

**WATERFRONT**Toronto

# Human Resources, Governance and Stakeholder Relations Committee

## Agenda and Meeting Book

THURSDAY, SEPTEMBER 14, 2023 FROM 9:00 AM TO 11:00 AM

MICROSOFT TEAMS MEETING



## Human Resources, Governance and Stakeholder Relations Committee

### Agenda - Thursday, September 14, 2023

#### Public Session Agenda

9:00 a.m.	1. Land Acknowledgement	Information	W. Cartwright
9:05 a.m.	2. Motion to Approve Meeting Agenda	Approval	All
9:05 a.m.	3. Declaration of Conflicts of Interest	Information	All
9:10 a.m.	4. Consent Agenda		
	a) Draft Minutes of the Open Session June 1, 2023 HRGSR Committee Meeting - 4	Approval	All
	b) Environmental, Social and Governance (ESG) Update - 8	Information	L. Taylor
	c) Human Resources Report	Information	R. Desrochers
	Coversheet - 10		
	HR Report - 11		
	KPIs - 15		
	Org Chart as of June 30 2023 - 16		
	d) 2024 Meeting Schedule for Board & Committees	Information	I. Ness
	Coversheet - 17		
	Draft 2024 Board and Committee Meeting Calendar and Workplan - 18		
9:20 a.m.	5. Work Plan for HRGSR Committee	Approval	I. Ness
	Coversheet - 20		
	Draft Sept 2023 - Dec 2024 HRGSR Committee Meeting Calendar and Workplan - 21		
9:25 a.m.	6. Consideration of Governance Documents	Approval	I. Ness
	Coversheet - 23		
	Draft By law No. 1 - Waterfront Toronto - August 25, 2023 - 24		
	Draft HRGSR Committee Mandate - August 25, 2023 - 33		
9:30 a.m.	7. Board Attribute & Skills Matrix	Information	K. Verner
	Coversheet - 40		
	Presentation - 41		
	Board Attribute & Skills Matrix Form - 44		

9:40 a.m.	8. Motion to go into Closed Session	Approval	W. Cartwright
	<p><b>Closed Session Agenda</b></p> <p>The Committee will discuss items 9 being consideration of the minutes of the Closed Session June 1, 2023 HRGSR Committee meeting in a closed session as permitted by By-Law No. 2 of the Corporation. The exception relied on for the discussion for item 9 in the closed session is provided in the Minutes of the Open Session of the June 1, 2023 HRGSR Committee meeting contained in item 4(a) of this agenda. 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.</p> <p>Closed Session - 46</p>		
9:45 a.m.	10. Motion to go into Open Session	Approval	All
	Public Session Agenda		
9:45 a.m.	11. Resolution(s) Arising from the Closed Session	Approval	W. Cartwright
	Form - 47		
9:45 a.m.	12. Motion to Terminate the Meeting	Approval	W. Cartwright
FYI	Next Meeting: Thursday, November 9, 2023	Information	All
	Upcoming Board & Committee Meeting Schedule - 48		

**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, June 1, 2023 at 9:00 a.m. local time**

**PRESENT:** Wende Cartwright (Chair)  
Rahul Bhardwaj  
Paul Khawaja

**REGRETS:** Councillor Ausma Malik

**ATTENDANCE: WATERFRONT TORONTO**  
George Zegarac (President and CEO)  
Ian Ness (General Counsel)  
David Kusturin (Chief Project Officer)  
Rose Desrochers (VP, Human Resources and Administration)  
Cameron MacKay (VP, Strategic Communications and Engagement)  
Kristina Verner (SVP, Strategic Policy & Innovation)  
Ed Chalupka (Director, Government Relations)  
Anton Pojasok (Director, Innovation & Sustainability)  
Ella Liu (Senior Analyst, Corporate & ESG Reporting)  
Charmaine Miller (Executive Assistant to the CEO & Board Admin)

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

- Steve Diamond, Jeanhy Shim, Drew Fagan, Directors, Waterfront Toronto
- Vania Georgieva, Anamika Srivastava, Beatriz Elena Canchila Vasquez, Infrastructure Canada
- John-James Stranz, Cory MacDonald, Ontario Ministry of Infrastructure
- Jay Paleja, Waterfront Secretariat, City of Toronto
- Heather Wilkinson, H. Wilkinson Consulting

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”).

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 9:04 a.m. and declared that the meeting was duly constituted for the transaction of business.

## 1. Land Acknowledgement

Wende Cartwright acknowledged Indigenous Peoples' presence and connections to lands under revitalization by Waterfront Toronto.

## 2. Motion to Approve Agenda

The Committee Chair noted that there would be a change in the order of items to accommodate the schedule of the Board Chair. Item 12 (Year-end Performance for the CEO) would be addressed after item 9 (Consent Agenda), followed by item 11 (Recruitment) and then item 10 (Year-end Performance Assessment for the Executives).

**ON MOTION** duly made by Rahul Bhardwaj, and seconded by Paul Khawaja and carried, it was **RESOLVED** that the Agenda, as revised, 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 March 8, 2023

**ON MOTION** duly made by Paul Khawaja, seconded by Rahul Bhardwaj and carried, it was **RESOLVED** that the Minutes of the Open Session of the HRGSR Committee meeting held on March 8, 2023 be approved, as tabled.

- b) Environmental, Social and Governance (ESG) update

Anton Pojasok, Director, Innovation & Sustainability provided an update that WT completed a refresh materiality assessment, and the results would be presented to the Board in June 2023 as part of the 2022/23 Integrated Annual Report (IAR).

## 5. Human Resources Report

Rose Desrochers, VP, Human Resources & Administration presented 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 also contained a dashboard on KPIs for the fiscal quarter and fiscal year end, including previous quarters and fiscal years for comparison and to identify trends.

**6. Staff Performance Review for 2022/23**

The CEO presented a report highlighting some of Waterfront Toronto's accomplishments for this past fiscal year. Wende Cartwright, in her capacity as Committee Chair noted that this was another extremely busy year for Waterfront Toronto. Although much of the public attention has been on the high profile projects of Port Lands Flood Protection and Quayside, the reality is that so much more has been achieved.

The CEO presented a summary of the 2022/23 Planning for Success (PFS) rating results for all 63 eligible staff below the CEO along with comparison results for 2021/22.

**7. Communications and Events Calendar**

Cameron MacKay, VP Communications & Public Engagement provided the Committee a Communications and Events Calendar, which outlined planned events and board members were encouraged to review the calendar and join any events where they wish to do so.

**8. Motion to go into Closed Session**

In accordance with By-Law No. 2 of the Corporation and **ON MOTION** made by Paul Khawaja, and seconded by Rahul Bhardwaj, and carried, the Committee **RESOLVED** to go into Closed Session to continue discussions on items 9, 10, 11 and 12. The exception relied on for the discussion for item 9 in the closed session is provided in the Minutes of the Open Session of the March 8, 2023 HRGSR Committee meeting contained in item 4(a) of this agenda, for items 10, 11 and 12 is Section 6.1(1)(b) 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.

**9. Consent Agenda**

**Draft Minutes of the Closed Session of March 8, 2023 HRGSR Committee meeting**

**10. Year-end Performance Assessment for Executives** (For the period April 1, 2022 to March 31, 2023 and compensation recommendations for April 1, 2023 to March 31, 2024)

**11. Recruitment**

**12. Year-end Performance Assessment for the CEO** (For the period April 1, 2022 to March 31, 2023 and compensation recommendations for April 1, 2023 to March 31, 2024)

**13. Motion to go into Open Session**

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

**14. Resolution Arising from the Closed Session**

**Item 9 Draft Minutes of the Closed Session March 8, 2023 Meeting**

**ON MOTION** duly made by Rahul Bhardwaj and seconded by Paul Khawaja and carried, it was **RESOLVED** that the Minutes of the Closed Session of the HRGSR Committee meeting held on March 8, 2023 be approved as tabled.

**Item 11 Recruitment**

**ON MOTION** duly made by Paul Khawaja and seconded by Rahul Bhardwaj, and carried, it was **RESOLVED** that the HRGSR Committee recommends that the Board of Directors of the Corporation approve the recruitment proposed by the CEO at the meeting.

**15. Termination of the Meeting**

There being no further business, **ON MOTION** duly made by Rahul Bhardwaj, seconded by Paul Khawaja and carried, it was **RESOLVED** that the meeting be terminated at 10:39 a.m. local time.

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Committee Chair

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Secretary of the Meeting





# Human Resources, Governance & Stakeholder Relations Committee

## September 14, 2023

### Item 4b) Environmental, Social, and Governance (ESG) Update

In accordance with the TWRC Act, WT's mandate is to enhance the economic, social, and cultural value of the designated waterfront area in a fiscally and environmentally responsible manner. ESG is embedded in Board committee mandates, strategic plans, and annual reports (aligned with leading international frameworks – Global Reporting Index, UN Sustainable Development Goals). This update is to provide advancements in specific areas of ESG in the past quarter (note: not exhaustive).

