

AGENDA

LONDON & MIDDLESEX COMMUNITY HOUSING (LMCH)

Board of Directors Meeting

Corporate Boardroom

**1299 Oxford Street East, Unit 5C5
London, Ontario**

Thursday, June 17, 2021

5:30 PM – 6:30 PM

Board Members:

Aynsley Anderson

John Millson

Paul Yeoman

Rosanna Wilcox

Item	P.	Lead	Time
1. Call to Order		P. Yeoman	5:30
2. Recognition of Indigenous Peoples and Lands	3	P. Yeoman	
3. Completion and Acceptance of Agenda		P. Yeoman	
4. Disclosures of Interest		P. Yeoman	
5. Approval of the Minutes of Previous Meetings		P. Yeoman	5:33
a. June 10, 2021	4	P. Yeoman	
6. Communications		None	
7. Delegation		None	
8. Consent			5:35
a. CEO Update (May)	6	A.Mackenzie	
b. Staff Report 2021-29: Vacancy Management	8	O.Gryn	
c. Staff Report 2021-30: Building Conditions Assessment Update	10	M.Banuelos	
d. Staff Report 2021-31: Capital Works Update	13	B. Leslie	
e. Staff Report 2021-32: CMHC Status Update	18	M. Banuelos, W. Groves	
9. Reports and Business		P. Yeoman	
a. Staff Report 2021-33: Board Evaluation Policy	22	A.Mackenzie	5:40
b. Staff Report 2021-34: Conflict of Interest Policy	35	A. Mackenzie	5:50
c. Staff Report 2021-35: Board Governance Policy	46	A.Mackenzie	6:00
d. Delegation of Authority to the Subcommittee for Board Application Recommendations		R. Wilcox	6:10
e. Nominations for Interim Director Positions (2)		P.Yeoman	6:20
10. New Business / Enquires		P. Yeoman	
11. In Camera Matters		None	
12. Meeting Adjourn		P. Yeoman	6:30

Recognition of Indigenous Peoples and Lands Statement

We would like to begin by acknowledging the treaty territory of the Anishnaabeg, which is defined within the pre-confederation treaty known as the London Township Treaty of 1796. Throughout time, this region has also become the current home to the Haudenosaunee and Lenni-Lenape Nations.



BOARD OF DIRECTORS MEETING

Thursday, June 10, 2021 at 5:00 PM
London & Middlesex Community Housing
Board Room, 1299 Oxford Street East, Unit 5C5, London, ON.

Board Members Present:

Paul Yeoman
Board Chair

Rosanna Wilcox
Board Vice-Chair

John Millson
Board Member

Aynsley Anderson
Board Member

Senior Staff Present:

A. Mackenzie Interim CEO
O. Gryn Interim Director, Tenant Services
D. Taplashvily Director, Finance & Corporate
 Services
P. Renaud Director, Assets & Property
 Services
L. Palmer Executive Assistant

Meeting to Order	P. Yeoman called the meeting to order at 5:04 p.m.
Recognition of Indigenous Peoples and Lands	P. Yeoman provided the following recognition address: <i>We would like to begin by acknowledging the treaty territory of the Anishnaabeg, which is defined within the pre-confederation treaty known as the London Township Treaty of 1796. Throughout time, this region has also become the current home to the Haudenosaunee and Leni-Lenape Nations.</i>
Completion and Acceptance of the Agenda	With regard to the completion and acceptance of the agenda, J. Millson moved, seconded by R. Wilcox that the item 9B. Delegation of Authority to the Subcommittee for Board Application Recommendations, and item 9C. Nominations for Interim Director Positions (2) BE TABLED to the meeting of the Board on June 17, 2021. CARRIED. With regard to the adoption of the revised agenda, A. Anderson moved, seconded by J. Millson that the amended agenda BE APPROVED. CARRIED.
Declaration of Conflict of Interest	P. Yeoman called for declaration of conflict of interest with respect to the agenda. There were no conflicts of interest declared.

Board Meeting Minutes of May 20, 2021	With regard to the Board Meeting Minutes of May 20, 2021, R. Wilcox moved, seconded by J. Millson, that the Minutes BE APPROVED . CARRIED.
Communication from City Clerk's Office regarding LMCH Delegation Request	With regard to the communication from the City Clerk's office regarding LMCH Delegation Request, J. Millson moved, seconded by A. Anderson that the communication BE RECEIVED . CARRIED.
Staff Report 2021-28: Annual General Meeting Report and Presentation	With regard to Staff Report 2021-28: Annual General Meeting Report and Presentation, R. Wilcox moved, seconded by J. Millson that the report BE APPROVED as presented. CARRIED.
In Camera Meeting Minutes of May 20, 2021	With regard to the In Camera Meeting Minutes of May 20, 2021, J. Millson moved, seconded by R. Wilcox that the meeting minutes BE APPROVED . CARRIED.
Date of Next Board Meeting	The Board scheduled the next meeting for June 17, 2021 at 5:30 p.m.
Adjournment	J. Millson moved, seconded by A. Anderson that the meeting BE ADJOURNED at 6:25 p.m. CARRIED.

P. Yeoman, Board Chair

Andrea Mackenzie, Interim CEO

Update from the CEO

Board Meeting of June 17, 2021

<p>a) Organizational Plans/Regeneration</p>	<p>Regeneration, ReImagine Southdale Work has continued on the development of the RFP documents to procure architectural and engineering services and the documents are currently being reviewed by an external legal council. Upon completion of the review the contract documents will be issued in RFP format to procure a General Contractor. We anticipate the RFP for architectural and engineering services to be posted to Bids and Tenders by the end of this month and expect to have the architect secured in July, who will then complete construction documents.</p> <p>Community Safety Unit All Community Safety Specialists have completed their required legislative training for the role. They have also trained with the Tenant Services staff on legislative requirements as related to the Residential Tenancies Act and with the Community Engagement team to gain a better understanding of the issues of poverty, inequality, discrimination, and racial bias experienced by residents in LMCH communities. Community Safety Specialists are now spending time at the sites getting to know tenants before they start their regular scheduled shifts.</p> <p>Staffing Updates Bushra Walji has joined the Finance department at LMCH as of Monday, May 31, 2021 in the role of Finance Manager. Bushra brings over 10 year’s experience working in Finance and managing the accounting departments for both private and public sector organizations.</p>
<p>b) Labour Relations</p>	<p>The next Union/Management meeting is schedules for Friday June 11, agenda items include vacations, ADP, and Mileage. Looking ahead meetings have been scheduled for July 29, September 10, and December 10, 2021.</p>
<p>c) Community & Tenant Engagement</p>	<p>Mobile Vaccine Clinics To date LMCH has helped run 7 vaccination clinics at our senior’s sites in Middlesex County and the City of London. A majority of residents in these buildings had already been vaccinated due to the early age eligibility criteria set out by the Health Unit but many residents expressed gratitude for the on-</p>

	<p>site clinics due to mobility and transportation challenges. Overall LMCH and the MLHU were able to vaccinate approximately 18% of our residents at these clinics and we will begin the second round of vaccinations on-site once dates are confirmed from the Health Unit.</p> <p>HealthZone will be offering vaccine clinics in the coming weeks at both our Southdale and Allan Rush sites. LMCH staff will be supporting this initiative and assisting with getting notices out to the family sites to promote the community clinics.</p> <p>Social Work students BSW students from King’s College began their placement with LMCH in April. Due to COVID-19 restrictions, outdoor programming was chosen for planning purposes and to ensure programming can be provided in a safe manner. For the month of June, the students along with LMCH staff will run social programs at 85 Walnut & 202 McNay Street aimed to combat the negative effects of social isolation for seniors during the COVID-19 pandemic.</p>
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STAFF REPORT 2021 – 29

TO: LMCH Board of Directors

FROM: Olesya Gryn, Interim Director of Tenant Services

SUBJECT: **Vacancy Management Update**

DATE: June 17, 2021

RECOMMENDATION:

That the Vacancy Management Update report **BE RECEIVED** for information.

Purpose:

To update the Board, Shareholder and Service Manager regarding the status of LMCH's Vacancy Management progress with the objective of achieving a three percent (3%) total vacancy.

May 2021 Progress (Reported as of May 31st, 2021)

1. **Total Vacancy:** This includes all units within LMCH portfolio that are not occupied. It is inclusive of units that are Non-Rentable or in Active Restoration and Rent Ready Stock. (Target: 3%)

Total Vacancy: 4.1% or 133 units

Future Leased: 0.5% or 15 units

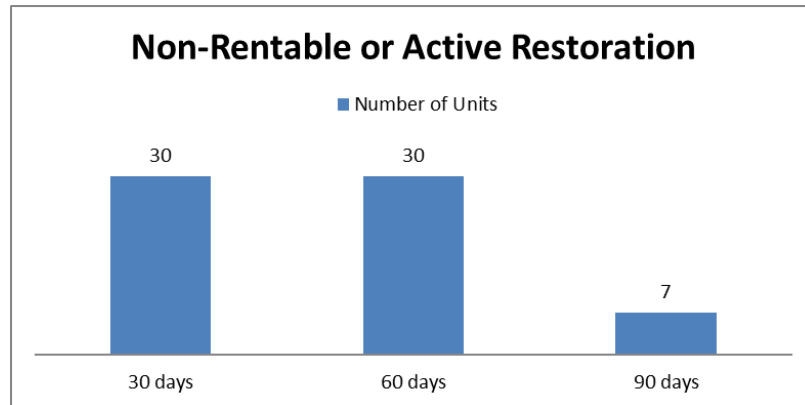
Final Vacancy: 3.6% or 118 units

2. **Active Rental Stock:** These are all units that are rent ready and available to offer. Units leave this category when they are future leased or leased (when the actual lease is signed and keys are handed to the new tenant). (Target: 1%)

Active Rental Stock: 1.6% or 51 units

3. **Non-Rentable or in Active Restoration:** This category includes all remaining units that have suffered catastrophic loss (e.g., fire, flood, or other insurable damage), units that are in pre-pest clearance as well as any units that are pest cleared and are now in active restoration. (Target: 2%)

Non-Rentable or in Active Restoration: 2.0% or 67 units



Conclusion:

LMCH had 29 units confirmed vacant in the month of May, which have been added to the active restoration stock.

