



Annual Review of Board and Committee Charters

Item 2H

March 31, 2021

Governance, Communications and Human Resources Committee

Report: GCHRC:2021-17

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

From: General Counsel and Corporate Secretary

Date: March 5, 2020

PURPOSE:

The purpose of this report is to seek GCHRC’s approval of the Board and Committee charters and Chair and Vice Chair mandates.

RECOMMENDATIONS:

It is recommended that GCHRC:

1. approve the following Charter and Mandate documents and forward them to the Board for its approval:
 - a) Board Charter (Attachment 1);
 - b) Board Chair Mandate (Attachment 2);
 - c) Vice Chair Mandate (Attachment 3); and
 - d) the Governance, Communications and Human Resources Committee Charter (Attachment 4);

2. approve the following Committee Charters; forward them to the respective Committees for approval and, following such approval, to the Board for its approval:
 - a) Tenant Services Committee Charter (Attachment 5);

- b) Building Investment, Finance and Audit Committee Charter (Attachment 6); and
3. approve the Procurement Award Committee Charter (Attachment 7) and the Investment Advisory Committee Charter (Attachment 8) in the form attached hereto; forward it to those Committees for approval and, following such approval to the Building, Investment, Finance and Audit Committee and to the Board for its approval.

REASONS FOR RECOMMENDATIONS:

Under the GCHRC Charter, GCHRC is tasked with reviewing the Board and Committee charters and Chair and Vice Chair mandates and reporting recommendations to the Board.

There are no amendments recommended to the Board and Committee charters or the Chair and Vice Chair mandates.

IMPLICATIONS AND RISKS:

It is good governance practice and in compliance with the GCHRC Charter to review and recommend changes to the Board and Committee charters and Chair and Vice Chair mandates on an annual basis.

SIGNATURE:

“Darragh Meagher”

Darragh Meagher
General Counsel and Corporate Secretary

ATTACHMENTS:

1. Board Charter
2. Board Chair Mandate
3. Vice Chair Mandate
4. Governance, Communications and Human Resources Committee Charter
5. Tenant Services Committee Charter
6. Building Investment, Finance and Audit Committee Charter
7. Procurement Award Committee Charter
8. Investment Advisory Committee Charter

STAFF CONTACT:

Darragh Meagher, General Counsel and Corporate Secretary
416-981-4241

Darragh.Meagher@torontohousing.ca

Ceilidh Wilson, Assistant Corporate Secretary
416-981-4348

Ceilidh.Wilson@torontohousing.ca

TORONTO COMMUNITY HOUSING CORPORATION
CHARTER OF THE BOARD OF DIRECTORS

PURPOSE:

Toronto Community Housing Corporation (“TCHC”) is the largest social housing provider in Canada and the second largest in North America. It provides homes to about 58,500 low and moderate-income households, including seniors, families, singles, refugees, recent immigrants to Canada and people with special needs. TCHC’s core business is to provide clean, safe, well-maintained, affordable homes for tenants. Through collaboration and with tenants’ needs at the forefront, TCHC connects tenants to services and opportunities, and help foster great neighbourhoods where people can thrive. TCHC’s 2019 to 2022 Strategic Plan, sets out the strategic priorities that will drive TCHC to deliver social housing in the City of Toronto. TCHC’s vision is quality homes in vibrant communities where people are proud to live and work.

This Charter is intended to identify the specific roles and responsibilities of the Board of Directors (“Board”) of “TCHC” and thereby ensure effective coordination and communication between the Board, Management and its Shareholder. This Charter complements the Charter of the Committees of the Board.

The TCHC Board is responsible for the overall management of the business and affairs of TCHC, subject to the provisions of its Articles of Incorporation, the 2013 *Amended and Restated Shareholder Direction* between the City of Toronto and TCHC, TCHC’s *By-Laws*, its enabling legislation (the *Housing Services Act, 2011*), its various Operating Agreements with the City of Toronto, as well as all applicable City Council directives and legislation, all as amended from time to time, (collectively, TCHC’s “Governance Framework”).

The Board is responsible for oversight of the management and control of the affairs of TCHC, and for supervising TCHC Management. The Board’s specific areas of responsibility include: strategic planning, performance measurement and monitoring, financial and operational oversight, risk management, effective stakeholder communications and accountability, governance and compliance, monitoring human resources and executive officers including the President and Chief Executive Officer, and oversight of policies and procedures, as further detailed herein.

