

Public Meeting Minutes

Human Resources and Corporate Governance Committee (HRCGC)

Date: April 11, 2017

Time: 9:00 a.m. to 11:00 a.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 9:01 a.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 February 8, 2017.

The HRCGC had before it the public minutes of the February 8, 2017 committee meeting.

Motion: On motion by Wayne Fraser, seconded by Nancy Cohen, the HRCGC approved the public minutes of February 8, 2017.

The resignation of Walied Soliman as a Director of the Company as of April 7, 2017 was conveyed to the Committee.

2. City Council Motion: Re-Appointment of Public Members to the Build Toronto Board.

The HRCGC received, for information, the report entitled “City Council Motion: Re-Appointment of Public Members to the Build Toronto Board” from the SVP, Legal & Administration dated April 3, 2017.

Management directed the Committee’s attention to EX24.5 “Remuneration and Expenses of Members of Council and of Council Appointees to Agencies, Corporations and Other Bodies for the Year Ended December 31, 2016” which will be considered at Executive Committee on April 19, 2017.

The Committee directed Management to request that a Director of the Board to be appointed to HRCGC at the next Board meeting of May 4 to replace Walied Soliman.

In Camera Motion

On motion by Councillor Justin Di Ciano and seconded by Wayne Fraser, 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 9:10 a.m.

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

3. Approval of the Previous HRCGC In Camera Meeting Minutes of February 8, 2017.

4. Compensation Matters

5. Other Business.

6. In Camera with CEO.

Adjournment

Motion: On motion by Councillor Justin Di Ciano and seconded by Wayne Fraser, 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 9:52 a.m. and the meeting was adjourned at 9:52 a.m.

Committee Member Attendance:

	9:01 to 9:10 a.m. Public Session	9:10 to 9:52 a.m. In Camera Session	9:52 to 9:52 a.m. Public Session
Councillor Justin Di Ciano, Chair	✓ (teleconference)	✓ (teleconference)	✓ (teleconference)
Nancy Cohen	✓ (teleconference)	✓ (teleconference)	✓ (teleconference)
Wayne Fraser	✓	✓	✓
Audrey Wubbenhorst	x	x	x

✓ 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