# GOVERNANCE, COMMUNICATIONS, HUMAN RESOURCES AND COMPENSATION COMMITTEE MEETING AGENDA

## PUBLIC SESSION

**Date:** December 7, 2017  
**Time:** 10:10 a.m. – 11:30 a.m.  
**Location:** Ground floor boardroom, 931 Yonge Street

## Agenda

<table>
<thead>
<tr>
<th>Item</th>
<th>Description</th>
<th>Action</th>
<th>Pre-read</th>
<th>Presenter</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Chair’s Remarks</td>
<td>Information</td>
<td>Verbal</td>
<td>5 minutes</td>
<td>Chair</td>
</tr>
</tbody>
</table>

## 2. Consent agenda

a) **Approval of Public Meeting Agenda**  
   *GCHRCC Approval*  
   *Agenda*

b) **Chair’s Poll re: Conflict of Interest**  
   *Declaration*  
   *Agenda and Conflict of Interest Policy Minutes*  
   *Chair*

c) **Confirmation of GCHRCC Public Meeting Minutes of September 14, 2017**  
   *GCHRCC Approval*  
   *Minutes*  
   *Chair*

d) **Business Arising from the Public Meeting Minutes and Action Items Update**  
   *Information*  
   *Action Item List*  
   *Chair*
3. Update on TCHC Subsidiaries | GCHRCC Approval/Board Approval | GCHRCC: 2017-35 15 minutes | General Counsel & Corporate Secretary (Interim)

4. Allenbury Gardens Phase 2.2 Title Nominee Creation | GCHRCC Approval/Board Approval | GCHRCC: 2017-36 10 minutes | Vice President, Development (Interim)

5. Policy Approval: Privacy Policy | GCHRCC Approval/Board Approval | GCHRCC: 2017-37 10 minutes | General Counsel & Corporate Secretary (Interim)

6. 2017-2018 Strategic Communications Plan | Information | GCHRCC: 2017-38 10 minutes | President & CEO

7. Changes to Financial Control By-Law No. 3 | GCHRCC Approval/Board Approval | GCHRCC: 2017-39 15 minutes | General Counsel & Corporate Secretary (Interim)

8. 2018 GCHRCC Work Plan | GCHRCC Approval | GCHRCC: C2017-40 10 minutes | General Counsel & Corporate Secretary (Interim)

9. Governance Procedures | GCHRCC Approval/Board Approval | GCHRCC: 2017-41 20 minutes | General Counsel & Corporate Secretary (Interim)

TERMINATION
The Governance, Communications, Human Resources and Compensation Committee (GCHRCC or Committee) of Toronto Community Housing Corporation (TCHC) held a public meeting on September 14, 2017, in the Main Floor Conference Room, 931 Yonge Street, Toronto, ON M4W 2H2, and via teleconference commencing at 9:45 a.m.

Committee Directors in Attendance: Pamela Taylor, Chair
Joseph Kennedy
Catherine Wilkinson (by teleconference)

Regrets: Councillor Joe Cressy

Management Present: Kathy Milsom, President and Chief Executive Officer
Kevin Marshman, Special Advisor to the President and Chief Executive Officer
Ismail Ibrahim, General Counsel & Corporate Secretary (Interim)
Martha Asturi, Legal Counsel and Assistant Corporate Secretary
John Angkaw, Director, Risk Management and Insurance

Also Present: Brian Laur, Managing Director - HSC Insurance
Greg Fisk, Senior Vice President & Unit Leader, Marsh Canada Limited
Glenn Sheppard, Vice President, Marsh Canada Limited

A quorum being present, the Chair called the meeting to order and Ms. Sonia Fung served as recording secretary.
ITEM 1  CHAIR’S REMARKS
The Chair welcomed Ms. Kathy Milsom, President and Chief Executive Officer, who joined TCHC with extensive experience in governance.

ITEM 2A  APPROVAL OF PUBLIC AGENDA AND REVIEW OF AGENDA ORDER

*Motion carried* ON MOTION DULY MADE by Mr. Kennedy, seconded by Ms. Wilkinson and carried, the GCHRCC approved the agenda as circulated.

ITEM 2B  DECLARATION OF CONFLICT OF INTEREST
Ms. Taylor declared conflict of interest with regard to Item 5 (IAC Charter Amendment and Appointment) and the Committee agreed that Mr. Kennedy will act as Chair for Item 5.

ITEM 2C  CONFIRMATION OF PUBLIC MEETING MINUTES OF JULY 12, 2017

*Motion carried* ON MOTION DULY MADE by Mr. Kennedy, seconded by Ms. Wilkinson and carried, the GCHRCC confirmed the above-captioned minutes with the above-mentioned amendments.

ITEM 2D  BUSINESS ARISING FROM THE MINUTES AND COMMITTEE ACTION ITEMS UPDATE

*Motion carried* ON MOTION DULY MADE by Mr. Kennedy, seconded by Ms. Wilkinson and carried, the GCHRCC received the report for information.

**Action Item:**
(1) Management to discuss off-line with regard to investigation protocol regarding the Whistleblower Policy.

ITEM 2E  COMPLIANCE REPORTING Q2-2017

*Motion carried* ON MOTION DULY MADE by Mr. Kennedy, seconded by Ms. Wilkinson and carried, the GCHRCC received the report for information.
ITEM 3  2016-2017 INSURANCE RENEWAL OF TCHC CORE INSURANCE GROUP PROGRAM

The above captioned report was circulated prior to the meeting.

Mr. Ibrahim welcomed Mr. John Angkaw, Director, Risk Management and Insurance to the Organization. Mr. Angkaw joins TCHC with experience from the Trillium Health Services and will be working closely with HSC and Marsh.

It was noted that under the Housing Services Act, TCHC is mandated to purchase insurance through HSC. Marsh is broker to HSC as well as the City of Toronto whose insurance program is different from that of TCHC.

Mr. Ibrahim introduced Mr. Brian Laur of Housing Services Corporation (HSC), Mr. Greg Fisk and Mr. Glenn Sheppard from Marsh Canada Limited (Marsh).

Discussion ensued. Mr. Laur commented that, from HSC’s experience and perspective, the TCHC insurance program (amounting to $150 million with $50 million in liability, $25 million in directors’ and officers’ coverage) is adequate.

Motion carried

ON MOTION DULY MADE by Mr. Kennedy, seconded by Ms. Wilkinson and carried, the GCHRCC resolved to approve this report and recommend the Board to:

(1) Approve the renewal of the 2017-2018 Insurance Program, including all additional coverage as outlined in the attached report, which reflects total insurance cost of $5,379,434, before PST, and represents an increase of 9.5% from the 2016-2017 renewal; and

(2) Authorize the appropriate staff to take all necessary actions and execute all necessary documents to implement the above recommendation.

Action Items:

(1) Management to follow up with Marsh for information with respect to Board members’ personal liabilities in relation to environmental claims.

(2) Management to follow up with HSC and Marsh with regard to program re-evaluation, including deductible optimization; and take note of practices of other similar sized organizations on self-insurance.
Mr. Brian Laur, Mr. Greg Fisk and Mr. Glenn Sheppard left the meeting at 10:16 a.m.

**ITEM 4  UNITED WAY CONTRIBUTION**  
GCHRCC:2017-31

The above captioned reported was circulated prior to the meeting.

Mr. Marshman presented the report.

*Motion carried*  
**ON MOTION DULY MADE** by Mr. Kennedy, seconded by Ms. Wilkinson and carried, the GCHRCC unanimously received the report for information.

**ITEM 5  IAC CHARTER AMENDMENT ND APPOINTMENT**  
GCHRCC:2017-32

The above captioned reported was circulated prior to the meeting.

Mr. Ibrahim presented the report.

Ms. Taylor declared conflict of interest on this item. It was agreed that Mr. Kennedy will act as Chair for this item 5.

*Motion carried*  
**ON MOTION DULY MADE** by Mr. Kennedy, seconded by Ms. Wilkinson and carried, the GCHRCC resolved to approve this report and:

1. adopt the amendments to the Investment Advisory Committee (IAC) Charter as set out in Attachment 1;
2. appoint the proposed candidate as a volunteer member of IAC (Attachment 2); and
3. forward to the Building Investment, Finance and Audit Committee (BIFAC) and subsequently to the Board for review and approval.

*Action Item:*  
(1) Staff to list the subcommittees and its members on the TCHC web site.
ITEM 6  POLICY APPROVAL: CONFLICT OF INTEREST POLICY – BOARD OF DIRECTORS GCHRCC:2017-33

Mr. Ibrahim and Ms. Taylor presented the report. The Committee thanked Ms. Asturi for her contribution to the draft policy.

Discussion ensued. It was noted language in paragraphs 5(b) and 9 of the draft policy and would need to be fine-tuned.

GCHRCC members are requested to provide further comments regarding the draft policy, if any, to Mr. Ibrahim.

Motion carried ON MOTION DULY MADE by Ms. Wilkinson, seconded by Mr. Kennedy and carried, the GCHRCC unanimously resolved to approve this report and recommended that this report be forwarded to the Board of Directors for review and approval.

ITEM 7  BOARD EVALUATION GCHRCC:2017-34

The above captioned report was circulated prior to the meeting.

Mr. Ibrahim presented the report. Discussion ensued. Questions were raised with regard to the questions to be included in the evaluation exercise. Discussion was also held with regard to costs, privacy, security, and the data collection, interpretation and analysis process.

The Committee noted the importance to have an evaluation process in place and to secure confidentiality safeguard before implementation.

TERMINATION

The GCHRCC public meeting terminated at 11:07 a.m.
## GCHRCC- Business Arising from the Minutes and Committee Action Item List
### Public Meetings

<table>
<thead>
<tr>
<th>Report No. and Meeting Date</th>
<th>Description</th>
<th>Status</th>
<th>Target Date</th>
<th>Assigned to</th>
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<tbody>
<tr>
<td>1. Verbal, July 12, 2017</td>
<td>Management to report back with draft complaint procedure regarding the Whistleblower Policy</td>
<td>Drafting of complaint procedure in progress</td>
<td>Q1 2018</td>
<td>General Counsel and Corporate Secretary (Interim)</td>
</tr>
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<td>2. GCHRCC: 2016-40 September 16, 2016</td>
<td>Management to add an update on the assessment of a mandatory insurance requirement for tenants to the 2017 committee work plan.</td>
<td>In progress.</td>
<td>Q1 2018</td>
<td>Director, Risk Management &amp; Insurance</td>
</tr>
<tr>
<td>4. GCHRCC SEPTEMBER 29, 2014</td>
<td>The GRHRC requested Management to establish a focus group at the end of the tenant director selection process in April 2015 to identify strengths and weaknesses of the process, to propose improvements and to include tenant consultation.</td>
<td>Reporting through RSC</td>
<td>General Counsel and Corporate Secretary (Interim)</td>
<td></td>
</tr>
<tr>
<td>Report No. and Meeting Date</td>
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<td>take the lead in the review and consultation process. This Item to be reported through RSC with updates provided to GCHRCC through this action item list.</td>
<td>In progress.</td>
<td>Q2 2018</td>
<td>Director, Risk Management &amp; Insurance</td>
</tr>
</tbody>
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5. **GCHRCC: 2017-30**  
   **SEPTEMBER 14, 2017**  
   **Insurance Renewal**  
   - D&O Liabilities (environmental claims) - any gaps of exposure for directors  
   - Deductible Optimization & Self Insurance  
   - Revisit deductible optimization study
Update on TCHC Subsidiaries
Item 3
December 7, 2017
Governance, Communications, Human Resources and Compensation Committee


To: Governance, Communications, Human Resources and Compensation Committee (GCHRCC)

From: General Counsel & Corporate Secretary (Interim)

Date: November 17, 2017

Corporate Goals: Business Foundations:
• Financial sustainability

PURPOSE:
To update the GCHRCC on subsidiary governance matters.

RECOMMENDATIONS:
1. It is recommended that the GCHRCC recommend to the TCHC Board of Directors to approve the Don Mount Court Development Corporation special resolution on voluntary dissolution appended as Attachment 1 to this report; and

2. It is recommended that the GCHRCC recommend to the TCHC Board of Directors to approve the Access Housing Connections Inc. special resolution on voluntary dissolution appended as Attachment 1 to this report.
REASONS FOR RECOMMENDATIONS:
At the May 12, 2017 GCHRCC meeting, the committee was presented with an update on the status of TCHC subsidiaries including timelines and enhanced reporting on the subsidiaries.

This report provides an update on management’s progress to date.

TCHC is on target to wind-up/dissolve 5 subsidiaries in 2017/2018. Below are status reports on each of the subsidiaries targeted for dissolution.

*Don Mount Court Development Corporation (“DMCDC”)*
Operational activities for DMCDC have concluded with the City of Toronto (the “City”) assuming the last outstanding road and releasing a Letter of Credit back to TCHC in the amount of $265,400.00. There are no outstanding liabilities for TCHC.

Pursuant to section 237 of the Ontario Business Corporations Act (“OBCA”), shareholder approval is required to authorize dissolution by unanimous written consent or by special resolution (two thirds majority). A special resolution of the DMCDC’s Board was passed and executed on November 7, 2017 and is included as Attachment 2 to this report.

Pursuant to Shareholder Direction between TCHC and the City, TCHC requires the City’s approval to dissolve DMCDC. A letter requesting City approval to dissolve DMCDC will be submitted to the City Manager's Office. The letter to the City is included as Attachment 3 to this report and will be forwarded to the City upon passing of the special resolution.

Staff continue to conduct administrative due diligence on the dissolution which is expected to conclude by December 31, 2017. Upon the City’s approval, Articles of Dissolution are expected to be filed with the Ministry of Revenue Services by Q1 of 2018.

*Access Housing Connections Inc. (“AHCI”)*
Payments related to AHCI’s rent supplement program continue to be processed by TCHC, with said process expected to be assumed by the City
by December 31, 2017. Following this assumption, AHCI will have a clean ledger and will be ready for wind-up.

Pursuant to section 237 of the Ontario Business Corporations Act (“OBCA”), shareholder approval is required to authorize dissolution by unanimous written consent or by special resolution (two thirds majority). A special resolution of AHCI’s Board was passed and executed and is included as Attachment 4 to this report.

Pursuant to Shareholder Direction between TCHC and the City, TCHC requires the City’s approval to dissolve AHCI. A letter requesting City approval to dissolve AHCI will be submitted to the City Manager’s Office. The letter to the City is included as Attachment 3 to this report and will be forwarded to the City upon passing of the special resolution.

Due diligence associated with the wind-up has substantially been completed and the Articles of Dissolution are expected to be filed with the Ministry of Revenue Services by Q1 of 2018.

**Regent Park Energy Inc. (“RPEI”) and Toronto Community Housing Enterprises Inc. (“TCHEI”)**

TCHC is considering the sale of RPEI. For certain commercial reasons, TCHC is pursuing a merger of RPEI and TCHEI prior to the proposed sale. The merger of RPEI and TCHEI prior to the sale could be achieved by a vertical amalgamation of TCHEI into RPEI into, creating one entity reporting up to the parent company, TCHC.

Pursuant to section 177(1) of the OBCA, a vertical amalgamation requires the Directors of each amalgamating corporation to adopt a resolution approving the amalgamation. The executed special resolutions are included as Attachment 5 to this report.

Pursuant to Shareholder Direction between TCHC and the City, TCHC does not require City approval prior to amalgamating any subsidiaries. However, TCHC will be notifying the City of its intent to amalgamate. The letter to the
City is included as Attachment 3 to this report and will be forwarded to the City upon the execution of the special resolution.

**Railway Lands Development Corporation (“RLDC”) and Library Lands Development Corporation (“LDDC”)**

Operations for these subsidiaries are expected to be completed in 2017, including transfer of two remaining properties to the City. TCHC is awaiting the Record of Site Condition prior to finalizing the transfer of these two properties to the City. Upon transfer, due diligence on the dissolution will then commence, targeting wind-up in early 2018.

**Housing Services Inc. (“HSI”)**

The outstanding claim against HSI is discontinued and the Articles of Dissolution have been filed with the Ministry of Revenue Services.

**Other Subsidiaries**

The remaining 14 subsidiaries are to be dissolved once operational activities have concluded. The majority of these subsidiaries are related to revitalization, thus the subsidiaries will be dissolved with the completion of development activities.

**SIGNATURE:**

“*Ismail Ibrahim*”

________________________________________
Ismail Ibrahim
General Counsel & Corporate Secretary (Interim)

**STAFF CONTACT:**

Ismail Ibrahim, General Counsel & Corporate Secretary (Interim)
416-981-4241
Ismail.ibrahim@torontohousing.ca
ATTACHMENTS:
1. Special Resolutions of the Sole Shareholder for AHCI and DMCDC
2. Executed Special Resolution of the DMCDC Board
3. City of Toronto Letter
4. Executed Special Resolution of AHCI Board
5. Executed Resolutions of the RPEI Board of Directors and the TCHEI Board of Directors
SPECIAL RESOLUTION OF THE SOLE SHAREHOLDER

VOLUNTARY DISSOLUTION

BE IT RESOLVED THAT:

1. the dissolution of the Corporation pursuant to section 237 of the Business Corporations Act is hereby authorized;

2. as incidental to the foregoing, the directors of the Corporation are hereby authorized to

   (i) cause the Corporation to discharge its liabilities and to distribute the property and assets of the Corporation to the sole shareholder of the Corporation;

   (ii) convey the property and assets of the Corporation to the sole shareholder of the Corporation;

   (iii) assign liabilities of the Corporation to the sole shareholder of the Corporation;

   (iv) sign and deliver articles of dissolution to the Director under the Ontario Business Corporations Act; and

   (v) complete any and all ancillary tasks necessary to effect the dissolution.

