

CreateTO

GOVERNANCE: AUTHORITIES & ACCOUNTABILITY

Summary

- Our governance is set-up to ensure municipal projects, City-wide strategies, City program real estate solutions, and agency matters overall – plus development of surplus properties and the management of the City's interests in the port lands – are all governed via the CreateTO Board.
- Specifically, the BT and TPLC corporate boards are leveraged to review and approve transactions where the corporations have property title (i.e., development of surplus properties, or leasing/property management of the port lands)
- As set out in amended Shareholder Direction (s), the corporate arms (Build Toronto and TPLC) cannot not hire employees, other than its CEO, without the prior consent of CreateTO.
- Property ownership (i.e. title) will remain with the City unless declared surplus by City Council. Any material properties declared surplus by City Council, or declared surplus through delegated authorities approved by City Council, are usually transferred to the Build Toronto corporate arm.

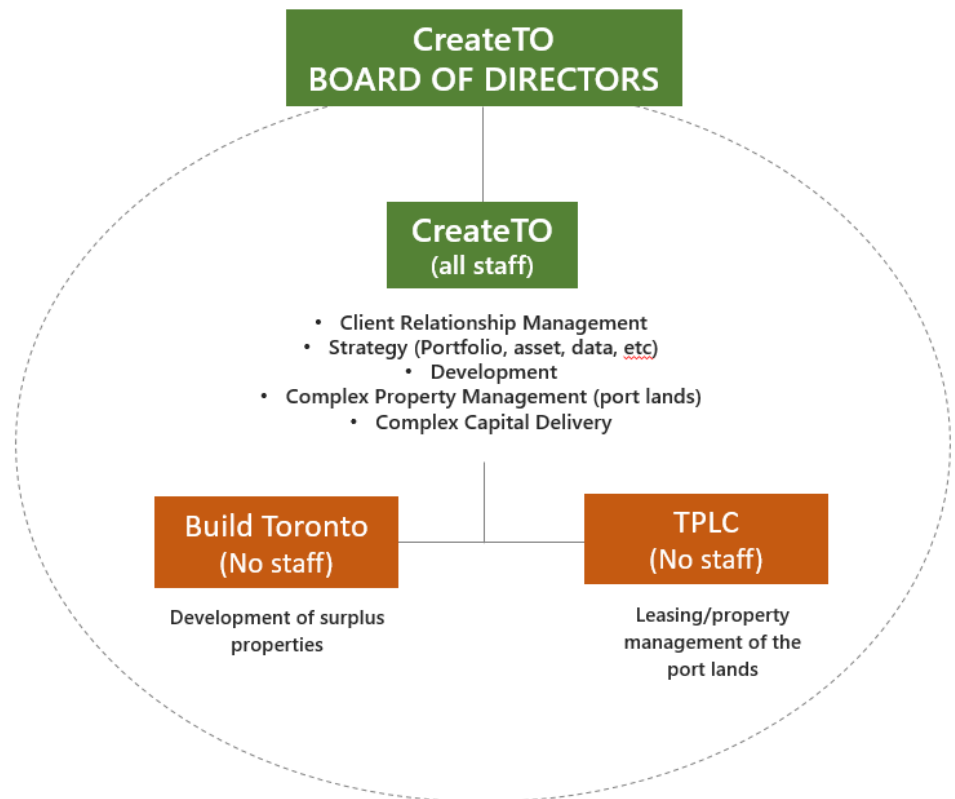
GOVERNANCE

(board is cross appointed)

OPERATIONAL AGENCY

CORPORATE ARMS

(tools to hold property & enable real estate transactions such as procurements, sales, purchases, leases, etc)



Board Procedures for CreateTO, Build Toronto, and TPLC

	Local Board of the City of Toronto (Agency)	Corporations under the Ontario Business Corporations Act (City of Toronto is the single shareholder)	
	CreateTO	Build Toronto	TPLC
In-Person	Can only be convened in person with the City Clerk as the Secretariat	Flexible - May be in-person, teleconference, videoconferencing, with the CreateTO General Counsel as Board secretary	
In-public	Yes - all meetings open and close in-public	Yes - all meetings open and close in-public	
In-Camera	<p>Yes - to discuss certain matters:</p> <ul style="list-style-type: none"> • Security of the property of the Board • Personal matters about identifiable individuals • Proposed or pending land acquisition or disposition • Labour relations & employee negotiations • Litigation or potential litigation • Receiving of advice subject to solicitor-client privilege • Confidential info received from other governments • Certain trade secrets & info with value • Education & training if no business is advanced • Certain information informing negotiations to be conducted 	Same as CreateTO	
Voting	No votes may be taken in closed session. <i>Only Exceptions: Votes on procedural motions; Votes on instructions to officers, staff or agents</i>	Votes may be taken in closed session	
Subject to Freedom of Information Legislation	Yes - Municipal Freedom of Information and Protection of Privacy Act. R.S.O. 1990	Yes - Municipal Freedom of Information and Protection of Privacy Act. R.S.O. 1990	
Board Priorities	<ul style="list-style-type: none"> • General focus - City-wide real estate strategy • Human Resources and Operational matters - City-initiated transactions e.g. Etobicoke City Centre - Co-ordination with other City ABC's on real estate projects 	<ul style="list-style-type: none"> • General focus - Build Toronto and TPLC real estate transactions • strategic outcomes for surplus city properties - Affordable housing delivery - Port lands revitalization and flood protection project 	

Accountabilities & Responsibilities

<p>CITY COUNCIL</p>	<ul style="list-style-type: none"> • City Council holds authority over all City-wide Real Estate assets, goals, and strategies. • Approves: <ul style="list-style-type: none"> ○ DAF, including approval of surplus property for development purposes ○ City-wide integrated real estate portfolio strategy (Q1 2019) ○ Shareholder Directions for Build Toronto Inc. & Toronto Port Lands Company ○ Operating Budget & 10-Year Capital Budget and Plan ○ CreateTO's budget, appointment of the agency board, & ratification of its CEO
<p>CREATETO</p>	<p>Develops and recommends to Council through the appropriate committee:</p> <ul style="list-style-type: none"> • Corporate strategies & plans (i.e., Office Optimization, CWRE Portfolio Strategy, etc) • Municipal projects & initiatives (i.e., Etobicoke Civic Centre, Danforth/Coxwell) • High-impact or priority strategic real estate projects & development strategies on surplus lands (with either municipal or commercial components) • Delivery of Council approved complex major capital projects • Agency's budget & financing arrangements, including corporation activities • Agency and Corporations Reporting <i>(as required)</i> <p>To approve / authorize (based on Board authorities):</p> <ul style="list-style-type: none"> • Strategic organizational / operational items (i.e., CreateTO business plans; delegated/signing authorities; HR/Comp program; draft budget; executive recruitment, etc) • Ratify corporate transactions (i.e., procurements; BT/TPLC property investment/transactions, District Energy, etc)
<p>CORPORATE ENTITIES: BUILD TORONTO & TORONTO PORT LANDS COMPANY</p>	<p>To approve / authorize (based on Board authorities):</p> <ul style="list-style-type: none"> • Corporate transactions related to Build Toronto and TPLC assets (i.e., procurements; BT/TPLC property investment/transactions, etc) • The audited Financial Statements and submit an Annual Report to the City CFO within 120 days after the end of each fiscal year