

**CO-OPERATIVE HOUSING PROGRAMS ADMINISTRATION AGENCY –
AGENCY D'ADMINISTRATION DES PROGRAMMES D'HABITATION
COOPÉRATIVE DU CANADA**

**MINUTES
BOARD OF DIRECTORS MEETING
April 15, 2005**

1. CALL TO ORDER

The Board of Directors meeting convened on April 15, 2005 at 12:30 p.m.

Present were:

Ray Hession
Peter Crawford
Carol Davis
Jill Kelly
Stuart Thomas
Barb Millsap

being all members of the Board.

Also present were Alexandra Wilson, the Member's representative, Nicholas Gazzard, and Melanie Clement, recording secretary. Neil Milton attended for item 5.

Ray Hession chaired the meeting.

2. APPROVAL OF AGENDA

The directors approved the agenda.

3. APPROVAL OF PREVIOUS MINUTES

M/S/C Peter Crawford/Carol Davis

BE IT RESOLVED THAT the minutes of the meeting of the Board of Directors held on January 9, 2005 be approved with minor typographical corrections.

4. **PROGRESS REPORT ON AGENCY START-UP**

Directors were in receipt of a written report from CHF Canada on progress made to date in establishing the Agency. Alexandra Wilson provided an oral update. She spoke of the need to sign the services agreement with CMHC as soon as possible, given the possibility of an early federal election, and advised that an end of May signing would be sought, moved up from mid-June. She further noted that CHF Canada had a meeting scheduled with Joe Fontana, Minister of Housing, on June 19, at which the matter would be pursued.

The following additional information was provided:

Performance Standards: The budget for the original consultant on this task was exhausted and a second, less expensive consultant hired. After months of effort, no meaningful progress has been made in settling Agency performance standards with CMHC.

Risk-Rating System: Work on the model is at impasse, due to lack of agreement with CMHC. Bill Smith decided late in the process that the adequacy of project replacement reserves should be treated as the principal risk factor, and asked the Agency to test the adequacy of reserves on hand against repair requirements for each co-op in the study. However, CMHC has failed since to provide the necessary information for follow-through on this request. CHF Canada is treating the research contract as complete, notwithstanding CMHC's request for further testing, and will submit its final invoice.

Annual Information Return: The AIR development process is proving complex but is on track. Alexandra Wilson had a successful meeting with the Canadian Institute of Chartered Accountants, which is prepared to help us develop wording for the auditor's report that will accompany the return.

Research Funding Proposals: CHF Canada is still preparing proposals for research funding from CMHC to develop an outline of the supervision and intervention protocols the Agency will employ and a Property Inspection Report form.

Information System: The Chief Information Users Group has been established, with CMHC's participation, and is working well.

Client-Service Strategy: The client satisfaction survey is on hold, at CMHC's request. CMHC does not want it to proceed until the Phase I agreement is signed.

5. **AGENCY-CMHC SERVICE AGREEMENT**

(a) Agency Performance Standards

Directors were advised that the performance standards were still under development and not available for the Board's review. A template showing the approach CHF Canada was recommending to CMHC was distributed to directors.

(b) Agency Reporting Requirements

The Board's attention was drawn to the proposed requirements set out in the draft Agency-CMHC agreement. The directors were advised that report formats had not yet been developed.

(c) Draft Agreement

Directors were in receipt of a draft agreement between the Agency and CMHC. Neil Milton, solicitor with Milton Geller and co-author with Laird Hunter of the agreement, joined the Board for its review. Alexandra Wilson walked the directors through the agreement's main terms. The Board approved the draft for negotiation with CMHC, with the following changes:

- in place of a renewable 5-year term, the agreement should be written with a term equal to the duration of the programs to be administered;
- CMHC should have the right to terminate for convenience, provided the Agency is held harmless for all costs incurred as a result;
- in the event of a default on CMHC's part, Agency recourse to the minister is sufficient and the reference to a fairness commissioner should be removed.

The Board agreed that it would be necessary to be more assertive on the agreement effective date and that it should be established as June 1, 2005.

Directors were advised that CMHC had arrived unprepared for an April 13 meeting called to review the draft. Their lawyer was not present. They had not yet read the agreement and declined to discuss it.

The Board asked CHF Canada to prepare a letter to Karen Kinsley from the board of the Agency informing her that in its view the milestones for passage from Phase I to Phase II have been met and asking for a meeting for the middle of the following week. Alexandra Wilson also agreed to prepare a briefing note to the Minister that can be more widely shared.

6. **AGENCY TRADE NAME**

Directors were in receipt of a report recommending that the Agency register a trade name and were informed that the cost of registering the name would be about \$3,000.

M/S/C Barb Millsap/Stuart Thomas

BE IT RESOLVED THAT, subject to confirmation by counsel that the required name search and due diligence have been undertaken, the Board of Directors adopt as the trade name for the Agency: “The Agency for Co-operative Housing – L’Agence des coopératives d’habitation”;

AND THAT all necessary steps be taken to register the name as a trademark or trade name of the Agency.

7. **FINANCE AND AUDIT COMMITTEE REPORT**

Peter Crawford provided an oral report on the Finance and Audit Committee meeting held immediately preceding the Board meeting. He reported on Phase I costs against budget and advised that the budget for Phase II start-up, capital and operating costs is not yet available for approval by the Board as CHF Canada is waiting for further information from CMHC before finalizing it. He further advised that review of the budgets and other matters required to achieve an agreement with CMHC would take precedence for the time being over putting financial policies and procedures in place.

8. **SIGNING AUTHORITY RESOLUTION**

M/S/C Barb Millsap/Peter Crawford

BE IT RESOLVED THAT the attached resolution respecting general signing authorities for the Agency be adopted.

9. **OTHER BUSINESS**

The Directors agreed to add a September 9 meeting to the Board’s 2005 schedule.

It was noted that the CHF Canada board now needs to reappoint the Agency directors who were appointed initially for only a single year.

Directors agreed to start putting forth recommendations for CEO of the Agency, to be received by Alexandra Wilson.

Stuart Thomas suggested that the Agency should encourage the Canadian government to present the Agency as a Best Practice at the World Urban Forum in Vancouver in June 2006. Directors agreed.

There being no further business to conduct, the chairperson, Ray Hession, declared the meeting closed at 4:00 p.m.

CERTIFIED to be the minutes of a meeting of the Board of Directors of the Co-operative Housing Programs Administration Agency of Canada – Agence d'administration des programmes d'habitation coopérative du Canada held on April 15, 2005.

Ray Hession, Chairperson

Melanie Clement, Recording Secretary

**CO-OPERATIVE HOUSING PROGRAMS ADMINISTRATION AGENCY OF
CANADA**

POLICY MANUAL

DATE ISSUED:

April 2005

NUMBER:

REPLACING ISSUE OF:

CROSS REFERENCE:

By-law No. 1

DATE OF LAST REVIEW:

AUTHORITY:

Board of Directors

DUE FOR NEXT REVIEW:

2007

SUBJECT:

Signing Authority

In accordance with Article 7.09 of By-law No. 1 the Directors of the Co-operative Housing Programs Administration Agency of Canada (“the Agency”) hereby specifically appoint the President, Vice-President, Secretary, Treasurer, and Chief Executive Officer of the Agency or any one of them as signing officers of the Agency for the purposes of signing and certifying contracts, documents and instruments in writing generally on behalf of the Agency, as the need arises.

In carrying out their duties the above described signing officers are authorized when required to affix the seal of the Agency to contracts, documents and instruments signed as aforesaid.