



TLC Organizational Board Meeting

Board of Directors: John Fillion (Chair), Payman Berjis, Igor Dragovic, Liban Hassan, Shelley Laskin, James Li, Dan MacLean, Leola Pon, Maia Puccetti, Aleem Punja.

November 21, 2024

Hybrid Meeting: Toronto Lands Corporation Office & Virtual Via MS Teams

201- 60 St. Clair Ave. E

Toronto, ON, M4T 1N5



Meeting Book - TLC Organizational Board Meeting

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 For Approval Chair

5. Approval of the Minutes of the Board of Directors Meeting For Approval Chair
Approval of Minutes from October 17, 2024 TLC Board Meeting (public session).

[Minutes of the Regular TLC Board - October 17, 2024 - Public Session - 4](#)

6. Organizational Decisions
 1. Election of Chair, Vice Chair and Committee Appointments Decision Chair Presiding, Ryan Glenn

[Approved Procedure for Election of Officers of the TLC Board and Assignments to Standing Committees - 12](#)

 2. Election of a Citizen Director to be Appointed as Chair to the TLC Board Chair Presiding, Ryan Glenn

[Election of Citizen Director to be Appointed as Chair of the TLC Board - 14](#)

 3. Election of a Director as Vice-Chair of the TLC Board Chair Presiding, Ryan Glenn

[Election of a Director as Vice-Chair of the TLC Board - 16](#)

 4. Establish and Review Committees of the TLC Board: Reaffirmation of Committees Chair Presiding, Ryan Glenn
Chair presiding will provide verbal report.

 5. Appointment of Directors to Committees of the TLC Board Chair Presiding, Ryan Glenn

[Appointment of Directors to Committees of the TLC Board - 17](#)
 - a. Policy & Planning Committee
 - b. Human Resources Nominating and Governance Committee
 - c. Audit & Finance Committee

 6. Recess to Permit the Appointment of Standing Committee Chairs Chair Presiding,

Meetings of the standing committees will be convened during a recess to elect their chairs. The organizational meeting will reconvene following the recess and the Board will be advised of the standing committees' appointments.

Ryan Glenn

[Appointment of Committee Chairs Elected by Committee Members - 19](#)

- a. Selection of Chair for Policy & Planning Committee
- b. Selection of Chair for Human Resources, Nominating & Governance Committee
- c. Selection of Chair for Audit & Finance Committee

7. Reconvening the Regular Meeting of the Organizational Board to Approve the Appointment of Committee Chairs

Chair
Presiding,
Ryan Glenn
Chair, John
Filion

8. Adoption of Annual Schedule of Meetings of the TLC Board and Committees

[2024-25 TLC Board & Cmt Schedule_Detailed Schedule - 20](#)

[2024-25 TLC Board & Cmte Schedule of _Aggregate Schedule - 22](#)

2. TLC Board Work Plan: Professional Development, Visioning and Team Building [11-23]

Decision

George
Kralidis &
Linda
Pietrangelo

[TLC Board Work Plan: Professional Development, Visioning and Team Building - 24](#)

[APPENDIX A: TLC Board Work Plan for Training, Visioning & Team Building - 26](#)

7. New Business

Chair

1. Appointing Authorized Signing Officers to the TLC Board [11-24]

Decision

Ryan Glenn

[Appointing Authorized Signing Officers to the TLC Board - 28](#)

Adjournment to Closed Session
If required, only

For Approval

Chair

8. 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**

October 17, 6:00 PM

The following Board members were present:

John Filion (Citizen Director / Chair, in-person),
Igor Dragovic (Citizen Director, virtual),
Aleem Punja (Citizen Director / Vice-Chair, in person),
Payman Berjis (Citizen Director, in-person),
Liban Hassan (Trustee Director, in person),
Dennis Hastings (Trustee Director, in person),
Shelley Laskin, (Trustee Director, virtual),
Zakir Patel (Trustee Director, virtual),
Leola Pon (TDSB Staff Director, in person).

The following Board members were not present: Stacey Zucker (TDSB Staff Director)

The following TLC staff were present:

Barbara Carou (Director, Development & Strategic Partnerships),
Yvonne Choi (Director of Planning),
Simon Hewett (Manager, Asset Management & Leasing),
George Kralidis (Head of People & Culture),
Markus O'Brien Fehr (Manager, Communications & External Relations),
Wilbur Wong (Director, Real Estate & Leasing).

The following guests were present: Trustee Sara Ehrhardt (virtual)

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

2. Land Acknowledgement

John Filion, 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.

MEETING MINUTES

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

Trustee Shelley Laskin, seconded by Leola Pon, moved the approval of the agenda as presented.

The motion was carried.

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

The minutes of the Board of Directors meeting from September 19, 2024, were before the Board.

Aleem Punja, seconded by Payman Berjis, moved that the public and private minutes of the previous Board Meeting on September 19, 2024, be approved without amendment.

The motion was carried.

6. Reports from the Committees

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

Aleem Punja, Chair of the Human Resources, Nominating and Governance Committee, provided a report on the September 26, 2024, meeting of the HRNG Committee.

1. TLC and TDSB Service Level Agreement [09-011]

Aleem Punja, seconded by Trustee Shelley Laskin, moved that the report be received for information.

The motion was carried.

2. Amendment to TLC Bylaws re. P&P Committee Composition [09-022]

Aleem Punja, seconded by Trustee Shelley Laskin, moved:

1. That section 3.3.4 of the TLC Procedural Bylaws be amended to expand the committee composition for the TLC Policy & Planning Committee to a minimum of 4 and a maximum of 7 members.

