



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

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

28 May 2024

In-person: TLC Offices, Virtual: Microsoft Teams

60 St. Clair Ave East

#201

Toronto, ON, M4T 1N5

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

PUBLIC AGENDA

1. Call to Order & Confirmation of Quorum

[Chair](#)

2. 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.

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

[Chair](#)

4. Approval of the Agenda/Other Business

[Chair](#)

For Approval

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

[Chair](#)

For Approval

Approval of the public minutes of March 28, 2024

6. CEO's Report

[Ryan Glenn, Interim CEO](#)

For Information

7. Report from the Audit & Finance Committee

[Payman Berjis, Committee Chair](#)

1. 2024-25 TLC Annual Capital Budget [5-89]

For Approval

2. TLC 2023-24 Q2 Operating Report [5-90]

For Information

8. Report from Human Resources, Nominating & Governance Committee

[Aleem Punja, Committee Chair](#)

1. Framework for Establishing CEO Performance Review [5-84]

For Approval

2. Finalizing TLC's New Procedural Bylaws [5-86]

For Approval

3. Adopting TLC Committee Terms of Reference [5-87]

For Approval

4. Revising TLC's Electronic Meetings Policy [5-88]

For Approval

9. Report from Policy & Planning Committee

[Igor Dragovic, Committee Chair](#)

1. 200 Poplar Road Preliminary Concept Review [5-92]

For Information

2. 2024-25 TLC Annual Plan [5-93]

For Approval

3. Tri-Party Land Exchange with Gabriel Dumont [5-95]

For Approval

4. 235 Galloway Road Update [5-96]

For Approval

10. New Business

[Chair](#)

11. Adjournment to Closed Session

For Approval

Chair

To consider matter [5-97] under section 207(2)[a] and [c] of the Education Act regarding financial information on property disposition.

12. Termination of Meeting

Chair

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

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

March 28, 2024, 6:00 PM

The following Board members were present: Payman Berjis (Citizen Director), Igor Dragovic (Citizen Director), John Fillion (Citizen Director / Chair), Liban Hassan (Trustee Director), Dennis Hastings (Trustee Director), Zakir Patel (Trustee Director), Leola Pon (TDSB Staff Director), Stacey Zucker (TDSB Staff Director)

The following Board members were absent: Shelley Laskin (Trustee Director) and Aleem Punja (Citizen Director / Vice-Chair) with regrets.

The following TDSB Trustees were present: Dan McLean (Trustee, Ward 2)

The following TLC staff were present:

Barbara Carou (Acting Director, Strategic Partnerships and Development), Ryan Glenn (Interim Chief Executive Officer), George Kralidis (Head of People & Culture), Markus O'Brien Fehr (Communications & External Relations Liaison), Wilbur Wong (Acting Director, Real Estate & Leasing).

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, John Fillion, TLC Board Chair, called the meeting to order at 6:07 PM (EST).

2. Land Acknowledgement

John Fillion, TLC Board Chair, read the following Land Acknowledgement:

We acknowledge we are hosted on the lands of the Mississauga 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

Payman Berjis, seconded by Igor Dragovic, moved the approval of the agenda as presented.

The motion was carried.

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

Stacey Zucker, seconded by Payman Berjis, moved that the minutes of the previous Board Meeting on February 15, 2024 be approved without amendment.

The motion was carried.

6. CEO Update

Ryan Glenn, Interim TLC CEO, provided a brief update to the Board discussing the call from the TDSB Chair and Director of Education to have the Affirming TLC's Guiding Principles report come to the TDSB.

7. Report from the Audit and Finance Committee

Payman Berjis, Chair of the Audit and Finance Committee, provided a report on the March 7, 2024 Audit and Finance Committee meeting.

1. TLC 2023-24 Q1 Operating Report [3-72]

Payman Berjis, seconded by Igor Dragovic, moved that this report be received for information.

The motion was carried.

8. Report from the Human Resources, Nominating and Governance Committee

Ryan Glenn, Interim CEO, provided a report on the March 7, 2024 Human Resources, Nominating and Governance Committee meeting.

1. Actions Arising From Shareholders' Direction [3-74]

Payman Berjis, seconded by Igor Dragovic, moved that this report and Committee decision be received for information.

The motion was carried.

2. Framework for Advancing Governance Policies and Procedures [3-75]

Stacey Zucker, seconded by Igor Dragovic, moved that this report be received for information.

The motion was carried.

3. Strategic Communications Report [3-76]

Payman Berjis, seconded by Igor Dragovic, moved that this report be received for information.

The motion was carried.

9. Report from the Policy and Planning Committee

Ryan Glenn, Interim CEO, provided a report on the March 18, 2024 Policy and Planning Committee meeting.

1. ULI Technical Assistance Panel Report [3-77]

Payman Berjis, seconded by Leola Pon, moved:

1. TLC advance due diligence for the site located at 2900-3000 Don Mills Road and return to the Board in Q1 2024-25 with draft considerations to be included as part of any future Request for Proposal process.
2. That as part of future recommendations TLC explore opportunities for additional city and community building opportunities, with a focus on truth and reconciliation and equity.
3. That TLC work with TDSB to complete a pupil accommodation review and public consultation process.

The motion was carried.

2. TLC 2023-24 Q2 Business Operations Report [3-78]

Payman Berjis, seconded by Igor Dragovic, moved:

1. That the TLC Q2 Business Operations Report be received and sent to TDSB Board for information.

The motion was carried.

MEETING MINUTES

3. Affirming TLC's Guiding Principles [3-79]

Payman Berjis, seconded by Trustee Liban Hassan, moved:

1. That the report as presented to the TLC Board on March 28, 2024 be amended to include references to both real estate and land use planning on behalf of the TDSB, be endorsed by the Board, and forwarded to the TDSB for their approval.

The motion was carried.

10. Move to Closed Session

At 7:04 PM, on a motion made by Igor Dragovic, 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.

The motion was carried.

11. Reconvene

At 6:48 PM, the meeting reconvened in public session.

12. Report from the Closed Session

Stacey Zucker, seconded by Trustee Liban Hassan, moved that the committee adopt the decision made in private session.

The motion was carried.

13. Termination of the Meeting

On a motion duly made by Trustee Liban Hassan and seconded by Stacey Zucker, the meeting terminated at 6:49 PM (EST).

2024-25 TLC ANNUAL CAPITAL BUDGET

COMMITTEE: Audit and Finance Committee
DATE: May 9, 2024
ACTION: APPROVAL

COMMITTEE RECOMMENDATION

1. That the 2024-25 TLC Capital Budget be approved in accordance with the Shareholder's Direction, referred to TDSB Finance Staff and then to TDSB Board for approval.

STAFF RECOMMENDATION

1. That the 2024-25 TLC Capital Budget be approved in accordance with the Shareholder's Direction, referred to TDSB Finance Staff and then to TDSB Board for approval.

EXECUTIVE SUMMARY

TDSB is required to annually 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 Capital Budget is consolidated into TDSB's submission.

TDSB's Capital Budget accounts for all anticipated capital revenues derived from proceeds of disposition (PODs) 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 remain in a net positive position.

TLC provides key inputs into TDSB's capital budget by identifying potential revenue opportunities, timing of anticipated receipt of PODs and the projected amount of PODs to be received by TDSB based on TDSB surplus declarations.

TLC's 2024-2025 Budget Preparation

Pursuant to Article 1 of the Shareholder's Direction, TLC's "Annual Budget" is defined as an "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 works closely with TDSB Finance and the Executive Team to develop a financial plan that will enable TLC's work program to support TDSB's real estate and land use planning needs.

With the 2024-25 budget, TLC has focussed on containing controllable operating costs at a net decrease of 1% (\$72,333) even after accounting for a projected 1% salary increase, step increases and an increase of 4 FTE due to the essential need for an increase in staffing to bolster the organization's core purpose and support ongoing modernization initiatives.

The TLC 2024-25 Operating Budget received approval from TLC Audit and Finance on January 9, 2024, followed by the TLC Board on January 16, 2024, and the TDSB Board approval on January 31, 2024.

The 2024-25 Capital Budget was introduced for informational purposes at the Audit & Finance committee meeting on January 9, 2024 and at TDSB Board on January 31, 2024. The only change in the final Capital Budget (Appendix A) is an amended list of Proceeds of Disposition. After meeting with stakeholders at TDSB, the PODs for 2023-24 were amended from \$98.5M to \$64.8M and for 2024-25 from \$151M to \$72.1M. The adjustments are a better representation of the anticipated approval of surplus declarations by TDSB and subsequent approval of site sales by the EDU.

The TLC 2024-25 Capital Budget clearly separates and identifies projected Capital PODs and assigns related capital costs such as real-estate broker commissions, property appraisal reports, legal fees, surveys, heritage, environmental, and other due diligence reports required to generate sales proceeds. The \$72.1M capital revenues are directly related to the proceeds of disposition identified within TDSB's approved Capital Budget for 2024-25. After projected capital expenditures are offset by projected revenues to be obtained, TLC is projecting an expense ratio of 5%, thus returning 95% of projected revenues for TDSB's capital program.

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.

ACTION PLAN AND ASSOCIATED TIMELINE

1. Presentation of final 2024-25 Capital Budget once reviewed and agreed with TDSB Finance to TLC Audit and Finance Committee (May 9, 2024) and Board of Directors (May 28, 2024)
2. Transmittal to the TDSB Board for approval at FBEC (May 30, 2024) and Board (June 19, 2024).

RESOURCE IMPLICATIONS

See attached appendices.

DUE DILIGENCE

The 2024–25 Toronto Lands Corporation budget was reviewed and agreed to with TDSB Finance team.

POLICY AND PROCEDURE REFERENCE(S)

Shareholders Direction

APPENDICES

APPENDIX A TLC's 2024-25 Capital Budget

FROM

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at rglenn.tlc@tdsb.on.ca or at 437-219-8191.

APPENDIX A **TLC's 2024-25 Capital Budget**

CAPITAL BUDGET				
2024-25 [FINAL]				
	2023-24 Capital Budget		2024-25 Capital Budget	
	Revenues	Expenditures	Revenues	Expenditures
Proceeds of Disposition (PODs)				
Site A	X			
Site B	X			
Site C (Note 1)				
Site D (Note 2)				
Post Sale Adjustment (Note 3)	X			
Site E			X	
Site F			X	
Site G			X	
Site H			X	
Site I			X	
Site J			X	
Total Proceeds of Disposition	\$ 64,800,000		\$ 72,100,000	
NOTE 1: Property has been sold but will have an extended close. Proceeds will be realized in 2027/28.				
NOTE 2: Property may be sold in 2023/24 but will have an extended close. Proceeds will be realized in 2028.				
NOTE 3: David and Mary Thomson CI post-closing adjustment				
TLC Expenses Related to Proceeds of Dispositions				
Staff Salaries & Benefits		\$ 1,976,538		\$ 2,358,184
Facility Services		\$ 89,332		\$ 91,168
Business Services		\$ 66,249		\$ 70,522
Administrative Support Allocation		\$ 36,360		\$ 36,724
Legal Fees		\$ 400,000		\$ 255,000
Fees and Contractual Services		\$ 915,300		\$ 660,000
Board Remuneration		\$ 30,000		\$ 30,000
Professional Development & Certification		\$ 18,000		\$ 9,626
Supply and Services		\$ 55,983		\$ 55,983
Rental expenses: TLC office		\$ 82,039		\$ 66,359
Casual Help		\$ 14,400		\$ 7,200
Furniture and Equipment		\$ 4,200		\$ 4,200
Other expenditures		\$ 3,000		\$ 3,000
Total Expenses		\$ 3,691,400		\$ 3,647,966
Total Expenses Charged to POD		\$ 3,691,400		\$ 3,647,966
Net Contribution to TDSB		\$ 61,108,600		\$ 68,452,034

TLC 2023-24 Q2 OPERATING REPORT

COMMITTEE: AUDIT & FINANCE COMMITTEE
DATE: May 9, 2024
ACTION: Information

COMMITTEE RECOMMENDATION

1. That the 2023-24 Q2 Operating Report be received and forwarded to the TDSB Board for information.

STAFF RECOMMENDATION

1. That the 2023-24 Q2 Operating Report be received and forwarded to the TDSB Board for information.

EXECUTIVE SUMMARY

On a quarterly basis, financial reports as prepared by the TDSB finance team, are provided to the Finance and Audit Committee to give insight into key financial areas of TLC. These reports include:

- TLC Budget Report ([Appendix A](#))
This report is a consolidated financial report containing TLC's approved 2023-24 Budget with allocated budget and actual expenditures with variances noted.
- Site Performance Report ([Appendix B](#))
This report provides a detailed revenue and expense analysis of each non-instructional property managed by TLC. This report is a management report used to assess the net contribution to TDSB on a site-by-site basis and to identify any arising operational matters.
- Capital Renewal Report ([Appendix C](#))
This report tracks TLC's capital investment into TDSB's non-instructional properties.
- Operating Site Expenses ([Appendix D](#))

These reports are provided to the Audit and Finance Committee to inform the Committee of TLC's financial position as a part of the Directors fiduciary responsibility. The presentation of financial information is to assist in the monitoring of TLC operations and to hold staff accountable for the effective management and utilization of resources.

STRATEGIC DIRECTION

- TDSB Strategic Plan Goal: Allocate Human and Financial Resources Strategically to Support Student Needs
Summary of how the project goals meet the strategic goals of the organization.
- TLC Strategic Plan Goal: To be a highly functioning organization successfully aligning TLC's and TDSB's Missions and the Shareholder Direction
TLC is required to provide regular reporting to the Board of Directors on its financial position.

ACTION PLAN AND ASSOCIATED TIMELINE

Following the presentation of the 2023-24 Q2 Operating Report to the Audit & Finance Committee on May 9, 2024 the report will be forwarded to the TLC Board at its meeting of May 28, 2024, for information and to the TDSB Board at their meeting of June 19, 2024.

RESOURCE IMPLICATIONS

N/A

DUE DILIGENCE

The operating statements produced by TDSB finance staff have undergone thorough due diligence to ensure accuracy and compliance with established financial standards.

POLICY AND PROCEDURE REFERENCE(S)

N/A

APPENDICES

CLICK HERE TO ACCESS

- [Appendix A](#) TLC Budget Report
- [Appendix B](#) Site Performance Report
- [Appendix C](#) Capital Renewal Report
- [Appendix D](#) Operating Site Expenses

FROM

Craig Snider, Executive Officer, Business Services, TDSB, at craig.snider@tdsb.on.ca.

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at rglenn.tlc@tdsb.on.ca or at 437-219-8191.

Appendix B
Site Performance Report - Non Operating Sites
For the six months ended February 29, 2024

BLDG #	Business Entity Name	Used As	Type of Lease	O/H	Rentable Bldg Area	Total Bldg Area	Operations Expense																		Revenue less YTD Budget	Revenue less YTD Actuals	Site Performance per sq. ft. (Actual)
							Revenue			Caretaking Expense			Maintenance Expense			Utilities Expense			Overhead Expense			Total Expenditures					
							Revised Estimates	YTD Budget	YTD Actuals	Revised Estimates	YTD Budget	YTD Actuals	Revised Estimates	YTD Budget	YTD Actuals	Revised Estimates	YTD Budget	YTD Actuals	Revised Estimates	YTD Budget	YTD Actuals	Revised Estimates	YTD Actuals				
Leased Single-Tenant Building																											
3171	Brookbanks PS	Fully leased	Semi-Gross	0.5	67,492	73,001	628,553	314,276	297,235	1,131	566	387	32,095	16,048	4,537	-	-	-	20,585	10,293	10,293	53,812	15,217	287,371	282,018	4.18	
3086	Burnett Public School	Fully leased	Semi-Gross	0.5	18,589	18,589	260,246	130,123	130,123	848	424	94	4,423	2,211	1,527	-	-	-	5,670	2,835	2,835	10,941	4,456	124,653	125,667	6.76	
3059	CBParsons Public School	Fully leased	Semi-Gross	0.5	47,189	47,189	519,079	259,539	259,539	748	374	261	10,313	5,157	11,742	-	-	-	14,393	7,196	7,196	25,454	19,199	246,813	240,340	5.09	
3771	D B Hood Community School	Fully leased	Semi-Gross	0.5	53,846	59,768	582,072	291,036	291,188	1,355	678	571	6,295	3,147	(-99)	-	-	-	16,423	8,212	8,212	24,073	8,683	279,000	282,504	5.25	
3906	Queens Court	Fully leased	Net (1)	0	20,017	20,017	300,255	150,128	150,278	1,038	519	241	3,333	1,667	5,679	-	-	-	-	-	-	4,371	5,920	147,942	144,358	7.21	
3092	200 Wilmington Avenue	Fully leased	Net (2)	0	57,728	101,723	677,391	338,696	338,696	-	-	-	-	-	-	-	-	-	-	-	-	-	-	338,696	338,696	5.87	
Single-Tenant Lease Subtotal							2,967,596	1,483,798	1,467,058	5,121	2,560	1,554	56,459	28,230	23,385	-	-	-	57,070	28,535	28,535	118,650	53,475	1,424,473	1,413,583		
Leased Multi-Tenant Building																											
3898	Douglas Park	Fully leased	Gross (1)	1	15,444	17,720	266,596	133,298	121,386	76,999	38,500	28,257	54,127	27,064	17,064	43,536	21,768	20,178	10,441	5,221	5,221	185,104	70,721	40,746	50,665	3.28	
3746	Earlscourt Junior PS	Fully leased	Semi-Gross	0.5	115,643	136,140	844,381	422,190	439,698	32,770	16,385	12,144	126,000	63,000	35,415	234,856	117,428	109,418	35,271	17,636	17,636	428,897	174,613	207,742	265,085	2.29	
3973	Gooderham Learning Centre (Note 1)	Lease/TDSB	Gross (1)	1	12,045	20,344	61,731	61,731	61,731	46,506	23,253	4,234	26,187	13,093	27,950	29,391	14,695	19,799	11,500	5,750	5,750	113,583	57,733	4,939	3,997	0.33	
3091	Kenton Public School	Lease/TDSB	Gross (3)	1	21,563	39,127	357,395	178,698	176,492	120,235	60,117	51,542	51,193	25,596	20,417	41,878	20,939	21,854	21,893	10,946	10,946	235,198	104,760	61,099	71,731	3.33	
3459	Mccowan Road Junior PS	Partially leased	Gross (1)	1	37,133	41,706	672,772	336,386	335,179	140,518	70,259	36,428	98,946	49,473	41,871	65,774	32,887	44,037	23,079	11,540	11,540	328,317	133,875	172,228	201,304	5.42	
3806	Old Orchard Jr. PS	Fully leased	Gross (1)	1	12,946	14,434	195,120	97,560	94,928	87,904	43,952	26,521	69,232	34,616	24,365	51,095	25,548	23,022	7,837	3,918	3,918	216,067	77,826	(-10,474)	17,102	1.32	
Multi-Tenant Lease Subtotal							2,397,995	1,229,863	1,229,413	504,931	252,466	159,127	425,684	212,842	167,083	466,529	233,265	238,308	110,021	55,011	55,011	1,507,166	619,529	476,280	609,884		
Commercial																											
3921	705 Progress Ave (Note 2)	Partially leased		0	77,829	155,658	300,000	150,000	827,797	-	-	-	-	-	-	-	-	-	-	-	-	-	-	150,000	827,797	10.64	
Long-Term Land Lease																											
3902	Humber Heights Centre	Fully leased	Net (2)	0	land only	217,800	202,500	101,250	101,250	-	-	-	-	-	-	-	-	-	-	-	-	-	-	101,250	101,250	N/A	
3991	Northview Heights (Vacant Land) only	Fully leased	Net (2)	0	land only	43,560	99,268	49,634	49,634	-	-	-	-	-	-	-	-	-	-	-	-	-	-	49,634	49,634	N/A	
Long-Term Land Lease Subtotal							301,768	150,884	150,884	-	-	-	-	-	-	-	-	-	-	-	-	-	-	150,884	150,884		
Vacant Land																											
3087	44 Champlain Road (Note 3)	Vacant land		0	land only	55,757	10,000	5,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5,000	-	N/A	
3090	Glen Rush	Vacant land		0	land only	20,850	-	-	-	-	-	-	2,802	1,401	401	-	-	-	-	-	-	2,802	401	(-1,401)	(-401)	N/A	
3978	Mimico (Parking Lot)	Fully leased	Net (2)	0	land only	43,560	15,750	7,875	7,875	-	-	-	-	-	-	-	-	-	-	-	-	-	-	7,875	7,875	N/A	
Vacant Land Subtotal							25,750	12,875	7,875	-	-	-	2,802	1,401	401	-	-	-	-	-	-	-	2,802	401	11,474	7,474	
Lease revenues and recoveries							5,993,109	3,027,420	3,683,027	510,052	255,026	160,681	484,945	242,473	190,869	466,529	233,265	238,308	167,092	83,546	83,546	1,628,618	673,405	2,213,111	3,009,623		
TDSB Occupancy Charges																											
3973	Gooderham Learning Centre	Lease/TDSB	Gross (1)	1	20,344	20,344	46,000	23,000	23,000	-	-	-	-	-	-	-	-	-	46,000	23,000	23,000	46,000	23,000	-	-	N/A	
3091	Kenton Public School	Lease/TDSB	Gross (3)	1	39,127	39,127	7,000	3,500	3,500	-	-	-	-	-	-	-	-	-	7,000	3,500	3,500	7,000	3,500	-	-	N/A	
TDSB Program and Administration							53,000	26,500	26,500	-	-	-	-	-	-	-	-	-	53,000	26,500	26,500	53,000	26,500	-	-		
Grand Total							6,046,109	3,053,920	3,709,527	510,052	255,026	160,681	484,945	242,473	190,869	466,529	233,265	238,308	220,092	110,046	110,046	1,681,618	699,905	2,213,111	3,009,623		

