

# **BUILD TORONTO**

## **Minutes of the Meeting of the Board of Directors Build Toronto Inc.**

**September 24, 2009**

The meeting began at 10:05 a.m.

### **Declarations of Interest Under the Municipal Conflict of Interest Act and the Ontario Business Corporations Act.**

No interests were declared.

#### **20090924.1 Approval of the Minutes:**

**On motion by Brigitte Shim, seconded by Bruce Bowes, the Board approved:**

- **The Minutes of the Board Meeting held on July 9, 2009; and**
- **The Minutes of the Special Board meeting held via teleconference, on September 1, 2009.**

#### **20090924.2 Communication from Council dated August 13, 2009, entitled "Implementation Report #2: New Model to Enhance Toronto's Economic Competitiveness (Ward: All)**

The Board had before it a communication (August 13, 2009) from City Council entitled "Implementation Report #2: New Model to Enhance Toronto's Economic Competitiveness (Ward: All)".

**On motion by Councillor Kyle Rae, seconded by Stuart Lazier, the Board received the communication from Council dated August 13, 2009, entitled "Implementation Report #2: New Model to Enhance Toronto's Economic Competitiveness (Ward: All)"**

#### **20090924.3 Public Report of the Audit and Risk Management Committee, August 20, 2009**

- a. **Audit and Risk Management Terms of Reference**
- b. **Annual Audit and Risk Management Program**

The Board gave consideration to:

- a. The August 20, 2009, Minutes of the Audit and Risk Management.
- b. The Audit and Risk Management Committee Terms of Reference.
- c. A report dated August 14, 2009, from the Senior Vice President and CEO, Build Toronto, entitled "Annual Audit and Risk Management Program", attaching an annual program detailing the key tasks of the Committee with proposed dates for review.
- d. An overview from Mike Williams respecting the action taken by the Audit and Risk Management Committee at its meeting held on August 20, 2009.

**On motion by Mike Williams, seconded by Ken Silver, the Board received, for information:**

- i. **The Report of the Audit and Risk Management Committee.**
- ii. **The report dated August 14, 2009, from the Senior Vice President and CEO, Build Toronto, entitled "Annual Audit and Risk Management Program".**

**20090924.4. Public Report of the Corporate Governance Committee, August 24, 2009**

The Board gave consideration to:

- a. The August 20, 2009, Minutes of the Corporate Governance Committee.
- b. Communications dated August 24, 2009, from the Corporate Governance Committee:
  - i. entitled "Policy on Creation of Build Toronto Subsidiaries".
  - ii. entitled "Initial Human Resources Policy Framework for Build Toronto".
  - iii. entitled "Transition to Build Toronto Organizational Structure".
  - iv. entitled "OMERS Pension Plan Membership".
  - v. entitled "Committee Mandate and Naming".

On motion by Bruce Bowes, seconded by Paul Finkbeiner, the Board:

**Policy on Creation of Build Toronto Subsidiaries**

- i. as recommended by the Corporate Governance Committee, approved the policy entitled "Incorporation of Subsidiary Corporations", attached to the report dated August 24, 2009, from the President and CEO and the Chief Operating Officer, Build Toronto, entitled "Policy on Creation of Build Toronto Subsidiaries".

**Initial Human Resources Policy Framework for Build Toronto".**

- ii. as recommended by the Corporate Governance Committee:
  1. Approved the following HR policies as outlined in Appendix A, attached to the aforementioned report, as part of the initial Human Resources Framework for the Build Toronto Corporation:
    - a. Performance Management Program outlined in Appendix A, which includes a standard system of job description and job evaluation, non-executive salary scales to be approved by the CEO, SMART objectives and performance management handbook, and performance Management planning and evaluation forms.
    - b. Vacation Policy.
    - c. Short-term disability and long term-disability policy.
    - d. Emergency Leave/III Dependent Care Policy.
    - e. Extended Health and Dental Benefits administered by Manulife.
    - f. Bereavement Leave.
  2. Requested Management to report back on the policy provisions and specific benefit levels for the short and long term disability program, and the Extended Health and Dental Benefits program and that the

Interim Build Toronto Program replicate the Program as previously provided by TEDCO until this time.

3. Requested Management to include the Cost Summary information, based on the above recommendations, in the fiscal 2010 Operating Budget that will be presented to the Build Toronto Board on either the October 22, 2009, or the November 26, 2009, meeting.
4. Requested staff to:
  - a. consider amending Part 1 of the Policy entitled performance Management Program" to eliminate the need for a mid-year review after two years of employment.
  - b. Amend Part 2 of the aforementioned Policy, entitled Vacation Entitlement Policy", to stipulate that use of carry-over of a year's vacation entitlement is subject to operational requirements.
  - c. Further review Part 5, entitled "Specific Extended Health and Dental Benefits" and report back to the Corporate Governance Committee, as recommended by the Corporate Governance Committee

#### Transition to Build Toronto Organizational Structure

- iii. received, for information, the report dated August 24, 2009, from the President and CEO and the Senior Vice President, Corporate Affairs, entitled "Transition to Build Toronto Organizational Structure", noting the following action taken by the Corporate Governance Committee:

"The Corporate Governance Committee on August 24, 2009:

1. requested staff to submit a further report to the Corporate Governance Committee respecting populating the organizational structure of Build Toronto, listing those positions that will be identified as critical and will result in direct appointments; and those positions that will require a limited competition or a full external competition."

