

Nominating and Governance Committee Meeting Report No. 2

June 2, 2011

A regular meeting was convened at 12:30 pm, Thursday June 2, 2011, at 5050 Yonge Street (Toronto District School Board head office), Toronto, Ontario, with David Crombie, Chair of the Committee, presiding.

The following member was present: H. Brathwaite. The following two members participated via telephone connection: J. Pepino and S. Ward.

Two additional Directors were in attendance: S. Cary-Meagher and C. Glover

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 J. Brathwaite, 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 & Governance Committee – Terms of Reference (for information only)

The Chair noted that the *Terms of Reference* for the Nominating and Governance Committee were adopted on November 4, 2010. Committee members had no questions in relation to the *Terms of Reference* at this time.

5. Amendment to the Shareholder's Direction

Committee members had for their consideration a report titled Amendment to the Shareholder's Direction. S. Hoy noted that when the Shareholder's Direction was established by the TDSB in 2007, it was set out in a way that had the TLC charging fees for functions being performed on behalf of the TDSB. In the last two audits, conducted by Deloitte, the Audit firm compared the work completed by the TLC to the specifics of the Shareholder's Direction. They have consecutively noted that the TLC has taken forward an annual budget to the TLC and TDSB boards, rather than charging fees as outlined in the Shareholder's Direction. The Audit firm indicated the TLC's approach to budgeting makes sense at this time as TLC staff works closely with TDSB staff and trustees in completing all dispositions.

As a result, TLC staff, in order to comply with the Auditor's suggestions, is recommending that the annual budget approval process, as has been used during the past two years, replace the intended fee for service process originally outlined in the Shareholder's Direction.

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

- a) **That the Amendment to the Shareholder's Direction, as attached in Appendix 1, be approved; and**
- b) **That the Amendment to the Shareholder's Direction be forwarded to the Toronto District School Board for approval.**

The motion was carried.

6. TLC Participation in OMERS

Committee members had for their consideration a report titled TLC Participation in OMERS. S. Hoy reported that this information is being presented to the Committee as an indication of the evolution of the corporation. When the TLC was originally established, there was no provision for pension plan inclusion; rather staff is given a payment in lieu of OMERS contributions. However, from a go forward perspective, it would be beneficial for TLC's new hires to have benefit opportunities that parallel those offered at the TDSB. This will likely make the TLC more attractive to prospective staff.

The following key points were also noted:

- From a financial perspective, this direction will not adversely impact the financial situation of the TLC as a corporation or individual TLC employees. *As noted above, since the establishment of the TLC, employees have received a payment in lieu of pension benefits (based on the same calculation used for OMERS contributions at the TDSB). As well, S. Hoy noted that the OMERS employer contributions will, if approved, be reflected as a part of the benefits paid to TLC employees.*

- From July 1, 2011 forward, all new full-time TLC staff, will be required to participate in the OMERS plan, if approved by the TLC Board.

H. Brathwaite, seconded by J. Pepino moved:

- a) That the TLC Board approve the TLC's participation in OMERS;**
- b) That Resolution No. 2, authorizing TLC participation in the OMERS primary pension plan and the retirement compensation arrangement, be signed by all Directors of the TLC Board; and**
- c) That the Chief Executive Officer of the TLC be authorized to finalization participation in the plan by completing necessary documentation with OMERS and/or the Toronto District School Board.**

The motion was carried.

7. Private Matters

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

a) TLC Board of Directors – Sequential Change of Directions

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 12:50 pm., on a motion by J. Pepino, seconded by S. Ward, the meeting adjourned.

The motion was carried.

David Crombie
Chair