

PEEL HOUSING CORPORATION
SPECIAL SHAREHOLDERS MEETING

AGENDA

1/2014

DATE: September 11, 2014

TIME: 11:30 PM

LOCATION: Council Chamber, 5th Floor
Regional Administrative Headquarters
10 Peel Centre Drive, Suite A
Brampton, Ontario

PRESIDENT: P. Palleschi

VICE-PRESIDENT: P. Mullin

MEMBERS: G. Carlson; B. Crombie; F. Dale; S. Fennell; P. Foley; C. Fonseca;
S. Hames; N. Iannicca; E. Kolb; K. Mahoney; S. McFadden;
H. McCallion; G. Miles; E. Moore; M. Morrison; R. Paterak; P. Saito;
J. Sanderson; J. Sprovieri; R. Starr; A. Thompson; J. Tovey;
R. Whitehead

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1. CALL TO ORDER
 2. APPROVAL OF AGENDA
 3. DELEGATIONS
 4. COMMUNICATIONS
 5. REPORTS
 - 5.1 Peel Living Governance Recommendations
 - 5.2 Process for Selection of Peel Housing Corporation Directors
 6. BY-LAWS
 7. ADJOURNMENT



REPORT
Meeting Date: 2014-09-11
Special Shareholder's Meeting

DATE: September 4, 2014

REPORT TITLE: **PEEL LIVING GOVERNANCE RECOMMENDATIONS**

FROM: Mwarigha M.S., General Manager, Peel Living

RECOMMENDATION

That the Governance Review recommendations approved at the June 26, 2014 Peel Housing Corporation Board of Directors Meeting, and summarized in Appendix I and II to the report of the General Manager, Peel Living, titled "Peel Housing Corporation Governance Recommendations", be approved.

REPORT HIGHLIGHTS

- In 2014 the Peel Living Financial Viability and Governance Review Task Team (PLTT) made 10 recommendations to the Peel Housing Corporation Board of Directors (the Board) related to governance changes and new direction for the Board.
- These 10 recommendations were approved by the Board at its June 26, 2014 meeting.
- As sole shareholder and owner of Peel Housing Corporation, these changes require Regional Council approval.

DISCUSSION

1. Background

At the Peel Housing Corporation Board of Directors meeting on June 26, 2014, the Board approved 10 recommendations on proposed governance changes to the Board; brought forward from a report of the Peel Living Financial Viability and Governance Review Task Team (PLTT).

The PLTT developed its 10 recommendations after a governance presentation on March 6, 2014 agreeing to move forward with a full governance review. A Governance Review Workshop was conducted by a professional facilitator on May 12, 2014, covering four major topics:

- Purpose, Vision and Goals
- Roles and Responsibilities
- Board Composition and Time of Meeting
- Information Needs

The Workshop was attended by Task Team members, other Board Directors and PHC Executive members (staff). Consensus was clear in most of the areas discussed and general agreement was reached in others.

PEEL LIVING GOVERNANCE RECOMMENDATIONS

All recommendations, as approved by the Board, are summarized in the copy of the report of the General Manager, Peel Living, dated May 27 titled "Governance Review Recommendations Arising from Workshop", attached as Appendix I; and in the Report of the Peel Living Financial Viability and Governance Review Task Team from its meeting on May 29, 2014, attached as Appendix II. Since the recommendations will affect governance practices by the Board, approval from the sole shareholder of the Board (Regional Council) is being sought.

CONCLUSION

This report recommends Regional Council, as sole shareholder and owner of Peel Housing Corporation, approve the ten (10) governance review recommendations, as approved by the Board on June 26, 2014. This will ensure the Board has the authority to pursue and further investigate the proposed changes moving forward.



Mwarigha M.S., General Manager, Peel Living

Approved for Submission:



for D. Szwarc, Chief Administrative Officer

APPENDICES

1. Appendix I - Report
2. Appendix II - Minutes

For further information regarding this report, please contact Ava Macintyre, Corporate Secretary, Peel Living, ext. 4462, ava.macintyre@peelregion.ca.

Authored By: Curtiss Law



Peel Living Financial Viability and Governance Review Task Team

DATE: May 27, 2014

REPORT TITLE: **GOVERNANCE REVIEW RECOMMENDATIONS ARISING FROM WORKSHOP**

FROM: Mwarigha M.S., General Manager, Peel Living

RECOMMENDATION

That the recommendations contained in Appendix III of the report of the General Manager of Peel Living, dated May 26, 2014, titled 'Governance Review Recommendations Arising from Workshop' be approved.

