



## **EMERGENCY & COMMUNITY SERVICES COMMITTEE REPORT 12-006**

1:30 p.m.  
Monday, June 11, 2012  
Hamilton City Hall  
Council Chambers  
71 Main Street West  
Hamilton, Ontario

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**Present:** Councillor J. Partridge, Chair  
Councillor T. Whitehead, Vice-Chair  
Councillors S. Duvall, J. Farr, T. Jackson, B. McHattie, S. Merulla and  
B. Morelli

**Also Present:** J.A. Priel, General Manager, Community Services  
T. Tollis, City Treasurer  
D. Fisher, Assistant City Solicitor  
G. Hendry, Director, Housing Services  
D. Brodati, Policy and Program Specialist  
J. Brown, Director Recreation  
B. Browett, Paramedic Chief/ EMS Director  
N. Purser, Manager, Transit Support Services, Public Works  
I. Bedioui, Legislative Co-ordinator, City Clerk's Office

### **THE EMERGENCY AND COMMUNITY SERVICES COMMITTEE PRESENTS REPORT 12-006 AND RESPECTFULLY RECOMMENDS:**

**1. Resignation of Tenant Advisory Committee Member (Item 5.2)**

That the resignation of Meaghan Ross from the Tenant Advisory Committee, be received.

**2. Response to Ancaster Seniors Achievement Centre Advisory Board  
(CS12025) (Ward 12) (Item 5.3)**

That Report CS12025 respecting Response to Ancaster Seniors Achievement Centre Advisory Board, be received.

**3. Pay It Forward Movement (CS12026) (City Wide) (Outstanding Business List Item) (Item 5.4)**

That the Mayor correspond with the Premier of Ontario in support of the "Pay It Forward Day" initiative, encouraging the Premier to follow the lead of British Columbia in proclaiming the last Thursday of every April "Pay It Forward Day".

**4. Cardiovascular Health Assessment Program (CHAP), Pilot Community Paramedic Neighbourhood Initiative (HES12013) (City Wide) (Item 5.5)**

That Report HES12013, respecting Cardiovascular Health Assessment Program (CHAP), Pilot Community Paramedic Neighbourhood Initiative, be received.

**5. The loss of Federal Funding for the Katimavik Volunteer Program (Item 6.1)**

That the Mayor correspond with the Federal Government to request that the Katimavik volunteer youth program be reinstated immediately.

**6. Old Age Security and Guaranteed Income Supplement (SAC Report 12-002) (Item 7.1)**

That the Mayor and Members of Council be requested to advocate:

- (a) against any action by the Provincial and/or Federal Governments to cut the Old Age Security and Guaranteed Income Supplement for all seniors;
- (b) for the age of eligibility to receive Old Age Security and Guaranteed Income Supplement being maintained at age 65.

**7. Monthly Seniors Bus Pass (SAC Report 12-001) (Item 7.2)**

That the Senior Advisory Committee Report SAC12-001, respecting the Monthly Seniors Bus Pass, be referred to Hamilton Street Railway (HSR) staff for a report back to the Public Works Committee.

**8. Housing and Homelessness Action Plan (CS11017(b)) (City Wide) (Item 7.4)**

- (a) That Phase One of the Housing and Homelessness Action Plan for Hamilton hereto attached as Appendix A be endorsed;
- (b) That staff be directed to complete Phase Two: An Implementation Framework for the Housing and Homelessness Action Plan for Hamilton and

report back to the Emergency and Community Services Committee for consideration for approval by March 31, 2013;

- (c) That the staff report referenced in subsection (b) include information regarding the feasibility of the Shared Equity Home Ownership concept.

**9. Sole Shareholder Direction for CityHousing Hamilton (CS12003) (City Wide) (Item 7.5)**

- (a) That the City of Hamilton, in its capacity as sole shareholder of CityHousing Hamilton Corporation, approve the Declaration and Direction of the Sole Shareholder which establishes the governance model of the CityHousing Hamilton Corporation hereto attached as Appendix B;
- (b) That the Mayor and City Clerk be authorized and directed to execute the Declaration and Direction of the Sole Shareholder, effective September 30, 2012 as set out in recommendation (a), on behalf of the City of Hamilton in its capacity as the sole shareholder of CityHousing Hamilton Corporation in a form satisfactory to the City Solicitor.

**10. Hamilton Centre for Civic Inclusion - Funding Agreement (CS11023(c)) (City Wide) (Item 8.1)**

That the General Manager of Community Services be authorized to execute the Extension of Letter of Agreement to extend the previously approved funding (\$75,000) for the Hamilton Centre for Civic Inclusion, for the period of June 25, 2012 to June 25, 2013, in a form satisfactory to the City Solicitor.

**11. Standardization of Paramedic, Firefighter and Public Access Defibrillators (HES12011) (City Wide) (Item 8.2)**

- (a) That staff be authorized to extend the period for investigation of the capabilities of new electrocardiogram monitor defibrillators and public access defibrillators as directed in Report HES08013 (August 27, 2008) as necessary, to June 30, 2014;
- (b) That the Director/Chief of Hamilton Emergency Medical Services, or his designate, be authorized and directed to continue purchasing defibrillators for paramedic and firefighter use from Zoll Medical Corporation, as necessary, until June 30, 2014;

- (c) That staff be authorized to continue purchasing public access defibrillator units (AEDs) and related accessories through the authorized distributor as identified by Zoll Medical Canada until June 30, 2014;
- (d) That the Director/Chief of Hamilton Emergency Medical Services, or his designate, be authorized and directed to negotiate and execute a new pricing agreement in a form satisfactory to the City Solicitor to cover the period from June 13, 2012 until June 30, 2014 with Zoll Medical Canada which will include pricing for defibrillators and related accessories, supplies, replacement parts and maintenance.

**12. EMS Monthly Response Time Performance Report – January 1, 2012 to March 31, 2012 (HES12012) (City Wide) (Item 8.3)**

That Report HES12012 respecting EMS Monthly Response Time Performance Report – January 1, 2012 to March 31, 2012 be received.

**FOR THE INFORMATION OF COUNCIL:**

**(a) CHANGES TO THE AGENDA (Item 1)**

The Clerk advised of the following changes:

- (i) Added ceremonial activity with respect to an award presentation to Hamilton Paramedic, Mr. Randy Jones;
- (ii) Added delegation request Item 4.3 from Benjamin Ries, Staff Lawyer, Hamilton Community Legal Clinic, respecting the Housing and Homelessness Action Plan.

The agenda was approved as amended.

**(b) CEREMONIAL ACTIVITY (Added Item)**

Chair Partridge was assisted by Greg Soto, CPER Educator, and Brent Browett, Paramedic Chief/ EMS Director, in presenting the CPER Peer Paramedic Award of Excellence to Randy Jones. Randy Jones, who is an Advanced Care Paramedic, has been providing paramedic services for the past 13 years and was selected by the Centre for Paramedic Education and Research (CPER) and by his peers for this award.