Topic	Q1 2023/24 Update	Oversight
<b>Governance</b>	<b>Regular ESG Updates to Board</b> <ul style="list-style-type: none"> <li>Quarterly “ESG Update” standing agenda item for Board and Committees effective June 2022.</li> <li>WTs first annual Climate Action Plan presented to Board Q4 2022/23</li> </ul>	Board
	<b>Internal ESG Awareness</b> <ul style="list-style-type: none"> <li>Presented WTs Climate Action Plan (CAP) to all-staff Townhall April 25, 2023 to increase awareness of program.</li> <li>Conducted an ESG awareness session with senior management team, focusing on the role of governance, reporting and industry best practices in ESG.</li> <li>Planning for ESG awareness series with all staff in the fall 2023 to increase cross-functional support of program and internal capacity-building.</li> </ul>	Board
	<b>Materiality Assessment</b> <ul style="list-style-type: none"> <li>Completed 2023 materiality assessment (previous assessment: March 2020) to identify priority ESG topics for reporting based on importance to WT's stakeholders and WT's ability to impact. 255 internal and external respondents participated.</li> <li>Results were published in the 2022/23 Integrated Annual Report and will be used to inform KPI target-setting for the 2023/24 Strategic Business Plan.</li> </ul>	HRGSR/ Board
<b>Environment</b>  SDGs supported: <div>        </div>	<b>Climate Action Plan (CAP)</b> Following recommendations from the 2022 Task Force on Climate-related Financial Disclosures (TCFD) assessment by PwC, including adoption of TCFD in WT's Integrated Annual Report starting 2022, continue to implement 5-year strategy for CAP, focused on: <ol style="list-style-type: none"> <li>Exploring net-zero target: developing a GHG / net-zero strategy and action plan.</li> <li>Low carbon procurement: developing specific low carbon requirements for upcoming construction projects.</li> <li>Stakeholder engagement: networking with net-zero WT stakeholders and industry leaders; building internal awareness of CAP.</li> <li>Establishing governance: achieved via regular CAP updates to senior management and the Board.</li> </ol>	Board

<b>Social</b>  SDGs supported:    	<b>Diversity, Equity &amp; Inclusion (DE&amp;I) Strategy</b> <ul style="list-style-type: none"> <li>• Implementation of DE&amp;I Strategy recommendations from MNP remain underway (4/12 recommendations completed to date).</li> <li>• Adopted a DE&amp;I affirmation statement, WT purpose statement and organizational values in support of a people-first DE&amp;I strategy. Statements were published in the 2022/23 IAR.</li> <li>• Following the staff needs assessment surrounding training for DE&amp;I, research was conducted on training providers and proposals were analyzed to select a vendor and offering to be delivered starting fall 2023.</li> </ul>	HRGSR
	<b>Accessibility Strategy</b> <ul style="list-style-type: none"> <li>• Continued to progress the development of Waterfront Accessibility Design Guidelines, building on the AODA and Toronto Accessibility Design Guidelines, to guide public realm design and demonstrate leadership in accessible design excellence on the waterfront.</li> </ul>	Board
	<b>Public Art</b> <ul style="list-style-type: none"> <li>• Design development and community engagement underway for Indigenous permanent public artwork at the King/Queen Triangle in the West Don Lands.</li> </ul>	Board
	<b>Ongoing Engagement with Indigenous Treaty Holders</b> <ul style="list-style-type: none"> <li>• Continued engagement with the Mississaugas of the Credit First Nation (MCFN) and Indigenous advisors to inform project plans and delivery approaches, including for Quayside, the Waterfront East LRT Project, the Keating Channel Pedestrian Bridge, and the Port Lands Flood Protection project.</li> <li>• Supported the MCFN in submitting an application to Heritage Canada for funding to conduct a feasibility study for a nationally-significant Indigenous Cultural Centre on the waterfront. A final determination of funding has not yet been made.</li> </ul>	Board

<b>Purpose</b>	For Committee Information.
<b>Areas of note / Key issues</b>	<p>The Human Resources (HR) report provides a general overview of Q1: April 1, 2023, to June 30, 2023, touching upon some of the following elements that are core to our HR practices: KPIs, Recruitment, Talent and Succession Management, Organizational Effectiveness, Learning and Development, Performance Management, Rewards and Recognition, Diversity, Equity and Inclusion.</p> <p>Some key areas to note in the report are:</p> <p><b>HR KPIs</b> – Our HR KPIs have been updated for Q1 and are presented in a dashboard reflecting employee: i) Work Life Balance, ii) Wellbeing, Commitment &amp; Motivation, iii) Satisfaction and iv) Development.</p> <p><b>Recruitment, Talent &amp; Succession Management</b> - Corporate wide efforts to improve total rewards and target recruitment continued and as a result, nine new employees were onboarded during the quarter (six of which were summer interns) and with only three voluntary staff exits in the quarter, our turnover rate remained low at 3% for the quarter.</p> <p>We continued to update our succession plans by focusing on critical roles, identifying internal and external successors, and creating development plans.</p> <p><b>Organization Effectiveness</b> – Hybrid work environment continued with staff in office five days over ten days. Commencing in Q2, we will be moving to a three day a week in-office work environment.</p> <p>In April, we began monthly staff “All-In Days”. The days included a staff town hall and other programming, including welcoming new employees, service awards, birthday celebrations, and walking tours of the Waterfront projects hosted by our team members.</p> <p>In preparation for our office move at the end of 2023 to T3 Bayside, work continued with our office clean-up.</p> <p><b>Diversity, Equity &amp; Inclusion</b> – As a result of the DE&amp;I Training Needs Assessment, training facilitators were contacted, evaluated, and selected and training sessions for our staff have been scheduled in the upcoming quarters.</p>
<b>Next Steps</b>	The next HR Update will be provided in Q3 of 2023/2024, reflecting on Q2 (July 1 to September 30, 2023).

The purpose of this report is to provide an overview of Human Resources (HR) practices at Waterfront Toronto for Q1 (April to June) of FY 2023/24.

A key corporate objective of Waterfront Toronto is to provide a work environment that attracts, motivates, and retains top talent. The following elements are core to our HR practices: Recruitment, Talent and Succession Management, Organizational Effectiveness, Learning and Development, Performance Management, Rewards and Recognition, Diversity, Equity and Inclusion and an HR Framework that encompasses values, culture and ethics, equitable and accurate payroll, benefits administration, as well as occupational health, safety and wellness programs. This report contains highlights of our work with respect to these core elements:

## **General Update**

### **HR KPI Dashboard**

- The dashboard attached reports on KPIs for the fiscal quarter, including comparisons to previous quarters and fiscal years, to identify trends and support strategic analysis.
- Trends in the dashboard are referenced throughout this report.

### **Recruitment, Talent, and Succession Management**

- As of June 30, 2023, the Corporation's total approved position count was 103.5, plus two positions that were unplanned and unbudgeted, for a total of 105.5, distributed as follows:
  - 94.5 fulltime positions – 82 filled FTE positions and 12.5 of the positions were vacant. Recruitment for 4 of those vacant positions was in progress.
  - 11 contract positions – 8 filled contract positions and 3 were vacant. Recruitment for 1 of those vacant positions was in progress.

Please see Appendix A for the organization chart corresponding to the position count.

- The HR Team in collaboration with the IT team collected and took headshot photos of all staff to prepare a Visual Organization Chart. This visual organization chart is for internal use and will assist in onboarding new team members and familiarizing staff with one another given the hybrid work environment.
- Our current practice is to conduct all recruitments in-house where possible, except for the Executive level or other high-profile positions. Available positions are circulated internally, posted on our website and social media channels, advertised on LinkedIn, through professional associations and other job boards. We have been tracking application sources for a year now to better understand our outreach and make improvements. We will continue this work as part of our review and revision

of critical business processes to ensure they are consistent with DE&I best practices and free of bias and inequity.

- External recruiters are contacted for assistance when our own recruitment process is unsuccessful in delivering the right candidate or when the recruitment requires a quick turnaround.
- Recruitment efforts have continued remotely with some integration of in-person interviews. We successfully hired and onboarded nine new employees during the quarter – three in fulltime permanent positions and six summer interns to support departments over a four-month period from May to August.
- During this quarter we had a total of 4 employee exits, of which 3 were voluntary, and 1 end of contract. Please see attached dashboard to review quarterly and annual turnover rates.
- We are pleased to see our voluntary turnover rate remain low at 3% this quarter, which is in line with our annual historical average. This turnover rate is also lower than the last two fiscal Q1s, which was 5% and 4% respectively.
- A succession plan that was originally created with the CEO and presented to this Committee in November 2022 was updated and presented again in June 2023 for the senior management team positions that included approximate retirement dates.
- As a core function of resource and succession planning, we are continuing our work to enhance and review our succession plans annually including prioritizing critical roles, naming potential internal and external successors, and creating development plans by identifying, assessing and documenting crucial job skills, knowledge requirements, competencies, stakeholder relationships and organizational practices to staff the current and future pipeline of projects.
- A brief succession plan for the C-Suite officers will be presented in the Directors Only session.

## Organizational Effectiveness

- We are continuing with the hybrid work environment, with staff working in the office five days over a ten-day period at minimum.
- Following directions received from the province, in Q2, we will be commencing with staff working in the office three days per week.
- We also continue to use Robin as the desk reservation system to support this hybrid work environment.
- Commencing in April, we began staff “All-In Days” that take place once per month and all staff were required to attend the office on this day. The days included a staff town hall where we welcomed new employees, presented service awards, celebrated birthdays, and provided updates to staff. In addition to the town halls, these “All-in Days” included programming such as team building exercises and walking tours of the Waterfront projects hosted by our team members. These days foster team building and collaboration across the organization and the feedback has been positive.
- In preparation for our office move at the end of 2023 to T3 Bayside, work continues on our office clean-up which includes digitization of some of our records, participating in discussions regarding our new office design, working with our external and internal teams to facilitate a smooth 20 Bay Street office decommissioning at the end of 2023.

