



Toronto Lands Corporation (TLC) HR, Nominating and Governance Committee Meeting

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

09 January 2024

In-person: TLC Offices, Virtual: Microsoft Teams

60 St. Clair Ave East

#201

Toronto, AB, M4T 1N5



Meeting Book - Toronto Lands Corporation (TLC) HR, Nominating and Governance Committee Meeting

PUBLIC AGENDA

Call to Order & Confirmation of Quorum
[Chair of the Board](#)

Election of Human Resources & Nominating Committee Chair for 2024 For Approval
[Chair of the Board](#)

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 Agenda/Other Business For Approval
[Chair](#)

Approval of the Minutes of the Human Resources Committee For Approval
[Chair](#)

Items for Information

 Organization Chart For Information
 [Ryan Glenn](#)

Bill 98 Update For Information
[Barbara Carou](#)

Termination of Meeting For Approval
[Chair](#)

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

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

OCTOBER 10, 2023, 5:30 PM

COMMITTEE MEMBERS

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

TLC STAFF

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

GUESTS

Dennis Hastings	Trustee Director
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1. Call to Order & Confirmation of Quorum

There being a quorum present, and the Directors having been given adequate and proper notice of the meeting, the meeting was called to order by Interim CEO Ryan Glenn.

2. Land Acknowledgement

Interim CEO Ryan Glenn read the following Land Acknowledgement:

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

3. Election of Committee Chair

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

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

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

No conflicts of interest were declared.

5. Approval of the Agenda/Other Business

No corrections or amendments to the agenda.

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

The motion was carried.

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

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

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

The motion was carried.

7. Orientation: TLC Organizational Structure

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

The Committee thanked Ryan for his presentation.

8. Items for Approval

The Committee had for its consideration the following items:

a. Human Resources and Nominating Committee Terms of Reference Review

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

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

The motion was carried.

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

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

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

The motion was carried.

c. Developing a Performance Review Process for the CEO

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

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

The motion was carried.

