

Nominating and Governance Committee Meeting Report No. 1

August 26, 2010

A regular meeting was convened at 4:00 p.m., Thursday August 26, 2010, at 43 Millwood Road, 3rd Floor, Toronto, Ontario (offices of the Toronto Lands Corporation), with David Crombie, Chair of the Committee, presiding.

The following members were present: Jane Pepino, Annie Kidder.

Regrets were received from Chris Bolton.

1. Call to Order

The meeting was called to order by David Crombie, Chair, Nominating & Governance Committee, presiding.

2. Approval of the Agenda

J. Pepino, seconded by A. Kidder, moved: **That the agenda be approved as distributed.**

The motion was carried.

3. Declarations of Possible Conflict of Interest

There were no declarations of possible conflict of interest.

4. Nominating Committee – Revised Committee Name & Purpose (Revised Terms of Reference)

Committee members reviewed the *Revised Terms of Reference* as included in the agenda. Several amendments were suggested.

A. Kidder, seconded by J. Pepino moved: **that the following recommendations be approved and adopted:**

- a) **The Nominating Committee approve the change in the Committee's Name and Purpose, as amended and outlined in the attached *Terms of Reference (Appendix 1)*; and that**
- b) **The Nominating Committee recommend that the Toronto Lands Corporation give approval to the revised *Terms of Reference, Nominating & Governance Committee*.**

The motion was carried.

5. Conflict of Interest Policy (Revised)

Committee members reviewed the *Revised Conflict of Interest Policy and Procedures* as included in the agenda. Several amendments were suggested.

J. Pepino, seconded by A. Kidder moved: **that the following recommendations be approved and adopted:**

- a) **This report be received; and that**
- b) **The *revised* Conflict of Interest Policy (revised, August 2010 and amended at the Nominating & Governance Committee), be approved.**

The motion was carried.

Note: The policy and procedures, as revised at the Nominating & Governance Committee meeting, will be tabled at the August 31st TLC Board meeting.

6. Policies for the TLC

S. Hoy noted that TLC staff has drafted corporate policies to guide its work. This was in response to the TLC's audit firm requesting that policies be prepared in order to provide transparency and clarity around the work of the organization.

S. Hoy noted that staff has also developed procedures that will allow these policies to be implemented.

J. Pepino, seconded by A. Kidder moved: **that the following recommendations be approved and adopted:**

- a) **This report be received;**
- b) **The draft policies be approved; and that**
- c) **The policies be posted to the TLC website for information.**

The motion was carried.

7. Private Matters

Committee members reviewed the following items during a private session of the meeting:

- a) TLC Board of Directors – Update (Report from the Chair)

The Committee confirmed that the above report, as contained in the private minutes of the Nominating & Governance Committee, In-camera Session, be received.

8. New Business

Nil

9. Adjournment

At 4:50 pm., on a motion by J. Pepino, seconded by A. Kidder, the meeting adjourned.

The motion was carried.