



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

March 28, 2011

The meeting began at 10:18 a.m.

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

No interests were declared.

HRCG2011-2-1 Approval of the Public Minutes of January 19, 2011

The Human Resources and Corporate Governance Committee had before it the Public Minutes of the January 19, 2011, Committee meeting.

On motion by Blake Hutcheson, seconded by Ucal Powell, the Human Resources and Corporate Governance Committee approved the Public Minutes of January 19, 2011.

HRCG2011-2-2 Committee Appointments, Human Resources and Corporate Governance Committee

The Human Resources and Corporate Governance Committee had before it a report (March 22, 2011), from the Senior Vice President – Corporate Affairs, Build Toronto, entitled “Committee Appointments, Human Resources and Corporate Governance Committee.

On motion by Ucal Powell, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee resolved to adopt and recommend approval to the Build Toronto Board of Directors that Director Paul Finkbeiner be added to the membership of the Human Resources and Corporate Governance Committee.

HRCG2011-2-3 Approval of the In-Camera Minutes of January 19, 2011

The Human Resources and Corporate Governance Committee had before it the confidential Minutes of the January 19, 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, as it relates to personal matters about identifiable individuals, including the corporation’s employees.

At 10:26 a.m. on motion by Blake Hutcheson, seconded by Ucal Powell, 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, as they relate to personal matters about identifiable individuals, including the corporation's employees.

The Human Resources and Corporate Governance Committee resumed its public session at 12:25 p.m.

HRCG2011-2-4 Performance Management Goals and Objectives - Executive Management Committee 2011

The Human Resources and Corporate Governance Committee had before it a confidential report (March 22, 2011), from the President and 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, as it relates to personal matters about identifiable individuals, including the corporation's employees.

At 10:26 a.m. on motion by Blake Hutcheson, seconded by Ucal Powell, 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, as they relate to personal matters about identifiable individuals, including the corporation's employees.

The Human Resources and Corporate Governance Committee resumed its public session at 12:25 p.m.

HRCG2011-2-5 Functional Realignment of Executive Management Team

The Human Resources and Corporate Governance Committee had before it a confidential report (March 22, 2011), from the President and 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, as it relates to personal matters about identifiable individuals, including the corporation's employees.

At 10:26 a.m. on motion by Blake Hutcheson, seconded by Ucal Powell, 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, as they relate to personal matters about identifiable individuals, including the corporation's employees.

The Human Resources and Corporate Governance Committee resumed its public session at 12:25 p.m.

HRCG2011-2-6 Shareholder Direction and By-Law #1

The Human Resources and Corporate Governance Committee had before it a confidential report (March 22, 2011), from the Senior Vice President – Corporate Affairs, Build Toronto, on 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 identifiable individuals, including the corporation's employees.

At 10:26 a.m. on motion by Blake Hutcheson, seconded by Ucal Powell, 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, as they relate to personal matters about identifiable individuals, including the corporation's employees.

The Human Resources and Corporate Governance Committee resumed its public session at 12:25 p.m.

HRCG2011-2-7 Director Appointments, Build Toronto Holdings One

The Human Resources and Corporate Governance Committee had before it a confidential report (March 22, 2011), from the Senior Vice President – Corporate Affairs, Build Toronto, on 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 identifiable individuals, including the corporation's employees.

At 10:26 a.m. on motion by Blake Hutcheson, seconded by Ucal Powell, 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, as they relate to personal matters about identifiable individuals, including the corporation's employees.

The Human Resources and Corporate Governance Committee resumed its public session at 12:25 p.m.

HRCG2011-2-8 Other Business

a) Build Toronto Director's Fees

The Human Resources and Corporate Governance Committee had before it a confidential letter (March 21, 2011), from the Chairman of the Board, Build Toronto, on 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 identifiable individuals, including the corporation's employees.

At 10:26 a.m. on motion by Blake Hutcheson, seconded by Ucal Powell, 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 12:25 p.m.

b) Board of Directors Terms for Build Toronto Inc.

The Human Resources and Corporate Governance Committee had before it a confidential letter (March 15, 2011), from the City Manager, City of Toronto, on a matter that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation.

At 10:26 a.m. on motion by Blake Hutcheson, seconded by Ucal Powell, 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 12:25 p.m.

At 12:25 p.m., on motion by Ucal Powell, 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 12:26 p.m.

Attendance:

TIME	10:18 a.m. to 10:26 a.m. Public Session	10:26 a.m. to 12:25 p.m. In-Camera Session	12:25 p.m. to 12:26 p.m. Public Session
Chair Councillor Doug Ford	X	X	X
Paul Finkbeiner, <i>Guest</i>	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

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

Recording Staff: Millie Minas, Recording Secretary



Committee Chair



Senior Vice President, Corporate Affairs