



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

**February 24, 2010**

The meeting began at 1:07 p.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 January 25, 2010.**

**20100224.1 Build Toronto Conflict of Interest Policy**

The Human Resources and Corporate Governance Committee had before it a report (February 17, 2010) from the Senior Vice-President, Corporate Affairs and the Chief Operating Officer, Build Toronto, entitled "Build Toronto Conflict of Interest Policy".

Morty Gross, BLG Canada, addressed the Committee.

**On motion by Mayor Miller, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee recommended that the Build Toronto Board approve the Conflict of Interest Policy for Directors and Officers as outlined in Attachment "A" to the report (February 17, 2010) from the Senior Vice President, Corporate Affairs and the Chief Operating Officer, Build Toronto.**

**20100224.2 Human Resources and Corporate Governance Committee Draft Workplan**

The Human Resources and Corporate Governance Committee had before it a report (January 19, 2010) from the Senior Vice President, Corporate

Affairs, Build Toronto, entitled "Human Resources and Corporate Governance Committee Draft Workplan".

**The Human Resources and Corporate Governance Committee:**

1. **Recommended to the Build Toronto Board, that a Sub-Committee be established for the purpose of recruiting an ex-officio member of the Audit Committee.**
2. **Requested staff to e-mail Members of the Board prior to the meeting of the Board scheduled to be held on February 25, 2010, requesting volunteers who may wish to sit on the proposed Sub-Committee.**
3. **Directed that the 2011 Performance Objectives for Senior Management include the continued provision of high environmental standards and other public policy goals within the Build Toronto project inventory.**
4. **Directed that the 2011 Performance Objectives for Senior Management be brought forward in the 3<sup>rd</sup> quarter of 2010.**
5. **Adopted the workplan to support the Committee in 2010.**

**20100224.3C 2010 Performance Objectives and Executive Compensation Program**

The Human Resources and Corporate Governance Committee had before it a confidential report (February 22, 2010) from the President and CEO, Build Toronto, entitled "2010 Performance Objectives and Executive Compensation Program", a matter that may be considered in a closed part of the meeting 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.

Karl Aboud, Consultant, Hay Group, addressed the Committee.

**At 1:25 p.m., on motion by Mayor Miller, seconded by Ucal Powell, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to discuss the confidential report (February 22, 2010) from the President and CEO, Build Toronto, entitled "2010 Performance Objectives and Executive 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 2:05 p.m.

**On motion by Mayor Miller, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee adopted the recommendations from its closed session; and directed that the confidential report (February 22, 2010) from the President and CEO, Build Toronto, entitled "2010 Performance Objectives and Executive Compensation Program", remain confidential in accordance with the provisions of the City of Toronto Act, 2006, 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.**

#### **20100224.4C Management Contracts**

The Human Resources and Corporate Governance Committee received an overview on the status of Management Contracts.

**At 1:25 p.m., on motion by Mayor Miller, seconded by Ucal Powell, the Human Resources and Corporate Governance Committee resolved to close part of the meeting to the public to discuss the status of Management Contracts, 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 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 2:05 p.m.

**On motion by Ucal Powel, seconded by Blake Hutcheson, the Human Resources and Corporate Governance Committee received, for information, the overview on the status of Management Contracts.**

#### **Adjournment**

The meeting adjourned at 2:06 p.m.

#### **Attendance:**

<b>TIME</b>	1:07 p.m.– 1:24 p.m. Public Session	1:25 p.m. – 2:05 p.m. In-Camera Session	2:05 p.m. to 2:06 p.m. Public Session
Mayor David Miller, Chair	X	X	X

Blake Hutcheson, Vice-Chair	X	X	X
Ucal Powell	X	X	X

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  
 Morty Gross, BLG Canada

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

**In-Camera Session:**

**1:07 p.m. to 1:45 p.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

**In-Camera Session:**

**1:45 p.m. to 2:05 p.m.**

J. Lorne Braithwaite, Chief Executive Officer  
 Derek Ballantyne, Chief Operating Officer and Executive Vice President of Operations  
 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