



Toronto Lands Corporation (TLC) Human Resources and Nominating Committee Meeting

Committee Members: John Filion, Shelley Laskin, Leola Pon, Aleem Punja and
Stacey Zucker

10 October 2023

In-Person: TLC Office

60 St Clair Ave E. Suite 201

Toronto, ON, M4T 1N5

Virtual: Microsoft Teams



Agenda - Toronto Lands Corporation (TLC) Human Resources and Nominating Committee Meeting

PUBLIC AGENDA

Call to Order & Confirmation of Quorum

[Ryan Glenn](#)

Land Acknowledgement

[Ryan Glenn](#)

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.

Election of Committee Chair

[Ryan Glenn](#)

Election of a Committee Chair for the Human Resources and Nominating Committee meeting on October 5, 2023.

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

[Chair](#)

Approval of the Agenda/Other Business

[Chair](#)

For Approval

Approval of the Minutes of the Human Resources and Nominating Committee

[Chair](#)

Approval of minutes of the meeting of the Human Resources and Nominating Committee on May 25, 2023 [confidential attachment]

For Approval

Orientation: TLC Organizational Structure

[Ryan Glenn](#)

Discussion Item

Items for Approval

[Chair](#)

For Approval

Human Resources and Nominating Committee Terms of Reference Review (2023-10-051)

[Ryan Glenn/ Tyler Raponi](#)

For Approval

Toronto Lands Corporation Board of Directors Procedural Bylaw Review and Development: Draft Bylaw (2023-10-050)

[Ryan Glenn/ Tyler Raponi](#)

For Approval

Developing a Performance Review Process for the CEO

[Chair](#)

Motion for Consideration

For Approval

Resolution Into Closed Session

[Chair](#)

To consider matters under section 207(2)[b] of the Education Act.

For Approval

Termination of Meeting

[Chair](#)

For Approval

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

**MINUTES OF THE HUMAN RESOURCES & NOMINATING COMMITTEE MEETING
HELD VIRTUALLY VIA ZOOM
TORONTO, ONTARIO**

May 25, 2023, 4:00 PM, In Camera

COMMITTEE MEMBERS:

Stacey Zucker	Interim TDSB Staff Director
Leola Pon	Interim TDSB Staff Director
Shelley Laskin	Trustee Director

TLC STAFF:

George Kralidis	Head of People and Culture
Ernesto Soliman	Policy Advisor

1. Call to Order and 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 at 4:00 PM with George Kralidis, Head of People and Culture, presiding (appointed in the CEO's absence).

2. Selection of the Committee Chair

Stacey Zucker volunteered to chair the TLC Human Resources and Nominating Committee meeting.

Moved by: Shelley Laskin
Seconded by: Leola Pon

The motion was carried.

3. Land Acknowledgement

Stacey Zucker (Chair) 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.

MEETING MINUTES (IN CAMERA)

4. Declaration of Conflict of Interest Under the Municipal Conflict of Interest Act and the Ontario Business Corporations Act

No conflicts of interest were declared.

5. Approval of the In Camera Session Agenda/Other Business

No corrections or amendments to the agenda.

Moved by: Shelley Laskin
Seconded by: Leola Pon

The motion was carried.

6. Items for Approval

(1) TLC Citizen Director Appointments (Rpt #2023-05-040)

Stacey Zucker, Chair, presented her report and identified the final four candidates that were interviewed and chosen (by the members of the Human Resources and Nominating Committee) to serve as Citizen Directors on the Toronto Lands Corporation Board of Directors. The following items arose from the Board Committee discussion:

- After the committee approval on this report, it will be presented to the TLC Board meeting scheduled at 4:15 PM (May 25, 2023) for board approval. The report and TLC Board recommendations will then be forwarded to TDSB Policy and Planning Committee for presentation and approval, then onto the TDSB Board meeting on June 14, 2023 for ratification.
- TLC will work with TDSB to develop a communication plan regarding the announcement of the new TLC Citizen Directors.

Moved by: Shelley Laskin
Seconded by: Leola Pon

The motion was carried.

7. Termination

On a motion duly made by Shelley Laskin and seconded by Leola Pon, the meeting terminated at 4:10 PM.

The motion was carried.

ACTION ITEM

Human Resources and Nominating Committee Terms of Reference Review

To: Human Resources and Nominating Committee

Date: October 5, 2023

RECOMMENDATION

It is recommended that the revisions to the Human Resources and Nominating Committee Terms of Reference, as discussed and agreed upon at the October 5, 2023 meeting of the Human Resources and Nominating Committee, be approved.

EXECUTIVE SUMMARY

On September 14, 2023, the TLC Board of Directors adopted a bylaw review implementation plan, including a review of the terms of reference for each committee of the Board. The implementation plan also approved an additional governance mandate for the Human Resources and Nominating Committee. The terms of reference for the Human Resources and Nominating Committee are presented in Appendix A for discussion at this time. Proposed revisions to the terms of reference, made in consultation with the Chair of the Board and Committee members, are presented in Appendix B.

The terms of reference will be reviewed concurrently with the board bylaws. Committee members are asked to provide comments and/or revisions to staff at the October 5, 2023 Human Resources and Nominating Committee meeting.

STRATEGIC GOAL AND ANNUAL PLAN DIRECTIONS

TDSB Strategic Plan

Goal: (include all that apply)

- Create a Culture for Student and Staff Well-Being
- Build Strong Relationships and Partnerships with School Communities to Support Student Learning and Well- Being

TLC Strategic Plan

Goal: (include all that apply)

- To be a highly functioning organization successfully aligning TLC's & TDSB Missions and the Shareholder's Direction

DUE DILIGENCE *(Select all that apply)*

HR & Nominating Committee

- | | |
|--|--|
| <input type="checkbox"/> SWOT Analysis | <input type="checkbox"/> Gap Analysis |
| <input type="checkbox"/> Market research on best practices | <input type="checkbox"/> Legal counsel review and advice |
| <input checked="" type="checkbox"/> Review agenda and materials with Committee Chair | <input type="checkbox"/> Retain outside legal counsel |
| <input type="checkbox"/> Other: | <input type="checkbox"/> Consultation with TDSB Staff |

FINANCIAL IMPLICATIONS

N/A

ACTION PLAN AND ASSOCIATED TIMELINES

Recommended revisions to the Human Resources and Nominating Committee Terms of Reference will be presented to the TLC Board of Directors on October 19, 2023 for approval.

TLC AND TDSB BOARD POLICY AND PROCEDURE REFERENCE(S)

- Shareholder's Direction

APPENDIX

- **Appendix A:** Human Resources and Nominating Committee Terms of Reference
- **Appendix B:** Proposed Revisions to Committee Terms of Reference

FROM:

Tyler Raponi, Head of Corporate Accountability and Governance (A), Toronto Lands Corporation, at traponi.tlc@tdsb.on.ca

TORONTO LANDS CORPORATION

(the “Corporation”)

TERMS OF REFERENCE FOR THE HUMAN RESOURCES & NOMINATING COMMITTEE

(Adopted by the Board November 26, 2020)

1. Purpose

The Human Resources & Nominating Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of the Corporation. This committee fulfils certain requirements of the Shareholder’s Direction (the “Shareholder’s Direction”) with the Toronto District School Board (“TDSB”) as amended and restated on November 28, 2018.

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 filling Citizen Director vacancies, the appointment of officers of the Corporation, including the Chief Executive Officer (“CEO”), and the CEO’s performance management framework.

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 to five members of the Board.

3.2. Members of the Committee shall be appointed by the Board from the members of the Board, to include at least one Trustee Director and to include the Board Chair. 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 Committee will select its Chair (the “Chair”), from among the Citizen Directors serving on the Committee. 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 second 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 CEO.
- 4.2. Notice of the time and place of each meeting may be given orally, in writing, or by electronic means to each member of the Committee at least 72 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. Meetings or voting may be conducted electronically consistent with the Corporation's approved policies.
- 4.4. A majority of Committee members constitutes a quorum of the Committee.
- 4.5. The CEO is invited to, and normally would attend meetings but shall not be a member of the Committee. Unless otherwise requested, the CEO shall not attend any part of a meeting during which the employment arrangements of the CEO are 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. 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 Human Resources & Nominating 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, land use planning, community building, 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) Establishing a procedure for recruiting and selecting prospective candidates;
 - vi) 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;
- Establish and implement a selection and screening process for identifying suitable candidates for appointment as officers of the Corporation, including the CEO;

- Oversee the CEO's employment relationship, including recommending to the Board the CEO's responsibility and performance mandates, performance evaluation and compensation;
- 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;
- Regularly report to the Board about Committee activities, issues and related recommendations.
- Perform other activities related to these terms of reference as requested by the Board
- Any other responsibilities prescribed by relevant legislation or the Shareholder's Direction.
- 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.

TORONTO LANDS CORPORATION
(the “Corporation”)
TERMS OF REFERENCE FOR THE HUMAN RESOURCES, NOMINATING AND
GOVERNANCE COMMITTEE

(Adopted by the Board _____)

1. Purpose

The **Human Resources, Nominating and Governance** Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of the Corporation. This committee fulfils certain requirements of the Shareholder’s Direction (the “Shareholder’s Direction”) with the Toronto District School Board (“TDSB”) as amended and restated on _____.

