

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

FRIDAY, DECEMBER 9, 2022

9:00-9:05 a.m.

10:20 – 11:55 a.m.

MINUTES OF MEETING

Attendees:	The following Directors were present:	
	<ul style="list-style-type: none"> ▪ Bill Bradica, Acting Co-Chair ▪ Ron Holman, Acting Co-Chair ▪ Michael Duben ▪ Graeme Hussey 	<ul style="list-style-type: none"> ▪ Sheldon Laidman ▪ Anne Marie Shaw ▪ Kim Weiman ▪ Donna Woiceshyn
Regrets:	The following Directors sent regrets:	
	<ul style="list-style-type: none"> ▪ Aileen Baird ▪ Stella Danos-Papaconstantinou 	<ul style="list-style-type: none"> ▪ Renée Kominek ▪ Brian Marks
Guests:	The following Guests were present:	
	<ul style="list-style-type: none"> ▪ Stephen Ogilvie, Directors and Lead Analyst, Standard & Poor's ▪ Julia Smith, Directors and Lead Analyst, Standard & Poor's ▪ Daniel Da Silva, Associate, Standard & Poor's 	
Staff:	The following staff were present:	
	<ul style="list-style-type: none"> ▪ Howie Wong ▪ Sarah Baker ▪ Malcolm Buxton-Forman ▪ Soraya Hasani ▪ Judy Lightbound 	<ul style="list-style-type: none"> ▪ Jane Davies

	AGENDA DETAILS	ACTION	STATUS
1.0	CALL TO ORDER		
	<p>In the absence of the Chair, B. Bradica noted that he would chair the in camera portion of the meeting and R. Holman the regular portion.</p> <p>B. Bradica began the meeting with a land acknowledgement, recognizing the Indigenous peoples whose traditional territories where the Board meets and that such lands are also now home to many diverse First Nations, Inuit and Métis peoples.</p> <p>A quorum of the Directors being present and Notice having been properly given, B. Bradica declared the meeting to be regularly constituted and called the meeting to order.</p> <p>B. Bradica requested that Board members declare any real or perceived conflicts with regards to the Items on the Agendas. Hearing none, he 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 K. Weiman and seconded by A.M. Shaw 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>		
<p>2.0</p>	<p>IN CAMERA SESSION</p>		
	<p><i>It was moved by R. Holman and seconded by M. Duben 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 G. Hussey and seconded by S. Laidman 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 S. Laidman 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>• Minutes – August 4, 2022.”</i> <p style="text-align: right;">MOTION CARRIED</p> <p><u>Verbal Update – Legal Matter</u></p> <p><i>It was moved by G. Hussey and seconded by S. Laidman that:</i></p> <p><i>“The Board of Directors delegate its authority to the Executive Committee to support the Chief Executive Officer in developing a legal approach to the matter.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		

Financial Auditor RFP

It was moved by M. Duben and seconded by K. Weiman that:

“The Board of Directors approve the following resolutions:

- Award the contract for audit services to BDO Canada LLP for an initial term of three years and up to two one-year renewals for a maximum total contract term of five years; and*
- Authorize the CEO to execute the contract with BDO Canada LLP and to take all necessary actions to give effect to the above recommendation.”*

MOTION CARRIED

HPC Housing Investment Corporation (HPC HIC)

It was moved by A.M. Shaw and seconded by M. Duben that:

- HSC’s \$1.65M loan to HI-C be fully written down in the 2022 fiscal year as set out in this Report;*
- HSC’s Executive Committee be delegated the authority to reverse the \$1.65M write-down in light of any event that may occur prior to the completion of the 2022 fiscal audit that necessitates a reconsideration of the above resolution; and*
- The CEO be authorized to sign all documents and do all things necessary to implement the above resolutions.*

MOTION CARRIED

2023 Consolidated Budget

It was moved by M. Duben and seconded by A.M. Shaw that:

“The Board of Directors approve the 2023 Consolidated Budget Report and Statements.”

