

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

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

OCTOBER 19, 2023, 5:30 PM

BOARD MEMBERS

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

TLC STAFF

| | |
|-----------------|---------------------------------|
| Ryan Glenn | Interim Chief Executive Officer |
| George Kralidis | Head of People and Culture |
| Ernesto Soliman | Policy Advisor |

1. Call to Order & Confirmation of Quorum

There being a quorum present, and the Directors having been given adequate and proper notice of the meeting, Chair of the TLC Board John Fillion called the meeting to order at 5:39 PM (EST).

2. Land Acknowledgement

John Fillion read the following Land Acknowledgement:

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

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

No conflicts of interest were declared.

4. Approval of the Minutes of the Board of Directors Meeting

- (a) The minutes of the Regular Board Meeting on May 25, 2023 [Confidential Attachment] was approved.

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Moved by: Shelley Laskin
Seconded by: Leola Pon

The motion was carried.

- (b) The minutes of the Special Organizational Board Meeting on August 2, 2023 was approved.

Moved by: Shelley Laskin
Seconded by: Aleem Punja

The motion was carried.

- (c) The minutes of the Special Board Meeting on September 14, 2023 was approved.

Moved by: Payman Berjis
Seconded by: Igor Dragovic

The motion was carried.

5. Motion to Reconsider

- (a) Part A: *That the TLC Board of Directors reconsider the following previous Board decision of September 14, 2023, as it relates to the timing of the appointment of Chair:*

Item No. 5 – Implementation of the Toronto Lands Corporation Board of Directors Procedural Bylaw Review and Development (Report #2023-09-042)

[3] That the TLC Organizational Meeting and Strategic Planning Session scheduled for December 5, 2023 be rescheduled as an Organizational Meeting to Thursday, November 16 at 5:00 PM to:

ii. Appoint a Chair, Vice-Chair and Committee members

This motion requires 2/3 votes of members of the Board who were present at the meeting. The motion to approve Part A was approved by votes from the following Board members:

- Shelley Laskin
- John Filion
- Igor Dragovic
- Payman Berjis
- Stacey Zucker
- Leola Pon
- Aleem Punja

The motion was carried.

- (b) *and (if the motion to reconsider of Part A is approved),*

Part B:

Ryan Glenn, Interim CEO, called for nominations for the Chair of the Toronto Lands Corporation, Board of Directors.

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Following a call for nominations for the position of Chair for the Board of Directors at the Toronto Lands Corporation, Payman Berjis, seconded by Igor Dragovic, nominated John Filion as chair, for the term commencing on November 15, 2023, and concluding on November 14, 2024. Ryan Glenn called for further nominations, seeing that there were no other nominations, John Filion was declared Chair.

The motion was carried and the following recommendation was to be forwarded to the TDSB Board for ratification at its November 15, 2023 Organizational Meeting:

- That John Filion, (Citizen) Director, be appointed to the position of Chair of the Toronto Lands Corporation for a term, from November 15, 2023 to November 14, 2024.

6. Approval of the Agenda/Other Business

John Filion requested the following motion be added to the agenda:

- A motion to approve the creation of a sub-committee consisting of the Chair, the Vice-Chair and a Trustee Director to develop a process for facilitating public involvement and deputations at TLC, and report back to the board at its meeting of November 16, 2023.

On a motion duly made by Shelley Laskin, seconded by Payman Berjis, it was resolved to approve the motion be added to the agenda.

The motion was carried.

On a motion duly made by Shelley Laskin, seconded by Igor Dragovic, it was resolved to approve the agenda as amended.

The motion was carried.

7. Reports from the Committees

On a motion duly made by Shelley Laskin, seconded by Payman Berjis, it was resolved to approve the recommendation:

That the Reports from the Committees related to the Terms of Reference and Bylaw Review be referred to the CEO to seek expert advice to ensure they are aligned with the TDSB Board Bylaws, the Shareholder's Direction, and leading governance practices, and report back to the Board as soon as possible.

The motion was carried.

(a) Report from the Audit and Finance Committee [No. 3]

On a motion duly made by Payman Berjis, seconded by Igor Dragovic, it was resolved to receive the following reports for information:

- i. Toronto District School Board 2024-25 Budget Schedule Update (Rpt #2023-09-046)
- ii. Toronto Lands Corporation 2022-23 and 2023-24 Operating Budgets (Rpt #2023-09-047)

The motion was carried.

(b) Report from the Human Resources and Nominating Committee [No. 4]

i. Developing a Performance Review Process for the CEO

Recommendation:

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.

On a motion duly made by Aleem Punja, seconded by Igor Dragovic, it was resolved to approve the recommendation as presented.

The motion was carried.