The role of the Committee is to advise the Board and TDSB regarding:

- The oversight of human resource and employee-relations matters of the Corporation in accordance with TDSB Employee Services policies, procedures, terms and conditions of employment and any collective agreements;
- The nomination of Citizen members to serve on the Board and the process to fill vacancies among Citizen members, in accordance with the Shareholder’s Direction;
- Governance matters, including but not limited to procedural bylaws of the Board, policy review, succession planning, code of conduct and conflict of interest, and strategic planning;
- The development and oversight of performance review of the Chief Executive Officer (CEO), in accordance with the Shareholder’s Direction;
- Develop and implement a Board self-assessment on a yearly-basis.

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. Such expenses to be approved in accordance with the Delegation of Authority procedure Shareholder’s Direction.

3. Composition

3.1. The Committee shall consist of three or more members of the Board.

3.2. Members of the Committee shall be appointed by the Board from the members of the Board, to include at least one Trustee Director and to include the Board Chair. 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 Committee will select its Chair (the “Chair”), from among the Citizen Directors serving on the Committee. 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 second casting vote.~~

4. Meetings

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

4.2. Notice of the time and place of each meeting may be given orally, in writing, or by electronic means to each member of the Committee at least ~~48~~ **72** 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 electronic means, in accordance with the Corporation’s policies.** ~~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. Meetings or voting may be conducted electronically consistent with the Corporation’s approved policies.~~

4.4. A majority of Committee members constitutes a quorum of the Committee. If no quorum exists by reason of a conflict of interest, the remaining members shall be deemed to constitute quorum

4.5. The Chief Executive Officer is expected to be available to attend meetings but shall not be a member of the Committee. **Staff members presenting reports to the Committee are expected to attend meetings in-person, with exceptions to accommodate individual circumstances made by the CEO.** ~~The CEO is invited to, and normally would attend meetings but shall not be a member of the Committee. Unless otherwise requested, the CEO shall not attend any part of a meeting during which the employment arrangements of the CEO are 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. 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 from the Committee Chair to** the first Board meeting following each Committee meeting.

5. Responsibilities

5.1. The 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~~ **recommending** 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, land use planning, community building, 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. Establishing a procedure for recruiting and selecting prospective candidates;
 - vi. 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;
- Establish and implement a selection and screening process for **recommending** ~~identifying~~ suitable candidates for appointment as officers of the Corporation, including the CEO, **in accordance with the Shareholder's Direction**;
- Oversee the CEO's employment relationship, including recommending to the Board the CEO's responsibility and performance mandates, performance evaluation and compensation, **in accordance with the Shareholder's Direction**;
- 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;
- Regularly report to the Board about Committee activities, issues and related recommendations;
- Perform other activities related to these terms of reference as requested by the Board;
- Any other responsibilities prescribed by relevant legislation or the Shareholder's Direction;

- 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

- 6.1. 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.

DRAFT

DECISION ITEM**Toronto Lands Corporation Board of Directors Procedural Bylaw Review and Development:
Draft Bylaw****To: Human Resources and Nominating Committee****Date:** October 10, 2023**RECOMMENDATION:**

It is recommended that the Toronto Lands Corporation Procedural Bylaw, as presented in appendix A, be presented to the TLC Board of Directors on October 19, 2023 as notice and considered for approval on November 16, 2023.

EXECUTIVE SUMMARY

On September 14, 2023, the TLC Board of Directors decided *inter alia* to conduct a review of the TLC Board Bylaw No. 01 and develop a TLC Board Procedural Bylaw:

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;

Members of the TLC Board provided feedback in accordance with recommendation 2(ii), and a summary of the feedback received is provided in Appendix C. Due to scheduling conflicts, the October 5, 2023 meeting of the Human Resources and Nominating Committee was rescheduled to October 10, 2023.

Significant consideration was given in the following areas, to support effective, efficient and public decision-making:

- reviewing the meeting management process, including agenda setting, calling of meetings, and meeting decorum;
- clarifying how decision-making takes place, in terms of motions, amendments, debate and voting;
- providing a process for the appointment of members to various committees and recommendation of a Board Chair to the TDSB Board, per the Shareholder's Direction; and,
- developing a process for public involvement and delegations.

AUTHORITY OR DIRECTION FOR UNDERTAKING PROJECT

Authority or Direction: Shareholders Direction

Section 3.2 Principles Governing TLC.

To guide decision-making and strengthen accountability to TDSB's fiduciary responsibilities in the stewardship of its Real Estate Portfolio, TLC will conduct its affairs in a manner consistent with the following principles:

- (f) that TLC be guided by the TDSB Multi-Year Strategic Plan and other applicable TDSB Plans, policies and procedures;
- (h) that TLC conduct its affairs in a transparent and public spirited way, recognizing that, in many cases, the Real Estate Interests within the Real Estate Portfolio are important to the communities in which they are located; and
- (i) that TLC work with communities, local politicians and stakeholder organizations to ensure they have a meaningful opportunity to be informed of, participate in, and comment on, significant projects, initiatives or other matters being undertaken by TLC.

Section 4.11 TLC Meetings, Meeting Agendas, and Meeting Minutes

TLC shall:

- (1) conduct all meetings of the TLC Board and its committees in a manner that is open and accessible to the public, with the exception of TLC Board meetings and TLC Board committee meetings that are closed meetings held in conformance with the requirements of section 207 of the Education Act; and
- (2) post the agendas and minutes of all TLC Board meetings and TLC Board committee meetings online in a manner that is available to the public, with the exception of TLC Board meetings and TLC Board committee meetings that are closed to the public in accordance with the requirements of section 207 of the Education Act.

STRATEGIC GOAL AND ANNUAL PLAN DIRECTIONS

TDSB Strategic Plan Goal:

Build Strong Relationships and Partnerships with School Communities to Support Student Learning and Well-Being

Create opportunities for the use of TDSB lands to deliver improved learning facilities while exploring other broader city building objects which strengthen the communities in which these schools serve.

DUE DILIGENCE (Select all that apply)

HR & Nominating Committee

- | | |
|--|--|
| <input type="checkbox"/> SWOT Analysis | <input type="checkbox"/> Gap Analysis |
| <input checked="" type="checkbox"/> Market research on best practices | <input type="checkbox"/> Legal counsel review and advice |
| <input checked="" type="checkbox"/> Review agenda and materials with Committee Chair | <input type="checkbox"/> Retain outside legal counsel |
| <input type="checkbox"/> Other: | <input type="checkbox"/> Consultation with TDSB Staff |

FINANCIAL IMPLICATIONS

N/A

RISK LEVEL

Risk: N/A Risk not applicable

ACTION PLAN AND ASSOCIATED TIMELINES

For reference, the timeline of milestone events presented to the TLC Board on September 14, 2023 is provided below, adjusted for the date of Committee consideration. Timelines are subject to change should additional consultation or amendment to the procedural bylaw be required by TLC or TDSB boards.

Milestone Event	Timeline
TLC Board of Directors approves bylaw review implementation plan	September 14, 2023
Consultation and feedback collected on Board Bylaws	September 14 – 26, 2023
First draft of revised procedural bylaw with feedback presented to Committee	October 10, 2023
Final draft provided to TLC Board of Directors at Regular Board meeting to begin notice phase	October 19, 2023
Approval of procedural bylaw by TLC Board of Directors	November 16, 2023
Review of procedural bylaw by TDSB Planning and Priorities Committee and approval by TDSB Board	January/February 2024

TLC AND TDSB BOARD POLICY AND PROCEDURE REFERENCE(S)

- TLC Board Bylaws
- TDSB Board Bylaws

APPENDIX

- **Appendix A:** Draft of TLC Board Procedural Bylaw
- **Appendix B:** TLC Board Bylaw
- **Appendix C:** Bylaw Review Chart With Feedback

FROM:

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at rjglenn.tlc@tdsb.on.ca

Tyler Raponi, Head of Corporate Accountability and Governance (A), Toronto Lands Corporation, at traaponi.tlc@tdsb.on.ca



Toronto Lands Corporation Board of Directors Board Bylaw

*A procedural bylaw to govern the decision-making and conduct of members of the Toronto
Lands Corporation Board of Directors at TLC Board and Committee meetings*

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DRAFT

1. General

1.1. Definitions

“**Board**” means the Board of Directors of the TLC.

“**Business Corporations Act (Ontario)**” (“**OBCA**”) means the *Business Corporations Act*, R.S.O. 1990.

“**Chair**” means the Chair of the TLC Board.

“**Chief Executive Officer**” (“**CEO**”) means the Executive Officer of the TLC.

“**Citizen Director**” means a director of the TLC Board who is a citizen and has been nominated by an approved TLC committee, approved by the TLC Board, and ratified by TDSB.

“**Committee**” means a committee of the TLC Board.

“**Director of Education**” means the Director of Education of the TDSB.

“**Education Act**” means the *Education Act*, R.S.O. 1990.

“**Shareholder’s Direction**” means the Shareholder’s Direction between the TDSB and the TLC, as amended from time to time.

“**Toronto District School Board**” (“**TDSB**”) means the Toronto District School Board, a provider of public primary and secondary educational services, and the sole shareholder of TLC.

“**TDSB Staff Director**” means a director of the TLC Board who is a TDSB staff member and has been appointed by the Director of Education.

“**TDSB Trustee Director**” means a director of the TLC Board who is a Trustee of the TDSB and has been appointed by the TDSB Board.

“**Toronto Lands Corporation**” (“**TLC**”) means the Toronto Lands Corporation, a wholly-owned subsidiary of TDSB, incorporated under the OBCA.

“**Vice-Chair**” means the Vice-Chair of the TLC Board.

1.2. Purpose

The TLC Board Bylaw (“Bylaws”) is enacted and administered by the Board of Directors with support of the CEO and designated staff in accordance with the Shareholder’s Direction.

