

PEEL HOUSING CORPORATION
SPECIAL SHAREHOLDERS MEETING
AGENDA

DATE: October 13, 2016

TIME: 9:30 AM

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

VICE PRESIDENT: G. Miles

MEMBERS: G. Carlson; B. Crombie; F. Dale; J. Downey; C. Fonseca; G. Gibson; A. Groves; N. Iannicca; J. Innis; L. Jeffrey; J. Kovac; M. Mahoney; S. McFadden; M. Medeiros; E. Moore; M. Palleschi; C. Parrish; K. Ras; P. Saito; B. Shaughnessy; J. Sprovieri; R. Starr; A. Thompson; J. Tovey

1. **CALL TO ORDER**
2. **APPROVAL OF AGENDA**
3. **DELEGATIONS**
4. **COMMUNICATIONS**
5. **REPORTS**
 - 5.1 Peel Housing Corporation Shareholder Update (For information)
 - 5.2 2016 Ratification and Confirmation of Actions of the Corporation
6. **BY-LAWS**
7. **ADJOURNMENT**



REPORT
Meeting Date: 2016-10-13
Peel Housing Corporation Shareholder Meeting

For Information

DATE: October 11, 2016

REPORT TITLE: **PEEL HOUSING CORPORATION SHAREHOLDER UPDATE**

FROM: Janice Sheehy, Commissioner of Human Services/Acting General Manager, Peel Housing Corporation (PHC)

OBJECTIVE

To provide information on the recent changes at the Peel Housing Corporation (PHC).

REPORT HIGHLIGHTS

- On September 26, 2016, the four standing citizen members of the Board tendered their resignations, expressing concerns about the limited authority they had under the current governance structure.
- A staffing change was recently made at PHC to move the Corporation forward.
- At the October 6, 2016 PHC Board Meeting, the Board revised the Corporation's by-laws to ensure the ongoing and effective functioning of the Board and to achieve continued progress on the priorities of the Corporation.
- The remaining Board members will focus on clarifying the roles and responsibilities of citizen members and work to resolve issues related to the governance model prior to recruiting new Board members.
- There will be no interruption in service delivery for the tenants in PHC's 68 housing sites.

DISCUSSION

1. Background

A Peel Living governance review was identified as a priority project in an Internal Audit report to the Peel Housing Corporation (PHC) Board in January 2012. Among the recommendations, the Audit report identified opportunities for Peel Living to clarify the Board's roles and responsibilities, review Board composition and size, and develop a strategic plan.

Consequently, the Peel Living Financial Viability and Governance Review Task Team were created in early 2014 by the Board of Directors to undertake a full review of the organization's governance. The review was completed in May 2014 and produced ten recommendations that were endorsed by the Board. These recommendations included a significant restructuring of the Board of Directors of PHC, specifically that:

- A new and smaller Board govern Peel Living going forward,

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PEEL HOUSING CORPORATION SHAREHOLDER UPDATE

- The restructured Board begin its term in 2015 and be considered transitional with a full review to take place in three years,
- The Board be set up as a policy governance body,
- The Board be comprised of six Regional Councillors and five Peel residents, and
- A mission statement and strategic plan be developed.

During the review process, the Board prioritized the development of a mission statement and a three-to-five year strategic plan guided by the following consideration:

“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.”

In September 2014, Regional Council as shareholders, endorsed the ten recommendations, as well as the method for selecting citizen Board members.

Prospective citizen members with specific skills and knowledge in the areas of multi-residential housing and business management, law, finance, communications and development were recruited in the fall of 2014. In February 2015, five citizen members were appointed to the restructured Board. In December 2015, one member resigned to pursue employment with the Region of Peel and subsequently in February 2016, a new citizen member was appointed to fill the vacant seat. One citizen seat remains vacant following the passing of a Board member.

As the Corporation’s decision-making body, the restructured Board was charged with leading strategic planning and direction, setting policy, providing effective governance, shaping decisions and providing strategic oversight of the management of the Corporation.

