

**HOUSING SERVICES CORPORATION  
BOARD OF DIRECTORS  
TELECONFERENCE MEETING**

**FRIDAY, MARCH 27, 2020**

**9:00 – 9:40 a.m.**

**10:21 – 10:26 a.m.**

**MINUTES OF MEETING**

<b>Attendees:</b>	The following Directors were present: <ul style="list-style-type: none"> <li>▪ Bill Bradica, Chair</li> <li>▪ Stéphane Giguère</li> <li>▪ Ron Holman</li> <li>▪ Graeme Hussey</li> <li>▪ Janice Sheehy</li> <li>▪ Jim Steele</li> <li>▪ Shelley Wilkins</li> <li>▪ Debbie Zock</li> </ul>
<b>Regrets:</b>	The following Directors sent regrets: <ul style="list-style-type: none"> <li>▪ Zoran Churchin</li> <li>▪ Michael Duben</li> <li>▪ Renée Kominek</li> <li>▪ Sheldon Laidman</li> <li>▪ Gord Perks</li> <li>▪ Brian Marks</li> </ul>
<b>Staff:</b>	The following staff were present: <ul style="list-style-type: none"> <li>▪ Howie Wong</li> <li>▪ Sarah Baker</li> <li>▪ Mara Di Pasquale</li> <li>▪ Judy Lightbound</li> <li>▪ Jane Davies</li> </ul>

	ADENDA DETAILS	ACTION	STATUS
<b>1.0</b>	<b>CALL TO ORDER</b>		
	<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 requested that Board members declare any real or perceived conflicts with regard to the Items on the Agendas. Hearing none, the Chair then noted that all materials presented at this meeting are confidential.</p>		
	<p><u>Corporate Response to COVID-19</u></p> <p>The Chair turned to the CEO to provide the Board with an update on HSC's corporate response to the COVID-19 pandemic.</p> <p>Noting that HSC has an up-to-date Business Continuity Plan (BCP), including a pandemic policy, H. Wong reviewed measures taken by staff to ensure that operations continue uninterrupted. He stated that HSC recognizes the challenges faced by clients, and noted that staff meet weekly with other sector organizations (OMSSA and ONPHA) to improve the efficient delivery of services.</p> <p>He then provided a brief review of the impact of the pandemic on the range</p>		

	of HSC's programs and services, including the impact of the market downturn.		
	<p><u>Approval of the Agendas</u></p> <p><i>It was moved by J. Sheehy and seconded by R. Holman 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;"><b>MOTION CARRIED</b></p>		
<b>2.0</b>	<b>BUSINESS ARISING</b>		
	<p><u>Minutes of Previous Meeting</u></p> <p>The Chair drew the Board's attention to the minutes of the December 13, 2019 Board of Directors' meetings and invited comments.</p> <p><i>It was moved by G. Hussey and seconded by S. Wilkins that:</i></p> <p><i>“The Board of Directors approve the minutes of the December 13, 2019 meeting as presented.”</i></p> <p style="text-align: right;"><b>MOTION CARRIED</b></p>		
<b>3.0</b>	<b>REPORT FROM COMMITTEE</b>		
	<p><u>Verbal Report from Audit Committee</u></p> <p>The Chair invited S. Giguère, as the Chair of HSC's Audit Committee, to provide the Board with a verbal update about the February 12<sup>th</sup> Committee meeting.</p> <p>The Committee Chair briefly outlined the discussion and actions items arising from the Audit Committee meeting, noting that much of the discussion will be addressed in this Board Agenda.</p>		
<b>4.0</b>	<b>FINANCIALS</b>		
	<p><u>Consolidated Financials: Q4 2019</u></p> <p>The Chair drew the Board's attention to a previously circulated Report regarding the consolidated financial statements for Q4 2019.</p> <p>M. Di Pasquale reviewed the contents of the report with a presentation and responded to questions.</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 following:</i></p>		

