

TO:	CHAIR AND MEMBERS STRATEGIC PRIORITIES AND POLICY COMMITTEE MEETING ON JUNE 9, 2020
FROM:	LYNNE LIVINGSTONE CITY MANAGER
SUBJECT:	LONDON & MIDDLESEX COMMUNITY HOUSING INC. 2019 ANNUAL MEETING OF THE SHAREHOLDER ANNUAL RESOLUTIONS

RECOMMENDATION

That, the attached proposed by-law (Appendix “A”) entitled “A by-law to ratify and confirm the Annual Resolutions of the Shareholder of London & Middlesex Community Housing Inc.”, BE INTRODUCED at the Municipal Council meeting to be held on June 16, 2020.

PREVIOUS REPORTS PERTINENT TO THIS MATTER
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- 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
- June 24, 2019 – Strategic Priorities and Policy Committee – Agenda Item #3.2
- August 26, 2019 – Strategic Priorities and Policy Committee – Agenda Item #2.2
- September 16, 2019 – Strategic Priorities and Policy Committee – Agenda Item #4.1
- March 31, 2020 – Strategic Priorities and Policy Committee – Agenda Item #2.1
- April 7, 2020 – Strategic Priorities and Policy Committee – Agenda Item #2.1

BACKGROUND

At its meeting held May 5, 2020, Municipal Council resolved:

“That the following actions be taken with respect to the 2019 Annual General Meeting of the Shareholder for the London & Middlesex Community Housing:

- a) the 2019 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 9, 2020, 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 2019 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 April 17, 2020, from A. Mackenzie, Interim CEO, London & Middlesex Community Housing, with respect to this matter.”

Board Composition

At its meeting held on April 21, 2020, the Municipal Council resolved:

“That, on the recommendation of the City Manager, with concurrence of the Managing Director, Housing, Social Services and Dearness Home the following actions be taken with respect to London & Middlesex Community Housing Inc.:

- a) the “Terms of Reference Interim Board of Directors London & Middlesex Community Housing Inc.” as appended to the staff report dated April 7, 2020, BE ADOPTED;
- b) the proposed by-law as appended to the staff report dated April 7, 2020, being “A by-law to ratify and confirm the Special Resolution to the Shareholder of London & Middlesex Community Housing Inc. to amend the Board composition to provide for an Interim Board of Directors”, BE INTRODUCED at the Municipal Council Meeting to be held on April 21, 2020; and,
- c) the attached proposed revised by-law BE INTRODUCED at the Municipal Council meeting to be held on April 21, 2020 to ratify and confirm the Resolutions of the Shareholder of London & Middlesex Community Housing Inc.”

At the April 21, 2020 meeting, the Municipal Council enacted the following by-laws to implement parts b) and c) above:

- By-law No. A.-7963-100 - A by-law to ratify and confirm the Special Resolution to the Shareholder of London & Middlesex Community Housing Inc. to amend the Board composition to provide for an Interim Board of Directors.
- By-law No. A.-7964-101 - A by-law to ratify and confirm the Resolutions of the Shareholder of London & Middlesex Community Housing Inc.”

As a result of the enactment of the above-noted By-laws, the Interim Board of Directors for the Corporation consists of a minimum of three (3) directors who are members of the City of London’s Civic Administration having expertise and experience in various perspectives, including Finance and Administration, Property Services and Facilities Management, Human and Community Services, Planning and Development and Governance whose term will expire at such time as the Board determines and recommends to the Shareholder when and if revised composition is needed. The current Directors, elected by Resolutions of the Shareholder of the Corporation are: Rosanna Wilcox, Director Service, Innovation and Performance; John Millson, Senior Financial Business Administrator; Paul Yeoman, Director, Development Services and Aynsley Anderson, Solicitor II.

Although the election of the Interim Board of Directors occurred on April 21, 2020, the Interim Board of Directors must be elected at the Annual General Meeting of the Corporation by means of the Shareholder Resolutions.

2019 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 an Interim Board of Directors appointed by The Corporation of the City of London as the sole shareholder.

The attached (Schedule "1") 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 2019 audited financial statements; and,
- b) appoint an Auditor; and,
- c) election of the interim directors.

PREPARED BY:	RECOMMENDED BY:
CATHY SAUNDERS CITY CLERK	LYNNE LIVINGSTONE CITY MANAGER

APPENDIX “A”

Bill No.
2020

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, 2019, 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 16th, 2020.

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, 2019, 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 INTERIM BOARD OF DIRECTORS

WHEREAS pursuant to the Declaration of the Sole Shareholder, the interim board of directors of the Corporation shall consist of a minimum of three (3) members of the City of London's Civic Administration having expertise and experience in various service perspectives, including Finance and Administration, Property Services and Facilities Management, Human and Community Services, Planning and Development and Governance; and

AND WHEREAS the term of the interim board of directors expires at the annual meeting of the shareholders pursuant to paragraph 6.2 of the Declaration of the Sole Shareholder or at such time as the Board determines and recommends to the Shareholder when and if revised composition is needed, whichever comes first;

NOW THEREFORE BE IT RESOLVED THAT:

1. Each of the following persons, being interim directors that are members pursuant to section 6.2 of the Declaration of the Sole Shareholder is hereby elected as an interim director of the Corporation to hold office for a term with the expiry at the annual meeting of the shareholders or at such time as the Board determines and recommends to the Shareholder when and if revised composition is needed, whichever comes first:

Rosanna Wilcox, Director, Service Innovation and Performance
John Millson, Senior Financial Business Administrator
Paul Yeoman, Director, Development Services
Aynsley Anderson, Solicitor II

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 _____, 2020.

The Corporation of the City of London

By:

Name: Ed Holder

Title: Mayor

By:

Name: Catharine Saunders

Title: City Clerk