**(c) DECLARATIONS OF INTEREST (Item 2)**

There were none declared.

**(d) APPROVAL OF MINUTES OF PREVIOUS MEETING (Item 3)**

The Minutes of the May 14, 2012 meeting were approved as presented.

**(e) DELEGATION REQUESTS**

The following delegation requests were approved and the rules of order waived in order for them to address Committee at today's meeting:

- (i) Evelyn Myrie, Hamilton Centre for Civic Inclusion, 267 King Street East, Hamilton to present the Centre's annual report. (Item 4.1)
- (ii) Larry Huibers, Hamilton Housing Help Centre, 119 Main Street East, Hamilton, respecting the Housing and Homelessness Action Plan. (Item 4.2)
- (iii) Benjamin Ries, Staff Lawyer, Hamilton Community Legal Clinic, respecting the Housing and Homelessness Action Plan. (Added Item 4.3)

**(f) VARIOUS ADVISORY COMMITTEE MEETING MINUTES (Item 5.1):**

The following Advisory Committee Meeting Minutes were received:

- (i) Tenant Advisory Committee Minutes of February 17, 2012;
- (ii) Hamilton Youth Advisory Committee Minutes of April 17, 2012.

**(g) PUBLIC HEARINGS/DELEGATIONS**

- (i) **Rebecca Redden, respecting the loss of the volunteer program, Katimavik which has been eliminated by the Federal Government. (Item 6.1)**

Rebecca Redden read from a prepared statement copies of which were distributed. Her comments included but were not limited to the following:

- Background respecting Katimavik volunteer youth program;
- Not for profit organizations will lose the volunteer help;
- Small budget of \$900,000 per year;
- Ideal options for grade 12 students not ready to continue their education;

- Requested that Council write to the Federal government to request Katimavik be reinstated.

The speaker responded to questions from Committee.

On a motion Committee received the delegation.

Committee approved Ms. Redden's request as outlined in Item 5 of this Report.

**(h) PRESENTATIONS**

**(i) Old Age Security and Guaranteed Income Supplement (SAC Report 12-002) (Item 7.1)**

Ron Smithson, Chair of the Seniors Advisory Committee addressed Committee and presented the report respecting Old Age Security and Guaranteed Income Supplement.

He responded to questions from Committee.

Committee expressed its appreciation for the input from the Seniors Advisory Committee and noted the presence of some of its members.

On a motion, Committee received the presentation and approved the Advisory Committee's Report.

**(ii) Monthly Seniors Bus Pass (SAC Report 12-001) (Item 7.2)**

Ron Smithson, Chair of the Seniors Advisory Committee addressed Committee and presented the report respecting the Monthly Seniors Bus Pass.

He indicated that it would be helpful for seniors to have the option of purchasing a monthly pass rather than a yearly pass.

He responded to questions from Committee.

Nancy Purser, Manager of Transit Support Services was in attendance to assist Committee.

On a motion, Committee received the presentation and referred the Advisory Committee Report to Hamilton Street Railway (HSR) staff for a report back to the Public Works Committee.

**(iii) Food and Shelter Advisory Committee – 2012 Accomplishments to Date (Item 7.3)**

Don Jaffray, Chair and Alex Ramirez, Vice Chair of the Food and Shelter Advisory Committee addressed Committee with the aid of a PowerPoint presentation and hand-outs were distributed.

They outlined the Advisory Committee's accomplishments to date and offered to be a helpful resource to Council. Their presentation included the Committee's mandate and primary goal and listed the following key issues:

- Sustainable women's homelessness services;
- Increased demand for emergency food and lack of sustainable system resources;
- Impacts to plans to re-locate the young women living in Lynwood/Charlton Hall due to the current zoning by-law in the immediate area;
- The need for increased bed bug education and response programs.

The presenters responded to questions from Committee.

On a motion, Committee received the presentation.

**(iv) Housing and Homelessness Action Plan (CS11017(b)) (City Wide) (Item 7.4)**

David Brodati provided an overview of the report with the aid of a PowerPoint presentation and hand-outs were distributed. He acknowledged the contributions of Molly Elliot and Jennie Vengris in preparing the report. His comments included but were not limited to the following:

- Why a Housing & Homelessness Action Plan?
- The characteristics of the Action Plan;
- Action Plan alignment with key City initiatives;
- Broader Benefits of an Action Plan;
- Action Plan Process:
  - Housing & Homelessness Planning Group
  - Community Engagement
  - Two-Phased Approach
- Outcome Area 1: More affordable housing is available;
- Outcome Area 2: More people can afford their housing and have greater stability and choice;

- Outcome Area 3: People have the supports they need to help them obtain and maintain housing;
- Outcome Area 4: People live in housing that is good quality, safe and suitable to their needs;
- Outcome Area 5: People receive respectful, quality service and experience equity in housing.
- Next steps.

Staff responded to questions.

On a motion, Committee received the presentation.

**1. Larry Huibers, Hamilton Housing Help Centre, 119 Main Street East, Hamilton, respecting the Housing and Homelessness Action Plan (Item 4.2)**

Larry Huibers of the Hamilton Housing Help Centre addressed Committee and read from a prepared statement and spoke in favour of the Housing and Homeless Action Plan.

He responded to questions from Committee.

On a motion, Committee received the presentation.

**2. Benjamin Ries, Staff Lawyer, Hamilton Community Legal Clinic, respecting the Housing and Homelessness Action Plan (Added Item 4.3)**

Benjamin Ries of the Hamilton Community Legal Clinic addressed Committee and read from a prepared statement, copies of which were distributed. He spoke in favour of Phase 1 of the Housing and Homeless Action Plan and outlined some concerns that the Legal Clinic hopes will be addressed in Phase 2.

His comments included but were not limited to:

- Who we are;
- Shared values/Cautious criticism;
- Our perspective: A rights-based Housing & Homelessness Planning System
- Plan must be consistent with Housing Services Act, 2011, Ontario Housing Policy Statement, and Hamilton's Local Needs;
- Strategies to make plans, plans to make strategies;
- Lack of Social Housing Policy Integration;
- True Public Consultation needed;
- Recommendation



He responded to questions from Committee and a discussion following.

Staff noted that Maria Antelo, is the representative from the Legal Clinics on the Housing and Homelessness Planning Group.

On a motion, Committee received the presentation.

On a motion Committee amended subsection (b) by inserting the words "for consideration" before the words "for approval".

On a motion, Committee added subsection (c) as follows:

- (c) That the staff report referenced in subsection (b) include information regarding the feasibility of the Shared Equity Home Ownership concept.

Committee approved the staff report as amended and thanked staff for all their work regarding this matter.

**(v) Sole Shareholder Direction for CityHousing Hamilton (CS12003) (City Wide) (Item 7.5)**

On a motion, Committee waived the staff presentation.

Committee thanked staff for their hard work and approved the Report.

Chair Partridge relinquished the Chair to Vice-Chair Whitehead and left the meeting.

