

**HOUSING SERVICES CORPORATION
BOARD OF DIRECTORS
MEETING**

WEDNESDAY, MARCH 27, 2019

9:00 – 10:00 a.m.

12:10 – 12:15 p.m.

**Housing Services Corporation
Stakeholder Room
30 Duncan Street, Suite 500, Toronto, ON**

MINUTES OF MEETING

-
- Attendees:** The following Directors were present:
- Bill Bradica, Chair
 - Rick Farrell*
 - Stéphane Giguère
 - Ron Holman
 - Graeme Hussey
 - Renée Kominek
 - Jim Steele
 - Mike Trojan*
 - Shelley Wilkins*
 - Debbie Zock
- Regrets:** The following Directors sent regrets:
- Catherine Matheson
 - David Szwarc
 - Gord Perks
- Guests:** The following Guests were in attendance:
- Sheldon Laidman
 - Janice Sheehy
- Staff:** The following staff were present:
- Howie Wong
 - Mara Di Pasquale
 - Brian Laur
 - Judy Lightbound
 - Jane Davies

*Attended via teleconference

	ADENDA DETAILS	ACTION	STATUS
1.0	CALL TO ORDER		
	<p>A quorum of the Directors being present and Notice having been properly given, the Chair declared the meeting to be regularly constituted and called the meeting to order.</p> <p>The Chair noted that S. Laidman and J. Sheehy, newly appointed Board members whose terms begin on April 1, 2019, were in attendance as guests.</p> <p>He noted that this meeting marked the last for departing Board members, D. Szwarc, C. Matheson, and R. Farrell, and thanked them for their contribution to the Board.</p>		

	<p>The Chair requested that Board members declare any real or perceived conflicts with regards to the Items on the Agendas. Hearing none, the Chair then noted that all materials presented at this meeting are confidential.</p>		
	<p><u>Approval of the Agendas</u></p> <p><i>It was moved by J. Steele and seconded by S. Giguère that:</i></p> <p><i>“The Board of Directors approve the regular and in camera meeting agendas as presented.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
2.0	BUSINESS ARISING		
	<p><u>Minutes of Previous Meeting</u></p> <p>The Chair drew the Board’s attention to the minutes of the December 14, 2018 Board of Directors’ meetings and invited comments.</p> <p><i>It was moved by G. Hussey and seconded by D. Zock that:</i></p> <p><i>“The Board of Directors approve the minutes of the December 14, 2018 meeting as presented.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
3.0	REPORTS FROM COMMITTEE		
	<p><u>Reports from Audit and Executive Committees</u></p> <p>The Chair noted that the Board had previously been circulated with minutes approved by the Audit and Executive Committees.</p> <p><i>It was moved by S. Giguère and seconded by R. Holman that:</i></p> <p><i>“The Board of Directors acknowledge receipt of the minutes of the Audit Committee held on November 23, 2018; and the Executive Committee held on December 6, 2018.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
4.0	CORE PROGRAMS		
	<p><u>Presentation – Natural Gas Market Conditions & Forecast</u></p> <p>M. Di Pasquale provided the Board with a presentation regarding market conditions and forces that influence the HSC Natural Gas Program.</p>		

	<p>In response to questions from the Board, M. Di Pasquale stated that the merger of Union and Enbridge Gas would not affect delivery to HSC Gas Program participants.</p> <p><i>It was moved by S. Wilkins and seconded by M. Trojan that:</i></p> <p><i>“The Board of Directors receive this Presentation for information.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
5.0	PARTNERSHIPS		
	<p><u>Encasa Financial Inc.: Q4 2018</u></p> <p>The Chair noted that the Board had before it a Quarterly Update Report from Encasa Financial Inc., a standing item of the Board. He stated that the presentation and Report will be dealt with in camera.</p>		
	<p><u>CIH Canada: Q4 2018</u></p> <p>The Chair noted that the Board was in receipt of a Quarterly Update Report from CIH Canada, a standing item of the Board.</p> <p><i>It was moved by R. Farrell and seconded by D. Zock that:</i></p> <p><i>“The Board of Directors receive the Q4 2018 CIH Canada Report for information.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
5.0	FINANCIALS		
	<p><u>Consolidated Financials: Q4 2018 and Year End December 31, 2018</u></p> <p>The Chair drew the Board’s attention to a previously circulated Report regarding the consolidated financial statements for Q4 2018 and Year End December 31, 2018.</p> <p>M. Di Pasquale reviewed the contents of the report with a presentation.</p> <p><i>It was moved by S. Wilkins and seconded by M. Trojan that:</i></p> <p><i>“The Board of Directors approve the following:</i></p> <ul style="list-style-type: none"> • <i>Consolidated Statements of Revenue and Expenditures for the three and twelve months ended December 31, 2018; and</i> 		