The motion was carried.

2. Report from Audit and Finance Committee

Payman Berjis, Chair of the Audit & Finance Committee, provided a report on the September 26, 2024, meeting of the A&F Committee.

MEETING MINUTES

1. Q3 2023-24 TLC Operating Results [09-012]

Payman Berjis, seconded by Trustee Liban Hassan, moved that the report be received for information.

The motion was carried.

3. Report from the Policy and Planning Committee

Igor Dragovic, Chair of the Policy & Planning Committee, provided a report on the October 10, 2024, meeting of the P&P Committee.

1. 705 Progress Avenue: Conceptual Master Development Plan, Project Charter and Proposed Budget to Advance Podium Elementary and Mixed-Use Redevelopment [10-013]

Igor Dragovic, seconded by Leola Pon, moved that the Board:

1. Approve the *705 Progress Avenue: Conceptual Master Development Plan, Project Charter and Proposed Budget to Advance Podium Elementary School and Mixed-Use Redevelopment*, outlined in **Appendix B**.
2. Receive for information, the Key Terms of the *Project Charter* for the 705 Progress Mixed-Used Redevelopment, outlined in **Appendix C**.
3. Approve the proposed consultant budget in the amount of approximately \$1.5M, split 50/50 between the TDSB and City of Toronto with \$300K to be allocated to TLC's 2024-2025 budget and \$450K to be allocated to TLC's 2025-26 budget.
4. Authorize Toronto Lands Corporation staff, in coordination with CreateTO and the City of Toronto, to prepare and submit the required development applications to amend the City of Toronto's Official Plan and Zoning By-law and subdivide the lands at 705 Progress Avenue to permit the redevelopment of the site into the proposed podium elementary school and mixed-use development.
5. Direct the Chief Executive Officer, Toronto Lands Corporation, to report back to the TLC Board in December 2025 on a business case to advance phased redevelopment of 705 Progress Avenue.
6. Forward this report, *705 Progress Avenue: Conceptual Master Development Plan, Project Charter and Proposed Budget to Advance Podium Elementary School and Mixed-Use Redevelopment*, to the TDSB Board for approval.

The motion was carried.

MEETING MINUTES

2. 2900-3000 Don Mills Road – Proposal for Two-Stage Market Offering Process [10-014]

Payman Berjis, seconded by John Filion, moved:

1. That the words “TLC staff” and Chief Executive Officer, Toronto Lands Corporation” in the committee recommendations be replaced by “the CEO of TLC.”
2. That the committee recommendation be amended to include new recommendations (d and e) so that the recommendations read as follows:
 - a) Direct the CEO of TLC to advance the redevelopment of the site at 2900-3000 Don Mills Road through a two-stage market offering process consisting of:
 - i. A *Request for Expression of Interest* (REOI) to establish a shortlist of qualified interested partners; and,
 - ii. A *Request for Proposal* (RFP) to select preferred development partner(s).
 - b) Direct the CEO of TLC to consult with TDSB staff, the City of Toronto, and other stakeholders, to develop a site vision, guiding principles, and a defined future school program.
 - c) Direct the CEO of TLC to retain a Fairness Monitor to oversee the review of the *Request for Expression of Interest* and future *Request for Proposal* responses to ensure a fair, open, and consistent process is maintained throughout.
 - d) Request the CEO of TLC to consider retaining the services of an external financial service provider to help prepare for the external market offering and assist in informing the terms of a future RFP.
 - e) Direct the CEO of the TLC to report back to the TLC Policy & Planning Committee at its January 2025 meeting in on the proposed vision for the site and proponent evaluation criteria to be contained in the future REOI.
 - f) Direct the CEO of TLC to report back in June 2025 on the results of the *Request for Expression of Interest* and next steps.

The motion was carried.

3. Expropriation by Metrolinx at Blake Street JPS [10-015]

Trustee Shelley Laskin, seconded by Igor Dragovic, moved:

1. That the Toronto Lands Corporation (TLC) be authorized to execute the Acceptance of Offer from Metrolinx for Parts 1 and 2, Plan of Expropriation No. AT6586984, accepting Offer (B): Advance Payment on a without prejudice basis;

MEETING MINUTES

2. That the TLC be authorized to execute the Acceptance of Offer from Metrolinx for Parts 3, 4, and 5, Plan of Expropriation No. AT6586984, accepting Offer (B): Advance Payment on a without prejudice basis;
3. That the TLC be authorized to negotiate with Metrolinx to reach a full and final settlement on terms and conditions satisfactory to TLC in its reasonable discretion in form and content satisfactory to TLC's legal counsel;
4. That TLC as part of final settlement seek to negotiate the following, including but not limited to:
 - a. A community donation by Metrolinx to the Blake School Council for their playground revitalization project, which has been delayed due to the Metrolinx work at this location.
 - b. Compensation for any tree loss resulting from this proposal and Metrolinx's anticipated work adjacent to Blake school property to allow for replanting.
 - c. Provision of detailed designs for the rail line updates Metrolinx will be conducting adjacent to the school.
 - d. Inclusion by Metrolinx of a mural on a sound wall to be constructed on the property adjacent to Blake school, working with the school as part of the eventual design process.
5. That the report, Expropriation by Metrolinx at Blake Street JPS, be forwarded to TDSB Board for approval.

The motion was carried.