- We continue to provide updates at staff townhalls and an opportunity for staff to provide their feedback on common spaces and furnishings.

## Learning & Development

- We support learning and development opportunities employees wish to take to enhance and develop their skills. After revising our Learning and Development Guideline as of April 1, 2021, we immediately saw an increase in the number of employees using the program as well as the average spending per employee. We are continuing to see the average number of employees accessing the program remain consistent quarter over quarter and increase from last year.
- In Q1, the average spending amount per employee using the program was \$482.78. The number of employees accessing the program in Q1 increased from last Q1 (2022/23). These numbers do not include spending on corporate mandatory training programs and are only employee/manager-initiated sessions. More information on employee development is presented in the attached dashboard.

## Performance Management

- Annually, employee performance is reviewed and evaluated through our Planning for Success (PFS) process, which evaluates the performance of all employees against corporate and specific personal goals. Waterfront Toronto has always applied the Pay for Performance (P4P) system through this PFS process.
- Our rigorous three-step PFS process takes place year-round with formal check-ins that support ongoing discussions between employee and manager. The process consists of:
  - Step 1 - Planning (start of fiscal year) - identification of each position's core responsibilities and objectives and the definition of specific goals to be accomplished including performance measures of quality, quantity and time;
  - Step 2 - Continuous Feedback (mid-year) - a review of results achieved to date on required responsibilities and specific objectives, and revision of these if required; and
  - Step 3 - Year-end Review (end of fiscal year) – a review of work results for the year against required core responsibilities and specific objectives and assessment of achieved results.
- Our PFS process is structured to evaluate both what an employee achieves throughout the fiscal year as well as how the employee undertakes the work, through evaluation against Waterfront Toronto's corporate vision, business objectives, code of ethics and key competencies.
- Our Step 1 – Planning of our PFS process for fiscal year 2023/24 was scheduled to be completed by July 15<sup>th</sup>.

## Rewards & Recognition

- In May 2014, we created a service awards program as part of rewards and recognition. Since the program started, we have recognized a great number of staff through presentations at staff townhalls.
- During this quarter, we recognized 5 staff with five years of service, and 2 staff with fifteen years of service. Since inception of our program to June 30, 2023, we have recognized a total of 120 employees with service awards.

- Our Social Committee continues to be active, planning monthly staff birthday celebrations with cake and planning for the Annual Staff Picnic which is happening in the next quarter. These social events provide an opportunity to strengthen working relationships between staff and enhance morale.
- As part of our continuous assessment of our comprehensive benefit package, on an annual basis, our benefit broker goes to market to evaluate our current program coverage and pricing to ensure our programs and service offerings remain competitive and comparable to similar organizations and continue to support employee health and wellness.
- During this quarter, the assessment of our benefit package was completed, and recommendations were made to enhance our program offerings and switch benefit providers. This switch is taking place during Q2 and becomes effective in Q3. More to come on this in our Q2 HR report at the next meeting.

## Diversity, Equity & Inclusion

- The organization values and affirmation statements were finalized by all staff during the last fiscal year and work has begun to now incorporate them into our corporate website and documents.
- A Training Needs Assessment (TNA) that is used to determine what kind of DE&I learning and training is optimal for an organization as it plans its employee training program was completed in the last fiscal year and presented to staff at the February 2023 town hall.
- The purpose of the TNA is to support our goal of ensuring an inclusive workplace with a welcoming culture free from harassment, racism, and discrimination. DE&I training allows us to not just learn from other perspectives but to improve our literacy of equity issues and more easily engage in important discussions around equity.
- After reviewing the results of the TNA survey, we continued evaluating selected training facilitators to deliver our DE&I training to select a vendor and begin planning the training sessions to be held in the coming quarters.

We continue to move our HR strategies forward and further updates will be provided at the next quarterly meeting.

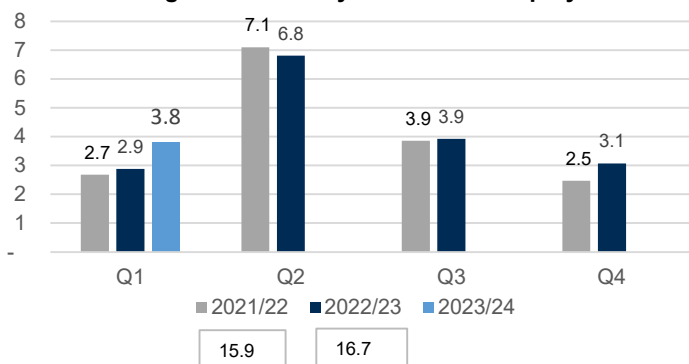
# Human Resources KPI Dashboard as of June 30, 2023 (Q1 2023/24)

Issued for HRGSR meeting on: September 14, 2023

All figures are presented by fiscal year

## Work Life Balance

### Average Vacation Days Taken Per Employee



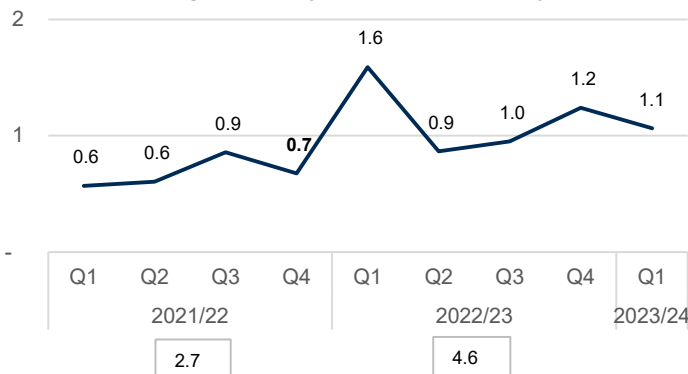
#### Trends:

In 2023/24 Q1, we saw an increase in average vacation days taken per employee compared to the last two years Q1. It is great to see the average number of vacation days increase year over year. The data continues to point to healthy work life balance with an increased vacation day average per employee.

The increase is likely due to the lifting of global pandemic related restrictions as well as high vacation balances due to carry overs from previous years.

## Wellbeing, Commitment, and Motivation

### Average Sick Days Taken Per Employee



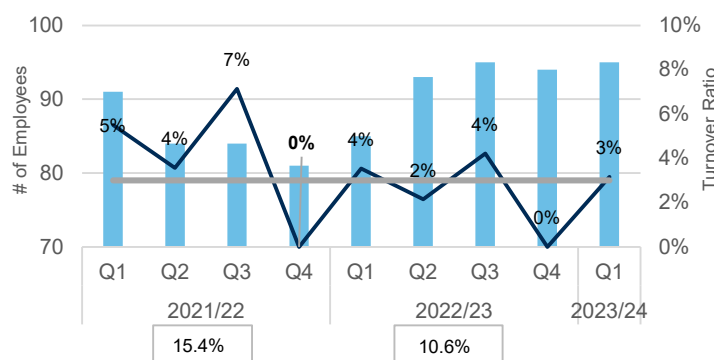
#### Trends:

In 2023/24 Q1 we saw a decrease in sick day use both compared to the last quarter as well as Q1 of 2022/23. This indicates a healthy staff and strong work life balance.

The decrease from this quarter compared to this time last year could be due to the return to the workplace that started in Q1 2022/23 and lifting of many pandemic related restrictions that led to a lot of illnesses at the time.

## Satisfaction

### Voluntary Employee Turnover



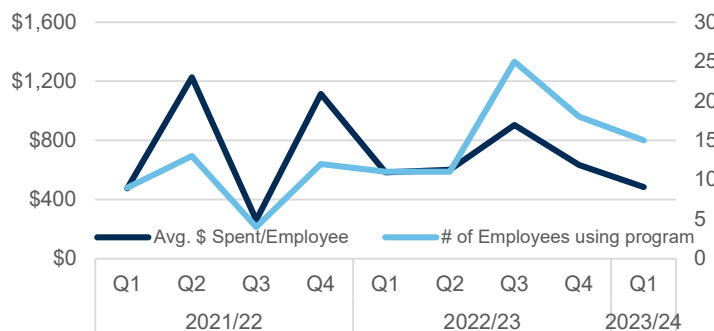
#### Trends:

In 2023/24 Q1, Waterfront Toronto experienced a 3% voluntary employee turnover, which is on par with the annual historical average for the corporation.

Given average turnover rates experienced in the employment market, Waterfront Toronto continues to demonstrate exceptionally low turnover rates, supporting our ability to retain staff through strong total rewards and overall staff satisfaction.

