

**THE AGENCY FOR CO-OPERATIVE HOUSING –
L'AGENCE DES COOPÉRATIVES D'HABITATION**

**MINUTES
BOARD OF DIRECTORS MEETING
September 9, 2005**

1. CALL TO ORDER

The Board of Directors meeting convened on September 9, 2005 at 9:40 a.m.

Present were:

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

being all of the directors.

Present from CHF Canada were Alexandra Wilson, Olga Tasci, and Melanie Clement, recording secretary. Nora Sobolov, a consultant to CHF Canada, was present for item 11.

Ray Hession chaired the meeting.

2. APPROVAL OF AGENDA

The directors approved the agenda.

3. APPROVAL OF PREVIOUS MINUTES

(a) Meeting of June 15, 2005

M/S/C Peter Crawford/Carol Davis

BE IT RESOLVED THAT the minutes of the meeting of the Board of Directors held on June 15, 2005 be approved, with the addition of a note recording the decision taken at the in-camera session.

(b) Teleconference of July 29, 2005

M/S/C Peter Crawford/Carol Davis

BE IT RESOLVED THAT the minutes of the teleconference of the Board of Directors held on July 29, 2005 be approved.

4. BUSINESS ARISING

(a) Insurance

Olga Tasci updated the Board on efforts to obtain the further insurance coverage requested by CMHC, reporting that it was proving difficult to obtain quotes because The Agency is a new organization.

(b) Client-Satisfaction Survey

Olga Tasci gave a presentation to the Board on the final results of the client-satisfaction survey. Directors heard that 50 more responses had been received since the last report to the Board. Olga noted that in establishing performance standards for The Agency CMHC was proposing to hold The Agency to a higher standard of service than it has achieved itself, judging by the survey. The Board noted that continuity of service to co-operatives throughout the transition from CMHC to agency delivery would be key. It discussed the likelihood of The Agency's being able to meet the standards CMHC was seeking in the agreement, the importance of establishing a baseline first and striving for continuous improvement from there, and the need to steer non-Agency problems away from The Agency without dissatisfying clients.

5. PROGRESS REPORT ON AGENCY START-UP

Directors were in receipt of a written report from CHF Canada advising on progress achieved since the last meeting in setting up the Agency. Alexandra Wilson drew the Board's attention to the new dates in the amendment agreement, and noted that while the start-up schedule was not yet in jeopardy, CMHC's full co-operation would be needed in order to achieve the new dates set. It was agreed that Ray Hession would raise this issue with the president of CMHC, Karen Kinsley, when they meet.

Alexandra further reported that The Agency had waited for some time for receipt of a data extract from CMHC's portfolio management information system. The extract was now in hand. She reported that The Agency would need to survey housing co-operatives to obtain data that was either not contained within CMHC's system or

needed refreshing and that a letter would be drafted asking co-ops to indicate who will be their main contact in dealings with the Agency and soliciting their co-operation with the survey.

6. FINANCE AND AUDIT COMMITTEE REPORT

Peter Crawford reported that the Finance and Audit Committee had held a meeting the previous day. Reporting on behalf of the committee, he advised that The committee had looked at the Phase I revenues and expenditures as reported by CHF Canada and found them to be in order. The committee was satisfied that most budget variances were due to items being differently classified and did not represent material changes. A budget overrun, to be absorbed by CHF Canada, is still projected, but is expected to be lower than previously reported.

Peter drew the directors' attention to The Agency's first financial statement, for the period ending August 31, 2005, noting that with CHF Canada responsible for the bulk of The Agency's early start-up expenditures, there was not a lot of business to record to date. An amount of \$162,000 by way of first fees from CMHC was expected by the end of September. Peter reported that financial statements would now be presented to the Board at each meeting.

Peter reported on the committee's review of the several policies coming before the Board, the issue of insurance coverage, and efforts to finalise The Agency's start-up and annual fees with CMHC. He reported that the committee had approved the selection of Desjardins as The Agency's payroll service provider.

