

TO:	CHAIR AND MEMBERS STRATEGIC PRIORITIES AND POLICY COMMITTEE MEETING ON MAY 16, 2016
FROM:	ART ZUIDEMA CITY MANAGER
SUBJECT:	LONDON & MIDDLESEX HOUSING CORPORATION (LMHC) 2015 ANNUAL MEETING OF THE SHAREHOLDER RESOLUTIONS AND UPDATE

RECOMMENDATION

That, on the recommendation of the City Manager, the attached proposed by-law (Appendix "A") BE INTRODUCED at the Municipal Council Meeting to be held on May 31, 2016, to:

- a) ratify and confirm the Annual Resolutions of the Shareholder of London & Middlesex Housing Corporation, attached as Schedule "1" to the by-law; and,
- b) authorize the Mayor and the City Clerk to execute the Annual Resolutions of the Shareholder of London & Middlesex Housing Corporation, attached as Schedule "1" to the by-law.

PREVIOUS REPORTS PERTINENT TO THIS MATTER
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April 13, 2015 – Strategic and Priorities and Policy Committee – Agenda Item #6
 May 11, 2015 – Strategic and Priorities and Policy Committee – Agenda Item #5

BACKGROUND

At its meeting held on March 1, 2016, Municipal Council resolved:

That the following actions be taken with respect to the 2015 Annual General Meeting of the Shareholder for the London & Middlesex Housing Corporation:

- a) the 2015 Annual General Meeting of the Shareholder for the London & Middlesex Housing Corporation BE HELD at a meeting of the Strategic Priorities and Policy Committee on May 16, 2016, for the purpose of receiving the report from the Board of Directors of the London & Middlesex Housing Corporation in accordance with the Shareholder Declaration and the Business Corporations Act, R.S.O. 1990, c. B.16; and
- b) the City Clerk BE DIRECTED to provide notice of the 2015 Annual Meeting to the Board of Directors for the London & Middlesex Housing Corporation and to invite the Chair of the Board and the Chief Executive Officer of the London & Middlesex Housing Corporation to attend at the Annual Meeting and present the report of the Board in accordance with Article 7.1 of the Shareholder Declaration;

it being noted that the Strategic Priorities and Policy Committee received a communication dated February 4, 2016, from N. Hutt, Executive Assistant, London & Middlesex Housing Corporation with respect to this matter. (4/10/SPPC)

LMHCs ownership was transferred from the province to the City within the *Social Housing Reform Act, 2000*. LMHC is a share capital corporation under the *Business Corporations Act, 1990*, and is managed by a Board of Directors appointed by Council as the sole shareholder.

On an annual basis, LMHC provides reports to the shareholder. The annual LMHC meeting of the shareholder is established in accordance with the *Business Corporations Act, 1990*, noting that the City Clerk received a letter from LMHC dated February 4, 2016, requesting a shareholder meeting. LMHC works closely with the City on shared services and business interests, which has included independent service and procurement reviews, and shared support service expertise.

Terms of Board Members

The *Declaration of the Sole Shareholder* aligns board terms with annual Shareholder meetings. Board member terms will reflect the three year maximum duration identified within the *Business Corporations Act, 1990 (BCA)* and a director is eligible to stand for re-election provided that they not serve as a director for longer than three terms. Directors shall hold their term until their successor is appointed.

2015 ANNUAL MEETING RESOLUTIONS:

The London & Middlesex Housing Corporation is a corporation with share capital incorporated under the *Business Corporations Act, R.S.O. 1990, c.B.16*. The London & Middlesex Housing Corporation is managed by a Board of Director appointed by The Corporation of the City of London as the sole shareholder.

The attached Resolutions of the Shareholder address matters that are required (within the *Business Corporations Act 1990*) to be dealt with at an Annual Meeting, and LMHC By-law 2, being the general operating by-law for the London & Middlesex Housing Corporation:

- (a) Receipt of the 2015 audited financial statements from KPMG; and,
- (b) Election of Directors, noting the recommended changes reflected in this report.

