

**TORONTO LANDS CORPORATION
60 ST. CLAIR AVENUE EAST
TORONTO, ONTARIO**

**MINUTES OF SPECIAL BOARD OF DIRECTORS MEETING
HELD IN-PERSON AT TORONTO LANDS CORPORATION OFFICE
AND VIRTUALLY VIA MICROSOFT TEAMS
TORONTO, ONTARIO**

SEPTEMBER 14, 2023, 5:30 PM

BOARD MEMBERS

Dennis Hastings	Trustee Director
Shelley Laskin	Trustee Director
Zakir Patel	Trustee Director
Manna Wong	Trustee Director
Stacey Zucker	Interim TDSB Staff Director (Regrets)
Leola Pon	Interim TDSB Staff Director (Regrets)
Payman Berjis	Citizen Director
Igor Dragovic	Citizen Director (Regrets)
John Filion	Citizen Director
Aleem Punja	Citizen Director

TLC STAFF

Ryan Glenn	Interim Chief Executive Officer
George Kralidis	Head of People and Culture
Yvonne Choi	Director of Planning (A)
Tyler Raponi	Head of Corporate Accountability and Governance (A)
Rob Thompson	Head of Corporate Communications
Barbara Carou	Manager of Strategic Partnerships and Development

1. Call to Order & Confirmation of Quorum

There being a quorum present, and the Directors having been given adequate and proper notice of the meeting, Chair of the TLC Board John Filion called the meeting to order at 5:42 PM (EST).

2. Land Acknowledgement

John Filion read the following Land Acknowledgement:

We acknowledge we are hosted on the lands of the Mississaugas of the Anishinaabe, the Haudenosaunee Confederacy and the Wendat. We also recognize the enduring presence of all First Nations, Métis, and the Inuit peoples.

3. Declaration of Conflict of Interest under the Municipal Conflict of Interest Act and the Ontario Business Corporation Act

No conflicts of interest were declared.

4. Approval of the Agenda/Other Business

MEETING MINUTES

On a motion duly made by Shelley Laskin, seconded by Payman Berjis, the agenda was approved.

5. Implementation of Toronto Lands Corporation Board of Directors Procedural Bylaw Review and Development (Report # 2023-09-042)

The Board considered a report on the implementation of procedural bylaw review. At the Special Organizational Meeting on August 2, 2023, directors requested a special meeting of the Board to consider a bylaw and governance review. The report provides a timeline for the review beginning in September 2023 with TDSB approval anticipated in January 2024.

On a motion duly made by Aleem Punja and seconded by Payman Berjis, the TLC Board decided:

1. That, regarding Committees of the Board and establishment of Committees:

- i. That the mandate of the Human Resources and Nominating Committee be revised to include a TLC Board of Directors governance framework review;**
- ii. That a Human Resources, Nominating and Governance Committee be established at the TLC Organizational Meeting, to succeed the current Human Resources and Nominating Committee, with the revised mandate at part 1(i);**
- iii. That members of the Board's committees be consulted at regular Committee meetings scheduled in September and October 2023 regarding changes to the respective committee's terms of reference;**
- iv. That revised terms of reference for the following committees, incorporating feedback collected by Committee members, be presented to the Board at the Regular Board meeting on October 19 for approval:**
 - Human Resources, Nominating and Governance Committee;**
 - Audit and Finance Committee; and,**
 - Policy and Planning Committee;**

2. That, regarding the development of a TLC Board Procedural Bylaw:

- i. That members of the Board of Directors be invited to submit feedback on the development of a procedural bylaw for the Board of Directors, with reference to By-Law No. 1 and the Toronto District School Board Bylaws, to the CEO and Head of Corporate Accountability and Governance for a period from September 14 to September 26, 2023;**
- ii. That a draft of the TLC Board Procedural Bylaw with feedback collected by members be presented for consideration to the Human Resources and Nominating Committee on October 5;**
- iii. That, following the October 5 meeting of the Human Resources and Nominating Committee, a draft of the TLC Board Procedural Bylaw with any additional feedback provided at the Human Resources and Nominating Committee meeting be provided as notice at the Regular Board meeting on October 19;**

MEETING MINUTES

3. That the TLC Organizational Meeting and Strategic Planning Session scheduled for December 5, 2023 be rescheduled as an Organizational Meeting to Thursday, November 16, 2023 at 5 PM to:
 - i. Receive any changes to TLC Board membership as a result of the TDSB Organizational Meeting;
 - ii. Appoint a Chair, Vice-Chair and Committee members;
 - iii. Approve the revised procedural bylaw;
4. That the Strategic Planning Session scheduled for December 5, 2023 at 5 PM continue as scheduled, with a strategic focus on planning for the review of the governance framework.

