

TO:	CHAIR AND MEMBERS STRATEGIC PRIORITIES AND POLICY COMMITTEE MEETING ON JUNE 24, 2019
FROM:	MARTIN HAYWARD CITY MANAGER
SUBJECT:	LONDON & MIDDLESEX COMMUNITY HOUSING INC. 2018 ANNUAL MEETING OF THE SHAREHOLDER ANNUAL RESOLUTIONS

RECOMMENDATION

That, the following actions be taken with respect to London & Middlesex Community Housing Inc.:

- a) the attached proposed by-law (Appendix "A") "A by-law to ratify and confirm the Special Resolution to the Shareholder of London & Middlesex Community Housing Inc." BE INTRODUCED at the Municipal Council Meeting to be held on June 25, 2019, to amend the composition of the Board from nine (9) directors to eleven (11) directors of which an additional citizen-at-large and an additional Member of Municipal Council is to be elected to the Board, resulting in a Board comprised of two (2) members of London City Council, one (1) member of Middlesex County Council and eight (8) citizens-at-large;
- b) the attached proposed by-law (Appendix "B") BE INTRODUCED at the Municipal Council meeting to be held on June 25, 2019 to:
 - i) ratify and confirm the Annual Resolutions of the Shareholder of London & Middlesex Community Housing Inc. attached as Schedule "A" to the by-law; and
 - ii) authorize the Mayor and the City Clerk to execute the Annual Resolutions of the Shareholder of London & Middlesex Community Housing Inc. attached as Schedule "A" to the by-law.

PREVIOUS REPORTS PERTINENT TO THIS MATTER
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- May 16, 2016 – Strategic Priorities and Policy Committee – Agenda Item #4
- July 25, 2016 – Strategic Priorities and Policy Committee – Agenda Item#8
- May 15, 2017 – Strategic Priorities and Policy Committee – Agenda Item #7
- March 26, 2018 – Strategic Priorities and Policy Committee – Agenda Item #4.2
- June 25, 2018 – Strategic Priorities and Policy Committee – Agenda Item #3.3
- March 4, 2019 – Strategic Priorities and Policy Committee – Agenda Item #2.2
- April 8, 2019 – Strategic Priorities and Policy Committee – Agenda Items #4.3 and #4.4

BACKGROUND

At its meeting held April 23, 2019, Municipal Council resolved:

“That the following actions be taken with respect to the 2018 Annual General Meeting of the Shareholder for the London & Middlesex Community Housing:

- a) the 2018 Annual General Meeting of the Shareholder for the London & Middlesex Community Housing BE HELD at a meeting of the Strategic Priorities and Policy Committee on June 24, 2019, for the purpose of receiving the report from the Board of Directors of the London & Middlesex Community Housing 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 2018 Annual Meeting to the Board of Directors for the London & Middlesex Community Housing and to invite the Chair of the Board and the Executive Director of the London & Middlesex Community Housing to attend at the Annual Meeting and present the report of the Board in accordance with the Shareholder Declaration;

it being noted that the Strategic Priorities and Policy Committee received a communication dated March 20, 2019, from J. Browne, Chief Executive Officer, London & Middlesex Community Housing, with respect to this matter;

it being further noted that the London & Middlesex Community Housing requested delegation status at the Shareholder's Meeting to present the Corporation's Regeneration Plan. (4.3/12/SPPC) (2019-C06A)”

“That the City Clerk BE DIRECTED to bring forward the necessary by-law at a future meeting of the Strategic Priorities and Policy Committee to amend the Board Composition (section 6.2(c)) of the London and Middlesex Community Housing Board of Directors to increase the number of Directors from nine (9) to eleven (11) that would include one (1) additional member of Municipal Council and one (1) additional citizen-at-large.”

Board Composition

The attached proposed by-law (Appendix “A”) is being submitted in response to the Municipal Council direction to bring forward the necessary by-law to amend the composition of the Board to increase the number of Directors from nine (9) to eleven (11) that would include one (1) additional member of Municipal Council and one (1) additional citizen-at-large.

2018 Annual General Meeting

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

The attached (Schedule “A”) Annual Resolutions of the Shareholder of the London & Middlesex Community Housing Inc. addresses the following matters that are required to be dealt with at an Annual Meeting as required by the Shareholder's Declaration and the *Business Corporations Act*:

- a) receipt of the 2018 audited financial statements;
- b) appoint an Auditor; and,
- c) election of the directors.

As noted above, the Municipal Council at its meeting of April 23, 2019, directed the City to Clerk to bring forward the necessary by-law to amend the Board Composition to increase the number of Directors from nine (9) to eleven (11) that would include one (1) additional member of Municipal Council and one (1) additional citizen-at-large.

With respect to the election of the Second Class Directors whose terms expired December 31, 2018, London & Middlesex Community Housing Inc. request that Anna-Marie Evans be reappointed, noting that Ms. Evans was first appointed in June 2018 to fill a vacancy resulting from a resignation and therefore has only served a portion of a term.

It is also recommended that Stephanie Marentette Di Battista be reappointed as Ms. Marentette Di Battista was first appointed December 2018 and therefore has only served a portion of a term.

The applications received for appointment to the proposed additional citizen-at-large Director's position have been included on the Agenda for the Committee's consideration.

It is noted that as a result of Municipal Council's direction, the appointment of an additional Member of Council as a Director is required.

PREPARED BY:	RECOMMENDED BY:
CATHY SAUNDERS CITY CLERK	MARTIN HAYWARD CITY MANAGER

APPENDIX “A”

Bill No.
2019

A by-law to ratify and confirm the Special Resolution to the Shareholder of London & Middlesex Community Housing Inc.

