



**Minutes of Meeting of the  
Corporate Governance Committee**

**August 24, 2009**

The meeting began at 10:06 a.m.

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

No interests were declared.

**20090824.1. Policy on Creation of Build Toronto Subsidiaries for Build Toronto**

The Corporate Governance Committee had before it a 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 for Build Toronto".

**On motion by Ucal Powell, seconded by Blake Hutcheson, the Corporate Governance Committee recommended to the Build Toronto Board, that the Board approve the policy attached to the aforementioned report, entitled "Incorporation of Subsidiary Corporations".**

**20090824.2. Initial Human Resources Policy Framework for Build Toronto**

The Corporate Governance Committee had before it a report dated August 24, 2009, from the President and CEO and the Senior Vice President, Corporate Affairs, Build Toronto, entitled "Initial Human Resources Policy Framework for Build Toronto".

**On motion by Ucal Powell, seconded by Blake Hutcheson, the Corporate Governance Committee:**

- I. **recommended to Build Toronto, that the Board:**
  1. **Approve 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. **Request 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. **Request 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 25, 2009, meeting.**

**II. Requested staff to:**

- i. **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.**
- ii. **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.**
- iii. **Further review Part 5, entitled "Specific Extended Health and Dental Benefits" and report back to the Corporate Governance Committee.**

**20090824.3. Transition to Build Toronto Organizational Structure**

The Corporate Governance Committee had before it a report dated August 24, 2009, from the President and CEO and the Senior Vice President, Corporate Affairs, entitled "Transition to Build Toronto Organizational Structure".

**On motion by Ucal Powell, seconded by Blake Hutcheson, the Corporate Governance Committee:**

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.**
2. **Received, for information, the aforementioned report.**

**20090824.4. OMERS Pension Plan Membership for Build Toronto**

The Corporate Governance Committee had before it a report dated August 24, 2009, from the President and CEO, the Senior Vice President, Corporate Affairs, and the Senior Vice President and CFO, entitled "OMERS Pension Plan Membership for Build Toronto".

**On motion by Ucal Powell, seconded by Blake Hutcheson, the Corporate Governance Committee recommended to the Build Toronto Board that:**

1. **Build Toronto accept membership within the OMERS Pension Plan Program for eligible Build Toronto staff.**
2. **The Board of Directors authorize the resolution as outlined in Appendix "A" attached to the aforementioned report (A copy of which is appended hereto.)**

**20090824.5 Authority to Create Subsidiary Corporation for Build Toronto**

The Corporate Governance Committee had before it a confidential report dated August 24, 2009, from the President and CEO and the Chief Operating Officer, entitled "Authority to Create Subsidiary Corporation for Build Toronto".

**At 11:03 a.m., on motion by Ucal Powell, seconded by Blake Hutcheson, the Corporate Governance Committee resolved to close part of the meeting to the public to discuss the confidential report dated August 24, 2009, from the President and CEO and the Chief Operating Officer, entitled "Authority to Create Subsidiary Corporation for Build Toronto"; 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 Corporate Governance Committee resumed its public session at 11:42 a.m.

**On motion by Ucal Powell, seconded by Blake Hutcheson, the Corporate Governance Committee adopted the recommendation from its closed session.**

#### **20090824.6 Executive Compensation Review**

The Corporate Governance Committee had before it a confidential report dated August 24, 2009, from the President and CEO, and the Senior Vice President, Corporate Affairs, entitled "Executive Compensation Review".

Mr. Karl Aboud, Consultant, Hay Group, gave an in-camera presentation to the Corporate Governance Committee; and filed a copy of his presentation material.

**At 11:03 a.m., on motion by Ucal Powell, seconded by Blake Hutcheson, the Corporate Governance Committee resolved to close part of the meeting to the public to discuss the report dated August 24, 2009, from the President and CEO, and the Senior Vice President, Corporate Affairs, entitled "Executive Compensation Review"; 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 personal matters about individuals, including the Corporation's employees.**

The Corporate Governance Committee resumed its public session at 11:42 a.m.

**On motion by Ucal Powell, seconded by Blake Hutcheson, the Corporate Governance Committee adopted the recommendations from its closed session.**

#### **20090824.7 Committee Mandate and Naming**

**On motion by Ucal Powell, seconded by Blake Hutcheson, the Corporate Governance Committee recommended to the Build Toronto Board that the name of the Committee be changed from the Corporate Governance Committee to the "Human Resources and Governance Committee".**

The meeting adjourned at 11:49 a.m.

