



Committee Report

To:	Warden Hicks and Members of Grey County Council
Committee Date:	February 28, 2019
Subject / Report No:	HDR-CW-03-19
Title:	Corporate records update for the Grey County and Owen Sound Housing Corporation
Prepared by:	Anne Marie Shaw, Director of Housing
Reviewed by:	Kim Wingrove, CAO
Lower Tier(s) Affected:	
Status:	Recommendation adopted by Committee of the Whole as presented as per Resolution CW58-19; Endorsed by County Council on March 14, 2019 as per Resolution CC24-19.

Recommendation

1. That staff report HDR-CW-03-19 be received; and
2. That the County exercise its authority as sole shareholder of the Grey County and Owen Sound Housing Corporation (the "Housing Corporation") to remove all current directors of the Housing Corporation; and
3. That the County exercise its authority as sole shareholder of the Housing Corporation to appoint:
 - a. Anne Marie Shaw,
 - b. Kevin Wepler, and
 - c. Kim Wingrove

as directors of the Housing Corporation and authorize them to direct the Housing Corporation to take all actions, appoint all officers, do all things, and execute all documents necessary to give effect to any resolution or By-law enacted by Council or to any action of the County approved by Council; and

4. That the Clerk and Warden be authorized on behalf of the County to call, attend, participate in, and vote at all shareholders' meetings of the Housing Corporation, to execute all documents and resolutions, and to do all other things necessary to give effect to this resolution.

Executive Summary

The County is the sole shareholder of the Grey County and Owen Sound Housing Corporation, which was established in 2000 as a corporate mechanism to transfer ownership of social housing assets from the Province to the County. Those housing assets were effectively absorbed into the County's housing program at that time, but remained owned by the Corporation.

The Housing Corporation has always been operated by the County as part of its overall housing program. It has never acted independently of the County. As its shareholder, the County needs to appoint directors to the Housing Corporation so that it can properly function.

While the directors of the Housing Corporation have previously included members of County Council, staff have determined that since the Housing Corporation only operates to implement the housing program established by County Council, it would be appropriate to appoint senior County staff members as its directors, and to instruct them to direct the Housing Corporation accordingly.

Background and Discussion

In 2000, as part of a province-wide reform of social housing, the Provincial government transferred a range of housing properties out of Provincial ownership and into the County's control. These properties still form part of the County's housing supply today.

Rather than transferring legal ownership of the properties to the County outright, the Province created a private corporation, the Grey County and Owen Sound Housing Corporation (the "Housing Corporation"), to own these properties, and it issued all of the shares in the Housing Corporation to the County.

Since the County acquired the shares of the Housing Corporation, it has operated the Housing Corporation as part of the County's overall housing program. The Housing Corporation does not operate independently of the County in any way.

A recent review of the corporate records of the Housing Corporation identified several areas that require updating. As part of this update process, the Housing Corporation needs to have new corporate directors appointed. The County, as the shareholder of the Housing Corporation, is responsible for appointing its directors.

Prior to Council's move to the Committee of the Whole system, the Corporation's directors were typically appointed largely from Council members serving on the Social Services Committee. Considering the change of the Council's committee structure, staff have reviewed the governance and operations of the Housing Corporation to determine who should serve as its directors. In consultation with both Legal Services and outside legal counsel, staff have concluded that since the Housing Corporation is only used to implement the County's housing program as established by Council, and does not independently set any housing policy, it would be appropriate to appoint senior County officials to serve as the directors, and for Council to instruct those officials to direct the operations of the Housing Corporation to support and implement the County's housing programs as already approved by Council. This will remove the

requirement for members of Council to serve as directors of the Housing Corporation in a role that, from the County's perspective, is only a formality.

Staff have identified that the following County senior staff would be appropriate to appoint as directors:

- Anne Marie Shaw, Director of Housing
- Kevin Wepler, Director of Corporate Services
- Kim Wingrove, Chief Administrative Officer

All three have agreed to serve as directors of the Housing Corporation.

Staff are also in the process of carrying out a review of the Housing Corporation's overall role within the County's housing program. This review may determine that further changes to the Housing Corporation may be necessary, up to and including transferring its assets to the County and dissolving it entirely. This review is expected to be completed later this year, and any actions necessary by Council would be brought forward in a future staff report.

Legal and Legislated Requirements

The Housing Corporation is incorporated under the *Business Corporations Act* (the province's general private business corporation legislation), but it is also governed in part by the *Housing Services Act, 2011*; the County, in its capacity under the Act as service manager, approves the Housing Corporation's actions as required.

Legal Services has coordinated with Rob Robinson at The Alliance Lawyers on the appropriate corporate documentation to be prepared to appoint new directors and bring the Housing Corporation's records up to date.

Financial and Resource Implications

None.

Relevant Consultation

- Internal (list) Legal Services
- External (list) Rob Robinson, The Alliance Lawyers Robinson Treslan Professional Corporation

Appendices and Attachments

None.