

## Public Special Meeting Minutes

### Human Resources and Corporate Governance Committee (HRCGC)

Date: May 7, 2015

Time: 1:30 – 2:30 p.m.

Location: Teleconference

#### Committee Member Attendance:

	1:30 p.m. – 1:31 p.m. Public Session	1:31 p.m. – 2:29 p.m. In Camera Session	2:29 p.m. – 2:30 p.m. Public Session
Deputy Mayor Denzil Minnan-Wong, Chair	✓ (teleconference)	✓ (teleconference)	✓ (teleconference)
Frank Bucys	✓ (teleconference)	✓ (teleconference)	✓ (teleconference)
Nancy Cohen	✓ (teleconference)	✓ (teleconference)	✓ (teleconference)
Wayne Fraser	✓ (teleconference)	✓ (teleconference)	✓ (teleconference)
Christopher Voutsinas	✓ (teleconference)	✓ (teleconference)	✓ (teleconference)

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

Also present (at the invitation of the Committee):

None

The Chair of the Committee confirmed that a quorum was present and called the meeting to order at 1:30 p.m.

No conflicts of interests were declared.

#### In Camera Motion

**On motion duly made by Wayne Fraser and seconded by Frank Bucys, 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 1:31 p.m.**

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*Further to presentations made, and submissions previously provided by the CEO, and discussion at the April 15, 2015 meeting of the HRCGC, the HRCGC considered the following during the in camera session:*

1. 2014 STIP – EMT (non-CEO).
2. 2014 STIP Evaluation of Individual Goals – CEO.
3. 2014 Performance Review and STIP Payment – CEO.
4. 2014 Compensation Disclosure and Analysis Report (CD&A).
5. CEO Report and Update.
6. Other Business
  - a. Summer Fridays
  - b. STIP
  - c. 2015 STIP Threshold Budget
  - d. Minutes

The HRCGC resumed its public session at 2:29 p.m.

Adjournment

**At 2:29 p.m., on motion duly made by Frank Bucys and seconded by Wayne Fraser, 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 2:30 p.m.**

Note: Minutes were forwarded by Christopher Voutsinas as Management was not present at meeting. Approved at HRCGC meeting of October 15, 2015.