



## Regular Meeting of the Toronto Lands Corporation (TLC) Board of Directors

Board of Directors: John Filion (Chair), Payman Berjis, Igor Dragovic, Dennis Hastings, Shelley Laskin, Zakir Patel, Leola Pon, Aleem Punja, Manna Wong and Stacey Zucker.

19 October 2023

In-Person: TLC Office Virtual: Microsoft Teams

60 St Clair Ave E

Suite 201

Toronto, ON, M4T 1N5



## Public Agenda - Regular Meeting of the Toronto Lands Corporation (TLC) Board of Directors

### PUBLIC AGENDA

#### Call to Order and Confirmation of Quorum

Chair

#### Land Acknowledgement

Chair

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.

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

Chair

#### Approval of the Minutes of the Board of Directors Meeting

For Approval

Chair

Approval of minutes from Board of Directors Meetings on May 25, 2023, August 2, 2023 and September 14, 2023

##### Minutes of the Regular Board Meeting on May 25, 2023

[Confidential Attachment]

##### Minutes of the Special Organizational Board Meeting on August 2, 2023

##### Minutes of the Special Board Meeting on September 14, 2023

#### Motion to Reconsider

For Approval

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:

Implementation of 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, 2023 at 5 PM to:

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

and (if the motion to reconsider at Part A is approved)

Part B

That the TLC Board at its meeting of Oct. 19, 2023, recommend the appointment of a Chair for the period Nov. 15, 2023 to Nov. 15, 2024.

#### Approval of the Agenda/Other Business

For Approval

Chair

#### CEO Update

Ryan Glenn

#### Reports From Committees

For Approval

Chair

##### Report from the Audit and Finance Committee [No. 3]

Payman Berjis

##### Audit and Finance Committee Terms of Reference Review

(2023-09-049)  
[Ryan Glenn](#)

Toronto District School Board 2024-25 Budget Schedule  
Update (2023-09-046)  
[Ryan Glenn](#)

Toronto Lands Corporation 2022-23 and 2023-24 Operating  
Budgets (2023-09-047)  
[Ryan Glenn / George Kralidis](#)

Report from the Human Resources and Nominating Committee  
[No. 4]  
[Aleem Punja](#)

Human Resources and Nominating Committee Terms of  
Reference Review (2023-10-051)  
[Ryan Glenn](#)

Toronto Lands Corporation Board of Directors Procedural  
Bylaw Review and Development: Draft Bylaw (2023-10-050)  
[Ryan Glenn](#)

Developing a Performance Review Process for the CEO  
Member motion, see report

Report from the Policy and Planning Committee [No. 5]  
[John Fillion](#)

Toronto Lands Corporation Modernization Opportunities:  
Capital Priority Sites (2023-10-052)  
[Ryan Glenn/Barbara Carou/Yvonne Choi](#)

Toronto Lands Corporation Modernization Opportunities:  
Community Partnership Sites (2023-10-053)  
[Ryan Glenn/Barbara Carou](#)

Policy and Planning Committee Terms of Reference Review  
(2023-10-054)  
[Ryan Glenn/ Tyler Raponi](#)

Case Study New Podium School at Lower Yonge Sugar  
Wharf (2023-10-055)  
[Ryan Glenn/Yvonne Choi](#)

Termination of Meeting  
[Chair](#)

For Approval

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

**MINUTES OF BOARD OF DIRECTORS MEETING  
HELD VIRTUALLY VIA ZOOM  
TORONTO, ONTARIO**

**May 25, 2023, 4:15 PM**

**BOARD MEMBERS**

Dennis Hastings	Trustee Director (Regrets)
Shelley Laskin	Trustee Director
Zakir Patel	Trustee Director (Regrets)
Manna Wong	Trustee Director
Stacey Zucker	Interim TDSB Staff Director
Leola Pon	Interim TDSB Staff Director

**TLC STAFF**

George Kralidis	Head of People and Culture
Rob Thompson	Head of Corporate Communications
Bianca Bielski	Director of Planning
Ryan Glenn	Director of Real Estate and Leasing & Strategic Partnerships
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, George Kralidis, Head of People and Culture (appointed in the absence of the CEO), called the meeting to order at 4:15 PM (EST).

**2. Selection of the Chair of the Board**

Stacey Zucker volunteered to Chair the TLC Board of Directors meeting.

Moved by: Shelley Laskin  
Seconded by: Manna Wong

The motion was carried.

**3. Land Acknowledgement**

Stacey Zucker 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.

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

No conflicts of interest were declared.

**5. Approval of the Agenda/Other Business**

**MEETING MINUTES**

Moved by: Shelley Laskin  
Seconded by: Manna Wong

The motion was carried.

**6. Approval of the Minutes of the Board of Directors Meeting**

(a) Before the Board are the minutes of the TLC Board of Directors meeting, February 2, 2023. The following items arose from the Board discussion:

- A Director requested that the format used in the minutes for the list of members for each committee be made the same for consistency.

Moved by: Shelley Laskin  
Seconded by: Manna Wong

The motion was carried.

(b) Before the Board are the minutes of the TLC Board of Directors meeting, May 11, 2023.

Discussion:

- There were no errors or omissions.

Moved by: Shelley Laskin  
Seconded by: Leola Pon

The motion was carried.

**7. Reports from the Committees**

Before the Board are the reports from the Audit and Finance Committee (May 11, 2023) and the Policy and Planning Committee (May 18, 2023).

**RECOMMENDATION**

It is recommended that the following reports from the committees be received for information:

- (a) Report from the Audit and Finance Committee Meeting on May 11, 2023 [Report No. 2]
- (b) Report from the Policy and Planning Committee Meeting on May 18, 2023 [Report No. 4]

Moved by: Manna Wong  
Seconded by: Shelley Laskin

The motion was carried.

**8. Consent Agenda**

**MEETING MINUTES**

Before the Board is the consent portion of the agenda. The Chair asked if there were items in the list that should be stood down for discussion.

(a) Items referred by the Audit and Finance Committee for Board approval:

1. Contract Awards for Vendors of Record for Legal Services (Rpt #2023-05-033)

(b) Items referred by the Policy and Planning Committee for Board approval:

2. 2022-23 Q4 Leases and Licenses for TDSB Operating Schools (Rpt #2023-05-034)
3. Community Access Agreement - Blake Street Junior Public School, 21 Boulton Avenue (Rpt. # 2023-05-035)
4. Community Access Agreement - General Brock Public School, 140 Chestnut Crescent (Rpt. # 2023-05-036)
5. Community Access Agreement - JR Wilcox Community School, 231 Ava Road (Rpt. #2023-05-037)
6. Contract Award – Custodial Services (Rpt. #2023-05-038)
7. 2023- 2024 TLC Annual Plan (Rpt. #2023-05-39)

Moved by: Shelley Laskin  
Seconded by: Manna Wong

The motion was carried.

**9. Resolution going into an In Camera Session**

At 4:24 PM, on a motion by Shelley Laskin, seconded by Manna Wong, 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 4:35 PM, on a motion by Shelley Laskin, seconded by Manna Wong, it was resolved to approve the termination of the In Camera session.

The motion was carried.

**11. Termination of Meeting**

On a motion duly made by Manna Wong and seconded by Shelley Laskin, the meeting terminated at 4:36 PM.

The motion was carried.



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

**MINUTES OF BOARD OF DIRECTORS MEETING (IN CAMERA)  
HELD VIRTUALLY VIA ZOOM  
TORONTO, ONTARIO**

**May 25, 2023, 4:15 PM**

**BOARD MEMBERS**

Dennis Hastings	Trustee Director (Regrets)
Shelley Laskin	Trustee Director
Zakir Patel	Trustee Director (Regrets)
Manna Wong	Trustee Director
Stacey Zucker	Interim TDSB Staff Director
Leola Pon	Interim TDSB Staff Director

**TLC STAFF**

George Kralidis	Head of People and Culture
Ernesto Soliman	Policy Advisor

**1. Items for Approval (In Camera)**

At 4:25 PM, on a motion by Leola Pon, seconded by Shelley Laskin, it was resolved to approve moving the meeting into an In Camera session.

The motion was carried.

Before the Board is one item referred by the Human Resources and Nominating Committee for Board approval:

(a) Toronto Lands Corporation (TLC) Citizen Director Appointments (Rpt #2023-05-040)

Stacey Zucker, (Chair, Human Resources and Nominating Committee), provided a brief background on the selection process for the TLC Citizen Directors and the following candidates selected for the appointments:

1. Payman Berjis
2. Igor Dragovic
3. John Filion
4. Aleem Punja

The following items arose from the Board discussion:

- All of the selected candidates have extensive and diverse experience in the areas of real estate and board governance or, had previously worked with TLC or TDSB in some capacity.

**MEETING MINUTES (IN CAMERA)**

- In addition, the selected candidates understood the mission of TLC, including the social and community aspects of its mission.
- Also, the combination of skill sets of the candidates selected necessary for governing the TLC were considered in the selection process.

Moved by: Shelley Laskin  
Seconded by: Manna Wong

The motion was carried.

At 4:35 PM, on a motion by Shelley Laskin, seconded by Manna Wong, it was resolved to approve the termination of the In Camera session.

The motion was carried.

CONFIDENTIAL



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

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

**AUGUST 2, 2023, 3:00 PM**

**BOARD MEMBERS**

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

**TLC STAFF**

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

**1. Call to Order & Confirmation of Quorum**

There being a quorum present, and the Directors having been given adequate and proper notice of the meeting, Ryan Glenn, Interim CEO, called the meeting to order at 3:13 PM (EST).

**2. Land Acknowledgement**

Ryan Glenn read the following Land Acknowledgement:

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

**3. Election of Chair of the Board**

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

Payman Berjis, Citizen Director, nominated John Filion, Citizen Director. Shelley Laskin, Trustee Director seconded the nomination.

**MEETING MINUTES**

There being no further nominations, Shelley Laskin, Trustee Director, seconded by Aleem Punja, Citizen Director, moved that nominations be closed. The motion was carried.

John Fillion, Citizen Director, was acclaimed to the position of Chair of the Toronto Lands Corporation Board of Directors for a term ending November 14, 2023 and assumed the chair for the remainder of the meeting.

**4. Election of Vice-Chair of the Board**

John Fillion, Chair, called for nominations for Vice-Chair of the Toronto Lands Corporation Board of Directors.

Shelley Laskin, Trustee Director, nominated Aleem Punja, Citizen Director. Payman Berjis, Citizen Director seconded the nomination.

There being no further nominations, Shelley Laskin, Trustee Director, seconded by Payman Berjis, Citizen Director, moved that nominations be closed. The motion was carried.

Aleem Punja, Citizen Director, was acclaimed to the position of Vice-Chair of the Toronto Lands Corporation Board of Directors for a term ending November 14, 2023.

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

No conflicts of interest were declared.

**6. Appointment of Board Members to Committees of the Board**

The Board considered a report from staff on the appointment of Board members to Committees of the Board. Following confirmation of appointment by the TDSB Board of Trustees, the four new Citizen Directors of the TLC Board of Directors were surveyed to determine their committee membership preferences. A recommendation was made based on the survey results, included in report 2023-08-041.

Aleem Punja, seconded by Leola Pon, moved:

**That the following Directors be appointed to the Audit and Finance Committee for a term ending November 14, 2023:**

- i. Payman Berjis;**
- ii. John Fillion**

The motion was carried.

Payman Berjis, seconded by Leola Pon, moved:

**That the following Directors be appointed to the Human Resources and Nominating Committee for a term ending November 14, 2023:**

- i. John Fillion;**
- ii. Aleem Punja**

The motion was carried.

**MEETING MINUTES**

Aleem Punja, seconded by Payman Berjis, moved:

**That the following Directors be appointed to the Policy and Planning Committee for a term ending November 14, 2023:**

- i. Payman Berjis;**
- ii. Igor Dragovic;**
- iii. John Fillion;**
- iv. Shelley Laskin**

The motion was carried.

**7. Update From the Interim Chief Executive Officer of the Toronto Lands Corporation**

The Board heard an update from the Interim CEO, Ryan Glenn. Mr. Glenn spoke about the ongoing work of the modernization strategy and governance review, provided updates on new developments, and addressed questions regarding Bill 98, the Learning Opportunities Index, and the opportunity for site visits in the near future.

John Fillion, Chair, voiced support for the ongoing work on behalf of the Board, and requested that Board Members be surveyed for their availability to attend a special meeting of the Board in September 2023 to begin work on the governance review, including a review of the Board's bylaws and committee terms of reference.

**8. Termination of Meeting**

On a motion duly made by Aleem Punja and seconded by Payman Berjis, the meeting terminated at 3:49 PM.

The motion was carried

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

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

**SEPTEMBER 14, 2023, 5:30 PM**

**BOARD MEMBERS**

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

**TLC STAFF**

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

**1. Call to Order & Confirmation of Quorum**

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

**2. Land Acknowledgement**

John Filion read the following Land Acknowledgement:

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

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

No conflicts of interest were declared.

**4. Approval of the Agenda/Other Business**

**MEETING MINUTES**

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

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

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

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

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

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

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

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

**MEETING MINUTES**

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

The motion was carried.

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

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

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

The motion was carried.

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

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

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

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

**MEETING MINUTES**

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

**The motion was carried**

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

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

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

**9. Termination of Meeting**

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

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

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



**MEETING MINUTES**

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

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

**REPORT OF THE AUDIT AND FINANCE COMMITTEE MEETING**

**REPORT NO. 3**

**HELD IN-PERSON AT TLC HEAD OFFICE  
HELD VIRTUALLY VIA MICROSOFT TEAMS  
TORONTO, ONTARIO**

**SEPTEMBER 26, 2023, 5:30 PM**

**COMMITTEE MEMBERS:**

Shelley Laskin	Trustee Director (Regrets)
Stacey Zucker	TDSB Staff Director
Zakir Patel	Trustee Director (Regrets)
John Fillion	Citizen Director
Payman Berjis	Citizen Director

**TLC STAFF:**

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

**PART A: COMMITTEE RECOMMENDATIONS**

**1. Audit and Finance Committee Terms of Reference Review (2023-09-049)**

The Committee considered the terms of reference for the Audit and Finance Committee. Committee members shared draft revisions for consideration ahead of the meeting, and no additional comments or revisions were made at the meeting.

Moved by: Shelley Laskin

Seconded by: Stacey Zucker

The Audit and Finance Committee recommends to the Board: **That the revisions to the Audit and Finance Committee Terms of Reference, as discussed and agreed upon at the September 26, 2023 meeting of the Audit and Finance Committee, be approved.**

**REPORT TO THE  
BOARD OF DIRECTORS**

**2. Toronto District School Board 2024-2025 Budget Schedule Update (2023-09-046)**

The Committee considered an information report on the 2024-2025 TDSB budget schedule. The report in Appendix A was presented to the Finance, Budget and Enrolment Committee of the TDSB on September xxx, and will presented to the TDSB Board on September xx for approval.

