



## Updated Board and Committee Charters

Item 11B

December 12, 2024

Board of Directors

**Report:** TCHC:2024-79

**To:** Board of Directors (the “Board”)

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

**Date:** November 12, 2024

### PURPOSE:

To seek the Board’s approval of the updated Board and Committee Charters.

### RECOMMENDATIONS:

It is recommended that the Board approve the updated Board and Committee Charters.

### GCHRC:

The recommendation was approved by the GCHRC on November 12, 2024.

### REASONS FOR RECOMMENDATIONS:

At its meeting of July 14, 2021, City Council approved a revised shareholder direction to the Toronto Community Housing Corporation. In part, the Shareholder Direction approved by Council, at that time, provided that:

5.2.2 The Board shall pass a by-law that includes procedures for governing the calling, place and proceedings of meetings of the Board and its committees. The Board shall seek approval from Council for the by-law.

<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2021.EX25.12>

At its meeting of April 25, 2022, the Board of Directors approved TCHC's Board of Directors Meeting Procedures following a Deputation Consultation process through which former deputants to the Board and TCHC's Committees provided commentary on proposed Procedural Rules through three focus group sessions.

[Report TCHC:2022-26 "Board and Committee Meeting Rules of Procedure" Board meeting of April 25, 2022](#)

At its meeting of February 24, 2023, the Board of Directors approved amendments to TCHC's Board of Directors Meeting Procedures related to the calling, place, and proceedings of meetings of the Board and its Committees that relate specifically to the location of the meetings of the Board and its Committees.

[Report TCHC:2023-08 "2023 Board and Committee Meetings at City Hall"](#)

At its meeting of March 26, 2024, the Board of Directors recommended that City Council approve By-Law #4; Board of Directors Rules of Procedure as amended, at its meeting on February 24, 2023.

[Report TCHC:2024-24 "Annual General Meeting Process for TCHC and its Subsidiaries"](#)

In accordance with Section 5.2.2 of the City's Shareholder Direction to Toronto Community Housing Corporation, City Council approved the Toronto Community Housing Corporation By-law 4, the "Board of Directors Meeting Procedures".

[Item - 2024.EX16.24 "Toronto Community Housing Corporation - Annual General Meeting and 2023 Audited Consolidated Financial Statements."](#)

### **Change to Procedural Rules**

With the provisions of TCHC's By-law 4, which governs the Board of Directors Meeting Procedures, quorum for the Board and its Committees is defined as a majority of members. The attached Committee Charters have been revised to reflect this change in quorum requirements, ensuring compliance with the Procedures By-law and Chapter 27 of the Toronto Municipal Code, Council Procedures.

### **IMPLICATIONS AND RISKS:**

In the absence of adopting the by-law that includes procedures for governing the proceedings of meetings of the Board and its committees, the Board risks

a failure to comply with the direction contained in the City's Shareholder Direction.

**SIGNATURE:**

*"Darragh Meagher"*

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Darragh Meagher  
General Counsel and Corporate Secretary

**ATTACHMENTS:**

1. TCHC's Procedures By-law 4, Board of Directors Meeting Procedures.
2. Governance, Communications and Human Resources Committee Charter
3. Tenant Services Committee Charter
4. Community Safety Advisory Sub-Committee Charter
5. Building, Investment, Finance and Audit Committee Charter
6. Investment Advisory Committee Charter

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# Board of Directors Meeting Procedures

<<Date>>

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## Definitions

- 1.1. **Board or Board of Directors** – Means the Board of Directors of the Toronto Community Housing Corporation.
- 1.2. **Board Chair** - Chair of Board of Directors, appointed by City Council.
- 1.3. **Board Secretary** - The General Counsel and Corporate Secretary or designate.
- 1.4. **Board Vice Chair** – Vice Chair of the Board of Directors, appointed by the Board of Directors.
- 1.5. **Chair** - The person presiding at a Meeting
- 1.6. **City** - City of Toronto.
- 1.7. **Committee** - A committee or sub-committee of the Board.
- 1.8. **Committee Chair** – Chair of a Board Committee, appointed by the Board
- 1.9. **Conflict of Interest** – A Conflict of Interest as defined by the Board of Directors’ Code of Ethics and Conduct
- 1.10. **Council** - The Council of the City of Toronto.
- 1.11. **Director** - a director of the Toronto Community Housing Corporation and a member of the Board.
- 1.12. **In Person Meeting** – A Board or Committee Meeting at which the majority of Directors attend in person.
- 1.13. **Meeting** - A Meeting of the Board or a Committee.
- 1.14. **Procedures By-law** - This By-law as amended from time to time.
- 1.15. **Quorum** - The number of Directors to be present at a Meeting to legally conduct business at the Meeting.