MOTION CARRIED

Insurance Broker Extension

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

“The Board approve the following resolution:

- HSC extend the current Marsh Canada Limited Insurance Broker Agreement for one additional year plus a second optional year at the sole discretion of HSC, as outlined in this Report; and*
- Authorize the CEO to execute all agreements and do all things necessary to implement the above resolutions.”*

MOTION CARRIED

Outsource Finance Agreement Amendment

It was moved by K. Weiman and seconded by S. Laidman that:

“The Board of Directors approve the following:

- Authorize HSC to amend the Finance Outsource Agreement to add a senior bookkeeper component as outlined in this Report; and*
- Authorize the CEO to execute the agreement amendment and do all things necessary to implement the above resolution.”*

MOTION CARRIED

IT Implementation - HSC Helpdesk

It was moved by A-M. Shaw and seconded by M. Duben that:

“The Board of Directors:

- Receive the update on the IT workplan;*
- Authorize staff to enter into a three-year agreement plus two additional one-year terms at HSC’s discretion for IT helpdesk and infrastructure management as outlined in this Report; and*
- Authorize the CEO to do all things necessary to implement the recommendations.”*

MOTION CARRIED

Audiovisual Consultant and System

It was moved by K. Weiman and seconded by S. Laidman that:

	<p><i>“The Board of Directors:</i></p> <ul style="list-style-type: none"> • <i>Authorize staff to enter into an agreement with Activo as outlined in this report; and</i> • <i>Authorize the CEO to do all things necessary to implement the recommendations.”</i> <p style="text-align: right;">MOTION CARRIED</p> <p><u>Receipt of In Camera Items</u></p> <p><i>It was moved by G. Hussey and seconded by A.M. Shaw that:</i></p> <p><i>“The Board of Directors receive the following items considered in camera:</i></p> <ul style="list-style-type: none"> • <i>Presentation – HPC Housing Investment Corporation Update; and</i> • <i>Report – Encasa Financial Inc.: Q3 2022.”</i> <p style="text-align: right;">MOTION CARRIED</p>		
2.0	BUSINESS ARISING		
	<p><u>Minutes of Previous Meeting</u></p> <p>R. Holman drew the Board’s attention to the minutes of the September 23, 2022 Board of Directors’ meeting and invited comments.</p> <p><i>It was moved by K. Weiman and seconded by A.M. Shaw that:</i></p> <p><i>“The Board of Directors approve the minutes of the September 23, 2022 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>R. Holman noted that Committee-approved minutes of the Executive Committee meeting on August 4, 2022 were forwarded to the Board for receipt.</p>		
	<p><u>Service Manager Board Nominations</u></p> <p>R. Holman noted that the Executive Committee acts as the Nominating Committee under its Terms of Reference. He reminded the Board that a Call for Nominations was released on October 25 and closed on November 18; and that the Committee met on November 22nd to review nominations. He then drew the Committee’s recommendations to the attention of the Board.</p>		

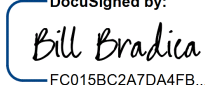
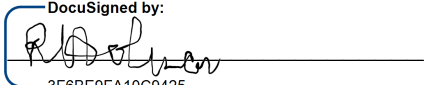
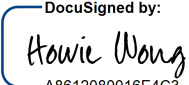
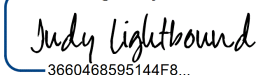
	<p>J. Lightbound noted that a letter was received on December 8, 2022 from the City of Toronto informing the corporation that Councillor Shelley Carroll was appointed to the Board.</p> <p><i>It was moved by G. Hussey and seconded by A.M. Shaw that:</i></p> <p><i>“The Board of Directors appoint the following Service Manager representatives as Directors of the HSC Board for a term beginning April 1, 2023 and ending March 31, 2027, or until their successors are named:</i></p> <ul style="list-style-type: none"> <i>• Tammy MacKenzie,</i> <i>• Jennifer Murdoch-Martin, and</i> <i>• Michelle Willson.”</i> <p style="text-align: right;">MOTION CARRIED</p>		
	<p><u>Report from Audit Committee</u></p> <p>R. Holman turned the meeting to B. Bradica, Audit Committee Chair. B. Bradica noted that the Committee met on November 15, 2022; and then drew the Board’s attention to Committee-approved minutes of the June 9, 2022 meeting, forwarded to the board for their receipt.</p>		
4.0	2022 AUDIT		
	<p><u>2022 Audit Planning and Engagement Letters</u></p> <p>B. Bradica noted that the auditors joined the November Committee meeting and presented the 2022 audit planning and engagement letters, now before the Board for their consideration.</p> <p><i>It was moved by A.M. Shaw and seconded by G. Hussey that:</i></p> <p><i>“The Board of Directors receive the 2022 HSC Consolidated and Non-Consolidated draft Audit Planning and Engagement Letters.”</i></p> <p style="text-align: right;">MOTION CARRIED</p> <p>B. Bradica then turned the meeting to R. Holman.</p>		
5.0	STRATEGY		
	<p><u>Presentation – 2022 Year in Review</u></p> <p>R. Holman turned to H. Wong who presented to the Board regarding the Corporation’s 2022 Year in Review.</p> <p>H. Wong reflected the factors influencing the corporation’s business in 2022. He stated that the emerging theme for HSC, accompanying the move</p>		