4. Amendments to Land Exchange Eglinton JPS [10-016]

Trustee Shelley Laskin, seconded by Igor Dragovic, moved:

1. That the Toronto Lands Corporation (TLC) be authorized to amend the land exchange agreements (the "Agreements") with the developer, Bazis and its subsidiary;
2. That the Agreements will ensure that the newly constructed non-condominium strata title ownership of finished school space will increase from approximately 120,000 square feet to 145,000 square feet;
3. That the Agreements will provide that the developer, Bazis and its subsidiary, will pay \$60 per square foot on any approved residential gross floor area exceeding 1,200,000 square feet for development on the TDSB lands under the municipal address of 223 Eglinton Avenue East;
4. That the Agreements will provide that the developer, Bazis and its subsidiary, will pay for the costs of TDSB's advocate architect;
5. That the Agreements will include a requirement that would compel the developer, Bazis and its subsidiary, upon completion of Phase 1 of the development, to immediately commence development of Phase 2 in order to deliver a completed school to the TDSB and community by the end of year 2035 at the latest.

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6. That the Agreements will provide that the developer, Bazis and its subsidiary, will not assign any interest to a third party (including a change of control) without the written approval of the TDSB at its sole discretion.
7. That the report, Amendments to Land Exchange: Eglinton JPS, as amended, be forwarded to the TDSB Board for approval.

The motion was carried.

5. Lease of Former Gooderham Learning Centre [10-017]

Igor Dragovic, seconded by Aleem Punja, moved:

1. That in accordance with section 194(3) of the Education Act, the former Gooderham Learning Centre, located at 62 Gooderham Drive, continues to not be required for the purposes of the TDSB Board and be declared surplus for lease for a total of five (5) years.
2. That the Toronto Lands Corporation (TLC) be authorized to enter into a lease agreement with the City of Toronto for the Toronto Paramedic Services for the former Gooderham Learning Centre, located at 50 Ameer Avenue, for a term of two (2) years with an option to renew for three (3) years, upon satisfactory completion of Ontario Regulation 374/23, if required, on terms and conditions satisfactory to TLC in its reasonable discretion in form and content satisfactory to TLC's legal counsel.
3. That the report, Lease: Former Gooderham Learning Centre, be forwarded to the TDSB Board for approval.

The motion was carried.

6. Long-Term Land Lease – Somali Centre for Culture and Recreation [10-018]

Trustee Liban Hassan, seconded by Trustee Dennis Hastings, moved:

1. That the Board of the Toronto Lands Corporation direct the CEO of the Toronto Lands Corporation to enter negotiations with the Somali Centre of Culture and Recreation ("SCCR") with respect to a long-term land lease for the TDSB owned property at 95 Humberline Road and report back in the first quarter of 2025 on the outcome of those negotiations.

The motion was carried.

7. TLC Q3 Business Operations Report [10-019]

Igor Dragovic, seconded by Aleem Punja, moved:

1. That the TLC Q3 Business Operations Report be received for information and forwarded to the TDSB Board for information.

The motion was carried.

7. Items for Approval

1. Board Self-Evaluation Results [10-020]

George Kralidis, Head of People and Culture, presented the results and recommendations stemming from the Board's Self-Evaluation.

Trustee Shelley Laskin, seconded by Trustee Liban Hassan, moved:

1. That the Toronto Lands Corporation (TLC) Board direct TLC staff to formulate a workplan for TLC Board training, professional development, and team building, that would address the feedback in the Board Self-Evaluation survey and bring the workplan back to the TLC Organizational Board at its meeting on November 21, 2024, for approval.
2. That the report, *TLC Board Self-Evaluation Results*, be forwarded to the TDSB Board for approval.

The motion was carried.

2. Proposed Procedure for the Election of Officers to the TLC Board and Committee Assignments (Revised) [10-021]

Markus O'Brien Fehr, Manager of Communications and External Relations, presented a revised report proposing procedures for the TLC's Organizational Meeting.

Leola Pon, seconded by Liban Hassan, moved:

1. That Appendix A of the report be amended to change the term "open ballot" to read "secret ballot."

The amendment carried.

John Filion, seconded by Payman Berjis, moved:

1. That Appendix A of the report be amended to change the term "drawing lots" to "balloting and resorting to drawing lots in case of a tie."

The amendment carried.

Payman Berjis, seconded by Leola Pon, moved:

1. That the TLC Board of Directors adopt the procedure outlined in Appendix A of the report, as amended, establishing a process for the election of officers, and assigning directors to its standing committees at the TLC Board's Organizational Meeting on November 21, 2024.

The motion was carried.

8. Items for Information

1. Update Report on Progress from the CEO regarding TLC Conflict of Interest

On behalf of Ryan Glenn, CEO, Markus O'Brien Fehr, Manager of Communications and External Relations, presented a verbal recap of the report that went to the Human Resources, Nominating and Governance Committee on September 26 and the information received from staff stemming from the committee's direction.

John Filion, seconded by Trustee Shelley Laskin, moved:

1. That the CEO of the Toronto Lands Corporation ensure ongoing progress in the updating of the TLC Conflict of Interest policy and provide and update to the next meeting of the Human Resources, Nominating and Governance Committee or to the TLC Board, whichever comes first.
2. The TLC staff arrange an information session on Conflict of Interest for board members.

The motion was carried.

9. Termination of the Meeting

On a motion duly made by Leola Pon and seconded by Trustee Liban Hassan, the meeting terminated at 7:20 PM (EST).

