

B.1 Deputations, if any

B.1.1 John Fox, B.Comm., LL.B., Partner, Ismail Ibrahim, P.Eng., M.B.A., J.D., Associate, and Amelia Briggs-Morris, Robins Appleby LLP Re: Governance in Housing Corporations

Councillor Sampson welcomed John Fox, Ismail Ibrahim, and Amelia Briggs-Morris from Robins Appleby LLP who provided a presentation regarding governance in housing corporations. John introduced himself and his colleagues and provided an overview of the governance structure of The Blue Mountains Attainable Housing Corporation, development risks, and the rationale for a Housing Corporation.

Board member Cary Eagleson enquired whether each potential development by the Board should become separate subsidiaries to limit liability. John explained that while that option is a good one, the Board would not be able to use The Blue Mountains Attainable Housing Corporation under its current structure as a municipal corporation due to subsidiary limitations. John explained that the separate subsidiary option is only one option that entities use for liability protection.

Mayor Soever commented that the Corporation is currently set up as a municipal corporation, whereas if the corporation set up as a regular entity, the ability to mortgage would be the same as anyone else's. John further noted the option to cede the Corporation where it would not be incorporated under the Act, but instead be set up as a municipally inspired not-for-profit. John explained that in that scenario, the municipality's control is through operating agreements and regulatory systems and a municipal member would likely be added to the Board's composition. John explained that a charity or not-for-profit entity does have access to HST rebates, but they are not as generous as the municipal option.

Board member Gavin Leitch enquired as to the benefit of being a municipal services corporation, as opposed to a municipally-inspired Corporation; John noted the benefits include: being appointed by and reporting to the municipality, members direction which constrains what the Corporation can and cannot do, ability for the municipality to compose the Corporation to fine-tune the members' skillsets, and it is a natural way for the municipality to initiate the process of providing attainable housing.

John reviewed the recommendations by Robins Appleby regarding governance, which included: amend the Letters Patent and the By-laws of BMAHC to contemplate rental housing; review the requirement of being a member as a result of being a director of BMAHC; The Gateway Project should be managed through BMAHC based on the advantages outlined in this memorandum, including liability protection for the Town, and lowering of risk resulting from an independent skill-based board of directors and holding its interest through BMAHC; and, re-evaluate the governance structure to minimize risk of perception that the two entities are not independent, including potential revisions of the by-laws and the Memorandum of Understanding.

Board member Andrew Siegwart joined the meeting at 3:33 p.m.

Councillor Sampson thanked Robins Appleby staff for the presentation.

Moved by: Gavin Leitch

Seconded by: Michael Schafer

THAT The Blue Mountains Attainable Housing Corporation receives Item B.1.1 John Fox, B.Comm., LL.B., Partner, Ismail Ibrahim, P.Eng., M.B.A., J.D., Associate, and Amelia Briggs-Morris, Robins Appleby LLP Re: Governance in Housing Corporations for information purposes and requests the Executive Director to consider Governance Recommendations 1-3 as identified in the Robins Appleby LLP Governance Review presentation dated April 1, 2021 with draft governance documents provided to the Board;

AND THAT The Blue Mountains Attainable Housing Corporation directs the Executive Director to consider Governance Recommendation 5 with the Town CAO with any recommended changes to the existing Memorandum of Understanding being brought back to the Board for consideration;

AND THAT The Blue Mountains Attainable Housing Corporation directs Robins Appleby LLP to provide the Governance Review presentation to Council at the May 4, 2021 Committee of the Whole meeting.

Yay (7): Cary Eagleson, Patrick Gourlay, Gavin Leitch, Carolyn Letourneau, Michael Schaefer, Mayor Soever, Councillor Sampson

Nay (abstain: 1): Andrew Siegart

Absent (1): Janet Findlay

The motion is Carried (7 to 1(abstain), 1 absent)

B.1.2 Suzanne Craig, Integrity Commissioner

Re: Code of Conduct Training

Suzanne Craig, Integrity Commissioner for The Blue Mountains Attainable Housing Corporation provided Code of Conduct Training for the Board. Suzanne noted it is important to appoint an Integrity Commissioner, but it was not a step the Corporation was required to take. Suzanne advised that Integrity Commissioners are appointed to Councils and Local Boards and make recommendations and apply Code of Conduct rules, receive Code complaints, and conduct investigations.

Suzanne reviewed Attainable Housing Corporation Accountability, Public Officials as Trustees for the Public, the Duties of the Integrity Commissioner, the Purpose of the Code of Conduct, the Role of the Integrity Commissioner, Conflicts of Interest and Code Compliance, Closed Meetings, Confidentiality and Procedural Rules.

Councillor Sampson noted that the Board has adopted the Town's Code of Conduct Policy, and enquired whether the Board should instead have its own distinct Policy, even if it is mirrored after the Town's. Suzanne agreed that the Board should have its own Policy, and advised that she would be able to provide assistance as it is developed.

Councillor Sampson thanked Suzanne for the presentation.

