

## Report to Strategic Priorities and Policy Committee

**To:** Chair and Members  
Strategic Priorities and Policy Committee  
**From:** Lynne Livingstone  
**Subject:** London & Middlesex Community Housing Inc. 2020 Annual  
General Meeting of the Shareholder Annual Resolutions  
**Date:** June 23, 2021

## Recommendation

That, on the recommendation of the City Manager, 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 July 6, 2021.

## Analysis

### 1.0 Background Information

#### 1.1 Previous Reports Related to this Matter

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  
December 16, 2020 – Strategic Priorities and Policy Committee – Agenda Item. #3.2  
April 6, 2021 – Strategic Priorities and Policy Committee – Agenda Item #2.3

### 2.0 Discussion and Considerations

#### 2.1 2020 Annual General Meeting

At its meeting held May 25, 2021, Municipal Council resolved:

“That the following actions be taken with respect to the 2020 Annual General Meeting of the Shareholder for the London & Middlesex Community Housing:

- a) the 2020 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 23, 2021, 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 2020 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 26, 2021, from A. Mackenzie, Interim CEO, London & Middlesex Community Housing, with respect to this matter.”

## **Board Composition**

At its meeting held on April 23, 2021, the Municipal Council resolved:

“That, on the recommendation of the City Manager, the following actions be taken with respect to London & Middlesex Community Housing Inc.:

- a) the “Terms of Reference Board of Directors London & Middlesex Community Housing Inc.” as appended to the staff report dated April 6, 2021 as Appendix “A”, BE ADOPTED;
- b) the proposed by-law as appended to the staff report dated April 6, 2021 as Appendix “B” being “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”, BE INTRODUCED at the Municipal Council Meeting to be held on April 13, 2021;
- c) the proposed “Recruitment Process for Director Appointments”, as appended to the staff report dated April 6, 2021 as Appendix “C”, BE ADOPTED; and,
- d) two (2) members of the Interim Board of Directors BE APPOINTED as Directors for a period not to exceed one year to provide for support for board and organizational continuity, stability, and knowledge transfer. (2.3/7/SPPC)”

The above-noted actions implement Municipal Council’s direction resulting from the review undertaken in 2019 and 2020 in response to a report regarding service delivery for housing.

- i) The Board of Directors shall consist of nine (9) directors, six (6) of which shall be composed of various classes of directors, the fourth class shall consist of three (3) directors, two (2) of which shall serve as the representatives of London Municipal Council and one (1) which shall serve as the representative of Middlesex County Council.
- ii) The term of the Elected Officials will coincide with the term of Council
- iii) Community and Tenant directors will serve staggered terms with a maximum reappointment of eight (8) consecutive years. Reappointments for additional terms may be submitted to Municipal Council for consideration.
- iv) Directors shall serve until their successors are appointed.

Municipal Council also supported that two (2) members of the Interim Board of Directors be appointed as First Class Directors for a period not to exceed one year to assist with the transition of the new Board. The election of the new Board of Directors is proposed to occur at the Annual General which will be held at the June 23, 2021 Strategic Priorities and Policy Committee.

## **2020 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 2020 audited financial statements; and,
- b) appoint an Auditor; and,

- c) election of the directors in accordance with the Special Resolution to the Shareholder of the London & Middlesex Community Housing Inc. passed by Municipal Council on April 13, 2021.

It is noted that the Annual Resolutions of the Shareholder of London & Middlesex Community Housing Inc. attached to the proposed by-law does not include individuals names as the Shareholder is proposed to elect those individuals at the Annual General Meeting.

The Interim Board will be submitting recommended individuals for elections. The City Clerk's Office also received a number of applications with respect to this matter.

## **Conclusion**

It is recommended 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 July 6, 2021.

**Prepared and Submitted by: Cathy Saunders, City Clerk**  
**Recommended by: Lynne Livingstone, City Manager**

## APPENDIX "A"

Bill No.  
2021

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, 2020, 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 July 6, 2021.

Ed Holder  
Mayor

Catharine Saunders  
City Clerk

First Reading – July 6, 2021  
Second Reading – July 6, 2021  
Third Reading – July 6, 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:

**FINANCIAL STATEMENTS**

It is hereby acknowledged that the balance sheet of the Corporation as at December 31, 2020, 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 the articles of the Corporation provide that the Corporation shall have a nine (9) directors;

NOW THEREFORE BE IT RESOLVED AS A 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  | Two Members of Interim Board   | The close of the annual meeting of the shareholders to be held in 2022 for the financial year ending December 31, 2021 |
| Second | One (1) community-at-large<br>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  | One (1) community-at-large<br>One (1) tenant of LMCH   | 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<br>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.

#### **APPOINTMENT OF AUDITORS**

4. 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 \_\_\_\_\_, 2021.

The Corporation of the City of London

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

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