

TORONTO LANDS CORPORATION

(the "Corporation")

TERMS OF REFERENCE FOR THE NOMINATING & GOVERNANCE COMMITTEE

(Adopted by the Board November 4, 2010)

1. Purpose

The Nominating & Governance Committee (the "Committee") is a committee of the Board of Directors (the "Board") of the Corporation. Pursuant to a Shareholder's Direction (the "Shareholder's Direction") from the Toronto District School Board ("TDSB") to the Corporation dated May 16, 2008, the role of the Committee is to advise the Board and TDSB regarding the composition of the Board. The Committee will also advise the Board regarding the appointment of officers of the Corporation, including the Chief Executive Officer, and provide recommendations on policies to guide the work of the Toronto Lands Corporation.

2. Authority

- 2.1. The Committee is authorized to seek any information it requires from any officers of the Corporation in order to perform its duties.
- 2.2. The Committee is authorized to obtain, at the Corporation's expense, outside legal or other professional advice on matters within its terms of reference.

3. Composition

- 3.1. The Committee shall consist of three members of the Board and the Chair of the Board.
- 3.2. Members of the Committee shall be appointed by the Board from the members of the Board. One member of the Committee shall be appointed by the Board from members of the Board who are trustees of the TDSB and two members of the Committee shall be appointed by the Board from members of the Board who are not trustees of the TDSB. Members of the Committee shall serve until their successors are duly appointed or until the member resigns, is removed or ceases to be a member of the Board. Any member may be removed at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

3.3. The Chair of the TLC will serve as Chair of the Committee (the “Chair”), given the requirement for citizen Directors to be contacted and communicated with regarding their future intent to serve or not serve on the Board of the Toronto Lands Corporation. If the Chair is unavailable or unable to attend a meeting of the Committee, the Chair shall ask another member to chair the meeting, failing which a member of the Committee present at the meeting shall be chosen by a majority of the members of the Committee present to preside over the meeting. The Chair presiding at any meeting of the Committee shall not have a casting vote.

4. Meetings

4.1. The Committee shall meet at least two times a year, with authority to convene additional meetings as circumstances require. Meetings shall be held at the request of the Chair or any 2 members of the Committee or at the request of the Chair of the Board or the Chief Executive Officer.

4.2. Notice of the time and place of each meeting may be given orally, in writing, by facsimile or by electronic means to each member of the Committee at least 48 hours prior to the time of the meeting.

4.3. All Committee members are expected to attend each meeting. Committee members may participate in any meeting by means of a telephonic, electronic or other communication facility and a member participating by such means is deemed to be present at the meeting.

4.4. A majority of Committee members constitutes a quorum of the Committee.

4.5. The Chief Executive Officer is expected to be available to attend meetings but shall not be a member of the Committee. Unless otherwise requested, the Chief Executive Officer shall not attend any part of a meeting during which the appointment or re-appointment of the Chief Executive Officer is to be discussed. Pursuant to the Shareholder’s Direction, the Director of Education of the TDSB or any person appointed by the Director of Education shall be entitled to receive notice of, and to attend meetings, but shall not be a member of the Committee. The Committee may, by specific invitation, have other resource persons in attendance. The Committee shall have the right to determine who may be present at any time during a meeting of the Committee. The Committee will meet in both public and in-camera sessions; appropriate agendas will be prepared and posted to the public website as required. Members of the Board, who are not members of the Committee, may attend Committee meetings on an ad hoc basis upon prior consultation and approval by the Chair or by a majority of the Committee.

4.6. The Committee shall appoint a secretary who shall take minutes of each meeting. Minutes of Committee meetings shall be sent to all Committee members. The Board shall be kept informed of the Committee's activities, findings, conclusions and recommendations by a report at the first Board meeting following each Committee meeting.

5. Responsibilities

The Nominating and Governance Committee shall:

- Advise the Board on qualifications and criteria for Board membership, including experience, attributes, skills and requirements under applicable statutes and the Shareholder's Direction;
- Establish and implement a selection and screening process for identifying suitable candidates for appointment to the Board, including:
 - i) Developing appropriate qualifications and criteria for the selection of Board members, taking into account the competencies and skills of each existing director;
 - ii) Considering the competencies and skills that the Board as a whole, should possess;
 - iii) Considering the expertise of candidates in real estate, urban development, board governance, corporate finance, delivery of major projects, tendering processes, architecture, as well as other disciplines relevant to the mandate of the Corporation;
 - iv) Considering the competencies and skills of each candidate and whether or not each candidate can devote sufficient time and resources to duties as a Board member;
 - v) Canvassing the current Board for suggestions for candidates;
 - vi) Maintaining a list of potential candidates;
 - vii) Establishing a procedure for approaching prospective candidates;
 - viii) Evaluating and recommending candidates for approval by the Board and submission for ratification by TDSB;
- Review the existing Board on a yearly basis, anticipate openings/vacancies, and advise the Board on recommended changes or steps to be taken;

- From time to time, call upon eminent outside persons to support the work of the Committee;
- Establish and implement a selection and screening process for identifying suitable candidates for appointment as officers of the Corporation, including the Chief Executive Officer;
- Subject to the Shareholder's Direction, make recommendations to the Board with respect to the appointment of officers of the Corporation;
- Develop a succession plan for officers of the Corporation;
- Assist in the orientation of newly appointed directors and officers, including in becoming acquainted with the Corporation and its governance process, and encourage continuing education opportunities for all directors and officers;
- Provide advice and recommendations to TLC staff and the TLC Board in relation to policy items where a new TLC policy is required and/or where a policy needs to be revised.
- At least once a year, review its own performance, constitution and terms of reference in order to evaluate its effectiveness in fulfilling its mandate, and recommend any changes it considers necessary to the Board.

6. Privacy considerations

All information relating to prospective candidates and provided to Committee members and discussed during meetings shall remain confidential, subject to the provisions of applicable privacy legislation.