The Bylaws govern the actions of directors at TLC Board and Committee meetings and establish principles of democratic decision-making through fair and respectful dialogue and debate, accountability, and responsibility.

The TLC will ensure fairness, non-discrimination, anti-oppression, anti-racism, equity, acceptance, and inclusion are integrated into Board and Committee practices

1.3. Application

The Bylaws apply to all directors of the Board of Directors. Unless specified, any reference to “director” or “directors” in the Procedural Bylaw is inclusive of Citizen Directors, TDSB Staff Directors and TDSB Trustee Directors.

The Bylaws are subject to, and should be read in conjunction with, applicable legislation and direction including the OBCA, *Education Act*, *Municipal Conflict of Interest Act* and Shareholder's Direction.

If there is any conflict or inconsistency between any provision of the Shareholder's Direction and any provision of these Bylaws, the provisions of such Shareholder's Direction will govern to the extent of such conflict or inconsistency.

The Board of Directors will make every effort so that these Bylaws are consistent and up-to-date with the most current legislative requirements and shareholders direction. In circumstances where the bylaw is found to be inconsistent with or contradict any legislative act, regulation or the shareholders direction, those requirements will prevail.

If all of the relevant legislative acts, Shareholder's Direction and Bylaws are silent on a procedural matter, then Standard parliamentary rules of order may be followed .

1.4. Amendments

The Bylaws will be updated as required and reviewed at a minimum of every three (3) years.

Advance notice is to be given at the previous Board meeting for consideration to amend the Bylaws at a subsequent meeting. Two-thirds majority vote of all Board members is required to make changes to the Bylaws.

The CEO may make housekeeping changes at any time. Housekeeping changes are non-substantive and include:

- (a) Correction of spelling, punctuation or grammar;
- (b) Correction of format or layout of information to improve accessibility or electronic and print presentation;
- (c) Correction of cross-reference errors or discrepancy in the numbering of provisions;
- (d) Updates to individual position or organizational titles.

1.5. Procedural Errors

A procedural error or omission regarding the application of the Bylaws will not affect the validity of subsequent decisions undertaken by the Board or its Committees, unless the error or omission results in a violation of a statutory requirement.

2. Roles and Responsibilities

2.1. Appointment of Directors

No person shall be qualified for appointment as a director unless they are eligible to be a director pursuant to the Shareholder's Direction

2.2. Appointment of Officers

TLC Board may make recommendations to the Director of Education regarding the hiring, termination, or any other human resources matters of the CEO.

Subject to the Shareholder's Direction and OBCA, the directors may appoint such other officers of the Corporation as they deem appropriate from time to time. The officers to be appointed by the directors may include a chief financial officer, a corporate secretary, and a treasurer and one or more assistants to any of the appointed officers.

Unless the Shareholder or directors determine otherwise, an officer has all powers and authority that are incident to their office. Except as aforesaid, an officer will have such other powers, authority, functions and duties that are prescribed or delegated, from time to time, by the directors. The TLC Board will manage and direct all TLC human resource and employee relations matters in accordance with TDSB Employee Services policies, procedures, terms and conditions of employment and/or any collective agreements.

2.3. Chair of the Board

The Chair of the Board shall be appointed from the Citizen Directors of the TLC Board by the TDSB Board. TLC shall be entitled to make recommendations for the position of Chair of the TLC Board.

The Chair of the Board:

- (a) Presides over meetings of the TLC Board;
- (b) Establishes agendas for TLC Board meetings, in consultation with the CEO or designate;
- (c) Conducts meetings in accordance with TLC Procedural Bylaw;
- (d) Conveys decisions of the TLC Board requiring consent or approval to the TDSB Board, consistent with the Shareholder's Direction;
- (e) Provides leadership in establishing the TLC Strategic Plan and Annual Plan, consistent with TDSB Multi-Year Strategic Plan and applicable legislation and direction;
- (f) Complies with and provides leadership regarding TLC Code of Conduct and Conflict of Interest policy
- (g) The chair shall remain in place until such time as a successor is approved by the TDSB, unless the Chair vacates the position through resignation or removal by the TDSB Board

2.4. Vice-Chair of the Board

TLC Board may appoint a Vice-Chair to act in the Chair's absence. In the absence of the Chair of the Board, the Vice-Chair of the Board will have all powers and duties of the Chair in accordance with section 2.3. The Vice-Chair may be appointed by the Board from among the members of the Board.

2.5. Committee Chair

Committees shall appoint a Committee Chair from among the members of the Committee, in accordance with the Committee's Terms of Reference.

The Committee Chair:

- (a) Preside of meetings of the Committee;
- (b) Establish agenda for Committee meetings, in consultation with the CEO or designate;
- (c) Conduct meetings in accordance with TLC Procedural Bylaw;
- (d) Convey recommendations of the Committee to the TLC Board for consideration;
- (e) Comply with TLC Code of Conduct and Conflict of Interest policy.

2.6. Chief Executive Officer

The CEO will be responsible for and held accountable to achieve the objectives and goals of the TLC Board. The Director of Education shall have final authority over and responsibility for the recruitment, selection, appointment, compensation and human resources matters of the CEO.

The CEO is the supervisory officer for the TLC and serves as chief financial officer, corporate secretary and treasurer.

The CEO may delegate their authority in writing to staff of the TLC to carry out duties and responsibilities as defined in these Bylaws.

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3. Board and Committee Structure

3.1. Organizational Meeting

Each year following the TDSB Organizational Meeting, TLC will hold an Organizational Meeting to:

- (a) Recommend a Citizen Director to be appointed as Chair of the Board, subject to approval by the TDSB Board;
- (b) Elect a director as Vice-Chair of the Board;;
- (c) Establish and review Committees of the Board;
- (d) Appoint directors to Committees of the Board and elect a Committee Chair from among committee members;
- (e) Adopt an annual schedule of meetings of the TLC Board and Committees of the Board.

3.2. Recommendation of Chair of the Board to TDSB Board

Pursuant to the Shareholder's Direction, the TLC Board may make recommendations to the TDSB Board for the appointment of a Chair of the TLC Board of Directors.

Nominations for Chair of the Board will be received from members, including through self-nomination if the member is a Citizen Director. The recommendation for the appointment of a Chair will require a majority vote of the members present. If two directors receive an equal number of votes, the TDSB Board will be advised of this outcome and both names will be submitted to the TDSB Board for consideration.

3.3. Committees of the Board

The TLC Board will consider and approve the Board's Committee structure, subject to the Shareholder's Direction.

Standing Committees of the Board include the Audit and Finance Committee, Human Resources Nominating and Governance Committee, and Policy and Planning Committee

**ToR purpose and membership for each Committee to be added following reviews throughout oct 2023*

4. Board and Committee Meetings

4.1. Calling of Meeting

TLC Board and Committee Meetings will generally be held at the TLC's head offices. An alternative public location may occasionally be selected by the Board Chair in order to facilitate public involvement.

Special meetings of the Board and Committees may be scheduled as needed at the call of the Chair of the Board in consultation with the CEO or designate. The CEO or designate will notify all members in writing or via e-mail of a Special Meeting at least forty-eight hours in advance of the meeting, together with the purpose of the meeting and agenda materials as available.

4.2. Cancelling a Meeting

The Chair of the Board (or Vice-Chair in the Chair's absence) may cancel a TLC Board meeting in consultation with the CEO or designate.

The Committee Chair may cancel a Committee meeting in consultation with the CEO or designate.

4.3. Agenda

The content of the agenda for:

- (a) TLC Board meetings will be determined by the Chair of the Board in consultation with the Board Vice-Chair and the CEO or designate;
- (b) Committee meetings will be determined by the Committee Chair in consultation with the CEO or designate.

Agendas for TLC board and committee meetings will be distributed to all board members at least seventy-two hours in advance of the meeting. Items not provided within that timeline will need the consent of the board or committee chair to be distributed and the board or committee will decide at the meeting whether the item should be added to the agenda.

The Chair of the Board at TLC Board meetings or the Committee Chair at Committee meetings will bring agenda items to the meeting floor in the approved order of the agenda, unless a motion to reorder the agenda is approved at the meeting.

4.4. Public Session

All TLC Board and Committee meetings will be open to the public, except when considering confidential matters as prescribed by the *Education Act*.

The Board or Committee will pass a motion in order to convene into closed (in-camera) session (section 4.5).

Available webcasts of public Board and Committee meetings will be posted on the TLC public website.

To move from public session to closed session, the Board or Committee must vote to do so in public, citing the applicable section of the *Education Act*.

4.5. Closed (In-Camera) Session

The Board, or a Committee of the Board may meet in closed (in-camera) session citing the relevant category under sections 207(2) and 207 (2.1) of the *Education Act*. The Act permits a closed session when the subject-matter involves:

- (a) The security or property of the Board;
- (b) The disclosure of intimate, personal, or financial information in respect of a member of the Board of Trustees, a current or prospective employee, a student, parent, or guardian of the student;
- (c) The acquisition or disposal of a school site;
- (d) Decisions in respect of negotiations with employees of the Board;
- (e) Litigation affecting the Board; or
- (f) An ongoing investigation under the *Ombudsman Act*.

At the conclusion of a closed (private) session, the Board will rise and report in an open session. Recommendations made in closed (private) session of a committee will not come into effect until approved at a TLC Board meeting.

The CEO or designate will maintain a complete record of the decisions made.

Minutes of all closed (in-camera) sessions will be transmitted to the TLC Board for consideration and remain confidential, unless otherwise released to the public upon direction of the Board and in accordance with legal opinion, or as required under the *Municipal Freedom of Information and Protection of Privacy Act* or applicable legislation.

