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HOUSING SERVICES CORPORATION
BOARD OF DIRECTORS
IN-PERSON MEETING

20 Dundas Street West, Suite 1030
Toronto, ON M5G 2C2

THURSDAY, MARCH 28, 2024
10:00 – 10:15 a.m.
11:55 a.m. – 1:37 p.m.

MINUTES OF MEETING

Attendees: The following Directors were present:

- Brian Marks, Chair
- Michael Duben*
- Graeme Hussey
- Ron Holman
- Renée Kominek*
- Sheldon Laidman*
- Tammy MacKenzie*
- Jennifer Murdoch-Martin
- Anne Marie Shaw
- Kim Weiman*
- Michelle Willson
- Donna Woiceshyn

Regrets: The following Directors sent regrets:

- Councillor Gord Perks

Staff: The following staff were present:

- Howie Wong
- Sarah Baker
- Judy Lightbound
- Soraya Hasani
- Kerry Hobbs
- Jennifer McMahon (Item 6.1 only)
- Sebastien Lee Soo (Section 5 only)
- Jane Davies

*attended via Teams

	AGENDA DETAILS	ACTION	STATUS
1.0	**CALL TO ORDER**		
	The Chair called the meeting to order. The Chair then acknowledged M. Willson, who has resigned from the HSC Board due to a career change, and thanked her, on behalf of the Board and Corporation, for her contribution to the board. The Chair turned to a land acknowledgement, recognizing Indigenous peoples and their traditional territories on which the Board meets and noting that such lands are also now home to many diverse First Nations, Inuit and Métis peoples. 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.		

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	The Chair 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.		
	Approval of the Agendas ***It was moved by T. MacKenzie and seconded by G. Hussey that:*** ***"The Board of Directors approve the regular and in camera meeting agendas as presented."*** **MOTION CARRIED**		
2.0	**MINUTES**		
	Minutes of Previous Meeting The Chair drew the Board's attention to the minutes of the December 8, 2023 Board of Directors' meeting and invited comments. ***It was moved by K. Weiman and seconded by R. Holman that:*** ***"The Board of Directors approve the minutes of the December 8, 2023 meeting as presented."*** **MOTION CARRIED**		
3.0	**IN CAMERA SESSION**		
	It was moved by A.M. Shaw and seconded by J. Murdoch-Martin that: ***"The Board of Directors agrees to move into an in camera session of the Board."*** **MOTION CARRIED**		
	It was moved by R. Kominek and seconded by G. Hussey that: ***"The Board of Directors agrees to terminate the in camera session and resume the Board of Directors meeting."*** **MOTION CARRIED**		
	Decisions Arising from the In Camera Meeting Report from the Executive Committee In Camera Meeting ***It was moved by D. Woiceshyn and seconded by R. Holman that:*** ***"The Board of Directors confirms receipt of the resolutions related to***		

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the following matters passed in camera by the Executive Committee:

- ***CEO 2023 Annual Performance Review."***

MOTION CARRIED

Report from the Special Transaction Committee In Camera Meeting

It was moved by J. Murdoch-Martin and seconded by A.M. Shaw that:

"The Board of Directors confirms receipt of the minutes of the December 1, 2023 Special Transaction Committee in camera meeting."

MOTION CARRIED

2024 Annual Report Card

It was moved by M. Willson and seconded by T. MacKenzie that:

"The Board of Directors approve the 2024 Annual Report Card as presented."

MOTION CARRIED

2025 Gas and Transportation Renewal

It was moved by M. Duben and seconded by S. Laidman that:

"The Board of Directors:

- ***Approve the 2025 natural gas and transportation regular renewal strategy as outlined in this Report; and***
- ***Authorize the CEO to sign all documents and take the necessary steps to implement this resolution."***

HSC Insurance Program Broker Contract Extension

It was moved by K. Weiman and seconded by G. Hussey that:

"The Board of Directors approve the following:

- ***HSC extend the contract for insurance broker to Marsh Canada Limited as outlined in this Report; and***
- ***Authorize the CEO to execute all agreements and do all things***

