

**Board of Directors Meeting Agenda
CCHC Boardroom
October 19th, 2016
12:00 p.m. – 3:00 p.m.**

1. **Approval of Agenda**
2. **Approval of Minutes**
 - a. Approval of the September 21st 2016 Board Meeting Minutes
3. **Business Arising from Minutes**
4. **Reports:**
 - a. Peaks Landing – confidential
 - b. Report from Administration
 - c. CCHC Board Applications –confidential
 - d. Development Issue – confidential (carried over from September 21st)
 - e. LNA appointments
 - f. CCHC Board Terms of Reference
5. **New Business**

None
6. **Motion Resolution Action List**

All actions completed
7. **Meeting Adjournment**

*A majority of the Directors in office shall constitute a quorum. In the case of an equality of votes, the Chair shall be entitled to a second or casting vote.
(Articles of Association s45)*



Canmore Community Housing Corporation

For Information

DATE OF MEETING: October 19th 2016
SUBJECT: Managing Director's Report

Agenda Item: 4b)

RECOMMENDATION: For information
EXECUTIVE SUMMARY

The Administration Report summarizes activities relative to CCHC's operations and Strategic Plan as required.

1.0 OPERATIONS UPDATE

Applications and Waitlist for September 2016

	Own Program		Rent Program			
			The Hector		McArthur Place	
Wait List:	23	-5 from last month	24	-4 from last month	13	-7 from last month
			5		Shared applicants	
Applications YTD:	18	no change from last month +11 over STLY	52	+5 over last month +4 over STLY	59	+10 over last month +48 over STLY
Applications 2015:	12		58		27	
↑ Above numbers updated as of September 30 2016 ↑						
Inquiries 2016 (YTD):	127	+23 over last month +35 over STLY	309		+48 over last month -5 from STLY	
Inquiries 2015:	116	total	361		total	
Total Units:	44		60		48	Phase 1 - 32 units available Phase 2 - 16 units under construction
Current Occupancy:	100%		100%		69%	
Turnover YTD:	14%	1 for sale by owner 6 sales	12%	7 units	0%	
Turnover 2015:	2%	1 sale	40%	24 units	N/A	
↑ Above numbers updated as of September 30 2016 ↑						

2.0 McARTHUR PLACE (DYRGAS LANE) DEVELOPMENT UPDATE

Property and Program Management: Should all those who have said they will be signing leases this week do so CCHC will have 94% (30/32) of the units in Phase 1 occupied for November 1st (two- 2 bedrooms remain available) CCHC is hoping to be at full occupancy for Phase 1 by December 1 2016. The Phase 2 substantial completion date has not been finalized however it is anticipated it will occur prior to the end of 2016.

Funding/Finance & Construction: To be reported on by Cathy-Anne David, Project Manager.

3.0 Mortgage Loan Insurance

CCHC administration will provide the Board with a brief verbal update on this matter.

4.0 McArthur Place Property Management Agreement update

CCHC administration will provide the Board with a brief verbal update on this matter.

5.0 CCHC Board meeting room

CCHC administration will speak to the Board verbally regarding a proposed change to how the Boardroom is set-up.

Prepared by: Dougal Forteath, Managing Director

Prepared on: October 14, 2016



Canmore Community Housing Corporation

For Decision

DATE OF MEETING: October 19, 2016

Agenda Item: 4e

SUBJECT: Lamphouse Neighbourhood Association (LNA) Board Appointments

RECOMMENDATION:

1. To appoint the following three (3) CCHC representatives to be elected as Directors to the Lamphouse Neighbourhood Association (LNA) at the Annual General Meeting scheduled November 16, 2016: one (1) CCHC Board member; the CCHC Housing Program Manager; and the nomination put forward from the Coyote Ridge Board as the CCHC representative for the Coyote Ridge property.
2. To authorize the Housing Program Manager to represent CCHC's voting interests at the LNA Annual General Meeting.

EXECUTIVE SUMMARY

Annually, the Board of Directors must make a decision as to who will represent CCHC interests on the Board of Directors for the Lamphouse Neighbourhood Association. The LNA Board of Directors appointment expires at each AGM. Three (3) CCHC representatives must be reelected at the AGM and a CCHC representative must be authorized to represent CCHC's voting interest.

PREVIOUS BOARD DIRECTION OR POLICY

- 2014.51 Moved by Camille Hemingson to nominate Jennifer Bisley, Bob Kocian and the Coyote Ridge nominee for election to the Lamphouse Neighbourhood Association Board of Directors.
- 2014.52 Moved by Sean Krausert to authorize Jennifer Bisley to represent CCHC's voting interests at the Lamphouse Neighbourhood Association 2014 Annual General Meeting.
- 2015.51 Moved by Sean Krausert to nominate Bob Kocian, Cathy Robinson and Nic Keast (as the Coyote Ridge nominee) for election to the Lamphouse Neighbourhood Association Board of Directors.
- 2015.52 Moved by Cheryl Godefroy to authorize Cathy Robinson to represent CCHC's voting interests at the Lamphouse Neighbourhood Association 2015 Annual General Meeting.