	<ul style="list-style-type: none"> • <i>Balance Sheet for the twelve months ended December 31, 2018.”</i> <p style="text-align: right;">MOTION CARRIED</p>		
	<p><u>Reserves and Investments: Q4 2018</u></p> <p>The Chair drew the Board’s attention to a Report updating them on the status of the reserves as of Q3 2018.</p> <p>M. Di Pasquale explained how the target amount of reserve was established and noted that based on the net excess for 2018, the proposal was before the Board to allocate \$600K to the reserve.</p> <p>In response to a question, M. Di Pasquale stated that HSC has a reserve policy which is before the Board under the Governance section of this agenda.</p> <p><i>It was moved by G. Hussey and seconded by R. Kominek that:</i></p> <p><i>“The Board of Directors approve the following resolutions:</i></p> <ul style="list-style-type: none"> • <i>\$600K from the 2018 net surplus from operations be added to HSC’s reserves; and</i> • <i>The CEO is authorized to sign all documents and do all things necessary to implement the above resolution.”</i> <p style="text-align: right;">MOTION CARRIED</p>		
	<p><u>Certification and Governance Compliance Statements: Q4 2018</u></p> <p>The Chair noted that the Board was in receipt of the standing item: Certification Statement of HSC’s statutory payment requirements; and Governance Compliance Checklist.</p> <p><i>It was moved by J. Steele and seconded by D. Zock that:</i></p> <p><i>“The Board of Directors receive the Certification Statement and the Governance Compliance Checklist for the period October to December 2018.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
7.0	SECTOR OUTREACH		
	<p><u>Verbal Update - 2019 Regeneration Forum</u></p> <p>S. Baker provided the Board with an update regarding the 2019 Regeneration Forum which took place on March 25 and 26, 2019, noting</p>		

	<p>that 330 attendees took part; and that initial feedback indicated the participants enjoyed a less dense agenda that allowed for more networking time. She stated that the learning streams were well received and that staff anticipate that targets have been met.</p> <p>The Board commented favourably on the event, and received the update for information.</p>		
	<p><u>Verbal Update - All-Service Manager Meeting</u></p> <p>S. Baker provided the board with an update regarding the All-Service Manager meeting scheduled to take place on June 18, 2019; and the SHARE event on the morning of June 19th.</p> <p>She reviewed the planned agenda for June 18th; and reminded the Board that they are invited to join the SHARE event on the morning of June 19th, prior to the HSC Board meeting in the afternoon.</p>		
<p>8.0</p>	<p>GOVERNANCE</p>		
	<p><u>Annual Approval of Board and Corporate Policies</u></p> <p>The Chair drew the Board’s attention to copies of the Board and Corporate Policies in the package of materials, noting that these are tabled for review by the Board annually.</p> <p><i>It was moved by R. Holman and seconded by D. Zock that:</i></p> <p><i>“The Board of Directors acknowledge that they have reviewed, updated as necessary, and approved the following Corporation policies:</i></p> <ul style="list-style-type: none"> • <i>Governance Policies:</i> <ul style="list-style-type: none"> ○ <i>Board Roles and Responsibilities</i> ○ <i>Board Code of Conduct</i> ○ <i>Board Conflict of Interest and Disclosure Form</i> ○ <i>Confidentiality Agreement</i> ○ <i>Indemnity Agreement</i> • <i>Corporate Policies:</i> <ul style="list-style-type: none"> ○ <i>Surplus and Reserve Policy</i> ○ <i>French Language Services Policy</i> ○ <i>Board Nomination/Selection Process Policy</i> ○ <i>Investment Policy</i> ○ <i>Independence of Consultant Policy</i> ○ <i>Board Remuneration Policy</i> ○ <i>Revised Board Expense Policy</i> ○ <i>Board and Staff Hospitality Expense Policy</i> 		

