen (15) minutes, the Board Secretary will record the names of the Directors present and the Meeting will be adjourned until the next scheduled day of Meeting, the next regular Meeting, or at the call of the Board or Committee Chair in accordance with Section *, and the Meeting shall not continue on an informal basis.

Role of Chair

Chair of Meeting

- 10.1. The Chair of any Meeting of the Board shall be the Board Chair. If the Board Chair is not available,

Absence of Chair and Vice Chair

the Board Vice Chair shall serve in the place of the Board Chair.

- 10.2. In the absence of both the Chair and the Vice Chair for a period of fifteen (15) minutes after the appointed time of the Meeting, if a Quorum is present, the Board Secretary shall call the Meeting to order and preside over the appointment of one of the other Directors as Acting Chair to preside and discharge the duties of the Chair during the Meeting, and until the arrival of the Chair or Vice Chair.

Preparation of Meeting Materials

Agendas and Minutes

- 11.1. The Board Secretary shall establish agenda deadlines, prepare and publish and distributes the agenda for each regular Meeting of the Board and its Committees in accordance with the timeline set out in Section 11.2.

Distribution and Posting of Meeting Materials

- 11.2. The agenda and any other agenda material such as minutes and reports then available shall be delivered no less than seven (7) calendar days before the Meeting and Public agenda materials are also posted on the Toronto Community Housing website at that time. In the event that reports related to an Agenda Item are not available for distribution at that time, notice that the report will be distributed, prior to the Meeting, shall be included in the materials distributed at that time, and the report will be distributed separately, to all Directors, once it is available. In the event that Meeting materials have not be distributed to Directors on the Board or a Committee twenty-four (24) hours prior to the Meeting, the approval of a majority of the Board or Committee is required before the matter is considered.

Review of Meeting Agenda for Conflicts of Interest

Review of Agenda

- 12.1. Upon calling the Meeting of the Board or a Committee to order, the Chair will request Directors to identify any Conflicts of Interest in relation to any item on the agenda.

Canvassing Directors for "Holds"

- 12.2. The Chair will review each agenda item, providing Directors with an opportunity to "hold" an item for discussion or clarification. Any items which are not

Order of Consideration

'held' by a Director upon review of the agenda, are then voted on in whole and passed by the Board or Committee.

Alteration of Order

12.3. Unless otherwise decided by the Board or Committee, it considers the items on the agenda in the order in which they are listed on the agenda.

Agenda is Notice

12.4. The Board or Committee, without debate, may by a majority vote, make any alteration to the order of the business but may not delete any item from the agenda.

Adding Items to the Agenda

12.5. The published agenda for the Board or Committee Meeting is notice of all business included in that agenda subject to other notice provisions in this By-law and of any applicable legislation.

12.6. By majority vote of the Board or Committee, the Board Secretary shall add to the agenda new agenda business matters received after the agenda deadline for the Board Meeting.

Identifying Conflicts in the Meeting Minutes

Declaration of Conflict of Interest

13.1. Any Director having a Conflict of Interest shall request to have identified, in the minutes of the Meeting, the nature and extent of the Conflict of Interest.

Nature of Motions

Motions and Voting Procedure

14.1. A Director may make a motion on any Item on the Agenda that:

14.1.1. Affects the Meeting's procedures, as set out in the Procedures By-law; or

14.1.2. Takes action on the matter that is currently before the Board or Committee for debate.

Secunder not required

14.2. A motion does not require a seconder.

Motion must be within Committee jurisdiction

14.3. A motion relating to a matter not within the jurisdiction of the Board or Committee, as set out in its Charter, is out of order.

Debating motions to defer and refer***Motion to defer requirements******Motion to refer requirements******Motion to adjourn*****Procedural Motions**

- 14.4. The Board or Committee may debate a motion to defer, or a motion to refer, only on the desirability of deferring or referring and the terms of the deferral or referral. The Board or Committee will not discuss the main motion or amendments until after it has voted on the motion to defer or refer.
- 14.5. A *motion to defer* shall include:
- 14.5.1. The time to which the matter is deferred, or a description of circumstances that cause the motion to be brought back; and
 - 14.5.2. An explanation of the motion's purpose.
- 14.6. A *motion to refer* shall include:
- 14.6.1. The name of the Committee, body, or Official to whom the motion is referred;
 - 14.6.2. The subject matter or question to be investigated; and
 - 14.6.3. The time period within which the matter will be reported back to the Board or Committee.
- 14.7. A *motion to adjourn* the Board or Committee Meeting shall always be in order except:
- 14.7.1. When another Director is speaking;
 - 14.7.2. When a vote has been called;
 - 14.7.3. When the Directors are voting; or
 - 14.7.4. When a Director has indicated to the Chair a desire to speak on the matter before the Board or Committee.
- 14.8. A motion to adjourn:
- 14.8.1. Is not debatable; and
 - 14.8.2. Cannot be amended.
- 14.9. A motion to adjourn is put to a vote immediately.