- Notes:**
1 Gooderham Learning Centre terminated December 31, 2023.
2 Favourable variance is due to a collaborative decision with the City of Toronto to increase distributions to owners in respect of calendar 2023.
3 Revenue variance is due to timing as billings are performed annually in July.

Type of Lease:	Overhead allocation:
Net (1)	0% Landlord pays for roof repairs and tenant all other expenses
Net (2)	0% Tenant pays for all expenses
Semi-Gross (1)	50% Landlord pays for structural, electrical, mechanical, plumbing, and roof repairs.
Semi-Gross (2)	50% See Semi-Gross (1) plus landlord pays for lifesafety checks but recovers costs from tenant.
Semi-Gross (3)	50% See Semi-Gross (1) plus landlord pays for maintenance of lifesafety systems.
Semi-Gross (4)	50% Tenants to own cleaning and TCDSB pays a pro-rata share of the cost of utilities and most repairs and maintenance.
Gross (1)	100% All operating costs including repairs and maintenance to the account of the landlord
Gross (2)	100% Landlord pays for all site expenses except for caretaking/cleaning.
Gross (3)	100% Landlord pays for all site expenses but recovers utility cost increases from 1 of the 2 tenants

Appendix C
Open Capital Project Status Report
For the six months ended February 29, 2024

School Name/Project Description	Approved Budget	Prior Years Expenditures	Current Year Expenditures	Available Funds	Status
2018-2019 Projects					
D B Hood CS-ClusterColumnPh1-TR-19-0561	\$ 235,000	\$ 164,745	\$ -	\$ 70,255	Substantially Complete
2020-2021 Projects					
McCowan Road-RPLExhaustFans-TR-21-0904	\$ 300,000	\$ 204,055	\$ -	\$ 95,945	Substantially Complete
2021-2022 Projects					
Old Orchard JPS-FoundationPH1-TR-21-0905	\$ 763,636	\$ 85,731	\$ 22,523	\$ 655,382	Tender Awarded
McCowan Road-RPL Rm13VCTFloor-TR-22-0217	\$ 25,109	\$ 24,771	\$ -	\$ 338	Completed
McCowan PS-RPL Inverter TR-22-0091	\$ 45,000	\$ -	\$ -	\$ 45,000	Tender Awarded
Queens Court-RPLExtStairsExit3-TR22-1228	\$ 23,604	\$ 24,662	\$ -	\$ -	Completed
Burnett PS-RPL 10 Metal Doors-TR-22-0193	\$ 100,000	\$ -	\$ 13,645	\$ 86,355	In Tender
Queens Court-RPLWindows-TR-22-0190	\$ 679,000	\$ 17,553	\$ 3,151	\$ 658,296	In Design
Douglas Park-RPL GymHeating-TR-22-1348	\$ 84,000	\$ 16,354	\$ 19,891	\$ 47,755	Completed
2022-2023 Projects					
C B ParsonsJHS-RPLHeatExchangeTR23-0393	\$ 14,000	\$ -	\$ -	\$ 14,000	Tender Awarded
Old Orchard PS-RPL FA System-TR-18-1222	\$ 96,250	\$ -	\$ -	\$ 96,250	In Design
				\$ -	
Unassigned to a project	\$ 1,980,410	\$ -	\$ -	\$ 1,980,410	Awaiting allocation
TOTAL PRIOR YEARS (A)	\$ 3,811,009	\$ 537,871	\$ 59,210	\$ 3,748,928	
NEW ALLOCATION 2023-24 (B)	\$ 1,000,000	\$ -	\$ -	\$ 1,000,000	Awaiting allocation
TOTAL ALL YEARS (A)+(B)	\$ 4,811,009	\$ 537,871	\$ 59,210	\$ 4,748,928	

Note 1

Note 1: The approved budget was increased from \$442K to \$763K due to the project tender price coming in higher than projected.

Appendix D

Total Operations Expense - Operating Sites

For the six months ended February 29, 2024

Description	Revised Budget	YTD Budget	YTD Actuals	YTD Variance
Expenses for these categories are calculated based on square feet occupied multiplied by the average cost per square foot by rental type:				
Caretaking	4,479,488	2,239,744	2,239,744	-
Maintenance	2,060,039	1,030,019	1,030,019	-
Utilities	1,490,241	745,120	745,120	-
Overhead cost / Other Costs	6,714,849	3,357,425	3,357,425	-
Total Expenses based on Square Footage	14,744,617	7,372,309	7,372,309	-
Expenses for these categories are assumed to be the same as revenue due to difficulty associated with tracking costs by square foot separately.				
City of Toronto Pools Agreements	6,030,242	3,015,121	2,945,925	69,196
City of Toronto Stage 1 Revenues	1,100,000	550,000	550,000	-
Air Conditioning Surcharge	114,600	-	-	-
Private Child Care and Other Agreements	3,928,480	1,964,240	2,208,407	(-244,167)
Temporary Property Interests with Third Parties	426,899	213,449	136,237	77,213
Total Expenses Assumed equal to revenue	11,600,220	5,742,810	5,840,568	-97,758
Total Operations Expense - Operating Sites	26,344,837	13,115,119	13,212,876	(97,758)

MEMO FROM THE INTERIM CEO

Presentation on a Framework for Establishing a CEO Performance Review [5-84]

COMMITTEE RECOMMENDATION

1. That the Board direct TLC staff to engage Dentons LLP to develop a CEO Performance Review Plan working towards having the plan in place for the start of the 2024-25 fiscal year.

To: Human Resources, Nominating & Governance Committee

Date: May 8, 2024 (revised from May 6)

At its meeting of April 15, 2024, the Human Resources, Nominating & Governance Committee requested that a facilitator familiar with the former TDSB process for performance management of its Director of Education attend the May 9 meeting of the committee to make a presentation on how they could assist the Board to put in place a similar process as quickly as possible once a permanent CEO has been selected for TLC.

TLC staff reached out to Metrics@Work, the firm that had worked with TDSB on past performance management cycles, learning that the individual directly involved in that process had retired. Current staff at the firm lacked knowledge of their prior engagement with TDSB.

Following those conversations, staff reached out to vendors pre-approved by TLC for human resources-related consulting work, including BLG, Gowling WLG, and Dentons. Based on that communication, Dentons expressed both interest and familiarity with TLC, having worked with the organization in the past and being currently involved in establishing an updated Service Level Agreement with TDSB.

TLC staff have arranged to have Mary Ellen Bench, counsel with Dentons, attend the May 6 meeting of the Human Resources, Nominating & Governance Committee to discuss a work plan associated with establishing a CEO Performance Review plan. A copy of her letter expressing interest in the work and her resume are attached for the committee's information as Appendix A and B respectively.

- Ryan Glenn, Interim CEO, Toronto Lands Corporation

May 3, 2024

VIA EMAIL: gkralidis.tlc@tdsb.on.ca

Toronto Lands Corporation (TLC)
60 St. Clair Ave. East, Suite 201 Toronto
ON, M4T 1N5

Attention: George Kralidis

Dear Mr. Kralidis:

Re: **TLC CEO performance review**

Thank you for the opportunity to be considered for this assignment. I believe I have the necessary experience and have proven myself to be objective in carrying out similar matters in the past. I understand from your email that the intent at this time is to develop the process for evaluation so that it is in place as soon as possible after a permanent TLC CEO is in place. Facilitating feedback and completing the evaluation process, working with the Board and the CEO, would then follow.

I attach my resume for your information. As it illustrates, my background is in municipal law and also in municipal leadership. I joined the City of Toronto legal department in 1991 and in 1992 successfully competed for the position of assistant city solicitor responsible for overseeing the municipal law team, one of four divisions in the legal department. I filled that role until the amalgamation of the City in 1998 when I successfully competed to be one of two directors of municipal law in the newly amalgamated department. I carried that role forward until 2001 when I was recruited to lead and build a legal department at the City of Mississauga. In carrying out the duties over many years, I have worked closely with human resources professionals in designing performance programs, in establishing goals and objectives of performance evaluation processes, conducting performance evaluations, and in writing reports for many senior staff positions. I have carried out and provided input into, performance management assessments similar to the Performance Evaluation of the Director of Education at TDSB, which will serve as a model here. I have also participated in many 360 evaluations of senior municipal staff and also senior staff at municipal boards and corporations, in addition to conducting various personnel investigations when senior staff are hired or when conduct is questioned. In doing so I am also experienced with drafting and presenting such reports to a Performance Review Committee.

Over the course of the last five years I have used these skills often in my work as a municipal Integrity Commissioner where I have had to investigate and evaluate the actions of several municipal councillors to provide objective reports to council when it has been appropriate to do so, and to provide appropriate feedback to all involved in the complaint process. I mention this because in that role my focus is on taking the steps necessary to gain the trust of various individuals to ensure I have accurate and complete

information, assess, investigate, make and then communicate findings to all participants in a way that ensures individuals feel they were heard and understand why their position may not have prevailed, while protecting the privacy of all involved. I believe I have the skills necessary to evaluate feedback and explore responses when required to obtain complete information and provide the accurate assessment of performance that you require, and to incorporate these into the evaluation framework you require.

Finally, as lead in determining the framework, conducting interviews and writing the 2022 Report to the Toronto District School Board trustees on the TLC Performance, and in my current role drafting the service level agreement between the TDSB and TLC I believe I have demonstrated both the objectivity you seek and the knowledge necessary to facilitate the performance evaluation process effectively and efficiently, as well as the ability to build the trust and rapport necessary to conduct this review.

Thank you again for considering me for this role. I have not repeated the retainer terms because as a vendor of record, they have been settled.

Yours truly,

Dentons Canada LLP



Mary Ellen Bench
Counsel

MB/lt

Mary Ellen Bench

Counsel



Counsel

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Overview

Mary Ellen Bench serves as Counsel in Dentons' Real Estate group, where she advises a broad range of public and private sector clients on governance, municipal law, development, infrastructure and related matters.

Throughout her career, clients and colleagues, alike, have relied on Mary Ellen's exceptional skillset and professional excellence to lead numerous infrastructure and development projects, provide significant input on governance matters and municipal legislative reform, and advise on many municipal corporate, development and finance matters.

With more than 30 years' experience in municipal public service, Mary Ellen held various leadership roles in the legal department at the City of Toronto, as well as City Solicitor for the City of Mississauga. In those roles, she was often engaged on project teams outside of the traditional legal role, because of her practical approach that uniquely achieved solutions to challenging problems that respect and garner the support of all parties, a quality for which she is known throughout the business and legal communities.

In 2006, the Law Society of Ontario recognized Mary Ellen as a Certified Specialist in Municipal Law in respect of local governance matters, and land use planning and development, areas in which she exemplifies the highest standards of the profession. The Rotman School of Management also certified Mary Ellen as an In-House Counsel Specialist, reinforcing her capabilities as a strategic business partner, both internally and with her clients.

Recognition

Honors and Awards

- Ontario Bar Association, Award of Excellence in Municipal Law, 2019
- Canadian Corporate Counsel Association, Professional Contribution Award, 2019
- Osgoode Hall Alumni Gold Key Award, 2016
- Tom Marshall Award, Ontario Bar Association, 2015

- Bruce Noble Award, International Municipal Lawyers Association (IMLA), 2012
- Certified Specialist Municipal Law, Local Government and Land Use Planning and Development, Law Society of Upper Canada, 2006 to present
- Local Government Fellow, International Municipal Lawyers Association (IMLA), 2003 to present

In the Media

- Cover Article, *Canadian Corporate Counsel Association*, 2016,
- “A day in the Life of” , *International Municipal Lawyers Association*, 2015 Article
- People and Politics, *Canadian Lawyer*, 2014

Insights

- Co-author, "Ontario introduces COVID recovery measures impacting development and more," *Dentons client alert*, July 13, 2020
- Co-author, "Statutory Planning Act meetings during COVID-19," *Dentons client alert*, April 23, 2020
- Co-author, "Ontario's Local Planning Appeal Tribunal will be operational again on a limited basis ," *Dentons client alert*, April 1, 2020
- Co-author, "Local Planning Appeal Tribunal adjourns hearings and suspends timelines during Ontario's state of emergency," *Dentons client alert*, March 31, 2020
- Co-author, "The land development landscape during the COVID-19 crisis in Ontario," *Dentons client alert*, March 20, 2020
- Co-author, "Proposed new regulation respecting community benefits authority under the Planning Act," *Dentons client alert*, March 11, 2020
- Co-author, "What's changing? The *Provincial Policy Statement, 2020*," *Dentons client alert*, March 9, 2020

Activities and Affiliations

- Past President, International Municipal Lawyers Association (IMLA)
- Director, Canoe Kayak Ontario
- Emeritus Member, Women's General Counsel Canada (WGCC)
- Chair, Rapid Transit Working Group, International Municipal Lawyers Association (IMLA)
- Member, ULI Women's Leadership Initiative
- Frequent advisor, Association of Municipalities of Ontario (AMO)

Presentations

- Speaker at AMO annual conferences on various policy issues, including *Municipal Act* reform and ethics/accountability; *Planning Act* reform; sharing economy; cannabis and more
- Frequent speaker at conferences held by the Ontario Bar Association; International Municipal Lawyers Association at annual conference, IMLA in Canada and Top 50 Cities forums;
- Frequent speaker, Association of Municipal Clerks and Treasurers of Ontario Leadership and Privacy

conference

- Speaker, “How to say the unsayable to elected officials,” Municipal Law Departments Association of Ontario, December 6, 2019
- Moderator, session on Cybersecurity and Surveillance: Conflicting Incentives & Perspectives for Reform with Dr. Ulf Buermeyer and Sven Kohlmmeier, Berlin, Germany, November 4, 2019
- Panelist, “Successfully managing complex litigation,” Benchmark Women in Litigation Forum, October 24, 2019;
- Speaker, IMLA in Canada regarding role of in-house counsel, April 25-29, 2019
- Speaker, Municipal Integrity Commissioners of Ontario Association meeting, April 5, 2019
- Chair and President, International Municipal Lawyers Conference, October 14-18, 2017
- Co-chair, Canadian Corporation Counsel Annual Conference, March 1-4, 2017
- Co-chair and panelist, inaugural Canadian Women’s General Counsel National Conference, January 19, 2017

Areas of focus

Practices

- Political Law, Ethics and Disclosure
- Real Estate Site Selection and Development Incentives
- Development Zoning and Planning
- Real Estate Public Private Partnerships and PF1/PF2/PF3 Projects
- Public inquiries and coroners' inquests in Canada

Industry sectors

- Risk Management
- Mixed-Use Properties
- Developers and Owners
- Government Corporations
- Infrastructure and PPP

Issues and opportunities

- Smart Cities & Connected Communities Initiative and Think Tank

Education

- York University, Osgoode Hall Law School, 1984, Doctor of Law, (JD)
- York University, 1980, Bachelor of Arts, Political Science and Government

Admissions and qualifications

- Law Society of Ontario, 1986

Languages

- English

Finalizing TLC's New Procedural Bylaws

COMMITTEE: HUMAN RESOURCES & NOMINATING COMMITTEE
DATE: May 9, 2024
ACTION: Decision

COMMITTEE RECOMMENDATION

1. That the TLC Board adopt the Draft TLC Board of Directors Bylaw as the Procedural Bylaws governing its conduct and decision-making procedures.

STAFF RECOMMENDATION

1. That the TLC Board adopt the Draft TLC Board of Directors Bylaw as the Procedural Bylaws governing its conduct and decision-making procedures.

EXECUTIVE SUMMARY

In 2023 the TLC Board of Directors initiated the process of updating TLC's Procedural Bylaws. The Board is currently governed by a set of Bylaws adopted in 2008. It was determined by the Board that there were provisions in the existing Bylaws that were out of date, in part based on changes made to the structure of the TLC Board in 2023.

At its October 19, 2023 meeting, the TLC Board of Directors directed TLC staff to seek expert advice to ensure that its bylaws are aligned with the TDSB Bylaws, the Shareholder's Direction, and leading governance practices. Since that time, TLC staff and TDSB staff have been working collaboratively to update the document.

An updated draft of TLC's Procedural Bylaws was presented to the Human Resources, Nominating & Governance Committee on April 15. Several comments were collected from committee members and integrated into a final draft of the proposed bylaws (Appendix A attached) by TDSB staff. This draft is presented to the Board via the Human Resources, Nominating & Governance Committee for its consideration and any final revisions that may be necessary.

