



**Minutes of the Meeting of the Audit and Risk Management Committee
Build Toronto Inc.**

May 18/19, 2010

The meeting began at 9:35 a.m.

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

No interests were declared.

The Committee Chair, David Barry, welcomed and thanked Ian MacKellar for agreeing to assist as Financial Advisor to the Audit and Risk Management Committee.

ARM2010-2-1 Approval of Minutes of February 19, 2010

On motion by David Barry, seconded by Blake Hutcheson, the Audit and Risk Management Committee approved the Minutes of the Meeting held on February 19, 2010.

ARM2010-2-2 Build Toronto Procurement Policy

The Audit and Risk Management Committee had before it a report (May 12, 2010) from the Chief Financial Officer & Senior Vice President, and the Chief Operating Officer & the Executive Vice President - Operations, Build Toronto, entitled "Build Toronto Procurement Policy", respecting Build Toronto's Procurement Policy.

Mr. Andrew Miller, ACM Consulting, addressed the Audit and Risk Management Committee.

The Committee discussed the proposed Procurement Policy at length at the May 18, 2010 meeting, and though the Committee was secure with the proposed, it was agreed that legal counsel further review the document. Build Toronto Management provided the legally reviewed update at the May 19, 2010 meeting, with the Committee agreeing on balance the proposed policy was acceptable to be approved with a review over the next year by Build Toronto Management and the Audit and Risk Management Committee. The Committee is requesting a review by the City Manager in the context of City Policies and legal obligations.

Build Toronto was asked to complete the legal review prior to the meeting reconvening May 19, 2010. The matter was then tabled for continuation at the May 19, 2010, meeting of the Audit and Risk Management Committee.

The meeting recessed at 11:27 a.m.

The meeting reconvened at 5:36 p.m. on May 19, 2010.

At 5: 37 p.m., May 19, 2010, on motion by Mike Williams, seconded by Blake Hutcheson, the Audit and Risk Management Committee resolved to come out of recess and resume the closed confidential non-public part of the meeting, 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 Audit and Risk Management Committee had before it a revised report (May 19, 2010) from the Senior Vice President – Corporate Affairs, the Chief Financial Officer & Senior Vice President, and the Chief Operating Officer & the Executive Vice President - Operations, Build Toronto, entitled “Build Toronto Procurement 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 the security of the Corporation’s property.

On motion by Mike Williams, seconded by Blake Hutcheson, the Audit and Risk Management Committee resolved to recommend approval of the Build Toronto Procurement Policy to the Board of Directors, in principle, subject to review and comment by the City Manager in the context of the City Policies and legal obligations. It was further recommended that the Audit and Risk Management Committee present this item to the Board of Directors in the public section of the Board meeting, to be held July 8, 2010.

On May 18, 2010, at 10:13 a.m., on motion by Mike Williams, seconded by Blake Hutcheson, the Audit and Risk Management Committee resolved to close part of the meeting to the public to consider the confidential reports (May 13, 2010) from the Chief Financial Officer & Senior Vice President, Build Toronto, entitled “2010 First Quarter Financial Statements” and “2009 Draft Audited Financial Statements”, 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 the security of the Corporation’s property.

ARM2010-2-3 2010 First Quarter Financial Statements

The Audit and Risk Management Committee had before it the confidential report (May 13, 2010) from the Chief Financial Officer & Senior Vice President, Build Toronto, entitled “2010 First Quarter Financial Statements”, a matter to be considered in the closed part of the meeting under By-law No. 1 of the Corporation, as it relates to the security of the Corporation’s property.

On motion by Mike Williams, seconded by Blake Hutcheson, the Audit and Risk Management Committee received, for information, the confidential report from the Chief Financial Officer & Senior Vice President, Build Toronto, entitled “2010 First Quarter Financial Statements”.

The Audit and Risk Management Committee resumed its public session at 11:25 a.m. on May 18, 2010.

On motion by Mike Williams, seconded by Blake Hutcheson, the Audit and Risk Management Committee adopted the recommendations from its closed session, such recommendations to remain confidential as they relate to the security of the Corporation's property.

On motion by Mike Williams, seconded by Blake Hutcheson, the Audit and Risk Management Committee resolved to recess until 5:30 p.m. on May 19, 2010.

Recess

The meeting recessed at 11:27 a.m. on May 18, 2010.

The meeting reconvened at 5:36 p.m. on May 19, 2010.

At 5: 37 p.m., on motion by Mike Williams, seconded by Blake Hutcheson, the Audit and Risk Management Committee resolved to come out of recess and resume the closed 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 Audit and Risk Management Committee resumed its public session at 6:39 p.m. on May 19, 2010.

On motion by Blake Hutcheson, seconded by Mike Williams, the Audit and Risk Management Committee 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, as they relate to the security of the Corporation's property.

ARM2010-3-4 2009 Draft Audited Financial Statements; Presentation by Ernst & Young

The Audit and Risk Management Committee had before it a confidential report (May 13, 2010) from the Chief Financial Officer & Senior Vice President, Build Toronto, entitled "2009 Draft Audited Financial Statements", a 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 the security of the Corporation's property.

The Audit and Risk Management Committee resumed its public session at 6:39 p.m. on May 19, 2010.

On motion by Blake Hutcheson, seconded by Mike Williams, the Audit and Risk Management Committee 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, as they relate to the security of the Corporation's property.

At 6:39 p.m., on motion by Blake Hutcheson, seconded by Mike Williams, the Audit and Risk Management Committee 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, as they relate to the security of the Corporation's property.

Adjournment

The meeting adjourned at 6:41 p.m. on May 19, 2010.

Attendance: May 18, 2010

TIME	9:35 a.m. to 10:13 a.m. Public Session	10:13 a.m. to 11:25 a.m. In-Camera Session	11:25 a.m. to 11:27 a.m. Public Session
David Barry	X	X	X
Blake Hutcheson	X	X	X
Mike Williams	X	X	X
Bruce Bowes	Regrets	Regrets	Regrets

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

Attendance: May 19, 2010

TIME	5:36 p.m. to 5:37 p.m. Public Session	5: 37 p.m. to 6:39 p.m. In-Camera Session	6: 39 p.m. to 6:41 p.m. Public Session
Chair David Barry	X	X	X
Blake Hutcheson	X	X	X
Mike Williams	X	X	X
Bruce Bowes	Regrets	Regrets	Regrets


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

Also Present:

- Ian MacKellar, Financial Advisor to the Audit and Risk Management Committee
- J. Lorne Braithwaite, President and Chief Executive Officer
- Derek Ballantyne, Chief Operating Office & Executive Vice President - Operations
- John Macintyre, Senior Vice President - Corporate Affairs
- Winston Young, Chief Financial Officer and Senior Vice President
- Kathryn Truman, Controller
- Ashutosh Sanghvi, Manager, Financial Planning and Analysis
- Nick Lewis, Office of the Mayor
- Andrew Miller, ACM Consulting
- Allan Krochmalnek, Ernst & Young
- Peter Lee, Ernst & Young

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