- 1.16. **Special Meeting** - A Board or Committee Meeting other than a regular Meeting, a continued Meeting, or a reconvened Meeting.
- 1.17. **Virtual Meeting** – A Board or Committee Meeting undertaken through conference, electronic or other communication facilities that permit all persons participating in the Meeting to communicate with each other, simultaneously and instantaneously

### **Guiding Principles**

#### ***Guiding Principles***

- 2.1. The following Directors' rights are the principles upon which the Procedures By-law is based:
  - 2.1.1. The majority of Directors have the right to decide;
  - 2.1.2. The minority of Directors have the right to be heard;
  - 2.1.3. All Directors have the right to information to help make decisions, unless otherwise prevented by law;
  - 2.1.4. Directors have a right to an efficient Meeting;
  - 2.1.5. All Directors have the right to be treated with respect and courtesy; and
  - 2.1.6. All Directors have equal rights, privileges, and obligations
- 2.2. If there is a conflict between two or more rules in this Procedures By-law, or if there is no specific rule on a matter, the Chair will rule. The Chair may consult with the Board Secretary, and use City of Toronto Municipal Code Chapter 27, Council Procedures, and the Board's practices and former decisions, including previous rulings, as aids in ruling.

#### ***Reference to City's Municipal Code provisions***

### **Schedule of Regular Board Meetings**

#### ***Establishing an Annual Meeting Schedule***

- 3.1. At the beginning of each calendar year, the Board will set a schedule of regular Meetings for the year for the Board and for Committees of the Board. Generally there is one regularly scheduled Board Meeting every second month. Committee schedules generally occur during the months

***Meeting Time and Location***

between scheduled Board Meetings but may vary depending on the nature of the Committee.

- 3.2. In person Meetings are conducted at a location deemed suitable by the Board Secretary. The meeting location is identified in the Annual Meeting Calendar established in accordance with Section 3.1. The proposed meeting start time is identified in the Meeting Agenda for each meeting, distributed in advance of the meeting in accordance with Section 11.2. Directors will be notified ahead of time in the event of any changes to the schedule, time and/or location of the Meeting. A Public Meeting may be delayed from the proposed start time when the In Camera portion of the meeting exceeds its scheduled duration. Where possible, notice of such a delay will be provided to the public.

**Virtual Meetings and Virtual Participation in In Person Meetings**

***Virtual Meetings Permitted***

- 4.1. Meetings of the Board or of a Committee may occur by means of conference, electronic or other communication facilities that permit all persons participating in the Meeting to communicate with each other, simultaneously and instantaneously. Any Director participating in such a Meeting by such means is deemed to be present at the Meeting for all purposes including for the purpose of determining whether a quorum is present under Section 9.

***Proof of COVID vaccination***

- 4.2. Prior to attending a meeting of the Board or of a Committee, a Director shall 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.

***Virtual Attendance at In Person Meetings***

- 4.3. A Director may elect to virtually participate in the Meeting, by means of such conference, electronic or other communication facilities.

***Virtual Attendance includes attendance during closed session***

- 4.4. Any Director participating in a Virtual Meeting or virtually participating in an In Person Meeting, shall be entitled to participate in any portion of the Meeting closed to the public in accordance with Section 9.

## **Cancellation and Rescheduling of Meetings**

***Meeting cancelled if no Quorum***

5.1. If no Quorum is present fifteen (15) minutes after the time appointed for a Meeting, the Board Secretary calls the roll and records the names of the Directors present and the Meeting is adjourned until the next scheduled day of Meeting, the next regular Meeting, or at the call of the Board Chair in accordance with Section 6.1.

***Options if Agenda Item Materials are not ready***

5.2. Meetings may be cancelled, or the consideration of individual agenda items deferred, in the event that the materials related to agenda items are not ready. The Board Secretary, in consultation with the CEO and the Board Chair, shall take appropriate steps to advise all Directors of the cancellation and/or rescheduling of Meetings. Notice of change will also be posted on the Toronto Community Housing website.

***Effect of Cancellation of Meeting on Subsequent Meeting***

5.3. If a regularly scheduled Meeting of the Board is cancelled without being rescheduled, the next regularly scheduled Meeting cannot be cancelled without being rescheduled.

## **Special Meetings**

***Calling a Special Meeting***

6.1. The Chair of, or a majority of Directors on, the Board or a Committee may convene a Special Meeting at any time by giving formal notice not less than 24 hours before the time of the Meeting. Written notice of a Special Meeting must be delivered to each Director on the Board or Committee in the same manner as is used to distribute the material for regularly scheduled Meetings. Notice of the Special Meeting, along with any agenda material must indicate the time, place, Meeting format and the matter to be dealt with at the Special Meeting.