Approved Procedure for the Election of Officers of the TLC Board and Assignments to Standing Committees

1. Call for Nominations

- a. Before the annual Organizational Meeting of the Board, TLC staff will distribute Self-Nomination forms to all Directors to assist in organizing positions and committees for the following year.
- b. All Directors must sit on at least one standing committee per TLC Bylaw section 3.3.4 and may indicate their ranked preference on the nomination form.
- c. Any Director may also nominate themselves as Vice-Chair.
- d. Citizen Directors may also nominate themselves for the position of Board Chair per TLC Bylaw 2.3.2.
- e. TLC staff will prepare a chart illustrating all collected self-nominations and provide that to all board members in the materials package for the Organizational Meeting.
- f. The Chair will verbally call for nominations again at the start of the Organizational Meeting, at which time, Directors may nominate themselves or other Directors for positions.

2. Adjusting Nominations

- a. When discussing nominations and committee assignments, the Chair will emphasize the spirit of collegiality, work with Board Members to resolve any conflicts resulting from nominations and ensure that committees are assigned fairly.
- b. Following an open call for additional nominations, the Chair will ask, before proceeding, whether any Directors wish to adjust their self-nominations to avoid potential conflicts.
- c. The Board will be granted an informal period by the Chair to adjust nominations as they deem appropriate.

3. Committee Assignments

- a. If the Board can reach a consensus on committee assignments ensuring the required minimums and maximums, the committees will be deemed filed by acclamation and a vote to affirm these assignments will be taken.
- b. Should a conflict arise where positions become contested, conflicts will be resolved by secret ballot, resorting to drawing lots in case of a tie.
- c. If balloting occurs, to ensure the minimum membership requirements of each committee per TLC Bylaw section 3.3.4, each Director will be assigned to a first committee before any secondary assignments are considered. One position on each committee needs to be filled by a TDSB Trustee Director per TLC Bylaw section 3.3.3, and one by a Citizen Member per TLC Bylaw section 2.5.2.

4. Executive Positions

- a. If the position of Chair or Vice-Chair is contested, all Board Members will be allowed to vote for the candidate of their choice via secret ballot.
- b. Before balloting, any Director standing for a contested position will be given two (2) minutes to verbally state their credentials to the Board.

- c. For Directors participating virtually in the Organizational Meeting, completed ballots may be e-mailed directly to the Corporate Secretary.
- d. The Corporate Secretary and CEO will tabulate the ballot results and announce the results of a vote for the Chair and Vice-Chair.
 - i. To be deemed elected, the Chair or Vice-Chair will require a majority of the votes cast.
 - ii. If no candidate receives a majority following the first ballot, the candidate in last place will be dropped from the ballot, and a second vote of the remaining candidates will be held.
 - iii. If two or more candidates are tied for elimination from the ballot, the tie will be resolved by drawing lots.
 - iv. If two or more candidates are tied for first place on the final ballot for the selection of the Chair, all names tied for first place will be forwarded to the TDSB Board of Directors for consideration per TLC Bylaws section 2.3.1.
- e. The ballot results will be kept confidential.

Election of Citizen Director to be Appointed as Chair of the TLC Board

In accordance with TLC Procedural Bylaw, amended to October 17, 2024, and the Procedure for the Election of Officers of the TLC Board and Assignments to Standing Committees, approved October 17, 2024, the Chair of the TLC Board will be elected as follows:

Chair

1. Per Sec. 2.3.1 of TLC Bylaws: 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. Per Sec. 2.3.2 of TLC Bylaws: 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.
3. 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.
4. Per 2.3.3 (g) TLC Bylaws: The Chair of the Board will 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
5. Per Sec. 3.1.1 (a) of TLC Bylaws: 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.

And Per Procedure for the Election of Officers of the TLC Board and Assignments to Standing Committees:

- TLC staff will prepare a chart illustrating all collected self-nominations and provide that to all board members in the materials package for the Organizational Meeting.
- The Chair will verbally call for nominations again at the start of the Organizational Meeting, at which time, Directors may nominate themselves or other Directors for positions.

Contested Executive Positions:

1. If the position of Chair or Vice-Chair is contested, all Board Members will be allowed to vote for the candidate of their choice via secret ballot.
2. Before balloting, any Director standing for a contested position will be given two (2) minutes to verbally state their credentials to the Board.
3. For Directors participating virtually in the Organizational Meeting, completed ballots may be e-mailed directly to the Corporate Secretary.
4. The Corporate Secretary and CEO will tabulate the ballot results and announce the results of a vote for the Chair and Vice-Chair.

- i. To be deemed elected, the Chair or Vice-Chair will require a majority of the votes cast.
 - ii. If no candidate receives a majority following the first ballot, the candidate in last place will be dropped from the ballot, and a second vote of the remaining candidates will be held.
 - iii. If two or more candidates are tied for elimination from the ballot, the tie will be resolved by drawing lots.
 - iv. If two or more candidates are tied for first place on the final ballot for the selection of the Chair, all names tied for first place will be forwarded to the TDSB Board of Directors for consideration per TLC Bylaws section 2.3.1.
5. The ballot results will be kept confidential.

Results of Self – Nominations for Chair TLC Board

Chair	
1.	John Filion
2.	Aleem Punja
3.	
4.	

