



New Board Committees

BOARD OF DIRECTORS

To: Board of Directors
From: Chair, Governance Task Force
Date: April 21, 2010

Report: TCHC:2010-44

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PURPOSE:

To approve the new structure for Toronto Community Housing's Board Committees.

RECOMMENDATIONS:

It is recommended that the Board of Directors approve:

- (1) the creation of the following Board committees:
 - a. Corporate Affairs Committee
 - b. Tenant & Community Services Committee
 - c. Building & Investment Committee,

with the mandates and financial authorities described in this report and Appendix B, effective as at June 1, 2010;

- (2) the Chair of the Board of Directors be authorized to appoint Committee Chairs and the members to the new Board Committees; and
- (3) the CEO (or her designate) to take all necessary actions and execute all documents as required to implement the above resolutions.

REASONS FOR RECOMMENDATIONS:

The current structure of seven Board Committees was created in January 2005—see Appendix A.

In 2009, the Board formed the Governance Task Force (David Mitchell, Chair, Greg Kalil, Carol Osler and Sheerin Sheikh) to review the Board's corporate governance structure and to incorporate best practices. Two Board corporate governance

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workshops were held in October 2009 and January 2010. One workshop agenda item was the review of the current Board Committee structure. The review identified the following concerns:

- Too many Board reports and items that detract from the Board's ability to discuss key initiatives and organization-wide matters;
- Too many Board Committees; some members sit on three or more Committees that meet monthly; the current time commitment expected of Board members is not sustainable in the long term;
- Committee reports tend to be re-examined afresh by the full Board; and
- Committees have no inherent authority to review and approve committee matters which pushes additional burden on the full Board.

The Board participants at the January 2010 workshop unanimously agreed to reduce the current seven Board Committees to the following three Board Committees:

Corporate Affairs Committee

- Human Resources and Organizational Development
- Technology
- Reputation and Risk Management
- Audit
- Investment (through a subcommittee, as needed)
- Board Governance and Development

Tenant and Community Services Committee

- Quality Customer Services and Relationships
- Community Health
- Social Investment Fund (through a subcommittee, as needed)

Building & Investment Committee

- Development (through a subcommittee, as needed)
- Financial Health
- Building State of Repair
- Asset Management
- Community Revitalization
- Environmental Sustainability

Each of the CMP 2010-12 outcomes will be assigned to a Board Committee for oversight to ensure ultimate accountability to the Board for the CMP.

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The following was also unanimously approved at the January 2010 workshop:

- Committee Vice-Chairs should be appointed to build capacity and succession planning; and
- Committees should have delegated financial authority from the Board to approve matters with a value of up to \$1 million, with possible approval limit increase in the near term. In addition, it is proposed in this report that the Building & Investment Committee have residual committee signing authority of up to \$3 million (based on staff's review of the organization's ordinary course contract limits).

It is proposed that the Board approve the new Board Committees with the terms of reference set out in Appendix B, to replace the current Board Committees effective June 1, 2010.

It is proposed that the Chair of the Board of Directors be authorized to appoint members to the new Board Committees. The Chair intends to appoint one Committee per Board member. This will allow Board members to focus their time commitments and develop a deeper knowledge of the Committee's subject areas.

IMPLICATIONS AND RISKS:

Continuous improvement of corporate governance and incorporating best practices are key Board responsibilities and goals. Consistent with this and through the workshops, the Board has developed the new Board Committee structure proposed in this report.

David Mitchell
Chair, Governance Task Force

Attachment: Appendix A: Current Board Committees
Appendix B: New Board Committees: Terms of Reference

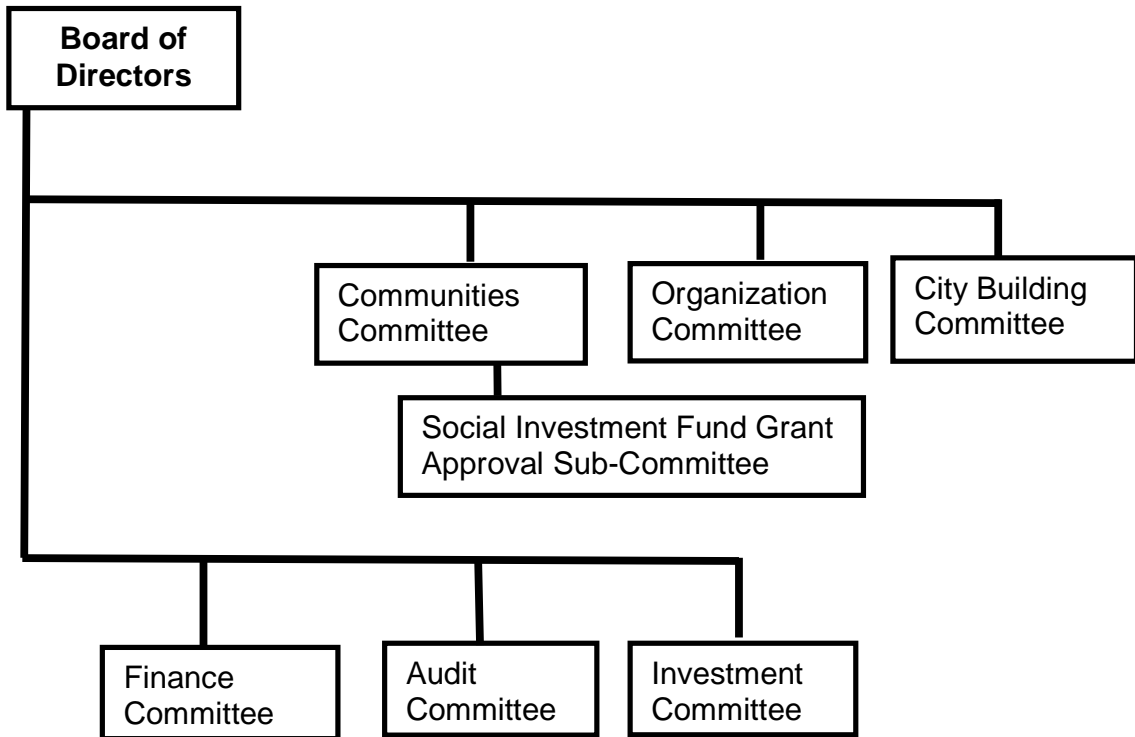
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Appendix A Current Board Committees