***No new business in special meetings***

6.2. Only business on the Agenda, and no other business, is considered at a Special meeting.

***Calling a Special Emergency Meeting***

6.3. Despite Section 6.1, the Board Chair may call a special emergency Meeting of the Board or Committee without giving notice as required under Section 6.1, whenever the Board Chair considers it necessary to do so, if:

***Scheduling Board Workshops***

- 6.3.1. All Directors are notified of the Meeting either personally, by e-mail, or by any other means necessary; and
- 6.3.2. A majority of Directors agree to the Meeting by giving written consent to the Board Secretary personally before the beginning of the Meeting.

**Board Workshops**

- 7.1. Throughout the year there may be special Meetings of the Board called in order to provide the Board with the opportunity for a workshop. Workshops are generally held through development of the Community Management Plan to enable the Board to discuss the issues facing the organization and the strategic direction the Board wants to set for the organization. Other workshops may happen in response to governance needs or other matters as determined by the Board.

**Attendance**

***Meeting Attendance***

- 8.1. Each Director shall make reasonable efforts to advise the Board Secretary as far in advance as possible of any Meetings which they cannot or do not expect to attend.

**Quorum**

***Quorum***

- 9.1. A majority of the Board and its Committees will be quorum.

***Impact of Conflict on Quorum***

- 9.2. Certain provisions in the Municipal Conflict of Interest Act or the Board's Code of Conduct may disqualify a number of Directors from participating in a Meeting. If the result of the application of those provisions results in too few Directors for a Quorum, then two or more Directors may be considered a Quorum.

***Loss of Quorum during Meeting***

- 9.3. If, during a Meeting, a Quorum is not present for a period of fifteen (15) minutes, the Board Secretary will record the names of the Directors present and the Meeting will be adjourned until the next scheduled day of Meeting, the next regular Meeting, or at the call of the Board or Committee Chair in accordance with Section 6.1, and the Meeting shall not continue on an informal basis.



***Role of Chair***

**Chair of Meeting**

10.1. The Chair of any Meeting of the Board shall be the Board Chair. If the Board Chair is not available, the Board Vice Chair shall serve in the place of the Board Chair.

***Absence of Chair and Vice Chair***

10.2. In the absence of both the Chair and the Vice Chair for a period of fifteen (15) minutes after the appointed time of the Meeting, if a Quorum is present, the Board Secretary shall call the Meeting to order and preside over the appointment of one of the other Directors as Acting Chair to preside and discharge the duties of the Chair during the Meeting, and until the arrival of the Chair or Vice Chair.

***Preparation of Meeting Materials***

**Agendas and Minutes**

11.1. The Board Secretary shall establish agenda deadlines, prepare and publish and distributes the agenda for each regular Meeting of the Board and its Committees in accordance with the timeline set out in Section 11.2.

***Distribution and Posting of Meeting Materials***

11.2. The agenda and any other agenda material such as minutes and reports then available shall be delivered no less than seven (7) calendar days before the Meeting and Public agenda materials are also posted on the Toronto Community Housing website at that time. In the event that reports related to an Agenda Item are not available for distribution at that time, notice that the report will be distributed, prior to the Meeting, shall be included in the materials distributed at that time, and the report will be distributed separately, to all Directors, once it is available. In the event that Meeting materials have not be distributed to Directors on the Board or a Committee twenty-four (24) hours prior to the Meeting, the approval of a majority of the Board or Committee is required before the matter is considered.

***Review of Meeting Agenda for Conflicts of Interest***

**Review of Agenda**

12.1. Upon calling the Meeting of the Board or a Committee to order, the Chair will request Directors to identify any Conflicts of Interest in relation to any item on the agenda.

***Canvassing Directors for “Holds”***

12.2. The Chair will review each agenda item, providing Directors with an opportunity to “hold” an item for discussion or clarification. Any items which are not ‘held’ by a Director upon review of the agenda, are then voted on in whole and passed by the Board or Committee.

***Order of Consideration***

12.3. Unless otherwise decided by the Board or Committee, it considers the items on the agenda in the order in which they are listed on the agenda.

***Alteration of Order***

12.4. The Board or Committee, without debate, may by a majority vote, make any alteration to the order of the business but may not delete any item from the agenda.

***Agenda is Notice***

12.5. The published agenda for the Board or Committee Meeting is notice of all business included in that agenda subject to other notice provisions in this By-law and of any applicable legislation.

