



Board of Directors Meeting Procedures

October 2014

Contents

Schedule of Regular Board Meetings.....	1
Cancellation and Rescheduling of Meetings.....	1
Special Meetings.....	2
Board Workshops.....	2
Attendance	2
Meetings by Telephone.....	2
Quorum	3
Chair of Meeting.....	3
Agendas and Minutes	3
Review of Agenda	3
Declaration of Conflict of Interest	4
Voting Procedure	4
Public Proceedings	4
“In Camera” Proceedings	5
Deputation Process.....	5

Schedule of Regular Board Meetings

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 each month. Committee schedules vary depending on the nature of the committee.

Meetings are usually held at 931 Yonge St. in the main floor boardroom with a regular start time of 9:30 a.m. Directors would be notified ahead of time in the event of any changes to the schedule, time and/or location of the meeting.

Cancellation and Rescheduling of Meetings

Meetings may be cancelled in the event that there may not be quorum or agenda items are not ready for the scheduled meeting. The Board Secretary, in consultation with the CEO and the Chair, may take appropriate steps to advise all directors of the cancellation and/or rescheduling of meetings. Notice of change would also be posted on the Toronto Community Housing website and in Operating Unit offices.

If a regularly scheduled meeting of the Board is cancelled without being rescheduled, the next regularly scheduled meeting can not be cancelled without being rescheduled.

Special Meetings

The Chair or any two directors may convene a special meeting of the Board at any time by giving formal notice not less than 24 hours before the time of the meeting. Notice must be delivered or sent by facsimile or other form of written transmission to each director. Notice, along with any agenda material must indicate the time, place and matter to be dealt with.

Board Workshops

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.

Attendance

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.

Meetings by Telephone

If all directors present at or participating in the meeting have consented, meetings of the Board or of a Committee of the Board by means of conference, electronic or other communications facilities to permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, may be held. Any director participating in such a meeting by such means is deemed to be present at the meeting.

Quorum

The quorum for a meeting of the Board is a majority of the total number of current directors.

Chair of Meeting

The Chair of any meeting of the Board shall be the Chair of the Board. If the Chair is not available, another director who is present at the meeting and selected by the directors who are present, may assume the Chair of the meeting.

Agendas and Minutes

The agenda and any other agenda material such as minutes and reports shall be delivered no less than 24 hours before the meeting.

Toronto Community Housing has a standard practice of sending agenda materials out to directors 10 days prior to the meeting. Public agenda materials are also sent to Operating Unit (OU) offices for tenant access and are posted on the Toronto Community Housing website.

While the standard is to have all agenda items out in advance there are times where items are not available or come up after the agenda has been issued. At the Chair's discretion, reports may be tabled at the meeting.

Review of Agenda

Upon calling the meeting to order, the Chair will request directors to identify any conflicts of interest with any item on the agenda.

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

Declaration of Conflict of Interest

Any director in conflict shall disclose in writing to the Corporation or request to have entered in the minutes of the meeting, the nature and extent of their conflict.

Voting Procedure

At all meetings of the board a “show of hands” is the voting procedure on motions before the Board. 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.

If a director wants a recorded vote on a particular issue prior to a show of hands, they must make a motion to record the vote while the motion is before the Board. This motion for a recorded vote must be seconded. Under the Ontario *Business Corporations Act*, a director can also request that their vote of dissent be recorded in the minutes.

Public Proceedings

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.

In general, notice of the meeting and reports are available at all Operating Unit (OU) offices and on the Toronto Community Housing web site. Copies of all Board reports are also forwarded to the Municipal Affairs Library for further public access.

The public portion of a board meeting is generally held first. If there are ‘in camera’ items to be dealt with the board will usually vote to move ‘in camera’ at the end of the public agenda.

“In Camera” and Closed Proceedings

“*In camera*” and closed proceedings (meetings that are not open to the public) may take place if the subject matter being considered is about:

- (a) the security of the property of the Corporation;
- (b) personal matters about an identifiable individual, including an employee;
- (c) a proposed or pending acquisition or disposition of land by the Corporation;
- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the Corporation;
- (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) 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; or
- (h) a request under the *Municipal Freedom of Information and Protection of Privacy Act* (MFIPPA).

Prior to the commencement of an “*in camera*” or closed meeting, a motion must be made to move “*in camera*” or to closed meeting. At the conclusion of the “*in camera*” or closed meeting, the Chair will announce the time of the resumption of the public meeting.

Deputation Process

Deputations to the Board are generally used to provide the Board 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.

- **Oral deputations**

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

Oral deputations are limited to five minutes.

Deputants are requested to inform the Board Secretary of their intent to depute before the meeting in order that the Chair may:

- confirm that the deputation is related to agenda and the recommendations before the Board/Committee.
- ensure that it contains information that furthers the Board or Committee's understanding of the issue.

While it is preferred that deputants inform the Board Secretary of their intention to depute it is not a requirement. Deputants who have not registered before the board meeting have an opportunity to identify themselves at the beginning of the meeting at the call of the Chair. 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 Committee Chair and/or committee members;
- (3) briefing of committee members on the issues raised; and
- (4) clarification of issues/concerns raised.

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.