



Board of Directors

931 Yonge Street,
Toronto, M4W 2H2

Page 1 of 14

The Board of Directors (“Board”) of the Toronto Community Housing Corporation (“TCHC”) held a virtual Public meeting on June 27, 2023, via Webex, commencing at 12:15 p.m.

Board Directors Present: Adele Imrie (Chair)
John Campbell
Marcel Charlebois
Joe Cressy
Councillor Vincent Crisanti
Ubah Farah
Ziva Ferreira
Naram Mansour
Brian Smith

Board Directors Absent: Councillor Lily Cheng
Debbie Douglas
Councillor Paula Fletcher
Nick Macrae

Management Present: Jag Sharma, President and Chief Executive Officer (“CEO”)
Nadia Gouveia, Acting Chief Operating Officer (“COO”)
Darragh Meagher, General Counsel & Corporate Secretary
Lily Chen, Chief Financial Officer (“CFO”)
Barbara Shulman, Chief People & Culture Officer
Jessica Hawes, 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
Ceilidh Wilson, Assistant Corporate Secretary

A quorum being present, Ms. Imrie, serving as Chair, called the meeting to order, and Ms. Wilson served as recording secretary.

ITEM 1 CHAIR'S REMARKS

The Chair welcomed everyone to the meeting, taking place in-person at Toronto City Hall and virtually via Webex, and noted the Acknowledgement of the Land.

Introduction to New Board Chair

The Chair introduced herself and noted that today marks her first meeting as Board Chair, however she did join the Board in 2019 and is the former Chair of the Building Investment, Finance and Audit Committee (“BIFAC”).

The Chair is a Certified Public Accountant and spent a great deal of her career working in real estate and infrastructure. Non-profit work is close to the Chair's heart and she believes firmly in the mission of TCHC.

The Chair thanked the past Chair, Tim Murphy, for shepherding this organization through a period of significant transformation, and noted that we are a stronger organization today thanks to him.

Ombudsman's Report

At the City Council meeting of June 14, 15 and 16, Council deferred its consideration of a report from the Toronto Ombudsman regarding TCHC's tenant human rights complaints process. The deferral occurred to allow for a review of the report by TCHC's Board of Directors. That review is not part of today's meeting agenda, however the Board has requested that management request that the Ombudsman attend a future meeting of the Board to allow for a discussion of that report. Members of the public, including tenants, who are interested in making a deputation on the report and the matters identified in the report, will have an opportunity to do so at that meeting.

Board Member Changes

The Chair thanked Mohammed Haque, who joined the Board in April 2022, for being a valuable tenant voice on the Board and for serving his community.

The Chair also welcomed two new Directors, Ziva Ferreira and Joe Cressy. Director Ferreira has experience with working with diverse community stakeholders, managing multiple projects, and leading various teams, experience that will make her an outstanding Tenant Director on the Board. Director Cressy, formerly a City Councillor, is a well-known face here at TCHC and has long been a supporter of the important work that we do.

Jag Sharma's Transition

In the coming months, Jag will be transitioning to a new role as Deputy City Manager at the City of Toronto, leading a new Development and Growth service area. He will be leading functions that include City Planning, Housing Secretariat and Toronto Building Divisions, as well as the soon-to-be established Development Review Division, with a mandate to build more housing, faster.

The Chair noted that it has been a pleasure to work with Jag these past few years, seeing his leadership in action as the organization builds momentum. Jag will have oversight of TCHC as the leader of this new service area and will continue to advance the importance of social housing, sharing the deep knowledge he has gained from TCHC's tenants and staff.

The Board is developing a plan for interim leadership and are confident that the Executive Leadership Team's skills, dedication and passion will keep the organization on track during this time.

On behalf of the Board, the Chair wished Jag all the best and thanked him for his service to the organization.

ITEM 2 APPROVAL OF PUBLIC MEETING AGENDA

Motion carried **ON MOTION DULY MADE** by Mr. Cressy, seconded by Mr. Mansour and carried, the Board of Directors unanimously approved:

1. the Agenda for its Public meeting of June 27, 2023; and
2. all matters on the Agenda with the exception of items:
 - Item 6 – Board Directors Attendance at Board and Committee Meetings;
 - Item 7B – Toronto Community Housing Corporation’s Key Elements of Financial Impact Section of Annual General Meeting (“AGM”) Report (for reporting year 2022);
 - Item 8A – Committee and Committee Chair Appointments.