WHEREAS London & Middlesex Community Housing Inc. 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 Community Housing Inc.;

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 Special Resolution of the Shareholder of London & Middlesex Community Housing Inc. regarding the number and composition of the Board of Directors for the corporation attached as Schedule “1” is confirmed and ratified.
2. The Mayor and City Clerk are authorized to execute the Special Resolution of the Shareholder confirmed and ratified under section 1 of this by-law.
3. This by-law comes into force on the day it is passed.

PASSED in Open Council on the 25th day of June, 2019.

Ed Holder
Mayor

Catharine Saunders
City Clerk

First reading – June 25, 2019
Second reading – June 25, 2019
Third reading – June 25, 2019

SCHEDULE "1"

**LONDON & MIDDLESEX COMMUNITY HOUSING INC.
(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 special resolution, signed by the sole shareholder of the Corporation entitled to vote thereon, is hereby passed pursuant to the Act:

COMPOSITION OF BOARD OF DIRECTORS

WHEREAS the articles of the Corporation provide that the Corporation shall have a maximum of nine (9) directors;

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The composition of the Board of Directors of the Corporation be set at eleven (11) members comprised of eight (8) citizen-at-large members, two (2) of which is to be recommended by Council of The Corporation of the City of London, and one (1) member is to be recommended by the Council of The Corporation of the County of Middlesex; and
2. The Board shall be structured in four (4) classes allowing for staggered three (3) plus (1) year terms and consisting of:

Class 1: Two (2) citizen-at-large members;
Class 2: Three (3) citizen-at-large members;
Class 3: Three (3) citizen-at-large members; and,
Class 4: Two (2) Municipal Council members and one (1) County of Middlesex Council.

DATED this _____ day of _____, 2019.

The Corporation of the City of London

By: _____
Name: Ed Holder
Title: Mayor

By: _____
Name: Catharine Saunders
Title: City Clerk

APPENDIX “B”

Bill No.
2019

By-law No. A.-

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

WHEREAS London & Middlesex Community Housing Inc. 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 Community Housing Inc.;

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 Community Housing Inc. for the fiscal year ended December 31, 2018, 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 June 25th, 2019.

Ed Holder
Mayor

Catharine Saunders
City Clerk

SCHEDULE "1"

LONDON & MIDDLESEX COMMUNITY HOUSING INC. (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

It is hereby acknowledged that the balance sheet of the Corporation as at December 31, 2018, 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

WHEREAS pursuant to the Declaration of the Sole Shareholder, the board of directors of the Corporation shall consist of eleven directors, eight of which shall be composed of various classes of directors, each serving for a three-year term, the ninth, tenth and eleventh members of the fourth class shall serve as the representatives of the municipal council of The Corporation of the City of London and The Corporation of the County of Middlesex;

AND WHEREAS the terms of the directors that are members of the second class expire at the annual meeting of shareholders held in 2018 pursuant to paragraph 6.2 of the Declaration of the Sole Shareholder;

NOW THEREFORE BE IT RESOLVED THAT:

1. Each of the following persons, being directors that are members of the first class pursuant to paragraph 6.2 of the Declaration of the Sole Shareholder, is hereby **elected** 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 at the close of the annual meeting described below, such director shall hold office until his or her successor is elected:

<u>Class</u>	<u>Name of Director</u>	<u>Term</u>
Second	Anna-Marie Evans	the close of the annual meeting of shareholders to be held in 2022 for the financial year ending December 31, 2021
Second	Stephanie Marentette Di Battista	the close of the annual meeting of shareholders to be held in 2022 for the financial year ending December 31, 2021
Second	TDB	the close of the annual meeting of the shareholders to be held in 2022 for the financial year ending December 31, 2021

CONFIRMATION OF CONTINUING TERMS

2. Each of the following persons, being directors that are members of the second, third and fourth class, as provided for below, pursuant to paragraph 6.2 of the Declaration of the Sole Shareholder, is hereby **confirmed** as having a term continuing until the expiry as set out below, provided that when a successor is not duly elected at the close of the annual meeting described below, such director shall hold office until his or her successor is elected:

<u>Class</u>	<u>Name of Director</u>	<u>Term</u>
First	Deborah Peckham	the close of the annual meeting of shareholders to be held in 2020 for the financial year ending December 31, 2019
First	Larry Ducharme	the close of the annual meeting of shareholders to be held in 2020 for the financial year ending December 31, 2019
Third	Marci Allen-Easton	the close of the annual meeting of shareholders to be held in 2021 for the financial year ending December 31, 2020
Third	Sean Quigley	the close of the annual meeting of shareholders to be held in 2021 for the financial year ending December 31, 2020
Third	Mark Rosehart	the close of the annual meeting of shareholders to be held in 2021 for the financial year ending December 31, 2020
Fourth	Anna Hopkins	the term ending November 15, 2022
Fourth	TBD	the term ending November 15, 2022
Fourth	Adrian Cornelissen	the term ending November 15, 2022

APPOINTMENT OF AUDITORS

3. KPMG LLP are hereby appointed auditors of the Corporation to hold office until the close of the next annual meeting of the shareholders or until a successor is appointed by the shareholder at such remuneration as may be fixed by the directors and the directors are hereby authorized to fix such remuneration.

DATED this ____ day of _____, 2019.

The Corporation of the City of London

By:

Name: Ed Holder
Title: Mayor

By: _____
Name: Catharine Saunders
Title: City Clerk