Motion to end debate

14.10. A Director who has the floor may make a motion to end debate on the matter currently under debate any time during debate.

14.11. A *motion to end debate* on an Item:

14.11.1. Is not debatable;

14.11.2. Cannot be amended; and

14.11.3. Requires the support of two-thirds of the Directors present in order to pass.

14.12. A motion to end debate is put to a vote immediately.

14.13. If a motion to end debate passes, the matter before the Board or Committee, including the main motion and any amendments, will immediately be put to a vote.

14.14. If a motion to end debate fails to pass, the Director who made the motion to end debate cannot speak again on the matter.

14.15. In order for the Board or a Committee to consider a matter which it has previously deferred, whether indefinitely or to a future date that has not yet been reached, a motion must be adopted by a two-thirds vote of the Directors present and voting.

14.16. Subject to Section 14.19, once the Board or Committee decides a matter, no Director may make a motion that would change the decision within the 12-month period following the decision.

14.17. A Director who voted with the prevailing side on a matter may make a motion to reconsider the matter originally decided at the same Meeting, or at a subsequent Meeting at which the matter is to be reconsidered. A motion to reconsider made under this Section requires a two-thirds vote of the Directors present in order to pass.

14.18. A motion to reconsider a matter is:

14.18.1. Not debatable; and

14.18.2. May not be amended.

***Two thirds majority
required for early
consideration of deferred
matter***

***Effect of Board decision on
subsequent motion on
same matter***

Motion to reconsider

Voting by show of hands

14.19. If a motion to reconsider a matter passes, all previous decisions on the matter remain in force, unless the Board or Committee decides otherwise.

14.20. At all Meetings a “show of hands” is the voting procedure on motions. Each Director shall have one vote and every question shall be decided by a majority of votes cast on the question. In the case of a tie in voting, the Chair of the Meeting shall be entitled to a second or casting vote.

Requesting a recorded vote

14.21. If a Director wants a recorded vote on a particular motion, they must make a request to record the vote, prior to the vote on the motion. A Director can also request that their vote of dissent be recorded in the minutes.

Directors to vote on all Items

14.22. Every Director present at a Meeting must vote on every matter put to a vote, except any Director who declares a conflict of interest and removes themselves from the vote.

Effect of not voting

14.23. The Board Secretary records as voting in the negative any Director present at a Meeting who does not vote, except a Director who has declared a conflict of interest.

Voting on separate propositions

14.24. If a matter under consideration contains distinct propositions, a Director may request that Directors vote on each proposition separately.

14.25. If the Chair agrees that the matter contains distinct propositions, the Chair will rule that Directors vote on each proposition separately.

Public Proceedings

Meetings are open to the public

15.1. Public proceedings of the Board are open to members of the public, and the public are notified of all public Meetings. Reports and other items which are part of the public proceedings, and any debate and voting of such items are open to the public. The Chair has the right to expel, or exclude, from any Meeting, any person who disrupts the proceedings of the Meeting.

Posting on website

15.2. In general, notice of the Meeting and reports are available on the Toronto Community Housing web site.

Closed Meetings**Closed Proceedings**

- 16.1. Closed proceedings (Meetings that are not open to the public) may take place if the subject matter being considered is about:
 - 16.1.1. the security of the property of the Corporation;
 - 16.1.2. personal matters about an identifiable individual, including an employee;
 - 16.1.3. a proposed or pending acquisition or disposition of land by the Corporation;
 - 16.1.4. labour relations or employee negotiations;
 - 16.1.5. litigation or potential litigation, including matters before administrative tribunals, affecting the Corporation;
 - 16.1.6. advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - 16.1.7. education or training of the Directors;
 - 16.1.8. a matter in respect of which the Board, Committee, or other body may hold a closed Meeting under another Act;
 - 16.1.9. Information explicitly supplied in confidence to Toronto Community Housing Corporation by Canada, a province or territory, or a Crown agency of any of them;
 - 16.1.10. a trade secret or scientific, technical, commercial, financial, or labour relations information, supplied in confidence to Toronto Community Housing Corporation, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
 - 16.1.11. a trade secret or scientific, technical, commercial, or financial information that belongs to Toronto Community Housing

Requirement to close Meeting

- Corporation and has monetary value or potential monetary value;
- 16.1.12. a position, plan, procedure, criteria, or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of Toronto Community Housing Corporation; or
- 16.1.13. 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.