## Development

### Learning and Development Spending and Usage



#### Trends:

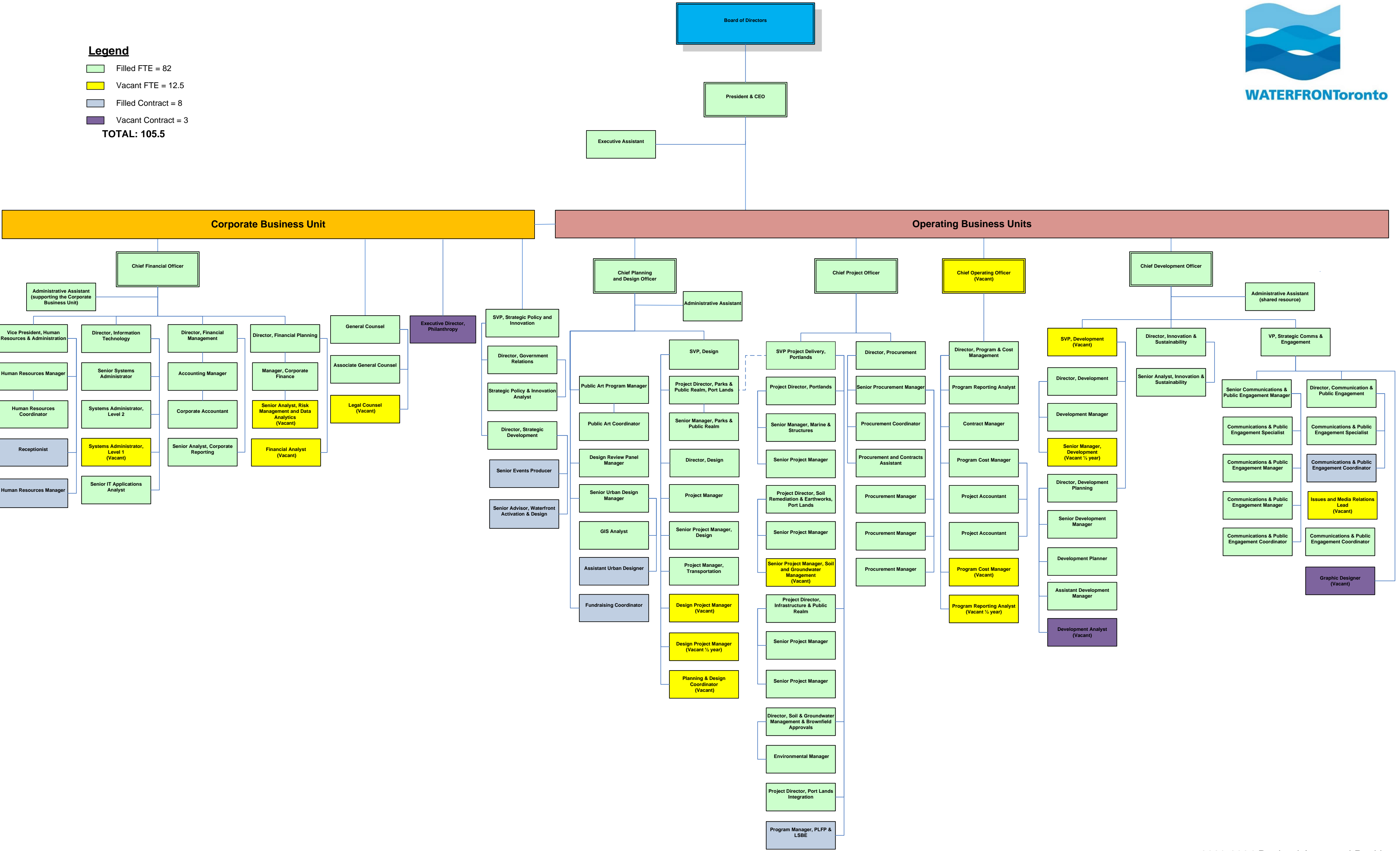
In 2023/24 Q1, we saw the highest participation rate in the learning and development program in a Q1 over the last four years. The average spend per employee is in line with previous Q1s, pointing to steady engagement in the program.

It's great to see staff prioritizing their learning and development and participating in the program.

Legend

- Filled FTE = 82
- Vacant FTE = 12.5
- Filled Contract = 8
- Vacant Contract = 3

TOTAL: 105.5





Human Resources, Governance and Stakeholder Relations  
Committee Meeting  
September 14, 2023  
Item 4d – 2024 Meeting Schedule for Committees & Board

Purpose	For Information
Areas of note/ Key issues	Attached for information is the proposed board and committee meeting calendar for 2023-2024.
Resolution/ Next Steps	The proposed meeting calendar will be presented to the board for their information on October 12, 2023.

## BOARD/COMMITTEE MEETING CALENDAR & WORKPLAN

### September 2023 – December 2024

Abbreviations: “ <b>Board</b> ” means Board of Directors “ <b>FARM</b> ” means Finance, Audit & Risk Management Committee “ <b>IREC</b> ” means Investment and Real Estate Committee “ <b>HRGSR</b> ” means Human Resources, Governance and Stakeholder Relations Committee			
<b>Committee Composition</b>	<b>FARM</b> 1. Kevin Sullivan (Chair) 2. Jeanhy Shim 3. Drew Fagan 4. Laurie Payne	<b>HRGSR</b> 1. Wende Cartwright (Chair) 2. Rahul Bhardwaj 3. Paul Khawaja 4. Deputy Mayor Ausma Malik	<b>IREC</b> 1. Jack Winberg (Chair) 2. Andrew MacLeod 3. Leslie Woo 4. Alysha Valenti
<b><u>Statutory &amp; Public Holidays</u></b>  <b>2023</b> Labour Day- Monday, September 4 Thanksgiving- Monday, October 9 Remembrance Day- Saturday, November 11 (Monday, November 13 in lieu) Christmas & Boxing Day- Mon & Tues, Dec 25 & 26  <b>2024</b> New Year – Monday, January 1 Family Day- Monday, February 19 Good Friday – March 29 Easter- Monday April 1 Victoria Day- Monday, May 20 Canada Day- Monday, July 1 Civic Holiday- Monday, August 5 Labour Day- Monday, September 2 Thanksgiving- Monday, October 14 Remembrance Day- Monday, November 11 Christmas & Boxing Day- Wednesday & Thursday Dec 25 & 26			<b><u>Other Holidays and Events</u></b>  <b>2023</b> Rosh Hashana –Fri, Sept 15 - Sun, Sept 17 Yom Kippur – Sun, Sept 24 - Mon, Sept 25 National Day for Truth & Reconciliation – Saturday, September 30  <b>2024</b> Ramadan – March 10 – April 8 TDSB March Break- March 11-15 Eid al-Fitr – April 9-10 Passover – April 22-30 Eid al-Adha – June 16-17 National Day for Truth & Reconciliation – Monday, September 30 Rosh Hashanah – October 2-4 Yom Kippur – October 11-12
<b>*Note:</b> Unless otherwise agreed: • Board meetings are from: <b>1:00p.m. - 5:00p.m.</b> • Committee meetings are from: <b>9:00a.m. - 11a.m. (HRGSR); 9:00a.m – 11:30a.m. (FARM)</b> <b>1:00p.m – 3:00p.m. (IREC)</b>			

S/N	Date (2023)	Board/Committee	Key Agenda Item(s) include:
1.	Thursday, September 14	HRGSR	• Per HRGSR Work plan
2.	Thursday, September 21	FARM	• Per FARM Work plan
3.	Thursday, September 28	IREC	• Per IREC Work plan
4.	Thursday, October 12	Board	<ul style="list-style-type: none"> <li>• Report of the HRGSR, IREC, and FARM committees</li> <li>• 2024 Board and Committee Meeting Calendar</li> <li>• Interim Performance Assessment for the CEO for 2023/24</li> </ul>
5.	Thursday, November 9	HRGSR	• Per HRGSR Work plan
6.	Thursday, November 16	IREC	• Per IREC Work plan
7.	Thursday, November 23	FARM	• Per FARM Work plan
8.	Thursday, December 7	Board	<ul style="list-style-type: none"> <li>• Report of the HRGSR, IREC, and FARM committees</li> <li>• Approval of 2023/24 Corporate Plan</li> </ul>

S/N	Date (2024)	Board/Committee	Key Agenda Item(s) include:
1.	Thursday, February 22	FARM	• Per FARM Committee workplan
2.	Thursday, March 7	HRGSR	• Per HRGSR Workplan
3.	Thursday, March 14	IREC	• Per IREC Workplan
4.	Monday, March 25	Board	• Reports of the IREC, FARM and HRGSR committees
5.	Thursday, May 23	IREC	• Per IREC Workplan
6.	Thursday, May 30	FARM	• Per FARM Workplan
7.	Monday, June 10 1:00-3:00pm	HRGSR	• Per HRGSR Workplan
8.	Monday, June 24	Board	<ul style="list-style-type: none"> <li>• Reports of the HRGSR, IREC, and FARM committees</li> <li>• Approve 2023/24 Annual Report</li> <li>• Approve 2023/24 audited financial statements</li> <li>• Year-end Performance Assessment for the CEO for 2023/24 and approval of compensation for 2024/25</li> </ul>
9.	Thursday, September 12	HRGSR	• Per HRGSR Workplan
10.	Thursday, September 19	FARM	• Per FARM Workplan
11.	Thursday, September 26	IREC	• Per IREC Workplan
12.	Thursday, October 17	Board	<ul style="list-style-type: none"> <li>• Report of the HRGSR, IREC, and FARM committees</li> <li>• 2025 Board and Committee Meeting Calendar</li> <li>• Interim Performance Assessment for the CEO for 2024/25</li> </ul>
13.	Thursday, November 7	HRGSR	• Per HRGSR Work plan
14.	Thursday, November 14	IREC	• Per IREC Workplan
15.	Thursday, November 21	FARM	• Per FARM Work plan
16.	Thursday, December 5	Board	<ul style="list-style-type: none"> <li>• Report of the HRGSR, IREC, and FARM committees</li> <li>• Approval of 2024/25 Corporate Plan</li> </ul>



Human Resources, Governance and Stakeholder Relations  
Committee Meeting  
September 14, 2023  
Item 5 – Work Plan for HRGSR Committee  
Ian Ness

<b>Purpose</b>	For approval.
<b>Areas of note/ Key issues</b>	In accordance with both good practices and the mandate of the HRGSR committee, it is appropriate that the Committee establish a work plan for the coming year. The proposed work plan is attached.
<b>Resolution/ Next Steps</b>	<b>ON MOTION</b> duly made, seconded, and carried, be it <b>RESOLVED</b> that the Committee approve the work plan for the HRGSR Committee, as presented at the meeting.



