

**MINUTES of the Meeting of the Chairs Committee of
the Toronto Waterfront Revitalization Corporation
20 Bay Street, Suite 1310, Toronto, Ontario
Tuesday, January 16, 2018 at 9:00 a.m.**

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

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; Marisa Piattelli, Chief Strategy Officer (on phone); Rose Desrochers, Director, Human Resources and Administration; Ian Beverley, General Counsel; Kathleen Niccols, Governance Consultant; and Michael Bernstein, Special Investment Advisor.

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

Will Fleissig proposed that an update on recruitment be added to the Meeting Agenda as item 6, and that such update be provided by Rose Desrochers in a closed session.

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

Mr. Mortazavi advised that he had accepted an advisory role with The Bentway Conservancy and that he would recuse himself if the meeting discussed this project. No other conflicts of interest were declared.

3. Consent Agenda: Minutes of the meetings on November 27 and 29, 2017.

ON MOTION duly made by Susie Henderson, seconded by Ross McGregor and carried, it was **RESOLVED** that the minutes for both meetings be approved.

4. Board Workshop

Helen Burstyn brought the committee up to date regarding the upcoming Board workshop scheduled for Monday, February 5 at the Evergreen Brickworks, and to be preceded by a dinner on the evening of Sunday, February 4. Professor Glen Whyte of the Rotman School of Management at the University of Toronto has agreed to be the facilitator for the workshop.

Janet Rieksts-Alderman presented Professor Whyte's background and professional qualifications, and advised that Professor Whyte would be preparing an agenda for the workshop that would cover governance and communication, and that attendees would participate in a case study, as well as begin to develop a plan for working together to accomplish the corporation's objectives as set out in the 2018/2019 Corporate Plan. The Committee decided that the senior management team would attend the first 90 minutes of the workshop, with the exception of Will Fleissig, who would attend in full.

The Committee discussed how best to prepare for the workshop, including information to be provided to Professor Whyte. Kathleen Niccols was asked to provide a briefing and to co-ordinate finalization of the agenda, with input and review by others as appropriate.

The Committee discussed the idea of having guest speakers attend at the workshop and decided to consider implementing this at a future Board meeting, to maximize time at the workshop for working with Professor Whyte.

5. Board Committees and 2018/2019 Work Plan

Will Fleissig engaged the Committee in a discussion of the Waterfront Toronto Board committee structure. He highlighted that the number of committees and their work flows give rise to quarterly clusters of committee meetings leading up to Board meetings which is difficult for staff and directors. Committee members provided their preliminary views regarding changes that could be made. The Committee requested that management prepare proposed revisions to the committee structure, including resultant changes and improvements to committee mandates, for its review and that of the Governance Committee. The Committee discussed the timing and process for these reviews and cautioned that care should be taken to ensure that existing committee duties are preserved, notwithstanding the restructuring.

Mazyar Mortazavi and Janet Rieksts-Alderman left the meeting at 10 a.m.

The Committee also briefly discussed the 2018/2019 work plan and Board calendar but decided to defer these matters to following its review of the proposed restructuring of committees.

6. Human Resources Update

ON MOTION duly made by Susie Henderson, seconded by Ross McGregor 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.

Closed Session

Rose Desrochers, Director, Human Resources and Administration, joined the meeting at 10:15

Rose Desrochers presented an update on recruitment efforts to the Committee. The Committee made inquiries regarding the process and timing of recruitment for certain key positions, which were addressed by Will Fleissig and Rose Desrochers.

Janet Rieksts-Alderman rejoined the meeting at 10:30 a.m.

Will Fleissig sought permission of the Chair to introduce Michael Bernstein, Special Investment Advisor, to the Committee, and following consent from the Chair, Michael Bernstein, Special Investment Advisor, joined the meeting 10:40 a.m.

7. 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 members of the public to return to the meeting.

Open Session

8. Motions Arising during the Closed Session

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

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 11:10 a.m. local time.

Committee Chair

Secretary