



Corporations Nominating Panel Report with Confidential Attachment

Appointment to Fill a Vacancy on the Toronto Hydro Corporation Board of Directors

Date:	March 23, 2010
To:	City Council
From:	Chair, Corporations Nominating Panel
Wards:	All
Reason for Confidential Information:	This report deals with personal matters about an identifiable person.
Reference Number:	

SUMMARY

This report recommends the appointment of one citizen to fill a vacancy on the Board of Directors of Toronto Hydro Corporation.

RECOMMENDATIONS

The Corporations Nominating Panel recommends that:

- (1) City Council appoint the person listed in Confidential Attachment 1 to this report to serve at the pleasure of Council as a member of the Board of Directors of Toronto Hydro Corporation effective upon Council's approval of this report, for a term ending November 30, 2010, or until a successor is appointed;
- (2) Confidential Attachment 1 be made public following City Council's approval; and
- (3) the contents of Confidential Attachment 2 to this report be kept in their entirety confidential after the consideration of this report by Council.

Financial Impact

The recommendations in this report have no financial impact on the City.

ISSUE BACKGROUND

Toronto Hydro Corporation (THC) has two subsidiaries – Toronto Hydro-Electric System Limited (THESL), which is Hydro's principal subsidiary and is the regulated local distribution company serving all electricity consumers in the City, and Toronto Hydro Energy Services, which provides a wide range of energy-related services. The City is the sole shareholder of Toronto Hydro Corporation and appoints its Board of Directors. The THC Board of Directors is composed of 11 members: the Mayor or a Council Member as the Mayor's designate; 2 Members of Council and 8 citizens nominated by the Corporations Nominating Panel. The term of the current board expires on November 30, 2010, with a renewal term of two years, or until their successors are appointed. The THC Board appoints the members of the boards of directors of its subsidiary companies.

COMMENTS

In the letter attached as Confidential Attachment 2, Toronto Hydro advised that one of the citizen members of its Board has resigned and requested that the City appoint an independent director currently serving on a subsidiary board to fill the vacancy on the THC Board. As explained in the letter, the THC Board would then amend the composition of the THESL Board so that no replacement on the THESL Board would be necessary.

To consider this request in accordance with Council's Public Appointments Policy, the Mayor appointed me as the Corporation Nominating Panel to recommend a response for the consideration of City Council.

Considering that the current term of its board expires on November 30, 2010, to avoid the time and cost of an extensive recruitment process, and to facilitate the introduction of a new director to the Hydro Board who is already familiar with Hydro's business and operations and so does not require a long period of orientation, it is the Panel's recommendation that the person identified in Confidential 1 to this report be appointed to fill the vacancy on the Board of Directors of Toronto Hydro Corporation to complete the current term.

SIGNATURE

Deputy Mayor Joe Pantalone
Chair, Corporations Nominating Panel

ATTACHMENTS

Confidential Attachment 1: Recommended Citizen Appointment to the Board of Directors of Toronto Hydro Corporation

Confidential Attachment 2: Letter dated January 20, 2010 from the Chair of Toronto Hydro Corporation