



BOARD OF DIRECTORS MEETING AGENDA

Date: **Wednesday, April 26, 2023**

Time: **2:00 PM** (or directly following the DNSSAB Board Meeting)

Location: Teleconference via Zoom and/or in the DNSSAB Boardroom

Join Zoom Meeting

<https://us06web.zoom.us/j/82331276146?pwd=ZTgzNVVoREtrQkI3RTVReEsra3Qrdz09>

Meeting ID: 823 3127 6146

Passcode: 69771171

One tap mobile

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Chris Mayne (Chair), Lana Mitchell (Vice Chair), Mark King, Terry Kelly, Mélanie Chenier, Peter Chirico, Dan O’Mara, Ethel LaValley

	NDHC BOARD AGENDA
1.0	1.1 Call Meeting to Order 1.2 Declarations of Conflict & Pecuniary Interest 1.3 Opening Remarks by Chair
2.0	Adoption of Agenda MOTION: #2023-17 THAT the Agenda for the Nipissing District Housing Corporation (NDHC) Board meeting for April 26, 2023 be adopted as presented.

	NDHC BOARD AGENDA
3.0	Meeting Minutes (February 22, 2023) MOTION: #2023-18 THAT the minutes of the Board meeting held; February 22, 2023, be approved, as presented.
4.0	4.1 Delegations – none at this time
5.0	CONSENT AGENDA – <i>All items in the consent agenda are voted on collectively. The Chair will call out each item for consideration of discussion. Any item can be singled out for separate vote; then, only the remaining items will be voted on collectively.</i> MOTION: #2023-19 THAT the Board receives for information, Consent Agenda items 5.1. 5.1 NDHC10-23 Seniors Community Grant Funding – Nipissing Seniors Inclusion and Safety Project Completion- information about the implementation of a Seniors Community Grant Program and the objectives successfully accomplished by the end date of March 31, 2023.
6.0	MANAGERS REPORTS
	6.1 NDHC12-23 NDHC By-law Amendments MOTION: #2023-20 THAT the Nipissing District Housing Corporation accepts amendments to By-law #1 and By-law #2, as described in Board Report NDHC12-23.
7.0	New Business
8.0	Next Meeting Date and Adjournment MOTION: #2023-21 THAT the meeting of the NDHC Board be adjourned at; _____ p.m. and that the next meeting will be held at a yet to be determined date.



MINUTES OF PROCEEDINGS

NDHC BOARD MEETING –Wednesday, February 22, 2023 Via Zoom Teleconference and in DNSSAB Boardroom

MEMBERS PRESENT:

Councillor Mélanie Chenier

Councillor Terry Kelly

Councillor Mark King

Councillor Chris Mayne (Chair)

Councillor Lana Mitchell (Vice-Chair)

Mayor Ethel LaValley

Non-members Present

Councillor Maggie Horsfield

REGRETS:

Mayor Dan O'Mara

Mayor Peter Chirico

1.0 CALL TO ORDER

1.1 Chair Chris Mayne call the meeting to order at 3:35 PM.

1.2 Declarations of Conflict & Pecuniary Interest – There were no declarations.

2.0 ADOPTION OF AGENDA

RESOLUTION #2023-08

MOVED BY: Terry Kelly
SECONDED BY: Lana Mitchell

THAT the Agenda for the Nipissing District Housing Corporation (NDHC) Board meeting for February 22, 2023 be adopted as presented.

CARRIED

3.0 APPROVAL OF MINUTES

Meeting Minutes (January 18, 2023)

RESOLUTION # 2023-09

MOVED BY: Ethel LaValley
SECONDED BY: Mélanie Chenier

THAT the minutes of the Board meeting held; Wednesday, January 19, 2023 be approved, as presented.

CARRIED

4.0 DELEGATIONS

4.1 Delegations – Auditor Dean Decaire, BDO on Audit Planning for the NDHC.

Auditor Dean Decaire from BDO reviewed the audit process for NDHC. He asked members if they had any concerns and none were noted. The auditor noted that the audit findings would be brought back to the Board in the audit report in May.

5.0 CONSENT AGENDA

RESOLUTION #2023-10

MOVED BY: Mark King
SECONDED BY: Mélanie Chenier

THAT the Board receives for information, Consent Agenda items 5.1 and 5.2.

5.1 NDHC04-23 Update on Tax Relief and Covenant Requests for Mackay Homes - information regarding the request to the City of North Bay for property tax exemption of the Mackay Homes property located at 225-230 Olive Street, North Bay.

There was discussion about what would happen if the tax relief didn't happen – this would result in an increase in the levy.

5.2 NDHC05-23 Bed Bug Analysis - information on the current bed bug situation at two NDHC properties and steps to remedy the situation.

There was discussion about the process of bed bug remediation, how treatments are carried out and how to prevent infested articles such as furniture from being brought back into the building. Director of Housing Operations, TracyAnn Bethune indicated that while there is no place to quarantine a tenant's possessions, a lot of education is done with tenants, supports are offered to tenants with remediation, and garbage bins are locked. As well, further inspections are done after treatments are completed, and further treatments are planned if the first wasn't successful.

6.0 MANAGERS' REPORTS

6.1 NDHC07-23 Delegation of Authority RESOLUTION #2023-11

MOVED BY: Ethel LaValley

SECONDED BY: Lana Mitchell

THAT the Nipissing District Housing Corporation authorize the Board Chair Chris Mayne, or Vice Chair Lana Mitchell in the Chair's absence, and the Chief Executive Officer (CEO) Catherine Matheson, or the CEO's delegate, as described in Board Report NDHC07-23, in their absence, to act as signing authorities for the Corporation.

CARRIED

6.2 NDHC06-23 CMHC Repair Funds RESOLUTION #2023-12

MOVED BY: Mark King

SECONDED BY: Terry Kelly

THAT the Board approve staff proceeding with CMHC Repair funding as described in Board Report NDHC 06-23, should a funding offer be made; and further,

THAT the Board approve capital expenditures of up to \$500,000 from the Capital Replacement Reserve Fund, for repairs to properties described in the report, as the cost-sharing component for the CMHC Repair funding.

Manager of Housing Development, Donna Mayer, reviewed her report and indicated that the \$500,000.00 would be matched and that this amount has already been approved.

CARRIED

6.3 Move In-Camera

MOVED BY: Terry Kelly

SECONDED BY: Mélanie Chenier

RESOLUTION #2023-13

BE IT RESOLVED, THAT the Nipissing District Housing Corporation (NDHC) Board move in-camera at 4:17 to discuss disposition of land by the Corporation and confidential information.

CARRIED

6.4 Adjourn In-Camera

MOVED BY: Mélanie Chenier

SECONDED BY: Terry Kelly

RESOLUTION #2023-14

BE IT RESOLVED, THAT the Nipissing District Housing Corporation (NDHC) Board adjourns in-camera at 4:24 PM.