**(i) DISCUSSION**

**(i) Hamilton Centre for Civic Inclusion - Funding Agreement (CS11023(c)) (City Wide)**

**1. Evelyn Myrie, Hamilton Centre for Civic Inclusion, 267 King Street East, Hamilton to present the Centre's annual report. (Item 4.1)**

Evelyn Myrie addressed Committee with the aid of a PowerPoint presentation and copies of the hand-out were distributed.

Her comments included but were not limited to the following:

- Who we are;
- GC Members and staff;
- Civic Leadership;
- Community Development;
- Public Education;
- Collaborative Leadership;
- Advantage Diversity;

- Diversity Jump Start Workshops;
- Our funding Partners;
- Contact Us.

Evelyn Myrie responded to questions from Committee.

Committee thanked the presenter and on a motion received the presentation and approved the staff report.

**(j) GENERAL INFORMATION (Item 11)**

**(i) Outstanding Business List**

- (1.) The following Items were identified as completed and removed from the Outstanding Business List:
  - (aa) Item "D" - Electrocardiogram Monitor Defibrillator and Public Access Defibrillator Manufacturers – Competitive Process.
  - (bb) Item "G" - Letter regarding the Needs of the Ancaster Senior Achievement Centre.
  - (cc) Item "K" - "Pay it Forward Day"
- (2.) The following New Due Dates were approved:
  - (aa) Item "I" - Follow-up report re: HHS ABC Program pre and post conditions after one year  
New Due Date: October 4, 2012
  - (bb) Item "L" - Neighbourhood Down Payment Assistance Program  
New Due Date: November 12, 2012

**(k) ADJOURNMENT**

There being no further business, the Emergency & Community Services Committee meeting, adjourned at 4:38 p.m.

Respectfully submitted,

Councillor J. Partridge, Chair  
Emergency & Community Services Committee

Ida Bedioui  
Legislative Co-ordinator  
June 11, 2012

# A Housing and Homelessness Action Plan for Hamilton

## Phase One

### ASPIRATION & CORE VALUES

The following Aspiration and Core Values have informed each stage of the Action Plan development process and are intended to be a foundation for the implementation framework moving forward.

#### Aspiration

**Everyone has a home...Home is the foundation.**

#### Core Values

The Hamilton community commits to the following core values to ensure that everyone in Hamilton has a home:

- 1. Person-Centred Supports:** People and their experiences are central in all planning and development considerations. People are supported in ways that make sense for their unique circumstances and their economic, cultural, and gendered realities. This includes a commitment to strategies that ensure that people are more secure in their housing and do not become homeless.
- 2. Rights-Based and Anti-Discrimination:** Housing is a fundamental human right. Some groups of people face disproportionate barriers to safe and secure housing. Oftentimes, these barriers are a result of racism, oppression and discrimination. Efforts must acknowledge these inequities and intentionally work to eliminate them.
- 3. Risk and Protective Factors:** Evidence demonstrates that people who have more factors in their lives that are protective mediate risks better. Successful community responses around homelessness and housing insecurity work to increase the protective factors and decrease the risk factors in peoples' lives.
- 4. Evidence-Based, Measurable and Impact-Driven:** People in our community deserve housing and homelessness responses that are based on intentional planning and good evidence, high quality and that have measurable positive impacts and outcomes.

- 5. Efficient and Effective Use of Community Resources:** Human and financial resources spent to address housing and homelessness are investments in our community that reduce public costs in other areas.
- 6. Integrated and Comprehensive Community Planning:** The private, public and voluntary sectors, along with engaged citizens, are all important and interconnected parts of the community that plans together. As is the voice of people who have experienced homelessness and housing insecurity. To ensure this integrated planning is authentic, transparency and communication must be at the core of our work.
- 7. Place and Neighbourhoods:** Place matters. People will exercise choice over where they live. A full range of quality housing options contributes to neighbourhoods that are healthier and more dynamic. Healthy neighbourhoods are also a place where community and less formal supports can flourish and support people to feel connected and included in all elements of civic life.

## **OUTCOMES AND STRATEGIES**

The following five outcomes are essential in order to realize our shared aspiration of “Everyone Has A Home...Home is the Foundation”. Each outcome has a number of strategies that when implemented will help us achieve the outcome.

An implementation framework for the strategies will be further developed as part of phase two of the Action Plan.

### **Outcome 1: There is More Affordable Housing in Hamilton to Help Meet the Need and Demand**

#### **Strategies**

- 1.1 Advocate for the creation of a National Housing Strategy and advocate to provincial and federal levels of government to adequately fund new affordable housing development
- 1.2 Explore potential for new incentive and funding programs and expand and promote more broadly existing City incentive programs to increase the supply of affordable housing (e.g. capital grants/loans, tax deferrals, waived development and other charges etc.)
- 1.3 Facilitate land use planning approvals for affordable housing developments by:

- City of Hamilton Housing Services Division staff work collaboratively with the Business Facilitators in the Planning & Development Department to ensure all affordable housing developers are provided with the most up to date information to guide affordable housing developments through land use planning approvals and building permit application processes
  - The City's Planning & Economic Development Department implement a system of flagging development applications that meet criteria of affordable housing and expedite the processing of those applications
  - Explore funding opportunities (e.g. CMHC SEED funding) to facilitate housing development project management expertise for affordable housing proponents where necessary
- 1.4 Explore the feasibility of inclusionary zoning (i.e. zoning that requires/mandates a certain component of larger developments to be affordable housing) and seek necessary provincial legislative changes that would facilitate the implementation of inclusionary zoning in Hamilton
- 1.5 Explore the feasibility and further promote opportunities that exist in the Urban Hamilton Official Plan for density bonusing (i.e. developers gain more density and increased height in exchange for providing affordable housing), and use of Community Improvement Plans to offer other incentives for affordable housing
- 1.6 As part of the City's new Comprehensive Zoning By-law, explore the potential for pre-zoning (i.e. pre-established approvals) appropriate areas/land parcels to permit as-of-right higher density multi-residential development, converting non-residential space to residential and adding apartments in houses and ground-related dwellings
- 1.7 Inventory and map affordable housing development opportunities including:
- underutilized commercial space that can be converted to residential
  - vacant residential space in buildings
  - vacant government land that is viable/suitable for affordable housing development/redevelopment
- 1.8 Advocate for changes to the City's and senior governments' surplus land policy to make surplus land available for affordable housing development at discounted or no cost
- 1.9 Investigate the feasibility of transitioning rental units that currently do not meet by-laws/standards to become in compliance with necessary by-laws/standards, as well as incentives to bring the units up to standard
- 1.10 Provide learning opportunities to community leaders, decision makers and the general public around good urban planning principles in order to support their role as facilitators of affordable housing development

- 1.11 Explore opportunities for social housing providers to leverage their existing capital assets in order to develop additional affordable housing units (e.g. many social housing providers have equity in their existing social housing projects that can be used to finance new housing)
- 1.12 Explore the feasibility of establishing a Housing Trust fund to help finance affordable housing development

