BANFF HOUSING
CORPORATION

GOVERNANCE GUIDE

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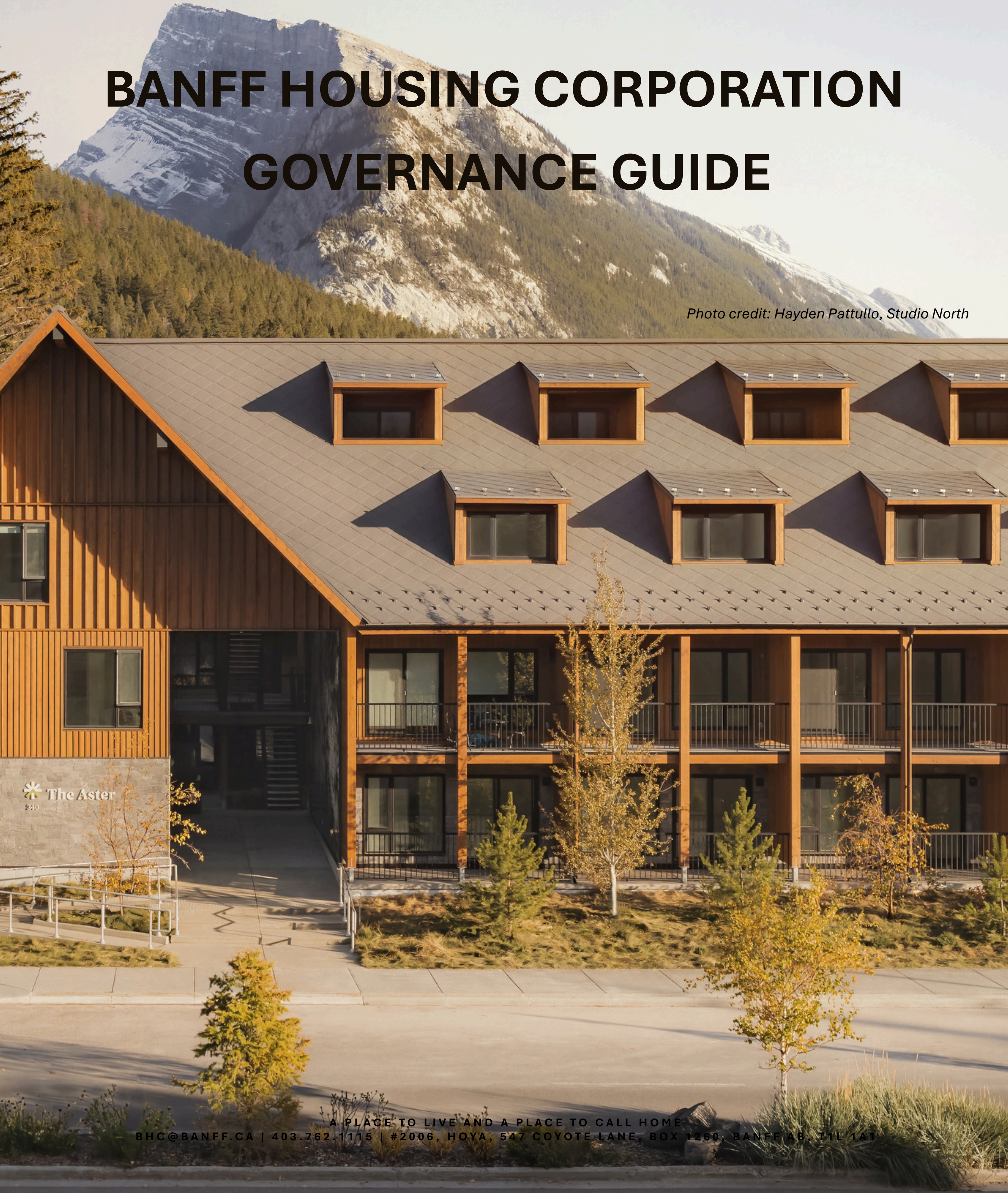

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A PLACE TO LIVE AND A PLACE TO CALL HOME
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PURPOSE

The purpose of the Banff Housing Corporation (BHC)'s Governance Guide is to outline the roles and responsibilities for the governance and administration of the BHC rental and ownership portfolios. In addition, this manual will outline the framework to ensure that the BHC operates in an effective and accountable manner for the successful execution of its housing programs.

LEGAL STRUCTURE

BHC is an independent, not for profit, municipally owned corporation of the Town of Banff that was established in 1993.

As the BHC's sole shareholder is the Town of Banff, the sitting Council represents the shareholder. The shareholder appoints a Board of Directors that governs the administration of the BHC.