# September 2023 – December 2024 HRGSR COMMITTEE MEETING CALENDAR & WORKPLAN

Abbreviation:

“HRGSR” means Human Resources, Governance and Stakeholder Relations Committee

## Committee Composition

### HRGSR

1. Wende Cartwright (Chair)
2. Rahul Bhardwaj
3. Paul Khawaja
4. Deputy Mayor Ausma Malik

## Committee Meeting Dates

Thursday, September 14, 2023  
Thursday, November 9, 2023  
Thursday, March 7, 2024  
Monday, June 10, 2024  
Thursday, September 12, 2024  
Thursday, November 7, 2024

## Statutory & Public Holidays

### 2023

Labour Day- Monday, September 4  
Thanksgiving- Monday, October 9  
Remembrance Day- Saturday, November 11 (Monday, November 13 in lieu)  
Christmas & Boxing Day- Mon & Tues, Dec 25 & 26

### 2024

New Year – Monday, January 1  
Family Day- Monday, February 19  
Good Friday – March 29  
Easter- Monday April 1  
Victoria Day- Monday, May 20  
Canada Day- Monday, July 1  
Civic Holiday- Monday, August 5  
Labour Day- Monday, September 2  
Thanksgiving- Monday, October 14  
Remembrance Day- Monday, November 11  
Christmas & Boxing Day- Wednesday & Thursday Dec 25 & 26

## Other Holidays and Events

### 2023

Rosh Hashana –Fri, Sept 15 - Sun, Sept 17  
Yom Kippur – Sun, Sept 24 - Mon, Sept 25  
Nat'l Day for Truth & Reconciliation – Sat, Sept 30

### 2024

Ramadan – March 10 – April 8  
TDSB March Break- March 11-15  
Eid al-Fitr – April 9-10  
Passover – April 22-30  
Eid al-Adha – June 16-17  
National Day for Truth & Reconciliation – Monday, Sept 30  
Rosh Hashanah – October 2-4  
Yom Kippur – October 11-12

\*Note: Unless otherwise agreed:

- Committee meetings are from: **9:00 a.m. - 11 a.m.**

**Item taken as read (TAR)**  
**Directors Only (DO)**

S/N	Date	Key Agenda Item(s) include:
1.	<b>Thursday, September 14, 2023</b>	<ol style="list-style-type: none"> <li>1. HR Report (TAR)</li> <li>2. Environmental, Social &amp; Governance (ESG) Update (TAR)</li> <li>3. Work Plan for next year</li> <li>4. Board effectiveness survey discussion (DO)</li> <li>5. Board and committee meeting dates (TAR)</li> <li>6. Board Matrix</li> <li>7. Proposed changes to By law #1 and HRGSR Mandate to reflect appointment of COO</li> <li>8. Succession Plan for C-Suite officers (DO)</li> <li>9. CEO Performance Objectives (DO)</li> </ol>
2.	<b>Thursday, November 9, 2023</b>	<ol style="list-style-type: none"> <li>1. HR Report (TAR)</li> <li>2. Succession Plan for Senior Management, other than C-Suite officers (DO)</li> <li>3. HR Practices and Policies Review (TAR)</li> <li>4. Stakeholder Relations Report</li> <li>5. Consideration of Governance Documents (incl. committee mandates)</li> </ol>
3.	<b>Thursday, March 7, 2024</b>	<ol style="list-style-type: none"> <li>1. HR Report (TAR)</li> <li>2. Consideration of HRGSR Committee Effectiveness</li> <li>3. Environmental, Social &amp; Governance (ESG) Update (TAR)</li> <li>4. Public Sector Salary Disclosure (may be dealt with other than at meeting, dependent upon timing requirements) (DO)</li> <li>5. Office Move HR Update</li> </ol>
4.	<b>Monday, June 10, 2024 1:00-3:00pm</b>	<ol style="list-style-type: none"> <li>1. HR Report (TAR)</li> <li>2. Performance and Compensation reports (DO)</li> </ol>
5.	<b>Thursday, September 12, 2024</b>	<ol style="list-style-type: none"> <li>1. HR Report (TAR)</li> <li>2. Environmental, Social &amp; Governance (ESG) Update (TAR)</li> <li>3. Work Plan for next year</li> <li>4. Board Effectiveness (DO)</li> <li>5. Board and committee meeting dates (TAR)</li> <li>6. Consideration of Governance Documents (incl. committee mandates)</li> <li>7. CEO Performance Objectives (DO)</li> </ol>
6.	<b>Thursday, November 7, 2024</b>	<ol style="list-style-type: none"> <li>1. HR Report (TAR)</li> <li>2. HR Practices and Policies Review (TAR)</li> <li>3. Stakeholder Relations Report</li> <li>4. Succession Plan Update for the Senior Management Team (DO)</li> </ol>

Human Resources, Governance and Stakeholder  
Relations (HRGSR) Committee Meeting  
September 14, 2023  
**Item 6 - Governance Documentation Review**  
**Ian Ness**

<b>Purpose</b>	For approval
<b>Areas of note/ Key issues</b>	The Corporation recently appointed a new Chief Operating Officer. In order to properly reflect this position in our governance documents, it is appropriate to consider amendments to By Law #1 and the Mandate of the HRGSR Committee. The Proposed changes are incorporated in the drafts attached hereto.
<b>Next Steps</b>	<b>ON Motion</b> duly made, seconded, and carried, be it <b>RESOLVED</b> that the Committee recommend for approval by the Board the amendments to By Law # 1 and the Mandate of the HRGSR Committee, in the form presented with such changes thereto as the Board may approve.

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**BY-LAW NO. 1**  
**BEING THE GENERAL BY-LAW**  
**OF**  
**TORONTO WATERFRONT REVITALIZATION CORPORATION**

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## TORONTO WATERFRONT REVITALIZATION CORPORATION

### By-Law No. 1

#### Being the General By-law

Effective Date: October 7, 2021

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## SECTION 1- INTERPRETATION

### 1.1 Definitions

In this By-law, unless the context otherwise specifies or requires:

- (1) "**Act**" means the *Toronto Waterfront Revitalization Corporation Act, 2002*, S.O. 2002, c.28 as from time to time amended and every statute that may be substituted therefor and includes the regulations made under the Act as from time to time amended.
- (2) "**Board of Directors**" means the board of directors of the Corporation;
- (3) "**By-law**" means this By-law No. 1 of the Corporation;
- (4) "**Chair of the Board**" means the person who is the chair of the Board of Directors;
- (5) "**Committee**" means any committee, sub-committee, or special purpose committee of the Board of Directors;
- (6) "**Corporation**" means Toronto Waterfront Revitalization Corporation, and all successors-at-law;
- (7) "**Director**" means a member of the Board of Directors of the Corporation; and
- (8) "**Meeting**" means any regular, special or other meeting of the Board of Directors or of a Committee, where,
  - (a) a quorum of members is present; and
  - (b) members discuss or otherwise deal with any matter in a way that materially advances the business or decision-making of the Board of Directors or Committee.

### 1.2 Interpretation

Words importing the singular number only will include the plural and *vice versa*; and the word "person" will include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons.

### **1.3 Repeal and Replacement of By-law**

Any previous by-law No. 1 of the Corporation concerning the general administration of the Corporation is hereby repealed and replaced with this By-law.

### **1.4 Paramountcy**

In the event of conflict between the provisions of this By-law and any provisions of the Act, the provisions of the Act will take precedence over, and will govern and apply in priority to this By-law.

## **SECTION 2 - HEAD OFFICE**

The head office of the Corporation will be in the City of Toronto in the Province of Ontario.

## **SECTION 3 - SEAL**

The Corporation may use a corporate seal.

## **SECTION 4 - DIRECTORS**

### **4.1 Duties and Composition**

The affairs of the Corporation will be managed and supervised by the Board of Directors in accordance with the Act. The Directors will be appointed in accordance with the Act.

### **4.2 Qualifications**

In addition to the eligibility restrictions under the Act, every Director must be 18 or more years of age. An undischarged bankrupt will be ineligible to be a Director.

### **4.3 Powers**

The Corporation has the capacity, rights, powers and privileges of a natural person to carry out its objects, as set forth in the Act.

### **4.4 Remuneration**

The Board of Directors will, from time to time, by by-law determine the remuneration of Directors and an expense reimbursement policy for expenses incurred by a Director in the performance of the duties of Directors, in accordance with By-law No. 3.

### **4.5 Appointment of Directors and their Terms**

- (1) Directors will be appointed for terms determined in accordance with the Act. Subject to Section 4.5(2) and (3), a Director will remain in office until the expiration of the Director's term of office.
- (2) A Director will automatically be removed from office, if:
  - (a) the Director becomes bankrupt, suspends payment of debts generally, makes an authorized assignment in bankruptcy or is declared insolvent; or

- (b) the Director is found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or is found to be incapable by a court in Canada or elsewhere.
- (3) A Director may, by notice in writing to the Corporation, resign his or her office, which resignation will be effective at the later of the time it is received by the Corporate Secretary of the Corporation (the "**Corporate Secretary**") and the time specified in the notice.

