

Public Meeting Minutes

Human Resources and Corporate Governance Committee (HRCGC)

Date: August 14, 2014

Time: 3:00 – 4:30 p.m.

Location: Build Toronto, 200 King St. W., Suite 200 – City Builder Room

Committee Member Attendance:

	3:10 p.m. – 3:11 p.m. Public Session	3:11 p.m. – 6:00 p.m. In Camera Session	6:00 p.m. – 6:01 p.m. Public Session
Councillor Doug Ford (Chair)	x	✓	✓
Frank Bucys	✓	✓	✓
Nancy Cohen	x	X	x
Wayne Fraser	✓	✓	✓
Christopher Voutsinas	✓	✓	✓

✓ Members were present for some or all of the time indicated

Also present (at the invitation of the Committee):

Steven J. Trumper, Senior Vice President, Legal & Administration
Janice Paterson, Recording Staff
Lynn Kennedy, Director (Guest)
Moshe Wertheim, Director (Guest)

The Chair of the Committee confirmed that a quorum was present and called the meeting to order at 3:10 p.m.

No conflicts of interests were declared.

1. Approval of the Previous Human Resources and Corporate Governance Committee Public Meeting Minutes of April 8, 2014 and Special Meeting of August 6, 2014.

The HRCGC had before it the public minutes of the April 8, 2014 and August 6, 2014 committee meetings.

On motion by Wayne Fraser, seconded by Frank Bucys, the HRCGC approved the public minutes of April 8, 2014 and August 6, 2014.

In Camera Motion

On motion by Wayne Fraser, seconded by Frank Bucys, the HRCGC closed part of the meeting to the public to give consideration to matters that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation and the Company's Shareholder Direction at 3:11 p.m.

During the in camera session, the Committee discussed the following matters:

2. Approval of the Previous Human Resources and Corporate Governance Committee In Camera Meeting Minutes of April 8, 2014 and Special Meeting of August 6, 2014.

3. In Camera Report on a Corporate Governance Matter.

4. In Camera Report on a Corporate Governance Matter.

5. In Camera Report on a Corporate Governance Matter.

6. In Camera Report on a Corporate Governance Matter.

7. Other Business
No other business was discussed.

The HRCGC resumed its public session at 6:00 p.m.

Adjournment

At 6:00 p.m. on motion by Frank Bucys, seconded by Wayne Fraser, the HRCGC resolved to adopt the recommendations from its closed session and direct that these matters remain confidential in accordance with By-law No. 1 of the Corporation and the Company's Shareholder Direction. The meeting was adjourned at 6:01 p.m.

"Denzil Minnan-Wong"
Board Chair on behalf of Committee Chair

"Steven Trumper"
Senior Vice President, Legal & Administration