

Toronto Seniors Housing Corporation (TSHC) Board and Board Committee Meeting Procedures

Policy Sponsor: Director, Strategy and Business Management

Approver: Board of Directors

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Effective Date: October 17 2024

Rules of Order

All points of order or procedure for which rules have not been provided in this policy will be decided by the Chair of the Board of Directors as far as is reasonably possible first, in accordance with the rules of parliamentary procedure as contained in the current edition of Robert's Rules of Order.

Schedule of Regular Board and Board Committee Meetings

At the beginning of each calendar year, the Board of Directors (the Board) will set a schedule of regular meetings for the year for the Board and for Committees of the Board.

Board of Directors or Board Committee Members are encouraged to attend meetings in person or electronically. Meetings of the Board of Directors or of a Committee of the Board can be held in person, electronically or in a hybrid mode. A Hybrid Meeting may be scheduled where the meeting takes place in a physical setting, but some Directors/Members attend using technology instead of being physically present.

Any Director/Member participating in such a meeting by such means is deemed to be present at the meeting.

Directors and members will be notified ahead of time of any changes to the schedule, time, and/or location of the meeting.

Cancellation and Rescheduling of Meetings

Meetings may be rescheduled or cancelled in the event there is not quorum or for any reason necessitating the meeting change. The Board Secretary shall, in consultation with the Chief Executive Officer (CEO) and the Board/Board Committee Chair, take appropriate steps to advise all Directors/Members of the cancellation and/or rescheduling of meetings. Notice of change is also to be posted on the Toronto Seniors Housing Corporation website and in regional offices.

If a regularly scheduled meeting of the Board/Board Committee is cancelled without rescheduling, the next regularly scheduled meeting cannot be cancelled.

Special Meetings

The Board Chair or any two Directors may convene a special meeting of the Board at any time by giving formal notice to all Directors not less than 24 hours before the meeting. Notice must be delivered or sent electronically or in another form of written transmission to each Director. Notice, along with any agenda material, must indicate the time, place, and matter to be dealt with.

Special Board Committee meetings will be referenced in the Committee's Terms of Reference. TSHC will strive to provide the notice and distribute materials well in advance of the meeting whenever possible.

Board Workshops

Throughout the year, orientation sessions, workshops or training sessions for the Board may be called. No formal business of the Board will be carried out at these sessions. These sessions will not be open to the public.

Attendance

Each Director/Member shall make reasonable efforts to advise the Board Secretary as far in advance as possible of any Board/Board Committee meeting which such Director/Member expects not to attend. Directors/Members will notify the Board Secretary if they:

- will not be attending
- will be arriving late for, or
- will be leaving early from any Board/Board Committee meeting

The Board Secretary will advise the Board/Board Committee Chair of any Director/Member who has been or will be absent from meetings of the Board/Board Committee for three consecutive months and advise the Board/Board Committee Chair of the explanation provided by the Director/Member, if any. The Board/Board Committee Chair will then decide whether to authorize the Director's/Member's absence by a Board/Board Committee resolution.

The Board Secretary will notify City Council of a vacancy if any Director is absent from any Board meetings for three consecutive months without authorization of the Board.

Quorum

The quorum for a meeting of the Board/Board Committee shall be a majority of the total number of all voting Directors/Members presently sitting on the Board/Board Committee, not including any vacancies that have yet to be filled.

A meeting will be cancelled if:

- no quorum is present within fifteen minutes after the time fixed for a meeting, or the continuation of a meeting after a recess, or
- if quorum is lost for fifteen consecutive minutes

If a meeting is cancelled due to lack of quorum:

- the Board Secretary will record the names of the Directors/Members present, and
- the meeting will be considered adjourned until the next scheduled meeting or until the Board/Board Committee Chair calls a special meeting

If a quorum is not possible because of declared conflicts of interest the remaining Directors/Members will constitute a quorum provided that quorum is never less than two Directors/Members.

Board of Director Meetings

In the absence of both the Chair and the Vice-Chair for a period of fifteen minutes after the appointed time of the meeting, if a quorum is present, the Board Secretary shall call the meeting to order and preside over the appointment of one of the other Directors as Acting Chair to preside and discharge the duties of the Chair during the meeting, and until the arrival of the Chair or Vice-Chair.

