



**BOARD OF DIRECTORS MEETING
AGENDA
HEALTHY, SUSTAINABLE COMMUNITIES**

Date: Wednesday, June 22, 2022

Time: 2:00 PM

Location: Teleconference via Zoom or in the DNSSAB Boardroom

Join Zoom Meeting

<https://us06web.zoom.us/j/86054480502?pwd=WE90VWJaZ2FTeWNlOVREeThGbVpaUT09>

Meeting ID: 860 5448 0502

Passcode: 04641514

One tap mobile

+16132093054,,86054480502#,,,,*04641514# Canada

+16473744685,,86054480502#,,,,*04641514# Canada

Dial by your location

+1 613 209 3054 Canada

+1 647 374 4685 Canada

855 703 8985 Canada Toll-free

Meeting ID: 860 5448 0502

Passcode: 04641514

Dave Mendicino (Chair), Scott Robertson (Vice Chair), Dean Backer, Jane Dumas, Mark King, Chris Mayne, Dan Roveda, Amanda Smith.

	NDHC BOARD AND AGM AGENDA
1.0	1.1 Call Meeting to Order

	NDHC BOARD AND AGM AGENDA
	<p>1.2 Declarations of Conflict & Pecuniary Interest</p> <p>1.3 Opening Remarks by Chair</p>
2.0	<p>Adoption of Agenda</p> <p>MOTION: #2022-32</p> <p>BE IT RESOLVED that the Agenda for the NDHC Board meeting for June 22, 2022 be adopted as presented.</p>
3.0	<p>Meeting Minutes (May 25, 2022)</p> <p>MOTION: #2022-33</p> <p>BE IT RESOLVED, that the minutes of the Board meeting held; Wednesday, May 25, 2022, be approved, as presented.</p>
4.0	<p>4.1 DELEGATIONS – none at this time</p>
5.0	<p>CONSENT AGENDA – <i>All items in the consent agenda are voted on collectively. The Chair will call out each item for consideration of discussion. Any item can be singled out for separate vote; then, only the remaining items will be voted on collectively.</i></p> <p>MOTION: #2022-34</p> <p>THAT the Board receives for approval Consent Agenda item 5.1.</p> <p>5.1 – B13-22 Lame Duck Period</p> <p>Whereas Section D 17 of the District of Nipissing Social Services Administration Board (DNSSAB) Procedural By-law restricts the actions of the Board if the Board meets the “lame duck” threshold; and</p> <p>Whereas the By-Law states that nothing is preventing any person or body from exercising authority delegated by the Board;</p> <p>And whereas when the Nipissing District Housing Corporation (NDHC) By-laws are silent, the Board has historically followed the DNSSAB’s By-laws; and</p> <p>That the restricted acts listed in the By-law be delegated to the Chief Executive Officer (CEO), as described in this report; and</p> <p>That the delegation of authority would be effective the date the Board is confirmed to be in lame duck and would continue to the day after election day or end of the Board’s term, depending on the outcome of the election.</p>
6.0	<p>MANAGERS REPORTS</p>

NDHC BOARD AND AGM AGENDA

	<p>6.1 Move In-Camera</p> <p>MOTION: #2022-35 BE IT RESOLVED, THAT the Nipissing District Housing Corporation (NDHC) Board move in-camera at 2:56 PM to discuss a matter of negotiation.</p>
	<p>6.2 Adjourn In-Camera</p> <p>MOTION: #2022-36 BE IT RESOLVED, THAT the Nipissing District Housing Corporation (NDHC) Board adjourns in-camera at 3:15 PM.</p>
	<p>6.3 Approve In-Camera</p> <p>MOTION: #2022-37 BE IT RESOLVED, THAT the Nipissing District Housing Corporation (NDHC) Board approves the direction/action agreed to in the in-camera session.</p>
7.0	New Business
8.0	<p>Next Meeting Date and Adjournment</p> <p>MOTION: #2022-38</p> <p>BE IT RESOLVED, that the meeting of the NDHC Board be adjourned at; 3:16 p.m. and that the next meeting will be held at a yet to be determined date.</p>



BRIEFING NOTE B12-22

For Information or For Approval

Date: June 22, 2022

Purpose: **Restricted Acts after Nomination Day and Delegation of Authority**

Prepared by: Melanie Shaye, Director of Corporate Services

Reviewed by: Justin Avery, Manager of Finance

Approved by: Catherine Matheson, Chief Administrative Officer

Alignment with Strategic Plan: Healthy, Sustainable Communities

Maximize Impact Remove Barriers Seamless Access Learn & Grow

RECOMMENDATION

Whereas Section D 17 of the District of Nipissing Social Services Administration Board (DNSSAB) Procedural By-law restricts the actions of the Board if the Board meets the “lame duck” threshold; and

Whereas the By-Law states that nothing is preventing any person or body from exercising authority delegated by the Board;

And whereas when the Nipissing District Housing Corporation (NDHC) By-laws are silent, the Board has historically followed the DNSSAB’s By-laws; and

That the restricted acts listed in the By-law be delegated to the Chief Executive Officer (CEO), as described in this report; and

That the delegation of authority would be effective the date the Board is confirmed to be in lame duck and would continue to the day after election day or end of the Board's term, depending on the outcome of the election.

BACKGROUND

The DNSSAB's Procedural By-law #1 Section D- Restrictions 17 Restricted Acts after Nomination Day is consistent with the Municipal Act, section 275, Restricted Acts after Nomination Day. The language is in place to ensure that the Board has sufficient historical knowledge to support Board decisions.

The period of restricted acts, referred to as *lame duck*, can be one or both of the following two time periods:

1. From nomination day to election day
August 19, 2022 at 2pm to October 24, 2022

Lame duck determined if less than 75% (or less than six members) of the incumbent Board are running for re-election.

2. Election day to end of the Board term
October 24, 2022 to December 31, 2022

Lame duck determined if less than 75% of current term members are re-elected.

Restricted Acts

If lame duck is determined, the restricted acts include:

- a) the appointment or removal from office of any Officer of the Corporation;
- b) the hiring or dismissal of any non-union management employee of the Corporation;
- c) the disposition of any real or personal property of the Corporation which had a value exceeding Fifty Thousand Dollars (\$50,000) when it was acquired by the Corporation; and
- d) the making of any expenditures or incurring any other liability which exceeds Fifty Thousand Dollars (\$50,000) which had not previously been budgeted for or approved of.

The restriction does not apply if the disposition or liability was included in the most recent approved budget. There are no other restricted acts other than those listed.

Section 17.5 of the DNSSAB Procedural By-law #1 permits the Board to delegate authority where appropriate.

If not considered lame duck, then the Board is not restricted from the above listed acts.

CURRENT STATUS

On August 19, 2022, the Board of Directors will be asked to confirm if they are running for re-election. The CEO will determine if this threshold is met.

75% of members of the Board
= 6 members

The Board is in lame duck if less than six (6) members are running for election or are re-elected, based on #1 and #2 listed above.

It is important for the Board to delegate certain powers and authority through resolution, to ensure the continuity of business. Normally, this delegation is made to the CEO. The delegation will only become effective if the lame duck threshold is met.

If the lame duck threshold is met, then the NDHC's 2023 budget cannot be approved until the first meeting of the new DNSSAB Board of Directors when the new NDHC Board is named.

CONCLUSION

With the Board's approval, the CEO will determine if the Board is lame duck based on the schedule listed above. If a determination of lame duck is made, the current Board will immediately be notified and this report's recommendation will be enacted.