	<ul style="list-style-type: none"> ○ <i>External Auditors Policy</i> ○ <i>Procurement Policy</i> ○ <i>Contract Management Protocols Policy</i> ○ <i>Fleet Vehicle Policy</i> ○ <i>Chair Succession Policy</i> ○ <i>Document Retention Policy.</i>” <p style="text-align: right;">MOTION CARRIED</p>		
	<p><u>Board Committees</u></p> <p>The Chair noted that the Board was previously circulated with a Report regarding the HSC Board Committees.</p> <p><i>It was moved by S. Wilkins and seconded by M. Trojan that:</i></p> <p><i>“The Board of Directors approve the terms of reference for the Audit and Executive Committees of the Board of Directors as presented.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
	<p>The Chair noted that he is entering his final two years as Chair; and asked the Board to begin to consider who might be interested in taking on the role after him.</p> <p><i>It was moved by R. Farrell and seconded by R. Kominek that:</i></p> <p><i>“The Board of Directors appoint the following individuals to the Executive and Audit Committees for a term beginning April 1, 2019 and ending March 31, 2020, or until their successors are named:</i></p> <p><u><i>Executive Committee:</i></u></p> <ul style="list-style-type: none"> ○ <i>Bill Bradica (Chair),</i> ○ <i>Ronald Holman (Vice Chair)</i> ○ <i>Graeme Hussey (Treasurer)</i> ○ <i>Shelley Wilkins, and</i> ○ <i>Jim Steele.</i> <p><u><i>Audit Committee:</i></u></p> <ul style="list-style-type: none"> ○ <i>Jim Steele (Chair),</i> ○ <i>Janice Sheehy, and</i> ○ <i>Graeme Hussey.”</i> <p style="text-align: right;">MOTION CARRIED</p>		
	<p><u>Confirmation of Officers and Signing Authorities</u></p>		

The Chair stated that the Board of Directors was provided with a Report seeking Board appointment of the Officers and Signing Officers for the Corporation for the period April 1, 2019 to March 31, 2020 or until their successors are named.

It was moved by D. Zock and seconded by G. Hussey that:

“The Board of Directors appoint the following Officers for the Corporation for a one-year term commencing on April 1, 2019 and ending March 31, 2020 or until their successor is named.

- William (Bill) Bradica be named as Chair of the Corporation;*
- Ronald Holman be named as Vice-Chair of the Corporation;*
- Graeme Hussey be named as Treasurer of the Corporation.*
- Howie Wong be named as Chief Executive Officer of the Corporation;*
- Mara Di Pasquale be named as Chief Financial Officer of the Corporation;*
- Sarah Baker be named as Chief Operating Officer of the Corporation;*
- Judy Lightbound be named as Chief Business Development Officer of the Corporation;*

AND THAT:

The duties of Corporate Secretary for the Corporation be delegated from the Chief Executive Officer to Judy Lightbound.

AND THAT;

Section 4.1 of the subsidiary agreement between HSC and HSC Insurance Inc. stipulate that the CEO of HSC has a seat on the Board of Directors of HSC Insurance Inc. and as such, Howie Wong will be named to the Board of HSC Insurance Inc.

AND THAT;

The CEO of HSC also serves as the CEO of HSC Insurance Inc.”

MOTION CARRIED

Signing Authorities

It was moved by R. Holman and seconded by R. Kominek that:

“The Board of Directors name the Chair, Vice-Chair, Treasurer, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and Chief Business Development Officer as the signing officers for the Corporation under the following authorities for a term commencing January 1 and ending March 31, 2019 or until their successor is named:

- 1. Cheques, money orders or instruments of like kind, in the amount of \$25,000.00 or less, may be signed solely by the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer, or the Chief Business Development Officer;***

- 2. Cheques, money orders or instruments of like kind, in the amount greater than \$25,000.00 must be signed by two officers;***
 - a) either one of the Chief Financial Officer or Chief Operating Officer or the Chief Business Development Officer and the Chief Executive Officer; or***
 - b) either one of the Chief Financial Officer, Chief Operating Officer, Chief Business Development Officer or Chief Executive Officer and the Chair, Vice-Chair or Treasurer.***

- 3. Cheques, money order or instruments of like kind in any amount in the name of the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer or Chief Business Development Officer must be signed by any two signing officers (other than the payee of the cheque, money order or instrument).”***

MOTION CARRIED

WHEREAS: there is a desire to maintain the existing approval authorities for all contractually binding agreements for the purchase of goods or services by the Corporation as below.

It was moved by G. Hussey and seconded by J. Steele that:

“The Board of Directors confirm the following approval authorities for all contractually binding agreements.”