DISCUSSION

The Lamphouse Neighbourhood Association (LNA) was established as a Society in November 2005 to manage the Canmore Community Housing subdivision located on lands legally described as Plan 0412844, Block 4, Lots 39, 40 and 41, which encompasses the Coyote Ridge, Mountain Haven Co-operative Homes (MHCH), and McArthur Place developments.

The Society is managed similar to a condominium corporation, with each development providing contributions for common expenses for the private roadway and other common infrastructure. It also serves as a critical mechanism to facilitate discussion about other issues between the land owners, ground lessees and residents of the Subdivision.

According to the Bylaws of the Society, the Board shall consist of five (5) members. Two (2) members must be ground lessees or their designees (Mountain Haven Coop) and one (1) member each the owner or designee of Lots 39, 40, and 41 (CCHC). This gives CCHC 3 Board appointments.

Section 11(e) of the LNA bylaws states "Board membership shall commence upon election or appointment to the Board and shall expire at the next succeeding Annual General Meeting, unless prior thereto the Board member resigns, becomes disqualified under clause (d) hereof or is removed under clause (f) hereof. Board members may be re-elected. "

The 2016 Annual General Meeting is scheduled for November 16, 2016 at 6:30 p.m. at the PEKA offices.

In the past, the Board has typically met no more than twice a year with most communication done by email. It is expected the Board will meet more frequently this year due to the higher traffic volumes on the road with the addition of residents at McArthur Place and concerns regarding traffic safety, pedestrian access, and the fire lane. Other issues before the LNA are generally related to snow removal and rules and regulations regarding the use of the road.

The current Board members are:

Mountain Haven Cooperative 1:	Carla Skirten
Mountain Haven Cooperative 2:	vacant (was previously Richard Brown)
CCHC1:	vacant (was previously Bob Kocian)
CCHC2:	Cathy Robinson
CCHC3/Coyote Ridge:	Nic Keast (Coyote Ridge Board President)

The current composition allows all lessee groups to be represented on the LNA so it may serve as a mechanism to facilitate discussion between the land owners, ground lessees and residents of the Subdivision. The current mix of CCHC Administration, Board member and Coyote Ridge representative has been working. The CCHC representatives should anticipate taking an active role in LNA Board matters.

Recommendations:

- It is recommended that the CCHC Board nominate the Housing Program Manager, a CCHC Board member, and a Coyote Ridge representative (as put forward by the Coyote Ridge Board).
- The Board must also authorize one representative to collectively represent CCHC's voting interests at the LNA AGM. It is recommended that this be the Housing Program Manager.

ALTERNATE OPTIONS

- The Board may choose to nominate other CCHC representatives, however, it is beneficial if the individuals have familiarity with either the construction of McArthur Place or other ongoing items relating to the Lamphouse Association and/or the neighbourhood.

FINANCIAL IMPACTS: None

ATTACHMENTS: None

Prepared by: Cathy Robinson, Housing Program Manager

Prepared on: October 13, 2016



Canmore Community Housing Corporation

DATE OF MEETING: October 19th, 2016 **Agenda Item: 4f**

SUBJECT: Board Directors Terms of Reference

RECOMMENDATION:

It is recommended that the Board move to amend the existing Terms of Reference to include the duties of the Chair, Vice Chair, and Treasurer as presented in the amended Terms of Reference provided.

EXECUTIVE SUMMARY

N/A

DISCUSSION

At the Board's September 19th meeting direction was provided to administration to update the Terms of Reference for CCHC Board members to outline the responsibilities of its officers prior to the November Board meeting.

By way of motion 2016-28 the Board approved its Terms of Reference for Board members at the March 16th 2016 Board meeting. These same Terms of Reference have been amended for the Boards consideration/approval by including the following responsibilities:

Board Chair

- Appointed annually by the Board in November and serve a one year term
- Review Meeting Agenda with Managing Director
- Runs Board meetings
- Signs approved meeting minutes
- Spokesperson for Board decisions
- One of four signatories of the Corporation

Board vice - Chair

- Appointed annually by the Board in November and serve a one year term
- Assumes duties of the Chair in his/her absence
- One of four signatories of the Corporation

Treasurer

- Appointed annually by the Board in November and serve a one year term
- Reviews Quarterly Statements
- Reviews CCHC Operating and Capital budgets
- Ensures appropriate financial reports are made available to the board
- Assists with selection of auditor as required
- Provides assistance/support to Managing Director as required
- One of four signatories of the Corporation

ATTACHMENTS: **Amended Terms of Reference for Board Directors**

Prepared by: Dougal Forteath, Managing Director

Prepared on: October 14th 2016

STATEMENT of POLICY and PROCEDURE (SPP)			
POLICY	Terms of Reference – Board of Directors	SPP No.	2.01
Section:	Governance	Issued:	March 16, 2016
Issue to:	All Manual Holders	Effective:	March 16, 2016
Motion/Date	Motion 2016.28 / March 16, 2016	Page:	1 of 3

SPP 2.01 TERMS OF REFERENCE – BOARD OF DIRECTORS

1 PURPOSE

This Statement of Policy and Procedure outlines a Board members general responsibilities and their role in relation to Board meetings.