STRATEGIC DIRECTION

TDSB Strategic Plan Goal: Create a Culture for Student and Staff Well-Being

Updating TLC's Procedural Bylaws is a step towards creating an effective and accountable decision-making body, ensuring a positive culture for staff working with the Board, and the students benefiting from its decision making.

TLC Strategic Plan Goal: To be a highly functioning organization successfully aligning TLC's and TDSB's Missions and the Shareholder Direction
An update of TLC's Procedural Bylaws ensures it continues to function as a successful organization adhering to the best possible governance practices.

ACTION PLAN AND ASSOCIATED TIMELINE

At its meeting of May 28, 2024, the Board of Directors would be able to enact the Draft Bylaws as its functional procedural Bylaws with a majority vote.

RESOURCE IMPLICATIONS

N/A

DUE DILIGENCE

N/A

POLICY AND PROCEDURE REFERENCE(S)

N/A

APPENDICES

APPENDIX A Draft TLC Bylaws – revised 04-23

APPENDIX B Toronto Lands Corporation Bylaws (2008)

FROM

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at rglenn.tlc@tdsb.on.ca or at 437-219-8191.

Markus O'Brien Fehr, Communications & External Relations Liaison, Toronto Lands Corporation, at mo'brienfehr.tlc@tdsb.on.ca or at 416-788-3211



Toronto Lands Corporation Board of Directors Bylaws

Procedural bylaws to govern the decision-making and conduct of Toronto Lands Corporation's Board of Directors

[DATE TBC] 2024

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1 GENERAL

1.1 Definitions

“**Agenda**” means a list of items that form the order of business to be discussed at the TLC Board or Committee meeting.

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

“**Business Arising**” means consideration of a matter directly related to a recently concluded agenda item within the same meeting.

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

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

“**Chief Executive Officer**” (“**CEO**”) means the Executive Officer of the TLC and an officer as defined by the OBCA.

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

“**Closed Session**”, which may be referred to as “**Private Session**”, means a meeting or a portion of a meeting of the TLC Board or Committee, which is closed to the public pursuant to sections 207(2) and 207 (2.1) of the *Education Act*.

“**Committee**” means a committee of the TLC Board, that may include a Standing Committee, Subcommittee, or Special Committee.

“**Director**” means a member 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.

“**Emergency Business**” means a time sensitive situation due to legislative, Government, regulatory or TLC requirements, or a situation, or the threat of a situation, adversely affecting health, safety and/or well-being, or resulting in significant legal risk or financial damage or loss, which by its nature and seriousness requires an immediate response.

“**End Debate**” means to put an end to debate immediately by putting any motion to a vote.

“**Ex-Officio Member**” means a member of a Standing Committee by virtue of holding position of the Chair or Vice-Chair of the TLC Board. An ex-officio member is not a regular member but has the same voting rights and privileges as any other member of a Standing Committee.

“Open Session”, which may be referred to as **“Public Session”**, means a meeting or a portion of a meeting of the TLC Board or a Committee open to the public in accordance with section 207(1) of the *Education Act*. TLC Board and Committee meetings will always begin and end in open session but may be closed in limited circumstances as outlined in section 207(2) and 207(2.1) of the *Education Act*.

“Private Session” means **“Closed Session”**, as defined above.

“Public Session” means **“Open Session”**, as defined above.

“Reconsideration” refers to the reopening and potential amendment of a decision of the TLC Board made within the previous 12 months;

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

“Special Committee” means a Committee established by the TLC Board to fulfil a specific task or objective, which is dissolved after the completion of its task. A Special Committee typically reports directly to the TLC Board or to a Standing Committee;

“Special Meeting” means a meeting of the TLC Board or Committee that is not part of the TLC Board approved schedule of meetings.

“Standing Committee” means a Committee, generally of a permanent nature, established by the TLC Board.

“Subcommittee” means a Committee of Directors established by the TLC Board upon recommendation from the corresponding Standing Committee of the TLC Board. Subcommittees make recommendations and report to the corresponding Standing Committees.

“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 Board” means the Board of Trustees of TDSB.

“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

- 1.2.1 The Toronto Lands Corporation Board of Directors Bylaws (“Bylaws”) are enacted and administered by the TLC Board with support of the CEO and designated staff in accordance with the Shareholder’s Direction.
- 1.2.2 The Bylaws govern the actions of Directors at TLC Board and Committee meetings and establish principles of democratic decision-making through fair, respectful, accountable, and responsible dialogue and debate.
- 1.2.3 The TLC will ensure that principles of fairness, non-discrimination, anti-oppression, anti-racism, equity, acceptance, and inclusion are integrated into TLC Board and Committee practices.

1.3 Application

- 1.3.1 The Bylaws apply to all Directors, the Director of Education, the Chief Executive Officer, and designated TLC staff that provide administrative support pertaining to these Bylaws. Unless specified otherwise, any reference to “Director” or “Directors” in the Bylaws is inclusive of Citizen Directors, TDSB Staff Directors and TDSB Trustee Directors.
- 1.3.2 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.
- 1.3.3 The TLC Board will make every effort to ensure that these Bylaws are consistent and up-to-date with the most current legislative requirements and Shareholder’s Direction. In circumstances where the Bylaws are found to be inconsistent with or contradict any legislative act, regulation or the Shareholder’s Direction, the legislation, regulation, and/or the Shareholder’s Direction (as applicable) will prevail.
- 1.3.4 If all of the relevant legislative acts, regulations, Shareholder’s Direction and Bylaws are silent on a procedural matter, then standard parliamentary rules of order will be followed.

1.4 Reviews and Amendments

- 1.4.1 The Bylaws will be reviewed and revised as required. At a minimum, the Bylaws will be reviewed in full no later than every five (5) years.
- 1.4.2 Advance notice is to be given at the TLC Board meeting for consideration to amend the Bylaws at a subsequent meeting. A two-thirds (2/3) majority vote of Directors present is required to make changes to the Bylaws.

1.4.3 The CEO may make housekeeping changes to the Bylaws at any time. Housekeeping changes are non-substantive and may include any of the following:

- (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; and/or,
- (d) Updates to individual position or organizational titles.

1.5 Procedural Errors

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

1.6 Governance Procedures

1.6.1 The TLC Board may adopt supporting governance procedures for any provisions contained within these Bylaws. Procedures are subject to approval by the Director of Education (or designate).

2 ROLES AND RESPONSIBILITIES

2.1 TLC Board

- 2.1.1 The TLC Board of Directors is the collective governing body of the Toronto Lands Corporation, pursuant to the Shareholder's Direction. Its decision-making authority rests with the entire Board of Directors, and not with individual Directors.
- 2.1.2 As outlined in the Shareholder's Direction in broad terms, the Board of Directors' role is to assist the TDSB in its delivery of a strong public education system, by:
- (a) maximizing monetary and non-monetary value to TDSB through strategic management and facilitating the optimal use of its real estate portfolio by reconfiguring, unlocking value, integrating, redeveloping and/or improving the quality or modernization of the facilities located on those lands;
 - (b) representing TDSB's interest in a proactive, strategic manner, and responding to development applications, municipal and provincial initiatives, land use policies and legislation, land use planning and market trends and other matters that impact TDSB's real estate portfolio and pupil accommodation needs;
 - (c) ensuring TDSB's interests are accounted for in establishing and maintaining community joint ventures and third-party partnerships related to its real estate portfolio and community interests;
 - (d) providing impartial, strategic, innovative, and proactive advice, and relying on specialized expertise;
 - (e) mitigating financial risks to TDSB in connection with the delivery of services;
 - (f) being accountable to TDSB for achieving projected results, including developing TDSB approved key performance indicators to measure TLC's performance and complying with the provisions and intent of the Shareholder's Direction;
 - (g) providing effective and timely communication with TDSB along with internal teams and external stakeholders; and,
 - (h) provide TLC Board reports to TDSB Board through TDSB's Planning and Priorities Committee (or its successor committee), or to an appropriate committee, as determined by TDSB Board Chair and/or Director of Education.
- 2.1.3 In accordance with the Shareholder's Direction the TLC Board will be composed of ten (10) Directors. Of these, four (4) will be TDSB Trustee Directors, four (4) will be Citizen Directors and two (2) will be TDSB Staff Directors.

- 2.1.4 The four (4) TDSB Trustee Directors will be appointed by the TDSB Board.
- 2.1.5 The four (4) Citizen Directors will be nominated by the TLC Human Resources, Nominating and Governance Committee, approved by the TLC Board, and ratified by TDSB Board.
- 2.1.6 The two (2) TDSB Staff Directors will be appointed by the Director of Education.
- 2.1.7 TDSB Trustee Directors will serve for a term ending two (2) years after appointment or at the end of their term of office as Trustee, whichever comes first.
- 2.1.8 Citizen Directors will serve for a term of three (3) years and may be appointed for a consecutive term. Upon completion of a first three (3) year term, two (2) Citizen Directors can serve for a consecutive three (3) year term, and two (2) Citizen Directors can serve for a consecutive two (2) year term.
- 2.1.9 TDSB Staff Directors will serve for an indefinite term, at the discretion of the Director of Education.
- 2.1.10 No Director may serve more than two (2) consecutive terms unless authorized by the TDSB Board. The Citizen Directors' and TDSB Trustee Directors' terms of office will be staggered to ensure continuity.
- 2.1.11 If a Director ceases to be a Director for any reason, the TLC Board and TDSB Board will fill the vacancy created as soon as reasonably possible.

2.2 Directors

- 2.2.1 For the purpose of these Bylaws, all Directors are expected, but not limited, to:
 - (a) Attend and participate in meetings of the TLC Board and Committees of which they are a member;
 - (b) Provide expertise and, as applicable, bring the concerns of TDSB's and TLC's stakeholders to the attention of the TLC Board;
 - (c) Uphold the implementation of any TLC Board resolution after it is passed by the TLC Board;
 - (d) Maintain a focus on stewardship of TDSB's Real Estate Portfolio;
 - (e) Comply with the TLC code of conduct;
 - (f) Declare any pecuniary conflict of interest, whether direct or indirect, in accordance with the *Municipal Conflict of Interest Act* and TLC code of conduct;

- (g) Withdraw from and not be present at a closed session meeting for matters where they have declared a conflict of interest; and,
- (h) Maintain confidentiality by not disclosing to any member of the public confidential information acquired by virtue of their office or during closed (private) sessions.

2.3 Chair of the TLC Board

- 2.3.1 Nominations for Chair of the TLC Board will be received from Directors, including through self-nomination if the Director is a Citizen Director. The recommendation for the appointment of a Chair will require a majority vote of the Directors 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.
- 2.3.2 The Chair of the TLC Board will be appointed by TDSB Board from the Citizen Directors of the TLC Board. TLC Board shall be entitled to make recommendations for the position of Chair.
- 2.3.3 The Chair of the TLC Board will:
 - (a) Preside over meetings of the TLC Board;
 - (b) Establish agendas for TLC Board meetings, in consultation with the CEO or designate;
 - (c) Conduct meetings in accordance with these Bylaws;
 - (d) Convey decisions of the TLC Board requiring consent or approval to the TDSB Board, consistent with the Shareholder's Direction;
 - (e) Provide leadership in establishing the TLC Strategic Plan and Annual Plan, consistent with TDSB's Multi-Year Strategic Plan and applicable legislation and direction;
 - (f) Comply with and provide leadership regarding TLC's code of conduct and compliance with the Shareholder's Direction; and,
 - (g) Remain in place until such time as a successor is approved by TDSB, unless the Chair vacates the position through resignation or removal by the TDSB Board.

2.4 Vice-Chair of the TLC Board

- 2.4.1 The TLC Board may appoint one of the Directors as a Vice-Chair to act in the Chair's absence. In the absence of the Chair of the TLC Board, the Vice-Chair will have all powers and duties of the Chair.

2.5 Committee Chair

- 2.5.1 The Committee Chair will:
 - (a) Preside over meetings of the Committee;

- (b) Establish agenda for Committee meetings, in consultation with the Chair of the TLC Board and the CEO or designate;
- (c) Conduct meetings in accordance with these Bylaws; and,
- (d) Convey recommendations of the Committee to the TLC Board for consideration.

2.5.2 Standing Committee Chairs will be elected from each Committee's Citizen Director members.

2.6 Chief Executive Officer

2.6.1 The CEO will be responsible for and held accountable to achieve the objectives and goals of the TLC Board and will oversee administrative support required for implementation of these Bylaws.

2.6.2 The CEO or designate will:

- (a) Preside over the organizational meeting until the Chair of the TLC Board is elected;
- (b) Determine the times and location for the meetings of the TLC Board and Committees, in consultation with the TLC Board Chair and Committee Chairs;
- (c) Keep a full and correct record of the proceedings of every meeting of the TLC Board and Committees;
- (d) Provide copies of any reports requested by the TDSB Board and the Director of Education; and,
- (e) Give notice of all meetings of the TLC Board and Committees to each of the Directors.

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

3 TLC BOARD AND COMMITTEE STRUCTURE

3.1 Organizational Meeting

- 3.1.1 Each year following the TDSB Board organizational meeting, the TLC Board will hold an Organizational Meeting to:
- (a) Recommend a Citizen Director to be appointed as Chair of the TLC Board, subject to approval by the TDSB Board;
 - (b) Elect a Director as Vice-Chair of the TLC Board;
 - (c) Establish and review Committees of the TLC Board;
 - (d) Appoint Directors to Committees of the TLC Board;
 - (e) Appoint Committee Chairs elected by Committee members; and,
 - (f) Adopt an annual schedule of meetings of the TLC Board and Committees.
- 3.1.2 The CEO or designate appointed by the TLC Board will call the meeting to order and preside until the Chair of the TLC Board is elected.

3.2 Committees of the TLC Board

- 3.2.1 The TLC Board will consider and approve its Committee structure and composition on an annual basis at the organizational meeting or as required, subject to the Shareholder's Direction.
- 3.2.2 The TLC Board will approve terms of reference for all Committees.
- 3.2.3 The TLC Board may dissolve any Committee by resolution at any time as required.
- 3.2.4 Committees are not decision-making bodies and may only make recommendations to the TLC Board for consideration and final recommendation to TDSB Board.
- 3.2.5 Committees will provide information or make recommendations to the TLC Board through Committee reports.
- 3.2.6 All Directors can attend all Committee meetings and may contribute to the discussion, but only Committee members can vote.

3.3 Standing Committees

- 3.3.1 Standing Committees of the TLC Board include the Audit and Finance Committee, Human Resources, Nominating and Governance Committee, and Policy and Planning Committee.
- 3.3.2 Directors will be elected to serve on the TLC Board's Standing Committees at organizational meeting or may be appointed from time-to-time as vacancies arise.

- 3.3.3 Pursuant to the Shareholder's Direction, each Standing Committee will include at least one TDSB Trustee Director.
- 3.3.4 Each member of the TLC Board, including the Chair and Vice-Chair of the TLC Board, will be appointed at a minimum to one (1) and maximum to two (2) Standing Committee(s). All Standing Committees will have at a minimum 3 and maximum 5 members.
- 3.3.5 The Chair and Vice-Chair of the TLC Board will be ex-officio members of each Standing Committee, with full voting privileges.

3.4 Subcommittees

- 3.4.1 A Standing Committee may recommend that the TLC Board establish a Subcommittee to make recommendations to the corresponding Standing Committee on any matter before the Committee for consideration. Any Director may be appointed to be a member of a Subcommittee.
- 3.4.2 The term of a Subcommittee will expire on the date of the annual organizational meeting each year unless otherwise decided by the TLC Board.
- 3.4.3 A Subcommittee that has expired may be re-established and continued by the corresponding Standing Committee.
- 3.4.4 The terms of reference, including mandate and membership, of a Subcommittee will be recommended by the Standing Committee and will require approval by the TLC Board.

3.5 Special Committees

- 3.5.1 The TLC Board may establish a Special Committee consisting of Directors to make recommendations to the TLC Board on any matter. Any Director may be appointed to be a member of a Special Committee.
- 3.5.2 The term of a Special Committee will expire on the date of the annual organizational meeting each year unless otherwise decided by the TLC Board.
- 3.5.3 A Special Committee that has expired may be re-established and continued by the TLC Board at its next organizational meeting.
- 3.5.4 The terms of reference, including mandate and membership, of a Special Committee will be established by the TLC Board.

4 TLC BOARD AND COMMITTEE MEETINGS

4.1 Scheduling a Meeting

- 4.1.1 TLC Board and Committee Meetings will generally be held at the TLC's head office. An alternative public location may be selected by the TLC Board Chair in consultation with the CEO or designate in order to facilitate public involvement.
- 4.1.2 Special Meetings of the TLC Board and Committees may be scheduled as needed at the call of the Chair in consultation with the CEO or designate. The CEO or designate will notify all Directors or Committee members of a Special Meeting in writing or via e-mail at least forty-eight (48) hours in advance of the meeting, and indicate the purpose of the meeting and provide agenda materials, as available.

4.2 Cancelling a Meeting

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

4.3 Agenda

- 4.3.1 The content of the agenda for:
 - (a) TLC Board meetings will be determined by the Chair of the TLC Board in consultation with the TLC Board Vice-Chair and the CEO or designate; and,
 - (b) Committee meetings will be determined by the Committee Chair in consultation with the Chair of TLC Board and the CEO or designate.
- 4.3.2 Agendas for TLC Board and Committee meetings will be distributed to all Directors at least three (3) business days in advance of the meeting (excluding the day of the meeting). The TLC Board or Committee will decide at the meeting whether additional items may be added to the agenda.
- 4.3.3 The Chair of the TLC 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.
- 4.3.4 All agendas for TLC Board and Committee meetings will be posted publicly online, except closed meeting agendas.

4.4 Emergency Business

- 4.4.1 A matter not on the agenda or directly related to matters arising from discussion (Business Arising) cannot be introduced by a Director at a TLC Board or Committee meeting, or after the notice of agenda has been circulated to Directors, unless the item qualifies as Emergency Business and is confirmed by a two-thirds (2/3) majority vote of the Directors present.
- 4.4.2 Directors may introduce Emergency Business at TLC Board and Committee meetings.
- 4.4.3 The CEO may introduce Emergency Business at TLC Board and Committee meetings.

4.5 Open (Public) Session

- 4.5.1 All TLC Board and Committee meetings will be open to the public, except when considering confidential matters as prescribed by the *Education Act*.
- 4.5.2 The TLC Board or Committee will pass a motion in order to convene into closed session. Available webcasts of public TLC Board and Committee meetings will be posted on the TLC public website.
- 4.5.3 To move from public session to closed session, the TLC Board or Committee must vote to do so in public, citing the applicable section of the *Education Act*.

4.6 Closed (Private) Session

- (a) The TLC Board, or a Committee may meet in closed session citing the relevant category under sections 207(2) and 207 (2.1) of the Education Act. The Act permits and/or requires a closed session, which means closed to the public, when the subject-matter involves:
 - (b) The security or property of the TDSB Board;
 - (c) The disclosure of intimate, personal, or financial information in respect of a Director of the TLC Board, a current or prospective employee, a student, parent, or guardian of the student;
 - (d) The acquisition or disposal of a school site;
 - (e) Decisions in respect of negotiations with employees of the TLC Board;
 - (f) Litigation affecting the TLC Board; or,
 - (g) An ongoing investigation under the Ombudsman Act (must be in closed session).
- 4.6.2 At the conclusion of a closed (private) session, the TLC Board will rise and report in an open session. Recommendations made in

closed session of a Committee will not come into effect until approved at a TLC Board meeting.