CARRIED

6.5 Approve In-Camera

MOVED BY: Lana Mitchell

SECONDED BY: Ethel LaValley

RESOLUTION #2023-15

BE IT RESOLVED, THAT the Nipissing District Housing Corporation (NDHC) Board approves the direction/action agreed to in the in-camera session.

CARRIED

8.0 NEW BUSINESS

The Chair inquired about the process surrounding a difficult tenant that has become problematic for neighbours. Director and Housing Operations, TracyAnn Bethune, replied that measures can be taken through the Tenancy Act. Notice can be provided that the tenant has seven days to remedy the situation. If after six months there has been no change, the landlord can send another notice. If the situation remains unresolved, the landlord can apply for a hearing with the Ontario Landlord and Tenant Board.

9.0 MEETING ADJOURNMENT

RESOLUTION: #2023-16

MOVED BY: Lana Mitchell

SECONDED BY: Mark King

THAT the meeting of the NDHC Board be adjourned at 4:27 PM and that the next meeting will be held at a yet to be determined date.

CARRIED

CHRIS MAYNE
CHAIR OF THE BOARD

CATHERINE MATHESON
CHIEF EXECUTIVE OFFICER

Minutes of Proceedings Recorder: Marianne Zadra



BOARD REPORT NDHC10-23

☒ For Information or ☐ for Approval

Date: April 26, 2023

Purpose: **Seniors Community Grant Funding – Nipissing Seniors Inclusion and Safety Project Completion**

Prepared by: TracyAnn Bethune, Director of NDHC

Reviewed by: Justin Avery, Manager of Finance

Approved by: Catherine Matheson, Chief Executive Officer

Alignment with Strategic Plan: Healthy, Sustainable Communities

☒ **Maximize Impact** ☒ **Remove Barriers** ☒ **Seamless Access** ☒ **Learn & Grow**

This report provides information about the implementation of a Seniors Community Grant Program and the objectives successfully accomplished by the end date of March 31, 2023.

BACKGROUND

This project's key deliverables were to improve the safety and well-being of vulnerable senior tenants living within NDHC properties in the District of Nipissing. As part of the project planning, NDHC collaborated with Victim Services of Nipissing District as well as the North Bay & Parry Sound District Health Unit to offer education, training, networking activities and strategies that help reduce the threat of elder abuse, promote individual wellness and address matters of social isolation.

CURRENT STATUS/STEPS TAKEN TO DATE

A total of **24** workshops were delivered to tenants in each of NDHC's senior designated buildings. Invitations were sent to other senior tenants who reside in other NDHC adult buildings. **200** tenants participated during the project. The project work plan focused on three key initiatives; elder abuse prevention and safety planning, connecting tenants to community resources and nutritional education including meal planning and community kitchens.

RESOURCES REQUIRED, RISKS AND MITIGATION

The funding of \$20,200 provided by the Seniors Community Grant enabled programming such as community kitchen supplies, transportation for tenants to attend workshops outside of their residential area as well as for program supplies, including personal protective equipment. Performance measures and milestones were monitored and relevant community agencies participated such as Police Services, Alzheimer's Society, Diabetes Society, VON exercise session, Crime Stoppers and the RUOK Program. Two NDHC tenant services staff administered the program activities using a variety of workshops, topic based guest speakers, seminars, communal meal preparations, wellness kits and community kitchens, all of which encourage social inclusion.

CONCLUSION

The most resonating outcome was hearing tenants expressing their intention to live independently and their concerns, in part, due to limited financial resources restricting access to healthier food choices, access to personal support services, as well as their need for further social inclusion activities.

The project's objective – to ensure tenants were educated about relevant community agencies, meal planning, feeling less isolated and more aware of the importance of staying linked to other tenants and/or their families as a means of safety planning – was met. The success of this project is encouraging and work will continue to explore further funding opportunities for NDHC tenants.



BOARD REPORT NDHC12-23

☐ For Information or ☒ For Approval

Date: April 26, 2023

Purpose: NDHC By-law Amendments

Prepared by: Melanie Shaye, Director of Corporate Services

Reviewed by: Justin Avery, Manager of Finance

Approved by: Catherine Matheson, Chief Executive Officer

Alignment with Strategic Plan: Healthy, Sustainable Communities

☐ Maximize Impact ☐ Remove Barriers ☒ Seamless Access ☐ Learn & Grow

RECOMMENDATION

THAT the Nipissing District Housing Corporation accepts amendments to By-law #1 and By-law #2, as described in Board Report NDHC12-23.

BACKGROUND

NDHC's certificate of incorporation is dated December 15, 2000. By way of Articles of Arrangement registered December 31, 2005, NDHC amalgamated with North Bay Municipal Non-Profit Housing Corporation, with the amalgamated corporation becoming NDHC.

The DNSSAB, in accordance with the Housing Services Act, holds the authority to acquire the housing corporation's shares, and is identified as the "service manager" and the "shareholder" in accordance with the NDHC By-law #1. The DNSSAB is the sole legal and beneficial shareholder of NDHC, owning 100 common shares in the capital stock of NDHC.

DNSSAB Resolution 2017-20, which declared the Shareholder Declaration invalid, outlined when the DNSSAB took full control of NDHC operations on February 21, 2017 as the sole shareholder. Also effective on this date, the DNSSAB assumed control of the management of the business and affairs of NDHC.

The NDHC Board is bound by two By-laws:

1. By-law #1, Procedural By-law (attachment A)
2. By-law #2, Conflict of Interest By-law (attachment B)

On March 22, 2023 the District of Nipissing Social Services Administration Board (DNSSAB) accepted changes to their General Business By-law (By-law #1) and Procedure By-law (By-law #2). The changes were made as a result of legal advice.

In accordance with NDHC15-21, staff endeavor to create as much consistency as possible between the DNSSAB By-laws and those of NDHC.

RECOMMENDED CHANGES

NDHC By-law #1:

Section 6.05

For the purposes of MFIPPA, the CEO is the Privacy Head. The CEO may delegate this duty to staff for the purpose of meeting operational requirements.

Section 7.03

Any requests of information or reports made by a Member that, in the opinion of staff, will require more than two (2) hours of staff time must receive the consent of the majority of Members present.

NDHC By-law #2:

Section 4.9

Added that for matters for which a member has a potential or actual conflict, which are discussed in-camera, the member will leave the room for the duration of the meeting for which they have declared a conflict.

CONCLUSION

With the adoption of the revisions to NDHC By-law #1, the review is final. Periodic updates, as recommended by the Board or CEO will be made as appropriate.

The DNSSAB Board as Shareholder will be requested to review and approve the revised By-laws and approve them through Resolution.