Election of a Director as Vice-Chair of the TLC Board

Vice Chair

1. Per 3.1.1 (b) of TLC Bylaws: Each year following the TDSB Board organizational meeting, the TLC Board will hold an Organizational Meeting to Elect a Director as Vice-Chair of the TLC Board
2. Any Director may nominate themselves as Vice-Chair.

And Per Procedure for the Election of Officers of the TLC Board and Assignments to Standing Committees:

- TLC staff will prepare a chart illustrating all collected self-nominations and provide that to all board members in the materials package for the Organizational Meeting.
- The Chair will verbally call for nominations again at the start of the Organizational Meeting, at which time, Directors may nominate themselves or other Directors for positions.

Contested Executive Positions:

1. If the position of Chair or Vice-Chair is contested, all Board Members will be allowed to vote for the candidate of their choice via secret ballot.
2. Before balloting, any Director standing for a contested position will be given two (2) minutes to verbally state their credentials to the Board.
3. For Directors participating virtually in the Organizational Meeting, completed ballots may be e-mailed directly to the Corporate Secretary.
4. The Corporate Secretary and CEO will tabulate the ballot results and announce the results of a vote for the Chair and Vice-Chair.
 - i. To be deemed elected, the Chair or Vice-Chair will require a majority of the votes cast.
 - ii. If no candidate receives a majority following the first ballot, the candidate in last place will be dropped from the ballot, and a second vote of the remaining candidates will be held.
 - iii. If two or more candidates are tied for elimination from the ballot, the tie will be resolved by drawing lots.
 - iv. If two or more candidates are tied for first place on the final ballot for the selection of the Chair, all names tied for first place will be forwarded to the TDSB Board of Directors for consideration per TLC Bylaws section 2.3.1.
5. The ballot results will be kept confidential.

Results of Self – Nominations for Vice-Chair TLC Board

Vice Chair	
1.	Aleem Punja

Appointment of Directors to Committees of the TLC Board

In accordance with TLC Procedural Bylaw, amended to October 17, 2024, and the Procedure for the Election of Officers of the TLC Board and Assignments to Standing Committees, approved October 17, 2024, the procedure is as follows:

Committees of the TLC Board

1. Per Sec. 3.1.1 (c), (d), (e) TLC Bylaw: Each year following the TDSB Board organizational meeting, the TLC Board will hold an Organizational Meeting to
 - Establish and review Committees of the TLC Board
 - Appoint Directors to Committees of the TLC Board
 - Appointment Committee Chairs elected by Committee members
2. Per Sec. 3.3.2 of TLC Bylaw: 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. Per Sec.3.3.3 of TLC Bylaw: Pursuant to the Shareholder's Direction, **each Standing Committee will include at least one TDSB Trustee Director.**
4. Per Sec. 3.3.4 TLC Bylaw: 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, except for the TLC Policy and Planning Committee, wherein, composition will consist of a minimum of four (4) and maximum of seven (7) members.
5. Per. Sec. 2.5.2 of TLC Bylaw: Standing Committee **Chairs will be elected from each Committee's Citizen Director members.**

Per Procedure for the Election of Officers of the TLC Board and Assignments to Standing Committees:

Self Nominations:

1. TLC staff will distribute Self-Nomination forms to all Directors to assist in organizing positions and committees for the following year.
2. TLC staff will prepare a chart illustrating all collected self-nominations and provide that to all board members in the materials package for the Organizational Meeting.
3. The Chair will verbally call for nominations again at the start of the Organizational Meeting, at which time, Directors may nominate themselves or other Directors for positions.

Adjusting Nominations:

- a. When discussing nominations and committee assignments, the Chair will emphasize the spirit of collegiality, work with Board Members to resolve any conflicts resulting from nominations and ensure that committees are assigned fairly.
- b. Following an open call for additional nominations, the Chair will ask, before proceeding, whether any Directors wish to adjust their self-nominations to avoid potential conflicts.
- c. The Board will be granted an informal period by the Chair to adjust nominations as they deem appropriate.

Committee Assignments:

1. If the Board can reach a consensus on committee assignments ensuring the required minimums and maximums, the **committees will be deemed filed by acclamation and a vote to affirm these assignments will be taken.**
2. Should a conflict arise where positions become contested, conflicts will be resolved by secret ballot, resorting to drawing lots in case of a tie.
3. **If balloting occurs**, to ensure the minimum membership requirements of each committee per TLC Bylaw section 3.3.4, each Director will be assigned to a first committee before any secondary assignments are considered – see *chart below where only first choices are assigned to each director*. One position on each committee needs to be filled by a TDSB Trustee Director per TLC Bylaw section 3.3.3, and one by a Citizen Member per TLC Bylaw section 2.5.2.

Standing Committees: Results of Self-Nominations								
	Policy and Planning Committee (4-7 members)	Director Preference Identified		Human Resources Nominating & Governance (3-5 members)	Director Preference Identified		Audit & Finance (3- 5 members)	Director Preference Identified
	TDSB Trustee Director Slot			TDSB Trustee Director Slot			TDSB Trustee Director Slot	
1	James Li	1st Choice	1	Shelley Laskin	1st choice	1		
2	Liban Hassan	1st Choice	2	Dan MacLean	1st choice			
	Citizen Director Slot			Citizen Director Slot			Citizen Director Slot	
3	John Filion	1st choice	3	Aleem Punja	1st choice	2	Payman Berjis	1st choice
4	Igor Dragovic	1st choice						
	At Large Director Slot			At Large Director Slot			At Large Director Slot	
5	Maia Puccetti	1st choice	4	Leola Pon	1st choice			
	Additional Nominations			Additional Nominations			Additional Nominations	
	Shelley Laskin	2nd choice		John Filion	2nd choice		James Li	2nd Choice
	Payman Berjis	2nd choice					Dan MacLean	2nd choice but only wants to sit on 1 cmtee
	Aleem Punja	2nd choice					Liban Hassan	2nd Choice
							Igor Dragovic	2nd choice
	2 spots remaining			1 spot remaining			4 Spots Remaining	

For remaining positions, a sheet of paper (or email for those participating virtually) will be provided with names to be included to vote on each committee position remaining. Votes will be tallied and those with the most votes will win the position.