2 SCOPE

This policy applies to all members of the Board of Directors at all times.

3 RESPONSIBILITY

- 3.01 It is the responsibility of all Board members to have reviewed and understand the Terms of Reference or any changes to the same that the Board may approve from time to time.
- 3.02 It is the responsibility of the Board of Directors to review these Terms of Reference on an annual basis.
- 3.03 Any/all changes to the Terms of reference must be approved by the Board of Directors

4 DEFINITIONS

N/A

5 POLICY

5.01 Terms of Reference for Board Members

Appointment of Board Members

Board members are appointed by the CCHC shareholder (Town of Canmore Council & Town of Canmore CAO in trust for Town of Canmore Council) at the annual general meeting (Articles of Association (AoA) (s30)). The Amendment to s31 of the AoA, dictates that the number of directors shall “never be less than THREE (3) or more than NINE (9)”. Directors shall retire from office at each annual general meeting however they are eligible for re-election at that same time (s32), in the absence of an annual general meeting the incumbent shall remain a Director until a successor is appointed, in such instances a Directors office shall be deemed to have expired three (3) years after the date of his last appointment (s32).

STATEMENT of POLICY and PROCEDURE (SPP)			
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The Board will recruit and review applications for Board membership and make recommendations to the Shareholder. Per s 33 of the AoA the Board of Directors “shall have the power to appoint any other person to be a Director to fill a casual vacancy” however the total number of Director’s shall not at any time exceed the number prescribed for that term. Any Director so appointed shall only hold office for the balance of the replaced Director’s term.

Board Members’ general responsibilities

Board Members will:

- Familiarize themselves with CCHC’s bylaws, business plans, financial documents and similar background information about the mandate and operations of the CCHC;
- Familiarize themselves with the standard CCHC lease agreement;
- Attend all Board meetings, or give notice if they are unable to attend;
- Communicate public points brought up by the community to the Board table; and
- Refrain from committing CCHC to any policy or action without the agreement of the Board as a whole;
- Share responsibility for the integrity of Board decisions and therefore any Board member may question whether another Board member might have a conflict of interest or a pecuniary interest with respect to a matter under consideration by the Board

Board Members’ role in relation to CCHC Board meetings

Board Members will:

- Suggest topics to the Board Chair for the preparation of the agenda for each Board meeting;
- Prepare for each board meeting by reading the board package in detail;
- Actively participate in Board discussions, sharing their expertise and best practices knowledge for and against the matter under consideration;
- Listen to and seek to understand the opinions of other Board Members; and
- Vote on matters before the Board, taking into account the mandate of the CCHC; and
- Review and comment on meeting minutes to ensure completeness and accuracy; and
- Exercise their authority only through the Board as a whole or through a committee of the Board, or when the Board has delegated a portion of its responsibilities to an individual director; and
- Respect decisions of the Board and govern themselves accordingly.

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Officers of the Board of Directors

Per s52 of the Articles of Association (AoA), CCHC shall have such officers as determined by the Board of Directors of Shareholders from time to time. The appointment of an officer, be it by the Board of Directors or a resolution of the Shareholders, shall be deemed to create such office until otherwise provided. Per s53 of the AoA the Board of Directors may dismiss one or more officers before the end of their term without cause.

Amendments Start Here

Board Chair

- Appointed annually in November and serve a one year term
- Review Meeting Agenda with Managing Director
- Runs Board meetings
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- Assists with selection of auditor as required
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Amendments end here

Board Members' role with the media

The Chair is the spokesperson for the Board dealing with media inquiries about Board decisions and policies.

Board Members' relationship with Staff

Direction to staff is provided by the Board as a whole, through the managing director via the Chair. Individual Board Members should not provide direction to staff.

Board members may seek information or technical background from staff, if this information can be provided with a reasonable investment of staff time. If a request requires substantial time from staff, that request needs to be cleared by decision of the Board.

6 **REFERENCES and RELATED STATEMENTS of POLICY and PROCEDURE**
N/A

7 **PROCEDURES**
N/A

8 **ATTACHMENTS**
N/A

Last reviewed: March 2016

Chair

Managing Director