### OMERS Pension Plan Membership for Build Toronto

- iv. adopted the recommendations of the Corporate Governance Committee wherein it is recommended that the Board of Build Toronto:
  - a. Accept membership within the OMERS Pension Plan program for eligible Build Toronto Staff; and
  - b. Authorize the resolution as outlined in Appendix "A" attached to the report dated August 19, 2009 from the President and CEO, the Senior Vice President, Corporate Affairs and the Senior Vice President and CFO entitled "Resolution of the Build Toronto Corporation".

### Committee Mandate and Naming

- v. adopt the recommendation of the Corporate Governance Committee wherein it is recommended that The Build Toronto Board authorize that the name of the Committee be changed from the Corporate Governance Committee to the "Human Resources and Governance Committee.

**20090924.5. Approval of the In-Camera Minutes of the Board Meeting held on July 9, 2009, and the Special Meeting held via teleconferencing on September 1, 2009.**

On motion by Brigitte Shim, seconded by Bruce Bowes, the Board approved the In-Camera Minutes of the Board Meeting held on July 9, 2009, and the In-Camera minutes of the Special Meeting held via teleconferencing on September 1, 2009.

**20090924.6. In-Camera Audit and Risk Management Committee Report**

The Board gave consideration to the minutes of the Audit and Risk Management Committee from its meeting held on August 20, 2009.

**At 10:15 a.m., on motion by Brigitte Shim, seconded by Blake Hutcheson, the Board resolved to close part of the meeting to the public to give consideration to the decisions made by the Audit and Risk Management Committee at its meeting held on August 20, 2009, matters that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the property of the Corporation.**

The Board resumed its public session at 12:05 p.m.

### Interim Procurement Policy

On motion by Blake Hutcheson seconded by Bruce Bowes, the Build Toronto Board adopted the following decision made by the Audit and Risk Management Committee at its meeting held on August 20, 2009, and direct that the report dated August 14, 2009, from the Senior Vice President and CFO, entitled, "Interim Procurement Policy", and the decision made by the Audit and Risk Management Committee become Public and be released as public information:

"That:

- i. Paragraph B, Part (D) contained in the confidential report dated August 14, 2009, from the Senior Vice President and CEO, be amended to read as follows "Planning/Assessment/and all Consulting Services";
- ii. staff be requested to bring forward to the Audit and Risk Management Committee in October, 2009 or November 2009, a final Procurement Policy; and
- iii. the confidential report dated August 14, 2009, from the Senior Vice President and CFO, entitled, "Interim Procurement Policy", be received, as amended.

### Build Toronto Insurance Policy

On motion by Blake Hutcheson seconded by Bruce Bowes, the Build Toronto Board adopted the recommendation from its closed session to receive the report from the Audit and Risk Management Committee dated August 20, 2009, respecting Build Toronto Insurance Policy

#### 20090924.7. 2009 Expense Authorization and Cash Flow

The Board gave consideration to a confidential report dated September 21, 2009, from the Senior Vice President and CFO, Build Toronto, entitled "2009 Expense Authorization and Cash Flow".

**At 10:15 a.m., on motion by Brigitte Shim, seconded by Blake Hutcheson, the Board resolved to close part of the meeting to the public to give consideration to the confidential report dated September 21, 2009, from the Senior Vice President and CFO, Build Toronto, entitled "2009 Expense Authorization and Cash Flow", a matter that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the property of the Corporation.**

The Board resumed its public session at 12:05 p.m.

On motion by **Blake Hutcheson** seconded by **Bruce Bowes**, the Board of Build Toronto adopted the recommendations from its closed session to adopt the report dated September 21, 2009, from the Senior Vice President and CFO, Build Toronto, entitled "2009 Expense Authorization and Cash Flow", and directed that the report remain confidential, in accordance with the provisions of the City of Toronto Act, 2006, as it relates to the Security of the Corporation's Property.

**20090924.8. Corporate Governance Committee Report**

The Board gave consideration to the Minutes of the Corporate Governance Committee from its meeting held on August 24, 2009.

**At 10:15 a.m. on motion by Brigitte Shim, seconded by Blake Hutcheson, the Board resolved to close part of the meeting to the public to give consideration to the Minutes of the Corporate Governance Committee from its meeting held on August 24, 2009. matters that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the property of the Corporation.**

The Board resumed its public session at 12:05 p.m.

