

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. 2021 Annual
General Meeting of the Shareholder Annual Resolutions
Date: June 22, 2022

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 5, 2022.

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
June 23, 2021 – Strategic Priorities and Policy Committee – Agenda Item #3.3

2.0 Discussion and Considerations

2.1 2021 Annual General Meeting

At its meeting held May 3, 2022, Municipal Council resolved:

"That the following actions be taken with respect to the 2021 Annual General Meeting of the Shareholder for the London & Middlesex Community Housing:

- a) the 2021 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 22, 2022, 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 2021 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 28, 2022, from P. Chisholm, CEO, London & Middlesex Community Housing, with respect to this matter."

2021 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 “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 2021 audited financial statements; and,
- b) appoint an Auditor; and,
- c) election of the directors.

2.2 Directors Requiring Election

The election of two (2) First Class Directors is required, as the term for Aynsley Anderson and John Millson has ended. P. Chisholm, Chief Executive Officer, London and Middlesex Community Housing (LMCH) advised the Strategic Priorities and Policy Committee at their meeting held on June 7, 2022 by a letter dated May 30, 2022 that their Board of Directors requested that the City of London permit LMCH to reopen a focused recruitment for 2 Community Directors. No recommendation was submitted with respect to candidates to fill the vacancies.

The attached proposed by-law, which includes the Annual Resolutions of the Shareholder, does not include names of individuals for election as First Class Directors at this time and will be amended to reflect the decision of the Shareholder with respect to that 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 5, 2022.

Prepared and Submitted by: Michael Schulthess, City Clerk
Recommended by: Lynne Livingstone, City Manager

APPENDIX "A"

Bill No.
2022

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, 2021, 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 5, 2022.

Ed Holder
Mayor

Michael Schulthess
City Clerk

First Reading – July 5, 2022
Second Reading – July 5, 2022
Third Reading – July 5, 2022

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 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, 2021, 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:

Class	Director	Term
First	Vacant	The close of the annual meeting of the shareholders to be held in 2022 for the financial year ending December 31, 2024
First	Vacant	The close of the annual meeting of the shareholders to be held in 2022 for the financial year ending December 31, 2024

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:

Class	Director	Term
Second	Tammy Brooks (Tenant)	The close of the annual meeting of the shareholders to be held in 2025 for the financial year ending December 31, 2024
Second	Shellie Chowns	The close of the annual meeting of the shareholders to be held in 2025 for the financial year ending December 31, 2024
Third	Anne-Marie Mitchell (Tenant)	The close of the annual meeting of the shareholders to be held in 2026 for the financial year ending December 31, 2025
Third	Gary Bezaire	The close of the annual meeting of the shareholders to be held in 2026 for the financial year ending December 31, 2025
Fourth	Councillor Josh Morgan	The term ending November 14, 2022
Fourth	Councillor Shawn Lewis	The term ending November 14, 2022
Fourth	Adrian Cornelissen (County of Middlesex)	The term ending November 14, 2022

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 _____, 2022.

The Corporation of the City of London

By: _____
Name: Ed Holder
Title: Mayor

By: _____
Name: Michael Schulthess
Title: City Clerk