Appointment of Committee Chairs Elected by Committee Members

1. Per. Sec. 2.5.2 of TLC Bylaw: Standing Committee **Chairs will be elected from each Committee's Citizen Director members.**
2. Per 3.1.1 (d): Appoint Committee Chairs elected by Committee members;
3. The TLC Board at large, approves the Chair of each standing committee.
4. The ballot below can be used should the committee wish to go into a balloting process, otherwise a show of hands can be used to elect the Committee Chair.

Policy & Planning Committee (max 7 members)		Human Resources & Nominating Committee (max 5 members)		Audit & Finance Committee (max 5 members)	
Election of Committee Chair by Committee		Election of Committee Chair by Committee		Election of Committee Chair by Committee	
1.		1.		1.	
2.		2.		2.	

2024-2025 TLC Board and Standing Committee Meeting

Board Cycle	HRNG Committee	P&P Committee	A&F Committee		Routing to TDSB PPC	Routing to TDSB Board
November Organizational Board				Nov. 21, 2024 6pm		
December	If needed.		Dec. 12, 2024 5:30 p.m.			
January		Jan. 23, 2025 6:00pm				
February	Feb. 6, 2025 4:30 pm		Feb. 6, 2025 6:00pm			
TLC Board				Feb. 18, 2025 6pm	Feb. 26, 2025	Mar. 5, 2025
Governance & Compliance Training Workshop				Mar. 4, 2025		
March		Mar. 6, 2025 6pm				
TLC Board				Mar. 27, 2025 6pm	Apr. 9, 2025	Apr. 16, 2025
April			Apr. 24, 2025 5:30pm			
May	May. 6, 2025 5:30 pm	May. 15, 2025 6pm				
TLC Board				May. 29, 2025 6pm	Jun. 11, 2025	Jun. 18, 2025
Visioning Workshop				Jun. 24, 2025		

Team Building Event				Dec. 2, 2025		
September	If needed	Sept. 11, 2025 6 pm				
TLC Board				Sept. 18, 2025 6pm	Sept. 30, 2025	Oct. 8, 2025
October	Oct. 2, 2025 4:30 pm	Oct. 9, 2025 6 pm	Oct. 2, 2025 6pm			
TLC Board				Oct. 21, 2025 6pm	Oct. 29, 2025	Nov. 5, 2025
November Organizational Board				Nov. 27, 2025 5:30 pm		
December			Dec. 4, 2025 5:30 pm			

APPENDIX D

SCHEDULE OF TLC BOARD AND STANDING COMMITTEE MEETINGS

2024-2025 (School Year)

Meetings will be held at 201-60 St. Clair Ave. East & Virtually via MS Teams, unless indicated otherwise.

CYCLE	DATE	MEETING OF BOARD OR STANDING COMMITTEE	TIME
November	Nov. 21, 2024	Organizational Board	6:00 p.m.
December-Feb	Dec. 12, 2024	A&F Committee	5:30 p.m.
	Jan. 23, 2025	P&P Committee	6:00 p.m.
	Feb. 6, 2025	HRNG Committee	4:30 p.m.
	Feb. 6, 2025	A&F Committee	6:00 p.m.
	Feb. 18, 2025	TLC Board	6:00 p.m.
March	Mar. 6, 2025	P&P Committee	6:00 p.m.
	Mar. 27, 2025	TLC Board	6:00 p.m.
April-May	Apr. 24, 2025	A&F Committee	5:30 p.m.
	May. 6, 2025	HRNG Committee	5:30 p.m.
	May. 15, 2025	P&P Committee	6:00 p.m.
	May. 29, 2025	TLC Board	6:00 p.m.

2025-26 Board Calendar (School Year)

September	Sept. 11, 2025	P&P Committee	6:00 p.m.
	Sept. 18, 2025	TLC Board	6:00 p.m.
October	Oct. 2, 2025	HRNG Committee	4:30 p.m.
	Oct. 2, 2025	A&F Committee	6:00 p.m.
	Oct. 9, 2025	P&P Committee	6:00 p.m.
	Oct. 21, 2025	TLC Board	6:00 p.m.
November	Nov. 27, 2025	Organizational Board	5:30 p.m.
December-Feb	Dec. 4, 2025	A&F Committee	5:30 p.m.

Time and location of meetings will also be identified on the meeting agenda. Agendas are available on the following website: <https://tlc.boardeffect.com/login?destination=%2F>

TLC Board Training, Visioning and Team Building			
1. Governance & Compliance Session	March 4, 2025	Full Board + Chairs only for portion	Timing TBD
2. Visioning Session	June 24, 2025	Full Board	Timing TBD

3. Team Building & Board Engagement	December 2, 2025	Full Board	Timing TBD
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TLC Board Work Plan: Professional Development, Visioning and Team Building

TO: BOARD OF DIRECTORS
DATE: November 21, 2024
ACTION: Decision

RECOMMENDATION

It is recommended that the TLC Board approve in principle the ***TLC Board Work Plan: Professional Development, Visioning and Team Building*** and direct the CEO, TLC to undertake final planning and implementation.

