



Board Directors Attendance at Board and Committee Meetings

Item 6

October 27, 2023

Board of Directors

Report: TCHC:2023-51

To: Board of Directors (the “Board”)

From: General Counsel & Corporate Secretary

Date: September 13, 2023

PURPOSE:

The purpose of this report is seek the Board’s approval of the absence of Directors from Board and Committee meetings held since the prior Board meeting.

RECOMMENDATION:

It is recommended that the Board:

1. Approve the absence of any Directors from the Board and any Committee meetings held since the July 26, 2023 Board of Directors meeting, in accordance with TCHC’s Bylaw 2 and the City of Toronto’s Shareholder Direction;
2. Receive the resignation of Councillor Paula Fletcher from the Governance, Communications and Human Resources Committee (effective October 27, 2023); and
3. Authorize the General Counsel & Corporate Secretary to take all actions to implement the above recommendations.

REASON FOR RECOMMENDATION:

Section 3.12(2) of the City of Toronto's Bylaw 2 provides that the City, as Shareholder, may remove any Director from office at any time, should the Director fail to attend three or more consecutive meetings of the Board or its Committees without the approval of the Board.

Section 5.6 of the City's Shareholder Direct requires TCHC to advise the City immediately when there is cause for removal of a Director, including when a Director has to attend three or more consecutive meetings of the Board or its committees without approval of the Board.

Incorporating a standing motion for the Board's consideration in Public Board meeting Agendas will serve to mitigate the risk that Directors and TCHC are alleged not to have complied with the requirements of Bylaw 2 and the Shareholder Direction.

Additionally, with the change in Directors on the Board, all Directors were canvassed to in order to determine their preferences for Committee appointments. The revised appointment that is recommended in this report reflects those preferences.

SIGNATURE:

"Darragh Meagher"

Darragh Meagher
General Counsel & Corporate Secretary

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