REPORT HIGHLIGHTS

- The Peel Living Financial Viability and Governance Review Task Team, consistent with its mandate, undertook a thorough governance review of Peel Housing Corporation.
- Information from Internal Audit and a Governance Renewal presentation were used to shape the material used at a Governance Review Workshop.
- The Workshop, attended by Task Team members, other Directors and staff, reached consensus in most areas of governance review. General agreement was reached in others.
- Decision points for governance review are set out in this report as a series of recommendations for consideration by the Task Team.
- Some matters will require further review and will be reported to the Board of Directors.

DISCUSSION

1. Background

The mandate of the Peel Living Financial Viability and Governance Review Task Team includes a review of Peel Housing Corporation governance.

The call for governance review was first articulated by Internal Audit in a report to the Peel Housing Corporation Board in January 2012. The Audit report identified the importance of clarifying roles and responsibilities, reviewing Board composition and size, and the need for development of a strategic plan. A review of Board information needs was also identified.

After a governance presentation on March 6, 2014 the Task Team agreed to move forward with a full governance review in keeping with their mandate. A presentation on Governance Renewal was scheduled and plans were made for a Governance Review Workshop.

APPENDIX I – Peel Living Governance Recommendations

a. Governance Renewal Presentation

At the May 1 meeting of the Task Team, Donald McCreesh, President of the Garnet Group, made a presentation entitled 'Renewal of Governance and Latest Trends in Governance' (Appendix IV). Mr. McCreesh outlined the importance of excellence in governance and that governance standards continue to evolve for not-for-profit boards. The operating environments are more challenging and there are also increased demands for accountability and transparency.

He identified the following areas as latest developments in not-for-profit governance:

- Disclosure and transparency
- Board evaluation and peer feedback
- Impact metrics
- Risk management
- Size of board
- Board independence

b. Governance Review Workshop

A package of material on governance review was assembled and provide to the Board of Directors in preparation for the Governance Workshop. The material was drawn from academic research, the practices of other housing providers and set in the context of the Internal Audit report. A copy of the Governance Workshop material is attached as Appendix I.

At the May 12, 2014 workshop four primary governance concepts were covered including:

- Purpose, Vision and Goals
- Roles and Responsibilities
- Board Composition and Time of Meeting
- Information Needs

At the Workshop, Task Team members, other Directors and PHC Executive members (staff) came together around these four topics to discuss them and seek to build consensus around each area. A detailed description of the Workshop is contained in the facilitator's report. For future reference the report is attached as Appendix II.

Consensus was clear in most of the areas discussed and general agreement was reached in others. In order to advance the work of governance review staff has provided recommendations for the Task Team's consideration grouped according to the segments of the Workshop.

All recommendations are summarized in Appendix III.

APPENDIX I – Peel Living Governance Recommendations

2. Findings

The following are drawn from the outcomes in each subject area as summarized in the facilitator's report.

a) Purpose, Vision and Goals

The first segment of the workshop engaged the participants in a discussion about purpose, vision and goals. Consensus emerged regarding primary objectives for the corporation, the need for the development of a mission statement and a three to five year strategic plan.

A mission statement and a strategic plan should take into consideration the following key areas identified at the Governance Review Workshop: a humanitarian approach to the provision of housing that involves a broad spectrum of services and supports and enables individuals and families to move through the system, maximizing the use of assets as a way of addressing the wait list, continuing to improve the day-to-day operations of the organization and identifying new and innovative ways of providing housing.

Based on the consensus reached, the Task Team is asked to approve the following recommendations.

- Recommendation 1: That the restructured Peel Housing Corporation Board be tasked with the development of a mission statement that includes a broader role than simply the provision of housing.
- Recommendation 2: That the restructured Peel Housing Corporation Board be tasked with the development of a Strategic Plan to guide the work of the organization for the next 3-5 years.

b) Roles and Responsibilities

The participants at the workshop discussed and reached agreement on matters related to the roles and responsibilities of the Peel Housing Corporation Board. In particular it was agreed that the Peel Housing Corporation Board should be confirmed as a 'policy' board and that six areas of responsibility should be emphasized.

