

## **Regular Meeting**

February 17, 2009

A regular meeting was convened at 6:00 pm, Tuesday, February 17, 2009, at 5050 Yonge Street (TDSB Head Office Site), Toronto, Ontario, with David Crombie, Chair of the Board, presiding.

The following members were present: Irene Atkinson, John Campbell, Dino Chiesa, Bruce Davis, Hugh Heron, Annie Kidder.

Regrets were received from: Michael Coteau, Jane Marshall, Jane Pepino.

### **1. Call to Order**

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

### **2. Approval of the Agenda**

Item 14, Report on TDSB Pools, was moved up in the agenda, following Item 6.

H. Heron, seconded by J. Campbell moved: **That the agenda be approved as amended.**

### **3. Declarations of Possible Conflict of Interest**

There were no declarations of possible conflict of interest.

### **4. Confirmation of the Minutes of the Meeting held on November 25, 2008**

J. Campbell, seconded by H. Heron moved: **That the minutes of November 25, 2008 be approved as distributed.**

### **5. Confirmation of the Minutes of the Meeting held on December 8, 2008**

J. Campbell, seconded by H. Heron moved: **That the minutes of December 8, 2008 be approved as distributed.**

## **6. Updates from the CEO, S. Hoy**

Shirley Hoy provided the following verbal update for Board members:

### Properties

- TLC has continued with the work commenced by Dino Chiesa, Interim Chief Executive Officer.
- Of the 16 properties approved by the TDSB for disposition, the City of Toronto has expressed an interest in four sites; the Toronto Catholic District School Board in two sites; the French Public School Board in one site; the remaining 9 sites have not received expressions of interest from public partners.
- Albion Gardens, an additional site, has now been declared surplus by the TDSB.
- At Edithvale P.S., a land exchange with the City has successfully been completed.
- A lease agreement is underway with the French Public School Board at Brockton. Occupancy is expected April 2009. This will be a short-term lease.
- At Essex, the French Catholic School Board has expressed an interest in leasing a portion of the site. Discussions are underway in this regard.
- TLC staff has been looking at eight major redevelopment sites. Once pupil accommodate needs are reviewed, the TLC will provide advice to the TDSB regarding redevelopment opportunities. This work links directly to the work being led by Peter Gooch.

### Other

- The City of Toronto is working to harmonize the zoning by-law. A separate category to deal with schools will be included in this harmonized by-law. S. Hoy has contacted the project lead and he has indicated that a draft zoning by-law will be presented to the City's meeting in April. At this time, it will go out for consultation – not approval. Once out for consultation, TDSB staff will review and decide upon the best approach for the school board.

### Administrative

- A service agreement with TDSB staff has been developed, in accordance with the Shareholders' Direction.
- From a staffing perspective, three staff have now been seconded to the TLC.
- We are working to separate the information required for the TLC from the TDSB. An analysis of the information system needed to support the property needs of the TLC is underway.

## **7. Update re TDSB Pools (D. Crombie and K. Pitre)**

Chair Crombie and K. Pitre, Consultant, TLC, provided the following verbal update:

- Five Aquatic Working Group meetings have been held thus far, each involving 40-50 participants who have subdivided into four committees.
- Volunteers have been sought to serve as pool captains for each site so that someone is familiar with and can speak to what is happening at the local level with each pool.

- The Altus Group audit of capital requirements has been completed. This was the first step in relation to evaluating these pools and has been well-received by the community.
- Information for inclusion in the March report to the TDSB is being gathered.
- Discussions are underway with various levels of government in regard to all partners coming to the table on the *pools* discussion.
- Work is underway with the City Summit Alliance and the Board to Trade to ensure that a request for funding, re school pools, is on their list.
- Have conducted a geographical analysis of all pools available to the public across the City.
- Working with the City of Toronto to ensure that TDSB Pools are part of the city framework on pools for community use.
- Working with TDSB staff to identify the operating costs for pools.
- All components will be compiled to produce the final report to the TDSB in March 2009.

## **8. Resolution of the Directors**

The Board had for its consideration a *Resolution of the Directors*, to further guide the work of the TLC on a go-forward basis.

### **B. Davis, seconded by J. Campbell, moved that:**

- 1. The resignation of Dana Porter as interim Secretary of the Corporation is acknowledged and accepted and Marlene Riley is appointed Secretary of the Corporation to hold office at the discretion of the directors of the Corporation.**
- 2. The position of Vice-Chair of the Corporation is created and Dino Chiesa be appointed as Vice-Chair of the Corporation to hold office at the discretion of the directors of the Corporation.**
- 3. Subject to Section 3.10 of by-law No. 1 of the Corporation, if the Chair of the Board is not present at any meeting of the directors, the Vice-Chair, with the consent of a majority of those directors present, will act as chair of that meeting.**
- 4. Cheques issued by the Corporation for amounts equal to or exceeding \$20,000.00 shall be signed on behalf of the Corporation by any two of the Chair of the Board, Vice-Chair or Chief Executive Officer.**
- 5. Cheques issued by the Corporation for amounts less than \$20,000.00 may be signed on behalf of the Corporation by the Chief Executive Officer alone.**
- 6. Any contracts, leases, amending and extension agreements, deeds, transfers, assignments, certificates, declarations, directions, authorizations and other instruments which the Corporation has the authority to execute and deliver under section 8.6 of the Shareholder's Direction may be signed on behalf of**

The motion was carried.

