Human Resources, Governance and Stakeholder Relations Committee

WEDNESDAY, NOVEMBER 13, 2019 FROM 9:00 AM TO 10:00 AM

WATERFRONT TORONTO

20 BAY STREET, SUITE 1310

TORONTO, M5J 2N8
Meeting Book - Human Resources, Governance and Stakeholder Relations Committee

Agenda

9:00 a.m.  1. Motion to Approve Meeting Agenda  Approval  All

9:05 a.m.  2. Declaration of Conflicts of Interest  Information  All

9:05 a.m.  3. Consent Agenda  Information  All

(a) DRAFT Minutes of the Open Session September 11, 2019 HRGSR Committee Meeting - Page 4

9:10 a.m.  4. Update - Implementation of Recommendations on Governance Related Matters  Information  I. Ness

Cover sheet - Page 7
Report - Page 8

9:15 a.m.  5. Quayside Communications Update  Information  C. MacKay

Cover sheet - Page 10
Presentation - Page 11

9:25 a.m.  6. Motion to go into Closed Session  Approval  S. Palvetzian

Closed Session Agenda

The Committee will discuss items 7a, 8, 9 and 10, being consideration of the draft minutes of the Closed Session of the September 11, 2019 meeting, Determination under Section 2 of the Directors Code of Conduct, Fundraising Action Plan and Committee Chair Discussion respectively, in a closed session as permitted by By-Law No.2 of the Corporation. The exception relied on for the discussion of item 7a in the closed session is provided in item 3a of this agenda, for item 8 is Section 6.1(1)(b), for item 9 is Section 6.1(1)(a) and for item 10 is Section 6.1(1)(b). The Committee will reconvene a 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.

9:55 a.m.  11. Motion to go into Open Session  Approval  All

Public Session Agenda

9:55 a.m.  12. Resolutions Arising from the Closed Session (if any)  Approval  S. Palvetzian

Draft Resolution(s) - Page 12

10:00 a.m.  13. Motion to Terminate the Meeting  Approval  S. Palvetzian

Next Committee Meeting (February 20, 2020)

Proposed agenda items include:
(i) Review Board and Committee composition, (ii) Performance of the Board and Committees and Governance Related matters; and (iii) Strategic
MINUTES of the Public Session of the Meeting of the 
Human Resources, Governance and Stakeholder Relations Committee of 
Toronto Waterfront Revitalization Corporation 
20 Bay Street, Suite 1310, Toronto, Ontario 
Wednesday, September 11, 2019 at 9:00 a.m. local time.

PRESENT: Sevaun Palvetzian (Chair)  
Wende Cartwright  
Andrew MacLeod (by phone)  
Joe Cressy (by phone) 

ATTENDANCE: WATERFRONT TORONTO 
George Zegarac (Chief Executive Officer)  
Ian Ness (Acting General Counsel) 
Rose Desrochers (VP, Human Resources and Administration)  
Cameron MacKay (VP, Strategic Communications and Engagement)  
Kathleen Niccols (SVP, Corporate Strategy) 
Aina Adeleye (Board Administrator and Legal Assistant) 

Also, in attendance for the meeting (by phone) was Michael Galego, Director, Waterfront Toronto. 

The Chair, Sevaun Palvetzian, appointed Ian Ness to act 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”). 

With notice of the meeting having been sent to all Directors in accordance with the Corporation’s By-laws and a quorum of Directors participating, the Chair called the meeting to order at 9:01 a.m. and declared that the meeting was duly constituted for the transaction of business. 

1. Motion to Approve Agenda 

ON MOTION duly made by Councillor Cressy, seconded by Wende Cartwright and carried, it was RESOLVED that the Agenda for the day’s meeting be approved as presented. 

2. Declaration of Conflicts of Interest 

There were no conflicts of interest declared. 

3. Consent Agenda – Minutes of the Committee meeting held on June 12, 2019. 

The Committee requested that all reference to “Andrew McLeod” appearing in the minutes be amended to reflect “Andrew MacLeod”
ON MOTION duly made by Councillor Cressy and seconded by Andrew MacLeod and carried, it was RESOLVED that the Minutes of the HRGSR Committee meeting held on June 12, 2019 be approved as amended.

4. Draft 2020 Board and Committee Meeting Calendar and Work Plan for the Board

The Committee reviewed the draft 2020 Board and Committee meeting calendar and the proposed workplan of the Board for 2020, which was taken as read. Following a brief discussion in this regard, the Committee agreed that the calendar be presented for consideration by the Board at its next meeting. The Committee requested that going forward, the workplan for the next meeting of the Committee should be added as an item to the agenda for meetings. The Committee further requested that updates on implementation of the recommendations of the Office of the Auditor General audit of the Corporation in 2018 should be integrated into the workplan for the Board.

5. Motion to go into Closed Session

In accordance with By-Law No. 2 of the Corporation and ON MOTION made by Councillor Cressy, seconded by Wende Cartwright and carried, the Committee RESOLVED to go into Closed Session to continue discussions on items 6, 7 and 8. The exception to the Open Meeting Law relied on to continue the discussion of item 6 Closed Session is provided in the minutes of the Open Session of the June 12, 2019 HRGSR meeting, for item 7 is Section 6.1(1)(l) and 8 is Section 6.1(1)(b) of By Law No. 2.

The Chair requested members of the public to leave the meeting.