3. any one officer or director of the Corporation is hereby authorized and directed on behalf of the Corporation to execute and deliver an indenture regarding the foregoing and to do and execute and deliver all other things necessary or advisable in connection therewith.

THE FOREGOING RESOLUTION is hereby consented to by all the directors of the Corporation this _______day of ____________________, 2017.

TORONTO COMMUNITY HOUSING CORPORATION

By: ________________________________
   Name: ________________________________
   Title: ________________________________
BE IT RESOLVED THAT:

1. the dissolution of the Corporation pursuant to section 237 of the Ontario Business Corporations Act is hereby authorized;

2. as incidental to the foregoing, the officers of the Corporation are hereby authorized to:

   (i) cause the Corporation to discharge its liabilities and to distribute the property and assets of the Corporation to the sole shareholder of the Corporation;

   (ii) convey the property and assets of the Corporation to the sole shareholder of the Corporation;

   (iii) assign liabilities of the Corporation to the sole shareholder of the Corporation;

   (iv) sign and deliver articles of dissolution to the Director under the Ontario Business Corporations Act; and

   (v) complete any and all ancillary tasks necessary to effect the dissolution.

3. any one officer or director of the Corporation is hereby authorized and directed on behalf of the Corporation to execute and deliver an indenture regarding the foregoing and to do and execute and deliver all other things necessary or advisable in connection therewith.

   THE FOREGOING RESOLUTION is hereby consented to by all the directors of the Corporation this ________day of ______________________, 2017.

TORONTO COMMUNITY HOUSING CORPORATION

By: __________________________
   Name: _______________________
   Title: ________________________
Don Mount Court Development Corporation  
(the "Corporation")

SPECIAL RESOLUTION OF DIRECTORS

VOLUNTARY DISSOLUTION

BE IT RESOLVED THAT:

1. the dissolution of the Corporation pursuant to section 237 of the Ontario Business Corporations Act is hereby authorized;

2. as incidental to the foregoing, the officers of the Corporation are hereby authorized to:

   (i) cause the Corporation to discharge its liabilities and to distribute the property and assets of the Corporation to the sole shareholder of the Corporation;

   (ii) convey the property and assets of the Corporation to the sole shareholder of the Corporation;

   (iii) assign liabilities of the Corporation to the sole shareholder of the Corporation;

   (iv) sign and deliver articles of dissolution to the Director under the Ontario Business Corporations Act; and

   (v) complete any and all ancillary tasks necessary to effect the dissolution.

3. any one officer or director of the Corporation is hereby authorized and directed on behalf of the Corporation to execute and deliver an indenture regarding the foregoing, and to do and execute and deliver all other things necessary or advisable in connection therewith.

The foregoing resolution is hereby consented to by all the directors of the Corporation this 24th day of November, 2017.

DON MOUNT COURT DEVELOPMENT CORPORATION

By: [Signature]
Name: Kathy Milsom
Title: Director, Don Mount Court Development Corporation
Item 3 - Update on TCHC Subsidiaries

GCHRCC Public Meeting - December 7, 2017

Attachment 3

[Date]

Peter Wallace
City Manager
11th Floor, East Tower, City Hall
100 Queen Street West
Toronto, ON M5H 2N2

RE: 1) Request for Shareholder approval to dissolve Don Mount Court Development Corporation (“DMCDC”) and Access Housing Connections Inc. (“AHCI”); and

2) Notice of intent to amalgamate Regent Park Energy Inc. (“RPEI”) into Toronto Community Housing Enterprises Inc. (“TCHEI”).

Recommendations

As per the terms of the Shareholder Direction for the Toronto Community Housing Corporation (“TCHC”), the TCHC Board of Directors is seeking approval from the Shareholder (the “City”) for the dissolution of its subsidiary DMCDC and AHCI and to notify the City of its intent to amalgamate RPEI and TCHEI.

Background

DMCDC

DMCDC was incorporated as a wholly owned subsidiary of TCHC on August 28, 2002, under the provisions of the Ontario Business Corporations Act (“OBCA”). DMCDC was created to oversee the redevelopment of TCHC’s residential complex located on Don Mount Court in the Dundas Street and Broadview Avenue of the City of Toronto (the “Project”). DMCDC was responsible for the establishment and implementation of the Project budget and financial plan, as well as oversight of the management of the Project.

AHCI

AHCI was incorporated as a wholly owned subsidiary of TCHC on August 14, 2003, under the provisions of the OBCA. AHCI was created to administer and manage the social housing waitlist and rent supplement program. The City acquired AHCI on December 31, 2016.
RPEI
TCHEI is a wholly owned subsidiary of TCHC and a holding company of RPEI—a wholly owned subsidiary of TCHEI. RPEI was created to manage the district energy plant system at Regent Park, however it has faced challenges with respect to operational and financial viability since inception due to a flawed original model and the above market value natural gas rates that TCHC is required to pay.

Reasons for Recommendation

DMCDC
In December 2016, Toronto City Council formally assumed the roads within the Registered Plan of Subdivision 66M-2441 and released the performance guarantee held with respect to the municipal services in accordance with the Subdivision Agreement. Since the Project has been completed and all operational activities are concluded, the business rationale for DMCDC has come to an end therefore necessitating its dissolution.

ACHI
Since the City acquired all assets of AHCI and direct control of the rent-geared-to-income waiting list function, the business rationale for AHCI has come to an end therefore necessitating its dissolution.

RPEI
Since TCHEI has no other assets, it makes sense to merge the two subsidiaries and operate as one entity. Currently, TCHC resources are required to provide oversight of the plant, taking away resources from other critical projects. RPEI and TCHC Boards have spent considerable time in evaluating strategic options for the energy plant system and merging RPEI and TCHEI will not hinder strategic options. Although City approval is not required in the event of an amalgamation of one or more TCHC subsidiaries, TCHC is providing the City with notice of its intention to merge the RPEI and TCHEI.

City of Toronto Approval
Pursuant to the Shareholder Direction between TCHC and the City of Toronto, approval by the City of Toronto is required if TCHC requires to dissolve a subsidiary.

Shareholder Direction between TCHC and the City of Toronto as adopted by City Council at its meeting of November 13, 14, 15 and 18, 2013

Section 7.3   Matters Requiring Shareholder Approval under the OBCA
In accordance with the provisions of the OBCA, TCH will not, and will not permit any Subsidiary to, without the approval of the Shareholder:

b) amalgamate (except for an amalgamation with one or more Subsidiaries), apply to continue as a body corporate under the laws of another jurisdiction, merge, consolidate or effect a reorganization as defined in the OBCA, or approve or effect any plan of arrangement, in each case whether statutory or otherwise;

c) take or institute proceedings for any winding up, arrangement, corporate governance or legal reorganization or dissolution.
Conclusion
The Board of Directors of DMCDC, AHCI and the TCHC Board of Directors have executed a special resolution to dissolve DMCDC and both the RPEI and TCHEI Board of Directors have executed a special resolution to amalgamate the two subsidiaries. TCHC is requesting that the City of Toronto grant the required Shareholder approval for the dissolution of DMCDC and ACHI.

Please feel free to contact me directly at 416-981-4241 if you have any questions.

Yours truly,

Ismail Ibrahim
General Counsel & Corporate Secretary (Interim)
Access Housing Connections Inc.
(the "Corporation")

SPECIAL RESOLUTION OF DIRECTORS

VOLUNTARY DISSOLUTION

BE IT RESOLVED THAT:

1. the dissolution of the Corporation pursuant to section 237 of the Ontario Business Corporations Act is hereby authorized;

2. as incidental to the foregoing, the officers of the Corporation are hereby authorized to:
   (i) cause the Corporation to discharge its liabilities and to distribute the property and assets of the Corporation to the sole shareholder of the Corporation;
   (ii) convey the property and assets of the Corporation to the sole shareholder of the Corporation;
   (iii) assign liabilities of the Corporation to the sole shareholder of the Corporation;
   (iv) sign and deliver articles of dissolution to the Director under the Ontario Business Corporations Act; and
   (v) complete any and all ancillary tasks necessary to effect the dissolution.

3. any one officer or director of the Corporation is hereby authorized and directed on behalf of the Corporation to execute and deliver an indenture regarding the foregoing, and to do and execute and deliver all other things necessary or advisable in connection therewith.

THE FOREGOING RESOLUTION IS HEREBY consented to by all the directors of the Corporation this 24th day of November, 2017.

ACCESS HOUSING CONNECTIONS INC.

By: 

Name: Kathy Milsom
Title: Director, Access Housing Connections Inc.
RESOLUTION OF THE BOARD OF DIRECTORS

of

Regent Park Energy Inc.
("RPEI")

Amalgamation with Toronto Community Housing Enterprises Inc. ("TCHEI")

Whereas RPEI is a wholly-owned subsidiary of TCHEI and it is desirable that RPEI amalgamate with TCHEI pursuant to subsection 177(1) of the Ontario Business Corporations Act (the "Act");

1. The amalgamation of RPEI with TCHEI under the Act, pursuant to subsection 177(1), is hereby approved;

2. Upon the endorsement of the certificate on the articles of amalgamation pursuant to subsection 178 of the Act, all shares in the capital of TCHEI, including all shares which have been issued and are outstanding at the date of this resolution, shall be cancelled without any repayment of capital in respect thereof;

3. The articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles of incorporation and the by-laws of RPEI;

4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and

5. Any director or officer of RPEI is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of article of amalgamation.

The foregoing resolution is hereby consented to by all the directors of RPEI pursuant to the Act this 21st day of November, 2017.

REGENT PARK ENERGY INC.

By: [Signature]

Name: Rose-Ann Lee
Title: Director, RPEI
RESOLUTION OF THE BOARD OF DIRECTORS

of

Toronto Community Housing Enterprises Inc.
(“TCHEI”)

Amalgamation with Regent Park Energy Inc. (“RPEI”)

Whereas RPEI is a wholly-owned subsidiary of TCHEI and it is desirable that RPEI amalgamate with TCHEI pursuant to subsection 177(1) of the Ontario Business Corporations Act (the “Act”);

1. The amalgamation of RPEI with TCHEI under the Act, pursuant to subsection 177(1), is hereby approved;

2. Upon the endorsement of the certificate on the articles of amalgamation pursuant to subsection 178 of the Act, all shares in the capital of RPEI, including all shares which have been issued and are outstanding at the date of this resolution, shall be cancelled without any repayment of capital in respect thereof;

3. The articles of amalgamation and the by-laws of the amalgamated corporation shall be the same as the articles of incorporation and the by-laws of RPEI;

4. No securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation; and

5. Any director or officer of TCHEI is hereby authorized to do all things and execute all instruments and documents necessary or desirable to carry out and give effect to the foregoing, including the execution and filing of article of amalgamation.

The foregoing resolution is hereby consented to by all the directors of TCHEI pursuant to the Act this 21st day of November, 2017.

TORONTO COMMUNITY HOUSING ENTERPRISES INC.

By: [Signature]

Name: Rose-Ann Lee
Title: Director, TCHEI
Allenbury Gardens Phase 2.2 Title Nominee Creation
Item 4
December 7, 2017
Governance, Communications, Human Resources and Compensation Committee

Report: GCHRCC:2017-36
To: Governance, Communications, Human Resources and Compensation Committee (“GCHRCC”)
From: Vice-President, Development (Interim)
Date: November 17, 2017

PURPOSE:
Seek approval for the creation of a title nominee entity (“Nominee”) associated with Toronto Community Housing Corporation’s (TCHC) wholly owned subsidiary Allenbury Gardens Development Corporation (AGDC). In addition, seek approval of director appointments for the Nominee.

RECOMMENDATIONS:
That the GCHRCC recommend to the Board of Directors for:
1) Incorporation of 2602811 Ontario Inc., and approve the appointment of the Chief Financial Officer and Interim Vice-President Development as the two Allenbury Gardens Development Corporation (“AGDC”) representatives on the board of directors of the Nominee.

2) Approval to consult with the City General Manager to inform them of the creation of the Nominee.
3) Authorize the Interim Chief Financial Officer or Interim Vice-President Development to take all necessary actions and execute all documents and resolutions as required to implement the above recommendations.

REASONS FOR RECOMMENDATIONS:
In 2011, the TCHC Board approved certain business terms that included the incorporation of single purpose entities by TCHC and our developer partner, FRAM, which would form a suitable land holding partnership structure, with a trustee/nominee to enter into contracts with third party purchasers and act as the market condominium declarant for each market block.

To that end, three bare trustee/nominee corporations have been incorporated to date. Soul Residences Inc. (SOUL) was incorporated on April 17, 2014; Connect Residences Inc. (CONNECT) was incorporated on March 6, 2015; and Vivo Residences Inc. (VIVO) was incorporated on March 13, 2017. The City was notified on the creation of these three entities.

2602811 Ontario Inc. is the intended new single purpose entity, being the trustee/nominee that will hold legal title to the fourth market block. 2602811 Ontario Inc. will also act as the condominium declarant and be the registrant under TARION, as required pursuant to the Ontario New Home Warranties Plan Act.

Upon Board approval and consultation with the City Manager’s office, FRAM will transfer the shares in 2602811 Ontario Inc. to the Allenbury Gardens Revitalization General Partnership (“Partnership”). Once the shares are transferred, as is the case with the previous nominee corporations (Soul, Connect, and Vivo), the sole shareholder of 2602811 Ontario Inc. will be the Partnership, whose partners are TCHC’s wholly-owned subsidiary, Allenbury Gardens Development Corporation (AGDC) and a subsidiary of the FRAM Building Group Ltd. (FRAM), Fram Allenbury Gardens Development Inc. (FAGDI).

Rationale for the separate corporate existence
Incorporating a single purpose entity that would hold title to the lands as a nominee/bare trustee/agent for an owner is a recognized vehicle for dealing with real property. The primary rationale for separate corporate existence of
a subsidiary or single purpose entity is to provide insulation from liability. Liability can arise in the form of construction or warranty claims, taxes, health and safety matters or damages where insurance is inadequate. The business terms of the Allenbury Gardens agreements contemplate a transfer of the market lands on a building by building basis. Since the Partnership is not legally able to hold title to real property, it is therefore necessary to create 2602811 Ontario Inc. as a separate corporate entity to act as title nominee (see Attachment 1).

**Consultation with City Manager**
Consistent with TCHC’s Subsidiary and Joint Venture Governance Framework, any entity where TCHC owns more than 50% of shares requires consultation with the City Manager’s Office. Following approval by the TCHC Board, TCHC staff will notify and consult with the City Manager on the creation of the Nominee once it has been approved by the Board.

**IMPLICATIONS AND RISKS:**
Allenbury Gardens is a self-financing revitalization in that the projected net returns from condominium unit and land sales will cover 100% of the replacement cost of the rent-geared-to-income housing on site. The revitalization will also result in a small residual income to TCHC. Allenbury Gardens revitalization is performing well to date.

**Risk Analysis and Risk Management System**
2602811 Ontario Inc. will provide financial statements on an annual basis to the Management Committee of the Partnership. 2602811 Ontario Inc. is also subject to annual financial audits from TCHC’s financial auditors as part of their audit of the Partnership. The Management Committee of the Partnership meets on a monthly basis.

All required corporate reporting requirements from the Partnership to AGDC remain as per TCHC’s Board approval (TCHC:2012-48), whereby minutes of management decisions are available at the request of the Board of TCHC’s wholly-owned subsidiary of AGDC, and audited financial statements are reported to the Board of AGDC.
Financial Analysis
2602811 Ontario Inc. will not require any long-term debt and will seek third party construction financing on behalf of the Partnership. Similar to SOUL, VIVO and CONNECT, the construction financing obtained will be non-recourse to TCHC and FRAM and its subsidiaries and affiliates would be the sole guarantors. These costs will be minimal and are included in the project budget.

Through its wholly owned subsidiary AGDC, TCHC is required to contribute 70% equity which is comprised of the land and cash. FAGDI provides the remaining 30% equity required in cash. At the closing of each of the condominium units, profit is distributed to the partners which covers the value of the land and the cash equity provided by TCHC. TCHC receives 70% of the market proceeds until the cost of the rental replacement units are covered, at which point the profit flips to 70% in favour of FRAM. The profit flip will occur during the sales of the fourth market building on the lands held by 2602811 Ontario Inc.

Regulatory Environment
Under the Ontario Business Corporations Act (“OBCA”), TCHC has authority to incorporate subsidiary corporations. The Shareholder Direction between TCHC and the City of Toronto permits TCHC to create subsidiaries and invest in joint ventures, from time to time, to carry out its business activities and meet its mandate. The ongoing governance and reporting requirements of the subsidiaries and joint ventures must comply with the Shareholder Direction and TCHC’s Subsidiary and Joint Venture Governance Framework approved by the TCHC Board in 2016. The Allenbury Gardens revitalization falls within TCHC’s mandate in the Shareholder Direction to develop new affordable and subsidized rental housing, including the revitalization and redevelopment of its lands and buildings (section 4.1(b) of the Shareholder Direction).