<p>to hybrid work, is to convene and connect.</p> <p>He then reviewed HSC’s core programs of Insurance and Natural Gas, noting that HSC provides a safe harbour for the housing sector in a time of global financial uncertainty and challenges faced by the insurance and energy markets.</p> <p>He noted the impact of, and HSC’s response to, economic global turmoil on HSC’s partnerships with Encasa Financial Inc. and HPC Housing Investment Corporation (HPC HIC).</p> <p>He reviewed the many internal changes made in 2022 including IT modernization, tightened cybersecurity, updated finance department software, and development of an Inclusion, Diversity, Equity and Accessibility workplan.</p>		
<p><u>Report and Presentation – Strategic Plan</u></p> <p>R. Holman noted that the Board has before it a Report that sought approval of the Corporation’s 2023-2027 Strategic Plan.</p> <p>He then turned to H. Wong who presented the details of the Plan, noting the significant influence of stakeholder advisory committees and staff input on the Plan. He stated that global challenges, mentioned at various points throughout this meeting, tempered the strategy, as did the expansion of the definition of affordable and community housing to include shelters and homelessness.</p> <p>H. Wong then reviewed the mission and the four points supporting it in detail.</p> <p>In response to a question from the Board, H. Wong stated that CEO outreach to stakeholders and individual board members will resume in 2023.</p> <p><i>It was moved by S. Laidman and seconded by G. Hussey that:</i></p> <p><i>“The Board of Directors approve HSC’s 2023-27 Strategic Plan.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
<p><u>Presentation – Emerging Economic Trends and Housing</u></p> <p>H. Wong welcomed and introduced S. Ogilvie and J. Smith, Directors and Lead Analysts, and D. Da Silva, Associate, of Standard & Poor’s, to the meeting.</p> <p>Following introductions, J. Smith presented on the latest economic</p>		

	<p>projections and macroeconomic risks for Canada; and then described projections for the path of inflation and higher interest rates over the next couple of years. Having outlined the risks, she concluded by noting that various factors protect Canada against the worst aspects of an expected mild economic recession in 2023.</p> <p>B. Bradica left the meeting at 11:29 a.m.</p> <p>S. Ogilvie then discussed factors such as inflation, rising interest rates, supply chain and human capital issues, and housing affordability and their potential effect on the housing sector.</p> <p>The Board then engaged in a lively discussion on these topics.</p> <p>H. Wong thanked S. Ogilvie, J. Smith, and D. Da Silva, who then left the meeting.</p>		
6.0	FINANCIALS		
	<p><u>Consolidated Financials: Q3 2022</u></p> <p>R. Holman noted that the Board had before it a Report regarding Consolidated Financials for Q3 2022.</p> <p>S. Hasani reviewed the Q3 2022 consolidated financials. In response to a question of the Board, S. Hasani explained the quarterly fluctuations in the financial statements due to Gas and Insurance Programs that happen annually.</p> <p><i>It was moved by A.M. Shaw and seconded by M. Duben that:</i></p> <p><i>“The Board approve the following:</i></p> <ul style="list-style-type: none"> <i>• Consolidated Income Statement for the nine months ended September 30, 2022; and</i> <i>• Consolidated Balance Sheet as at September 30, 2022.”</i> <p style="text-align: right;">MOTION CARRIED</p>		
	<p><u>Reserves and Investments: Q3 2022</u></p> <p>R. Holman drew the Board’s attention to a Report regarding the Corporation’s Reserves and Investments in Q3 2022.</p> <p><i>It was moved by M. Duben and seconded by K. Weiman that:</i></p>		