LMCH restored 29 units in May in keeping up with the number of new units coming into the Active Restoration category.

LMCH leased 26 units in the month of May, and future leased 15 units.

PREPARED and RECOMMENDED BY:	RECOMMENDED BY:
OLESYA GRYN, INTERIM DIRECTOR, TENANT SERVICES	ANDREA MACKENZIE, INTERIM CHIEF EXECUTIVE OFFICER

STAFF REPORT 2021-30

TO: LMCH Board of Directors

FROM: Marisa Banuelos (Manager, Portfolio Strategy Development), and Andrea Mackenzie (Interim, CEO)

SUBJECT: Building Condition Assessments General Update

DATE: June 17, 2021

RECOMMENDATION:

That, on the recommendation of the Manager of Portfolio Strategy Development, with concurrence of the Interim Chief Executive Officer, the report **BE RECEIVED** for information.

BACKGROUND:

On October 2nd, 2020, the LMCH Board of Directors (BOD) formally approved awarding the Building Condition Assessment (BCA) Request for Proposal (RFP) to Pretium Engineering Inc. This report serves as a project update on the assignment since its award.

Discussion

The BCA project was awarded as a three-year contract with 20% of the portfolio assigned to 2020 and 40% assigned to 2021 and 2022, respectively. The following milestones have been achieved to date:

Project Schedule Milestones:

- ✓ All 2020 inspections were complete by late November 2020. Inspections focused on sites which had never been inspected but also included previously assessed sites too. Inspections were complete at the following sites:
 - All Scattered units (City and County)
 - 249 Ellen Street, Parkhill
 - 10 York Street, Newbury
 - 157 Simpson Street, Glencoe
 - 49 Bella Street, Strathroy
 - 125 Head Street, Strathroy
 - Penny Lane, Strathroy
 - 2061 Dorchester Rd, Dorchester
 - Limberlost

- Marconi Row Housing
- 85 Walnut Street
- 39 Tecumseh Ave. E.
- ✓ As of early May 30th, 90% of Cost Estimation and Data verification for 2020 BCA properties and 70% of data upload was complete. This has since increased but does remain behind schedule. LMCH has been working closely with Pretium to resolve the delay.
- ✓ 2021 BCA inspections were affected by the Stay-at-Home Order. However, the following milestones have been achieved or are as scheduled:
 - All site and Common Areas were inspected in April 2021 at:
 - 632 Hale
 - 345 & 349 Wharncliffe Rd.
 - 872 William
 - 1194 Commissioners
 - All site and buildings (including units) are scheduled for inspection the week of June 6th -11th and June 21st - 25th at the following sites:
 - 632 Hale units only
 - 345 & 349 Wharncliffe Rd. units only
 - 872 William units only
 - 1194 Commissioners units only
 - Huron
 - Allan Rush
 - Marconi Semis
 - 200 Berkshire
 - 304 Oxford
 - 580 Dundas
 - 136 Albert
- ✓ Elevator inspections are included in BCA and will be completed by an elevator sub-consultant, Solucore. It was determined that all sites with elevators would be inspected in 2021. This has been scheduled for July 2021.
- ✓ Following 2021 site inspection Pretium will begin data upload and cost estimation and data verification. This is a back-and-forth process with review by LMCH, and discussion as necessary before data finalization.
- ✓ 2021 site inspections and the associated data upload, costing, verification, and review are about two weeks behind schedule, however given the impacts of the stay-at-home order on property inspection we feel this is a very reasonable delay.

Project Costs:

- ✓ To date there have been no change orders or other unforeseen costs that have affected project budget for 2020 or 2021.
- ✓ The 2020 Project budget will be about \$1,600 over budget or 1.8%, however this is due to the awarded amount slightly exceeding the budgeted amount.
- ✓ It is not expected that the 2021 project budget will be exceeded.

Strategic Impacts & Linkages:

A next step in the Asset Management Plan (section 8.1, page 132) is to maintain data integrity by completing BCA on a 5-year rolling basis for all core assets. This project meets

the noted step while providing much needed data for properties that previously did not have BCA's. Updating BCA on a regular basis ensures that capital investment decisions are based on accurate and up to-date-information. This is a critical component of a strong asset management system.

Conclusions:

Despite restrictions resulting from the Stay-at-Home order the BCA have advanced largely on schedule and within budget. This has been an important step in the advancement of the asset management program.

PREPARED and SUBMITTED BY:	REVIEWED and CONCURRED BY:
MARISA BANUELOS MANAGER, PORTFOLIO STRATEGY DEVELOPMENT	ANDREA MACKENZIE INTERIM CHIEF EXECUTIVE OFFICER

STAFF REPORT 2021- 31

TO: LMCH Board of Directors

FROM: Bill Leslie, Manager, Capital Projects & Construction

SUBJECT: Capital Work Update Report for the month of May 2021

DATE: June 17, 2021

RECOMMENDATION:

That, on the recommendation of the Manager, Capital Projects & Construction, with the concurrence of the Director, Assets & Property Services and the Director, Finance & Corporate Services, the Capital Work Update for May 2021 **BE RECEIVED** for information.

BACKGROUND:

In accordance with the LMCH Asset Management Plan (AMP) and City of London approved Multi-Year Budget (MYB), the LMCH capital work program addresses asset and infrastructure maintenance, renewal, and replacement in a way that mitigates risk while endeavoring to maintain reasonable and acceptable living conditions for all tenants.

Disclaimer: This Report does not include any update information surrounding the CMHC funded Repair & Renew Projects or the Reimagine Southdale Project.

CURRENT STATE:

- Work is continuing for most of the active projects with Covid-19 restrictions causing some delays and rescheduling where work is required inside of occupied units.
- Playground installation at three family sites are close to completion with final site inspections scheduled for late June.
- Simcoe Balcony Restoration and Renewal – Unit prep has started to ensure proper access to all balcony surfaces.

ACTIVE PROJECTS:

Project	Project Description	Site(s)
2020-0001	MUA Hookup	Baseline/McNay/Simcoe/Walnut
2020-0008	Generator Replacement	Walnut
2020-0009	Generator Replacement	Baseline
2020-0010	Main electrical service upgrade	Walnut
2020-0011	Main electrical service upgrade	Simcoe
2020-0012	Elevators: Capital Repairs	Albert
2020-0018	Plumber Riser Replacement	Baseline
2020-0032	Asbestos Reassessments	Various
2020-0035	Playground Equipment	Limberlost/Marconi/Southdale
2021-0002	Balcony Repair	Simcoe
2021-0005	Fire System: Comprehensive Review	Various
2021-0010	Family Site: Garbage Infrastructure	Boulee/Huron
2021-0011	Asphalt Restoration & Replacement	Various
2021-0012	Kitchen Cabinets & Counter: Replacement	Penny Lane
2021-0014	Lobby Upgrades	Various
2021-0015	General Contingency	Various
2021-0017	Major Horizontal Plumbing Line	Head
2021-0018	BCA 40% Portfolio	Various
2021-0019	Universal Access Upgrades	Various
2021-0022	Kitchen Cabinets & Counter: Replacement	Various
2021-0023	Flooring: Replacement	Various
2021-0024	Mold Abatement	Various
2021-0025	Corridor Painting	Various
2021-0026	Appliances: Capital Purchases	Various

WORK COMPLETED PROJECTS:

Project	Project Description	Site(s)
2020-0006	Fire System Replacement	Tecumseh
2020-0014	Penthouse Roof Replacement	McNay
2020-0017	Physical Security Upgrade	Dundas
2020-0022	Exterior Entrance Doors Replacements	Various
2020-0023	High Rise Lighting-Exit Signs	Simpson/Tecumseh
2020-0024	Kitchen Cabinets & Counter: Replacement	Various
2020-0025	Lobby Upgrades	Various
2020-0027	Windows/Doors County and Scattered Units	Various
2020-0028	Mold Abatement	Various
2020-0029	BCA 30% Portfolio	Various
2020-CMHC-01	Preliminary Engineering Review & Energy Modeling	Various
2021-0021	Bathroom Rebuilds	Various

CLOSED PROJECTS:

Project	Project Description	Site(s)
2020-0002	Balcony Study	Various
2020-0003	Balcony Fall Protection	Simcoe
2020-0005	Elevators: Capital Repairs	Various
2020-0007	Fire Alarm Annunciators	Albert
2020-0013	Fire Alarm Devices	Albert/Commissioners
2020-0015	Technical Contingency	Various
2020-0019	Asphalt Parking Lots/Walkways	Various
2020-0020	Bathroom Rebuilds	Various
2020-0021	Corridor Painting	Dundas/McNay/Hale/Wharncliffe/Simcoe
2020-0026	Flooring: Replacement	Various
2020-0030	CRW Office Security Upgrades	Various
2020-0031	Universal Access Upgrades	Various

STATUS OF WORK SITE SUMMARY:

Capital Project Status	Project Count
Planned	24
Active	28
Cancelled	2
Work Completed	12
Projects Closed	14
Total Projects	80

STATUS OF BUDGET SUMMARY:

Reallocation funds from the previous capital work update will be reviewed as part of the May financial closing. We will continue to report further updates on the status of the reallocation process throughout 2021.