Consistent with functioning as a policy board, the areas of responsibility will include: strategic planning, executive performance, policy formulation and decision-making, financial oversight and risk management, communications and board self-management.

Based on this consensus the Task Team is asked to approve the following recommendations.

- Recommendation 3: That the Peel Housing Corporation Board be confirmed as a policy governance board.

APPENDIX I – Peel Living Governance Recommendations

c) Board Composition and Time of Meeting

In the discussion regarding the size of the Board of Directors, while no specific number was agreed to, there was broad agreement regarding the merits of a smaller Board. While a variety of models were suggested by participants all fell within the range of 11 to 15 members. In addition there was broad agreement that citizens of the Region of Peel with appropriate expertise be included in the restructured Board.

To validate this general agreement, staff recommends that the Task Team consider the following recommendations.

- Recommendation 4: That the restructured Board of Directors of the Peel Housing Corporation have eleven members with six being chosen from Regional Council and five citizen members.
- Recommendation 5: That the six Regional Councillors be selected by Regional Council based on an expression of interest in serving on the Board.
- Recommendation 6: That the five citizen members be selected by Regional Council, through a process currently used at the Regional of Peel for citizen participation in certain committees, whereby interested individuals are identified through Clerks giving priority to the following identified areas of expertise: legal, financial, property management, development and communications.
- Recommendation 7: That the restructured size and composition of the Board of Directors be reviewed after 3 years as a reflection of the understanding that this is a transitional Board.
- Recommendation 8: That the first meeting of the restructured Board be scheduled by the Regional Clerk and that the day and time of subsequent meetings of the Board be set at the first meeting.
- Recommendation 9: That By-Law 1 defining the current structure and operation of the Peel Housing Corporation Board continue to be the basis for the restructured Board and that the By-Law be amended as required.

Consistent with the existing By-Law, the Chair and Vice-Chair of the Board will be chosen by the Board at its first meeting.

d) Information Needs

- Recommendation 10: That the restructured Board of Directors of Peel Housing Corporation determine their information needs based on their role as a policy board.

APPENDIX I – Peel Living Governance Recommendations

3. Next Steps

The decisions of the Task Team on governance review will be communicated to the current Board of Directors at their meeting on June 26, 2014.

A number of matters related to Task Team decisions require further staff research and will be submitted to a subsequent meeting of the Board. These matters will include:

- A review of Peel Housing Corporation insurance for directors and officers,
- Recommendations on the best practice for handling Board related expenses,
- Information and recommendations on per diem rates offered for service on not-for-profit Boards,
- Set in motion the process used by Clerks for the selection of non-Council committee members for the purpose of identifying candidates for the citizen positions on the restructured Board.

CONCLUSION

The work of the Peel Living Financial Viability and Governance Review Task Team, reflected in this report and its recommendations on Governance Review, support the principles of good governance and the long term sustainability and continued success of Peel Living.



Mwarigha M.S., General Manager, Peel Living

Approved for Submission:



D. Szwarc, Chief Administrative Officer

APPENDICES

- Appendix I – Peel Housing Corporation Governance Review Workshop – Material
- Appendix II – Peel Housing Corporation Governance Review Workshop – Summary Notes
- Appendix III – Peel Living Governance Review – Summary of Recommendations
- Appendix IV – Renewal of Governance and Latest Trends in Governance – Donald McCreesh Presentation

For further information regarding this report, please contact Mwarigha, Muliwa.Mwarigha@PeelRegion.ca, Extension 3549.

Authored By: Lincoln G. Bryant

APPENDIX II – Peel Living Governance Recommendations

PEEL HOUSING CORPORATION

PEEL LIVING FINANCIAL VIABILITY AND GOVERNANCE REVIEW TASK TEAM

MINUTES

PLTT-2014-5

May 29, 2014

The Peel Living Financial Viability and Governance Review Task Team met at 1:09 p.m., in the Council Chamber, Regional Administrative Headquarters, 5th Floor, 10 Peel Centre Drive, Suite A, Brampton.

Present: B. Crombie*; E. Kolb; G. Miles; P. Mullin; J. Sanderson; A. Thompson; J. Tovey; R. Whitehead

Absent: P. Palleschi, due to other municipal business

Also Present: D. Szwarc, Chief Administrative Officer; J. Menard, Commissioner of Human Services; N. Trim, Commissioner of Corporate Services; S. VanOfwegen, Chief Financial Officer; M.S. Mwarigha, General Manager; D. Bingham, Treasurer; P. O'Connor, Regional Solicitor and Director, Legal Services and Risk Management; K. Lockyer, Regional Clerk and Director of Clerk's; L. Bryant, Specialist, Governance and Planning; C. Law, Deputy Secretary; J. Schwartz, Legislative Assistant

Vice-President P. Mullin presided.