	<ul style="list-style-type: none"> <li>• <i>Consolidated Statements of Revenue and Expenditures for the three and twelve months ended December 31, 2019; and</i></li> <li>• <i>Balance Sheet for the twelve months ended December 31, 2019.”</i></li> </ul> <p style="text-align: center;"><b>MOTION CARRIED</b></p>		
	<p><u>Reserves and Investments: Q4 2019</u></p> <p>The Chair drew the Board’s attention to a Report updating them on the status of the reserves as of Q4 2019.</p> <p>M. Di Pasquale presented the contents of the Report to the Board, and provided a review of the rationale behind the recommendations contained in the Report.</p> <p><i>It was moved by S. Wilkins and seconded by J. Sheehy that:</i></p> <p><i>“The Board of Directors:</i></p> <ul style="list-style-type: none"> <li>• <i>Approve the Q4 2019 Statement and Report on Reserves and Investments; and</i></li> <li>• <i>Authorize the transfer of funds from Operations to Reserves in the amount of \$133K.”</i></li> </ul> <p style="text-align: center;"><b>MOTION CARRIED</b></p>		
	<p><u>Certification and Governance Compliance Statements: Q4 2019</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 2019.”</i></p> <p style="text-align: center;"><b>MOTION CARRIED</b></p>		
<b>5.0</b>	<b>GOVERNANCE</b>		
	<p><u>Annual Approval of Board and Corporate Policies and HSC Corporate Policy Updates</u></p> <p>The Chair noted that it is the Corporate practice to annually review and</p>		

	<p>approve Board and Corporate Policies, as outlined in the materials previously circulated. He further noted that all directors will receive a package of board policies for their signature in early April.</p> <p>At the Chair’s invitation, S. Baker reviewed where edits had been made to the policies.</p> <p><b><i>It was moved by R. Holman and seconded by D. Zock that:</i></b></p> <p><b><i>“The Board of Directors acknowledge that they have reviewed, updated as necessary, and approved the following Corporation policies:</i></b></p> <ul style="list-style-type: none"> <li>• <b><i>Governance Policies:</i></b> <ul style="list-style-type: none"> <li>○ <b><i>Board Roles and Responsibilities</i></b></li> <li>○ <b><i>Board Code of Conduct</i></b></li> <li>○ <b><i>Board Conflict of Interest and Disclosure Form</i></b></li> <li>○ <b><i>Confidentiality Agreement</i></b></li> <li>○ <b><i>Indemnity Agreement</i></b></li> </ul> </li> <li>• <b><i>Corporate Policies:</i></b> <ul style="list-style-type: none"> <li>○ <b><i>Surplus and Reserve Policy</i></b></li> <li>○ <b><i>French Language Services Policy</i></b></li> <li>○ <b><i>Board Nomination/Selection Process Policy</i></b></li> <li>○ <b><i>Investment Policy</i></b></li> <li>○ <b><i>Independence of Consultant Policy</i></b></li> <li>○ <b><i>Board Remuneration Policy</i></b></li> <li>○ <b><i>Revised Board Expense Policy</i></b></li> <li>○ <b><i>Board and Staff Hospitality Expense Policy</i></b></li> <li>○ <b><i>External Auditors Policy</i></b></li> <li>○ <b><i>Procurement Policy</i></b></li> <li>○ <b><i>Contract Management Protocols Policy</i></b></li> <li>○ <b><i>Fleet Vehicle Policy</i></b></li> <li>○ <b><i>Chair Succession Policy</i></b></li> <li>○ <b><i>Document Retention Policy.</i></b>”</li> </ul> </li> </ul> <p><b><i>AND THAT:</i></b></p> <p><b><i>“The Board of Directors receive the Report.”</i></b></p> <p style="text-align: right;"><b>MOTION CARRIED</b></p>		
	<p><u>Board Committees</u></p> <p>The Chair noted that the Board had before it a Report regarding the HSC Board Committees.</p> <p><b><i>It was moved by D. Zock and seconded by S. Giguère that :</i></b></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><b>AND THAT;</b></p> <p><i>“The Board of Directors appoint the following individuals to the Executive and Audit Committees for a term beginning April 1, 2020 and ending March 31, 2021, or until their successors are named:</i></p> <p><u><i>Executive Committee:</i></u></p> <ul style="list-style-type: none"> <li>○ <i>Bill Bradica (Chair),</i></li> <li>○ <i>Ronald Holman (Vice Chair)</i></li> <li>○ <i>Graeme Hussey (Treasurer)</i></li> <li>○ <i>Jim Steele, and</i></li> <li>○ <i>Shelley Wilkins.</i></li> </ul> <p><u><i>Audit Committee:</i></u></p> <ul style="list-style-type: none"> <li>○ <i>Stéphane Giguère (Chair)</i></li> <li>○ <i>Michael Duben,</i></li> <li>○ <i>Graeme Hussey, and</i></li> <li>○ <i>Janice Sheehy.”</i></li> </ul> <p style="text-align: right;"><b>MOTION CARRIED</b></p>		
	<p><u>Confirmation of Officers and Signing Authorities</u></p> <p>The Chair noted that the Board was previously provided with a Report – Confirmation of Officers and Signing Authority that sought the Board’s recommendation to appoint the Officers and Signing Officers for the Corporation for the period of April 1, 2020 to March 31, 2021.</p> <p><b><i>It was moved by J. Sheehy and seconded by J. Steele that:</i></b></p> <p><i>“The Board of Directors appoint the following Officers for the Corporation for a one-year term commencing on April 1, 2020 and ending March 31, 2021 or until their successor is named.</i></p> <ul style="list-style-type: none"> <li>● <i>William (Bill) Bradica be named as Chair of the Corporation;</i></li> <li>● <i>Ronald Holman be named as Vice-Chair of the Corporation;</i></li> <li>● <i>Graeme Hussey be named as Treasurer of the Corporation;</i></li> <li>● <i>Howie Wong be named as Chief Executive Officer of the Corporation;</i></li> <li>● <i>Mara Di Pasquale be named as Chief Financial Officer of the</i></li> </ul>		