PREPARED and SUBMITTED BY:	REVIEWED and CONCURRED BY:
BILL LESLIE MANAGER, CAPITAL PROJECTS AND CONSTRUCTION	PHIL RENAUD DIRECTOR, ASSETS & PROPERTY SERVICES
REVIEWED and CONCURRED BY:	REVIEWED and CONCURRED BY:
DIANA TAPLASHVILY DIRECTOR, FINANCE & CORPORATE SERVICES	ANDREA MACKENZIE INTERIM CHIEF EXECUTIVE OFFICER

APPENDIX A - Definitions for Capital Project Status:

Planned Status – This is the Status on a Project once it has moved forward for consideration and approved by the Board of Directors. There may or may not be a budget fixed to the Project at this point.

Active Status – This is the Status on a Project once the scope of work has been started.

Cancelled Status – This is the Status of a Project once a review has occurred and for one of many reasons, the work has ceased and has been deemed the work will not be completed.

Work Completed Status – This is the Status of a Project when it has been deemed that the work is substantially complete to 97% of the scope of work or more.

Project Closed Status – This is the Status of a Project after it has been completed and all items have been inspected and closed appropriately. The Project invoices have been fully processed and all other contracts, obligations and documentations have been properly closed and released.

STAFF REPORT 2021-32

TO: LMCH Board of Directors

FROM: Marisa Banuelos, Manager, Portfolio Strategy Development, and Wendy Groves, CMHC Capital Project Manager

SUBJECT: CMHC Co-Investment Fund Application- Update

DATE: June 17, 2021

RECOMMENDATION:

That, on the recommendation of the Manager, Portfolio Strategy Development, and the Project Manager, CMHC Capital with concurrence from the Interim CEO, that the CMHC Co-Investment Fund Application Update Report **BE RECEIVED** for information.

BACKGROUND:

The National Housing Strategy is a 10-year plan to reduce homelessness and housing need by investing in the supply of new and the stewardship of existing affordable housing stock. To support these objectives, several programs including the National Housing Co-Investment Fund (NHCF) Repair and Renew Stream are now available. The program offers low-cost loans and financial contributions for the preservation and renewal of much of the LMCH portfolio. With the 2020-2023 Multi-Year Budget, Municipal Council approved a \$37.0 million business case to access the Co-Investment program.

Discussion

1. NHCF Approval Process

The NHCF application process has four significant stages:

- I. Application
- II. Letter of Intent (LOI)
- III. Terms Sheet/Agreements
- IV. First Advance

High level details on each stage and details relevant to LMCH and our application are summarized below:

- ✓ **Application**
 - Q3 2019: Engagement with CMHC began.
 - Q3 2019- Q4 2020: Development of preliminary project plans, schedules, energy

- modelling, and accessibility modification details and scheduling.
- Q1-Q2 2020: Submission and Approval of MYB Business Case to City of London.
- Q1 2021: CMHC Funding Project Manager Recruitment.



Letter of Intent (LOI)

- Q1 2021: Formal LOI received from CMHC
- Q1 2021: Formal announcement of LOI, Attendees:
 - Minister of Families, Children and Social Development, Ahmed Hussen
 - City of London Mayor, Ed Holder
 - MP Kate Young
 - MP Peter Fragiskatos
 - Interim CEO, Andrea MacKenzie
- Q2 2021: Report to Community and Protective Services Committee (CPSC) recommending executing LOI with signature – Approved. Signature expected end of June.

□ **Terms Sheet/Agreements**

- Upon receipt of the signed LOI, CMHC will prepare the terms sheet.
- Term sheet will be reviewed by LMCH, the City, and our respective legal counsel.
- Once all parties are satisfied with the agreement it will be executed upon by CMHC and LMCH’s shareholder.

□ **First Advance**

- Finalized Draw down schedules will be required.
- Municipal approvals (i.e., copy of building permits etc.) required.
- Insurance and cost estimate confirmations.

LMCH is now advancing to the term sheets and agreement stage of the Application for NHCF. It is LMCH intention to have an agreement on the terms sheet by the end of Q3 so that projects can begin as soon as possible. Success at meeting this goal will require the combined efforts of both CMHC and LMCH and our shareholder.

Concurrent to the application process, LMCH hired Wendy Groves, a dedicated Project Manager for CMHC funded projects. Wendy began with LMCH in mid-March and has been further refining and advancing project details and implementation plans. Further details regarding this are provided in the sections to follow.

2. Project Overview

To secure CMHC funding requirements, LMHC developed a program to support the required eligibility criteria. The following outlines CMHC requirements for funding

- Accessibility: 20% of dwelling units to meet accessibility standards and all common areas will be barrier-free.
- Energy Efficiency: A minimum reduction of 25% in energy use.
- Cost & Project Execution: Total combined project estimates to be \$37 million.
- Affordability: Housing costs fall below London CMA market average rates.
- Social Outcome: Programs and partnerships developed to support tenants.

The following construction related commitments have been identified by LMHC and include:

Criteria	LMHC Strategies
Accessibility	Common area barrier-free projects include redesign of kitchen lounges,

	exterior pathways and laundry room retrofits to meet accessibility requirements. LMHC has committed to retrofitting 30% of senior's units and 15% of units at adult properties.
Energy & Efficiency	Efficiency Engineers have conducted several modeling options to meet CMHC 25% reduction requirements. Works include weatherproofing, furnace, window, doors, ERV and faucet replacement, installation of new energy management system and reflector panels.

3. Project Implementation Plan

A detail schedule outlining the preconstruction, construction and post construction phases has been developed. The table below represents the anticipated commencement of construction for each project and building.

Energy projects that have the highest rate of return have been scheduled as a priority. To mitigate potential risk of works not meeting the scheduled CMHC completion date the project schedule has been condensed.

Project	2021	2022	2023	2024	2025	2026	2027
Accessibility In Suite Upgrades		Site 1- 12	Site 1 - 12	Site 1 -12			
		Site 2 - 28	Site 2 - 28	Site 2 - 27			
		Site 3 - 25	Site 3y - 25	Site 3 - 25	Site 3- 11		
		Site 4 - 20	Site 4 - 20	Site 4 - 20	Site 4 - 15		
		Site 5 - 18	Site 5 - 18	Site 5 - 18	Site 5 - 11		
		Site 6 - 17	Site 6 - 17	Site 6- 17			
					Site 7 - 25	Site 7 - 25	
Accessibility Upgrades: Common Areas		Site 3	Site 7	Site 1			
			Site 5	Site 2			
				Site 6			
				Site 4			
Energy Mgmt. System Upgrade/Replacement	All Multi Res	continued					
Washroom Faucet Replacement	All Multi Res						
LED in suite	All Multi Res						
Furnace			All Family	Continued			

Home Winterization Project	All Family						
Project	2021	2022	2023	2024	2025	2026	2027
Hard Surface Repair & Restoration					Site 8		
					Site 9		
					Site 10		
					Site 11		
Doors					Site 9		
Windows				Site 9			
				Site 10			
DHW - under review						All Family	

* Estimated construction timelines above; to be validated upon GC award

4. Active Works

Preconstruction works continue with ongoing investigations, developing schedules, RFP and working with consultants to ensure feasibility and viability of each project.

PREPARED and SUBMITTED BY:	PREPARED and SUBMITTED BY:
MARISA BANUELOS MANAGER, PORTFOLIO STRATEGY DEVELOPMENT	WENDY GROVES PROJECT MANAGER, CMHC CAPITAL
REVIEWED and CONCURRED BY:	
ANDREA MACKENZIE INTERIM CHIEF EXECUTIVE OFFICER	

STAFF REPORT 2021-33

TO: LMCH Board of Directors

FROM: Andrea Mackenzie, Interim Chief Executive Officer

SUBJECT: BOARD EVALUATION POLICY

DATE: June 17, 2021

RECOMMENDATION:

That, on the recommendation of the Chief Executive Officer, the following actions be taken with respect to the attached Board Evaluation Policy:

- a) the members of the Board **RECEIVE** the report and attached Board Evaluation Policy; and
 - b) the Board of Directors **APPROVE** the attached Board Evaluation Policy.
-

Today's boards are faced with many challenges and expectations which highlights the need for a competent, diligent, and informed board. A well-conducted board appraisal will assist in benchmarking the board's performance against established best practice. The board evaluation allows for some reflection on the role of the board, what its objectives are, and how it has fulfilled those objectives. It allows for in-depth consideration of what resources the board might need to achieve its goals, while providing a forum through which directors can consider the ways in which the board contributes to the overall goals and strategy of the organization.