Members of the public will be required to leave the meeting before a closed (in-camera) session commences. A director who has declared a conflict of interest must withdraw from the closed (in-camera) session for the entire discussion of the matter about which they have declared a conflict.

Sessions closed to the public may have individuals in attendance other than directors, as determined by the CEO or designate and the Chair.

4.6. Quorum

A quorum is the minimum number of members necessary to conduct a meeting.

At a TLC Board meeting a quorum represents a simple majority of members, provided that a quorum must include at least one (1) TDSB Trustee Director.

At a Committee meeting a quorum represents a simple majority of members.

At any TLC Board of Committee meeting, if no quorum exists for the purpose of voting on a resolution because one or more directors are not permitted to be present at the meeting by reason of the conflict of interest provisions of the OBCA and *Municipal Conflict of Interest Act* and all other applicable statutes or requirements of law in respect of conflicts of interest, as well as any related TDSB or TLC policy or procedure, including any requirements in respect of disclosure and abstention from voting, the remaining directors shall be deemed to constitute a quorum for purposes of voting on the resolution

4.7. Electronic Participation

The TLC Board and Committee members may participate in meetings electronically in TLC Board and Committee meetings in accordance with the provisions of the OBCA. A director participating in a meeting by such means is deemed to be present at the meeting.

Where a director is participating electronically, their attendance will be included for quorum as long as they remain electronically connected to the meeting. Directors who leave the meeting before adjournment, whether temporary or permanent, will advise the Chair of their absence.

The TLC Board will outline the rules for electronic participation in the electronic participation policy and will adopt a process to ensure the security and confidentiality of proceedings.

4.8. Debate and Speaking Time

The Chair will maintain a list of members who wish to speak to a matter under consideration at a meeting.

The Chair will recognize a director or officer to speak by calling the individual by name and indicating that the director or officer has the floor. Directors and officers in a meeting will address their comments through the Chair of the meeting.

Directors will confine their comments to the merits of the motion being considered.

At a TLC Board meeting, a director may speak only once to each motion or matter under consideration and for up to five minutes, unless provided through permission of the Board. At a Committee meeting, directors may speak an unlimited number of times to each motion or matter under consideration, for up to five minutes each time.

4.9. Motions

A matter to be decided at the Board or at a Committee meeting will be in the form of a motion. Motions require a mover and seconder.

A motion that has been moved and seconded is considered to be on the floor and will be decided by a vote, unless withdrawn.

A motion being considered by the Board or Committee may be amended. An amendment must:

- (a) directly relate to the motion it proposes to amend;
- (b) propose some change in the substance or form of the motion; and
- (c) not be contrary to the main concept of the original motion it proposes to amend.

4.10. Voting

A director who is present at a meeting is entitled to vote once on each motion under consideration, unless prohibited by statute from voting. No director who is present may abstain from voting, unless prohibited by statute from voting.

A director who declares a conflict of interest must abstain from voting, and will be recorded as abstaining due to a conflict of interest. When a director abstains due to a conflict of interest, the number of directors required to pass a vote will be reduced by the number of members with a declared conflict.

Before a motion is voted on, a director may request that a motion containing separate parts or propositions be voted on separately.

When a motion is put to a vote, the Chair will first call votes in favour of, and then votes against. After a vote is taken, the Chair will declare whether the motion was carried or defeated.

A tie vote means the motion is defeated.

Votes taken at TLC Board or Committee meetings, may be recorded, at the request of a director. The CEO or designate will record the vote of each member on a motion, if the request was made before the vote commenced.

4.11. Point of Order

A director may advise the Chair when they believe that a departure from the Bylaws has taken place and the correct provision(s) of the Bylaws is not being followed.

A director is entitled to interrupt another director only in situations where they wish to raise a point of order.

The point of order in question must be clearly stated by the director, with reference to the particular Bylaw provision or section.

The Chair will decide on the point of order without debate. The Chair may declare a recess in order to review the point of order in question and make a decision.

A director may interrupt the meeting to introduce a motion to appeal the ruling of a Chair, which requires a majority vote to overturn a decision of the Chair. If the appeal from the decision of the Chair results in a tie vote, the Chair's decision on the point of order will be upheld.

4.12. Question of Personal Privilege

Any director may raise a question of personal privilege if they feel that they have been disrespected or believe that any other director or officer has been disrespected.

A director may also raise a question of personal privilege if there has been negative impact to:

- (a) The reputation of the director or staff, as well as any member of the public;
- (b) The director's ability to exercise rights and privileges; and/or,
- (c) The authority of the Board or Committee to govern and conduct a meeting.

The question of personal privilege must be stated clearly and should include the remedy or resolution requested by the director. A question of personal privilege will not be in order if the remedy or resolution requested exceeds the power or ability of the Chair, Committee or Board.

The Chair will decide on the question of personal privilege without debate. The Chair may declare a recess in order to consider the question of privilege in order to make a decision.

A director may interrupt the meeting to introduce a motion to appeal the ruling of a Chair, which requires majority vote to overturn a decision of the Chair. If the appeal from the Chair's decision results in a tie vote, the Chair's decision on the question of privilege will be upheld.

4.13. Record of Decisions

At all TLC Board and Committee meetings, the CEO or designate will maintain a complete record of the decisions and recommendations made, including recorded votes, where applicable, recommendations for TDSB Board consideration, and declarations of conflicts of interest.

At each Regular TLC Board Meeting, the CEO or designate will present, through the Chair, draft minutes of the decisions and votes recorded at previous meetings of the Board for confirmation.

4.14. Public Participation

**meetings to be open to the public in accordance with Shareholder's Direction, procedure for public participation at Board and Committee meetings to be developed as part of the bylaw review.*

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5. Miscellaneous

5.1. Fiscal Year

The fiscal year of the TLC is each 12-month period comprising a fiscal year of TDSB (which ends on August 31 of each year).

5.2. Execution of Instruments and Voting Rights

Contracts, documents and instruments requiring signatures shall be signed by both the TLC Chair of the Board, or designate, and CEO, or designate. In addition, the Board may, from time to time, authorize any person or persons to sign on behalf of TLC, in its capacity as agent for and on behalf of TDSB, all contracts, leases, amending and extension agreements, deeds, transfers, assignments, certificates, declarations, directions, authorizations and other instruments as may be necessary or desirable, in the opinion of TLC, in accordance with the Shareholder's Direction.

Any person authorized to sign any contracts, leases, amending and extension agreements, deeds, transfers, assignments, certificates, declarations, directions, authorizations and other instruments as may be necessary or desirable on behalf of TLC, may affix the corporate seal, if any, subject to any contract, document or instrument when required.

5.3. Limitation of Liability

Subject to applicable legislation and direction, no director or officer is liable for;

- (a) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee;
- (b) joining in any receipt of other act for conformity;
- (c) the insufficiency or deficiency of any security in or upon which any other the monies of the Corporation shall be invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or
- (e) any loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation to their office.

5.4. Indemnity

Consistent with the Shareholder's Direction, TDSB will indemnify:

- (a) Any director or officer of TLC;
- (b) Any former director or officer of TLC;
- (c) Any individual who acts or acted at TLC's request as a director or officer of a body corporate of which TLC is or was a shareholder or creditor; and
- (d) Their respective heirs and legal representatives;

to the fullest extent that such Persons may be indemnified by TLC pursuant to the OBCA. TDSB may execute agreements in favour of any of the foregoing Persons evidencing the terms of this indemnity. Nothing in this Section limits the right of any Person entitled to indemnity to claim indemnity apart from the provisions of this Section.

5.5. Insurance

TLC may purchase and maintain insurance for the benefit of any person referred to in Section 5.3 against such liability and in such amounts as the Board may determine and as are permitted by applicable legislation.

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TORONTO LANDS CORPORATION

BY-LAW NO. 1

ARTICLE 1
INTERPRETATION

Section 1.1 Definitions.

As used in this by-law, the following terms have the following meanings:

“**Act**” means the *Business Corporations Act* (Ontario) and the regulations under the Act, all as amended, re-enacted or replaced from time to time.

“**Authorized Signatory**” has the meaning specified in Section 2.2.

“**Corporation**” means Toronto Lands Corporation.

“**Director of Education**” means the Director of Education of the Toronto District School Board from time to time.

“**person**” means a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability corporation, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or governmental or regulatory entity, and pronouns have a similarly extended meaning.

“**recorded address**” means (i) in the case of a shareholder or other securityholder, the shareholder’s or securityholder’s latest address as shown in the records of the Corporation, (ii) in the case of joint shareholders or other joint securityholders, the address appearing in the records of the Corporation in respect of the joint holding or, if there is more than one address in respect of the joint holding, the first address that appears, and (iii) in the case of a director, officer or auditor, the person’s latest address as shown in the records of the Corporation or, if applicable, the last notice filed with the Director under the Act, whichever is the most recent.

“**Shareholder**” means the Toronto District School Board.

“**Shareholder’s Direction**” means the direction dated May 16, 2008 from the Shareholder to the Corporation (as same may be amended, varied or supplemented from time to time) which provides the terms upon which the Corporation has agreed to provide certain services to the Shareholder, and which constitutes, in part, a unanimous shareholder agreement under the OBCA.

Terms used in this by-law that are defined in the Act have the meanings given to such terms in the Act.

Section 1.2 Interpretation.

The division of this by-law into Articles, Sections and other subdivisions and the insertion of headings are for convenient reference only and do not affect its interpretation. Any reference in this by-law to gender includes all genders and words importing the singular number only include the plural and vice versa. In this by-law the words “including” and “includes” mean “including (or includes) without limitation”.