Appendix B
New Board Committees
Terms of Reference

TERMS OF REFERENCE FOR THE CORPORATE AFFAIRS COMMITTEE



Mandate

The Corporate Affairs Committee (the "Committee") is established as a committee of the Board. The purpose of the Committee is to assist the Board of Directors of Toronto Community Housing in fulfilling its responsibilities in respect of:

- Human resources and organizational development;
- Technology
- Reputation and risk management;
- Audit
- Investment; and
- Board governance and development.

Responsibilities

The Committee shall:

- Oversee organizational human resource policies and programs;
- Provide strategic organizational input to CEO (or designate) on human resources and labour relations matters;
- Review healthy organization strategies, policies, and initiatives;
- Oversee organizational enterprise risk management systems;
- Oversee annual audited financial statements cycle and make recommendations to the Board;
- Oversee internal audit matters, and organizational performance measures;
- Develop and oversee investment policy and strategy for capital reserves;
- Review and recommend governance policies and procedures;
- Oversee subsidiary and joint venture interests.

Authority

The Committee has full authority to investigate all matters that fall within these Terms of Reference.

The Committee is accountable to the Board and shall not be entitled to sub-delegate all or any of the powers and authority delegated to it

Within the scope of the Committee, the Committee may:

- Recommend policies to the Board;
- Recommend long-term planning approaches to the Board;

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- Provide strategic advice to the CEO/delegate;
- Review and discuss emerging issues of strategic impact with staff;
- Ensure processes are in place to address policy directives;
- Review and monitor performance; and
- Award contracts up to \$1,000,000 (excluding sole source).

Composition

- Appointment of the Committee Chair, Vice Chair, and members shall be by the Chair, Toronto Community Housing Board of Directors.
- The CEO will appoint an Executive staff liaison to support the Chair.
- The CEO will appoint a staff person to reside as Corporate Secretary for the Committee.
- The Committee shall be composed of a minimum of seven Directors.

Terms of Membership

- Two year term

Quorum

- A minimum 4 members in attendance represents a quorum.
- Decisions shall be taken by motion, with passage by simple majority (fifty (50) per cent plus one) of the total Committee members present at a meeting of the Committee, in person or by teleconference call.

Meetings

- Scheduled 12 times per year with a minimum quarterly occurrence.
- Time-limited sub-committees or advisory committees may be formed to address specific issues and perform clear tasks.
- Meetings will be held in public other than matters to be dealt with “in-camera”, such as:
 - Human resource issues and employment matters;
 - Matters that are or may be the subject of litigation;
 - Legal advice that is subject to solicitor-client privilege;
 - Negotiation of material contracts;
 - Matters involving property;
 - A proposed or pending transaction or policy;
 - Matters that are not required to be disclosed under the Municipal Freedom of Information and Privacy Act (Ontario); and
 - Some board governance matters such as peer review or self-evaluation results.

TERMS OF REFERENCE FOR THE TENANT & COMMUNITY SERVICES COMMITTEE



Toronto
Community
Housing

Mandate

The Tenant & Community Services Committee (the "Committee") is established as a committee of the Board. The purpose of the Committee is to assist the Board of Directors of Toronto Community Housing in fulfilling its responsibilities in respect of:

- Quality customer services;
- Community health; and
- Social investment.

Responsibilities

The Committee shall:

- Oversee organizational quality customer services and relationships;
- Oversee organizational policies, strategies and initiatives to create and sustain healthy communities; and
- Oversee social investment strategies.

Authority

The Committee has full authority to investigate all matters that fall within these Terms of Reference.

The Committee is accountable to the Board and shall not be entitled to sub-delegate all or any of the powers and authority delegated to it

Within the scope of the Committee, the Committee may:

- Recommend policies to the Board;
- Recommend long-term planning approaches to the Board;
- Provide strategic advice to the CEO/delegate;
- Review and discuss emerging issues of strategic impact with staff;
- Ensure processes are in place to address policy directives;
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TERMS OF REFERENCE FOR THE BUILDING & INVESTMENT COMMITTEE



Toronto
Community
Housing

Mandate

The Building & Investment Committee (the "Committee") is established as a committee of the Board. The purpose of the Committee is to assist the Board of Directors of Toronto Community Housing in fulfilling its responsibilities in respect of:

- Financial health;
- Development;
- Building state of repair;
- Asset management;
- Environmental sustainability; and
- Community revitalization.

Responsibilities

The Committee shall:

- Oversee financial condition and assets;
- Review and recommend to the Board on matters above the delegated financial authority of the Committees;
- Oversee organizational strategies and the building of new housing;
- Oversee organizational policies and initiatives to achieve a good state of repair throughout the portfolio;
- Oversee organizational asset management strategy;
- Oversee green plan; and
- Oversee community revitalizations.

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