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**BY-LAW NO. 2**  
**CONCERNING PUBLIC ACCESS TO MEETINGS**  
**OF**  
**TORONTO WATERFRONT REVITALIZATION CORPORATION**

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## TORONTO WATERFRONT REVITALIZATION CORPORATION

### By-Law No. 2

#### Concerning Public Access to Meetings

Effective Date: October 7, 2021

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#### SECTION 1- INTERPRETATION

##### 1.1 Definitions

In this By-law:

- (1) "**Act**" means the *Toronto Waterfront Revitalization Corporation Act, 2002*, S.O. 2002, c.28 as from time to time amended and every statute that may be substituted therefor and includes the regulations made under the Act as from time to time amended;
- (2) "**Board of Directors**" means the board of directors of the Corporation;
- (3) "**Chair**" means Chair of the Board or Chair of the Committee, as applicable;
- (4) "**Chair of the Board**" means the person who is the chair of the Board of Directors;
- (5) "**Chair of the Committee**" means the person who is the chair of a Committee;
- (6) "**Closed Meeting Matter**" means any matter which may be properly dealt with at a Meeting or part of a Meeting which is closed to the Public;
- (7) "**Committee**" means any committee, sub-committee, or special purpose committee of the Board of Directors;
- (8) "**Corporation**" means Toronto Waterfront Revitalization Corporation, and all successors-at-law;
- (9) "**Director**" means a member of the Board of Directors of the Corporation;
- (10) "**Meeting**" means any regular, special or other meeting of the Board of Directors or of a Committee, where,
  - (a) a quorum of members is present; and
  - (b) members discuss or otherwise deal with any matter in a way that materially advances the business or decision-making of the Board of Directors or Committee;

- (11) "**Public**" means members of the public, including the media; and
- (12) "**Website**" will mean the Corporation's domain on the World Wide Web, designated by the Uniform Resource Locator, as <http://www.waterfrontoronto.ca> or its successor.

## **1.2 Interpretation**

Words importing the singular number only will include the plural and *vice versa*; and the word "person" will include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons.

## **1.3 Repeal and Replacement of By-law**

Any previous by-law No. 2 of the Corporation concerning open Meetings is hereby repealed and replaced with this By-law.

## **1.4 Paramountcy**

In the event of conflict between the provisions of this By-law and any provisions of the Act, the provisions of the Act will take precedence over, and will govern and apply in priority to this By-law.

## **1.5 Amendments to By-laws**

The Board of Directors may amend this By-law from time to time in accordance with the Act.

## **SECTION 2 – PURPOSE**

### **2.1 Purpose**

The Act provides that Section 190 of the *City of Toronto Act, 2006* ("**COTA**") applies with necessary modifications to meetings of the Board of Directors. COTA also provides for exceptions, when Meetings are permitted to be closed to the Public. This By-law sets out the Corporation's policies on how it will comply with the requirements of the Act with respect to open meetings.

## **SECTION 3 - MEETINGS**

### **3.1 Open Meetings**

Subject to the Act and this By-law, all Meetings will be open to the Public.

### **3.2 Notice**

The date, time and place of Meetings will be posted in advance on the Website.

### **3.3 Agenda Items**

Agenda items will be scheduled and dealt with in sequence for the convenience of the Public absent a direction or resolution by the Board of Directors or Committee.

### **3.4 Voting at Open Portion of Meetings**

The Public is entitled to be present during the taking of all votes at a Meeting, unless the vote is a vote that may be taken in a closed Meeting as provided in Section 6.4.

### **3.5 Observers**

The Public are observers at Meetings and do not have participation status, unless invited to participate by the Chair, as applicable.

### **3.6 Disruptive Behaviour**

The Board of Directors or a Committee, as the case may be, reserves the right to require any member of the Public to leave any Meeting for improper conduct or if they attempt to participate in any part of a Meeting without the invitation of the Chair, as applicable.

## **SECTION 4 – MEETING MATERIALS**

### **4.1 Agendas and Minutes**

Subject to Section 6.6, the agendas and minutes of Meetings will be made available on the Website.