ATTACHED:

Amended By-law #1

Amended By-law #2

BY-LAW NO. 1

A by-law relating generally to the conduct of the business and affairs of the:

Nipissing District Housing Corporation
(herein called the "Corporation")

Approved:
Amends: By-Law #1
Resolution: # 20234-42

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8. Indemnification of Directors and	17. Effective Date
Officers	

BE IT ENACTED as a by-law of the Corporation as follows:

1. INTERPRETATION

- 1.01 In this by-law, unless the context otherwise requires:
- (a) "Act" means the *Housing Services Act, 2011* of the Province of Ontario together with the regulations made pursuant thereto and any statute or regulations that may be substituted therefore, as amended from time to time;
 - (b) "Articles" means the articles of incorporation of the Corporation as amended or restated from time to time;
 - (c) "Board" means the board of directors of the Corporation;
 - (d) "By-law" means this by-law;
 - (e) "Corporation" means Nipissing District Housing Corporation;
 - (f) "DNSSAB" means the District of Nipissing Social Services Administration Board;
 - (g) "Director" means a director of the Corporation;
 - (h) "Minister" means the Minister of Municipal Affairs and Housing or such other member of the Executive Council as may be assigned the

administration of the *Housing Services Act, 2011* under the *Executive Council Act*;

- (i) "Notice" means written or electronic notice;
- (j) ""Ordinary Residence" means the place where a person resides in the ordinary course of their day-to-day life;
- (k) "Person" means an individual, a corporation, the Crown, a related municipality, an agency, a board, a commission or any other entity;
- (l) "Recorded Address" means, in the case of a shareholder, his address as recorded in the shareholders' register; and, in the case of a Director, officer, auditor or member of a committee of the Board, his latest address recorded in the records of the Corporation;
- (m) "Service Area" means the District of Nipissing, in the Province of Ontario;
- (n) "Service Manager" means the DNSSAB;
- (o) "Shareholder" means the DNSSAB.

1.02 In this by-law where the context requires, words importing the singular include the plural and vice versa.

1.03 Save as aforesaid, all the words and terms appearing in this by-law shall have the same definitions and application as in the Act.

1.04 In the event of a conflict between the provisions of this By-law and any other by-law of the Corporation, except a by-law amending or repealing all or any part of this by-law, the provisions of this by-law shall prevail. This by-law may be subject to a declaration restricting the powers of Directors pursuant to subsection 108(3) of the *Business Corporations Act*.

2. REGISTERED OFFICE AND SEAL

2.01 The registered office of the Corporation shall be as specified by the Board.

2.02 The Corporation may have a corporate seal which shall be adopted and may be changed by resolution of the Board.

2.03 It is the commitment of the Corporation to make French language services available in the conduct of business of the Corporation, and to ensure that all persons including program recipients are able to communicate in French with, and to receive available services in French from, the Head Office or any satellite office of the Corporation. The Corporation recognizes and agrees to comply with the commitments upon which the Corporation is prescribed by law, including but not limited to the *French Language Services Act*, R.S.O. 1990, c. F.32, as amended.

3. DIRECTORS

3.01 The Board shall consist of eight (8) members, four (4) of whom shall be Councillors of the City of North Bay and four (4) of whom shall be appointed by the Shareholder and whose Ordinary Residence is located in the District of Nipissing outside of North Bay.

3.02 Appointment/Election and Term

- (a) Individuals selected to be members of the DNSSAB Board will also serve as members of the Board, except as may be otherwise determined in accordance with this By-law.

- (b) The Term of each Director shall be a period of four (4) years commencing on January 1st, of the year immediately following a municipal election and ending on December 31st in the year in which municipal elections next take place. Generally, no Board meeting will be held in December of a municipal election year.
- (c) The names of members recruited by the Board will be forwarded to the DNSSAB Board for affirmation.
- (d) The Chair and Vice-Chair will be elected at the beginning of each four (4) year term, and re-elected annually each January.
- (e) The Board shall authorize the Chair and/or the CEO, or their delegate, to act as spokesperson or spokespeople on behalf of the Board regarding actions or plans of the Board.

3.03 **Resignation** - A Director may resign from office upon delivery of a Notice of resignation to the Board Chair and such resignation becomes effective upon receipt by the Chair or at the time specified in the Notice of resignation, whichever is later.

3.04 **Removing Directors:**

The Directors may, by a resolution passed by a 2/3 vote, recommend to the Shareholder that a Director be removed from office based on the circumstances identified. This is subject to ratification by the Shareholder and may, by a majority of the votes cast at the meeting, elect any person in their place for the remainder of their term.

- a) (i) The Board of Directors may remove a Director for cause, subject to ratification of the Shareholder.
- (ii) The only causes which would be considered by the Board as grounds for such recommendation include:
 - Absence from three (3) or more consecutive Board meetings without express approval of the Chair;
 - Personal behavior contrary to the aims and objectives of the corporation as set out in its by-laws, policies and resolutions;
 - Personal misconduct that may be prejudicial to the best interests of the Corporation;
 - Any other cause as may be determined by the Shareholder.
- (iii) No such recommendation may go forward to a vote of the Directors until the Director in question has been notified of the Board's intention and has been given an opportunity at a duly called Board meeting to appeal the Board's decision.

3.05 **Vacating of Office** - A Director ceases to hold office when they die, resign, is removed from office by the Board, or become disqualified to serve as a Director.

3.06 **Vacancies** - Where a vacancy occurs on the Board, the Board may recommend to the Shareholder a new Director to fill the vacancy.

4. MEETINGS OF DIRECTORS

4.01 **Participation by Telephone or Alternate Communication Methods** - A Director may participate in a meeting of the Board by means of telephone, videoconference or other communication method that permits all Directors to participate in the meeting, to communicate with each other instantaneously, and a Director participating in such a meeting by such means is deemed to be present at that meeting.

Board members, in reference to their duty of "Standard of Care" detailed in

section 7.01, have an obligation to take precautions to insure that confidentiality is maintained. This pertains to all Board meetings in general and in the case of the "In Camera" portions of meetings specifically.

