

Public Meeting Minutes

Human Resources and Corporate Governance Committee (HRCGC)

Date: April 15, 2015

Time: 1:30 – 3:30 p.m.

Location: Build Toronto, 200 King St. W., Suite 200 – City Builder Room

Committee Member Attendance:

	1:30 p.m. – 1:37 p.m. Public Session	1:37 p.m. – 3:00 p.m. In Camera Session	3:00 p.m. – 3:05 p.m. Public Session
Deputy Mayor Denzil Minnan-Wong, Chair	x	x	x
Frank Bucys	✓ (teleconference)	✓ (teleconference)	✓ (teleconference)
Nancy Cohen	✓	✓	✓
Wayne Fraser	x	x	x
Christopher Voutsinas	✓	✓	✓

✓ Members were present for some or all of the time indicated

Also present (at the invitation of the Committee):

William Bryck, President & Chief Executive Officer (CEO)
Steven J. Trumper, Senior Vice President (SVP), Legal & Administration
Belinda James, Legal Counsel & Recording Staff

The Chair of the Board, Chris Voutsinas, acted as Chair of the meeting and confirmed that a quorum was present and called the meeting to order at 1:30 p.m.

No conflicts of interests were declared.

1. Approval of the Previous Human Resources and Corporate Governance Committee Public Meeting Minutes of February 23, 2015.

The HRCGC had before it the public minutes of the February 23, 2015 committee meeting.

Deferred.

2. Report on S. 190(2) of the City of Toronto Act, 2006.

The HRCGC received, for information, the report dated April 6, 2015 entitled “Report on S. 190(2) of the *City of Toronto Act, 2006*” from the Senior Vice President, Legal & Administration.

This report provides guidance as to which meetings or parts of meetings of the Board or Committees of the Board may be held “in camera”.

In Camera Motion

On motion duly made by Chris Voutsinas and seconded by Nancy Cohen, the HRCGC closed part of the meeting to the public to give consideration to matters that may be considered in a closed part of the meeting under By-law No. 1 of the Corporation and the Company’s Shareholder Direction at 1:37 p.m.

During the in camera session, the Committee discussed the following matters:

3. Approval of the Previous HRCGC In Camera Meeting Minutes of February 23, 2015.
4. Code of Conduct Report – 2014 Gifts above \$100.
5. Update on Executive Compensation Review.
6. 2014 EMT STIP Payments – Report and Presentation from the CEO.
7. 2014 Compensation Disclosure and Analysis Report.
8. Other Business: 2015 EMT STIP Goals
9. Committee Only Session

The HRCGC resumed its public session at 3:00 p.m.

Adjournment

At 3:00 p.m. on motion by Denzil Minnan-Wong, seconded by Chris Voutsinas, the HRCGC resolved to adopt the recommendations from its closed session and direct that these matters remain confidential in accordance with By-law No. 1 of the Corporation and the Company’s Shareholder Direction. The meeting was adjourned at 3:05 p.m.

“Steven Trumper”
Senior Vice President, Legal & Administration

Note: Approved at HRCGC meeting of October 15, 2015