The Board held a discussion of directors and officers liability coverage and requested further analysis of the types and cost of coverage available.

7. HUMAN RESOURCES

(a) Human Resources Policy

The Board had before it a proposed human resources policy for The Agency. Alexandra Wilson advised the Board that the policy was comparable to CHF Canada's in scope and structure but less detailed in a number of areas, her preference being to allow management greater discretion. She advised that together with a written offer of employment the policy would constitute each staff member's employment contract with The Agency.

She noted that the terms and conditions of employment provided under the policy had been developed with the goal of providing reasonable comparability with

CMHC, CHF Canada and the Federal Co-operative Housing Stabilization Fund, all of which potentially are competing employers, while ensuring that The Agency could support the cost of compensation and benefits provided. In contrast to the automatic progression-through-the-ranks system in place at CHF Canada, a performance-based compensation management system is recommended.

Questions were raised respecting employees' entitlement to benefits during a parental leave extending beyond one year, the responsibility of employees to support The Agency's mission and vision, and whether or not closing The Agency's offices between Christmas and New Year's was compatible with its client-service standards. No amendments respecting these matters were proposed.

The Board requested that the words "at least" in the definition of full-time employee be removed.

BE IT RESOLVED THAT the Human Resources Policy be adopted as amended.

M/S/C Jill Kelly/Stuart Thomas

(b) CEO Position Description

Ray Hession reported that he and Alexandra Wilson had agreed on a position description for her role to append to her employment agreement and asked that the Board ratify it.

BE IT RESOLVED THAT the position description for Chief Executive Officer as finalized by the President and the Chief Executive Officer be approved.

M/S/C Ray Hession/Barb Millsap

(c) Pension Plan

Directors had before them a report recommending that The Agency require employee matching of The Agency's contribution to the pension plan for each employee.

BE IT RESOLVED THAT an employee contribution rate to the pension plan of 7% of gross regular earnings, to a maximum of the difference between the maximum contribution to a registered pension plan permitted under the *Income Tax Act* and the employer contribution to the plan, be approved.

M/S/C Jill Kelly/Peter Crawford

8. **POLICY ON DIRECTOR COMPENSATION AND EXPENSES**

The Board was in receipt of revisions to the director compensation and expenses policy for its review and approval. Ray Hession questioned the reasoning behind the lower payment for teleconferences of the Board. It was agreed that staff would give further consideration to the question. The following further amendments to the policy were requested:

- that the honorarium for teleconferences be extended to committee teleconferences
- that a provision be added that T4 slips would be issued for honorariums
- and that the kilometrage rates for use of personal automobiles be fixed each January 1 and not “from time to time.”

BE IT RESOLVED THAT the Director Compensation and Expenses Policy be approved as amended.

M/S/C Peter Crawford/Jill Kelly

9. **VISUAL IDENTITY**

Directors were in receipt of a report advising on work undertaken to create a visual identity for The Agency and proposing a logo for the Board’s approval.

BE IT RESOLVED THAT the presented corporate logo for The Agency be approved.

M/S/C Carol Davis/Stuart Thomas

10. **DELEGATION OF AUTHORITY TO CEO**

The Board was in receipt of a report from Alexandra Wilson discussing the milestones indicated in The Agency’s agreement with CMHC as having to be met before the migration of initial services could take place. These include completion and acceptance by The Agency and CMHC of tools developed for The Agency’s use by CHF Canada under a series of research contracts with CMHC. The report proposed that authority to approve the final form of these tools be delegated to the CEO.

BE IT RESOLVED THAT the Board of Directors delegate the authority to the Chief Executive Officer to approve the following on The Agency's behalf:

- compliance- and risk-management supervision and intervention protocols
- revised guidelines for the co-operative housing programs
- property inspection form and inspection protocol

M/S/C Barb Millsap/Peter Crawford

11. POLICIES

(a) Procurement

Directors were in receipt of a draft procurement policy. Alexandra reported that the policy is based on CMHC's policy, but scaled for an organization of The Agency's size. The policy speaks to the procurement values set out in the CMHC agreement. The Board agreed to approve the policy but asked that amendments be brought to the next meeting as follows:

- paragraph 7.2 to be clarified to refer to the Agency's board specifically
- an explicit statement to be added that it is CMHC Canada's role to appoint The Agency's auditor
- wording to be added to the effect that the Agency will solicit bids for standing offers on its website and through other appropriate media.

