

**MINUTES FOR THE CCOC BOARD OF DIRECTORS MEETING
Wednesday, February 26, 2020**

Present: Dallas Alderson (President/ Chair), Josh Bueckert (Treasurer) Jesse Steinberg, Kerry Beckett, Shelley Robinson, Chris Yordy, James Clark, Penny McCann, Sarah Button

Staff: Ray Sullivan, Filsan Elmi (recorder).

Regrets: Ana Lori Smith (Vice-President), Bill Rooney, Abra Adamo, Andrew McNeil, Sinda Garziz

1. Call to order & Anti-Oppression Statement

The meeting was called to order at 7:10 pm and a board member read the anti-oppression statement.

2. Adoption of agenda:

The Board recommends accepting Personnel and TCE minutes on consent and will review Rentals and Facilities Management next meeting.

(M/S/C, Jesse Steinberg/ James Clark)

3. Adoption of January 29, 2020 minutes

The Board moved to adopt the regular and *in camera* January 2020 minutes.

(M/S/C, Jesse Steinberg / Shelly Robinson)

4. Declaration of conflict of interest – James Clark declared a conflict of interest for item 5a (Cahdco MOU)

5. Business arising from the previous minutes

- a. **CCOC-Cahdco MOU** – Cahdco Executive Committee met to review language of MOU and recommends some changes. The word *significant* was added when changes are made to the scope or cost of Cahdco projects for CCOC. The Board agreed that Finance Committee should approve any significant changes to the bottom dollar amount of Cahdco projects, but that the phrasing as proposed is a bit confusing. The Board reviewed MOU and adopted it with amended wording to say “Should the project incur delays or major changes in scope, Cahdco will provide the estimated impact in terms of dollars and time to the CCOC Finance Committee for review and recommendation to the CCOC Board for approval.”

(M/S/C, Kerry Beckett/ Chris Yordy)

Abstained: James Clark/ Sarah Button

- b. **CHRA delegates:** three CCOC staff will attend the 2020 Emerging Professional Conference in Saskatoon.

6. Executive committee:

- a) Collaboration with other Non-Profits: Ray will meet for lunch with another non-profit regarding collaboration.
- b) Management Succession: We have hired the new HR & Corporate Services Director, her name is Andrée-Ann Cousineau, there is now a full team of department directors.

7. Personnel Committee: accepted on consent

8. Finance Committee:

a) **Bad debts**

Motion: The Board moves to write off \$6,845.75 in bad debt for January 2020.
(M/S/C, Kerry Beckett / Chris Yorby)

- b) **Beaver Barracks financial projection:** Ray summarized financial history of Phase 1 (464 Metcalfe and 160 Argyle) and Phase 2 (111 Catherine and Victory Gardens). The board reviewed current interest rates and end of mortgage dates. Phase 1's current Infrastructure Ontario (IO) mortgage interest rate is 5.51% and will reset in September of 2021, this is because we opted for a 2-percentage penalty to control for volatile interest rates in 2008/2009. Phase 2 is locked into a 3.2% interest rate and it will reset in May 2023. The Grey Sisters have a \$1.5 million mortgage at 2% until 2040. CCOC also contributed \$4million over 40 years to the property with an interest rate of 2.26% until 2020 and at 1.68% for the next 5 years. The Board continued to review possible scenarios towards viability. The first scenario presented was to look at lower interest rates on IO mortgage renewals, we will find out the outcome in about 19 months. The next was to seek a new deal with the City of the high property taxes. This item is currently on CCOC's work plan. There was some discussion around hydro costs and internal subsidies and how they can play a role on reducing costs at the property. We will see a big negative impact when we will lose our provincial mortgage subsidy in 2031 and the mortgage continues for another 13 years. Lastly, the board reviewed the third scenario of balancing costs and revenue projections, if things are balanced at 2% this will slowly get us to neutral. This is something we will also have to do for all of our properties. This discussion will be ongoing since some of the items presented are already on CCOC workplan. If we can get all these things to line up, we can make Beaver Barracks financially sustainable. Further questions regarding geothermal costs and flagged items around Corix plant, will CCOC assume responsibility after 20 years or will the contracts be renewed.

9. Facilities Management Committee: deferred to next meeting.

10. Development Committee: Penny reported that we received new funding from the City for \$180,000 to study potential redevelopment at Armsyrong/Carruthers, 212-216 Carruthers and Putman. CCOC also finalized the purchase of 159 Forward Avenue. There floorplans and architectural drawings are still under development.

Motion: The board approved a motion to purchase 159 Forward Avenue:

WHEREAS the Corporation is or is about to purchase from the City of Ottawa (the “**City**”) that property municipally described as 159 Forward Avenue, Ottawa, Ontario (the “**Property**”) pursuant to an Agreement of Purchase & Sale dated February, 2020 entered into with the City (the “**APS**”) and to become liable to the City in respect of certain indebtedness and liability of the Corporation pursuant to and as set out in a Contribution Agreement dated December 31, 2019 entered into between the City and the Corporation (the “**Contribution Agreement**”).

