



City of
Peterborough

To: **Members of General Committee**

From: **Sheldon Laidman, Commissioner of Community Services**

Meeting Date: **June 7, 2021**

Subject: **Report CSSS21-008
Peterborough Housing Corporation Transition Board of
Directors**

Purpose

To recommend amendments to the Shareholder Declaration respecting Peterborough Housing Corporation to establish a transition Board of Directors.

Recommendations

That Council approve the recommendations outlined in Report CSSS21-008 dated June 7, 2021 of the Commissioner of Community Services, as follows:

- a) That the Shareholder Declaration dated October 3, 2016 respecting Peterborough Housing Corporation be amended as outlined in Report CSSS21-008 to establish a transition Board of Directors to be comprised of the Mayor, Chair of Housing, Vice-Chair of Housing, Chair of Finance, and the County Warden; and
- b) That the Mayor and Clerk be authorized to execute documents to effect the amendments to the Shareholder Declaration in forms acceptable to the City Solicitor.

Budget and Financial Implications

There are no budget or financial implications directly related to the recommendations in the report.

Background

On February 16, 2021, General Committee considered Report CSSS21-003, “Governance Alternatives to Support Affordable Housing Development”. The report recommended an alternative structure – a Government Business Enterprise (GBE) – as the model to advance affordable housing development in Peterborough. The report’s recommendations were approved by General Committee and then by Council on February 22, 2021 with an additional direction for Staff to brief the Peterborough County Warden, County officials and staff respecting the February 5, 2021 KPMG report referred to in the report.

On March 25, 2021, Peterborough Regional Liaison Committee (PRLC) received Report CSSSPRLC21-001, “Impact to the County of Peterborough of Governance Alternatives to Support Affordable Housing Development”.

Peterborough Housing Corporation (PHC) is a local housing corporation originally incorporated December 14, 2000 pursuant to the **Social Housing Reform Act, 2000** and continued under the **Housing Services Act, 2011**. PHC’s articles of incorporation establish a Board comprised of a minimum of 2 and a maximum of 13 Directors.

Pursuant to subsection 115(2) of the **Business Corporations Act (BCA)**, PHC is required to have a Board of Directors comprised of at least one (1) Director.

Pursuant to subsection 108(2) of the **BCA**, the City as sole shareholder may make a written declaration that restricts in whole or in part the powers of PHC’s Directors to manage or supervise the management of PHC’s business and affairs. The Shareholder Declaration addresses the current composition of the PHC Board.

Pursuant to subsection 116(1) of the **BCA**, PHC’s Board may, by resolution, make, amend or repeal any PHC by-laws that regulate PHC’s business or affairs. However, any such PHC by-laws are subject to the provisions of the Shareholder Declaration. PHC’s By-law No. 1, as most recently amended March 21, 2007, is consistent with the Shareholder Declaration.

Staff recommend an interim or transition PHC Board during the time that the GBE model is implemented and the PHC Board’s focus returns to social housing. The alignment of the Board’s priorities with Council’s endorsement of the GBE model for affordable housing is necessary for its effective implementation. A PHC Board comprised of fewer members, at least in the near term, will permit the Board to respond to implementation issues more effectively and ensure priorities are in alignment with objectives of the City and the new GBE. Specifically, Staff recommend a transition PHC Board comprised of the following members:

- a) Mayor
- b) Chair of Housing
- c) Vice-Chair of Housing
- d) Chair of Finance

e) County Warden

The PHC staff would report to the transition PHC Board in the traditional context of an employment relationship to PHC as represented by its Board.

It is proposed that the Shareholder Declaration be amended by deleting its sections 4.2, 4.3, 4.4 and 4.5 and by substituting the following:

“4.2 Board of Directors

The Board is comprised of four (4) members elected to Council of the City of Peterborough and one (1) member elected to Council of the County of Peterborough from time to time holding one of the following offices:

1. City's Mayor
2. City's Chair, Housing
3. City's Vice-Chair, Housing
4. City's Chair, Finance
5. Warden of the County of Peterborough

Each of the City's Commissioner of Community Services and Manager, Housing Services is designated as an Official City Advisor to the Board with the rights to receive notice of, attend and address the Board at each of its meetings.

4.3 Quorum

Any three (3) members of the Board constitute a quorum.”

In addition to the specific position identified above, other City staff will be available to assist the Board in an advisory capacity during this time of transition.

As part of the GBE implementation process, Council will be considering, among other matters, the ideal composition of a GBE Board. That process will, in turn, inform Council's consideration of the composition of the PHC Board for the longer term. The objective is to ensure that social housing initiatives and affordable housing initiatives are collectively advanced efficiently and effectively by PHC and the GBE, respectively.

Staff will update Peterborough Regional Liaison Committee respecting this report and General Committee's resolutions in response to this report at its June 10, 2021 meeting, which is before Council makes a final determination on June 28, 2021 in response to the General Committee's resolutions.

Summary

It is recommended that the Shareholder Declaration be amended so that a transition PHC Board during the time that the GBE model can be implemented and the PHC Board's focus can return to social housing.

Submitted by,

Sheldon Laidman
Commissioner of Community Services

Contact Name:

Sheldon Laidman
Commissioner of Community Services
Phone: 705-748-8830 Ext. 3868
Toll Free: 1-855-738-3755
E-Mail: slaidman@peterborough.ca