

**HOUSING SERVICES CORPORATION
BOARD OF DIRECTORS
MEETING**

**THURSDAY, OCTOBER 10, 2019
9:10 – 11:15 a.m.
11:15 a.m. – 1:05 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
- Michael Duben
- Stéphane Giguère
- Ron Holman
- Graeme Hussey
- Brian Marks
- Jim Steele
- Shelley Wilkins
- Debbie Zock

Regrets: The following Directors sent regrets:

- Zoran Churchin
- Renée Kominek
- Sheldon Laidman
- Gord Perks
- Janice Sheehy

Guest: The following Guest was in attendance:

- Janice Lewkoski, Office Manager, HSC

Staff: The following staff were present:

- Howie Wong
- Mara Di Pasquale
- Brian Laur
- Judy Lightbound
- Sarah Baker
- Jane Davies

	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 welcomed M. Duben 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 R. Holman and seconded by D. Zock 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 June 19, 2019 Board of Directors’ meetings and invited comments.</p> <p><i>It was moved by S. Wilkins and seconded by S. Giguère that:</i></p> <p><i>“The Board of Directors approve the minutes of the June 19, 2019 meeting as presented.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
3.0	REPORT FROM COMMITTEE		
	<p><u>Report from Executive Committee</u></p> <p>The Chair noted that the Board had previously been circulated with minutes approved by the Executive Committee.</p> <p><i>It was moved by G. Hussey and seconded by J. Steele that:</i></p> <p><i>“The Board of Directors acknowledge receipt of the minutes of the Executive Committee meeting held on May 17, 2019.”</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 including transportation costs, storage and supply.</p> <p>She stated that the renewal and transportation hedging strategy were distributed to participants and noted that the result of renewal would be reviewed in the next item.</p> <p>She then responded to questions from the Board.</p> <p><i>It was moved by G. Hussey and seconded by R. Holman that:</i></p>		

	<p><i>“The Board of Directors receive this Presentation for information.”</i></p> <p style="text-align: center;">MOTION CARRIED</p>		
	<p><u>Gas Commodity and Transportation 2020 Final Prices</u></p> <p>The Chair noted that the Board had before it a Report updating them on the 2020 Gas Renewal and the Transportation Strategy.</p> <p>M. Di Pasquale presented to the Board on how changes to how HSC administers the Gas Program have resulted in favourable rates when compared to other programs.</p> <p>She then reviewed the transportation options offered to and selected by participants.</p> <p><i>It was moved by M. Duben and seconded by D. Zock that:</i></p> <p><i>“The Board of Directors receive the Report - Gas Commodity and Transportation 2020 Final Pricing.”</i></p> <p style="text-align: center;">MOTION CARRIED</p>		
<p>5.0</p>	<p>FINANCIALS</p>		
	<p><u>Consolidated Financials: Q2 2019</u></p> <p>The Chair drew the Board’s attention to a previously circulated Report regarding the consolidated financial statements for Q2 2019.</p> <p>M. Di Pasquale reviewed the contents of the report with a presentation and responded to questions.</p> <p>It was noted that a review of reserve and investment strategy will be provided at the December 2019 Board meeting.</p> <p><i>It was moved by S. Giguère and seconded by M. Duben 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 six months ended June 30, 2019; and</i> • <i>Balance Sheet for the six months ended June 30, 2019.”</i> <p style="text-align: center;">MOTION CARRIED</p>	<p style="text-align: center;">STAFF</p>	<p style="text-align: center;">December Meeting</p>

	<p><u>Reserves and Investments: Q2 2019</u></p> <p>The Chair drew the Board’s attention to a Report updating them on the status of the reserves as of Q2 2019.</p> <p>M. Di Pasquale presented the contents of the Report to the Board.</p> <p><i>It was moved by S. Wilkins and seconded by R. Holman that:</i></p> <p><i>“The Board of Directors approve the Q2 2019 Reserves and Investments Report.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
	<p><u>Certification and Governance Compliance Statements: Q2 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>The Board requested that an item be added to the Certification Statements regarding the date that HSC tax forms, including “nil” reports, are filed.</p> <p>The Board further noted that the timing of the board evaluation process, noted as occurring every three years on the Governance Compliance Checklist, should be examined and reconsidered.</p> <p><i>It was moved by B. Marks and seconded by J. Steele that:</i></p> <p><i>“The Board of Directors receive the Certification Statement and the Governance Compliance Checklist for the period April to June 2019.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>	<p>STAFF</p> <p>STAFF</p>	<p>December meeting</p> <p>March meeting</p>
6.0	OPERATIONAL		
	<p><u>Demonstration – Concur Expense Software</u></p> <p>J. Lewkoski joined the meeting and provided a demonstration of HSC’s new Staff and Board expense software: Concur.</p> <p>She stated that webinar training sessions would be booked with individual board members and their assistants.</p>	STAFF	In Process
	<p><u>Signing Authorities and Approval Levels</u></p> <p>The Chair noted that the Board had before it a Report regarding a proposed revision to Signing Authorities and Approval Levels. It was noted that the</p>		

changes will enable electronic approvals using the Concur expense software.