EXECUTIVE SUMMARY

In fall 2024, the TLC Board participated in a self-evaluation survey as mandated by the Shareholder's Direction, with results forwarded to the TDSB Board for approval. While reviewing results at its meeting of October 17, 2024, the Board directed TLC staff to formulate a workplan for TLC Board training, professional development, and teambuilding to address some of the more common themes in the report. The attached workplan (*Appendix A*) presents a proposal to the Board on how best to move forward with those elements.

The workplan represents a road map to deliver on three key areas: (1) Governance and Compliance Training with a focus on training around governing documents and training for Chairs, (2) Visioning with a focus on organizational strategic planning, and (3) Teambuilding and Board Engagement to enhance relationships between board members. Specific topics are proposed in each area and allocated to one of three sessions proposed over the coming calendar year. Understanding that additional training sessions will demand more time from individual Board members, the workplan proposes sessions at times that there are natural breaks in the Board meeting schedule, prioritizing topics that be most urgent for additional training.

The workplan identifies several external resources that may assist in the training of Board members identified topics. Using reputable firms to structure or facilitate discussions would ensure a comprehensive and professional approach to each.

To implement the workplan, it is recommended that the Board delegate final planning to TLC staff following review of this workplan, although it may also wish to provide additional direction or feedback in response to this report.

STRATEGIC DIRECTION

TDSB Strategic Plan Goal: Revitalize - All students and staff learn and work in inclusive, safe and modern environments.

Having a robust, well functioning board with a collective aim helps to continue to build trust with the Shareholder and deliver on its goals more efficiently.

TLC Strategic Plan Goal: To be a highly functioning organization successfully aligning TLC's and TDSB's Missions and the Shareholder Direction
To be high functioning and agile, boards also require training and education to assist in their roles. The more resources TLC can offer to its Board, the better they will be in understanding and undertaking their roles.

ACTION PLAN AND ASSOCIATED TIMELINE

- TLC Board to approve workplan inclusive of specific topics it would like addressed at each session.
- Engage external partner(s) through a combination of TLC sourced and TDSB vendors of record to provide both specialized and customized education, training and facilitation services and prepare for first session in Feb-March 2024.

RESOURCE IMPLICATIONS

- Cost of hiring external consultant plus any membership fees.

DUE DILIGENCE: N/A

POLICY AND PROCEDURE REFERENCE(S)

- **Shareholder's Direction**

APPENDICES

APPENDIX A

TLC BOARD WORK PLAN: Professional Development, Visioning and Team Building

FROM

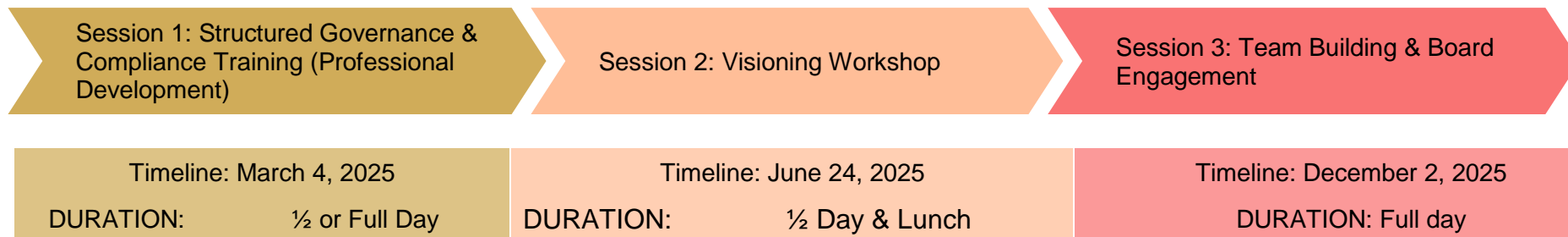
Ryan Glenn, Chief Executive Officer, Toronto Lands Corporation, at rglenn.tlc@tdsb.on.ca or at 437-219-8191.

George Kralidis, Head of People and Culture, Toronto Lands Corporation, at gkralidis.tlc@tdsb.on.ca

Linda Pietrangelo, Head of Corporate Governance & Accountability, TLC, at lpietrangelo.tlc@tdsb.on.ca

APPENDIX A: TLC BOARD WORK PLAN: Professional Development, Visioning and Team Building

Description	Leads	Frequency
Formulate a workplan for TLC Board training, professional development, and team building, that would address the feedback in the Board Self-Evaluation survey and bring the workplan back to the TLC Organizational Board at its meeting on November 21, 2024, for approval.	Ryan Glenn, George Kralidis, Linda Pietrangelo & Markus O'Brien Fehr	3 types of sessions, once per year – to be amended from time to time and as required by the Board. Annual Board orientation is separate from this work plan and would occur as the board members change.



