



Regular Meeting

September 15, 2009

A regular meeting was convened at 6:00 pm, Tuesday September 15, 2009, 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: Irene Atkinson, John Campbell, Michael Coteau, Bruce Davis, Hugh Heron, Annie Kidder, Jane Marshall, and Jane Pepino.

Regrets were received from Dino Chiesa.

1. Call to Order

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

2. Approval of the Agenda

A. Kidder requested that the agenda be reordered to provide for Item 7, Business Arising from Report No. 2, Finance Committee, *Roles & Responsibilities of the TLC/TDSB re Surplus Declarations*, to be discussed earlier in the meeting. Directors supported this request and Item 7 was moved up, to immediately follow *Approval of Minutes*.

A. Kidder, seconded by M. Coteau moved: **That the agenda be approved as re-ordered.**

The motion was carried.

3. Declarations of Possible Conflict of Interest

There were no declarations of possible conflict of interest.

4. Confirmation of the Minutes of the Meetings held on June 1, 2009, July 10, 2009 and August 20, 2009.

J. Pepino, seconded by I. Atkinson moved: **That the minutes of June 1, 2009, July 10, 2009 and August 20, 2009 be approved as distributed.**

The motion was carried.

5. Business Arising from Report No. 2, Finance Committee, September 8, 2009

Roles and Responsibilities of TLC/TDSB re Surplus Declarations

Committee members had for their consideration a review of the draft communication noted above. Committee members discussed the draft and suggested improvements that would clarify the role of the TLC as presented.

The Chair noted that further comments should be forwarded to S. Hoy to capture the intent of the Board. A revised document will be re-tabled at the November TLC Board meeting for review and approval.

6. CEO Update to the Board

S. Hoy, by way of formal introductions, presented the following new staff to the TLC Board:

- Donna Jondreau, Manager of Real Estate
- Michael Tenenbaum, Manager of Property Management and Leasing Administration

7. Finance Committee, Report No. 2, September 8, 2009

H. Heron, seconded by J. Campbell moved:

That the following matters presented in Finance Committee Report No. 2, September 8, 2009, be approved:

- a) **Third Quarter Statement of Revenue and Expenditures**
- b) **Roles & Responsibilities of TLC/TDSB re: Surplus Declarations – Draft Communication**

The motion was carried.

8. Audit Committee, Report No. 1, September 8, 2009

J. Marshall, seconded by B. Davis moved:

That the following matters presented in Audit Committee Report No. 1, September 8, 2009, be approved:

- a) **Terms of Reference for Audit Committee**
- b) **Election of Chair**
- c) **Appointment of Auditor**
- d) **Auditor's Plan for TLC, 2008-2009**

The motion was carried.

9. Amendment to Shareholder's Direction (2009-09-026)

Directors had for their consideration a report titled *Amendment to the Shareholder's Direction*. Directors reflected on earlier discussions: the establishment of the Toronto Lands Corporation and how the corporation was to have been structured.

B. Davis, seconded by I Atkinson moved:

That D. Crombie, S. Hoy, J. Campbell and B. Davis arrange a meeting with Dr. Chris Spence, Director of Education, to outline the original intention around the establishment of the TLC and to seek his support in conjunction with a 'go-forward' position for the TLC.

The motion was carried.

S. Hoy noted that in conjunction with the original report tabled - *Amendment to the Shareholder's Direction* – she will inform Deloitte Chartered Accountants that the Amendments continue to be under review by the Board of Directors at this time. This will allow for the audit to proceed as planned.

10. Property Condition Assessments & Update of the ReCAPP Database (2009-09-025)

J. Campbell, seconded by J. Pepino moved that:

- a) **Property Condition Assessments and an Update of the ReCAPP Database, for specified properties of the Toronto Lands Corporation, be undertaken; and**
- b) **That Jacques Whitford Stantec Limited be retained to complete the above scope of work at a total cost not to exceed \$101,000 for the assessment of 38 sites.**

The motion was carried.

11. Update on Pools

The following verbal update was provided by David Crombie.

- The AWG submitted a further report to the TDSB, in August, for its consideration. TDSB will review the report and prepare a staff report to the Administration, Finance and Accountability Committee in September.

- A great deal of work and activity is underway by the AWG on behalf of pools in schools.
- On September 29th, a meeting of the AWG is planned where various kiosks representing interests in the various pools will be set up. Information will be provided to interested stakeholders and potential pool-users.
- The AWG is planning a further report to the TDSB before the end of December 2009.

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

At 7:15 pm, on a motion by I. Atkinson, seconded by J. Marshall, 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. 8, September 15, 2009

I. Atkinson, seconded by J. Marshall, moved: **That Report No. 8 of the Committee of the Whole (Private) be adopted.**

The motion was carried.

15. Adjournment

At 8:00 p.m., on a motion of J. Marshall, seconded by J. Pepino, the meeting adjourned.

David Crombie
Chair