Good boards and directors are those who continually strive for improvement, and an annual board appraisal, facilitated by an independent third party, is a highly effective means to achieving this.

It is of great importance that trust is established in the credibility and confidentiality of the process of board evaluations, regardless of whether it is managed by the board itself or by a third party. Trust is the best incentive to encourage candid input and feedback from board members and other stakeholders, and makes it more likely that the evaluation results will be taken seriously by the board.

In 2013 the Service Manager distributed Housing Division Notice (HDN) 2013-189 – Local Standard – Board Meetings, which recommended expectations and best practices for social housing provider boards.

In 2014, LMCH Board of Directors approved a Board Evaluation Form. The attached policy outlines the processes for annual evaluation of the work of the LMCH Board. As part of this

work the Board also approved a biannual review of this policy to allow for updates to any legislation, local rules or LMCH policies.

As part of the 2021 review the suggestion was made at the Committee of the Whole meeting of April 15, 2021 that both the Board Evaluation Policy as well as the Board Evaluation Form be reviewed and updated based on feedback from the Board Governance sub-committee.

The following changes were made to the Board Evaluation Form in response to the suggestions of the sub-committee:

The scale for the evaluation form has changes from "Strongly Disagree – Strongly Agree" to now read as "Needs Improvement – Meets Needs".

Two new categories have been added to the evaluation form which include:

"The composition of the Board reflects the diversity of our community and the members we serve".

"The Board encourages/ensures that the CEO is able to take advantage of professional development opportunities".

Additionally, three categories had language amended on the evaluation form:

"Board members are encouraged to engage in meaningful discussion" has been changed to "Board members participate in meaningful discussion".

"Board members receive information about their responsibilities as well as ongoing training to enhance their governance role" has been changed to "Board members receive ongoing training to enhance their governance role".

"The Board effectively fulfills its role in annually evaluating and supporting the CEO" has been updated to be two separate categories "The Board effectively supports the CEO" and "The Board fulfills it's role in annually evaluating the CEO. "

The last change on the evaluation form is on page 5, Q.4 the old question was "If you could change one thing about the Board what would it be?" to now read "If you could make one or two suggestions to improve the LMCH Board of Directors, what would they be?"

CONCLUSION:

To ensure that the Board continues to reflect on their work and be able to evaluate the work of the entire Board of Directors in meeting their objectives it is recommended that the attached policy and form be **RECEIVED** and **APPROVED** by the Board of Directors.

PREPARED and SUBMITTED BY:
ANDREA MACKENZIE INTERIM CHIEF EXECUTIVE OFFICER

Attachments:

Appendix 1 – LMCH Board Evaluation Policy (including Board Evaluation Form)



RELATED DOCUMENTATION

Legislation	
Collective Agreement	
Forms	Board Evaluation Form
Policies	Board Code of Conduct Policy Board Governance Policy
Other Resources	Housing Division Notice (HDN 2013-189), Local Standard – Board Meetings, City of London Declaration of the Sole Shareholder

1.0 PURPOSE

1.1 This policy outlines the expectations and timelines for the evaluation of the work of the London and Middlesex Community Housing (LMCH) Board of Directors.

1.2 The objectives of Board evaluations are to allow the LMCH Board of Directors to:

- Track its own progress, results and successes in its annual governance of the organization.
- Improve its governance results and successes, year over year.
- Self-correct as a Board, or course-correct if the Board’s work is deviating from stated purposes, responsibilities, or objectives.
- Address the performance of Board standing committees, as appropriate.
- Address gaps in the knowledge and understanding of the roles and responsibilities of the Board, and the governance of the organization.
- Address gaps in the knowledge and understanding of the roles and responsibilities of the Chief Executive Officer (CEO) and his or her delegates (the operations team).
- Address gaps in the knowledge of the management of social housing in general, and of public housing in particular, as it pertains to the governance expectations of the Sole Shareholder.
- Allow Board members the opportunity to grow and develop as an effective governance body.

2.0 POLICY STATEMENT

2.1 The LMHC Board of Directors will undertake an annual evaluation of its performance, and the performance of its standing committees.

- These evaluations will take place before November 30 each year, so that the current Board Chair and standing committees may receive feedback about



their performance, and/or make resolutions about future Board actions based on performance feedback, before the incumbents are elected in December.

- In years when there is a turnover of Board members, a November 30 deadline for Board evaluation will allow the retiring Board members to receive feedback about the Board's performance, and/or make resolutions about future Board actions based on performance feedback, before the incumbents join the Board in December.

3.0 PROCESS

3.1 The process for undertaking annual board evaluation is as follows:

- a. At the beginning of September each year, the *Board Evaluation Form (Appendix A)* will be distributed to all Board members to be completed and returned to LMCH staff (the Secretary or his or her delegate) by the 30th of that month. The evaluation form will be distributed electronically.
- b. The Secretary and his or her delegate will keep the completed evaluation forms confidential at all times, with the understanding that the forms will have the same level of confidentiality (and corresponding staff or public access) as any *in camera* Board documents.
- c. The completed and returned evaluation forms will be compiled by the Secretary or his or her delegate, so that they may be reviewed and discussed by the LMCH Board of Directors at the regular October Board meeting.
- d. The compilation of the completed evaluation forms will be in a format that combines the responses from all individual Board members into one document. The Board may direct staff to either identify individual respondents, or keep responses anonymous, as it wishes. Unless directed otherwise, staff will keep responses anonymous.
- e. All documents, reports and discussions about Board evaluation will be received and take place *in camera*, out of respect and consideration for any performance issues that the Board may review or take action on. If the Board wishes to make a statement about the results of the Board evaluation process in the public portion of a Board meeting, it may do so only upon passing a resolution releasing any confidential information during a prior *in camera* session where Board evaluation is discussed.



3.2 The Board will discuss the completed evaluation forms as follows:

- a. The Board will review the results of the most recent evaluation and annual governance plan, if either exists, in order to be reminded of past results, action items, recommendations, resolutions or governance plans pertaining to the previous Board evaluation.
- b. The Board will have a thorough discussion of the compiled evaluation form responses, noting areas of success, improvement over previous results, and areas where there is opportunity for improvement.
- c. If the Board wishes to take action on any areas covered by the evaluation, it will note action items in the minutes, or pass resolutions about expected actions.
- d. From time to time, the Board evaluation process may involve the discussion of performance gaps of the Board as a whole or committees as a whole, the Board will endeavour to undertake the process of evaluation with the highest standards of respect and dignity for others, as per the *Board Code of Conduct Policy*.
- e. At the completion of the discussion of the Board evaluation, the Board Chair will ask for a resolution to direct the Human Resources and Governance Committee to prepare a governance plan for the following year. This plan will be returned to the Board for discussion and approval before the end of the calendar/fiscal year, and will guide the work of the Board for the following year. It may include recommendations for Board or committee development, policy development, strategic planning activities, Board education, or any other governance activities that will demonstrate due diligence and best practices in effective corporate governance and evaluation.
- f. The Board may also direct the Human Resources and Governance Committee to review and revise the *Board Evaluation Policy*, the *Board Evaluation Form*, and/or the *Board Code of Conduct Policy*, based on outcomes of the Board evaluation. This work will take place early the following year, as part of the Human Resources and Governance Committee's annual work plan.
- g. The Board may also direct any of the standing committees to review and revise their terms of reference, based on outcomes of the Board evaluation.



-
- h. The Board governance plan will guide the work of the directors and Board Chair for the following year, and will serve as the target(s) for the following year's governance performance results.

4.0 DOCUMENT CONTROL

Date Drafted	April 2014
Date Approved	May 2014
Date Revised	June 2021
To be reviewed	Bi-Annually
Inquiries to Policy Owner	Chair of the LMCH Board of Directors

Please score the following statements out of 5 and provide comments as they relate to each item.