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

A. Signing Authorities

“The Board of Directors hereby name the following positions to be signing officers for the Corporation for a term commencing October 10, 2019 and ending March 31, 2020 or until their successor is named:

- a) Chair***
- b) Vice-Chair***
- c) Treasurer***
- d) Chief Executive Officer***
- e) Chief Financial Officer***
- f) Chief Operating Officer***
- g) Chief Business Development Officer.***

Cheques, money orders or instruments of like kind, in the amount of \$25,000.00 or less, may be signed solely by any one signing officer.

Cheques, money orders or instruments of like kind, in the amount greater than \$25,000.00 must be signed by two signing officers; one of the two signatures must be that of the Chief Executive Officer, Chair, Vice-Chair or Treasurer.

A signing officer must not sign cheques, money orders or instruments of like kind in any amount where they are named as the payee.

Cheques, money orders or instruments of like kind in the name of the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer or Chief Business Development Officer must be signed by two signing officers other than the payee.”

B. Payment Authorities

WHEREAS: there is a desire to create payment authorities for the electronic release of funds to streamline payment procedures.

“The Board of Directors approve any one of the named signing officers in conjunction with a delegated staff member to authorize payments on behalf of the Corporation through the electronic release of funds if the required approvals from the signing authorities for the expenditure have been obtained.”

C. Approval Authorities

WHEREAS: there is a desire to revise the existing approval authorities with respect to the Estimated Value, Method and Contract Signing Authorities for all contractually binding agreements for the purchase of goods or services by the Corporation as below.

“The Board of Directors approve the following approval authorities for all contractually binding agreements:

Estimated Value	Approval Level	Method	Contract Signing Authority
Less than \$15,000 <i>(previously less than \$10,000)</i>	Chief Executive Officer	Single Source	Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Business Development Officer
\$15,000 to \$24,999 <i>(previously \$10,000 to \$24,999)</i>	Chief Executive Officer	Invitational Competitive Process (Minimum 3 Quotes) <i>(previously Short Form RFP)</i>	Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Business Development Officer
\$25,000 to \$99,999	Chief Executive Officer or Chair	Open Competitive Process <i>(previously Request for Proposals)</i>	Two signing officers being: 1. One of the Chief Executive Officer or Board Chair, Vice Chair or Treasurer
Greater than \$100,000	Board		2. One of the Chief Financial Officer or Chief Operating Officer or Chair, Vice-Chair or Treasurer

WHEREAS: there is a desire to revise the existing approval authorities with respect to the revenue generating contracts related to existing business lines of the Corporation.

“The Board of Directors authorizes the CEO to approve and execute revenue generating contracts related to existing business lines to a maximum of \$500,000. The Board of Directors also authorizes the Chief Financial Officer, Chief Operating Officer and Chief Business Development Officer to approve and execute revenue generating contracts of \$25,000 or less.”

D. Approval of Miscellaneous Office Expenses

WHEREAS: there is a desire to create approval authorities for miscellaneous office expenses.

“The Board of Directors authorizes the Chief Financial Officer, Chief

	<p><i>Operating Officer and Chief Business Development Officer authority to approve up to \$250 per transaction re: petty cash items, during the normal course of business.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
7.0	PARTNERSHIPS		
	<p><u>HPC HIC: 2018 Audited FS and Q2 2019 Financials</u></p> <p>The Chair noted that the Board was previously circulated with a Report regarding HPC Housing Investment Corporation’s 2018 audited financial statements and Q2 financials.</p> <p>M. Di Pasquale reviewed the statements with a presentation.</p> <p>H. Wong answered questions of the Board.</p> <p><i>It was moved by D. Zock and seconded by M. Duben that:</i></p> <p><i>“The Board of Directors receive the HPC Housing Investment Corporation Report – 2018 audited financial statements ended June 30, 2019 for information.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
	<p><u>Encasa Financial Inc.: Q2 2019</u></p> <p>The Chair drew the Board’s attention to a Quarterly Update Report from Encasa Financial Inc., a standing item of the Board.</p> <p>M. Di Pasquale presented financial statements and the AUM for Encasa in Q2 2019.</p> <p><i>It was moved by J. Steele and seconded by S. Wilkins that:</i></p> <p><i>“The Board of Directors receive the Encasa Quarterly Shareholders’ Report ended June 30, 2019 for information.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
	<p><u>CIH Canada: Q2 2019 Financials and Transition Update</u></p> <p>The Chair noted that the Board was in receipt of a Quarterly Update Report from CIH Canada.</p> <p>J. Lightbound noted that the transfer of shares took place at the end of June; She further noted that, as HSC is no longer a shareholder, and as administration had been transferred to another company, this will be the final report to the Board regarding CIH Canada.</p>		