MEETING MINUTES

9. Resolution into Closed Session

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

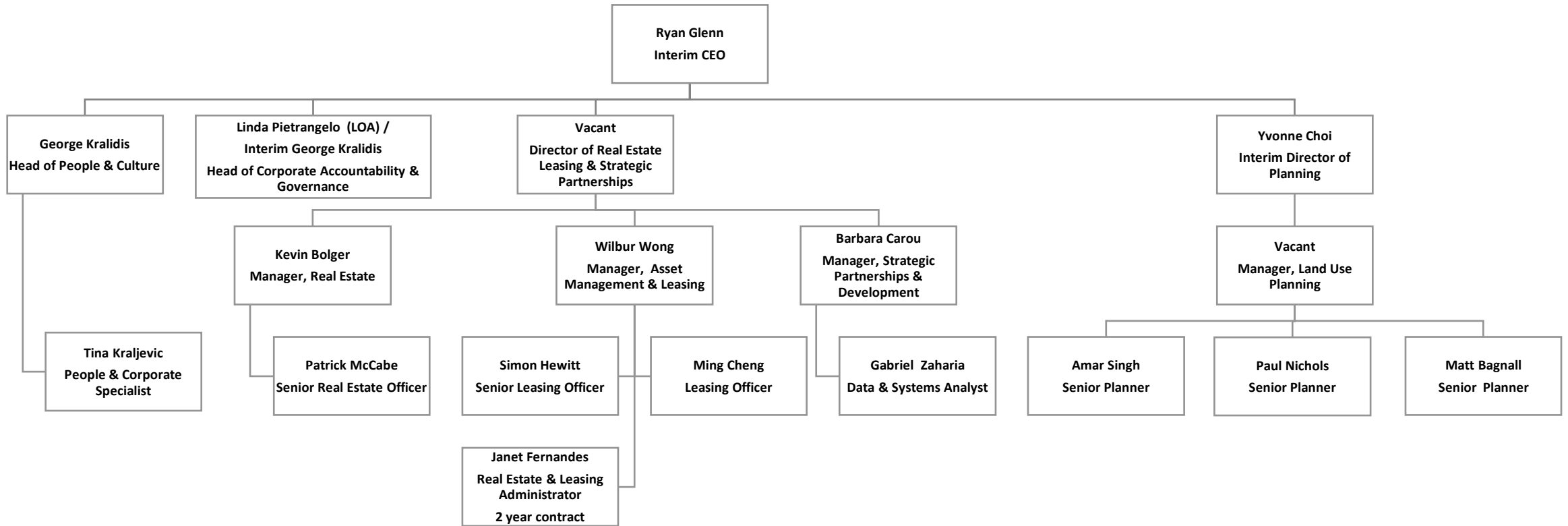
10. Termination of the Meeting

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

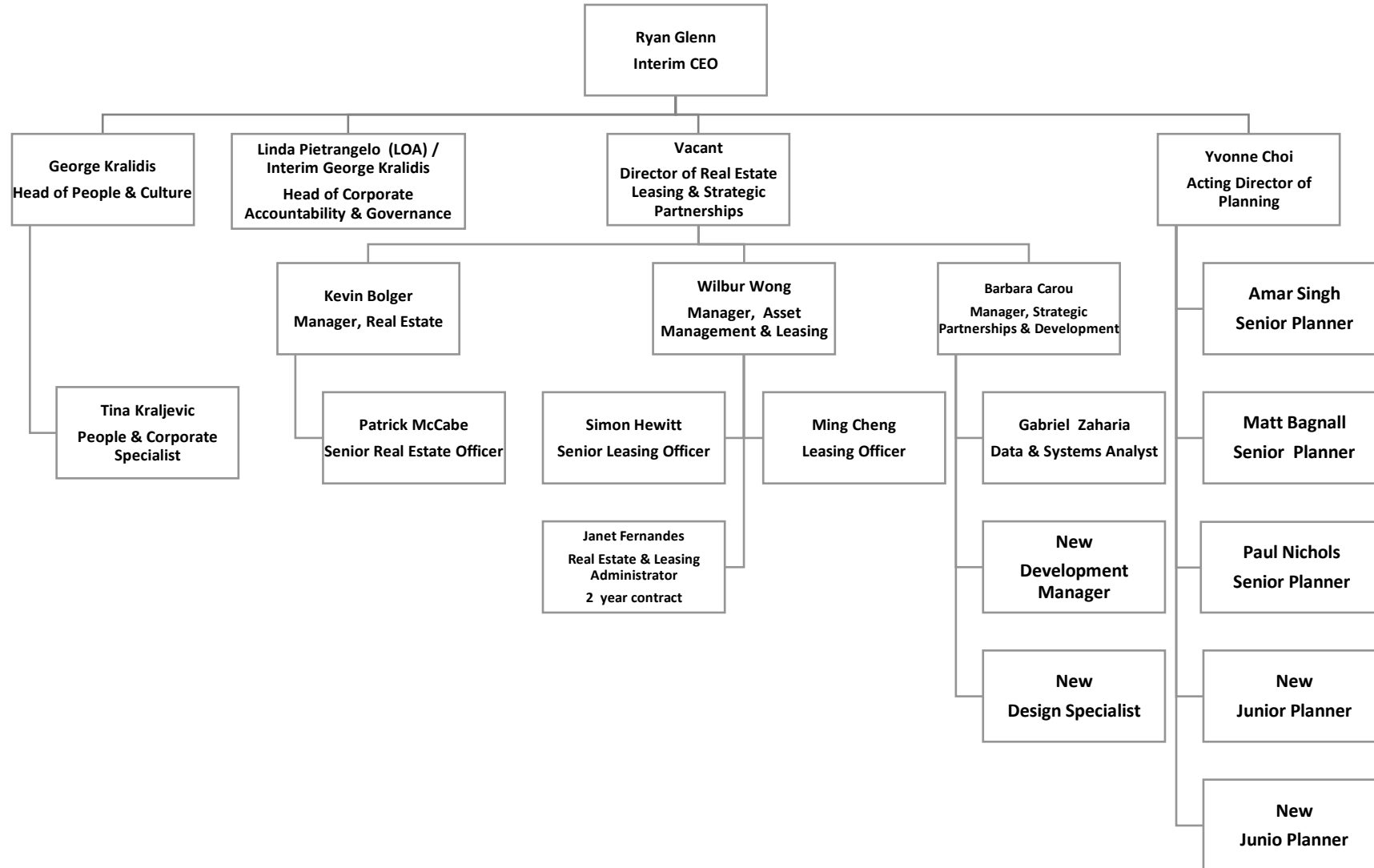
Toronto Lands Corporation

Current Organization Structure

2023



Toronto Lands Corporation Proposed Organization Structure 2024



INFORMATION ITEM**ONTARIO REGULATION 374/23- SUMMARY OF CHANGES AND PRELIMINARY ASSESSMENT OF POTENTIAL IMPACTS TO SCHOOL BOARD PROPERTIES****To: HR, NOMINATING & GOVERNANCE COMMITTEE****Date:** January 9, 2023**RECOMMENDATION:**

It is recommended that the report be received for information.

EXECUTIVE SUMMARY

On April 17, 2023, the Ontario Legislature introduced Bill 98, also known as the *Better Schools and Student Outcomes Act, 2023*. This Bill made several amendments to the *Education Act*, including changes to Schedule 2, Section 19 of the Act which aims to streamline the process by which boards surplus and dispose of property.

On December 6, 2023 the Province released Ontario Regulation 374/23: *Acquisition and Disposition of Real Property* which provides the directives to support the amendments in the *Better Schools and Student Outcomes Act, 2023*. The new Regulation, which will come into force on December 31, 2023, is intended to replace O.Reg. 444/98.

Toronto Lands Corporation (TLC) has reviewed the legislative changes introduced through O.Reg. 374/23: *Acquisition and Disposition of Real Property* related to the disposition of properties owned by the Toronto District School Board (TDSB). This report will provide a high-level overview of the proposed changes as they relate to the following:

- Circumstances in which a board may make or shall make a sale, lease or disposition
- Circumstances in which a board shall give notice to the Minister of a sale, lease or disposition or obtain the approval of the Minister for the sale, lease or disposition
- Details around the conduct of a sale, lease or disposition
- Bodies to whom school sites or parts of school sites or property may or must be offered
- Directives around the price or other considerations for a disposition, and
- Directives around the use of the proceeds of a disposition

