



BY-LAWS

Waterfront Design Review Panel

Amended December 2016

V1.0

CONTENTS

1.0	BACKGROUND AND MISSION	1
2.0	PANEL COMPOSITION	1
3.0	ROLES AND RESPONSIBILITIES	3
4.0	RECORDING AND REPORTING OF PROCEEDINGS	7
5.0	COMMUNICATIONS AND MEDIA RELATIONS	7
6.0	CONFLICT OF INTEREST PROCEDURES	8
7.0	REVIEW PROCEDURES AND POLICIES HANDBOOK	10

WATERFRONT DESIGN REVIEW PANEL BY-LAWS

1.0 BACKGROUND AND MISSION

Toronto's revitalized waterfront must be characterized by excellence in architecture, urban design, sustainability, and inclusivity. What is built on the waterfront, from buildings to streets to precincts to parks and public art, will set new standards for the built environment across the city, and help Toronto achieve world-wide recognition as a centre of creativity, liveability, clean technology, and good design.

1.1 Background

The Waterfront Design Review Panel (the Panel) was formed in 2005 by the Toronto Waterfront Revitalization Corporation (Waterfront Toronto) as an independent body to guide and inform the revitalization of the Toronto waterfront. The Panel is advisory to Waterfront Toronto and the City of Toronto, and is in no way intended to supersede the City's regulatory approval authority.

1.2 Mission Statement

The mission of the Panel is to provide objective, professional advice to designers, developers and governments to ensure that high quality design is a critical consideration for all development on Toronto's waterfront. The Panel is expected to contribute to a culture of quality by raising the bar for builders and architects and maintaining a high standard of design excellence which results in a better built environment for everyone.

2.0 PANEL COMPOSITION

Members of the Panel are drawn from the best of Canada's design, engineering and planning professionals. Individuals will be selected based on several criteria, including examples of outstanding built work, past awards and citations, a demonstrated commitment to achieving design excellence, and/or a track record of exemplary civic service. Panel members are expected to offer Waterfront Toronto their best professional advice on matters of design related to buildings, parks and open space, and precinct/subdivision plans as they are brought forward by Waterfront Toronto. All Panel members are unpaid volunteers, and are not considered employees of Waterfront Toronto.

2.1 Panel Members

The Panel consists of fifteen professionals who are recognized experts in their fields. The Panel is made up of the following:

- **Six (6)** members of the Ontario Association of Architects or equivalent
- **Three (3)** members of the Ontario Association of Landscape Architects or equivalent
- **Two (2)** members of the Ontario Professional Planners Institute or equivalent

- **Two (2)** members of the Ontario Society of Professional Engineers or equivalent
- **One (1)** Real Estate Market Expert
- **One (1)** Intelligent Communities Expert

2.2 Quorum

To ensure a fair and consistent review process, a quorum of 50% of appointed Panel members will be required for any Design Review Panel to convene. If Panel members who are in attendance have a conflict of interest for a particular project and must recuse themselves for that item, the quorum is maintained.

2.3 Designees

Waterfront Toronto will appoint one Representative to the Panel, who is the primary point of contact between the Panel and Waterfront Toronto but is not a member of the Panel. The Waterfront Toronto Representative (or his/her designated staff) will be responsible for managing the administrative operations of the Panel, as well as setting the agenda for each Panel meeting in consultation with the Chair. The Representative will also be responsible for producing minutes of the meetings, which will become the official record of the Panel's deliberations and decisions, upon their review and approval by the Panel. It is expected that the Representative will be Waterfront Toronto's Vice President for Planning and Design.

Waterfront Toronto will also appoint one City Representative to the Panel, who is selected by the City and serves as the primary point of contact between the Panel and the City. The City Representative is not a member of the Panel. It is expected that the City Representative will be the City of Toronto's Director of Urban Design.

2.4 Selection of Members

Waterfront Toronto will solicit applications from qualified individuals. Panel members will be selected by Waterfront Toronto in consultation with the Chair.

2.5 Appointment of Panel Chair and Vice Chair

The Chair of the Panel will be appointed by Waterfront Toronto from one of the fifteen members of the Panel. The Vice Chair will be nominated by the Chair from one of the fifteen members of the Panel with the agreement of Waterfront Toronto, and appointed by vote of the Panel. In the event that the Chair is not able to attend a Panel meeting, the Vice Chair will lead the meeting.