Moved by: John Filion

Seconded by: Stacey Zucker

The Audit and Finance Committee recommends to the Board: **That the report be received for information.**

**3. Toronto Lands Corporation 2022-23 and 2023-24 Operating Budgets (2023-09-047)**

The Committee considered an information report presenting TLC operating budgets for the 2022-23 and 2023-24 fiscal years for information.

Moved by: John Filion

Seconded by: Stacey Zucker

The Audit and Finance Committee recommends to the Board: **That the report be received for information.**

**PART B: INFORMATION ONLY**

**1. Call to Order & Confirmation of Quorum**

There being a quorum present, and the Directors having been given adequate and proper notice of the meeting, the meeting was called to order at 5:36 PM (EST).

**2. Land Acknowledgement**

Ryan Glenn read the following Land Acknowledgement:

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

**3. Election of Committee Chair**

John Filion, seconded by Stacey Zucker, nominated Payman Berjis as Chair of the TLC Audit and Finance Committee.

There being no further nominations, Payman Berjis was acclaimed as Committee Chair and resumed Chair for the remainder of the meeting.

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

No conflicts of interest were declared.

**5. Approval of the Agenda/Other Business**

No corrections or amendments to the agenda.

**On a motion duly made by John Filion and seconded by Stacey Zucker, it was resolved to approve the agenda.**

**The motion was carried.**

**6. Approval of Minutes of the Audit and Finance Committee**

The minutes of the Audit and Finance Committee meeting on May 11, 2023 were before the Committee. There were no errors or omissions.

**On a motion duly made by Stacey Zucker and seconded by John Filion, the minutes of the meeting of the Audit and Finance Committee were approved.**

**The motion was carried.**

**7. Resolution into Closed Session**

At 6:12 PM, on motion of John Filion, seconded by Stacey Zucker, the Committee resolved into closed (private) session to consider matters under section 207(2)[a] and [c] of the *Education Act* regarding financial information on property disposition.

**8. Termination of the Meeting**

On a motion duly made by John Filion and seconded by Stacey Zucker, the meeting terminated at 6:50 PM.

## ACTION ITEM

### Audit and Finance Committee Terms of Reference Review

**To: Audit and Finance Committee**

**Date:** September 26, 2023

#### RECOMMENDATION

It is recommended that the revisions to the Audit and Finance Committee Terms of Reference, as discussed and agreed upon at the September 26, 2023 meeting of the Audit and Finance 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 terms of reference for the Audit and Finance Committee are presented in Appendix A for discussion at this time.

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 September 26, 2023 Audit and Finance 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)*

##### Finance & Audit Committee

- |   |  |
|---|--|
| <input type="checkbox"/> Consultation with TDSB Executive and/or Finance<br><input type="checkbox"/> TDSB Review and Agreement<br><input checked="" type="checkbox"/> Review agenda and materials with Committee Chair<br><input type="checkbox"/> Other: | <input type="checkbox"/> Retain accountants or other professional advisors<br><input type="checkbox"/> Retain outside legal counsel<br><input type="checkbox"/> Professional review and advice |
|---|--|

**FINANCIAL IMPLICATIONS**

N/A

**ACTION PLAN AND ASSOCIATED TIMELINES**

Recommended revisions to the Audit and Finance 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:** Audit and Finance Committee Terms of Reference

**FROM:**

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

**TORONTO LANDS CORPORATION**  
**(the "Corporation")**

**TERMS OF REFERENCE FOR THE AUDIT & FINANCE COMMITTEE**

(Adopted by the Board November 26, 2020)

**1. Purpose**

The Audit & Finance 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 assist the Board in fulfilling its oversight responsibilities for the financial planning and reporting processes, the system of internal controls, risk management, financial monitoring, the audit processes, and the annual financial audit.

**2. Authority**

The Committee is authorized to:

- Conduct or authorize investigations into any matters within its terms of reference.
- Retain, at the Corporation's expense, outside legal counsel, accountants or other professional advisors as the Committee deems necessary, in consultation with the Chair of the Board, on matters within its terms of reference.
- Seek any information it requires from any officers of the Corporation and external parties, including the external auditor and outside counsel, who are directed to co-operate with the Committee's requests.
- Pre-approve all auditing and permitted non-audit services performed by the Corporation's external auditor

**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. 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.
- 3.4. All members of the Committee shall be independent, as determined by the Board. An individual is independent if he or she has no direct or indirect interest or any business or other relationship which would reasonably be expected to materially interfere with the exercise of independent judgment.
- 3.5. All members of the Committee shall be financially literate, as determined by the Board. An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

#### **4. Meetings**

- 4.1. The Committee shall meet a minimum of four times per 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, the Chief Executive Officer or the external auditor.
- 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 24 hours prior to the time of the meeting. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials.
- 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. If no quorum exists only by reason of conflict of interest, the remaining members shall be deemed to constitute a quorum.
- 4.5. The Chief Executive Officer is expected to be available to attend meetings but shall not be a member of the Committee. The Chief Financial Officer of the Corporation, if there is one, or if not, the person who performs the role of Chief Financial Officer of the Corporation, is expected to be available to attend all meetings but shall not be a member of the Committee. 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, 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. The Committee or the Chair may meet in camera with the external auditor to discuss any matters that the Committee or the auditor desires to discuss privately.
- 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 Committee shall carry out the following responsibilities:

### **5.1. Financial Statements and Reports**

- Review and advise the Board on the annual and interim financial statements of the Corporation, including significant accounting and reporting issues, complex or unusual transactions and significant judgmental areas.
- Review regular reports from management and legal counsel regarding financial, risk management and legal compliance matters.
- Review and advise the Board on the Annual Report required under the Shareholder's Direction.

- Review with management and the external auditor the results of the annual financial audit, including any significant accounting and reporting issues and any subsequent follow-up.
- Review, approve and recommend for Board approval the annual audited financial statements and any certification, report, opinion or review rendered by the external auditor.

#### 5.2. Internal Controls

- Meet with management to assess the adequacy, efficiency and effectiveness of the internal control systems.
- Review reports on any significant litigation and regulatory compliance matters.
- Ensure that the Corporation has established a process to investigate complaints related to issues of integrity and conduct in financial reporting or other matters. As part of this process, the Chief Executive Officer will report to the Committee on any allegations and related actions relating to the Corporation's internal complaints policy.

#### 5.3. Risk Management

- Annually review and recommend for Board approval the Corporation's funding, and risk management policies, to ensure that appropriate financial risk and performance management governance structure, processes, measures, controls and limits are in place.
- Review periodic financial and risk management reports to assess risks and ensure compliance with the Corporation's policies.
- Review the Corporation's risk management reporting to ensure appropriate identification, assessment and mitigation of the Corporation's principal risks and opportunities within the Corporation's strategic planning process.
- Ensure that the Corporation has in place an effective risk management compliance function, and periodically review compliance reporting to ensure the effective implementation of the Corporation's financial controls and processes.

#### 5.4. Internal Audit

- Review annually the adequacy of the Corporation's internal audit function.

### 5.5. External Audit

- Subject to the Shareholder's Direction, advise the Board on the selection process and evaluation of the external auditor and make recommendations to the Board as necessary.
- Review the performance, independence and objectivity of the auditor, including any relationships between the auditor and the Corporation that may impact on such performance, independence and objectivity, and recommend actions to the Board.
- Review and pre-approve the annual fee for the audit of the financial statements of the Corporation.
- Review audit related expenses and pre-approve permitted non-audit services or delegate pre-approval to one or more independent members of the Committee.
- Review the external annual audit plan with the external auditor, including any material changes to the scope of the audit. The Committee may authorize the external auditor to perform supplemental reviews, audits or other work as deemed appropriate.
- On a regular basis, meet in-camera with the external auditor to discuss any matters that the Committee or auditor desires to discuss.

### 5.6. Annual Budget and Financial Monitoring

- Oversee the development of an annual capital expenditure budget, as required by the Shareholder's Direction.
- Review, approve and recommend for Board approval the proposed annual operating Budget, annual capital expenditure Budget and amount of Reserves to be held over the applicable Fiscal Year.
- Review and monitor the financial performance of the Corporation and compare actual performance, revenues and expenses in relation to budget.
- Monitor implementation of plans to address variances and report to the Board.

### 5.7. Financial Arrangements

- Review, monitor and recommend for Board approval policies and procedures regarding financial matters, including those required under the Shareholder's Direction.
  - the application of all revenues from Properties and other revenues of the Corporation;
  - the means of payment of all costs and expenditures in connection with the provision of the Services under the Shareholder's Direction;
  - the payment of funds to TDSB;
  - the collection of revenues and disbursement of expenses relating to the Properties;
  - the establishment and maintenance of appropriate Reserves;
  - borrowing by the Corporation, if applicable; and
  - fees payable to the Corporation in consideration of the Services (which fees will be subject to approval by the TDSB).
- Review and advise the Board on maintaining adequate insurance coverage for the Corporation, including insurance coverage required under the Shareholder's Direction.

#### 5.8. Reporting Responsibilities

- Regularly report to the Board about Committee activities, issues and related recommendations.
- Provide an open avenue of communication between management, the external auditor and the Board.

#### 5.9. Other Responsibilities

- Perform other activities related to these terms of reference as requested by the Board
- 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.
- Any other responsibilities prescribed by relevant legislation or the Shareholder's Direction.



**INFORMATION ITEM**

**Toronto District School Board 2024-2025 Budget Schedule Update**

**To: TLC Board**

**Date:** October 19, 2023

**RECOMMENDATION**

It is recommended that the report be received for information.

**EXECUTIVE SUMMARY**

This report is presented to the TLC Board for information on the Toronto District School Board (TDSB) budget approval process for the 2024-25 school year.

The report in Appendix A was presented to TDSB Finance, Budget and Enrolment Committee on September 12, 2023. The presentation of the report may be viewed on TDSB “Webcast Archives” webpage at timestamp 1:04:30.

The recommendation from TDSB Finance, Budget and Enrolment Committee to approve the timeline presented in report 09-23-4582 will be considered by the TDSB Board on September 27, 2023.

**STRATEGIC GOAL AND ANNUAL PLAN DIRECTIONS**

**TDSB Strategic Plan**

**Goal:** (include all that apply)

- [Allocate Human and Financial Resources Strategically to Support Student Needs](#)

**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)*

**Finance & Audit Committee**

- |   |  |
|---|--|
| <input type="checkbox"/> Consultation with TDSB Executive and/or Finance<br><input type="checkbox"/> TDSB Review and Agreement<br><input checked="" type="checkbox"/> Review agenda and materials with Committee Chair<br><input type="checkbox"/> Other: | <input type="checkbox"/> Retain accountants or other professional advisors<br><input type="checkbox"/> Retain outside legal counsel<br><input type="checkbox"/> Professional review and advice |
|---|--|

## FINANCIAL IMPLICATIONS

In accordance with Section 231 of the *Education Act*, school boards are required to adopt balanced budgets for the fiscal year.

## ACTION PLAN AND ASSOCIATED TIMELINES

TLC staff will monitor decisions made by the TDSB Board regarding budget and finance. TLC staff will regularly meet with TDSB Business Services staff.

## TLC AND TDSB BOARD POLICY AND PROCEDURE REFERENCE(S)

- Shareholder's Direction
- TDSB P012 Budget

## APPENDICES

- **Appendix A:** Report to TDSB Finance, Budget and Enrolment Committee on September 12, 2023

## FROM

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at [rglenn.tlc@tdsb.on.ca](mailto:rglenn.tlc@tdsb.on.ca)



## **Proposed 2024-25 Budget Development Schedule**

**To:** Finance, Budget and Enrolment Committee

**Date:** 12 September, 2023

**Report No.:** 09-23-4582

### **Strategic Directions**

- Allocate Human and Financial Resources Strategically to Support Student Needs
- Provide Equity of Access to Learning Opportunities for All Students

### **Recommendation**

It is recommended that the Proposed 2024-25 Budget Development Schedule be approved.

### **Context**

The proposed 2024-25 TDSB Operating and Capital budget schedule timelines are outlined below. The Operating budget timelines will facilitate the Board approving the operating budget in late March based on enrolment projections and allow staff sufficient time to plan for the upcoming school year. The Capital budget will be approved in June to facilitate completion of the submission of the budget to the Ministry of Education prior to June 30. Any adjustments to this schedule will be presented to the committee as they occur.



## Proposed Schedule for 2024-2025 Budget Development

Date	Type of Meeting	Purpose
September 12, 2023	Regular FBEC	Budget Schedule
October 11, 2023	Regular FBEC	Discussion on Public Consultation plan and timelines Ministry GSN Consultation Draft (if available)
November 29, 2023	Special FBEC	Update on October Enrolments Update on Revised Estimates Final Submission on GSN Consultation (if available)
January 29, 2024	Special FBEC	Update on Reserves as of 23-24 year end Financial projection for 24-25 report Three year enrolment projection report 1st Quarter financial report
February 14, 2024	Regular FBEC	Draft Options to balance 24-25 report Financial Facts
Week of Feb 19, 2024	Stakeholder Webinars	Presentation of Draft Budget to stakeholders - one afternoon session and two evening sessions
Week of Feb 19, 2024	Online survey	Online survey of stakeholders input on draft budget
March 4, 2024	Special FBEC	Approval of School Based Staffing Feedback from webinars and survey report Discussion on options to balance
March 26, 2024	Regular FBEC	Recommendation to Board of 24-25 Budget Operating Budget
March 27, 2024	Special Board	Approval of 24-25 Operating Budget
April 25, 2024	Special FBEC	Analysis of GSN release (if available)
May 1, 2024	Regular FBEC	Analysis of GSN release (if available) Draft 24-25 Capital Budget
June 13, 2024	Regular FBEC	Recommendation to Board of approval of 24-25 Capital Budget
		Summer approval process

### **Action Plan and Associated Timeline**

This meeting schedule will facilitate the development and approval of the 2024-25 Operating and Capital budgets for submission to the Ministry of Education prior to June 30, 2024, as per regulation. Once approved, the above items will be reflected in the 2023-24 Board meeting schedules.

### **Resource Implications**

In accordance to Section 231 of the Education Act, school boards are required to adopt balanced budgets for the fiscal year.

### **Communications Considerations**

All Finance, Budget and Enrolment Committee presentations concerning the budget will be recorded and archived for reference to Trustees who are unable to attend the meetings. All budget materials, which are not considered private under legislation, will be published on the Board's website for public review.