- 4.02 **Place of Meetings** – Meetings of the Board may be held at the registered head office of the Corporation or at any other place within or outside the District of Nipissing.
- 4.03 **Calling of Meetings** - Meetings of the Board shall be held at such time determined by the Chair, subject to section 4.05 hereof. Notice of every meeting shall be given to each Director not less than forty-eight (48) hours (excluding weekends and statutory holidays) before the time when the meeting is to be held, except that no notice of meeting shall be necessary if all the Directors are present or if those absent have waived notice of, or otherwise signified, their consent to the holding of such meeting.
- 4.04 **Notice of Attendance** – If a Board member is unable to attend a regularly scheduled Board meeting, such Board member will be expected to inform either the Chair, the Chief Executive Officer, or the Secretary at least twenty-four (24) hours prior to the start time of the meeting. Cases of unforeseen emergencies will be considered an exception to this requirement.
- 4.05 **Regular Meeting** - The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings except where the Act requires the purpose or the business to be transacted to be specified.
- 4.06 **First Meeting of New Board** - Each newly elected Board may without notice hold its first meeting provided that a quorum of Directors is present.
- 4.07 **Quorum** - A majority (50% plus one) of all of the Directors then in office constitutes a quorum at any meeting of Directors.
- 4.08 **Chair** - the Chair of any meeting of the whole Board shall be
- (a) the Chair of the Board, or
 - (b) if the Chair is not available, the Vice Chair or another Director who is present at the meeting and is selected by a majority of the Directors who are present to be the Chair of such meeting.
- 4.09 **Votes to Govern** - At all meetings of the Board, each Director shall have one vote and every question shall be decided by a majority of votes cast on the question.
- 4.10 **Casting Vote** - In the case of an equality of votes on any question at a meeting of the Board, the chair of the meeting shall be entitled to be a second or casting vote.
- 4.11 **Resolution in Lieu of Meeting** - A resolution voted on by e-mail, by telephone or by means outlined in 4.01 and signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting. A copy of every such resolution shall be kept with the minutes of the proceedings of the Directors.
- 4.12 **In Camera** - That upon the consent of the Board, any meeting of the Board will be held "in camera" based on the following circumstances/discussions:
- (a) Litigation or potential litigation
 - (b) Property transactions and the security of property of the Board
 - (c) Human Resources
 - (d) Advice of legal counsel, including communications necessary for that purpose.
 - (e) Any other reason as may be permitted by section 47 of the DNSSAB

procedural by-law.

- 4.13 **Conduct** – At no meeting of the Board should any Director or delegation use unparliamentary or offensive language, including any expressions or statements in debate or in questions that attribute false or undeclared motives to another Member or employee, charge another Director with being dishonest, be abusive or insulting, or cause disorder in compliance with *Occupational Health and Safety Act* and the *Ontario Human Rights Code*.

4.14 **Delegations**

- (a) Public presentations will be received at both regular and special meetings of the Board. Presentations at regular meetings shall be on a subject within the jurisdiction or influence of the Board. Presentations at the special meeting shall be related to the agenda item.
- (b) Persons wishing to make a formal presentation to the Board must register with the Secretary two (2) weeks prior to any regular meeting and two (2) days prior to a special meeting. Where possible, a written copy of the submission shall be provided to the Secretary.
- (c) The maximum number of presenters at any presentation (including the spokesperson) shall be two. In unique circumstances, the number of presenters may be extended by the Chair and by a majority of the members present. Such question shall be decided by the Board without debate.
- (d) The Secretary shall inform the presenter of the guidelines affecting the presentation (e.g. maximum time, maximum number of presenters and adherence to the subject) and to obtain an acknowledgement by the presenter of his or her understanding of those guidelines.
- (e) A public presentation, which has been registered with the Secretary, may address a matter of the Board's jurisdiction for up to ten (10) minutes.
- (f) No delegation shall be permitted when the subject matter to be addressed relates to a recommendation of any tribunal that has conducted a hearing under the Statutory Powers Procedures Act, R.S.O 1990, c.S.22, as amended.
- (g) No person will be permitted to address the Board with respect to a labour management dispute or issue.
- (h) Once a delegation has been heard, subsequent presentations by the same delegation on the same or substantially the same matter shall not be heard within one (1) year from the previous delegation.
- (i) In unique circumstances, the time may be extended by the Chair by a majority vote of the members present. Such question shall be decided by the members without debate.
- (j) No presenter shall speak disrespectfully of any person; use offensive words of unparliamentary language; speak on any subject other than the subject for which they received approval to address; or disobey the rules of order or a decision of the Chair.
- (k) After the presenter has completed the presentation, Board members shall each have the opportunity to ask questions for clarification purposes only, and without debate.
- (l) The Chair may curtail any presenter, any questions of a presenter, or debate during a presentation, for disorder or for any breach of this By-Law and, should the Chair rule that the presentation is concluded, the presenter shall withdraw immediately and shall be given no further audience by the Board.
- (m) Presentations are not allowed on employer/employee matters from individuals or unions/organizations representing employees where the matters to be presented are part of a collective agreement or where there is a contractual agreement with NDHC. A request for exemption

from this requirement must be made in writing and approval granted by the Chair at least one (1) week before the meeting date.

5. REMUNERATION OF DIRECTORS

- 5.01 **Remuneration** - The Directors, including those who are also officers, shall be compensated in accordance with the DNSSAB Board Service Reimbursement Policy.

6. OFFICERS AND PERSONNEL

- 6.01 **Appointment** - The Board shall from time to time appoint a Chief Executive Officer, a Secretary, or a Treasurer and may appoint a Deputy Chief Executive Officer and such other officers as the Board may determine. The Board may specify the duties of and, in accordance with this by-law, delegate to such officers powers to manage the business and affairs of the Corporation.
- 6.02 **Description of Offices:** Unless otherwise specified by the Board (which may modify, restrict or supplement such duties and powers), the officers of the Corporation, if designated and if officers are appointed thereto, shall have the following duties and powers associated therewith:
- (a) **Chair:** The Chair of the Board, if one is appointed, shall be a Director. The Chair shall when present, preside at all meetings of the Board of Directors and Shareholder of the Corporation, will sign all documents which require their signature and shall possess and may exercise such powers and shall perform all other duties as may from time to time be assigned to them by the Board of Directors.
 - (b) **Vice-Chair:** The Vice-Chair of the Board, if one is appointed, shall be a Director. The Vice-Chair shall be vested with all powers and in the absence or inability of the Chair, shall exercise the duties and functions of the Chair.
 - (c) **The Chief Executive Officer:** The Chief Executive Officer shall be appointed by the Board and they shall report to the Board, be responsible for all operations of the Corporation, record or delegate accurate minute taking of the organization's meetings and ensure that the corporation's files, records and other relevant written materials are kept, recorded and distributed; and take a lead role in financial policy development and monitoring of the Corporation's finances and advise and assist the Board in understanding the Corporation's finances.