2.6 Duration of Appointments

Members will be appointed for two year terms. Members may be appointed up to five times at the discretion of Waterfront Toronto, in consultation with the Chair.

2.7 Attendance

Panel Members are expected to make best efforts to attend all Panel meetings throughout the year in person or, when appropriate, through fully-functioning video conferencing. Panel members may not miss more than two (2) consecutive meetings or more than three (3) meetings per year, or they may be asked to remove themselves from the Panel or may not be renewed at the end of their term.

2.8 Remuneration

Panel members are not paid and serve on a voluntary basis. Travel expenses for those members residing outside of the GTA are reimbursed at a rate consistent with Waterfront Toronto's expense reimbursement policies, and will be set out in writing at the time of appointment.

2.9 Board Liaison

A Board Liaison will be selected from either the Waterfront Toronto Board of Directors or the Panel, to serve as the primary point of communication between the Board and the Panel. The Board Liaison will be selected by Waterfront Toronto in consultation with the Panel. Waterfront Toronto staff will prepare a report on Panel activities for the Waterfront Toronto Board of Directors to review at each of its regular meetings, which may be shared with the Board Liaison before they are submitted.

3.0 ROLES AND RESPONSIBILITIES

The Panel will review design proposals brought forward by project proponents (Proponents) that will include Waterfront Toronto, the City, and private developers and/or landowners (Developers). The Panel will provide critical input to the designer(s) for consideration and incorporation in their design development process, as well as their site plan approval process with the City, make recommendations to Waterfront Toronto and the City in the form of a vote of Support or Non-support based on the proponent's responsiveness to the input and overall quality of the proposal.

3.1 Geographic Jurisdiction

Projects that lie within the Designated Waterfront Design Review Area (Figure 3.0) will be required to come before the Waterfront Design Review Panel. The Panel may also be asked to consider projects outside this boundary if they are part of Waterfront Toronto's overall revitalization efforts and mandate.



Figure 3.0 – Boundary of the Designated Waterfront Design Review Area

3.2 Project Types

The Panel is expected to provide critical input and advice on public development initiatives as well as private development on public lands. The Panel is also expected to comment on private development on private lands as part of the City's site plan application process. The Panel is expected to review a wide range of project types across the waterfront, including:

- residential, commercial, industrial, retail, and cultural buildings, bridges and tunnels and transit infrastructure, arcades and kiosks and stands, and all other built form on the urban landscape.
- regional, neighbourhood and pocket park proposals, plazas and privately owned public spaces (P.O.P.S.), roads and boulevards and sidewalks, recreational trails and paths and preserves, street furniture and fixtures and equipment, pavilions and atriums and winter gardens, public art, and all other public areas.
- conceptual master plans for large waterfront areas, precinct plans for more discreet districts and sub-districts, subdivision plans that legally implement master or precinct plans, design guidelines, zoning envelopes and attendant land uses, and all other planning work related to the built environment.

The scope of what the reviews will consider is defined in more detail in the Review Procedures and Protocols Handbook, which is adopted by the Panel and may be revised from time to time. The current Review Procedures and Protocols Handbook is available on the Waterfront Toronto website.

3.3 Review Stages

The Panel reviews projects at different stages of their evolution. Projects are expected to come to the Panel at least four times before proceeding to implementation, including:

- issues identification/pre-design
- schematic design
- design development
- construction documents

The Panel may decide to waive the construction documents stage and entrust the Waterfront Toronto Project Manager to monitor the construction document development and bring the project to the Panel only in the event of significant deviations from the approved design development set.

No project is to be considered as having "completed" the review process until it has gone through all of the stages. The Panel will conclude a typical review by either recommending that the project proceed to the next stage or come back with revisions prior to advancing.

The points at which projects will be reviewed, and how recommendations are formulated, are defined in more detail in the Review Procedures and Protocols Handbook, which is adopted by the Panel and may be revised from time to time. The current Review Procedures and Protocols Handbook is available on the Waterfront Toronto website.

