

**KINGSTON & FRONTENAC HOUSING CORPORATION**  
**Minutes 01-2019**  
**Monday, January 28, 2019**  
**12:30 p.m. Boardroom, 119 Van Order Drive**

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**PRESENT:**

Ms. Denise Cumming, Vice Chair	Ms. Alexandra Ortiz Carlsson
Mr. Robert Godkin	Mr. Don Amos
Mr. Kalam Mir	Ms. Catharine Gibson
Councillor Bridget Doherty	

**REGRETS:** Mr. Hunt, Councillor Oosterhof

**KFHC Staff:**

Ms. Mary Lynn Cousins Brame, CEO  
Ms. Janice Dobler, Executive Assistant

**1. MEETING TO ORDER:** The Chair called the meeting to order the time being 12:35 p.m.

**2. DISCLOSURE OF PECUNIARY – None**

**3. APPROVAL OF AGENDA**

**Moved by:** Ms. Gibson

**Seconded by:** Mr. Godkin

**THAT** the Board of Directors approve Agenda No. 01 -2019 held on January 28, 2001, as amended to add,

**10 b) Reports for Approval:** Ontario Infrastructure Capital Project Financing.

**CARRIED**

**4. CONFIRMATION OF MINUTES**

**Moved by:** Ms. Cumming

**Seconded by:** Mr. Muir

**THAT** the minutes of Kingston & Frontenac Housing Corporation Meeting No.10-2018 held on November 26, 2018 be confirmed.

**CARRIED**

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## 5. ELECTIONS

Councillor Doherty abstained from voting

### **Election of Board Chair and Vice Chair**

**Moved by:** Mr. Godkin

**Seconded by:** Mr. Amos

**THAT** the CEO declared nominations open for Board Chair and Vice Chair.

**CARRIED**

**Nomination by:** Ms. Gibson

**Seconded by:** Mr. Amos

**THAT** Ms. Cumming be nominated for Board Chair.

**CARRIED**

**Moved by:** Mr. Godkin

**Seconded by:** Ms. Ortiz Carlsson

**THAT** there being no further nominations, nominations were closed. By acclamation Ms. Cumming was elected Board Chair.

**CARRIED**

### **The Election of Vice-Chair**

**Moved by:** Mr. Godkin

**Seconded by:** Mr. Amos

**THAT** the Chair declared nominations open for Board Vice-Chair.

**CARRIED**

**Nomination by:** Mr. Mir

**Seconded by:** Ms. Ortiz Carlsson

**THAT** Mr. Godkin be nominated as Board Vice-Chair

**Nominated by:** Ms. Ortiz Carlsson

**Seconded by:** Mr. Godkin

**THAT** Mr. Amos be nominated as Board Vice-Chair. Mr. Amos declined the nomination.

**Nominated by:** Ms. Gibson

**Seconded by:** Ms. Cumming

**THAT** Ms. Gibson be nominated as Board Vice-Chair.

**THAT** Mr. Godkin and Ms Gibson were nominated for Vice Chair. There being no further nominations, nominations were closed and the Board moved to secret ballot. Receiving the majority vote, Ms. Gibson was elected Board Vice-Chair.

**CARRIED**

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## 6. APPOINTMENTS AND OFFICERS

### a. Finance, Audit & Administration Committee

**Moved by:** Ms. Ortiz Carlsson

**Seconded by:** Mr. Amos

**THAT** the Chair declared the nominations open for the Finance, Audit & Administration Committee.

**CARRIED**

**THAT** Ms. Cumming is Chair and members of the Finance, Audit & Administration Committee are Mr. Amos and Mr. Godkin.

There being no further nominations, nominations were closed.

### b. Governance, Human Resource & Strategy Committee

**Moved by:** Ms. Ortiz Carlsson

**Seconded by:** Mr. Amos

**THAT** the Chair declared nominations open for the Governance, Human Resource & Strategy Committee.

**THAT** Ms. Cumming is Chair and members of the Governance, Human Resource & Strategy Committee are Ms. Gibson, Ms. Ortiz Carlsson. Councillor Doherty will attend for orientation purpose.

