

Board Member Appointments to TAF Committees

Date: November 7, 2025
To: Board of Directors of the Toronto Atmospheric Fund
From: Chief Executive Officer

SUMMARY

This report recommends appointment of Board members to the Toronto Atmospheric Fund's Human Resources and Audit Committees.

RECOMMENDATIONS

The Chief Executive Officer recommends that the Board of Directors of the Toronto Atmospheric Fund:

1. Appoint two members to the Audit Committee, as recommended by the Chair during the meeting.
2. Appoint a member to the Human Resources Committee, as recommended by the Chair during the meeting.

FINANCIAL IMPACT

There is no financial impact resulting from the adoption of the recommendations in this report.

DECISION HISTORY

On November 21, 2024, the TAF Board Approved Amendments By-law No.1-2022. (<https://secure.toronto.ca/council/agenda-item.do?item=2024.TA8.1>).

On July 13, 2022, the TAF Board of Directors approved By-law No. 1-2022, which repealed and replaced the former Amended and Restated By-law Number 1, originally enacted October 31, 1995 and amended March 24, 2003, and presented By-law Number No. 1-2022 to the Members for confirmation. (<https://secure.toronto.ca/council/agenda-item.do?item=2022.TA18.10>)

On December 5, 2021, the TAF Board dissolved the Executive Compensation and Performance Review Committee and established a Human Resources Committee with Terms of Reference set out in Attachment 1 to the report (<https://secure.toronto.ca/council/agenda-item.do?item=2021.TA14.13>)

Terms of Reference for TAF's Audit Committee were approved by the Board on February 14, 2020 (<https://secure.toronto.ca/council/agenda-item.do?item=2020.TA5.6>).

COMMENTS

TAF's By-law No.1 Article 4 gives TAF's Board authority to set the committee membership and terms of reference, subject to the requirements outlined in the By-law. Each committee's Terms of Reference includes specific requirements for its composition.

The Human Resources Committee Terms of Reference require that at least one City of Toronto Councillor and one citizen Board member serve on the Committee. This requirement is unique to the HR and Investment Committees. Councillor Board members are welcome to participate in other Committees, though their participation is not mandated.

Councillor Shelley Carroll's departure from the TAF Board in December 2024 created a vacancy in the Councillor position on the Human Resources Committee. The new appointee will join Andrew Dooner (Chair) and Parminder Sandhu.

Recently, the departures of Stuart Galloway and Kim Marshall have left two vacancies on the Audit Committee, which must be composed of Board members. While not required by the Terms of Reference, it is standard practice for TAF's Treasurer to serve on the Audit Committee. A Treasurer appointment is recommended in a separate report for this meeting. The new appointees will join Jean Olemou.

At the time of publishing this report, conversations with potential appointees are still underway to confirm their interest and availability. As such, the Chair will bring forward recommended appointees for board approval during the meeting. This approach ensures that all appointees have had the opportunity to consider the role and provide informed consent prior to being named.

CONTACT

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SIGNATURE

Julia Langer
Chief Executive Officer