



**Minutes of the Human Resources and Corporate Governance Committee Meeting
Build Toronto Inc.**

September 28, 2011

The meeting began at 2:07 p.m.

Declarations of Interest under the Municipal Conflict of Interest Act and the Ontario Business Corporations Act.

No interests were declared.

HRCG2011-5-1 Approval of the Public Minutes of June 23, 2011

The Human Resources and Corporate Governance Committee had before it the Public Minutes of the June 23, 2011 Committee meeting.

On motion by Ucal Powell, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee approved the Public Minutes of June 23, 2011.

HRCG2011-5-2 Approval of the In-Camera Minutes of June 23, 2011.

The Human Resources and Corporate Governance Committee had before it the confidential Minutes of the June 23, 2011 Committee meeting, on a matter that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation.

At 2:09 p.m. on motion by Blake Hutcheson, seconded by Paul Finkbeiner, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to give consideration to matters that are to be considered in the closed part of the meeting under By-law No. 1 of the Corporation.

The Human Resources and Corporate Governance Committee resumed its public session at 3:39 p.m.

HRCG2011-5-3 Establishment of Build Toronto Subsidiary Corporation

The Human Resources and Corporate Governance Committee had before it a confidential report (September 21, 2011) from the Senior Vice President - Corporate Affairs and General Counsel, Build Toronto, on a matter that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation.

At 2:09 p.m. on motion by Blake Hutcheson, seconded by Paul Finkbeiner, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to give consideration to matters that are to be considered in the closed part of the meeting under By-law No. 1 of the Corporation.

The Human Resources and Corporate Governance Committee resumed its public session at 3:39 p.m.

HRCG2011-5-4 Executive Compensation Review Update

The Human Resources and Corporate Governance Committee had before it a confidential report (September 23, 2011) from the President & CEO, Build Toronto, on a matter that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation.

At 2:09 p.m. on motion by Blake Hutcheson, seconded by Paul Finkbeiner, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to give consideration to matters that are to be considered in the closed part of the meeting under By-law No. 1 of the Corporation.

The Human Resources and Corporate Governance Committee resumed its public session at 3:39 p.m.

HRCG2011-5-5 2010 Compensation Disclosure and Analysis (CD&A)

The Human Resources and Corporate Governance Committee had before it a confidential report (September 22, 2011) from the Senior Vice President - Corporate Affairs and the President & CEO, Build Toronto, on a matter that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation.

At 2:09 p.m. on motion by Blake Hutcheson, seconded by Paul Finkbeiner, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to give consideration to matters that are to be considered in the closed part of the meeting under By-law No. 1 of the Corporation.

The Human Resources and Corporate Governance Committee resumed its public session at 3:39 p.m.

At 3:39 p.m. on motion by Paul Finkbeiner, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee adopted the recommendations from its closed session and directed that these matters remain confidential in accordance with By-law No. 1 of the Corporation.

Adjournment

The meeting adjourned at 3:40 p.m.

Attendance:

TIME	2:07pm – 2:09pm Public Session	2:09pm – 3:39pm In-Camera Session	3:39pm – 3:40pm Public Session
Chair Councillor Doug Ford	X	X	X
Paul Finkbeiner	X	X	X
Blake Hutcheson	X	X	X
Ucal Powell	X	X	X

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

Also Present:

J. Lorne Braithwaite, President and Chief Executive Officer

John Macintyre, Senior Vice President - Corporate Affairs

Michael Jacek, Corporate Management & Policy Consultant, City of Toronto

Brenda Enns, Recording Staff


Committee Chair
Senior Vice President - Corporate Affairs