**TORONTO LANDS CORPORATION**

**60 ST. CLAIR AVENUE EAST**

**TORONTO, ONTARIO**

**MINUTES OF THE HUMAN RESOURCES, NOMINATING & GOVERNANCE COMMITTEE MEETING**

**HELD IN-PERSON AT TORONTO LANDS CORPORATION OFFICE**

**AND VIRTUALLY VIA MICROSOFT TEAMS**

**September 5, 2024, 5:00 PM**

**The following committee members were present:**

Aleem Punja, Citizen Director and Committee Chair (in-person)

John Filion, Citizen Director (Regrets)

Shelley Laskin, Trustee Director (In-person)

Leola Pon, TDSB Staff Director (Virtual)

Stacey Zucker, TDSB Staff Director (Virtual)

**The following TLC staff were present:**

Ryan Glenn, Chief Executive Officer (In-Person)

George Kralidis, Head of People and Culture, (Regrets)

Markus O’Brien Fehr, Manager, Communications & External Relations (In-Person)

Linda Pietrangelo, Head of Corporate Governance & Accountability (In-Person)

**The following guests were in attendance:**

Mary Ellen Bench (Counsel, Dentons LLP) (Virtual)

Dennis Hastings, Trustee Director (In-Person)

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

There being a quorum present, and the Directors having been given adequate and proper notice of the meeting, the meeting was called to order by Aleem Punja, Committee Chair at 5:00 PM (EST).

1. **Land Acknowledgement**

Aleem Punja, Committee Chair, read the following land acknowledgment:

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.

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

No other conflicts of interest were declared.

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

**On a motion by Shelley Laskin, seconded by Leola Pon, the Agenda was approved as distributed.**

1. **Approval of Minutes of the Human Resources, Nominating and Governance Committee**

No errors or omissions were identified.

**Shelley Laskin seconded by Leola Pon, moved that the minutes of the** **Human Resources, Nominating & Governance Committee from July 24, 2024, be approved.**

**The motion was carried.**

## Staff Reports:

1. **TLC Board Self-Evaluation [09-001]**

The committee had for its consideration a revised draft of the TLC Board Self-Evaluation. From the July 24, 2024, Special Meeting of the HRNG committee, the committee provided feedback and various changes that staff have now included in self-evaluation.

The committee agreed with the revised content and the format in which the self-evaluation would be presented but did want to ensure that all director responses were kept anonymous and that no responses could be attributed to any individual director. Accordingly, it was suggested a pre-amble on the evaluation survey document be included to ensure directors are aware that responses cannot be attributed to any individual director in completing the evaluation survey.

**On a motion made by Shelley Laskin seconded by Leola Pon:**

**The TLC Board of Directors adopt the TLC Board Self-Evaluation and forward the results of the Self-Evaluation to the TDSB Board for approval.**

**The motion was carried.**

1. **CEO Evaluation Framework [09-002]**

Mary Ellen Bench of Denton’s LLP presented an updated CEO Evaluation Framework to the committee which included: (1) the Chief Executive Officer Performance Appraisal Process and (2) Mutually Agreed Goals and Objectives for the year September 1, 2024, to August 31, 2025. It was identified a key meeting took place in August 2024 to inform the *Mutually Agreed Goals and Objectives.*

In the committee’s review of the framework, the committee agreed that: (1) minor adjustments are required for the *CEO Performance Appraisal Process* language and grammar and (2) with respect to the *Mutually Agreed Goals and Objectives,* targets outlined for the CEO have been written using a combination of measurable and specific goals while others were written generally. The overall sentiment of the committee is that consistency is critical and if the intent is to keep the goals aspirational then all goals ought be written the same way.

Accordingly, the committee agreed that the *CEO Performance Appraisal Process* and the *Mutually Agreed Goals and Objective for the year September 1, 2024, to August 31, 2025,* be approved in principle, with the amendments outlined by the committee to be included in the framework and that a final draft be provided to the committee prior to circulation to the TLC Board.

**On a motion made by Shelley Laskin seconded by Leola Pon,**

1. That the *CEO Performance Appraisal Process* and the *Mutually Agreed Goals and Objective for the year September 1, 2024, to August 31, 2025,* be approved in principle*.*
2. That theTLC Board of Directors approve the Chief Executive Officer (CEO) Performance Appraisal Process; and the Mutually Agreed Goals and Objectives for the year September 1, 2024 – August 31, 2025.

**The motion was carried.**

1. **Adjournment of Meeting**

At 6:00 PM, on a motion made by Trustee Shelley Laskin, seconded by Leola Pon, the meeting adjourned.