Moved by: Mayor Soever

Seconded by: Gavin Leitch

THAT The Blue Mountains Attainable Housing Corporation receives Item B.1.2 Suzanne Craig, Integrity Commissioner Re: Code of Conduct Training for information purposes.

Yay (8): Cary Eagleson, Patrick Gourlay, Gavin Leitch, Carolyn Letourneau, Michael Schaefer, Andrew Siegwart, Mayor Soever, Councillor Sampson

Absent (1): Janet Findlay

The motion is Carried (8 to 0, 1 absent)

Moved by: Andrew Siegwart

Seconded by: Cary Eagleson

THAT, with respect to The Blue Mountains Attainable Housing Corporation Code of Conduct, the Corporation directs the Executive Director to come back to the Board with a draft Corporation Code of Conduct for consideration and requests the Integrity Commissioner to clarify which legislation will govern potential conflicts of interest matters of the Board.

Yay (8): Cary Eagleson, Patrick Gourlay, Gavin Leitch, Carolyn Letourneau, Michael Schaefer, Andrew Siegwart, Mayor Soever, Councillor Sampson

Absent (1): Janet Findlay

The motion is Carried (8 to 0, 1 absent)

Declaration of Pecuniary Interest and general nature thereof

NOTE: In accordance with the *Municipal Conflict of Interest Act* and the Town Procedural By-law 2019-56, Attainable Housing Corporation Members must file a written statement of the interest and its general nature with the Clerk for inclusion on the Registry.

None

Previous Minutes (March 4, 2021, March 16, 2021)

Moved by: Cary Eagleson

Seconded by: Gavin Leitch

THAT the Board meeting minutes of March 4, 2021 and the Special Board meeting minutes of March 16, 2021 be adopted as circulated, including any revisions to be made.

Yay (8): Cary Eagleson, Patrick Gourlay, Gavin Leitch, Carolyn Letourneau, Michael Schaefer, Andrew Siegwart, Mayor Soever, Councillor Sampson

Absent (1): Janet Findlay

The motion is Carried (8 to 0, 1 absent)

Previous Closed Session Minutes (March 16, 2021)

Moved by: Patrick Gourlay

Seconded by: Mayor Soever

THAT the Closed Session Board meeting minutes of March 16, 2021 be adopted as previously circulated.

Yay (8): Cary Eagleson, Patrick Gourlay, Gavin Leitch, Carolyn Letourneau, Michael Schaefer, Andrew Siegwart, Mayor Soever, Councillor Sampson

Absent (1): Janet Findlay

The motion is Carried (8 to 0, 1 absent)

B. Staff Reports, Deputations, and Presentations

Items B.1.1 and B.1.2 moved ahead in the agenda

B.2 Public Comment Period (each speaker is allotted three minutes)

NOTE: In accordance with the Town Procedural By-law 2019-56 fifteen minutes is allotted at the Meeting to receive public comments regarding Attainable Housing Corporation matters included on the Agenda. The speaker shall provide their name and address, and shall address their comments to the Chair. Comments shall not refer to personnel, litigation or potential litigation matters, or matters that are a follow up to a Public Meeting.

NOTE: Board meetings are taking place virtually to assist with social distancing with respect to COVID-19. Comments received from the public that have not been included on the Agenda will be read at the meeting by the Executive Assistant.

None

B.3 Staff Reports, if any

None

C. Matters for Discussion

C.1 Budget Variance Report – Executive Director Sharon McCormick

Moved by: Cary Eagleson

Seconded by: Patrick Gourlay

THAT The Blue Mountains Attainable Housing Corporation receives Item C.1 Budget Variance Report for information purposes.

Yay (8): Cary Eagleson, Patrick Gourlay, Gavin Leitch, Carolyn Letourneau, Michael Schaefer, Andrew Siegwart, Mayor Soever, Councillor Sampson

Absent (1): Janet Findlay

The motion is Carried (8 to 0, 1 absent)

C.2 Follow-up Resolution from The Blue Mountains Council

Councillor Sampson advised that the following resolutions are follow-up direction from Council for the Board's information.

NOTE: Council provided the following resolution at the February 22, 2021 meeting:

THAT Council of the Town of The Blue Mountains receives February 9, 2021 deputation from Sharon McCormick, Executive Director, The Blue Mountains Attainable Housing Corporation (BMAHC);

AND THAT the BMAHC Board requests Council to direct the Town of The Blue Mountains' Chief Administrative Officer and relevant staff to initiate the municipally-initiated planning amendments to the Town Official Plan and Comprehensive Bylaw 2018-65 to facilitate a mixed use development at the Gateway Site for the following amendments:

- Building height of 4 storeys;
- Residential as permitted use on ground floor;
- Appropriate parking and building provisions to accommodate the proposed development;

AND THAT BMAHC acknowledges that the Town's commencement of the municipally-initiated planning amendments do not reflect Town Council's support of the amendments themselves which will be subject to a public process as required by the Planning Act;

AND THAT BMAHC acknowledges that final decisions on the municipally-initiated planning amendments will be determined by Town Council and/or the County of Grey at a later date in accordance with the Planning Act, CARRIED.