(c) Report from the Policy and Planning Committee [No. 5]

i. Toronto Lands Corporation Modernization Opportunities: Capital Priority Sites (Rpt #2023-10-052)

Recommendations:

- 1) That the following Toronto District School Board (TDSB) sites be prioritized by the Toronto Lands Corporation in support of TDSB capital priority submission to the Ministry of Education of and that the Preliminary Work Plan, as outlined in the supporting appendices continued to be explored, with a report back to the TLC board in the second quarter of 2024 on that work.
 - a. 155 Mill Street (Block 9-Future School at West Donlands)- explore options for a new school in a mixed-use development.
 - b. 50 Ethennonnhawahstihnen' Lane- (Block 20-Future School at Bessarion)- explore options for delivering a new school as part of a mixed-use development.
 - c. 120 & 140 Borough Drive – (Future School at East Education Office Site)- explore options for delivering a school including opportunities for colocation
- 2) That the follow-up report includes the outcome of staff's due diligence including:
 - a. High level financial pro-forma.
 - b. Refined site massing and potential built form
 - c. Staging options
 - d. Heritage, Title and Environmental summary
 - e. Other public sector partnership opportunities
 - f. Planning requirements and studies required to advance the site
 - g. Risks

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- 3) That the TLC explore opportunities for additional city and community building with a focus on truth and reconciliation and equity, and wherever possible, include these opportunities as a part of due diligence.
- 4) That the Interim CEO, TLC, in consultation with the TDSB, report back on guiding principles intended to inform the approach to modernization opportunities and how the Shareholder's Direction informs these guiding principles.
- 5) That the Interim CEO of the TLC report back to a future meeting of the Board through Policy and Planning Committee prior to any Official Plan amendments or re-zoning submissions for any of the sites contained in this report.
- 6) That this report be forwarded to TDSB to be received for information.

The following items arose from the Board discussion:

- A director asked who the partners are in this project. Ryan Glenn indicated that the focus is primarily on other public sector partners, specifically the Government of Ontario and the City of Toronto.
- As this work is only in a preliminary stage, other types of uses or options for the sites are being explored such as long-term care facility, affordable housing, etc.

On a motion duly made by Zakir Patel, seconded by Igor Dragovic, it was resolved to approve the recommendations as presented.

The motion was carried.

- ii. Toronto Lands Corporation Modernization Opportunities: Community Partnership Sites (Rpt #2023-10-053)

Recommendations:

- 1) That the Interim CEO of the Toronto Lands Corporation prioritize the Preliminary Work Plan, outlined in the supporting appendices for the following Toronto District School Board sites and report back to the TLC Board in the second quarter of 2024 on that work;
 - a. 34 & 42 Brock Crescent – Joint Venture with Safehaven Community Living
 - b. 301 Lanor Avenue – Disposal to New Haven Learning Centre
 - c. 200 Poplar Road – Potential partnership with Not-for-Profit Consortium
- 2) That the follow-up report includes the outcome of staff's due diligence including:
 - a. Current appraisal report
 - b. Refined site massing and potential built form
 - c. Heritage, Title and Environmental summary
 - d. Community benefit and partnership opportunities

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e. Risks

- 3) That staff work on a Term Sheet with Safehaven Community Living which will inform a future Agreement of Purchase and Sale for the two TDSB owned parking lots located at 34 & 42 Brock Crescent and report back to the Board in the first quarter of 2024 with proposed draft terms.
- 4) That staff work on a Term Sheet with New Haven Learning Centre which will inform a future Agreement of Purchase and Sale for the TDSB owned property at 301 Lanor Avenue and report back to the Board in the first quarter of 2024 with proposed draft terms.
- 5) That staff work on a Memorandum of Understanding with the not-for-profit consortium outlined in the Expression of Interest contained in Appendix "D" for the TDSB owned property at 200 Poplar Road and to report back to the Board in the first quarter of 2024 with a draft.
- 6) That this report be forwarded to TDSB to be received for information.

The following items arose from the Board discussion:

- A director asked if the not-for-profit organizations identified are the only partners in this project. Ryan Glenn indicated that the consortium is not exclusive in any way and other not-for-profit organizations who are interested in this project could be potential partners.
- The not-for-profit consortium is known as The Gathering Place. They have the expertise in working with not-for-profit groups and TLC could potentially partner with them to explore expressions of interest from other not-for-profit groups in the next phase of the project.

On a motion duly made by Payman Berjis, seconded by Igor Dragovic, it was resolved to amend recommendation #5 to read as follows:

"That staff work on a non-binding Memorandum of Understanding to enter into a non-exclusive ideation exercise, initially, with the not-for-profit consortium outlined in the Expression of Interest contained in Appendix "D" for the TDSB owned property at 200 Poplar Road and to report back to the Board in the first quarter of 2024 with a draft.

The motion was carried.

iii. Case Study: New Podium School at Lower Yonge Sugar Wharf (2023-10-055)

Recommendation:

It is recommended that the Interim CEO of the TLC report back to the Policy and Planning Committee at its next meeting on the current status of negotiations for the new urban format school at Lower Yonge.

8. Motion to Consider

John Filion, Chair, brought forward a motion for the Board to consider:

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To approve the creation of a sub-committee consisting of the Chair, the Vice-Chair and a Trustee Director to develop a process for facilitating public involvement and deputations at TLC Board meetings, and report back to the board at its meeting of November 16, 2023.

Moved by Shelley Laskin, seconded by Payman Berjis, it was resolved to approve the motion as presented.

The motion was carried.

9. Resolution going into an In Camera Session

At 6:50 PM, on a motion by Payman Berjis, seconded by Igor Dragovic, the regular meeting resolved into an In Camera session to consider matters on the private agenda of the TLC Board of Directors.

The motion was carried.

10. Reconvene into a Public Session

At 7:19 PM, on a motion to rise and report, moved by Shelley Laskin and seconded by Payman Berjis, it was resolved to terminate the In Camera session.

The motion was carried.

11. Termination of Meeting

On a motion duly made by Aleem Punja and seconded by Shelley Laskin, the meeting terminated at 7:20 PM.

The motion was carried.