Board Evaluation	Needs Improvement 1	2	Unsure 3	4	Meets Needs 5	Not Applicable	Comments
I understand my role and responsibilities as an LMCH Board member							
The role of the Board and the Chief Executive Officer (CEO) is defined and respected. The CEO is responsible for operations and the Board is focused on policy and planning							
The Board effectively supports the CEO							
The Board fulfills its role in annually evaluating the CEO							
The Board encourages/ensures that the CEO is able to take advantage of professional development opportunities							
There is a high level of trust between Board and Staff							

The Board successfully acts as governing trustees on behalf of contributors and the community while carrying out LMCH's mission and strategic goals							
The Board is engaged in strategic planning and setting the vision for the organization							
The Board actively monitors the outcomes and impact of LMCH's programs and initiatives							
The Board reviews the organization's bylaws and policies on a regular basis.							
The Board effectively oversees LMCH's financial resources by playing an appropriate role in financial matters							
Board members act as ambassadors for LMCH in the community							
The Board's recruitment process ensures the Board has the skills, expertise and experience to successfully govern the organization							

The composition of the Board reflects the diversity of our community and the members we serve.							
New Board members are oriented to the organization's roles and responsibilities, our mission, bylaws, policies, finances and programs							
Board members receive ongoing training to enhance their governance role							
The Board handbook is complete, useful and relevant							
The Board receives reading materials, financial reports and required documents with enough time for review before meetings.							
I am satisfied with the various methods of communication used by the LMCH Board							
Board members come to meetings prepared to discuss agenda items							
Board agendas are well constructed and result in the Board achieving its meeting goals							

Board meetings are run effectively							
Board members participate in meaningful discussion							
The Board actively explores different ideas and opinions among Board members							
I feel that the Board works effectively as a team							
Time the Board spends on decision-making is appropriate							
The Board responds proactively versus responding reactively to issues arising at LMCH							
The Board has a process for handling urgent matters between meetings							
The Board's ongoing method of self-evaluation is useful and helps to enhance Board functioning and governance							

Please answer the following questions to the best of your ability

1. Briefly describe your overall satisfaction with the Board's functioning and effectiveness. What steps could be taken to enhance the Board's work, the way it works and its impact on the organization?
2. Do you feel that you are making an important contribution to LMCH? If appropriate, describe how the Board and organization could support you to enhance your contribution.
3. What challenges have you experienced as a LMCH Board member? Describe them and outline any steps you have undertaken to deal with them. Is there anything the Board or organization can do to address these challenges?
4. If you could make one or two more suggestions to improve the LMCH Board of Directors, what would they be?

5. As we move forward with our new strategic plan, what do you think we should be looking for in a new chairperson of the Board? And in new Board members?

STAFF REPORT 2021 - 34

TO: LMCH Board of Directors
FROM: Andrea Mackenzie, Interim Chief Executive Officer
SUBJECT: Conflict of Interest Policy
DATE: June 17, 2021

RECOMMENDATION:

That, on the recommendation of the Interim CEO the following actions **BE TAKEN** with respect to the attached Conflict of Interest Policy:

- a) The members of the Board **RECEIVE** the report and attached Conflict of Interest Policy; and
 - b) The Board of Directors **APPROVE** the attached Conflict of Interest Policy.
-

London Middlesex Community Housing must meet high ethical standards in order to merit the trust of the shareholder, its partners, residents, and the public at large. The integrity of LMCH depends on ethical behaviour throughout the organization, and in particular, fair, well-informed decision-making. The ability to make a decision is sometimes affected by other interests (personal or professional) of individuals in the organization. Such conflict of interest situations are a regular part of organizational and personal life and cannot simply be eliminated.

In 2017 under the direction of the Board of Directors an updated Conflict of Interest Policy was drafted by staff, reviewed by an external legal council and approved by the Board as of September 2018.

The Board also approved a biannual review of this policy to allow for updates to any legislation or LMCH policies.

The following changes were made to the Conflict of Interest Policy in response to the suggestions at the Committee of the Whole meeting on April 15, 2021:

- On page 5 of the policy, Section 3, the language has been updated to reflect the change that Board members must sign an Acknowledgement of Conflict of Interest Policy and Procedures upon commencement of their role and **biannually** thereafter.

- Page 5 of the policy, Section 6, the language has been updated to reflect the change that “The Chair must notify the **Service Manager** in writing of the receipt of every declaration of Conflict of interest, as outlined in HDN 2013-188.
- Page 5 of the policy, Section 7, the language has been updated to reflect more clearly the language in HDN 2013-188 and that the *“Boards acknowledgement that it’s decision is to the satisfaction of the City of London.”*

Additionally, the Acknowledgement of Board Policies & Procedures, the Declaration of Conflict of Interest and the Statement of Fiduciary Responsibility have all been included as appendices to the policy.

CONCLUSION:

To ensure compliance with our regulatory requirements, LMCH’s integrity and ethical behaviour throughout the organization, and in particular, fair, well-informed decision making, it is recommended that the attached policy update be **RECEIVED** and **APPROVED** by the Board of Directors.

PREPARED and RECOMMENDED BY:	
ANDREA MACKENZIE, INTERIM CHIEF EXECUTIVE OFFICER	

ATTACHED: Conflict of Interest Policy

Appendix A – London Middlesex Community Housing Policy & Procedures Acknowledgement

Appendix B – Statement of Fiduciary Responsibility

Appendix C – Conflict of Interest Declaration.

RELATED DOCUMENTATION

Legislation	<ul style="list-style-type: none"> • Business Corporations Act • Housing Services Act • Municipal Conflict of Interest Act • Local Standard – Conflict of Interest (HDN 2013-188)
Collective Agreement	N/A
Forms	<ul style="list-style-type: none"> • Acknowledgement of Board Policies & Procedures • Declaration of Conflict of Interest • Statement of Fiduciary Responsibility (Board of Directors)
Policies	<ul style="list-style-type: none"> • Employee Code of Conduct • Board Code of Conduct • Purchasing Policy & Procurement Guidelines • Declaration of the Sole Shareholder
Other Resources	

1.0 PURPOSE

The London and Middlesex Community Housing (LMCH) aims to promote public confidence and ensure fair and appropriate business practices in all aspects of its operation, including complying with applicable laws and standards regarding conflicts of interest.

We recognize that directors, employees, officers, volunteers and agents of the Corporation (referred to collectively as “Individuals” in this Policy) can face situations where their loyalties may be divided or where personal interests may conflict or appear to conflict with their duties or responsibilities to the Corporation.

The purpose of this Policy is to ensure that Individuals are aware of how to identify a conflict of interest, aware of their obligation to avoid conflicts of interest, know what they are required to do when a conflict of interest arises and the consequences of failing to meet the requirements of this Policy.

2.0 SCOPE

This Policy applies to Directors, employees, officers, volunteers and agents of the Corporation (referred to collectively as “Individuals” in this Policy).

3.0 POLICY STATEMENT

Individuals must carry out their duties to the Corporation honestly, in good faith supporting the Corporation operating as a going concern consistent and compliant with all governing legislations and the Shareholder Agreement and in the best interests of the Corporation rather than in their personal interest.

Individuals must not enter into any situation, arrangement or agreement that could result in a conflict of interest or a perceived conflict of interest and they must declare and resolve potential, actual and perceived conflicts of interest as set out in this Policy.

Definitions

A conflict of interest is any situation in which:

- 1) an Individual's private, personal or business interests influences or appears to influence their ability to carry out their duties to the Corporation in a fair and objective manner; or
- 2) a decision of the Corporation directly or indirectly that gives an Individual (or someone related to an Individual) a personal gain, benefit, advantage or privilege.

A person "related" to an Individual includes a parent, spouse, child, household member, sibling, uncle, aunt, nephew, niece, mother-in-law, father-in-law, sister-in-law, brother-in-law or grandparent, as defined by law or a person with whom the Individual has a current or prior business relationship.

Definitions of "child", "parent" and "spouse" are set out in Addendum #1 to this Policy.

An **actual conflict of interest** is a conflict of interest that an Individual has or will have.

A **potential conflict of interest** is a situation that may lead to or has the potential to lead to a conflict of interest in the future.

A **perceived conflict of interest** means a situation that could reasonably be perceived as a conflict of interest by others, regardless as to whether or not there is a potential or actual conflict of interest.

Individuals should consider how their actions will be seen by their colleagues and the public in assessing whether a perceived conflict of interest exists.

Examples of Conflicts of Interest

Individuals are responsible for avoiding and declaring all potential, actual and perceived conflicts of interest in the performance of their duties. Some examples of potential, actual or perceived conflicts of interest include:

- Participating in decisions of the Corporation or Board of Directors of the Corporation that could directly or indirectly benefit you, your family member or business partner;
- Using information learned from your relationship with the Corporation for personal benefit or the benefit of a family member or business partner;
- Being involved in the hiring or appointment of or supervising a family member or business partner;
- Accessing the information of a family member or business partner who is a resident of the Corporation;

-
- Receiving business services from a contractor or business doing business with the Corporation;
 - Soliciting or accepting gifts, discounts, tickets, loans, favours or other benefits from a resident or any other person/business that has or may have dealings with the Corporation that benefits you, your family member or business partner. The exceptions are accepting money as a required part of the Individual's role (e.g. collecting rent or fees on behalf of the Corporation) or items of a nominal value that do not influence or would not be perceived as influencing the performance of the Individual's role as per LMCH Purchasing Policy and Guidelines.
 - Entering into a business or legal relationship with a resident of the Corporation;
 - Engaging in outside work or holding another position that interferes with the performance of your duties to the Corporation;
 - Having a financial interest in or holding a position with a company that has business dealings with the Corporation.

These examples do not cover all possible situations of a conflict of interest. Individuals must use proper judgement and act within the wording and spirit of this Policy at all times.

The Corporation's Purchasing and Procurement Policy references the issue of Conflict of Interest, noting such differences are congruent with the direction of the Corporation's Conflict of Interest Policy. The Purchasing and Procurement Policy references include, but are not limited to:

- Clause 3.1 Official Point of Purchasing Contract and Lobbying Prohibition
- Clause 3.2 Interference in the Procurement Process
- Clause 3.6 Non-Arm's Length Transactions
- Clause 3.7 Gifts, Gratuities and Supplier Sponsorship. Contributions/ Donations
- Clause 4.5 Conflict of Interest (Defined)

If Individuals have any questions about this Policy or are unsure of what is expected of them under this Policy, they must consult with their Supervisor/Manager, the CEO of the Corporation or the Chair of the Board of Directors, as applicable, for guidance.

