

Nominating and Governance Committee Meeting Report No. 4

March 21, 2013

A regular meeting was convened at 4:30 pm, Thursday March 21, 2013, at 5050 Yonge Street (Toronto District School Board head office), with David Crombie, Chair of the Committee, presiding.

The following members were present: J. Pepino and P. Gough.

Regrets: H. Brathwaite.

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 P. Gough, 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. Potential New Citizen Directors for TLC Board

Committee members had for their consideration a report titled *Potential New Citizen Directors for TLC Board*. D. Crombie noted the TLC will be looking to replace several Citizen Directors by November 2013. The report before the Committee today reflects the TLC's desire to identify the strengths and experiences required by potential new Directors. When the TLC was initially established by the TDSB, the corporation was most fortunate to have had a strong group of real estate, planning, and governance experts agree to sit on the Board. At that time, the corporation did not reach out with a general

request for public interest, but rather specific experts were identified and asked if they would be willing to support this new corporation. At that time, Directors with an understanding of government and how it operates, real estate, community understanding, etc., were sought

Committee members discussed the best approach, at this time, to seek new Citizen Directors. After some discussion, the following process was agreed upon.

- a) Nominating Committee requested to review the criteria for nominations included in the Nominating Committee report.
- b) Members of the Committee were asked to put forward names of individuals that meet the criteria (all or most) outlined in the agenda package. The expertise and insight of the Nominating Committee members would be drawn upon at this point, to put forward excellent potential candidates.
- c) Directors to be mindful that the TLC would like to avoid situations where an individual Director must declare a conflict of interest frequently, on disposition transactions. This is problematic from an information sharing perspective overall.
- d) Committee members were asked to submit three names (if possible) to Shirley Hoy by April 15, 2013.
- e) Upon receipt of names, S. Hoy will contact candidates to confirm their interest in standing as a nominee, to the TLC Board for an initial 3-year term. If yes, S. Hoy will request that they submit a CV for review and consideration.
- f) A summative package will be prepared by the end of April and couriered to Nominating & Governance Committee members on April 30th.
- g) A May meeting of the Nominating & Governance Committee was proposed, in order to review names, discuss and develop recommendations to the June TLC Board. The proposed date for this meeting is **prior to the May TLC Planning session on May 7, 2013 (approx. 3:30 to 5:30 pm)**.
- h) A June 4th meeting of the Nominating & Governance Committee is scheduled and will be adhered to as required to approve final recommendations.
- i) The June TLC Board meeting is scheduled to receive and consider recommendations by the Nominating Committee on June 11, 2013.

P. Gough, seconded by J. Pepino, moved:

- a) **That this report be received;**
- b) **That members of the Nominating & Governance Committee provide input and feedback as to potential Citizen Director candidates to David Crombie, Chair and Shirley Hoy, CEO;**
- c) **That the Nominating and Governance Committee work toward the goal of preparing final recommendations for replacement Citizen Directors to the TLC Board meeting in June 2013; and**
- d) **That once recommendations are approved by the TLC Board, that they be forwarded to the TDSB Board for consideration and approval before the end of September 2013.**

The motion was carried.

5. Self-evaluation of the TLC by Directors

Committee members had for their consideration a report titled *Self-Evaluation of the TLC by Directors*. S. Hoy noted the following:

- Self-evaluation of Boards is typically conducted at approximately the 3 to 5 year mark.
- Often self-evaluations are conducted via a survey to Board members.
- The Chair would prefer to conduct a focused discussion in relation to this self-evaluation.

P. Gough wondered if the TLC had considered having the TDSB evaluate it as a corporation. The Chair indicated that the TLC's self-evaluation is in keeping with normal practice. The results of the self-evaluation will be shared with the TDSB as the sole shareholder. The TDSB should consider this self-evaluation in conjunction with its own evaluation of the TLC, as its agent.

The Chair also noted that the self-evaluation suggested in the report before Committee is in relation to the TLC Board and its operations only. It will reflect for us, as a TLC, an internal understanding of how we are working.

The Chair acknowledged and agreed with P. Gough's desire to pursue an evaluation of the TLC from a TDSB perspective. As a result, it was agreed that:

- S. Hoy will outline the beginnings of a discussion between the TLC Chair and the TDSB Chair, to focus on what the TDSB's evaluation of the TLC might include given the corporation has been in existence now for 5 years. This evaluation should include an evaluation of the TLC's relationship with the TDSB.
- The Chair and S. Hoy will speak with C. Bolton, TDSB Chair, in relation to the above. An update will be provided back to the Nominating and Governance Committee, TLC, as to the response by the TDSB Chair. It should be noted however, that an evaluation of the TLC by the TDSB is a decision to be made by the TDSB alone.

J. Pepino, seconded by P. Gough, moved:

- a) That the attached *Self-Evaluation Discussion Outline (included with the above noted report)* for the Toronto Lands Corporation (TLC), be approved for use; and,**
- b) That the Chair of the Toronto Lands Corporation (TLC) undertake this discussion with Directors serving on the Board of the TLC in the fall of 2013, or, as best determined by the Chair.**

The motion was carried.

6. Private Matters

Nil

7. New Business

Nil

8. Adjournment

At 5:10 pm, on a motion by J. Pepino, seconded by P. Gough, the meeting adjourned.

The motion was carried.

David Crombie
Chair