## **Outcome 2: Increase People's Housing Affordability, Stability and Choice**

### **Strategies**

- 2.1 Encourage mixed housing and mixed income development in all urban neighbourhoods by:
  - Increasing opportunities for rental, social and affordable housing in areas that currently offer limited opportunities
  - Ensure all social housing communities have a market housing component
  - Explore opportunities for social housing communities to redevelop to include a mix of new housing options
- 2.2 Develop a policy and strategy to ensure the low and moderate income households in neighbourhoods experiencing economic growth and transformation are not displaced or negatively impacted by gentrification (this should include research on any potential negative impacts)
- 2.3 Increase homeownership opportunities for renters- including social housing tenants (e.g. down payment assistance programs, rent-to-own initiatives, and education on purchase process etc.)
- 2.4 Expand portable and in situ rent subsidy programs (i.e. rent supplements and/or housing allowances that go with the tenant and are not tied to a particular unit)
- 2.5 Investigate the feasibility of developing an emergency housing subsidy to help tenants and homeowners bridge temporary financial crisis situations
- 2.6 Reduce the burden of growing utility costs on low income tenants and homeowners through:
  - Building relationships with local utility corporations to limit the impact of arrears on households
  - Explore options to increase energy efficiency of homes
  - Advocate for removal of HST

- Advocate for removal of deposit requirements
- 2.7 Encourage the development and implementation of enhanced eviction prevention policies in the social housing system
- 2.8 Reduce the burden of last month's rent on tenants through:
- Reviewing and more broadly recommending practices of social housing landlords that allow tenants to pay last months rent over an extended period of time
  - Investigate the effectiveness of eliminating the need for last month rent (look to other jurisdictions e.g. Montreal)
- 2.9 Explore options that ensure social housing applicants and tenants have as much choice as possible (e.g. increase in the number of times they can refuse an offer to be housed; choice based letting)
- 2.10 Advocate for changes to income policies including:
- Increased social assistance rates so shelter allowance components meet average market rent levels
  - Adoption of a Living Wage policy
  - Guaranteed Annual Income Supplement is automatically allocated based on income tax information
  - Advocate for changes to the ODSP system so that benefits are not provided at the end of the month for the preceding month

### **Outcome 3: People Have the Individualized Supports They Need to Help them Obtain and Maintain Housing**

#### **Strategies**

- 3.1 Expand housing with support options including mobile, in-situ and transitional housing options
- 3.2 Develop a formalized working relationship with the MOHLTC/LHIN to increase access to health services including:
- addictions services
  - housing with support services for seniors, people living with mental health, acquired brain injury and/or physical disabilities
  - hospital discharge planning & after care
- 3.3 Work with the Federal and Provincial corrections systems in order to increase the support to individuals being discharged into the community

- 3.4 Work with the Ministry of Youth and Children's Services in order to increase the support to youth being discharged out of the Child Welfare System to live independently in the community
- 3.5 Increase and formalize information sharing and partnership between landlords/housing providers (both public and private market) and social support networks
- 3.6 Implement an assessment and support process in the coordinated access to social housing system that will more immediately address the needs of social housing applicants.
- 3.7 Make available high quality, trauma-informed counselling supports for individuals and families in homelessness and/or insecure housing situations
- 3.8 Advocate for an increase to the OW & ODSP personal needs allowance
- 3.9 Support the implementation of current and emergent local housing and homelessness systems plans that address housing with supports

#### **Outcome 4: People live in housing that is good quality, safe and suitable to their needs**

##### **Strategies**

- 4.1 Explore the potential for new funding programs and expand and promote more broadly existing programs for rehabilitating the housing stock, including:
  - Ontario Renovates
  - Grassroots, neighbourhood or community based quality-improvement initiatives
- 4.2 Review the impacts of continued proactive enforcement of property standards on the supply of affordable rental properties
- 4.3 Explore a rating and incentive program for landlords to maintain high property standards within private market and social housing
- 4.4 Develop a communication strategy to landlords about maintenance responsibilities and available programs to rehabilitate the housing stock
- 4.5 Develop and implement a proactive and coordinated strategy to address bedbugs with a focus on human rights
- 4.6 Increase the number of rental housing units that meet the needs of larger families



- 4.7 Support and monitor housing providers in the implementation of the Accessibility for Ontarians with Disabilities Act on the Built Environment
- 4.8 Expand assistance programs to facilitate modifications for persons with disabilities in private market housing (e.g. Ontario Renovates)
- 4.9 Inventory, rate and increase the number of social housing units that meet the needs of persons with disabilities through existing and new housing opportunities.
- 4.10 Adequately fund capital reserves for social housing based on building condition assessments
- 4.11 Encourage all social housing providers to ensure that tenant safety is ensured through capital and infrastructure audits and improvements (e.g. comprehensive lighting and building security systems)
- 4.12 Plan and implement community building efforts that will develop a 'sense of community' in all social housing (e.g. activities that will positively enhance neighbour relations)
- 4.13 Streamline and provide supports in the process for transfers within social housing (e.g. over-housed or under-housed situations, domestic violence, acquired disability etc.)
- 4.14 Develop and implement person-centred made-in-Hamilton occupancy standards for social housing

## **Outcome 5: People Receive Respectful, Quality Service within a “User Friendly” System and Experience Equity in Housing**

### **Strategies**

There are a number of strategies that can promote better customer service through a more coordinated and consistent housing service system including:

- 5.1 Develop a system navigator role that is focused on supporting people in directly accessing appropriate housing supports
- 5.2 Develop a practice of cross-sectored case conferencing to ensure optimal services for people
- 5.3 Develop web and print based resources that comprehensively outline all housing options in Hamilton and relevant contact information in a variety of languages and forms

- 5.4 Develop information and data sharing protocols across relevant housing, income and other support systems
- 5.5 Through training and cross-sectored collaboration, provide comprehensive and certification-based training on a number of service-improvement areas, such as:
  - Understanding the Housing System
  - Anti-Oppressive and Anti-Racist Service Provision
- 5.6 Encourage organizations to engage in service & system planning
- 5.7 Expand tenant and landlord, outreach and mediation with a focus on tenants' rights and diversity
- 5.8 Develop a general public awareness campaign regarding housing rights, anti-discrimination in housing and where to get housing (e.g. communications to the general public, tenants, young people, newcomers, Aboriginal people, seniors and landlords)
- 5.9 Ensure that clients/participants/tenants are meaningfully engaged in planning and decision making in the areas that impact their lives. This includes:
  - a model for citizen engagement which will be applied to the Action Plan implementation phase and the Housing Services Division and
  - citizen engagement as part of housing and homelessness service funding relationships with community based agencies

## **NEXT STEPS**

### **Phase Two – Implementing the Housing & Homelessness Action Plan**

Phase Two of the Housing & Homelessness Action Plan will be an implementation framework for the aspiration, values, outcomes and strategies identified in this Phase One portion of the Plan. In order to be successfully implemented, resources, participation and support from all stakeholder groups are necessary.

