

MINUTES of a joint meeting of the Governance and Public and Government Engagement Committees of Toronto Waterfront Revitalization Corporation, held at the offices of Toronto Waterfront Revitalization Corporation, 20 Bay Street, Suite 1310, Toronto, Ontario on Monday, May 29, 2017 at 12:00 noon local time.

PRESENT: Janet Rieksts-Alderman, Chair (via telephone)
Mohamed Dhanani
Denzil Minnan-Wong
Ross McGregor
Sevaun Palvetzian
Helen Burstyn (ex-officio)

The following additional persons were in attendance throughout the meeting, unless otherwise indicated: Will Fleissig, President and CEO; Marisa Piattelli, Chief Strategy Officer; Ian Beverley, General Counsel; Andrew Hilton, Director Communications and Public Engagement; Edward Chalupka, Director, Government Relations; and Sonya Pead, Associate Counsel.

The Chair, Janet Rieksts-Alderman, took the chair and with the consent of the committee members, appointed Ann Landry to act as secretary of the meeting.

The Chair declared that a quorum of Committee Members were present and that notice of the meeting having 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 advised that Items 4 and 5 will be tabled in reverse order and **ON MOTION** duly made by Mohamed Dhanani, seconded by Sevaun Palvetzian and carried, it was **RESOLVED** that the Meeting Agenda was approved with the change as noted.

2. Declaration of Conflicts of Interest

There were no conflicts declared.

3. Minutes – April 6, 2017

A discussion took place regarding action items identified in Board/Committee meetings and the way in which those items are captured to ensure appropriate follow-up. Various suggestions were discussed and it was agreed that identifying action items from the previous meeting at the start of the subsequent meeting would be a good practice to put into effect. It was further agreed that the Governance Committee would recommend this practice to the Board.

Minor revisions to the Minutes were noted and **ON MOTION** duly made by Janet Rieksts-Alderman, seconded by Mohamed Dhanani and carried, it was **RESOLVED** that the Minutes of the April 6, 2017 meeting of the Governance Committee were approved.

4. Board Committee Mandates

The following Committee Mandates were tabled for review and discussion:

- Governance Committee Mandate;
- Finance, Audit and Risk Management Committee Mandate;
- Chairs Committee Mandate (new);
- Public and Government Engagement Committee Mandate;
- Partnership Committee Mandate; and
- Investment and Real Estate Committee Mandate.

A fulsome discussion ensued on the following items:

- Presently, Committee Mandates require that materials must be provided to Board/Committee members seven days prior to the meeting unless waived. Over the past few months, materials have not been posted within the required time and the Committee questioned whether or not a seven day requirement was appropriate. Management advised that things are moving very fast with information changing frequently, making the 7-day timeframe difficult in terms of providing the most current information. The pros and cons of changing the 7-day timeframe were discussed and it was agreed that a 7-day window was good practice. Management agreed to continue to make every effort to ensure the 7-day requirement is met.
- A question was posed regarding “Open Meeting Complaints” and whether or not they were monitored, and how they were reported to the Committee/ Board? Ian Beverley advised that to date, there has only been one complaint which was dealt with by Management. He further advised that a report will be provided at the September 21st Governance Committee meeting.
- The Public and Government Engagement Committee (“PGEC”) – The Chair of the Committee advised that the Committee has not really been functioning properly in terms of its oversight responsibilities for government engagement, and, only reviews the communications plan and results once annually. He advised that the Committee will need to go through some changes in order to move forward especially in the event that funding for the Port Lands Flood Protection Project is realized. It was suggested that perhaps the results on how the Corporation is doing in terms of public engagement be reviewed twice annually instead of only once.
- Given the volume of activity the Corporation is engaged in and with a great deal more to come, oversight responsibilities of each Committee may have to be looked at in the future to ensure the workload is distributed appropriately.

Further discussion was not required and **ON MOTION** duly made by Denzil Minnan-Wong, seconded by Janet Rieksts-Anderson and carried, it was **RESOLVED** that the Committee approves the Board Committee Mandates with changes as noted, for recommendation to the Board of Directors.

5. Board Committee Structures

The Chair of the Board suggested that any decisions regarding Committee structures be deferred until the new Board member joins the Board (June 1st), funding for the Port Lands Flood Protection Project is realized and the framework for the Quayside Project is more clearly defined. The volume and complexity of impending work will factor into the Board Committee structures going forward and Committee members agreed that any changes be deferred to a later date.

6. Position Description for the Chair of the Board

The position description for the Chair of the Board was tabled for review and discussion and it was agreed that the list of duties and responsibilities accurately represented the requirements for the position of Chair of Waterfront Toronto's Board of Directors.

7. Vice-Chair Position

The Chair of the Governance Committee advised that she had done some research on the types of organizations that had a Vice-Chair, and what role the Vice-Chair played. The Committee discussed Waterfront Toronto's need for this position, with the consensus being that it was not needed at the present time. It was agreed that the Committee would consider the role again when reassessing the overall structure of Committees.

8. Motion to go into Closed Session

ON MOTION duly made by Sevaun Palvetzian, seconded by Mohamed Dhanani and carried, the Committee **RESOLVED** to go into closed session in accordance with Section 190.2(a) of the City of Toronto Act ("COTA") and Section 6.1.1(a) of By-Law No. 2 of the Corporation (*the security of the property of the Corporation*).

Closed Session
1:45 a.m.

Deputy Mayor Minnan-Wong left the meeting at 1:50 p.m.

9. Governance Restrictions in the Toronto Waterfront Revitalization Corporation Act, the ("Act")

A confidential report in accordance with Section 190.2(a) of COTA and Section 6.1.1(a) of By-Law No. 2 (the security of the property of the Corporation)

Marisa Piattelli provided a confidential update on Management's developing strategy with respect to timing, approach and prioritized list of required governance enhancements.

10. Consultations with Governments

A confidential report in accordance with Section 190.2(a) of COTA and Section 6.1.1(a) of By-Law No. 2 (the security of the property of the Corporation)

Ms. Piattelli tabled a confidential report and provided an update on discussions with governments regarding funding for the Port Lands Flood Protection Project.

11. Motion to go into Open Session

In accordance with Section 190 of COTA and By-Law No. 2 of the Corporation, and the closed session discussions having been completed, **ON MOTION** duly made by Sevaun Palvetzian, seconded by Mohamed Dhanani and carried, the Committee **RESOLVED** to go into Open Session.

Public Session
2:10 p.m.

12. Resolutions Arising during the Closed Session

The closed session discussion did not result in a requirement for a resolution.

13. Termination of the Meeting

There being no further business, **ON MOTION**, duly made by Mohamed Dhanani, seconded by Sevaun Palvetzian and carried, be it **RESOLVED** that the meeting is terminated at 2:15 p.m. local time.

Chair

Secretary of the Meeting