NOTE: Council provided the following resolutions at the March 22, 2021 meeting:

a) THAT Council receive Staff Report FAF.21.054 entitled "The Blue Mountains Attainable Housing Corporation Operating Loan Agreement Amendment";

AND THAT Council authorize the Mayor and Clerk to execute the amended Operating Loan Agreement between The Blue Mountains Attainable Housing Corporation (BMAHC) and The Corporation of the Town of The Blue Mountains subject to the approval by the Chief Administrative Officer, Director of Legal Services and Director of Finance & IT Services, CARRIED.

b) THAT Council of the Town of The Blue Mountains receives March 9, 2021 deputation from Sharon McCormick, Executive Director and Cary Eagleson, Treasurer, The Blue Mountains Attainable Housing Corporation;

AND THAT Council direct staff to provide a staff report in response to the requests contained in The Blue Mountains Attainable Housing Corporation deputation to the April 20, 2021 Committee of the Whole meeting, that includes recommendations and options for Council consideration,

AND THAT Council direct the CAO and Director of Finance & IT Services to work with the Executive Director of the BMAHC to prepare a staff report for inclusion on the March 22, 2021 Council Meeting for Council consideration regarding funds required by The Blue Mountains Attainable Housing Corporation in the immediate future, CARRIED.

D. Correspondence

Note: Correspondence items below referred by Council

- D.1 Hazel Milne, Resident**
Re: The Blue Mountains Attainable Housing Corporation Proposed Apartment Building
- D.2 Paul and Ira Tessier, Residents**
Re: The Blue Mountains Attainable Housing Corporation Proposal
- D.3 Terri Kimball, Resident**
Re: Proposed Housing Project on the Former Foodland Site
- D.4 Rick Tipping, Resident**
Re: Zoning Maximum Height (Attainable Housing)
- D.5 The Blue Mountain Ratepayers Association**
Re: The Blue Mountains Attainable Housing Corporation Planning Amendment
- D.6 Alex Maxwell, Resident**
Re: The Gateway Housing Project

Moved by: Gavin Leitch

Seconded by: Carolyn Letourneau

THAT The Blue Mountains Attainable Housing Corporation receives Correspondence Items D.1 to D.6 for information purposes and requests the Chair and Executive Director to provide a response to the individual letter writers and invite them to provide a deputation to the Board to facilitate a broader discussion.

Yay (8): Cary Eagleson, Patrick Gourlay, Gavin Leitch, Carolyn Letourneau, Michael Schaefer, Andrew Siegwart, Mayor Soever, Councillor Sampson

Absent (1): Janet Findlay

The motion is Carried (8 to 0, 1 absent)

E. New and Unfinished Business

E.1 Additions to the Agenda

E.2 Items Identified for Discussion at the Next Meeting

- Board sub-committees
- BMAHC Appointment to Town's EDAC Committee
- Gateway Project Design Guidelines

F. Closed Session

Moved by: Gavin Leitch

Seconded by: Andrew Siegwart

THAT with regard to subsection 239 of the *Municipal Act, 2001*, The Blue Mountains Attainable Housing Corporation does now move into closed session in order to address:

i. a trade secret or scientific, technical, commercial or financial information that belongs to the board and has monetary value or potential monetary value and with regard to the financial strategy for the Gateway Site;

ii. personal matters about an identifiable individual, including municipal or local board employees, and labour relations or employee negotiations, and with regard to the Executive Director performance evaluation.

Yay (8): Cary Eagleson, Patrick Gourlay, Gavin Leitch, Carolyn Letourneau, Michael Schaefer, Andrew Siegwart, Mayor Soever, Councillor Sampson

Absent (1): Janet Findlay

The motion is Carried (8 to 0, 1 absent)

The Board went into closed session at 4:40 p.m.

The Board rose from closed session at 6:03 p.m.

Closed Session Reporting Out Statement

Councillor Sampson reported out of closed session that the Board gave the Executive Director some direction with regard to the financing strategy for the Gateway Site and dealt with a matter as it relates to the Executive Director Performance Evaluation.

G. Notice of Meeting Dates

Special meeting mid-April to be scheduled.

May 6, 2021 at 2:30 p.m.

Town Hall, Council Chambers (Virtual)

H. Adjournment

Moved by: Patrick Gourlay

Seconded by: Cary Eagleson

The meeting of the Attainable Housing Corporation adjourned at 6:04 p.m. to meet again at the call of the Chair.

Yay (5): Cary Eagleson, Carolyn Letourneau, Michael Schaefer, Mayor Soever, Councillor Sampson

Absent (4): Janet Findlay, Patrick Gourlay (absent due to technical difficulties at time of vote), Gavin Leitch, Andrew Siegart

The motion is Carried (5 to 0, 4 absent)