

**Expected to attend:**

Siva Vimalachandran  
Keerthana Rang  
Nedra Rodrigo  
Dr. Lambotharan  
Dr. Santhakumar  
Neethan Shan  
Anushyan Arulsothy  
Santha Panchalingam

**Absent with Regrets:**

1. Call to Order

2. Approval of Agenda

**MOTION**      **Moved: Vimalachandran**      **Seconded: Rodrigo**

**BE IT RESOLVED THAT the Agenda be approved as presented.**

**MOTION CARRIES.**

3. Approval of Minutes

**MOTION**      **Moved Vimalachandran**      **Seconded: Rodrigo**

**BE IT RESOLVED THAT the minutes from July 11, 2023 be approved as presented.**

**MOTION CARRIES.**

4. PMO

*Gurkan Ersalan, who was the main project manager assigned to this project, has left Turner Townsend. They are in the process of assigning a new staff member.*

5. Update on Land Lease extension

\*see attached for draft from City\*

*Current lease commencement date was scheduled for July 2023. We will need to extend until December 2023, and then formally request a longer extension.*

**MOTION**      **Moved Vimalachandran**      **Seconded: Lambotharan**

**BE IT RESOLVED THAT lease amending agreement be approved as presented;and**

**BE IT RESOLVED THE the TCC signing authorities execute the amending agreement.**

**MOTION CARRIES.**

6. TCC Financial Audit – Fiscal ending March 31, 2023

Senathi & Associates were approved as the TCC auditors by the Board since our last meeting.

*Audit is currently underway.* Grant Thornton and the Auditor are targeting mid-September for the audit to be complete.

7. AGM/Election Process

Please see below for review from Legal Counsel based on our by-laws and the Ontario Not-for-Profit Corporations Act:

**“AGMs**

*As an incorporated entity, TCC is required to hold an annual general meeting each calendar year.*

*Under the ONCA, an AGM should be held within 15 months of the preceding AGM. However, because directors are required to submit financial statements to members at an AGM that correspond to a period ending not more than 6 months before the AGM, a good rule of thumb is for TCC to hold its AGM within 6 months of its financial year end. (Note that directors must approve these financial statements prior to them being presented to the members at the AGM.)*

*We understand that TCC has inadvertently not held an AGM since its incorporation and, as such, would strongly recommend that you proceed to hold an AGM for 2023. With a March 31 financial year end, this would ideally be held prior to September 30, provided that the financial statements for the period ending March 31, 2023 have been approved by the Board by then.*

**Election of Directors**

*Under the ONCA, TCC members are required to elect directors at each AGM at which an election of directors is required.*

*Because the TCC bylaws provide for its directors to serve for one year terms, the TCC Board needs to be elected in its entirety each year.*

*Accordingly, TCC must hold director elections at its 2023 AGM.*

*TCC bylaws do not provide for term limits, which allows directors whose terms are expiring to seek re-election if they choose. Elections also provide an opportunity for organizations to ‘refresh’ their boards, whether by electing additional new directors and/or electing new directors in place of those whose terms are expiring. For example, we understand that the current TCC Board was elected/appointed at a particular point in time in respect of the project and these upcoming elections may provide an opportune time to refresh the TCC Board.*

### **By-laws**

*Finally, just a reminder that the TCC was incorporated under the former Ontario Corporations Act which such legislation has been replaced by the Ontario Not-for-Profit Corporations Act.*

*In order to facilitate its charitable registration, we previously worked with you to make some minor amendments to TCC’s Articles of Incorporation (as its Letters Patent are now named) but recommended at the time that TCC make additional changes to the Articles and that it adopt a new set of bylaws to, among other items, reflect more modern governance principles that are permitted under the ONCA. We would be pleased to assist you in preparing revised bylaws at your convenience.*

### **Director Qualifications**

*As discussed earlier, neither the ONCA nor the TCC bylaws contain formal director qualifications apart from the baseline ONCA rules (i.e. that a director has capacity, etc.). We understand that the Board does not wish to propose formal TCC bylaw amendments (i.e. to adopt additional qualifications) at this time but rather prefers to adopt a Board policy identifying the types of qualifications TCC directors should have.*

### **Adopting Board Policy re Qualifications**

*The adoption of a Board Policy in respect of director qualifications should be considered at a Board meeting, similarly to any other “Board business”. (This is in contrast to a bylaw amendment which would be considered by the members (rather than directors) and would need to be approved by special resolution.)*

*Under TCC bylaw 7.5, quorum for a directors’ meeting is a majority of directors then in office.*

*Under TCC bylaw 7.8, all decisions of the Board will be made by “ordinary resolution”, being a resolution approved by a majority of directors who are present at a meeting and who are entitled to vote or signed by all directors who are entitled to vote.*

*Accordingly, the Board policy should be approved by at least a majority of directors who are present at the meeting at which the policy is considered and of which sufficient notice has been given to all directors.*

### **Nominations Process**

*Although the TCC bylaws are silent as to the process by which prospective TCC directors are solicited, TCC bylaw 6.3 contemplates that the Board may from time to time appoint committees. Accordingly, it*

*would be fine for the TCC Board to appoint a nominations committee and determine the nominations process that it should follow, i.e.*

- *Set timelines for receipt of nominations*
- *Determine the process and requirements for nomination of prospective directors*
- *Solicit/receive nominations*
- *Review and assess nomination packages*
- *Recommend a list of nominees for approval by the Board*

*Finally, the TCC bylaws do not mandate the composition of its committees. We understand that the current TCC directors seeking re-election will be asked to comply with the nominations process (due to the change in Board qualification requirements, as reflected in the Board policy) and, accordingly, we agree that it would be preferable for those directors who are seeking the nomination to not participate on the nominations committee.*

### **Election of Directors**

*TCC should hold elections at its upcoming AGM.*

*As discussed previously, the TCC bylaws provide for directors to serve 1 year terms. Accordingly, any of the sitting Board wishing to continue as directors must seek re-election at the upcoming AGM, together with any prospective directors that are seeking election for their first term.*

*The TCC bylaws are silent in regards to the process by which directors are elected. It should therefore be open to the Board to determine the election process that works best for TCC, as long as the process is procedurally fair and is communicated to members/candidates in advance. One fairly standard method would be (assuming there are more candidates for election as Directors than there are positions for Director that will become vacant at the close of the AGM) for the election of Directors to be by secret ballot with the name of each candidate appearing individually on the ballot. Candidates will be deemed to be elected in order of the candidates receiving the most votes, with no member voting for more directors than the number of vacant positions for director (and any ballot on which more names are voted for than there are vacant positions deemed void). ”*

*\*see attached for draft of Board member qualifications for call-out\**

**MOTION**      **Moved: Vimalachandran**      **Seconded: Keerthana**

**BE IT RESOLVED THAT the Board Member Qualifications posting be approved as presented; and**

**BE IT FURTHER RESOLVED THAT the Board set the Annual General Meeting date, time and location at the next Board meeting; and**

**BE IT FURTHER RESOLVED THAT the Board appoint the Nomination Committee at the next Board meeting.**

**Recorded Vote:**

**In favour:**

Vimalachandran

Rang

Rodrigo

Lambotharan

Arulsothy

Panchalingam

Santhakumar

**Opposed:**

Shan

**Shan and Santhakumar recommends that TCC open membership at AGM to new members, and all new members be allowed to participate in election. To be discussed at next meeting.**

8. Other

9. Adjournment

**MOTION      Moved: Vimalachandran                      Seconded: Rang**

**BE IT RESOLVED THAT the meeting be adjourned.**

**MOTION CARRIES.**