**Attendance:**

<b>TIME</b>	10:06 am – 11:02 am 11:43 am – 11:49 am Public Session	11:03 a.m. – 11:42 am In-Camera Session
Mayor David Miller, Chair	x	x
Blake Hutcheson, Vice-Chair	x	x
Ucal Powell	x	x

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

**Also Present:**

J. Lorne Braithwaite, Chief Executive Officer  
 Derek Ballantyne, Chief Operating Officer and Executive Vice President of Operations  
 Winston Young, Chief Financial Officer and Senior Vice President  
 John MacIntyre, Senior Vice President, Corporate Affairs  
 Nick Lewis, Office of the Mayor  
 Michael Jacek, City of Toronto, City Manager's Office  
 Karl Aboud, Consultant, Hay Group (Part time for times noted for Item No. 20090824.6)

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

**In-Camera Sessions:**

**11:03 a.m. to 11:24 a.m.**

J. Lorne Braithwaite, Chief Executive Officer  
 Derek Ballantyne, Chief Operating Officer and Executive Vice President of Operations  
 Winston Young, Chief Financial Officer and Senior Vice President  
 John MacIntyre, Senior Vice President, Corporate Affairs  
 Nick Lewis, Office of the Mayor  
 Michael Jacek, City of Toronto, City Manager's Office  
 Karl Aboud, Consultant, Hay Group (Part time for times noted for Item No. 20090824.6)

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

**11:25 a.m. to 11:42 a.m.**

Nick Lewis, Office of the Mayor  
 Karl Aboud, Consultant, Hay Group

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

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Chair

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Chief Executive Officer



Build Toronto Inc.  
 55 John Street, 7<sup>th</sup> Floor  
 Toronto, ON M5V 3C8  
 Tel: 416.981.3889  
 Fax: 416.214.4660

### RESOLUTION of the Build Toronto Corporation

A Resolution to authorize participation in the OMERS primary pension plan ("Primary Plan"), and the retirement compensation arrangement that provides benefits for members and former members of the Primary Plan ("RCA"), in respect of the employees identified herein.

Whereas pursuant to subsection 6(1) of the Primary Plan an employer who is eligible under the *Ontario Municipal Employees Retirement System Act, 2006* ("OMERS Act, 2006") to participate in the Primary Plan and the RCA may, by resolution, participate in the Primary Plan and the RCA and pay to the funds for the Primary Plan and the RCA the total of the employer and member contributions, and has all of the powers necessary and incidental thereto.

And whereas pursuant to paragraph 6(1)1. of the OMERS Act, 2006, a person who, under an agreement with a municipality or local board or under an Act, provides a service, program or thing to a person that the municipality or local board is authorized to provide to the person ("Associated Employer"), may participate in the Primary Plan and the RCA.

And whereas pursuant to paragraph 6(2)1. of the OMERS Act, 2006, an employee whose duties relate primarily to the provision of the service, program or thing provided by the employer on behalf of the municipality or local board is eligible to become a member of the Primary Plan and the RCA.

And whereas pursuant to subsection 7(2) of the Primary Plan, an Associated Employer may specify the classes of employees who are to be members of the Primary Plan and the RCA.

Therefore the Board of **Build Toronto Inc.** ("Employer") enacts as follows:

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|-------------------------|----|--|
| (Election re Employees) | 1. | The Employer shall participate in the Primary Plan and the RCA in respect of each person who is employed by the Employer as permanent employees and who is eligible to be a member of the Primary Plan and the RCA under paragraph 6(2)1. of the OMERS Act, 2006, as amended from time to time, ("Employee") as of the first day of <b>November 2009</b> ("Effective Date") and authorizes the <b>Senior Vice President of Corporate Affairs</b> to submit forthwith a certified copy of this Resolution to the OMERS Administration Corporation ("AC"). |
| (Current CFT Employees) | 2. | An Employee who is employed on a continuous full-time basis ("CFT Employee"), as defined in subsection 9(1) of the Primary Plan, as amended from time to time, and who commenced employment with the Employer before the   |

Effective Date is entitled to become a member of the Primary Plan and the RCA on the first day of the month following the month in which the CFT Employee's application is received by the AC, provided that the AC may, at the request of the Employer, fix an earlier date on which the CFT Employee becomes a member but not before the date on which the CFT Employee became entitled to be a member or the first day of January in the year in which the application is received by the AC, whichever is the later date.

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| (Future CFT Employees)               | 3. | Every person who becomes a CFT Employee on or after the Effective Date shall, as a condition of employment, become a member of the Primary Plan and the RCA, or if such person is already a member, resume contributions to the Primary Plan and the RCA on the date so employed.   |
| (PBA Membership for OTCFT Employees) | 4. | An Employee who is employed on other than a continuous full-time basis ("OTCFT Employee") and meets the eligibility criteria in subsection 9(6) of the Primary Plan, as amended from time to time, is entitled to become a member of the Primary Plan and the RCA on the first day of the month following the month in which the OTCFT Employee's application is received by the AC, provided that the AC may, at the request of the Employer, fix an earlier date on which the OTCFT Employee becomes a member but not before the date on which the OTCFT Employee became entitled to be a member or the first day of January in the year in which the application is received by the AC, whichever is the later date. |
| (Senior Management Official)         | 5. | Any person who holds a senior management position with the Employer ("Senior Management Official"), as the Employer may designate from time to time, is hereby authorized on behalf of the Employer to take all such action and execute all such documents, certificates and agreements, as they may consider necessary to give effect to the provisions of this Resolution and to fulfill the Employer's duties and obligations with respect to the Primary Plan and the RCA, as required from time to time.   |

DATED this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Mayor David Miller  
Chair of the Board

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John A. Macintyre  
Senior Vice President, Corporate Affairs,  
and Corporate Secretary