## Board Policy and Procedure Reference(s)

- PO02 Mission, Values
- PO37 Equity Policy
- PO05 Arts
- PO12 Budget
- PO19 Continuing Education
- PO22 Early Years
- PO29 Employment Equity
- PO67 LOI
- PO80 French as a Second Language
- PO20 Transportation of Students

## Appendices

Not applicable.

## From

Stacey Zucker, Associate Director, Modernization and Strategic Resource Alignment at [stacey.zucker@tdsb.on.ca](mailto:stacey.zucker@tdsb.on.ca) or at 416-395-8469.

Craig Snider, Executive Officer of Finance at [craig.snider@tdsb.on.ca](mailto:craig.snider@tdsb.on.ca) or 416-476-3182

## INFORMATION ITEM

### Toronto Lands Corporation 2022-23 and 2023-24 Operating Budgets

**To: TLC Board**

**Date:** October 19, 2023

#### RECOMMENDATION

It is recommended that the report be received for information.

#### EXECUTIVE SUMMARY

This report is presented to the TLC Board for information as part of the TDSB budget development process. The operating budget for 2023-2024 is provided in Appendix B, and the operating budget for 2022-2023 is provided in Appendix D.

Information on budget development at the TDSB, including financial statements for the Toronto Lands Corporation, is available on the TDSB Business Services website for information.

#### STRATEGIC GOAL AND ANNUAL PLAN DIRECTIONS

**TDSB Strategic Plan**

**Goal:** (include all that apply)

- [Allocate Human and Financial Resources Strategically to Support Student Needs](#)

**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)*

##### Finance & Audit Committee

- |  |  |
|--|--|
| <input type="checkbox"/> Consultation with TDSB Executive and/or Finance             | <input type="checkbox"/> Retain accountants or other professional advisors |
| <input type="checkbox"/> TDSB Review and Agreement                                   | <input type="checkbox"/> Retain outside legal counsel                      |
| <input checked="" type="checkbox"/> Review agenda and materials with Committee Chair | <input type="checkbox"/> Professional review and advice                    |
| <input type="checkbox"/> Other:  |  |

#### FINANCIAL IMPLICATIONS

N/A

## **ACTION PLAN AND ASSOCIATED TIMELINES**

TLC staff will monitor decisions made by the TDSB Board regarding budget and finance. TLC staff will regularly meet with TDSB Business Services staff.

## **TLC AND TDSB BOARD POLICY AND PROCEDURE REFERENCE(S)**

- Shareholder's Direction
- TDSB P012 Budget

## **APPENDICES**

- **Appendix A:** 2023-2024 TLC Report on Operating and Capital Budget
- **Appendix B:** 2023-2024 TLC Operating Budget
- **Appendix C:** 2022-2023 TLC Report on Operating and Capital Budget
- **Appendix D:** 2022-223 TLC Operating Budget

## **FROM**

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at [rglenn.tlc@tdsb.on.ca](mailto:rglenn.tlc@tdsb.on.ca)

George Kralidis, Head of People and Culture, Toronto Lands Corporation, at [gkralidis.tlc@tdsb.on.ca](mailto:gkralidis.tlc@tdsb.on.ca)

## **TORONTO LANDS CORPORATION 2023-24 ANNUAL CAPITAL AND OPERATING BUDGET**

**AUTHORITY:** Board of Directors

**DATE:** April 20, 2023

**ACTION:** APPROVAL

### **RECOMMENDATION**

1. That the 2023-24 TLC Operating Budget be approved and in accordance with the Shareholder's Direction be referred to the TDSB Board for approval and,
2. That the 2023-24 TLC Capital Budget be approved and in accordance with the Shareholder's Direction be referred to the TDSB Board for approval.

### **STRATEGIC DIRECTION**

**Authority or Direction:** [Shareholders Direction](#)

**Reporting Requirement:** [Toronto Lands Corporation \(TLC\) Annual Plan Progress](#)

That the Toronto Lands Corporation provides the TDSB with an annual budget for approval during their annual budget cycle.

### **EXECUTIVE SUMMARY**

Annually, TDSB is required to complete and submit to the Ministry of Education a Board approved **Operating Budget and a separate Capital Budget** no later than June 30 for each fiscal year starting September 1. As a part of TDSB's budget process, TLC's approved Annual Budget is consolidated into TDSB's annual budget which is currently \$3.4B.

*TDSB's Capital Budget* accounts for all anticipated capital revenues derived from proceeds of disposition (POD's) and applicable Ministry capital funding. Within the budget, capital revenues are identified and then allocated to Board approved capital priority projects. The three-year capital timeline provides for projected cash flows to be matched with expenditures and year over year budget balances. Currently, TDSB's Capital Budget and associated program remains in a net positive position.

TLC provides key inputs into TDSB's capital budget by identifying potential revenue opportunities, timing of anticipated receipt of POD's and the projected amount of POD's to be received by TDSB

based on TDSB surplus declarations. TDSB’s annual Capital Budget also includes \$2M in recognition of TLC related capital expenditures to be incurred against the generation of POD’s. TDSB’s *Operating Budget* relies on Ministry grants to fund the day-to-day business of the school board. Each year the Ministry of Education releases its “Grants for Student Needs” (GSN’s), representing funding to be distributed to school boards primarily based on enrolment. Boards are required to submit a balanced budget that aligns with the GSN’s. TLC develops its budget for integration into TDSB’s budget cycle and approval process.

### **TLC’s 2023-2024 Budget Preparation**

Pursuant to *Article 1* of the Shareholder’s Direction, TLC’s “*Annual Budget*” is defined as “annual financial plan in a form consistent with industry best practices and will include an annual operating budget, annual capital and renewal budget and any other such information as may be required”.

Since TLC’s inception in 2008, TDSB Finance has had direct responsibility for all TLC’s financial recording and reporting. To this end, TLC has worked with TDSB Finance and the Executive Team to develop a 2023-24 financial plan that will enable TLC’s work program to support TDSB’s real-estate and land use planning needs.

For the current fiscal year ending 2022-2023, TDSB is projecting a \$61M operating deficit.

As a result, TLC has focussed on containing controllable operating costs at a net \$0% increase even after accounting for a projected 1% salary increase, step increases and an increase of 1 FTE due to the projected workload impact resulting from changes to daycare licence agreements. TDSB expense allocation relating to third party agreements to access space in operating schools are subject to being charged the average cost of operating per square foot. This year’s TDSB cost per square has risen approximately 6%.

The following is a brief synopsis of TLC’s 2023-2024 net Operating Budget changes:

<b>TLC controlled</b>	<b>-\$ 381,074</b>	
	<b>-\$ 12,128</b>	
		<b>-\$ 393,202</b>
<b>TLC Managed</b>	<b>\$ 1,520,458</b>	
	<b>\$ 3,437</b>	
		<b>\$ 1,523,895</b>
<b>Net increase in expenditures</b>		<b>\$ 1,130,693</b>

**Note:** The primary increase in operating expenditures (\$1,523,895) relates to the 6% increase in TDSB’s annual operating costs being allocated to day cares operating within TDSB schools.

The TLC 2023-2024 Capital Budget clearly separates and identifies projected Capital POD’s and assigns related capital costs such as: real-estate broker commissions, property appraisal reports, legal fees, surveys, heritage, environmental and other due diligence reports that are required to generate sales proceeds. The \$150M capital revenues are directly related to the proceeds of disposition

identified within TDSB's approved Capital Budget for 2023-2024. After projected capital expenditures are offset by projected revenues to be obtained, TLC is projecting an expense ratio of 2% thus returning 98% of projected revenues for TDSB's capital program.

## **ACTION PLAN AND ASSOCIATED TIMELINE**

1. Presentation at the TLC Board of Directors meeting: April 20, 2023;
2. Transmittal to the TDSB Board of Directors for approval at the May 15, 2023, meeting of the Board.

## **RESOURCE IMPLICATIONS**

See attached appendices.

## **DUE DILIGENCE**

The 2023 – 2024 Toronto Lands Corporation budget has been developed in partnership with TDSB Finance team.

## **POLICY AND PROCEDURE REFERENCE(S)**

Shareholders Direction

## **APPENDICES**

**APPENDIX A**           TLC's Combined 2023 - 2024 Capital and Operating Budget

**APPENDIX B**           TLC's 2023 - 2024 Operating Budget

**APPENDIX C**           TLC's 2023 - 2024 Capital Budget

## **FROM**

D. Sage, Chief Executive Officer, Toronto Lands Corporation, at [dsage.tlc@tdsb.on.ca](mailto:dsage.tlc@tdsb.on.ca) or at 416-393-0575.

## OPERATING BUDGET

2023 - 2024 [DRAFT]

	APPROVED 2022-23 Operating Budget		DRAFT 2023-24 Operating Budget	
	Revenues	Expenditures	Revenues	Expenditures
<b>Non-Operating School Facilities</b>				
Lease Revenue and Recoveries	\$ 5,828,721	\$ 2,009,692	\$ 6,088,551	\$ 1,628,618
Other Revenue - Land Use Planning/705 Progress	\$ 53,000			
TDSB Program and Administration			\$ 53,000	
Deferred Capital Improvement Revenue	-\$ 1,000,000		-\$ 1,000,000	
Provision for Rental Arrears		\$ 5,000		\$ 5,000
<b>Total Net Real Estate Revenue/Expense - Non-Operating Sites</b>	<b>\$ 4,881,721</b>	<b>\$ 2,014,692</b>	<b>\$ 5,141,551</b>	<b>\$ 1,633,618</b>
<b>Operating School Facilities</b>				
City of Toronto Childcare Umbrella Lease Agreements	\$ 4,536,466	\$ 10,336,442	\$ 9,039,986	\$ 11,212,894
City of Toronto Pools Agreements	\$ 5,972,244	\$ 5,972,244	\$ 5,936,767	\$ 5,936,767
City of Toronto Stage 1 Revenues	\$ 1,100,000	\$ 1,100,000	\$ 1,100,000	\$ 1,100,000
City of Toronto Exclusive Use Agreements	\$ 1,000,000	\$ 1,000,000	\$ 1,209,837	\$ 1,209,837
Contract Services and Partnership Development (CSPD) and LINC Lease Administration	\$ 240,482	\$ 240,482	\$ 317,291	\$ 317,291
Air Conditioning Surcharge	\$ 72,600	\$ 72,600	\$ 93,600	\$ 93,600
Child Care and Other Agreements	\$ 3,343,045	\$ 3,343,045	\$ 3,714,881	\$ 3,714,881
Temporary Property Interests with Third Parties	\$ 300,000		\$ 325,000	\$ -
<b>Total Real Estate Revenue/Expense- Operating Sites</b>	<b>\$ 16,564,836</b>	<b>\$ 22,064,812</b>	<b>\$ 21,737,362</b>	<b>\$ 23,585,270</b>
<b>Total Non-Operating and Operating</b>	<b>\$ 21,446,557</b>	<b>\$ 24,079,504</b>	<b>\$ 26,878,913</b>	<b>\$ 25,218,888</b>
<b>TDSB Chargeback of Administrative Expenses</b>				
Facility Services		\$ 147,142	\$ -	\$ 59,554
Business Services		\$ 109,322	\$ -	\$ 44,166
Administrative Support Allocation		\$ 60,000	\$ -	\$ 24,240
<b>Total TDSB Chargeback</b>		<b>\$ 316,464</b>	<b>\$ -</b>	<b>\$ 127,960</b>
<b>TLC Administrative Expenses</b>				
Board Remuneration		\$ 60,000	\$ -	\$ 20,000
Management Salaries		\$ 1,167,518	\$ -	\$ 1,172,204
Professional Development		\$ 18,300	\$ -	\$ 12,000
Supply and Services		\$ 96,305	\$ -	\$ 37,322
Rental expenses: TLC office		\$ 133,000	\$ -	\$ 54,692
Legal Fees		\$ 65,000	\$ -	\$ 65,000
Fees and Contractual Services		\$ 508,100	\$ -	\$ 610,200
Casual Help		\$ 24,000	\$ -	\$ 9,600
Furniture and Equipment		\$ 7,000	\$ -	\$ 2,800
Other expenditures		\$ 5,000	\$ -	\$ 2,000
<b>Total Administration Expenses</b>		<b>\$ 2,084,223</b>	<b>\$ -</b>	<b>\$ 1,985,818</b>
<b>Total TLC Operations Rev/Expense</b>	<b>\$ 21,446,557</b>	<b>\$ 26,480,191</b>	<b>\$ 26,878,913</b>	<b>\$ 27,332,667</b>



**DECISION ITEM**  
**2022-23 TLC Annual Capital and Operating Budget (Revised)**

**To:** TLC Board of Directors  
**Date:** 12 May 2022

**RECOMMENDATION:**

1. That the *2022-23 TLC Operating Budget* be approved and referred to the TDSB Board at its May 25<sup>th</sup>, 2022, meeting for final approval; and,
2. That the *2022-23 TLC Capital Budget* be approved and referred to the TDSB Board at its May 25<sup>th</sup>, 2022 meeting for final approval.

**BACKGROUND**

TLC's proposed budget for 2022-23 was considered by the Finance and Audit committee at its meeting of April 25, 2022, wherein a separate Capital and Operating Budget format was presented. It was noted at the meeting that this budget presentation differs from the previous fiscal year and was developed to (a) better reflect the organization's activities and (b) to allow for greater financial accountability to the TDSB. It was also noted that TLC shared a preliminary budget with TDSB staff as part of the TLC and TDSB budget process. TDSB staff, in reviewing the preliminary budget, identified in a letter to TLC that TDSB is facing a significant in-year deficit and a projected budget deficit for the 2022-23 school year. The deficits are primarily attributed to revenue decreases due to the pandemic and further enrolment decline that cannot be fully offset by cost reductions. The in-year operating deficit is expected to be in the order of \$59M. This deficit is anticipated to be offset through the availability of reserve funds. Regarding TDSB's 2022-2023 budget, a budget deficit of approximately \$44M is being projected which will require the TDSB to submit a deficit recovery plan as a part of the approved Budget submission to the Ministry. Accordingly, TDSB requested from TLC staff to revisit areas of its' budget seeking further potential cost savings. In addition, TDSB staff outlined two key areas of concern with respect to:

- i. TLC's proposed staffing increase of 6.0 FTE.
- ii. Including deferred capital revenue of \$1,000,000 (derived from non-operating lease revenue) in TLC's capital budget

The Committee in reviewing the capital and operating budget concluded that:

1. The deferred capital revenue of \$1,000,000 initially proposed to be included in TLC's capital budget and which would be offset by proceeds of disposition is to remain a part of TLC's operations budget. TDSB finance staff also provided the rationale for the continuance of reporting related expenditures through operations and to maintain the consistency and alignment with TDSB and TLC's year end consolidation.
2. Given the pressures faced by TDSB on its operating bottom-line, TLC to review its management salaries lines with the TDSB finance team to understand key assumptions derived from the FTE increase and the percentage allocation between the operating and capital budget

3. Given TLC’s current and projected 2022-2023 work plan, TLC staff to identify the anticipated impact on service levels without the proposed 6.0 FTE’s.
4. Overall support for the presentation of a separate TLC Capital and Operating Budget.