3.4 Other Activities

In addition to project reviews, the Panel will act as an advisor to Waterfront Toronto and the City of Toronto on related issues, such as requests for proposals, international design competitions, design contracts and scopes of work, charrettes and workshops, and temporary installations and events. The Panel may provide advice in the following areas:

3.4.1 Review of development applications circulated by the City

Waterfront Toronto is a commenting agency to the City of Toronto on development applications in the Central Waterfront. As applications are circulated to Waterfront Toronto, it may ask the Panel to review them as appropriate. The advice of the panel will be submitted to the City as part of Waterfront Toronto's comments.

3.4.2 Advice on design competitions

The Panel will review and provide advice to Waterfront Toronto as part of the evaluation process for design competitions for buildings, parks and public spaces, and other plans as requested.

3.4.3 Advice on developer proposal calls

The Panel will provide advice to Waterfront Toronto on the design component of development requests for proposals calls, either as part of the initial developer selection process or upon selection of a development team, as requested.

3.4.4 Knowledge Sharing

Waterfront Toronto may bring information items, such as corporate strategies and communications plans, to the Panel for their information and/or review as deemed appropriate by Waterfront Toronto staff. Similarly, Panel members may share information items, such as the results of work they have been involved in, with the Waterfront Toronto for consideration in its policies and long-range visioning.

3.5 Conditions and Limitations

Because the Panel is an advisory body to Waterfront Toronto and is not a formal part of the City of Toronto's statutory regulatory process, there are certain limitations concerning its roles and responsibilities, as described below.

3.5.1 The Panel's recommendations are advisory

The critical input, comments and recommendations of the Panel are not a binding or authoritative (i.e. decision-making) element of a regulatory review process. The Panel will provide recommendations to Waterfront Toronto and, when appropriate, to the City, for consideration in their decision-making process.

3.5.2 The Panel will conduct its reviews with respect for existing regulatory structures

The Panel will carry out its work within the framework of the City's Official Plan, the Central Waterfront Secondary Plan, Waterfront Toronto's Precinct Plans as officially adopted, and other governing urban design guidelines and zoning by-laws. Where the Panel disagrees with these policies and

regulations it may make formal note of that and recommend that they be changed. However, individual projects are not to be held up pending broader regulatory change, and the Panel will be expected to help achieve the best results within existing constraints.

3.5.3 The Panel will not produce competing project designs

The Panel's activities are limited to the review of material submitted by others. While the Panel may make suggestions and offer guidance on design issues, it is not intended to generate alternative plans and designs of its own. The Panel should in no way produce proposals in competition with those being prepared by other consultants and/or partners of Waterfront Toronto. Waterfront Toronto shall not ask the Panel to act as a pro-bono design service, either for original work or to fill in gaps in the work of others.

3.5.4 The Panel will follow Waterfront Toronto's program

Panel is expected to review projects in a timely and appropriate manner that facilitates the work of Waterfront Toronto. Where the Panel disagrees with the established priorities and/or timeframes, it may make official note of that and recommend that Waterfront Toronto seek to change them. However, individual projects are not to be held up pending broader changes in priorities and funding, and the Panel is expected to help achieve the best results within existing constraints.

3.6 Administration

Waterfront Toronto will provide administrative support for the Panel. Waterfront Toronto will ensure that minutes and reports are drafted and circulated in a timely manner. Minutes and reports will be available on Waterfront Toronto's website.

The activities of the Panel are funded by Waterfront Toronto. This includes administrative costs associated with: renting meeting space and equipment; producing materials for review sessions; travel and related expenses for out-of-town members of the Panel and/or invited guests; advertising of meeting times and locations; and administrative activities associated with writing meeting minutes, reports, letters, etc. on behalf of the Panel. Any expenditures relating to the Panel's activities will require prior approval by Waterfront Toronto through the Representative.

3.7 Public Meetings

The Panel will conduct project reviews in public during the later stages of review. The Panel may convene In-Camera to review projects during the early/issues identification stage to identify issues they will expect to see addressed as the project develops, some of which may require disclosure of sensitive and/or confidential third-party information. In most cases, a summary of these issues will be made available publicly with all confidential information redacted.

The Panel may also operate In Camera to review RFP's and draft initiatives originated by WT, in order to advise on their development prior to issuance, with the goal of identifying future issues likely to be of concern to the Panel. All Conflict of Interest rules will apply, and Panel members will be asked to recuse themselves in the case of any current or potential future interest in the project.