SUBMITTED BY:	RECOMMENDED BY:
CATHY SAUNDERS, CITY CLERK	ART ZUIDEMA CITY MANAGER

APPENDIX "A"

Bill No.

By-law No. A.-

A by-law to ratify and confirm the Annual Resolutions of the Shareholder of London & Middlesex Housing Corporation

WHEREAS London & Middlesex Housing Corporation is incorporated under the *Business Corporations Act* R.S.O. 1990, c.B.16 (the "BCA");

AND WHEREAS subsection 104(1)(b) of the BCA provides that a resolution in writing dealing with all matters required by the BCA to be dealt with at a meeting of shareholders, and signed by all the shareholders or their attorney authorized in writing entitled to vote at the meeting, satisfies all the requirements of the BCA relating to that meeting of shareholders;

AND WHEREAS The Corporation of the City of London is the sole shareholder of London & Middlesex Housing Corporation;

AND WHEREAS Subsection 9 of the *Municipal Act, 2001* provides that a municipality has the capacity, rights, powers and privileges of a natural person for the purpose of exercising its authority under this or any other Act;

AND WHEREAS Subsection 5(3) of the *Municipal Act, 2001* provides that a municipal power shall be exercised by by-law;

NOW THEREFORE the Municipal Council of The Corporation of the City of London enacts as follows:

1. The Annual Resolutions of the Shareholder of London & Middlesex Housing Corporation for the fiscal year ended December 31, 2015, attached as Schedule "1" are ratified and confirmed.
2. The Mayor and the City Clerk are authorized to execute the Annual Resolutions of the Shareholder ratified and confirmed under section 1 of this by-law.
3. This by-law comes into force and effect on the day it is passed.

PASSED in Open Council on

Matt Brown
Mayor

Catharine Saunders
City Clerk

First reading
Second reading
Third reading

SCHEDULE "1"

LONDON & MIDDLESEX HOUSING CORPORATION
(the "Corporation")

WHEREAS subsection 104(1) (b) of the *Business Corporations Act* (Ontario) (the "Act") provides that a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of shareholders, and signed by all the shareholders or their attorney authorized in writing entitled to vote at the meeting, satisfies all the requirements of the Act relating to that meeting of shareholders;

The following resolutions, signed by the sole shareholder of the Corporation entitled to vote thereon, are hereby passed pursuant to the provisions of the Act:

FINANCIAL STATEMENTS

RESOLVED THAT:

It is hereby acknowledged that the balance sheet of the Corporation as at December 31, 2015, and the other audited financial statements, together with Auditors' Report, of the Corporation for the financial year ended on such date have been received by the undersigned shareholder of the Corporation.

ELECTION OF DIRECTORS

RESOLVED THAT:

WHEREAS pursuant to the Declaration of the Sole Shareholder the board of directors for the Corporation shall consist of nine (9) Directors;

AND WHEREAS the terms of directors expire at the annual meeting of shareholders held in 2012 pursuant to paragraph 6.2 of the Declaration of the Sole Shareholder;

NOW THEREFORE BE IT RESOLVED THAT:

Each of the following persons, being directors of the Corporation, is hereby **confirmed** as a director of the Corporation to hold office for a term with the expiry as set out below, provided that when a successor is not duly elected, such director shall hold office until his or her successor is elected:

<u>Name of Director:</u>	<u>Expiry of Term:</u>
Gordon Saylor	November 30, 2016
Robert Sexsmith	November 30, 2016
Marci Allen-Easton	November 30, 2017
Michael Buzzelli	November 30, 2017
Roberta Clifford	November 30, 2017
Abe Oudshoorn	November 30, 2017
Sean Quigley	November 30, 2017
Anna Hopkins	November 30, 2017
Vance Blackmore	November 30, 2017

DATED this

day of _____, 2016.

The Corporation of the City of London

By: _____

Matt Brown
Title: Mayor

The Corporation of the City of London

By: _____

Catharine Saunders
Title: City Clerk