The implementation framework will answer the following questions:

- Who will lead implementation of each of the 54 strategies of the Action Plan?
- Who else needs to be involved for each strategy to be effectively implemented?
- How will the specific needs of different populations be addressed when implementing each strategy?

- What is the timeline for implementing each strategy? Is it immediate (now), short term (1-2 years), medium term (3-5 years), long term (5+ years) or ongoing?
- What targets should be set?
- How much will it cost?
- What are the sources of funding?
- How will progress towards achieving our outcomes be measured, evaluated and reported on?

Developing Phase Two of the Action Plan will involve further community collaboration to create the implementation framework and answer the above questions. The target for completing Phase Two is first quarter of 2013.

The following strategies will serve as a starting point for the Phase Two implementation framework:

### **Implementation Framework (IF) Strategies**

- IF 1. The City of Hamilton will contribute existing staff resources to facilitate the implementation of the Housing & Homelessness Action Plan and to its on-going monitoring, reporting and evaluation, and will also explore funding opportunities to implement the Action Plan.
- IF 2. Develop a coordinated strategy for effectively advocating to upper levels of government.
- IF 3. Develop a comprehensive Housing & Homelessness Action Plan Education & Communication Strategy.
- IF 4. Build research and evaluation capacity within the housing and homelessness sectors through partnership with the academic community
- IF 5. Develop & implement ways of encouraging people to participate in the on-going implementation of the Housing and Homelessness Action Plan in a meaningful way.

**DECLARATION AND DIRECTION OF THE SOLE SHAREHOLDER**  
**(the "Direction")**

This Direction is effective as of September 30, 2012

FROM: City of Hamilton  
TO: CityHousing Hamilton Corporation ("CHH")  
AND TO: The Board of Directors of CHH

**WHEREAS** CHH is a social housing provider in the geographical area of the City of Hamilton, owning and operating approximately 7,079 units spread over 1,265 properties and providing housing to approximately 18,000 residents;

**AND WHEREAS** the City of Hamilton is the sole legal and beneficial shareholder of CHH owning one hundred (100) common shares in the capital stock of CHH;

**AND WHEREAS** the City of Hamilton is also the designated service manager for the purposes of the *Social Housing Reform Act*, S.O. 2000, c. 27, as amended;

**AND WHEREAS** Subsection 108(3) of the *Business Corporations Act*, R.S.O. 1990, c.B.16, as amended, provides that where a shareholder is the sole beneficial shareholder of a corporation, that shareholder may make a written declaration that restricts in whole or in part the powers of the Board of Directors to manage or supervise the management of the business and affairs of the corporation;

**AND WHEREAS** the City of Hamilton provides this Declaration in accordance with Subsection 108(3) of the *Business Corporations Act*, to restrict the powers of the Board of Directors to manage and supervise the management of the business and affairs of CHH as hereinafter provided in this Direction.

**IT IS HEREBY DECLARED AND DIRECTED THAT:**

**ARTICLE 1 - INTERPRETATION**

**1.1** In this Direction, including its Schedules, unless the context requires otherwise, the following words, phrases and terms shall have the meaning ascribed to them as follows.

“Affordable Housing” means housing at a price/cost such that households within the 60th income percentile of income in Hamilton do not pay more than 30% of their gross income.

“Articles” means the Articles of Arrangement of CHH dated January 1, 2006, as amended from time to time.

“Annual Information Return” means the Ministry of Government Services, Ministry of Finance, Corporations Tax Branch Form 1 – Ontario Corporation, Annual Return form, required to be filed under the *Corporations Informations Act*, R.S.O. 1990, c.C.39, as amended.

“Annual Report” has the meaning ascribed to it in section 4.1 hereof.

“Auditor” has the meaning ascribed to it in section 5.9 hereof.

“Board” means the Board of Directors of CHH

“Chair” means the Chair of CHH.

“Chief Executive Officer” means the Chief Executive Officer of CHH.

“Chief Financial Officer” means the Chief Financial Officer of CHH.

“Citizen Member” means, with respect to a member of the Board or a candidate for such membership, an individual who is not a member of Council.

“City” means the City of Hamilton.

“City Manager” means the City Manager of the City of Hamilton.

“CityHousing Hamilton Corporation” and the “Corporation” means CityHousing Hamilton Corporation, an amalgamation of Hamilton Housing Corporation, Municipal Non-Profit (Hamilton) Housing Corporation, and Dundas Valley Non-Profit Housing Corporation, amalgamated under the *Business Corporations Act* on January 1, 2006, and having Ontario Corporation Number 1681566.

“Confidential Information” shall have the same meaning as ascribed to in the *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c.M.56, as amended.

“Corporate Strategic Plan” means the Strategic Plan approved by Council on June 11, 2008, as may be amended or revised from time to time.

“Council” means the Council of the City.

“Direction” means this shareholder’s declaration and direction as may be amended from time to time.

“Director” means a member of the Board of Directors of CHH.

“External Auditor’s Findings Report” means communication of matters identified by the Auditor during the financial statements audit which matters include misstatements, other than trivial errors, fraud, misstatements that might cause future financial statements to be materially misstated, illegal or possibly illegal acts or significant weaknesses in internal control.

“Financial Statements” means, for any particular period, audited or unaudited (as stipulated in the Direction), consolidated or unconsolidated (as stipulated in the Direction), comparative financial statements of the Corporation consisting of not less than a balance sheet, a statement of income and retained earnings, a statement of change in financial position, a report or opinion of the Auditor (in the case of audited financial statements) and such other statements, reports, notes and information prepared in accordance with generally accepted accounting principles (consistently applied) and as are required in accordance with any applicable law.

“Housing Portfolio” means all Housing Projects operated by CHH

“Housing Projects” means all or part of the residential accommodation located in one or more buildings used in whole or in part for residential accommodation, which may include commercial properties ancillary to the foregoing, including vacant land, if any, owned by CHH.

“MFIPPA” means the *Municipal Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c.M.56, as amended, including any regulations thereunder and any successor legislation.

“Officer” means an Officer of the Corporation.

“Operating Agreement” means the Operating Agreement between the Service Manager and CHH, as may be amended or revised from time to time.

“Person” means an individual, sole proprietorship, partnership, unincorporated association, unincorporated organization, trust body corporate and a natural person in her or his capacity as trustee, executor, administrator or other legal representative.

“Resident Canadian” means an individual, who is, a Canadian citizen ordinarily resident in Canada or, in the alternative, a permanent resident within the meaning of the *Immigration and Refugee Protection Act* (Canada), 2001, c.27 and ordinarily resident in Canada.

“Service Manager” means the City (in its capacity as service manager) as defined in the *Social Housing Reform Act*, S.O. 2000, c. 27, as amended.

“Shareholder” means the City (in its capacity as the sole legal and beneficial shareholder of CHH).

“Social Housing” means housing with rent geared to the household's income such that the household is not paying more than 30% of their gross income.