#### **4.6 Filling Vacancies**

A vacancy occurring in the Board of Directors, whether by automatic removal, resignation, expiry of term or otherwise, may be filled in accordance with the Act by the party that appointed the former Director who created the vacancy.

#### **4.7 Code of Conduct & Conflicts of Interest**

All Directors must comply with the Code of Conduct for the Board of Directors on an ongoing basis, including fulfilling the conflict of interest procedures provided therein and executing the Code of Conduct declaration annually.

### **SECTION 5 – COMMITTEES**

#### **5.1 Committees of the Board of Directors**

- (1) The Board of Directors may, from time to time, appoint Committees of the Board of Directors for such purposes and with such powers as the Board of Directors may see fit.
- (2) The Board of Directors will appoint a chair in respect of each Committee.
- (3) The Board of Directors may appoint and remove Committee members as it deems necessary or appropriate. This power may be delegated by the Board of Directors to the Chair of the Board.

### **SECTION 6 – MEETINGS**

#### **6.1 Meetings by Telephone, Electronic or Other Communication Facility**

Any or all of the Directors may participate in a Meeting by means of such telephone, electronic or other communication facilities as to permit all persons participating in the Meeting to communicate with each other simultaneously and instantaneously, and any Director participating in such a Meeting by such means is deemed to be present at the Meeting for all purposes.

#### **6.2 Place of Meetings**

Meetings of the Board of Directors or of Committees may be held at any place within the Province of Ontario.

#### **6.3 Timing of Notice**

Notice of any Meeting must be given not less than two days before the Meeting is to take place.

#### **6.4 Computation of Time**

Where notice is required to be given under the Act, this By-law or any other by-law of the Corporation, the day of service or posting will not, unless otherwise provided, be counted in calculating the numbers of days in the required notice period.

#### **6.5 Notice to the Public**

The public is entitled to notice of any Meeting and Meetings shall be open to the public in accordance with and subject to: (i) Section 190 of the *City of Toronto Act, 2006*, S.O. 2006, c. 11. Schedule A as from time to time amended, with modifications thereto as referenced in Section 6(4) of the Act, and (ii) By-Law No. 2 of the Corporation.

#### **6.6 Calling of Meetings**

- (1) Any Meeting will be called by the Corporate Secretary on the request of the Chair of the Board, the Chief Executive Officer of the Corporation (the "**Chief Executive Officer**") or any two Directors. A Meeting will specify the purpose of, or the business to be transacted at, the Meeting.
- (2) Except where a Director attends a Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Meeting is not lawfully called (i) attendance of a Director at a of Directors will constitute a waiver of notice of the Meeting, and (ii) Meetings may be held at any time without notice if all the Directors are present or otherwise consent.

#### **6.7 Absence of Chair of the Board**

In the case of absence of the Chair of the Board or of a Committee (as applicable) at a Meeting, a Director or Committee member will be elected by the Directors or Committee members present at the Meeting to act as chair of the Meeting.

#### **6.8 Quorum**

- (1) A majority of the Directors then in office will form a quorum for the transaction of business at a Meeting of the Board of Directors. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.
- (2) If, as a result of the exclusion of a conflicted Director from the part of the Meeting during which the subject matter of the conflict of interest is discussed, no quorum exists for the purpose of voting on a resolution, the remaining Directors will be deemed to form a quorum for the purposes of voting on a resolution.

#### **6.9 Voting**

Each Director is authorized to exercise one vote at each Meeting. Questions arising at any Meeting will be decided by a majority of votes of the Directors in attendance at such Meeting.

#### **6.10 Adjournment**

Any Meeting may be adjourned by the chair of the Meeting with the consent of a majority of the Directors in attendance at the Meeting. Notice of any adjourned Meeting need not be given if the time and place of the adjourned Meeting is announced at the original Meeting. Any adjourned Meeting will be duly

constituted if a quorum is present at it. The Directors who formed a quorum at the original Meeting are not required to form the quorum at the adjourned Meeting.

## **SECTION 7 - OFFICERS**

### **7.1 Appointment of the Chair of the Board**

The Chair of the Board is an officer of the Corporation and is appointed in accordance with the Act.

### **7.2 Appointment and Duties of Officers**

The Board of Directors may, from time to time, by resolution appoint other officers and agents with the titles and performing those duties as are prescribed by the Board of Directors as it deems necessary within its authority.

### **7.3 Remuneration of Chief Executive Officer**

The Board of Directors may, from time to time, by resolution determine the annual remuneration of the Chief Executive Officer.

### **7.4 Duties of Officers may be Delegated**

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of that officer to any other officer or to any Director.

### **7.5 Removal of Chief Executive Officer**

Subject to any agreement to the contrary, the Chief Executive Officer will be subject to removal at any time by resolution of the Board of Directors, with or without cause.

### **7.6 Term and Vacancies**

- (1) Each incumbent officer will continue in office until the earliest to occur of:
  - (a) that officer's resignation, which resignation, subject to the terms of any employment agreement with the officer, will be effective at the time the written resignation is received by the Corporation; or
  - (b) the termination of the officer's employment with the Corporation.
- (2) If the office of any officer of the Corporation is or will become vacant, the Directors may by resolution appoint a person to fill the vacancy.

### **7.7 Code of Conduct & Conflicts of Interest**

All officers must comply with the Code of Conduct for officers on an ongoing basis, including fulfilling the conflict of interest procedures provided therein and executing the Code of Conduct declaration annually.

## **SECTION 8 - PROTECTION OF DIRECTORS AND OFFICERS**

### **8.1 Protection of Directors and Officers**

Except as otherwise provided in the Act, no Director or officer of the Corporation will be liable for:

- (1) the acts, receipts, neglects or defaults of any other Director, officer or employee;
- (2) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation for or on behalf of the Corporation;
- (3) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation will be placed out or invested;
- (4) the insufficiency or deficiency in the maintenance, repair or renovation of any lands or premises owned by, or under the control of, the Corporation;
- (5) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects will be lodged or deposited; or
- (6) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto,

unless, in each such case, the same happens by or through the Director's or officer's own willful neglect or default.

Provided, however, nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability from any breach of the Act.

## **SECTION 9 - INDEMNITIES TO DIRECTORS AND OFFICERS**

### **9.1 Indemnities to Directors and Officers**

- (1) Every Director or officer of the Corporation and his or her respective heirs, executors, administrators, successors and assigns, estate and effects, respectively, will from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
  - (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or as a result of any action, suit or proceeding that is brought, commenced or prosecuted against the Director, officer or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him or her, or omitted by him or her in or about the execution of the duties of such office or in respect of any such liability if such Director, officer or other person acted honestly and in good faith with a view to the best interests of the Corporation; and
  - (b) all other costs, charges and expenses which the Director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or

expenses as are occasioned by the Director's, officer's or other person's dishonesty, own willful neglect or willful default.

- (2) The Corporation may also indemnify any such person in such other circumstances as the Act or other law permits or requires.
- (3) The Corporation may enter into customary indemnity contracts for the purpose of further evidencing and implementing the indemnities described in Sections 9.1(1) and (2) above.

## **SECTION 10 - EXECUTION OF INSTRUMENTS**

### **10.1 Execution of Instruments**

- (1) Unless otherwise provided for in either a resolution of the Board of Directors or in a policy approved by a resolution of the Board of Directors, contracts, documents and instruments will be signed on behalf of the Corporation by any two of the of the Chair of the Board, the Chief Executive Officer, the Chief Financial Officer, the Chief Planning and Design Officer, the Chief Project Officer, the Chief Operating Officer and the Chief Development Officer.
- (2) Contracts, documents and instruments of the Corporation may be executed in writing, by facsimile or by other electronic means.
- (3) All contracts, documents and instruments in writing so executed will be binding upon the Corporation without any further authorization or formality, including, the fixing of the seal of the Corporation.

### **10.2 Service of Notice**

Provided always that either notice or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to notice, any notice or other document required by the Act, this By-law or any other by-law of the Corporation must be delivered personally or sent by courier, facsimile or email to that person at their latest address or email address, as applicable, as shown in the records of the Corporation.

## **SECTION 11 - BANKING ARRANGEMENTS AND CHEQUES, DRAFTS, NOTES, ETC.**

### **11.1 General Banking Arrangements**

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security as permitted by Act, will be transacted with such banks, trust companies or other organizations as may from time to time be determined by the Board of Directors.

### **11.2 Cheques, Drafts, Notes, Etc.**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange must be signed by the officer or officers or person or persons, and in the manner, that the Board of Directors may by resolution, or in a policy approved by the Board of Directors, determine from time to time.

### **11.3 Electronic Fund Transfers**

All electronic fund transfers by the Corporation shall be authorized in such manner and by such officers or persons as the Board of Directors may determine from time to time.

## **SECTION 12 - AUDITORS**

### **12.1 Auditors**

The Board of Directors will, from time to time, appoint one or more auditors licensed under the *Public Accounting Act, 2004*, S.O. 2004, c. 8 to audit the accounts of the Corporation for a period determined by the Board of Directors in accordance with the Act. The remuneration of the auditor or auditors will be determined by the Board of Directors.

## **SECTION 13 - FISCAL YEAR**

### **13.1 Fiscal Year**

The fiscal year of the Corporation is as set out in the Act.