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	necessary to implement the above resolutions." Encasa 2024 Business Plan ***It was moved by D. Woiceshyn and seconded by R. Holman that:*** ***"The Board of Directors receive the 2024 Encasa Financial Inc. Business Plan for information."*** 2024 AGM of Encasa Shareholders ***It was moved by J. Murdoch-Martin and seconded by A.M. Shaw that:*** • ***The Board receive the Encasa Financial Inc. Q4 2023 report to shareholders and the Q4 2023 market and economic commentary.*** • ***The Chair be authorized, on behalf of HSC, to attend and vote on matters that come before the 2024 Annual General Meeting of Encasa Shareholders as outlined in this Report.*** • ***The Chair or CEO be authorized to execute all documents and do all things necessary to implement the above resolution.*** **MOTION CARRIED** Receipt of In Camera Items ***It was moved by M. Willson and seconded by T. MacKenzie that:*** ***"The Board of Directors receive the following items considered in camera:*** • ***HPC Housing Investment Corporation (HPC HIC): Q4 2023;*** • ***Encasa Share Transaction; and*** • ***Verbal Update – Legal Matter."*** **MOTION CARRIED** M. Duben left the meeting.		
4.0	**REPORTS FROM COMMITTEE**		
	Report from the Special Transaction Committee The Chair turned to G. Hussey, Chair of the Special Transaction Committee, to review the Report from the Committee.		

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	G. Hussey drew attention to the Committee-approved minutes of its December 1, 2023 meeting, for the Board's receipt.		
5.0	**FINANCIALS**		
	Consolidated Financials: Q4 2023 The Chair turned to S. Hasani and S. Lee Soo and noted that the Board had before it a Report regarding Consolidated Financials for Q4 2023. S. Hasani reviewed the Q4 2023 consolidated financials with a presentation. ***It was moved by D. Woiceshyn and seconded by R. Holman that:*** ***"The Board approve the following:*** • ***Consolidated Income Statement for the 12 months ended December 31, 2023; and*** • ***Consolidated Balance Sheet as at December 31, 2023."*** **MOTION CARRIED**		
	Reserves and Investments: Q4 2023 The Chair drew the Board's attention to a Report regarding the Corporation's Reserves and Investments in Q4 2023. ***It was moved by A.M. Shaw and seconded by J. Murdoch-Martin that:*** ***"The Board of Directors approve the Q4 2023 Statement and Report on Reserves and Investments."*** **MOTION CARRIED**		
	Certification Statement and Governance Compliance Checklist: Q4 2023 The Chair noted that the Board had before it the quarterly Certification Statement and Governance Compliance Checklist. ***It was moved by T. MacKenzie and seconded by M. Willson that:*** ***"The Board of Directors receive the Certification Statement and the Governance Compliance Checklist for the period October to December, 2023."*** **MOTION CARRIED**		

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	S. Hasani and S. Lee Soo left the meeting.		
6.0	**OPERATIONAL**		
	Presentation and Report - 2024 IDEA Workplan The Chair drew the Board's attention to a previously circulated Report regarding HSC's 2024 IDEA Workplan and 2023 yearend results. J. McMahon, Senior Housing Consultant, joined the meeting and reviewed the achievements of the 2023 IDEA workplan via a presentation. She then reviewed planned training, surveys and staff events for 2024. The Board recommended that HSC should consider how it might use its role as facilitator and convenor to promote reconciliation, either through events or programs. J. McMahon left the meeting. ***It was moved by S. Laidman and seconded by R. Kominek that:*** ***"The Board of Directors:*** • ***Receive the 2023 IDEA Report Card and approve the 2024 HSC IDEA Workplan as presented; and,*** • ***Authorize the CEO to do all things necessary to implement the 2024 Workplan."*** **MOTION CARRIED**	**STAFF**	
7.0	**STRATEGY**		
	Presentation – 2024 Strategic Goal: Promote a Networked Sector S. Baker presented to the Board on activities planned in 2024 to promote a networked sector – one of HSC's strategic goals. The presentation included a demonstration of the HSC dashboards and a review of the proposed SHARE webinar and in-person event schedules for the year ahead.		
	2025 Regeneration Forum At the Chair's invitation, S. Baker reviewed a report regarding a Regeneration Forum in Toronto, February 27 and 28, 2025. ***It was moved by K. Weiman and seconded by G. Hussey that:***		

