



Board and Committee Meeting Rules of Procedures

Item 6

February 9, 2022

Tenant Services Committee

Report: TSC:2022-04

To: Tenant Services Committee (“TSC”)

From: General Counsel & Corporate Secretary

Date: January 23, 2022

PURPOSE:

The purpose of this report is provide information to the Tenant Services Committee (“TSC”) in connection with actions taken to support the creation of Toronto Community Housing’s (“TCHC”) By-law #4 to establish the rules of procedure with respect to the calling, place and proceedings of meetings of TCHC’s Board of Directors (the “Board”) and its Committees. Specifically, the report provides information regarding actions taken to consult former deputants regarding changes that are proposed to the Board’s deputation procedure, in accordance with directions from the Governance, Communications and Human Resources Committee.

RECOMMENDATIONS:

It is recommended that TSC receive this report for information.

REASONS FOR RECOMMENDATIONS:

Decision History

At its meeting of July 14, 2021, City Council approved a revised shareholder direction to the Toronto Community Housing Corporation. In part, the Shareholder Direction approved by Council, at that time, provided that:

5.2.2 The Board shall pass a by-law that includes procedures for governing the calling, place and proceedings of meetings of the Board and its committees. The Board shall seek approval from Council for the by-law.

<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2021.EX25.12>

At its meeting of May 25, 2021, the Governance, Communications and Human Resources Committee approved the principles set out in Report GCHRC:2021-22, as the basis for Rules of Procedure for the meetings of the Toronto Community Housing Corporation's Board of Directors.

<https://www.torontohousing.ca/events/Documents/GCHRC/2021%20GCHRC/GCHRC%20May%2025/Item%205%20-%20Board%20and%20Committee%20Meetings-Rules%20of%20Procedure%20w%20attachment.pdf>

At its meeting of September 10, 2021, the Governance, Communications and Human Resources Committee considered Report GCHRC:2021-34 and directed TCHC management to consult former deputants regarding changes that are proposed to the Board's deputation procedure and bring forward the draft document to the next meeting of the Tenant Services Committee and thereafter to return to this Committee for its further consideration.

<https://www.torontohousing.ca/events/Documents/GCHRC/2021%20GCHRC/GCHRC%20Sept%2010/Board%20and%20committee%20Rules%20of%20procedure%20GCHRC%20Sept%201%202021.pdf>

Deputant Consultations

In accordance with the direction of the GCHRC, TCHC management identified approximately 300 deputations to the Board of Directors and its Committees in the two years prior to the September GCHRC meeting. Of those 300 deputations;

- approximately twenty of those who deputed provided no contact information;
- approximately twenty of those who deputed provided only a telephone number as contact information; and
- seventy distinct individuals were identified as having made the remaining deputations.

Governance staff directed an email communication to all seventy individuals. The email was sent from the email account Deputations@torontohousing.ca and advised that TCHC was considering changes to the Procedural Rules that govern its Board and Committee meetings and that some of these changes may affect the way that the Board and its Committees receive deputations from members of the public. In that context, three specific changes were identified as being the subject of consideration:

- a change to the Procedural Rules that would result in matters removed from the Consent Agenda in order to permit a deputation, being considered once the Board or Committee had considered all of the matters on the Regular Agenda;
- a change to the Procedural Rules that would mean that oral deputations would no longer be considered, at the Board of Directors, in relation to matters that had previously been considered by a Committee (written submissions would still be considered, by the Board, in relation to those matters); and
- a change to the Procedural Rules that would the requirement to register as an oral deputant, by noon on the business day prior to the Board or Committee meeting, a mandatory requirement (written deputations would be provided to the Board or Committee as long as they were received prior to the beginning of the meeting, where possible).

