



## Board of Directors

931 Yonge Street,  
Toronto, M4W 2H2

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The Board of Directors (“Board”) of the Toronto Community Housing Corporation (“TCHC”) held a virtual Public meeting on April 25, 2022 via WebEx, commencing at 11:38 a.m.

**Directors in Attendance:**

Tim Murphy (Chair)  
Brian Smith  
Adele Imrie  
John Campbell  
Marcel Charlebois  
Councillor Paula Fletcher (11:38 a.m. – 1:45 p.m.)  
Ubah Farah (11:38 a.m. – 11:45 a.m.)  
Naram Mansour  
Nick Macrae (11:38 a.m. – 12:00 p.m., 12:40 p.m. – 12:57 p.m.)  
Debbie Douglas (11:38 a.m. – 12:00 p.m.)  
Mohammed Haque

**Directors Absent:**

Deputy Mayor Ana Bailão  
Councillor Frances Nunziata

**Management Present:**

Jag Sharma, President and Chief Executive Officer (“CEO”)  
Nadia Gouveia, Acting Chief Operating Officer (“COO”)  
Darragh Meagher, General Counsel & Corporate Secretary  
Rose-Ann Lee, Chief Financial Officer & Treasurer (“CFO”)  
Barbara Shulman, Interim Vice President, Human Resources  
Kelly Skeith, Acting Chief Development Officer (“CDO”)  
Allen Murray, Vice President, Facilities Management  
Paula Knight, Vice President, Strategic Planning & Communications

Luisa Andrews, Vice President, Information  
Technology Services  
Grant Coffey, General Manager, Seniors Housing  
Unit  
Cynthia Summers, Commissioner of Housing Equity  
Jeff Sharp, Director, Property Accounting  
Karim Jessani, Director, Internal Audit  
Lindsay Viets, Director, Strategic Planning and  
Stakeholder Relations  
Nagesh Dinavahi, Corporate Controller  
Christine Yan, Acting Assistant Corporate Secretary

**Guests Present:** Kevin Travers, Lead Audit Engagement partner,  
KPMG  
Rebecca Nunoo, Audit Manager, KPMG

A quorum being present, Mr. Murphy, serving as Chair, called the meeting  
to order and Ms. Yan served as recording secretary.

## **ITEM 1      VICE CHAIR'S REMARKS**

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The Chair welcomed everyone to the Board meeting, noted the  
Acknowledgement of the Land and notified everyone that due to the public  
health measures to prevent the spread of COVID-19, TCHC's holding this  
Board meeting virtually.

### **Welcome New Tenant Director**

The Chair welcomed new tenant director, Mohammed Haque, who is  
attending his first board meeting today.

### **Appointment of Nadia Gouveia**

The Chair welcomed Nadia Gouveia, who is attending her first board  
meeting as Acting Chief Operating Officer. The Chair once again thanked  
former Chief Operating Officer Sheila Penny for the many contributions she  
made during her nine years at TCHC.

### **Regent Park Phases 4 and 5 Rezoning Application**

The Chair updated that on April 14, Toronto Community Housing and its  
developer partner Tridel Builders filed a rezoning submission with the City

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of Toronto for Phases 4 and 5 of the Regent Park revitalization. The submission requests an increase in the density of the proposed development that would enable TCHC and Tridel to build 1,000 more units of housing than previously planned for, and add thousands of square metres of gardens, retail and community space, contingent on the participation of senior levels of government.

The Chair commented that the rezoning submission is a great example of how TCHC and its partners are creating an opportunity to address housing affordability and inequality in our City through the Regent Park revitalization.

### **COVID-19 Update**

The Chair provided an update with respect to TCHC's pandemic response: TCHC is taking a gradual approach to resuming regular operations that puts the safety of staff and tenants first. As part of this approach, on April 19 TCHC opened its Tenant Service Hubs to walk-in visitors and tenants.

On behalf of the Board, the Chair thanked all employees for their tireless work to deliver services and supports to tenants and keep our communities safe during the pandemic.