Section 1.3 Subject to Act and Articles.

This by-law is subject to, and should be read in conjunction with, the Act and the articles. If there is any conflict or inconsistency between any provision of the Act or the articles and any provision of this by-law, the provision of the Act or the articles will govern.

Section 1.4 Conflict With Shareholder’s Direction.

If there is any conflict or inconsistency between any provision of the Shareholder’s Direction and any provision of this by-law, the provision of such Shareholder’s Direction will govern to the extent of such conflict or inconsistency.

ARTICLE 2 BUSINESS OF THE CORPORATION

Section 2.1 Fiscal Year.

The fiscal year of the Corporation ends on August 31 of each year or such other date as the directors determine from time to time, subject to the prior approval of the Shareholder.

Section 2.2 Execution of Instruments and Voting Rights.

Contracts, documents and instruments may be signed on behalf of the Corporation, either manually or by facsimile or by electronic means, by (i) any two of the directors and officers or (ii) by any other person authorized by the directors from time to time (each Person referred to in (i) and (ii) is an “**Authorized Signatory**”). In addition, the directors may, from time to time, authorize any person or persons (i) to sign contracts, documents and instruments generally on behalf of the Corporation or to sign specific contracts, documents or instruments on behalf of the Corporation and (ii) to exercise voting rights for securities held by the Corporation generally or to exercise voting rights for specific securities held by the Corporation. Any Authorized Signatory, or other person authorized to sign any

contract, document or instrument on behalf of the Corporation, may affix the corporate seal, if any, to any contract, document or instrument when required.

As used in this Section, the phrase "contracts, documents and instruments" means any and all kinds of contracts, documents and instruments in written or electronic form, including cheques, drafts, orders, guarantees, notes, acceptances and bills of exchange, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, powers of attorney, agreements, proxies, releases, receipts, discharges and certificates and all other paper writings or electronic writings.

Section 2.3 Banking Arrangements.

The banking and borrowing business of the Corporation or any part of it may be transacted with such banks, trust companies or other firms or corporations as the directors determine from time to time. All such banking and borrowing business or any part of it may be transacted on the Corporation's behalf under the agreements, instructions and delegations, and by the one or more officers and other persons, that the directors authorize from time to time. This paragraph does not limit in any way the authority granted under Section 2.2.

ARTICLE 3 DIRECTORS

Section 3.1 Qualification.

No person shall be qualified for election as a director unless he or she is eligible to be a director pursuant to the Shareholder's Direction.

Section 3.2 Place of Meetings.

Meetings of directors may be held at any place in Ontario.

Section 3.3 Calling of Meetings.

The chair of the board, the president, the chief executive officer or any two or more directors may call a meeting of the directors at any time. Meetings of directors will be held at the time and place as the person(s) calling the meeting determine.

Section 3.4 Regular Meetings.

The directors may establish regular meetings of directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director.

Section 3.5 Notice of Meeting.

Subject to this section, notice of the time and place of each meeting of directors will be given to each director not less than 24 hours before the time of the meeting. No notice of meeting is required for any regularly scheduled meeting

except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting. Provided a quorum of directors is present, a meeting of directors may be held, without notice, immediately following the annual meeting of shareholders.

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.

Section 3.6 Attendance by Director of Education or Representative at Meetings

Pursuant to the Shareholder's Direction, the Director of Education or any person appointed by the Director of Education shall be entitled to receive notice of all meetings of directors and all other documents delivered to the directors and to attend all meetings of the directors.

Section 3.7 Waiver of Notice.

A director may waive notice of a meeting of directors, any irregularity in a notice of meeting of directors, or any irregularity in a meeting of directors. Such waiver may be given in any manner and may be given at any time either before, at or after the meeting to which the waiver relates. Waiver of any notice of a meeting of directors cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

Section 3.8 Quorum.

A majority of the number of directors in office constitutes a quorum at any meeting of the directors, provided that a quorum may not be less than four directors, at least two of which shall be trustees of the Toronto District School Board, and at least two of which shall be individuals who are not trustees of the Toronto District School Board. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because one or more directors are not permitted to be present at the meeting by reason of the conflict of interest provisions of the Act or any policy adopted by the Corporation, the remaining directors shall be deemed to constitute a quorum for purposes of voting on the resolution.

Section 3.9 Meeting by Telephonic, Electronic or Other Communication Facility.

If all the directors of the Corporation present at or participating in a meeting of directors consent, a director may participate in such meeting by means of a telephonic, electronic or other communication facility. A director participating in a meeting by such means is deemed to be present at the meeting. Any consent is

effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors.

Section 3.10 Chair.

The chair of any meeting of directors will be the chair of the board, provided that if the chair of the board is not present at the meeting, the directors present shall choose one of their number to chair the meeting.

Section 3.11 Secretary.

The corporate secretary, if any, will act as secretary at meetings of directors. If a corporate secretary has not been appointed or the corporate secretary is absent, the chair of the meeting will appoint a person, who need not be a director, to act as secretary of the meeting.

Section 3.12 Votes to Govern.

At all meetings of directors, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting is not entitled to a second or casting vote.

Section 3.13 Remuneration and Expenses.

The remuneration, if any, to be paid to a director for his or her services as a director will be as determined by the Shareholder from time to time. The directors are also entitled to be reimbursed for reasonable travelling and other out-of-pocket expenses properly incurred by them in attending directors meetings, committee meetings and shareholders meetings and in the performance of other duties of directors of the Corporation.

**ARTICLE 4
COMMITTEES**

Section 4.1 Committees of Directors.

Subject to the Shareholder's Direction, the directors may appoint from their number one or more committees and delegate to such committees any of the powers of the directors except those powers that, under the Act, a committee of directors has no authority to exercise.

Section 4.2 Proceedings.

Meetings of committees of directors may be held at any place in or outside Canada. At all meetings of committees, every question shall be decided by a majority of the votes cast on the question. Unless otherwise determined by the directors, each committee of directors may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling

meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.

Subject to a committee of directors establishing rules and procedures to regulate its meetings, Section 3.2 to Section 3.12 inclusive apply to committees of directors, with such changes as are necessary.

ARTICLE 5 OFFICERS

Section 5.1 Appointment of Officers.

The chair of the board shall be appointed by the Shareholder. Subject to the Shareholder's Direction, the directors may appoint such other officers of the Corporation as they deem appropriate from time to time. The officers to be appointed by the directors shall include a chief executive officer and may include any of one or more vice-presidents, a chief financial officer, a corporate secretary and a treasurer and one or more assistants to any of the appointed officers. No person may be the chair of the board unless that person is a director.

Section 5.2 Powers and Duties.

Unless the Shareholder or directors determine otherwise, an officer has all powers and authority that are incident to his or her office. Except as aforesaid, an officer will have such other powers, authority, functions and duties that are prescribed or delegated, from time to time, by the directors. The directors may, from time to time, vary, add to or limit the powers and duties of any officer (save for the chair of the board, whose power, authority, functions and duties may only be altered by the Shareholder).

Section 5.3 Chair of the Board.

If appointed, the chair of the board will preside at directors meetings in accordance with Section 3.10.

Section 5.4 President.

If appointed, the president of the Corporation will have general powers and duties of supervision of the business and affairs of the Corporation. The president will have such other powers and duties as the directors determine.

Section 5.5 Corporate Secretary.

If appointed, the corporate secretary will have the following powers and duties: (i) the corporate secretary will give or cause to be given, as and when instructed, notices required to be given to shareholders, directors, officers, auditors and members of committees of directors; (ii) the corporate secretary may attend at

and be the secretary of meetings of directors, shareholders, and committees of directors and will have the minutes of all proceedings at such meetings entered in the books and records kept for that purpose; and (iii) the corporate secretary will be the custodian of any corporate seal of the Corporation and the books, papers, records, documents, and instruments belonging to the Corporation, except when another officer or agent has been appointed for that purpose. The corporate secretary will have such other powers and duties as the directors or the president of the Corporation determine.

Section 5.6 Treasurer.

If appointed, the treasurer of the Corporation will have the following powers and duties: (i) the treasurer will ensure that the Corporation prepares and maintains adequate accounting records in compliance with the Act; (ii) the treasurer will also be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; and (iii) at the request of the directors, the treasurer will render an account of the Corporation's financial transactions and of the financial position of the Corporation. The treasurer will have such other powers and duties as the directors or the president of the Corporation determine.

Section 5.7 Removal of Officers.

The directors may remove an officer (save for the chair of the board, who may only be removed by the Shareholder) from office at any time, with or without cause. Such removal is without prejudice to the officer's rights under any employment contract with the Corporation, if applicable.

ARTICLE 6 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

Section 6.1 Limitation of Liability.

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity; (iii) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested; (iv) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or (v) any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation to his office.

Section 6.2 Indemnity.

The Corporation will indemnify to the fullest extent permitted by the Act (i) any director or officer of the Corporation, (ii) any former director or officer of the

Corporation, (iii) any individual who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and (iv) their respective heirs and legal representatives. The Corporation is authorized to execute agreements in favour of any of the foregoing persons evidencing the terms of the indemnity. Nothing in this by-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

Section 6.3 Insurance.

The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 6.2 against such liabilities and in such amounts as the directors may determine and as are permitted by the Act.

ARTICLE 7 SECURITIES

Section 7.1 Form of Security Certificates.

Subject to the Act, security certificates, if required, will be in the form that the directors approve from time to time or that the Corporation adopts.