Following the Finance and Audit Committee meeting, TDSB finance staff and TLC staff met with TDSB having identified that while they understand the value of the proposed positions to support the organization’s goals and objectives, it is difficult to support these positions at this time as it will create a pressure to the Operating and Capital budgets of the TDSB.

To support the FTE increase being initially requested, TLC undertook an internal time study reflective of current capacity compared to service level expectations. Below is a breakdown of Real-Estate and Leasing (REL), Land Use Planning (LUP), and Corporate (Corp). In summary, TLC operating at full staff capacity is under resourced by approximately 30% of the required hours.

	Required Hours	Available Work Hours	Hours Shortfall	Percentage of work able to complete with no additional resources	Addition Resources Needed to close hours shortfall	Additional Resources Requested 2022/23 Budget	Additional FTE Hours being Requested	Percentage of work able to complete with additional resources
REL	12397	8155	4242	66%	2.6	2	3262	92%
LUP	8722	6524	2198	75%	1.3	1	1631	93%
Corp.	5137	3262	1875	64%	1.1	1	1631	95%
	26256	17941	8315	68%	5.1	4	6524	94%

**Note: \* the 2 Property Officer positions are not included in the above as this is work that would be transferred from TDSB to TLC**

Within the leasing portfolio, impacts to the work program will include:

- Longer timelines to manage *operating school leases*, particularly:
  - City of Toronto Exclusive Use Agreements, Childcare and Other Agreements consisting of community use leases such as LINC, an antenna for Toronto Police / RCMP, Somali Women and Children Community Group, Indigenous Youth Agency, Navy, Cadets over a dozen community leases,
  - operationalizing on the ground leases in operating school,
  - real estate transactions that impact TDSB properties as a result of large infrastructure projects undertaken by the province and/or the City of Toronto; and
  - agreements resulting from large scale real estate development projects located in close proximity to school properties, including crane swing, tie back, construction staging, and construction management agreements.

Within the land use planning portfolio, impacts to the work program will include a longer timeline to:

- addressing and reviewing hundreds of City Planning development applications,
- participate in community meetings or not be available; and,
- anticipate and lead Community Services & Facility strategies

Under Corporate & Business Services:

- There will continue to be a deficiency in dedicated financial expertise to assist with significant disposition/redevelopment project analysis, specific financial planning and analysis including:
  - Building financial models to support the modernization strategy,
  - Develop fiscally responsible pro-active costing models and solutions for each of TLC’s portfolios to further support TLC’s operations,
  - Identify new revenue sources and financial models,

- development and measurement of Key Performance Indicators (KPI's),
- Perform economic impact analysis from the sale and redevelopment of sites; and,
- Participate in and conduct financial reviews resulting from modernization plan.

Recognizing TDSB's operating bottom line pressure, TLC has revised its budget in the following areas:

- Removed the proposed increase to staff of 6 FTE,
- Reduced management salary line to a "0%" increase,
- Re-allocated \$1,000,000 deferred capital revenue from the capital budget and inserted into the operating budget; and,
- Reduced a number of budget line items.

In summary, TLC's 2022-2023 Capital and Operating Budget meets the key expectations of TDSB staff and is reflective of the current and projected financial challenges facing TDSB. Following the approval of TLC's 2022-2023 Budget, staff will develop its 2022-2023 Annual Plan which will be reflective of the staff and financial resources available. The 2022-2023 will be presented to the TLC Board in June.

See Appendix 1 for the revised 2022-23 TLC Operating Budget.

See Appendix 2 for the revised 2022-23 TLC Capital Budget

See Appendix 3 for the consolidated 2022-23 TLC budget compared to the approved 2021-22 TLC Budget

#### **Appendices:**

- Appendix 1: 2022-23 TLC Operating Budget (revised)
- Appendix 2: 2022-23 TLC Capital Budget (revised)
- Appendix 3: Consolidated 2022-23 TLC Budget compared to approved 2021-22

#### **FROM:**

Daryl Sage, Chief Executive Officer, Toronto Lands Corporation, at [dsage.tlc@tdsb.on.ca](mailto:dsage.tlc@tdsb.on.ca) or at 416-393-0575

		2022-23 Operating Budget	
		Revenues	Expenditures
<b>Non-Operating School Facilities</b>			
Note 1	Lease Revenue and Recoveries	\$ 5,828,721	\$ 2,009,692
	TDSB Program and Administration	\$ 53,000	
	Deferred Capital Improvement Revenue	-\$ 1,000,000	
	Provision for Rental Arrears		\$ 5,000
	<b>Total Net Real Estate Revenue/Expense - Non-Operating Sites</b>	<b>\$ 4,881,721</b>	<b>\$ 2,014,692</b>
<b>Operating School Facilities</b>			
Note 3	City of Toronto Childcare Umbrella Lease Agreements	\$ 4,536,466	\$ 10,336,442
Note 4	City of Toronto Pools Agreements	\$ 5,972,244	\$ 5,972,244
	City of Toronto Stage 1 Revenues	\$ 1,100,000	\$ 1,100,000
Note 5	City of Toronto Exclusive Use Agreements	\$ 1,000,000	\$ 1,000,000
	Contract Services and Partnership Development (CSPD) and LINC Lease Administration	\$ 240,482	\$ 240,482
	Air Conditioning Surcharge	\$ 72,600	\$ 72,600
Note 6	Child Care and Other Agreements	\$ 3,343,045	\$ 3,343,045
Note 7	Temporary Property Interests with Third Parties	\$ 300,000	
	<b>Total Real Estate Revenue/Expense- Operating Sites</b>	<b>\$ 16,564,836</b>	<b>\$ 22,064,812</b>
	<b>Total Non-Operating and Operating</b>	<b>\$ 21,446,557</b>	<b>\$ 24,079,504</b>
<b>TDSB Chargeback of Administrative Expenses</b>			
	Facility Services		\$ 147,142
	Business Services		\$ 109,322
	Administrative Support Allocation		\$ 60,000
	<b>Total TDSB Chargeback</b>		<b>\$ 316,464</b>
<b>TLC Administrative Expenses</b>			
	Board Remuneration		\$ 60,000
Note 8	Management Salaries		\$ 1,167,518
Note 9	Professional Development		\$ 18,300
Note 10	Supply and Services		\$ 96,305
	Rental expenses: TLC office		\$ 133,000
Note 11	Legal Fees		\$ 65,000
Note 12	Fees and Contractual Services		\$ 508,100
Note 13	Casual Help		\$ 24,000
Note 14	Furniture and Equipment		\$ 7,000
	Other expenditures		\$ 5,000
	<b>Administration Expenses</b>		<b>\$ 2,084,223</b>
	<b>Total TLC Operations Rev/Expense</b>	<b>\$ 21,446,557</b>	<b>\$ 26,480,191</b>

**Note 1:** Decrease due to Bannockburn \$431K to \$0 and 705 Progress \$300K to \$175K

**Note 2:** Savings from Caretaking due to new contract with SQM, ~5% on applicable sites.

- Increase in Maintenance cost due to shortage in trades and increased materials costs (~6.5% ex. Borden)

- Inclusion of Sir Robert Borden even though site is being used by TDSB for program, TLC incurring full expenditures of ~\$80K.

**Note 3:** Continued increase in AAAOC reflected, however TDSB policy only charges \$6.05/sqft. Cost for operating will continue to increase therefore deficit will increase if rate doesn't change. Overall there is a \$5.8M deficit for the cost to operate City of Toronto

**Note 4:** Marginal revenue Increase of 3% based on TLC/TDSB Pools Agreement with City of Toronto

**Note 5:** Marginal increase reflective of actuals received.

**Note 6:** Reflects actuals from 2021-22

**Note 7:** Revenue reflective of minor real estate transactions for temporary access agreements, crane swing, tie back, construction staging etc.

**Note 8:** FTE analysis by function completed (time study) with ~40% charged to operating.

**Note 9:** Includes staff memberships and association fees for 24 FTE.

**Note 10:** Increase to Supplies & Service primarily due to contracted software with third parties including - project management software, recruitment software, onboarding software, employee engagement, performance and development tools, platforms for property title searches and property mapping

**Note 11:** Legal fees represents professional services required to service the leasing portfolio & corporate matters

**Note 12:** Fees for professional services related to operational and Annual Plan commitments governance/structural reform, strategic public consultations IT/software platforms for leasing and land use planning, direct costs of PODs allocated to capital

**Note 13:** TLC has consistently employed summer students year around, offering a reputable summer student program with students coming into assist from Ryerson, Seneca, U of T, given budget constraints and the add to staff, TLC has cut the casual help/student budget by 50%

**Note 14:** Budget equal to previous year, hardware & peripherals required to support existing staff if required.

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

**REPORT OF THE HUMAN RESOURCES AND NOMINATING COMMITTEE MEETING**

**REPORT NO. 04**

**HELD IN-PERSON AT TLC HEAD OFFICE  
HELD VIRTUALLY VIA MICROSOFT TEAMS  
TORONTO, ONTARIO**

**OCTOBER 10, 2023, 6:30 PM**

**COMMITTEE MEMBERS:**

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

**TLC STAFF:**

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

**PART A: INFORMATION ONLY**

**1. Call to Order & Confirmation of Quorum**

There being a quorum present, and the Directors having been given adequate and proper notice of the meeting, the meeting was called to order at 6:35 PM.

**2. Land Acknowledgement**

Leola Pon (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.

### **3. Election of Committee Chair**

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

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

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

No conflicts of interest were declared.

### **5. Approval of the Agenda/Other Business**

No corrections or amendments to the agenda.

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

**The motion was carried.**

### **6. Approval of Minutes of the Human Resources and Nominating Committee – May 25, 2023**

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

**On a motion duly made by Shelley Laskin and seconded by Stacey Zucker, the minutes of the meeting of the Audit and Finance Committee were approved.**

**The motion was carried.**

### **7. Orientation: TLC Organizational Structure**

The Committee heard an update from staff on the organizational structure of the Toronto Lands Corporation.

Committee members asked questions of staff regarding filling of open vacancies, current and anticipated staffing needs and strategic partnerships with community.

### **8. Resolution into Closed Session**

At 8:19 PM, on motion of Shelley Laskin, seconded by John Filion, the Committee resolved into closed (private) session to consider matters under section 207(2)[b] of the *Education Act* regarding a private personnel matter.

## **9. Termination of the Meeting**

On a motion duly made by Shelley Laskin and seconded by John Filion, the meeting terminated at 8:51 PM.

## **PART B: COMMITTEE RECOMMENDATIONS**

### **1. Human Resources and Nominating Committee Terms of Reference Review (2023-10-051)**

The Committee considered the terms of reference for the Human Resources and Nominating Committee, last revised in 2020. Draft revisions to the Terms of Reference were provided for consideration ahead of the meeting.

Members commented on whether or not committee terms of reference are needed at TLC, public participation, alignment with TDSB procedures and the need for additional reviews to accommodate changes being made to the Board Bylaws.

Moved by: John Filion

Seconded by: Shelley Laskin

The Human Resources and Nominating Committee recommends to the Board: **That the Human Resources and Nominating Committee Terms of Reference, be referred to the TLC Board for further discussion.**

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

The Committee considered a first draft of the procedural bylaw for the Board of Directors.

Members asked questions regarding the review process and timeline. Members commented on the placeholder provisions in the draft document and how TDSB procedures could be incorporated into TLC processes.

Moved by: Leola Pon

Seconded by: Shelley Laskin

The Human Resources and Nominating Committee recommends to the Board: **That the draft board bylaw be referred back to staff to incorporate TDSB procedures into TLC processes.**

### **3. Developing a Performance Review Process for the CEO**

The Committee considered a motion from John Filion.

Members asked questions regarding the timeline to develop a review process and how the previous process could be updated and improved.

Moved by: John Filion

**REPORT TO THE  
BOARD OF DIRECTORS**

Seconded by: Stacey Zucker

The Human Resources and Nominating Committee recommends to the Board:

**Whereas, 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;**

**And,**

**Whereas, 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; and,**

**Whereas, 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; and,**

**Whereas, 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.**



## ACTION ITEM

### Human Resources and Nominating Committee Terms of Reference Review

**To: TLC Board**

**Date:** October 19, 2023

#### RECOMMENDATION

It is recommended that the Human Resources and Nominating Committee Terms of Reference, be referred to the TLC Board for further discussion.

#### 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 adopted by the TLC Board after it has been approved.

**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](mailto: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.

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**DECISION ITEM****Toronto Lands Corporation Board of Directors Procedural Bylaw Review and Development:  
Draft Bylaw****To: TLC Board****Date:** October 17, 2023**RECOMMENDATION:**

It is recommended that the draft Toronto Lands Corporation Procedural Bylaw, be referred back to staff to incorporate TDSB procedures into TLC processes.