	<p><i>“The Board of Directors approve the Q3 2022 Statement and Report on Reserves and Investments.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
	<p><u>Certification Statement and Governance Compliance Checklist: Q3 2022</u></p> <p>R. Holman noted that the Board had before it the quarterly Certification Statement and Governance Compliance Checklist.</p> <p><i>It was moved by A.M. Shaw and seconded by G. Hussey that:</i></p> <p><i>“The Board of Directors receive the Certification Statement and the Governance Compliance Checklist for the period July to September, 2022.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
7.0	GOVERNANCE		
	<p><u>Amendment to Officers and Signing Authorities</u></p> <p>R. Holman noted that the Board was previously provided with a Report proposing minor amendment to the Officers and Signing Authorities. He reminded the Board that the departure of S. Starkman from HSC necessitated naming a new corporate secretary.</p> <p><i>It was moved by K. Weiman and seconded by S. Laidman that:</i></p> <p><i>“The duties of Corporate Secretary for the Corporation be delegated from the Chief Executive Officer to Judy Lightbound, Chief Business Development Officer.”</i></p> <p>AND THAT;</p> <p><i>“All other Officer appointments remain in effect.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		
	<p><u>Approval Authorities</u></p> <p>R. Holman noted that the Board was previously provided with a Report proposing minor amendments to Approval Authorities.</p> <p><i>It was moved by A.M. Shaw and seconded by M. Duben that:</i></p> <p><i>“The Board of Directors confirm the approval authorities as outlined in the Table provided as Schedule 1 to take effect immediately.”</i></p> <p style="text-align: right;">MOTION CARRIED</p>		

<p><u>Annual Approval of Board Policies</u></p> <p>R. Holman drew the Board’s attention to a Report regarding the Annual Approval of Board Policies.</p> <p>J. Lightbound reminded the Board that policies are reviewed annually internally and drew attention to those with minor amendments.</p> <p>J. Lightbound took note of a comment from the Board regarding an edit to the Board Nomination and Process Policy; and forwarded that policy to the March 2023 meeting for approval.</p> <p><i>It was moved by K. Weiman and seconded by S. Laidman that:</i></p> <p><i>“In accordance with the Board’s annual policy review, the Board of Directors approve the following corporate 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>Investment Policy</i> ○ <i>Independence of Consultant Policy</i> ○ <i>Board Remuneration Policy</i> ○ <i>Board Expense Policy</i> ○ <i>Board and Staff Hospitality Expense Policy</i> ○ <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>Action</p>	<p>March Board Meeting</p>
<p><u>Receipt of Regular Meeting Items</u></p> <p><i>It was moved by G. Hussey and seconded by A.M. Shaw that:</i></p> <p><i>“The Board of Directors receive the following items considered during the regular meeting:</i></p>		

	<ul style="list-style-type: none"> <i>Minutes - Executive Committee Meeting August 4, 2022 and Audit Committee meeting June 9, 2022.</i> <p style="text-align: right;">MOTION CARRIED</p>		
8.0	OTHER BUSINESS		
	There was no further business.		
9.0	ADJOURNMENT		
	<p>There being no further business, the meeting was adjourned.</p> <p><i>It was moved by S. Laidman and seconded by G. Hussey 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> <p>DocuSigned by:  FC015BC2A7DA4FB...</p> <p>DocuSigned by:  3F6BE9FA10C9425...</p> <p>William Bradica and Ronald Holman, Acting Co-Chairs</p>		<p>DocuSigned by:  A8612080016E4C3...</p> <p>Howie Wong, CEO</p>	<p>DocuSigned by:  3660468595144F8...</p> <p>Judy Lightbound, Corporate Secretary</p>