STRATEGIC FRAMEWORK

BHC's Strategic Framework, which includes Vision, Mission, Purpose, Values, and Mandate, are outlined as follows:

MISSION - To provide a wide range of below-market housing options to eligible residents of Banff National Park that support the needs of our community within our built environment.

VISION - To provide eligible residents of Banff National Park a place to call home while fostering engaged and connected communities.

PURPOSE - To manage the current and future homeownership and rental portfolios.

VALUES – The BHC will be guided in achieving its Mission, Vision, and Purpose by the following Values:

- Public trust: BHC will act ethically and in the public's interest.
- Excellence in service: Provide respectful, timely, consistent, compassionate, fair, and proactive customer service. Increase program simplicity and clarity to improve the customer experience.
- Transparency: Clarity is created through frequent communication, allowing for increased public awareness and understanding of the BHC program, policies, and governance.
- Accountability: Adopt organizational best practices. Create a culture of continuous improvement and accountability. Demonstrate excellent financial stewardship and governance.
- Efficiency and effectiveness: Implement processes and policies that will increase customer and staff efficiency. Demonstrate valuable and verifiable results to the public and decision-makers through reliable data and reporting.
- Innovation: Foster creative solutions to solve problems and increase cooperation in the community. Be open to new and more effective ways of doing business. Have a long-term vision and strategy for success.

MANDATE

a)To have a sole Shareholder, being the Town of Banff.
b)Maintain and manage ground leases held by the Corporation on corporate sponsored housing projects or for proposed housing projects.
c)To sublease lands to individuals by way of a Sublease agreement, where appropriate.
d)To manage and maintain on a contract basis, if required, all the Town of Banff's employee housing portfolio.
e)To operate independently under the direction of its Board of Directors in accordance with any directions given by the Shareholder from time to time.
f)To remain accountable to the Shareholder and the citizens of Town of Banff by operating in accordance with the policies established by the Town Council, through Town Administration participation on the Board of Directors, and through the provision of audited financial statements.
g)To conduct its business in a not-for profit manner with a user-pay mandate. The Corporation will hire staff and expend funds necessary to complete its mandate within its operating budget.
h)To monitor and enforce all terms and conditions of occupancy, sublease sale, resale, and rental of Corporation housing units.
i)To implement a selection procedure by which eligible residents are permitted to purchase, or re-sell Corporation housing units. In so doing, the Corporation will develop and maintain a list of qualified potential future purchasers of existing BHC properties.

j)To implement a selection procedure by which eligible residents are permitted to rent Corporation community housing units.
k)To accept transfer of the Middle Springs 1 Housing Development second mortgages and transfer to housing specific capital reserves.
a)To expend any excess revenue over expenditures to further fulfil its mandate of providing, operating, and maintaining housing in the Town of Banff.
b)Make recommendations to the Town of Banff on housing with respect to the Banff Housing Corporation portfolio and with respect to BHC or Town of Banff owned rental properties.
c)To manage housing of various types and density within the Corporation's portfolio to help the Town of Banff maintain a healthy and balanced community.
d)To participate in community conversations with respect to housing in the Town of Banff.

STRATEGIC DIRECTION

The BHC has a Strategic Plan, created with input from the directors and administration. On an annual basis, these areas are reviewed and updated to assign tactics, responsibilities and timelines for achieving the agreed upon goals based on direction of the Board of Directors.

GOVERNING – BOARD OF DIRECTORS

Directors are responsible for providing oversight and directing the BHC in establishing and approving the organization's Strategic Plan, ensuring the financial stability, viability and longevity of the organization, promoting a public understanding and awareness of the BHC, and advocating on behalf of the interests of the organization.
To govern the organization effectively, BHC Directors must be able to serve and contribute to the BHC in the following capacities:

- Familiarize themselves with their responsibilities with respect to the BHC's sublease agreement and enforcement policy.
- Familiarize themselves with the policies, bylaws, business plans, financial documents, and similar background information about the mandate and operations of the BHC.
- Familiarize themselves with the standard sublease agreement.
- Attend all Board meetings or give notice if they are unable to attend.
- Attend all board meetings actively in person or virtual. For online participation, the Board considers active engagement with the camera turned on.
- Be receptive to public points of view about the policies and operations of the BHC and communicate such to the Board; and
- Refrain from committing the BHC to any policy or action without the agreement of the Board as a whole.
- Share responsibility for the integrity of Board decisions.
- Represent the BHC board's decision over personal opinions.
- Vote on all board motions unless a pecuniary interest has been declared.