**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](mailto:rjglenn.tlc@tdsb.on.ca)

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

DRAFT

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	<b>Definitions</b>			
General	1.2	<p><b>Interpretation</b></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><b>Subject to Act and Articles</b></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><b>S. 8.2 Governing Law</b></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><b>Conflict With Shareholder’s Direction</b></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><b>Fiscal Year</b></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 “<b>Fiscal Year</b>” 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><b>Execution of Instruments and Voting Rights</b></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><b>S. 6.6 Execution and Delivery of Instruments; Power of Attorney</b></p> <p>Subject to <b>Error! Reference source not found.</b>, 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><b>Borrowing powers</b></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><b>Delegation of powers</b></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	<b>2.3</b>	<p><b>Banking Arrangements</b></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	<b>3.1</b>	<p><b>Qualification</b></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><b>S. 4.3 Appointment of TLC Board Members</b></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	<b>3.2</b>	<p><b>Place of Meetings</b></p> <p>Meetings of directors may be held at any place in Ontario.</p>	<p><b>S. 4.11 TLC Meetings, Meeting Agendas, and Meeting Minutes</b></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><b>Place of meetings</b></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><b>Directors' meetings</b></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	<b>3.3</b>	<p><b>Calling of Meetings</b></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><b>Calling meeting of directors</b></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> <p>Chair of Board to determine meeting location</p>

Directors	3.4	<p><b>Regular Meetings</b></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><b>Notice of Meeting</b></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><b>Notice</b></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><b>Attendance by Director of Education or Representative at Meetings</b></p>	<p>S. 4.2 <b>Composition of the TLC Board</b></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	<b>3.7</b>	<b>Waiver of Notice</b> 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.		<b>Waiver of notice</b> 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	<b>3.8</b>	<b>Quorum</b> 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.		<b>Quorum</b> 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). <b>Director not to vote</b> 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><b>Remaining directors deemed quorum</b></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><b>Meeting by Telephonic, Electronic or Other Communication Facility</b></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><b>Instructions re attending meeting by telephonic, etc. means</b></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><b>Meeting by telephone, etc.</b></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	<b>3.10</b>	<b>Chair</b> 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.	<b>S. 4.3 Appointment of TLC Board Members</b> (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	<b>3.11</b>	<b>Secretary</b> 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	<b>3.12</b>	<b>Votes to Govern</b> 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.		<b>Resolutions in writing</b> 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><b>Copy to be kept</b></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	<b>3.13</b>	<p><b>Remuneration and Expenses</b></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><b>S. 4.4 Remuneration.</b></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	<b>4.1</b>	<p><b>Committees of Directors</b></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><b>S. 4.1 TLC Board</b></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	<b>4.2</b>	<p><b>Proceedings</b></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><b>Appointment of Officers</b></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><b>Officers</b></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	<b>5.2</b>	<b>Powers and Duties</b> 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	<b>5.3</b>	<b>Chair of the Board</b> If appointed, the chair of the board will preside at directors meetings in accordance with Section 3.10.			
Officers	<b>5.4</b>	<b>President</b> 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	<b>5.5</b>	<b>Corporate Secretary</b> 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 Corporate determine.</p>			
Officers	<p><b>5.6</b></p>	<p><b>Treasurer</b>          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	<b>5.7</b>	<p><b>Removal of Officers</b></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	<b>6.1</b>	<p><b>Limitation of Liability</b></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><b>S. 5.3 Notice of Legal Proceedings</b></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	<b>6.2</b>	<p><b>Indemnity</b></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><b>S. 6.10 Indemnification of Directors and Officers</b></p> <p>TDSB will indemnify:</p> <ul style="list-style-type: none"> <li>i. Any director or officer of TLC;</li> <li>ii. Any former director or officer of TLC;</li> <li>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</li> <li>iv. Their respective heirs and legal representatives;</li> </ul> <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><b>Indemnification</b></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	<b>6.3</b>	<p><b>Insurance</b></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><b>S. 5.3 Notice of Legal Proceedings</b></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	<b>7.1</b>	<p><b>Form of Security Certificates</b></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	<b>8.1</b>	<p><b>Payments of Dividends and Other Distributions</b></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><b>9.1</b></p>	<p><b>Notices</b>  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><b>S. 8.1 Notices.</b>  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"> <li>• To the Toronto District School Board (TDSB) at:  5050 Yonge Street  Toronto, Ontario  M2N 5N8  Attention: Director of Education</li> <li>• To the Toronto Lands Corporation at:  201 — 60 St. Clair Ave. East  Toronto, Ontario  M4T 1N5  Attention: Executive Officer.</li> </ul> <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	<b>9.2</b>	<b>Computation of Time</b> 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	<b>10.1</b>	<b>Effective Date</b> 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

No consent agenda process



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.

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

**REPORT OF THE POLICY AND PLANNING COMMITTEE MEETING**

**REPORT NO. 5**

**HELD IN-PERSON AT TLC HEAD OFFICE  
HELD VIRTUALLY VIA MICROSOFT TEAMS  
TORONTO, ONTARIO**

**OCTOBER 17, 2023, 5:30 PM**

**COMMITTEE MEMBERS:**

Dennis Hastings	Trustee Director
Manna Wong	Trustee Director (Regrets)
Shelley Laskin	Trustee Director (Regrets)
Leola Pon	TDSB Staff Appointee Director
Payman Berjis	Citizen Director
Igor Dragovic	Citizen Director
John Filion	Citizen Director

**TLC STAFF:**

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

**PART A: COMMITTEE RECOMMENDATIONS**

**1. Toronto Lands Corporation Modernization Opportunities: Capital Priority Sites (2023-10-052)**

The Committee considered a report outlining sites identified to the Ministry of Education as capital priorities for development.

Moved by: John Filion

Seconded by: Payman Berjis

The Planning and Policy Committee recommends to the Board:

**REPORT TO THE  
BOARD OF DIRECTORS**

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
  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 rezoning submissions for any of the sites contained in this report.
  6. That this report be forwarded to TDSB to be received for information.
- 2. Toronto Lands Corporation Modernization Opportunities: Community Partnership Sites (2023-10-053)**

The Committee considered a report outlining TDSB-owned sites with opportunities for community partnerships.

Moved by: John Filion

Seconded by: Payman Berjis

The Planning and Policy Committee recommends to the Board:

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**
  - 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.**

### **3. Policy and Planning Committee Terms of Reference Review (2023-10-054)**

The Committee considered the terms of reference for the Policy and Planning Committee.

Moved by: John Filion

Seconded by: Payman Berjis

The Planning and Policy Committee recommends to the Board: **That the Policy and Planning Committee Terms of Reference be referred to the TLC Board for further discussion in conjunction with the review of the TLC Board Bylaw and Committee Terms of Reference.**

#### **4. Case Study New Podium School at Lower Yonge Sugar Wharf (2023-10-055)**

The Committee considered an information report on the community and school development in the Lower Yonge Precinct.

Moved by: John Filion

Seconded by: Payman Berjis

The Planning and Policy Committee recommends to the Board: **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.**

During consideration of the matter, the Committee resolved into closed session to ask questions in accordance with section 207(2)[c] of the *Education Act*.

**DECISION ITEM****Toronto Lands Corporation Modernization Opportunities: Community Partnership Sites****To: TLC Board****Date:** October 19, 2023**RECOMMENDATION:**

It is recommended:

1. that the following Toronto District School Board sites be prioritized by the Toronto Lands Corporation 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. 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:  
Current appraisal report
  - a. Refined site massing and potential built form
  - b. Heritage, Title and Environmental summary
  - c. Community benefit and partnership opportunities
  - d. Risks
3. It is recommended 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.
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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.

**EXECUTIVE SUMMARY**

The TLC, on behalf of the TDSB, acts as landlord for the TDSB for all 3<sup>rd</sup> party leases, licenses and other forms of real estate agreements. Included in this portfolio, the TLC manages 17 closed, non-operating schools which are leased by third parties for various uses.

The TDSB and the TLC have been working to determine which of these sites are not required for the purposes of the board, and do not represent sites of strategic importance, including for future student accommodation. The three sites identified in this report for disposal have been identified by TDSB Planning staff to represent low risk to the TDSB from a future accommodation perspective. Additionally, the existing tenants, are established in their communities and their continued operation on these sites will likely be seen as a positive outcome and provide additional opportunities for community building.

### AUTHORITY OR DIRECTION FOR UNDERTAKING PROJECT

**Authority or Direction (select from drop down):** Shareholders Direction

### STRATEGIC GOAL AND ANNUAL PLAN DIRECTIONS

**TDSB Strategic Plan Goal:** (include all that apply)

- [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.*

**TLC Strategic Plan Goal:** (include all that apply)

- [Transform Student Learning Environment through the Modernization of Facilities](#)

*Opportunity to build TDSB capital priority replacement schools that have not been recognized by the Ministry as priority projects.*

*Opportunity to leverage high valued sites for reinvestment back into new/replacement schools that deliver exceptional learning spaces and support communities.*

### DUE DILIGENCE (Select all that apply)

#### Policy & Planning Committee

- |   |  |
|---|--|
| <input type="checkbox"/> Site Inspection      | <input type="checkbox"/> Planning Report                                   |
| <input type="checkbox"/> Official Plan        | <input checked="" type="checkbox"/> Consultation with Local Trustee        |
| <input type="checkbox"/> Zoning               | <input type="checkbox"/> TDSB Staff Review and Agreement                   |
| <input type="checkbox"/> Reg 444/98           | <input checked="" type="checkbox"/> Consultation with TDSB Executive Staff |
| <input type="checkbox"/> Appraisal Report     | <input type="checkbox"/> Consultation with TDSB Planning Staff             |
| <input type="checkbox"/> Environmental Report | <input type="checkbox"/> Consultation with TDSB Finance Staff              |
| <input type="checkbox"/> Title Check          | <input type="checkbox"/> Historical Assessment                             |

## FINANCIAL IMPLICATIONS

There are no financial implications on current operational budgets as related external services are considered capital expenses. Appropriate project and resource budgets will be developed and will form a part of TLC's 2023-24 Budget submission.

## RISK LEVEL

Low

## ACTION PLAN AND ASSOCIATED TIMELINES

Report back to the TLC Board following the completion of each site's due diligence work throughout the year. Inform TDSB Student Accommodation and Planning on the due diligence outcomes.

## TLC AND TDSB BOARD POLICY AND PROCEDURE REFERENCE(S)

- Shareholders Direction
- Toronto District School Board (TDSB) Multi-Year Strategic Plan
- Toronto Lands Corporation (TLC) Annual Plan
- Toronto District School Board (TDSB) Disposition of Property Policy

## APPENDICES

- **Appendix A:** Toronto Lands Corporation Modernization Report – Community Partnership Sites
- **Appendix B:** Location of Modernization Opportunities: Community Partnerships
- **Appendix C:** Site Profiles
- **Appendix D:** Expression of Interest for 200 Poplar Rd

## FROM

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at [rglenn.tlc@tdsb.on.ca](mailto:rglenn.tlc@tdsb.on.ca)

Barbara Carou, Manager, Strategic Partnership and Development, Toronto Lands Corporation, at [bcarou.tlc@tdsb.on.ca](mailto:bcarou.tlc@tdsb.on.ca)



**TORONTO LANDS CORPORATION MODERNIZATION  
OPPORTUNITIES****APPENDIX A****BACKGROUND REPORT****34 & 42 Brock Crescent – Joint Venture with Safehaven Community Living**

The two TDSB owned parking lots front on to Brock Crescent (Appendix “C”) and are located south of Safehaven Community Living which also owns property between the two lots. The properties back on to buildings fronting on Bloor St West and are located 250 m from Dufferin Station. The site for the new Bloor Collegiate Institute is located just south at 90 Croatia Street. The properties are adjacent to an approved development containing a mix of uses including a community hub, a new park, and 2,160 residential units.

These two parking lots provide an opportunity to partner with the adjacent property owner, Safehaven, on a redevelopment that could see a new facility for Safehaven, along with providing an opportunity for indoor recreational space that could be shared between Safehaven and the TDSB. In addition, there is opportunity for joint programming between both the TDSB and Safehaven.



*Picture 1: View of the proposed mixed-use development at Safehaven.*

Safehaven is a not-for-profit organization that has provided residential and respite care to individuals with medical complexities and developmental disabilities for over 30 years. The ability to leverage the two TDSB properties will provide them with the opportunity to develop a state-of-the-art facility along with housing opportunities as part of an integrated facility.

The addition of the two properties will allow for respite, therapeutic and residential care for children and adults with medical complexities and disabilities along with affordable housing for vulnerable populations. The proposed development will also contain an indoor pool, which will provide a recreation opportunity for the students of the TDSB. The TLC and Safehaven are working on exploring how to contemplate access for the TDSB as a part of any future transaction.

### **301 Lanor Avenue - Disposal to New Haven Learning Centre**

The 5.52 acre Douglas Park school property was acquired in 1952 and was leased out fully to the existing tenants by 2009. The closed school is currently tenanted by New Haven who occupy 13,200 square feet, and Sonechko Day Care Incorporated who lease 2,244 square feet and who operate under the day care umbrella agreement with the City of Toronto.

The TLC has been in conversations with its long-term tenant, New Haven, with respect to moving forward with a purchase of the site in order to construct a purpose-built modernized facility for their community. Founded in 1998, New Haven Learning Centre was the first in Ontario to offer highly specialized programming for how to best understand and treat those affected by Autism Spectrum Disorder (ASD). The acquisition of this site by New Haven will allow the organization to build a purpose built, specialized facility to maximize the development of individuals with autism, and related disorders, along with providing state of the art supportive residential and community facilities for those affected by ASD. In addition to a new facility, there is also an opportunity to explore opportunities for the TDSB to partner with New Haven to offer programs to current students within the TDSB who are affected by ASD. Additionally, the TLC would work with New Haven to ensure space be allocated in any redevelopment for Sonechko Day Care, who also currently operates on the site.

The current TDSB facility, at 301 Lanor Avenue, is at the end of its usable life, and has a facility condition index exceeding 80% which equates to a deferred maintenance backlog in excess of \$3 million. Investing in the current building is cost prohibitive. Redevelopment of the entire site provides an excellent opportunity for the TDSB to generate capital for the renewal of operational schools, but also will advance the development of a much needed and vital resource for the ASD community.

In addition to providing the opportunity for New Haven, the significant size of the property also allows for the TLC to contemplate allocating a portion of the redeveloped site to the City as parkland.

## 200 Poplar Road – Potential partnership with NFP Consortium

The TDSB property at 200 Poplar Road, formerly known as Sir Robert Borden Business and Technical Institute, was closed and declared surplus by TDSB on June 22, 2016. The former school is situated on 12 acres in the Kingston Road and Lawrence Avenue East neighbourhood and is adjacent to community housing and single-family residential homes. There have been multiple previous attempts by the TLC to activate the site, in 2018 the TLC accepted a conditional offer from a developer who, while undertaking their due diligence activities, determined that there was too much risk associated with the site.

Another attempt at site activation involved a land exchange with the City of Toronto in 2020. At that time, the TLC had been aware of the student accommodation pressures in the quadrant south of Don Mills Road and Eglinton Avenue East. TDSB Planning had advised that TDSB would require a school in this area and a preliminary review found that vacant land was extremely limited and existing school sites had no further space for expansion. Inability to accommodate new students from the growing number of developments in this area was becoming critical, which resulted in having to bus students outside their resident area being the primary option. In conjunction with CreateTO, TLC staff identified undeveloped land, in public ownership connected with the Ontario Science Centre complex which included a portion of the large parking lot located at 770 Don Mills Road. CreateTO and the TLC proposed an equitable exchange whereby the City would transfer to the TDSB, approximately 54,000 square feet of a stratified non-condominium title interest in 770 Don Mills Road in exchange for fee simple interest in 200 Poplar Road. Due to several considerations, CreateTO informed TLC in 2023 that it was not in a position to move forward with the land exchange; the TLC and TDSB however continue to work the City and CreateTO on the stratified interest in 770 Don Mills Road.