4.0 PROCESS

Guidelines for Employees and Others

The following steps must be followed if an employee believes that a potential, actual or perceived conflict of interest exists:

- 1) The employee must complete and sign the Declaration of Conflict of Interest attached as Appendix #3 to this Policy. The employee must prepare a Summary of the potential, actual or perceived conflict of interest and attach it to the Declaration.
- 2) The employee must submit the completed Declaration and Summary in an envelope marked Confidential to the Corporation's Chief Executive Officer (CEO). If the conflict involves the CEO directly, the Declaration and Summary shall be submitted to the Chair of the Corporation's Board of Directors, who will assume the responsibilities of the CEO in resolving the conflict.
- 3) The CEO will advise the Chair of the issue and may at his/her discretion request the Chair's assistance in dealing with the conflict. This notice must be provided no later than the first meeting of the Board after the CEO is aware of the issue.
- 4) The CEO and/or Chair will refer the conflict material for legal advice if warranted. Legal counsel shall make recommendations to the CEO and/or Chair.
- 5) The CEO and/or Chair will review the declared conflict of interest, consider any recommendations and determine what course of action shall be taken to resolve the conflict of interest.
- 6) The CEO/Chair, after evaluating a declared conflict of interest may determine that no conflict exists and that the interests and integrity of the Corporation are intact and shall advise the employee that no further action is required.
- 7) If the CEO/Chair determine that a conflict does exist, CEO/Chair will require the employee to undertake steps to resolve the conflict of interest. The particular steps that will be required in any particular case will depend on the nature of the conflict of interest and may include (but are not limited to) the employee disengaging from an outside interest, transferring to another work unit, temporarily removing themselves from certain duties or decision-making or submitting their resignation.
- 8) The employee must resolve all conflicts of interest to the satisfaction of the CEO/Chair.

Individuals must report all potential, actual or perceived conflicts of interest relating to the Corporation that they are aware of, even if they are not directly involved in the conflict. The procedure outlined above for declaration and resolution of conflicts of interest by employees applies to directors, officers, volunteers and agents with any necessary amendments.

Guidelines for the Board of Directors

The Board of Directors will promote fair and objective business practices in all of its activities. The Board will follow the following guidelines:

- 1) Directors will declare and resolve any conflict of interest in accordance with the procedure outlined above for employees, with necessary modifications, including that the director's Declaration and Summary shall be filed with the Chair in the first instance.
- 2) Declaration and consideration of conflicts of interest will be a standing agenda item for Board meetings.
- 3) All directors will be given a copy of this Policy when they join the Board and must sign an Acknowledgement of Conflict of Interest Policy and Procedures upon commencement of their role and biannually thereafter.
- 4) The Board must consider any notice of conflict of interest no later than the second meeting of the Board after the notice is given and consideration of the notice must be reflected in the minutes of the meeting.
- 5) If the Board decides that there is a conflict of interest with the interests of a director, that director cannot vote on the matter, must not be present at any of the parts of the meeting when the matter is discussed and does not count in quorum for those parts of the meeting.
- 6) The Chair must notify the Service Manager in writing of the receipt of every Declaration of Conflict of Interest within 10 business days following the second meeting of the Board after the notice is given consideration.
- 7) The Board must report to the City of London the minutes of any meeting during which the Board discussed a conflict of interest. The minutes shall record the options the Board considered, the Board's decision, a statement of how the resolution was in the best interests of the Corporation, how the decision was appropriate for a body that receives significant public funding and the Board's acknowledgement that its decision is to the satisfaction of the City of London.

Confidentiality

Disclosure of a conflict of interest and the identity of the employee making the disclosure will be treated confidentiality to the extent possible, given the obligations set out above.

Responsibilities of Supervisors and Managers

In addition to avoiding conflicts of interest, supervisors and managers must take all appropriate steps to prevent and end conflicts of interest in their areas of responsibility.

Any supervisor or manager who is subject to, witnesses, or is given written or verbal complaints of conflict of interest shall work to minimize or eliminate the issue and shall consult with Human Resources and/or the CEO.

Breach of this Policy

Breach of this Policy (including a failure to disclose or failure to resolve a conflict of interest to the satisfaction of the CEO/Chair as applicable) is a serious matter that may lead to discipline of employees, up to and including dismissal for cause, removal from the Board of Directors or other position and/or legal action, as applicable.

Rest Period

Board members shall not assume a staff position or act as a paid consultant/independent contractor for LMCH for a period of one year after stepping down from the Board.

Acknowledgement of Conflict of Interest Policy and Obligations

Every Individual must sign the Acknowledgement of Conflict of Interest Policy (attached as Appendix A) when they begin their relationship with the Corporation and biannually thereafter indicating that they:

- 1) have read and understand this Policy and acknowledge their obligation to comply with it; and
- 2) acknowledge their responsibility to disclose to the CEO or the Chair, as applicable, in writing, on an ongoing basis, any potential, actual or perceived conflict of interest that may arise during their relationship with the Corporation and to resolve that conflict as directed by the CEO/Chair.

No Retaliation

Retaliation against anyone declaring or reporting a conflict of interest is strictly prohibited and will result in appropriate disciplinary action. Acts of retaliation include (but are not limited to) interference, coercion, threats, and restraint.

This Policy must not be used to bring fraudulent or malicious complaints against employees. Any complaint made in bad faith, if demonstrated as being such through convincing evidence, will result in disciplinary action being taken against the individual lodging the fraudulent or malicious complaint.

5.0 DOCUMENT CONTROL

Date Drafted	• March, 2018
Date Approved	• September 27, 2018
Date Revised	• June 2021
To be reviewed	• Biannually
Inquiries to Policy Owner	• Human Resources



APPENDIX A - LONDON MIDDLESEX COMMUNITY HOUSING POLICY & PROCEDURES ACKNOWLEDGEMENT

I _____ verify that I have read and understand the following policies and procedures:

1. Terms of Reference and Procedural Guidelines of the Board of Directors and Board Committees
2. Board of Directors Code of Conduct
3. Confidentiality Agreement
4. Conflict of Interest Policy
5. Diversity Policy (Currently being drafted)
6. Health & Safety Policy
7. Workplace Anti-Violence, Harassment and Sexual Harassment Policy

SIGNATURE _____

DATE _____



APPENDIX B - STATEMENT OF FIDUCIARY RESPONSIBILITY

LONDON MIDDLESEX COMMUNITY HOUSING ACKNOWLEDGEMENT OF MEMBER OF BOARD OF DIRECTORS

I, _____ agree that as a member of the London & Middlesex Community Housing Board of Directors, I will abide by the fiduciary duty and standard of care imposed on all Directors, including:

- i. The duty to act honestly and in good faith with a view to the best interests of LMCH; and
- ii. The duty to exercise care, diligence, and skill that a reasonable prudent person would exercise in comparable circumstances.

I understand that as a Board Member of LMCH, I must not:

- i. Use my power as a member of the Board for an improper purpose;
- ii. Take advantage of business opportunities for LMCH for my personal benefit; or
- iii. Disclose confidential information of LMCH.

I further acknowledge that as part of my fiduciary duty, I must avoid placing myself in a position where my duty to LMCH will conflict with any similar duty I may have to another group. As a Board member, I am obligated to act in the best interests of LMCH regardless of whether I may have a similar duty to another group. If my duty to LMCH conflicts with the obligations I owe to another group, I shall resign from either LMCH or the other group so as to avoid a conflict between such duties.

To the extent that my personal business interests are in conflict with the interests of LMCH, I agree to notify the Chair of such conflict of interest no later than the first Board meeting after I become aware of the situation.

I agree to adhere to any LMCH Board Code of Conduct or Conflict of Interest guidelines which may be adopted by LMCH from time to time.

In witness whereof I have signed this acknowledgement under seal this ____ day of _____, 20____.

APPENDIX C - CONFLICT OF INTEREST DECLARATION

EMPLOYEE'S DECLARATION UPON STARTING EMPLOYMENT

I, [print name] _____ have read, understood and agree to comply with London and Middlesex Community Housing (LMCH)'s Conflict of Interest Policy and I understand that it is my responsibility to review and ensure compliance with any updated version of the Policy.

In particular, I understand that the term "Conflict of Interest" under LMCH's Policy means any situation in which:

- 1) My private, personal or business interests influences or appears to influence my ability to carry out my duties to the LMCH in a fair and objective manner; or
- 2) A decision of the LMCH that directly or indirectly gives me (or someone related to me) a personal gain, benefit, advantage or privilege.

I recognize that a conflict of interest may exist whether or not I received or may have received a financial advantage. This means that I recognize that a conflict of interest includes a situation in which my ability to perform my employment duties in a fair and objective manner is called into question by the existence of a personal interest, whether or not there are financial implications involved.

I confirm that I currently have no possible, perceived or actual conflicts of interest.

I understand that I am required to immediately report any possible, perceived or actual conflict of interest that may arise during the course of my employment.

I agree that if I have any questions about LMCH's Conflict of Interest Policy or am unsure of what is expected of me under the Policy, I will consult with my Supervisor/Manager for guidance.

