



**Minutes of Meeting of the
Human Resources and Corporate Governance Committee**

January 25, 2010

The meeting began at 9:05 a.m.

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

No interests were declared.

Approval of Minutes

On motion by Mayor Miller, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee approved the minutes of the meeting held on November 23, 2009.

20100125.1 Revised 2010 Board of Directors Meeting Schedule.

The Human Resources and Corporate Governance Committee had before it a report (January 21, 2010) from the Senior Vice-President, Corporate Affairs, Build Toronto, entitled "2010 Board Meeting Schedule".

On motion by Mayor Miller, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee recommended that the Board of Directors, Build Toronto, adopt the 2010 Board of Directors Meeting Schedule.

20100125.2 2010 Performance Management and Compensation Program

The Human Resources and Corporate Governance Committee had before it a confidential report (January 20, 2010) from the President and CEO, Build Toronto, entitled "2010 Performance Management and Compensation Program."

Mr. Karl Aboud, Consultant, Hay Group, gave a presentation to the Human Resources and Corporate Governance Committee respecting the 2010 Performance Management and Compensation Program.

At 9.06 a.m., on motion by Mayor Miller, seconded by Blake Hutcheson, the Human Resources and Corporate Governance

Committee resolved to close part of the meeting to the public to discuss the confidential report (January 20, 2010) from the President and CEO, Build Toronto, entitled "2010 Performance Management and 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 the security of the Corporation's property; personal matters about identifiable individuals, including the Corporation's employees; labour relations or employee negotiations.

The Human Resources and Corporate Governance Committee resumed its public session at 10:31 a.m.

On motion by Mayor Miller, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee:

- 1. confirmed its actions in closed session, in issuing instructions to staff; and**
- 2. directed that the confidential report (January 20, 2010) from the President and CEO, Build Toronto, entitled "2010 Performance Management and Compensation Program", remain confidential in accordance with the provisions of By-law No. 1 of the Corporation, as it relates to the security of the Corporation's property; personal matters about identifiable individuals, including the corporation's employees; labour relations or employee negotiations.**

20100125.3 Committee Discussion on Board Governance Process

The Human Resources and Corporate Governance Committee gave consideration to the Board Governance Process.

(Note – No agenda material available.)

At 9.06 a.m., on motion by Mayor Miller, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to discuss issues with respect to the Board's Governance Process, issues 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.

The Human Resources and Corporate Governance Committee resumed its public session at 10:31 a.m.

On motion by Mayor Miller, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee:

1. **confirmed its actions in closed session, in issuing instructions to staff; and**
2. **directed that the confidential discussion remain confidential in accordance with the provisions of By-law No. 1 of the Corporation, as it relates the security of the corporation's property.**

20100125.4 Other Business

The Human Resources and Corporate Governance Committee had before it a document dated January 18, 2010, entitled "Build Toronto – New Visual Identity and Branding Program".

The President and CEO, Build Toronto, also gave a presentation to the Committee addressing a number of issues relating to the ongoing operations of the Board, such issues to remain confidential under By-law No. 1 of the Corporation, as it relates to the Security of the Corporation's Property.

At 9.06 a.m., on motion by Mayor Miller, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to discuss a number of issues relating to the ongoing operations of the Board, matters 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.

The Human Resources and Corporate Governance Committee resumed its public session at 10:31 a.m.

On motion by Mayor Miller, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee:

1. **confirmed its actions in closed session, in issuing instructions to staff; and**
2. **directed that the confidential discussion remain confidential in accordance with the provisions of By-law No. 1 of the Corporation, as it relates the security of the corporation's property.**

At 10:31 a.m., on motion by Mayor Miller, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee resumed its meeting in public session

Adjournment

The meeting adjourned at 10:31 a.m.

Attendance:

TIME	9:06 a.m.–9:07 a.m. Public Session	9:08 p.m. – 10:30 a.m. In-Camera Session	9:31 a.m. to 10:31 a.m. Public Session
Mayor David Miller, Chair	X	X	X
Blake Hutcheson, Vice-Chair	X	X	X
Ucal Powell	X Via Teleconferencing	X Via Teleconferencing	X Via Teleconferencing

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

Also Present:

J. Lorne Braithwaite, Chief Executive Officer
 Derek Ballantyne, Chief Operating Officer and Executive Vice President of Operations
 Winston Young, Chief Financial Officer and Senior Vice President
 John MacIntyre, Senior Vice President, Corporate Affairs
 Nick Lewis, Office of the Mayor
 Karl Aboud, Consultant, Hay Group

Recording Staff: Patsy Morris, City of Toronto, City Clerk's Office

In-Camera Session:

9:08 a.m. to 10:30 a.m.

J. Lorne Braithwaite, Chief Executive Officer
 Derek Ballantyne, Chief Operating Officer and Executive Vice President of Operations
 Winston Young, Chief Financial Officer and Senior Vice President
 John MacIntyre, Senior Vice President, Corporate Affairs
 Nick Lewis, Office of the Mayor
 Karl Aboud, Consultant, Hay Group

Recording Staff: Patsy Morris, City of Toronto, City Clerk's Office

Chair

Chief Executive Officer