



Public Meeting Minutes

Human Resources and Corporate Governance Committee (HRCGC)

Date: January 15, 2015

Time: 1:30 – 3:30 p.m.

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

Committee Member Attendance:

	1:51 p.m. – 2:02 p.m. Public Session	2:02 p.m. – 3:11 p.m. In Camera Session	3:11 p.m. – 3:12 p.m. Public Session
Deputy Mayor Denzil Minnan-Wong – Chair	✓	✓	✓
Frank Bucys	✓ (teleconference)	✓ (teleconference)	✓ (teleconference)
Nancy Cohen	✓	✓	✓
Wayne Fraser	x	x	x
Christopher Voutsinas	✓	✓	✓

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

Also present (at the invitation of the Committee):

William Bryck, President & CEO

Steven J. Trumper, Senior Vice President, Legal & Administration

Janice Paterson, Executive Assistant, Recording Staff

The Chair of the Committee confirmed that a quorum was present and called the meeting to order at 1:51 p.m.

No conflicts of interests were declared.

1. Approval of the Previous Human Resources and Corporate Governance Committee Public Meeting Minutes of November 12, 2014.

No minutes were tabled for approval.

2. Approval of the Previous Human Resources and Corporate Governance Committee In Camera Meeting Minutes of November 12, 2014.

No minutes were tabled for approval.

The HRCGC agreed to move in camera item 3, Board Committee Appointments to the public agenda.

3. Board Committee Appointments.

The HRCGC received the confidential report from the Senior Vice President, Legal & Administration regarding the composition of the current Board Committees.

On motion by Chris Voutsinas, seconded by Nancy Cohen, the HRCGC agreed to: (i) canvass members of the Board as to their preferred Committee memberships for 2015; and (ii) adopt the following proposed Committee allocations and recommend these to the Board, unless further amended following input from Board members:

Finance, Audit & Risk Management Committee (FARMC) – 4 Directors

Chair: Frank Bucys

**Members: Lynn Kennedy
Councillor Michael Thompson
Moshe Wertheim**

**Non-voting City Rep: Michael Williams
Kevin Lee**

Human Resources & Corporate Governance Committee (HRCGC) – 5 Directors

Chair: Deputy Mayor Denzil Minnan-Wong (Mayor's Designate)

**Members: Frank Bucys
Nancy Cohen
Wayne Fraser
Christopher Voutsinas (Board Chair)**

Non-voting City Rep: Kevin Lee

Real Estate Investment & Development (REIDC) – 6 Directors

Chair: Wayne Fraser

**Members: Michael Bernstein
Nancy Cohen
Lynn Kennedy
Councillor David Shiner
Moshe Wertheim**

**Non-voting City Rep: Josie Scioli
Kevin Lee**

In Camera Motion

On motion Nancy Cohen, seconded by Chris Voutsinas, 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 2:02 p.m.

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

4. In Camera Report on a Corporate Governance Matter.
5. In Camera Report on a Corporate Governance Matter.
6. Other Business
No other business was discussed.

The HRCGC resumed its public session at 3:11 p.m.

Adjournment

At 3:11 p.m. on motion by Nancy Cohen, seconded by Christopher Voutsinas, 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 3:12 p.m.

"Denzil Minnan-Wong"
Committee Chair

"Steven Trumper"
Senior Vice President, Legal & Administration