- 4.6.3 The CEO or designate will maintain a complete record of the decisions made.
- 4.6.4 Minutes of all closed sessions will be transmitted to the TLC Board for consideration and remain confidential, unless otherwise released to the public upon resolution of the TLC Board and in accordance with legal opinion, or as required under the *Municipal Freedom of Information and Protection of Privacy Act* or applicable legislation.
- 4.6.5 Members of the public will be required to leave the meeting before a closed session commences. A Director who has declared a conflict of interest must withdraw from the closed session for the entire discussion of the matter about which they have declared a conflict.
- 4.6.6 Sessions closed to the public may have individuals in attendance other than Directors, as determined by the CEO or designate and the Chair.

4.7 Quorum

- 4.7.1 A quorum is the minimum number of Directors necessary to conduct a meeting.
- 4.7.2 At a TLC Board meeting a quorum represents a simple majority of Directors, provided that a quorum must include at least one (1) TDSB Trustee Director.
- 4.7.3 At a Committee meeting a quorum represents a simple majority of Committee Members.
- 4.7.4 Quorum does not increase with the attendance of ex-officio member(s) at a Standing Committee meeting, but an ex-officio member will count towards quorum.
- 4.7.5 At any TLC Board or 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 will be deemed to constitute a quorum for purposes of voting on the resolution.

4.8 Attendance at Meetings

- 4.8.1 At TLC Board meetings and/or Standing Committee meetings, the Chair of the meeting (or designate) must be physically present,

subject to exceptions outlined in the Ontario Regulation 463/97: Electronic Meetings and Meeting Attendance.

- 4.8.2 At TLC Board Meetings, a Director must be physically present at the meeting for at least three (3) regular meetings of the TLC Board in each twelve (12) month period, unless physical attendance is exempt, restricted or prohibited by law.
- 4.8.3 A Director vacates their seat if they are absent from three consecutive meetings of the TLC Board without obtaining approval of the TLC Board.
- 4.8.4 A Director applying for a leave of absence must make the request directly to the TLC Board. Any action on a request for a leave of absence must be recorded as a resolution of the TLC Board.
- 4.8.5 The Director of Education or designate, the TDSB General Counsel or designate, and the TDSB Board Chair are 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 Directors of the TLC Board.

Exception: Pregnancy or Parental Leave

- 4.8.6 Section 4.8.3. does not apply to Directors absent for 20 consecutive weeks or less, if the absence is a result of the Director's pregnancy, the birth of the Director's child or the adoption of a child. During the pregnancy or parental leave, the Director will retain membership at Committees, in accordance with the TDSB Trustee Pregnancy and Parental Leave Policy (P093).

4.9 Electronic Participation

- 4.9.1 Directors may participate in TLC Board and Committee meetings electronically in accordance with the provisions of the OBCA, the *Education Act* and Ontario Regulation 463/97. A Director participating in a meeting by such means is deemed to be present at the meeting.
- 4.9.2 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.
- 4.9.3 The TLC Board will outline the rules for electronic participation in the electronic meetings policy and will adopt a process to ensure the security and confidentiality of proceedings.
- 4.9.4 Directors are strongly encouraged to turn cameras on when attending meetings electronically.

4.10 Debate and Speaking Time

- 4.10.1 The Chair will maintain a list of Directors who wish to speak to a matter under consideration at a meeting.
- 4.10.2 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.
- 4.10.3 Directors and participants in a meeting will address their comments through the Chair of the meeting.
- 4.10.4 Directors will confine their comments to the merits of the motion being considered.
- 4.10.5 At a TLC Board meeting, a Director may speak only once to each motion or matter under consideration and for up to five (5) minutes, unless provided through permission of the TLC 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.

4.11 End Debate at Committee Meeting

- 4.11.1 A Committee member who has not spoken to a motion may move that debate on the motion be closed and the pending motion be put to a vote, but only after all members of the Committee who are entitled to speak have had an opportunity to speak once.
- 4.11.2 No Director will speak on a motion to end debate.
- 4.11.3 A motion to end debate will require two-thirds (2/3) majority of the members.
- 4.11.4 If a motion to end debate is supported by two-thirds (2/3) majority, no further debate can take place and the Chair will immediately put the pending motion to a vote.

4.12 Motions

- 4.12.1 A matter to be decided at the TLC Board or at a Committee meeting will be in the form of a motion. Motions require a mover and seconder.
- 4.12.2 A motion that has been moved and seconded is considered to be on the floor and will be decided by a vote, unless withdrawn.
- 4.12.3 A motion being considered by the TLC 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.

4.13 Notice of Motion

- 4.13.1 Motions must first be introduced as a Notice of Motion to provide advance notification of a matter, unless related to agenda discussion (Business Arising) or Emergency Business.
- 4.13.2 A Notice of Motion introduced at TLC Board or a Committee meeting will be in writing and requires a mover and a seconder.
- 4.13.3 A Notice of Motion may be introduced by any Director present at the meeting.
- 4.13.4 A Notice of Motion may be submitted to the CEO or designate at least (7) days before the meeting or at the meeting.
- 4.13.5 A Notice of Motion will not be debated at the meeting at which it is introduced.
- 4.13.6 A Notice of Motion submitted to the TLC Board, will be referred to the appropriate Committee for consideration.
- 4.13.7 A Notice of Motion submitted to a Committee, will be considered at a subsequent Committee meeting.
- 4.13.8 A Notice of Motion may be withdrawn by the mover before the motion is considered at the meeting.

4.14 Voting

- 4.14.1 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.
- 4.14.2 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 Directors with a declared conflict.
- 4.14.3 Before a motion is voted on, a Director may request that a motion containing separate parts or propositions be voted on separately.
- 4.14.4 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.
- 4.14.5 A tie vote means the motion is defeated.
- 4.14.6 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 Director on a motion, if the request was made before the vote commenced.

4.15 Reconsideration (at TLC Board Meetings Only)

- 4.15.1 A previous decision of the TLC Board cannot be reconsidered for at least twelve (12) months after the decision was made, unless two-thirds (2/3) majority of all members decide otherwise.
- 4.15.2 A decision of the TLC Board made at a previous TLC Board meeting cannot be reconsidered unless notice of the motion to reconsider the decision has been included in the agenda.
- 4.15.3 A decision of the TLC Board made earlier in an ongoing (current) meeting may be reconsidered on a motion without notice.
- 4.15.4 A motion to reconsider a previous decision of the TLC Board is out of order at Committee meetings.

4.16 Point of Order

- 4.16.1 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.
- 4.16.2 A Director is entitled to interrupt another Director only in situations where they wish to raise a point of order.
- 4.16.3 The point of order in question must be clearly stated by the Director, with reference to the particular Bylaws provision or section.
- 4.16.4 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.
- 4.16.5 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.

4.17 Question of Personal Privilege

- 4.17.1 Any Director may raise a question of personal privilege if they feel that they have been disrespected or believe that any other Director or staff has been disrespected.
- 4.17.2 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 TLC Board or Committee to govern and conduct a meeting.

- 4.17.3 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 TLC Board.
- 4.17.4 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.
- 4.17.5 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.

4.18 Record of Decisions

- 4.18.1 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.
- 4.18.2 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 TLC Board for confirmation.
- 4.18.3 All approved minutes for TLC Board and Committee meetings will be posted publicly online, except closed meeting agendas.

4.19 Public Participation

- 4.19.1 Delegations will be considered at Committee meetings and will be managed in accordance with the TLC's Delegation Procedure.

5 REFERENCE DOCUMENTS

Legislation:

- *Municipal Conflict of Interest Act*
- *Ontario Business Corporations Act*
- *MFIPPA*
- *Education Act*
 - *O. Reg. 463/97*
- *Ombudsman Act*
-

TLC Procedures:

- Delegation

TDSB Policies:

- Trustee Pregnancy and Parental Leave Policy (P093)

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

Adopting TLC Committee Terms of Reference

COMMITTEE: HUMAN RESOURCES, NOMINATING & GOVERNANCE COMMITTEE
DATE: May 9, 2024
ACTION: Decision

COMMITTEE RECOMMENDATION

1. That the TLC Board adopt the draft Human Resources, Nominating & Governance Committee and Policy & Planning Terms of Reference as the respective Terms of Reference governing the purview of these committees.

STAFF RECOMMENDATION

1. That the TLC Board adopt the draft Human Resources, Nominating & Governance Committee and Policy & Planning Terms of Reference as the respective Terms of Reference governing the purview of these committees.

EXECUTIVE SUMMARY

Section 4.1(h) of the TDSB-TLC Shareholder's direction requires the establishment of Terms of Reference for each of TLC's standing committees as a responsibility of the Board of Directors.

In October 2023, as part of its review of the TLC Bylaws, the Human Resources, Nominating and Governance Committee brought forward a review of these documents partially updated. At its October 19, 2023 meeting, the Board directed TLC staff to seek expert advice to ensure that its Bylaws and Terms of Reference are aligned with the TDSB Bylaws, the Shareholder's Direction and leading governance practices.

The work to update TLC's Procedural Bylaws has resulted in a draft that makes parts of the initial draft Terms of Reference redundant. The attached final draft Terms of Reference for the Human Resources, Audit & Finance Committee (Appendix A) and Policy & Planning Committee (Appendix B) remove the redundant material from previous drafts, focusing on updating the "Purpose" and "Responsibilities" sections in each, which outlines the mandates of each committee.

In reviewing the draft Audit & Finance Terms of Reference, staff concluded that a final draft for this committee could not be completed until the Board made a decision on its auditing practices. The working draft makes several references to both internal and external auditing practices. TLC staff will complete a final draft of these Terms of Reference in consultation with the Committee Chair and Board Chair once the Board has made its decision on auditing practices and present that draft to the Committee at its next meeting.

STRATEGIC DIRECTION

TDSB Strategic Plan Goal: Create a Culture for Student and Staff Well-Being

Updating TLC's Committee Terms of Reference is a step towards creating effective and accountable decision-making bodies, ensuring a positive culture for staff working with Committees and the Board, and the students benefiting from its decision-making.

TLC Strategic Plan Goal: To be a highly functioning organization successfully aligning TLC's and TDSB's Missions and the Shareholder Direction

An update of TLC's Committee Terms of Reference ensures it continues to function as a successful organization, adhering to the best possible governance practices.

ACTION PLAN AND ASSOCIATED TIMELINE

The final draft Terms of Reference for Human Resources, Nominating & Governance and Policy & Planning would be presented to the Board for a decision on May 28. A final draft of the Terms of Reference for Audit and Finance would be presented to the Board via the Human Resources, Nominating & Governance committee during its next meeting cycle in September 2024.

RESOURCE IMPLICATIONS

N/A

DUE DILIGENCE

N/A

POLICY AND PROCEDURE REFERENCE(S)

TDSB-TLC Shareholder's Direction

APPENDICES

APPENDIX A HRNG Terms of Reference Final Draft

APPENDIX B P&P Terms of Reference Final Draft

FROM

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at rglenn.tlc@tdsb.on.ca or at 437-219-8191.

Markus O'Brien Fehr, Communications & External Relations Liaison, Toronto Lands Corporation, at mo'brienfehr.tlc@tdsb.on.ca or at 416-788-3211

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, the nomination of Citizen Board members and the process to fill vacancies, governance and policy review matters, and the Chief Executive Officer's ("CEO") performance evaluation framework.

2. Responsibilities

The Committee shall:

- Review the existing Board on a yearly basis, anticipate openings/vacancies, and advise the Board on recommended changes or steps to be taken;
- Advise the Board on the collective professional competencies and skills that it may need and identify gaps that exist in areas such as real estate, urban development, land use planning, community building, board governance, corporate finance, delivery of major projects, tendering processes, architecture or other disciplines relevant to the mandate of the Corporation.
- 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 recommending suitable candidates for appointment to the Board for ratification by TDSB.
- 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;
- Establish a selection and screening process for recommending 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;
- Provide 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;
- Advise the Board on possible areas of risk to the Corporation that may arise from human resource and employee-relations matters.

- Provide oversight of 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;
- 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, membership and terms of reference in order to evaluate its effectiveness in fulfilling its mandate, and recommend any changes it considers necessary to the Board.

3. 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 POLICY & PLANNING COMMITTEE
(Adopted by the Board _____)

1. Purpose

The Policy & Planning 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 major real estate and land use planning initiatives, and to provide recommendations on strategic plans to guide the work of the Toronto Lands Corporation.

2. Responsibilities

The Committee shall:

- Review and recommend to the Board for approval and transmission to TDSB, the Corporation’s Quarterly Reports, Annual Plans, Annual Reports and Long Term Strategic Plans;
- Review, and where applicable, provide recommendations to the Board, on major real estate and land use planning initiatives;
- Review, and where applicable, provide recommendations to the Board, on legislative changes that may impact 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;
- Any other responsibilities prescribed by relevant legislation or the Shareholder’s Direction;
- At least once a year, review its own performance, membership and terms of reference in order to evaluate its effectiveness in fulfilling its mandate, and recommend any changes it considers necessary to the Board.

3. Privacy Considerations

All information relating to financial information on property disposition and provided to Committee members and discussed during meetings shall remain confidential, subject to the provisions of applicable legislation.

Revising TLC's Electronic Meetings Policy

COMMITTEE: HUMAN RESOURCES & NOMINATING COMMITTEE
DATE: May 9, 2024
ACTION: Decision

COMMITTEE RECOMMENDATION

1. That the TLC Board adopt the draft revisions to the TLC Electronic Meetings Policy as the document providing guidance on practices relating to electronic meetings or electronic/in-person hybrid meetings.

STAFF RECOMMENDATION

1. That the TLC Board adopt the draft revisions to the TLC Electronic Meetings Policy as the document providing guidance on practices relating to electronic meetings or electronic/in-person hybrid meetings.

EXECUTIVE SUMMARY

The Toronto Lands Corporation Electronic Meetings Policy was adopted by the Board of Directors on June 29, 2020, replacing a previous meetings policy in response to the circumstances of the COVID-19 pandemic.

Much of the policy's content was deemed out of date upon review in 2024. Language in the Policy contemplated completely electronic meetings, a practice not deemed desirable by the Board of Directors during discussions related to the revision of its Procedural Bylaw.

Further, some of the prior restrictions on creating video recordings of meetings and publicly posting those recordings conflicted with the Board's efforts to make meetings more transparent and to invite public participation in certain cases.

For the purposes of this update, many of the provisions in the proposed Policy are adapted directly from the TDSB's Electronic Participation in Board and Committee Meetings Policy (P039). Though not all the provisions in the TDSB's Policy would apply to TLC, seeking alignment with our Shareholder on operational matters remains part of TLC's approach to governance matters.

STRATEGIC DIRECTION

TDSB Strategic Plan Goal: Create a Culture for Student and Staff Well-Being

Updating TLC's Electronic Meetings Policy is a step towards creating an effective and accountable decision-making body, ensuring a positive culture for staff working with the Board, and the students benefiting from its decision making.

TLC Strategic Plan Goal: To be a highly functioning organization successfully aligning TLC's and TDSB's Missions and the Shareholder Direction
An update of TLC's Electronic Meetings Policy ensures it continues to function as a successful organization adhering to the best possible governance practices.

ACTION PLAN AND ASSOCIATED TIMELINE

At its meeting of May 28, 2024, the Board of Directors would be able to adopt the proposed revisions enacting them as an updated Electronic Meetings Policy.

RESOURCE IMPLICATIONS

N/A

DUE DILIGENCE

N/A

POLICY AND PROCEDURE REFERENCE(S)

N/A

APPENDICES

APPENDIX A TLC Electronic Meetings Policy – 2024 Draft

APPENDIX B Electronic Meetings Policy Final [2020]

FROM

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at rglenn.tlc@tdsb.on.ca or at 437-219-8191.

Markus O'Brien Fehr, Communications & External Relations Liaison, Toronto Lands Corporation, at mo'brienfehr.tlc@tdsb.on.ca or at 416-788-3211

ELECTRONIC MEETINGS POLICY

(Adopted June 29, 2020, Revised TBD)

1.0 Purpose

The advantages of holding electronic meetings and electronic voting from time to time are both acknowledged and necessary. This policy is intended to provide guidance for the Corporation when holding and participating in electronic meetings, or conducting these votes. This policy replaces the policy: TLC P015 “Electronic Participation in Board Meetings.”

2.0 Definitions

Chair refers to the Chairperson of the Board or of any Committee.

Committee refers to the standing committees of the Board of Directors established pursuant to the Procedural Bylaws: Policy & Planning Committee; Human Resources, Nominating & Governance Committee; and Audit & Finance Committee.

Electronic Participation refers to participation in a meeting by audio and/or visual means (e.g., teleconference, video conference).

Member refers to a member of the Toronto Lands Corporation Board of Directors.

TDSB refers to the Toronto District School Board.

3.0 Responsibility

Chair, Toronto Lands Corporation
Chief Executive Officer, Toronto Lands Corporation

4.0 Policy

General Requirements

- 4.1 This policy provides for the use of electronic means for the holding of public or private meetings of the Members, Board and Committees of the Board, including a Committee of the whole Board.
- 4.2 For meetings conducted electronically, all provisions for scheduling and conducting meetings outlined in Section 4 of the TLC Procedural bylaw will remain consistent.
- 4.3 Members will make every effort to provide notice to the CEO or designate if they intend to participate electronically by 5 PM on the day prior to a Board or Committee meeting.

- 4.4 Members attending the meeting electronically will advise the Chair when joining the meeting to be deemed present at the meeting.
- 4.5 Members who leave the meeting before adjournment, whether temporary or permanent, will advise the Chair.
- 4.6 TLC will ensure that appropriate processes are put in place to protect the security and confidentiality of all meetings held in private, including those where Members participate by electronic means.
- 4.7 Where meetings or portions of meetings are held in private, Members will make every effort to ensure they maintain complete privacy in their off-site meeting space to protect the confidentiality of the discussion.
- 4.8 Members who declare a conflict of interest must withdraw from the closed (private) session, including electronic participation, for the entire discussion of the matter about which they have declared a conflict.

Physical Presence Requirements

- 4.9 Notwithstanding section 4.1 of this Policy as outlined above, the following persons must be physically present:

At every meeting of the Board:

- (a) The Board Chair, or their designate who is serving as Chair for the meeting;
- (b) At least one additional Board Member;
- (c) The CEO or their designate.

At every Committee meeting:

- (a) The Committee Chair, or their designate who is serving as Chair for the meeting;
- (b) The CEO or their designate.

- 4.10 Notwithstanding section 4.9 of this Policy as outlined above, the Chair of a meeting, any Member, the CEO and/or their designate(s) may participate in a meeting electronically when:
 - (a) Weather conditions do not allow the Chair or designate to travel to the meeting location safely; or
 - (b) The individual cannot be physically present at the meeting for health reasons.
- 4.11 Pursuant to the TLC Procedural Bylaw, Board Members must be physically present in the meeting room for at least three (3) regular meetings of the Board of Trustees during each 12-month period, unless physical attendance is exempt, restricted or prohibited by law.
- 4.12 Notwithstanding sections 4.1 and 4.9 above, the Chair or designate must be physically present for at least half of the meetings of the Board of Directors for any twelve (12) month period.