### **Public Session Items**

The Chair highlighted a number of reports put forward in today's public session, which include TCHC's 2021 Consolidated Draft Audited Financial Statements and the year-end report, the 2021 Annual Report and Letter to the Shareholder, the CEO's update on TCHC's progress in delivering its 2021-2022 strategic priorities, and an update on the corporation's response to an issue affecting many TCHC tenants—namely, the Canada Revenue Agency's actions in demanding repayment of property tax credits paid under the Ontario Trillium Benefit which they were ineligible for.

## DEPUTATIONS

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The Chair polled for any deputations to be heard at the meeting. The following verbal deputations were presented:

- Item 2G – City Council Directions Requiring Board Attention (*Catherine Wilkinson*)
- Item 5B – 2021 Annual Report and Letter to the Shareholder (*Veronika Hering*)
- Item 5C – Tenant Funds Distribution Policy and Procedures (*Rama Fayaz, Debbie Menezes, Vidya Rajasingham, Gary Brigden, and Catherine Wilkinson*)
- Item 6A – 2021 Annual Report and Letter to the Shareholder (*Jackie Yu, Miguel Avila-Velarde and Catherine Wilkinson*)
- Item 8 – Ontario Trillium Benefits (*Catherine Wilkinson*)

The following written deputations was received:

- Item 6A – Board and Committee Meetings Rules of Procedure (*Jackie Yu and Miguel Avila-Velarde*)

## ITEM 2 APPROVAL OF CONSENT AGENDA ITEMS

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The following items were **not** held for discussion:

- Item 2A – Approval of Public Agenda
- Item 2B – Chair’s Poll re: Conflict of Interest
- Item 2C – Confirmation of Board of Directors’ Public Meeting Minutes of February 25, 2022 and March 24, 2022
- Item 2D – Annual Information Return
- Item 2E – Review of Board and Committee Charters
- Item 2F – Annual General Meeting Process for TCHC and its Subsidiaries
- Item 2H – Status Update on Audit Recommendations as of December 31, 2021

The following items were held for discussion:

- Item 2G – City Council Directions Requiring Board Attention

*Motion carried*      **ON MOTION DULY MADE** by Mr. Smith, seconded by Ms. Douglas and carried, the Board approved the consent agenda items, with the exception of Item 2G.

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**ITEM 2A    APPROVAL OF PUBLIC MEETING AGENDA**

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*Motion carried*      **ON MOTION DULY MADE** by Mr. Smith, seconded by Ms. Douglas and carried, the Board approved the Public meeting agenda of its April 25, 2022 meeting.

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**ITEM 2B    CHAIR’S POLL RE: CONFLICT OF INTEREST**

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The Chair requested members of the Board to indicate any agenda item in which they had a conflict of interest, together with the nature of the interest. **No conflicts were declared.**

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**CONFIRMATION OF BOARD OF DIRECTORS’ PUBLIC MEETING MINUTES OF FEBRUARY 25, 2022 AND MARCH 24, 2022**

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**ITEM 2C**

*Motion carried*      **ON MOTION DULY MADE** by Mr. Smith, seconded by Ms. Douglas and carried, the Board confirmed the above-captioned minutes without amendments.

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**ITEM 2D    ANNUAL INFORMATION RETURN** TCHC:2022-16

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The above-captioned report was circulated to Board members prior to the meeting.

*Motion carried*      **ON MOTION DULY MADE** by Mr. Smith, seconded by Ms. Douglas and carried, the Board unanimously approved the

following recommendations in accordance with Report TCHC:2022-16 to:

1. approve the Annual Information Return of Toronto Community Housing Corporation for the year ended December 31, 2021; and
2. authorize two directors to sign the report as is required per the Operating Agreement, on behalf of the Board.

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**REVIEW OF BOARD AND COMMITTEE**  
**ITEM 2E CHARTERS** TCHC:2022-17

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The above-captioned report was circulated to Board members prior to the meeting.

*Motion carried* **ON MOTION DULY MADE** by Mr. Smith, seconded by Ms. Douglas and carried, the Board unanimously approved the following Charter and Mandate documents in accordance with Report TCHC:2022-17:

- a) Board Charter (Attachment 1);
- b) Board Chair Mandate (Attachment 2);
- c) Vice Chair Mandate (Attachment 3); and
- d) the Governance, Communications and Human Resources Committee Charter (Attachment 4).

