

## DESCRIPTION OF PROPOSED AMENDMENTS TO BY-LAW 12

Section	Heading	Action	Rationale
1.01(f)	Community Director	Amend requirement to be a resident of Ottawa.	Amended to be consistent with geographic requirements established by Human Resources. Increases pool of qualified Committee Members and Board Directors.
3.04(c)	Term of Office	Clarify councillor term on the Board continues to the date the Shareholder appoints new councillors.	Amendment reflects the current practices and provides clarify on councillors' terms on the Board.
3.04(e)	Term of Office	Increase consecutive term limit for Community and Tenant Directors from 6 years to 10 years.	Increasing term limits offers the opportunity to ensure continuity of knowledge and experience, and permits retention of well qualified Board Directors, as required.
3.11	Election of Chair and Vice Chair	Amend to clarify eligibility, authority and responsibility.	Reduces potential ambiguity during Director transition periods.
4.01, 6.05	Meetings by Telephone	Amend to include "electronic means" for governance meetings.	Update to be consistent with operational practice of conducting meetings through multiple media. Consistent with Ontario <i>Business Corporations Act</i> s. 126(13) and (15) allowing telephonic and electronic meetings, if all persons in attendance can communicate with each other simultaneously and instantaneously.
5.02, 5.03	Board Meetings to be Open/Closed	Amend to reflect evolving corporate and governance needs.	Updated to address current and future requirements.