Over the past few months, staff from the TLC have been meeting with a consortium of not-for-profit housing providers who share a vision to build a “Gathering Place” – a model of housing which intersects the provision of dignified and affordable housing with a full complement of services and sense of belonging and community building. Appendix D contains further detail on the Housing Consortium partnership.

This site is of such size that an opportunity exists to provide hundreds of affordable housing units within a private and not-for-profit mix. In addition to the opportunity for housing, there is also the ability to deliver a much-needed job skills training facility for the community, which would help newcomers to Canada position themselves in the best way possible to enter the job market. Delivering senior’s care, youth support programs, enhanced green space and other newcomer services are also significant opportunities on this site.

### **Next Steps:**

Staff will report back to the Board with status updates for each property in the first quarter of 2024.

**TORONTO LANDS CORPORATION MODERNIZATION OPPORTUNITIES**

**APPENDIX B**

**LOCATION OF MODERNIZATION OPPORTUNITIES: COMMUNITY PARTNERSHIPS**



**TORONTO LANDS CORPORATION MODERNIZATION  
OPPORTUNITIES**

**APPENDI  
X C**

## Surface Lots

### 34 & 42 Brock Cr

Ward: 9 (Dawson)  
 Location: Bloor St & Dufferin St  
 Current Use: Parking  
 Site Size: 0.13 acres & 0.15 acres  
 OP Designation: Neighbourhoods  
 Zoning: Residential  
 Major Transit: Yes  
 Station Area:



## Douglas Park

(closed school)

### 301 Lanor Ave

Ward: 3 (Nunziata)  
 Location: Evans Ave & Kipling Ave  
 Current Use: Lease ( New Haven)  
 Site Size: 5.52 acres  
 OP Designation: Neighbourhoods  
 Zoning: R3 (Former By-law)  
 Major Transit: No  
 Station Area:



**SITE PROFILES**

# Sir Robert Borden

(closed school)

200 Poplar Rd

Ward: 19 (Patel)

Location: Kingston Rd & Galloway Rd

Current Use: Storage/ Occasional Staff Training

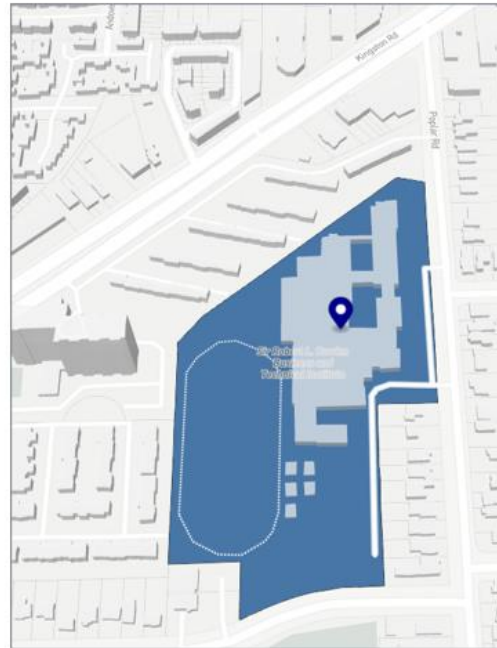
Site Size: 12 acres

OP Designation: Neighbourhoods

Zoning: Institutional

Major Transit No

Station Area:



**TORONTO LANDS CORPORATION MODERNIZATION  
OPPORTUNITIES**

**APPENDIX D**

**EXPRESSION OF INTEREST FOR 200 POPLAR RD**

EXPRESSION OF INTEREST

**RE: 200 POPLAR ROAD**

Attention: Ryan Glenn, interim CEO  
Toronto Lands Corporation  
60 St Clair Ave E Suite 201,  
Toronto, ON M4T 1N5

DATE: October 6, 2023

Dear Mr. Glenn,

This **Expression of Interest** outlines our intention to begin discussions with Toronto Lands Corporation/Toronto District School Board, on a path forward to develop the 200 Poplar Road site and increase the stock of available affordable housing options along with other services, including a possible job skills training facility.

The intent of this letter is to obtain support to explore this partnership. A clear roadmap and key milestones would be available in future reports, to share with all stakeholders.

Since 2021, the undersigned organizations have come together in response to the housing crisis most acutely felt by the communities we support. Collectively, we have been working towards developing alternative approaches to add affordable and deeply affordable housing stock - which is supportive and inclusive - focused on our Scarborough neighbourhoods. With a shared mission and vision to work together, we seek to leverage our collective strengths and mitigate the challenges involved in building affordable housing at scale.

The "Housing Consortium" is a partnership formed between the organizations noted below.

The members of the Housing Consortium provide a wide range of services and programs for thousands of Torontonians each year. In particular, the members serve the most marginalized communities with the greatest barriers in accessing housing today. This includes: low-income families, young people, isolated seniors, individuals struggling with mental wellness to achieve independent living, refugees and new Canadians, and many more vulnerable populations.

With over 400 collective years of proven experience providing support to over 130,000 individuals and families each year, we jointly own and operate over 3500+ units of affordable housing today with a mandate to add thousands of additional affordable units, to directly tackle the housing crisis through innovative models of coordination and collaboration.

We share a vision to build a "Gathering Place" – a model of housing which intersects dignified, affordable, right-sized housing with a full complement of services and sense of belonging and community, so that whole neighbourhoods can flourish and prosper. And we know this can only be accomplished through cooperative partnerships.

Partnerships between the private, public and non-profit sectors will be the key to delivering affordable housing at scale. A new approach is needed to dismantle a housing problem which is now entrenched



and mired by complexity and competition, creating barriers to building much needed housing for communities who cannot wait.

The Housing Consortium is ready to confront this challenge together.

Our hope is to enter into conversations with the Toronto Lands Corporation and the Toronto District School Board to build, own and operate hundreds of affordable housing units in perpetuity, at 200 Poplar Road.

The site can be the canvas for the Housing Consortium and Toronto Lands Corporation/Toronto District School Board, to design housing which works for so many individuals and families struggling to access good homes today. We envision hundreds of homes embedded into the community, with a full compliment of onsite or near-site services for a broad range of populations. The possible populations and services may include – but not be limited to:

- Workforce development housing, which may provide housing and supports to those employed in a specific sector (ie. Education)
- Training centre for skills development to meet the growing economic demands of the City
- 24-7 supports for independent living
- Seniors care
- Supports for youth transition
- Newcomer services
- And much more

By working together, we can demonstrate how affordable housing can successfully be integrated into a mixed-use community and collectively build vibrant neighbourhoods in Scarborough.

Sincerely,

Housing Consortium members:

- Catholic Children's Aid Society of Toronto
- Catholic Crosscultural Services
- East Scarborough Boys & Girls Club
- Homes First Society
- The Neighbourhood Group Community Services
- WoodGreen Community Services
- St Stephens Community Apartments Inc.

**ORGANIZATIONAL OVERVIEWS:**

**Catholic Children's Aid Society:** The Catholic Children's Aid Society of Toronto (CCAS) delivers child protection services to the Catholic community of Toronto. By connecting vulnerable children, youth, and families to community-based supports and services, CCAS works to disrupt the status quo through our innovative programs, including our recent collaboration with partners on the Housing Consortium. From our work with fostering interdependence of youth transitioning out of the child welfare system to connecting families facing issues of poverty, CCAS is committed to meeting the unique needs and challenges they face every day. By providing stable housing and the necessary resources, CCAS helps these young individuals navigate the challenging journey to adulthood with confidence and security. Additionally, the organization's commitment aligns seamlessly with the Housing Consortium's overarching mission: to confront the housing crisis in Toronto's marginalized communities head-on. Together, we aim to provide opportunities for youth and vulnerable families to secure stable housing and to thrive and prosper in a supportive and inclusive community environment.

**Catholic Crosscultural Services:** As a national non-profit organization based in the Greater Toronto Area, CCS aims to empower immigrants and refugees of all religions, ethnicities, countries of origin, immigration status, sexual orientation, or political affiliation to develop the skills and acquire the necessary knowledge to settle, integrate and succeed in Canada.

**East Scarborough Boys & Girls Club:** At the Club, we aim to provide a safe, supportive place where children and youth, and families experience new opportunities, overcome barriers, develop positive relationships and life skills. Servicing over 3000 families across East Scarborough each year.

**Home First Society:** Homes First develops and provides affordable, stable housing and support services to break the cycle of homelessness for people with the fewest housing options. With nearly 40 years of experience in the field, our agency provides homes and essential support services to nearly 2,000 seniors, families, and single adults every single night.

**The Neighbourhood Group Community Services:** TNG works with people at every stage of their lives to alleviate social and economic problems through a range of effective and innovative programs. For over 30 years, we've owned and operated safe, affordable housing for seniors, low-income families, and people struggling with homelessness, mental health and substance use issues.

**Woodgreen Community Services:** One of the largest social service agencies in Toronto, delivering integrated programs from physical, mental health and disability services to affordable housing and pathways to employment. For 85 years, we have worked with communities to improve health and wellbeing for seniors, single mothers, newcomers and youth, creating new opportunities to thrive.

**St. Stephens Community Apartments. Inc:** a Non-Profit Housing Corporation that was created from the congregation of St. Stephen's Presbyterian Church. Our board has partnered together with Reena, Boys & Girls Club of East Scarborough, Youth Link and the Missisauga's of the Credit to build an affordable housing project that seeks to serve the youth in the community. We envision that this will be a future home for the church and a hub for the community.

**DECISION ITEM****Toronto Lands Corporation Modernization Opportunities: Community Partnership Sites****To: TLC Board****Date:** October 19, 2023**RECOMMENDATION:**

It is recommended:

1. that the following Toronto District School Board sites be prioritized by the Toronto Lands Corporation 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. 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:  
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**Authority or Direction (select from drop down):** Shareholders Direction

### STRATEGIC GOAL AND ANNUAL PLAN DIRECTIONS

**TDSB Strategic Plan Goal:** (include all that apply)

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*Opportunity to leverage high valued sites for reinvestment back into new/replacement schools that deliver exceptional learning spaces and support communities.*

### DUE DILIGENCE (Select all that apply)

#### Policy & Planning Committee

- |   |  |
|---|--|
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## FROM

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OPPORTUNITIES****APPENDIX A****BACKGROUND REPORT****34 & 42 Brock Crescent – Joint Venture with Safehaven Community Living**

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This site is of such size that an opportunity exists to provide hundreds of affordable housing units within a private and not-for-profit mix. In addition to the opportunity for housing, there is also the ability to deliver a much-needed job skills training facility for the community, which would help newcomers to Canada position themselves in the best way possible to enter the job market. Delivering senior’s care, youth support programs, enhanced green space and other newcomer services are also significant opportunities on this site.

### **Next Steps:**

Staff will report back to the Board with status updates for each property in the first quarter of 2024.



**TORONTO LANDS CORPORATION MODERNIZATION OPPORTUNITIES**

**APPENDIX B**

**LOCATION OF MODERNIZATION OPPORTUNITIES: COMMUNITY PARTNERSHIPS**



**TORONTO LANDS CORPORATION MODERNIZATION  
OPPORTUNITIES**

**APPENDI  
X C**

## Surface Lots

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Ward: 9 (Dawson)  
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 Current Use: Parking  
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 Zoning: Residential  
 Major Transit: Yes  
 Station Area:



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(closed school)

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Ward: 3 (Nunziata)  
 Location: Evans Ave & Kipling Ave  
 Current Use: Lease ( New Haven)  
 Site Size: 5.52 acres  
 OP Designation: Neighbourhoods  
 Zoning: R3 (Former By-law)  
 Major Transit: No  
 Station Area:



**SITE PROFILES**

# Sir Robert Borden

(closed school)

200 Poplar Rd

Ward: 19 (Patel)

Location: Kingston Rd & Galloway Rd

Current Use: Storage/ Occasional Staff Training

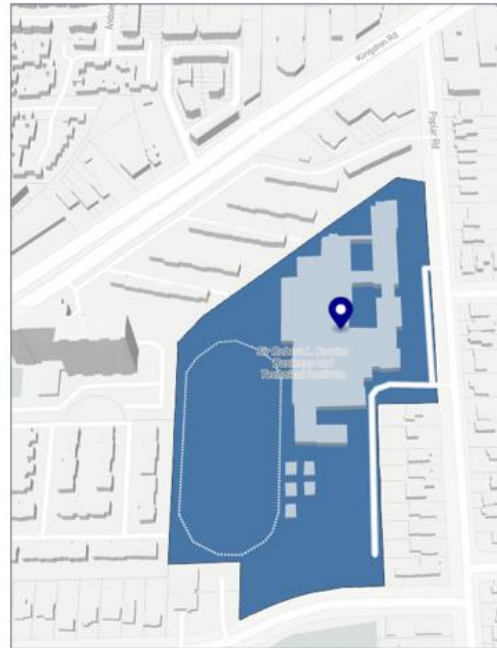
Site Size: 12 acres

OP Designation: Neighbourhoods

Zoning: Institutional

Major Transit No

Station Area:



**TORONTO LANDS CORPORATION MODERNIZATION  
OPPORTUNITIES**

**APPENDIX D**

**EXPRESSION OF INTEREST FOR 200 POPLAR RD**

EXPRESSION OF INTEREST

**RE: 200 POPLAR ROAD**

Attention: Ryan Glenn, interim CEO  
Toronto Lands Corporation  
60 St Clair Ave E Suite 201,  
Toronto, ON M4T 1N5

DATE: October 6, 2023

Dear Mr. Glenn,

This **Expression of Interest** outlines our intention to begin discussions with Toronto Lands Corporation/Toronto District School Board, on a path forward to develop the 200 Poplar Road site and increase the stock of available affordable housing options along with other services, including a possible job skills training facility.

The intent of this letter is to obtain support to explore this partnership. A clear roadmap and key milestones would be available in future reports, to share with all stakeholders.

Since 2021, the undersigned organizations have come together in response to the housing crisis most acutely felt by the communities we support. Collectively, we have been working towards developing alternative approaches to add affordable and deeply affordable housing stock - which is supportive and inclusive - focused on our Scarborough neighbourhoods. With a shared mission and vision to work together, we seek to leverage our collective strengths and mitigate the challenges involved in building affordable housing at scale.

The "Housing Consortium" is a partnership formed between the organizations noted below.

The members of the Housing Consortium provide a wide range of services and programs for thousands of Torontonians each year. In particular, the members serve the most marginalized communities with the greatest barriers in accessing housing today. This includes: low-income families, young people, isolated seniors, individuals struggling with mental wellness to achieve independent living, refugees and new Canadians, and many more vulnerable populations.

With over 400 collective years of proven experience providing support to over 130,000 individuals and families each year, we jointly own and operate over 3500+ units of affordable housing today with a mandate to add thousands of additional affordable units, to directly tackle the housing crisis through innovative models of coordination and collaboration.