A. DECLARATIONS OF CONFLICTS OF INTEREST

B. APPROVAL OF AGENDA

RECOMMENDATION PLTT-5-2014:

That the agenda for the May 29, 2014, Peel Living Financial Viability and Governance Review Task Team meeting, be approved.

C. DELEGATIONS

C.1. Tim Welch and Paul Conley, Consultants, Tim Welch Consulting, Providing an Update on Financial Viability

Received

A copy of the presentation is available from the Office of the Regional Clerk.

Tim Welch and Paul Conley, Consultants, Tim Welch Consulting, provided the Task Team Members with an update on their current work developing a long term financial viability plan for

* See text for arrivals

* See text for departures

Peel Living. They reported their audit of all Peel Living sites is complete and now they are finalizing potential options for sites to come back to the Task Team.

In response to a question from Councillor Tovey, Tim Welch confirmed that should redevelopment of a property need to occur, profit-sharing between Peel Living and a developer could be a viable option to consider.

In response to questions from Councillor Mullin, Tim Welch stated that whether or not to demolish an existing building or renovate will be dependent on considerations such as cost reduction, and the extent that either option would produce a more effective income-producing site. He further stated that mortgage refinancing is an option once current mortgages expire.

In response to a question from Regional Chair Kolb, Paul Conley noted that all assumptions made by the consultants contain reasonable inflation expectations of 2 percent.

D. REPORTS

D.1. Governance Review Recommendations Arising from Workshop
Presentation by Lincoln Bryant, Specialist, Governance and Planning

Received

RECOMMENDATION PLTT-6-2014:

That the recommendations, as amended, contained in Appendix III of the report of the General Manager of Peel Living, dated May 26, 2014, titled 'Governance Review Recommendations Arising from Workshop' be approved.

A copy of the presentation is available from the Office of the Regional Clerk.

Councillor Crombie arrived at 2:05 p.m.

Lincoln Bryant, Specialist, Governance and Planning provided the Task Team Members with final recommendations arising from previous meetings' presentations, discussions, and the recent facilitated workshop with Peel Housing Corporation Board Members regarding a formal governance review of Peel Living. He noted that the 10 recommendations presented are broad in scope and lend themselves to a transitional new Board to coincide with the upcoming new Term of Board beginning in 2015. He presented the final recommendations for consideration as follows:

Recommendation 1 – That the restructured Peel Housing Corporation Board be tasked with the development of a mission statement that includes a broader role than simply the provision of housing.

Recommendation 2 – That the restructured Peel Housing Corporation Board be tasked with the development of a Strategic Plan to guide the work of the organization for the next 3-5 years.

Recommendation 3 – That the Peel Housing Corporation Board be confirmed as a policy governance board.

Recommendation 4 – That the restructured Board of Directors of the Peel Housing Corporation have eleven members with six being chosen from Regional Council, *giving consideration to local municipal representation*, and five citizen members.

Recommendation 5 – That the six Regional Councillors be selected by Regional Council based on an expression of interest in serving on the Board.

Recommendation 6 – That the five citizen members be selected by Regional Council through a process currently used at the Region Of Peel for citizen participation in certain committees whereby interested individuals are identified through Clerks giving priority to the following identified areas of expertise: legal, financial, property management, development and communications.

Recommendation 7 – That the restructured size and composition of the Board of Directors be reviewed after 3 years as a reflection of the understanding that this is a transitional Board.

Recommendation 8 – That the first meeting of the restructured Board be scheduled by the Regional Clerk and that the day and time of subsequent meetings of the Board be set at the first meeting.

Recommendation 9 – That By-Law 1 defining the current structure and operation of the Peel Housing Corporation Board continue to be the basis for the restructured Board and that the By-Law be amended as required.

Recommendation 10 – That the restructured Board of Directors of Peel Housing Corporation determine their information needs based on their role as a policy board.

Several Members expressed support for the recommendations by staff.