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**HUMAN RESOURCES, GOVERNANCE AND  
STAKEHOLDER RELATIONS COMMITTEE MANDATE**

**OF**

**TORONTO WATERFRONT REVITALIZATION CORPORATION**

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## TORONTO WATERFRONT REVITALIZATION CORPORATION

### Human Resources, Governance and Stakeholder Relations Committee Mandate

Effective Date: March 25, 2021

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#### **Purpose**

The Human Resources, Governance and Stakeholder Relations Committee (the "**Committee**") is a committee of the board of directors (the "**Board of Directors**") of the Toronto Waterfront Revitalization Corporation (the "**Corporation**"). The primary function of the Committee is to assist the Corporation in fulfilling its oversight responsibilities by evaluating and making recommendations to the Board of Directors as appropriate with respect to:

- (i) Human resources management;
- (ii) Diversity and inclusion initiatives;
- (iii) Corporate governance,
- (iv) Stakeholder Relations;
- (v) Any specific project that the Committee, in its discretion from time to time, designates; and
- (vi) Any other matters that, from time to time, the Board of Directors may delegate to the Committee for oversight.

#### **Authority of the Committee**

1. The Board of Directors authorizes the Committee to:
  - (a) Perform its responsibilities under this Mandate;
  - (b) Provide strategic review and advice in respect of the matters described in this Mandate;
  - (c) Oversee the Corporation's risk management policies relevant to this Mandate and ensure that those such policies are implemented appropriately;
  - (d) Require the Chief Executive Officer of the Corporation (the "**Chief Executive Officer**"), the Chief Financial Officer of the Corporation (the "**Chief Financial Officer**"), and other senior officers of the Corporation, and invite any others it deems to have relevant experience and expertise, to attend, or participate in, any meetings of the Committee (each, a "**Meeting**") from time to time;

- (e) Communicate expectations and the nature, timing and extent of the Committee's informational needs to management of the Corporation; and
  - (f) Oversee any related tasks assigned to the Committee by the Board of Directors.
2. The Committee may access all records and information of the Corporation that it considers necessary or desirable for the performance of its duties. The Committee may gather information relevant to any matters within its scope of responsibility and retain, at the expense of the Corporation, independent advisors to assist the Committee in performing its duties. Each member of the Committee shall be entitled, to the fullest extent permitted by law, to rely on the accuracy of information provided by persons from within or from outside the Corporation provided that the member acts in good faith and exercises their judgement reasonably in the circumstances.

### **Composition and Procedures of the Committee**

3. The Committee will be appointed by the Board of Directors and will be composed of no fewer than three Directors (each, a "**Member**"). The Committee will be chaired by a member of the Board of Directors (each, a "**Director**") appointed by the Board of Directors (the "**Chair of the Committee**"). The Corporate Secretary of the Corporation (the "**Corporate Secretary**") will be the secretary of the Committee and may appoint a nominee to act as recording secretary for a Meeting.
4. Each Member will serve at the pleasure of the Board of Directors and will cease to be a Member (i) when determined by the Board of Directors, (ii) upon removal by the Board of Directors, (iii) upon termination of the Member's tenure as a Director for any reason whatsoever, or (iv) as required the by-laws or policies of the Corporation or by law.
5. The Board of Directors may fill vacancies in the Committee from time to time, and for the period of time that a vacancy exists the remaining Members may exercise all powers of the Committee, provided that a quorum of Members is in attendance at a Meeting at which those powers are exercised.

### **Meetings of the Committee**

6. The Chair of the Committee, the Corporate Secretary or any two Members may call Meetings.
7. Notice of a Meeting, including the date, time, and place of the Meeting, must be provided to each Member at least two days before the date of the Meeting, unless any of these requirements is waived by all Members. The agenda of the Meeting and supporting materials (if any) must be given to each Member prior to the Meeting to allow each Member to properly review and consider the agenda and materials.
8. The Chair of the Committee, in consultation with the Members, and, as he or she considers appropriate, with any of the other Directors, the Chief Executive Officer, the Corporate Secretary and other senior officers, is responsible for establishing the agenda of each Meeting.
9. The powers and authority of the Committee may be exercised at a Meeting only if a quorum is present.

10. A quorum for a Meeting is two Members.
11. Members may attend any Meeting in person or by telephone, video or other digital means.
12. A Director, who is not a Member, may attend, but not vote at, a Meeting. The Chief Executive Officer and the Chief Financial Officer will be invited to all Meetings (other than closed Meetings) but may not vote at Meetings.
13. If the Chair of the Committee is unable to attend a Meeting, the other Members in the attendance at the Meeting may appoint a Member to chair the Meeting.
14. The Chair of the Committee or the substitute chair (as applicable) may vote on any matter at a Meeting but will not have a second or casting vote.
15. The Corporate Secretary or his or her nominee (if applicable) will prepare and maintain minutes of each Meeting. Minutes will be available to each Member and to any other Director upon request.

### **Duties and Responsibilities of the Committee**

The Committee will evaluate and make recommendations to the Board of Directors with respect to, or approve as indicated, the following matters:

#### **(a) General Responsibilities**

The Committee will:

- (i) Create and maintain a Committee work plan for the year, and monitor its performance;
- (ii) Review and assess this Mandate at least annually, and refer its assessment and any proposed revisions to the Board of Directors;
- (iii) Report and make recommendations periodically to the Board of Directors and any other applicable Committee of the Board on the matters covered by this Mandate, including without limitation, matters relating to Environmental, Social and Governance considerations; and
- (iv) Perform any other activities consistent with this Mandate, the by-laws of the Corporation, and applicable law, as the Committee or the Board of Directors deems necessary or appropriate.

#### **(b) Human Resources Management**

It is the goal of the Corporation to create and maintain (i) an equitable, diverse, inclusive, and progressive culture and environment and (ii) the human resources systems necessary or desirable to attract and retain the personnel needed to achieve the Corporation's objectives. In furtherance of this, the Committee will:

- (i) Assist the Board of Directors in performing an annual evaluation of the performance of the Chief Executive Officer;

- (ii) Annually review the Chief Executive Officer's recommendations for salary adjustments, variable compensation and performance ratings for each position of the Senior Executive Group;
- (iii) Review the compensation structure and corporate objectives for the Senior Executive Group, including a review of compensation for similar roles in comparable organizations;
- (iv) Review the compensation structure and objectives applicable to the non-executive employees as required, and annually receive a report from the Chief Executive Officer or his or her nominee, confirming that compensation to the non-executive employees is consistent with that structure and those objectives;
- (v) Review the practices of the Corporation in human resources management in areas such as compensation, recruitment, training, employee relations, succession planning, talent management, performance management, benefits administration, and other programs designed to meet the Corporation's objectives;
- (vi) Review the human resources policies of the Corporation, including recruitment, compensation, performance management, job evaluation, pay equity, employment equity, learning and development, health and safety, codes of conduct, travel and expenses, benefits and other policies. Such review will include confirming that the policies are in compliance with applicable legislation and are effective;
- (vii) Review the recommendations of the Chief Executive Officer regarding the recruitment, appointment and termination of the Chief Planning and Design Officer, the Chief Project Officer, the Chief Operating Officer, the Chief Financial Officer, and the Chief Development Officer (collectively, the "**Senior Executive Group**");
- (viii) Review the succession and talent management programs of the Corporation with a focus on the positions of the Senior Executive Group; and
- (ix) Review any compensation disclosure before it is publicly disclosed by the Corporation.

**(c) Governance and Board Effectiveness**

The Committee will:

- (i) Oversee the development, implementation, and monitoring of current and evolving governance standards and best practices;
- (ii) Review annually By-law No. 1, By-law No. 2, By-law No. 3, the Mandate of the Board of Directors, the Mandate of the Chair of the Board, the Mandate of the Corporate Secretary, the Mandate of the Chief Executive Officer, the Code of Conduct applicable to the Board of Directors, the Code of Conduct applicable to the employees of the Corporation, the Wrongdoing Policy, all committee mandates, and agreements between the Corporation and Directors including any indemnification and confidentiality agreements, and report annually on the same and any resultant recommendations to the Board of Directors; and

- (iii) Oversee the development and implementation of effective policies and practices in accordance with required public access to meetings of the Board of Directors and of all Committees, consistent with applicable legislation.

**(d) Performance of the Board of Directors, Directors, Committees, and Committee members**

The Committee will:

- (i) Oversee a process to annually review the effectiveness of the Board of Directors, each Director, each committee of the Board of Directors, and each member of each committee, and report the results of the review and any resultant recommendations to the Board of Directors;
- (ii) Review and make recommendations to the Board of Director with respect to the remuneration of each Director and of members of committees; and
- (iii) Ensure that there is a process in place for the orientation and onboarding of new Directors, and that a Board of Directors manual is kept current and made available to each Director.

**(e) Diversity and Inclusion**

The Committee will:

- (i) Oversee the development, maintenance monitoring and refinement of strategies, policies and practices of the Corporation that facilitate an inclusive, equitable and supportive work environment. This includes policies related to recruitment, hiring, training, retention and promotion; and
- (ii) Report to the Board of Directors at least annually on the effectiveness of the diversity strategy and performance measures on diversity and inclusion.

**(f) Stakeholder Relations**

The Committee will:

- (i) Annually review and evaluate for recommendation to the Board of Directors stakeholder performance relationship indicators for the Corporation; and
- (ii) Oversee the implementation and execution of an annual stakeholder relationship plan to maintain high levels of positive sentiment toward the Corporation and its projects.

**(g) Other Duties and Obligations**

The Committee will undertake such other duties and obligations, and have such other powers, as may be assigned to it from time to time by the Board of Directors.