The Panel may also meet In Camera to discuss matters that involve internal management, such as amendment of the By-Laws and/or the Review Policies and Procedures Handbook governing reviews, or other internal matters. In Camera meetings will be attended by Panel members and WT staff only, though others may be invited to remain by invitation of the Panel and WT staff.

Scheduled meetings will be posted on Waterfront Toronto's website, and meeting locations will be selected to accommodate members of the public. The public will not participate in the review process discussion unless specifically requested to do so by the Chair.

4.0 RECORDING AND REPORTING OF PROCEEDINGS

Official written records will be made of all Panel proceedings, and will become the public record of the critical input, comments and recommendations made by the Panel. The primary vehicle for recording the proceedings will be meeting minutes. However, the Panel may also write letters with specific recommendations for either Waterfront Toronto, or the City of Toronto with the agreement of Waterfront Toronto.

4.1 Meeting minutes

Published meeting minutes will serve as the official record of the Panel's deliberations. The minutes will be structured as a reference guide to issues and/or decisions made at the meeting, not a transcription of the proceedings.

4.2 Letters to Waterfront Toronto management and board

The Panel may choose to submit specific comments, recommendations, or concerns to Waterfront Toronto management staff or the board of directors in writing when it deems necessary. Similarly, Waterfront Toronto management staff or the board of directors may request comments, recommendations or clarifications of the Panel in writing when it feels it is in the best interests of Waterfront Toronto to do so.

5.0 COMMUNICATIONS AND MEDIA RELATIONS

The spokesperson for the Waterfront Design Review Panel is the Panel Chair. No other Panel members should have direct contact with the media regarding the Panel, except in the instance where they are asked to clarify a comment made during the public meeting or directed to do so by Waterfront Toronto staff.

From time to time, Waterfront Toronto may be called on to clarify or comment on issues before the Panel. In that case, only the President and CEO, the Vice President of Planning and Design, and the Director of Communications and Public Engagement at Waterfront Toronto will be available for comment.

Only these spokespeople will participate in any discussions with regard to the Panel or projects discussed by the panel outside of the formal WDRP meetings.

No Panel member should publicly comment on projects before, or after, they are presented to the Panel. However, Panel members may be asked *questions of clarification* about comments made publicly during the meeting.

Panel members are not permitted to engage with Proponents outside of the formal Panel review process, and likewise, Proponents are not permitted to engage with Panel members outside of the Panel review process, on any matters related to projects coming before the Panel. No Panel member may enter into negotiations with Proponents, or make representations on behalf of the Panel or Waterfront Toronto, without the prior consent of the Panel and Waterfront Toronto.

6.0 CONFLICT OF INTEREST PROCEDURES

Because of its public mandate, it is critically important that Waterfront Toronto preserve public confidence, trust and accountability. Accordingly, Waterfront Toronto expects that it, and all persons dealing with Waterfront Toronto in any manner, will conduct themselves in accordance with principles of fair and honest dealings and in the absence of actual or perceived Conflicts of Interest. Panel members are expected to meet both the letter and the spirit of the Conflict Procedures.

6.1 Definitions

For the purpose of these Conflict Procedures:

- (a) "Conflict of Interest" means any personal or pecuniary interest, condition, connection, relationship, activity or circumstances as a result of which you are or might reasonably appear to be unable or potentially unable to provide an impartial and objective opinion, recommendation or assessment of facts in any circumstance and includes any other circumstance in which your individual interests might be taken to conflict with your duties to Waterfront Toronto.
- (b) A "Material Interest" exists in any case in which a reasonable, well-informed person might fairly conclude that a person's interest in another entity or organization could affect the person's performance of a duty on behalf of Waterfront Toronto.

6.2 Conflict Of Interest

You are responsible for taking all appropriate action to prevent a real, potential or apparent Conflict of Interest when carrying out your duties as a Panel member. You are required to make full and timely disclosure with respect to any potential Conflict of Interest. Conflicts of Interest may arise because you:

- (i) are a party to a contract, proposed contract, project, proposed project or relationship with Waterfront Toronto;
- (ii) are a party to a contract, proposed contract, project, proposed project or relationship with a third party who has or seeks a contractual relationship with Waterfront Toronto;

- (iii) are a director or officer of any entity or organization that is a party to a contract, proposed contract, project, proposed project or relationship with Waterfront Toronto;
- (iv) hold a Material Interest in any entity or organization that is a party to a contract, proposed contract, project, proposed project or relationship with Waterfront Toronto; or
- (v) have any other interest that might be perceived as creating a conflict with your duty to act solely in the best interests of Waterfront Toronto.