Regarding Recommendation 4 on the size and composition of the new Peel Housing Corporation Board of Directors: Councillor Crombie expressed concern that the Board would not be independent since 6 of the 11 total members would continue to be Regional Councillors as opposed to citizen members; Councillor Miles expressed concern that the proposed 5 citizen members seemed like too many; and Regional Chair Kolb expressed the need to amend Recommendation 4 to reflect representations from each of the local municipalities when appointing the 6 Regional Council positions on the Board.

E. COMMUNICATIONS

F. IN CAMERA MATTERS

G. OTHER BUSINESS

H. ADJOURNMENT

The meeting adjourned at 2:25 p.m.



REPORT
Meeting Date: 2014-09-11
Special Shareholder's Meeting

DATE: August 28, 2014

REPORT TITLE: **PROCESS FOR THE SELECTION OF PEEL HOUSING CORPORATION DIRECTORS**

FROM: Mwarigha M.S., General Manager, Peel Living

RECOMMENDATION

That the process for the selection of Directors outlined in the report of the General Manager, titled "Process for the Selection of Peel Housing Corporation Directors", be approved.

REPORT HIGHLIGHTS

- As a result of a governance review process undertaken by the Peel Living Financial Viability and Governance Review Task Team the restructured Board of Directors will be comprised of six Regional Councillors and five citizen members.
- A process for the selection of the Directors is described in this report.
- Regional Council will select all eleven members of the Peel Housing Corporation Board.

DISCUSSION

1. Background

During the spring of 2014 the Peel Housing Corporation, through its Financial Viability and Governance Review Task Team, undertook a review of governance. Following a presentation on 'Governance Renewal' in early May, a review of material on governance (concepts and best practices in Ontario), and a half-day workshop in mid-May, a series of recommendations were framed.

Ten recommendations were presented to and endorsed by the Task Team on May 29, 2014, and subsequently ratified by the Peel Housing Corporation Board on June 26, 2014.

2. Peel Housing Corporation - Restructured Board

The recommendations propose a Board of Directors selected by Regional Council that is composed of six Councillors and five citizen members.

A description of Roles and Responsibilities for Directors of the corporation will be prepared and made available for all (Councillors and citizens) who consider serving in this capacity. The Roles and Responsibilities will include expectations of frequency and duration of meetings, expected preparation time for each meeting and a description of responsibilities.

PROCESS FOR SELECTION OF PHC DIRECTORS

Once the Board of Directors has been appointed by Regional Council a first meeting will be scheduled. At the first meeting, as specified in By-Law 1 of the Corporation, the time and place of future meetings will be set and the Board will choose a President and Vice-President. The President will normally act as Chair of the Board.

3. Process for Selection

This report proposes how the Board of Directors will be selected, including:

a. Selection of Councillor Members

At a meeting of Regional Council opportunity will be made for Councillors to express interest in serving as a Director of the Peel Housing Corporation. Council will select six Directors representative of the three municipalities.

b. Selection of Citizen Members

In keeping with Region of Peel practice for the selection of non-Councillor members of Council committees, an appropriate advertisement will be prepared and distributed including posting on the Region of Peel website. Advertisement will include newspapers having general circulation in the Region of Peel and it will reference the specific areas of expertise sought from the five citizen members. These areas include: legal, financial, property management, development and communications.

Expectations of Directors, as previously outlined, will be included together with the term of the appointment. The advertisement will also include a brief description of the work of the Peel Housing Corporation to provide potential applicants with the scale and importance of the role.

Interested applicants will be invited to apply no later than November 30, 2014. During December a preliminary screening process will be completed by Regional staff to identify appropriate qualifications and general suitability for service on the Board of Directors. At the first meeting of Regional Council in January 2015 five citizen members will be selected and applicants will be informed of the decision.

PROCESS FOR SELECTION OF PHC DIRECTORS

CONCLUSION

Approval of the process for the selection of eleven Directors of Peel Housing Corporation is an essential first step in the governance renewal process. This report recommends that the shareholder and owner of Peel Housing Corporation, the Regional Municipality of Peel, approve the proposed process for selecting Peel Housing Corporation Directors.



Mwarigha M.S., General Manager, Peel Living

Approved for Submission:



for D. Szwarc, Chief Administrative Officer

*For further information regarding this report, please contact Mwarigha M.S.,
muliwa.mwarigha@peelregion.ca, Ext 3549.*

Authored By: Lincoln Bryant