

MINUTES of a meeting of the Governance Committee of the Toronto Waterfront Revitalization Corporation, held at the Offices of the Toronto Waterfront Revitalization Corporation, 20 Bay Street, Suite 1310, Toronto, Ontario, on Wednesday, April 30, 2014 at 9:00 a.m., local time.

PRESENT: Mark Wilson, Chair
Jack Cockwell
Ross McGregor

The following additional persons were in attendance, unless otherwise noted, throughout the meeting or only for particular business items as noted in these minutes: John Campbell, President and Chief Executive Officer and Ian Beverley, Legal Counsel.

The Chair, Mark Wilson, took the chair and with the consent of the Directors, appointed Ann Marie Landry to act as secretary of the meeting.

The Chair declared that a quorum of Committee Members was present and that notice of the meeting having 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. Minutes

The minutes of the October 2, 2013 and October 9, 2013 meetings of the Governance Committee were tabled, and **ON MOTION** duly made, seconded and carried, it was **RESOLVED** that the minutes of Governance Committee meetings held on October 2, 2013 and October 9, 2013 be and are hereby approved.

2. Remuneration Policy

A revised Remuneration Policy was tabled noting an additional item covered by the annual stipend being "meetings with politicians, their staff and officials". Discussion was not required and **ON MOTION** duly made, seconded and carried, it was **RESOLVED** that the revised Remuneration Policy be and is hereby approved.

3. By-Law No. 2

The Committee discussed Section 5 of By-Law No. 2 regarding the recording of meetings. Given today's technology and the ability to record using cell phones, etc., the Committee reviewed this section of the By-Law to continue to stay current and transparent. The Committee agreed that Section 5 was outdated and further agreed that except for in-camera meetings, broadcasting, video or other recordings may be made of meetings, with prior notice to the Board or the Committee.

It was agreed that Management would revise By-Law No. 2 accordingly and circulate it to the Committee members for review and approval prior to tabling it at the May 5, 2014 Board meeting for approval.

4. Communications and Marketing Committee Mandate

Ross McGregor advised that the Communications and Marketing Committee Mandate was reviewed and revised at the Communications and Marketing Committee meeting on March 26, 2014 to include oversight of Government Relations. It was agreed that government relations naturally falls within the purview of the Communications and Marketing Committee, not the Governance Committee where it previously lived. Government relations issues are consistently discussed at the Communications and Marketing Committee meetings and therefore the mandate should be consistent with this practice. The Committee will now be referred to as the “Communications, Marketing and Government Relations Committee” and both its mandate and that of the Governance Committee will be revised accordingly. Further discussion was not required and **ON MOTION**, duly made, seconded and carried, it was **RESOLVED** that the revised Communications, Marketing and Government Relations Committee Mandate as well as the Governance Committee Mandate be and are hereby approved for recommendation to the Board.

5. Termination of the Meeting

There being no further business, **ON MOTION**, duly made, seconded and carried, be it **RESOLVED** that the meeting be terminated at 10:00 a.m. local time.

Chair

Secretary of the Meeting