We share a vision to build a "Gathering Place" – a model of housing which intersects dignified, affordable, right-sized housing with a full compliment of services and sense of belonging and community, so that whole neighbourhoods can flourish and prosper. And we know this can only be accomplished through cooperative partnerships.

Partnerships between the private, public and non-profit sectors will be the key to delivering affordable housing at scale. A new approach is needed to dismantle a housing problem which is now entrenched

and mired by complexity and competition, creating barriers to building much needed housing for communities who cannot wait.

The Housing Consortium is ready to confront this challenge together.

Our hope is to enter into conversations with the Toronto Lands Corporation and the Toronto District School Board to build, own and operate hundreds of affordable housing units in perpetuity, at 200 Poplar Road.

The site can be the canvas for the Housing Consortium and Toronto Lands Corporation/Toronto District School Board, to design housing which works for so many individuals and families struggling to access good homes today. We envision hundreds of homes embedded into the community, with a full compliment of onsite or near-site services for a broad range of populations. The possible populations and services may include – but not be limited to:

- Workforce development housing, which may provide housing and supports to those employed in a specific sector (ie. Education)
- Training centre for skills development to meet the growing economic demands of the City
- 24-7 supports for independent living
- Seniors care
- Supports for youth transition
- Newcomer services
- And much more

By working together, we can demonstrate how affordable housing can successfully be integrated into a mixed-use community and collectively build vibrant neighbourhoods in Scarborough.

Sincerely,

Housing Consortium members:

- Catholic Children's Aid Society of Toronto
- Catholic Crosscultural Services
- East Scarborough Boys & Girls Club
- Homes First Society
- The Neighbourhood Group Community Services
- WoodGreen Community Services
- St Stephens Community Apartments Inc.

**ORGANIZATIONAL OVERVIEWS:**

**Catholic Children's Aid Society:** The Catholic Children's Aid Society of Toronto (CCAS) delivers child protection services to the Catholic community of Toronto. By connecting vulnerable children, youth, and families to community-based supports and services, CCAS works to disrupt the status quo through our innovative programs, including our recent collaboration with partners on the Housing Consortium. From our work with fostering interdependence of youth transitioning out of the child welfare system to connecting families facing issues of poverty, CCAS is committed to meeting the unique needs and challenges they face every day. By providing stable housing and the necessary resources, CCAS helps these young individuals navigate the challenging journey to adulthood with confidence and security. Additionally, the organization's commitment aligns seamlessly with the Housing Consortium's overarching mission: to confront the housing crisis in Toronto's marginalized communities head-on. Together, we aim to provide opportunities for youth and vulnerable families to secure stable housing and to thrive and prosper in a supportive and inclusive community environment.

**Catholic Crosscultural Services:** As a national non-profit organization based in the Greater Toronto Area, CCS aims to empower immigrants and refugees of all religions, ethnicities, countries of origin, immigration status, sexual orientation, or political affiliation to develop the skills and acquire the necessary knowledge to settle, integrate and succeed in Canada.

**East Scarborough Boys & Girls Club:** At the Club, we aim to provide a safe, supportive place where children and youth, and families experience new opportunities, overcome barriers, develop positive relationships and life skills. Servicing over 3000 families across East Scarborough each year.

**Home First Society:** Homes First develops and provides affordable, stable housing and support services to break the cycle of homelessness for people with the fewest housing options. With nearly 40 years of experience in the field, our agency provides homes and essential support services to nearly 2,000 seniors, families, and single adults every single night.

**The Neighbourhood Group Community Services:** TNG works with people at every stage of their lives to alleviate social and economic problems through a range of effective and innovative programs. For over 30 years, we've owned and operated safe, affordable housing for seniors, low-income families, and people struggling with homelessness, mental health and substance use issues.

**Woodgreen Community Services:** One of the largest social service agencies in Toronto, delivering integrated programs from physical, mental health and disability services to affordable housing and pathways to employment. For 85 years, we have worked with communities to improve health and wellbeing for seniors, single mothers, newcomers and youth, creating new opportunities to thrive.

**St. Stephens Community Apartments. Inc:** a Non-Profit Housing Corporation that was created from the congregation of St. Stephen's Presbyterian Church. Our board has partnered together with Reena, Boys & Girls Club of East Scarborough, Youth Link and the Missisauga's of the Credit to build an affordable housing project that seeks to serve the youth in the community. We envision that this will be a future home for the church and a hub for the community.

## ACTION ITEM

### Policy and Planning Committee Terms of Reference Review

**To: TLC Board**

**Date:** October 19, 2023

#### RECOMMENDATION

It is recommended that the revisions to the Policy and Planning Committee Terms of Reference, as discussed and agreed upon at the October 17, 2023 meeting of the Policy and Planning 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 terms of reference for the Policy and Planning Committee are presented in Appendix A for discussion at this time.

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 17, 2023 Policy and Planning 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)*

##### Policy & Planning Committee

- |   |   |
|---|---|
| <input type="checkbox"/> Site Inspection      | <input type="checkbox"/> Planning Report                        |
| <input type="checkbox"/> Official Plan        | <input type="checkbox"/> Consultation with Local Trustee        |
| <input type="checkbox"/> Zoning               | <input type="checkbox"/> TDSB Staff Review and Agreement        |
| <input type="checkbox"/> Reg 444/98           | <input type="checkbox"/> Consultation with TDSB Executive Staff |
| <input type="checkbox"/> Appraisal Report     | <input type="checkbox"/> Consultation with TDSB Planning Staff  |
| <input type="checkbox"/> Environmental Report | <input type="checkbox"/> Consultation with TDSB Finance Staff   |
| <input type="checkbox"/> Title Check          | <input type="checkbox"/> Historical Assessment                  |
| <input checked="" type="checkbox"/> Other:    |   |



**FINANCIAL IMPLICATIONS**

N/A

**ACTION PLAN AND ASSOCIATED TIMELINES**

Recommended revisions to the Policy and Planning Committee Terms of Reference will be adopted by the TLC Board of Directors after approval.

**TLC AND TDSB BOARD POLICY AND PROCEDURE REFERENCE(S)**

- Shareholder's Direction

**APPENDIX**

- **Appendix A:** Policy and Planning Committee Terms of Reference

**FROM:**

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

# TORONTO LANDS CORPORATION

(the “Corporation”)

## TERMS OF REFERENCE FOR THE POLICY & PLANNING COMMITTEE

(Adopted by the Board November 26, 2020)

### 1. Purpose

The Policy & Planning Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of the Corporation.

The role of the Committee is to advise the Board regarding major real estate and land use planning initiatives, and to provide recommendations on policies to guide the work of the Toronto Lands Corporation.

### 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 eight 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. 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 Chief Executive Officer.
- 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 Chief Executive Officer is invited 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 Policy & Planning Committee shall:

- Provide advice and recommendations to TLC staff and the TLC Board in relation to policy items where a new TLC policy is required and/or where a policy needs to be revised. This includes governance-related policies such as a Board Manual, but excludes audit and financial-related policies (purview of Audit & Finance Committee) and human resources and compensation related policies (purview of HR & Nominating Committee).

- Monitor the Corporation's compliance with these policies.
- Review, and recommend to the Board for approval and transmission to TDSB, the Corporation's Annual Plan.
- Review, and where applicable provide recommendations to the Board, major real estate and land use planning initiatives.
- 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
- 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.

**INFORMATION ITEM****Case Study: New Podium School at Lower Yonge Sugar Wharf****To: TLC Board****Date:** October 19, 2023**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.

**EXECUTIVE SUMMARY**

In January 2022, the Ministry of Education (EDU) announced the capital funding approval of \$44 million for a new innovative TDSB elementary school fully integrated within the podium of a high-density mixed use development in the Lower Yonge Precinct (Ward 9, Davenport & Spadina-Fort York). The 455-pupil place junior kindergarten - grade 8 school will occupy the third floor of the podium, along with a ground floor vestibule as the school entrance. The new school is anticipated to open in 2028/2029 and will accommodate the population density planned for this new waterfront community and the surrounding area.

TDSB and TLC staff have been involved in the planning of this new school since 2015. Municipal planning permissions were achieved through the Local Planning Appeal Tribunal (now Ontario Land Tribunal) in 2018. In 2019, a non-binding Memorandum of Understanding with the developer (Menkes) was executed to confirm the opportunity for a school, including terms of acquisition, space requirements, and conditions to satisfy towards formal agreements. With the EDU capital funding approval, TLC has been leading the negotiations of the purchase and sale agreement of the strata ownership.

Approximately 925 sq.m (10,000 sq.ft) of outdoor play space will be available on the third floor podium roof deck for the younger grades, while the main outdoor play space will be across the street in the new City park. TLC and TDSB staff are assessing options to ensure the safe crossing of students between the school and the park and engaging with City staff on the principles of the shared use of the park. Further details are provided in Appendix C.

As the first of its kind in Ontario, this school will provide lessons and guiding principles for future vertically integrated school developments.

**AUTHORITY OR DIRECTION FOR UNDERTAKING PROJECT****Authority or Direction:** Shareholders Direction and TDSB Resolution

## STRATEGIC GOAL AND ANNUAL PLAN DIRECTIONS

### TDSB Strategic Plan Goal:

- Provide Equity of Access to Learning Opportunities for All Students
- Allocate Human and Financial Resources Strategically to Support Student Needs
- Build Strong Relationships and Partnerships with School Communities to Support Student Learning and Well-Being

*Delivery of a new school in an emerging high-density community.*

### TLC Strategic Plan Goal:

- Transform Student Learning Environment through the Modernization of Facilities
- Create a Culture of Partnership & Collaboration with Key Stakeholder Groups

*Collaboration with public and private sector partners to deliver an innovative urban school model, fully integrated in a mixed use development*

## DUE DILIGENCE (Select all that apply)

### Policy & Planning Committee

- |   |  |
|---|--|
| <input type="checkbox"/> Site Inspection      | <input type="checkbox"/> Planning Report                                   |
| <input type="checkbox"/> Official Plan        | <input checked="" type="checkbox"/> Consultation with Local Trustee        |
| <input type="checkbox"/> Zoning               | <input checked="" type="checkbox"/> TDSB Staff Review and Agreement        |
| <input type="checkbox"/> Reg 444/98           | <input checked="" type="checkbox"/> Consultation with TDSB Executive Staff |
| <input type="checkbox"/> Appraisal Report     | <input checked="" type="checkbox"/> Consultation with TDSB Planning Staff  |
| <input type="checkbox"/> Environmental Report | <input checked="" type="checkbox"/> Consultation with TDSB Finance Staff   |
| <input type="checkbox"/> Title Check          | <input type="checkbox"/> Historical Assessment                             |

## FINANCIAL IMPLICATIONS

Resource budgets were identified as part of TLC's 2023-24 Budget submission.

Additional funding will be required for the shared use of the City park, including capital site improvements. This will be reviewed with TDSB and City staff, and will require TDSB to utilize other funds (e.g. proceeds of disposition, subject to EDU approval) or request additional funding from EDU above and beyond the approved Capital Funding.

## RISK LEVEL

N/A

## ACTION PLAN AND ASSOCIATED TIMELINES

Continue discussions with TDSB staff, City staff, and the developer in support of the delivery of the new podium school.

TLC staff will continue discussions with City Parks, Forestry & Recreation staff on the principles of use of the City park, which will be brought to TLC Board and TDSB Board of Trustees in early 2024 for approval and direction to formalize in a legal agreement.

## **APPENDICES**

- **Appendix A:** Chronology
- **Appendix B:** Plans and Images
- **Appendix C:** Access to Open Space

## **FROM**

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at [rglenn.tlc@tdsb.on.ca](mailto:rglenn.tlc@tdsb.on.ca)

Yvonne Choi, Director of Planning (Acting), Toronto Lands Corporation, at [ychoi.tlc@tdsb.on.ca](mailto:ychoi.tlc@tdsb.on.ca)

**CHRONOLOGY**

**APPENDIX A**

**2012 - 2016:** City of Toronto and Waterfront Toronto initiated the planning process for the Lower Yonge Precinct Plan, a 9-hectare (22-acre) area bound by Yonge St, Lake Shore Blvd E, Lower Jarvis St, and Queens Quay E, a former industrial area envisioned for revitalization. TDSB Planning staff participated in process, and determined a need for a new elementary school to support the long-term accommodation of the area.

**2015:** TDSB and TLC began discussions with the developer Menkes about opportunity to locate a school within the central blocks of the Lower Yonge Precinct (the LCBO lands, identified in green below).



Figure 1 - Lower Yonge Precinct Plan streets and blocks

**May 2016:** Menkes applied for an Official Plan Amendment, rezoning and draft plan of subdivision application for the LCBO lands – proposing an office/retail building, 5192 residential units in six mixed-used buildings, and a public park.

**June 2016:** City Council adopted final report on the Lower Yonge Precinct Plan, envisioning 8000 new residential units in 13 towers, with 13,000 residents, a new community recreation centre, a large central park (Block 4), two child care facilities and an elementary school.



**Spring 2017:** Menkes appealed applications to the Ontario Municipal Board (now Ontario Land Tribunal). TDSB obtained party status to the appeal to ensure compatibility issues related to the location of the proposed school and adjacent land uses were addressed.

**September 2017:** TLC and advisory consultants provided TDSB with analysis report outlining feasibility of options to locate a school in the Lower Yonge Precinct: land acquisition within the central park, lease/strata ownership of 2<sup>nd</sup> floor podium, and lease/strata ownership of 3<sup>rd</sup> floor podium of the Menkes development. Recommendation for strata ownership of 3<sup>rd</sup> floor podium.

**May 2018:** Local Planning Appeal Tribunal (now Ontario Land Tribunal) approved in principle Menkes' Official Plan Amendment and Zoning By-law Amendment, which include the option for a TDSB elementary school within the second phase of the development, and a school playground within the park block, subject to a shared use agreement with the City.

**October 2018:** TDSB Board of Trustees (TDSB Board) directed TLC to negotiate and transact all necessary agreements, conditional upon receiving final Ministry of Education (EDU) funding approval, to secure strata title ownership of the third floor podium and any other necessary and/or complementary elements of the future elementary school within the Menkes development.

**October 2019:** Memorandum of Understanding executed between the Menkes and TLC, as a basis for satisfying preliminary conditions leading to the entering into a formal agreement of purchase and sale.

**January 2022:** EDU announced approval of \$44,000,000 in Capital Priorities funding for the purchase of the condo strata and school fit up, for a new JK-8 school with 455 pupil places at the Sugar Wharf Public School.