	<p><i>Corporation;</i></p> <ul style="list-style-type: none"> <li>• <i>Sarah Baker be named as Chief Operating Officer of the Corporation;</i></li> <li>• <i>Judy Lightbound be named as Chief Business Development Officer / Managing Director, HSC Business Solutions of the Corporation;</i></li> </ul> <p><b>AND THAT;</b></p> <p><i>The duties of Corporate Secretary for the Corporation be delegated from the Chief Executive Officer to Judy Lightbound.</i></p> <p><b>AND THAT;</b></p> <p><i>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.</i></p> <p><b>AND THAT;</b></p> <p><i>The CEO of HSC also serves as the CEO of HSC Insurance Inc.</i></p> <p><b>AND THAT;</b></p> <p><i>“The Board of Directors confirm the approval authorities as outlined in the Table provided as Schedule 1 for a term commencing April 1, 2020 and ending March 31, 2021.”</i></p> <p style="text-align: right;"><b>MOTION CARRIED</b></p>		
	<p><u>Annual Confirmation of Proceedings</u></p> <p>The Chair noted that the Board was asked to consider the standard resolution to confirm all proceedings for the Board year.</p> <p><b><i>It was moved by S. Wilkins and seconded by S. Giguère that:</i></b></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 2019-2020 be approved, ratified, sanctioned and confirmed.”</i></p> <p style="text-align: right;"><b>MOTION CARRIED</b></p>		
	<p><u>Board of Director Service Manager Nominations</u></p>		

	The Chair turned to J. Lightbound who noted that a call for service manager nominations to the Board is currently open for two vacated positions.		
<b>6.0</b>	<b>OTHER BUSINESS</b>		
	There was no further business.		
<b>7.0</b>	<b>IN CAMERA SESSION</b>		
	<p><i>It was moved by J. Steele 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;"><b>MOTION CARRIED</b></p>		
	<p><i>It was moved by J. Sheehy and seconded by S. Wilkins 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;"><b>MOTION CARRIED</b></p>		
	<p><u>Decisions Arising from the In Camera Meeting</u></p> <p><u>Committee Report – Reserve Review and Investment Strategy</u></p> <p><i>It was moved by S. Giguère and seconded by G. Hussey that:</i></p> <p><i>“The Board of Directors approve:</i></p> <ul style="list-style-type: none"> <li><i>• the Q4 2019 Statement and Report on the Reserve and Investments,</i></li> <li><i>• an increase in HSC’s reserve target, and</i></li> <li><i>• the continued investment strategy for HSC reserves in the Encasa funds,</i></li> </ul> <p><i>all as outlined in this Report.”</i></p> <p style="text-align: right;"><b>MOTION CARRIED</b></p> <p><u>Committee Report – Investing Insurance Group Deductible Fund (Claims Trust Fund</u></p> <p><i>It was moved by S. Wilkins and seconded by J. Steele that:</i></p>		