SIGNATURE:

“Vincent Tong”

__________________________________________

Vincent Tong
Vice-President, Development (Interim)
ATTACHMENT:
1. Allenbury Gardens Subsidiary Structure
2. Allenbury Gardens Phasing Plan

STAFF CONTACT:
Andrew Goodyear, Development Director (Interim)
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Andrew.Goodyear@torontohousing.ca

Abigail Moriah, Senior Development Manager
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Abigail.Moriah@torontohousing.ca
Attachment 1: Allenbury Gardens Subsidiaries Structure

- Toronto Community Housing Corporation
  - 100%
    - Allenbury Gardens Development Corporation
      - 56.8%
        - Allenbury Gardens Revitalization General Partnership
          - 100%
            - Soul Residences Inc.
            - Connect Residences Inc.
            - VIVO Residences Inc.
            - 2602811 Ontario Inc.

- FRAM Building Group
  - 100%
    - FRAM Allenbury Gardens Development Inc.
      - 43.2%
Allenbury Gardens Phase 2 Site Plan

Item 4 - Allenbury Gardens Phase 2.2 Title Nominee Creation
GCHRCC Public Meeting - December 7, 2017
Report: GCHRCC: 2017-36
Attachment 2

Building Types
- TCHC Rental Townhouses: TH-05, TH-06
- TCHC Rental Apartment: Building C
- Market Townhouses: TH-07
- Market Condominiums: Building D and E

Prepared by: CORE Architects, V+A Architects, BTI Architects
August 2017
Policy Approval: Privacy Policy

November 10, 2017
Governance, Communications, Human Resources and Compensation Committee

Report: GCHRCC:2017-37

To: Governance, Communications, Human Resources and Compensation Committee (GCHRCC)

From: General Counsel and Corporate Secretary (Interim)

Date: November 29, 2017

PURPOSE:
To obtain approval from the GCHRCC on the Privacy Policy.

RECOMMENDATION:
That the GCHRCC approve the Privacy Policy (“Policy”) included as Attachment 1 to this report, and recommend that it be forwarded to the Board of Directors for review and approval.

REASONS FOR RECOMMENDATION:
TCHC is considered an institution that is governed by the provisions of the Municipal Freedom of Information and Protection of Privacy Act (“MFIPPA”). Under MFIPPA, TCHC is bound to protect the privacy of an individual’s personal information in its custody and control.
Depending on the nature of activity TCHC is engaged in, TCHC may be required to follow the principles outlined in the Personal Information Protection and Electronic Documents Act ("PIPEDA").

The Privacy Policy sets out TCHC’s commitment to protect personal information consistent with the principles outlined in both MFIPPA and PIPEDA.

**Personal Information**

TCHC collects personal information that is included, but not limited to applicants, tenants, staff, and other partners.

TCHC is required to ensure that this information will be used only for its intended purpose. Since MFIPPA sets out rules that allow personal information to be used or given out for very specific reasons, a Privacy Policy will provide guidance for tenants, staff and the public on how TCHC protects personal information in its possession from unauthorized collection, access, use or disclosure. It also sets out the authority for using personal information in its possession.

Additionally, the Privacy Policy details staff accountability, roles, and responsibilities, as well as guidelines to help staff manage and protect personal information.

**Development of Policy**

The Privacy Policy is consistent with the City of Toronto’s Protection of Privacy Policy and other subsidized housing providers.

Consistent with the City of Toronto’s practices regarding the planning, development and evaluation of polices, TCHC’s Office of Diversity Fairness and Human Rights conducted an equity lens on the draft Policy. This review was conducted to identify and remove barriers by reviewing the Policy for any potential negative impacts on diverse individuals and groups.
The attached Policy codifies TCHC’s obligations with respect to the protection of personal information and privacy.

SIGNATURE:

“Ismail Ibrahim”

Ismail Ibrahim
General Counsel and Corporate Secretary (Interim)

ATTACHMENT:
1. Draft Privacy Policy - Board of Directors

STAFF CONTACTS:
Ismail Ibrahim, General Counsel and Corporate Secretary (Interim)
416-981-4241
Ismail.Ibrahim@torontohousing.ca

Marta Asturi, Legal Counsel and Assistant Corporate Secretary
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Marta.Asturi@torontohousing.ca
Privacy Policy

Policy Statement
Toronto Community Housing Corporation ("TCHC") is committed to protecting Personal Information consistent with the principles outlined in the Municipal Freedom of Information and Protection of Privacy Act ("MFIPPA") and the Housing Services Act (HSA).

TCHC is required to protect Personal Information from theft or loss and protect Personal Information in its possession from unauthorized collection, access, use or disclosure. TCHC will obtain consent before or when it collects, uses or discloses Personal Information, except where collection, use, or disclosure is authorized or required by law.

Scope
The purpose of this Policy is to assert TCHC’s obligation with respect to the protection of Personal Information collected, used, disclosed and disposed by TCHC.

All TCHC employees, contract management companies, vendors and board members of TCHC are responsible for the protection and management of Personal Information.

Values
TCHC supports a climate and culture that protects and respects the privacy of an individual’s Personal Information.

Definitions
Collection: The collection of Personal Information from or about the individual to whom the information relates including unintended or unprompted receipt.

Disclosure: The release of Personal Information by any method to anybody.
Disposal: The action taken with regards to Personal Information including destruction, transfer to another entity, or permanent preservation.

Personal Information: Has the same meaning as MFIPPA and includes Recorded information about an identifiable individual which is collected, used, or disclosed by TCHC. For the application of this policy, Personal Information may include but is not limited to:

a. the personal address, telephone number or email address of an individual;

b. any identifying number assigned to an individual which can lead to their identification (e.g. Social Insurance Number);

c. information relating to the race, national or ethnic origin, colour, religion, age, sex, sexual orientation or marital or family status of the individual;

d. financial information about an individual for the purposes of establishing Rent-Geared-to-Income Assistance;

e. information about rent payment history;

f. credit and rental history reports; and

g. employee information including resumes, salary and benefits, tenant or client complaints about the individual and personnel issues;

With regards to applicants and tenants, information may include: income, credit history, subsidy, arrears, personal circumstances, health, conflicts between tenants, requests for transfers for personal reasons and any requests from tenants that are in personal in nature.

With regards to staff, personal information includes; hiring, terminating, disciplining, salary negotiations, tenant complaints and problems between staff members.

Privacy Breach: The improper or unauthorized creation, collection, use, disclosure, retention, or disposal of Personal Information in TCHC’s custody and control resulting in disclosure of, or access to, personal information by unauthorized parties.
Purpose: The purpose for which the information was obtained or compiled.

Record: Any record of information however recorded, whether in printed form, on film, by electronic means or otherwise, and includes:

a. correspondence, a memorandum, a book, a plan, a map, a drawing, a diagram, a pictorial or graphic work, a photograph, a film, a microfilm, a sound recording, a videotape, a machine-readable record, any other documentary material regardless of physical form or characteristics, and any copy thereof; and

b. subject to the regulations made under MFIPPA, any record that is capable of being produced from a machine-readable record under the control of TCHC by means of computer hardware and software or any other information storage equipment and technical expertise normally used by TCHC.

Policy Details

Access

Every person has a right of access to a record or a part of a record in the custody or under the control of TCHC and contract managed properties unless the record or part of the records falls within one of the exemptions under MFIPPA, or the request for access is frivolous or vexatious. TCHC will administer all requests for access to records that are in the custody of TCHC and contract managed properties.

Collection, Use and Disclosure

TCHC collects, uses, and discloses Personal Information of its tenants, employees, directors and vendors to perform its work. TCHC will ensure that Personal Information is collected, used and disclosed in accordance with legislation and associated regulations, standards, and in compliance with this Policy and other TCHC policies.

Personal Information may be collected but not limited to the following purposes:

a. to determine income and assets for rent calculation;

b. to protect the health and safety of an individual;

c. to approve tenancy and determine appropriate unit type and size; and
d. to assist staff in determining what services and supports tenants may require.

**Consent**

TCHC may collect, use, and disclose Personal Information where the individual to whom the information relates has consented to the collection, use, and disclosure proposed by TCHC. Personal Information may be collected, used and disclosed without consent only if permissible by legislation. Permitted situations under governing legislation may include, but are not limited to, the following:

a. the information is being collected, used, or disclosed for a consistent purpose, meaning a purpose the person could have reasonably expected for such use or disclosure;

b. disclosure to an institution or a Toronto Police Services or other law enforcement agencies in Canada to assist in a criminal investigation;

c. disclosure to an officer, director, employee, consultant or agent of TCHC who needs the Personal Information in the performance of their duties and if disclosure is necessary and proper in the discharge of TCHC’s functions (e.g. Internal Audit to assist in an investigation into any breach of TCHC’s policies);

d. compelling circumstances affecting the health and safety of an individual (provided TCHC notifies the person whose information it is); and

e. compassionate circumstances.

It is not necessary to have a signed consent to release information to collect a debt, for example to a collection agency, or for the Landlord and Tenant Board or Small Claims action.

**Personal Information Protection Principles**

In some cases, TCHC may be required to follow PIPEDA. In these situations, TCHC will adhere to PIPEDA’s “fair information principles” when managing Personal Information. The “fair information principles” includes the following:

**Accountability**

TCHC is accountable for the protection of Personal Information within its custody or control.
Identifying Purposes
When required, TCHC will identify purposes for which it collects Personal Information at or before the time the information is collected.

Consent
When required, TCHC will obtain consent before, or when, it collects, uses or discloses Personal Information, except where collection, use or disclosure is authorized or required by law.

Limiting Collection, Use, Disclosure and Retention
The collection, use, and disclosure of Personal Information shall be limited to that which is reasonable and necessary for the purposes outlined in this Policy and as authorized or required by applicable law. Personal Information shall be retained only as long as necessary for the fulfillment of those purposes.

Accuracy
TCHC shall ensure that the Personal Information is accurate, complete and up-to-date as is necessary for the purposes for which it is to be used.

Safeguards
TCHC shall protect Personal Information by security safeguards appropriate to the sensitivity of the information.

Openness
TCHC shall make readily available to individuals specific information about its policies and practices relating to the management of Personal Information.

Individual Access
Upon request, an individual shall be informed of the existence, use and disclosure of their Personal Information and shall be given access to that information. An individual shall be able to challenge the accuracy and completeness of the information and have it amended as appropriate.

Challenging Compliance
Any individual may challenge TCHC’s compliance with the above principles in respect to their Personal Information.
Retention
Records containing Personal Information will be retained and disposed of according to the retention periods and disposition methods authorized in TCHC’s Records Retention Schedule.

Privacy Breach
Should a Personal Information breach occur, TCHC will act quickly and transparently to respond and shall take appropriate measures to rectify the breach and avoid future incidents. Measures may include:

- notifying individuals privacy has been breached;
- stopping and containing the breach;
- notifying the Information and Privacy Commissioner of Ontario; and
- conducting an internal investigation.

Responsibilities
TCHC will:

- Provide education to employees who are responsible for the protection of Personal Information under this Policy.
- Follow specific procedures established for disclosing Personal Information to a law enforcement agency in Canada.
- Promote a culture and business practices that ensure TCHC information is shared and accessible to the greatest extent possible, while respecting security and privacy requirements of Personal Information and other confidentiality obligations.
- Investigate and respond to individuals who file complaints regarding the collection, use and disclosure of Personal Information in accordance with legislated requirements.
Compliance and Monitoring

- Employees who do not follow this policy will be subject to discipline, up to and including termination. TCHC will take appropriate steps to ensure vendors and contractors comply with this policy.

- The General Counsel and Corporate Secretary is the delegated head of TCHC and is accountable for TCHC’s compliance with this Policy.

- Employees must also comply with any section of the Code of Conduct which requires the protection of personal or confidential information.

- TCHC will restrict access to Personal Information to those individuals who require access to Personal Information in order to perform their duties and where access is necessary for the administration of their business.

Governing and Applicable Legislation

- Municipal Freedom of Information and Protection of Privacy Act, 1990
- Personal Information Protection and Electronic Documents Act, 2000
- Housing Services Act, 2011

Related Policies and Procedures

- Records Retention Schedule
- Code of Conduct
- Records Management Policy
- CCTV Policy

Commencement and Review

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Use the table above to reference ALL versions of the policy, when the reviews were completed, what level of approval was sought, and the nature of the change. Consult the policy framework for details.

**Next Scheduled Review Date: [Month/Year]**

[According to policy review schedule – minimum every two years]
2017-2018 Strategic Communications Plan
Item 6
December 7, 2017
Governance, Communications, Human Resources and Compensation Committee

Report: GCHRCC:2017-38
To: Governance, Communications, Human Resources and Compensation Committee (GCHRCC)
From: Kathy Milsom, President and Chief Executive Officer
Date: October 24, 2017

PURPOSE:
To update the committee on Toronto Community Housing’s strategic communications objectives, themes and priorities for 2017 and 2018.

RECOMMENDATIONS:
It is recommended that the committee receive this report for information.

REASONS FOR RECOMMENDATIONS:
The committee’s mandate includes reviewing the company’s strategies for corporate communications and branding on an annual basis. The plan is a framework for communicating to staff, tenants, stakeholders and the public (through the media) about how the company is implementing its strategic priorities, including working to improve the safety and well-being of its tenants and implementing the recommendations in the Tenants First report.

Discussion will provide timely direction and input on the approaches, messages, strategies and tactics contained in the plan.
IMPLICATIONS AND RISKS:
Clear, timely, consistent and proactive communications will help TCHC build awareness and support among tenants and staff about how the company is changing to become more tenant-centric, responsive and accountable. Communications will also support and promote tenant engagement, employee engagement, better customer service and the transformative changes through the Tenants First project.

Proactive media and public relations will improve perceptions of the company and counter negative perceptions, helping to build confidence, trust and “brand equity” with tenants, the public, and our shareholder.

Implementing the strategies will require disciplined planning and execution against defined goals and objectives. It will also require effective coordination with internal and external stakeholders and partners.

Most of the strategies will be delivered by in-house resources. Some external service providers will be engaged for specialized areas such as media monitoring services or media training. External providers of these services will be engaged through competitive procurement processes.

SIGNATURE:

“Kathy Milsom”

__________________________
Kathy Milsom
President and Chief Executive Officer

ATTACHMENT:
1. Toronto Community Housing 2017-2018 Strategic Communications Plan

STAFF CONTACT:
Bruce Malloch
Director, Strategic Communications
416-981-4390
Bruce.Malloch@torontohousing.ca
TORONTO COMMUNITY HOUSING
2017–2018 STRATEGIC COMMUNICATIONS PLAN

This plan describes how Toronto Community Housing (TCHC) will inform, educate and engage its key audiences about how the company is implementing its 2017 and 2018 strategic priorities, including the recommendations in the Tenants First plan.

SUMMARY

Using mainstream media, social media and direct communications, we will reach key external audiences, including tenants, with messages about how TCHC is working to improve the safety and well-being of its tenants. Communications will focus on housing repairs, service improvements and partnerships that are expanding tenant access to services, supports and opportunities. We will communicate both on our own and with the City of Toronto and our many partners.

Using print, email, web-based and face-to-face channels, we will inform and engage TCHC staff on our business goals and priorities, and on the progress of implementing the transformative changes approved by City Council in the Tenants First report.

COMMUNICATIONS GOALS

Clear, timely and effective communications that:

- Support TCHC’s goal of being more tenant-centric, responsive and accountable
- Show how TCHC is working to ensure the safety and well-being of its tenants
- Help build public confidence and trust in TCHC (brand equity)
- Build understanding and engagement among employees for TCHC’s mission
COMMUNICATIONS OBJECTIVES

- Build Toronto Community Housing’s brand equity by improving perceptions of the company, and countering negative perceptions, by telling stories about how we are changing to be more tenant-centric, responsive and accountable.

- Proactively provide tenants with clear, timely and reliable information on matters that affect their tenancies, their building/communities and their quality of life.

- Build staff and tenant awareness about the goals of the Tenants First project and provide timely and helpful responses to questions from staff and tenants, leveraging opportunities for two-way communications wherever possible.

- Continue to build awareness of TCHC’s financial challenges and our need to attract new investment to repair, renew and replace our aging housing stock.

TARGET AUDIENCES

Internal
- Board of Directors
- Managers and employees
- City shareholder
- Union partners

Tenants
- Tenant reps
- Tenant councils
- Tenant associations
- Working groups
- Tenant leaders
- Tenants affected by relocation
- General tenant population

City of Toronto
- Mayor, Deputy Mayors and Council
- City Manager
- Deputy City Managers

Shelter, Support and Housing Administration
Affordable Housing Office

External
- The public, through:
  - Mainstream media
  - Community and ethnic media
  - Trade publications
  - Social media
- Opinion leaders
- Elected officials

Partners
- City of Toronto ABCs and partners
- Housing sector agencies and partners
- Not-for-profit sector agencies and community partners
- Private sector partners
- Government partners
THEMES

Toronto Community Housing’s strategic communications will focus on these themes:

- Working to be a more tenant-centric, responsive and accountable housing provider
- Sustaining our housing as a vital public asset that benefits the city as a whole
- Continuing to make record investments to repair and renew our aging housing stock
- Working with the City and our partners to create safe, healthy, vibrant communities
- Improving service delivery and efficiency, leading to better outcomes for tenants
- Connecting tenants to services, supports and opportunities through partnerships

See Appendix 1 for more on themes and messages.