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**ANNUAL GENERAL MEETING PROCESS**  
**ITEM 2F FOR TCHC AND ITS SUBSIDIARIES** TCHC:2022-18

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The above-captioned report was circulated to Board members prior to the meeting.

*Motion carried* **ON MOTION DULY MADE** by Mr. Smith, seconded by Ms. Douglas and carried, the Board unanimously approved the

following recommendations as set out in Report TCHC:2022-18 to:

1. Authorize the President and Chief Executive Officer of designate to represent the sole shareholder, Toronto Community Housing Corporation, and conduct annual meetings of the shareholder via written resolution in the form attached as Appendix 1 for the following subsidiaries that are wholly-owned by TCHC:
  - (a) 2001064 Ontario Inc.;
  - (b) Access Housing Connections Inc.;
  - (c) Alexandra Park Development Corporation;
  - (d) Allenbury Gardens Development Corporation;
  - (e) Leslie Nymark Development Corporation;
  - (f) Railway Lands Development Corporation;
  - (g) Regent Park Development Corporation;
  - (h) Toronto Affordable Housing Fund; and
  - (i) Toronto Community Housing Enterprises Inc.; and
  
2. Authorize the President and Chief Executive Officer and the General Counsel and Corporate Secretary, and their respective designates, to take all actions and execute all necessary documents to implement the above recommendations.

**CITY COUNCIL DIRECTIONS REQUIRING**  
**ITEM 2G BOARD ATTENTION** TCHC:2022-19

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The above-captioned report was circulated to Board members prior to the meeting.

A verbal deputation was received from Catherine Wilkinson with respect to this item.

*Motion carried* **ON MOTION DULY MADE** by Mr. Smith, seconded by Mr. Mansour and carried, the Board received Report TCHC:2022-19, a report regarding the City Council Directions Requiring Board Attention, for its information.

**STATUS UPDATE ON AUDIT RECOMMENDATIONS AS OF DECEMBER**

**ITEM 2H 31, 2021**

TCHC:2022-20

The above-captioned report was circulated to Board members prior to the meeting.

*Motion carried* **ON MOTION DULY MADE** by Mr. Smith, seconded by Ms. Douglas and carried, the Board received Report TCHC:2022-20, being the Status Update on Audit Recommendations from Internal Audit Reports as of December 31, 2021, for its information.

**BUSINESS ARISING FROM THE PUBLIC MEETING MINUTES AND ACTION ITEMS UPDATE AS OF FEBRUARY**

**ITEM 3 25, 2022**

A question was raised around the framework of TCHC’s response to Office of the Commissioner of Housing Equity (“OCHE”) Systemic Recommendations. Ms. Gouveia provided that management has been meeting with the OCHE on a monthly basis to create a template to address all of the systemic recommendations. It was emphasized that the implementation of the OCHE recommendations should be reported back to the Board to ensure these processes are being undertaken in a fair and comprehensive way. Management clarified that a TCHC Response Report will be brought to the Board in the second quarter of 2022.

*Motion carried* **ON MOTION DULY MADE** by Mr. Campbell, seconded by Ms. Imrie and carried, the Board received the updates reported as Business Arising from the Public Meeting Minutes and Action Items Update as of February 25, 2022 for its information.



**ITEM 4 PRESIDENT AND CEO'S PROGRESS REPORT**

TCHC:2022-27

The above-captioned report was circulated to Board members prior to the meeting.

Mr. Sharma delivered a presentation outlining TCHC's progress in delivering its 2021-2022 strategic priorities and was available to answer questions of the Board. Highlights of the discussion include:

- It was commented that a media post on the celebration of the opening of the World Urban Pavilion at Regent Park did not mention TCHC as a partner.

*Motion carried* **ON MOTION DULY MADE** by Mr. Campbell, seconded by Mr. Charlebois and carried, the Board received Report TCHC:2022-27, a presentation on President and CEO's Progress Report, for its information.