***Adding Items to the Agenda***

12.6. By majority vote of the Board or Committee, the Board Secretary shall add to the agenda new agenda business matters received after the agenda deadline for the Board Meeting.

**Declaration of Conflict of Interest**

***Identifying Conflicts in the Meeting Minutes***

13.1. Any Director having a Conflict of Interest shall request to have identified, in the minutes of the Meeting, the nature and extent of the Conflict of Interest.

**Motions and Voting Procedure**

***Nature of Motions***

14.1. A Director may make a motion on any Item on the Agenda that:

14.1.1. Affects the Meeting's procedures, as set out in the Procedures By-law; or

14.1.2. Takes action on the matter that is currently before the Board or Committee for debate.

***Seconder not required***

14.2. A motion does not require a seconder.

**Motion must be within  
Committee jurisdiction**

14.3. A motion relating to a matter not within the jurisdiction of the Board or Committee, as set out in its Charter, is out of order.

**Procedural Motions**

**Debating motions to defer  
and refer**

14.4. The Board or Committee may debate a motion to defer, or a motion to refer, only on the desirability of deferring or referring and the terms of the deferral or referral. The Board or Committee will not discuss the main motion or amendments until after it has voted on the motion to defer or refer.

**Motion to defer  
requirements**

14.5. A *motion to defer* shall include:

14.5.1. The time to which the matter is deferred, or a description of circumstances that cause the motion to be brought back; and

14.5.2. An explanation of the motion's purpose.

**Motion to refer  
requirements**

14.6. A *motion to refer* shall include:

14.6.1. The name of the Committee, body, or Official to whom the motion is referred;

14.6.2. The subject matter or question to be investigated; and

14.6.3. The time period within which the matter will be reported back to the Board or Committee.

**Motion to adjourn**

14.7. A *motion to adjourn* the Board or Committee Meeting shall always be in order except:

14.7.1. When another Director is speaking;

14.7.2. When a vote has been called;

14.7.3. When the Directors are voting; or

14.7.4. When a Director has indicated to the Chair a desire to speak on the matter before the Board or Committee.

14.8. A motion to adjourn:

14.8.1. Is not debatable; and

14.8.2. Cannot be amended.

***Motion to end debate***

- 14.9. A motion to adjourn is put to a vote immediately.
- 14.10. A Director who has the floor may make a motion to end debate on the matter currently under debate any time during debate.
- 14.11. A *motion to end debate* on an Item:
  - 14.11.1. Is not debatable;
  - 14.11.2. Cannot be amended; and
  - 14.11.3. Requires the support of two-thirds of the Directors present in order to pass.
- 14.12. A motion to end debate is put to a vote immediately.
- 14.13. If a motion to end debate passes, the matter before the Board or Committee, including the main motion and any amendments, will immediately be put to a vote.
- 14.14. If a motion to end debate fails to pass, the Director who made the motion to end debate cannot speak again on the matter.
- 14.15. In order for the Board or a Committee to consider a matter which it has previously deferred, whether indefinitely or to a future date that has not yet been reached, a motion must be adopted by a two-thirds vote of the Directors present and voting.
- 14.16. Subject to Section 14.19, once the Board or Committee decides a matter, no Director may make a motion that would change the decision within the 12-month period following the decision.
- 14.17. A Director who voted with the prevailing side on a matter may make a motion to reconsider the matter originally decided at the same Meeting, or at a subsequent Meeting at which the matter is to be reconsidered. A motion to reconsider made under this Section requires a two-thirds vote of the Directors present in order to pass.
- 14.18. A motion to reconsider a matter is:
  - 14.18.1. Not debatable; and
  - 14.18.2. May not be amended.

***Two thirds majority required for early consideration of deferred matter***

***Effect of Board decision on subsequent motion on same matter***

***Motion to reconsider***

***Voting by show of hands***

14.19. If a motion to reconsider a matter passes, all previous decisions on the matter remain in force, unless the Board or Committee decides otherwise.

14.20. At all Meetings a “show of hands” is the voting procedure on motions. Each Director shall have one vote and every question shall be decided by a majority of votes cast on the question. In the case of a tie in voting, the Chair of the Meeting shall be entitled to a second or casting vote.

***Requesting a recorded vote***

14.21. If a Director wants a recorded vote on a particular motion, they must make a request to record the vote, prior to the vote on the motion. A Director can also request that their vote of dissent be recorded in the minutes.

***Directors to vote on all Items***

14.22. Every Director present at a Meeting must vote on every matter put to a vote, except any Director who declares a conflict of interest and removes themselves from the vote.

***Effect of not voting***

14.23. The Board Secretary records as voting in the negative any Director present at a Meeting who does not vote, except a Director who has declared a conflict of interest.