STRATEGIES/APPROACHES AND TACTICS TO SUPPORT THEMES

Overarching Strategy (All themes): Generate positive impressions of TCHC through proactive media relations, social media, thought leadership and direct communications, with a strong focus on joint communications with the City and with partners.

Tactics

- Develop and execute proactive media relations with mainstream and on-line media to build understanding of and support for TCHC. Use a full range of activities, including news conferences, media events, and targeted interviews, walkabout tours with reporters, editorial board meetings, op-ed articles and long-lead features.
- Invest time in strengthening relationships with reporters across print, broadcast, radio and digital outlets
- Broaden and enhance positive media coverage beyond the mainstream media through proactive outreach to multicultural, community, on-line, trade media
- Create a communications calendar of opportunities/events to promote effective planning, coordination and alignment of all corporate communications
- Send issues of Housing Update to the media. Include contacts for interview subjects, fact sheets, stats and other supplementary resources to facilitate a follow-up piece on Housing Update stories.
Social Media

- Tweet stories to reporters based on their specific beat or areas of interest.
- Tag reporters in stories that we have written. Use social media to message reporters with a heads-up about upcoming media events, launches, programs.
- Expand the use of TCHC social media channels, both to broaden the reach of Housing Update and other good news stories, and also to drive greater traffic to our Web site.
- Continue Re-tweeting links helpful to our tenants, from partners (Meals On Wheels, United Way, Crime Stoppers, etc.).
- Use consistent hash tags to link items that belong together, even if they're not sent out on social media all together.
- Use interesting and worthwhile info we send out for partners as an opportunity to drive/invite people back to our website- i.e. we tweet about a sports program, we include the website link with a breakdown of all sports programs by geographic region on our website.
- When we post something on Facebook about our capital improvements we can include photos, updated stats, progress reports, etc., and include the website link to contact at TCH about capital projects mentioned in the Post, in order to drive traffic to our website.

Strategy (tenant-centric theme): Proactively plan and deliver communications strategies that provide tenants with useful, timely, and reliable information. Focus on plain language communications products which support successful tenancies, safe and healthy communities, and improved quality of life.

Tactics

- Use print, electronic and face-to-face channels to keep tenants informed about:
  - Progress and results through our building capital repair plan
  - Our six active community revitalization projects
  - Energy retrofits to improve tenant comfort, and reduce utility costs and greenhouse gas emissions
  - Tenant education campaign on fire safety and fire prevention
  - Improvements to safety and security (e.g., digital cameras)
  - Services and supports for vulnerable tenants in the community
  - Services and supports for seniors in the community
  - Improvements to service delivery and business processes
  - Active living and youth employment programs
- Community development and tenant engagement
- The Tenant Charter / customer service standards
- The Tenant Participation System (tenant engagement)

- Continue to use digital platforms (website, e-newsletters) and social media channels (Twitter, Facebook, Instagram, YouTube, LinkedIn) to engage existing audiences and build new audiences
- Continue to produce and mail a “householder” (Housing Update) with useful and helpful information for tenants up to four times a year
- Use the HSM database to build and inform tenant communications strategies and ensure the right audiences receive the right message.
- Create low-cost tools and processes (such as an opt-in email distribution list) to improve direct communications with tenants using digital channels
- Continue to improve products and processes for service disruption and repairs notices (e.g., 24-hour notice of entry) in collaboration with all internal partners

**Strategy (Connecting Services to Tenants theme):** Use targeted social media and direct communications (e.g., newsletters and posters) to inform tenants about programs, services and opportunities in their communities.

**Tactics**

- **Reach out to tenant champions** (tenant service experts) for advice on good news stories and worthwhile information for our tenants and other audiences and populate editorial calendar with a line-up of proactive, positive stories. Examples of Positive stories:
  1.) Fire Safety Campaign – pitch tenant focused success stories and results from the campaign that highlight TCHC’s progress on fire safety.
  2.) Community partners and agencies – highlight the work of community partners that provide vital supports to our tenants (mental health, employment, food program, programs for seniors and youth). Leverage the name and recognition of partners like Fred Victor, CAMH, COTA to gain media interest.
  3.) Youth programs – highlight TCHC youth programs including Rookie League, Kick Start, Midnight Madness Basketball, Youth Worx, IIOD and Lawrence Heights Scholarships
• **Create social media campaigns** (tweets, links, messages with a common theme or purpose can be visually linked and/or sent out in a block) to connect tenants with information, services, and programs in their area.

• Develop and apply communications standards that promote clear, simple, direct and accessible communications to tenants

• Continue to consult tenants on how best to communicate with them by seeking advice and input through TCHC’s tenant engagement channels

• Continue to translate, on request, communications materials for tenants, and use HSM database to track predominant second languages in buildings so we can consistently provide translated materials to these communities.

• Develop and implement an updated Translation and Interpretation Policy that addresses tenants’ needs and supports cost-effective delivery.

• **Promote Pride in tenancy** by creating social media campaigns highlighting tenants who are working to improve and beautify their communities

• Campaign on Housekeeping Tip of the Week for tenants, on how to keep their homes well-maintained

• Tailor posts to a specific season – spring cleanup, fall clean up, winter safety tips

• Use best practices; follow the example of successful TCHC tenant engagement projects like PB and revitalization. Learn key lessons on how and why they are successful.

**Strategy to work with the City and our partners and showcase our housing as a vital public asset that benefits the City as a whole (City communications theme):**

Identify and leverage opportunities for proactive joint communications with City of Toronto, the Mayor and City Councillors, the federal and provincial governments, existing and new partners, and housing stakeholders.

**Tactics**

• Work with the CEO, the Board chair, executive leaders and all affected internal stakeholders to respond to media requests in a timely and effective way.

• Mitigate reputational risk through disciplined issues management, including maintaining a strict protocol guiding who speaks for TCHC in the media.

• Manage issues by developing effective and timely responses in collaboration with key stakeholders, including the TCHC Board of Directors and the City.
Keep the board informed on issues and TCHC’s responses, as well as on how we are engaging tenants, the City, stakeholders and partners.

Maintain effective communications channels to keep the Mayor and Council, the City Manager, and the Service Manager informed about issues and opportunities.

Deliver effective communications during an emergency response, service disruption or reputational crisis, guided by TCHC’s incident/crisis response plan.

Educate individual Toronto-beat reporters on TCHC’s mission, operations and challenges, to improve understanding and thereby reduce the prevalence of negative stories.

Strategy to build Employee Engagement (All themes): Build a common understanding among all TCHC employees about how their work helps TCHC to deliver its mission, leveraging opportunities for two-way communications wherever possible.

**Use employee-targeted communications tactics to support all themes.**

**Tactics**

- Keep staff informed in an open, timely, respectful manner, using a range of channels: print, email, the intranet, and meetings led by the President/CEO, executives and managers.
- Equip managers with the tools they need to communicate with staff, and give staff the tools they need to communicate with tenants and stakeholders.
- Use face-to-face communications to promote staff engagement through regular staff meetings at the work unit, divisional and company-wide level.
- Showcase best practices, milestones and successes, and celebrate staff accomplishments, in stories published in the biweekly staff email newsletter (In the Know) and on the intranet (in House), and presented at staff meetings.
- Use Senior Management Team (SMT) meetings and associated products (such as the SMT Monthly newsletter and the huddle tool) to cascade information to front-line staff in a timely and effective way.
- Work with Human Resources to ensure training and employee recognition programs are supported with clear, timely and effective communications.
- Encourage on two-way communication with front line staff and build stronger relationships with other divisions by forwarding all good news stories to front line staff: share information through their departmental newsletters or special new section of *In House*, building pride among employees, as well as enhancing TCHC’s reputation.
- Continue to use frontline staff as the “bridge” between TCHC and tenants.
• Create a simple template to allow front-line staff to share “interesting updates’ with Communications, and an informal way for them to let us know they need help promoting a program, or getting the word out about something.

• Maintain a strict protocol so that everyone knows who speaks for TCHC in the media, how staff should redirect media requests to Strategic Communications; and how staff should inform Strategic Communications on emerging media issues.

• Build a stronger relationship with frontline staff that directly engage with tenants and youth – RCS, CSU, cleaners, supers, TCS, CSC. Use these “experts” to help build and inform our communications strategies and tactics.

METRICS

• Number of positive media stories placed through proactive media relations. Target is that the total number of positive stories exceeds the number of negative stories in the calendar year. Each quarter, Communications will analyze media coverage and identify areas where pro-active media relations could correct misconceptions or encourage overlooked good news stories.

• Track how often key messages are picked up by all media outlets, and identify which key messages resonate well, as part of measuring positive news coverage.

• Social media metrics show positive trends in reach, engagement, number of followers, etc.

• Metrics for the Housing Update and insidehousing newsletters shows increased readership and engagement.

• Website metrics (opens, hits, click-throughs, strategic measurement of specific pages and sections) show increased visits.

• Analysis of tenant responses on communication effectiveness and tenant satisfaction with communications in the 2018 Tenant Survey.

• Analysis of all-staff emails, including the biweekly e-newsletter (number, timeliness, volume/tone of feedback).

• Analysis of InHouse stories (number, timeliness, volume/ tone of feedback from polls, comments, employee postings).
VISUAL IDENTITY STANDARDS

- Toronto Community Housing will maintain its existing brand identity and logo. A key focus is to ensure all communications products meet standards of accessibility, clear language and design, and usability.
- Toronto Community Housing will set clear standards for business communications (e.g., letters to tenants and stakeholders, email messages to employees, and email signature blocks for employees). The standards will promote, clear, respectful and open communications with tenants and stakeholders. Strategic Communications will develop the standards in collaboration with the CEO’s office.

- It is recommended that Toronto Community Housing’s brand strategies, visual identity and logo standards be reviewed in 2018 as part of the development of TCHC’s next multi-year strategic plan.

APPENDIX 1

STRATEGIC COMMUNICATIONS THEMES AND KEY MESSAGES

THEME #1: A more tenant-centric and responsive social housing provider
- We are changing to become more responsive, tenant-centric and accountable.
- We are improving our operations to deliver better customer service to tenants.
- We continue to work with the City, the Mayor and Council, and our partners to find solutions that will put us on a path to sustainability.

THEME #2: Our housing is a vital public asset that benefits the city as a whole
- Our homes are a $10-billion asset owned by the people of Toronto.
- Our homes provide tenants with stability and the foundation for a better life.
- As steward of this asset, we must deliver value and use our resources wisely.

THEME #3: Making record investments to repair and renew our homes
- We are making steady progress in delivering our building capital repair plan.
- Our capital repairs and revitalization work create thousands of jobs every year.
- Energy retrofits will improve tenant comfort and reduce energy use and costs.
THEME #4: Working to create safe, healthy, vibrant communities

- We work with Toronto Police Service, Toronto Fire Services, the City of Toronto, partners and tenants to improve safety in our buildings and communities.
- We are working to enhance fire safety in all our buildings.
- We are investing in more and better digital cameras and security systems to enhance community safety.
- We are building capacity though community economic development, community programs and partnerships, and meaningful tenant engagement.

THEME #5: Improving service delivery, leading to better outcomes for tenants

- We are updating our service standards and improving basic services.
- Our Tenant Charter, created in collaboration with tenants, sets clear expectations and accountabilities for staff and tenants alike.
- We are improving internal service to better support staff on the front lines who deliver services and provide information to tenants.

THEME #6: Connecting tenants to services and supports through partnerships

- We connect tenants to services, supports and opportunities in the community.
- Through partnerships, we help tenants to access recreation programs, jobs, training and learning opportunities, and social support services.
- Partnerships leverage our strengths to deliver better outcomes for tenants.
APPENDIX – SAMPLE ROLLOUT 2018

The following tables outline sample communications tactics, grouped by target audiences and timing (e.g. capital repairs, tenant pride and youth program messaging in May and June). The third column notes how the tactic can contribute to proactive approaches and the fourth notes which corporate project or strategy the tactics support.

Link to the 2018 Strategic Plan
This appendix highlights a few dozen of the communications initiatives encompassed in the 2018 Strategic Communications Plan. It provides a snapshot of the way each tactic in the plan was considered in terms of its feasibility, optimal timing, intended impact, and support for broad or specific corporate goals.

To review the full list of planned communications tactics
The full plan outlines an extensive range of individual tactics and strategies in support of corporate goals. All tactics are designed to generate positive impressions of TCHC through proactive media relations, social media, thought leadership and direct communications, with a strong focus on joint communications with the City and its partners.

To review how each tactic will be targeted, produced, and rolled out in 2018
To provide a more comprehensive view of all TCHC communications deliverables, a new Corporate Communications Calendar will be produced in 2018. Communications will continue working closely with internal partners to coordinate timing and rollout of TCHC communications tactics; the corporate calendar will function as the dashboard of our corporate communications deliverables.

Note: The 2018 Strategic Communications Plan lists metrics to measure the effectiveness of these tactics. It also outlines a detailed social media strategy, including new components for 2018 which focuses on tactics to engage with our partners and tenants. And it outlines approaches to meet new challenges and opportunities, including the chance for Strategic Communications to support TCHC’s tenant-centric and customer-service deliverables in 2018.
### 2018 Strategic Communications Plan

<table>
<thead>
<tr>
<th>TACTICS</th>
<th>AUDIENCES</th>
<th>PRO-ACTIVE</th>
<th>STRATEGY/GOAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rollout out materials as part of tenant education campaign on fire safety; prominently post fire safety information on our website and in buildings</td>
<td>Tenants City Media Internal</td>
<td>Seek interview opportunities around fire safety campaign components (esp. for TCHC’s expert spokesperson around fire prevention)</td>
<td>Fire safety Promote awareness of fire prevention in TCHC buildings and show our commitment to tenant safety</td>
</tr>
<tr>
<td>Support staff message development and prepare communications tactics for the decentralization pilot in OUC</td>
<td>Internal Tenants City Media- may note</td>
<td>Anticipate and address staff messaging needs and TCHC issues management needs</td>
<td>Decentralization pilot project (local service delivery/more localized input from staff)</td>
</tr>
<tr>
<td>Produce articles for Housing Update and website as well as drop-in (matte) stories for GTA media, including housing sector media</td>
<td>Tenants Media City Internal Partners</td>
<td>Maintain up to date media kit (releases, fact sheets) on each project and promote positive coverage for project milestones</td>
<td>Revitalization Projects Keep audiences, including City and tenants, up to date on revitalization goals and progress/good news</td>
</tr>
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</table>
## 2018 Strategic Communications Plan February & March Rollout

<table>
<thead>
<tr>
<th>TACTICS</th>
<th>AUDIENCES</th>
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<th>STRATEGY/GOAL</th>
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</thead>
<tbody>
<tr>
<td>Prepare booklet of tenant service information to support service delivery pilot</td>
<td>Tenants City-will note Internal-will note Media- may note</td>
<td></td>
<td>Rollout of Service Delivery Pilot (continued support for January pilot rollout)</td>
</tr>
<tr>
<td>Involve TCHC and partners in building public and media awareness about the community services available for tenants &amp;</td>
<td>Tenants Media Partners</td>
<td>Work with CEO, Board Chair, executive leaders and all affected internal stakeholders to respond to and also create opportunities</td>
<td>Community supports for tenants Build awareness of senior care, youth employment programs, Active Living activities, and programs in support of vulnerable tenants</td>
</tr>
<tr>
<td>Highlight the work of TCHC’s role in linking tenants with programs</td>
<td>Media Tenants City-will note Partners</td>
<td>Reach out to tenant champions for good news stories</td>
<td>Tenant engagement Leverage the name recognition of partners to build awareness</td>
</tr>
<tr>
<td>Seek expanded coverage about how TCHC supports in Toronto for seniors</td>
<td>Tenants GTA Media Ethnic media Senior Media Internal</td>
<td>Reach out to tenant champions for good news stories</td>
<td>Active Living Build awareness of TCHC role in supporting active living and well-being among tenants who are seniors</td>
</tr>
<tr>
<td>Reach out to ethnic media and niche media (seniors, youth); use HSM database for guidance</td>
<td>Media Ethnic Media Tenants City</td>
<td>Meet with editorial boards of ethnic media re: story ideas</td>
<td>Ethnic media Broaden and enhance positive coverage beyond mainstream media</td>
</tr>
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</table>
## 2018 Strategic Communications Plan

<table>
<thead>
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</tr>
</thead>
<tbody>
<tr>
<td>Organize tenant clean-up activity and use photos for social media</td>
<td>Media</td>
<td>Social media outreach will engage tenant youth</td>
<td>Energy Link to green message for April 22 Earth Day</td>
</tr>
<tr>
<td>Rollout new interactive map identifying buildings in each OU and listing staff</td>
<td>Tenants</td>
<td>Tell tenants and media about map</td>
<td>TCHC map Demonstrate tenant centric approach, support better customer service by identifying staff</td>
</tr>
<tr>
<td>Backgrounders on stats and interesting facts re retrofits for tenant comfort/energy conservation</td>
<td>Media</td>
<td>Offer tour and interview options/targeted journalists with an Earth Day (retrofit) angle</td>
<td>Capital Repairs Focus on good news of bringing buildings up to standard and back on line</td>
</tr>
<tr>
<td>Seasonal Safety tips- balcony safety, window safety</td>
<td>Tenants</td>
<td>Use social media and building posters to disseminate these messages</td>
<td>Safety Highrise apartment Living Other types of homes</td>
</tr>
<tr>
<td>New opt-in email distribution list and other digital platforms to reach youth and all tenants directly</td>
<td>Tenants</td>
<td>Look at new ways to reach out in 2018;</td>
<td>Job/career supports for youth Good way to introduce direct communications platforms (digital)</td>
</tr>
</tbody>
</table>
## 2018 Strategic Communications Plan

