

Public Meeting Minutes

Human Resources and Corporate Governance Committee (HRCGC)

Date: February 8, 2017

Time: 1:00 p.m. to 3:00 p.m.

Location: Build Toronto, 200 King Street W., Suite 200 – City Builder Room

Call to Order

The Chairman of the HRCGC confirmed that a quorum was present and called the meeting to order at 1:00 p.m.

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

No conflicts were declared.

1. Approval of the Previous HRCGC Public Meeting Minutes of April 20, 2016.

The HRCGC had before it the public minutes of the April 20, 2016 committee meeting.

Motion: On motion by Nancy Cohen, seconded by Audrey Wubbenhorst, the HRCGC approved the public minutes of April 20, 2016.

In Camera Motion

On motion by Nancy Cohen and seconded by Walied Soliman, 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 1:01 p.m.

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

2. Approval of the Previous HRCGC In Camera Meeting Minutes of April 20, 2016.

3. 2016 Short-Term Incentive Plan (STIP).

4. 2017 CEO Code of Conduct Form.

5. Build Toronto Holdings (Westwood) Inc. – Director Allocation.

6. Other Business

Adjournment

Motion: On motion by Councillor Justin Di Ciano and seconded by Nancy Cohen, 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 Board of Directors resumed its public session at 1:26 p.m. and the meeting was adjourned at 1:27 p.m.

Committee Member Attendance:

	1:00 to 1:01 p.m. Public Session	1:01 p.m. to 1:26 p.m. In Camera Session	1:26 to 1:27 p.m. Public Session
Councillor Justin Di Ciano, Chair	✓	✓	✓
Nancy Cohen	✓	✓	✓
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
Janice Paterson, Executive Assistant & Recording Staff

"Justin Di Ciano"
HRCGC Chair

"Steven Trumper"
Senior Vice President, Legal &
Administration