ARTICLE 8 PAYMENTS

Section 8.1 Payments of Dividends and Other Distributions.

Any dividend or other distribution payable in cash to shareholders will be paid by cheque or by electronic means or by such other method as the directors may determine or as the Shareholder may require. The sending of the cheque or the sending of the payment by electronic means or the sending of the payment by a method determined by the directors in an amount equal to the dividend or other distribution to be paid less any tax that the Corporation is required to withhold will satisfy and discharge the liability for the payment.

ARTICLE 9 MISCELLANEOUS

Section 9.1 Notices.

Any notice, communication or document required to be given, delivered or sent by the Corporation to any director, officer, shareholder or auditor is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The directors may establish procedures to give, deliver or send a notice, communication or document to any director, officer, shareholder or auditor by any means of communication permitted by the Act or other applicable law. In addition,

any notice, communication or document may be delivered by the Corporation in the form of an electronic document.

Section 9.2 Computation of Time.


In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

**ARTICLE 10
EFFECTIVE DATE**

Section 10.1 Effective Date.


This by-law comes into force when made by the directors in accordance with the Act.

This by-law was made by resolution of the directors on May 16, 2008.



Secretary

This by-law was confirmed by the Shareholder on May 16, 2008.



Secretary

TLC Bylaw Review Chart With Member Comments Received Up To September 26, 2023

Article Theme	Section	Clause	Shareholder’s Direction Reference	Ontario Business Corporations Act Reference	Board Member Comments or Suggested Revisions
General	1.1	Definitions			
General	1.2	<p>Interpretation</p> <p>The division of the by-law in Articles, Sections and other subdivisions and the insertion of headings are for convenient reference only and do not affect its interpretation. Any reference in the by-law to gender includes all genders and words importing the singular number only include the plural and vice versa. In this by-law the words “including” and “includes” mean “including (or includes) without limitation”.</p>			<p>Add “<i>These Bylaws are enacted and administered by the Board of TLC with the support of the CEO and designated staff. The Bylaws govern the actions of the TLC Board in all Board and Committee meetings and advance democratic decision-making through fair and respectful dialogue and debate. The TLC will ensure fairness, non-discrimination, anti-oppression, anti-racism, equity, acceptance and inclusion are integrated into Board and Committee practices.</i>”</p>
General	1.3	<p>Subject to Act and Articles</p> <p>This by-law is subject to, and should be read in conjunction with, the Act and the articles. If there is any conflict or inconsistency between and provision of the Act or the articles and any provision of the by-law, the provision of the Act or the articles will govern.</p>	<p>S. 8.2 Governing Law</p> <p>This Direction shall be governed, interpreted and enforced in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.</p>		<p>Add “<i>The Bylaws are consistent with applicable legislation, including the Education Act, Municipal Act, Business Corporations Act and Municipal Conflict of Interest Act.</i>”</p>

General	1.4	<p>Conflict With Shareholder’s Direction</p> <p>If there is any conflict or inconsistency between any provision of the Shareholder’s Direction and any provision of this by-law, the provisions of such Shareholder’s Direction will govern to the extent of such conflict or inconsistency.</p>			
Business of the Corporation	2.1	<p>Fiscal Year</p> <p>The fiscal year of the Corporation ends on August 31 of each year or such other date as the directors determine from time to time, subject to the prior approval of the Shareholder.</p>	<p>S. 1.1 “Fiscal Year” means each 12 month period comprising a fiscal year of TDSB (or, in respect of the initial Fiscal Year, the period commencing on the Effective Date and ending on August 31, 2008).</p>		
Business of the Corporation	2.2	<p>Execution of Instruments and Voting Rights</p> <p>Contracts, documents and instruments may be signed on behalf of the Corporation, either manually or by facsimile or by electronic means, by (i) any two of the directors and officers or (ii) by any other person authorized by the directors from time to time (each Person referred to in (i) and (ii) is an “Authorized Signatory”). In addition, the directors may, from time to time, authorize any person or persons (i) to sign contracts, documents and instruments generally on behalf of the Corporation and (ii) to exercise voting rights for securities held by the Corporation. Any Authorized Signatory, or other person authorized to sign any contract, document or instrument on behalf of the Corporation, may affix the corporate seal, if any, subject to any</p>	<p>S. 6.6 Execution and Delivery of Instruments; Power of Attorney</p> <p>Subject to Error! Reference source not found., TDSB hereby authorizes TLC to execute and deliver, in its capacity as agent for and on behalf of TDSB, all contracts, Leases, amending and extension agreements, deeds, transfers, assignments, certificates, declarations, directions, authorizations and other instruments as may be necessary or desirable, in the opinion of TLC, from time to time to permit TLC to provide the Services and carry out its duties as contemplated under this Direction. TDSB will execute and deliver to TLC from time to time as TLC may request, any confirmation of the foregoing authorization, and of the agency relationship established</p>	<p>Borrowing powers</p> <p>184 (1) Unless the articles or by-laws of or a unanimous shareholder agreement otherwise provide, the articles of a corporation shall be deemed to state that the directors of a corporation may, without authorization of the shareholders,</p> <p>(a) borrow money upon the credit of the corporation;</p> <p>(b) issue, reissue, sell or pledge debt obligations of the corporation;</p> <p>(c) give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and</p> <p>(d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation. R.S.O. 1990, c. B.16, s. 184 (1); 2006, c. 34, Sched. B, s. 34.</p>	<p>Clarification of 2 officers as Chair and CEO</p>

		<p>contract, document or instrument when required.</p> <p>As used in this Section, the phrase “contracts, documents and instruments” means any and all kinds of contracts, documents and instruments in written or electronic form, including cheques, drafts, orders, guarantees, notes, acceptances and bills of exchange, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, powers of attorney, agreements, proxies, releases, receipts, discharges and certificates and all other paper writings or electronic writings.</p>	<p>hereby, and any power of attorney, in each case as TLC may determine to be advisable.</p>	<p>Delegation of powers</p> <p>184 (2) Unless the articles or by-laws of or a unanimous shareholder agreement relating to a corporation otherwise provide, the directors may by resolution delegate any or all of the powers referred to in subsection (1) to a director, a committee of directors or an officer. R.S.O. 1990, c. B.16, s. 184 (2).</p>	
Business of the Corporation	2.3	<p>Banking Arrangements</p> <p>The banking and borrowing business of the Corporation or any part of it may be transacted with such banks, trust companies or other firms or corporations as the directors determine from time to time. All such banking and borrowing business or any part of it may be transacted on the Corporation’s behalf under the agreements, instructions and delegations, and by the one or more officers and other persons, that the directors authorize from time to time. This paragraph does not limit in any way the authority granted under Section 2.2.</p>			Remove section
Directors	3.1	<p>Qualification</p> <p>No person shall be qualified for election as a director unless he or she is eligible to be a director pursuant to the Shareholder’s Direction.</p>	<p>S. 4.3 Appointment of TLC Board Members</p> <p>(b) The four (4) TLC Board positions to be occupied by Citizens will be nominated by an approved TLC committee, approved by the TLC</p>		<p>a) The four (4) TLC Board positions to be occupied by Trustees will be appointed by the TDSB Board.</p> <p>The two (2) TLC Board positions to be occupied by</p>

			<p>Board, and ratified by TDSB. In selecting nominees to fill these positions, the TLC Committee will consider expertise of candidates in areas related to the TLC Services to be provided.</p> <p>(f) To be eligible to be a Director of TLC, an individual must not be disqualified from being a director as provided under the OBCA, and shall be a resident Canadian as defined in the OBCA.</p>		<p>TDSB staff will be appointed by the Director of Education.</p>
Directors	3.2	<p>Place of Meetings</p> <p>Meetings of directors may be held at any place in Ontario.</p>	<p>S. 4.11 TLC Meetings, Meeting Agendas, and Meeting Minutes</p> <p>TLC shall:</p> <p>(1) Conduct all meetings of the TLC Board and its committees in a manner that is open and accessible to the public ...</p>	<p>Place of meetings</p> <p>93 (1) Subject to the articles and any unanimous shareholder agreement, a meeting of shareholders of a corporation shall be held at such place in or outside Ontario as the directors determine or, in the absence of such a determination, at the place where the registered office of the corporation is located. R.S.O. 1990, c. B.16, s. 93.</p> <p>Directors' meetings</p> <p>126 (1) Unless the articles or by-laws provide otherwise, the directors may meet at any place. 2017, c. 2, Sched. 12, s. 1 (6).</p>	<p>Add reference to Electronic Meeting procedures</p> <p>Change to “<i>Meetings of directors may be held at the place determined by the Chair.</i>”</p> <p>TLC Head Office, unless the Board decides otherwise to improve community accessibility publicly owned building to which the community has access.</p>
Directors	3.3	<p>Calling of Meetings</p> <p>The chair of the board, the presidents, the chief executive officer or any two or more directors may call a meeting of the directors at any time. Meetings of directors will be held at the time and place as the person(s) calling the meeting determine.</p>		<p>Calling meeting of directors</p> <p>126 (8) In addition to any other provision in the articles or by-laws of a corporation for calling meetings of directors, a quorum of the directors may, at any time, call a meeting of the directors for the transaction of any business the general nature of which is specified in the notice calling the meeting. R.S.O. 1990, c. B.16, s. 126 (8).</p>	<p>Remove “the presidents,”</p> <p>Change to “<i>Meetings of directors will be held at the time and place as the Chair determines</i>”</p>

