

A by-law relating to the election of directors to the Board of Directors (the "Board") of the Retirement Homes Regulatory Authority (the "RHRA").

WHEREAS:

Section 14 of the *Retirement Homes Act 2010* (the "Act") requires the RHRA Board to make a by-law regarding, subject to written approval by the Minister, who can serve as directors elected to the Board, the criteria for their nomination, the process for their election, the length of their term and whether they can be re-elected.

BE IT ENACTED as a by-law of the RHRA as follows:

1. Definitions

- (a) "Act" means the *Retirement Homes Act, 2010* (Ontario) as it may be amended or replaced from time to time, and includes the Regulations;
- (b) "Advisory Council" means the committee established under paragraph 4 of section 7.2 of the RHRA's Memorandum of Understanding ("the MOU") with the Minister;
- (c) "Appointed Director" means a Director of the RHRA appointed under section 12 of the Act;
- (d) "Board" means the Board of Directors of the RHRA;
- (e) "Competency and Selection Criteria" means the types of skills and competencies that are required on the Board as set out in Schedule C of the MOU (and included as Schedule A to this by-law);
- (f) "Director" means an Appointed Director or an Elected Director of the Board;
- (g) "Elected Director" means a Director of the RHRA elected under section 12 of the Act in accordance with this by-law;
- (h) "Minister" refers to the Minister for Seniors and Accessibility or any other member of the Executive Council to whom responsibility for the

administration of the Act is assigned or transferred under the Executive Council Act (Ontario);

- (i) “MOU” means the Memorandum of Understanding entered into between the Minister and RHRA, and includes all attached schedules and any agreement or schedule in writing supplementing or amending the memorandum of understanding or any of its schedules; and
- (j) “RHRA” means the Retirement Homes Regulatory Authority.

2. Qualifications of Elected Directors

An Elected Director must be an individual who:

- (a) is at least 18 years of age or older;
- (b) is not an undischarged bankrupt under the *Bankruptcy and Insolvency Act* (Canada);
- (c) is not a plaintiff in a lawsuit or an applicant in an application against the RHRA;
- (d) has not been dismissed as an employee of the RHRA or removed from the Board under the provisions of By-law 1;
- (e) is not or has not been in the past 12 months an employee of the RHRA;
- (f) is not or has not been in the past 12 months the spouse of an employee of the RHRA;
- (g) is not or has not been in the last 12 months a director or employee of an international, national, or provincial organization or association whose objects include advocacy or government relations on behalf of retirement homes;
- (h) has not been declared incompetent or incapable; and
- (i) is resident in Ontario.

3. Term, Maximum Term, and Election

Subject to sections 4 and 7 of this by-law, the Board will elect Elected Directors for terms

up to three-years in length, to fill the offices of those Elected Directors whose terms have expired.

No Elected Director is eligible for re-election if such re-election will result in the Elected Director serving more than their maximum term (nine years in total).

4. Nomination Procedure

The Board will designate or appoint a committee to act as a Nominating Committee. The Nominating Committee will nominate individuals for election to the Board to fill any vacancies in Elected Directors with reference to the Competency and Selection Criteria, any other relevant criteria expressed in the MOU and in accordance with this by-law and any nominating policy that the Board prescribes from time to time and makes publicly available on the RHRA website.

5. Criteria to Guide the Nomination of Elected Directors

The Nominating Committee will consider the following criteria when assessing candidates for election to the Board:

- (a) The public and the retirement homes sector, including operators and residents, should view the Board as capable and having the necessary expertise to oversee the RHRA;
- (b) Board membership will reflect a range of perspectives on the retirement home sector, including:
 - (i) The perspective of consumers, including residents and individuals of importance to residents;
 - (ii) The perspective of the diversity of retirement homes in Ontario and an understanding of their challenges and opportunities; and
 - (iii) The public interest in regulating retirement homes.
- (c) Membership on the Board and its committees will reflect the competencies and attributes set out in the Competency and Selection Criteria
- (d) The nomination process will be sensitive to gender as well as to the culturally and regionally diverse make up of Ontario, including with reference to the French language service provisions in the Act.

The Nominating Committee will consider the above criteria while balancing the need for ongoing expertise on the Board and the need to plan for the succession of Directors.

6. Voting Procedure for Election of Directors

At the time of each election of Elected Directors, the following procedures will apply:

- (a) The Board shall not accept a nomination for Elected Director unless the Nominating Committee has approved the nomination.
- (b) If the Nominating Committee recommends an equal number of candidates to vacancies in Elected Directors, the election of the candidates will be by acclamation. If the Board does not approve a motion of acclamation, the Chair shall call for a separate vote for each candidate on the slate of candidates.
- (c) If the Nominating Committee recommends more candidates than there are vacancies, the election of candidates will be by ballot, which will contain the names of all candidates.
- (d) Each Director may cast one vote for each of their favoured candidate, with the total number of votes equal to the number of vacancies.
- (e) If proceeding by ballot, the Chair may designate a scrutineer, which may be the auditor of the RHRA. Each Director will receive ballots. The candidates receiving the most votes on the initial or any subsequent ballots will fill the vacancies in Directors.
- (f) If two or more candidates receive an equal number of votes for one vacancy and there are no candidates with fewer votes, there will be another vote with the names appearing on the ballot restricted to those candidates receiving the equal number of votes in the preceding vote.

7. Filling Vacancies

- (a) **Appointed Directors:** A vacancy relating to an Appointed Director shall be filled at the discretion of the Lieutenant Governor in Council.

- (b) Elected Directors: A vacancy relating to an Elected Director shall be filled at a time deemed appropriate by the Board and in accordance with this By-law. The new Elected Director shall hold office until the expiry of the term of the Elected Director as originally elected by the Board.

8. Available to the Public

Pursuant to section 14(4) of the Act, the RHRA shall make the By-laws available for public inspection within thirty days after they are made by the Board and shall post all such By-laws on the RHRA website.

Retirement Homes Regulatory Authority

His Majesty the King in right of Ontario



Chair of the Board

Minister for Seniors and Accessibility

Date: June 6, 2024

Date: June 12, 2024