

**Toronto Lands Corporation**  
**(the "Corporation")**

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Policy: TLC-CORP-PO0021.

**ELECTRONIC MEETINGS POLICY**  
(Adopted by the Board June 29, 2020)

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**1.0 Purpose**

The advantages to holding electronic meetings, and electronic voting, from time to time is both acknowledged and necessary. This policy is intended to provide guidance for the Corporation when holding and participating in electronic meetings, or conducting these votes. This policy replaces the previous policy: TLC P015 "Electronic Participation in Board Meetings."

**2.0 Responsibility**

Chair, Toronto Lands Corporation  
Chief Executive Officer, Toronto Lands Corporation.

**3.0 Policy**

- 3.1 This policy provides for the use of electronic means for the holding of public or private meetings of the Members, Board and Committees of a board, including a committee of the whole board.
- 3.2 Electronic meetings may be used to hold Member, Board or Committee meetings subject to due notice requirements for any such meeting being met, or, waived by unanimous consent in special circumstances.
- 3.3 Such meetings may be partially electronic – where some participants meet in person, but others participate electronically – or may be wholly electronic – where all individuals participate electronically.
- 3.4 All participants must have access to the necessary equipment for participation. A right of membership is participation; therefore, the technology used must be accessible to all members to be included in the meeting.
- 3.5 In accordance with the Bylaws governing the TLC, all rules pertaining to in-person Member, Board or Committee meetings apply equally to electronic meetings, for ex-

ample, notice, pre-meeting package requirements, quorum, minute taking, voting, conflict of interest and confidentiality requirements, etc.

- 3.5 (i) **Notice:** Notice of the time and place for the meeting shall be given to every director of the corporation by sending the notice ten days or more before the date of the meeting unless Notice is waived for the purposes of a Special Meeting of the Members, Board or Committee.
- 3.5 (ii) **Pre-meeting Package:** The pre-meeting package shall be given to every director of the corporation 5 business days or more before the date of the meeting. Where notice of a meeting is waived in special circumstances, best efforts will be made to have pre-meeting materials circulated to every director prior to the meeting.
- 3.6 All meeting participants must ensure they maintain complete privacy in their off-site meeting space. This will ensure all discussions are kept confidential and are only heard by those invited to and attending the meeting.
- 3.7 All provisions and policy related to in-camera meetings and conflict of interest will apply equally for electronic meetings of the Members, Board or Committees.
- 3.8 At no time will meeting participants record any portion of the meeting. The only exception to this is any recording made by the Corporate Secretary or other approved Corporate Officer for the purpose of minute taking. Any such recording must be destroyed once the official minutes of the meeting have been approved.
- 3.9 In no circumstance are discussions in the “chat” function of virtual meeting software to be copied and saved by meeting participants or included as part of the official meeting minutes.
- 3.10 Subject to any conditions or limitations provided for under the Act, Regulations, By-laws or this Policy (which may be waived during the course of a declared emergency), a member, board or committee member who participates in a meeting through electronic means shall be deemed to be present at the meeting and will be recorded as in attendance at and part of the quorum of the meeting.

#### 4.0 SPECIFIC DIRECTIVE

The Board may approve associated procedure to implement this Policy.

Review: by the Board of Directors on a three-year review (next: 2023)

#### 5.0 REFERENCE DOCUMENTS

Operational Procedure TLC-CORP-PR0021: ELECTRONIC MEETINGS PROCEDURE