**Authority to Create Subsidiary Corporation for Build Toronto**

**On motion by Blake Hutcheson seconded by Bruce Bowes, the Build Toronto Board adopted the recommendations from its closed session.**

**Executive Compensation Review**

**On motion by John Love, seconded by Ken Silver, the Build Toronto Board received the communication dated August 24, 2009, from the Corporate Governance Committee respecting Executive Compensation Review, and directed that the communication remain confidential, in accordance with the provisions of the City of Toronto Act, 2006, as it relates to security of the property of the Corporation, personal matters about identifiable individuals, including the corporation's employees; and labour relations or employee negotiations.**

**20090924.9. Human Resource Transition Strategy - Follow-Up Item**

The Board gave consideration to:

1. a confidential report dated September 21, 2009, from the President and CEO and the Senior Vice President, Corporate Affairs, Build Toronto, entitled "Human Resource Training Strategy – Follow-up Item".

2. a document entitled "Build Toronto Organizational Structure – Source of Staff".

**At 10:15 a.m., on motion by Brigitte Shim, seconded by Blake Hutcheson, the Board resolved to close part of the meeting to the public to give consideration to the confidential report dated September 21, 2009, from the President and CEO and the Senior Vice President, Corporate Affairs, Build Toronto, entitled "Human Resource Training Strategy – Follow-up Item", and a document entitled "Build Toronto Organizational Structure – Source of Staff", matters that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the property of the Corporation.**

The Board resumed its public session at 12:06 p.m.

**On motion by Paul Finkbeiner, seconded by Stuart Lazier, the Build Toronto Board received the report dated September 21, 2009, from the President and CEO and the Senior Vice-President of Corporate Affairs entitled "Human Resource Transition Strategy - Follow-Up Item" and that such report remain confidential, in accordance with the provisions of the City of Toronto Act, 2006,**

**20090924.10. President's Report (no enclosures)**

The Board gave consideration to a report from the President and CEO respecting issues relating to Build Toronto.

**At 10:15 a.m., on motion by Brigitte Shim, seconded by Blake Hutcheson, the Board resolved to close part of the meeting to the public to give consideration to the President's Report, matters that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the property of the Corporation.**

The Board resumed its public session at 12:06 p.m.

**On motion by Michael Williams, seconded by Stuart Lazier, the Board of Build Toronto received the President's Report.**

**20090924.11. Board In-Camera Session**

The Board gave consideration to the issues raised at its closed session.

**12. Proposed Board Meeting Schedule 2010**



On motion by Jon Love, seconded by Ken Silver, the Board of Build Toronto adopted the 2010 Schedule of Meetings and requested members of the Board to contact the Board Secretary with respect to any changes or additions they may wish to make to the schedule.

### Adjournment

The meeting adjourned at 12:06 p.m.

### Attendance:

TIME	10:05 a.m. – 10:10 a.m. Public Session	10:15 a.m. – 12:04 p.m. Closed Session	12:05 p.m. – 12:06 p.m. Public Session
Mayor David Miller, Chair	x	x	x
Blake Hutcheson, Vice-Chair	x	x	x
David Barry	R	R	R
Bruce Bowes	x	x	x
Paul Finkbeiner	x	x	x
Stuart Lazier	x	x	
Jon Love	x	x	x
Ucal Powell			
Kyle Rae	x	x	x
Brigitte Shim	x	x	x
Ken Silver	x	x	x
Michael Williams	x	x	x

X Members were present for some or all of the time indicated.

### Regrets:

David Barry

### Also Present:

#### *Public Session:*

J. Lorne Braithwaite, President and Chief Executive Officer  
 Derek Ballantyne, Executive Vice President of Operations  
 Don Logie, Senior Vice President of Development  
 John MacIntyre, Senior Vice President of Corporate Affairs  
 Winston Young, Chief Financial Officer and Senior Vice President  
 Nick Lewis, Office of the Mayor

#### *Closed Session 10:15 a.m. to 10:10 a.m.:*

J. Lorne Braithwaite, President and Chief Executive Officer  
 Derek Ballantyne, Executive Vice President of Operations  
 Don Logie, Senior Vice President of Development  
 John MacIntyre, Senior Vice President of Corporate Affairs  
 Winston Young, Chief Financial Officer and Senior Vice President  
 Nick Lewis, Office of the Mayor

#### *Closed Session 10:10 a.m. to 11:35 a.m.:*

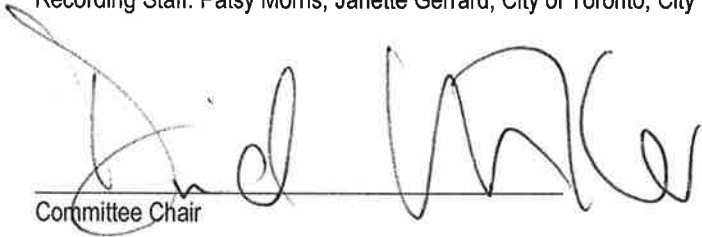
J. Lorne Braithwaite, President and Chief Executive Officer  
Derek Ballantyne, Executive Vice President of Operations

*Closed Session 11:35 a.m. to 11:57 a.m.:*

J. Lorne Braithwaite, President and Chief Executive Officer

*Public Session 12:04 p.m. to 12:05 p.m.*

Recording Staff: Patsy Morris, Janette Gerrard, City of Toronto, City Clerk's Office



Committee Chair

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Chief Executive Officer