***Voting on separate propositions***

14.24. If a matter under consideration contains distinct propositions, a Director may request that Directors vote on each proposition separately.

14.25. If the Chair agrees that the matter contains distinct propositions, the Chair will rule that Directors vote on each proposition separately.

**Public Proceedings**

***Meetings are open to the public***

15.1. Public proceedings of the Board are open to members of the public, and the public are notified of all public Meetings. Reports and other items which are part of the public proceedings, and any debate and voting of such items are open to the public. The Chair has the right to remove from any Meeting, any person who disrupts the proceedings of the Meeting.

***Posting on website***

15.2. In general, notice of the Meeting and reports are available on the Toronto Community Housing web site.

***Closed Meetings*****Closed Proceedings**

- 16.1. Closed proceedings (Meetings that are not open to the public) may take place if the subject matter being considered is about:
  - 16.1.1. the security of the property of the Corporation;
  - 16.1.2. personal matters about an identifiable individual, including an employee;
  - 16.1.3. a proposed or pending acquisition or disposition of land by the Corporation;
  - 16.1.4. labour relations or employee negotiations;
  - 16.1.5. litigation or potential litigation, including matters before administrative tribunals, affecting the Corporation;
  - 16.1.6. advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - 16.1.7. education or training of the Directors;
  - 16.1.8. a matter in respect of which the Board, Committee, or other body may hold a closed Meeting under another Act;
  - 16.1.9. Information explicitly supplied in confidence to Toronto Community Housing Corporation by Canada, a province or territory, or a Crown agency of any of them;
  - 16.1.10. a trade secret or scientific, technical, commercial, financial, or labour relations information, supplied in confidence to Toronto Community Housing Corporation, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
  - 16.1.11. a trade secret or scientific, technical, commercial, or financial information that belongs to Toronto Community Housing

**Requirement to close Meeting**

- Corporation and has monetary value or potential monetary value;
- 16.1.12. a position, plan, procedure, criteria, or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of Toronto Community Housing Corporation; or
- 16.1.13. 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.

**Moving from public to closed session**

- 16.2. The Board or Committee shall close a Meeting to the public to discuss:
  - 16.2.1. a request under the Municipal Freedom of Information and Protection of Privacy Act; or
  - 16.2.2. an ongoing investigation respecting Toronto Community Housing Corporation by the Ombudsman.
- 16.3. Prior to the commencement of a closed Meeting, a motion must be made to move to a closed Meeting. At the conclusion of the closed Meeting, the Board Chair will announce the time of the resumption of the public Meeting.

**Deputations**

**Purpose of deputations**

- 17.1. Deputations are used to provide the Board and its Committees with information not available in writing or not brought before the Board as part of Committee or staff reports. Deputations are not a forum for debate between deputants and Directors, but are to be used as an opportunity for the sharing of new information and the clarification of issues.

**Deputations on Matters on the Agenda permitted**

- 17.2. Any member of the public may ask to make an oral deputation on public items that are on the Agenda of the Board or a Committee. Deputations cannot be heard on items that are not on the Meeting agenda.

**Deputations at Committee**

- 17.3. To ensure that deputations can be meaningfully considered, by both Directors and TCHC staff, in

the context of a matter before the Board and its Committees, oral deputations are considered whenever a matter is presented to a Committee of the Board. A summary of deputations received at Committee will be reported to the Board, in conjunction with its consideration of the matter to which the deputations related.

***Deputations at Board***

17.4. The Board may consider deputations on any on item, without regard to whether it had previously been considered by Committee.

***Deputation time limit***

17.5. Oral deputations are limited to five minutes. When the number of deputants at a Meeting exceed ten (10) this limit may be reduced to three minutes.

***Deputant conduct***

- 17.6. Deputants to the Board or Committees must:
- 17.6.1. not speak disrespectfully about anyone;
  - 17.6.2. not use offensive language;
  - 17.6.3. speak only about the subject on which the Board or Committee invited them to make a public presentation; and
  - 17.6.4. adhere to the procedures by-law and any Chair's ruling.

***Chair may end deputation***

17.7. The Chair may end a deputation if there is disorder or a failure to follow these rules.

***Deputants to register***

- 17.8. Deputants are required to inform the Board Secretary of their intent to depute by three (3) p.m. on the business day prior to the Meeting so that the Board Secretary can:
- 17.8.1. confirm that the deputation is related to agenda and the recommendations before the Board/Committee; and
  - 17.8.2. ensure that it contains information that furthers the Board or Committee's understanding of the issue.

The registration requirement may be waived when the deputant is a TCHC tenant.