SIGNED this _____ day of _____, 20__.

EMPLOYEE _____

WITNESS _____

STAFF REPORT 2021 - 35

TO: LMCH Board of Directors

FROM: Andrea Mackenzie, Interim Chief Executive Officer

SUBJECT: BOARD GOVERNANCE POLICY

DATE: June 17, 2021

RECOMMENDATION:

That, on the recommendation of the Interim Chief Executive Officer, the following actions be taken with respect to the attached Board Governance Policy:

- a) the members of the Board **RECEIVE** the report and attached Board Governance Policy; and
 - b) the Board of Directors **APPROVE** the attached Board Governance Policy.
-

Governance is essentially an issue of accountability and oversight. It is a framework characterizing how an organization is directed and controlled. It includes how decisions are made and carried out, how outcomes are measured and how stakeholder relationships and interests are balance efficiently and professionally managed.

Effective governance involves directing an organization to make the best decisions possible. The discipline of corporate governance and its functions should be used within an organization as a high-level strategic enabler, supporting Board decision-making and enhancing the Board's leadership role.

In 2014, LMCH Board of Directors approved a Board Governance Policy that outlined the governance cycle, accountability, roles & responsibilities as well as Board processes for the organization. The attached policy outlines the processes for annual evaluation of the work of the LMCH Board. As part of this work the Board also approved a biannual review of this policy to allow for updates to any legislation, local rules or LMCH policies. The intention was for the Board to review the policy on a biannual basis to ensure the language, legislation and LMCH policies reflected in the document are the most current.

As part of the 2021 policy review the suggestion was made at the Committee of the Whole meeting of April 15, 2021, that the Board Governance Policy should be referred to the sub-committee that was struck to lead the Board Governance Review.

The following changes were made to the Board Governance Policy in response to the review of the sub-committee:

Under Section 4, Board Processes, Sub-section d. New Director Orientation Process, the previous policy outlines the distribution of the Board Handbook, an Orientation Session at the First Board meeting for new members, an Annual Planning Workshop, the Buddy System and Informal Communications.

The New Orientation Process has been expanded to include a revised Board Handbook, copies of the Shareholders Agreement and By-laws, the LMCH Strategic Plan, copies of our current budgets, LMCH’s most recent annual report (which includes audited financial statements), recent board packages, an organizational chart, a summary of programs and partnerships as well as an LMCH databook. The Board orientation session will be scheduled at a time separate from a Board meeting where the Chair can review the Board Handbook with new members, a representative from the Service Manager will participate, and LMCH staff will provide departmental overviews and workplans that highlight key projects and timelines for their deliverables.

Under Section 5 of the Policy, the Statement of Fiduciary Responsibility had previously been identified as being part of the Board Code of Conduct Policy and this has been changed to reflect that the Statement forms part of the Board Conflict of Interest Policy.

Under Section 7 of the Policy:

Sub-section a) Policy Review and Recommendation has been updated to reflect that the policy will be reviewed on a biannual basis moving forward.

Sub-section b) Record Keeping – additional language has been added to include LMCH record keeping in accordance with the Housing Services Act, MFIPPA and other commonly held best practices.

CONCLUSION:

Good Board governance reflects the desire of the Board to make an impact in LMCH’s critical role in supporting housing stability and preventing homelessness. This updated policy will assist in setting the foundational support needed at the Board level to ensure members can provide well-informed and effective oversight of LMCH. It is recommended that the attached policy and form be **RECEIVED** and **APPROVED** by the Board of Directors.

PREPARED and SUBMITTED BY:
ANDREA MACKENZIE INTERIM CHIEF EXECUTIVE OFFICER



RELATED DOCUMENTATION

Legislation	Business Corporations Act Housing Services Act Municipal Freedom of Information and Protection of Privacy Act
Collective Agreement	
Forms	Board Evaluation Form
Policies	Board Evaluation Policy Board Code of Conduct Conflict of Interest Policy Confidentiality Agreement Communications Policy Crisis Communications Policy
Other Resources	

1. GOVERNANCE CYCLE

- a. **Engagement:** The governance process begins with listening through consultation, research, data collection, etc. designed to inform the organization's decision. The input/ information sought varies depending on the process but may include the concerns of the Sole Shareholder, tenants, and stakeholders, as well as the impact of trends, etc.
- b. **Leadership/ Direction:** The Board exercises its leadership in analyzing the input received and determining how to respond. These choices are guided by LMCH's vision, mission and values. The final decisions regarding these choices are the responsibility of the Board of Directors which is accountable to the Shareholder and any other stakeholders.
- c. **Delegation/ Implementation:** Once the direction has been set, the implementation for most activities is delegated to staff or volunteers who have been selected based on their expertise and experience in the specific area. If implementation is delegated to volunteers, there is clear definition of their accountability for the task to be undertaken.
- d. **Monitoring:** To fulfill its leadership and accountability functions, the organization, and in particular the Board, monitors implementation to ensure that the intended outcomes are being achieved within relevant policies or guidelines.
- e. **Evaluation:** Evaluation of the results achieved in light of the intended outcomes is undertaken in order to be accountable to both the Shareholder and stakeholders.



This evaluation typically includes consultation, which initiates the listening stage of the cycle for the next period of time.

- f. **Accountability:** The organization provides relevant stakeholders, including the Shareholder when appropriate, with an account of what has been achieved based on the direction established in response to the original consultation.

2. ACCOUNTABILITY

- a) The Board of Directors provides direction to the organization in the context of an ongoing dialogue with the Shareholder and all stakeholders. The LMCH Board has relationships of accountability with:
 - b) **The Shareholder:** Basic accountability for fulfillment of mandate and responsible stewardship of resources of the Corporation.
 - c) **The Service Manager:** Administrative accountability.
 - d) **LMCH Tenants:** Accountable to provide mechanisms for effective engagement of tenants in their communities and with the Corporation as well as to provide prompt and appropriate customer service response to individual tenants regarding their housing needs.
 - e) **Persons on the Wait List:** Accountable to use LMCH resources efficiently and equitably, to handle turnover of units as quickly as possible and to obtain resources to provide additional housing.
 - f) **LMCH Staff:** Accountable to provide the information, resources and training to enable staff to fulfill their responsibilities.
 - g) **Other Stakeholders:**
 - i. **Neighbouring Communities:** Accountable for management of LMCH housing communities as good neighbours.
 - ii. **The Community at Large:** Accountable to address social objectives regarding housing.
 - iii. **Social Service Partner Agencies:** Accountable as partners in addressing community needs; operating in a context of mutual respect for differing but complementary mandates and objectives.



3. ROLES AND RESPONSIBILITIES

- a. **Leadership:** The role of the Board of Directors is to exercise leadership in providing direction to the organization rather than fulfilling management functions. While the Board is accountable for all aspects of the organization, its direct responsibilities are:
 - i. **Communication with the Shareholder and Stakeholders:** The Board's discussions and decisions need to be based on a good understanding of the needs of the Shareholder and stakeholders. In addition, the Board must ensure that the Shareholder and stakeholders are appropriately informed of its decisions and directions.
- b. The Board will direct staff regarding the appropriate communication to stakeholder of decisions and directions, which could include strategic plans, annual reports, policies, and Board resolutions during meetings.
- c. **Setting Direction**
 - i. **Strategic Planning:** Nurturing and sustaining the vision and mission as well as determining goals and objectives of the organization based on a consultative process involving tenants, the community, staff and other stakeholders.
 - ii. **Policy Development:** Adopting policies that guide the fulfillment of the mission. These express the values and guiding principles that determine the organization's activities and goals. They provide the appropriate point of departure for others to move forward with the implementation of programs and services.
 - iii. **Financial Stewardship:** Ensuring development of an annual budget in which the organization's resources are focused on the priorities identified, as well as long-term financial plan, which ensures the stability and endurance of the organization.
- d. **Monitoring & Evaluation:** For the Board to answer to the shareholders and stakeholders for the performance of the organization, it needs to actively monitor achievements and assess performance.
- e. **Advocacy:** Directors may be appointed by the Board to act as spokespersons in formal situations, particularly addressing politicians and funders. These Directors will represent positions that have been adopted by the Board. Advocacy for LMCH by Board Members will adhere to the LMCH Communications Policy and Crisis Communications Policy.



- f. **Board Development:** The Board is responsible for its development as an effective leadership team, including ongoing evaluation of its performance, and the recruitment of new Directors.
- g. **Employment of the Chief Executive Officer:** The Board acts on behalf of the Corporation as the employer of the Chief Executive Officer, and is responsible to provide clear direction regarding performance expectations and to provide regular (annual) feedback on the CEO's performance.

4. BOARD PROCESSES

The following key processes support the Board's governance responsibilities and ability to fulfill its accountabilities to the Shareholder and stakeholders.

