
DRAFT PUBLIC MINUTES

Directors: Councillor Theresa Kavanagh, Chair; Girum Simmie, Vice-Chair; Brendan Lawlor, Treasurer; Councillor Glen Gower; Councillor Marty Carr; Councillor Stéphanie Plante; Stephen Sauppe; Tracy Albert; Jonathan Byrd; Adrian Larose; Seham Rabaa.

Regrets: None.

OCHC Staff: Stéphane Giguère; Kristen Bailey, Corporate Secretary; Cliff Youdale; Shaun Simms; Greg Finnamore; Alain Cadieux; Christine Garnier; Cindy Newell; Brian Gilligan; Andrea Norris; Tetyana Nozina; Danielle McGee; Melany Chretien; Aneeta Kang; Barron Meyerhoffer; Loren Miller; Rob Badger; Robert Sokolowski; Gordon Downes; David Ricottone; Diana Carr; Michelle Parisien; Émilie St-Pierre-Langlois; Lindsay McDonald; Urvashi Bhargava; Laura Clark; Wendy McColgan; Erin Betts; Christa Versolato; Emily Poole.

8. By-Law Amendments 2025 (Laura Clark and Wendy McColgan)

Senior Legal Counsel, Laura Clark, and Senior Manager of Corporate Governance and Executive Operations, Wendy McColgan, provided an overview of the report included in the report package and were available to answer questions. Context was provided on each of the proposed amendments to the By-Law as described under the recommendation. The proposed amendments received consultation by each of the Board Committees.

Recommendations:

*That the Board of Directors **approve** the following recommendations and forward them to the Shareholder for approval:*

- ▶ *Align the residency criteria for community members with those established by Human Resources for employees.*
- ▶ *Extend the consecutive term limit for Community and Tenant Directors from six (6) years to ten (10) years to enhance continuity, maintain institutional knowledge, and ensure the retention of well-qualified directors.*
- ▶ *Clarify the eligibility, authority, and responsibilities of the Board Chair to eliminate ambiguity and support a seamless transition during changes in Board membership.*
- ▶ *Update criteria for Open and Closed Board meetings to maintain transparency while addressing evolving governance and business needs.*
- ▶ *Revise meeting procedures to include electronic meetings formats, ensuring alignment with operational practice and the Business Corporations Act.*
- ▶ *Repeal and replace By-Law 12 with By-Law 13-2025.*

Moved by: Girum Simmie

Seconded by: Brendan Lawlor

Carried