



THE METROPOLE

23 April 2020

Minutes of MTCC 1170 Meeting Number 200423R — Held on 23 April 2020

Present: Board — Keith Bricknell, Scott Froebe, James Louttit, Nives Malara, and Sheila Sproule (all by GoToMeeting); and,
ICC Property Management — Nancy Bijelic (GoToMeeting)

Regrets: None

- 01 Call to Order: Keith Bricknell called the meeting to order at 1820h.
- 02 Waiver of Notice, and/or Adoption of Agenda and Additions:
Resolution 200423R01: Adoption of the Agenda
BE IT RESOLVED that the Board of Directors of MTCC 1170 shall adopt the Agenda for Meeting Number 200423R, as presented.
Scott Froebe/Sheila Sproule — Carried
- 03 Assignment of Duties:
(a) *Pro Tempore* Reassignments: Unnecessary for Meeting #200423R, as all corporate officers were present.
- 04 Review and Adoption of Previous Meetings' Minutes:
Resolution 200423R02: Adoption of Minutes
BE IT RESOLVED that the Board of Directors of Metropolitan Toronto Condominium Corporation 1170 shall adopt the Minutes for Meeting Number 200414S, as presented.
James Louttit/Nives Malara — Carried
- 05 Administrative and Security Reports:
(a) Where applicable, Corporate Officers and/or Nancy Bijelic responded to inquiries regarding items from the Management Report, and/or from other communications to and/or among Directors.
(i) Lobby and Lounges' Furniture: Please refer to Section 07(a) of these Minutes.
(ii) Elevators' Refurbishment: Please refer to Section 07(b) of these Minutes.
(iii) Safe Buildings Initiative: Please refer to Section 11(a) of these Minutes.
(iv) Fire Safety Plan's Lockbox: Please refer to Section 11(b) of these Minutes.
(v) Keyscan Controller: Please refer to Section 11(c) of these Minutes.
(vi) Additional Caulking: Please refer to Section 11(d) of these Minutes.
(vii) Sundry Reports: Directors commented briefly on the Administrative, and/or Security Reports encompassed in Section 06 of these Minutes.
- 06 Motion to Receive Administrative and Security Reports as Information:
Resolution 200423R03: Receiving Administrative and Security Reports as Information
BE IT RESOLVED that the Board of Directors of Metropolitan Toronto Condominium Corporation 1170 shall receive, as information, the MTCC 1170 Management Office's Administrative Report for April 2020 and the Front Desk Security Report for the period 05 March 2020 to 03 April 2020.
Nives Malara/Sheila Sproule — Carried

07 Unfinished and/or Tabled Business Arising from Previous Meetings' Minutes:

- (a) Lobby Furniture (ongoing): Management awaits additional pricing information.
- (b) Elevators' Refurbishment: Directors agreed that Management should seek Legal Counsel's assistance in drafting a memorandum of agreement to put elevators' refurbishment in abeyance, given the uncertainties arising from the COVID-19 pandemic.
- (c) AGM 2020: Management's communicated Legal Counsel's advice to "...revisit the AGM issue in 45-90 days, to see what COVID-19's status will be..." Additionally, the Board discussed the President's report on alternative ways of holding an AGM that could comply with Ontario's expectations for social distancing..

Resolution 200423R04: Receiving a Corporate Officer's Report as Information

WHEREAS MTCC 1170 has received the President's report on possible logistics for AGM 2020; THEREFORE,

BE IT RESOLVED that the Board of Directors of MTCC 1170 accepts the aforementioned report as information and authorises its attachment to the Minutes for Meeting #200423R.

James Louttit/Scott Froebe — Carried

08 Correspondence Requiring Action and/or Response: None

09 Special Committee Reports: None

10 Other Reports: None

11 New and/or Brought-Forward Business:

(a) Safe Building Initiative:

Resolution 200423R05: Authorising Safe Buildings Digital Management Technology

WHEREAS MTCC 1170 desires quicker access to information about its building-systems and fire code compliance; AND,

WHEREAS an electronic monitoring system would provide such access more effectively than current measures could; THEREFORE,

BE IT RESOLVED that MTCC 1170 shall employ Safe Buildings™ to provide the aforementioned access and information-flow for \$999.00 +HST per year; AND, FURTHER,

BE IT RESOLVED that payment (and applicable taxes) for the aforementioned services shall be from the Operating Fund.

Scott Froebe/Nives Malara — Carried

(b) Fire Safety Plan's Lockbox: Given that the TFD has given permission to place the lockbox indoors, Directors agreed with Management's suggested placement thereof.

(c) Keyscan Controller:

Resolution 200423R06: Authorising Major Repairs to the Keyscan Controller System

WHEREAS MTCC 1170's Keyscan Controller System requires replacement of most components; THEREFORE,

BE IT RESOLVED that the Board of Directors of MTCC 1170 authorises Regional Fire and Security Systems to perform the remediation described in their Estimate #3018; for \$7,864.80 (incl HST); AND, FURTHER,

BE IT RESOLVED that payment (and applicable taxes) for the foregoing repairs shall be from the Reserve Fund.

Sheila Sproule/James Louttit — Carried

(d) Additional Caulking: Directors agreed with Management's recommendation for caulking additional to the specifications encompassed in Resolution #191126R05. A ratifying motion, as to incremental costs, will occur when Management has precise final costs.

12 Perusal File of Correspondence Received as Information: Received by e-mail from the Management Office, and/or available in a folder during the Board Meeting.