6.2.1 Material Effect

If, in the opinion of the Waterfront Toronto Representative, a Conflict of Interest may exist in principle, but it is not of such a nature as might be likely to have or fairly be perceived to have any material effect on the execution of your duties as a Panel member, the Waterfront Toronto Representative may permit the condition to continue on such terms and conditions as may be specified. Any permission of this sort must be in writing, or properly recorded in relevant meeting minutes, to be effective.

6.2.2 Suspected Conflicts of Interest

All reported or suspected Conflicts of Interest will be investigated initially by the Waterfront Toronto Representative. In order to resolve the matter, the Waterfront Toronto Representative may seek the advice of any or all of the Panel Chair, the Chair of Waterfront Toronto's Board of Directors or Corporate Governance Committee, the Ethics Advisor and internal and external counsel. If it is determined that a Conflict of Interest exists, you will be notified immediately by the Waterfront Toronto Representative.

6.2.3 Participation in the Panel Review

You may not participate in any aspect of the review of a contract, proposed contract, project, proposed project or relationship with which you have a Conflict of Interest (subject to any permission granted under section 3.1). You may not make presentations to the Panel, but other members of your staff and/or partners may make such presentations on your behalf.

6.2.4 Attendance at Panel Meetings

You may not attend any of the portions of a Panel meeting during which any contract, proposed contract, project, proposed project or relationship with which you have a Conflict of Interest is being reviewed (subject to any permission granted under section 3.1). Panel members must leave the room until the review of the item is concluded.

6.3 Breach Of The Procedures

Any breach of these Conflict Procedures will be treated very seriously. If you breach the Conflict Procedures, you may be removed from the Panel (which could result in adverse publicity and being reported to relevant authorities).

6.4 Where to Seek Clarification

If you require advice on a potential conflict, or if you suspect improper activities, you should seek clarification from the Panel Chair or the Waterfront Toronto Representative. In addition, the Ethics Advisor and Waterfront Toronto's outside

legal counsel are available to speak with you, at the expense of Waterfront Toronto, about the Conflict Procedures and how they apply to you.

6.5 Examples of Potential Conflicts of Interest that Should be Disclosed

Relevant Conflicts of Interest include legal conflicts, business conflicts, personal and relationship conflicts and any other circumstances as a result of which the public may lose confidence in the Panel or Waterfront Toronto.

The following are examples of potential Conflicts of Interest that should be disclosed and will likely disqualify you from participating as a Panel member with respect to the matter:

- (1) You own shares in a company that is bidding on a Toronto waterfront development project.
- (2) You are actively working for a client on a project unrelated to the Toronto waterfront and the client has submitted a project for review by the Panel.
- (3) A partner in your firm is actively engaged by a company that is bidding on a Toronto waterfront development project.
- (4) You or your firm are designing a building on property adjacent to a project being reviewed by the Panel.

The following are examples of potential Conflicts of Interest that should be disclosed but in respect of which the Waterfront Toronto Representative might permit the disclosing person to continue to participate as a Panel member with respect to the matter:

- (1) You submitted a building design proposal that ultimately was not selected by Waterfront Toronto and the Panel is now scheduled to review the winning proposal.
- (2) You provided consulting services to a client with respect to a small architectural matter a number of years ago and have not been in communication with the client since. The client is now bidding on a Toronto waterfront development project.
- (3) You are a sub-subcontractor in a building project that is scheduled to be reviewed by the Panel. Your involvement in the project is small and subject to the authority of the lead contractor.

These examples are not exhaustive.

7.0 REVIEW PROCEDURES AND POLICIES HANDBOOK

The Panel will adopt a Review Procedures and Policies Handbook that provides further direction on the types of projects to be reviewed, the specific issue areas to be considered in those reviews, as well as the structure of the review process itself. This Review Handbook may be relied upon by WT/City staff and proponents as representing the policies of the Panel regarding the conduct of its business. The Review Handbook may be updated from time to time to reflect evolving practices of the Panel. The current version of the Review Handbook will be made publicly available, along with these By-Laws, by Waterfront Toronto.