Electronic Participation Decorum

- 4.13 All members attending via electronic participation who are not speaking must use the mute function on their device. TLC staff may temporarily mute a member if there is interference (e.g., audio feedback, background noise) with the meeting.

- 4.14 Members who attend via video conference are advised to turn their cameras on at all times, if possible.
- 4.15 Members who attend via video conference will not use the chat function to extend debate.
- 4.16 Members will make every effort to avoid disrupting a meeting by turning personal and electronic devices to a non-audible function, reducing all background noise (including audible sounds transmitted from placing a call on hold), and refraining from private conversations.
- 4.17 Available webcasts of public meetings of the Board of Trustees and its Committees will be posted on the TDSB's public website.

5.0 SPECIFIC DIRECTIVE

The Board may approve associated procedure to implement this Policy.

6.0 EVALUATION

This Policy is to be reviewed and updated as required, but at minimum, every four (3) years.

7.0 REFERENCE DOCUMENTS

Legislative Acts and Regulations: • Education Act • Ontario Regulation 463/97 – Electronic Meetings and Meeting Attendance Other Documents: • Board Bylaws

**Toronto Lands Corporation
(the "Corporation")**

Policy: TLC-CORP-PO0021.

ELECTRONIC MEETINGS POLICY
(Adopted by the Board June 29, 2020)

1.0 Purpose

The advantages to holding electronic meetings, and electronic voting, from time to time is both acknowledged and necessary. This policy is intended to provide guidance for the Corporation when holding and participating in electronic meetings, or conducting these votes. This policy replaces the previous policy: TLC P015 "Electronic Participation in Board Meetings."

2.0 Responsibility

Chair, Toronto Lands Corporation
Chief Executive Officer, Toronto Lands Corporation.

3.0 Policy

- 3.1 This policy provides for the use of electronic means for the holding of public or private meetings of the Members, Board and Committees of a board, including a committee of the whole board.
- 3.2 Electronic meetings may be used to hold Member, Board or Committee meetings subject to due notice requirements for any such meeting being met, or, waived by unanimous consent in special circumstances.
- 3.3 Such meetings may be partially electronic – where some participants meet in person, but others participate electronically – or may be wholly electronic – where all individuals participate electronically.
- 3.4 All participants must have access to the necessary equipment for participation. A right of membership is participation; therefore, the technology used must be accessible to all members to be included in the meeting.
- 3.5 In accordance with the Bylaws governing the TLC, all rules pertaining to in-person Member, Board or Committee meetings apply equally to electronic meetings, for ex-

ample, notice, pre-meeting package requirements, quorum, minute taking, voting, conflict of interest and confidentiality requirements, etc.

- 3.5 (i) **Notice:** Notice of the time and place for the meeting shall be given to every director of the corporation by sending the notice ten days or more before the date of the meeting unless Notice is waived for the purposes of a Special Meeting of the Members, Board or Committee.
- 3.5 (ii) **Pre-meeting Package:** The pre-meeting package shall be given to every director of the corporation 5 business days or more before the date of the meeting. Where notice of a meeting is waived in special circumstances, best efforts will be made to have pre-meeting materials circulated to every director prior to the meeting.
- 3.6 All meeting participants must ensure they maintain complete privacy in their off-site meeting space. This will ensure all discussions are kept confidential and are only heard by those invited to and attending the meeting.
- 3.7 All provisions and policy related to in-camera meetings and conflict of interest will apply equally for electronic meetings of the Members, Board or Committees.
- 3.8 At no time will meeting participants record any portion of the meeting. The only exception to this is any recording made by the Corporate Secretary or other approved Corporate Officer for the purpose of minute taking. Any such recording must be destroyed once the official minutes of the meeting have been approved.
- 3.9 In no circumstance are discussions in the “chat” function of virtual meeting software to be copied and saved by meeting participants or included as part of the official meeting minutes.
- 3.10 Subject to any conditions or limitations provided for under the Act, Regulations, By-laws or this Policy (which may be waived during the course of a declared emergency), a member, board or committee member who participates in a meeting through electronic means shall be deemed to be present at the meeting and will be recorded as in attendance at and part of the quorum of the meeting.

4.0 SPECIFIC DIRECTIVE

The Board may approve associated procedure to implement this Policy.

Review: by the Board of Directors on a three-year review (next: 2023)

5.0 REFERENCE DOCUMENTS

Operational Procedure TLC-CORP-PR0021: ELECTRONIC MEETINGS PROCEDURE

DECISION ITEM

200 Poplar Rd (former Sir Robert Borden BTI)- Preliminary Concept Review

To: TLC Policy & Planning Committee

Date: May 16, 2024

COMMITTEE RECOMMENDATION:

1. TLC report back to the Board in Q1 2024-2025 with a development plan for 200 Poplar Road based on the preliminary work developed to date, including feedback at the Committee; and,
2. 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 part of the due diligence; and,
3. TLC report back on the outcome of staff's due diligence, including:
 - a. Refined site massing and potential built form developed through consultation with the City of Toronto and community partners.
 - b. Requirements to be included in any future offering of the site with an emphasis on community benefit and partnership opportunities.
 - c. High-level financial proformas.
 - d. Heritage, Title, and Environmental summary.
 - e. A plan for engaging with stakeholders and the local community.
 - f. Risks.

STAFF RECOMMENDATION:

1. TLC report back to the Board in Q1 2024-2025 with a development plan based on the preliminary work developed to date;
2. 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 part of the due diligence.
3. TLC report back on the outcome of staff's due diligence including:
 - a. Refined site massing and potential built form developed through consultation with the City of Toronto and community partners.

- b. Requirements to be included in any future offering of the site with an emphasis on community benefit and partnership opportunities.
- c. A high-level financial proforma.
- d. Heritage, Title, and Environmental summary.
- e. A plan for engaging with stakeholders and the local community.
- f. Risks.

EXECUTIVE SUMMARY

The TDSB property at 200 Poplar Road, formerly known as Sir Robert Borden Business and Technical Institute, was closed on June 22, 2016, and has since been used for various administrative functions, including staff training and equipment storage.

The underutilized 12-acre site is situated in the Kingston-Galloway neighbourhood in Scarborough and presents a tremendous opportunity to deliver on several community-building objectives. The site was brought to the October 17, 2023, Policy & Planning Committee, where staff were directed to complete further due diligence, including a refined site massing and built-form study.

The development vision contained in *Attachment B* puts forward a preliminary concept for this site, which was developed in partnership with the Infrastructure Institute at the University of Toronto. The intent of bringing this work forward in advance of completing a fulsome development plan for the site was to receive initial feedback from the Board on the preliminary direction being proposed for 200 Poplar Rd. Feedback the Committee provides will inform the next steps of the due diligence work and a preferred development concept.

A presentation on the proposed preliminary concept will be delivered as part of this item.

BACKGROUND

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 including an initial market offering in 2018 and a proposed land exchange with the City in 2020 which did not materialize.

TLC has been working in partnership with the Infrastructure Institute at the University of Toronto, to assess opportunities on the site that deliver on community needs and are respectful of the surrounding neighbourhood context.

A preliminary concept has been developed as reflected in *Attachment B* which illustrates the opportunity to deliver hundreds of housing units within a private and not-for-profit mix, a much-needed job skills training facility, a public park, and significant public realm improvements.

Staff are seeking initial feedback from the Committee on the proposed preliminary development concept which will inform future phases of work.

AUTHORITY OR DIRECTION FOR UNDERTAKING PROJECT

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

STRATEGIC GOAL AND ANNUAL PLAN DIRECTIONS

<p>TDSB Strategic Plan Goal: (include all that apply)</p>	<ul style="list-style-type: none"> Build Strong Relationships and Partnerships with School Communities to Support Student Learning and Well- Being <p><i>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.</i></p>
<p>TLC Strategic Plan Goal: (include all that apply)</p>	<ul style="list-style-type: none"> Transform Student Learning Environment through the Modernization of Facilities <p><i>Opportunity to build TDSB capital priority replacement schools that have not been recognized by the Ministry as priority projects.</i></p> <p><i>Opportunity to leverage high valued sites for reinvestment back into new/replacement schools that deliver exceptional learning spaces and support communities.</i></p>

DUE DILIGENCE *(Select all that apply)***Policy & Planning Committee**

- | | |
|--|--|
| <input checked="" type="checkbox"/> Site Inspection | <input checked="" type="checkbox"/> Planning Report |
| <input checked="" type="checkbox"/> Official Plan | <input checked="" type="checkbox"/> Consultation with Local Trustee |
| <input checked="" type="checkbox"/> Zoning | <input checked="" type="checkbox"/> TDSB Staff Review and Agreement |
| <input checked="" type="checkbox"/> Reg 347/23 | <input checked="" type="checkbox"/> Consultation with TDSB Executive Staff |
| <input checked="" 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 checked="" type="checkbox"/> Title Check | <input type="checkbox"/> Historical Assessment |

FINANCIAL IMPLICATIONS

There are no financial implications.

RISK LEVEL

Low

ACTION PLAN AND ASSOCIATED TIMELINES

Q1 2024-2025 Report back to the TLC Board

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:** Site Profile
- **Appendix B:** Preliminary Concept

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

Barbara Carou, Acting Director, Strategic Partnership and Development, Toronto Lands Corporation, at bcarou.tlc@tdsb.on.ca

Appendix A: Site Profile

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

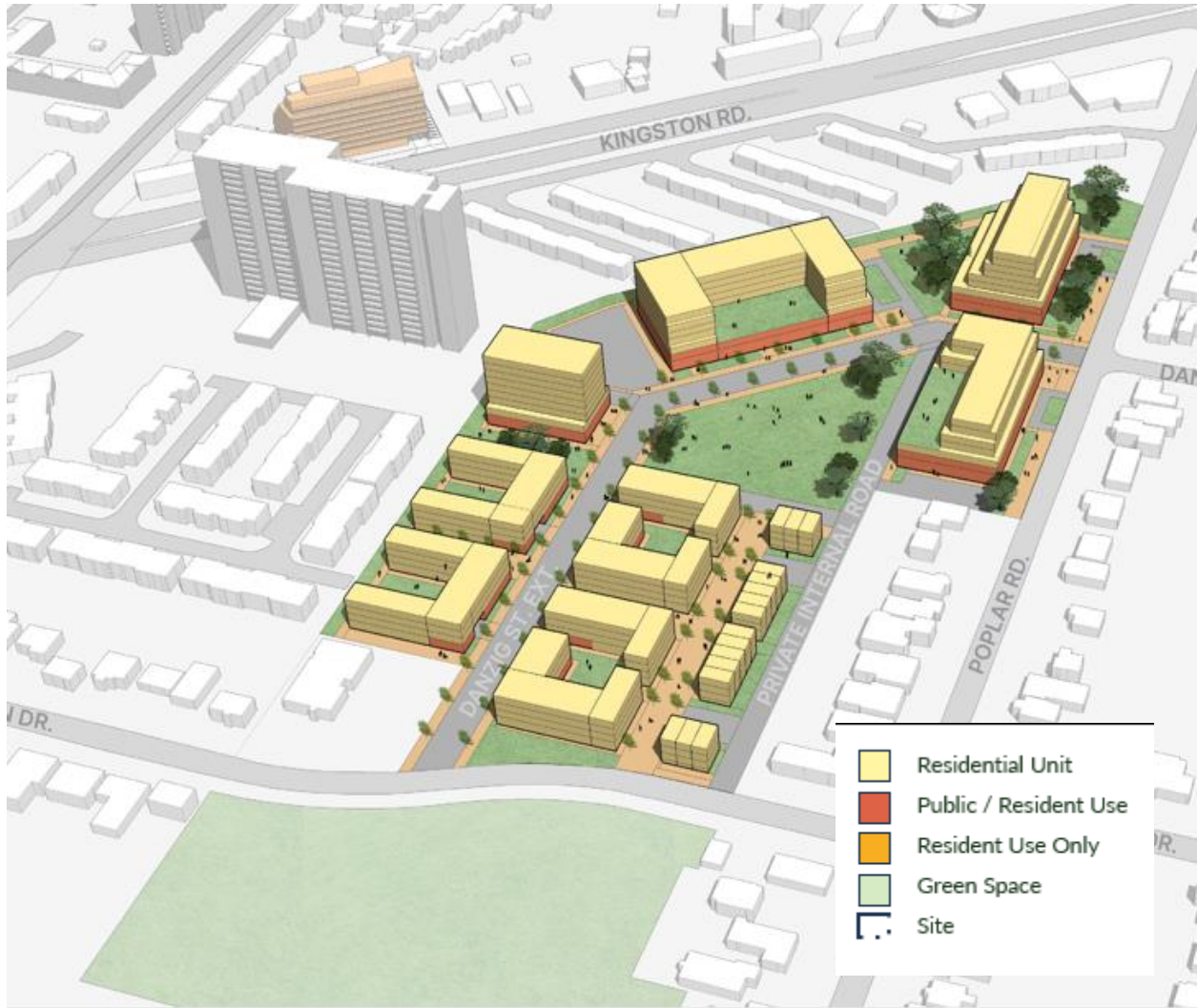
Zoning: Institutional

Major Transit No

Station Area:



Appendix B: Preliminary Concept





200 Poplar Road Update

APRIL 26TH, 2024

Initial Development Concept



01

Introduction

- Current planning and development context
- Summary of studies done

02

Initial Development Concept

- Conceptual Development Option Review

03

Discussion

- Feedback
- Next Steps

Agenda



01

Introduction

Current Site Description

- A 11.93-acre site in the West Hill, Scarborough
- Currently houses the Sir Robert L Borden Business and Technical Institute that was built in 1966 but has been vacant since 2017
 - A 1-storey building with partial 2nd floor
 - \$10.2M in remediation costs for the next 10 years (RJC Engineers 2021 Physical Building Condition Assessment)
- Currently zoned I-38-47-74, Institutional
- Flanked by designated “Neighbourhoods” that permit 4-storeys or less
- In 2018, Council adopted MM41.23 to identify community hub opportunities for the site.



Development Activity

Development activity comprises mostly mid-rise residential proposals along Kingston Rd.

4097 Lawrence Ave E

Status: Under Review

Description: 12-storey residential building with 228 units

LAWRENCE AVE. E

4280 Kingston Rd

Status: Under Review

Description: 9-storey residential building with 148 units

KINGSTON RD.

4384 Kingston Rd

Status: Under Review

Description: 7-storey mixed-use building with 78 units

144 Galloway Rd

Status: NOAC Issued

Description: 10-storey residential building with 168 rental units

GALLOWAY RD.

4206 Kingston Rd

Status: Under Review

Description: 11-storey mixed-use building with retail and 271 units

CORONATION DR.

POPLAR RD.

KITCHENER RD.

Proposed
200 Poplar Rd. Site



02

Initial Development
Concept

Perspective

- Community Hub development concept with an estimated 850 units, support services, community amenities, and retail
- Extension of Danzig St. right-of-way (18.5m) and new private lane
- A diversity of housing types and unit sizes are spread across 9 development blocks amidst a network of greenspaces



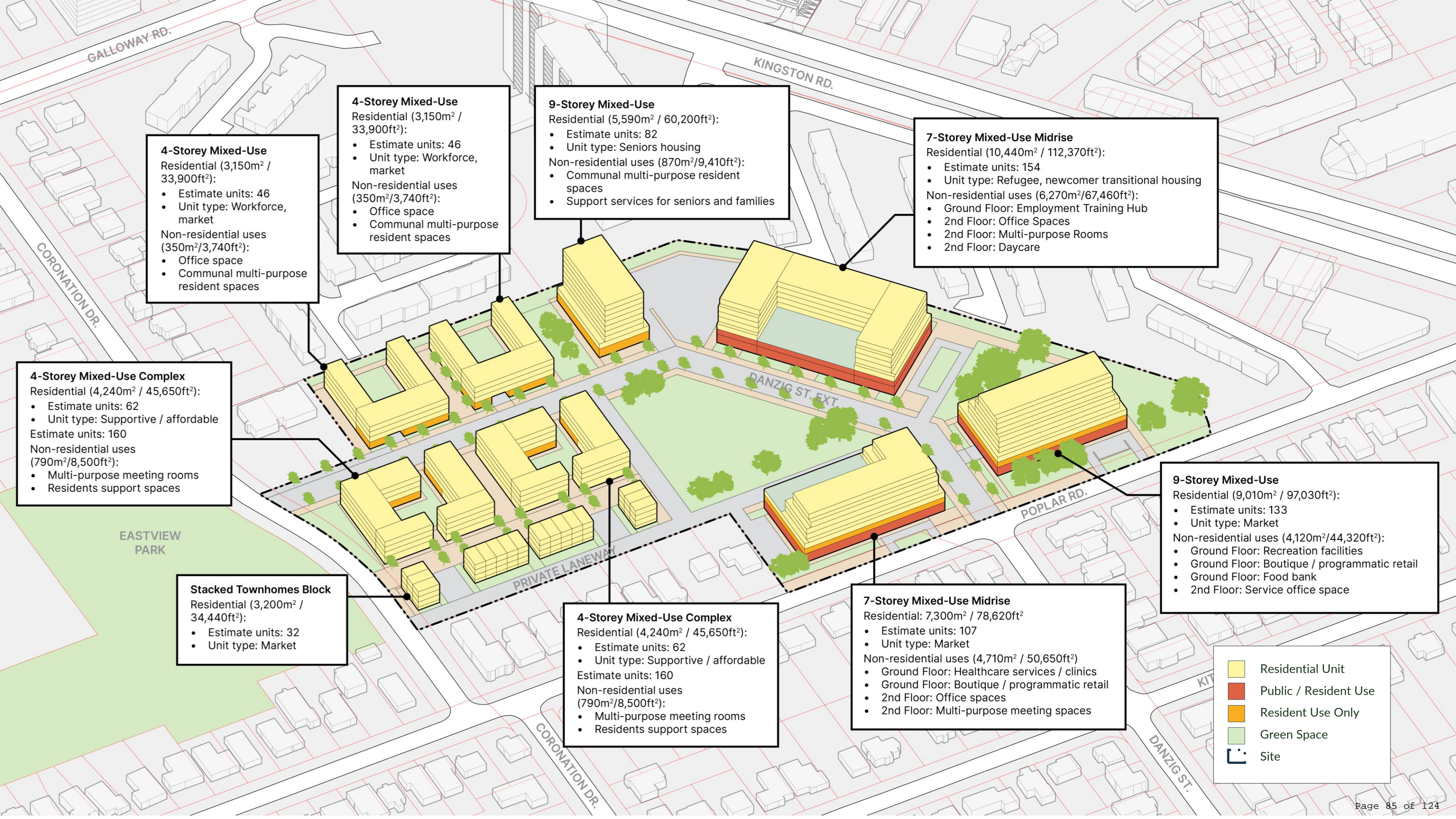
Total Development
67,830m ² 730,070 ft ²
Residential GFA
50,330m ² 541,760 ft ²
Non-Residential GFA
17,490m ² 188,300 ft ²
Green / Open Space
16,870m ² 181,530 ft ²
Green Roofs
1,600m ² 17,190 ft ²
Site Coverage
28%
FSI
1.4