**ITEM 5 BUILDING INVESTMENT, FINANCE AND AUDIT COMMITTEE ("BIFAC") CHAIR'S REPORT**

VERBAL REPORT

The Chair of BIFAC provided an update of the BIFAC's recent work, highlighting the Reconciliation of Preventive Maintenance/Demand Repair Programs and Elevator Contracts report presented by Facilities Management, where a number of deficiencies and required process changes were identified. The BIFAC will continue to monitor progress of the implementation of the recommendations made. It was anticipated that, through quarterly reconciliation exercises, change orders will be reduced and be brought forward more proactively.

The Chair of BIFAC shared that at its recent meeting the BIFAC has heard from a number of deputants who are in favour of the Tenant Funds Distribution Policy.

The BIFAC is recommending the Board's approval on the 2021 TCHC's Consolidated Audited Financial Statements and KPMG Year-End Report.

*Motion carried*      **ON MOTION DULY MADE** by Mr. Charlebois, seconded by Mr. Campbell and carried, the Board received for its information the verbal report of the BIFAC Chair.

**2021 TORONTO COMMUNITY HOUSING  
CORPORATION'S CONSOLIDATED  
AUDITED FINANCIAL STATEMENTS AND  
ITEM 5A      KPMG YEAR-END REPORT      TCHC:2022-21**

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The above-captioned report was circulated to Board members prior to the meeting.

Ms. Lee provided a brief overview of the 2021 Results of Actuals against the Budget, highlights of which include:

- During the annual audit, no control deficiencies that are significant in internal control over financial reporting have been identified. Some uncorrected differences were highlighted, which were identified as immaterial to the financial statements.
- In 2021, TCHC achieved a near break-even operating result excluding the COVID expenses. Cash inflows were favourable by \$2.6M, and cash outflows were unfavourable by \$2.7M.
- TCHC has fully spent \$350M in the 2021 Capital Budget to make major investments in the capital renewal of its portfolio and is on target to reach a portfolio averaged target of 10% Facility Condition Index ("FCI") by the end of 2026. The spend was fully funded by CMHC loans and City subsidies.
- Regarding the Development Capital Spend, the total actual spend was \$41.4M compared to the approved budget of \$103.0M, as a result of delays due to COVID.

*Motion Carried*      **ON MOTION DULY MADE** by Ms. Imrie, seconded by Mr. Mansour and carried, the Board unanimously approved the following recommendations in accordance with Report TCHC:2022-21 to:

1. approve the TCHC Audited Consolidated Financial Statements (“Financial Statements”) for the year ended December 31, 2021;
2. authorize the Chair of the Board of Directors and the Chair of the Building Investment, Finance and Audit Committee to sign the Balance Sheets on behalf of the Board;
3. forward the signed Financial Statements, and related items to the Shareholder as part of the annual reporting to the Shareholder and for purposes of TCHC’s Annual General Meeting; and
4. authorize the appropriate TCHC officials to take the necessary action to give effect to the above recommendations.

<b>ITEM 5B</b>	<b>2021 ANNUAL REPORT AND LETTER TO THE SHAREHOLDER</b>	TCHC:2022-22
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The above-captioned report was circulated to Board members prior to the meeting.

A verbal deputation was received from Veronika Hering with respect to this item.

Mr. Sharma provided an overview of the report and was available to answer questions of the Board. Highlights of the discussion include:

- It was recommended that the contributions and retirement of the former Chief Operating Officer Sheila Penny be recognized in the Annual Report and staff contact information be updated as a result of her departure.
- It was commented that in the Board of Directors section of the Annual Report, Tenant Directors should not be titled differently from other directors. It was recommended that all members be titled as “Directors” with notes indicating directors who are tenant representatives.

- In terms of the eviction results, it was recommended that information on the category of the eviction notices (e.g. N4s, N5s, N7s, etc.) be provided to understand the nature of the evictions.
- It was recommended that more information of the OCHE and services provided by the OCHE be included in the Annual Report.

