

**CO-OPERATIVE HOUSING PROGRAMS ADMINISTRATION AGENCY –
AGENCY D'ADMINISTRATION DES PROGRAMMES D'HABITATION
COOPÉRATIVE DU CANADA**

**MINUTES
BOARD OF DIRECTORS MEETING
January 9, 2005**

1. CALL TO ORDER

The Board of Directors meeting convened on January 9, 2005 at 10:15 a.m.

Present were:

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

being all members of the Board.

Also present were Alexandra Wilson, the Member's representative, Nora Sobolov, a consultant to the Agency, Laird Hunter, Counsel, and Melanie Clement, recording secretary.

Ray Hession chaired the meeting.

2. APPROVAL OF AGENDA

The directors approved the agenda, deleting Item 7: Agency – CMHC Service Agreement.

3. APPROVAL OF PREVIOUS MINUTES

M/S/C Peter Crawford/Carol Davis

BE IT RESOLVED THAT the minutes of the previous meeting of the Board of Directors held on November 12, 2004 be approved.

4. PROGRESS REPORT ON AGENCY START-UP

Directors were in receipt of a written report from CHF Canada on progress made to date in establishing the Agency. Alexandra Wilson provided an oral update. She reported that a meeting had taken place with CMHC on January 6 with Bill Smith, Eva Berringer, Nicholas Gazzard, Nora Sobolov and herself in attendance. The meeting went well, but a prime point of concern remains that there is a fundamental difference in how CMHC and CHF Canada each look at the planned Agency arrangement. CMHC appears to view it as a series of discrete projects, with each planned phase being a separate project, to be contracted separately, while CHF Canada views it as an "alternative service delivery" arrangement.

While wishing to bind CHF Canada in the Phase I agreement to its commitment to develop an automated information system for the Agency, with the cost to be recovered only when the Agency proceeds to the planned final phase of its arrangement with CMHC, CMHC is not prepared to bind itself in this initial agreement to proceeding with a second or subsequent phase, even if agreed conditions are met.

Directors were further advised that a meeting between CHF Canada and the president of CMHC, Karen Kinsley, had taken place on January 6, as planned. The meeting was cut short by a change in her travel plans, however, and the Agency was not discussed.

The Board asked that a letter be sent to Karen Kinsley setting out the Board's concern with the delays in moving forward and CMHC's apparent unwillingness to make firm commitments respecting the Agency.

5. VISION, MISSION AND VALUES

Directors were in receipt of alternative vision and mission statements prepared following the brainstorming session held at the November meeting, as well as a statement of core values for the Agency. After deliberation, directors narrowed down their choices and agreed to consider further revisions to be prepared by CHF Canada and circulated by e-mail following the meeting.

6. CLIENT-SERVICE STRATEGY

Directors were in receipt of a draft survey of housing co-operatives prepared by Margaret Singleton, the consultant who is assisting the Agency with the development of its client-service strategy. It was agreed to end the survey at question 21 and not to ask at this time for service expectations of the Agency.

The Board was informed that CMHC will not allow the survey to proceed until the Phase I agreement is signed, at which point it intends first to send out a communication advising co-ops of the agreement. That will be followed by a joint communication from the Agency and CMHC, to be sent by mail, telling co-ops about the survey and how they can participate. And e-mail message directing co-ops to the survey, which is to be conducted on line, will then follow.

Directors agreed that it would be appropriate to test service expectations of the Agency with a smaller group, perhaps through the workshop on the Agency with managers of housing co-operative planned for CHF Canada's annual meeting in June.

7. **CHIEF INFORMATION USERS GROUP**

The Board was in receipt of a proposal regarding the Chief Information Users Group, including a draft terms of reference and a recommendation for persons to be appointed to the group.

M/S/C Stuart Thomas/Carol Davis

BE IT RESOLVED THAT the proposal for the AIS Chief Information Users Group be approved;

THAT the following persons be named to the group:

Alexandra Wilson (CHF Canada)

Thom Armstrong (Co-operative Housing Federation of BC and COHO Management Services Society)

Danielle Cécile (Federal Co-operative Housing Stabilization Fund);

AND THAT CMHC be invited to name two representatives to the group.

8. **AGENCY STAFFING STRUCTURE**

Directors were in receipt of a draft organization chart presenting three view of the Agency: a geographical view, a functional view, and a staff organization view. After discussion by the Board, it was decided that the senior staff person should carry the title "Chief Executive Officer".

