



Staff Report

Administration – Chief Administrative Officer

Report To: Special Meeting of Council
Meeting Date: November 30, 2023
Report Number: FAF.23.184
Title: Consideration of Municipal Member Motions for The Blue Mountains Attainable Housing Corporation AGM
Prepared by: Shawn Everitt, Chief Administrative Officer

A. Recommendations

THAT Council receive Staff Report FAF.23.184, entitled “Consideration of Municipal Member Motions for the Blue Mountains Attainable Housing Corporation AGM”;

AND THAT Council receive Staff Report FAF.23.184 directly to Council due to the time-sensitivity of the upcoming Annual General Meeting (AGM) of The Blue Mountains Attainable Housing Corporation;

AND THAT Council appoint the position of Chief Administrative Officer as the Municipal Member Representative for the 2023 Annual General Meeting of The Blue Mountains Attainable Housing Corporation;

AND THAT Council nominate _____ and _____ as the Council members to be considered for appointment to The Blue Mountains Attainable Housing Corporation Board of Directors at the December 14, 2023 Annual General Meeting;

AND THAT Council direct the Municipal Member Representative to bring forward the following motions to the Annual General Meeting of The Blue Mountains Attainable Housing Corporation for consideration and formal vote:

1. THAT The Blue Mountains Attainable Housing Corporation focus on the review and redevelopment of the Corporation Mandate, Articles of Incorporation, By-laws, and overall Governance Structure with a reporting date of April 8, 2024 to Council at the Committee of the Whole meeting;
2. AND THAT, for the period immediately following the 2023 Annual General Meeting until June 30, 2024, The Blue Mountains Attainable Housing Corporation be comprised of five (5) members of Town of The Blue Mountains staff to be determined by the Town’s Chief Administrative Officer.

B. Overview

This report is being presented for Council to consider motions to be brought forward by the Municipal Member Representative at The Blue Mountains Attainable Housing Corporation Annual General Meeting.

C. Background

The Blue Mountains Attainable Housing Corporation (BMAHC) Articles of Incorporation and Governance By-laws provide the direction as to how the BMAHC is structured and governed.

With regards to the BMAHC Annual General Meeting (AGM), By-law No.3 outlines the specific details and the definitions of the two (2) types of Members: “Member” and “Municipal Member”. In addition, By-law No.3 also defines the weighting of the votes, which are one (1) per Member and forty-five (45) for the lone Municipal Member, that take place during the AGM of the BMAHC. The BMAHC allows for up to twenty (20) members.

This report directly relates to two (2) key sections of the By-law, being:

- Municipal Member
- Annual Meetings

MEMBERS

1. **Class of Membership.** There shall be two (2) classes of membership: Municipal Member and Members (collectively referred to as “members”).

I. MUNICIPAL MEMBER

- a. There shall be only one Municipal Member and it shall be The Town of The Blue Mountains, and the Town of The Blue Mountains shall delegate a representative to attend the meetings of the members or provide a proxy as per Article 39 of this by-law.
- b. The Municipal Member shall have voting rights and shall be entitled to forty-five (45) votes at all meetings of members.

II. MEMBERS

- a. All Public Directors shall be or become Members within 10 days of their appointment as a Director.
- b. Members shall have voting rights and shall be entitled to one vote at all meetings of members.

- c. Members shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Corporation.
- d. There shall be only up to twenty (20) Members.
- e. Members shall cease to be Members upon resignation from the Board of Directors.

It is important to note that the one (1) lone Municipal Member has a weighted forty-five (45) votes. The remainder of the votes equal a maximum of twenty (20) votes or the total number of Members as defined above.

MEMBERS' MEETINGS

Annual Meeting. Subject to compliance with section 293 of the Act, the annual meeting of the members shall be held at any place within Ontario on such day in each year and at such time as the directors may by resolution determine or, in the absence of such determination, at the place where the head office of the Corporation is located.

General Meetings. Other meetings of the members shall be convened at any date and time and at any place within Ontario, by order of the President made on his own prerogative or upon his receipt of one of the following:

- a. a resolution of the Board of Directors; or
- b. a written request signed by Members representing not less than ten percent (10%) of the votes eligible to be voted at such a meeting.