AND WHEREAS such indebtedness and liability of the Corporation to the City pursuant to and as set out in the Contribution Agreement amounts to, or will amount to, the sum of Seven Million Two Hundred and Fifty-One Thousand Two Hundred and Eighty-Four (\$7,251,284.00 CDN) Dollars and interest (the “**Indebtedness**”).

AND WHEREAS the Corporation has agreed to grant and provide certain security to and in favour of the City for the Indebtedness and all other obligations of the Corporation to the City pursuant to and as set out in the Contribution Agreement and the APS.

NOW THEREFORE BE IT RESOLVED THAT

1. The Corporation is authorized to purchase the Property from the City in accordance with the terms and obligations of the APS and to fulfil and perform all of its agreements and obligations to the City pursuant to and as set out in the Contribution Agreement.
3. The Corporation is authorized to enter into and perform its agreements and obligations set out in the Contribution Agreement, and to encumber its property and assets in the manner contemplated by the following documents (the “**Security Documents**”):
 - (a) a currently first ranking Charge/Mortgage of Land in the principal amount of \$7,251,284.00 against the Corporation’s freehold interest in the Property, with an Assignment of Leases and Rents relating to the Property contained therein (the “**Charge**”);
 - (b) an assignment in favour of the Lender of all monies which may be payable under any insurance policy(ies) relating to the Property;
 - (c) any and all such other closing and security documentation as required by the City to secure the Indebtedness and consistent with and as contemplated by the Contribution Agreement and the APS.
4. Dallas Alderson, President and Raymond Sullivan, Executive Director, are hereby authorized for and on behalf of the Corporation to execute or cause to be executed under its corporate seal or otherwise, the Security Documents with such alterations, additions, amendments and deletions

as may be approved by such persons executing the same whose signatures shall be conclusive proof of such authorization.

5. Dallas Alderson, President and Raymond Sullivan, Executive Director, are hereby authorized for and in the name of the Corporation to execute and deliver under the corporate seal or otherwise all such other documents and to do all such other acts and things as may be necessary or desirable to give effect to this resolution and to perform the obligations of the Corporation under the Contribution Agreement, the APS and the Security Documents.
6. This resolution may be executed in any number of counterparts and all counterparts taken together shall constitute one document. The delivery of an executed copy of this resolution, including counterparts, by facsimile or other electronic means is legally binding on the undersigned and shall be deemed to be an original hereof. The parties further agree that a photocopy of any counterpart shall be deemed sufficient to bind the party appearing to have signed the original.

(M/S/C, Penny McCann / Sarah Button)

11. Tenant and Community Engagement Committee: Joint with Facilities Management Committee, deferred to next month.

12. Rental Committee: Deferred to next meeting.

13. Policy research and Advocacy Committee (PRAC!): Did not meet.

14. Corporate Business:

a) Nominations and Appointments Subcommittee: The Committee asked board members whether they intend to run for re-election. Chris would like to run because his term is coming up. James declared that he will not run next term because of his baby on the way this spring. Jesse and Abra expressed that they will also run again next term. Kerry, Sarah, Sinda, AnaLori, Bill and Josh will continue since they are halfway through their terms. Laine will support the subcommittee and will be in touch with members, ideally, the subcommittee will meet before next Board meeting. Committee members are Sinda, AnaLori, Shelley and Josh. The Board had a larger discussion around recruiting more diverse members to join the board. Some ideas were shared and some board members thought it might be a good idea to advertise the nominations committee is seeking diversity in the news notes, other members felt that this discussion is repetitive because nothing changes. This will be an on-going discussion which will also include all committee chairs and staff.

b) Signing Officers RBC, Encasa: The Board approved adding Ray Sullivan and Maryse Martin as authorized signing officers for WorldSource Financial Management Inc, and adding Maryse Martin as an authorized signing officer for all accounts at RBC

(M/S/C, Josh Beuckert/ Sarah Button)

c) **Board self-evaluation:** The board reviewed the survey responses, in this evaluation there were a lot more yes or no questions to have more valuable responses. There were some key highlights; most board members input is valued and board trusts the Executive Committee. There was mix of knowledge and this was a little concerning since there is a lot of talk about diversity. Recruitment may also look at other more general factors in the future. Board members were asked to review the survey and questions for further discussion next meeting. There was also discussion around striking a governance committee and about coming up with a skills matrix for members.

15. Conference /Associations' Report: none

16. Other Business: All members to sign Forward Ave motion.

17. Adjournment: 9:10pm (M/S/C, Josh Bueckert)