AUTHORITY OR DIRECTION FOR UNDERTAKING PROJECT**Authority or Direction (select from drop down):** Shareholders Direction**STRATEGIC GOAL AND ANNUAL PLAN DIRECTIONS**

N/A

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 checked="" type="checkbox"/> Reg 444/98 (O.Reg 374/23 replaces this) | <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 type="checkbox"/> Other: | |

FINANCIAL IMPLICATIONS

There are no financial implications as a result of this report.

RISK LEVEL

- N/A

ACTION PLAN AND ASSOCIATED TIMELINES

- N/A

TLC AND TDSB BOARD POLICY AND PROCEDURE REFERENCE(S)

- N/A

APPENDICES

- **Appendix A: Assessment of Regulatory Impacts**

FROM

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

Barbara Carou, Manager, Partnerships and Development, Toronto Lands Corporation
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APPENDIX A: ASSESSMENT OF REGULATORY IMPACTS

The changes proposed by Ontario Regulation 374/23: *Acquisition and Disposition of Real Property*, support amendments to Section 19 of Schedule 2 of the *Education Act*, which sets out a new framework for managing assets no longer needed for educational purposes by a school board.

The new legislation has the intended outcome of streamlining and standardizing the process by which boards dispose of property no longer required to meet pupil accommodation needs. The proposed changes look to assist boards in maximizing their capital assets; expedite the use of property surplus to a board's needs to satisfy the need of another school board; and provide opportunities for other provincial priorities such as building affordable housing and long-term care facilities.

The following is a summary of the proposed amendments through O.Reg. 374/23 that are related to the disposition of properties owned by the Toronto District School Board (TDSB).

Disposition of Property

Discretionary Disposition

Section 1(1) sets out a regime for the discretionary disposition of a property by a board which adds new clarity around the ability of a board to be able to not only sell lease or otherwise dispose of a school site, but also to be able to surplus a “portion” of school site as well as “other property” not required for the purposes of the board.