Moving from public to closed session

- 16.2. The Board or Committee shall close a Meeting to the public to discuss:
 - 16.2.1. a request under the Municipal Freedom of Information and Protection of Privacy Act; or
 - 16.2.2. an ongoing investigation respecting Toronto Community Housing Corporation by the Ombudsman.
- 16.3. Prior to the commencement of a closed Meeting, a motion must be made to move to a closed Meeting. At the conclusion of the closed Meeting, the Board Chair will announce the time of the resumption of the public Meeting.

Deputations

Purpose of deputations

- 17.1. Deputations are used to provide the Board and its Committees with information not available in writing or not brought before the Board as part of Committee or staff reports. Deputations are not a forum for debate between deputants and Directors, but are to be used as an opportunity for the sharing of new information and the clarification of issues.

Deputations on Matters on the Agenda permitted

- 17.2. Any member of the public may ask to make an oral deputation on public items that are on the Agenda of the Board or a Committee. Deputations cannot be heard on items that are not on the Meeting agenda.

Deputations at Committee

- 17.3. To ensure that deputations can be meaningfully considered, by both Directors and TCHC staff, in

Deputation time limit

the context of a matter before the Board and its Committees, oral deputations are considered whenever a matter is presented to a Committee of the Board. The public may make an oral deputation to a Board Meeting, in relation to any matter that was not previously considered at a Committee Meeting. Members of the public may make written deputations on matters that appear on either the public agenda of either the Board or its Committees.

Deputant conduct

17.4. Oral deputations are limited to five minutes. When the number of deputants at a Meeting exceed ten (10) this limit may reduce this limit to three minutes.

17.5. Deputants to the Board or Committees must:

17.5.1. not speak disrespectfully about anyone;

17.5.2. not use offensive language;

17.5.3. speak only about the subject on which the Board or Committee invited them to make a public presentation; and

17.5.4. obey the procedures by-law and any Chair's ruling.

Chair may end deputation

17.6. The Chair may end a deputation if there is disorder or a failure to follow these rules.

Deputants to register

17.7. Deputants are required to inform the Board Secretary of their intent to depute by noon on the business day prior to the Meeting so that the Board Secretary can:

17.7.1. confirm that the deputation is related to agenda and the recommendations before the Board/Committee; and

17.7.2. ensure that it contains information that furthers the Board or Committee's understanding of the issue.

Written deputations

17.8. As an alternative or a supplement to an oral deputation, members of the public can submit a written deputation by noon on the business day prior to the Meeting in order to allow enough time for:

Communications are public**Distribution of communications****Requirements for communications****Communications containing personal information****Invitations to speak**

- 17.8.1. the distribution of deputation materials to Directors for their review prior to the Meeting;
 - 17.8.2. information-gathering by TCHC staff, the Committee Chair and/or Directors;
 - 17.8.3. briefing of Directors on the issues raised; and
 - 17.8.4. clarification of issues/concerns raised.
- 17.9. All communications about a matter on a Meeting agenda that the Board Secretary receives becomes part of the public record.
- 17.10. All communications are available to Directors and to the public before the Meeting or, if necessary, distributed directly to Directors and the public during the Meeting.
- 17.11. All communications must:
- 17.11.1. be delivered in person or sent by regular mail or electronic communication;
 - 17.11.2. be addressed to the Board, a Committee, or to the Board Secretary;
 - 17.11.3. be legible;
 - 17.11.4. include the name and the mailing address or the telephone number of the author;
 - 17.11.5. be in reproducible format; and
 - 17.11.6. not be defamatory or contain offensive language or personal information.
- 17.12. Written deputations containing personal information will not be forwarded to Directors or form part of the public record, should the Board Secretary determine the disclosure of personal information contravenes the *Municipal Freedom of Information and Protection of Privacy Act*.
- 17.13. The Board or a Committee may invite specific persons, experts, organizations or groups to make a public presentation to it on any matter within its mandate.

Report to include overview of engagement

17.14. All reports to the Board and Committees of the Board are to include an overview of any stakeholder engagement process that may have occurred and some sense of the stakeholder input so that Directors can be aware of what all stakeholders have said with respect to the item. Board reports will also include an overview of any deputations received at the committee level on any Agenda item.