“Tenants” means the tenants of CHH (as that expression is defined in the *Residential Tenancies Act*, 2006, S.O. 2006, c. 17, as amended and including any regulations thereunder and any successor legislation thereto).

- 1.2 **Extended Meanings.** All words importing the singular number include the plural and vice-versa and words importing gender include all genders.
- 1.3 **Conflict between Articles and Direction.** In the event of a conflict between the provisions contained in the Articles and the provisions contained in this Direction, the provisions contained in the Articles shall prevail.
- 1.4 **Conflict between By-laws and Direction.** In the event of a conflict between the provisions contained in the By-laws and the provisions contained in this Direction, the provisions in this Direction shall prevail.
- 1.5 **Severability.** In the event that any provision of this Direction shall be invalid, illegal or unenforceable, it shall not affect the validity, legality or unenforceability of any other provision of this Direction.
- 1.6 **Proper Law.** This Direction shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

## **ARTICLE 2 - PURPOSES, OBJECTIVES, PRINCIPLES AND ACTIVITIES**

- 2.1 **Purposes.** This Direction is made for the following purposes:

- 2.1.1 **Recognize Board Authority.** Recognize the Board's authority to manage or supervise the management of the business and affairs of the Corporation in accordance with this Direction.
  - 2.1.2 **Communicate Shareholder's Requirements.** Provide the Board with the Shareholder's requirements regarding the Corporation.
  - 2.1.3 **Accountability Framework.** Provide for a framework of accountability, responsibility and relationship between the Corporation and the Shareholder.
  - 2.1.4 **Public Information.** Inform the public of the Shareholder's requirements regarding the Corporation.
- 2.2 Principles.** CHH is integral to the quality of life, the infrastructure and overall well being of the community. The Shareholder directs that, in the best interest of CHH and the community of stakeholders whom CHH affects, all members of the Board shall cause CHH to conduct its affairs in a responsible and prudent manner and as part of that:
- 2.2.1 CHH should provide quality, affordable housing accessible to those in need who are eligible for social housing;
  - 2.2.2 CHH should conduct its affairs in accordance with the law, including without limitation the *Social Housing Reform Act*;
  - 2.2.3 CHH should conduct its affairs in accordance with its contractual obligations, including without limitation any applicable operating agreements.
  - 2.2.4 CHH should strive to deliver programs and services on a financially sustainable basis, using the most appropriate methods and structures for doing so.
  - 2.2.5 CHH should be familiar with the demographics and socio-economic status of the Tenants whom are the primary recipient of its programs and services.
  - 2.2.6 CHH should ensure that its policies and programs are consistent with the principles set out in this Direction.
  - 2.2.7 CHH should ensure that its policies and programs are not inconsistent with the Corporate Strategic Plan approved by the Council of the City of Hamilton.



2.2.8 CHH should be accountable for its delivery of housing services and programs in accordance with the principles and objectives outlined in this Direction.

**2.3 Objectives.** The objectives sought to be achieved by the Shareholder with this Direction are as follows:

2.3.1 CHH will utilize its assets for the purpose of providing housing.

2.3.2 CHH will utilize its assets for the purpose of meeting development objectives

2.3.3 The assets of CHH are expected to be maintained in good repair and the usefulness of the assets is expected to be maintained in order to provide quality housing.

2.3.4 The assets of CHH will be maintained, operated, managed and protected to optimize long-term sustainability.

2.3.5 CHH will meet the financial performance standards from time to time set by the Shareholder and the Board.

2.3.6 CHH will support and promote efforts aimed at providing Tenants with healthy, safe and sustainable communities.

2.3.7 CHH will protect Tenants from harassment, in an environment where human rights are upheld.

2.3.8 Subject to the terms of this Direction, CHH will be responsible for the management of its Housing Portfolio, for making policy and operational decisions and for being accountable for such policy and operational decisions.

2.3.9 CHH will act to mitigate financial risks to the Shareholder, while service standards and levels are maintained or enhanced.

**2.4 Activities.** Subject to CHH's financial resources and consistent with the overall principles and objectives outlined in this Direction, CHH may engage in any of the following business activities:

2.4.1 Own, operate or have an ownership interest in affordable rental housing, social housing, affordable-ownership housing, vacant land

and commercial properties ancillary to the foregoing and provide related services.

- 2.4.2 Develop new Housing Projects (subject to prior approval of the Service Manager).
- 2.4.3 Redevelop existing Housing Projects (subject to prior approval of the Service Manager).
- 2.4.4 Deliver program-related services on behalf of the Service Manager including but not limited to rent supplement programs, the completion of applicant/tenant income testing functions and a housing registry or wait list, as may be approved in writing by the Service Manager from time to time.
- 2.4.5 Deliver program-related services on behalf of other agencies, boards and commissions, as may be approved in writing by the Service Manager from time to time.

### **ARTICLE 3 - BOARD MATTERS**

- 3.1 **Board Responsibilities.** Subject to any matters requiring approval of the Shareholder pursuant to this Direction, the Board shall manage or supervise the management of the business and affairs of CHH in a manner consistent with the principles, objective and other provisions outlined in this Direction and the Operating Agreement. More specifically this shall include without limitation the following:
  - 3.1.1 Establishing the values, mission and vision for CHH and preparing strategic plans.
  - 3.1.2 Establishing policies to guide the operations of CHH.
  - 3.1.3 Approving an annual operating plan and budget for CHH.
  - 3.1.4 Approving an annual capital plan and budget for CHH.
  - 3.1.5 Monitoring the performance of CityHousing Hamilton Corporation in terms of its finances, costs, quality of Tenant services, building condition and community development.
  - 3.1.6 Making recommendations to the Shareholder, in consultation with the City Manager with respect to the recruitment of the Chief Executive Officer, including establishing the employment terms and conditions and performance expectations.

3.1.7 Making recommendations to the Shareholder, in consultation with the City Manager, with respect to the performance evaluation, discipline and termination of the Chief Executive Officer.

3.1.8 Communicating regularly to its key stakeholders on the performance and plans of CityHousing Hamilton Corporation.

**3.2 Officers.** The Board shall elect a Chair from among its Directors and other key Officers from among its members, providing that the Secretary need not be Director. In the event the Chair resigns or otherwise vacates the position of Chair prior to the end of her or his term, the Board shall elect a Chair from among its remaining Directors.

**3.3 Employees.**

3.3.1 **Chief Executive Officer.** The Chief Executive Officer (“CEO”) shall be a City of Hamilton employee but shall report to the Board with respect to all functional and operational matters of CHH. The CEO shall report to the City Manager administratively and organizationally. The City Manager shall have sole discretion for the discipline and termination of the CEO, notwithstanding such discipline and termination may be brought as a result of a recommendation of the Board.

3.3.2 **Chief Financial Officer.** The CEO shall recruit a Chief Financial Officer (“CFO”). The CFO shall be a City of Hamilton employee and shall report to the CEO. The CFO shall comply with and adhere to all City of Hamilton policies and procedures except to the extent that CHH had adopted its own policies with respect to financial, accounting or procurement in accordance with this Direction.