Through this email, Governance staff invited recipients to submit their views, in writing, with respect to the changes that were being proposed to the deputation process. A number of individuals took advantage of the invitation and provided written submissions. Copies of those written submissions are attached as Attachment 1 to his Report. The written communications that were received expressed significant misgivings in relation to the changes proposed to the Board's Rules and reflected the following themes:

- Individuals objected to the use of the Deputations@torontohousing.ca email account expressing the view that it undermined accountability for the message. When notified of those views, General Counsel contacted the individual and advised that the use of the email account was a consequence of inappropriate emails being sent to Governance

staff, in connection with the deputation process. Governance staff will continue to direct individuals who wish to depute to the Board and its Committees to contact us, through that email account, as going so will permit multiple Governance staff to monitor deputation requests, simultaneously;

- Individuals objected that the changes that were proposed to the deputation process were an attempt to silence deputants;
- Individuals objected that moving Items on the Consent Agenda to the end of the Regular Agenda when deputations are received, as doing so would undermine their effect, increase the potential the Board or Committee would lose quorum before the deputation was heard and challenge deputants who rely on services, such as Wheel-Trans, to attend in person Board and Committee meetings. In part, this concern appeared to be a consequence of a misunderstanding in relation to the nature of the proposal, which was perceived as suggesting that, while the Agenda Item would continue to be considered as part of the Consent Agenda, the deputation would not be heard until after the Regular Agenda. To clarify, the proposal is that the Item, to which the deputation relates, would be considered following the Regular Agenda and any deputation related to the Item would be considered at that time;
- By proposing changes to the manner in which the Board deals with deputations, TCHC is blaming deputants for issues related to the Board and Committee meeting process, without addressing other elements of the meeting procedures that require consideration. While Governance staff communicated to deputants that they were being contacted in connection with proposed changes to the Board's Procedural rules, as a whole, and a copy of the proposed Rules was provided along with that communication, the fact that deputants were asked to comment on changes to the impact of those changes on the deputation process appears to have resulted in some perceiving that those changes are the only changes proposed;
- Any changes to Board's Rules should be deferred until such time as the COVID-19 pandemic has resolved, and the Seniors Transition and the TCHC's Tenant Engagement System Refresh is concluded.

Some also expressed the view that the Focus Groups, proposed in the communication would be used as a means to coerce and influence tenants to adopt the position advanced by TCHC management in connection with the proposed changes. Notwithstanding this perspective, a number of deputants, including those expressing this view, agreed to participate in a consultation process that, as of the date of this Report, were conducted on January 18 and 20. Along with Governance staff, the Chair of the Board's Governance Committee, Brian Smith, attended both Focus Group sessions. A third Focus group is currently being arranged for the week of January 24, 2022. Individuals who participated in the Focus Group discussions expressed opinions that were similar to those expressed in written submissions. The views expressed in the Focus Group discussions have been summarized in Attachment 2 to this Report.

NEXT STEPS:

In accordance with the direction from the GCHRC, TCHC management will bring forward revisions to the draft Rules of Procedure, based on the direction from the Tenants Services Committee and informed by the input of former deputants for its further consideration.

RISKS AND IMPLICATIONS:

In the absence of adopting a by-law that includes procedures for governing the calling, place and proceedings of meetings of the Board and its committees, the Board risks a failure to comply with the direction contained in the City's Shareholder Direction. Additionally, the Board increases the risk that its meetings, and those of its Committees, will not be properly managed, increasing the risk that the Board will be denied the opportunity to consider those matters requiring its attention.

The absence of a deputation process that affords deputants the opportunity to express their views on matters that are important to them increases the risk the perception, amongst TCHC tenants, that its decisions are not informed by their interests. Additionally, the absence of an effective deputation process increases the risk that Directors are not provided the information, from the tenant perspective, that they require in order to make the decisions on Agenda Items.

SIGNATURE:

“Darragh Meagher”

Darragh Meagher
General Counsel and Corporate Secretary

ATTACHMENTS:

1. Written Submissions regarding Draft Rules of Procedure
2. Summary of Focus Group Discussions
3. Draft Board Rules of Procedure

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