

## Document 4 2016 By-Law Review, Summary of Changes

Section	Heading	Action	Rationale
1d)	Board Committee	Add a definition	Definition was missing.
1 l)	Recorded Address	Remove definition	The term 'recorded address' is not used in the By-Law.
3.01	Powers	Add clarification of powers of directors	This section recognizes and clarifies that the Act, Articles of Incorporation and Shareholder Direction take precedence over the Board's authority set out in the By-Law.
3.05	District Based Committees	Remove these sections	The DBCs and other specific details taken out of the By-Law.
3.06	Tenant Advisory Group		
3.07	Tenant Advisory Group Selection		
3.12 d)	Vacating Office	Remove	<p>This sub-section does not really relate to 'vacating office'. Each Director makes a commitment to attend governance meetings and is personally responsible for decisions made at meetings even if the Director does not attend the meeting.</p> <p>Attendance should be managed outside the By-Law. OCH is currently tracking attendance in its Board performance reports which is useful to flag potential issues. In place of the By-Law provision on attendance, the Board should develop a process to manage absenteeism and in the event of chronic absenteeism, a recommendation may be made to the Shareholder to remove the Director or not renew that Director's term.</p>
3.14	Role of the Chair	Add	The roles of the Corporate Secretary and Treasurer are described at sections 8.04 and 8.05 respectively. Including descriptions of the roles of the Chair and Vice-Chair provides clarity and consistency.

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Section	Heading	Action	Rationale
3.15	Role of Vice Chair	Add	See 3.14 above.
5.02	Board and Committee Meetings to be Open	Add	In this section, OCH commits to adhere to the standards for transparency and accountability in the <i>Municipal Act</i> . Further clarification on open meetings should also be detailed in related governance documents. Such documents could also address the use of in-camera sessions of the Board and Committees (where management is excluded).
6.05	Meetings by Telephone	Add	This language reflects the <i>Ontario Business Corporations Act</i> (OBCA) provisions for Board meetings by telephone. Adding this provision for Committee meetings will allow Committee members an opportunity to participate in meetings when they are out of town or cannot attend in person due to inclement weather.
6.06	Resolution in Lieu of Meeting	Add	The By-Law contained this provision for Board meetings but not for Committee meetings.
10.01	Indemnification	Modify	The updated language is more reflective of the broader language used in the OBCA. The proposed rewording helps ensure alignment with the OBCA.
10.03	Advance of Costs	Add	<p>S.136 of the <i>Ontario Business Corporations Act</i> (OBCA) contains the complete regime for the indemnification of Directors and Officers (D&amp;Os). Article 10 somewhat reflects what is in the OBCA but is more restrictive. It is recommended that the clause be updated to better align with the indemnity protection language in the OBCA.</p> <p>In addition to permitting OCH to grant an indemnity, OBCA allows OCH to advance costs to D&amp;Os who are required to defend themselves in a legal action at OBCA, s.136(2). For completeness, it is recommended that the By-Law be amended to reproduce the provision on advances.</p>

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### ***Municipal Act***

#### **Meetings open to public**

239. (1) Except as provided in this section, all meetings shall be open to the public.

#### **Exceptions**

(2) A meeting or part of a meeting may be closed to the public if the subject matter being considered is:

- (a) the security of the property of the municipality or local board;
- (b) personal matters about an identifiable individual, including municipal or local board employees;
- (c) a proposed or pending acquisition or disposition of land by the municipality or local board;
- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
- (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) a matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act.

#### **Other criteria**

(3) A meeting or part of a meeting shall be closed to the public if the subject matter being considered is:

- (a) a request under the *Municipal Freedom of Information and Protection of Privacy Act*, if the council, board, commission or other body is the head of an institution for the purposes of that Act; or
- (b) an ongoing investigation respecting the municipality, a local board or a municipally-controlled corporation by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in subsection 223.13 (1) of this Act, or the investigator referred to in subsection 239.2 (1).

#### **Educational or training sessions**

(3.1) A meeting of a council or local board or of a committee of either of them may be closed to the public if the following conditions are both satisfied:

1. The meeting is held for the purpose of educating or training the members;
2. At the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the council, local board or committee.