Directors of TCHC's Board ("Directors") are under a fiduciary duty to TCHC to carry out the duties of their office honestly and in good faith, in the best interests of TCHC, and with the care, diligence, and skill of a reasonably prudent person. Directors are to carry out their duties in accordance with TCHC's *Code of Ethics and Conduct – Board of Directors* with a view to transparency as permitted under its Governance Framework and applicable legislation.

The Board may establish ad-hoc or advisory committees to provide input on specific issues identified by the Board. Certain of the Board's responsibilities may be delegated to its Board Committees. The responsibilities of such Board Committees will be as set forth in their respective Charter, as amended from time to time by the Board.

EXTERNAL ADVISORS:

As the need arises, and consistent with TCHC procurement practices, the Board shall have the authority to retain external advisors, experts or consultants, in order to properly discharge its duties and responsibilities.

RESPONSIBILITIES & FUNCTIONS:

The Board's detailed responsibilities and functions are as follows:

A. Strategic Planning and Mission, Vision and Values

- The Board participates in the formulation and adoption of TCHC's statement regarding its *Vision, Mission and Values*.
- The Board provides oversight in the development, and ultimately approves a strategic plan ("Strategic Plan") for TCHC that is consistent with its mandate as set out in the *Amended and Restated Shareholder Direction* and its mandate as a social housing provider under the *Housing Services Act, 2011*.
- The Board receives quarterly performance or progress reports on the implementation of the Strategic Plan.
- The Board's decisions are to be consistent with the Strategic Plan and its *Vision, Mission and Values*.
- The Board will be guided by the Strategic Plan and strategic direction.

B. Performance Measurement and Monitoring

- The Board oversees the development and adoption of an enterprise-wide performance measurement framework (“Performance Framework”) in order to measure TCHC’s performance against established performance indicators and against its Strategic Plan.
- The Board ensures that Management has identified appropriate measures of organizational performance.
- The Board oversees the development of a system to report on the implementation of the Performance Framework, including commitments to attaining specific performance goals within time frames.
- The Board monitors TCHC’s performance against the Performance Framework and that Management has plans in place to address variances from established performance indicators, and the Board monitors implementation of remediation plans and/or corrective action.

C. Supporting Housing Stability and Tenant Leadership

- The Board is to be knowledgeable about the demographics of TCHC’s tenants and support the creation of opportunities to foster improved well-being for its tenants and neighbourhood quality of life.
- The Board ensures that Management has a framework in place to consult with tenants through an efficient and effective tenant participation system on issues and policies that will have an impact on service standards or the level of services, and communicate such policies and changes to the tenants.
- The Board ensures that Management has measures in place to operate with an emphasis on supporting opportunities and independence for tenants, providing responsive customer service, promoting tenant satisfaction and supporting access to information and services by its diverse communities.
- The Board ensures that Management has measures in place to link tenants with organizations that provide programs and policies aimed at assisting tenants.

D. Financial and Operational Oversight

- The Board is responsible for the stewardship of TCHC's financial resources, including the availability of, and overseeing the allocation of its financial resources.
- The Board oversees the appropriate use of material accounting policies for financial reporting, and approves the annual operating budget and capital budget.
- The Board monitors TCHC's operation and financial performance relative to its budget and objectives, and ensures that a framework exists so that funds and assets are used for their intended purposes and according to applicable legislation, regulations, applicable City of Toronto directives and the principles of value for money, fairness, and transparency.
- The Board oversees that TCHC's investments are reviewed on a quarterly basis and approves any amendments required to TCHC's investment policies.
- The Board ensures the accuracy of TCHC's financial information through review of quarterly financial statements and approval of annual audited financial statements.
- The Board ensures that Management has measures in place to ensure the adequacy and quality of TCHC's internal financial and operational controls, as well as management information systems.
- The Board recommends appointment of external auditors and approves auditors' fees.
- The Board arranges for internal and/or external audits of TCHC, as required, and directs that any corrective action be taken, if needed.
- The Board oversees the development of a framework to oversee TCHC's procurement activities and its compliance with its procurement policy, protocols and guidelines.

E. Risk Identification and Oversight

- The Board is to be knowledgeable of the risks inherent in TCHC's operations and will ensure that appropriate risk analysis is performed as part of Board decision-making.
- The Board approves Management's development and implementation of an enterprise-wide risk management framework ("ERM Framework") including but not limited to a risk program, a risk profile, an assessment of risk

tolerance, and risk measurement and management strategies, to identify, manage and report on existing and potential risks.