*Motion Carried* **ON MOTION DULY MADE** by Ms. Imrie, seconded by Mr. Campbell and carried, the Board unanimously approved the following recommendations in accordance with Report TCHC:2022-22 to:

1. Approve the 2021 Annual Report and Letter to the Shareholder (Attachments 1 and 2 to Report TCHC:2022-22);
2. Authorize the President and CEO (or designate) to forward the 2021 Annual Report and Letter to the Shareholder to the City of Toronto's City Manager; and
3. Request the City of Toronto's advice on the manner in which the President and CEO might attend TCHC's Annual General Meeting, specifically whether it is their intention to convene a virtual meeting of the Executive Committee for this purpose.

**ITEM 5C TENANT FUNDS DISTRIBUTION POLICY AND PROCEDURES TCHC:2022-23**

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The above-captioned report was circulated to Board members prior to the meeting.

Verbal deputations were received from Rama Fayaz, Debbie Menezes, Vidya Rajasingham, Gary Brigden and Catherine Wilkinson with respect to this item.

Ms. Gouveia provided an overview of the report and was available to answer questions of the Board. Highlights of the discussion include:

- Management provided that tenants had been engaged in the development of the Tenant Action Fund (“TAF”) in 2019, including looking at the application form. In light of the recent review of the Participatory Budget program, new steps and procedures of the TAF have been brought to the BIFAC in April to ensure compliance of the funding program.
- After an expansive discussion, the Board resolved to approve, in principle, the Tenant Funds Distribution Policy in order to continue supporting tenant activities, and refer the Policy to the Tenant Services Committee for further consultation with tenants and potential process improvements.

*Motion  
Carried*

**ON MOTION DULY MADE** by Mr. Campbell, seconded by Mr. Charlebois and carried, the Board unanimously approved the following recommendations in accordance with Report TCHC:2022-23 to:

1. approve, in principle, the Tenant Action Funds Distribution Policy, as set out in Attachment 1 to Report TCHC:2022-23;
2. receive the following documents for its information:
  - a. the Tenant Action Funds Procedures as set out in Attachment 2 to Report TCHC:2022-23;
  - b. the Confronting Anti-Black Racism Centre Community Funds Procedure as set out in Attachment 3 to Report TCHC:2022-23;
  - c. the Tenant Action Funds application guide as set out in Attachment 4 to Report TCHC:2022-23;
  - d. the Confronting Anti-Black Racism Centre Funds application toolkit as set out in Attachment 5 to Report TCHC:2022-23;
  - e. the Tenant Action Funds Verification Checklist as set out in Attachment 6 to Report TCHC:2022-23;
  - f. the Confronting Anti-Black Racism Centre Community Funds verification checklist as set out in Attachment 7 to Report TCHC:2022-23; and

- g. the Process maps for controls and oversight as set out in Attachment 8 and 9 to Report TCHC:2022-23;
3. refer the Policy to the Tenant Services Committee for further consultation with TCHC tenants and report back to the Board in relation to any further Policy improvements that might be made thereto; and
4. authorize the appropriate staff to take the necessary actions to give effect to the recommendations in Report TCHC:2022-23.

**CHANGE ORDER: ADDITIONAL FUNDING  
FOR DEMAND MAINTENANCE SERVICES –  
ITEM 5D PLUMBING (VAC22063/RFP 19267)**

TCHC:2022-25

The above-captioned report was circulated to Board members prior to the meeting.

Mr. Murray provided an overview of the report and was available to answer questions of the Board.

*Motion  
Carried*

**ON MOTION DULY MADE** by Mr. Campbell, seconded by Mr. Mansour and carried, the Board unanimously approved the following recommendations in accordance with Report TCHC:2022-25 to:

1. approve a change order of up to \$23,555,426.55 (exclusive of taxes) for additional funding for demand plumbing maintenance services for additional spend for years:
  - a. 2020 – previous spend in the amount of: \$5,282,613.55
  - b. 2021 – previous spend in the amount of: \$6,972,813.00

c. 2022 – forecasted spend in the amount up to:  
\$11,300,000.00

to the following pre-qualified vendors;

- Bomben Plumbing & Heating Ltd.
- Carmar Mechanical Inc.
- Firenza Plumbing & Heating Ltd.
- Midsteel Mechanical Ltd.; and

2. authorize the appropriate staff to take the necessary actions to give effect to the above recommendation.