Board Committee Meetings

In the absence of the Chair for a period of fifteen minutes after the appointed time of the meeting, if a quorum is present, the Board Secretary shall call the meeting to order and preside over the appointment of one of the other Committee Members as Acting Chair to preside and discharge the duties of the Chair during the meeting, until the arrival of the Chair.

Chair of Board of Directors Meeting

The Chair of any meeting of the Board of Directors shall be the Board Chair. If the Board Chair is not available, the Vice-Chair, if available, will assume the Chair of the meeting. If neither the Board Chair nor the Vice-Chair are available, another Director who is present at the meeting and selected by the Directors who are present, may assume the Chair of the meeting.

Chair of Board Committee Meeting

The Chair of any Board Committee meeting shall be the Committee Chair. If the Committee Chair is not available, another Committee Member who is present at the meeting and selected by the Committee Members who are present, may assume the Committee Chair of the meeting.

Agendas and Minutes

The agenda and any other agenda material such as minutes and reports shall be

delivered the Board of Directors or the Board Committee Members no less than 24 hours before the meeting.

Toronto Seniors Housing Corporation has a standard practice of sending agenda materials out to Directors/Members seven calendar days prior to the meeting. Meeting notices are posted in tenant buildings and the agenda materials are posted on the Toronto Seniors Housing Corporation website seven calendar days in advance of the meeting.

While the standard is to have all agenda items available in advance of the meeting, there are times where this is not always possible (for example, items are not available or come up after the agenda has been issued). At the Board/Board Committee Chair's discretion, reports may be tabled at the meeting.

The Board Secretary will keep minutes of all Board/Board Committee meetings.

The minutes will record:

- the place, time and date of the meeting
- the name of the Chair, the Directors/Members present, and the members absent
- any correction to, and the adoption of, the minutes of the previous meeting
- all resolutions
- any declarations of a conflict of interest, including the Director's/Member's name and the reason for the conflict of interest

Reference will be made in the minutes to an agenda item discussed in a closed meeting and the reason why the discussion was closed to the public.

The minutes will record that a motion was carried or defeated, with no count of the vote, unless the vote was recorded. For recorded votes, the members' names and corresponding votes will be recorded in the minutes after the Board/Board Committee Chair has announced the results.

The minutes of the previous meeting will be considered at the next meeting and, after the minutes have received approval, or approval as amended, by the majority of the Directors/Members present, they will be signed by the Board Chair or the appropriate Committee Chair.

Review of Agenda

Upon calling the meeting to order, the Board/Board Committee Chair will request Directors/Members to identify any conflicts of interest with any item on the agenda.

Declaration of Conflict of Interest

Directors/Members must observe the requirements of the Conflict of Interest Policy by declaring any conflict of interest they have, directly or indirectly, in any

matter before the Board/Board Committee.

A Director/Member must declare any conflict of interest at the beginning of the meeting, on arrival at the meeting, or if not present at the meeting, at the next meeting attended. During the meeting, a Director/Member shall declare a conflict of interest following the moment where they realize they have a conflict of interest.

A Director/Member who has declared a conflict of interest in a matter must not take part in the discussion, must not vote, and must not try to influence the voting, on the matter.

If the discussion takes place in a closed meeting, the Director/Member must leave the room or by electronic means if attending by telephone or videoconference.

All declarations of conflict of interest are recorded in the public minutes. Declarations of conflict of interest made in public must also specify the general nature of the interest declared.

Voting on Motions

All matters will be decided by a majority vote of the Directors/Members present.

A Director/Member must be present when the motion is put in order to vote.

All Directors/Members present when the motion is put to the vote must vote, unless prohibited by statute, in which case it shall be so recorded. Any Director/Member who refuses to vote is deemed to have voted against the motion except where prohibited from voting by statute.

During a Board of Directors meeting, any Director may propose a motion and/or second the motion. However, during a Board Committee meeting only a Board Committee Member is allowed to propose a motion and/or second the motion, with the exception of the Board Chair who serves as an Ex-Officio. Voting on all motions will be by a show of hands. The Board/Board Committee Chair or Acting Chair must vote with the other Directors/Members on all questions.

