

Regular Meeting

August 31, 2010

A regular meeting was convened at 6:00 pm, Tuesday, August 31, 2010, at 43 Millwood Road, 3rd floor conference room (TLC Offices), Toronto, Ontario, with David Crombie, Chair of the Board, presiding.

The following members were present: John Campbell, Dino Chiesa, Bruce Davis, Hugh Heron, Annie Kidder, and Jane Pepino.

Regrets received from: Chris Bolton, Jane Marshall and James Pasternak.

1. Call to Order

The meeting was called to order by D. Crombie, Chair of the Board, presiding.

2. Approval of the Agenda

The Chair requested that the Committee reorder the agenda to provide for an early presentation by our guest, Eric Wai of Stikeman & Elliott. E. Wai will present on the *Conflict of Interest Policy (Revised)* item, included in Report #1 from the Nominating and Governance Committee meeting of August 26, 2010. Board members agreed with the reordering of the agenda.

D. Chiesa, seconded by J. Campbell moved:

That the agenda be approved as amended.

The motion was carried.

3. Declarations of Possible Conflict of Interest

There were no declarations of possible conflict of interest reported to the Chair.

4. Confirmation of the Minutes of the Meetings held on June 8, 2010.

J. Pepino, seconded by D. Chiesa moved:

That the minutes of June 8, 2010 be approved as distributed.

The motion was carried.

5. Nominating and Governance Committee, Report No. 1, August 26, 2010

D. Crombie, Chair of the Nominating and Governance Committee, presented Report No. 1, August 26, 2010.

The following highlights were presented:

- Terms of Reference, Revised Committee Name & Purpose
- Conflict of Interest Policy (revised)
- Policies for the TLC

Conflict of Interest Policy (Revised)

Eric Wai, legal counsel for the TLC from Stikeman & Elliott, was in attendance for this item. E. Wai presented the amendments to the policy since its original approval on May 16, 2008. Questions were put by Board members and answered by E. Wai.

E. Wai noted that the appended *supplemental procedures* provide specific and practical guidance as to how to report and disclose conflict of interest issues.

J. Pepino requested that consideration be given to the addition of a specific timeline to Section (6) *Departing Directors and Officers*. Following discussion at the Board table, it was agreed that a one-year term would be added to Section (6).

D. Chiesa, seconded by H. Heron, moved:

That the Conflict of Interest Policy (Revised August 2010), be approved as amended.

The motion was carried.

D. Crombie, seconded by A. Kidder moved:

That the Nominating and Governance Committee, Report No. 1, August 26, 2010, be adopted.

The motion was carried.

6. Finance Committee, Report No. 5, June 8, 2010

H. Heron, Chair of the Finance Committee, presented Report No. 5, June 8, 2010.

J. Pepino noted that Report No. 5 should be corrected to reflect *Adjournment* once. This typographic error will be corrected by the recording secretary.

The following highlights were presented:

- Operating Report: September 2009 to April 2010
- Capital Repairs/Renewal report for the above period

H. Heron, seconded by D. Chiesa moved:

That the Finance Committee Report No. 5, June 8, 2010, be adopted.

The motion was carried.

7. Audit Committee, Report No. 3, June 8, 2010

J. Marshall, Chair of the Audit Committee, was not in attendance at the August 31st TLC Board meeting. D. Crombie, on behalf of J. Marshall, presented Report No. 3, June 8, 2010.

The following highlights were presented:

- Presentation of Audit Plan for 2009-10, by Deloitte Consultants
- Building Maintenance and Capital Repairs Processes for Audit – TLC Sites: Results of Audit
- Lease Revenue Receivables: Results of Expanded Audit.

D. Crombie, seconded by J. Pepino moved:

That the Audit Committee Report No. 3, June 8, 2010, be adopted.

The motion was carried.

8. TDSB Direction re TLC's 2010-2011 Draft Annual Plan.

The Board had for its consideration a report titled *TDSB Direction re TLC's 2010-11 Draft Annual Plan*. S. Hoy noted that the TDSB resolution to defer decisions on the TLCs recommendations, outlined in its draft annual plan, will not be considered again until January or February, 2011. It was noted that the delay is associated with the municipal election.

J. Pepino, seconded by J. Campbell moved:

That the *TDSB Direction re TLC's 2010-2011 Draft Annual Plan* be received.

The motion was carried.

