



Corporate Governance Committee

931 Yonge Street
Toronto M4W 2H2

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The Corporate Governance Committee of Toronto Community Housing Corporation met on November 28, 2011, in the Main Floor Conference Room, 931 Yonge Street, commencing at 12:25 p.m.

Committee	Christian Buhagiar, Chair	Regrets:	none
Directors present:	Jennifer Wood Ms. Catherine Wilkinson		
Additional Directors present:	Norman (Bud) Purves, Chair of the Board of Directors by telephone conference call		
Also present:	Marta Asturi, Assistant Corporate Secretary and Legal Counsel Michelle Haney-Kileeg, General Manager Mitzie Hunter, Chief Administrative Officer Len Koroneos, Chief Executive Officer (Interim) Brian Laur, Manager, Risk Management and Insurance Hugh Lawson, Director - Strategic Planning & Stakeholder Relations Deborah Simon, Chief Operating Officer Michael Vear, Sr. Manager, Audit and Compliance Howie Wong, Corporate Secretary and General Counsel Clive Williams, tenant		

The Chair called the meeting to order and Ms. Mirela Bolentiru served as recording secretary.

ITEM 1: DECLARATION OF CONFLICT OF INTEREST

The Chair requested members of the Corporate Governance Committee to indicate any agenda item in which they had a conflict of interest, together with the nature of the interest. The Committee Chair informed the Committee that there might be a perception of a conflict of interest for him with respect to Item 5A because of his employment with the Institute of Corporate Directors and responsibility for director education. The Committee agreed that the Committee Chair may participate in the discussion, but should abstain from voting on the matter.

ITEM 2: APPROVAL OF AGENDA

Motion carried **ON MOTION DULY MADE** by Mr. Christian Buhagiar, seconded by Ms. Jennifer Wood, the Corporate Governance Committee unanimously approved the agenda as presented.

ITEM 3 APPROVAL OF PREVIOUS MINUTES SEPTEMBER 30, 2011

Motion carried **ON MOTION DULY MADE** by Ms. Jennifer Wood, seconded by Ms. Catherine Wilkinson, the Corporate Governance Committee adopted the above-captioned minutes and recommended they be forwarded to the Board of Directors for information subject to the following amendment:

- Page 4 of 10, Item 6B: Shareholder Direction Update, delete third paragraph from the bottom of the page.

ITEM 4 BUSINESS ARISING FROM THE MINUTES AND COMMITTEE ACTION ITEMS UPDATE

The Committee requested the following changes on the Action Item List from the September 30, 2011 Committee meeting:

- Page 14 “Review of All Committees Structure and Terms of Reference of Committees” CGC:2011-02 the recommended changes (five bullets) be deleted;
- Page 16 “Director Education and Board Development” CGC:2011-06 a target date be inserted when the Committee will make a recommendation to the Board of Directors for a budget for Director Education and Board Development.

The Committee had a discussion about the format of the minutes, the content of information and the action item list. The Committee made the following recommendations:

- while the minutes should be conservative with respect to the amount of information contained, they should capture the essential points of discussions and motions made;
- the names of the Committee members are not necessarily required to be mentioned in the minutes;
- when a staff/management member makes a presentation the name of that person should be mentioned in the minutes;
- the action item list should be a rolling list, containing only the action items that are not yet completed; once an action item is reported as completed it should be taken off the next iteration of the list.

The Committee agreed that the Corporation should be engaged in a dialog with the Shareholder with respect to the Shareholder Direction. The Chair of the Board of Directors informed the Committee that a revised version of the Shareholder Direction will follow shortly.

A Committee meeting was requested to be scheduled as soon as the City Manager provides a revised version of the Shareholder Direction to

the Chief Executive Officer (Interim).

Ms. Michelle Haney-Kileeg informed the Committee that it would be useful to have the revised Shareholder Direction in the first quarter of 2012, so it can be included in the next strategic planning session of the Board of Directors.

ITEM 5

REPORTS FROM THE CORPORATE GOVERNANCE COMMITTEE CHAIR

A) DIRECTOR EDUCATION AND BOARD DEVELOPMENT POLICY

B) BOARD COMMITTEES: AMENDMENT TO TERMS OF REFERENCE

A) CGC:2011-11

B) CGC:2011-12

A) Director Education and Board Development Policy

The Corporate Governance Committee had before it the above-captioned report (CGC:2011-11) from the Committee Chair.

A discussion ensued on a number of issues including striking an appropriate balance between financial prudence and the need for Board members to continually be most effective in discharging their fiduciary duties.

The Chair of the Board of Directors requested that the Shareholder (City) be advised of the Corporation's proposed director recruitment process to achieve a diverse range of skills and knowledge.

Motion carried

ON MOTION DULY MADE by Ms. Jennifer Wood, seconded by Ms. Catherine Wilkinson, the Corporate Governance Committee:

- adopted the report subject to the following amendments to the policy:
 - Page 24 B. Director Education, second paragraph:
 - "...must take personal responsibility for their..." be replaced with "...is responsible for taking...";
 - After the word "pursuit" a period be added and the next sentence be deleted.
 - Page 25 Informal Director Education, first paragraph: the word "things" be replaced with "sources".
 - Page 26 Policy Administration: second paragraph be deleted.

and

- recommended that the report be forwarded to the Board of Directors

to approve:

1. The Director Education and Board Development Policy (attached); and
2. Authorize the interim CEO (or his designate) to take all necessary actions to support the Corporate Governance Committee to implement the above policy.

B) Board Committees: Amendment to Terms of Reference

The Corporate Governance Committee had before it the above-captioned report (CGC:2011-12) from the Committee Chair.

The Committee discussed the draft terms of reference in detail, including issues of definition and purpose.

The Committee requested that the General Counsel / Corporate Secretary work with the Committee Chair to redraft the Terms of Reference to reflect the discussion and to circulate revisions to the Committee for recommendation to the Board at its next meeting.

**ITEM 6 A TORONTO COMMUNITY HOUSING POLICY
MANAGEMENT FRAMEWORK**

CGC:2011-13

The Corporate Governance Committee had before it the above-captioned report (CGC:2011-13) from the Chief Executive Officer (Interim).

The Committee requested that on page 3 of the Guide to Policy Development, Review or Amendment, under 3. Policy Triggers, second bullet from the bottom the word “and” be added between “New” and “best-practices”.

Staff will report on their due diligence during the policy development process, including consultations with tenants, as it is provided in the Guide (page 3). Policies have to be well written, feasible and implementable.

Mr. Hugh Lawson informed the Committee that the Guide (5. Policy Review – *Management Policies*) provides the timeframe for the review of all existing management policies. The Policy Administration Team will submit an annual policy review schedule to the Executive

Committee and report twice a year (June and December) on progress against the review schedule and any impact. There is a new policy format that is being now used indicating also the date of the policy or of its review.

IN CAMERA PROCEEDINGS

Motion carried **ON MOTION DULY MADE** by Ms. Catherine Wilkinson, seconded by Ms. Jennifer Wood, the Corporate Governance Committee resolved to meet *in camera* to consider items 8, 9, 10, 11, 12A - F.

ADJOURNMENT

The meeting of the Corporate Governance Committee was adjourned at 1:35 p.m.

Secretary

Chair, Corporate Governance Committee