Estimated Value	Approval Level	Method
Under \$10,000	Chief Executive Officer	Sole Source

	<table border="1"> <tr> <td>\$10,001 to \$24,999</td> <td>Chief Executive Officer</td> <td>Short Form RFP</td> </tr> <tr> <td>\$25,000 to \$99,999</td> <td>Chief Executive Officer or Chair</td> <td rowspan="2">Request for Proposals</td> </tr> <tr> <td>Greater than \$100,000</td> <td>Board</td> </tr> </table>	\$10,001 to \$24,999	Chief Executive Officer	Short Form RFP	\$25,000 to \$99,999	Chief Executive Officer or Chair	Request for Proposals	Greater than \$100,000	Board		
\$10,001 to \$24,999	Chief Executive Officer	Short Form RFP									
\$25,000 to \$99,999	Chief Executive Officer or Chair	Request for Proposals									
Greater than \$100,000	Board										
	<p><i>It was moved by J. Steele and seconded by G. Hussey that:</i></p> <p><i>“The Board of Directors authorizes the CEO to approve and execute revenue generating contracts related to existing business lines to a maximum of \$500k as an exception to HSC’s standard contract approval policy which requires Board approval for contracts in excess of \$100k.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>										
	<p><u>Annual Confirmation of Proceedings</u></p> <p>The Board has been provided with the standard resolution to confirm all proceedings for the Board year.</p> <p><i>It was moved by R. Farrell and seconded by M. Trojan that:</i></p> <p><i>“All by-laws, contracts, acts, proceedings, appointments, elections and payments of the Board of Directors and Officers of the Corporation enacted, made, done or taken in the Board year 2018-19 be approved, ratified, sanctioned and confirmed.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>										
9.0	OTHER BUSINESS										
	There was no further business										
10.0	IN CAMERA SESSION										
	<p><i>It was moved by R. Kominek and seconded by R. Holman that:</i></p> <p><i>“The Board of Directors agrees to move into an in camera session of the Board.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>										

<p><i>It was moved by J. Steele and seconded by S. Giguère that:</i></p> <p><i>“The Board of Directors agrees to terminate the in camera session and resume the Board of Directors meeting.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
<p><u>Decisions Arising from the In Camera Meeting</u></p> <p><u>Report from the Executive Committee In Camera Meeting</u></p> <p><i>It was moved by G. Hussey and seconded by R. Kominek that:</i></p> <p><i>“The Board of Directors confirms receipt of the following resolutions passed in camera by the Executive Committee related to:</i></p> <ul style="list-style-type: none"> • <i>Asset Planner Contract Extension; and</i> • <i>In Camera Meeting Minutes, December 6, 2018.”</i> <p style="text-align: right;">MOTION CARRIED</p> <p><u>2019 AGM of Encasa Shareholders</u></p> <p><i>It was moved by J. Steele and seconded by D. Zock that:</i></p> <p><i>“The Chair be authorized, on behalf of HSC, to attend and vote on matters that come before the 2019 Annual General Meeting of Encasa Shareholders as outlined in this Report; and</i></p> <p><i>The Chair or CEO be authorized to execute all documents and do all things necessary to implement the above resolution.”</i></p> <p style="text-align: right;">MOTION CARRIED</p> <p><u>2020 HSC Gas Renewal and Transportation Strategy</u></p> <p><i>It was moved by S. Giguère and seconded by S. Wilkins that:</i></p> <p><i>“The Board of Directors:</i></p> <ul style="list-style-type: none"> • <i>Delegate authority to the Executive Committee to finalize and approve 2020 HSC Natural Gas Program pricing, as outlined in this Report; and</i> • <i>Delegate authority to the Executive Committee to finalize and approve the 2020 and beyond transportation pricing options;</i> 		

- *Authorize the CEO to sign all documents and take the necessary steps to implement this resolution.”*

MOTION CARRIED

Housing IT Solutions Consulting Services Agreement

It was moved by R. Holman and seconded by M. Trojan that:

“The Board of Directors:

- *Approve, in principle, the termination of the Consulting Services Agreement between HSC and Housing IT Solutions as outlined in this Report;*
- *Delegate authority to the Executive Committee to work with the CEO to approve a negotiated settlement.”*

MOTION CARRIED

Receipt of In Camera Items

It was moved by G. Hussey and seconded by S. Giguère that:

“The Board of Directors receive the following items considered in camera:

- *Organization Report Card: Q4 2018;*
- *Presentation – HPC HIC Update and Encasa Financial Inc.;*
- *Verbal Reports – Province-Wide Arrears Database Update, and Legal Matter;*
- *CIH Canada Transition Update;*
- *ERM Dashboards: Q4 2018;*
- *Reports and Minutes from Executive In Camera Committee Meeting.”*

MOTION CARRIED

9.0 ADJOURNMENT

There being no further business, the meeting was adjourned.

It was moved by M. Trojan that:

"The Board of Directors Meeting be adjourned."

MOTION CARRIED

Signed:


William Bradica, Chair


Howie Wong, CEO


Judy Lightbound,
Corporate Secretary