- a. **Decision-making Process:** The Board seeks to achieve consensus wherever possible and resorts to a majority vote when necessary. The Board's decision-making process requires that:
 - i. Decisions are well-informed; if additional information is required, the decision should be deferred (if possible) until it is obtained;
 - ii. Information is provided to Directors in a timely manner before decisions are required so that Directors have time to consider the issues;
 - iii. New information should not be presented at the meeting when a decision is required;
 - iv. In the event that a decision needs to be made urgently; the Board will consider the reasons for the urgency and decide on its treatment of the issue accordingly;
 - v. There is adequate discussion of the issues with all Directors having the opportunity and taking their responsibility to participate in the discussion;
 - vi. All Directors support the decision in public providing a positive description of the decision and its rationale; those who cannot support the decision must not engage in public discussion of the issue.

b. Planning & Evaluation Process

LMCH undertakes a regular planning and evaluation process that enables the Board to set priorities, monitor performance and ultimately evaluate what has been achieved. The planning process takes place on a regular three- to four-year cycle. This cycle will include an annual planning workshop in which the Board will review the organization's progress on its key priorities, any new developments and refine its direction for the coming year.



The Board provides direction at the strategic level, which is then reflected in operational plans that the staff are responsible for developing. Staff also develop appropriate tools and reporting to support the Board's ongoing monitoring responsibilities.

The planning process is designed to ensure appropriate input from all key stakeholders. When the Board sets direction through plans or policies, these include a requirement for evaluation as a standard element of implementation and the specific timeframe is identified at that time.

c. Board Performance Evaluation Process

The Board undertakes an annual evaluation of its performance (see Board Evaluation Policy). This process includes an assessment of the performance of the Board as a leadership team as well as a self-assessment of the performance of individual Directors. These evaluations are based on criteria reflecting the key responsibilities as outlined in the governance policies.

d. New Director Orientation Process

1. All newly appointed Board members will meet the Board Chair and the CEO after their appointment by City Council at which time the Board Chair provides an informal overview of the LMCH Board's approach to governance; the role, structure and function of the board and committees; an overview of the strategic direction of the organization; have a discussion around the commitment expected of Board members and the CEO will provide organizational background.
2. New Board members will be provided with the LMCH Board Handbook and provided access to an electronic version as well. The handbook will contain:
 - a) Background information on social housing (history of the organization)
 - b) All Board policies, forms, etc.
 - c) Board Terms of Reference
 - d) Board Roles and Responsibilities
 - e) Policy Framework
 - f) Glossary of Terms
 - g) Robert's Rules of Order



3. In addition to the Board Handbook all new Board members will be provided with the following documents:
 - a) Shareholders Agreement and By-laws
 - b) LMCH Strategic Plan
 - c) Current Approved Operating and Capital Budgets
 - d) Our Annual Report (includes copy of our most recent audited financial statements)
 - e) Copies of the three most recent Board packages for review
 - f) List of Board members and an organizational chart
 - g) Summary of program/partnerships
 - h) LMCH Databook (includes an overview of each property/site)
4. New Board members will participate in a Board orientation session, at which time they will review the Board Handbook, visit LMCH's head office and may have a tour of an LMCH property.
5. LMCH staff will provide more extensive Board member training which will include departmental overviews, current workplans, key projects and timelines, community specific partnership and programming review as well as community demographics information.
6. New Board members will be assigned a mentor, an experienced Board member who is available to answer questions outside of formal board meetings and who will assist with integration onto the Board. The Chair of the Board will assign each mentor, and this assignment will remain in place for the first 3 – 4 months. Each mentor will be asked to check in with their assigned mentee on a monthly basis to ensure regular touchpoints.

5. INDIVIDUAL DIRECTORS

As a member of the Board, individuals are required to sign and comply with the Statement of Fiduciary Responsibility (see Board Conflict of Interest Policy, Appendix 1). In addition, individual Directors have the following roles and responsibilities:

- a. Individual Directors need to be aware of the ongoing dialogue with the Shareholder and stakeholders in order to participate in Board discussions on a basis consistent with their role. This may take the form of direct involvement in consultations or the review of reports and studies.
- b. In Board meetings, Directors have a responsibility to be adequately prepared, express their views and ideas in a respectful manner, actively listen to their colleagues and staff, and support decision made by the Board. Regular absence



- from or non-participation in Board discussions is understood to be a serious problem.
- c. To provide leadership to the organization, the Board must speak as a unit. Once a decision is made by the Board, individuals have an obligation to support decisions and to provide a positive description of the decision and its rationale in any external communications. While Directors are free to acknowledge their own position on an issue if it differs from the Board's decision (with the exception of in-camera discussion), they are expected to support the decision made and are obligated to refrain from any active campaigning or undermining of Board decisions.
 - d. Individual Directors must act as ambassadors for LMCH within the community, informing stakeholders and the public on the directions and priorities of LMCH, and obtaining feedback. When fulfilling this responsibility, Directors are expected to represent positions adopted by the Board.
 - e. Individual Directors are involved with staff and other volunteers in specific committees or projects.

It is recognized that Directors may receive requests from tenants regarding operational issues and need to demonstrate that they are responsive. These inquiries are to be redirected to the Chief Executive Officer. It is acceptable for the Board to speak with the Chief Executive Officer about the issue, to understand how it is being addressed, and all parties understand that such communications are not requests for preferential treatment.

While various Directors are expected to bring a specific perspective to the Board's discussions, all Directors are responsible to take the concerns of all stakeholders into account in their deliberations and decisions.

6. BOARD/ MANAGEMENT PARTNERSHIP

The role of the Board is to set direction, monitor implementation and evaluate the results, grounded in an ongoing dialogue with all stakeholders. To complement this, the role of management is to:

- a. Provide information, recommendations and support to the Board's direction setting role;
- b. Implement the directions established in the most effective and efficient manner; and
- c. Provide ongoing reports on implementation to support the Board's monitoring and evaluation functions.



It is the responsibility of the Board to provide clarity regarding the degree of oversight it wants to exercise in the area of operations, and what information should be reported and the frequency of reporting. Information related to Board decisions must be provided in advance so Directors have time to review. The implications of decisions placed before the Board need to be identified and when unexpected implications arise, the Board needs to be informed.

7. GOVERNANCE ADMINISTRATION

- a) **Policy Review and Recommendation:** The Board, through its Governance Committee, will bi-annually review and update its Board and Operations policies. From time to time, the CEO will make recommendations about new policies and these will be reviewed by the appropriate standing committee.
- b) **Record Keeping:** LMCH will keep its records in accordance with the Business Corporations Act, Part IV, Housing Services Act, MFIPPA and other commonly held best practices. Specifically, the following practices will be followed:
 - i) The Secretary or designate will permanently store and safekeep all incorporation documents, documents of Shareholder direction, Board by-laws, policies, procedures, resolutions, and meeting minutes.
 - ii) Financial documents, including annual financial statements and audits, will be stored and safekept in accordance with applicable legislation.
 - iii) Confidential documents will be stored securely.
 - iv) Documents with signatures may be stored electronically, and original paper copies are also to be kept.
 - v) Documents with signatures will not be posted in a public forum.
 - vi) Documents may be stored offsite, as long as they are easily accessible.

8. DOCUMENT CONTROL

Date Drafted	May 2014
Date Approved	May 2014
Date Revised	June 2021
To be reviewed	Bi-annually
Inquiries to Policy Owner	Executive Administration



17 June 2021

Members and Chair
London Middlesex Community Housing Board of Directors

Re: London Middlesex Community Housing Board Recruitment Process

Dear Colleagues,

The Shareholder Agreement defines the following:

1. The composition of the Board of Directors of the Corporation be set at nine (9) members appointed by the City of London Municipal Council as follows: two (2) members of City of London Municipal Council; one (1) member of the County of Middlesex Council; four (4) members of the community-at-large; and two (2) tenants of London Middlesex & Community Housing Inc;
2. In appointing members to the Board of Directors, consideration should be given to reflecting the diversity of the community that the London & Middlesex Community Housing Inc. serves and due regard should be given to the following qualifications of applicants to ensure that the Board collectively represents a range of relevant skills and expertise including with respect to:
 - Knowledge of the field of social housing, including the legislative and regulatory environment governing social housing
 - Financial and legal knowledge
 - Experience in asset management, building sciences, construction, land development
 - Property management
 - Community development
 - Labour relations
 - Lived experience
 - Corporate governance, including strategic planning, human resources
 - Tenant support for individuals with unique needs (e.g. mental health, addictions, accessibility, violence, trauma, etc.)

The skillsets noted above set out an inventory of the ideal skills, experiences, expertise, and leadership characteristics that will help to guide the board recruitment and move the organization forward. The listing of qualifications reflects the spectrum of desired knowledge, experience and skillsets and should not be interpreted as a listing of priorities or primacy of importance.



In accordance with the recruitment process, as outlined in the Shareholder Agreement, a sub-committee of the board of directors was formed to assist with the board recruitment and nomination process. This sub-committee was comprised of members of the board, members of LMCH Administration and community members.

The sub-committee reviewed all applications submitted to the City Clerk's Office. Having consideration that the Board of Directors should reflect the diversity of the community that LMCH serves, and having due regard for the director qualifications outlined in the Shareholder Agreement, it is the recommendation of the sub-committee that the following applicants **BE ENDORSED** by the Board of Directors and that the necessary steps are undertaken to submit these nominations to the Shareholder for consideration at the meeting of the Strategic Priorities and Policy Committee on June 23, 2021.

- Gary Bezaire (community director)
- Shellie Chowns (community director)
- Tammy Brooks (tenant director)
- Maria Manno (tenant director)

Sincerely,

Rosanna Wilcox