6. Consent Agenda
   a) Draft Minutes of the Closed Session of June 12, 2019 HRGSR meeting.

7. Quayside Communications Update

8. Chairs Committee Discussion

9. Motion to go into Open Session

ON MOTION duly made by Councillor Cressy, seconded by Wende Cartwright 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. Members of the public were invited to join the meeting.

10. Resolution Arising from the Closed Session

ON MOTION duly made by Councillor Cressy and seconded by Andrew MacLeod and carried, it was RESOLVED that the Minutes of the Closed Session of the HRGSR Committee meeting held on June 12, 2019 be approved as amended.
11. **Adjournment of the Meeting**

There being no further business, **ON MOTION** duly made by Andrew MacLeod, seconded by Wende Cartwright and carried, it was **RESOLVED** that the meeting be adjourned at 9:57 a.m. local time.

______________________________  ________________________________
Committee Chair                Secretary of the Meeting
### Purpose
For Information

### Areas of note/Key issues
On December 5, 2018 the Office of the Auditor General of Ontario issued its final report with ten recommendations. In addition, MNP LLP, the internal auditors of the Corporation, has conducted an internal audit review of corporate governance. Both of these matters are subject to regular reporting to the Finance Audit and Risk Management Committee.

The Committee has requested an update with respect to any issues that may be relevant to the mandate of the Committee. A brief report has been prepared and is attached.

### Next Steps
Management will continue to involve the HRGSR Committee as appropriate.
The Auditor General Report

On December 5, 2018 the Office of the Auditor General of Ontario issued its final report with ten recommendations. Six of those were recommendations to WT and four were directed to the Province. All of the recommendations are subject to regular reporting to Finance Audit and Risk Management Committee under its mandate. None of the recommendations to WT were related to governance matters (they focused on issues such as project management, funding, financial sustainability and file management and document retention). One of the recommendations to the Province called on the three levels of government to develop a set of performance measures and targets linked to the legislation objectives of Waterfront Toronto. The three levels of government elected to provide for this in a Memorandum of Understanding (MOU). This MOU has been reported on by our CEO in his report for the October 10, 2019 meeting of the Board. Specifically, that report stated:

The second important matter under development by the Tri-Government Working Group is the finalization of a Memorandum of Understanding (MOU) among the three governments and Waterfront Toronto (previously referred to as the tri-government accord/the Accord). The MOU, expected to be executed in the fall, is intended to formalize the tri-government relationship and operational framework with Waterfront Toronto. The MOU is expected to address the roles and responsibilities among the parties, governance and operational and administrative procedures.

The MNP LLP Report

As reported to the Board in June 2019, MNP LLP conducted its internal audit review of corporate governance. MNP noted five medium risk findings (Board Role and Responsibilities, Documentation of Roles and Responsibilities, Board members Terms and knowledge transfer, Reporting on Key Performance Indicators and Capital Approval Process Policy) and one low risk finding (Evaluation of Board Performance).

As an update:

The Board background information currently on BoardEffect is being reorganized into a Board Manual, that we expect will be completed and made available to the Board by December 31, 2019.

We are in the process of preparing and/or revising, as applicable, documentation setting forth the roles and responsibilities of the Board, the Chair, the CEO, the Corporate Secretary and each Committee of the Board. We expect that these will be available for review and further discussion in early 2020.
We are in the process of preparing a board skills matrix.

Evaluation of the Board is within the mandate of the HRGSR committee and we expect to deal with this further in early 2020.
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<th>Purpose</th>
<th>Information</th>
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<tr>
<td><strong>Areas of note/ Key issues</strong></td>
<td>In order to continue to demonstrate Waterfront Toronto’s commitment to public accountability and transparency, on October 31, 2019 following resolution of the threshold issues in Sidewalk Labs’ Master Innovation and Development Plan, the Chair of Waterfront Toronto wrote an open letter to the public that said: “Later this fall, Waterfront Toronto will meet with the public on the resolution of these key [threshold] issues, provide clarity on what is being evaluated, and discuss the decision-making process going forward.”</td>
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**November 19, 2019 Public Briefing:**
- A public update has been scheduled for 6:00 – 9:00 p.m. at the Metro Toronto Convention Centre. The update will consist of a 45-minute presentation by Waterfront Toronto management; a 45-minute questions and answers period; and, a 30-minute open mic session.
- Notice has been posted on quaysideto.ca and promoted across Waterfront Toronto’s social media channels.
- The event will be livestreamed (TBC: Facebook and YouTube) and archived on Waterfront Toronto and Quayside websites, and live closed-captioning will be provided.
- Child-minding will be made available upon request.
- Swerhun Inc. will assist with the design and delivery of the update.

**Next Steps**
A blog summarizing the November 19th meeting will be published and will invite readers to view the video recording from the update.

**Week of January 6, 2020 (TBC) Public Consultation:**
Discussion materials for a subsequent round of public consultations for January 2020 will be released to the public in December. This round of consultation will occur over two weekday evenings and a Saturday-day session, will include an online consultation and written submissions. Feedback will be sought on priority areas to inform our evaluation.
November 19, 2019 - Public Update

- Bring transparency to resolution of threshold issues
- Important opportunity to explain what will be evaluated, given how threshold issues have been resolved

January 2020: Second Public Consultation

- Waterfront Toronto will share and seek feedback on how the proposals from Sidewalk Labs align with Waterfront Toronto Objectives (a priority in first public consultation)
ON MOTION duly made by [●] and seconded by [●] and carried, it was RESOLVED that the Minutes of the Closed Session of the HRGSR Committee meeting held on September 11, 2019 be approved as tabled.