ITEM 3 CHAIR’S POLL RE: CONFLICT OF INTEREST

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

ITEM 4 CONFIRMATION OF BOARD OF DIRECTORS’ PUBLIC MEETING MINUTES OF APRIL 24, 2023

Motion carried **ON MOTION DULY MADE** by Mr. Cressy, seconded by Mr. Mansour and carried, the Board of Directors confirmed the above-captioned minutes without amendments.

ITEM 5 BUSINESS ARISING FROM THE PUBLIC MEETING MINUTES AND ACTION ITEMS UPDATE

Motion carried **ON MOTION DULY MADE** by Mr. Cressy, seconded by Mr. Mansour and carried, the Board of Directors received the updates provided as Business Arising from the Public Meeting Minutes and Action Items Update.

ITEM 6 BOARD DIRECTORS ATTENDANCE AT BOARD AND COMMITTEE MEETINGS TCHC:2023-28

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

Mr. Meagher was available to answer questions of the Board. Highlights of the discussion include:

- The Chair acknowledged the commitment made by Directors to be part of the TCHC Board of Directors and stressed the importance of attending Board and Committee meetings, as there have been issues in the past with quorum.
- The Shareholder Direction requires that TCHC report to the Shareholder circumstances where Directors fail to attend three consecutive meetings, which places them at risk of being removed from the Board. The motion in this report permits the Board to approve absences of Directors since the last Board meeting occurred.
- The motion is generalized to all Directors and applies to anyone who, for whatever reason, was unable to attend meetings since the last Board meeting of April 24, 2023.
- There are currently no Directors at risk of being reported to the Shareholder for being absent from more than three consecutive meetings.
- This motion will be on the agenda for all future Board meetings to provide an opportunity for the Board to approve Directors' absences since the last Board meeting.
- Any decisions to remove Directors from the Board is a decision of the City, not TCHC, as Directors are appointed by City Council.

Motion carried **ON MOTION DULY MADE** by Mr. Smith, seconded by Mr. Charlebois and carried, the Board of Directors unanimously approved the absence of any Directors from the Board and any Committee meetings held since the April 24, 2023 Board of Directors meeting, in accordance with TCHC's Bylaw 2 and the City of Toronto's Shareholder Direction.

ITEM 7 BIFAC CHAIR’S REPORT VERBAL REPORT

No comments or remarks from the BIFAC Chair were received.

CHANGE ORDER: CONTRACT EXTENSION
ITEM 7A FOR THE APPLIANCE SUPPLY PROGRAM TCHC:2023-39

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

Motion carried **ON MOTION DULY MADE** by Mr. Cressy, seconded by Mr. Mansour and carried, the Board of Directors unanimously:

1. Approved a change order to The Brick Warehouse LP, doing business as Midnorthern Appliances for up to \$501,019 (exclusive of taxes) for the supply and installation of appliances for up to four months on an as-needed basis for all TCHC units; and
2. Authorized the appropriate staff to take the necessary actions to give effect to the above recommendation.

TORONTO COMMUNITY HOUSING CORPORATION’S KEY ELEMENTS OF FINANCIAL IMPACT SECTION OF ANNUAL GENERAL MEETING (“AGM”) REPORT
ITEM 7B (FOR REPORTING YEAR 2022) TCHC:2023-40

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

Ms. Chen was available to answer questions of the Board. Highlights of the discussion include:

- It was noted that for future reports, it would be helpful to provide an explanation of the items that make up the large budget buckets.
- In terms of the “Other” expense category of \$138M, this includes loans from the guaranteed equity housing, the sinking fund contribution, defined benefits, and administration fees from the Toronto Seniors Housing Corporation.

- In terms of the “Other” revenue category of \$59M, it includes commercial revenue (e.g. parking, laundry, commercial rent, etc.) and revenue from Regent Park Energy Inc. (“RPEI”).

Motion carried **ON MOTION DULY MADE** by Mr. Campbell, seconded by Mr. Cressy and carried, the Board of Directors unanimously:

1. Approved the Key Elements of Financial Impact Section of the Annual General Meeting Report for the reporting year 2022, as set out in Attachment 1 to this report; and
2. Authorized the President and CEO (or designate) to forward the Key Elements of Financial Impact Section of the Annual General Meeting Report, for the reporting year 2022, to the City of Toronto’s City Manager.