3.3.3 **Other Employees.** All other employees currently employed by the City of Hamilton for the purpose of operating, administering and supporting CHH (the “CHH Employees”) shall be City of Hamilton employees and shall report through an organizational structure approved by the CEO and the City Manager. All CHH Employees shall adhere to and be subject to the Human Resource and Corporate policies and procedures of the City of Hamilton, except to the extent that CHH has approved different policies and procedures in accordance with this Direction. In the event that CHH approves different policies and procedures in accordance with this Direction, such different policy and procedure shall be clearly communicated to the CHH Employees.

**3.4 Conflict of Interest.**

**3.4.1 Board Compliance.** The Directors and Officers shall comply with all applicable conflict of interest law including without limitation:

3.4.1.1 *Municipal Conflict of Interest Act*, R.S.O. 1990, c.M.50, as amended, including any regulations thereunder and any successor legislation;

3.4.1.2 *Business Corporations Act*, R.S.O. 1990, c.B.16, as amended, including any regulations thereunder and any successor legislation.

3.4.1.3 *Social Housing Reform Act*, S.O. 2000, c. 27, as amended and includes any regulations thereunder and any successor legislation.

**3.4.2 Employee Compliance.** The CEO shall ensure that the CFO and CHH Employees comply with all applicable conflict of interest law and any related CHH and City of Hamilton policy in respect of conflicts of interest.

**3.5 Remuneration.** Except for remuneration from the City as approved by Council from time to time, the Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit or payment of any nature from CHH on any basis including without limitation in the capacity of Officer. The foregoing is provided that Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties as Directors.

**3.6 Removal of Directors.** A Citizen Member may be removed from the Board by resolution of the Board, at a properly constituted meeting, for such reasons including, but not limited to:

3.6.1 Breach of the Director's obligations under the *Business Corporations Act*;

3.6.2 Conflict of interest that cannot be resolved in any other manner satisfactory to the Board and Shareholder;

3.6.3 Engagement in activities that are deemed by the Board and/or the Shareholder to be inconsistent with the principles, objectives and other provisions of this Direction;

3.6.4 Inability to meet the eligibility criteria of a Board member as described in sub-section 5.3 of this Direction;

3.6.5 Absence from three (3) consecutive meetings of the Board during any calendar year without written approval of the Board.

### 3.7 Regulatory Matters.

3.7.1 **MFIPPA.** CHH is subject to MFIPPA, which requires the Board to appoint a “head” for the purposes of disclosing or refusing to disclose “records” or “confidential information”, as those expressions are defined in the MFIPPA. CHH shall appoint the CEO as the head of CHH for the purposes of MFIPPA. The CEO may designate either the CFO or another CHH Employee to act as “head” for the purposes of MFIPPA.

3.7.2 **Other Legislation.** CHH is subject to a variety of legislation that governs its operations and which establishes responsibilities of the Board including without limitation the *Housing Services Act, 2011*, S.O. 2011, c. 6, the *Residential Tenancies Act*, S.O. 2006, c. 17, the *Human Rights Code*, R.S.O. 1990, c.H.19, and municipal property standards by-laws. In all such cases such legislation shall prevail over this Direction where there is a conflict between this Direction and such legislation. Should such a conflict occur, CHH shall contact the Shareholder to discuss the manner in which the interests of the Shareholder may best be protected.

3.7.3 **Annual General Meeting.** The Board shall hold an annual general meeting of the Shareholder of CHH not later than six (6) months after the end of CHH's fiscal year.

3.7.4 **Payment of Auditor.** CHH shall satisfy payment of the remuneration of the Auditor.

## ARTICLE 4 - BOARD ACCOUNTABILITY

4.1 **Annual Report.** The Board shall prepare and approve an “Annual Report” and submit and present the report to the Shareholder, at a meeting of the Shareholder for the purposes of receiving the report, which may be the Annual General Meeting. The Annual Report shall include:

4.1.1 Such explanations, notes and information as are required to account for any variances between the actual results from operations and the budgeted amounts set forth in the approved budget, and any material variances in the projected ability of any business activity to meet or continue to meet the financial objectives of the Shareholder.

- 4.1.2 Information that is likely to materially affect the Shareholder's objectives.
  - 4.1.3 Information regarding any matter, occurrence or other event which is a material breach or violation of any law, including major findings of internal and other audits.
  - 4.1.4 Information on progress and accomplishments relative to the strategic business plan in place.
  - 4.1.5 Information regarding the performance of CHH such that the Shareholder can determine that the strategic business plan has been respected.
  - 4.1.6 Information regarding the performance of CHH can determine that this Direction has been respected.
  - 4.1.7 Such additional information as the Shareholder may specify from time to time.
- 4.2 Consistency with Other Reports.** CHH's Annual Report shall be consistent with, but not in lieu of, other reporting that the Service Manager may be required.
- 4.3 Strategic Business Plan.** Every four (4) years the Board shall provide the Shareholder, with a strategic business plan for CHH outlining goals, strategies and new directions for the following four (4) years.
- 4.4 Financial Statements.** The Board shall deliver to the Shareholder, as soon as practicable and in any event no later than the 31<sup>st</sup> day of May in the year following the end of each fiscal year, the CHH audited annual Financial Statements signed on behalf of the Board by two (2) members of the Board along with a copy of the Auditor's Report and the External Auditor's Findings Report and the management letter for consideration by the Shareholder. Further quarterly financial statements shall be delivered by the Board to the Shareholder not later than the second (2<sup>nd</sup>) month following the end of the quarter.
- 4.5 Accounting.** CHH shall adopt and use the accounting policies and procedures that may be approved by the Board from time to time and all such policies and procedures shall be consistent with the Service Manager requirements and in accordance with generally accepted accounting principles and applicable regulatory requirements.

- 4.6 Procurement.** CHH shall adopt and use a Procurement Policy that is open, fair and transparent in keeping with the principles of public procurement. In the event that CHH fails to adopt such a Procurement Policy, it shall by default be subject to the Procurement Policy adopted by the City of Hamilton. Notwithstanding that CHH adopts its own Procurement Policy, the Shareholder may elect to require CHH to follow the Procurement Policy of the City of Hamilton at any time.
- 4.7 Access to Records.** The Shareholder shall have unrestricted access to the books and record of CHH during normal business hours. The Shareholder shall treat all information of CHH with the same level of care and confidentiality as any Confidential Information of the Shareholder.