*“The Board of Directors approve the recommendation that all insurance funds contributed by providers to fund group deductible claims be held by HSC as outlined in this Report.”*

**MOTION CARRIED**

Claims Trust Fund Strategy

*It was moved by R. Holman and seconded by D. Zock that:*

*“The Board of Directors authorize HSC to transfer the 2015, 2016 and 2017 Claims Trust Funds surpluses to the Global Claims Fund Account, as outlined in this Report.”*

**MOTION CARRIED**

HPC Housing Investment Corporation (HIC) Additional Advance

*It was moved by J. Sheehy and seconded by J. Steele that:*

*“The HSC Board of Directors approve the following:*

- HSC advance a further \$150K loan to HPC Housing Investment Corporation on the terms contained in this Report; and*
- Authorize HSC’s CEO to sign all documents and do all things necessary to implement the above resolution.”*

**MOTION CARRIED**

2020 AGM of Encasa Shareholders

*It was moved by S. Wilkins and seconded by D. Zock that:*

*“The Chair be authorized, on behalf of HSC, to attend and vote on matters that come before the 2020 Annual General Meeting of Encasa Shareholders as outlined in this Report.”*

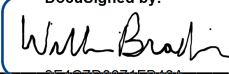
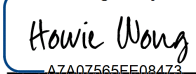
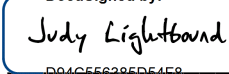
**AND THAT:**

*“The Chair or CEO be authorized to execute all documents and do all things necessary to implement the above resolution.”*

**MOTION CARRIED**



	<p><u>2021 Gas Renewal and Transportation Strategy</u></p> <p><i>It was moved by S. Giguère and seconded by R. Holman that:</i></p> <p><i>“The Board of Directors:</i></p> <ul style="list-style-type: none"> <li>• <i>Approve the indicative 2021 natural gas and transportation rates outlined in this Report; and</i></li> <li>• <i>Authorize the CEO to sign all documents and take the necessary steps to implement this resolution.”</i></li> </ul> <p style="text-align: right;"><b>MOTION CARRIED</b></p> <p><u>AssetPlanner Agreement Renewal</u></p> <p><i>It was moved by J. Sheehy and seconded by J. Steele that:</i></p> <p><i>“The Board of Directors approve the following resolutions:</i></p> <ul style="list-style-type: none"> <li>• <i>Renew the current AssetPlanner contract with Ameresco for a five-year term on the terms and conditions outlined in this report; and</i></li> <li>• <i>Authorize the CEO, on behalf of HSC, to sign all documents and do all things necessary to implement the above resolutions.”</i></li> </ul> <p style="text-align: right;"><b>MOTION CARRIED</b></p> <p><u>Receipt of In Camera Items</u></p> <p><i>It was moved by D. Zock and seconded by G. Hussey that:</i></p> <p><i>“The Board of Directors receive the following items considered in camera:</i></p> <ul style="list-style-type: none"> <li>• <i>Organization Report Card: Q4 2019; and</i></li> <li>• <i>Verbal Update – Legal Matter.”</i></li> </ul> <p style="text-align: right;"><b>MOTION CARRIED</b></p>		
<p><b>8.0</b></p>	<p><b>ADJOURNMENT</b></p>		
	<p>There being no further business, the meeting was adjourned.</p> <p><i>It was moved by S. Wilkins that:</i></p>		

<i><b>"The Board of Directors Meeting be adjourned."</b></i>		
<b>MOTION CARRIED</b>		
<b>Signed:</b> DocuSigned by:  3F4C7D8671FB48A... William Bradica, Chair	DocuSigned by:  A7A07565EE08473... Howie Wong, CEO	DocuSigned by:  D94C556385D54F8... Judy Lightbound, Corporate Secretary