In the case of an equality of votes on any question at a meeting of the Board/Board Committee, the Board/Board Committee Chair of the meeting shall be entitled to a second or casting vote. A motion to reconsider is required to reopen a matter once the result of the vote is announced.

Recorded Vote

The Board/Board Committee Chair will conduct a recorded vote if requested by any member.

The request must be made immediately before or after the taking of the vote.

The Board Secretary will record the name and vote of every Director/Member for the minutes and announce the results to the Board/Board Committee Chair.

Results of the vote, including the name and vote of every Director/Member, will be announced by the Board/Board Committee Chair immediately after the recorded vote has taken place.

Resolution in Lieu of Meeting

A resolution in writing signed by all the Directors/Members entitled to vote on that resolution at a meeting of the Board/Board Committee, is as valid as if it had been passed at a meeting of the Board/Board Committee, provided that a copy of every such resolution shall be kept with the minutes of the proceedings of the Board/Board Committee.

Public Proceedings

Public proceedings of the Board/Board Committee are open to members of the public. As such, the public is notified of all public meetings. Reports and other items which are part of the public proceedings and any debate and voting of such items are open to the public.

Conduct of Public at Meetings

Members of the public will be courteous and will not engage in any action which disturbs the meeting.

Members of the public should observe agreed-upon meeting protocol and display courteous and respectful conduct toward each other, Board Directors/Committee Members, and staff in all Board and Board Committee meetings.

Members of the public will not:

- make any noise or disturbance that prevents members from being able to participate in the meeting
- address the Board without permission
- use unparliamentary or offensive language, or
- display signs or placards

The Board/Board Committee Chair may exclude any person from the meeting for improper conduct.

“In Camera” and Closed Proceedings

Board/Board Committee meetings of TSHC are required to be open to the public except for items that satisfy specific criteria as indicated in Toronto Seniors Housing Corporation By-law number 1 Section 4.19. “In camera” and closed proceedings (meetings that are not open to the public) may take place to discuss matters specified in Section 4.19 of the Toronto Seniors Housing Corporation By-

law number 1. This section establishes the process by which items can be confirmed for discussion in closed session according to By-Law criteria.

Normally, items to be considered in Closed session are determined by the Board Chair/Board Committee Chair and Chief Executive Officer or delegate in the process of developing the Board/Board Committee agenda.

From time to time, an individual Board Director/Committee Member may request items for consideration in closed session, in which case the request must be made at least three business days prior to the Board/Board Committee materials being sent out to Directors/Members. During this time period, the Board/Board Committee Chair will determine whether the item fits the specified criteria. If the item is determined by the Board/Board Committee Chair not to fit the specified criteria and the Director/Member bringing the item forward disagrees with the assessment, the whole Board/Board Committee shall vote on whether to include the item in the closed session at the time of closed session agenda approval at the Board/Board Committee meeting.

If during a Board/Board Committee meeting a Director/Member wishes to have a discussion of an additional issue in closed session not previously identified and not on the meeting agenda, this must be declared at the time of the open session agenda approval. At that time the Director/Member will identify the issue. The Board/Board Committee will go into closed session and the Director/Member will make the case for the item to be discussed there including why it satisfies the specified criteria and why it should be discussed at the current meeting. The Board/Board Committee will then vote as to its inclusion on the agenda for the closed session. After a positive vote the item can be discussed in closed session. As with all closed session agenda items, any motions stemming from the discussion shall be voted on in the public proceedings.

Prior to the commencement of an “in camera” or closed meeting, a motion must be made to move “in camera” or to closed meeting, stating the reason(s) the matter requires a closed meeting under Section 4.19, Subsections (1) and (2) of the By-law. At the conclusion of the “in camera” or closed meeting, the Board/Board Committee Chair, if applicable, will announce the time of the resumption of the public meeting.

Deputations

Any member of the public may ask to make a deputation at a Board or Board Committee meeting. A deputation is a way for people to speak at a Board or Board Committee meeting about a specific subject on the public agenda. Deputations can be spoken or in writing, however they need to be about items that are on the public meeting agenda.