- The Board receives regular briefings or progress reports on the implementation of the ERM Framework.
- The Board arranges for risk-based audits of TCHC, as required, and directs that any corrective action be taken, if needed.

F. Stakeholder Communication and Accountability

- The Board is to be knowledgeable regarding TCHC's stakeholders and understand the principles of stakeholder accountability.
- The Board oversees the development of effective communication processes with its stakeholders, and contributes to the maintenance of strong stakeholder relationships.
- The Board, through the Board Chair or as otherwise delegated, performs advocacy on behalf of TCHC with stakeholders where required in support of TCHC's *Mission, Vision and Values* and its strategic objectives.

G. Governance & Compliance

- The Board is responsible for the overall governance of TCHC and that TCHC's strategic, business, and operational plans, policies and activities are consistent with the directions of the *Amended and Restated Shareholder Direction*, and that a framework exists to support TCHC's compliance with its Governance Framework.
- The Board periodically assesses and reviews its governance by evaluating its Board structures, including the size, structure and composition of the Board and Board committees and term limits for TCHC Directors and non-Director members of Board Committees and providing feedback to its Shareholder accordingly.
- The Board ensures a framework exists to establish criteria for the selection of potential Directors and to recommend the appointment of individuals qualified to become Directors to the Shareholder, consistent with such criteria.
- The Board ensures a framework exists to recommend members to Board Committees.
- The Board ensures a process exists for the evaluation of Directors and non-Director members of Board Committees.

- The Board oversees the development of an effective orientation and continuing education program for Directors and non-Director members of Board Committees.
- The Board maintains effective oversight of all Board Committees.
- The Board approves all enterprise-wide guidelines, plans, policies and procedures that require Board participation and/or are necessary for the Board Committees to carry out their mandates.
- The Board proposes amendments to such *By-laws* or resolutions regulating management and operations as are required.
- The Board approves a conflict of interest policy for TCHC employees and consultants and Board and non-Director Board Committee members.

H. Human Resources and Management/Executive Officers

- The Board approves, on an annual basis, TCHC's human resources and compensation strategy and oversees management's implementation thereof.
- The Board oversees the development of a framework to support job classifications, job descriptions, personnel qualifications and salary ranges for all TCHC employees and that a process is in place for appropriately evaluating and rewarding employee performance and approves, on an annual basis, the annual salary adjustment for TCHC employees.
- The Board oversees the development of and adoption of a Human Resources & Compensation Strategy ("HR & Compensation Strategy"). The Board receives regular briefings on TCHC's HR & Compensation Strategy from the Board's Governance, Communications, Human Resources and Compensation Committee. The Board approves, on an annual basis, TCHC's HR & Compensation Strategy.
- The Board approves, on an annual basis, any material amendments required to TCHC's contributions to the OMERS pension plan and its health and benefits plan.
- The Board oversees the recruitment, selection, supervision and succession planning of the President and Chief Executive Officer. The Board recruits and supervises the President and Chief Executive Officer by:
 - Developing and approving the President and Chief Executive Officer's job description;
 - Undertaking a recruitment process and selecting the President and Chief Executive Officer;

- Reviewing and approving the annual performance goals of the President and Chief Executive Officer;
- Reviewing the President and Chief Executive Officer's performance and achievement of TCHC's strategic goals; and
- Determining the President and Chief Executive Officer's compensation including incentive compensation or other awards.
- The Board approves decisions relating to TCHC's Executive Officers, including:
 - Appointment and discharge of such Executive Officers;
 - Development of an Executive Compensation Policy;
 - Compensation and benefits (including incentive compensation or other awards) for such Executive Officers; and
 - Employment contracts, termination/severance arrangements and other special arrangements with such Executive Officers.
- The Board oversees the development of a framework to support TCHC's development of a formal succession plan for the President and Chief Executive Officer and executives.

I. Policies and Procedures

- The Board oversees the development of a framework to permit the Board to oversee the following:
 - Monitor compliance with all significant policies and procedures of TCHC's operations;
 - Direct management to ensure TCHC operates at all times within applicable laws and regulations and to the highest ethical standards;
 - Provide policy direction to Management while respecting its responsibility for day-to-day management of TCHC's business; and
 - Review significant new corporate policies or materials amendments to existing policies.

Non-Exhaustive List: The foregoing list of responsibilities is not exhaustive, and the Board may, in addition, perform such other functions as may be necessary or appropriate in the circumstances to foster long-term success for the corporation.