Without limiting the generality of the foregoing, the duties and responsibilities of the Chief Executive Officer shall be as follows:

- (i) To direct and co-ordinate the business of the Corporation in accordance with the policy and plans established and approved by the Board;
- (ii) To direct and co-ordinate the preparation of plans and programs to be submitted to the Board for approval and to fulfill its mandate;
- (iii) To direct and co-ordinate the compilation, consideration and presentation to the Board, recommendations arising from operations which require the Board's approval and to propose by-laws or resolutions arising from such recommendations;
- (iv) To direct the preparation and compilation of and to present to the Board, the annual budget of estimates of revenues and expenditures;
- (v) To exercise general financial control over all departments in terms of the approved appropriation;
- (vi) To present to the Board reports and information regarding progress and accomplishments in programs and projects, the status of

revenues and expenditures, and the general administration of the Board;

- (vii) To be aware of all correspondence and communications to the Board and to receive all communications and to submit the same to the Board together with their recommendations thereon;
- (viii) To attend all Board meetings;
- (ix) To perform such other duties and exercise such other powers as the Board may from time to time lawfully assign to them.
- (x) The Chief Executive Officer shall not be dismissed except by a resolution assented to by a 2/3 majority vote at a meeting of all members of the Board.
- (xi) The CEO is authorized to seek legal advice and representation where necessary to protect, preserve or assert the best legal interests of NDHC, and is authorized to pay any expenses, disbursements or costs reasonably incurred by or awarded against the NDHC within the CEO's delegated authority limits. The CEO will notify the Board of Directors of any legal proceedings against the NDHC and of legal advice touching the legal affairs of the Corporation over \$150,000 as soon as is reasonably practicable

- (d) **Secretary and Treasurer:** The Chief Executive Officer shall also serve as Secretary and Treasurer unless otherwise determined by the Board. The Secretary, when in attendance, shall be the secretary of all meetings of the Board and, whether or not they attend, the secretary shall prepare the minutes of all such meetings; they shall give, or cause to be given, as and when instructed, notices to Directors and auditors; they will ensure custodial care of the corporate seal and of all the books, papers, records, correspondence and documents belonging to the Corporation, including electronic documentation. The Treasurer will ensure that full and accurate accounts of all receipts and disbursements of the Corporation are kept in appropriate form and disburse funds of the Corporation as directed by the Board. The Treasurer shall render to the Board an account of transactions and of the financial position of the Corporation.

- 6.03 **Other Officers** - The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

- 6.04 **Conflict of Interest** - An officer or Director shall disclose their interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with By-Law #2 of the Corporation.

- 6.05 **Privacy Head** – For the purposes of the Municipal Freedom of Information and the Protection of Privacy Act (MFIPPA) the CEO is the Privacy Head. The CEO may delegate this duty to staff for the purpose of meeting operational requirements.

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7. STANDARD OF CARE AND LIABILITY OF DIRECTORS AND OFFICERS

- 7.01 **Standard of Care** - Every Director and officer of the Corporation, in exercising their powers and discharging their duties, shall act honestly and in good faith with a view to the best interests of the Corporation, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and officer of the Corporation shall comply with articles, by-laws and all other applicable laws.

- 7.02 **Limitation of Liability** - Subject to paragraph, 8.01 no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for any loss, damage or expense happening to the Corporation

through the letting or subletting of land or premises owned or managed by the Corporation or through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency in the maintenance, repair or renovation of any building comprising the projects under the control of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person, firm or corporation with whom or which any monies, securities or effects of the Corporation shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation, or for any loss occasioned by any error of judgment or oversight on their part in the operation, management or administration of the housing projects under the control of the Corporation, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own dishonesty, negligence or willful default; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

7.03 **Staff Direction** - Any requests of information or reports made by a Member that, in the opinion of staff, will require more than two (2) hours of staff time must receive the consent of the majority of Members present.

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8. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 8.01 **Indemnification** - The Corporation shall indemnify and save harmless every Director and officer of the Corporation, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and their heirs, executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- a) all costs, charges and expenses which such Director, officer or other person sustains or incurs in respect of any action, suit or proceedings which are brought, commenced or prosecuted against them in respect of any act, deed or matter made, done or permitted by them, in respect of the execution of the duties of their office or in respect to any such liability; and
 - b) all other costs, charges and expenses which they sustain or incur in relation to the affairs thereof; except such costs, charges or expenses arising from any acting suit or proceeding as are occasioned by their own dishonesty, negligence or willful default.
- 8.02 **Insurance:** The Corporation will purchase and maintain such insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding section as the Board from time to time may determine.

9. ANNUAL MEETING AND OTHER MEETINGS OF SHAREHOLDERS

- 9.01 **Annual Meetings** - The annual meeting of the Shareholder of the Corporation shall be held at such time and on such day in each year as the Board may determine. The annual meeting shall be called for the purposes of receiving the reports and statements required by the Act to be laid before the annual meeting, electing Directors, appointing auditors, and for the transaction of such other business as may properly be brought before the meeting.
- 9.02 **Special Meetings** - The Board may, at any time, call a special meeting of the Shareholder for the transaction of any business which may properly be brought before such meeting of the Shareholder.
- 9.03 **Place of Meeting** - Meetings of the Shareholder and the Directors shall be held

at the registered office of the Corporation, or at such other place as the Board from time to time determines.

9.04 **Notice of Meetings** - Notice of the time and place of each meeting of shareholders and the Directors shall be sent not less than five (5) days before the date of the meeting to the auditor of the Corporation, to each Director, and to the Shareholder. Notice of a special meeting of the Shareholder shall state:

- (a) the nature of the business to be transacted at the meeting in sufficient detail to permit the shareholders to form a reasoned judgment on the business; and
- (b) the text of any special resolution or by-law to be submitted to the meeting.

The Shareholder and any other person entitled to attend a meeting of the Shareholder may in any manner and at any time waive notice of or otherwise consent to a Shareholder meeting.

9.05 **Persons Entitled To Be Present** - The only persons entitled to attend a Shareholder meeting shall be those entitled to vote at the meeting, the Directors and the auditor of the Corporation and others who although not entitled to vote are entitled or required under any provision of the Act or by-laws of the Corporation to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

9.07 **One-Shareholder Meeting** - If the Corporation has only one shareholder, the shareholder present through a person duly authorized to represent the shareholder constitutes a meeting.

9.08 **Right to Vote** - At any meeting of the Shareholders, unless the Articles otherwise provide, each share of the Corporation entitles the holder to one vote.

9.09 **Votes to Govern** - All questions proposed for the consideration of the Shareholder shall be decided by the Shareholder.

9.10 **Show of Hands** – A “show of hands” for the purpose of this By-Law shall mean a show of hands or any other unequivocal verbal or visual indication of assent appropriate for the nature of the meeting being held, as decided by the Chair of the meeting at the commencement of the meeting. At all meetings of the Board every question shall be decided by a show of hands. Upon a show of hands, every Director present and entitled to vote has one vote. Whenever a vote by show of hands shall have been taken upon a question, a declaration by the Chair that the vote upon the question has been carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting, shall be prima facie evidence of the fact.

9.11 **Adjournment** - The duly authorized representative of the Shareholder may adjourn the meeting from time to time and from place to place.