CONTRACTOR AWARD: STATE OF GOOD
ITEM 7C REPAIR PROGRAM ROSTER TCHC:2023-31

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

Motion carried **ON MOTION DULY MADE** by Mr. Cressy, seconded by Mr. Mansour and carried, the Board of Directors unanimously:

1. Approved the establishment of the following vendor roster for the State of Good Repair Program with the following three (3) pre-qualified vendors at the rates established based on the outcome of Request for Vendor Qualification (RFVQ 23004) for a term of three (3) years:
 - a. C2C Construction Ltd.;
 - b. Joe Pace & Sons Contracting Inc.;
 - c. Universal Cleaning & Painting Ltd.; and
2. Authorized the appropriate staff to take all other necessary actions to give effect to the above recommendations.

**VENDOR AWARD: DEMAND MAINTENANCE
SERVICES FOR CCTV, ACCESS CONTROL,
ELECTROMAGNETIC LOCKS, INTERCOM
SYSTEMS AND ALARM INTRUSION**

ITEM 7D SYSTEMS

TCHC:2023-32

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

Motion carried **ON MOTION DULY MADE** by Mr. Cressy, seconded by Mr. Mansour and carried, the Board of Directors unanimously:

1. Approved the award of up to \$10,400,000.00 (exclusive of taxes) to provide demand repair maintenance services for CCTV, access control, electromagnetic locks, intercom systems and alarm intrusion systems for a term of five years as follows:
 - a. up to \$5,650,00.00 for the initial contract of three years; and
 - b. up to an additional \$4,750,000.00 for two additional one-year terms at TCHC management's discretion;
2. Approved the award of work to the following roster of seven vendors:
 - a. Clavis Corporation o/a ABC Security Access Systems;
 - b. Capital Fire & Security Inc.;
 - c. Delco Automation Inc. o/a Delco Security;
 - d. Metrobit Inc.;
 - e. Paladin Technologies Inc.;
 - f. Vipond Inc.;
 - g. X-Cell Services & Communication Ltd.; and
3. Authorized the appropriate staff to take all other necessary actions to give effect to the above recommendations.

FIVE YEAR LEASE EXTENSION AT 525
ITEM 7E DUNDAS STREET EAST TCHC:2023-33

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

Motion carried **ON MOTION DULY MADE** by Mr. Cressy, seconded by Mr. Mansour and carried, the Board of Directors unanimously:

1. Authorized TCHC to extend the lease agreement with the Toronto Birth Centre Inc. at 525 Dundas Street East as follows:
 - a. an initial extension of five years, generating \$1,811,040.24 Minimum Rent; and
 - b. an option for the tenant to renew the lease for an additional two five-year terms, generating an estimated total of \$5,990,138.56 in Minimum Rent over the next 15 years at TCHC Management's discretion; and
2. Authorized the appropriate staff to take all other necessary actions to give effect to the above recommendations.

Q1 2023 FACILITIES MANAGEMENT
ITEM 7F QUARTERLY CAPITAL BUDGET UPDATE TCHC:2023-34

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

Motion carried **ON MOTION DULY MADE** by Mr. Cressy, seconded by Mr. Mansour and carried, the Board of Directors unanimously approved the reallocation of funds within the capital repair budget as follows:

Envelope Name	Reallocation Amount
CC01 - Commercial-Laundry Rooms	\$103,891
CC09 - Commercial Retail Repairs	(\$514,481)

Board of Directors
Public Minutes
June 27, 2023

Envelope Name	Reallocation Amount
HBRP - Holistic Building Retrofit Program	(\$26,369,539)
QWSM - Queensway Windermere Swansea Mews	(\$3,000,000)
RC03 - Electrical	\$692,308
RC05 - Elevators	(\$2,534,422)
RC07 - Envelope	(\$22,226,518)
RC08 - Grounds	(\$1,557,042)
RC09 - Interiors	(\$716,057)
RC10 - Emergency Generators	(\$604,488)
RC12 - Life Safety	\$562,559
RC15 - HVAC	(\$2,017,771)
RC16 - Plumbing	\$1,836,999
RC18 - Roofing	\$47,577
RC19 - Cameras and Access Control	(\$722,405)
RC22 - Single Dwelling Units	(\$500,000)
RC23 - Structural	(\$404,239)
RC24 - Parking Garages	(\$2,138,504)
RC39 - Common Area Hallway Repairs	\$1,059,240
RC41 - Swimming Pool Envelope	\$18,501
RCHH - Heritage Houses	(\$500,000)
SOGI - State of Good Repair-Interior	(\$2,153,550)
COXX - Demand Capital	\$76,868,740
SOGM - State of Good Repair-MLS Issues	(\$2,406,016)
RC01 - Building Condition Audits	(\$263,728)
RCXZ - Contingency	(\$25,447,942)
AIP1 - Social Housing Apartment Improvement Program-10 Buildings	\$496,182
EW01 - Water Conservation & Recommissioning	(\$569,448)
EW03 - Energy Retrofit and Recommissioning	\$153,681
EW08 - Metering / Monitoring	(\$397,568)
EW09 - BAS and Recommissioning	\$117,076