## **SECTION 5 - RECORDINGS**

### **5.1 Recordings**

Except for Meetings referred to in Section 6, broadcasting, video or other recordings may be made of Meetings, with prior notice to the Board of Directors or the Committee and with the consent of the Chair, as applicable. In the event of any such recording, the Board of Directors or Committee, as the case may be, may direct that the recording be made in a way that is not disruptive to the conduct of the Meeting. If the person making any such recording fails to comply with any such direction, the Board of Directors or Committee may require the person making the recording to cease the recording failing which, the Board of Directors or Committee may take such further action as it considers appropriate to ensure the continuance of the Meeting, without disruption.

## **SECTION 6 - CLOSED MEETING MATTERS**

### **6.1 Closed Meeting Matters**

1. A Meeting or part of a Meeting may be closed to the Public where the subject matter being addressed involves any of the following:
  - (a) The security of the property of the Corporation;
  - (b) Personal matters about an identifiable individual, including employees of the Corporation;
  - (c) A proposed or pending acquisition or disposition of land or capital assets;
  - (d) Labour relations or employee negotiations;

- (e) Litigation or potential litigation, including matters before administrative tribunals, affecting the Corporation;
  - (f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - (g) Educating or training of Board of Directors or Committee members if, at the Meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board of Directors or Committee;
  - (h) Any matter in respect of which the Board of Directors or Committee is authorized under legislation to conduct a Meeting or a portion of a Meeting on a closed basis;
  - (i) Information explicitly supplied in confidence to the Corporation by Canada, a province or territory or a Crown agency of any of them;
  - (j) A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the Corporation, which, if disclosed, could reasonably be expected to prejudice the competitive position of the Corporation or interfere with the contractual or other negotiations of a person, group of persons, or organization;
  - (k) A trade secret or scientific, technical, commercial or financial information that belongs or otherwise relates, to the Corporation, including information relating to forecasts, and draft plans, reports, strategies and forecasts of the Corporation which, if disclosed, could reasonably be expected to prejudice the interests of the Corporation or, in the case of draft plans, reports, strategies and forecasts, has not yet been approved by the Board of Directors;
  - (l) A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the Corporation; or
  - (m) The consideration of whether any subject matter involves a matter referred to in clauses 6.1(a) to 6.1(l) and whether to exclude the Public from the discussion of such matters.
2. A Meeting or part of a Meeting shall be closed to the Public where the subject matter being addressed involves any of the following:
- (a) A request under the Corporation's Freedom of Information Policy, or under any applicable freedom of information legislation that may apply to the Corporation or the Board of Directors; or
  - (b) An ongoing investigation respecting the Corporation, including an investigation pursuant to section 6.7.

## **6.2 Attendance at Closed Portions of Meetings**

- (1) Attendance at the portion of a Meeting where the subject matter being addressed involves a Closed Meeting Matter is restricted to Directors and those specifically invited by the Chair, as applicable.
- (2) Attendees at a Meeting who are not permitted to attend a portion of a Meeting in respect of a Closed Meeting Matter must promptly withdraw and may return at the conclusion of the closed portion of the Meeting.

### **6.3 Resolution to Hold Closed Meetings**

- (1) The Directors or Committee members, as applicable, in attendance at the Meeting shall determine by majority vote whether all or any part of a Meeting will be closed to the Public.
- (2) Before holding a Meeting or part of a Meeting that is to be closed to the Public, the Directors or Committee members, as applicable, in attendance at the Meeting shall disclose to the Public that a part or all of a Meeting will be closed and the general nature of the matter to be considered at such time.

### **6.4 Voting at Closed Portions of Meetings**

A vote may be taken during a closed portion of a Meeting, if:

- (1) Subsection 6.1(a) or (a) permits or requires the portion of the Meeting to be closed to the Public; and
- (2) The vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the Corporation, or persons retained by or under a contract with the Corporation.

### **6.5 Record of Meeting**

The Board of Directors or Committee, as the case may be, shall call to be recorded, without note or comment, all resolutions, decisions and other proceedings at a Meeting, whether it is closed to the Public or not.

### **6.6 Confidentiality of Closed Meeting Matters**

Except as required by law or unless the Board of Directors or Committee directs otherwise, business conducted during closed proceedings, and deliberations or decisions made during those proceedings, will not be disclosed to anyone not present other than to Directors.

### **6.7 Appointment of an Investigator**

The Corporation may appoint an investigator who has the function to investigate, in an independent manner, a complaint made to him or her by any person regarding whether the Corporation has complied with Section 6 in respect of a Meeting or portion of a Meeting that was closed to the Public.