### **Responsibilities of the Chair of the Committee**

The Chair of the Committee is responsible for the management and effective performance of the Committee and to provide leadership to the Committee in fulfilling this Mandate. The responsibilities of the Chair of the Committee include:

- (i) Working with the Chair of the Board of Directors, the Chief Executive Officer and the Corporate Secretary to establish the frequency of Meetings and the agendas for Meetings;
- (ii) Providing leadership to the Committee and presiding over Meetings;
- (iii) Facilitating the flow of information to and from the Committee and fostering an environment in which the Members may ask questions and express their views;
- (iv) Reporting to the Board of Directors with respect to significant activities of the Committee and recommendations made by the Committee; and
- (v) Leadership in taking such other steps as may be reasonably required to ensure that the Committee carries out this Mandate.

<b>Purpose</b>	For information
<b>Areas of note/ Key issues</b>	<p><b>Board Attribute and Skills Matrix</b></p> <p>The Board Director Attribute and Skills Matrix assists our government partners during their independent recruitment process for new members by helping to identify any potential areas where there may be gaps that should be considered during their independent processes.</p> <p>To ensure that the most accurate information is being provided, Board Members are asked to complete a short survey to self-identify based on a series of attributes (e.g., finance, economic and cultural development).</p> <p><b>Demographic Survey</b></p> <p>As part of Waterfront Toronto’s commitment to Diversity, Equity and Inclusion, staff completed a detailed Workforce Demographic Survey in April 2022. As an extension of our overall DE&amp;I Strategy, Board Members are also being asked to complete the self-identification survey. The survey questions are designed to capture an accurate picture of how Board Members can confidentially self-identify and will be aggregated as part of our annual reporting.</p>
<b>Resolution/ Next Steps</b>	<p><b>Board Attribute and Skills Matrix</b></p> <ul style="list-style-type: none"> <li>• Board Members will receive a secure link to complete the online survey between September 15<sup>th</sup> -September 30<sup>th</sup>.</li> <li>• The official matrix will be updated and sent to the government secretariats by October 13<sup>th</sup>.</li> </ul> <p><b>Demographic Survey</b></p> <ul style="list-style-type: none"> <li>• In November, Board members will receive a secure, online, anonymous link to complete the Demographic Survey.</li> <li>• Moving forward, this survey will be circulated on a bi-annual basis in line with our broader process.</li> </ul>

September 14, 2023

# Board Attribute and Skills Matrix

## HRGSR Committee

# Purpose



## **Board Attribute and Skills Matrix**

- The Board Director Attribute and Skills Matrix assists our government partners during their independent recruitment process for new members by helping to identify any potential areas where there may be gaps that should be considered during their independent processes.
- As Board terms near expiration, governments have asked management to provide this matrix to the secretariats to assist them in the independent recruitment of new members.
- To ensure that the most accurate information is being provided, Board Members are asked to complete a short survey to self-identify based on a series of attributes (e.g., finance, economic and cultural development).

## **Demographic Survey**

- As part of Waterfront Toronto's commitment to Diversity, Equity and Inclusion, staff completed a detailed Workforce Demographic Survey in 2022.
- As an extension of our overall DE&I Strategy, Board Members are also being asked to complete the self identification survey.
- The survey questions are designed to capture an accurate picture of how Board Members can confidentially self identify and will be aggregated as part of our annual reporting.

# Process

## Board Attribute and Skills Matrix

- Board Members will receive a secure link to complete the online survey between September 15<sup>th</sup> -September 30<sup>th</sup>.
- The official matrix will be updated and sent to the government secretariats by October 13<sup>th</sup> to assist them in their independent recruitment processes.
- This survey will be circulated annually and upon the appointment of new members.
- The draft form of survey is included as an Appendix.

## Demographic Survey

- In November, Board members will receive a secure, online, anonymous link to complete the Demographic Survey.
- Aggregate results will be included in annual reporting as appropriate.
- Moving forward, this survey will be circulated on a bi-annual basis in line with our broader process.

## 2023 Update to Waterfront Toronto Board Attribute and Skills Matrix

### Background

The Board Director Attribute and Skills Matrix assists our government partners during their recruitment process for new members by helping to identify any potential areas where there may be gaps that need should be considered during their independent processes.

This survey should take less than 5 minutes to complete.

This information is confidential and Waterfront Toronto will not share this with any third parties other than the secretariats at all levels of government for this purpose.

We appreciate your cooperation in providing this information.

1.Name:

### 2.Finance

- ☐ Public and Private Financing
- ☐ Fund Accounting/Gov't Financial Reporting
- ☐ Accounting Designation
- ☐ Other

### 3.Real Estate Development

- ☐ Residential
- ☐ Commercial
- ☐ Affordable Housing
- ☐ Planning/Urban Design
- ☐ Architecture/Landscape Architecture
- ☐ Other

### 4.Construction

- ☐ Large Project Management
- ☐ Labour/Building Construction
- ☐ Infrastructure Construction
- ☐ Other

### 5.Innovation & Economic and Cultural Development

- ☐ Culture/The Arts
- ☐ Entrepreneurship/Economic Development
- ☐ Sustainability/Environment

- ☐ Public Policy
- ☐ Digital Infrastructure/ICT
- ☐ Other

#### 6. Government Relations

- ☐ Connections to the City of Toronto
- ☐ Connections to the Province of Ontario
- ☐ Connections to the Government of Canada
- ☐ Other

#### 7. Outreach

- ☐ Community
- ☐ Corporate
- ☐ Philanthropy/Sponsorship
- ☐ Other

#### 8. Operations

- ☐ Governance
- ☐ Legal
- ☐ Public Relations
- ☐ Human Resources
- ☐ Marketing
- ☐ Other

#### 9. Additional Details

Please feel free to provide any additional details regarding your responses above or specify any additional areas of expertise that you possess that are not identified through these categories that you feel would be beneficial to Waterfront Toronto.

# Closed Session

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## Item 9 Draft Minutes of the Closed Session June 1, 2023 Meeting

**ON MOTION** duly made by [●] and seconded by [●] and carried, be it **RESOLVED** that the Minutes of the Closed Session of the HRGSR Committee meeting held on June 1, 2023 be approved as tabled.

## 2023 BOARD & COMMITTEE SCHEDULE UPCOMING MEETINGS

S/N	Date (2023)	Board/Committee	Key Agenda Item(s) include:
1.—	<del>Thursday, February 23</del>	FARM	<ul style="list-style-type: none"> <li>• Per FARM Committee workplan</li> </ul>
2.—	<del>Wednesday, March 8 (3:00 – 5:00p.m.)</del>	HRGSR	<ul style="list-style-type: none"> <li>• Per HRGSR Workplan</li> </ul>
3.—	<del>Thursday, March 9</del>	IREC	<ul style="list-style-type: none"> <li>• Quayside Update</li> <li>• Detailed Status Report on all Development Projects</li> <li>• Other Projects (if any)</li> <li>• Real Estate Acquisitions and Divestitures (if any)</li> <li>• Other Acquisitions (if any)</li> </ul>
4.—	<del>Monday, March 27</del>	Board	<ul style="list-style-type: none"> <li>• Reports of the IREC, FARM and HRGSR committees</li> </ul>
5.—	<del>NEW: Thursday, May 18 (1:30-3:30pm)</del>  <del>Friday, June 9 (10a.m. – 12:00p.m.)</del>	IREC	<ul style="list-style-type: none"> <li>• Per IREC Work Plan</li> </ul>
6.—	<del>NEW: Monday, May 29 (9:00am-12:00pm)</del>  <del>Thursday, May 25</del>	FARM	<ul style="list-style-type: none"> <li>• Per FARM Work Plan</li> </ul>
7.—	<del>Thursday, June 1</del>	HRGSR	<ul style="list-style-type: none"> <li>• Per HRGSR Work Plan</li> </ul>
8.—	<del>Monday, June 12 (1:00-4:30p.m.)</del>	Board	<ul style="list-style-type: none"> <li>• Reports of the HRGSR, IREC, and FARM committees</li> <li>• Approve 2022/23 Annual Report</li> <li>• Approve 2022/23 audited financial statements</li> <li>• Year-end Performance Assessment for CEO and approval of compensation for 2023/24</li> </ul>
9.—	<del>Thursday, September 14</del>	HRGSR	<ul style="list-style-type: none"> <li>• Per HRGSR Work Plan</li> </ul>
10.	Thursday, September 21	FARM	<ul style="list-style-type: none"> <li>• Per FARM Work Plan</li> </ul>
11.	Thursday, September 28	IREC	<ul style="list-style-type: none"> <li>• Per IREC Work Plan</li> </ul>
12.	Thursday, October 12	Board	<ul style="list-style-type: none"> <li>• Report of the HRGSR, IREC, and FARM committees</li> <li>• 2024 Board and Committee Meeting Calendar</li> <li>• Interim Performance Assessment for the CEO for 2023/24</li> </ul>
13.	Thursday, November 9	HRGSR	<ul style="list-style-type: none"> <li>• Per HRGSR Work Plan</li> </ul>
14.	Thursday, November 16	IREC	<ul style="list-style-type: none"> <li>• Per IREC Work Plan</li> </ul>
15.	Thursday, November 23	FARM	<ul style="list-style-type: none"> <li>• Per FARM Work Plan</li> </ul>
16.	Thursday, December 7	Board	<ul style="list-style-type: none"> <li>• Report of the HRGSR, IREC, and FARM committees</li> <li>• Approval of 2023/24 Corporate Plan</li> </ul>