AHC Board Director Recruitment

Proposal for Board Director Nominations
June 21, 2024

AHC Board Director Recruitment

Key Considerations for the Board of Directors

Mandate and Objectives

- *The Attainable Homes Calgary Corporation mandate is to "create non-market affordable housing on development-ready land on behalf of the City of Calgary and its citizens."*

- *AHC follows a simple formula but operates within a complex ecosystem to create housing:*

  LAND + MONEY + CERTAINTY = HOUSING

- *AHC converts development ready land to housing as soon as possible, and uses its collective experience and skills to obtain financing, de-risked development approvals and realize production certainty to produce as many units as possible in Calgary's undersupplied housing market environment.*

- *The AHC Board of Directors is a strategic governance board, and the AHC Board seeks new Board members with the passion, skills and experience to advance conversion of land to housing for Calgarians.*

Provisions for Board Composition & Term Lengths

Director Provisions	Source
The Board shall consist of not fewer than one (1) and not more than eleven (11) directors	Bylaw No.1
The Board of Directors shall be comprised of the following: The Mayor; A Member from Calgary City Council; Up to Nine independent members; and Ex officio liaisons as deemed appropriate	AHC Board Charter
Independent Directors are elected for a three-year term and are appointed annually at the annual general meeting of the shareholder. Directors may serve a maximum of two consecutive terms (6 years maximum)	AHC Board Charter
Representatives from Calgary City Council may serve as members as long as they are on council or as designated annually	AHC Board Charter

Key Board Meetings

Meeting	Date
Quarterly Board and Committee meetings (16 meetings)	*4 per year, at end of each quarter*
Annual General Meeting	*June every year*
City of Calgary Audit Committee	*As requested by the City of Calgary*

AHC Board & Committee CALENDAR 2024

AHC Board Director Recruitment

Succession Planning Process

Summary of Succession Planning Process

- *Board related succession planning and performance is required for review by the Board through the AHC Annual Work Plan process. The Work Plan establishes "Board/Committee Performance" review as an item to be reviewed by the AHC Corporate Performance & Governance ("CP&G") Committee at the Q4 meeting of that committee, then subsequently at the Q4 Board meeting."*

- *"Board/CEO Succession & Board term review" is also entrenched in the annual work plan for CP&G committee review in Q1.*

- *The CP&G committee manages Board recruitment and recommends candidates to the Board. The Board then discusses, then votes, to recommend candidates to the Shareholder at the AGM.*

- *Board directors Ken Toews and Gerry Wagner will be at the end of their 6-year terms at the AGM in 2024. Skills to be bolstered/replaced on the Board in the near future are real estate development and law, which has been accomplished through the candidates presented herein.*

- *The CP&G committee has a plan in place for Board chair and committee chair succession through to 2026.*

Key Skills Included in the Skills Matrix

Skill Area	Coverage	Skill Area	Coverage
Financial Literacy	X	Risk Evaluation	X
Government "Literacy"	X	Legal and Regulatory	X
Strategic Planning	X	Sales and Marketing	X
Business Development (deals)	X	Management Experience	X
Real Estate Project Design and Execution	X	Corporate Governance	X
Operations	X	Social Awareness	X
Human Resources	X	Sustainability	X

Remaining Terms of Current Directors

Director	Remaining Term
Ken Toews	Completed at AGM
Gerry Wagner	Completed at AGM
Fraser de Walle	1 year
John Kozole	1 year
Mavin Gill	2 years
Adil Kodian	3 years
Tara Steell	5 years
Kim Courchesne	5 years
Gregg Callander	5 years
Courtney Walcott	N/A
Jyoti Gondek	N/A

AHC Board Director Recruitment

Board Recruitment Process Visual

Director Recruitment Process as outlined in the (date) Terms of Reference

AHC Board Director Recruitment

Proposed Director Changes for (date) AGM
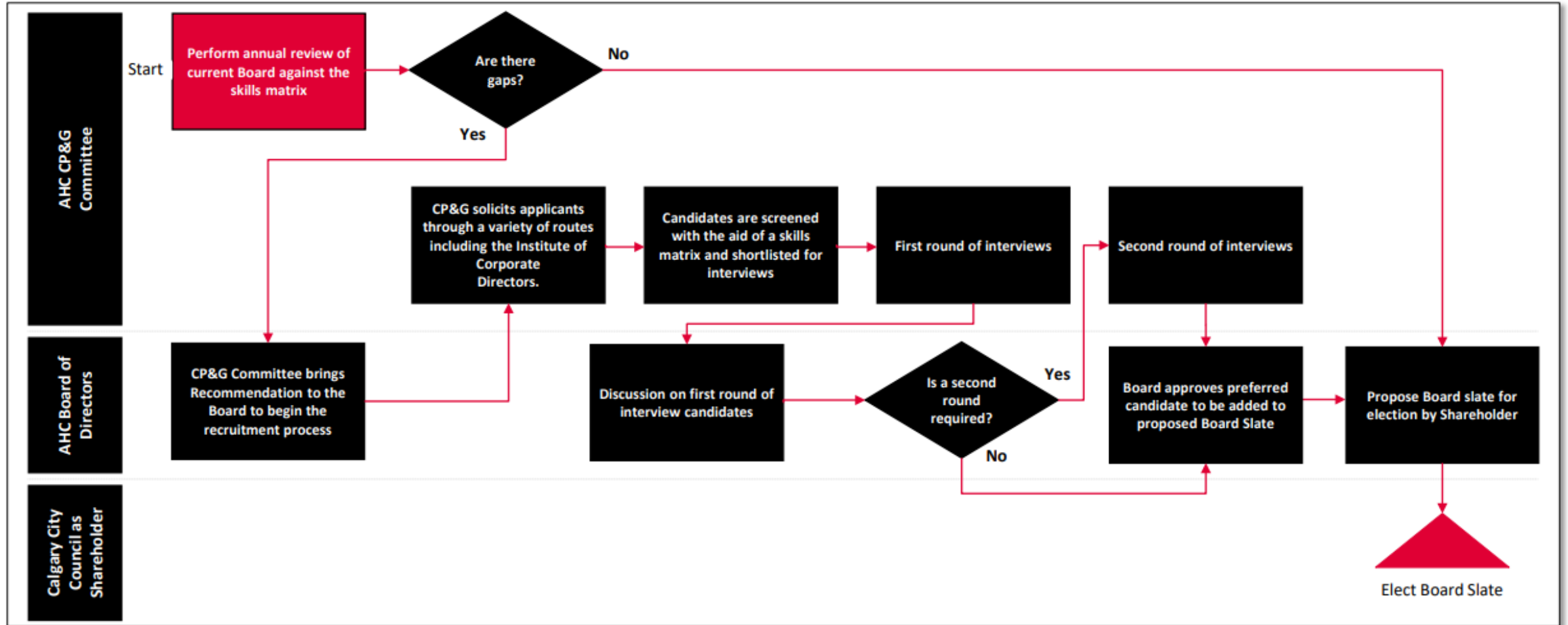
Summary of Proposed Director Changes