9.12 **Resolution in Lieu of Meeting** - Except where a written statement with respect to the subject matter of the resolution is submitted by a Director or the auditor in accordance with the Act,

- (i) a resolution in writing signed by the Shareholder entitled to vote on that resolution at a meeting of the Shareholder is as valid as if it had been passed at a meeting of the Shareholder; and
- (ii) a resolution in writing dealing with any matter required by the Act to be dealt with at a meeting of shareholders, and signed by all the shareholders entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of the Shareholder.

10. SHARES AND TRANSFERS

- 10.01 **First Share Issuance** - The Corporation is deemed upon incorporation to have issued one hundred (100) shares in its capital stock of the Corporation to the related Service Manager for nominal consideration.
- 10.02 **Common Shares and Acquisition of Shares** - The Corporation may issue common shares only and only a related service manager and a related municipality may acquire common shares in the capital of the Corporation as a result of a share issuance, share transfer or amalgamation, subject to the restrictions specified in paragraphs 10.03, 10.04 and 10.05.
- 10.03 **Restrictions on Share Issuance** -The Corporation shall not issue shares pursuant to 10.02 without the prior written consent of the Minister unless they are issued to:
- (i) the Service Manager,
 - (ii) a related municipality,
 - (iii) a non-profit corporation controlled by the Service Manager, related municipality, but only if an object of the non-profit corporation is the provision of housing, or
 - (iv) a non-profit housing corporation incorporated under section 13 of the *Housing Development Act* and that is controlled by the Service Manager or a related municipality;
- and the share issuance does not result in the Service Manager owning legally or beneficially less than a majority of the issued and outstanding common shares in the capital of the Corporation.
- 10.04 **Restrictions on Share Transfers** - The Shareholder of the Corporation shall not, without the prior written consent of the Minister, transfer or encumber the shareholder's legal or beneficial ownership in shares in the capital of the Corporation, and the Corporation shall not, without the prior written consent of the Minister, permit, acquiesce in, approve, ratify, recognize or register any transfer or encumbrance of legal or beneficial ownership in shares in its capital, unless the transfer or encumbrance is made to or in favour of:
- (i) the Service Manager,
 - (ii) a related municipality,
 - (iii) a non-profit corporation controlled by the Service Manager or a related municipality, but only if an object of the non-profit corporation is the provision of housing, or
 - (iv) a non-profit housing corporation incorporated under section 13 of the *Housing Development Act* and that is controlled by the Service Manager or a related municipality;
- and the transfer or encumbrance does not and cannot result in the Service Manager owning legally or beneficially less than a majority of the issued and outstanding common shares in the capital of the Corporation.
- 10.05 **Restriction on Amalgamation** - The Corporation shall not amalgamate with another corporation without the prior written consent of the Minister unless the other corporation is,
- (a) a non-profit corporation controlled by the Service Manager or a related municipality, but only if an object of the non-profit corporation is the provision of housing; or
 - (b) a non-profit housing corporation incorporated under section 13 of the *Housing Development Act* and that is controlled by the Service Manager or a related municipality.
- 10.06 **Restriction on Voluntary Dissolution or Winding Up** - The Corporation shall not, without the prior written consent of the Minister, be voluntarily dissolved

unless all real property that was transferred by a transfer order has been transferred to one or more of the following persons:

- (i) The Service Manager.
- (ii) A related municipality.
- (iii) A non-profit corporation controlled by the Service Manager or a related municipality, but only if an object of the non-profit corporation is the provision of the housing.
- (iv) A non-profit housing corporation incorporated under section 13 of the *Housing Development Act* and that is controlled by the Service Manager or a related municipality.

10.07 **Restriction on Securities** - Any invitation to subscribe for securities of the Corporation is prohibited.

10.08 **Share Certificates** - Every holder of one or more shares of the Corporation is entitled, at their option, to a share certificate, or to a non-transferable written acknowledgment of their right to obtain a share certificate, stating the number and class or a series of shares held by them as shown in the records of the Corporation. Share certificates and acknowledgments of a shareholder's right to a share certificate shall be in such form as the Board shall from time to time approve. Any share certificate shall be signed in accordance with Section 12.01 herein and need not be under the corporate seal.

10.09 **Replacement of Share Certificates** - The Directors may by resolution prescribe, either generally or in a particular case, the conditions upon which a new share certificate may be issued to replace a share certificate which has been defaced, lost, stolen or destroyed.

11. DIVIDENDS

11.01 The Directors of the Corporation shall not declare, and the Corporation shall not pay, any dividend on any issued share of the Corporation.

11.02 No part of the income of the Corporation shall be payable to or otherwise available for the benefit of the Shareholder of the Corporation, unless specifically authorized by resolution of the Board.

12. EXECUTION OF DOCUMENTS

12.01 **Signing Officers** - Deeds, transfers, assignments, contracts and obligations of the Corporation may be signed by the Chief Executive Officer, and/or the Chair or any other person designated by the Directors. Any documents in reference to property transactions shall be signed by both the Chief Executive Officer and the Chair or person designated by the Directors. Notwithstanding this, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.

12.02 **Seal** - Any person authorized to sign any document may affix the corporate seal.

13. NOTICES

13.01 **Giving Notice** - The giving (including the sending, delivering or serving) of any notice (including any communication or other document) pursuant to the Act, the Articles or by-laws shall be sufficiently given if delivered personally or electronically to the intended recipient or to the intended recipient's recorded address, or if mailed by prepaid post.

- 13.02 **Deemed Notice** - A notice is deemed to have been given in the case of personal delivery or electronically at the time of such delivery or facsimile. A mailed notice is deemed to have been received, in the absence of a postal disruption, five (5) days after the mailing.
- 13.03 **Omissions and Errors** - The accidental omission to give any notice, or the non-receipt of any notice, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on the notice.
- 13.04 **Waiver of Notice** - Any person entitled to a notice may at any time in writing waive same or abridge the time for its delivery, and any such waiver, whether given before or after the conduct of the business to which the notice relates shall cure any default in the giving or timeliness of such notice.

14. BANKING AND FISCAL

- 14.01 **Banking** - The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board under such agreements, instructions, and delegation of powers, subject to paragraph 12.01 as the Board may from time to time authorize.
- 14.02 **Signing of Cheques** - All cheques and other negotiable instruments for the payment of money shall be signed in such manner and by such officers or persons as the Board may from time to time designate.
- 14.03 **Financial Year** - The financial year of the Corporation shall terminate on the 31st day of December in each year.