Amendment / Review: This Charter may be amended by the Board. The Charter shall be reviewed by the Board on an annual basis.

Approval Date: December 16, 2014

Amendment #1: April 30, 2015
Amendment #2: February 27, 2019
Amendment #3: February 20, 2020

MANDATE OF THE CHAIR OF THE BOARD OF DIRECTORS

INTRODUCTION

The Chair of the Board of Directors (“Board”) is responsible for leading the Board in fulfilling its duties under its Board Charter to set the strategic direction and policies regarding the business and operations of Toronto Community Housing Corporation (“TCHC”).

The Chair of the Board will have the authority to engage independent legal counsel, consultants or other advisors, with respect to any issue, or to assist him or her in fulfilling his or her responsibilities without consulting or obtaining approval of any officer of TCHC. TCHC will provide appropriate funding to such advisors that are necessary or appropriate in carrying out the Chair’s duties.

DUTIES AND RESPONSIBILITIES

The Chair of the Board will have the following specific responsibilities.

1.1 Functioning of the Board

- a) Chairing Board meetings and ensuring that Board functions are effectively carried out.
- b) Setting the agenda for Board meetings in consultation with the President and Chief Executive Officer (“CEO”) based upon input from Directors and the Corporate Secretary.
- c) Ensuring the Board has adequate resources, including the flow of information and reviewing the adequacy and timing of materials to enable it to make informed decisions.
- d) Ensuring the Board is appropriately approving strategy and supervising management’s progress against achieving such strategic goals.
- e) Chairing the Board meetings and ensuring that appropriate time is allotted during Board meetings for the effective discussion of agenda items and key issues and concerns.

- f) Communicating with the Board to keep it up to date on major Board developments, including timely discussion of potential developments.
- g) Facilitating the candid and full discussion of all key matters that come before the Board, ensuring decisions are made on a sound and informed basis.
- h) Building consensus, fostering effectiveness and developing teamwork within the Board.

1.2 Committees

- a) In consultation with the Governance, Communications and Human Resources Committee (“GRHRC”) and taking into account the preferences, skills and experience of each Director, making recommendations as to Committee membership and Committee Chairs, for approval by the Board.
- b) Recommending the formation of Committees for approval by the Board and facilitating the integration of the Committees’ activities within the work of the Board.
- c) Providing high-level advice and guidance to Committee Chairs.
- d) Serving as an ex-officio member of all Board committee except as otherwise determined by the Board.

1.3 Director Evaluation and Development

- (a) Working with directors and GCHRC to ensure that director orientation and development programs meet the needs of the Board. Ensuring new Directors are provided with orientation and briefing materials.
- (b) Initiating performance discussion with individual directors when requested by the President and CEO or GCHRC.
- (c) Evaluating the Board effectiveness and suggesting improvements.

- (d) Providing input to the Shareholder regarding Board Chair succession planning.
- (e) Annually establishing goals for the Board and for him or herself and reviewing such goals with the GCHRC and the Board

1.4 Relations with Shareholders and Other Stakeholders

- (a) Providing leadership to the Board in carrying out its responsibilities to the Shareholder.
- (b) Facilitating communications between the Board and its Shareholder.
- (c) Facilitating the Board's efforts in establishing practices to respond to feedback from the Shareholder and other stakeholders.
- (d) In consultation with management, responding to the Shareholder's concerns regarding governance issues or other issues relating to the Board.

1.5 Management Relations

- (a) Acting in an advisory capacity on behalf of the Board to the President and CEO.
- (b) Managing the relationships between management (through the President and CEO) and the Board, ensuring the President and CEO is aware of the concerns of the Board.
- (c) Establishing and reviewing the President and CEO's performance targets and objectives and reviewing his or her assessments in conjunction with the GCHRC.

Non-Exhaustive List: In addition to the foregoing list of duties, the Chair of the Board may perform such other functions as may be necessary or appropriate in the circumstances as delegated by the Shareholder.

Amendment: This Mandate may be amended by the Board.

Approval Date: February 27, 2019
Last Review Date: February 27, 2019
Amendment #3: February 20, 2020

Attachment 3

Vice Chair Mandate

The Vice Chair shall have the following mandate:

1. The Vice Chair shall fill the mandate of the Chair of the Board (see attached) if the Chair is unable to perform his/her duties for any reason.
2. In the event the Chair is unable to attend a public event or engagement, the Vice Chair may fill the role of spokesperson for the Board.
3. The Vice Chair shall assist the Chair with the management/function of the Board.
4. The Vice Chair shall serve as ex-officio member of all Board Committees and subcommittees except:
 - a. When the Chair is present at the Board Committee or Subcommittee; and/or
 - b. As otherwise determined by the Board.