Perspective

- Community Hub development concept with an estimated 850 units, support services, community amenities, and retail
- Extension of Danzig St. right-of-way (18.5m) and new private lane
- A diversity of housing types and unit sizes are spread across 9 development blocks amidst a network of greenspaces



Total Development
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Green Roofs
1,600m ² 17,190 ft ²
Site Coverage
28%
FSI
1.4



4-Storey Mixed-Use
 Residential (3,150m² / 33,900ft²):
 • Estimate units: 46
 • Unit type: Workforce, market
 Non-residential uses (350m²/3,740ft²):
 • Office space
 • Communal multi-purpose resident spaces

4-Storey Mixed-Use
 Residential (3,150m² / 33,900ft²):
 • Estimate units: 46
 • Unit type: Workforce, market
 Non-residential uses (350m²/3,740ft²):
 • Office space
 • Communal multi-purpose resident spaces

9-Storey Mixed-Use
 Residential (5,590m² / 60,200ft²):
 • Estimate units: 82
 • Unit type: Seniors housing
 Non-residential uses (870m²/9,410ft²):
 • Communal multi-purpose resident spaces
 • Support services for seniors and families

7-Storey Mixed-Use Midrise
 Residential (10,440m² / 112,370ft²):
 • Estimate units: 154
 • Unit type: Refugee, newcomer transitional housing
 Non-residential uses (6,270m²/67,460ft²):
 • Ground Floor: Employment Training Hub
 • 2nd Floor: Office Spaces
 • 2nd Floor: Multi-purpose Rooms
 • 2nd Floor: Daycare

4-Storey Mixed-Use Complex
 Residential (4,240m² / 45,650ft²):
 • Estimate units: 62
 • Unit type: Supportive / affordable
 Estimate units: 160
 Non-residential uses (790m²/8,500ft²):
 • Multi-purpose meeting rooms
 • Residents support spaces

Stacked Townhomes Block
 Residential (3,200m² / 34,440ft²):
 • Estimate units: 32
 • Unit type: Market

4-Storey Mixed-Use Complex
 Residential (4,240m² / 45,650ft²):
 • Estimate units: 62
 • Unit type: Supportive / affordable
 Estimate units: 160
 Non-residential uses (790m²/8,500ft²):
 • Multi-purpose meeting rooms
 • Residents support spaces

7-Storey Mixed-Use Midrise
 Residential: 7,300m² / 78,620ft²
 • Estimate units: 107
 • Unit type: Market
 Non-residential uses (4,710m² / 50,650ft²):
 • Ground Floor: Healthcare services / clinics
 • Ground Floor: Boutique / programmatic retail
 • 2nd Floor: Office spaces
 • 2nd Floor: Multi-purpose meeting spaces

9-Storey Mixed-Use
 Residential (9,010m² / 97,030ft²):
 • Estimate units: 133
 • Unit type: Market
 Non-residential uses (4,120m²/44,320ft²):
 • Ground Floor: Recreation facilities
 • Ground Floor: Boutique / programmatic retail
 • Ground Floor: Food bank
 • 2nd Floor: Service office space

Residential Unit
 Public / Resident Use
 Resident Use Only
 Green Space
 Site



03

Discussion / Next Steps

2024-25 TLC Annual Plan

COMMITTEE: POLICY & PLANNING COMMITTEE
DATE: May 16, 2024
ACTION: Decision

COMMITTEE RECOMMENDATION

1. That the Annual Plan for 2024-25 be approved and forwarded to the TDSB Board for its approval.

STAFF RECOMMENDATION

1. That the Annual Plan for 2024-25 be approved and forwarded to the TDSB Board for its approval.

EXECUTIVE SUMMARY

TLC's Shareholder's Direction requires that the TDSB Board approve an Annual Plan for TLC operations within one month of the start of the fiscal year. The operational deadline for TDSB to approve this report is August 1, one month before the start of the fiscal year in September.

The attached plan, which builds on the previously approved annual capital and operating budgets, provides additional detail on TLC's strategic direction, alignment to the TDSB's mission and strategic plan, and key deliverables it will achieve during the 2024-25 fiscal year.

STRATEGIC DIRECTION

TDSB Strategic Plan Goal: Allocate Human and Financial Resources Strategically to Support Student Needs

The 2024-25 Annual Plan identifies priorities for human and financial resources for the coming fiscal year.

TLC Strategic Plan Goal: To be a highly functioning organization successfully aligning TLC's and TDSB's Missions and the Shareholder Direction

Completing the 2024-25 Annual plan satisfies the requirement of the Shareholder's Direction creating accountability for the organization.

ACTION PLAN AND ASSOCIATED TIMELINE

The Annual Plan will be before the TLC Board at its meeting on May 28, 2024. Subject to approval, it would be forwarded to the TDSB's Planning and Priorities Committee on June 11 and to the TDSB Board on June 19.

RESOURCE IMPLICATIONS

N/A

DUE DILIGENCE

N/A

POLICY AND PROCEDURE REFERENCE(S)

TDSB-TLC Shareholder's Direction

APPENDICES

APPENDIX A 2024-25 TLC Annual Plan

FROM

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Markus O'Brien Fehr, Communications & External Relations Liaison, Toronto Lands Corporation, at mo'brienfehr.tlc@tdsb.on.ca or at 416-788-3211.



TORONTO LANDS
CORPORATION




Image: Rendering of new school for Lower Yonge precinct

2024-2025

ANNUAL PLAN

Unlocking the potential of TDSB properties for the benefit of students, staff and communities.

www.torontolandscorp.com



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, Metis and the Inuit peoples.

The Toronto Lands Corporation is the wholly owned subsidiary and exclusive real estate, leasing, development and land use planning services provider to the Toronto District School Board. With specific and professional expertise in these disciplines, TLC's mandate is to provide opportunities that ensure the well-being of TDSB students in modern and innovative schools, preserve public assets and collaborate to build complete communities where people live, learn, work and play.



Image: Rendering of Jean Lumb Public School

Contents

- 2** Message from the CEO
- 3** TLC's Core Principles
- 4** TLC's Strategic Direction
- 6** Feature Project Portfolio
- 8** TLC's Commitments for 2024-25
- 12** Budget Highlights

CEO's MESSAGE

I'm pleased to present our Annual Plan for 2024-25, reaffirming our commitment to advancing exceptional learning spaces serving vibrant communities.

2023-24 has been a year of significant change for the TLC. We have advanced with a new Board of Directors along with many new staff members, all of whom have been brought onboard to sharpen the focus of the TLC in its service to the TDSB. Additionally, the TDSB and TLC are currently in the midst of a search for a permanent CEO, and thus, anticipates more change ahead.

Legislation and policies from the Province pose new complexities and many unknowns, specifically on how the TDSB manages its real estate portfolio. The City of Toronto continues to revise zoning bylaws, advancing its work to increase the city's housing supply. The TDSB has adopted a new Multi-Year Strategic Plan focused on equity, belonging, achievement, thriving, and revitalization. This work presents an opportunity for TLC to work in lockstep with the TDSB, to maximize resources for school renewal while proactively preparing for the challenges of the future presented by a quickly growing city.

As stewards of the TDSB real estate portfolio, our mission to unlock the potential of those properties for the benefit of students, staff, and communities guides every aspect of our business strategy. At TLC, we will continue to pursue new ideas on what education orientated redevelopment can look like and how they can better serve the communities surrounding them, while finding new and creative ways to deliver both financial and social value.

At the root of our success is a dynamic team of real estate, planning, and public policy professionals. This group brings great value to the TDSB, offering efficiency, insight, and integrity in their work. Their ability to collaborate effectively with our shareholder and other stakeholders will ensure our collective success. I want to thank all of the individuals who have done incredible work and are eagerly anticipating tackling new challenges in the year ahead.

Together, we look forward to working in full alignment with the TDSB's mission and goals to ensure that public school students, their families, communities and staff have the best possible learning spaces.



We will continue to pursue new ideas on what education oriented redevelopment can look like.

- Ryan Glenn
Interim CEO, Toronto Lands Corporation

TLC's CORE PRINCIPLES

1. **TDSB lands will be preserved as public assets to the greatest extent possible.**



TLC will continue to support growing communities by seeking to deliver educational facilities alongside spaces for community services and housing. Government agencies, community groups, not-for-profits, coterminous school boards, and other public sector organizations will be prioritized for all land disposals, including leases.

2. **Continuous modernization of TDSB schools strengthens the public education system.**



TLC will work with TDSB to generate revenue through its real estate portfolio to facilitate capital re-investment in the modernization of its schools. To achieve geographical diversity, TLC will focus on areas with high Learning Opportunities Indexes (LOI) and recognize that the public education system extends beyond the “brick and mortar” of the school into the community.

3. **Maximizing TDSB land value extends beyond the financial and is to include community and social value.**



TLC will focus on truth, reconciliation, and equity as part of land development due diligence. TLC will seek to capture and quantify value through the delivery of Provincial Priorities and municipal and civic services while exploring opportunities for partnership with community services that can complement the educational experience of TDSB students.

4. **TDSB will be kept financially whole in the development of public service initiatives.**



TLC will identify opportunities for optimizing land by adding other uses or land severances to reinvest in improving schools. Properties and buildings will be utilized at fair market rates to the greatest extent possible to reduce carrying costs while TLC seeks to leverage additional funding through government partners seeking to incorporate Provincial Priorities, municipal facilities or other public services.

TLC's STRATEGIC GOALS

Goal 1: Transform student learning environments through the modernization of facilities.

As the TDSB advances its Capital Revitalization Strategy, TLC will continue to offer professional support and a vision of what modern schools can be. A redeveloped school site can offer more than a school. It can be an integrated space that maximizes public assets and becomes a destination that serves students and the broader public. With the average age of school buildings being over 60 years old and a backlog in major maintenance for buildings over \$4.2 billion, finding ways to utilize public space more efficiently is critical.

Over the coming year, TLC will work with TDSB to identify a list of priority schools working through a real estate lens to focus efforts, taking into account which sites are large enough to accommodate a new schools and areas with the highest Learning Opportunity Index (LOI).

A redeveloped site can offer more than a school. It can be an integrated space that maximizes public assets and becomes a destination.





Goal 2: Create a culture of partnership and collaboration with key stakeholder groups.

Achieving modernization within the TDSB school portfolio will require extensive partnership and collaboration. TLC will continue to work towards strengthening relationships with public sector partners, including the City, Province, not-for-profits, and community-based organizations, to achieve mutually agreed-upon outcomes.

These collaborations will be especially important in the context of current provincial policy and legislation. The current landscape is challenging, requiring creativity and outside-the-box thinking to advance ideas and test new strategies. We can choose not to be limited by these challenges, rather focusing on how we get to “yes.” This approach will create new opportunities to drive equity and reach underserved communities, creating a better learning environment for all.

Goal 3: To be a highly functioning organization successfully aligning the TLC’s & TDSB’s missions and the Shareholder’s Direction.

TLC will continue to work at establishing additional value for our Shareholder, the TDSB. Over the past year, this has included taking an increased role negotiating the functionality of urban format schools, both contractual and in proposed built form. TLC has ensured an increased presence at TDSB Board meetings, establishing itself as a resource for both TDSB staff and trustees.

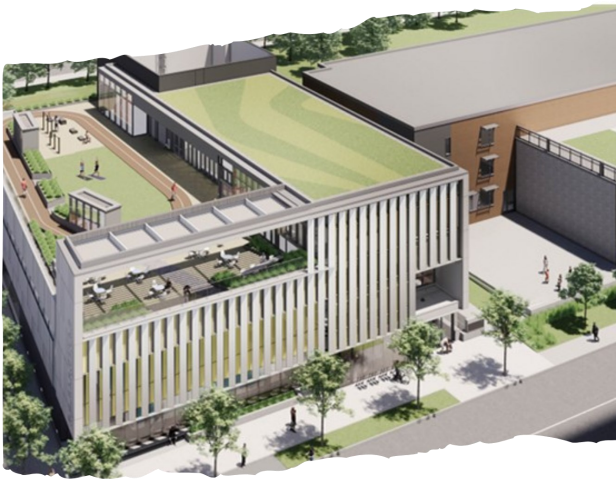
Over the coming year, TLC will continue its work to ensure accountability, collaboration, and effective communication with our shareholder as we continue to strengthen relationships between organizations and position TLC as a critical part of the TDSB’s Capital Revitalization Plan.

Over the coming year, TLC will continue its work to ensure accountability, collaboration and effective communication with our shareholder.

FEATURE PROJECT PORTFOLIO

705 Progress Avenue

A property jointly owned between TDSB & City of Toronto near the Scarborough Town Centre will establish a joint vision for a City park, new school, housing and community hub to serve the surrounding area.



Davisville Aquatic Centre

City work is advancing on this new recreational facility at Yonge and Davisville being created on the property of Davisville JPS following an agreement that brought in City funding for the creation of a new school on site.

Douglas Park

TLC has been working with New Haven, an organization offering specialized programming to better understand and treat those affected by Autism Spectrum Disorder (ASD) to purchase this site at 301 Lanor Avenue in Etobicoke and create a new state-of-the-art facility with partnership opportunities for the TDSB and the benefit of its students.



Ethennonhawahstihnen'

Redevelopment of the land south of Bessarion Subway Station on Sheppard Avenue East created space for a new school with City partnerships to use surrounding green space. The site presents an opportunity to explore affordable housing as a component of the site.

Peanut Plaza

This landmark property on Don Mills Road between Finch and Sheppard Avenues presents an opportunity to create a new complete community including new modern schools, housing, open space, transit, cultural spaces, commercial spaces, recreation, and childcare.



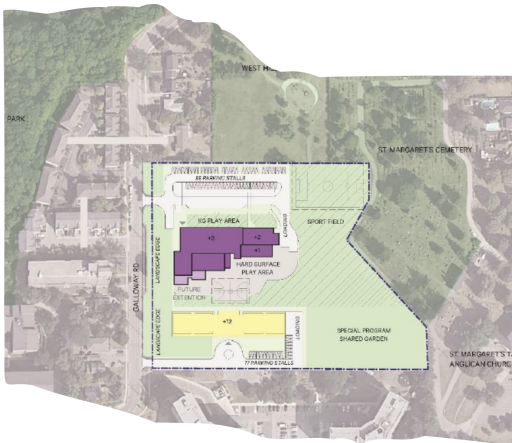
Sugar Wharf

As part of the large-scale development at Lower Yonge's Sugar Wharf, TLC has secured school space for the TDSB to serve the development site and surrounding area. The 455-pupil school continues to undergo design revisions.



Housing Now

The City of Toronto's initiative to create 1,254 new affordable rental units at 770 Don Mills Road (at Eglinton Avenue) also includes space secured by TLC for a 550-pupil podium school along with a new City park and non-profit childcare facility.



St. Margaret's

This school at 235 Galloway Road in Scarborough has been an urgent TDSB capital priority for many years and requires a complete rebuild. The property size affords many potential community-building opportunities, and has been identified in particular as the site for a potential long-term care facility.

West Don Lands Block 9

TLC helped to secure property for a future TDSB school during the creation of the West Don Lands Master Plan. The site is currently used by Metrolinx for construction staging for the Ontario Line but will present an opportunity to explore affordable housing and City park-use agreements in the development of the new school.



TLC Commitments in 2024-25

STRATEGIC PARTNERSHIPS & DEVELOPMENT

TLC recognizes that cultivating relationships with public sector, not-for-profit and community-based partners is a critical part of working efficiently and successfully meeting the TDSB's real estate goals. Over the coming year, TLC will:

- Tender Open Public Offerings to advance work on the Peanut Plaza's future design and 50 Ethennonnhawahstihnen' Lane.
- Work with an established non-for-profit long-term care provider with deep community roots to establish a plan to integrate an TLC facility on the site of St. Margaret's PS.
- Complete the design of the new school facility at Sugar Wharf and complete the transaction with the associated builder.
- Complete the sale of Douglas Park School to New Haven Learning Centre.
- Complete the MOU with the City of Toronto on 770 Don Mills Road's Housing Now project, anticipating that the City will take the project to market by the end of 2024, then work with the selected developer to advance the project design.
- Develop a standardized template establishing how we share park space with the City of Toronto, particularly in high-growth areas, to support urban-format schools.



Cultivating relationships with public sector, not-for-profit and community based partners is critical.

- Complete a Master Plan and draft an MOU with the City of Toronto to deliver a joint vision for 705 Progress Avenue.
- Work to establish a neighbourhood plan for Thorncliffe Park acknowledging the current and growing school enrollment pressures, in addition to its need for publicly accessible community spaces.
- Review the TDSB's portfolio to identify opportunities where EV charging could potentially be provided for public use.
- Continue to develop relationships with organizations such as the Urban Land Institute and the Infrastructure Institute at the University of Toronto to provide advice on opportunities to maximize additional city building opportunities on TDSB land.

TLC Commitments in 2024-25

REAL ESTATE & LEASING

The Real Estate & Leasing Team allows TLC to function as the stewards, asset managers, and professional advisors on matters related to TDSB's real estate holdings. Over the coming year, TLC will:

- Secure an estimated \$72 million in Proceeds of Disposition through the sale of surplus properties to help fund the TDSB's Modernization Strategy.
- Continue to manage over 600 leases for tenants in operating and non-operating TDSB schools, including childcare services that provide spaces to over 23,000 children.
- Generate gross revenue of over \$27 million through leases in operating and non-operating TDSB schools to help fund TDSB operating expenses.
- Consolidate its leasing agreements and support childcare tenants entering new funding arrangements resulting from the City of Toronto's new formula.
- Advance Open Public Offerings for Emery CI and Lester B Pearson CI, both in high Learning Opportunities Index (LOI) areas, to achieve community partnership agreements for improved sports field facilities, similar to the new agreement at Lawrence Park CI.
- Finalize an agreement with the City of Toronto which would see TDSB compensated through a land swap securing the use of a City field at 705 Progress Avenue in exchange for a small strip of land at 120 Galloway Road that would be provided to Gabriel Dumont Non-Profit Homes to build 67 additional units of affordable housing for Toronto's Métis community.



Image: Rendering of Kent Senior Public School



TLC Commitments in 2024-25

LAND USE PLANNING

TLC's Land Use Planning team seeks to ensure schools are a component of complete communities in Toronto and to provide effective stewardship of TDSB assets for healthy, safe, and modern learning environments through the planning process. Over the coming year, TLC will:

- Play an active role in the City of Toronto's development of municipal policy documents, advocating for policies that reflect the critical role schools play in achieving complete communities.
- Seek party or participant status at the Ontario Land Tribunal (former LPAT) on matters where the TDSB's interests need to be protected, such as securing new school sites in high-growth areas or addressing proposed developments that may adversely impact a TDSB site.
- Work proactively with the City and developers to identify new and creative opportunities for new school sites where appropriate and seek solutions where new applications present planning issues.



TLC seeks to ensure schools are a component of complete communities in Toronto.

- Provide thorough and timely comments to the City on planning applications in advance of their consideration by Council.
- Continue advocating with provincial policymakers for greater presence, influence, and autonomy for the TDSB in land use and capital planning processes.