9. Harmonized Zoning By-Law (Update).

The Board had for its consideration a report titled *Harmonized Zoning By-Law (Update)*. S. Hoy noted that TLC staff has been working closely with TDSB staff on this item. Although the new By-law has now been approved by City Council, all school sites have been excluded for the time being. The City has agreed to provide additional time to discuss concerns and questions that Boards of Education (TDSB & TCDSB) have at this time. In particular, as schools are being used more frequently as community hubs, the definition of a 'school' is changing. The City would like the Boards to define a 'school' so that the zoning by-law can be applied. The Boards are trying to remain as flexible as possible in this regard.

D. Sage noted that strategy meetings are being held, at the TDSB, with an internal group. S. Hoy has been invited to attend these meetings.

J. Pepino suggested that expert planning policy advice could be helpful in shaping several definitions for 'schools' that could be proposed to the City. Alan Slobodsky has been retained by TDSB to assist in this regard.

It was agreed that S. Hoy will attend the above noted meetings and report back to the TLC Board in future meetings as required.

J. Pepino, seconded by D. Chiesa moved:

That the *Harmonized Zoning By-Law (Update)* be received.

The motion was carried.

10. Pools Governance Report.

A. Kidder, Chair of the Pools Governance Committee, presented the report titled *Report from the Pools Governance Committee, August 2010*. An overview of the work of the Committee and highlights of the proposed Governance model were presented.

J. Campbell sought clarification as to the new position associated with the Swim Toronto Committee. S. Hoy noted that this part-time position was budgeted for in the 2010-11 TLC budget, approved by the TDSB in June 2010. H. Heron noted that this position was presented and approved at the June Finance Committee meeting as well, when the proposed 2010-11 TLC budget was presented.

The recommendations in the *Pools Governance Report* were considered. An amendment was made to 3) as noted below.

Recommendation 3 originally read:

TLC to ask TDSB for authority to begin the discussion with the City on the renewal of the agreement for the 33 TDSB pools currently leased by the City.

The amended recommendation is reflected below.

J. Campbell, seconded by H. Heron, moved that the *Pools Governance Report* recommendations, with amendments as noted (below), be approved:

1. TLC to continue to manage/provide oversight of 31 pools through a sub-committee of TLC (Swim Toronto).
2. Adopt the Swim Toronto two-tier management model recommended by the Governance Committee.
3. TLC to ask TDSB for authority to lead, with input and support from TDSB staff, the discussion with the City on an agreement for the leasing of TDSB pools by the City.
4. TLC to establish a sub-committee for the ongoing oversight of the pools (Swim Toronto) (Annie Kidder to Chair, with other members to be determined based on skills required). Members to be appointed in consultation with TDSB.

The motion was carried.

J. Pepino, seconded by D. Chiesa moved:

- a) **That the *Pools Governance Report*, submitted by the Pools Governance Sub-Committee, be approved as amended.**
- b) **That the TLC forward the Pools Governance Report to the TDSB for its consideration and approval; and**
- c) **That staff report back to the TLC Board, at a later date, in regard to implementation of the recommendations as approved by the TDSB.**

The motion was carried.

11. Pools Update – 1st Quarter (Year 2 of Agreement).

The Board had for its consideration a report titled *Pools Update – 1st Quarter (Year 2 of Agreement)*. This is a regular report, presented to the Board, to present an update on the capital improvements to pools project and the Ministry funding associated with that project. S. Hoy noted that the TLC is on track in regard to completion of capital improvements and drawing down of required funding from the Ministry of Health Promotion.

J. Pepino, seconded by J. Campbell moved:

That the *Pools Update – 1st Quarter (Year 2 of Agreement)* be received.

The motion was carried.

12. Resolution into Committee of the Whole (Private Session)

At 6:55 pm, on a motion by D. Chiesa, seconded by H. Heron, the regular meeting resolved into Committee of the Whole (Private Session) to consider matters on the private agenda of the Committee of the Whole.

13. Reconvene

At 7:55 pm, the regular meeting reconvened.

14. Committee of the Whole (Private) Report No. 14, August 31, 2010

J. Pepino, seconded by H. Heron, moved:

That Report No. 14 of the Committee of the Whole (In-camera) be adopted.

The motion was carried.

15. Adjournment

At 8:04 p.m., on a motion of D. Chiesa seconded by A. Kidder, the meeting adjourned.

David Crombie
Chair