

Bill No. 138  
2021

By-law No. A.-\_\_\_\_\_ - \_\_\_\_

A by-law to ratify and confirm the Special Resolution to the Shareholder of London & Middlesex Community Housing Inc. to provide for a new Board composition.

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;

AND WHEREAS the Municipal Council deems it appropriate to amend the composition of the Board to provide for a new Board of Directors of the London & Middlesex Community Housing Inc.;

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 13th day of April, 2021.

Ed Holder  
Mayor

Catharine Saunders  
City Clerk

First reading – April 13, 2021  
Second reading – April 13, 2021  
Third reading – April 13, 2021

**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 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 nine (9) members appointed by the City of London Municipal Council as follows: two (2) members of City of London Municipal Council; one (1) member of the County of Middlesex Council; four (4) members of the community-at-large; and two (2) tenants of London Middlesex & Community Housing Inc;

2. In appointing members to the Board of Directors, consideration should be given to reflecting the diversity of the community that the London & Middlesex Community Housing Inc. serves and due regard should be given to the following qualifications of applicants to ensure that the Board collectively represents a range of relevant skills and expertise including with respect to:

- Knowledge of the field of social housing, including the legislative and regulatory environment governing social housing
- Financial and legal knowledge
- Experience in asset management, building sciences, construction, land development
- Property management
- Community development
- Labour relations
- Lived experience
- Corporate governance, including strategic planning, human resources
- Tenant support for individuals with unique needs (e.g. mental health, addictions, accessibility, violence, trauma, etc.)

The skillsets noted above set out an inventory of the ideal skills, experiences, expertise, and leadership characteristics that will help to guide the board recruitment and move the organization forward. The listing of qualifications reflects the spectrum of desired knowledge, experience and skillsets and should not be interpreted as a listing of priorities or primacy of importance.

3. The term of appointment of Board Directors reflects staggered appointments by class in order to support board and organization continuity, stability and knowledge transfer. The Directors shall hold office until their successor is elected. The following outlines the Directors terms:

Class	Director	Term
First	One (1) community-at-large One (1) tenant of LMCH	The close of the annual meeting of the shareholders to be held in 2024 for the financial year ending December 31, 2023

Class	Director	Term
Second	One (1) community-at-large One (1) tenant of LMCH	The close of the annual meeting of the shareholders to be held in 2025 for the financial year ending December 31, 2024
Third	Two (2) community-at-large	The close of the annual meeting of the shareholders to be held in 2026 for the financial year ending December 31, 2025
Fourth	Two (2) Members of City of London Municipal Council One (1) Member of County of Middlesex Council	The term of Municipal Council

Notwithstanding the Terms set out above for the period of one year from the date of appointment two (2) members of the Interim Board of Directors shall be appointed as First Class Directors.

Tenant and community-at-large directors shall serve staggered terms with a maximum number of reappointments of eight consecutive years in total. Reappointments for another term may be submitted to the Shareholder for consideration.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

The Corporation of the City of London

By: \_\_\_\_\_  
Name: Ed Holder  
Title: Mayor

By: \_\_\_\_\_  
Name: Catharine Saunders  
Title: City Clerk