

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

**MINUTES OF THE HUMAN RESOURCES AND NOMINATING COMMITTEE
HELD IN-PERSON AT TORONTO LANDS CORPORATION OFFICE
AND VIRTUALLY VIA MICROSOFT TEAMS
TORONTO, ONTARIO**

OCTOBER 10, 2023, 5:30 PM

COMMITTEE MEMBERS

John Fillion	Citizen Director
Shelley Laskin	Trustee Director
Leola Pon	TDSB Staff Director
Aleem Punja	Citizen Director
Stacey Zucker	TDSB Staff Director

TLC STAFF

Ryan Glenn	Interim Chief Executive Officer
George Kralidis	Head of People and Culture
Tyler Raponi	Head of Corporate Accountability and Governance (A)

GUESTS

Dennis Hastings	Trustee Director
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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, the meeting was called to order by Interim CEO Ryan Glenn.

2. Land Acknowledgement

Interim CEO Ryan Glenn 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. Election of Committee Chair

John Filion, seconded by Shelley Laskin, nominated Aleem Punja as Chair of the TLC Human Resources and Nominating Committee.

There being no further nominations, Aleem Punja was acclaimed as Committee Chair and assumed the role of Chair for the remainder of the meeting.

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

No conflicts of interest were declared.

5. Approval of the Agenda/Other Business

No corrections or amendments to the agenda.

On a motion made by John Filion and seconded by Shelley Laskin, it was resolved to approve the agenda.

The motion was carried.

6. Approval of Minutes of the Human Resources and Nominating Committee

The minutes of the Human Resources and Nominating Committee meeting last May 25, 2023 were before the Committee. There were no errors or omissions.

On a motion made by Shelley Laskin and seconded by Stacey Zucker, the minutes of the meeting of the Human Resources and Nominating Committee were approved.

The motion was carried.

7. Orientation: TLC Organizational Structure

Interim CEO Ryan Glenn presented the TLC organizational structure effective October 2023. Ryan discussed areas within the organization that would benefit from additional resources.

The Committee thanked Ryan for his presentation.

8. Items for Approval

The Committee had for its consideration the following items:

a. Human Resources and Nominating Committee Terms of Reference Review

The Committee considered the terms of reference for the Human Resources and Nominating Committee, last revised in 2020. Committee members shared draft revisions for consideration ahead of the meeting leading to additional questions and comments. There was some concern that the Terms of Reference needed to be aligned with the Board Bylaws, the Ontario Education Act and the Shareholders Direction.

On a motion made by John Filion and seconded by Shelley Laskin, it was recommended that: **Section 2.2 of the draft Terms of Reference be deleted, and the remaining Terms of Reference be referred to the Board for further discussion.**

The motion was carried.

b. TLC Board of Directors Procedural Bylaw Review and Development: Draft Bylaw

The Committee considered a draft of the Board of Directors Procedural Bylaw as directed by the Board. Additional work was identified to bring the bylaws into alignment with the TDSB.

On a motion made by Leola Pon and seconded by Shelley Laskin, it was recommended that: **That the Board of Directors Procedural Bylaw be referred to TLC staff for further revision.**

The motion was carried.

c. Developing a Performance Review Process for the CEO

The Committee discussed the need to revise a Performance Review Process for the CEO.

On a motion made by John Filion and seconded by Stacey Zucker, it was recommended that: **The Human Resources Committee of TLC establish a process to evaluate the performance of the CEO in relation to a set of measurable objectives, in line with the Shareholder's Direction, that it present a recommended process to the TLC Board at its meeting of November 16, and that the Board identify any external resources TLC might need in undertaking such a process.**

The motion was carried.

MEETING MINUTES

9. Resolution into Closed Session

On motion of Shelley Laskin, seconded by John Fillion, the Committee resolved into closed (private) session to consider matters under section 207(2)[b] of the *Education Act*.

10. Termination of the Meeting

Termination of the meeting seemed to occur as part of the closed session recording.