As PHC’s sole shareholder, the Region of Peel Council has been facilitating the Corporation’s efforts to develop a strategic plan and an effective governance structure. On September 15, 2016, the Board received a delegation from Ernst & Young LLP on proposals for the Corporation’s business transformation and strategic plan. The Board resolved to accelerate work in these areas and scheduled workshops to address governance (September 29, 2016) and the strategic plan (October 4, 2016). In light of recent events, those working sessions will be rescheduled.

2. Staffing Changes

On September 19, 2016 the position of Director of Housing Operations and Management Services, which also performs the role of General Manager of Peel Housing Corporation, became vacant. Under the current governance structure, all staff members supporting PHC are employees of the Region of Peel and they do not report to the Board. The Region addresses staffing issues in accordance with its human resources practices. These practices comply with the appropriate provincial and federal employment standards and human rights legislation. At its October 6, 2016 meeting, the Board passed a resolution assigning the responsibilities and authorities of the General Manager to the Commissioner of Human Services.

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PEEL HOUSING CORPORATION SHAREHOLDER UPDATE

3. Changes to Board Membership

On September 26, 2016, the four standing citizen members of the restructured Board tendered their resignations, expressing concerns about the limited authority they had under the current governance structure.

During the past year, progress has been achieved in terms of clarifying the role of citizen members of the Board. However, significant work remains to be done to finalize the governance structure. The Board will complete this work prior to the recruitment of any new members.

At its October 6, 2016 meeting, the PHC Board revised the Corporation's by-laws to ensure the ongoing and effective functioning of the Board and to achieve continued progress on the priorities of the Corporation. The quorum requirement was changed from six to five members, and the Corporate Secretary and Deputy Corporate Secretary were appointed and designated as signing officers.

The Board remains committed to working with Regional staff to continue the efficient delivery of social housing at 68 sites (housing more than 15,600 tenants) while ensuring the most effective use of the funding provided by Peel's taxpayers.

CONCLUSION

The Board, with support from Regional Council as its sole Shareholder, had been advancing significant change for Peel Housing Corporation while working to balance the needs of its tenants and of Peel's taxpayers. Consequently, the resignation of the citizen board members comes at an unfortunate time for the Board as a whole. The Board had been working on a strategic plan and governance issues, and workshops on these issues were scheduled for the last week of September and the first week of October. However, the remaining members of the Board and the Region of Peel respect the decision of the citizen members and thank them for their service.

The Board remains committed to advancing its work on a strategic plan and governance, and will work to finalize an effective and transparent governance structure prior to adding new members to the Board.



Janice Sheehy, Commissioner of Human Services

Approved for Submission:



D. Szwarc, Chief Administrative Officer

For further information regarding this report, please contact Janice Sheehy, ext. 4939, janice.sheehy@peelregion.ca.



REPORT
Meeting Date: 2016-10-13
Peel Housing Corporation Shareholder Meeting

DATE: October 11, 2016

REPORT TITLE: **2016 RATIFICATION AND CONFIRMATION OF ACTIONS OF THE CORPORATION**

FROM: Ava Macintyre, Corporate Secretary

RECOMMENDATION

That all by-laws and resolutions of the Corporation and all acts of the Corporation undertaken in good faith from June 23, 2016 to the present, be ratified and confirmed.

REPORT HIGHLIGHTS

- It is necessary to ratify and confirm all resolutions and acts of the Corporation from the last Annual Shareholder Meeting to the present.

DISCUSSION

The Annual General Meeting was held on June 23, 2016. Since that meeting there has been an amendment to By-law 1-2003 as it relates to quorum requirements.

The Shareholder, at the last Annual Shareholder Meeting held on June 23, 2016 ratified and confirmed all preceding by-laws, resolutions and acts of the Corporation that were undertaken in good faith.

It is now necessary to ratify and confirm all resolutions and acts of the Corporation from the last Annual Shareholder Meeting to the present.

A. Macintyre

Ava Macintyre, Corporate Secretary, Peel Housing Corporation