**Written Deputations**

- 17.9. As an alternative or a supplement to an oral deputation, members of the public can submit a written deputation by noon on the business day prior to the Meeting in order to allow enough time for:
  - 17.9.1. the distribution of deputation materials to Directors for their review prior to the Meeting;
  - 17.9.2. information-gathering by TCHC staff, the Committee Chair and/or Directors;
  - 17.9.3. briefing of Directors on the issues raised; and
  - 17.9.4. clarification of issues/concerns raised.

**Communications are public**

- 17.10. All communications about a matter on a Meeting agenda that the Board Secretary receives becomes part of the public record.

**Distribution of communications**

- 17.11. All communications are available to Directors and to the public before the Meeting or, if necessary and where feasible, distributed directly to Directors and the public during the Meeting.

**Requirements for communications**

- 17.12. All communications must:
  - 17.12.1. be delivered in person or sent by regular mail or electronic communication;
  - 17.12.2. be addressed to the Board, a Committee, or to the Board Secretary;
  - 17.12.3. be legible;
  - 17.12.4. include the name and the mailing address or the telephone number of the author;
  - 17.12.5. be in reproducible format; and
  - 17.12.6. not be defamatory or contain offensive language or personal information.

**Communications containing personal information**

- 17.13. Written deputations containing personal information will not be forwarded to Directors or form part of the public record, should the Board Secretary determine the disclosure of personal information contravenes the *Municipal Freedom of Information and Protection of Privacy Act*.

***Invitations to speak***

17.14. The Board or a Committee may invite specific persons, experts, organizations or groups to make a public presentation to it on any matter within its mandate.

***Report to include overview of engagement***

17.15. All reports to the Board and Committees of the Board are to include an overview of any stakeholder engagement process that may have occurred and some sense of the stakeholder input so that Directors can be aware of what all stakeholders have said with respect to the item. Board reports will also include an overview of any deputations received at the committee level on any Agenda item.

**Waiver of Rules**

***Two-thirds vote required to waive rules.***

18.1 Subject to Subsection 18.2, a motion to waive one of the procedures by-law's rules on a one time basis will pass if two-thirds of the Directors present vote for it.

***Rules that cannot be waived.***

18.2 The Board or a Committee cannot waive the following:

- 18.2.1. Waiver of rules, two-thirds vote required to waive rules;
- 18.2.2. Amending the procedures by-law;
- 18.2.3. No new business in special meetings;
- 18.2.4. Quorum;
- 18.2.5. Public Proceedings; and
- 18.2.6. Closed Proceedings.

## **THE GOVERNANCE, COMMUNICATIONS, AND HUMAN RESOURCES COMMITTEE CHARTER**

### **MANDATE**

The Governance, Communications, and Human Resources Committee (the “GCHRC” 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 succession planning;
- Stakeholder relations and corporate communications; and
- Corporate compliance.

### **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;
- 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, 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;
- 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 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;
  - 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;
  - 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; and

- 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. D&O insurance and indemnity agreements; and
  - iii. Legal issues of the corporation.

## **B. Human Resources, Executive Compensation, and Succession Planning**

- Overseeing the design, implementation, strategies, and initiatives by Management on human resources, talent development and retention, compensation principles, and succession planning; and reporting and making recommendations to the Board on such matters;
- Overseeing internal human rights complaints and other complaints involving employees
- 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;
- 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;

- 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; and
- Recommending to the Board appropriate disclosure policies and processes for compensation and related issues.

### **C. Stakeholder 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 stakeholder 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 the annual report of the Corporation to the Shareholder.

### **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; and
- Reviewing the Corporation's by-laws and recommending, as appropriate, revisions to the Board for presentation to the Shareholder.

### **AUTHORITY**

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

The Committee may establish ad-hoc or advisory committees to provide input on specific issues identified by the Committee.

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.

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 and members shall be by the Board upon recommendation by the Board Chair.
- 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 [majority minimum of fifty percent](#) of the Directors of GCHRC.
- Where a quorum is present, decisions shall be taken by motion, with passage by simple majority (fifty percent 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 Chair 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.



**Approved:** December 16, 2014

**Amended:** February 19, 2015

**Amended:** April 27, 2016

**Amended:** December 11, 2017

**Amended:** June 12, 2018

**Amended:** February 27, 2019

**Amended:** February 20, 2020

**Reviewed****Amended**: April 27, 2021

**Reviewed:** April 25, 2022

**Reviewed:** [December 6, 2023](#)

**Reviewed:** [October 18, 2024](#)



## **THE TENANT SERVICES COMMITTEE CHARTER**

### **MANDATE**

The Tenant Services Committee (the “TSC” or “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; and
- Oversight of the Commissioner of Housing Equity.