Vice Chair Selection Methodology

The Vice Chair shall be appointed in the following manner:

1. Taking into account the preferences, skills and experience of each director, the Board shall select and approve a Vice-Chair.

Amendment: February 20, 2020



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; and
- 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.

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 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



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; 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.
- 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 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



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: \$5 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.

THE BUILDING INVESTMENT, FINANCE AND AUDIT COMMITTEE CHARTER

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 \$5,000,000.

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 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 the minimum of fifty percent of the Directors of BIFAC.

THE BUILDING INVESTMENT, FINANCE AND AUDIT COMMITTEE CHARTER

- 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.

THE BUILDING INVESTMENT, FINANCE AND AUDIT COMMITTEE CHARTER

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: July 30, 2020



THE PROCUREMENT AWARD COMMITTEE CHARTER

Mandate

The Procurement Award Committee (“PAC”) is established as a management committee of Toronto Community Housing Corporation (“TCHC”) to assist the Board in fulfilling its responsibilities in respect of contract award approvals up to \$2.5 million (exclusive of taxes).

Responsibilities

The PAC fulfills its mandate by reviewing and approving contract awards up to \$2.5 million (inclusive of any change orders and exclusive of taxes), and by recommending approval by the Building Investment, Finance and Audit Committee (“BIFAC”) and/or the Board for contract awards above that limit, with the exception of consultant contracts not directly related to capital repair and/or development projects.

Prerequisites for PAC Authority (Competitive Procurement)

The PAC has authority to approve contracts if all of the following conditions are met:

1. The Senior Director of Procurement has recommended the award as being in compliance with the terms of a competitive procurement call, and applicable procurement policies, procedures, and protocols.
2. The recommended award is the lowest bidder or highest scoring proponent as determined by an evaluation team, and based on evaluation criteria outlined in the procurement call.
3. The award and resulting commitment does not result in a commitment term exceeding five (5) years, including extensions.
4. The award and resulting commitment is less than or equal to \$2.5 million (exclusive of taxes).
5. The funding for the award and subsequent commitment was approved by the Board of Directors through a budget process, for all years that have been the subject of the Board’s budget approval process.

THE PROCUREMENT AWARD COMMITTEE CHARTER

6. The PAC has not received a material written objection to the merits of the award, prior to the decision to award by the PAC.
7. All members of the PAC, present at the meeting when the matter is considered, vote in favour of the award.

Prerequisites for PAC Authority (Change Orders)

The PAC has authority to award change orders if all of the following conditions are met:

1. The original contract was awarded through a competitive procurement call, and applicable procurement policies, procedures, and protocols.
2. The cumulative value of the change order, original contract(s) and resulting commitments is less than or equal to \$2.5 million (exclusive of taxes).
3. The funding for the change order and subsequent commitment is within existing budget approvals from the Board of Directors.
4. All members of the PAC, present at the meeting when the matter is considered, vote in favour of the change order.

Authority

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

The PAC is accountable to the Board and shall not be entitled to sub-delegate all or any of the powers and authority delegated to it, unless authorized under TCHC's Financial Control Bylaw No. 3.

Composition

- President and Chief Executive Officer;
- General Counsel and Corporate Secretary;
- Vice President, Human Resources;
- Chief Financial Officer and Treasurer;
- Chief Operating Officer;
- Chief Development Officer; and
- Senior Director, Strategic Procurement.

THE PROCUREMENT AWARD COMMITTEE CHARTER

Quorum

- Quorum shall be a minimum of four members.
- Where a quorum is present, decisions shall be taken by motion, with passage by unanimous vote.
- Written resolution in lieu of meeting signed by all members of the PAC is permitted.

Meetings

- The PAC will meet as frequently as it determines necessary, generally through monthly meetings.
- The procedure at meetings shall adhere to the by-laws of the Corporation or any resolution of the Board.

Review

- The PAC 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 PAC will report the proceedings of each meeting, all contracts and change orders awarded, and all recommendations made by the PAC to the BIFAC at the BIFAC's next meeting. The PAC will make such recommendations to the BIFAC as it may deem appropriate.

Approved: June 27, 2019

Amended: July 30, 2020

Attachment 8

**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 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)