

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

PRESENT: Wende Cartwright (Chair)
Rahul Bhardwaj
Paul Khawaja

REGRETS: Deputy Mayor Ausma Malik

ATTENDANCE: WATERFRONT TORONTO
George Zegarac - President and CEO
Ian Ness - General Counsel
Kevin Greene - Chief Operating Officer
Lisa Taylor - Chief Financial Officer
Kristina Verner - SVP Strategic Policy & Innovation
Cameron MacKay - VP, Strategic Communications and Engagement
Rose Desrochers - VP Human Resources and Administration
Ed Chalupka - Director, Government Relations
Mira Shenker - Director, Communications and Public Engagement
Carol Webb - Sr Manager, Communications and Public Engagement
Kayly Richardson - Human Resources Manager
Charmaine Miller - Executive Assistant to the CEO & Board Admin

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

- Jack Winberg, Drew Fagan, Jeanhy Shim, Leslie Woo, Directors, Waterfront Toronto
- Vania Emerson, Anamika Srivastava, Jasmine Haghighi, Iswariya Tiranagaru, Jennifer Côté, Infrastructure Canada
- Bill Raymond, Ontario Ministry of Infrastructure

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 9:09 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

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 September 14, 2023

ON MOTION duly made by Rahul Bhardwaj, seconded by Paul Khawaja and carried, it was **RESOLVED** that the Minutes of the Open Session of the HRGSR Committee meeting held on September 14, 2023 be approved, as tabled.

b) Environmental, Social and Governance (ESG) update

The ESG material was taken as read. The committee had no questions nor comments.

c) Human Resources (HR) Report

The Committee received 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 was taken as read.

d) HR Practices and Process Review

The committee was presented with a general annual update of all WT guidelines for October 1, 2022 to September 30, 2023. There are currently 40 corporate guidelines that outline boundaries, accountabilities, and practices within the organization.

Management confirmed that, where appropriate, details of the guidelines are brought to the attention of the committee for information.

5. Stakeholder Relations Report

The Committee received a report from Cameron MacKay, VP, Strategic Communications and Engagement on stakeholder relations. The report highlighted that relationships with all six of the Corporation's stakeholder categories are healthy and durable, there are effective and efficient channels to regularly engage with stakeholders and that ESG reporting priorities identified by stakeholders in May 2023 continue to resonate and pull through in media coverage. The Report also noted that a customer relationship system would be rolling out in the next 60 days.

6. Governance Documents Review

The Committee agreed that it was appropriate to seek Board input in advance of the December board meeting on whether any changes to our key governance documents should be considered at this time. External counsel had previously advised that the governance documents continue to reflect best practices and there were no recent developments which would necessitate changes. Counsel had commented that ESG remains an evolving area for board governance, but noted that Waterfront Toronto has taken steps to address that already.

7. 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 item 8. The exception relied on for the discussion for item 8 in the closed session is provided in the Minutes of the Open Session of the September 14, 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.

8. Consent Agenda

Draft Minutes of the Closed Session of September 14, 2023 HRGSR Committee meeting

9. Motion to go into Open Session

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

10. Resolution Arising from the Closed Session

Item 8 Draft Minutes of the Closed Session September 14, 2023 Meeting

ON MOTION duly made by Paul Khawaja and seconded by Rahul Bhardwaj and

carried, it was **RESOLVED** that the Minutes of the Closed Session of the HRGSR Committee meeting held on September 14, 2023 be approved as tabled.

11. 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 9:42 a.m. local time.

12. Directors Only Session

Committee Chair

Secretary of the Meeting