

<b>TO:</b>	<b>CHAIR AND MEMBERS STRATEGIC PRIORITIES AND POLICY COMMITTEE MEETING ON JUNE 9, 2020</b>
<b>FROM:</b>	<b>LYNNE LIVINGSTONE CITY MANAGER</b>
<b>SUBJECT:</b>	<b>HOUSING DEVELOPMENT CORPORATION, LONDON 2019 ANNUAL MEETING OF THE SHAREHOLDER ANNUAL RESOLUTIONS</b>

<b>RECOMMENDATION</b>
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That, the attached proposed by-law (Appendix “A”) entitled “A by-law to ratify and confirm the Annual Resolutions of the Shareholder of the Housing Development Corporation, London”, BE INTRODUCED at the Municipal Council meeting to be held on June 16, 2020.

<b>PREVIOUS REPORTS PERTINENT TO THIS MATTER</b>
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- March 26, 2018 – Strategic Priorities and Policy Committee – Agenda Item #4.2
- 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
- April 28, 2020 – Strategic Priorities and Policy Committee – Agenda Item #2.2

<b>BACKGROUND</b>
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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 Housing Development Corporation, London:

- a) the 2019 Annual General Meeting of the Shareholder for the Housing Development Corporation, London 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 Housing Development Corporation, London 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 Housing Development Corporation, London and to invite the Chair of the Board and the Executive Director of the Housing Development Corporation, London 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 7, 2020, from S. Giustizia, President & CEO, Housing Development Corporation, London, with respect to this matter.”

## **Board Composition**

Also at its meeting held on May 5, 2020, the Municipal Council resolved:

“That, on the recommendation of the Managing Director, Housing, Social Services and Dearness Home and concurrently the Board, Housing Development Corporation, London (HDC), the following actions be taken with respect to the Housing Development Corporation, London (HDC):

- a) the staff report dated April 28, 2020 entitled “Governance Requirements and Recommendations – Housing Development Corporation, London, BE RECEIVED;
- b) the proposed by-law as appended to staff report dated April 28, 2020 as Appendix “A” being “A by-law to repeal By-law No. A.07891-264 being “A by-law to appoint an interim director of the Housing Development Corporation, London” BE INTRODUCED at the Municipal Council Meeting to be held on May 5, 2020; and,
- c) the proposed by-law as appended to the staff report dated April 28, 2020 as Appendix “B” being “A by-law to appoint an interim director of the Housing Development Corporation, London” BE INTRODUCED at the Municipal Council Meeting to be held on May 5, 2020.”

At the May 5, 2020 meeting, the Municipal Council enacted By-law No. A.-7977-119- A by-law to appoint an interim director of the Housing Development Corporation, London and appointed Craig Cooper, Manager, Homeless Prevention Services as interim director.

The Articles of Incorporation of the Housing Development Corporation, London (HDC) provides for a minimum of three (3) directors. On September 17, 2019, Municipal Council appointed one person to act as the Board of the HDC, pending the implementation of the action plan created to address the issues identified through the Housing Services Review. Currently, the review of housing services, including a consideration of how affordable housing development services should be implemented, has been initiated, but not yet complete. The tenure of this interim Board would continue for a time period, through the fall of 2020, pending the completion of the review of how affordable housing development services would be implemented in the future.

Although the election of the interim director occurred on May 5, 2020, the interim director must be elected at the Annual General Meeting of the Corporation by means of the Shareholder Resolutions.

## **2019 Annual General Meeting**

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

The attached (Schedule "1") Annual Resolutions of the Shareholder of the Housing Development Corporation, London 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 director.

<b>PREPARED BY:</b>	<b>RECOMMENDED BY:</b>
<b>CATHY SAUNDERS CITY CLERK</b>	<b>LYNNE LIVINGSTONE CITY MANAGER</b>

**APPENDIX “A”**

Bill No.  
2020

By-law No. A.-

A by-law to ratify and confirm the Annual Resolutions of the Shareholder of the Housing Development Corporation, London.

WHEREAS the Housing Development Corporation, London 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 Housing Development Corporation, London;

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 the Housing Development Corporation, London 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"**

### **HOUSING DEVELOPMENT CORPORATION, LONDON (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 DIRECTOR**

WHEREAS notwithstanding the Articles of Incorporation of the Housing Development Corporation, London provides for a minimum of three (3) directors, The Sole Shareholder, on September 17, 2019 resolved to appoint an interim director of the Corporation, being a member of the City of London's Civic Administration having expertise and experience in various housing service perspectives, homelessness prevention and supportive housing services; and

AND WHEREAS the term of the interim director 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 completion of the review of how affordable housing development services would be implemented in the future, whichever comes first;

NOW THEREFORE BE IT RESOLVED THAT:

1. The following person, being the interim director that is a member pursuant to section 6.2 of the Declaration of the Sole Shareholder is hereby elected as the 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 completion of the review of how affordable housing development services would be implemented in the future, whichever comes first:

Craig Cooper, Manager, Homeless Prevention Services

**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