

**MINUTES of the Chairs Committee Meeting of the
Toronto Waterfront Revitalization Corporation
20 Bay Street, Suite 1310, Toronto, Ontario
Monday, November 27, 2017 at 2:30 p.m.**

PRESENT: Helen Burstyn, Chair
Susie Henderson
Ross McGregor
Janet Rieksts-Alderman
Mazyar Mortazavi

The following additional persons were in attendance throughout the meeting or only for particular business items as noted: Will Fleissig, President and Chief Executive Officer; Lisa Taylor, Chief Financial Officer; Rose Desrochers, Director, Human Resources and Administration; Ian Beverley, General Counsel; and Kathleen Niccols, Governance Consultant.

The Chair, Helen Burstyn, called the meeting to order and, with the consent of the Committee Members, appointed Ian Beverley to act as Secretary of the meeting.

The Chair declared that a quorum of Committee Members was present and that notice of the meeting had been duly sent to all Committee Members in accordance with the Corporation's By-laws. The meeting was duly called and regularly constituted for the transaction of business.

1. Motion to Approve Agenda

The Chair proposed that the following items be added to the agenda for the meeting, for discussion, under the heading "Board Matters": i) draft agenda for the December 7, 2017 Board meeting; ii) draft calendar of Board and Committee meetings in 2018; and iii) February 2018 Board retreat.

ON MOTION duly made by Susie Henderson, seconded by Janet Rieksts-Alderman and carried, it was **RESOLVED** that the Meeting Agenda be approved as amended.

2. Declaration of Conflicts of Interest

There were no conflicts declared.

3. Consent Agenda: Minutes of the November 16, 2017 meeting

Will Fleissig requested a minor correction to the draft minutes to reflect that a recommendation of the Committee noted in the minutes had been discussed in Closed Session.

ON MOTION duly made by Janet Rieksts-Alderman, seconded by Susie Henderson and carried, it was **RESOLVED** that the minutes be approved as amended.

4. 2018/19 Human Resources Budget

Lisa Taylor presented the Human Resources Budget for fiscal 2018/19, which had been brought before the Committee at its meeting on November 16, 2017, and concerning which the Committee had requested certain clarifications and a re-presentation of the amended version. Lisa Taylor reviewed the changes that had been made, and informed the Committee that the overall budget was unchanged, with a cost of \$15.2 million for a staff complement of 99 positions (79 fulltime and 20 contract). She responded to questions from the Committee, following which the Committee went into Closed Session to continue its discussion of the 2018/19 Human Resources Budget.

5. Motion to go into Closed Session

ON MOTION duly made by Susie Henderson, seconded by Janet Rieksts-Alderman and carried, the Committee **RESOLVED** to go into a closed session to discuss personal information about identifiable individuals, as permitted by Section 190(2)(b) of COTA and Section 6.1(1)(b) of By-Law No. 2. The Chair indicated to management and members of the public present that it was in order for them to depart the meeting, with the exception of the CEO and Kathleen Niccols, who was invited to remain to act as Secretary. The meeting continued in Closed Session.

Mazyar Mortazavi joined the meeting at 4:00 p.m.

6. Motion to Resume Open Session

In accordance with Section 190 of COTA and By-Law No. 2 of the Corporation, and the Closed Session discussion having been completed, **ON MOTION** duly made and seconded and carried, the Committee **RESOLVED** to go into Open Session. The Chair indicated that it was now in order for management and members of the public to return to the meeting; management and members of the public returned to the meeting at 4:35 p.m.

Public Session

7. Motions Arising during the Closed Session

There were no resolutions passed by the Committee relating to discussions in the Closed Session.

8. Appointments to Quayside Committee

At its October 27, 2017 meeting, the Board of Directors had established the Quayside Committee and authorized the Chairs Committee to make appointments to the Quayside Committee. At its November 1, 2017 meeting, the Chairs Committee made interim appointments to the Quayside Committee, these being the chair of each Committee of the Board, as well as Mazyar Mortazavi and Jeanhy Shim, and determined that the Committee be co-chaired by Mazyar Mortazavi and Susie Henderson. The Chairs Committee decided to reconstitute the Quayside Committee.

ON MOTION duly made by Helen Burstyn, seconded by Ross McGregor and carried, the Committee **RESOLVED** that, effective November 27, 2017, Susie Henderson, Mazyar Mortazavi, Steve Diamond and Ross McGregor be appointed as members and, subject to confirmation by the Board at its meeting on December 7, 2017, Susie Henderson and Mazyar Mortazavi be appointed Co-Chairs.

9. Termination of the Meeting

There being no further business, **ON MOTION**, duly made, seconded and carried, it was **RESOLVED** that the meeting be terminated at 4:40 p.m. local time.

Committee Chair

Secretary