#### **ARTICLE 5 - SHAREHOLDER MATTERS**

- 5.1 Matters Requiring Shareholder Approval under the *Business Corporations Act*.** CHH shall not, without prior written approval of the Shareholder, enter into any transaction or take any action that requires shareholder approval pursuant to the *Business Corporations Act*.
- 5.2 Shareholder to Appoint Directors.** The Shareholder shall appoint the Board in accordance with this Article.
- 5.2.1 Eligibility for Board Membership.** To be eligible to serve as a Director, an individual must not be statutorily disqualified from being a director under the *Business Corporations Act* or otherwise, and shall be a Resident Canadian, residing in or paying property taxes to the City. In addition, members of Council who act as Directors:
- 5.2.1.1 Shall have been elected to such office by qualified electors pursuant to the provisions of the *Municipal Elections Act, 1996*, S.O. 1996, c. 32, as amended or shall have been appointed as a member of Council pursuant to the provisions for filling vacancies contained in the *Municipal Act, 2001*, S.O. 2001, c.25, as amended.
- 5.2.1.2 Shall be approved as candidates for the Board by resolution of the Shareholder.
- 5.3 Qualification of Directors.** In appointing Directors to the Board, the Shareholder shall give due regard to the qualifications of Citizens with the aim of ensuring that the Board collectively represents a range of relevant expertise including, but not limited to or exclusively, with respect to:

- 5.3.1 Social housing;

- 5.3.2 Community development;
  - 5.3.3 Business and financial management;
  - 5.3.4 Corporate governance responsibilities;
  - 5.3.5 Organizational development;
  - 5.3.6 Labour relations;
  - 5.3.7 Legal and/or legal aid experience;
  - 5.3.8 Landlord and tenant and social services matters.
- 5.4 Composition of the Board** – The Board shall be composed of nine (9) Directors appointed by the Shareholder in accordance with the following:
- 5.4.1 Five (5) members shall be members of Council;
  - 5.4.2 Four (4) members shall be citizens.
- 5.5 Appointment Process.**
- 5.5.1 **Council Member Appointments.** Council members shall be appointed to the Board through a process approved from time to time by Council for such appointments.
  - 5.5.2 **Citizen Appointments.** Other members of the Board who are not appointed to the Board through the appointment processes outlined in the immediate preceding paragraph shall be appointed to the Board by a resolution of the Shareholder through the process used by the City for citizen appointments to boards and agencies.
- 5.6 Vacancies.** Subject to the relevant provisions of the *Business Corporations Act*, if a member of the Board ceases to be a Director for any reason, the Shareholder shall fill the vacancy created thereby as soon as reasonably possible from persons eligible for appointment as a Director pursuant to this Direction.
- 5.7 Term of Appointment.** The term of appointment for all Board members shall be concurrent with the term of Council or until their successors are appointed. Directors, if qualified, may be reappointed to the Board.
- 5.8 Auditor.** The Shareholder shall appoint an auditor which Auditor shall be licenced under the *Public Accounting Act, 2004*, S.O. 2004, c. 8 and who shall be engaged to prepare and provide the Auditor's Report, the External Auditor's Findings Report and the Annual Information Return. The Auditor shall also be engaged to prepare a management letter for the purposes of indicating to CHH specific ways to improve report and financial operations to help foster efficient management of the Corporation's resources. The management letter will also describe whether or not CHH has corrected



any identified deficiencies in legislative compliance and in internal controls.

**5.9 Other Matters Requiring Shareholder Approval.**

5.9.1 **Corporate Issues.** Without the prior approval of the Shareholder, CHH shall not:

5.9.1.1 Create any debt;

5.9.1.2 Proceed with redevelopment projects;

5.9.1.3 Pass or amend any by-laws with respect to the composition or number of Directors or the term of Directors;

5.9.1.4 Pass or amend any by-laws that are inconsistent with this Direction;

5.9.1.5 Take or institute proceedings for any legal reorganization of CHH.

**ARTICLE 6 - CONFIDENTIALITY**

**6.1 Confidentiality.**

6.1.1 **Confidentiality Exceptions.** The Directors, Officers and the Shareholder shall ensure that Confidential Information of CHH is not disclosed or otherwise made available to any Person, except to the extent that:

6.1.1.1 Disclosure to the CEO, the CFO, the CHH Employees, authorized agents of CHH, or other employees or agents of the Shareholder is necessary for the performance of any of their duties and obligations under this Direction; and

6.1.1.2 Disclosure is required in the course of judicial proceedings or pursuant to law.

**6.2 Requests to Disclose.** In the event any of the Directors, Officers or the Shareholder receives a request to disclose any Confidential Information pursuant to legal process of any kind, such Director, Officer or Shareholder shall notify CHH promptly so that CHH may seek a protective order or other appropriate remedy. In the event that such protective order

or other remedy is obtained, any of the Directors, Officers or Shareholder shall furnish only that portion of the Confidential Information which any of the Directors, Officers or Shareholder is/are advised by legal counsel is legally required and will exercise all reasonable efforts to obtain reliable assurance that confidential treatment will be afforded to the Confidential Information.

### **ARTICLE 7 - EXCHANGE OF INFORMATION**

- 7.1 Notice by CityHousing Hamilton Corporation.** Where Shareholder approval is required, the Board shall deliver reasonable advance notice in writing of the need for such approval and shall provide such information as is reasonably necessary for the Shareholder to make an informed decision regarding the subject matter requiring approval.
- 7.2 General.** Any demand, notice or communication to be given under this Direction and not otherwise addressed in this Direction shall be in writing and signed by an authorized signatory and shall be personally delivered, mailed by prepaid mail, sent by facsimile or email as follows:

All demands, notices and communications shall:

- If delivered personally, be deemed to have been received upon receipt;
- If transmitted by facsimile or email, be deemed to have been given on the second (2<sup>nd</sup>) business day following the day they were sent; and
- If mailed, be deemed to have been given on the third (3<sup>rd</sup>) business day following the date they were mailed.

In the event of disruption of normal postal service, notice may be made by personal delivery, facsimile or email only.

### **ARTICLE 8 - ENFORCEMENT**

- 8.1 Voting Power.** The Board and Shareholder shall at all times use their voting powers (whether expressed by way of vote or written consent) in accordance with the provisions of this Direction and for the purposes of effectuating the same.
- 8.2 Further Assurances.** CHH, upon the reasonable request of the Shareholder, shall do, execute, acknowledge and deliver or cause to be done, executed, acknowledged and delivered all such further acts and

assurances as may be required for the better carrying out and performance of all the terms of this Direction.

**ARTICLE 9 - COMMENCEMENT, AMENDMENT and TERMINATION**

- 9.1 **Commencement.** This Direction shall come into effect as of July 1, 2012 and continue in effect until terminated by the Shareholder.
- 9.2 **Amendment.** This Direction may be amended solely at the discretion of the Shareholder at a duly called meeting.
- 9.3 **Termination.** This Direction may be terminated solely at the discretion of the Shareholder upon written notice to the Board of any such proposed termination.

**CITY OF HAMILTON**

Signed for and on behalf of the City of Hamilton as the sole legal and beneficial Shareholder by:

Signed \_\_\_\_\_

Name:  
Title: Mayor

Signed \_\_\_\_\_

Name:  
Title: City Clerk

Date \_\_\_\_\_

Date \_\_\_\_\_