



## Board and Committee Meeting Rules of Procedure

Item 6A

April 25, 2022

Board of Directors

**Report: TCHC:2022-26**

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

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

**Date:** April 5, 2022

### **PURPOSE:**

The purpose of this report is consult with the Board in connection with the creation of Toronto Community Housing’s (“TCHC”) By-law #4 to establish the rules of procedure with respect to the calling, place and proceedings of meetings of TCHC’s Board of Directors (the “Board”) and its Committees.

### **RECOMMENDATIONS:**

It is recommended that the Board:

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

## GCHRC

This report was received and approved by the GCHRC on April 20, 2022.

### REASONS FOR RECOMMENDATIONS:

#### Decision History

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 May 25, 2021, the GCHRC approved the principles set out in Report GCHRC:2021-22, as the basis for Rules of Procedure for the meetings of the Toronto Community Housing Corporation's Board of Directors.

<https://www.torontohousing.ca/events/Documents/GCHRC/2021%20GCHRC/GCHRC%20May%2025/Item%205%20-%20Board%20and%20Committee%20Meetings-Rules%20of%20Procedure%20w%20attachment.pdf>

Those overarching principles, reflected in the Toronto Parking Authority's Rules of Procedure are that:

- The majority of Directors have the right to decide;
- The minority of Directors have the right to be heard;
- All Directors have the right to information to help make decisions, unless otherwise prevented by law;
- Directors have a right to an efficient Meeting;
- All Directors have the right to be treated with respect and courtesy; and

- All Directors have equal rights, privileges, and obligations

At its meeting of September 10, 2021, the GCHRC considered Report GCHRC:2021-34 and directed TCHC management to consult former deputants regarding changes that are proposed to the Board's deputation procedure and bring forward the draft document to the next meeting of the Tenant Services Committee and thereafter to return to this Committee for its further consideration.

<https://www.torontohousing.ca/events/Documents/GCHRC/2021%20GCHRC/GCHRC%20Sept%2010/Board%20and%20committee%20Rules%20of%20procedure%20GCHRC%20Sept%201%202021.pdf>

At its meeting of February 9, 2022, the Tenant Services Committee considered Report TSC:2022:04 and directed management to consult the City's Tenants First team and Tenant Directors in relation to proposed changes to the Rules, impacting tenants.

<https://www.torontohousing.ca/events/Documents/TSC/2022%20TSC/TSC%20Feb%209%202022/Item%206%20-%20Board%20and%20Committee%20Meetig%20Rules%20of%20Procedures%20w%20updated%20attachments.pdf>

At its meeting of December 15, 16 and 17, 2021, City Council requested and authorized any Agencies, Boards, and Corporations that is separately governed to adopt a Policy by appropriate means, including through an amendment to applicable procedural by-laws or rules, requiring any Member of Council and any Public member who sits on the Board of Directors of a City Corporation and who wishes to attend, in person, any meeting of the Board to provide proof of being fully vaccinated prior to the meeting and that Members failing to do so will be required to participate remotely.

<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2021.MM38.28>

### **Deputant Consultation Process**

Between January 18 and 24, 2022, TCHC management conducted three focus group sessions with former deputants to the Board and TCHC's Committees. These focus group sessions followed a communication to approximately seventy individuals, identified as prior deputants for whom contact information was available that could accommodate communication, through email. The Chair of the GCHRC attended all focus group discussions. Tenant Directors attended the January 24 focus group discussion. During the course of the focus group discussions, the following potential changes to the deputation process were reviewed:

- a change to the Procedural Rules that would result in matters removed from the Consent Agenda in order to permit a deputation, being considered once the Board or Committee had considered all of the matters on the Regular Agenda;
- a change to the Procedural Rules that would mean that oral deputations would no longer be considered, at the Board of Directors, in relation to matters that had previously been considered by a Committee (written submissions would still be considered, by the Board, in relation to those matters); and
- a change to the Procedural Rules that would the requirement to register as an oral deputant, by noon on the business day prior to the Board or Committee meeting, a mandatory requirement (written deputations would be provided to the Board or Committee as long as they were received prior to the beginning of the meeting, where possible).