15. INVESTMENTS

- 15.01 **Eligible Investments:** For the purposes of investing funds the following will be considered allowable investment vehicles:
- Term deposits, guaranteed investment certificates or other interest-bearing deposits or securities with a chartered bank, trust company or credit union
 - Treasury bills or Government bonds
 - Canadian dollar money market mutual funds sold with no load or sales charge by a Canadian bank, trust company or credit union
 - Securities of mutual funds or investment funds managed or offered by Encasa Financial Inc. ("Social Housing Investment Funds")
- 15.02 **Capital Reserves:** When investing capital reserves and earnings on these reserves, the Corporation will comply with the requirements of the Housing Services Act and its Regulations.
- 15.03 **Term of Investment:** No investment shall have a term to maturity greater than five (5) years other than investments in securities of mutual funds or investment funds managed or offered by Encasa Financial Inc.
- 15.04 **Reinvestment of Investment Distributions:** Distributions from investments on the Reserve or Other funds shall be added directly to the funds in which they are invested to be used for the same purposes as the original investment.
- 15.05 **Investment Agents:** Investments must be purchased from one of the following:
- NDHC's principal bank
 - NDHC's principal investor
 - The principle distributor of Social Housing Investment Funds or dealer offering Social Housing Investment Funds

- Other such banks or Investment dealers as approved by the Board from time to time.

16. REPEAL AND AMENDMENT

16.01 The Board may repeal or amend all or any part of this by-law.

17. EFFECTIVE DATE

17.01 **Effective Date** - This by-law shall come into force on this ~~April~~^{December} ~~26~~³¹, 202~~3~~⁴.

PASSED by the board of Directors through Resolution No. 202~~31-XX42~~ ~~April~~^{December} ~~26~~³¹, 202~~3~~⁴.

_____	_____
_____	_____
_____	_____
_____	_____

BY-LAW NUMBER 2

A by-law respecting the declaration and management of Conflicts of Interest of:

Nipissing District Housing Corporation (the “Corporation”)

**Approved:
Resolution: # 2023-XX**

1. BACKGROUND

- a) The Corporation recognizes it is good business practice to avoid conflicts of interest and
- b) Pursuant to *Housing Services Act, 2011*, ss.75(2) (the “Act”) and Regulation 367/11, s. 100.1 passed pursuant to the Act, a Service Manager (as hereinafter defined) may make rules for a *local housing corporation* (as defined by the Act) relating to conflicts of interest for certain *housing projects* (as defined by the Act).

This By-Law is adopted by the Corporation subject to the Service Manager delivering written notice that different conflict of interest rules will apply.

2. DEFINITIONS – In this By-law:

2.1 “**Conflict of Interest**” means a situation where:

- i. the personal or business interests of a Director, Officer, agent or employee of the Corporation are in conflict with the interests of the Corporation; or
- ii. a personal gain, benefit, advantage or privilege is directly or indirectly given to or received by a Director, Officer, agent or employee or a person related to any one of them as a result of a decision by the Corporation;

and includes:

- a. the Corporation giving a direct or indirect gain, benefit, advantage or privilege to a Director, Officer, agent or employee or a person related to any one of them;
- b. a Director, Officer, agent or employee or a person related to any one of them receiving a direct gain, benefit, advantage or privilege from the Corporation as a result of the person’s position within the Corporation;
- c. the Corporation, in offering housing accommodation or in setting rents or other occupancy charges, giving any advantage or privilege to directors who are tenants that is not available to tenants who are not directors.

2.2 “**Declaration**” means a declaration in the form attached as Schedule “B” to this By-law.

2.3 “**Director**” means a member of the board of directors of the Corporation.

2.4 “**Officer**” means the Chair, Vice-Chair, Secretary, Treasurer, Manager and anyone else designated as an officer in the by-laws of the Corporation.

2.5 “**Person related to any one of them**” means a parent, spouse, same-sex partner, child, household member, sibling, uncle, aunt, nephew, niece, mother-in-law, father-in-law, sister-in-law, brother-in-law or grandparent of

a Director, Officer, agent or employee or a person with whom a Director, Officer, agent or employee has a direct or indirect pecuniary interest.

- 2.6 **“Service Manager”** means the District of Nipissing Social Services Administration Board (“DNSSAB”).

2A. CONFLICTS OF INTEREST – GENERAL

2A.1 Board Compliance. The Directors and Officers shall comply with all applicable conflict of interest law including without limitation:

- i. *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50, as amended, including any regulations thereunder and any successor legislation;
- ii. *Business Corporations Act*, R.S.O. 1990, c. B.16, as amended, including any regulations thereunder and any successor legislation; and
- iii. *Housing Services Act, 2011*, S.O. 2011, S.O. 2011, c. 6, Sched. 1, as amended, and including any regulations thereunder and any successor legislation.

2A.2 Employee Compliance. The Directors and Officers of the Corporation shall ensure that its employees comply with all applicable conflict of interest law and any related policy of the Corporation and of the Board of Directors in respect of Conflicts of Interest.

3. AVOIDING CONFLICT OF INTEREST

- 3.1 Exceptions – The Corporation shall not enter into a relationship, arrangement, contract or agreement with any person in a way that creates a Conflict of Interest, except that:
- a. provided that a notice of conflict or potential conflict of interest has been delivered to the Service Manager and the Service Manager agrees there is no reasonable alternative, the Corporation may enter into a relationship, arrangement, contract or agreement that normally would be a Conflict of Interest;
 - b. some or all of the Directors may also sit as Directors of an organization that supplies essential support services for special-needs clients residing in the Corporation’s project/portfolio, where the project/portfolio exists specifically so that residents can live in the community with the support services provided.
- 3.2 Duty to Monitor and Avoid Conflict of Interest – The Corporation shall closely monitor its relationships, arrangements, contracts and agreements, and not engage in any that may result in a Conflict of Interest. The Directors, individually and collectively, shall ensure compliance with this requirement.
- 3.3 Directors Must Resign – A Director shall resign from their position before the Corporation’s Board of Directors deliberates, issues a tender, or votes on a contract or employment position for which the Director, or a business with which the Director has a direct or indirect pecuniary interest, intends to compete.
- 3.4 Former Directors and Officer – A former Director or Officer may not apply for employment with the Corporation or seek to enter into a contract to supply services to the Corporation directly or indirectly until the expiry of twelve (12) months following the date upon which such person ceases to be a Director or Officer.
- 3.5 Purchase or Lease of Land – Where the Corporation purchases or leases land, it shall not purchase or lease such land from:
- a. an individual; or

- b. a corporation which has a shareholder, director or officer, who is a Director, Officer, agent, employee, development consultant/resource group, architect or other technical consultant, real estate agent, or environmental consultant of the Corporation or any Person related to any one of them.