TLC Commitments in 2024-25

CORPORATE SERVICES

TLC's Corporate Services support the core work of the organization, ensuring that the TLC team has the tools they need to perform and excel in a transparent and accountable environment.

Over the coming year, TLC will:

- Continue to evaluate its staffing structure to ensure that staffing levels and skill sets meet present and future demands while continuing its work to attract and retain high-performing employees.
- Seek to find a new working space as its current office lease expires, ensuring adequate space for a growing team of professional staff, with adequate meeting space to foster staff collaboration, board member engagement, and opportunities for public participation.
- Create an updated Service Level Agreement between TDSB and TLC to delineate actual service levels relating to functions, including finance, facilities, human resources, IT, payroll, and benefits.
- Revise and develop additional governance policies such as a Conflict-of-Interest Policy, Board Code of Conduct, and Public Complaints Process to ensure best practices of transparency are adhered to.

Ensuring the TLC team has the tools they need to perform and excel.

- Revise the long-term TLC Strategic Plan to ensure alignment with the TDSB's Multi-Year Strategic Plan (MYSP).
- Develop a set of Key Performance Indicators (KPIs) to help measure TLC's performance and mitigate risks to TDSB in connection with the delivery of its services.
- Pursue strategies and communications tools to build awareness of TLC's work in the public sphere, creating opportunities for public engagement and new opportunities for community partnerships.



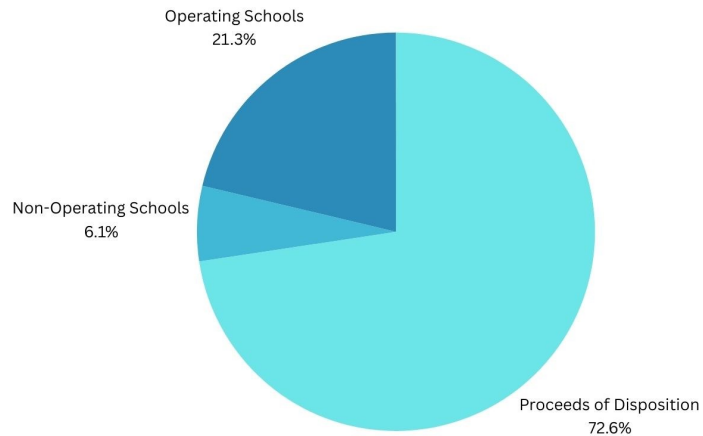
	—	—	—	(318)	(140)	—	(458)	—	(458)
	—	333	333	(93)	—	—	240	—	240
	9,918	15,984	25,902	(14,434)	(1,825)	(1,707)	7,936	—	7,936
Markets	899	3,714	4,613	(1,496)	(428)	(311)	2,378	(128)	2,250
Banking	1,639	1,347	2,986	(586)	(332)	(270)	1,798	(383)	1,415
Health Management	3,858	3,529	7,387	(2,568)	(35)	(702)	4,082	(1,402)	2,680
Real Estate	403	370	773	(366)	(30)	(18)	359	(128)	231
Transportation	550	193	743	(224)	(27)	(40)	452	(192)	260
Utilities	1,609	659	2,268	(1,003)	(77)	(117)	1,071	—	1,071
Insurance	426	4,613	5,039	(4,135)	—	—	873	(192)	681
Manufacturing	(102)	36	(66)	(2,060)	—	—	(2,552)	2,552	—
Other Items	(211)	(141)	(352)	(243)	—	(27)	(612)	(127)	(739)

BUDGET HIGHLIGHTS

TLC’s work will continue to raise funds for the TDSB’s Capital Renewal and Modernization programs and facility operations. 2024-25 budget highlights include:

- Generating an estimated \$72 million in property disposition revenue, subject to TDSB advancement and approval, in addition to the nearly \$65 million budgeted in 2023-24.
- Increase net lease revenue at non-operating school facilities by 18%.
- Reduction of administrative expenses by 1% while adding four additional staff positions to advance future work on behalf of TDSB.

TLC Combined 2024-25 Capital & Operating Gross Revenue Percentages



TLC Combined 2024-2025 Capital and Operating Budget

	2023-24 Revised Budget		2024-25 Budget	
	<u>Revenue</u>	<u>Expenditures</u>	<u>Revenue</u>	<u>Expenditures</u>
Proceeds of Disposition	\$64,800,000		\$72,100,000	
Non-Operating School Facilities	\$5,141,551	\$1,633,610	\$6,054,935	\$1,715,632
Operating School Facilities	\$21,737,362	\$23,585,270	\$21,111,360	\$20,811,360
TLC Administrative Expenses		\$5,466,978		\$5,394,645

TLC Board of Directors

TLC is governed by an independent 10 member Board of Directors, consisting of four Citizen Directors, four appointed TDSB Trustees and two TDSB Executive staff.

Payman Berjis

Citizen Director

Igor Dragovic

Citizen Director

John Filion

Citizen Director / chair

Aleem Punja

Citizen Director / vice chair

Liban Hassan

TDSB Trustee Member

Dennis Hastings

TDSB Trustee Member

Shelley Laskin

TDSB Trustee Member

Zakir Patel

TDSB Trustee Member

Leola Pon

TDSB Staff Member

Stacey Zucker

TDSB Staff Member



For more detail on the work of the Toronto Lands Corporation visit our website at torontolandscorp.com

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 [/Toronto-Lands-Corporation](https://www.linkedin.com/company/Toronto-Lands-Corporation)

Tri-Party Land Exchange with Gabriel Dumont

COMMITTEE: POLICY & PLANNING COMMITTEE
DATE: May 16, 2024
ACTION: Decision

COMMITTEE RECOMMENDATION

1. That the Board of the Toronto Lands Corporation approve the proposed tri-party land exchange between the Toronto District School Board, the City of Toronto, and Gabriel Dumont Non-Profit Homes; and
2. That the Board of the Toronto Lands Corporation forward this report to Board of Trustees for the Toronto District School Board for consideration.

STAFF RECOMMENDATION

1. That the Board of the Toronto Lands Corporation approve the proposed tri-party land exchange between the Toronto District School Board, the City of Toronto, and Gabriel Dumont Non-Profit Homes; and
2. That the Board of the Toronto Lands Corporation forward this report to Board of Trustees for the Toronto District School Board for consideration.

EXECUTIVE SUMMARY

On September 28, 2022, the TDSB Board of Trustees approved that staff be authorized to explore the concept of either donating or selling a strip of land at the north end of the Maplewood High School parking lot to Gabriel Dumont Non-Profit Homes (GDNP) and to report back to the Board when more information has been received.

GDNP is an agency that operates a housing complex for the Indigenous communities located in southeast Scarborough immediately adjacent to Maplewood High School (Trustee Patel, Ward 19). GDNP is proposing to expand the number of units in the complex by constructing 67 units of one and two bedrooms to accommodate Elders, seniors, and single parents with one child. This expansion requires the acquisition of a narrow strip of land along the north edge of Maplewood High School's parking lot.

The strip of land is approximately 20 metres wide by 100 metres long with an approximate area of 2,000 square metres or 0.49 acres. It is unused by the school and has little potential future use given its location and size. If the strip is conveyed to GDNP, the area of the Maplewood High School site will decrease minimally from 12.6 acres to 12.1 acres. This will have no impact on current school operations or the ability of the site to accommodate students. The integrity of the school site is maintained; it will continue to be able to function as a school and accommodate changes over time.

Appendix A contains aerial photos that show the location of the GDNP housing complex, Maplewood High School, and the strip of land that GDNP would like to acquire. Appendix B contains photos of the strip of land. Appendix C contains a site plan and sketch of GDNP’s proposed development.

Supporting GDNP with their Application for Funding

To support GDNP in their application for funding for their project, staff commissioned a survey and geotechnical studies through the TDSB procurement process. The survey and studies were shared with GDNP under a confidentiality agreement. GDNP reimbursed the TDSB for the costs of the survey and studies.

Severance Process

The process to sever the Maplewood High School site into a parcel that can be acquired by GDNP requires a consent application submission to the City of Toronto’s Committee of Adjustment. This process has now been completed and once the transaction is finalized, the TLC on behalf of the TDSB will be able to transfer the property to GDNP.

Ongoing Discussions with the Ministry of Education

Staff have met with the staff of the Ministry of Education on several occasions to discuss the proposal. The Ministry staff have advised that when school boards dispose of land, they must dispose of it at fair market value. Currently there is no provision in provincial legislation to allow a school board to donate land.

Path Forward Land Exchange with the City of Toronto

Staff from the TLC, in consultation with the TDSB, have been working with the City of Toronto (“the City”) to develop a plan that would allow the TLC to transfer the property at nominal value to GDNP in exchange for use of City owned land (Appendix D) for the purposes of an outdoor playfield at a future urban format (podium) school. The TLC and the City have agreed in principle that in exchange for the TLC providing at no cost, the land to GDNP, the City has committed (Appendix E) to provide the TDSB access to an acre of future parkland at 705 Progress Avenue (Trustee Patel, Ward 19) for forty-nine (49) years. The value of this consideration meets or exceeds the fair market value requirement with respect to the strip of land being provided to GDNP and represents what is possible when two public sector landowners are committed to truth and reconciliation and seeking a creative path forward.

STRATEGIC DIRECTION

TDSB Strategic Plan Goal: Provide Equity of Access to Learning Opportunities for All Students

Strengthening neighbourhoods and developing new, modern learning environments.

TLC Strategic Plan Goal: Create a Culture of Partnership and Collaboration with Key Stakeholder Groups

By working with the City of Toronto on a creative way forward, the TLC and the City continue to build and strengthen our mutual commitment to truth and reconciliation.

ACTION PLAN AND ASSOCIATED TIMELINE

Seek Ministry of Education approval of this proposed transaction.

RESOURCE IMPLICATIONS

None

DUE DILIGENCE

Staff from the TDSB, City of Toronto, Ministry of Education and Gabriel Dumont non-profit homes have been regularly consulted.

POLICY AND PROCEDURE REFERENCE(S)

Truth and Reconciliation

APPENDICES

- APPENDIX A** Aerial Photos and Property Lines – Maplewood Secondary School
- APPENDIX B** Photos of the Strip of Land Proposed to be Conveyed to GDNP
- APPENDIX C** Site Plan and Sketch of GDNP’s Proposed Development
- APPENDIX D** Site Sketch of 705 Progress Avenue
- APPENDIX E** Letter of Intent from the City of Toronto

FROM

Ryan Glenn, Interim Chief Executive Officer, Toronto Lands Corporation, at rglenn.tlc@tdsb.on.ca or at 437-219-8191.

Appendix A

Aerial Photos Showing Existing and Proposed Property Lines

Existing property Lines



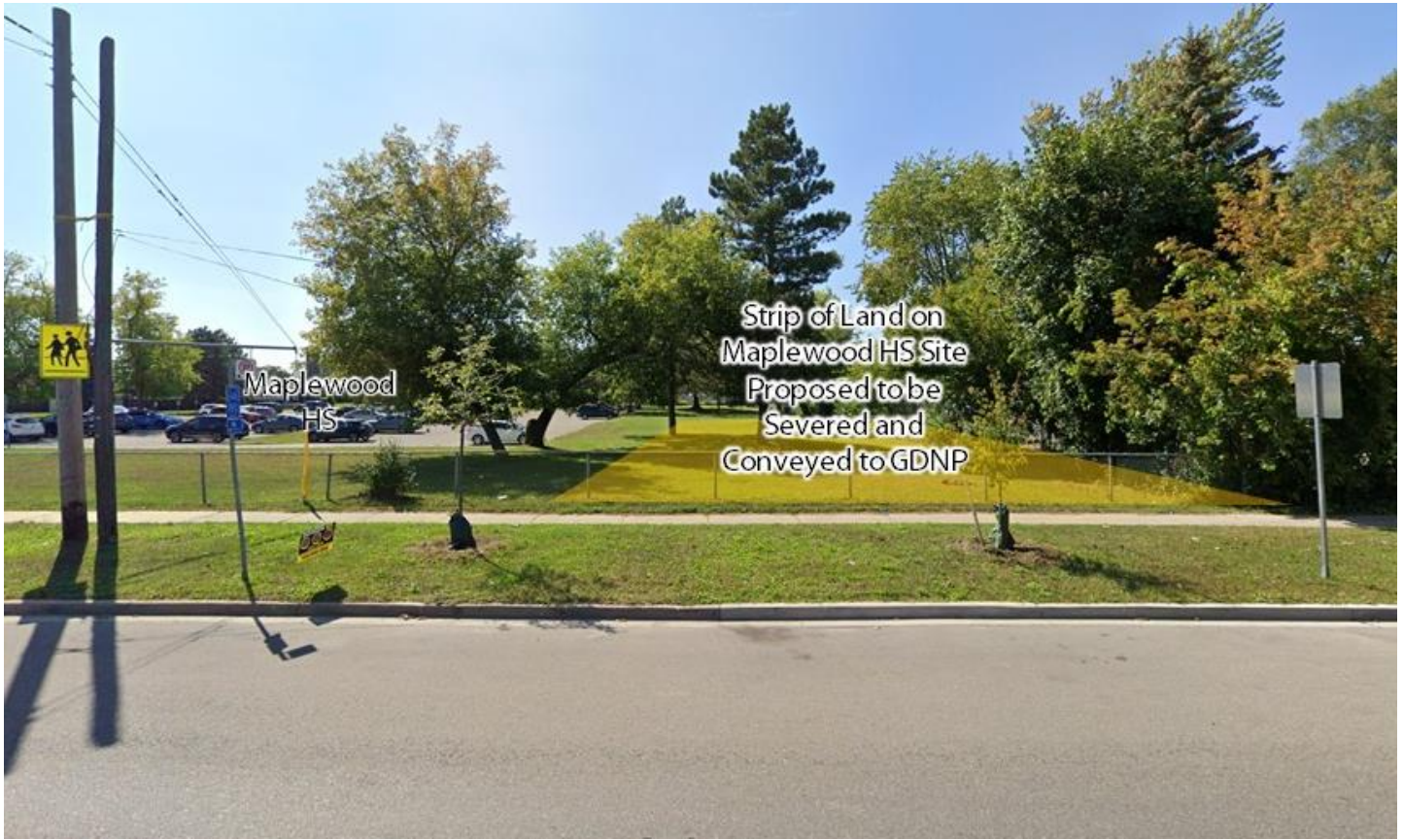
Proposed Property Lines



Appendix B

Photos of the Strip of Land Proposed to be Conveyed to GDNP

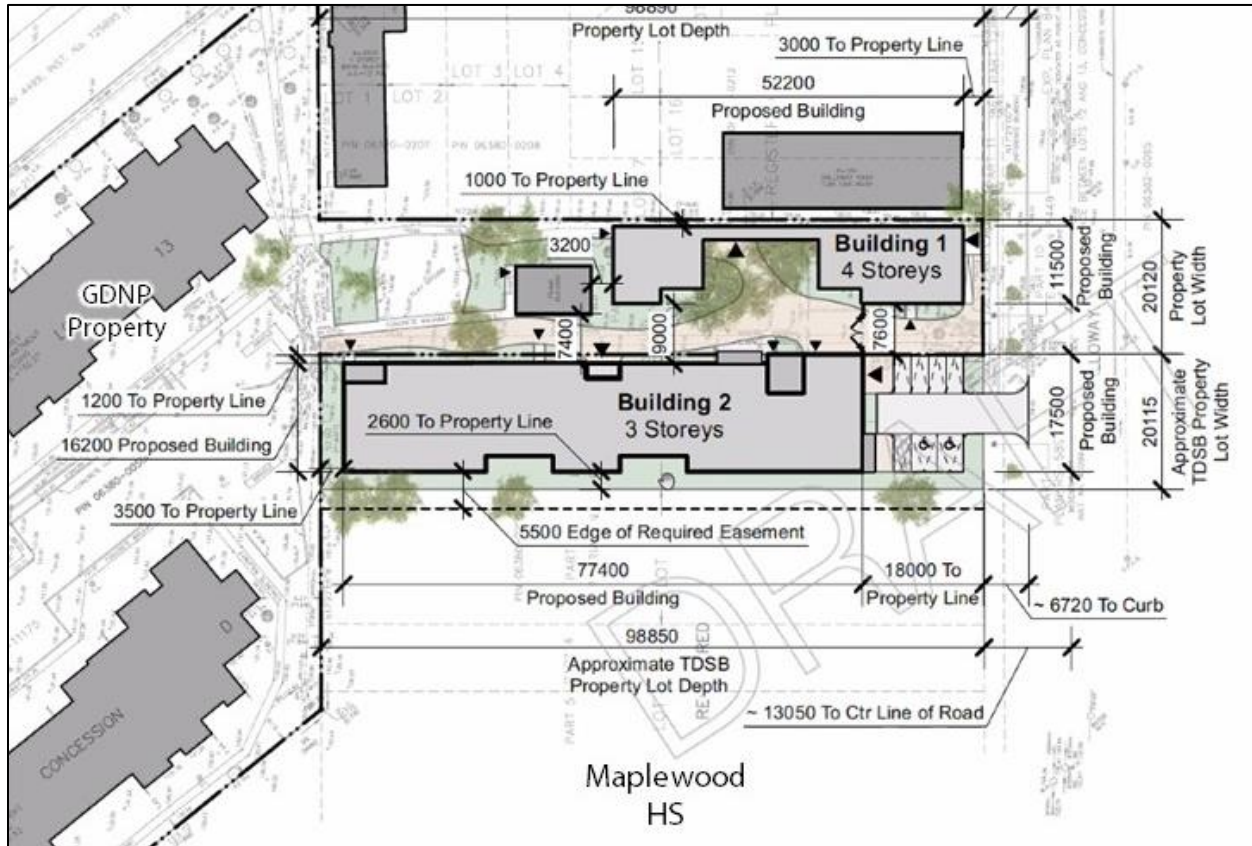


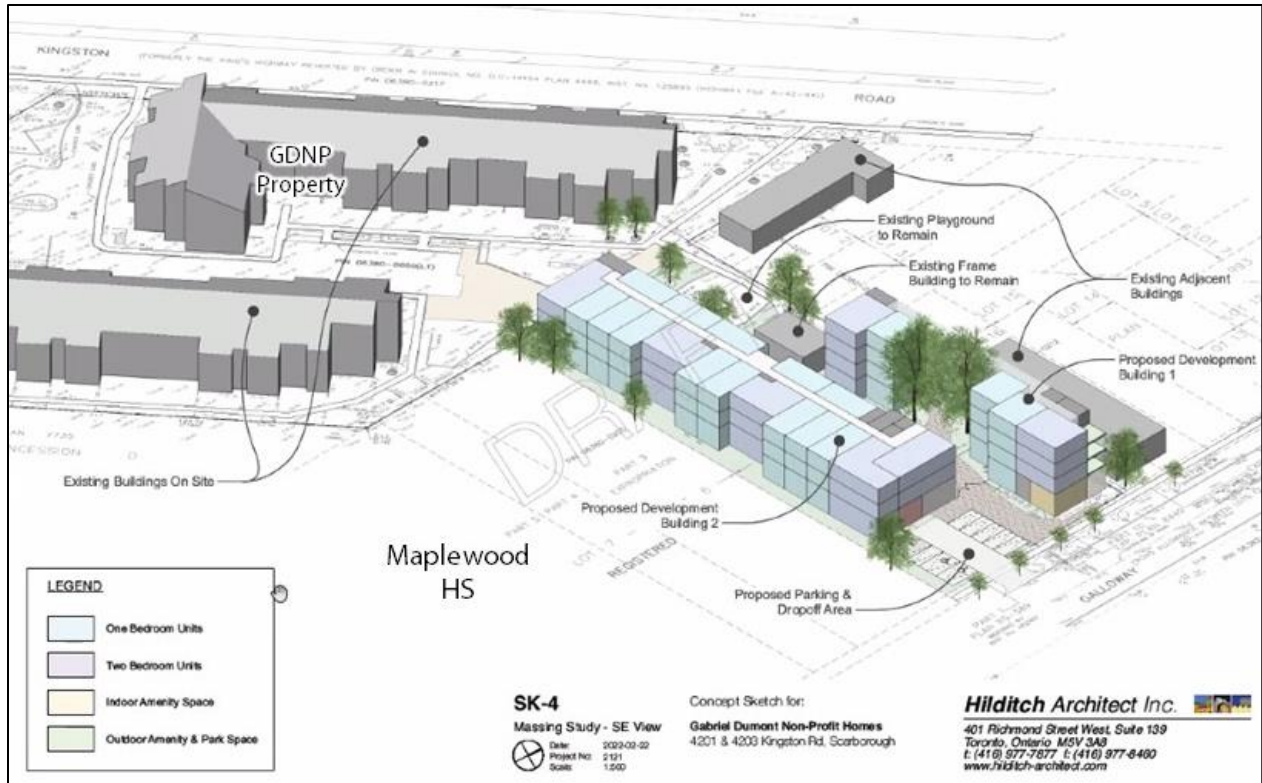


Source: Google Maps

Appendix C

Site Plan and Sketch of GDNP's Proposed Development





Source: Hilditch Architect Inc

APPENDIX D Site Sketch of 705 Progress Avenue



Figure illustrates approximate 1 acre of parkland to be entered into with the City of Toronto as part of a future development concept for the site at 705 Progress Ave.