**PROPOSED SHARED USE AGREEMENT**  
**ITEM 5E WITH REENA AT 145 ELM RIDGE DRIVE TCHC:2022-28**

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The above-captioned report was circulated to Board members prior to the meeting.

Mr. Murray provided an overview of the report and was available to answer questions of the Board. Highlights of the discussion include:

- It was commented that Reena is an excellent organization providing supportive housing to individuals with challenges.
- Potential risks and mitigation measures associated with the proposed Shared Use Agreement were further elaborated, especially on the concern of the distance of the tower, the sharing of the ramp and garage facilities, etc.

*Motion Carried* **ON MOTION DULY MADE** by Mr. Smith, seconded by Mr. Haque and carried, the Board unanimously approved the following recommendations in accordance with Report TCHC:2022-28 to:

1. Authorize the encumbrance of Toronto Community Housing lands at 145 Elm Ridge with a reciprocal agreement and easements in connection with shared facilities as described in this report; and

2. Authorize the CEO or his designate to take the necessary actions and execute any and all documents as may be necessary in connection with the shared facilities agreement including negotiation and execution of such documents as may be required to give effect to the above recommendation.

**GOVERNANCE, COMMUNICATIONS,  
HUMAN RESOURCES COMMITTEE**

**ITEM 6 (“GCHRC”) CHAIR’S REPORT**

VERBAL REPORT

The Chair of GCHRC provided an update on the recent work of the GCHRC, which includes the review of the Board and Committee Meeting Rules of Procedure put forward to the Board today.

*Motion carried*      **ON MOTION DULY MADE** by Mr. Campbell, seconded by Ms. Imrie and carried, the Board received for its information the verbal report of the GCHRC Chair.

**BOARD AND COMMITTEE MEETING RULES  
OF PROCEDURE**

**ITEM 6A**

TCHC:2022-26

The above-captioned report was circulated to Board members prior to the meeting.

Written deputations were received from Jackie Yu and Miguel Avila-Velarde with respect to this item and were circulated to the Board.

Verbal deputations were received from Jackie Yu, Miguel Avila-Velarde and Catherine Wilkinson with respect to this item.

Mr. Meagher provided an overview of the report and was available to answer questions of the Board. Highlights of the discussion include:

- Three major proposed changes to the Meeting Rules of Procedures were highlighted:
  - The proposed Rules do not require or contemplate the separation of Board and Committee Agendas into a Consent and Regular



component. The Board and Committee Chairs will canvas members at the beginning of the meeting for agenda items they wish to hold for discussion or clarification and that items not held are then voted on. With the elimination of the Consent Agenda, deputations would be considered, on all items, in the order upon which the Item was listed as a part of the meeting Agenda.

- The proposed Rules do not limit the ability of deputants to address matters on the Board Agenda. Deputants will continue to be able to make deputations at both the Board and Committee level.
- The proposed Rules continue to require individuals to register the day prior to a meeting at which they wish to depute. However, the propose Rules have been amended to provide that the registration deadline is three (3) p.m. Registration requirement may be waived, when the deputant is a TCHC tenant.
- It was clarified that when reviewing the original proposed Rules, the Tenant Services Committee was not in favour of the exclusion of oral deputations at the Board of Directors, in relation to matters that had previously been considered by a Committee. This issue has been rectified and deputants can continue to make deputations at both the Board and Committee level.

*Motion  
Carried*

**ON MOTION DULY MADE** by Mr. Campbell, seconded by Ms. Imrie and carried, the Board unanimously approved the following recommendations in accordance with Report TCHC:2022-26 to:

1. approve the Board of Directors Meeting Procedures in the form set out in Attachment 1 to this report and forward them to City Council for its consideration and recommended approval, as TCHC By-law #4; and
2. authorize the President and Chief Executive Officer and the General Counsel and Corporate Secretary, and their respective designates, to take all actions and execute all