### **RESPONSIBILITIES**

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

- In conjunction with the Board, the Committee receives quarterly performance or progress reports on the implementation of the Corporation’s Strategic Plan.
- Overseeing and ensuring 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 and ensuring 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 and ensuring 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 and ensuring 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 and ensuring 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;
- Overseeing and ensuring the design, implementation, and reporting of TCHC programs governing the distribution of Tenant Funds, including the Participatory Budget Program, 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 (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 and staffing complement, and an annual report on results and benefits to the Corporation for the Office of the CHE ("OCHE").

### **AUTHORITY**

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

The Committee may establish ad-hoc or advisory committees to provide input on specific issues identified by the Committee.

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, and members shall be by the Board upon recommendation of the Board Chair.
- Appointment of the Committee Vice-Chair shall be by the Board upon recommendation by the 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 [majority minimum of fifty percent](#) of the Directors of TSC.
- Where a quorum is present, decisions shall be taken by motion, with passage by simple majority (fifty percent 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:
  - (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 and Human Resources 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.

**Approved:** December 16, 2014

**Amended:** April 27, 2016

**Amended:** December 11, 2017

**Amended:** June 12, 2018

**Amended:** February 27, 2019

**Amended:** February 20, 2020

**Amended:** June 15, 2021

**Amended:** June 28, 2022

**Reviewed:** [December 6, 2023](#)

**Reviewed:** [October 18, 2024](#)

## **Community Safety Advisory Sub-Committee Charter**

### **MANDATE:**

The Community Safety Advisory Committee (“CSAC”) is established as a sub-committee of the Tenants Services Committee (the “TSC”), itself a committee of Toronto Community Housing’s (“TCHC”) Board of Directors (the “Board”), to assist the Board and TSC in fulfilling its responsibilities in respect of Community Safety and Security at TCHC.

### **RESPONSIBILITIES:**

The CSAC fulfills its mandate by carrying out the following responsibilities:

- Advice and recommendations to the TSC on the design, implementation, and reporting of policies, strategies and initiatives by Management on security, CCTV cameras, and crime and reporting; and
- Advice and recommendations to the TSC on the design, implementation, and reporting of policies, strategies and initiatives by Management on community safety and the Community Safety Unit.

### **AUTHORITY:**

The CSAC is an advisory committee of the TSC and as such is able to make recommendations to the TSC with respect to the matters that fall within its Charter for review and approval of the TSC, and for forwarding on to the Board a deemed necessary by the TSC.

The CSAC will have full, free and unrestricted access to Management and its employees.

The CSAC may retain the services of external advisors at the expense of the Corporation, as deemed necessary, to ensure its due diligence and in accordance with TCHC’s Procurement Policy and Procedures.

### **TERM AND DELIVERABLES:**

The CSAC’s term is time-limited and is not intended to be a permanent sub-committee of the TSC. The CSAC will undertake research, review, and tenant consultation on the matters outlined in the Charter, and will deliver a

set of recommendations to the TSC for their consideration and forwarding to the Board, as deemed appropriate by the TSC.

### **COMPOSITION:**

The composition of CSAC will be informed by the following:

- The appointment of the CSAC Chair, and members shall be made by the TSC, upon recommendation of the Committee Chair;
- The Chair of the Board of Directors shall be a voting *ex officio* member of the Committee;
- The President and Chief Executive Officer will appoint a 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 three (3) Directors; and
- The CSAC shall be supported by staff from TCHC and City of Toronto, with expertise and accountability for community safety, security, community development, partnership development, and stakeholder relations, as designated by the President and Chief Executive Officer

### **TERM:**

The Committee's term will be informed by the completion of specific tasks falling within its responsibilities and deliverables. The following key tasks that must be concluded within the Committee's Term are:

- The Community Safety Unit Review as part of the City of Toronto Policing Reform Review;
- The Neptune 4 Review; and
- Development of Violence Reduction Program Resources.

### **QUORUM:**

The following will inform quorum at the CSAC:

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

**MEETINGS:**

The CSAC will meet as frequently as it determines necessary but not less than once each quarter. Meetings may be called by the Chair of the TSC or the Chair of CSAC. The Chair of CSAC must call a meeting when requested to do so by any member of the CSAC, the TSC, the President and Chief Executive Officer, or the General Counsel and Corporate Secretary.

The procedure at meetings shall be determined by the CSAC 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 CSAC shall review its Charter on an annual basis and recommend any changes to such terms to the TSC.

**REPORTING:**

The CSAC will report the proceedings of each meeting and all recommendations made by the CSAC at such meeting to the TSC at the TSC's next meeting. The CSAC will make such recommendations to the TSC, as it may deem appropriate.