Notice. A printed, written or typewritten notice, sent via regular mail, facsimile or other electronic communication means, including but not limited to e-mail, stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting not less than ten (10) days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting.

Votes. Every question submitted to any meeting of members shall be decided in the first instance by a show of hands.

D. Analysis

Town staff have met with the current Chair of The Blue Mountains Attainable Housing Corporation (BMAHC) in anticipation of the required Annual General Meeting (AGM) of the BMAHC.

The Blue Mountains Attainable Housing Corporation's (BMAHC) Annual General Meeting (AGM) has been scheduled for December 14, 2023. In anticipation of this AGM, staff are bringing forward this report for Council consideration and as the Municipal Member of the BMAHC. The recommendations contained in this report have been developed in conjunction with the current Chair of the BMAHC. This collaboration has also identified and considered the potential of the Board potentially not receiving a full slate of applicants for appointments to the BMAHC board.

In addition, this opportunity allows for the BMAHC By-laws to be revised and redeveloped to reflect the preferred direction the BMAHC will take in the future and will also allow for a clear understanding for those individuals who are interested in becoming members of the BMAHC. Staff also suggest that this opportunity allows for Board structure changes to be considered such as the inclusion of Board members who are members of the public or key stakeholders.

Staff note that Section 40 of By-law No.3 provides the guidance for what constitutes Quorum as follows:

QUORUM

A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or by the Corporation's letters patent or by any supplementary letters patent or any other by-law) shall be a minimum of two persons and/or proxies representing thirty (30) votes, entitled to be voted at the meeting. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business.

The recommendation being proposed by staff is supported by the Municipal Member being required to attend each meeting of the Interim Board to achieve at least thirty (30) votes as required through By-law No.3.

Lastly, the BMAHC Board of Directors consists of the following Officer positions:

President. The President shall be the chief executive officer of the Corporation unless otherwise determined by special resolution of the Corporation or resolution of the Board of Directors. He shall, subject to any special resolution of the Corporation, when present, preside at all meetings of the Board of Directors, and members of the Corporation.

Vice-President. The Vice-President or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.

Secretary. The Secretary shall give or cause to be given notices for all meetings of the Board of Directors and members when directed to do so and have charge of the minute

books of the Corporation and of the documents and registers referred to in section 300 of the Act.

Treasurer. Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. He shall keep or cause to be kept the books of account and accounting records referred to in section 302 of the Act. He may be required to give such bond for the faithful performance of his duties as the Board of Directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

E. Strategic Priorities

1. Communication and Engagement

We will enhance communications and engagement between Town Staff, Town residents and stakeholders.

2. Organizational Excellence

We will continually seek out ways to improve the internal organization of Town Staff and the management of Town assets.

3. Community

We will protect and enhance the community feel and the character of the Town, while ensuring the responsible use of resources and restoration of nature.

4. Quality of Life

We will foster a high quality of life for full-time and part-time residents of all ages and stages, while welcoming visitors.

F. Environmental Impacts

None.

G. Financial Impacts

It is suggested that significant staff time will be incurred to complete this review and redevelopment process. Staff are also suggesting that the Interim Blue Mountains Attainable Housing Corporation Board of Directors would be made up of five (5) members of Town staff.

H. In Consultation With

Gavin Leitch, Chair of The Blue Mountains Attainable Housing Corporation

I. Public Engagement

The topic of this Staff Report has not been the subject of a Public Meeting and/or a Public Information Centre as neither a Public Meeting nor a Public Information Centre are required. However, any comments regarding this report should be submitted to Shawn Everitt, Chief Administrative Officer cao@thebluemountains.ca.

J. Attached

None

Respectfully submitted,

Shawn Everitt
Chief Administrative Officer

For more information, please contact:
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Report Approval Details

Document Title:	FAF.23.184 Consideration of Municipal Member Motions for The Blue Mountains Attainable Housing Corporation AGM.docx
Attachments:	
Final Approval Date:	Nov 28, 2023

This report and all of its attachments were approved and signed as outlined below:

Shawn Everitt - Nov 28, 2023 - 10:28 AM