	<p><i>It was moved by G. Hussey and seconded by S. Giguère that:</i></p> <p><i>“The Board of Directors receive the CIH Canada Q2 2019 financials and transition update for information.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
8.0	SECTOR OUTREACH		
	<p><u>Verbal Update - All-Service Manager Meeting and SHARE Event</u></p> <p>S. Baker provided the Board with details about two upcoming events: SHARE on October 24 in Ottawa; and an All-Service Manager meeting in Toronto on November 8 hosted at the offices of Marsh Canada.</p> <p>She stated that the SHARE event on collaboration will be hosted by CADHCO and Ottawa Community Housing in Ottawa.</p> <p>Turning to the All-Service Manager meeting, S. Baker stated that HSC will review programs and services; and representatives from the Ministry of Municipal Affairs and Housing will be in attendance. She further noted that a strategy will be presented to the Board regarding outreach and events in 2020.</p> <p><i>It was moved by S. Wilkins and seconded by B. Marks that:</i></p> <p><i>“The Board of Directors receive the Verbal Update – All-Service Manager Meeting and SHARE event.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>	STAFF	December Meeting
9.0	OTHER BUSINESS		
	<p><u>Verbal Update - HR Policy Review</u></p> <p>The Chair noted that, at a previous meeting, the Board requested that the HR Policies be reviewed to determine if they were updated to reflect current practices.</p> <p>S. Baker stated that the annual workplace policy review was completed, and that workplace violence and harassment are part of the policies; and that the drug policy has been amended to accommodate the new cannabis law and now includes legal and illegal drugs.</p> <p><i>It was moved by S. Wilkins and seconded by R. Holman that:</i></p> <p><i>“The Board of Directors receive the Verbal Update – HR Policy Review.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		

	<p><u>Employee Survey Results</u></p> <p>The Chair noted that the Board had before it a Report providing the results of the recent annual Employee Survey.</p> <p>At the Chair’s invitation, H. Wong reviewed the results, noting that staff had developed the questions and that this survey would serve as a benchmark moving forward. He then reviewed action that would take place over the next year.</p> <p><i>It was moved by M. Duben and seconded by S. Wilkins that:</i></p> <p><i>“The Board of Directors receive the Report – 2019 Employee Survey.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
	<p>There was no further business</p>		
10.0	IN CAMERA SESSION		
	<p><i>It was moved by D. Zock and seconded by B. Marks 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 S. Wilkins 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. Holman 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>In Camera Meeting Minutes, May 17, 2019; and</i> • <i>Memo and Letter from MMAH.”</i> 		

MOTION CARRIED

Service Support Contract

It was moved by D. Zock and seconded by J. Steele that:

“The Board of Directors:

- Approve the five-year extension of the support service contract with 108 ideaspaces to align with the recently renewed five-year term of the Salesforce license; and*
- Authorize the CEO to execute all agreements and do all things necessary to implement the above resolution.”*

MOTION CARRIED

2020 HSC Insurance Program Renewal

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

“The Board of Directors:

- Approve the 2020 Insurance Program Renewal Terms as outlined in this Report; and*
- Authorize the CEO to execute all agreements and do all things necessary to implement the above resolution.”*

MOTION CARRIED

2019 Budget Reforecast

It was moved by G. Hussey and seconded by M. Duben that:


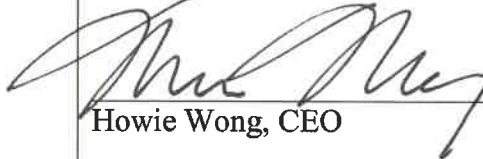

“The Board of Directors approve the 2019 Budget Reforecast.”

MOTION CARRIED

Receipt of In Camera Items

It was moved by S. Giguère and seconded by J. Steele that:

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

	<ul style="list-style-type: none"> • <i>Organization Report Card: Q2 2019;</i> • <i>ERM Dashboards: Q2 2019</i> • <i>Expansion of HSC Group Insurance Program; and</i> • <i>Presentations – Update on HSC’s Discussions with MMAH; HPC HIC; and Legal Matter.”</i> <p style="text-align: right;">MOTION CARRIED</p>		
11.0	ADJOURNMENT		
	<p>There being no further business, the meeting was adjourned.</p> <p><i>It was moved by M. Duben that:</i></p> <p><i>“The Board of Directors Meeting be adjourned.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
<p>Signed:</p> <div style="display: flex; justify-content: space-between;"> <div data-bbox="99 800 544 982">  <hr/> <p>William Bradica, Chair</p> </div> <div data-bbox="544 800 1071 982">  <hr/> <p>Howie Wong, CEO</p> </div> <div data-bbox="1071 800 1515 982">  <hr/> <p>Judy Lightbound, Corporate Secretary</p> </div> </div>			