

Selection of Candidates for Interview for the Toronto Hydro Board

Date: April 16, 2025

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 select candidates to be interviewed for appointment to the Toronto Hydro Board. The Corporations Nominating Panel will conduct interviews at its next meeting and recommend two candidates to City Council for appointment.

RECOMMENDATIONS

The City Clerk recommends that:

1. The Corporations Nominating Panel select 6 candidates listed in Confidential Attachment 1a for interview at its next meeting for appointment to the Toronto Hydro Board.
2. The Corporations Nominating Panel direct that Confidential Attachments 1a, 1b and 2 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 on December 17 and 18, 2024, City Council appointed one public member to the Toronto Hydro Board for a for a term of office ending on June 27, 2026, and until a successor is appointed. City Council also nominated this member as Chair.

<https://secure.toronto.ca/council/agenda-item.do?item=2024.NC15.2>

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

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

At its meeting on June 14 and 15, 2023, City Council appointed one public member 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>

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

There are currently two positions under consideration

One position under consideration is the result of Nicole Martin's term ending on June 16, 2025. The other position under consideration is due to the resignation of James Hinds on March 19, 2025.

Term of office

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. At its meeting on June 26 and 27, 2024, City Council appointed three public members for a three-year term, notwithstanding the Public Appointments Policy and Shareholder Direction.

The candidates appointed through this process will serve a term of office ending June 27, 2027 and until successors are appointed.

Board members should meet certain Council-approved qualifications

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

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.

Board 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

We have consulted with Toronto Hydro

In preparation for this process, Public Appointments staff consulted with Toronto Hydro staff and the Board Chair to discuss current board needs, emerging trends, and the appointments process. It was suggested that candidates are needed with corporate finance expertise to fulfill the Council-approved qualification of at least three directors

with financial management expertise. Experience with large system operation and management and operational safety is also desired.

Outreach was conducted for this vacancy

Targeted outreach was conducted to attract skilled and diverse candidates to apply to the Toronto Hydro Board. Public Appointments staff advertised the vacancies through professional associations including the Institute of Corporate Directors, Chartered Professional Accountants of Ontario and Women Get on Board. Staff also promoted the opportunity on LinkedIn and through the Public Appointments e-updates list.

Next steps - Interviews

Once the Corporations Nominating Panel has selected candidates to interview, the City Clerk's Office will contact the candidates to schedule them for 20-minute interviews. Six interviews at 20 minutes each will take approximately two hours to complete.

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