4. BOARD PROCEDURES

- 4.1 Conflict of Interest – The agenda of each meeting of the Board of Directors shall contain provisions for a declaration of Conflict of Interest. Any Director, Officer, agent or employee of the Corporation who has a Conflict of Interest must submit their Declaration at such point during the Board of Director’s meeting when declarations of conflict of interest are called for by the Chair.
- 4.2 Declaration of Conflict of Interest – Directors, Officers, agents and employees of the Corporation must notify the chair of the Board of Directors of the Corporation of every potential or actual Conflict of Interest no later than the first meeting of the Board after the Director, Officer, agent or employee becomes aware that he or she has entered into a situation, arrangement or agreement that results in or may result in a Conflict of Interest. The form of such Declaration is attached as Schedule “B”.
- 4.3 Potential Conflict of Interest – When a potential Conflict of Interest is raised before or during a meeting of the Board of Directors, then:
 - a. the party to the potential conflict must leave the meeting; and
 - b. the Board of Directors shall decide whether or not a finding of Conflict of Interest can be made.
- 4.4 Consideration of Notice – The Board of Directors shall consider any Declaration given under subsection 4.2 no later than the second meeting of the Board after the notice is given. The consideration of the notice must be reflected in the minutes of the meeting.
- 4.5 Resolution of a Conflict of Interest – The Board of Directors shall notify the Service Manager of any declaration received under subsection 4.2. The notification to the Service Manager shall include one of the following:
 - a. If a person filed a declaration of a potential Conflict of Interest and the board decided there was in fact no such Conflict, a declaration to that effect and a request that the Service Manager ratify this decision; or
 - b. if a Conflict of Interest exists which may be resolved in accordance with this by-law and Ontario Regulation 339/01, notification of the manner by which the Corporation has resolved the Conflict of Interest and a request that the Service Manager ratify such resolution; or
 - c. if a Conflict of Interest exists which the Board of Directors is unable to resolve in accordance with this by-law and Ontario Regulation 339/01, a request that the Service Manager issue instructions for resolving the Conflict of Interest.

These requests are part of the attached Schedule “B”.

- 4.6 Conflict to be Resolved to the Service Manager’s Satisfaction – If the Service Manager issues instructions regarding an alternative to a decision made by the Board of Directors under subsection 4.5 a. or b., or a

resolution under subsection 4.5 c., the Corporation will act in accordance with the Service Manager's instructions.

- 4.7 Record-keeping – The Corporation shall maintain a Conflict of Interest file containing all declarations, reports and minutes pertaining to Conflict of Interest and perceived Conflict of Interest situations.
- 4.8 Delegation – The Board of Directors delegate authority to the CEO to receive declarations from, and avoid or resolve a Conflict of Interest relating to, employees with a lower rank than the CEO within the Corporation if:
 - a. a written summary of the parties, conflicts and resolutions/avoidances of each conflict situation is submitted by the senior Officer to the Board of Directors for its approval at least quarterly.

4.9 In-Camera – For matters where a Director has a potential or actual conflict, which is being discussed in-camera, the member will leave the room for the period of time in the meeting for which they have a conflict of interest.

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PASSED by the NDHC Board of Directors through Resolution No. 20230-XX03 on ~~April~~November 26~~5~~5, 2023~~0~~0.

SCHEDULE “A”

Summary of Obligations

This is a summary of the conflict-of-interest rules set out in Ontario Regulation 339/01, for all non-profit housing providers subject to the *Housing Services Act*

1. A conflict of interest is defined as a situation where:
 - i the personal or business interests of a Director, officer, agent or employee of a housing provider are in conflict with the interests of the housing provider; or
 - ii a personal gain, benefit, advantage or privilege is directly or indirectly given to or received by a director, Officer, agent or employee or a person related to them as a result of a decision by the housing provider.
2. “A person related to a Director, Officer, agent or employee” includes a parent, spouse, same-sex partner, child, household member, sibling, uncle, aunt, nephew, niece, mother-in-law, father-in-law, sister-in-law, brother-in-law or grandparent, or a person with whom the director, Officer, agent or employees has a business relationship.
3. A Director, Officer, agent or employee of the housing provider shall not enter into any situation, arrangement or agreement that results in a conflict of interest.
4. Directors, Officers, agents and employees of the housing provider must notify the chair of the Board of Directors of the housing provider of every potential or actual conflict of interest no later than the first meeting of the Board after the Director, Officer, agent or employee becomes aware that he or she has entered into a situation, arrangement or agreement that results in or may result in a conflict of interest.
5. The Board of Directors shall consider any notice given under paragraph 4 no later than the second meeting of the Board after the notice is given. The consideration of the notice must be reflected in the minutes of the meeting.
6. The chair of the Board of Directors shall notify the Service Manager in writing of the receipt of every notice under paragraph 4, and the Board of Directors shall resolve every conflict of interest or potential conflict of interest to the satisfaction of the Service Manager.
7. Despite paragraph 3, a Director, Officer, agent or employee or a person related to one of them may directly or indirectly receive a gain, benefit, advantage, privilege or remuneration from the housing provider if both the following conditions are satisfied:
 - a) a notice of the conflict of interest or potential conflict of interest is given in accordance with paragraph 4; and
 - b) the Service Manager agrees that there is no reasonable alternative for the housing provider other than entering into the situation, arrangement or agreement that results in or may result in the conflict of interest.
8. The conflict-of-interest provisions set out above may be replaced by the Service Manager.

SCHEDULE "B"

Notification of Conflict of Interest or Potential Conflict of Interest and Record of Resolution of Conflict of Interest

Part 1

Nipissing District Housing Corporation

200 McIntyre Street East, North Bay ON P1B 8V6

~~200—133 Main Street West~~North Bay, ON — ~~P1B 8J4~~ (the "Corporation")

Contact Person: Catherine Matheson, CEO

Part 2 (to be completed by the director, officer, agent, or employee with the conflict)

Name:

Address:

Briefly describe the conflict or potential conflict (add any relevant supporting documentation)

Signature:

Date:

Part 3 (to be completed by the chair or the board or designate)

Date of Receipt of Notice:

Date of Board meeting at which the conflict was considered:

Did the Board decide a Conflict of Interest existed as set out in Part 2 above?

No (go to (a) below)

Yes (go to (b) below)

a) If no, complete the following declaration:

"I certify that the board of directors of The Nipissing District Housing Corporation, after considering the potential conflict of interest described above, decided that in fact no Conflict of Interest exists. I request ratification by the Service Manager (District of Nipissing Social Services Administration Board) of this decision of the Corporation."

Signature:	Date:
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b) Was the conflict resolved in accordance with the Corporation's By-law #2 and O.Reg 339/01? Complete only one of the two boxes below.
--

Yes (briefly describe the resolution of the conflict (add any relevant supporting documentation))
--

"I certify this is a true record of the Conflict of Interest and its resolution. I request ratification by the Service Manager (District of Nipissing Social Services Administration Board) of the decision of the Corporation."
--

Signature:	Date:
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No

"I certify this is a true record of the conflict of interest and that the Corporation was unable to bring about a resolution. I hereby request instruction from the Service Manager (District of Nipissing Social Services Administration Board) regarding resolution of this Conflict of Interest.

Signature:	Date:
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