Directors	3.4	<p>Regular Meetings</p> <p>The directors may establish regular meetings of directors. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director.</p>			<p>Add to clause “and posted publicly on the TLC website.”</p>
Directors	3.5	<p>Notice of Meeting</p> <p>Subject to this section, notice of the time and place of each meeting of directors will be given to each director not less than 24 hours before the time of the meeting. No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting. Provided a quorum of directors is present, a meeting of directors may be held, without notice, immediately following the annual meeting of shareholders.</p> <p>The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the meeting.</p>		<p>Notice</p> <p>126 (9) In the absence of any other provision in that behalf in the by-laws of the corporation, notice of the time and place for the holding of the meeting called under subsection (8) shall be given to every director of the corporation by sending the notice ten days or more before the date of the meeting to each director’s latest address as shown on the records of the corporation. R.S.O. 1990, c. B.16, s. 126 (9).</p>	<p>48 hour minimum notice for agenda</p> <p>Add Organizational Meeting (and then quote from TDSB 3.1)</p> <p>Remove “ Provided a quorum of directors is present, a meeting of directors may be held, without notice, immediately following the annual meeting of shareholders.”</p>
Directors	3.6	<p>Attendance by Director of Education or Representative at Meetings</p>	<p>S. 4.2 Composition of the TLC Board</p>		

		Pursuant to the Shareholder’s Direction, the Director of Education or any person appointed by the Director of Education shall be entitled to received notice of all meetings of directors and all other documents delivered to the directors and to attend all meetings of the directors.	The Director of Education or designate, the TDSB General Counsel or designate, and the TDSB Board Chair shall be entitled to attend all TLC Board and Committee meetings, including all closed sessions, and to receive all notices of such meetings and all reports and other correspondence which are distributed to members of the TLC Board		
Directors	3.7	Waiver of Notice A director may waive notice of a meeting of directors, any irregularity in a notice of meeting of directors, or any irregularity in a meeting of directors. Such waiver may be given in any manner and may be given at any time either before, at or after the meeting to which the waiver relates. Waiver of any notice of a meeting of directors cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.		Waiver of notice 126 (10) A director may in any manner and at any time waive a notice of a meeting of directors and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. R.S.O. 1990, c. B.16, s. 126 (10).	Remove section
Directors	3.8	Quorum A majority of the number of directors in office constitutes a quorum at any meeting of the directors, provided that a quorum may not be less than four directors, at least two of which shall be trustees of the Toronto District School Board, and at least two of which shall be individuals who are not trustees of the Toronto District School Board. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.		Quorum 126 (3) Subject to the articles or by-laws and subsection (4), a majority of the number of directors or minimum number of directors required by the articles constitutes a quorum at any meeting of directors. R.S.O. 1990, c. B.16, s. 126 (3); 2017, c. 2, Sched. 12, s. 1 (7). Director not to vote 132 (5) A director referred to in subsection (1) shall not attend any part of a meeting of directors during which the contract or	50% +1 for committee 50%+1 with at least 1 trustee and 1 staff director a Board

		<p>If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because one or more directors are not permitted to be present at the meeting by reason of the conflict of interest provisions of the Act or any policy adopted by the Corporation, the remaining directors shall be deemed to constitute a quorum for purposes of voting on the resolution.</p>		<p>transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is,</p> <p>(a) one relating primarily to his or her remuneration as a director of the corporation or an affiliate;</p> <p>(b) one for indemnity or insurance under section 136; or</p> <p>(c) one with an affiliate. 2006, c. 34, Sched. B, s. 23 (1).</p> <p>Remaining directors deemed quorum</p> <p>(5.1) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of subsection (5), the remaining directors shall be deemed to constitute a quorum for the purposes of voting on the resolution. 2006, c. 34, Sched. B, s. 23 (2).</p>	
Directors	3.9	<p>Meeting by Telephonic, Electronic or Other Communication Facility</p> <p>If all the directors of the Corporation present at or participating in a meeting of directors consent, a director may participate in such meeting by means of a telephonic, electronic or other communication facility. A director participating in a meeting by such means is deemed to be present at the meeting. Any consent is effective whether given before or after the meeting to which it related and may be given with respect to all meetings of the directors.</p>		<p>Instructions re attending meeting by telephonic, etc. means</p> <p>126 (9.2) If the directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting. 2023, c. 9, Sched. 4, s. 10 (1)</p> <p>Meeting by telephone, etc.</p> <p>126 (13) Unless the by-laws otherwise provide, if all the directors of a corporation present at or participating in the meeting</p>	<p>Use language from TDSB board bylaws s 5.8</p> <p>Remove requirement for Board to agree to let member participate electronically</p>

				consent, a meeting of directors or of a committee of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed for the purposes of this Act to be present at that meeting. R.S.O. 1990, c. B.16, s. 126 (13).	
Directors	3.10	Chair The chair of any meeting of directors will be the chair of the board, provided that if the chair of the board is not present at the meeting, the directors present shall choose one of their number to chair the meeting.	S. 4.3 Appointment of TLC Board Members (d) The Chair of the TLC Board will be appointed by TDSB from the Citizen Directors of the TLC Board. TLC shall be entitled to make recommendations for the position of Chair.		Add vice-chair position, any member of the board to be chosen by the board Committee chair may designate if not available
Directors	3.11	Secretary The corporate secretary, if any, will act as secretary at meetings of directors. If a corporate secretary has not been appointed or the corporate secretary is absent, the chair of the meeting will appoint a person, who need not be a director, to act as secretary of the meeting.			Remove section
Directors	3.12	Votes to Govern At all meetings of directors, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meetings is not entitled to a second or casting vote.		Resolutions in writing 129 (1) A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors, is as valid as if it had been passed at a meeting of directors or a committee of directors. R.S.O. 1990, c. B.16, s. 129 (1).	Add in – Motions – moving and seconding and that all Directors including the Chair are entitled to one vote. A motion fails on a tied vote.

				<p>Copy to be kept</p> <p>129 (2) A copy of every resolution passed under subsection (1) shall be kept with the minutes of the proceedings of the directors or committee of directors. R.S.O. 1990, c. B.16, s. 129 (2).</p>	<p>There are no abstentions.</p> <p>TDSB Board bylaws section 5.10</p>
Directors	3.13	<p>Remuneration and Expenses</p> <p>The remuneration, if any, to be paid to a director for his or her services as a director will be as determined by the Shareholder from time to time. The directors are also entitled to be reimbursed for reasonable travelling and other out-of-pocket expenses properly incurred by them in attending directors meetings, committee meetings and shareholders meetings and in the performance of other duties of directors of the Corporation.</p>	<p>S. 4.4 Remuneration.</p> <p>The remuneration of the Directors of TLC will be as determined by TDSB from time to time. TLC will reimburse Directors for all reasonable and allowable expenses in accordance with TDSB and TLC expense policies and procedures. In the event of a conflict between TDSB and TLC policies, TDSB policies shall prevail.</p>		<p>Remove section</p>
Committees	4.1	<p>Committees of Directors</p> <p>Subject to the Shareholder’s Direction, the directors may appoint from their number one or more committees and delegate to such committees any of the powers of the directors except those powers that, under the Act, a committee of directors has no authority to exercise.</p>	<p>S. 4.1 TLC Board</p> <p>(h) establish the TLC Board committee structure, as well as associated terms of reference for each committee. The terms of reference will include, among other things, a requirement that each Committee have at least one TDSB Trustee Director as a member</p>		<p>Include each Committee’s purpose/description to bylaws</p> <p>Add in Committees and their terms of reference and membership requirements. “The Board will consider and approve the Board’s Committee structure...”</p>
Committees	4.2	<p>Proceedings</p> <p>Meetings of committees of directors may be held at any place in or outside</p>			<p>Replace section with “At all meetings of committees, every question shall be</p>

		<p>Canada. At all meetings of committees, every question shall be decided by a majority of the votes cast on the question. Unless otherwise determined by the directors, each committee of directors may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.</p> <p>Subject to a committee of directors establishing rules and procedures to regulate its meetings, Section 3.2 to Section 3.12 inclusive apply to committees of directors, with such changes as are necessary.</p>			<p>decided by a majority of votes cast on the question.</p> <p>At all Board and Committee meetings, the CEO or designate will maintain a complete record of the decisions made, and declarations of the Board's Conflict of Interest.</p> <p>At each regular Board meeting, the CEO or designate will present, through the Chair, draft minutes of the decisions and votes recorded at previous meetings of the Board for confirmation."</p> <p>Same language re location of Board meetings</p>
Officers	5.1	<p>Appointment of Officers</p> <p>The chair of the board shall be appointed by the Shareholder. Subject to the Shareholder's Direction, the directors may appoint such other officers of the Corporation as they deem appropriate from time to time. The officers to be appointed by the directors shall include a chief executive officer and may include any of one or more vice-presidents, a chief financial officer, a corporate secretary and a treasurer and one or more assistants to any of the appointed officers. No person may be</p>		<p>Officers</p> <p>133 Subject to the articles, the by-laws or any unanimous shareholder agreement,</p> <p>(a) the directors may designate the offices of the corporation, appoint officers, specify their duties and delegate to them powers to manage the business and affairs of the corporation, except, subject to section 184, powers to do anything referred to in subsection 127 (3);</p> <p>(b) a director may be appointed to any office of the corporation; and</p>	<p>Replace "Shareholder" with "TDSB Board following a recommendation by the TLC Board"</p> <p>Change "vice-presidents" to "vice-chairs"</p> <p>Clarify that no person may be the chair of the board unless that person is a citizen director.</p>

		the chair of the board unless that person is a director.		(c) two or more offices of the corporation may be held by the same person. R.S.O. 1990, c. B.16, s. 133.	
Officers	5.2	Powers and Duties Unless the Shareholder of directors determine otherwise, an officer has all powers and authority that are incident to his or her office. Except as aforesaid, an officer will have such other powers, authority, functions and duties that are prescribed or delegated, from time to time, by the directors. The directors may, from time to time, vary, add to or limit the powers and duties of any officer (save for the chair of the board, whose power, authority, functions and duties may only be altered by the Shareholder).			
Officers	5.3	Chair of the Board If appointed, the chair of the board will preside at directors meetings in accordance with Section 3.10.			
Officers	5.4	President If appointed, the president of the Corporation will have general powers and duties of supervision of the business affairs of the Corporation. The president will have such other powers and duties as the directors determine.			Remove section Section for CEO
Officers	5.5	Corporate Secretary If appointed, the corporate secretary will have the following powers and duties: (I) the corporate secretary will give or cause to be given, as and when			Role into CEO responsibility