## **9. Establishment of Finance, Audit and Nominating Committees**

J. Campbell, seconded by D. Chiesa, moved in amendment:

**That the Meetings (number of meetings per year) of the Committees, as outlined in the Terms of Reference for the Audit Committee and the Nominating Committee be changed to reflect:**

**a) Audit Committee**

**4.1) The Committee shall meet a minimum of two times per year, with authority to convene additional meetings as circumstances require.**

**b) Nominating Committee**

**4.1) The Committee shall meet a minimum of two times per year, with authority to convene additional meetings as circumstances require.**

The amendment was carried.

The main motion, as amended, was carried.

**That:**

- a) a Finance Committee be established as outlined in the attached *Terms of Reference for the Finance Committee*;**
- b) an Audit Committee be established as outlined in the attached *Terms of Reference for the Audit Committee*; and**
- c) that a Nominating Committee be established as outlined in the attached *Terms of Reference for the Nominating Committee*.**

## **10. First Quarter – Financial Reporting on TLC Operations**

B. Davis, seconded by D. Chiesa, moved:

**That the quarterly financial report (September – November 2008), be received for information.**

The following requests for future information in relation to the quarterly financial reports were noted on behalf of Directors:

- Identify TDSB policy issues that impact on lease arrangements at various sites.
- On a regular basis, identify ten top leasing opportunities for improving revenue to the TDSB. How will we deal with these opportunities?
- Variances to be identified as under or over (+ or -).

## **11. Work Plan for Disposition of Properties for Sale by TDSB**

The Board had for its consideration a report titled *Work Plan for Disposition of Properties for Sale by the TDSB*.

B. Davis, seconded by J. Campbell, moved: **That the disposition parameters for James S. Bell (old), be referred back to staff.**

The motion was withdrawn.

In reviewing the disposition parameters noted for each specific property, B. Davis requested a further discussion on the parameters associated with James S. Bell (old) with S. Hoy, CEO for the TLC. Discussion ensued as to the TLC's involvement in researching and recommending redevelopment opportunities for these sites – prior to their being sold. The CEO noted that in some cases, experts will be engaged to research and recommend development opportunities. In other cases, this will not be needed, from a financial perspective, as it may be more worthwhile to dispose of the property quickly.

In relation to the 16 properties outlined in this report, the CEO suggested that authority is required to move quickly in disposing of all properties.

A. Kidder, seconded by D. Chiesa, moved: **That**

- 1. the CEO, submit to the TDSB Disposition Parameters as set out in Appendix 1 of the report;**
- 2. the Chair work with staff to further clarify disposition parameters for James S. Bell (Old), for inclusion with Appendix 1 above, for consideration by the Toronto District School Board;**
- 3. TLC commence negotiations for the sale of:**
  - a) Dublin PS, Franklin Horner PS, James S. Bell (Old), and the west parking lot at 140 Borough Drive to the City of Toronto;**
  - b) A portion of Melody PS and Whitfield PS to the Toronto Catholic School Board;**
  - c) Harold Lawson PS to the French Public School Board;**
  - d) 840 Coxwell to East York General Hospital;**
- 4. Dundas Street Warehouse, the Leslie Street Residential properties and the Shaw Building be prepared for release to the market.**

The motion was carried.

## **12. A Process for Developing Disposition Parameter**

The Board had for its consideration a report titled *A Process for Developing Disposition Parameters*.

Several points for clarification were requested by Board members:

- Clarify where the community is involved/engaged in developing parameters around the sale of properties; and
- Modify flow charts to ensure public consultation is clear, at what stages, and by whom.

B. Davis, seconded by D. Chiesa, moved **that**:

- a) The process, as outlined in the attached report, be approved for the development of disposition parameters in the sale of properties declared surplus for sale by the Toronto District School Board; and**
- b) That this process be forwarded to the Toronto District School Board for receipt.**

The motion was carried.

## **13. Brokerage Services – Contract Awards**

A. Kidder, seconded by H. Heron, moved **that two year contracts be awarded to the following brokerage firms:**

- **Avison Group**
- **Royal LePage**
- **Colliers**
- **CB Richard Ellis**
- **Cushman, Wakefield, LePage**

The motion was carried.

## **14. Appraisal Services – Contract Awards**

A. Kidder, seconded by H. Heron, moved **that two year contracts be awarded to the following appraisal firms:**

- **Bosley Farr Associates Ltd.**
- **Altus Group Limited**
- **McKenzie, Ray, Heron & Edward H. Real Estate Appraisers & Consultants**
- **Property Valuers/Consulting Inc.**

The motion was carried.

## **15. Report on TDSB Decisions**

J. Campbell reported:

- The TDSB has agreed to negotiate with Maple Leaf Lions re the redevelopment at Lakeshore Collegiate.
- The TDSB has signed collective agreements with the Skilled Trades Union and CUPE.
- A new fiscal direction document from the past week suggested that the TLC be involved in the development of the five-year capital plan for the TDSB.

## **16. New Business**

Nil

## **17. Resolution into Committee of the Whole (Private Session)**

At 7:45 pm, on a motion by Trustee Atkinson, 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.

## **18. Reconvene**

At 8:10 pm, the regular meeting reconvened.

I. Atkinson, seconded by J. Campbell moved: **That Report No. 3 of the Committee of the Whole (Private) be adopted.**

The motion was carried.

## **19. Adjournment**

At 8:15 p.m., on a motion of H. Heron, seconded by J. Campbell, the meeting adjourned.