Transaction Services
Corporate Real Estate Management Division

Metro Hall
55 John Street
2nd Floor
Toronto, Ontario M5V 3C6

Tel: 416-338-2998
Alison.Folosea@toronto.ca
www.toronto.ca

May 7, 2024

SENT VIA EMAIL – RGlenn.tlc@tdsb.on.ca

Toronto Lands Corporation
60 St. Clair Avenue East, Suite 201
Toronto, ON M4T 1N5

Attention: Ryan Glenn

RE: 705 Progress Future Park Access

Dear Mr. Glenn

The City of Toronto, through the Corporate Real Estate Management division, Housing Secretariat and Parks, Forestry and Recreation division, and Toronto Lands Corporation (TLC) have been actively working with Gabriel Dumont Non-Profit Homes Inc. to consider mechanisms to have TLC convey approximately 2,000 m² portion of the greenspace between the parking lot of the Maplewood High School lands at 120 Galloway Road, Toronto (the “Excess Property”) to Gabriel Dumont Non-Profit Homes (Metro Toronto) Inc. (“GDNP”).

GDNP is currently undertaking a 19-rental home development at 4201 and 4203 Kingston Road, a site currently owned and operated by GDNP as affordable housing. GDNP has identified an opportunity to further increase the number of affordable rental homes that can be created, should they be able to access a narrow strip of greenspace between the Maplewood school’s parking lot and GDNP's property. Should this portion of land be conveyed to GDNP, the combined project site could support 60 to 80 new affordable homes (instead of 19 affordable rental homes currently proposed).

On November 9, 2021, Toronto City Council adopted item GL26.7. This Council item and its associated motions consider a master redevelopment plan at 705 Progress Avenue. GL26.7 considers new city-building outcomes to serve the rapidly urbanizing community of Scarborough Centre, with specific consideration for: a new public elementary school; a permanent community hub for local charities; public parkland; and, an affordable housing component.

City staff are prepared to recommend to City Council, subject to obtaining necessary authorities, that the City of Toronto enter into a nominal value park access agreement for 49 years, permitting TLC/TDSB to access and use 1 acre of the planned 705 Progress park, during the instructional day for recreational and educational purposes, in consideration of TLC transferring the ownership of the Excess Property GDNP.



Contractual obligations will only be created by a formal agreement that is signed by both the City and TLC, notwithstanding any negotiations, settlement of issues, or conduct which would otherwise suggest the existence of an agreement.

We appreciate the continued commitment by TLC and the TDSB in contributing to truth, justice and reconciliation with Indigenous Peoples and your ongoing partnership with the City.

Sincerely,



Alison Folosea
Director
Transaction Services
Corporate Real Estate Management Division
City of Toronto

DECISION ITEM

235 Galloway Rd (St. Margaret's Public School) - Update on Long-Term Care Opportunity

To: Policy and Planning Committee

Date: May 16, 2024

COMMITTEE RECOMMENDATION:

1. That the Board receive an Expression of Interest from the Scarborough Health Network contained in *Appendix B* for the TDSB site located at 235 Galloway Rd-St. Margaret's Public School.
2. That TLC staff be authorized to negotiate the terms of a Memorandum of Understanding with the Scarborough Health Network to locate a future long-term care facility on the TDSB-owned property at 235 Galloway Rd and to report back to the Board in Q1 2024-2025 with a draft.

STAFF RECOMMENDATION:

1. That the Board receive an Expression of Interest from the Scarborough Health Network contained in *Appendix B* for the TDSB site located at 235 Galloway Rd-St. Margaret's Public School.
2. That TLC staff be authorized to negotiate the terms of a Memorandum of Understanding with the Scarborough Health Network to locate a future long-term care facility on the TDSB-owned property at 235 Galloway Rd and to report back to the Board in Q1 2024-2025 with a draft.

EXECUTIVE SUMMARY

The site of St. Margaret's Public School located at 235 Galloway Road is a large 7.2 acre parcel whose size presents an opportunity to explore the addition of other uses on the site. At the October 17, 2023, meeting of the Policy and Planning Committee, staff presented the potential for using a portion of the south end of the site for a new long-term care facility to complement a planned replacement of the existing school. This program was proposed based on the need for services in the neighbourhood, the ability to provide programming and revenue opportunities for the existing school, and the overall contribution to the delivery of additional Provincial priorities.

As part of the due diligence on the site, staff have been having discussions with various long-term care providers to understand the viability of this program on the site and the opportunities and challenges it may present.

Scarborough Health Network is an established partner in the community, having provided health services to area residents for many years. The Expression of Interest contained in *Attachment B* outlines their proposal to explore opportunities with TLC/TDSB to develop a plan for the construction and operation of a health service facility on a portion of the property located at 235 Galloway Road.

BACKGROUND

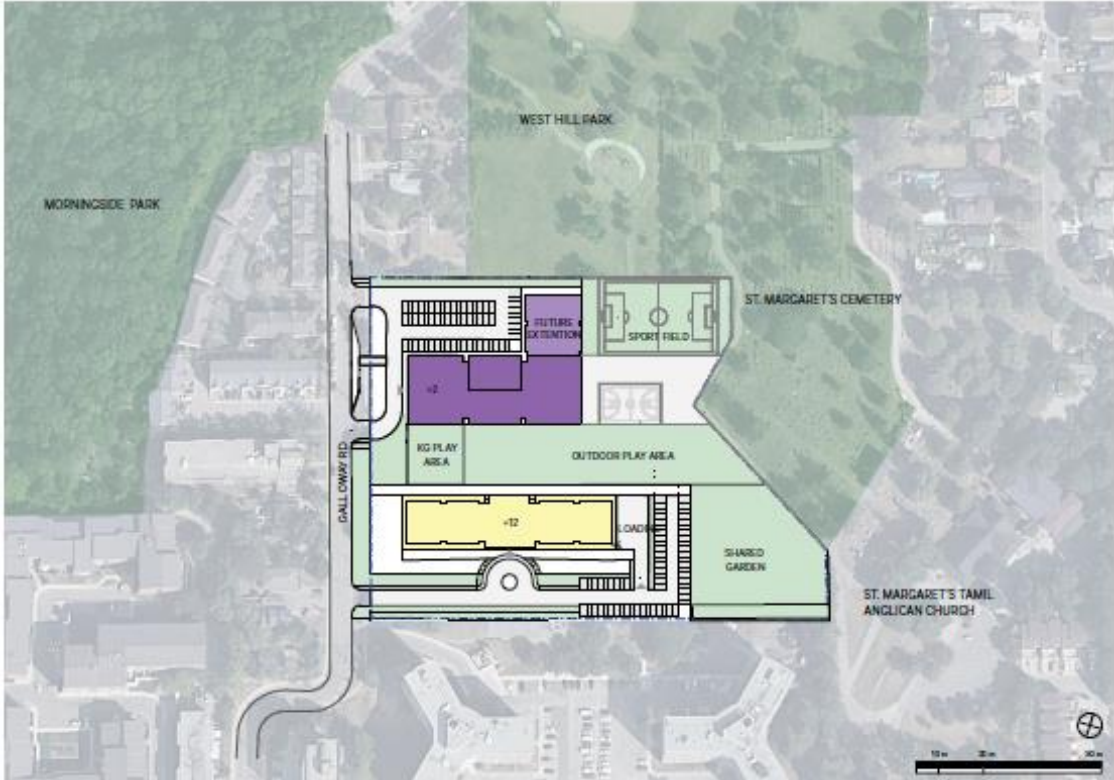
St. Margaret's PS is an operating JK-8 elementary school located in the Kingston-Galloway Neighbourhood of Toronto. In 2022-2023 the school was operating at 113% utilization with 278 students on-site (capacity is 245). To address the historical and current accommodation pressures on the site, a large 16-unit port-a-pack was attached to the school building. St. Margaret's PS is also within the City of Toronto's West Hill Neighbourhood Improvement Area and ranks high on the Learning Opportunities Index (7), which is based on measures of external challenges affecting student success. The existing St. Margaret's Public School is proposed to be replaced with a new and expanded 340-pupil place JK to Grade 8 elementary School that would provide students with a new and desperately needed state-of-the-art facility and childcare. The school buildout would be phased, allowing for the construction of a new school while the existing St. Margaret's PS remains operational. A Capital Priorities request for the replacement of the school was submitted to the Ministry of Education in late October 2023.

The St. Margaret's property is a large 7.4-acre site that is relatively flat and irregular in shape with a prominent frontage on Galloway Road. Sites of this size are rare in Toronto. The parcel offers ample space to section off a portion of the site for a new school and yard while maintaining the south end as a viable development parcel. This could provide an opportunity to explore options for delivering other community benefits that speak directly to the TLC's mandate to think more broadly about the role TDSB's real estate can play in supporting communities. It also speaks to provincial priorities to better utilize public lands to help meet other community priorities.

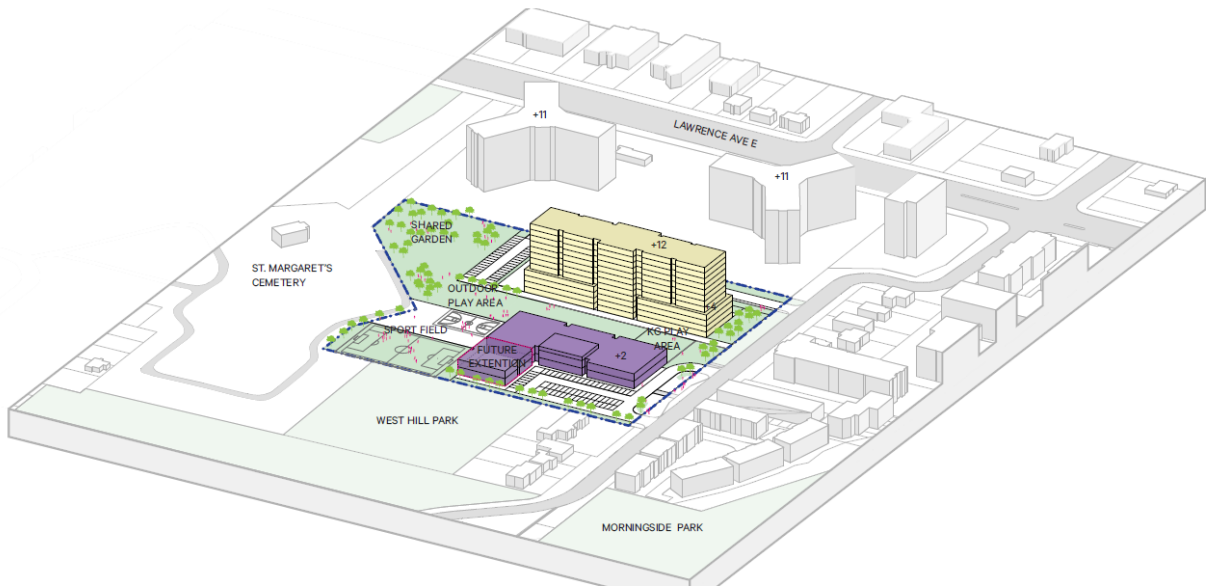
The site abuts the City-owned West Hill Park to the north and St. Margaret's In the Pines cemetery to the east. While the site is designated Neighbourhood in the City of Toronto Official Plan, it is also adjacent to lands on the south and west of designated Apartment Neighbourhoods. The site is also in close proximity to Lawrence Avenue East and Kingston Road (a mixed-use future transit corridor). In the last few years, there have been several new development applications on the south side of Lawrence Ave E for 10-12 storey apartment buildings.

The images below are a first draft illustrating a 4.5-acre school site with a new 2-storey 340 pupil placement school that reserves the opportunity for future expansion (600 pp) and includes an approximate 9,000 sq.m school yard and associated parking. On the south end of the site, the concept illustrates the potential to accommodate a 25,000 sq.m long-term care facility and outdoor amenity area, which could be shared with the school. While this concept requires further

review, these images illustrate the potential to maximize the use of the site to meet other community-building priorities with the added opportunity to enhance/complement student learning.



Picture 1: Preliminary site evaluation incorporating 4.5-acre school site with a new 2-storey 340 pupil placement school that reserves the opportunity for future expansion (600 pp), associated play space and a long-term care facility on the south-end.



Picture 2: View looking south-east.

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

- Site Inspection
- Official Plan
- Planning Report
- 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 as a result of this report.

RISK LEVEL

Low

ACTION PLAN AND ASSOCIATED TIMELINES

Report back to the TLC Board following the completion of a draft term sheet to inform a Memorandum of Understanding.

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:** Site Profile
- **Appendix B:** Expression of Interest from SHN

FROM

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

Barbara Carou, Acting Director, Strategic Partnership and Development, Toronto Lands Corporation, at bcarou.tlc@tdsb.on.ca

SITE PROFILE

APPENDIX A

St. Margaret's

235 Galloway Rd

Ward: 19 (Patel)

Location: Lawrence Ave & Morningside Ave

Current Use: Elementary School

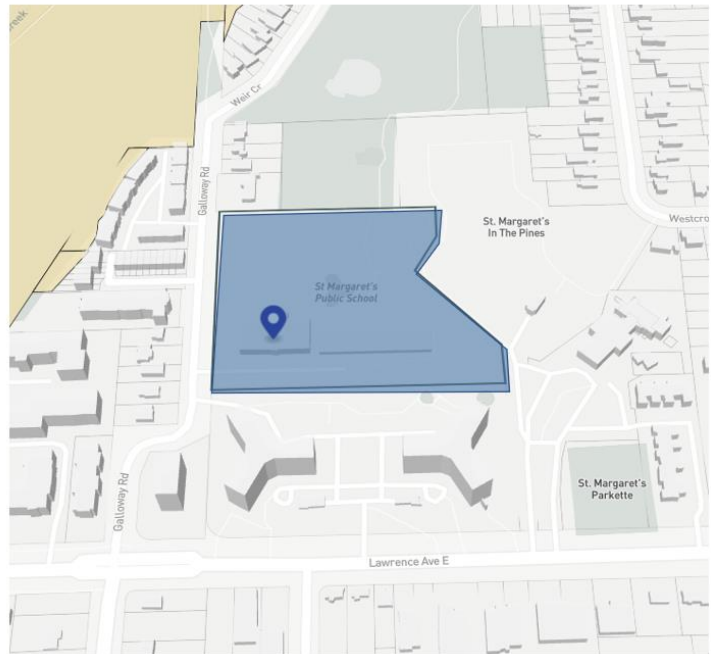
Site Size: 7.4 Acres

OP Designation: Neighbourhoods

Zoning: SFD

Major Transit: No

Station Area:





May 13, 2024

Toronto Land Corporation
60 St. Clair Avenue East, Suite 200
Toronto, ON M4T 1N5

Re: Letter of Intent to Partner for Development of a Long-Term Care Facility at St. Margaret's Elementary School Site

We at the Scarborough Health Network (SHN) are pleased to express our intent to partner with the Toronto Land Corporation (TLC) to develop a portion of the St. Margaret's Elementary School Site into a state-of-the-art long-term care (LTC) facility. This partnership reflects our shared vision of enhancing healthcare infrastructure in Scarborough to meet the growing needs of our community.

Overview of the Project:

- Site Location: St. Margaret's Elementary School Site, Scarborough
- Purpose: To develop a long-term care facility that will be operated by SHN
- Proposed Facility Size:
 - Option 1: 12-storey building, 18,150 square meters (195,000 sqft), 260-350 units
 - Option 2: 5 to 10-storey building, 18,700 square meters (201,300 sqft), 270-365 units
- LTC Home Design Principles:
 - Courtyard Building, Single-Loaded Corridor, Independent Cluster of Units
 - Outdoor destinations and patio-like spaces
 - Adherence to Ontario LTC design guidelines
- LTC Partnership Benefits:
 - Wrap-around supports for residents
 - Employment opportunities for Scarborough residents for construction and operationalization of the LTC home.
- Initial Development Plan: Explore opportunities to establish a partnership and collaborate with TLC and key stakeholders to develop key terms that will set out to inform and application to the Ministry of Long-Term Care.

Benefits of the Partnership:

1. Community-Centered Care: The development will bring high-quality, community-oriented long-term care services to the residents of Scarborough. The LTC facility will be ideally situated within the community to prevent residents from feeling isolated. By creating a mixed-use



campus alongside a school, the partnership will offer mutual benefits to both seniors and students.

2. Modern Infrastructure: Our designs will ensure optimal living conditions, offering residents familiar, intimate spaces with access to outdoor areas.

3. Collaborative Growth: This initiative strengthens the relationship between SHN and TLC, creating opportunities for future collaborative projects.

Next Steps:

We propose forming a joint project team to work on setting out a structure to advance the detailed planning and implementation of this initiative. Together, we can ensure that this project is executed efficiently, meeting the requirements of both organizations and benefiting the community.

Sincerely,

A handwritten signature in black ink, appearing to read "David Graham". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

David Graham
President and CEO
Scarborough Health Network
3030 Lawrence Avenue East
Scarborough, ON M1P 2T7