**CARRIED**

### c. Board of Directors and Terms of Office for 2019

**Moved by:** Mr. Godkin

**Seconded by:** Ms. Ortiz Carlsson

**THAT** Board of Directors approve the slate of officers and the terms for 2019.

**CARRIED**

### d. 2019 Board Officers

**Moved by:** Mr. Godkin

**Seconded by:** Ms. Ortiz Carlsson

**THAT** the Board of Directors appoint the CEO as Secretary-Treasurer and approve the Chair, Vice-Chair and CEO as signing authorities for the Corporation for 2019.

**CARRIED**

### e. Board Meeting Calendar

**Moved by:** Ms. Gibson

**Seconded by:** Mr. Mir

**THAT** the Board of Directors approve the 2019 Board Meeting Calendar.

And

**THAT** the CEO schedule a time for the Board to tour the corporation's new building.

And

**THAT** the Governance, Human Resource & Strategy Committee review the Tenant Engagement Strategy and bring back to the Board.

**CARRIED**

**7. PRESENTATION:** Tenant Process - CEO

**8. INCAMERA**

**Moved by:** Mr. Godkin

**Seconded by:** Mr. Mir

**THAT** the Board of Directors move into Closed Session.

**CARRIED**

**9. INCAMERA**

**Moved by:** Ms. Ortiz Carlsson

**Seconded by:** Mr. Godkin

**THAT** the Board of Directors move into Public Session and reported that the Board is taking the necessary steps to insure the corporations best interests are maintained through the amalgamation process by the establishment of a working group.

**CARRIED**

**10. REPORTS FOR APPROVAL**

**a) 2018 Former Tenant Account Write-Off**

**Moved by:** Ms. Gibson

**Seconded by:** Mr. Amos

**THAT** the Board of Directors approve the 2018 Former Tenant Arrears Account Write Off of \$28,280.74 for the year ending December 31, 2018.

**CARRIED**

**b) Ontario Infrastructure Capital Project Financing**

**Moved by:** Mr. Amos

**Seconded by:** Mr. Godkin

**THAT** the Board of Directors approve the following resolution to obtain Capital Project Financing from Ontario Infrastructure and Lands Corporation (OILC) for 645 Brock Street.

**Kingston & Frontenac Housing Corporation (“Borrower”)**

**Whereas** the (By-laws and/or the Articles of Incorporation) of the Borrower and the governing legislation establishing the Borrower empowers the Board of person(s) authorized by the Board to borrow from time to time such sums for the use of the Borrower;

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**AND WHEREAS** it is in the best interests of the Borrower that the Borrower borrow an aggregate amount of up to \$2,500,000 pursuant to a financing agreement (the “**Financing Agreement**”) to be entered into between the Borrower and Ontario Infrastructure and Lands Corporation (“OILC”);

**AND WHEREAS** the Borrower is required to issue a promissory note(s) (the “**Promissory Notes**”) to OILC on certain pre-determined dates as to be provided in the Financing Agreement;

**AND WHEREAS** it is proposed that the Borrower issue the Promissory Notes in a principal amount not exceeding **\$2,500,000**;

**AND WHEREAS** it is the best interest of the Borrower to issue the Promissory Notes.

**CARRIED**

**11. REPORTS FOR INFORMATION**

**Moved by:** Mr. Mir

**Seconded by:** Councillor Doherty

**i) DEVELOPMENT REPORTS**

The Board of Directors receive the information update of the 645 Brock Street, 28 Cliff Crescent Infill, 20 Cliff Crescent Infill and 1 Curtis Crescent as presented by Scott VanderSchoor, Technical Service Manager for information.

**ii) CEO Update and Standard Reports**

The Board of Directors receive the CEO’s reports for the month of November and December for information.

**CARRIED**

**12. BOARD MEETING TIME**

The Board of Directors confirmed the Board meeting times will remain at 12:30 p.m.

**13. DATE OF THE NEXT MEETING**

The next meeting of the Kingston & Frontenac Housing Corporation is scheduled to be held on Monday February 25, 2019 at 12:30 p.m., in the Boardroom.

**ADJOURNMENT**

Kingston & Frontenac Housing Corporation

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Ms. Denise Cumming, Chair

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Mary Lynn Cousins Brame, CEO