Envelope Name	Reallocation Amount
EW10 - In-Suite LED Lighting and E Renewable Program	\$1,360,964
RPEI - Regent Park Energy Initiatives	\$535,000

ITEM 8 GCHRC CHAIR’S REPORT VERBAL REPORT

No comments or remarks from the GCHRC Chair were received.

ITEM 8A COMMITTEE AND COMMITTEE CHAIR APPOINTMENTS TCHC:2023-42

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

Mr. Meagher was available to answer questions of the Board. Highlights of the discussion include:

- It was noted that there is an imbalance between the three Committees, with the Governance, Communications and Human Resources Committee (“GCHRC”) having the most members.
- All Directors were asked to indicate their ranked Committee preferences. Seven Directors listed GCHRC as their first choice, so to respect that, they have been given their first choice selection. The remaining members of GCHRC indicated an interest in continuing to serve on the GCHRC, and have been re-assigned to that Committee as a result.
- The Building Investment, Finance and Audit Committee (“BIFAC”) is not the first choice for as many Directors, with the Committee now having a membership of five Directors.
- In the past, there have been attempts to even out the Committees’ membership by placing Directors on Committees that they did not express an interest in, but it did not serve the Committees or Directors well.
- While in the past, staff have asked Directors to identify one or two Committees that they would be interested in sitting on, it is not a requirement that Directors are members of more than one Committee.

- With BIFAC being a smaller Committee, quorum may become an issue, hence why it is so important that Directors attend the Committee meetings for which they are members.

Motion carried **ON MOTION DULY MADE** by Mr. Smith, seconded by Mr. Mansour and carried, the Board of Directors unanimously:

1. Approved the appointment of Directors to:
 - a. the Building Investment, Finance and Audit Committee;
 - b. the Governance, Communications and Human Resources Committee; and
 - c. the Tenant Services Committee;as set out in Attachment 1 to Report TCHC:2023-42;
2. Approve the appointment of Joe Cressy as Vice Chair of the Board of Directors, effective June 27, 2023, and until a successor is appointed;
3. Approve the appointment of Nick Macrae as Chair, Building Investment, Finance and Audit Committee, effective June 27, 2023, and until a successor is appointed;
4. Approve the appointment of Joe Cressy as Chair, Governance, Communications and Human Resources Committee, effective June 27, 2023, and until a successor is appointed; and
5. Authorize the General Counsel and Corporate Secretary to take all actions to implement the above recommendations.

ITEM 8B TCHC'S 2023-24 STRATEGIC COMMUNICATIONS PLAN TCHC:2023-29

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

Motion carried **ON MOTION DULY MADE** by Mr. Cressy, seconded by Mr. Mansour and carried, the Board of Directors received Report TCHC:2023-29, being TCHC's 2023 Strategic Communications Plan, for its information.

ITEM 8C HUMAN RESOURCES DIVISION UPDATE TCHC:2023-30

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

Motion carried **ON MOTION DULY MADE** by Mr. Cressy, seconded by Mr. Mansour and carried, the Board of Directors received Report TCHC:2023-30, being the Human Resources Division Update, for its information.

ITEM 9 TSC CHAIR'S REPORT VERBAL REPORT

No comments or remarks from the TSC Chair were received.

ITEM 9A TCHC RESPONSE TO OCHE BI-ANNUAL UPDATE TCHC:2023-35

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

Motion carried **ON MOTION DULY MADE** by Mr. Cressy, seconded by Mr. Mansour and carried, the Board of Directors received Report TCHC:2023-35, being TCHC's Response to the OCHE Bi-Annual Update report, for its information.

ITEM 10 BI-ANNUAL UPDATE ON TENANTS FIRST TCHC:2023-38

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

Motion carried **ON MOTION DULY MADE** by Mr. Cressy, seconded by Mr. Mansour and carried, the Board of Directors received Report TCHC:2023-38, being the Bi-Annual Update on Tenants First report, for its information.

TERMINATION

A motion to adjourn the meeting was moved by Mr. Campbell and seconded by Mr. Mansour. The Board of Directors resolved to terminate the public meeting at 10:59 a.m.

Secretary

Chair, Board of Directors