



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

**September 9, 2010**

The meeting began at 10:30 a.m.

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

No interests were declared.

**HRCG2010-5-1 Approval of Public Minutes of July 9, 2010**

**On motion by Blake Hutcheson, seconded by Ucal Powell, the Human Resources and Corporate Governance Committee approved the Public Minutes of the Meeting held July 9, 2010.**

**At 10:31 a.m. on motion by Ucal Powell, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to give consideration to the confidential report from the President & Chief Executive Officer, Build Toronto, a Human Resources matter that is to be considered in the 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.**

**HRCG2010-5-2 Approval of In-Camera Minutes of July 9, 2010**

The Human Resources and Corporate Governance Committee had before it the In-Camera Minutes of the previous Committee Meeting of July 9, 2010, a matter that may be considered in a 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.

**At 10:31 a.m. on motion by Ucal Powell, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to give consideration to the confidential report from the President & Chief Executive Officer,**

**Build Toronto, a Human Resources matter that is to be considered in the 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.**

The Human Resources and Corporate Governance Committee resumed its public session at 11:52 a.m.

**HRCG2010-5-3            Statutory Holiday Observance**

The Human Resources and Corporate Governance Committee had before it a confidential recommendation (July 6, 2010) from the President & Chief Executive Officer and the Senior Vice-President - Corporate Affairs, Build Toronto, regarding Statutory Holiday Observance, 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 10:31 a.m. on motion by Ucal Powell, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to give consideration to the confidential report from the President & Chief Executive Officer, Build Toronto, a Human Resources matter that is to be considered in the 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.**

The Human Resources and Corporate Governance Committee resumed its public session at 11:52 a.m.

**HRCG2010-5-4            Code of Conduct Policy**

The Human Resources and Corporate Governance Committee had before it a confidential report (September 1, 2010) from the President & Chief Executive Officer and the Senior Vice-President - Corporate Affairs, Build Toronto, regarding the Build Toronto Code of Conduct Policy, 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 10:31 a.m. on motion by Ucal Powell, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to give consideration to the confidential report from the President & Chief Executive Officer, Build Toronto, a Human Resources matter that is to be considered in the 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.**

The Human Resources and Corporate Governance Committee resumed its public session at 11:52 a.m.

**HRCG2010-5-5            Whistleblower Policy**

The Human Resources and Corporate Governance Committee had before it a confidential report (September 1, 2010) from the President & Chief Executive Officer and the Senior Vice-President –

Corporate Affairs, Build Toronto, regarding the Build Toronto Whistleblower Policy, 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 10:31 a.m. on motion by Ucal Powell, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to give consideration to the confidential report from the President & Chief Executive Officer, Build Toronto, a Human Resources matter that is to be considered in the 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.**

The Human Resources and Corporate Governance Committee resumed its public session at 11:52 a.m.

**HRCG2010-5-6            Executive Compensation**

The Human Resources and Corporate Governance Committee had before it a confidential report (September 2, 2010) from the President & Chief Executive Officer, Build Toronto, regarding the Build Toronto Executive Compensation Program, 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 10:31 a.m. on motion by Ucal Powell, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to give consideration to the confidential report from the President & Chief Executive Officer, Build Toronto, a Human Resources matter that is to be considered in the 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 11:01 a.m., Gary Finch - Managing Partner, 3XCD Inc., joined the meeting as Build Toronto Management vacated the Committee room.

The Human Resources and Corporate Governance Committee resumed its public session at 11:52 a.m.

**At 11:52 a.m., on motion by Blake Hutcheson, seconded by Ucal Powell, 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, as it relates to personal matters about identifiable individuals, including the corporation's employees.**

**Adjournment**

**The meeting adjourned at 11:55 a.m.**

**Attendance:**

TIME	10:30 a.m. to 10:31 a.m. Public Session	10:31 a.m. to 11:52 a.m. In-Camera Session	11:52 a.m. to 11:55 a.m. Public Session
Chair Mayor David Miller	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

Derek Ballantyne, Chief Operating Officer and Executive Vice President - Development

John Macintyre, Senior Vice President - Corporate Affairs

Winston Young, Chief Financial Officer and Senior Vice President

Don Logie, Senior Vice President - Development

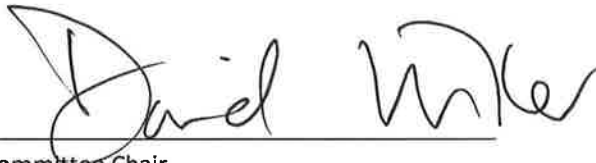
Nick Lewis, Office of the Mayor - City of Toronto

Michael Jacek, Governance Structure & Corporate Performance Unit, Strategic & Corporate Policy Division, Office of the City Manager, City of Toronto

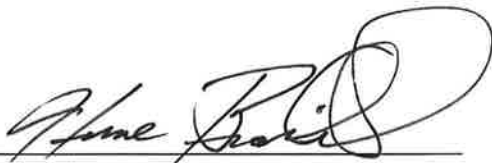
Gary Finch, Managing Partner, 3XCD Inc.

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

Recording Staff: Millie Minas, Recording Secretary, Build Toronto



Committee Chair



President and Chief Executive Officer