9. **POLICIES**

Directors were in receipt of a number of proposed policies for the Board's review and approval, as follows:

(a) **Director Compensation and Expenses**

It was agreed to amend the policy by removing item eight.

M/S/C Jill Kelly/Peter Crawford

BE IT RESOLVED THAT the proposed policy governing director compensation and expenses be adopted as amended;

AND THAT the honorarium contemplated under the policy be payable effective with this meeting.

(b) **Ethical Conduct Policy and Agreement**

The directors agreed that a form of disclosure appropriate to the Agency should be drawn up and presented to the Board at a later date.

M/S/C Peter Crawford/Jill Kelly

BE IT RESOLVED THAT the proposed Ethical Conduct Policy and Ethical Conduct Agreement be adopted.

(c) **Privacy Policy**

M/S/C Stuart Thomas/Carol Davis

BE IT RESOLVED THAT the proposed Privacy Policy be approved.

(d) **Confidentiality and Access to Information Policy**

The Board agreed to modify the policy, deleting the reference to posting minutes of meetings on the Agency's website.

M/S/C Jill Kelly/Peter Crawford

BE IT RESOLVED THAT the proposed Confidentiality and Access to Information Policy be adopted as amended.

(e) **Bilingual Services Policy**

M/S/C Jill Kelly/Carol Davis

BE IT RESOLVED THAT the proposed Bilingual Services Policy be adopted.

(f) **Outsourcing Policy**

After discussion, it was agreed that the Outsourcing Policy should ultimately be contained within a single, larger policy on procurement. The Board agreed to approve the Outsourcing Policy as presented on this understanding.

M/S/C Jill Kelly/Carol Davis

BE IT RESOLVED THAT the proposed Outsourcing Policy be adopted.

10. **AGENCY WEBSITE**

Alexandra Wilson presented the public Agency website to the Board, noting that the site would be live in about 10 days' time. It was agreed that CMHC would be asked to provide several professional photographs of housing co-operatives to enhance the site, if it has any in its possession.

11. **CORPORATE CALENDAR**

Directors agree to the presented calendar, changing the date of the March 11, 2005 meeting to March 14, 2005.

12. **OTHER BUSINESS**

Stuart Thomas raised concern that CHF Canada is assuming a large financial risk, but Alexandra Wilson said that as long as the contract does not become unglued, the costs are being covered. It was agreed that Peter Crawford would prepare a report on the rendering of all obligations and accountabilities of different parties.

Alexandra Wilson provided the Board with some handouts concerning the Phase I Agreement between CMHC and CHF Canada. These handouts included a resolution that the Board confirm the completion of a given list of deliverables, and a Schedule B certificate.

M/S/C Carol Davis/Peter Crawford

BE IT RESOLVED THAT Alexandra Wilson's handouts be approved.

13. MEETING EVALUATION

The directors conducted a brief oral evaluation of the meeting, agreeing that both the meeting structure and progression through the business had been satisfactory and the supporting materials very well prepared.

There being no further business to conduct, the chairperson, Ray Hession, declared the meeting closed at 2:50 p.m. EST.

CERTIFIED to be the minutes of a meeting of the Board of Directors of the Co-operative Housing Programs Administration Agency of Canada – Agence d'administration des programmes d'habitation cooperative du Canada held on January 9, 2005.

Ray Hession, Chairperson

Melanie Clement, Recording Secretary

WHEREAS, in accordance with Article 5.3 of the Phase 1 Agreement between CMHC and CHF Canada, an officer of the Board of Directors is required to certify to CMHC that each deliverable required by the Agreement and specified in Schedule “B” to the Agreement is complete and that the result complies with all the particulars set out for it in the Schedule and is fully satisfactory for the intended purposes;

BE IT RESOLVED:

THAT the Board confirm that the following deliverables are complete, the results comply with all the particulars set out for them and, in the Board’s opinion, each deliverable is fully satisfactory for its intended purpose:

- agency incorporated
- organizational by-law adopted
- board established
- four board meetings held
- Finance and Audit Committee established
- Board mandate adopted
- Finance and Audit Committee mandate adopted
- mission, vision and values statements adopted
- policies adopted addressing each of the following areas: director compensation and expenses, ethical conduct, conflict of interest, privacy, confidentiality, language of service, outsourcing risk
- staffing plan adopted;

AND THAT the Board authorize the attached form of certificate for use whenever such a certificate is required.

