

Public Meeting Minutes

Human Resources and Corporate Governance Committee (HRCGC)

Date: April 20, 2016

Time: 11:30 a.m. to 12:00 p.m.

Location: Build Toronto, 200 King Street W., Suite 200 – Main Boardroom

Committee Member Attendance:

	11:30 to 11:35 a.m. Public Session	11:35 a.m. to 12:00p.m. In Camera Session	12:00 to 12:01 p.m. Public Session
Denzil Minnan-Wong, Chair	✓ (Teleconference)	✓ (Teleconference)	✓ (Teleconference)
Nancy Cohen	✓ (Teleconference)	✓ (Teleconference)	✓ (Teleconference)
Wayne Fraser	x	x	x
Walied Soliman	✓ (Teleconference)	✓ (Teleconference)	✓ (Teleconference)
Audrey Wubbenhorst	✓ (Teleconference)	✓ (Teleconference)	✓ (Teleconference)

✓ Directors 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 Trumper, Senior Vice President, Legal & Administration and Recording Secretary

The Chairman of the HRCGC confirmed that a quorum was present and called the meeting to order at 11:30 a.m.

No conflicts were declared.

1. Approval of the Previous HRCGC Public Meeting Minutes of October 15, 2015.

The HRCGC had before it the public minutes of the October 15, 2015 HRCGC meeting.

On motion by Nancy Cohen, seconded by Denzil Minnan-Wong, the HRCGC approved the public minutes of October 15, 2015.

In Camera Motion

On motion by Nancy Cohen, seconded by Denzil Minnan-Wong, the HRCGC resolved to close part of the meeting to the public to give consideration to confidential matters according to By-law No. 1 of the Corporation and the Company's Shareholder Direction at 11:35 a.m.

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

2. Approval of the Previous HRCGC In Camera Meeting Minutes of October 15, 2015.
3. Approval of 2015 Compensation Disclosure and Analysis (CD&A).
4. Confidential Human Resources Matter.
5. Other Business:
 - a) Update on City Executive Compensation Review

Adjournment

On motion by Audrey Wubbenhorst and seconded by Denzil Minnan-Wong, 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 HRCGC resumed its public session at 12:00 p.m. and the meeting was adjourned at 12:01 p.m.

HRCGC Chair

Senior Vice President, Legal & Administration