Directors' Selection Process

Board members are appointed by the BHC shareholder (Town of Banff Council) at the annual organizational meeting in October of each year. Unless otherwise determined by a Town of Banff council meeting, the number of directors shall be a minimum of six (6) and a maximum of seven (7), of which one (1) must be a senior Town of Banff administrator, up to three (3) Town of Banff Council members, and a minimum of three (3) public members. The Shareholder would give preference to having one (1) but no more than two (2) Banff Housing Corporation homeowners or Banff Housing Corporation renters as public members.

Director Qualifications and Compensation

It's important that members of the BHC Board possess and contribute to a variety of skills and experience to provide effective leadership and governance to the BHC. All BHC Board positions are voluntary. The Board is comprised of individuals with:

- Experience in the areas of Non-Profit housing, real estate, property development, property management, building and development, staff accommodation/housing, asset management, finance and accounting.
- Financial literacy and experience in business planning and budget review.
- A commitment to making Banff the best it can be for its residents.
- Understanding global housing issues, including affordable housing.
- Previous board experience.
- A strong public service orientation.
- Integrity and high ethical standards.
- Communication/interpersonal skills to facilitate discussion.
- Effective listener.
- Strong analytical skills.
- Strategic and critical thinking skills.
- Strong decision-making skills.

Board of Directors Terms of Office

Terms for a minimum of three (3) public members shall be broken as follows:

- 2 – three-year terms; and
- 2 – two-year terms

A maximum of two consecutive terms may be served. A former member may reapply to the Board of Directors after one (1) year of vacancy from the Board.

Board Meeting Frequency and Attendance

BHC Board meetings are held monthly and scheduled for two (2) hours unless the Board Chair and Managing Director deem it necessary to have additional meetings or to cancel a meeting due to insufficient quorum or extenuating circumstances.

In person attendance at all regular scheduled Board meetings is expected. In the event of remote participation, it is mandatory to have cameras on for maximum engagement. It is recognized that Directors may be unable to attend some meetings due to conflicts with other commitments or unforeseen circumstances from time to time. It is incumbent upon Directors to provide notice to the Board Chair and Managing Director when they are unable to attend a meeting.

The office of a Director shall automatically be vacated:
a)If, by notice in writing to the Corporation, the Director resigns office.
b)If the Director is removed by resolution of the Shareholder.
c)If the Director is absent from three (3) consecutive regular meetings of the Board of Directors (without the express consent of the Board), and other meetings of the Board of Directors during that period being special meetings of the Board of Directors or is absent from one third (1/3) of the meetings of the Board of Directors in a 12-month period (November – October).

Board Meeting Quorum

Quorum for all BHC Board Meetings is set at a majority (more than half) of all members of the body who are entitled to vote unless Council provides direction otherwise in a governance document. A board member participating remotely during a meeting is deemed to be present and will count towards quorums.

Board Meeting Agendas

A board agenda will be prepared by BHC administrative staff for each BHC meeting. Contents of the Agenda will be reviewed by the Board Chair approximately one week before the scheduled meeting; then a finalized copy will be distributed to all board members and posted on https://banffhousing.ca/about/meeting-agendas-minutes/ .

Public Media & Relations

All media inquiries will be directed at the Board Chair or the Managing Director. These are the designated spokespeople for the Banff Housing Corporation.

Declaration of Pecuniary and Conflicts of Interest

Directors of the Banff Housing Corporation must avoid and disclose any pecuniary interests or other conflicts related to agenda items. When a conflict arises, the director must declare it before the item is considered, leave the meeting room, and abstain from all discussion and voting on that matter. For transparency, the meeting minutes will record the declaration (in general terms), the reason for leaving, and the times the director exits and returns. These requirements ensure decisions are made solely in the best interests of the corporation and not for any personal benefit or detriment to a director.

ORGANIZATIONAL STAFF STRUCTURE

The administration and operations of the BHC are conducted and supported by the following staff and areas of responsibility:

Manager, Housing Sustainability / Acting Managing Director – contracted service provided by the Town of Banff responsible for the overseeing the BHC Portfolio, acting as a liaison between the Town of Banff and the BHC, providing online direct and support for BHC employees, and BHC board management.

