

**MINUTES OF FIRST MEETING OF THE BOARD OF DIRECTORS**  
**CO-OPERATIVE HOUSING PROGRAMS ADMINISTRATION AGENCY --**  
**AGENCE D'ADMINISTRATION DES PROGRAMMES D'HABITATION**  
**COOPÉRATIVE DU CANADA**

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**1. CALL TO ORDER**

The first meeting of the board of directors convened on August 9, 2004 at 9:55 a.m.

Present were:

Peter Crawford  
Carol Davis  
Ray Hession  
Jill Kelly (by telephone)  
Barb Millsap  
Stuart Thomas

constituting a quorum of the Board.

Alexandra Wilson attended the meeting, representing the Agency's sole member, Co-operative Housing Federation of Canada. Also in attendance were Laird Hunter, acting as Chairperson, and Christine Seguin, who recorded the minutes.

Alexandra Wilson provided the Board with background information on the agency, including the history and current status of CHF Canada's negotiations with the federal government and CMHC, and CMHC's proposed agency start-up funding structure, comprising a forgivable loan and a grant.

Some key concerns and issues raised through these discussions were:

- CMHC's unwillingness to make a permanent commitment to the agency until Phase 3, which will severely limit the agency's ability to retain qualified staff (since they would then need to be hired on short-term contracts)
- CMHC's desire for the agency to show early benefits
- the need to reach agreement still on the cost/benefit of transferring responsibility for the programs to an independent agency
- the feeling that some CMHC staff may have in mind of transferring less than full responsibility to the agency (CMHC staff may expect the agency to have contact with CMHC on an ongoing, daily basis to see their input and direction)
- uncertainty over how the Quebec portfolio will ultimately be dealt with (dependent on whether or not a social housing agreement is ever signed with the province)

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- whether or not to share facilities with the Federal Co-op Housing Stabilization Fund and enter a service agreement with them, to benefit from their existing experienced, bilingual staff, and to achieve some cost savings from office sharing, while maintaining two separate legal entities.

In addition, Alexandra reviewed with the Board what CHF Canada's role is with respect to the agency. Given that CHF Canada has made a significant contribution of staff and financial resources to the agency to date, developed the proposal, and obtained approval of the agency from the government, and has the requisite experience, it will play a lead role as project manager during the start-up period. It was noted and agreed that CHF Canada will be party to the initial contribution agreement with CMHC, not the agency. Given the proposed workplan, the agency will not need a bank account or separate administrative capacity until early next year, when the agency enters into a service agreement with CHF Canada.

Alexandra reviewed CHF Canada's expectations of the Board with the directors, emphasizing the Board's role in providing oversight and guidance through the start-up period and providing support in moving forward with CMHC. The Board will take on a fuller role once the Agency enters into an agreement with CMHC.

Several ideas were put forward with respect to how to advance discussions with CMHC.

**2. CONFIRMATION OF INCORPORATION**

The Articles of the Agency and other filed documents were produced for review.

**BE IT RESOLVED** that the Directors acknowledge the incorporation of the Agency as a co-operative under the *Canada Cooperatives Act* on July 28, 2004;

**AND FURTHER BE IT RESOLVED** that the Secretary is instructed to create a minute book for the Agency and file these documents within it.

**3. ADOPTION OF BY-LAWS**

The directors reviewed proposed by-laws for the new agency. It was agreed that any provisions in the by-laws pertaining to the Board's composition should be amended to remove references to CMHC's possible participation in the Agency's governance structure.

It was further agreed that

- article 4.04 be amended to remove reference to a CMHC representative being entitled to attend the board meetings;

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- article 5 (powers and duties of directors) be amended to include a provision laying out the Board's scope of authority with respect to the Agency's executive director.

**BE IT RESOLVED** that the attached By-law, dated August 9, 2004, being a by-law relating generally to the transaction of the business and affairs of the Agency, be adopted as By-law No. 1 of the Agency.

The amended by-law is attached.

There being no further business to conduct, the chairperson, Laird Hunter, declared the meeting closed at 11:57 a.m. EDT on Monday, August 9, 2004.

**CERTIFIED** to be the minutes of a meeting of the Board of Directors of Co-operative Housing Programs Administration Agency – Agency d'administration des programmes d'habitation coopérative du Canada held on August 9, 2004.

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Laird Hunter, Chairperson

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Christine Seguin, Recording Secretary

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