		<p>instructed, notice required to be given to shareholders, directors, officers, auditors and members of committees of directors; (ii) the corporate secretary may attend at and be the secretary of meetings of directors, shareholders, and committees of directors and will have the minutes of all proceedings at such meetings entered in the books and records kept for that purpose; and (iii) the corporate secretary will be the custodian of any corporate seal of the Corporation and the books, papers, records, documents and instruments belonging to the Corporation, except when another officer or agent has been appointed for that purpose. The corporate secretary will have such other powers and duties as the directors or the president of the Corporation determine.</p>			
Officers	<p>5.6</p>	<p>Treasurer If appointed, the treasurer of the Corporation will have the following powers and duties: (i) the treasurer will ensure that the Corporation prepares and maintains adequate accounting records in compliance with the Act; (ii) the treasurer will also be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; and (iii) at the request of the directors, the treasurer will render and account of the Corporation's financial transactions and of the financial position of the Corporation. The treasurer will have such other powers and duties as the</p>			<p>Role into CEO responsibility</p>

		directors or the president of the Corporation determine.			
Officers	5.7	<p>Removal of Officers</p> <p>The directors may remove an officer (save for the chair of the board, who may only be removed by the Shareholder) from office at any time, with or without cause. Such removal is without prejudice to the officer’s rights under any employment contract with the Corporation, if applicable.</p>			Use language from SHD
Protection of Directors, Officers and Others	6.1	<p>Limitation of Liability</p> <p>Subject to the Act and other applicable law, no director or officer is liable for; (i) the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt of other act for conformity; (iii) the insufficiency or deficiency of any security in or upon which any other the monies of the Corporation shall be invested; (iv) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or (v) any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation to his office.</p>	<p>S. 5.3 Notice of Legal Proceedings</p> <p>TLC shall promptly give notice to TDSB General Counsel of any statement of claim, application, legal proceeding, or other legal documents which provide notice of, originate, or continue any proceeding which has an impact upon the value of any Property or which establishes, claims or alleges liability of TDSB and/or TLC.</p> <p>If it is not an insured claim under TDSB’s or TLC’s insurance policies, TLC shall retain counsel for the purpose of defending any action or other proceeding provided that (i) the estimated cost of legal fees is contained in the current Annual Plan and (ii) the action or other proceeding is a “Routine Proceeding”.</p> <p>TLC shall not commence any legal action or other proceeding until it has received the written approval of the</p>		

			TDSB General Counsel, or designate.		
Protection of Directors, Officers and Others	6.2	<p>Indemnity</p> <p>The Corporation will indemnify to the fullest extent permitted by the Act (i) and director or officer of the Corporation, (ii) any former director or officer of the Corporation, (iii) any individual who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is on was a shareholder or creditor, and (iv) their respective heirs and legal representatives. The Corporation is authorized to execute agreements in favour of any of the foregoing persons evidencing the terms of the indemnity. Nothing in this by-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.</p>	<p>S. 6.10 Indemnification of Directors and Officers</p> <p>TDSB will indemnify:</p> <ul style="list-style-type: none"> i. Any director or officer of TLC; ii. Any former director or officer of TLC; iii. Any individual who acts or acted at TLC's request as a director or officer of a body corporate of which TLC is or was a shareholder or creditor; and iv. Their respective heirs and legal representatives; <p>to the fullest extent that such Persons may be indemnified by TLC pursuant to the OBCA. TDSB may execute agreements in favour of any of the foregoing Persons evidencing the terms of this indemnity. Nothing in this Section limits the right of any Person entitled to indemnity to claim indemnity apart from the provisions of this Section.</p>	<p>Indemnification</p> <p>136 (1) A corporation may indemnify a director or officer of the corporation, a former director or officer of the corporation or another individual who acts or acted at the corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity. 2006, c. 34, Sched. B, s. 26.</p>	
Protection of Directors, Officers and Others	6.3	<p>Insurance</p> <p>The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 6.2 against such liability and in such amounts as the directors may determine and as are permitted by the Act.</p>	<p>S. 5.3 Notice of Legal Proceedings</p> <p>TLC shall promptly give notice to TDSB General Counsel of any statement of claim, application, legal proceeding, or other legal documents which provide notice of, originate, or continue any proceeding which has an impact upon the value of any Property or which establishes, claims</p>		

			<p>or alleges liability of TDSB and/or TLC.</p> <p>If it is not an insured claim under TDSB's or TLC's insurance policies, TLC shall retain counsel for the purpose of defending any action or other proceeding provided that (i) the estimated cost of legal fees is contained in the current Annual Plan and (ii) the action or other proceeding is a "Routine Proceeding".</p> <p>TLC shall not commence any legal action or other proceeding until it has received the written approval of the TDSB General Counsel, or designate.</p>		
Securities	7.1	<p>Form of Security Certificates</p> <p>Subject to the Act, security certificates, if required, will be in the form that the directors approve from time to time or that the Corporation adopts.</p>			Remove section
Payments	8.1	<p>Payments of Dividends and Other Distributions</p> <p>Any dividend or other distribution payable in cash to shareholders will be paid by cheque or by electronic means or by such other method as the directors may determine or as the Shareholder may require. The sending of the cheque or the sending of the payment by electronic means or the sending of the payments by a method determined by the directors in an amount equal to the dividend or other distribution to be paid less any tax that</p>			Remove section

		<p>the Corporation is required to withhold will satisfy and discharge the liability for the payment.</p>			
<p>Miscellaneous</p>	<p>9.1</p>	<p>Notices Any notice, communication or document required to be given, delivered or sent by the Corporation to any director, officer, shareholder or auditor is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The directors may establish procedures to give, deliver or send a notice, communication or document to any director, officer, shareholder or auditor by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication or document may be delivered by the Corporation in the form of an electronic document.</p>	<p>S. 8.1 Notices. All notices which may or are required to be given herein or pursuant to this Direction shall be in writing and shall be given personally by serving the same upon any officer of the party to be served or by transmitting same by electronic mail or by delivering same by courier:</p> <ul style="list-style-type: none"> • To the Toronto District School Board (TDSB) at: 5050 Yonge Street Toronto, Ontario M2N 5N8 Attention: Director of Education • To the Toronto Lands Corporation at: 201 — 60 St. Clair Ave. East Toronto, Ontario M4T 1N5 Attention: Executive Officer. <p>or such other addresses as the Parties may advise by notice in writing and any such notice shall be deemed to have been received and effectively served, if sent by courier, the second Business Day following the day on which it is sent and if served personally or sent by electronic mail, on the day of delivery (or if such is not a Business Day, on the first Business Day following),</p>		<p>Remove section</p>

			provided that, if notice is given by way of electronic mail, notice will be deemed to be ineffective for purposes of this Direction unless the original is delivered by courier within three (3) Business Days afterward.		
Miscellaneous	9.2	Computation of Time In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.			Remove section
Effective Date	10.1	Effective Date This by-law comes into force when made by the directors in accordance with the Act.			

General Comments

Add section re Amendments to Bylaws – “These Bylaws will be updated as required and reviewed at a minimum every 3 years. Advance notice is to be given at the previous Board meeting for consideration to amend the Bylaws at a subsequent meeting. Two-thirds majority vote of all Board members is required to make changes to the Bylaws. The CEO may make housekeeping (non-substantive) changes at any time.”

Add sections from TDSB Board Bylaws regarding calling of special meetings, voting procedures, recorded votes, establishing special/ad-hoc committees, closed session,

To: the Chair and Members of the TLC Human Resources and Nominating Committee

From: John Filion, Board Chair

Section 4.1 of the current Shareholder's Direction from Toronto District School Board to Toronto Lands Corporation states that "the Director of Education, and not the TLC Board, will have all authority and responsibility for the recruitment, selection, appointment and management for TLC of human resources matters relating to the Executive Officer." But it also provides for an oversight role by the TLC Board, stating that "the Executive Officer, TLC, will be responsible and held accountable to achieve the objectives and goals of the TLC board."

It is therefore appropriate that the TLC establish a process to develop up-to-date short and long-term goals and objectives, in line with the updated Shareholder's Direction, and link these to a performance review process for the Chief Executive Officer, whether in a permanent or acting capacity.

Ideally, this process should be established as soon as possible so that work on it can begin before the end of 2023 and be well underway in the early part of next year.

If the process begins with a review of the TLC's goals so that there can be a mutually agreed upon and measurable set of objectives, that in itself can be a valuable exercise - especially with entirely new citizen members and an (acting) CEO new to that role as well.

It is therefore 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 it identify any external resources TLC might need in undertaking such a process.