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## Report 2024-128

**Report Title:** Northumberland County as Sole Member of Halcyon Place

**Committee Name:** Social Services

**Committee Meeting Date:** October 2, 2024

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Community and Social Services

**Reviewed by:** Darrell Mast  
Municipal Solicitor  
Chief Administrative Office

Glenn Dees  
Director  
Health and Human Services

**Approved by:** Jennifer Moore, CAO

**Council Meeting Date:** October 16, 2024

**Strategic Plan Priorities:**  Innovate for Service Excellence  
 Ignite Economic Opportunity  
 Foster a Thriving Community  
 Propel Sustainable Growth  
 Champion a Vibrant Future

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### Recommendation

**That** the Social Services Committee, having received Report 2024-128 'Northumberland County as Sole Member of Halcyon Place', recommend that County Council adopt option number two, being the 'NCHC Model', as outlined in this report; and

**Further That** the Committee recommend that County Council approve calling a meeting of the member for the purpose of confirming the directors, approving the audited financial statements, and approving the revised by-laws of Halcyon Place; and

**Further That** the Committee recommend that County Council approve the Director of Health and Human Services to be named as the County's delegate for the next scheduled meeting of the member and that the Financial Planning Services Manager be named to the Board of Directors of Halcyon Place as the staff appointment; and

**Further That** the Committee recommend that County Council direct staff to update Halcyon Place's By-Laws to be updated to reflect this change in addition to requiring sixty (60) day's notice for a meeting of the member."

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## **Purpose**

The purpose of this report is to provide feedback to Council on the history of Northumberland Supportive Non-Profit Housing Corporation (Halcyon Place), its relationship to the County and provide options on how the County may fulfill its role as member.

## **Background**

At the 2024 AGM of the Northumberland Supportive Non-Profit Housing Corporation (Halcyon Place), staff attending the event as a guest reviewed the proposed new by-laws for Halcyon Place. In reviewing the document, it was discovered that Northumberland County was named as the appointing authority for directors. Further, that Northumberland County was the only member of Halcyon Place.

Staff requested that the Halcyon Place board pause their process of approving the new by-laws pending a review by Northumberland County.

Subsequent investigation determined that Halcyon Place was created by an act of Northumberland County in 1991 when the original by-laws and directors were approved (by-law 42-91). The Articles of Incorporation for Halcyon Place section 7.(f) confirm that only the County of Northumberland can appoint directors. In 1993 the County sold land to Halcyon Place to support its continued development (by-law 17-93).

It appears that at one time the County, through the Golden Plough Lodge (GPL), and Halcyon Place were closely aligned in their work. In the past an employee of the Golden Plough Lodge was a member of the Halcyon Board, it is believed this was a staff appointment.

In bringing forward this report staff are recommending that past practices be re-instated.

## **Consultations**

Staff from Social Services, Legal Services, and Archives have been consulted on this report. Additionally, staff have met with members of the Halcyon Place board and its staff.

## **Legislative Authority / Risk Considerations**

Northumberland County is the Service Manager and Sole Member of Halcyon Place.

## **Discussion / Options**

Northumberland County is the only member of Halcyon Place. Consideration is given to what actions County Council needs to take to ratify the decisions of the Halcyon Place Board of Directors and how Council wishes to fulfill its duty as member in the future.

The following actions taken by the Halcyon Board of Directors require member approval:

1. Confirm the current directors of Halcyon Place.
2. Confirm the 2023 audited financial statements.

### 3. Confirm the proposed revision to the Halcyon Place By-laws.

The revision to the Halcyon Place By-Laws is required to be approved by October 18, 2024 under the Ontario Not-for-Profit Corporations Act (ONCA). Failure to update by-laws by the deadline is deemed to have updated organizational by-laws. No penalty will be levied against Halcyon Place for failing to meet this deadline.

In reviewing the proposed revision to the Halcyon By-laws, currently only 10 days are required to be provided to the member for notification of Annual Meetings. To accommodate the ability of Council to attend the meeting, review reports, name a delegate and other actions it may deem necessary staff recommend this be revised to sixty (60) day's notice.

Council may want to structure its involvement with Halcyon Place to align with how the NCHC operates, by naming an individual to the Halcyon Place Board of Directors. The NCHC has members of Council and staff (CAO) as members of the Board. This could be fulfilled by a member of Council or by Council naming a designate.

Northumberland County acts as Service Manager to Halcyon Place as a community housing provider under the Housing Services Act, 2011 (HSA). Housing Services staff frequently interact with community housing providers, assisting in areas of administration, financial planning, and capital repairs planning. As the sole member and Service Manager to Halcyon Place the requirement for approval of board members and audited financials is unique to this provider in Northumberland. The County does not normally name staff to boards or approve directors and financials for community housing providers within its service area.

Regarding meetings of the member the current revision of the Halcyon By-Laws states:

A quorum for the transaction of business at any meeting of the member shall consist of the delegate designated by the Council (6.f).

As Council approval is required for the By-laws an update to suit the intention of the Member in fulfilling its obligation would be in order.

To fulfill its role as Member the following three options are provided:

1. Full Members' Meeting
  - Provided with notice.
  - In Council Chambers
  - Meet on a Council date.
  - Full Council acting as member, voting on resolutions, appointing directors, approving financials.
  
2. NCHC model (**recommended option**)
  - a. Member appoints a representative to the board of directors.
  - b. Member is invited to AGM.
  - c. Member appoints a delegate to attend.
  - d. Halcyon Board approves new directors, financial statements, actions are confirmed by member delegate acting on behalf of Council.
  - e. Actions of Halcyon AGM are provided to Council via a staff report for member approval.

3. Appoint Employee to Halcyon's Board and Name a Member Representative.
  - a. Council appoints an employee to the Halcyon Board of Directors as a member appointment.
  - b. The Member appoints a staff delegate to represent the County at Halcyons AGM who has authority to confirm decisions of the board.
  - c. This could be one or two individuals fulfilling these responsibilities.

**Financial Impact**

N/A

**Member Municipality Impacts**

N/A

**Conclusion / Outcomes**

It is recommended that the Social Services Committee recommend that County Council move forward with option #2, that a meeting of the member be called, and that Halcyon's by-laws be updated to reflect this change.

**Attachments**

N/A