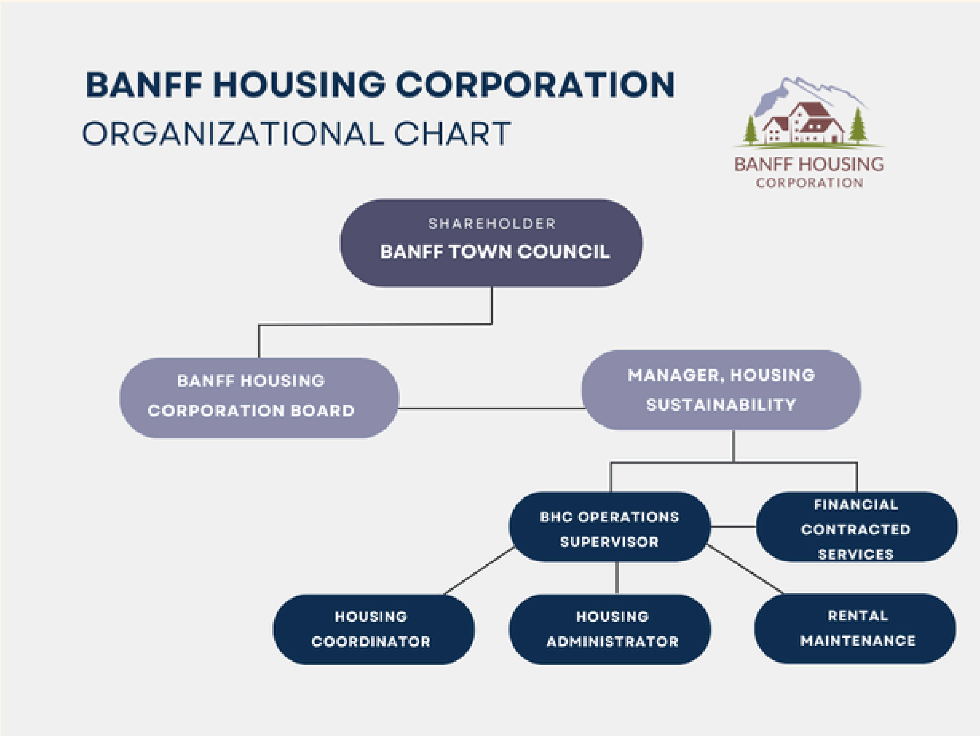
Operations Supervisor – oversees daily operations and staff management to ensure efficient service delivery and adherence to organizational policies.

Housing Coordinator – responsible for the administration of both the rental and ownership portfolios, along with property management of the rental portfolio ensuring effective management and support across programs.

Housing Administrator – responsible for overseeing the initial intake and vetting of applicants into the ownership and rental portfolios, as well as annual tenant and rental applicant re-qualifications to ensure adherence to the eligibility criteria.

Maintenance Lead (rental) – responsible for overseeing and coordinating the maintenance activities of the rental portfolio contributing to the overall quality and livability of the units.

All other professional and technical services that support BHC operations are typically provided by the private sector, i.e. other contracted services.



PLANNING AND BUDGETING CYCLE

BHC Administration will prepare and present an annual budget to the board in accordance with this section. **Fiscal calendar year is January 1 – December 31.**

- Preparation of the annual budget will commence at the end of each Q3 to enable sufficient time and accuracy for projected year to allow for informed budget forecasting for the following year.
- Presentation of the annual budget for the subsequent year will occur no later than the December BHC Board Meeting for approval.
- The BHC's year-end audited Financial Statements will be prepared by an external auditor, selected by Town of Banff Council, with the assistance of BHC administration commencing in the first quarter of the year and will be delivered to the BHC Board of Directors for approval, typically scheduled for April/May. The audit is prepared in conjunction with the Town of Banff's audited financial statements.
- The audited Financial Statements will then be presented to Banff Town Council at the Annual Shareholders' meeting, typically scheduled for June.
- In addition to the BHCs audited year end statements, BHC administration in conjunction with their CPA will prepare quarterly financial reports that will be presented to the Board throughout the year for regular financial updates.
- At a minimum of once every three years, BHC Board of Directors will participate in a strategic planning session to jointly plan and set the organization's Strategic Direction.

DELEGATION OF AUTHORITY

- up to $25k unbudgeted, contracts <3 years within affordability and policy limits, an operating expenditure within the approved budget; Managing Director
- $25k - $100k unbudgeted items, capital change orders, contracted services, suppliers and trades that are 3-5 years or over a designated amount ($50,000) where within policy; Board Chair / Vice Chair and Managing Director
- >$100k unbudgeted expenditures, new debt affecting the financial health of the organization, land acquisition/dispositions, policy adoptions or framework that guide organizational financial sustainability, and related party transactions; quorum of the BHC board of Directors.

GUIDING DOCUMENTS

- Town of Banff Council Strategic Priorities https://banff.ca/322/Banff-Strategic-Plan
- 2023 Banff Community Social Assessment https://banff.ca/DocumentCenter/View/16416/TOB-2023-CSA-Final
- Banff Community Plan 2025 https://banff.ca/251/Banff-Community-Plan
- BHC Bylaws
- BHC Budgets and Audited Statements