**May 2023:** TDSB Board approved a Design Consultant to develop the TDSB Elementary Podium School Design & Exterior Play Space Guidelines, which will inform the detailed design of the Sugar Wharf Public School.

**DEVELOPMENT PROPOSAL AND IMAGES**

**APPENDIX B**

- The proposal comprises of two mixed-use 4-storey podiums with 3 towers having heights of 79, 87, and 90 storeys.
- Podiums will include preserved and reintegrated elements from the existing historic LCBO office and warehouse buildings.
- The south podium includes:
  - Retail (at grade and on 2<sup>nd</sup> floor)
  - Child care (2<sup>nd</sup> floor)
  - TDSB elementary public school (3<sup>rd</sup> floor, with podium rooftop play space and ground floor vestibule)
- A site plan application was submitted by Menkes in 2019 and revised in 2021; a further revised submission is expected later this year.

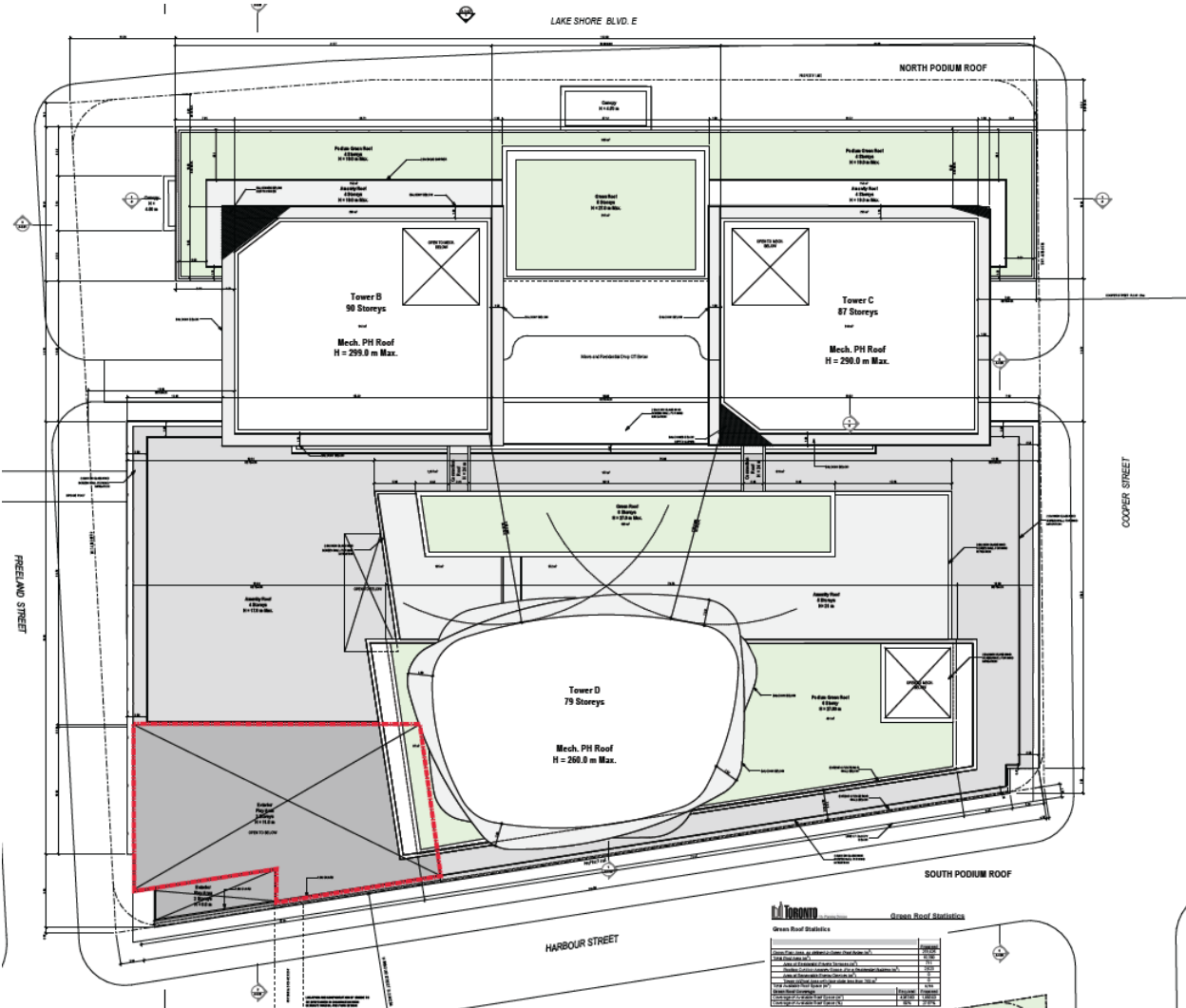


Figure 2 - Roof plan, showing tower locations and 3<sup>rd</sup> floor outdoor play space for school (outlined in red)

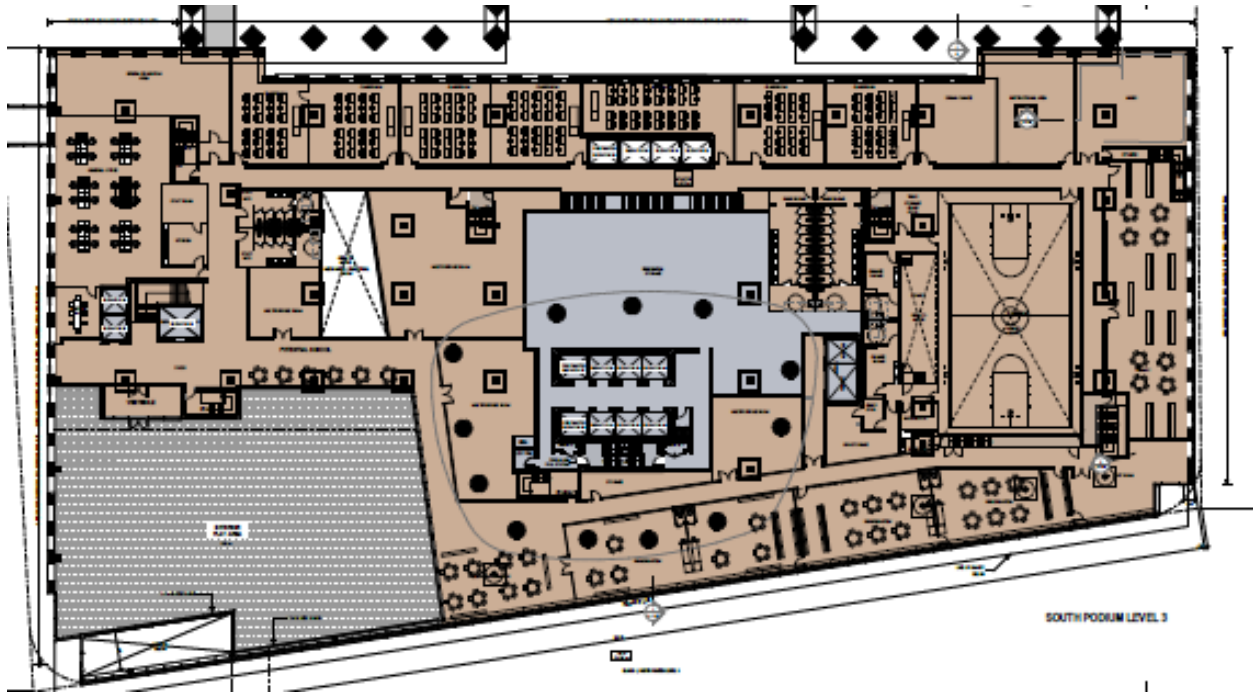


Figure 3 - 3rd Floor Plan (2021 Site Plan Application submission)



Figure 4 - Photo rendering of Lower Yonge Precinct in the context of Downtown Toronto



*Figure 5 - Rendering of podium, with school on 3rd floor and ground floor entrance*

## ACCESS TO OPEN SPACE

## APPENDIX C

### Shared use of Lower Yonge Park with City

Access to greenspace is critical to the day-to-day needs of a school. Unlike suburban greenfield schools, urban format schools, especially those integrated into high-density mixed-use developments with high land costs, do not have the opportunity to acquire their own large greenspace. Access to municipal parkland is critical to support active play and marshalling students before and after school.

Block 4 of the Lower Yonge Precinct has been secured as a City park by the City of Toronto through on- and off-site parkland dedication from development approvals under the *Planning Act*, supplemented by additional purchase by the City to achieve the full 1 hectare (2.47 acre) park block. The site-specific zoning by-law for the park contemplates public park and playground use for the school, subject to a shared use agreement with the City.



Figure 6 - Lower Yonge Precinct - City park block in green

TLC, TDSB, and City staff are establishing the principles of shared use, which include:

- a portion of the City park to be available for exclusive use by TDSB during stipulated hours;
- TDSB input into park design of exclusive use area;
- contributions towards capital park improvement costs and park maintenance costs for exclusive use area; and
- establishing a governance committee to meet at regular intervals to discuss shared use of park.

TLC staff will continue to negotiate the draft agreement with City Parks, Forestry & Recreation staff on the principles of use of the City park, which will be brought to City Council, TLC Board and TDSB Board of Trustees in early 2024 for approval and direction to formalize in a legal agreement.

City staff anticipate initiating the design process in Spring 2024 (to be confirmed), which will involve extensive public and stakeholder engagement, as per the standard practice for all new City of Toronto parks. As a key user of the park, TDSB will be involved in the process to ensure the space is appropriately designed to meet the school’s needs. Delivery of the park is expected 2027/2028, in advance of the opening of the school.

**Safe crossing of students to Lower Yonge Park**

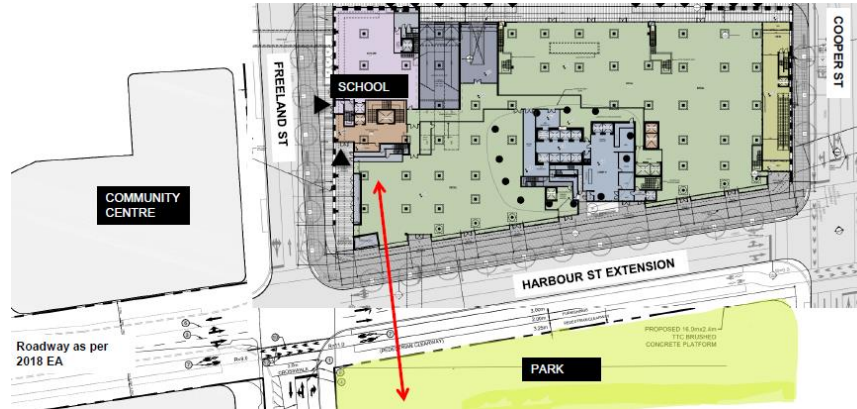


Figure 7 – Required road crossing

Access to the City park will require crossing Downes Street (the Harbour St extension). Downes St is planned as the central neighbourhood “main street”, around which the Precinct is structured. Planned as a 27 m wide right-of-way, it will include wide sidewalks, tree plantings, dedicated cycling lanes, and two-way vehicle traffic (three lanes at the Freeland Street intersection).

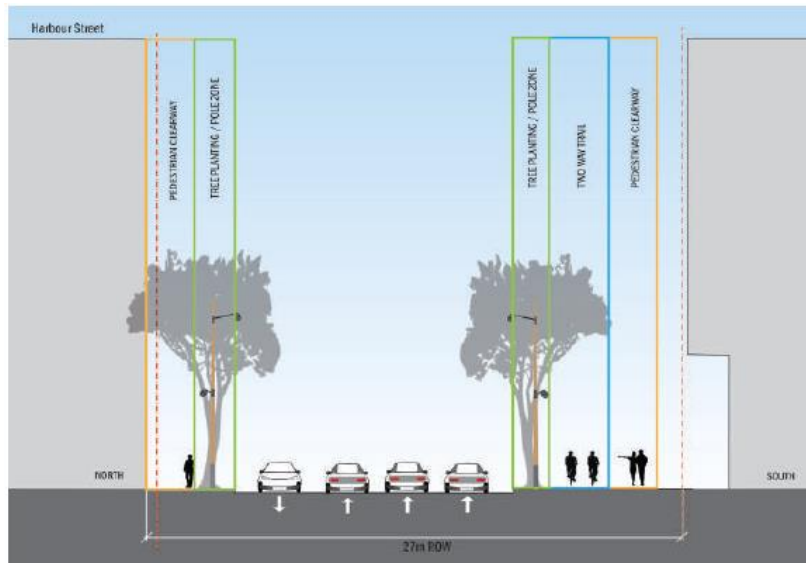


Figure 8 - Downes Street cross section (from Lower Yonge Precinct Plan)

To facilitate the safe crossing of students between the school and the park, a number of different options were explored. The following diagram illustrates design elements and safety measures proposed by the City.

**Proposed Safety Improvements**

**OPERATIONAL IMPROVEMENTS**

- 30km/h speed limit in school zone
- No right turns on red light
- Advanced green for pedestrians
- Extended pedestrian green

**VISIBILITY IMPROVEMENTS**

- Coloured, printed asphalt for enhanced visibility



Kitchener

**GEOMETRY IMPROVEMENTS**

- Reduced tapers for extended sidewalk space
- Reduced curb radii for extended sidewalk space, reduced vehicular speed and shorter pedestrian crossing distance
- 5m-wide zebra crossing for higher pedestrian volumes

**PILOT IMPROVEMENTS**

- Painted curb extension with bollards (location of bollards to be confirmed with autoTURN analysis)



Bloor

Figure 9 – Proposed safety improvements for Freeland-Downes intersection (conceptual)

TLC has retained an external transportation consultant to review and assess the safety of the crossing. The consultant undertook a pedestrian analysis and simulation, which demonstrated that it would take 15 minutes (10 traffic signal cycles) to move 500 students across the intersection. This 15-minute crossing time will be particularly challenging for morning and afternoon recesses, which are only 15 minutes in length.

TDSB Capital Services has further engaged with a group of TDSB academic staff to consider operational plans such as how to get students from ground floor up to third floor, whether staggered start times and recesses can be accommodated, how many students can use the podium playspace vs the park, whether additional supervision can be provided (beyond the typical 3 supervisors for 400 students).

As recommended by the transportation consultant, additional safety measures to be discussed with the City include:

- Crossing guard coverage – 2 crossing guards recommended for five key time periods to assist with high crossing volumes
- Road closures at key times (e.g. morning and afternoon recesses)
- Additional details regarding the design of the intersection safety enhancements, such as surface materials, dimensions, pavement markings, signage, and other safety measures such as flexible bollards
- Traffic signal timing such as longer north-south signals and incorporating an extended Leading Pedestrian Interval (LPI) to allow pedestrians to begin crossing before vehicles proceed.