

Appointment of a Public Member to the Toronto Hydro Board

Date: November 27, 2024

To: Corporations Nominating Panel

From: City Clerk

Wards: All

REASON FOR CONFIDENTIAL INFORMATION

This report deals with personal matters about identifiable individuals who are being considered for appointment to the Toronto Hydro Board.

SUMMARY

The Corporations Nominating Panel will conduct interviews and recommend one candidate to City Council for appointment to the Toronto Hydro Board, as well as one nominee for Chair of the Toronto Hydro Board.

RECOMMENDATIONS

The City Clerk recommends that:

1. The Corporations Nominating Panel recommend one public member to City Council for appointment to the Toronto Hydro Board, at pleasure of Council, for a term of office ending on June 27, 2026 and until a successor is appointed.
2. The Corporations Nominating Panel recommend one public member to be City Council's nominee for Chair of the Toronto Hydro Board.
3. City Council direct that Confidential Attachments 1a, 1b and 2 to 5 remain confidential in their entirety as they relate to personal matters about identifiable individuals being considered for appointment to the Toronto Hydro Board.

FINANCIAL IMPACT

There are no financial implications arising from this report.

DECISION HISTORY

At its meeting held November 21, 2024, the Corporations Nominating Panel selected 7 candidates for interviews at its next meeting:

<https://secure.toronto.ca/council/agenda-item.do?item=2024.NC13.1>

At its meeting held June 26 & 27, 2024 City Council appointed three members of the public to the Toronto Hydro Board for a term of office ending June 27, 2026, and until successors are appointed; and three members of the public to the Toronto Hydro Board for a term of office ending June 27, 2027 and until successors are appointed:

<https://secure.toronto.ca/council/agenda-item.do?item=2024.CC19.5>

At its meeting held June 26 & 27, 2024 City Council extended the appointment of one public member, as Chair of the Toronto Hydro Board of Directors, until December 31, 2024, or until a successor is appointed:

<https://secure.toronto.ca/council/agenda-item.do?item=2024.CC19.5>

At its meeting held June 14 & 15, 2023 City Council appointed one member of the public to the Toronto Hydro Board for a term of office ending June 16, 2025 and until a successor is appointed:

<https://secure.toronto.ca/council/agenda-item.do?item=2023.CC7.7>

At its meeting held April 6, 2022, City Council appointed eight members of the public, including one as Chair, to the Toronto Hydro Board for a term of office ending April 8, 2024 and until successors are appointed:

<https://secure.toronto.ca/council/agenda-item.do?item=2022.CC42.4>

COMMENTS

Composition of the Toronto Hydro Board

The board has a total of 11 members including:

- the Mayor or the Mayor's designate appointed by City Council
- 2 members of Council
- 8 public members who are not elected officials or employees of the City of Toronto or any of its agencies or corporations, one of whom shall be the Chair

The Board's Chair role is currently under consideration

The current position under consideration is the result of one public member's term ending on December 31, 2024, or until their successor is appointed. The public member

is the current Chair of the board and is not eligible for reappointment per the Public Appointments Policy's guideline on term limits.

As the Shareholder of the Toronto Hydro Board, City Council is responsible for nominating the Chair of the board. Should the recommended nominee to fill the position under consideration not be selected as Chair, then another current public member of the board can be recommended for appointment as Chair.

Public members continue until successors are appointed.

Public members are appointed for a two-year term

The term of office for public members of City corporations is two years, and until successors are appointed. In May 2015, Council adopted a two-year term unless otherwise stated for public members of City corporations. The candidate appointed through this process will serve a term of office ending June 27, 2026 and until a successor is appointed

Board members should collectively represent a range of expertise including:

- experience on a public utility commission or board of a major corporation or other commercial enterprise
- corporate finance
- corporate governance
- market development
- large system operation and management
- urban energy industries
- public policy issues and laws relating to Toronto Hydro and the electricity market
- environmental matters, labour relations, and occupational health and safety issues
- commercial sensitivity and acumen
- independence of judgement and personal integrity
- at least three directors with financial management expertise

Public members should meet certain eligibility requirements

To be eligible for appointment to the board, public members must meet the eligibility requirements in the City's Public Appointments Policy.

In addition, under the *Business Corporations Act*, persons are ineligible for appointment to the board if they are:

- A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere.
- A person who is not an individual.
- A person who has the status of bankrupt.

Public members receive remuneration

Members of the Toronto Hydro Board receive:

- The Chair receives an annual retainer of \$75,000
- Board members receive an annual retainer of \$12,500, plus \$1,000 per meeting up to a maximum of \$30,000

Public release of the names of the recommended candidate

The name and biography of the recommended candidate will be publicly reported once the Corporations Nominating Panel forwards its recommendation to City Council.

CONTACT

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SIGNATURE

John D. Elvidge
City Clerk

ATTACHMENTS

Confidential Attachment 1a - List of Eligible Candidates, Qualifications, Confidential Diversity Information Summary, and Applications for Appointment to the Toronto Hydro Board

Confidential Attachment 1b - List of Ineligible Candidates, Qualifications, Confidential Diversity Information Summary, and Applications for Appointment to the Toronto Hydro Board

Confidential Attachment 2 - Diversity Information Summary for Current Public Members of the Toronto Hydro Board

Confidential Attachment 3 - Current Members' Interest in being Considered for Chair of the Toronto Hydro Board

Confidential Attachment 4 - Skills Matrix for the Toronto Hydro Board

Confidential Attachment 5 - Interview schedule for December 6, 2024