### May & June Rollout

<table>
<thead>
<tr>
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</thead>
<tbody>
<tr>
<td>Promote pride in tenancy by creating social media campaigns featuring tenants working to improve their communities</td>
<td>Tenants Media-will note City-will note</td>
<td>Increased social media outreach (pic, cutline, +tenant tip on tackling clutter or starting a mini-garden)</td>
<td><strong>Tenant engagement</strong> Tenants’ role in helping address de-cluttering and maintenance; also focus on benefits of new Tenant Participation System</td>
</tr>
<tr>
<td>Tenant home pride tip of the week, tailored to seasons</td>
<td>Tenants City-will note Media-will note</td>
<td>Pepper Web site with tips, to draw traffic and engage tenants</td>
<td><strong>Pride of place</strong> Support pride in tenancy/pride in surroundings</td>
</tr>
<tr>
<td>Create social media campaigns to connect tenants with info on services; e.g. Highlight TCHC Youth Programs</td>
<td>Tenants City Media</td>
<td>Reach out to Youth with short highlight video/ Midnight Madness Bball</td>
<td><strong>Youth programs</strong> Build out tenant engagement and youth engagement and communicate TCHC’s engagement</td>
</tr>
<tr>
<td>Aboriginal Day in Canada Emergency Preparedness Week</td>
<td>Tenants Media City-will note</td>
<td>Use these annual message points to reach out to tenants, media</td>
<td><strong>Seasonal messages</strong> Use seasonal awareness and focus to pitch/link to pro-active stories</td>
</tr>
<tr>
<td>Lawrence Heights &amp; other scholarships</td>
<td>Tenants Media City</td>
<td>Reach out to media with Backgrounders/info on scholarships</td>
<td><strong>Scholarships</strong> Promote tenant Engagement by focusing on youth academic programs</td>
</tr>
</tbody>
</table>

### 2018 Strategic Communications Plan

#### July & August Rollout

November 2017
<table>
<thead>
<tr>
<th>TACTICS</th>
<th>AUDIENCES</th>
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</tr>
</thead>
<tbody>
<tr>
<td>Highlight Learn to Swim programs during National Drowning Prevention Week</td>
<td>Media City Partners Internal</td>
<td>Reach out to media to strengthen relationships across GRA outlets</td>
<td><strong>Swimming pools</strong> Use natural media interest points during summer to reach out to media and pitch story ideas to support corporate branding, such as commitment to tenant safety, &amp; engagement in the community</td>
</tr>
<tr>
<td>Group photos, stats, progress messages in social media format and targeted tenant vehicles</td>
<td>Tenants City Media Internal</td>
<td>Target individual reporters, as well as Housing media. Note: media will want an update on capital repair progress since summer 2017</td>
<td><strong>Building capital repair plan</strong> Highlight progress and results that improve living conditions for tenants</td>
</tr>
<tr>
<td>Create stories about sports, youth, and vibrant communities</td>
<td>Tenants City-will note Internal Media Partners</td>
<td>Pitch stories to GTA media, sports media, ethnic media</td>
<td><strong>Youth</strong> Focus on sports programming/sport for development, including swimming and baseball</td>
</tr>
<tr>
<td>Tell audiences stories that show commitment to tenant and building safety and security</td>
<td>Tenant Media City</td>
<td>Find the right angle to engage tenants and media in safety and security stories</td>
<td><strong>Community safety</strong> Tenant safety, role of CSU special constables, day in the life of a special constable, new digital security cameras</td>
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</table>
## 2018 Strategic Communications Plan

### Sept. & Oct. Rollout

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</thead>
<tbody>
<tr>
<td>Prepare tenant material to support Fire Prevention Week</td>
<td>Tenants, City, Media-will note Internal</td>
<td>Use this time to showcase TTCH commitment to fire safety with media</td>
<td><strong>Fire Safety</strong>&lt;br&gt;Fall reminders</td>
</tr>
<tr>
<td>Human interest stories on youth: offer photo ops and detailed backgrounder to encourage coverage</td>
<td>Tenants, City-will note Internal, Media Partners</td>
<td>Pitch stories to GTA media, sports media, ethnic media</td>
<td><strong>Youth Programs</strong>&lt;br&gt;Active Living (e.g., Midnight Madness Basketball)</td>
</tr>
<tr>
<td>Highlight the financial and social benefits to Toronto of revitalized TCHC communities + note tenant input</td>
<td>Media, City, Partners, Tenants Internal</td>
<td>Cover milestones in revitalization projects year round, but do a blitz in the fall to present the big picture</td>
<td><strong>Revitalization</strong>&lt;br&gt;Highlight ongoing developments in our active community revitalization projects</td>
</tr>
<tr>
<td>World Mental Health Day; highlight range of program givers supporting wellness in the community</td>
<td>Media, Tenants, Partners City Internal</td>
<td>We work with many partners, as a tenant-centric, community-engaged, and responsive organization</td>
<td><strong>Healthy communities</strong>&lt;br&gt;Highlight seasonal events to draw attention to TCHC engagement</td>
</tr>
</tbody>
</table>
## 2018 Strategic Communications Plan

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<tbody>
<tr>
<td><strong>Financial Literacy</strong></td>
<td>Media</td>
<td>Ties in with other empowerment stories; tell public and media what we/partners offer, and why it’s important</td>
<td><strong>Capacity building</strong> Highlight programs to support women’s entrepreneurship, financial literacy workshops, and youth career development skills, and how TCHC works with partners to link tenants to programs</td>
</tr>
<tr>
<td>Month: an opportunity to tell the story of how we work with partners to provide tenants with a range of programs they've asked for</td>
<td>Tenants City Partners</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Tell the story:</strong> build and maintain enthusiasm for TCHC’s goals in the context of the NH Strategy</td>
<td>Media</td>
<td>Demonstrate momentum after one year (planning progress, no matter the $)</td>
<td><strong>National Housing Day Nov. 22</strong> One-year since the federal housing strategy was released</td>
</tr>
<tr>
<td></td>
<td>City Tenants Internal</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Create Backgrounders re:</strong> TCHC Youth Hiring Event and TCHC Second Careers Program promote articles for community and ethnic media</td>
<td>Tenants Media City Internal Partners</td>
<td>Seek out interview/story opportunities which can showcase TCHC’s strong support of youth employment &amp; and skills building partner programs</td>
<td><strong>Youth</strong> Communicate to our tenants and the public about youth programs including YouthWorx, If I Ruled TO forum, UPS Job Fair, Starbucks recruitment, Be.Build.Brand (entrepreneurship)</td>
</tr>
<tr>
<td><strong>Promote articles about career/entrepreneurial success for women programs for TCHC tenants</strong></td>
<td>Tenants Media City partners Internal</td>
<td>Showcase TCHC support for targeted tenant programs &amp; responsiveness to community</td>
<td><strong>Empowerment</strong> Highlight programs targeted to women, such as Journeys to Success. Also note Dec. 6 National Remembrance Day</td>
</tr>
</tbody>
</table>

November 2017
Changes to Financial Control By-Law No. 3
Item 7
December 7, 2017
Governance, Communications, Human Resources and Compensation Committee


To: Governance, Communications, Human Resources and Compensation Committee (GCHRCC)
Building Investment, Finance and Audit Committee (BIFAC)

From: General Counsel and Corporate Secretary (Interim)

Date: November 16, 2017

PURPOSE:
To obtain GCHRCC and Board of Directors (Board) approval to delegate signing authorities to management and BIFAC; and to request that the City of Toronto revise Toronto Community Housing Corporation’s (TCHC) Financial Control Bylaw 3 (Bylaw 3).

RECOMMENDATION:
It is recommended that the GCHRCC recommend to the Board to:

1. Delegate the Board’s signing authority of up to $2.5 million (exclusive of taxes) to the Procurement Award Committee, as outlined in this report;

2. Delegate the Board’s signing authority above $2.5 million (exclusive of taxes) to BIFAC;
3. Request that the City of Toronto revise Bylaw 3 as per Appendix 2; and

4. Authorize the appropriate staff to implement the above recommendations.

BACKGROUND:
Bylaw 3 currently governs the financial control structure of TCHC. This document requires an update as it contains ambiguous terminology, does not address changes in TCHC’s business since its inception in 2002, and, with the exception of the definition of “commitment,” has not been updated since it was established in 2002.

Appendix 1 provides the existing Bylaw 3.

Appendix 2 provides the suggested new financial control bylaw.

Appendix 3 provides explanation and reasoning for the suggested changes to Bylaw 3.

Procurement Award Committee (PAC)

As the President and Chief Executive Officer’s signing authority within the current Bylaw 3 is $500K (inclusive of taxes), which comes to $442,477 (exclusive of taxes), for budgeted items, there is a high volume of contracts that come to the Board (and appropriate Committees/Subcommittees) for approval.

The creation of the Bid Award Subcommittee (BAS) has alleviated concerns related to timely approvals, but it has created extra time commitment challenges to BAS members and to staff.

Recognizing the need to strike a balance between Board accountability of spend of public funds and the delegation of such spend to management to efficiently execute approved operating and capital plans, the creation of the PAC is proposed.

The PAC is modelled after the Bid Award Subcommittee of the City of Toronto, and it is proposed that the PAC have authority to award contracts under the following circumstances:
1. The Senior Director of Procurement has recommended the award as being in compliance with the terms of a competitive procurement call, and applicable procurement policies, procedures, and protocols.

2. The recommended award is the lowest bidder or highest scoring proponent as determined by an evaluation team, and based on evaluation criteria outlined in the procurement call.

3. The award and resulting commitment does not result in a commitment term exceeding five (5) years, including extensions.

4. The award and resulting commitment is less than or equal to $2.5 million (exclusive of taxes).

5. The funding for the award and subsequent commitment was approved by the Board of Directors through a budget process.

6. The PAC has not received a material written objection to the merits of the award, prior to the decision to award by the PAC.

7. All voting members of the PAC vote in favour of the award.

The PAC would report the contract awards at the next available appropriate BIFAC meeting, for those awards falling within their respective mandates.

The proposed composition of the PAC is as follows and quorum is achieved via a minimum of four members being present:

- President and Chief Executive Officer;
- General Counsel and Corporate Secretary;
- Vice President, Human Resources;
- Chief Financial Officer and Treasurer;
- Chief Operating Officer;
- Chief Development Officer; and
- Senior Director, Strategic Procurement.

The City of Toronto Bid Award Subcommittee has authority to award contracts up to $20 million. Based on a review of TCHC’s past contract awards, the $2.5 million amount was chosen as an appropriate number to balance Board oversight, while not hindering operations. Below are the reviews numbers of contracts for 2016 and 2017 (up to November 15).

<table>
<thead>
<tr>
<th>Contract Value</th>
<th>2016</th>
<th>2017</th>
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<tbody>
<tr>
<td>Between $442K - $2.5M (Suggested PAC limit)</td>
<td>64</td>
<td>103</td>
</tr>
<tr>
<td>Between $2.5M to $5M</td>
<td>11</td>
<td>13</td>
</tr>
<tr>
<td>----------------------</td>
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<td>----</td>
</tr>
<tr>
<td>Above $5M</td>
<td>2</td>
<td>10</td>
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</table>

All contracts above $2.5 million would be sent to BIFAC for approval on a quarterly basis. It is proposed that BIFAC be authorized, where it chooses, to pre-approve such awards on the conditions that contract award meet the same conditions for contract awards for the PAC. Also, all direct awards above $500K would also be sent to BIFAC for approval.

SIGNATURE:

“Ismail Ibrahim”

______________________________

Ismail Ibrahim
General Counsel and Corporate Secretary (Interim)

ATTACHMENTS:

1. Existing Bylaw 3
2. Suggested new Financial Control Bylaw
3. Rationale for suggested changes to Bylaw 3

STAFF CONTACT:
Ismail Ibrahim, General Counsel and Corporate Secretary (Interim)
416-981-4241
Ismail.Ibrahim@torontohousing.ca
Item 7 - Changes to Financial Control By-Law No. 3
GCHRCC Public Meeting - December 7, 2017

TORONTO COMMUNITY HOUSING CORPORATION
FINANCIAL CONTROL BY-LAW NO. 3

Back to report
To confer certain authorities and responsibilities with respect to the commitment of funds and the payment
of accounts of the Toronto Community Housing Corporation and other related matters.

WHEREAS the Board of Directors (the “Board”) of Toronto Community Housing Corporation (the
“Corporation”) enacted By-Law No. 2 related generally to the conduct of the business and affairs of the
Corporation; and

WHEREAS said By-Law No. 2 in Section 6.03 (2) (b) confers certain authority upon the Corporation’s Chief
Executive Officer to commit the Corporation contractually; and

WHEREAS the Board has determined to repeal Section 6.03 (2) (b) of By-Law No. 2 and replace it with this
Financial Control By-Law.

NOW THEREFORE the Board HEREBY ENACTS as follows:

1. Definitions:

In this by-law:

“Account” means a financial liability of the Corporation arising from a commitment and evidenced by any
invoice, pay sheet, receipt or other document indicating payment is due for the goods or services specified
in the account;

“Approval of Board” means the funding approval authorized by the adoption of interim and/or final
operating budgets or the capital budget and includes the approval of a project in a capital budget by the
Board;

“Capital Budget” means the annual, Board approved budget for capital projects;

“Capital Project” means an undertaking in respect of which an expenditure is incurred to acquire, improve
and maintain land, buildings, engineering structures, machinery and equipment, including installation of
computer software;

“CEO” means the Chief Executive Officer of the Corporation;

“Commitment” means a contractual obligation for the purchase of goods, services or
construction, including the execution of any document evidencing the obligator;

“Expenditures” are payments for obligations incurred by the Corporation in delivering the services
prescribed in its mandate;

“Management” means the CEO and other senior executives of the Corporation;

“Net Income” means Revenues/Sources of Funds less Expenditures/Uses of Funds;

“Operating Budget” means the annual, Board approved budget for revenues and expenditures;

“Property” means buildings managed by the Corporation;
“Revenues” mean all tenant rents and subsidies, net investment earnings, and other income earned by the Corporation in delivering its services.

2. Sole Authority

Except as otherwise provided in this By-Law, the Board has the sole authority for approving funding to operating and capital budgets.

3. Purpose

The budgeting, commitment of funds and payment of accounts of the Corporation shall be carried out in accordance with the provisions of this By-Law.

4. Applicability

The provisions of this By-Law shall apply to all Departments of the Corporation.

Part I

Budgets

5. Operating Budget

The Board, in adopting the total of all sums required during the year for the operating purposes of the Corporation shall determine the operating budget required to provide for the sums required for every purpose and the sums required for the various categories of purposes.

6. Capital Budget

The Board, in adopting the capital budget, shall determine the sums required for each capital project listed in the capital budget and each sum provided therefore shall be a capital account.

7. Spending Authority – Operating Budget

a. The operating budget approved by the Board establishes the planned revenue and expenditure levels for the Corporation. Spending or funds control is based on the net income.

b. Management may reallocate revenues and expenditures to meet the budgeted net income or loss. Reallocations of revenues and expenditures over $500,000 must be reported to the Board. Board approval is required if the net income or loss per the approved operating budget is expected to change by more than 10% or $1,000,000, whichever is greater.

c. At a minimum, the CEO shall provide the Board a quarterly report comparing budgeted revenues and expenditures to the actual revenues and expenditures.

8. Spending Authority – Capital Budget

a. The capital budget approved by the Board establishes the spending authority for capital projects.

b. Individual capital projects over $500,000 require Board approval. These individual projects will typically be approved as part of the capital budgeting process.
c. The CEO shall have the authority to approve change purchase orders and contract amendments for capital projects, as follows:

i. For contracts where the original contract value was in the CEO’s authority specified in Section 10 b. of this Financial Control By-Law, at an amount less than 20% of the amount exceeding the authority specified in Section 10 b. of this Financial Control By-Law;

ii. For contracts where the original contract value exceeded the CEO’s authority specified in Section 10 b. of this Financial Control By-Law and was approved by the Board, at an amount less than 20% of the original contract amount.

d. For each capital project, the CEO shall report to the Board:

i. All change orders and contract amendments individually in excess of $500,000 and

ii. The sum of all change orders and contract amendments, when that sum exceeds $500,000.

e. Management may reallocate funds among capital projects, as long as this reallocation does not result in an increase in the capital budget. Reallocations of funding for capital projects over $500,000 shall be reported to the Board.

f. At a minimum, management shall provide the Board a quarterly report comparing budgeted capital expenditures to actual expenditures plus contract commitments.

Part II
Board Approval

9. Approval

No Commitment shall be made, no debt shall be incurred, no expenditure shall be made and no Account shall be paid by or on behalf of the Corporation, except with Board approval and in accordance with the provisions of this Financial Control By-Law.