Section 1(2) provides new opportunities for boards to expedite the sale, lease or disposition in whole or in part of a school site by exempting transactions from the notice of disposition process, provided the following is achieved:

- The board adopts a resolution that the disposition is a reasonable step in a plan to provide accommodation for pupils
- The transaction is a “swap” allowing for a replacement school site
- The board will continue to use the disposed site for pupil accommodation
- The Minister approves the disposition

The board is required to notify the Minister when negotiations begin, provide information as requested and obtain the approval of the Minister prior to entering into an agreement. The prescribed time period within which the Minister must notify the board remains at no more than 60 days from the day of notice.

Mandatory Disposition

Bill 98 provides the Minister of Education with greater direct and indirect influence regarding the utilization of surplus school board facilities and lands including the ability to mandate a disposition if a board does not voluntarily elect to do so.

Section 2(1) of the new Regulations supports the changes in *Bill 98* by allowing the Minister to notify the board of the requirement to lease, sell or dispose of a school site or other property which is not being used or has not been identified as required to meet the board's pupil accommodation needs for the next 10 years. However, the framework establishes that prior to doing so, the Minister shall review whether additional factors need to be considered or consultation needs to be completed before a decision is made. Specification on what additional factors the Minister may take into consideration were not outlined as part of the new Regulation.

However, provisions are also made within the Regulation that allow the Minister, at its discretion, to exempt a school site or property from this process if the board can demonstrate that it will need the property for pupil accommodation at a time more than 10 years into the future. If the Minister agrees to provide such exemption, it may be given with or without conditions.

Notice of Disposition and Exemptions to Disposition

The new Regulation proposes significant changes to the circulation process of surplus property, as it significantly reduces the prioritized list of public bodies to whom notice must be given. Through the new Regulation, the Minister has the discretion to identify to whom an offer must be made considering the following persons or bodies, and in the following order of priority:

- **School boards-** A surplus property would first be assessed by the Minister as to whether it is needed by another school board for pupil accommodation.
- **The Crown-** If the surplus property is not needed by another school board, the Crown has priority for acquisition.
- **Persons or bodies requiring property in order to achieve Provincial priorities-** The Minister has the ability to assess whether a property should be granted to a person or body in order to address critical Provincial priorities.
- **Other Persons or Bodies-** If the surplus property is not needed for public education or other provincial priorities, the Minister would direct school boards to dispose of the property on the open market.

The coterminous school board would continue to retain priority for obtaining surplus lands from another school board for education purposes, however, the new Regulation significantly changes the previous circulation process which required notice be given to a much broader list of public bodies.

Within this new framework, the Ministry has 120 days after receiving notice that the board intends to surplus, lease or dispose a property to identify a person or body to whom the property must be offered to; or otherwise inform the board the property may be offered to any person or body.

Once the person or body to whom the offer shall be made is identified, the board and such party have 180 days to enter into an agreement to dispose of the property. If an agreement is not reached in that time and an extension is not granted by the Minister, the board may offer that property to any person or body or elect to restart the property disposition process.

Exemptions

In addition to an exemption to the Notice of Disposition Process for properties outlined in section 1(2) related to pupil accommodation, new exemptions are also granted if a property is required by the municipality or board of the municipality for infrastructure projects outlined in the *Development Charges Act, 1997* or for the purposes of child focused programming as per the *Child Care and Early Years Act, 2014*.

Exemptions also apply in instances where a board may sell, lease or otherwise dispose of property for the purpose of granting easements.

Valuation and Proceeds of Disposition

Fair Market Value

The proposed regulation continues to indicate disposition, sale or lease of property by school boards, in all instances, would need to be conducted at fair market value.

The one potential exemption to this rule, requiring further clarification, is noted in Section 1(3)a “the granting of the easement is for consideration that a board considers reasonable.”

Proceeds of Disposition

School boards would continue to be allowed to reinvest processed of disposition of surplus property in their school facilities as per Ontario Regulation 193/10. No changes were proposed to broaden or provide more flexibility as to where proceeds of disposition may be utilized. Changes were also not made to the requirements for Ministry approval.