Proposed Nominees	Outgoing Directors
Norah Fraser	Ken Toews
Gordon Van Vliet	Gerry Wagner
Returning Directors	
Fraser de Walle (2019-2025)	Kim Courchesne (2023-2029)
John Kozole (2019-2025)	Gregg Callander (2023-2029)
Mavin Gill (2020-2026)	Courtney Walcott
Adil Kodian (2021-2027)	Jyoti Gondek
Tara Steell (2023-2029)	

Qualifications for Proposed Nominees

Nominee	Qualifications
Norah Fraser, Vice President, Development Minto Group	MBA, Haskayne School of Business- 2016 Vice President, Development, Minto- 2014 to present BILD Calgary Region Board Director- 2022 to present
Gordon Van Vliet, Partner, Field Law LLP	LL.B. University of Alberta - 1999 Field LLP, Partner – 2015 to Present Law Society of Alberta, member- 2000 to present

Summary of Candidate Sourcing Process

- *The Corporate Performance & Governance ("CP&G") committee manages the Board recruitment process. A list of qualified candidates is created in the fall of the year prior to Board members retiring at the AGM.*

- *AHC shortlists between 5 and 10 candidates. Interviews are then conducted by members of the CP&G committee to discuss suitability for the Board based on the factors described in this package.*

- *Once final candidates are selected, additional interviews occur with members of the Board.*

- *The CP&G committee then recommends candidates to the Board at the Q1 Board meeting.*

- *The resumes of the recommended candidates are then shared with the Board. The Board then discusses, and votes on, recommending the candidates for the Board positions.*

- *This recommendation is then presented herein to the Shareholder for approval at the AGM.*

AHC Board Director Recruitment

Biographies of Nominated Candidates

Norah Fraser

MBA

Vice President, Development, Minto Group

Biography

A Real Estate Executive with over 17 years of experience building master-planned communities and award-winning urban projects. An experienced professional in leading and building teams with successful division start-up experience. Project Development experience encompasses all phases of the real estate lifecycle from acquisition to completion. Expertise in feasibility analysis, budgeting, product development, sales, marketing and project management.

Gordon Van Vliet

Lawyer

Partner, Field Law LLP

Biography

Gordon "Gord" Van Vliet is a partner in the firm's Real Estate and Business practice groups with nearly 20 years of experience helping public and private developers build and manage many large properties throughout Alberta and British Columbia. He provides strategic counsel on a broad range of complex commercial real estate transactions and structures, including commercial and residential land development, sales and acquisitions, mergers, leasing and property management, co-ownership, partnerships, secured lending, construction and municipal planning.

AHC Board Director Recruitment
Skills Matrix for New Board of Directors

** Board Chair
*Committee Chair

New Director
City Councillor

Board Director Skills Matrix

Director Name	Fraser de Walle*	John Kozole**	Mavin Gill*	Adil Kodian*	Tara Steell	Kim Courchesne	Gregg Callander	Courtney Walcott	Jyoti Gondek	Norah Fraser	Gordon Van Vliet
Committee Membership	CP&G	CP&G	A&A	Development	CP&G	Development	A&A	N/A	N/A	TBD	TBD
Remaining Term	6 years										
Skill Area	**Skill Area Coverage**										
Financial Literacy	X	X	X	X	X		X	X	X	X	
Government "Literacy"	X	X	X	X			X	X	X	X	X
Strategic Planning	X	X	X	X	X	X	X	X	X	X	X
Business Development (deals)	X	X	X	X	X	X	X			X	X
Real Estate Project Design & Execution		X		X	X		X	X	X		
Operations	X	X		X	X		X	X	X		
Human Resources		X	X	X			X		X		
Risk Evaluation	X	X	X	X	X		X	X	X	X	X
Legal and Regulatory		X		X	X		X	X			X
Sales and Marketing	X	X	X	X	X	X	X	X		X	X
Management Experience	X	X		X			X	X	X		
Corporate Governance	X	X	X	X	X		X	X	X		X
Social Awareness		X		X		X	X	X	X		X
Sustainability		X		X		X	X	X	X		X