ACTIVITIES		
<p>Topics to include:</p> <ul style="list-style-type: none"> • OBCA – Requirements of Directors • Conflict of Interest under OBCA -Requirements, consequences for not adhering to requirements and practical examples of conflict. • TLC Shareholder’s Direction • TLC Bylaws 	<p>Topics to include:</p> <ul style="list-style-type: none"> • Strategic Planning • Capital Planning • Podium School Guidelines 	<p>Topics to include:</p> <ul style="list-style-type: none"> • Informal team building session around boardroom leadership, culture and engagement.
<p>Second half of session to include:</p> <ul style="list-style-type: none"> • Training for Committee Chairs re. Holding Effective Meetings 		

OUTCOMES		
<ul style="list-style-type: none"> • Better understanding of the application of Conflict of Interest under OBCA & MCIA • Chairs are more confidently able to run meetings 	<ul style="list-style-type: none"> • Clarity on where TLC is and hopes to end up. • Clarity on the assumptions and beliefs held about what will make plans successful. • Improved confidence 	<ul style="list-style-type: none"> • Generated lessons learned and implementation by Board chair on creating positive and effective leadership, boardroom culture and enhanced engagement

<p style="writing-mode: vertical-rl; transform: rotate(180deg);">EXTERNAL RESOURCES (How activities will be accomplished)</p>	<ul style="list-style-type: none"> • Online: Institute of Corporate Directors (ICD) – Offers online governance training and certifications. Membership for up to 15 members is \$3000-suggested for all Board members. <ul style="list-style-type: none"> ○ Potential Customized Training • Free and paid sessions through Governance Solutions of Canada, Governance Professionals of Canada • In-Person: BoardSource – Specializes in non-profit board training and could provide tailored in-person sessions 	<p>Can source Consulting or Facilitation Firms if required but visioning sessions may be more of a joint exercise between TLC Board, TLC senior staff, and TDSB executive, planning and facilities staff.</p>	<ul style="list-style-type: none"> • Online: MindTools – Provides team-building exercises and resources that can be used for virtual or hybrid teams. • In-Person: Local Team-Building Providers – Partner with team-building specialists for customized activities to build rapport and engagement i.e. through paid sessions offered by organizations such as Governance Professional of Canada https://www.gpcanada.org/Public/iCore-GPC/Events_List.aspx • Rotman School of Management – Hosts governance and leadership workshops aimed at boards in the public and non-profit sectors.
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Appointment of Authorized Signing Officers for the Toronto Lands Corporation

COMMITTEE: BOARD OF DIRECTORS

DATE: November 21, 2024

ACTION: Decision

RECOMMENDATION

IT IS RECOMMENDED THAT:

The following persons be appointed as *Authorized Signing Officers*, with any of two (2) (each being an “Authorized Signing Officer”) authorized for and on behalf of the Corporation from time to time, in accordance with and subject to the provisions of the Business Corporations Act (Ontario) and any other applicable Acts in respect of the Corporation.

Title	Name
Chief Executive Officer, Toronto Lands Corporation (TLC)	Ryan Glenn (appointed July 2024 by resolution of the TDSB Board of Trustees)
Executive Officer, Business Services, TDSB	Criag Snider
Comptroller, Finance & Enterprise Risk Management, TDSB	Stephanie Harris
Assistant Comptroller, Finance, TDSB	Lawrence Zhang
Comptroller, Budget, Financial Reporting, Payroll Operations, TDSB	Sri Alageswaran

EXECUTIVE SUMMARY

The banking business of the Toronto Lands Corporation is transacted with banks, companies, other firms or corporations as the Shareholder’s (TDSB) determines from time to time. The TDSB undertakes the banking business of the corporation with Canadian Imperial Bank of Commerce (CIBC) and CIBC requires a resolution from the Board of Directors of the Toronto Lands Corporation to appoint Authorized Signing Officers also called “Authorized Signatory” and to identify the number of Authorized Signing Officers required, to act on behalf of the corporation for the following purposes:

- Sign or endorse any cheques, promissory notes and evidences of indebtedness, whether or not an overdraft is created in any Account as a result;
- Provide any authority to any CIBC officer to accept and/or pay any and all drafts, bills of exchange or promissory notes on the Corporation’s behalf;
- Enter into any securities-related transaction with CIBC or any of its securities subsidiaries;

- Receive from CIBC or any of its subsidiary any stocks, bonds or other property;
- Sign receipts for and order relating to any of the Corporation's property held by or on behalf of CIBC or any of its subsidiaries;
- Guarantee to CIBC the indebtedness and liability of any person, firm or corporation, in either a limited or unlimited amount and either with or without security;
- Sign any agree with or authority to CIBC or any of its subsidiaries relating to the Corporation's banking and financial services needs whether generally or with regard to any particular transaction (including, amount other things, (i) the Account Operation Agreement, (ii) interest rate, foreign exchange and commodity-related banking arrangements, an (iii) CIBC's service agreements for centralized cash control, third party payments, electronic data interchange, and any other of CIBC's cash management services).

If approved, the recommendation would allow for contracts, documents, and instruments to be signed on behalf of the Corporation, by any two of the persons authorized by the directors who are known to be Authorized Signatories.

STRATEGIC DIRECTION

TDSB Strategic Plan Goal: Revitalize - All students and staff learn and work in inclusive, safe and modern environments.

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

ACTION PLAN AND ASSOCIATED TIMELINE

- Once the Authorized Signing Officers of the TLC are approved, the resolution of the Board will be forwarded to CIBC along with required banking forms to be completed.
- The Signing Officers will be in place until such time as any changes occur to the organization.

RESOURCE IMPLICATIONS: N/A

DUE DILIGENCE: N/A

POLICY AND PROCEDURE REFERENCE(S)

APPENDICES

FROM

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

Stephanie Harris, Comptroller, Finance & Enterprise Risk Management, TDSB