Part III
Commitments

10. Spending Authorities

a. The CEO may delegate spending authority to any management or staff member. In delegating spending authority, the CEO shall formulate and maintain a current schedule specifying the delegation of financial signing authority within the Corporation, including commitment and payment authorities.

b. The CEO, or his or her designate, may make a commitment, not exceeding $500,000.00 in any one instance, provided that the funds have been provided in an operating budget or capital budget. Any such amount shall be inclusive of all taxes and related charges.
c. The CEO, or his or her designate, may make a commitment, not exceeding $250,000.00 in any one instance, if the funds have not been provided in an operating budget or capital budget. Any such amount shall be inclusive of all taxes and related charges.

d. Notwithstanding the requirements of Sections 10. b. and 10. c., the CEO, or his or her designate, is delegated standing authority to pay routine, budgeted expenditures, including specific property management costs for utilities, taxes and mortgage principal and interest payments, as well as payroll and related benefits.

e. The CEO shall have the authority to approve change purchase orders and contract amendments, as follows:

i. For contracts where the original contract value was in the CEO’s authority specified in specified in Section 10 b. of this Financial Control By-Law, at an amount less than 20% of the amount exceeding the authority specified in Section 10 b. of this Financial Control By-Law;

ii. For contracts where the original contract value exceeded the CEO’s authority specified in Section 10 b. of this Financial Control By-Law and was approved by the Board, at an amount less than 20% of the original contract amount.

f. In cases of emergency, and with the approval of the Chairman of the Board, or his or her designate, the CEO, or his or her designate, has the authority to commit the Corporation contractually in excess of the amounts stipulated in Sections 10 b., c. and d., above.

Part IV
Authority for Write Offs and Disposition of Assets

11. Authority for Write Offs

The CEO, or his or her designate, is authorized to write off outstanding amounts owing to the Corporation as uncollectible. Write offs of amounts owing to the Corporation in excess of $250,000 per occurrence must be reported to the Board.

12. Disposition of Assets

All asset disposals over $250,000 shall be reported to the Board. The CEO, or his or her designate, is authorized to sell or otherwise dispose of assets owned by the Corporation, except in either of the following cases:

a. The net book value of the assets being disposed of exceeds $500,000, which requires Board approval; and/or

b. The disposition of assets involves real estate property, which requires Shareholder approval.
Part V
General

13. Repeal/Amendment

Subject to Shareholder Direction, the Board may repeal or amend all or any part of this By-Law.

14. Section 6.03(2)(b) of By-Law No. 2

Section 6.03(2)(b) of By-Law No. 2 of the corporation is repealed.

15. Effective Date

This By-Law shall come into force on the 28th day of October 2002.
TORONTO COMMUNITY HOUSING CORPORATION
FINANCIAL CONTROL BY-LAW NO. 3A

WHEREAS the Board of Directors of Toronto Community Housing Corporation ("TCHC") enacted Financial Control By-Law No. 3 to confer certain authorities and responsibilities with respect to the commitment of funds and the payment of accounts of TCHC and other related matters;

WHEREAS the Board of Directors of TCHC desires to amend the definition of "Commitment" contained in Financial Control By-Law No. 3.

NOW THEREFORE the Board of Directors of TCHC HEREBY ENACTS as follows:

1. The definition of "Commitment" contained in section 1 of Financial Control By-Law No. 3 is deleted and substituted with the following:

   "Commitment" means any contractual obligation including, without limitation, those relating to the purchase of goods, services or construction, partnering/community arrangements, joint ventures, banking documents and debt.

2. This by-law shall come into force on December 13, 2006
ATTACHMENT 2 – PROPOSED NEW FINANCIAL CONTROL BYLAW

TORONTO COMMUNITY HOUSING CORPORATION

FINANCIAL CONTROL BYLAW NO. 3 - DRAFT

PART I

Definitions, Authority, Purpose, Applicability

A. Definitions

In this Bylaw:

“Account” means a financial liability of the Corporation arising from a Commitment and evidenced by any invoice, pay sheet, receipt, or other document indicating payment is due for the goods or services specified in the account.

“Anchor Business Plan” is the plan establishing the overall budget for each Development Capital Project.

“Board Committee” means a committee established by the Board of Directors.

“Building Capital Project” means an undertaking to acquire, improve, or demolish land, buildings, engineering structures, and the project relates to a defined Capital Budget Envelope in the Capital Budget to be completed at a particular property at a specified municipal address. All Building Capital Projects will be grouped into a Capital Budget Envelope in seeking the approval of the Capital Budget.

“Capital Budget” means the annual, Board approved, budget to accomplish the Capital Plan as reflected in capital activities of the Statement of Cash Flows in the consolidated financial statements of the Corporation.

“Capital Budget Envelope” means the category of Building Capital work in the Capital Budget, including but not limited to mechanical, structural, roofing, electrical, and life safety.

”Capital Plan” means the total of the planned and unplanned Building Capital Projects and Development Capital Projects to be carried out during the period covered in the Capital Plan.

“Capital Project” means either of: i) a Building Capital Project, ii) a Development Capital Project, and iii) an Other Capital Project.

“Commitment” means entering into any contractual obligation including, without limitation, those relating to the purchase of goods, services or construction, partnering/community arrangements, joint ventures, banking documents, and debt, or any other document evidencing
obligation and is aggregated to reflect a specific operating Program, Building Capital Project, Development Capital Project, or Other Capital Project.

“Commitment Change Order” means a requested change in either scope of work or dollar value of the original, approved Commitment.

“Commitment Value” means the value of the Commitment for the purposes of determining Spending Authority.

“Corporation” means the Toronto Community Housing Corporation.

“Development Capital Project” means an undertaking to develop a parcel of land and/or buildings, and the project encompasses all sub-projects in the Anchor Business Plan.

“Emergency” means a situation where the purchase of goods or services is necessary because of an immediate risk to the safety or health of the Corporation’s employees, residents or the general public, or because of the possibility of serious damage to the Corporation’s property or private property.

“Material Risk of Financial Loss” means a possibility of incurring loss of money or decrease in financial value that would be significant to the Corporation.

“Net Income” or “Net Loss” means revenues/sources of funds less expenditures/uses of funds for accounting purposes.

“Operating Budget” means the annual projected revenues and expenditures budgeted to carry out the Operating Plan for revenues and expenditures.

“Operating Plan” means the planned annual operating activities as reflected in the Statement of Operations in the consolidated financial statements of the Corporation.

“Other Capital Project” means any other capital asset recognized in the consolidated financial statements of the Corporation (on the basis of accounting principles), that is neither a Building Capital Project nor a Development Capital Project. Examples of Other Capital Project include information technology capital or general corporate capital (i.e. leasehold assets etc.).

“Payment Authority” means the authority to settle an Account of the Corporation.

“Program” means a strategy that encompasses one or more related goods or services that is either mission driven or mandate driven and is the level at which the Board approves funding in the Operating Budget.

“Procurement Authority” means the authority to begin the purchasing process to procure goods and services as a result of the Board approval of the Operating and/or Capital Budget.

“Procurement Award Committee” means the committee consisting of senior staff as established under the Board approved terms of reference of the committee.

“Procurement Call” means solicitation by the Corporation to external suppliers to submit a tender, quotation, proposal, pre-qualification, and expression of interest.
“Revenue Contracts” means a binding agreement between the Corporation and another party that defines the terms under which revenue will be received, including but not limited to, commercial leases and applications, residential leases and applications, and revenue commitments.

“Spending Authority” means the authority to enter into a Commitment.

“Urgency” means a situation where the purchase of goods and services is necessary due to unforeseen circumstances that may result in material risk of financial loss.

Sole Authority

The Board has the sole authority to approve the funding of Operating and Capital Budgets, except as otherwise provided in this Bylaw.

B. Purpose

The budgeting, commitment of funds, and payment of accounts of the Corporation shall be carried out in accordance with the provisions of this Bylaw.

C. Applicability

The provisions of this Bylaw shall apply to the Corporation.

PART II

Budgets

D. Operating Budget

The Board, in adopting the total of all sums required during the year for the operating purposes of the Corporation, shall approve or amend the Operating Budget put forth by the Chief Executive Officer to carry out the Operating Plan.

E. Capital Budget

The Board, in adopting the sums required during the year for the capital purposes of the Corporation, shall approve or amend the Capital Budget put forth by the Chief Executive Officer to carry out the Capital Plan.

In preparing the annual Capital Budget, in respect of Building Capital Projects and Other Capital Projects, sources of funding must be identified and included as part of the Capital Budget process.

In addition, in respect of Development Capital Projects, approval within the overall Capital Budget for such projects shall take place in the following progression:
• At time of project initiation – an Anchor Business Plan be presented as part of obtain budget approval that will reflect the overall project costs and sources of funding overall years in which the Development Capital Project is anticipated to take place; and

• On an annual basis, as part of the Capital Budget, the Anchor Business Plan be integrated into the annual Capital Budget to reflect any changes that may or may not have taken place since the approval of the previous Anchor Business Plan.

There may be instances in which Development Capital Projects come forward for budget approval during the course of the fiscal year, but were not contemplated, nor included in the current year annual Capital Budget. As such Development Capital Projects come forward, the annual Capital Budget will be updated to reflect new approvals, and the identification of the required sources of funding be presented and be part of the budget approval by the Committee or Board of Directors, having the appropriate Commitment Authority.

F. Procurement Authority – Operating Budget

1. The Operating Budget approved by the Board establishes the planned revenue and expenditure levels for the Corporation. The approval of the Operating Budget authorizes the Corporation to begin the procurement process to execute the Operating Plan.

2. Procurement Authority and Spending Authority may be provided by the Board simultaneously, where the Board explicitly states that, with the approval of the budget, the Board authorizes appropriate staff to enter into a Commitment(s) on behalf of the Board.

3. Management may propose to reallocate revenues and expenditures in the Operating Budget during the course of the fiscal year, subject to the following:

   a. Reallocations greater than $500,000 shall be reported to the Board on a quarterly basis; and

   b. A reallocation that results in a change to the Net Income or Net Loss per the approved Operating Budget by more than 10% or $1,000,000, whichever is greater, shall be approved by the Board.

4. At a minimum, the Chief Executive Officer shall provide the Board a quarterly report comparing budgeted revenues and expenditures to the actual revenues and expenditures, as well as a forecast of the estimated Operating Plan results for the year as a whole.

G. Procurement Authority – Capital Budget

1. The Capital Budget approved by the Board establishes the budget for planned Capital Projects and the estimated budget for unplanned Capital Projects. The approval of the
Capital Budget authorizes the Corporation to begin the procurement process to carry out the Capital Plan.

2. Procurement Authority and Spending Authority may be provided by the Board simultaneously, where the Board explicitly states that with the approval of the budget, the Board authorizes the appropriate staff to enter into a Commitment(s) on behalf of the Board.

3. Management may reallocate funds among Building Capital Envelopes in the total Building Capital Budget, subject to the following:
   a. Reallocations between $500,000 and $5,000,000 shall be reported to the Board on a quarterly basis; and
   b. Reallocations greater than $5,000,000 or any reallocation or reforecasting that results in a change to the total Building Capital Budget by more than 10% shall be approved by the Board.

4. Management may reallocate funds within Development Capital Envelopes in the Capital Budget, subject to the following:
   a. The Chief Executive Officer is authorized to reallocate funds within a Development Capital Project budget, so long as no change to the total Development Capital Project budget results is anticipated;
   b. Reallocations between $500,000 and $5,000,000 to the Development Capital Project budget shall be reported to the Board on a quarterly basis; and
   c. Reallocation greater than $5,000,000 or any reallocation that results in a change to the Development Capital Project budget by more than 10% shall be approved by the Board.

5. At a minimum, the Chief Executive Officer shall provide the Board a quarterly report comparing budgeted capital expenditures to actual expenditures plus Commitments, as well as a forecast of the estimated Capital Plan results for the year as a whole.

6. On an annual basis, the Chief Executive Officer shall report to the Board the status of all Capital Projects, including those that closed during the year.

Part III

Board Approval

H. Approval
No Commitment shall be made, no debt shall be incurred, no expenditure shall be made and no Account shall be paid by or on behalf of the Corporation, except with Board approval and in accordance with the provisions of this Financial Control Bylaw.

The Board may delegate its authority under this Bylaw to a Committee of the Board or to the Procurement Award Committee.

Part IV

Commitments

I. Spending Authority – Operating Budget

1. The Chief Executive Officer may make a Commitment, not exceeding his or her authority as provided in Sections J (2) and J (3), provided that the Commitment is in accordance with procurement policies, procedures, and protocols.

For the purposes of determining if a Commitment is within the Chief Executive Officer’s Spending Authority, the following will be considered:

   a. The Commitment Value is deemed to be the greater of the total amount to be executed in the Commitment document, including current and future years, and the total amount of a Program;

   b. Where the volume of work under a Program is unknown, the Commitment Value will be estimated based on projected volumes and prior year(s) spend;

   c. The Commitment Value shall be inclusive of all related charges with the exception of taxes, which shall be excluded; and

   d. Commitments may not be split to circumvent the spending authorities provided for in this Bylaw.

2. The Chief Executive Officer may make a Commitment, not exceeding $500,000 in any one instance, so long as the provisions in Section J (1) have been met, and the funds have been provided for in the approved Operating Budget.

3. The Chief Executive Officer may make a Commitment, not exceeding $250,000 in any one instance, if the funds have not been provided for in the approved Operating Budget, so long as the provisions in Section J (1) have been met and the funds for the expenditure are available.

4. A Commitment that exceeds the Chief Executive Officer’s authority as specified in this Bylaw requires the approval of:

   a. The Procurement Award Committee, subject to the conditions and authority set out in the Board approved Terms of Reference of the committee;
b. A Board Committee, subject to the conditions and authority set out in the Board approved Terms of Reference of the committee; or

c. The Board of Directors.

5. The Chief Executive Officer may delegate Commitment Authority to any management or staff member to enter into a Commitment for goods or services in accordance with the provisions of this Financial Control Bylaw. In delegating Commitment Authority, the Chief Executive Officer shall formulate and maintain a current schedule specifying the delegation of financial signing authority within the Corporation.

6. The Chief Executive Officer shall have the authority to approve Commitment Change Orders and amendments as follows:

   a. The Chief Executive Officer may authorize Commitment Change Orders or amendments where the following conditions are met:

      i. Sufficient funds are available; and

      ii. The sum of all change orders or amendments do not exceed the greater of $250,000 or 20% of the original Commitment Value.

   b. Where a change order or amendment does not meet the provisions of section J 6(a) above, additional Commitments must be authorized by the Procurement Award Committee or Board Committee, within the authority set out in the Terms of Reference of each committee, or by the Board.

7. Notwithstanding the above requirements of Section J, the Chief Executive Officer is delegated standing authority to pay routine, budgeted expenditures, including specific property management costs for utilities, taxes of any kind, waste levies or any other levies imposed by a government agency, false fire alarm charges, mortgage principal and interest payments, as well as payroll and related benefits.

J. Spending Authority – Capital Budget – Building Capital, Other Capital, or Development Capital

1. The Chief Executive Officer may make a Building Capital or Other Capital Project Commitment, not exceeding his or her authority as provided in Sections K (2) and K (3), provided that the Commitment is in accordance with procurement policies, procedures and protocols.

For the purposes of determining if such a Commitment is within the Chief Executive Officer’s spending authority, the following will be considered:

   a. Where more than one Building Capital or Other Capital Project is procured through a single Procurement Call, the Commitment Value shall be deemed to be
at the Building Capital or Other Capital Project level if the Procurement Call is both evaluated and awarded at the Building Capital or Other Capital Project level, and not on basis of the entire call. Where the Procurement Call is evaluated as a whole, the Commitment Value shall be deemed to be the at the Procurement Call level;

b. The Commitment Value is deemed to be the total amount to be executed in the commitment document, including current and future years;

c. The Commitment Value shall be inclusive of all related charges with the exception of taxes, which shall be excluded; and

d. Commitments may not be split to circumvent the spending authorities provided for in this Bylaw.

2. The Chief Executive Officer may make a Commitment, not exceeding $500,000 in any one instance, provided the provisions in Section K (1) have been met, the funds have been provided for in the approved Capital Budget.

3. The Chief Executive Officer may make a Commitment, not exceeding $250,000 in any one instance, if the funds have not been provided in the Building Capital Budget, so long as that the provisions in Section K (1) have been met and the funding for the expenditure is available.

4. A Commitment that exceeds the Chief Executive Officer’s authority as specified in this Bylaw requires the approval of:
   a. The Procurement Award Committee, subject to the conditions and authority set out in the Board approved Terms of Reference of the committee;
   b. A Board Committee, subject to the conditions and authority set out in the Board approved Terms of Reference of the committee; or
   c. The Board of Directors.

5. The Chief Executive Officer may delegate Commitment Authority to any management or staff member for Commitments for goods or services in accordance with the provisions of this Financial Control Bylaw. In delegating Commitment Authority, the Chief Executive Officer shall formulate and maintain a current schedule specifying the delegation of financial signing authority within the Corporation.

6. The Chief Executive Officer shall have the authority to approve Commitment Change Orders and amendments as follows:
   a. The Chief Executive Officer may authorize change orders and amendments where the following conditions are met:
      i. Sufficient funds are available; and
      ii. The sum of all change orders or amendments do not exceed the greater of $250,000 or 20% of the original Commitment Value.
   b. Where a change order or amendment does not meet the provisions of section K 6(a) above, additional Commitments must be authorized by the Procurement
Award Committee or Board Committee, within the authority set out in the Terms of Reference of each committee, or by the Board.