Alexandra reported that she had enquired of CMHC whether The Agency could lease IT and other equipment and purchase furnishings through CMHC's standing offers and that she was awaiting a response.

BE IT RESOLVED THAT the Procurement Policy be adopted as amended.

M/S/C Stuart Thomas/Peter Crawford

(b) Business Continuity and Disaster Recovery

The Board had before it a proposed business continuity and disaster recovery policy setting out the need to develop a business continuity plan for The Agency as a whole with sub-plans for each location and providing guidelines for the development of a plan.

BE IT RESOLVED THAT the Business Continuity and Disaster Recovery Policy be adopted.

M/S/C Jill Kelly/Carol Davis

(c) Dispute Resolution

The Board was in receipt of a proposed dispute resolution policy. Alexandra reported that guidelines for staff on how to administer the policy were still under development and advised that the policy would not be published before The Agency opens for business. She further noted that several other policies would need to be amended to remove mention of an ombuds and refer instead to the dispute resolution policy.

BE IT RESOLVED THAT the Complaints and Dispute Resolution Policy be adopted;

AND THAT the Agency's policies respecting bilingual service, confidentiality and access to information, and privacy be amended to replace references to an ombuds with a reference to this policy.

M/S/C Carol Davis/Barb Millsap

(d) Individual Director Profile and Role Statements

The directors had before them proposed director profile and role statements.

BE IT RESOLVED THAT the Director Profile and Director Role statements be adopted;

AND THAT the Board schedule a review of the statements every two years.

M/S/C Carol Davis/Peter Crawford

12. STRATEGIC PLANNING

Nora Sobolov and Alexandra Wilson made a Power Point presentation on strategic issues to the Board. The Board discussed the relevancy of adopting long-term strategic goals at this time and agreed that The Agency's first strategic priority had to be a successful start-up. It was agreed that strategic goals would be revisited at the Board's December meeting with this in mind.

13. 2006 CORPORATE CALENDAR

The directors were in receipt of a 2006 corporate calendar. Discussion about the proposed meeting dates ensued. It was agreed that it would be preferable for the Finance and Audit Committee to meet the afternoon prior to the day of the Board meeting, leaving the Board a full day to meet and the committee a half day.

BE IT RESOLVED THAT the 2006 corporate calendar be approved as amended.

M/S/C Peter Crawford/Stuart Thomas

14. OTHER BUSINESS

(a) Director E-Mail Addresses

The Board agreed to have an @agency.coop e-mail address established for each director and posted on The Agency's website, in conformance with the Communications Policy.

(b) Phase I Deliverables

BE IT RESOLVED THAT the Board confirm that the following deliverables are complete, the results comply with all the particulars set out for them and, in the Board's opinion, each deliverable is fully satisfactory for its intended purpose:

- seven board meetings and three Finance and Audit Committee meetings held
- director profile and role adopted
- procurement policy adopted
- business continuity and disaster recovery policy adopted
- complaints and dispute resolution policy adopted

M/S/C Stuart Thomas/Peter Crawford

(c) Application to CHF Canada

The board was advised that The Agency would need to make application to join CHF Canada as an organizational associate in order to enrol its employees in CHF Canada's group benefits plan for members and associates and was further advised that the CHF Canada board would consider an application at its meeting the following day.

BE IT RESOLVED THAT The Agency apply to become a CHF Canada associate.

M/S/C Barb Millsap/Carol Davis

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 Agency for Co-operative Housing – L'Agence des coopératives d'habitation held on September 9, 2005.

Ray Hession, Chairperson

Melanie Clement, Recording Secretary