The motion was carried.

6. Governance Review Action Plan Resulting From the Revised Shareholder's Direction (Report # 2023-09-043)

The Board considered a report on a governance review action plan resulting from amendments made to the Shareholder's Direction. A timeline of the governance review was provided in the report, and on page 5.

On a motion duly made by Aleem Punja and seconded by Manna Wong, the TLC Board decided that the proposed timeline for the governance review, as presented in the report, be approved.

The motion was carried.

7. Modernization Opportunities: Capital Priority Site, 235 Galloway Road (Report # 2023-09-044)

The Board considered a report on the capital priority submission for St. Margaret's Public School at 235 Galloway Road. The school site is identified on the facility condition index as a replacement school requiring rebuild due to the significant repair backlog. The report provides the modernization opportunity available to TDSB, should the capital priority submission be funded through the Ministry of Education Capital Priorities Program.

On a motion duly made by Zakir Patel and seconded by Aleem Punja, the TLC Board decided:

1. That the Toronto District School Board site located at *235 Galloway Road- St. Margaret's Public School* be prioritized by the Toronto Lands Corporation in support of the TDSB's capital priority submission to the Ministry of Education, and that the Preliminary Work Plan, as outlined in the supporting appendices continued to be explored, with a report back to the TLC board in the second quarter of 2024 on that work;
2. That the follow-up report includes the outcome of staff's due diligence including:
 - i. High level financial pro-forma.
 - ii. Refined site massing and potential built form
 - iii. Staging options

MEETING MINUTES

- iv. **Heritage, Title and Environmental summary**
 - v. **Other public sector partnership opportunities**
 - vi. **Risks**
3. **That, along with the new school, the TLC explore the option to include a new public sector, or not-for-profit long-term care home as a part of any future redevelopment on the site.**
4. **That the TLC explore opportunities for additional city and community building opportunities, with a focus on truth and reconciliation and equity, and wherever possible, include these opportunities as a part of due diligence**

The motion was carried

8. Bill 98, Better Schools and Student Outcomes Act, 2023: Update (Report # 2023-09-045)

The Board reviewed an information update provided for discussion on the *Better Schools and Student Outcomes Act (2023)*.

The Board discussed the changes to the *Education Act* as a result of the Bill and the impact of Minister's regulations on site planning, disposition of property, business affairs. The Board discussed the need for continued advocacy by the TDSB for community building and moving modernization projects forward, as the TDSB and Toronto face unique challenges in pupil accommodation, planning and development.

9. Termination of Meeting

On a motion duly made by Dennis Hastings and seconded by Aleem Punja, the meeting terminated at 6:47 PM.

**Governance Review Action Plan Resulting From the Revised Shareholder's Direction
 (2023-09-043)**
Proposed Timeline of Governance Review

Activity	Timeline	Notes	Applicable Section of Shareholder's Direction
Committee Terms of Reference Review	September – October 2023	To be completed ahead of Organizational Meeting	Reviewed in accordance with s.4.1(f), (g) and (h) of Shareholder's Direction
Board Bylaw Review and Procedural Bylaw Development, and Delegation Procedure Development	September 2023 – January 2024	Feedback to be collected throughout September, with proposed changes to be reviewed by the Human Resources and Nominating Committee in October. Notice of revisions to be provided to the Board at the regular meeting in October Subject to approval by TDSB Board of Trustees	To be developed to support s.3.2 (f), (g) and (i) of Shareholder's Direction
Public Agenda and Meeting Access Procedure and Reporting to Committees and Board Procedure	September – December 2023	Procedures subject to approval by TDSB staff	Developed in accordance with s.4.11 of Shareholder's Direction.
Code of Conduct Development	September 2023 – February 2024	Policy subject to approval by TDSB Board of Trustees	Developed in accordance with s.4.12 of Shareholder's Direction.
Policy Review Schedule and Policy Framework	January – April 2024	Review of the policy framework of TLC to be completed to ensure alignment with TDSB policies and procedures. Operational, subject to approval by TDSB staff	Schedule and Framework to be developed to support s.4.1(d) of Shareholder's Direction.

MEETING MINUTES

Activity	Timeline	Notes	Applicable Section of Shareholder's Direction
Board Self-Improvement Policy and Procedures (as required)	January – June 2024	Policy subject to approval by TDSB Board of Trustees, procedures subject to approval by TDSB staff. Board Self-Improvement Initiatives to be developed concurrently with Key Performance Indicators, which are to be presented to the TDSB within 3 months of approval of the revised MYSP (MYSP approval currently planned for January 2024)	Policy and supporting procedures to be developed to support s. 4.13, s.4.1(j) and s.3.1(f) of Shareholder's Direction.