13 Next Committee Meeting: TBD.

14 Next Special Meeting: TBD.

15 Date of the Next Regular Meeting(s):

(a) Regular Meeting #200521R: 1800h on Thursday 21 May 2020.

16 Motion for Adjournment

Resolution 200423R07: Adjournment

BE IT RESOLVED that the Board of Directors of Metropolitan Toronto Condominium Corporation 1170 shall adjourn Regular Meeting Number 200423R at 1832h on Thursday 23 April 2020.

Scott Froebe/James Louttit — Carried

“Keith Bricknell”

“James Louttit”

President: Keith Bricknell

Secretary: James Louttit

Adopted at Meeting #200521R



THE METROPOLE

15 April 2020

From: Board President — MTCC 1170
To: Directors and Management — MTCC 1170
Re: AGM 2020's Logistical Challenges

Please note that information and opinions hereunder are without prejudice to advice that Legal Counsel has proffered and/or might proffer, and/or to actions that MTCC 1170 has taken and/or might ultimately take regarding AGM 2020.

Social distancing, [in force since 17 March 2020](#), makes AGM 2020 a challenge. MTCC 1170's fiscal year ends on 30 November 2019. Thus, our AGM *should* occur by 31 May 2020. However, on **20 March 2020**, the Condominium Authority of Ontario (CAO) *seemed* to issue an exemption:

“...we encourage all condo communities to take extra steps to prevent the spread of the virus, including closing amenity areas and shared facilities, and limiting gatherings of large groups. Some additional increased measures to consider include...*[p]ostponing owners' meetings/AGMs...*”

Fast-forward to **09 April 2020**, where we see apparent good sense and concern for safety evaporating.

“...[the] temporary suspension order and *Corporations Act* provisions do not apply to condominium corporations. To support condo communities who wish to conduct meetings, the CAO has developed helpful steps to guide condo corporations in establishing alternative ways for owners to be present and/or vote at upcoming Owners' meetings and Annual General Meetings. To learn more about the steps to move to virtual meetings and/or voting, please visit the CAO's [website...](#)”

As the CAO's website explains, “Regarding telephone or electronic meetings, section 14 of *Ontario Regulation 48/01* allows for the condo corporation to **implement a by-law** that governs the manner in which an owner or a mortgagee may be present at an owners' meeting.”



Seriously??? Implementing a by-law requires an owners' meeting and a 50% plus one vote majority (proxies and/or in-person votes). It also takes months to draft, publicise, and achieve. And let's not forget that MTCC 1170 needed over two years and multiple attempts to pass its last by-law...

With COVID-19 rampant, the CAO has presented the unhelpful irony that this cartoon depicts. To hold an electronic AGM, a condominium must first hold an “unsafe” owners' meeting to pass a by-law that will allow a “safe” AGM. **What???** Oh, and let's not forget AGM's fast-approaching 31 May 2020 due-date...

An electronic AGM 2020 seems unrealistic. Nominally, AGM 2020, must be “in-person” — with caveats...

- At AGM 2020, MTCC 1170 must respect the two-metre rule — ***for all seating (head table included). Of necessity, and for ample health-related reasons, this will reduce in-person attendance.***
- Our auditor, our Reserve Fund's manager, our legal counsel, and our recording secretary are undoubtedly practising social distancing. MTCC 1170 must respect their right to attend remotely.

Could MTCC 1170 conduct a “safe” hybrid AGM 2020? With co-operation, it’s possible. First, let’s consider the items on a typical AGM’s Agenda — as shown in the following table.

Agenda Item	Proxy or In-Person	In-Person Only	Written Report with Questions on Notice
Call to Order		X	
Proof of Service of Notice and Quorum-Confirmation		X	
Appointment of Scrutineers	X		
Review and Approve AGM 2019's Minutes	X		
Presentation of Audited Financials			X
Reserve Fund Investment Report			X
Appointment of Auditor for Year Ending 30 November 2020	X		
President's Report			X
Election of Directors	X		
General Questions			X
Adjournment		X	

As the table suggests a maximum of three items require in-person attendance plus sufficient proxies. As for logistics, how could MTCC 1170 maintain even a remotely acceptable balance between adherence to the two-metre rule and meaningful participation?

- Management could transmit AGM 2019’s Minutes, the audited financials, the Reserve Fund’s investment report, the President’s Report, and directors’ positions subject to election/re-election by a date to be determined in consultation with Legal Counsel. This could simply be an expanded version of the statutory “Notice of Meeting”.
- Management could receive “Questions on Notice” and intentions to seek election/re-election no later than a date to be determined in consultation with Legal Counsel.
- Management could transmit proxy-instruments (adapted as the table suggests), candidates’ nomination papers, and responses to “Questions on Notice” no later than a date to be determined in consultation with Legal Counsel.
- Security and/or the Building Superintendent could carefully measure the Fifth Floor Lounge to assess seating-capacity compliant with the two-metre rule.
- With AGM 2020’s seating-constraints, the determination of in-person attendance would have to reflect Legal Counsel’s advice in such matters. All other attendance would then have to be by proxy.

It is regrettable, indeed, that contemplation of hybrid solutions is necessary. If the CAO’s advice on 20 March 2020 had remained in force, it would not have been. Obviously, the CAO’s unworkable advice on 09 April 2020 is somewhere between ludicrous and derisory. With this sort of “Catch-22” scenario, the contemplation of suboptimal solutions becomes an unfortunate necessity.

Thank you for your attention to this memorandum.

Respectfully submitted
Keith Bricknell