K. Commitment Authority – Emergency and Urgency

1. In cases of Emergency or Urgency, and with the approval of the Chairman of the Board, or his or her designate, the Chief Executive Officer, or his or her designate, has the authority to make a Commitment in excess of the amounts stipulated in Sections J, K, and L above.

Part V

Payment Authority

L. Payment Authority

1. The Chief Executive Officer is delegated full authority to pay Commitments that were previously approved in accordance with Part IV of this Financial Control Bylaw, where the payment does not exceed the Commitment Value.

2. For settlements of legal claims, the Chief Executive Officer is delegated authority to approve payments up to $500,000. For payments above $500,000 approval must be granted by the Board of Directors.

3. The Chief Executive Officer may delegate Payment Authority to any management or staff member to settle an Account of the Corporation in accordance with the provisions of this Financial Control Bylaw. In delegating Payment Authority, the Chief Executive Officer shall formulate and maintain a current schedule specifying the delegation of financial signing authority within the Corporation.

Part VI

Authority for Write Offs and Disposition of Assets

M. Authority for Write Offs

The Chief Executive Officer, or his or her designate, is authorized to write off outstanding amounts owing to the Corporation as uncollectible. Write offs of amounts owing to the Corporation that are, cumulatively, in excess of $250,000 with respect to a particular balance must be reported to the Board.
N. Disposition of Assets

The Chief Executive Officer, or his or her designate, is authorized to sell or otherwise dispose of assets owned by the Corporation, except in either of the following cases:

a. The net book value of the assets being disposed of exceeds $500,000, which requires Procurement Award Committee, Board Committee, or Board approval; and/or

b. The disposition of assets involves real estate property, which requires Shareholder approval.

All asset disposals over $250,000 shall be reported to the Board.

Part VII

Revenue Contracts

O. Revenue Contracts

The Chief Executive Officer, or his or her designate, is authorized to enter into a Revenue Contract under the following circumstances:

a. Chief Executive Officer has authority to enter into Revenue Contracts with total value (over the entire term of the contract) of under $5,000,000;

b. Revenue Contracts between $500,000 and $5,000,000 shall be reported to the Board on a quarterly basis; and

c. Revenue Contracts greater than $5,000,000 shall be approved by the Board.

Part VIII

General

P. Repeal/Amendment

Subject to Shareholder Direction, the Board may repeal or amend all or any part of this Bylaw.

Q. Financial Control Bylaws No. 3 and No. 3A

Financial Control Bylaws No. 3 and No. 3A of the Corporation are repealed.
R. Effective Date

This Bylaw shall come into force on the ________ day of __________ 2018.
ATTACHMENT 3 – Explanation of Changes to Bylaw 3

The recommended revisions to Bylaw 3 seek to resolve the issues outlined below.

1. Providing more clarity and consistency

   Issue

   The existing Bylaw 3 is not well structured and unclear in multiple areas, thus leading to confusion and uncertainty in interpreting it. For example, there are defined terms in the “Definitions” section that are not used elsewhere. Furthermore, staff have had difficulty navigating through the bylaw as the document is not user-friendly.

   Proposed Resolution

   The suggested changes will make the bylaw clearer as unnecessary defined terms have been eliminated; new defined terms have been added to assist staff in interpreting the bylaw; and the structure of the bylaw has been modified to include similar information in the same sections of the bylaw to make it easier to find information.

   Furthermore new sections are added to reduce uncertainty, including sections on change orders for operating and development budget items; and addition of a section on “Payment Authority.”

2. Clarification of authority given under “Budget Approval” and “Spending Authority”

   Issue

   In the existing Bylaw 3, “Spending Authorities” are referred to under both Part I: Budgets and Part III: Commitments, resulting in confusion as to if the authority to spend is (or may be) given at the time the budget is approved.

   Proposed Resolution

   The suggested changes clarify the authority provided to staff. The proposed draft now provides that the approval of the budget authorizes
staff to begin the procurement process to execute the capital and operating plans, while spending authority is the authority to enter into a commitment (or contractual obligation).

The suggested changes also explicitly allow the Board to provide both the authority to begin the procurement process and authority to enter into commitments at the time of budget approval.

3. Definition of commitment value for the purposes of determining spending authority and to avoid perception of splitting

Issue

The value of a commitment needs to be defined so as to be fair and transparent, and to avoid criticism that commitments could have been split for the purpose of circumventing spending or signing authorities. Areas requiring clarification include:

- Multi-year commitment;
- Multi-project procurement;
- Unknown contract value; and
- Taxes and other charge.

Proposed Resolution

Multi-Year Commitment

Where the commitment extends beyond the current year, the commitment value will be deemed to be the full value of the contract, inclusive of the entire contract period, and not just the portion to be spent in the current year.

Multi-Project Procurement

There has been more bulk purchasing by procurement lately, where distinct projects are being combined into one procurement call. This change has resulted in higher valued procurement calls overall, which in turn drives up the perceived commitment value and therefore the level of signing authority required. Under the proposed changes, the definition for the value of the
commitment for signing authority is to be at the project level, subject to certain conditions as set out below.

Where multiple projects are procured through a single procurement call, the commitment value will be deemed to be at the capital project level if:

- Each project in the procurement call is evaluated separately;
- Each project in the procurement call is awarded separately based on the highest score/lowest cost (as set out in the procurement documents) for each project; and
- The project is severable from all other projects (i.e. will continue to be executed whether or not other related projects in the procurement call are cancelled or delayed).

Where the procurement call is evaluated and/or awarded as a whole, the commitment value will be deemed to be value of the entire procurement call.

*Unknown Contract Value*

For unit priced agreements or other contracts where the volume of work is unknown, the commitment value will be estimated based on prior year spend and projected volume anticipated over the contract term.

*Taxes and Other Charges*

The commitment value will be inclusive of all charges related to the purchase of the good or service with the exception of taxes, which will be excluded as such amounts are in essence refundable to TCHC (i.e. HST).

**4. Definition of capital project: Building Capital vs. Development**

**Issue**

The existing Bylaw 3 does not clearly define what constitutes a capital project, nor does it consider certain complexities related to development projects as TCHC was not involved in development projects in 2002.
Proposed Resolution

A building capital project is proposed to be considered as an undertaking at a specified municipal address related to a defined line item in the capital budget, such as electrical, roofing, mechanical, structural, etc.

A development project is proposed to be considered as an undertaking to develop a defined parcel of land and/or buildings, and the project encompasses all activities in the anchor business plan.

5. Revenue Contracts

Issue

The current Bylaw does not address signing authorities for revenue contracts.

Proposed Resolution

The proposed changes adds a section to address revenue contracts.

6. Delegation of authority from the Board

Issue

The threshold for the CEO’s spending authorization has not been adjusted for inflation or changes to TCHC’s business since 2002.

Proposed Resolution

There is a minor change to increase the delegated authority to the CEO. The CEO’s approval levels are currently inclusive of taxes, thus causing confusion. The suggested changes would now make the CEO’s authority exclusive of taxes. Therefore, the new commitment authority would be:
Furthermore, with respect to change orders, aside from adding limits to operating and development budget items, the suggested changes also increases the lower threshold of requiring Board approval from $100K to $250K, matching the commitment authority for unbudgeted items.

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2018 GCHRCC Work Plan
Item 8
December 7, 2017
Governance, Communications, Human Resources and Compensation Committee

Report: GCHRCC:2017-40
To: Governance, Communications, Human Resources and Compensation Committee (GCHRCC)
From: General Counsel & Corporate Secretary (Interim)
Date: November 29, 2017

PURPOSE:

To establish a 2018 Work Plan for GCHRCC.

RECOMMENDATION:

It is recommended that GCHRCC review and approve the draft 2018 Work Plan appended as Attachment 1 to this report.

The draft 2018 GCHRCC Work Plan proposes the following GCHRCC meeting dates for 2018:

1. February 5, 2018 (9:00 a.m. – 11:00 a.m.);
2. April 3, 2018 (9:00 a.m. – 11:00 a.m.) [Ad hoc meeting];
3. May 3, 2018 (9:00 a.m. – 11:00 a.m.);
4. September 6, 2018 (9:00 a.m. – 11:00 a.m.);
5. October 5, 2018 (9:00 a.m. – 11:00 a.m.) [Ad hoc meeting]; and
6. November 22, 2018 (9:00 a.m. – 11:00 a.m.).
SIGNATURE:

“Ismail Ibrahim”

Ismail Ibrahim
General Counsel & Corporate Secretary (Interim)

ATTACHMENT:

1. Draft 2018 GCHRCC Work Plan

STAFF CONTACTS:

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416-981-4241
Ismail.Ibrahim@torontohousing.ca

Marta Asturi, Legal Counsel and Assistant Corporate Secretary
416-981-4238
Marta.Asturi@torontohousing.ca
### Governance, Communications, Human Resources and Compensation Committee (GCHRCC) Work Plan

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<td>Review Board and Committee Work Plans</td>
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<td>AGM Review and Subsidiary AGMs (receiving annual operating plan and budget, and annual financial statements)</td>
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<td>Monitor risk: insurance program of the corporation</td>
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<td>Review position descriptions for the Chair and the CEO</td>
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<td>Approve annual performance objectives of the CEO</td>
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<td>Review of government relations strategy</td>
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<td>Appointment of Committee members and Chairs</td>
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<td>Appointment of Directors on any subsidiary or joint venture</td>
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<td>Review of Board succession, Board size and composition, and skills matrix</td>
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<td>Director education and board development policies/strategies</td>
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<td>Monitor and review, as necessary, corporate governance guidelines and procedures</td>
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<td>Monitor risk: corporate communications and disclosures</td>
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<td>Labour relations and negotiation strategies for collective bargaining</td>
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<td>Review corporate bylaw and recommend Board changes</td>
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<td>Subsidiary &amp; Joint Ventures-recommend to Board the creation or disposition</td>
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<td>Review of governance structures of all subsidiaries and joint ventures</td>
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Governance Procedures
Item 9
December 7, 2017
Governance, Communications, Human Resources and Compensation Committee

Report: GCHRCC:2017-41
To: Governance, Communications, Human Resources and Compensation Committee (GCHRCC)
From: General Counsel & Corporate Secretary (Interim)
Date: November 27, 2017

PURPOSE:
To review with the GCHRCC the following governance procedures:
(a) 2018 Board and Committee meeting schedule; and
(b) Review of Committee and Subcommittee Charters.

RECOMMENDATIONS:
It is recommended that GCHRCC approve and recommend to the Board for approval the following:
(a) The amended Committee Charters appended as Attachments 1, 2 and 3 to this report; and
(b) The 2018 Board and Committee meeting schedule.

REASONS FOR RECOMMENDATIONS:
According to the GCHRCC Charter, the GCHRCC has the responsibility to annually review the charters of the Board and committees, and make recommendations to the Board. Committees are essential to a Board's governance process to assist the Board in fulfilling its governance role and
fiduciary obligations. The establishment of Committees permit greater discussion and more in-depth analysis than would be allowed during a Board meeting, and allow individual Directors the opportunity to contribute their special expertise. It is good governance, and contemplated in the existing Committee Charters, that these Charters will be reviewed on an annual basis.

The following are proposed changes to the Committee Charters. In addition, the recommendation is to remove all subcommittees of the Committees and have direct reporting to the Committees to reduce workload of directors and ensure matters are addressed in a timely fashion. Also, proposed changes to Bylaw No. 3 no longer require the existence of the Bid Award Subcommittee.

Governance, Communications, Human Resources and Compensation Committee (GCHRCC)
- Removal of advisory subcommittees.

Building Investment, Finance and Audit Committee (BIFAC)
- Delegated Financial Authority above $2.5 million (in line with proposed changes to Bylaw No. 3).
- Removal of advisory subcommittees.
- Removal of oversight of the Commissioner of Housing Equity.
- Inclusion of Enterprise Risk Management.

Resident Services Committee (RSC)
- Inclusion of oversight of the Commissioner of Housing Equity.

2018 Board and Board Committee Meeting Schedule

It is proposed that the Board meet 7 times per year. The proposed 2018 Board meeting dates are as follows: January 25; February 23; April 30; June 29; July 31; September 27; and December 6, 2018. In addition, 1 Board workshop is proposed to be held in May or June 2018 as a strategic planning session. These dates take into consideration the Board’s annual work plan, as well as religious and other holidays that may be celebrated by Board members and members of the public who wish to attend TCHC Board meetings.
It is proposed that the Board Committees meet 4-6 times per year, consistent with their annual work plans and in alignment with the Board meeting calendar.

Once the 2018 schedule of Board and Committee meetings is set, it will be circulated to the Board and the dates will be posted on TCHC’s website.

SIGNATURE:

“Ismail Ibrahim”
_________________________
Ismail Ibrahim
General Counsel & Corporate Secretary (Interim)

ATTACHMENTS:
1. Amended GCHRCC Charter
2. Amended BIFAC Charter
3. Amended RSC Charter

Staff ContactS:
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Marta Asturi, Legal Counsel and Assistant Corporate Secretary
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Marta.Asturi@torontohousing.ca
THE GOVERNANCE, COMMUNICATIONS, HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

Mandate
The Governance, Communications, Human Resources and Compensation Committee (the “GCHRCC” or the Committee”) is established as a committee of the Board of Directors (“Board”) of Toronto Community Housing Corporation (“TCHC”). The purpose of the Committee is to assist the Board to implement appropriate standards of corporate governance, particularly fulfilling its oversight responsibilities in respect of:

- Corporate Governance
- Human resources, executive compensation, and talent management succession planning
- Government relations and corporate communications
- Corporate Compliance
- Subsidiaries and Joint Ventures
- Financial authority: $1 million (excluding sole source)

Advisory Subcommittee: The Executive Compensation Subcommittee shall continue as a Subcommittee of the GCHRCC.

Responsibilities
The Committee fulfills its purpose by carrying out the following responsibilities:

A. Corporate Governance
- 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;
- Annually reviewing the Board Charter and Charters for each Committee, and reporting and making recommendations to the Board on such matters;
- In collaboration with the Chair of the Board and the chairs of each Committee, annually reviewing Board and Committee work plans for alignment with responsibilities and Board goals;
- Overseeing the design, implementation, and reporting of an annual evaluation of the performance of the Board, its Committees, and individual directors and reporting and making recommendations to the Chair of the Board and to the Board as appropriate;
- Recommending to the Board for approval the appointment of Committee members and Chairs;
- Monitoring the effectiveness of Board and Committee meeting procedures and meeting materials and reporting and making recommendations to the Board on such matters;
• Reviewing with Management the procedures of the Annual General Meeting and reporting and making recommendations to the Board on such matters;
• Monitoring the relationship between the Board and Management for the appropriate independence and delineation of responsibilities and reporting and making recommendations to the Board on such matters;
• Reviewing matters related to Board succession and nominations, the process for elections of tenant directors and councillor appointments, Board size and composition, including designing and monitoring a Board skills matrix and reporting and making recommendations to the Board on such matters, including where appropriate recommending to the Board matters for presentation to the Shareholder;
• Overseeing the design, implementation, and reporting of policies, strategies and initiatives for director education and board development;
• 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; and
• Overseeing the design, implementation, and reporting of policies and procedures associated with the use of outside advisors to the Board and its committees and reporting and making recommendations to the Board on such matters; and
• Overseeing the design, implementation, and reporting of policies, strategies, and initiatives related to transparency, the conduct of the Board, ethics and conflict of interest, lobbying, and annual declarations by directors and reporting and making recommendations to the Board on such matters.
• Monitoring the following the areas of risk and the steps Management has taken to control such risks:
  i. Corporate communications and disclosures (particularly material communications to the public and shareholder);
  ii. Insurance program of the corporation;
  iii. D&O and indemnity agreements; and
  iv. Legal Issues of the corporation.

B. Human Resources, Executive Compensation, and Talent Management

• Overseeing the design, implementation, and reporting of policies, strategies, and initiatives by Management on human resources, talent development and retention, and compensation principles and reporting and making recommendations to the Board on such matters;
• Overseeing internal human rights complaints and other complaints involving employees;
• Annually reviewing and, as appropriate, recommending to the Board changes to the Chair of the Board's position description;
• Recommending to the Board the appointment of a new Chief Executive Officer (CEO), the dismissal of the existing CEO, or remedial action where necessary;
• Recommending to the Board any agreements, including those addressing retirement, termination of employment or other special circumstances between the Corporation and the CEO, for execution by the Chair of the Board;
• Annually reviewing and, as appropriate, recommending to the Board changes to the CEO position description;
• Annually reviewing and, as appropriate, recommending to the Board performance targets that are relevant to the CEO’s compensation, and annually assessing and recommending to the Board the CEO’s performance in meeting those targets;
• Annually assessing the ‘tone at the top’ set by the CEO through his/her business ethics, conduct and integrity;
• Recommending to the Board the CEO’s total compensation based upon the above evaluation;
• Recommending to the Board, in consultation with the CEO, the appointment, dismissal, or re-assignment of Officers, including the terms and conditions of such for execution by the CEO;
• Annually reviewing in conjunction with the CEO and, as appropriate, recommending to the Board the Officer structure, succession plans, performance reviews, and compensation structure;
• Overseeing the design and monitoring of the Corporation’s succession plans and contingency preparedness, monitoring the progress and development of senior management in accordance with plans, and reporting and making recommendations to the Board on such matters;
• Reviewing and recommending to the Board the Corporation’s strategies with respect to labour relations issues and negotiation strategies for collective agreements;
• Reviewing matters related to Director remuneration and reporting and making recommendations to the Board on such matters, including where appropriate recommending to the Board matters for presentation to the Shareholder;
• Approving outside directorships of Officers except smaller non-profit directorships which the CEO may approve; and
• Recommending to the Board appropriate disclosure policies and processes for compensation and related issues.