Participants indicated that, in general they viewed the proposed changes to TCHC's deputation process to be an attempt to silence deputants. More specifically, they raised the following concerns in relation to the changes that were being discussed:

- Individuals objected that moving Items on the Consent Agenda to the end of the Regular Agenda when deputations are received, as doing so would undermine their effect, increase the potential the Board or Committee would lose quorum before the deputation was heard and challenge deputants who rely on services, such as Wheel-Trans, to

attend in person Board and Committee meetings. In part, this concern appeared to be a consequence of a misunderstanding in relation to the nature of the proposal, which was perceived as suggesting that, while the Agenda Item would continue to be considered as part of the Consent Agenda, the deputation would not be heard until after the Regular Agenda. To clarify, the proposal is that the Item, to which the deputation relates, would be considered following the Regular Agenda and any deputation related to the Item would be considered at that time;

- By proposing changes to the manner in which the Board dealt with deputations, TCHC was blaming deputants for issues related to the Board and Committee meeting process, without addressing other elements of the meeting procedures that require consideration. While Governance staff communicated to deputants that they were being contacted in connection with proposed changes to the Board's Procedural rules, as a whole, and a copy of the proposed Rules was provided along with that communication, the fact that deputants were asked to comment on changes to the impact of those changes on the deputation process appeared to have resulted in some perceiving that those changes are the only changes proposed;
- Any changes to Board's Rules should be deferred until such time as the COVID-19 pandemic has resolved, and the Seniors Transition and the TCHC's Tenant Engagement System Refresh is concluded.

At its meeting of February 9, 2022, the Tenant Services Committee was provided with a Summary of the focus group discussions and written submissions regarding the proposed Rules of Procedure. Copies of both documents are Attachments 2 and 3 to this Report.

In accordance with the direction from the Tenant Services Committee, TCHC management contacted City staff in connection with the Rules of Procedure proposed to govern the Board and Committee Meeting Procedures. Tenant First staff advise that they have no particular concerns with the provisions of the Board Rules, as attached.

Attachment 1 to this Report is provided to the Governance, Communications and Human Resources Committee for its approval. Its provisions are in line

with prior Board practice and the procedures bylaws of other City Agencies. In light of comments from deputants, it should be noted that:

- The proposed Rules do not require or contemplate the separation of Board and Committee Agendas into a Consent and Regular component. The Rules provide that the Chair will review Agenda items, providing Directors with an opportunity to hold an item for discussion or clarification and that items not held are then voted on. Future Board and Committee Agendas will not reflect a Consent and Regular Agenda. With the elimination of the Consent Agenda, deputations would be considered, on all items, in the order upon which the Item was listed as a part of the meeting Agenda.
- The proposed Rules do not limit the ability of deputants to address matters on the Board Agenda. In future, deputants will continue to be able to make deputations at both the Board and Committee level.
- The proposed Rules continue to require individuals to register the day prior to a meeting at which they wish to depute. However, the proposed Rules have been amended to provide that the registration deadline is three (3) p.m. In addition, the Rules have been amended in order to provide that the registration requirement may be waived, when the deputant is a TCHC tenant.

### **Vaccination Requirement for In Person Attendance**

In accordance with Council's decision at its meeting of December 15, 16 and 17, 2021, the Board's Meeting Rules of Procedure have been amended to provide, in Section 4.2, that any Director who wishes to attend, in person, any meeting of the Board or one of its Committees is required to provide proof of being fully vaccinated prior to the meeting and that Directors failing to do so will be required to participate remotely.

### **IMPLICATIONS AND RISKS:**

In the absence of adopting a by-law that includes procedures for governing the calling, place and 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. Additionally, the Board increases the risk that its meetings, and those of its Committees, will not be properly managed,

increasing the risk that the Board will be denied the opportunity to consider those matters requiring its attention.

The absence of a deputation process that affords deputants the opportunity to express their views on matters that are important to them increases the risk the perception, amongst TCHC tenants, that its decisions are not informed by their interests. Additionally, the absence of an effective deputation process increases the risk that Directors are not provided the information, from the tenant perspective, that they require in order to make the decisions on Agenda Items.

**SIGNATURE:**

*“Darragh Meagher”*

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Darragh Meagher  
General Counsel & Corporate Secretary

**ATTACHMENTS:**

1. Draft Toronto Community Housing Corporation Procedures By-law
2. Written Submissions regarding Draft Rules of Procedure
3. Summary of Focus Group Discussions

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