

**MINUTES of the Open Session of the Meeting of the
Human Resources, Governance and Stakeholder Relations Committee of
Toronto Waterfront Revitalization Corporation
Via Microsoft Teams Teleconference
Thursday, September 12, 2024 at 9:00 a.m. local time**

PRESENT: Rahul Bhardwaj (chair)
Wende Cartwright
Paul Khawaja

REGRETS: Deputy Mayor Ausma Malik

ATTENDANCE: WATERFRONT TORONTO

George Zegarac - President and CEO
Ian Ness - General Counsel
Lisa Taylor - Chief Financial Officer
Meg Davis - Chief Development Officer
Kevin Greene - Chief Operating Officer
David Kusturin - Chief Project Officer
Joe Cressy - Chief of Staff
Kristina Verner - SVP Strategic Policy & Innovation
Cameron MacKay - SVP, Strategic Communications and Engagement
Rose Desrochers - VP Human Resources and Administration
Ed Chalupka - Director, Government Relations
Mira Shenker - Director, Communications & Public Engagement
Carol Webb - Senior Manager, Communications & Public Engagement
Catherine Murray - Associate General Counsel
Kayly Richardson - Human Resources Manager
Charmaine Miller - Executive Assistant to the CEO & Board
Kathleen Pollard - Board Administrative Assistant

Also, in attendance for all or part of the meeting were:

- Jack Winberg, Drew Fagan, Michael Braithwaite - Directors, Waterfront Toronto
- Anamika Srivastava, Stephanie Alessi, Vania Emerson – Housing, Infrastructure and Communities Canada
- Courtney Childs, Cory MacDonald, Jonathon Vita, Md Naimul Gani Saif – Ontario Ministry of Infrastructure
- Tom Davidson – Office of Deputy Mayor Ausma Malik

Ian Ness acted as secretary of the meeting. The Chair welcomed everyone to the meeting of the Human Resources, Governance and Stakeholder Relations Committee (“HRGSR” or the “Committee”) of the Toronto Waterfront Revitalization Corporation (“Waterfront Toronto” or the “Corporation”).

Rahul Bhardwaj acknowledged that this was his first meeting as Committee Chair and that he looks forward to working with the committee and members of senior management as they move forward with the work of the committee. He also acknowledged all the time and hard work of his predecessor, Wende Cartwright.

With notice of the meeting having been sent to all members of the Committee in accordance with the Corporation's By-laws and a quorum being present, the Chair called the meeting to order at 9:00 a.m. and declared that the meeting was duly constituted for the transaction of business.

1. Land Acknowledgement

Rahul Bhardwaj acknowledged Indigenous Peoples' presence and connections to lands under revitalization by Waterfront Toronto.

2. Motion to Approve Agenda

ON MOTION duly made by Paul Khawaja, and seconded by Wende Cartwright and carried, it was **RESOLVED** that the revised Agenda, for the day's meeting be approved.

3. Declaration of Conflicts of Interest

There were no conflicts of interest declared.

4. Consent Agenda

a) Draft Minutes of the Open Session of the Committee meeting held on June 10, 2024

ON MOTION duly made by Wende Cartwright, seconded by Paul Khawaja and carried, it was **RESOLVED** that the Minutes of the Open Session of the HRGSR Committee meeting held on June 10, 2024 be approved, as tabled.

b) Environmental, Social and Governance (ESG) report

At the meeting a report on ESG was presented. Lisa Taylor, Chief Financial Officer, highlighted that from an environmental perspective we continue to implement the Corporation's 5-year climate action plan (presented to the board in 2022) with efforts focused on implementing a low-carbon lifecycle strategy for our infrastructure and public realm projects (which represent over 95% of our greenhouse gas emissions and dollar spend). From a Diversity, Equity & Inclusion (DEI) perspective, it was highlighted that the Corporation launched its second staff equity census, which will enable a comparison to be made to the first census undertaken two years ago, to inform continued DEI initiatives. The balance of the report was taken as read.

c) Human Resources (HR) Update

The Committee received a report containing an overview of the Human Resources (HR) practices at Waterfront Toronto over the last fiscal quarter that focused on the following HR areas: Recruitment, Organizational Effectiveness, Learning and Development, Performance Evaluation, Rewards and Recognition and Diversity, Equity and Inclusion. The report was taken as read and Rose Desrochers, VP Human Resources & Administration, dealt with questions that were raised.

d) 2025 Meeting Schedule for the Board and Committees

The committee was presented with a proposed schedule for board and committee meetings in 2025. The schedule is closely aligned with the timing in recent years, and it was agreed that it would be presented at the October 17, 2024 board meeting.

5. Work Plan for the HRGSR Committee

In accordance with the mandate of the HRGSR committee, a work plan for 2025 was reviewed and discussed. The committee approved the work plan for the balance of 2024 and to December 2025.

ON MOTION duly made by Paul Khawaja, seconded by Wende Cartwright, and carried, it was **RESOLVED** that the Committee approved the work plan for the HRGSR Committee, as presented at the meeting.

6. Consideration of Governance Documents

The Committee was informed that we would be proceeding to consider 14 key governance documents in accordance with the HRGSR committee mandate with a view to considering any proposed changes at the committee meeting in November, for recommendation to the board in December.

7. Motion to go into Closed Session

In accordance with By-Law No. 2 of the Corporation and **ON MOTION** made by Wende Cartwright, and seconded by Paul Khawaja, and carried, the Committee **RESOLVED** to go into Closed Session to continue discussions on items 8 & 12 being consideration of the minutes of the Closed Session June 10, 2024 HRGSR Committee meeting and Directors Only, in a closed session as permitted by By-Law No. 2 of the Corporation. The exception relied on for the discussion for item 8 in the closed session is provided in the Minutes of the Open Session of the June 10, 2024 HRGSR Committee meeting contained in item 4(a) of this agenda, and for item 12 is Section 6.1(1) (b & k) of By-Law No. 2. The Committee will reconvene in public session at the conclusion of the closed session discussions in order to vote on any matters requiring decisions that were considered in the closed session.

8. Consent Agenda

Draft Minutes of the Closed Session of the June 10, 2024 HRGSR Committee meeting

9. Motion to go into Open Session

ON MOTION duly made by Wende Cartwright, seconded by Paul Khawaja and carried, the Committee **RESOLVED** to go into Open Session.

10. Resolution Arising from the Closed Session

Item 8 Draft Minutes of the Closed Session June 10, 2024 Meeting

ON MOTION duly made by Paul Khawaja and seconded by Wende Cartwright, and carried, it was **RESOLVED** that the Minutes of the Closed Session of the HRGSR Committee meeting held on June 10, 2024 be approved as tabled.

11. Termination of the Meeting

There being no further business, **ON MOTION** duly made by Wende Cartwright, seconded by Paul Khawaja, and carried, it was **RESOLVED** that the meeting be terminated at 9:20 a.m. local time.

12. Directors Only Session

Committee Chair

Secretary of the Meeting