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	"The Board of Directors: • ***Receive this report regarding the 2025 Regeneration Forum scheduled to take place at the Westin Harbour Castle on February 27 and 28, 2025; and*** • ***Authorize the CEO to sign all documents and do all things necessary to implement the successful delivery of the 2025 Regeneration Forum."*** **MOTION CARRIED**		
8.0	**GOVERNANCE**		
	Board Appointment The Chair noted that the Board had before it a Report regarding the appointment of a new director. It was noted that, unfortunately, the newly appointed director was not available to join the meeting as a guest. ***It was moved by R. Holman and seconded by D. Woiceshyn that:*** ***"The Board of Directors appoint Andrew Balahura as Director on the HSC Board for a term beginning April 1, 2024 and ending March 31, 2027, or until their successors are named."*** **MOTION CARRIED**		
	Board Committees The Chair noted that the Board had before it a Report regarding HSC's Committees and the annual approval of the committee terms of reference. ***It was moved by A.M. Shaw and seconded by J. Murdoch-Martin that:*** ***"The Board of Directors approve the terms of reference for the Audit and Executive Committees of the Board of Directors as presented."*** ***AND THAT;*** ***"The Board of Directors appoint the following individuals to the Executive and Audit Committees for a term beginning April 1, 2024 and ending March 31, 2025, or until their successors are named:*** ***Executive Committee:*** ○ ***Brian Marks (Chair),*** ○ ***Ronald Holman (Vice Chair),*** ○ ***Graeme Hussey (Treasurer),***		

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	○ ***Anne Marie Shaw, and*** ○ ***Michael Duben.*** ***Audit Committee:*** ○ ***Donna Woiceshyn (Chair),*** ○ ***Ronald Holman,*** ○ ***Graeme Hussey, and*** ○ ***Tammy MacKenzie."*** **MOTION CARRIED**		
	Confirmation of Officers and Signing Authorities The Chair noted that the Board had before it a Report – Confirmation of Officers and Signing Authorities that seeks a recommendation to appoint Officers and Signing Officers for the Corporation for the period April 1, 2024 to March 31, 2025 or until their successors are named. ***It was moved by T. MacKenzie and seconded by M. Willson that:*** ***"The Board of Directors appoint the following Officers for the Corporation for a one-year term commencing on April 1, 2024 and ending March 31, 2025 or until their successor is named:*** • ***Brian Marks 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;*** • ***Sarah Baker be named as Chief Operating Officer of the Corporation;*** • ***Judy Lightbound be named as Chief Business Development Officer / Managing Director, HSC Business Solutions 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;***		

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	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**		
	Approval Authorities ***It was moved by S. Laidman and seconded by R. Kominek that:*** ***"The Board of Directors confirm the approval authorities as outlined in the Table provided as Schedule 1 for a term commencing April 1, 2024 and ending March 31, 2025."*** **MOTION CARRIED**		
	Board Policy Approval The Chair drew the Board's attention to a Report seeking the approval of corporate policies to align with approval authorities. ***It was moved by G. Hussey and seconded by K. Weiman that:*** ***"The Board approve the following corporate policies:*** • ***Procurement Policy*** • ***Contract Management Protocols Policy."*** **MOTION CARRIED**		
	Annual Disclosure of Information Directors Liability and Risk Mitigation The Chair noted that the Board was previously circulated with the annual disclosure of information regarding directors' liability and risk mitigation, for their receipt.		
	Annual IT Compliance Report The Chair drew the Board's attention to a new standard annual report, IT Compliance. In response to a question of the Board, J. Lightbound stated that cybersecurity insurance is in place and that the corporation receives monthly reports confirming its good position for an organization of its		

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	size.		
	Annual Approval of Proceedings The Chair noted that the Board was provided with the standard resolution to confirm all proceedings for the Board year. ***It was moved by D. Woiceshyn and seconded by R. Holman that:*** ***"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 fiscal year 2023 be approved, ratified, sanctioned and confirmed."*** **MOTION CARRIED**		
9.0	**OTHER BUSINESS**		
	Receipt of Regular Meeting Items ***It was moved by M. Willson and seconded by K. Weiman that:*** ***"The Board of Directors receive the following items considered during the regular meeting:*** • ***Minutes of Special Transaction Committee meeting of December 1, 2023;*** • ***Presentation – 2024 Strategic Goals: Promote a Networked Sector;*** • ***Annual Disclosure of Information: Directors' Liability and Risk Mitigation; and*** • ***Annual IT Compliance Report."*** **MOTION CARRIED**		
	There was no further business.		
10.0	**ADJOURNMENT**		
	There being no further business, the meeting was adjourned. ***It was moved by M. Willson that:*** ***"The Board of Directors Meeting be adjourned."*** **MOTION CARRIED**		

Signed:		
DocuSigned by: 425B2C32F53547F... Brian Marks, Chair	Signed by: A861208D16E4C3... Howie Wong, CEO	Signed by: 3660468595144F8... Judy Lightbound, Corporate Secretary