C. Government Relations and Corporate Communications
• Periodically reviewing with Management the Shareholder Direction and assessing shareholder proposals and reporting and making recommendations to the Board on such matters, including where appropriate recommending to the Board matters for presentation to the Shareholder;
• Annually reviewing with Management the Corporation’s government relations strategies and its compliance with lobbyist rules and regulations and reporting and making recommendations to the Board on such matters;
• Annually reviewing with Management the corporate communications and branding strategies of the Corporation, and reporting and recommending to the Board for approval significant investments in communications and branding; and
• Recommending to the Board the approval of any policies related to political donations by the Corporation.

D. Corporate Compliance
Overseeing the policies and processes by which Management achieves and reports to the Board on compliance for the Corporation and reporting and making recommendations to the Board on such matters;

- Recommending to the Board, in consultation with Committee Chairs and Management, the allocation of the monitoring of specific functional areas of compliance to other committees while monitoring Management’s compliance as it relates to the functional areas of the Committee; and

- Annually reviewing the Corporation’s by-laws and recommending, as appropriate, revisions to the Board for presentation to the Shareholder.

E. Subsidiary and Joint Ventures

- Recommending to the Board for approval the creation or disposition of any subsidiary or joint venture;
- Receiving and reviewing with Management the annual operating plan and budget of all subsidiaries and joint ventures, and reporting and making recommendations to the Board on such matters; and
- Receiving and reviewing with Management the annual financial statements of all subsidiaries and joint ventures, and reporting and making recommendations to the Board on such matters.

Authority

The Committee has full delegated authority from the Board in respect of the matters that fall within its Charter.

The Committee will have full, free and unrestricted access to management and its employees.

The Committee may retain the services of external advisors at the expense of the Corporation as may be deemed necessary to ensure its due diligence and in accordance with TCHC’s procurement policy and procedures.

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.

Composition

- Appointment of the Committee Chair, Vice Chair, and members shall be by the Board upon recommendation by the GCHRCC.
- The Chair of the Board shall be a voting ex officio member of the Committee.
- The President and CEO will appoint an Executive staff liaison to support the Chair.
- The President and CEO will appoint a staff person to reside as Corporate Secretary for the Committee.
- The Committee shall be composed of a minimum of four Directors.

Terms of Membership

- Two year term. The term is renewable for an additional two year term.
Quorum

- Quorum shall be a minimum of two Directors.
- Where a quorum is present, decisions shall be taken by motion, with passage by simple majority (fifty per cent plus one) of the total Committee members present at a meeting of the Committee, in person or by teleconference call.
- Written resolution in lieu of meeting signed by all members of the Committee is permitted.

Meetings

- The Committee will meet as frequently as it determines necessary but not less than once each quarter. Meetings may be called by the Chair of the Board or the Chair of the Committee. The Chair of the Committee must call a meeting when requested to do so by any member of the Committee, the Chairman of the Board, the President and CEO, or the General Counsel and Corporate Secretary.
- Time-limited sub-committees or advisory committees may be formed to address specific issues and perform clear tasks.
- The procedure at meetings shall be determined by the Committee Chair adhering to the by-laws of the Corporation or any resolution of the Board.
- Meetings will be held in public other than matters to be dealt with in closed session, such as:
  - (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).

Review

- The Committee shall review its Charter on an annual basis.

Reporting

- The Committee will report the proceedings of each meeting and all recommendations made by the Committee at such meeting to the Board at the Board's next meeting. The Committee will make such recommendations to the Board as it may deem appropriate.
THE BUILDING INVESTMENT, FINANCE AND AUDIT COMMITTEE CHARTER

Mandate
The Building Investment, Finance and Audit Committee (the “BIFAC”) or “Committee”) is established as a committee of the Board of Directors (“Board”) of Toronto Community Housing Corporation (“TCHC”) to assist the Board in fulfilling its responsibilities in respect of:

- Capital Funds and investments (with an Advisory Committee, if needed)
- Capital projects, real property and building revitalization
- Building state of repair and environmental sustainability
- Budget, Financial Reporting and Financial Statements
- Internal Audit, Accounting Systems and Internal Controls
- External Audits
- Financial Compliance
- Financial and Fraud Risk
- Information Technology
- Oversight of the Chief Internal Auditor
- Enterprise Risk Management
- Oversight of the Commissioner of Housing Equity
- Delegated Financial authority: above $2.5 million (exclusive of taxes) for capital projects

Advisory Subcommittee: The Investment Advisory Subcommittee shall continue as a Subcommittee of the BIFAC.

Responsibilities
The Committee fulfills its purpose by carrying out the following responsibilities:

A. Capital Funds and Investments
   - Overseeing the design, implementation, and reporting of investment policies, strategies and initiatives by Management for capital reserves and reporting and making recommendations to the Board on such matters.

B. Capital Projects, Real Property and Building Revitalization
   - Reviewing and recommending to the Board for its approval, capital projects and their respective capital budgets, real estate transactions, monitoring the execution of such matters by Management, and reporting to the Board on such matters;
   - Overseeing policies, strategies and initiatives by Management related to real property, including initiatives to achieve a good state of repair throughout the
portfolio, and reporting and making recommendations to the Board on such matters;

- Overseeing policies, strategies, and initiatives by Management on the management of physical assets and reporting and making recommendations to the Board on such matters; and

- Monitoring Management’s execution of development plans (including community revitalizations) and reporting and making recommendations to the Board on such matters.

C. Building State of Repair and Environmental Sustainability

- Overseeing the disposition of assets in connection with the State of Good Repair Fund and/or any other capital reserve funds; and

- Overseeing policies, strategies and initiatives by Management on green plans, energy and environmental plans and reporting and making recommendations to the Board on such matters.

D. Budget, Financial Reporting and Financial Statements

- Reviewing with Management, and as necessary with the external auditor, and recommending to the Board for approval, the annual operating and capital plan and associated budgets of the organization, the annual audited consolidated financial statements of the Corporation, the annual report of the Corporation, quarterly financial reports to include balance sheet, income statement, statement of cash flows, and management notes on variances between actual to budget levels, and prior years; as well as provide financial forecasts and other financial reporting as determined by the Board

- Reviewing with Management, and as necessary with the external auditor, the Corporation’s key accounting, tax, and financial reporting policies and practices and reporting and making recommendations to the Board on such matters; and

- Reviewing with Management, and as necessary with the external auditor, significant accounting or disclosure issues, including complex or unusual transactions, and significant changes to accounting principles and reporting and making recommendations to the Board on such matters.

- Overseeing with Management the financial reporting of all elements in connection with the State of Good Repair Fund and/or any other capital reserve funds.

E. Internal Audit, Accounting Systems and Internal Controls

- Reviewing with the Chief Internal Auditor and advising the Board, as appropriate, on the adequacy, accuracy, timeliness and reliability of financial reports and on the efficacy of internal accounting, auditing, and management control systems and procedures

F. External Audits

- Annually reviewing and evaluating the external auditor, including the independence and the terms of engagement and remuneration, and making recommendations to the Board for presentation to the Shareholder;

- Reviewing and approving the annual audit plan of the external auditors;
- Reviewing with the external auditor any significant changes in financial reporting and accounting practices and reporting and making recommendations to the Board on such matters;
- Reviewing with the external auditor the findings of the annual audit of the organization’s financial statements and recommending to the Board the approval of the annual audit report;
- Reviewing with Management any management responses to the annual audit report and reporting to the Board on such matters; and
- Reviewing with the Auditor General any findings of its audits of the Corporation, monitoring management responses to recommendations by the Auditor General, and reporting and making recommendations to the Board on such matters.

G. Financial Compliance
- Monitoring Management’s compliance with laws and regulations, including but not limited to the reporting requirements of the Shareholder Direction and Canadian GAAP and, where there is non-compliance, reporting to the Board with recommendations for rectifying.

H. Financial and Fraud Risk
- Reviewing with Management, the internal auditor, and the external auditors their assessment and monitoring of financial risks including but not limited to liquidity risk, financing and refinancing risk, and litigation costs risk, reviewing and assessing steps to respond to such risks, and reporting and making recommending to the Board on such matters;
- Monitoring and reporting, as necessary, to the Board on issues of fraud, including employee and tenant fraud; and
- Monitoring and reporting, as necessary, to the Board any referrals of financial whistleblower issues with recommendations for addressing the issues.

I. Information Technology
- Annually reviewing with Management the information technology and management strategies of the Corporation and reporting and recommending to the Board for approval significant investments in technology.

J. Oversight of the Chief Internal Auditor
- Recommending to the Board, for approval the appointment or dismissal of the Chief Internal Auditor, including the terms and conditions of such for execution by the Chair of the Board;
- Annually reviewing and, as appropriate, recommending to the Board for approval the Chief Internal Auditor’s position description, succession plans, performance reviews, and compensation structure; and
- Annually reviewing with the Chief Internal Auditor and recommending to the Board for approval a work plan, an operating budget and staffing complement, and an annual report on results and benefits to the corporation for the Office of the Chief Internal Auditor.
K. Enterprise Risk Management

- Review with Management its assessment of identified risks that the corporation faces and has established a risk management infrastructure to address those risks.

K. Oversight of the Commissioner of Housing Equity

- Recommending to the Board, for approval the appointment or dismissal of the Commissioner of Housing Equity (CHE), including the terms and conditions of such for execution by the Chair of the Board;
- Annually reviewing and, as appropriate, recommending to the Board for approval the CHE’s position description, succession plans, performance reviews, and compensation structure; and
- Annually reviewing with the CHE and recommending to the Board for approval a work plan, an operating budget and staffing complement, and an annual report on results and benefits to the Corporation for the Office of the CHE.

Authority

The Committee has full delegated authority from the Board in respect of the matters that fall within its Charter.

The Committee will have full, free and unrestricted access to management and its employees, the external auditor, and the Chief Internal Auditor, and the Commissioner of Housing Equity.

The Committee may retain the services of external advisors at the expense of the Corporation as may be deemed necessary to ensure its due diligence and in accordance with TCHC’s procurement policy and procedures.

Within the scope of the Committee, the Committee may award contracts up to $5,000,000 above $2.5 million (exclusive of taxes, sole source and non-budgeted items) for capital projects.

The Committee is accountable to the Board and shall be entitled to sub-delegate its spending authority to the Committee Chair to award contracts up to $1.5 million (excluding sole source) for capital projects within a Board-approved budget and that are within the scope of the Committee.

Composition

- Appointment of the Committee Chair, Vice Chair, and members shall be by the Board upon recommendation by the Governance, Communications, Human Resources and Compensation Committee.
- The Chair of the Board shall be a voting ex officio member of the Committee.
- The President and Chief Executive Officer will appoint an Executive staff liaison to support the Chair.
• The President and Chief Executive Officer will appoint a staff person as Corporate Secretary for the Committee.
• The Committee shall be composed of a minimum of four Directors.

Terms of Membership
• Two year term. The term is renewable for an additional two year term.

Quorum
• Quorum shall be the minimum of two Directors.
• Where a quorum is present, decisions shall be taken by motion, with passage by simple majority (fifty per cent plus one) of the total Committee members present at a meeting of the Committee, in person or by teleconference call.
• Written resolution in lieu of meeting signed by all members of the Committee is permitted.

Meetings
• The Committee will meet as frequently as it determines necessary but not less than once each quarter. Meetings may be called by the Chair of the Board or the Chair of the Committee. The Chair of the Committee must call a meeting when requested to do so by any member of the Committee, the Chairman of the Board, the President and Chief Executive Officer, or the General Counsel and Corporate Secretary.
• Time-limited sub-committees or advisory committees may be formed to address specific issues and perform clear tasks.
• The procedure at meetings shall be determined by the Committee Chair adhering to the by-laws of the Corporation or any resolution of the Board.
• Meetings will be held in public other than matters to be dealt with in closed session, such as:
  (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).

Review
• The Committee shall review its Charter on an annual basis and recommend any changes to such terms to the Governance, Communications, Human Resources and Compensation Committee.

Approved: December 16, 2014
Amended: April 27, 2016
Amended: December 2017 (Pending GCHRCC and Board Approval)
Reporting

- The Committee will report the proceedings of each meeting and all recommendations made by the Committee at such meeting to the Board at the Board's next meeting. The Committee will make such recommendations to the Board as it may deem appropriate.
THE RESIDENT-TENANT SERVICES COMMITTEE CHARTER

Mandate

The Resident-Tenant Services Committee (the "Committee") is established as a committee of the Board of Directors (the “Board”) of Toronto Community Housing Corporation ("TCHC") to assist the Board in fulfilling its responsibilities in respect of:

- Community relations, tenant engagement and quality customer service
- Healthy Communities
- Day-to-day Maintenance
- Community Safety and Security
- Social Investment
- Oversight of the Commissioner of Housing Equity
- Financial authority: $1 million (excluding sole source)

Responsibilities

The Committee fulfills its purpose by carrying out the following responsibilities:

- Overseeing the design, implementation, and reporting of policies, strategies and initiatives by Management on community relations, tenant communications and engagement, residential tenancies, and quality customer service including issues related to internal transfers, the call centre, and eviction prevention, and reporting and making recommendations to the Board on these matters;
- Overseeing the design, implementation, and reporting of policies, strategies and initiatives by Management on healthy communities and day-to-day maintenance, and making recommendations to the Board on these matters;
- Overseeing the design, implementation, and reporting of policies, strategies and initiatives by Management on security, CCTV cameras, and crime and reporting and making recommendations to the Board on these matters;
- Overseeing the design, implementation, and reporting of policies, strategies and initiatives by Management on community safety, including property standards and fire and life safety and reporting and making recommendations to the Board on these matters;
- Overseeing the design, implementation, and reporting of social investment policies, strategies and initiatives by Management that address tenant demographics and reporting and making recommendations to the Board on these matters; and
- Receiving and reviewing with Management reports from and about the Ombudsman, the Ontario Human Rights Tribunal, Residential Tenancies Act hearings and other related investigations involving tenants, including complaints and reporting and making recommendations to the Board on these matters.
Oversight of the Commissioner of Housing Equity

- Recommending to the Board, for approval the appointment or dismissal of the Commissioner of Housing Equity (COHE), including the terms and conditions of such for execution by the Chair of the Board;
- Annually reviewing and, as appropriate, recommending to the Board for approval the COHE’s position description, succession plans, performance reviews, and compensation structure; and
- Annually reviewing with the COHE and recommending to the Board for approval a work plan, an operating budget and staffing complement, and an annual report on results and benefits to the Corporation for the Office of the COHE.

Authority
The Committee has full delegated authority from the Board in respect of the matters that fall within its Charter.

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.

The Committee will have full, free and unrestricted access to management and its employees, including the Commissioner of Housing Equity.

The Committee may retain the services of external advisors at the expense of the Corporation as may be deemed necessary to ensure its due diligence and in accordance with TCHC’s procurement policy and procedures.

Composition

- Appointment of the Committee Chair, Vice Chair, and members shall be by the Board upon recommendation by the Governance, Human Resources and Compensation Committee.
- The Chair of the Board shall be a voting ex officio member of the Committee.
- The President and Chief Executive Officer will appoint an Executive staff liaison to support the Chair.
- The President and Chief Executive Officer will appoint a staff person to reside as Corporate Secretary for the Committee.
- The Committee shall be composed of a minimum of four Directors.

Terms of Membership

- Two year term. The term is renewable for an additional two year term.

Quorum

- Quorum shall be a minimum of two Directors.
- Where a quorum is present, decisions shall be taken by motion, with passage by simple majority (fifty per cent plus one) of the total Committee members present at a meeting of the Committee, in person or by teleconference.
- Written resolution in lieu of meeting signed by all members of the Committee is permitted.

Meetings
- The Committee will meet as frequently as it determines necessary but not less than once each quarter. Meetings may be called by the Chair of the Board or the Chair of the Committee. The Chair of the Committee must call a meeting when requested to do so by any member of the Committee, the Chairman of the Board, the President and Chief Executive Officer, or the General Counsel and Corporate Secretary.
- Time-limited sub-committees or advisory committees may be formed to address specific issues and perform clear tasks.
- The procedure at meetings shall be determined by the Committee Chair adhering to the by-laws of the Corporation or any resolution of the Board.
- Meetings will be held in public other than matters to be dealt with in closed session, such as:
  - the security of the property of the Corporation;
  - personal matters about an identifiable individual, including an employee;
  - a proposed or pending acquisition or disposition of land by the Corporation;
  - labour relations or employee negotiations;
  - litigation or potential litigation, including matters before administrative tribunals, affecting the Corporation;
  - advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - 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
  - a request under the Municipal Freedom of Information and Protection of Privacy Act (MFIPPA).

Review
- The Committee shall review its Charter on an annual basis and recommend any changes to such terms to the Governance, Communications, Human Resources and Compensation Committee.

Reporting
- The Committee will report the proceedings of each meeting and all recommendations made by the Committee at such meeting to the Board at the Board's next meeting. The Committee will make such recommendations to the Board as it may deem appropriate.