Any person wishing to make a deputation to the Board or Board Committee regarding items for action or information on the agenda will be heard by the

Board/Board Committee provided:

- A request to speak at a meeting or to submit a written deputation is made to the Board Secretary in writing by 12:00 p.m. on the business day prior to the Board/Board Committee meeting.
- Include the name, address, telephone number and electronic mail address of the person or organization wishing to address the Board.
- Include an outline of the submission to be made, and any relevant documentation.
- The Board/Board Committee Chair, in consultation with the Board Secretary, may waive the above requirements if, in the Chair's opinion, there were extenuating circumstances or the deputation would no longer be relevant if made at another meeting.

The Board/Board Committee may hear a deputation about a matter not on the agenda with the approval of the Board/Board Committee Chair in consultation with the Board Secretary. Any request to present to the Board on a matter not on the agenda must:

- pertain to matters within the Board's jurisdiction
- be received prior to the deputation deadline
- be in writing and sent to the Board Secretary
- include the name, address, telephone number and electronic mail address of the person or organization wishing to address the Board or Board Committee
- include an outline of the submission to be made and any relevant documentation

The Board/Board Committee Chair and the Board Secretary may agree to schedule the deputation on the agenda of the following Board/Board Committee meeting or another future Board or a Committee meeting. The Board/Board Committee Chair and the Board Secretary may refer matters to the CEO or a TSHC department.

While it is preferred that deputants inform the Board Secretary of their intention to depute it is not a requirement, however deputants who wish to ensure that their concerns can be adequately addressed by Directors/Members at the meeting may submit a written or alternate format¹ copy of their deputation at least three business days ahead of the meeting in order to allow enough time for:

- the distribution of deputation materials to Board/Board Committee members for their review prior to the meeting
- information-gathering by the Board/Board Committee Chair and/or Board/Board Committee members
- briefing of Board/Board Committee members on the issues raised, and

¹ Alternative formats will be accepted in cases where accommodation for a disability is required.

- clarification of issues/concerns raised

Deputants may only depute once on the same item. Each deputation is limited to five minutes per item (excluding questions from Board/Board Committee members). This time may be reduced or extended at the discretion of the Board or Board Committee Chair.

Presentations from groups or organizations shall have no more than three speakers. The number of speakers does not affect the total time limit for a presentation (five minutes).

Any person making a presentation to the Board/Board Committee shall:

- only speak on the subject(s) for which they have received approval
- obey the rules of procedure and any decision of the Board/Board Committee Chair
- refrain from using offensive or disrespectful language
- refrain from speaking disrespectfully of another person
- refrain from displaying signs or placards, applauding debating participants, or engaging in conversation or other behaviour that may disrupt the meeting

Failure to abide by these rules is grounds for the Board/Board Committee Chair to conclude or curtail a deputation. If the Board/Board Committee Chair rules that the deputation is concluded, the person or persons appearing before the Board/Board Committee shall immediately withdraw.

Conduct of Directors/Members at Meetings

A Director/Member will be courteous and will not engage in actions which disturb the meeting.

Directors/Members should observe agreed-upon meeting protocol and display courteous and respectful conduct toward each other and staff in all board/board committee meetings.

Directors/Members are to refrain from any behaviours that may not be appropriate in a work environment.

Directors/Members will inform the Board/Board Committee Chair each time they leave or re-enter the meeting.

A Director/Member will not:

- use unparliamentary or offensive language
- make any noise or disturbance that prevents members from being able to participate in the meeting
- interrupt another member who is speaking, except to raise a Matter of Privilege or a Point of Order
- disobey the rules of the Board or disobey a decision of the Board/Board

Committee Chair or the Directors/Members on questions of order, practice, or the interpretation of the rules of the Board

The Board/Board Committee Chair may exclude a Director/Member from the meeting who has been given a warning but continues to disregard the Board/Board Committee Chair's rulings.

The same expectations and etiquette for Directors and Members apply to virtual meetings and hybrid meetings. Directors and Members are expected to have the same level of participation and conduct regardless of the methods of how they participate in the meeting. Remote participants are to use video to increase their presence in the meeting and raise a hand (or virtual hand) before responding to questions or offering feedback.

