



MINUTES of the meeting of the Toronto Global Human Resources & Governance Committee
held at 225 King Street W, Suite 901, Toronto, Ontario
on Thursday, November 9, 2017 at 10:00 a.m.

Present: Mark Cohon - Chair
Janet Ecker - Vice Chair
Steve Howse (via teleconference)
Bilal Khan
Lisa De Wilde

By Invitation: Toby Lennox - Chief Executive Officer, Toronto Global
Ellen Mitchell - Exec. Assist., CEO & Governance Secretary, Toronto Global
Leslie Sutherland - HR Consultant
Nicole Guy - Recording Secretary, MinuteTakers Inc. (via teleconference)

1. **CALL TO ORDER**

- (a) *Notice and Quorum* - Proper notice having been given and there being a quorum present, M. Cohon called the meeting to order at 10:00 a.m. and presided as Chair.
- (b) *Election of Committee Chair* – It was noted that Steve Howse has expressed interest in Chairing the Toronto Global Human Resources and Governance Committee.

On Motion by M. Cohon and seconded by L. De Wilde it was,
RESOLVED THAT Steve Howse be appointed as Chair of the Human Resources and Governance Committee. Motion carried.

2. **OVERVIEW OF CHARTERS**

T. Lennox tabled the Committee Appointments and Operations Policy, and the Human Resources & Governance Committee Charter for review. These will be discussed by the Committee at a later date.

3. **DRAFT WORK PLAN**

T. Lennox provided an overview of the draft Work Plan, with highlights noted as follows:

- (a) *Overview* – A proposed work plan was presented, and it was recommended that the Committee meet three to four times per year. **The committee Chair will review the work plan with the CEO and it will be used to inform future agendas.**



- (b) *Staff Matters* – A Member pointed out that there may be some redundancies regarding President, CEO and employee compensation and reviews. It was suggested that these be grouped and adjusted for clarity.
- (c) *Public Disclosure* – It was clarified that the Board Chair, CEO, and team expenses are public information. The Audit Committee will be reviewing expenses according to the policy put in place by this Committee; there may be changes to this procedure, as the Federal and Provincial funding agreements are being adjusted. Discussion ensued regarding travel and expenses policies. **Action: T. Lennox, S. Howse and L. Sutherland to follow up on policy adjustments as discussed.**

4. **HUMAN RESOURCES OVERVIEW**

T. Lennox and L. Sutherland provided an overview of the development of the company's Human Resources program and policies as well as the organizational chart. Highlights of the discussion were noted as follows:

- (a) *Organizational Chart* – Neither Invest Toronto, nor the GTMA had formal organizational charts that could be applied to this entity; so effort was put into designing an organizational chart together with job descriptions and salary bands. Titles and salary bands have been rated against the external market.
- (b) *Staffing Update* – Mr. Lennox provided an overview of staff transitions from the GTMA and Invest Toronto, and an update on current hiring.
- (c) *Employee Compensation* – Base pay, benefits, and potential bonuses were outlined for information. The bonus is tied to performance metrics, but will also be used as a reward for behaviour complicit in building networks. It was clarified that there is some flexibility built in to allow recommendations for bonuses to be made when only some KPIs are met. This process will be necessarily honed as the organization gains experience.
- (d) *Code of Conduct* – An overview of the Code of Conduct, Whistle Blower Policy and anti-harassment policy was presented. These policies were based upon the policies used by Invest Toronto. Members were requested to carefully review the Code of Conduct in preparation for approval in January 2018.
- (e) *Next Steps* – It was clarified that Toronto Global and its policies are currently in compliance with all Federal and Provincial policies, and incoming legislation changes are being monitored to ensure continued compliance.

5. **BOARD VACANCY**

M. Cohon noted that Linda Kuga is no longer available to fill her position on the Board, and the recruitment process is in progress to fill this role. Highlights of discussion were noted as follows:



- (a) *Potential Candidates* – Desired candidate characteristics have been provided to Korn Ferry to guide their search for a candidate in Mississauga. A number of potential candidates have already been received, and were provided to the Committee for review.
- (b) *Interviews* – It was suggested that this Committee conduct the interview process for potential candidates.

6. **DRAFT BOARD EVALUATION**

The draft Board Evaluation process was tabled for information.

7. **NEW / OTHER BUSINESS**

- (a) *2018 Meeting Dates* – A schedule of proposed meeting dates was presented for review. **Action:** *Meeting schedule to be provided to all members via email. Action: Members to provide feedback on the proposed schedule.*

8. **DATE OF NEXT MEETING**

The next meeting of the Human Resources and Governance Committee will be held on Wednesday, January 10, 2018 at 2:00pm at the Toronto Global offices, 225 King Street W, Suite 901, Toronto, Ontario.

9. **ADJOURNMENT**

There being no further business, the meeting was concluded for an in-camera session at 11:21 a.m.



Chair

Steve House 2018/01/29

WHISTLE BLOWER POLICY

Policy Sponsor

Senior Management at Toronto Global & Chair of the Human Resources and Governance Committee of the Toronto Global Board of Directors

Summary

This policy sets out how complaints of illegal or unethical conduct relating to Directors, Toronto Global employees and senior executives are received, investigated, addressed, and reported to the Board. Toronto Global is committed to achieving the highest standards of openness, accountability and security. An important aspect of this commitment is the provision of a mechanism that enables members of the Board of Directors and employees to voice concerns in a responsible and effective manner. Employees are often among the first to discover any possibility of wrongdoing. This policy is in place to encourage and enable Directors and employees to come forward without fear of reprisal if they honestly believe they have discovered a serious breach of Toronto Global's Code of Conduct.

General

The Toronto Global Code of Conduct (hereinafter referred to as the Code) requires Directors and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

This policy affirms Toronto Global's commitment to ensure that complaints of illegal or unethical conduct are fully investigated and addressed in a timely manner and that "Whistle Blowers" are protected against reprisals for complaints made in good faith. This policy supports and follows from the reporting provisions in two other Toronto Global policies.

- + The **Code of Conduct Policy** requires all employees and Directors to report violations of the Code to their manager, the Executive Vice President Business Strategy & Operations, the CEO of Toronto Global and / or the Chair of the Human Resources & Governance Committee of the Toronto Global Board of Directors.
- + The **Harassment and Discrimination Policy** permits complaints of misconduct under that policy to be reported to the Executive Vice President Business Strategy & Operations either directly or through any manager.