**ACCOUNTABILITY AND REPORTING:**

The CSAC is accountable to the TCHC Board, through the TSC, and reporting on the ongoing work will be undertaken at each TSC meeting.

**Approved:** October 7, 2021

**Amended:** July 28, 2022

**Reviewed:** [December 6, 2023](#)

**Reviewed:** [October 18, 2024](#)



## **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;
- Subsidiaries and joint ventures;
- Internal Audit, Accounting Systems and Internal Controls;
- External Audits;
- Financial Compliance;
- Financial and Fraud Risk;
- Information Technology;
- Enterprise Risk Management;
- Insurance; and
- Delegated Financial authority: \$10 million.

### **Advisory Subcommittees:**

- The Investment Advisory Committee 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, 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;
- 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; and

- 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. 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.

F. Internal Audit, Accounting Systems and Internal Controls

- Reviewing and approving the Internal Audit work plans and reports 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.

G. 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.

#### H. 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.

#### I. 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.

#### J. 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.

#### 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.

#### L. Insurance

- Annually reviewing with Management the Insurance program of the Corporation and recommending to the Board for approval the annual insurance policy renewal.

## Authority

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

The Committee may establish ad-hoc or advisory committees to provide input on specific issues identified by the Committee.

The Committee will have full, free and unrestricted access to Management and its employees, the external auditor, and internal auditors.

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 \$10,000,000.

## Composition

- Appointment of the Committee Chair and members shall be by the Board upon recommendation by the Board Chair.
- Appointment of the Committee Vice-Chair shall be by the Board upon recommendation by the 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 a majority ~~the minimum of fifty percent~~ of the Directors of BIFAC.
- Where a quorum is present, decisions shall be taken by motion, with passage by simple majority (fifty percent 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 and Human Resources 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.

Approved: December 16, 2014  
Amended: April 27, 2016  
Amended: December 11, 2017  
Amended: June 12, 2018  
Amended: February 27, 2019  
Amended & Approved: July 30, 2020  
Amended: June ~~25~~<sup>15</sup>, 2021  
[Reviewed: June 28, 2022](#)  
[Amended: December 6, 2023](#)  
[Reviewed: June 25, 2024](#)





## **Investment Advisory Committee Charter**

### **Mandate**

The Investment Advisory Committee (the "Committee") is established as an advisory subcommittee to the Building Investment, Finance and Audit Committee. The purpose of the Committee is to assist the Building Investment, Finance and Audit Committee in fulfilling its responsibilities in respect of:

- Capital Funds and Investments.

### **Responsibilities**

The Committee shall:

- Provide strategic advice with respect to the investment policy and strategy for capital reserves, including the investment of funds allocated for the purposes of the State of Good Repair Fund and/or other capital reserve funds;
- Monitor investment performance and report on implementation of the investment policy; and
- Periodic review of performance reports generated by the fund manager(s) and report regularly to the Building Investment, Finance and
- Audit Committee with respect to the performance of all invested funds.

### **Composition**

- The Committee shall be composed of a minimum of 4 members: a Board member sitting on the Building Investment, Finance and Audit Committee, the President and Chief Executive Officer, and a minimum of 2 external advisors with expertise in investment management and finance.
- The Chair of the Committee shall be the Building Investment, Finance and Audit Committee representative with expertise in investment management strategies and management of investment portfolios.
- The President and Chief Executive Officer will appoint a staff person to act as Corporate Secretary for the Committee.

## Quorum

- Quorum shall be a majority of the IAC~~minimum of three (3)~~.
- Where a quorum is present, decisions shall be taken by motion, with passage by simple majority (fifty (50) per cent plus one) of the total Committee members present at a meeting of the Committee, in person or by teleconference call. Decisions may also be by resolution in writing signed by all members of the Committee.

## Meetings

- The Committee will meet bi-annually, or more frequently at the call of the Committee Chair.
- Meetings will be held at a time and place as determined by the Committee.
- The procedure at meetings shall be determined by the by-laws of the Corporation or by resolution of the Board.

## Review

- The Committee shall review its term of reference on an annual basis and recommend any changes to such terms to the Building Investment, Finance and Audit Committee.

**Approved:** April 29, 2013

**Amended:** February 4, 2015- Replaced Terms of Reference with Charter and Building and Investment Committee with Building Investment, Finance and Audit Committee.

**Amended:** September 28, 2017

**Amended:** February 27, 2019

**Amended:** September 2020 (presented at December 15 2020 Board Meeting)

**ReviewedAmended:** June 15, 2021

**Reviewed:** December 8, 2022

**Reviewed: June 25, 2024**