



Introduction of Hybrid Board and Committee Meetings

Item 7

September 14, 2022

Governance, Communications and Human Resources Committee

Report: GCHRC:2022-24

To: Governance, Communications and Human Resources Committee (“GCHRC”)

From: General Counsel and Corporate Secretary

Date: September 6, 2022

PURPOSE:

The purpose of this report is to update the Governance, Communications and Human Resources Committee in relation to introduction of Hybrid Board and Committee meetings.

RECOMMENDATIONS:

It is recommended that the Governance, Communications and Human Resources Committee receive the information in this report for its information.

REASONS FOR RECOMMENDATIONS:

In March, the City of Toronto announced that it was shifting to hybrid meetings for Council and Committee meetings. Since receiving word from the City of its decision to adopt this approach to Council and Committee meetings, governance staff have engaged staff from the City Clerk’s Office, TCHC’s Information Technology Services Division and Cisco Systems Inc., which licenses the WebEx meeting platform that is used to support TCHC Board and Committee meetings.

TCHC’s By-law 2 requires TCHC’s The City of Toronto’s Shareholder Direction provides that its Board meetings shall be held at such place in the Province of Ontario as the Board may by standing or specific direction require. The City of Toronto’s Shareholder Direction provides that meetings

of the Board and its committees shall be open to the public, except where matters may be considered closed to the public for the reasons set out in Section 190 of the *City of Toronto Act, 2006*.

TCHC's Board of Directors Meeting Procedures provide that in person Board and Committee meetings are usually held at 931 Yonge St. in the main floor Boardroom, or any other location deemed suitable by the Board Secretary. Consistent with this statement, TCHC has historically conducted its meetings from that location. However, even prior to the disruption to TCHC's Board and Committee meeting process, TCHC permitted Directors to participate in meetings remotely, by calling into a meeting, if they were unable to participate in person. Participation in this manner, while permitted, was not optimal as a director participating in this manner would be unable to view presentations that were shared with those attending the in person meeting. Additionally, the audio connection with the Boardroom was inadequate, such that it was not always possible for those in the Boardroom to clearly hear those participating remotely, and vice versa.

Since the City requested, in March of 2022, that TCHC cancel in person governance meetings, TCHC has adopted the WebEx meeting platform for Board and Committee meetings. Use of this platform, and those like it, permit Directors to participate in Board and Committee meetings remotely and permits TCHC management to share information related to Agenda matters with them through the platform. At the same time, the platform is not a perfect replacement for in person attendance, as issues related to wifi connectivity may, for example, limit the effectiveness of the application.

With the City's decision to reinstate a hybrid meeting model, TCHC management is proposing to:

- 1. Continue to utilize the WebEx meeting platform for Directors who choose to participate remotely.** While TCHC meetings will be conducted from the Boardroom at 931 Yonge Street, TCHC proposes to continue to provide Directors with the option of participating remotely in the meeting. This decision is consistent with the manner in which TCHC conducted meetings prior to the COVID-19 pandemic. Directors who elect to participate in Board and Committee meetings shall be required, in accordance with the Boards Meeting Procedures and City Direction to provide proof of being fully vaccinated against the COVID-19 virus and a Director who fails to do so will be required to participate remotely.

2. **Adopt procedures that will permit members of the public who wish to depute to do so either in person or by using the WebEx platform.** At present, members of the public who wish to make a deputation to the Board or one of its Committees are joined to the meeting by Governance staff, using the audio connection through which the Governance staff member has used to participate in the meeting. Deputants and some Board members have expressed the view that this approach is unsatisfactory as deputants are not able to be seen when making a deputation. In order to address this perceived deficiency, TCHC will adopt, on a short term basis, a change in the manner in which Board and Committee meetings are organized.

TCHC's Board and Committee meetings are presently established as "Meetings" when using the WebEx platform. In order to facilitate the participation of deputants in meetings, through the WebEx platform, those meetings will be re-scheduled as "Events" or "Webinars" as that terminology is employed by WebEx. Directors will observe a slight change in the manner in which they join TCHC Board and Committee meetings as a result.

However, this change will be temporary as Information Technology Services staff advise that a new version of the WebEx virtual meeting platform is forthcoming which will eliminate this distinction.

Deputants will have the alternative to attend in person when making deputations.

3. **Consider audio-video equipment changes to the Main Floor Boardroom at 931 Yonge Street or third party support when conducting hybrid meetings.** The adoption of a new approach to the manner in which participants engage, remotely, in Board and Committee meetings will not address technological limitations that are driven by the audio-video equipment that is employed in the Main Floor Boardroom. As a consequence, TCHC Governance staff sought and received Budget approval to improve the audio-video equipment as part of TCHC's 2022 Budget approval process. Consistent with that approval, a number of measures have already been made in order to improve the capacity of the room to accommodate hybrid meetings. These measures include improvements to orientation of the in-room audio equipment in order to improve its performance; the addition of monitors in the public area of the room to improve the ability of members of the public attending the meeting to follow presentations and re-cabling the room in order to improve the clarity of the monitors.

At this time, measures have not been initiated that would facilitate additional camera angles that would improve the existing static camera orientation in the conference room, which limits the ability of those relying on the cameras to participate in the meeting.

At the same time, additional audio-video enhancement will need to be undertaken in order to facilitate the use of that location in order to provide an acceptable hybrid meeting experience. These measures will include the addition of web streaming/web casting, signal distribution equipment, table microphones and additional video camera equipment. In addition, acoustical improvements and a room re-orientation may be considered. The costs of these improvements could range from \$75,000 to \$355,000, informed by the scope of improvements considered. In light of the City's decision to discontinue the operation of 931 Yonge Street, as TCHC's head office, as part of the ModernTO initiative, TCHC should consider whether such an expenditure is the best use of its resources.

In order to better assess TCHC's current ability to conduct hybrid meetings relying on existing in-room resources, a pilot will be attempted in Q3-Q4 of 2022. Prior to doing so, the technology will be tested, by TCHC, the context of internal management meetings. An attempt, in this regard on September 2, 2022, highlighted the limitations of the current room set up in this regard. In conducting the hybrid meeting pilot, TCHC will provide Committee members and the public with an opportunity to provide feedback on the meeting experience in order to identify measures that might be taken in order to improve the Hybrid meeting experience.

TCHC's Board of Directors Meeting Procedures identify, as one of its guiding principles the right of Directors to information required by them to make decisions. Effective Board and Committee meetings are an important mechanism through which Directors are provided with that information. The Meeting Procedures reinforce the statement in the City of Toronto's Shareholder Direction that meetings of the Board and its Committees are to be public and that deputants have the ability to provide the Board and its Committees with information relevant to the matters on the Board or Committee Meeting Agenda. The re-introduction of Hybrid meetings, supported by appropriate technology will support these goals.

IMPLICATIONS AND RISKS:

The City has recently introduced Hybrid Council and Committee meetings as part of its governance model and other Agencies, Boards and Commissions related to the City of Toronto are adopting this same model. TCHC should adopt meeting procedures aligned with those adopted by the City and its other Agencies, Boards and Commissions.

SIGNATURE:

“Darragh Meagher”

Darragh Meagher
General Counsel and Corporate Secretary

STAFF CONTACT:

Darragh Meagher, General Counsel and Corporate Secretary
(416) 981-4241
Darragh.Meagher@torontohousing.ca