New Business from Board Directors/Committee Members

A Director/Member who wishes to add new business to a meeting agenda brings a main motion before the Board/Board Committee and will provide the Board/Board Committee with the following:

Notice of Motion during a Board/Board Committee Meeting:

Notices of Motion by Directors/Members submitted before the agenda deadline must be in writing and in a form that the Board Secretary approves and be signed by the Director/Member moving it and the Director/Member who seconds it. No signatures are required for notices received via email, but the seconder's name must be included in the correspondence and the seconder must be copied on the email.

Notice of Motion by Directors/Members after the agenda deadline, but before the Board/Board Committee meeting:

- Must be in writing and in a form that the Board Secretary approves and be signed by the Director/Member moving it and the Director/Member who seconds it. No signatures are required for notices received via email, but the seconder's name must be included in the correspondence and the seconder must be copied on the email.
- Must relate to an urgent matter as determined by the Board/Board Committee Chair and the Board Secretary.

If the Board Secretary and Board/Board Committee Chair do not agree that the motion deals with an urgent matter, the Board Secretary will refer it to the next Board/Board Committee meeting and present a list of these motions to the Board/Board Committee for information only.

A Motion that fails to comply with the notice requirements may be considered by the Board/Board Committee if a two-thirds majority of the Directors/Members present vote in favour of its introduction.

Motion Without Notice during a Board/Board Committee Meeting:

A Director/Member may make a motion without notice during a meeting if it complies with the requirements outlined here;

- the Board/Board Committee Chair reviews it in advance and agrees that it concerns an urgent matter and allows the Director/Member to ask the Board/Board Committee's permission to introduce the motion without notice, and
- two-thirds of all Directors/Members vote in favour of its introduction

Communications

Communications may be made in writing addressed to the Board/Board Committee, to the Board/Board Committee Chair, or to the Board Secretary.

Communications must:

- pertain to matters over which the Board has jurisdiction
- be in a legible hand-written or printed form
- contain a name, address and/or telephone number, and an electronic mail address if delivered by electronic mail
- contain a signature unless delivered by electronic mail
- not contain offensive language

All communications, including personal information and opinions contained in a communication, that the Board/Board Committee receives about a matter on the agenda becomes part of the public record, unless the Board Secretary determines the disclosure of personal information would contravene the Municipal Freedom of Information and Protection of Privacy Act.

Communications that form part of the public record are available to the Board and to the public and may be distributed prior to, or during, the Board/Board Committee meeting.

Communications that the Board/Board Committee receives about a matter on the agenda may be provided to the Board/Board Committee if received by the Board Secretary by 12:00 p.m. on the business day prior to the Board/Board Committee meeting. The Board/Board Committee Chair in consultation with the Board Secretary may waive these requirements if, in the Board/Board Committee Chair's opinion, there were extenuating circumstances.

For communications about matters not on the agenda the Board/Board Committee Chair, with the recommendation of the Board Secretary may:

- put the communication before the Board/Board Committee
- allow the Chief Executive Officer to consider the communication and to report to the Board/Board Committee, in response to the communication, or

- allow the Chief Executive Officer to respond to the communication as the Chief Executive Officer deems appropriate

Related Legislation, Regulations, and TSHC Policies:

- Toronto Seniors Housing Corporation By-Law number 1
- *Municipal Freedom of Information and Protection of Privacy Act*
- TSHC Board of Directors Conflict of Interest Policy
- TSHC Board of Directors Code of Ethics and Conduct Policy

Amendments:

Initial policy approved by the Board of Directors on March 31, 2022.

Policy reviewed in September 2024 with the following revisions, approved by the Board of Directors on October 17, 2024:

- edits made to align with Toronto Seniors Housing Corporation By-Law number 1
- integration of the Board Meeting Closed Session Policy
- review and update of the Deputation section to align with current practice
- additional content included in relation to hybrid meetings
- additional content included to enhance clarity regarding conducts in the meeting
- review cycle of this procedure identified as once every five years
- additional content added to include Board Committees

This Policy replaces the former Interim Deputation Policy and the former Board Meeting Closed Session Policy, both retired on October 24, 2024.

Next Scheduled Review Date: 2029

This Policy will be reviewed once every five years.

Policy Contact

Director, Strategy and Business Management