COMMENTS

The proposed regulatory amendments through O.Reg 374/23 are intended to create a more efficient process to dispose of surplus property and continue to allow for the reinvestment of proceeds of disposition by school boards in their schools. The Regulation also better positions

the Province to leverage property surplus to a school board's requirements for use by another school board and/or other provincial priorities such as building affordable housing and long-term care facilities. However, there are a number of sections within the Regulation where further clarification is required:

- Section 1(3)b refers to language around "... granting of an easement for consideration that the board considers reasonable". Clarification is required whether "reasonable consideration" trumps the requirement for fair market value.
- Section 2 (1) affords the Minister to direct the sale of a property that is not required to meet pupil accommodation needs in the next 10 years. The Minister may also exempt a site from this process if the board can demonstrate that it will need the property for pupil accommodation at a time more than 10 years into the future. However, is unclear whether this exemption is only limited to properties that support pupil accommodation. Often times, sites that have a non-operating school may be used to support the delivery of other educational programs and services such as continuing education and adult learning, administration, training, and facility maintenance. Non-operating schools may also be reserved to accommodate students of planned school rebuild projects in addition to being held for future schools.
- There is no information or context to understand the circumstances in which the Minister "may" direct a board to act on surplus property. It would be helpful to understand the additional factors which will be considered by the Ministry before deciding on whether the property must be disposed of.
- The regulation in section 5(1) 1. "The Minister shall identify the person or body to whom the property must be offered, *if the board intends to offer [the property] to any person or body*" is vague. Further clarification is required as to whether the board has the ability to dispose of a property to a specific group (as long as it meets the priorities set out by the Ministry) or whether this is at the sole discretion of the Ministry.
- If a property is deemed surplus by a board, and there is no need for it by another school board, the property is to be considered as an opportunity to support provincial priorities. Further details are required as to how the list of priorities will be communicated to the boards, including any new priorities that may arise from time to time.

As part of the Ministry's consultation on the draft regulations, TLC and TDSB provided a number of comments for consideration. In addition to recommendations on the disposition of surplus property, suggestions were also made to include changes to the regulations that address challenges around consideration for fair market value and restrictions on the use of proceeds of disposition. The comments provided to the Ministry on this subject are summarized below:

- Recommendation for an amendment to be added to the regulation that enables the board to request Ministerial exemption in the need to obtain fair market value where a direct benefit is being secured that enhances the education and learning opportunities for students (i.e., Davisville Aquatic Centre adjacent to Davisville Junior Public School)
- Recommendation for amendments that provide greater flexibility in the use of proceeds of disposition for other purposes beyond facility renewal, allowing the board to better respond in a timely manner and enhance the learning environment for students. Specifically, that permission be given to use proceeds of disposition for:
 - a. Building new pupil places such as additions, replacement schools and new schools.
 - b. Improving barrier-free accessibility to schools
 - c. Upgrading outdated instructional spaces in schools such as science labs and shops
 - d. Expanding under-sized gyms in schools
 - e. Renovating space to accommodate changes in program such as converting a regular classroom into a kindergarten room

While O.Reg. 374/23 does acknowledge the need to consider other provincial priorities, including affordable housing and long-term care facilities, the new Regulation does not reflect the recommendations put forward by TLC and TDSB to broaden the requirement around fair market value to include other direct benefits to education. The continued requirement to obtain fair market value for land, as proposed by O.Reg 374/23, will likely impact the feasibility of delivering on other Provincial priorities on school lands.

Requested changes to the way a board can apply proceeds of disposition beyond that of school renewal were also not reflected.

REFERENCES

- O. Reg. 374/23: Acquisition and Disposition of Real Property
<https://www.ontario.ca/laws/regulation/r23374>
- Bill 98, Better Schools and Student Outcomes Act, 2023
<https://www.ola.org/en/legislative-business/bills/parliament-43/session-1/bill-98>
- Ontario Regulation 444/98: Disposition of Surplus Real Property and Acquisition of Real Property (under Education Act, R.S.O. 1990, c. E.2)
<https://www.ontario.ca/laws/regulation/980444>