



Parc Downsview Park  
Canada

## BOARD OF DIRECTORS PROFILE

Parc Downsview Park Inc.  
August 13, 2009

### Overview and Mandate of the Corporation

Parc Downsview Park Inc. (PDP) was established by the Federal government with a mandate to build a “unique urban recreational green space for the enjoyment of future generations” on a self-financing basis.

The vision for Downsview Park states:

*“Downsview Park is a unique urban recreational green space, a safe and peaceful place developed according to the principles of environmental, economic and social sustainability, for Canadians to enjoy in all seasons. The park reflects Canada’s mosaic brilliance and celebrates its past, present and future accomplishments.”*

Downsview Park comprises approximately two hundred and thirty-one point five (231.5) hectares [five hundred and seventy-two (572) acres] of land in the northwest portion of the City of Toronto and the geographic centre of the Greater Toronto Area. In excess of one hundred and forty-eight (148) hectares [three hundred and sixty-five point eight (365.8) acres] of the total land area is dedicated for traditional parkland and will facilitate extensive, varied recreational uses, both passive (meadow, forest, open space, gardens) and active (indoor and outdoor athletic facilities for individuals and teams from both the local and high performance communities), and educational and cultural opportunities.

Approximately eighty four (84) hectares [two hundred and seven (207) acres], are oriented to opportunities that provide a revenue stream to finance construction, development and the operation of PDP using sustainability models and approaches. PDP has developed Sustainable Community Development Guidelines to ensure that the sustainability focus is retained throughout the entire site. Ecological and social investments will be balanced with economic investment in residential, commercial and institutional activities to integrate aesthetically and practically with recreational uses on the site.

PDP is a deemed parent and agent Crown Corporation and reports to Parliament through the appropriate Minister pursuant to the *Financial Administration Act* which are currently the Minister of Transport Infrastructure and Communities, and the Minister of State (Transport).

### Board Roles and Responsibilities

As stated in the *Financial Administration Act*, the Board of Directors “is responsible for the management of the businesses, activities and other affairs of the Corporation”. The operational responsibilities are delegated to Management. The Board of PDP performs an oversight function, setting broad policies and strategic direction, and auditing and evaluating Management’s implementation of those decisions. Specifically, the Board has responsibility to:

- Represent the Shareholder’s interest;
- Ensure sound and prudent stewardship of the Corporation;
- Provide strategic guidance with regard to the implementation of the policy mandate.

Each Director of PDP has the responsibility to act in the best interests of the Corporation and be independent of any other interests to enable PDP to realize its vision and fulfill its mandate.

Directors are expected to keep current on pertinent issues, commit the time required to be effective, look at the complexity of the challenges, listen to each others' perspectives on key issues, bring an external perspective and disclose relevant conflicts of interest.

A key responsibility of the Board is to undertake succession planning for Directors, the Chair and the President and Chief Executive Officer. The Board has assigned responsibility for nominations, to committees, and to bring forward recommendations for pending vacancies.

Directors will be provided with information in a timely manner to enable their preparation for deliberations at Board and Committee meetings. Directors are expected to attend meetings regularly and voice their views candidly. The Board of PDP attempts to achieve consensus on decisions, having considered the expertise and perspective of all Directors. Once a full discussion has been undertaken and a decision has been made by the Board, Directors are expected to accept the collective decision of the Board and to contribute to the success of that decision going forward.

### **Challenges, Issues and Initiatives**

PDP has a unique mandate and challenge among Crown Corporations as it is required to self-finance the building and maintenance of the Park in perpetuity. Accordingly, the Board of PDP has determined that the most appropriate approach to fulfilling the mandate and achieving the vision is to create the Downsview Park Sustainable Community Development Guidelines. A sustainable community demonstrates the interdependence of social, ecological, and economic well-being. An ideal balance enables each component to achieve its maximum potential. PDP will innovate and lead by creating a destination where people can live, work and play in one place in a safe and peaceful environment celebrating and learning about Canada.

As a Crown Corporation, PDP operates as an instrument of the Government of Canada. Stakeholders believe that as a government entity mandated to achieve a social policy goal, PDP should address their concerns. Balancing the needs, experiences and visions of all stakeholders will continue to be an ongoing challenge for PDP.

### **Core Attributes, Competencies and Experience**

PDP Directors are expected to demonstrate outstanding integrity, ethics and commitment to public service. Each Director must be able to think strategically and critically, value a diversity of viewpoints, be willing to listen to others, function effectively in a team setting, and share in the leadership of the Corporation. Each Director should be a strong, independent individual who contributes effectively as a team member of the Board and its Committees.

Each Director will bring different skills to the work of the Board. While no one Director will have all the skills and qualities necessary to discharge the responsibilities of the Board, each Director should possess at least one of the following attributes:

- Financial literacy;
- Legal acumen;
- Real estate and parkland development experience;
- Government/Public relations/community liaison experience;
- Sustainability knowledge and understanding;
- Experience in managing a business;
- Procurement;
- Corporate governance experience;
- Fund-raising expertise;
- Organizational risk management, mitigation and assessment

### **Representation**

PDP strives to represent Canada's diversity in its memberships.

### **Working Conditions**

The Board of PDP generally meets six times annually at the Corporate office.

The Board has three standing committees that meet between three to six times annually (depending on the Committee), or on an as needed basis to address emerging issues. The Board Chair asks some Directors to chair and vice chair some committees. The Chair of the Board is ex-officio on all Committees and appoints the Committee membership, including the Chairs.

Materials for meetings are intended to be distributed one week in advance to allow for adequate preparation time.

Directors are appointed as part-time Governor-in-Council appointees and are remunerated quarterly as a Group 3 Crown corporation. Directors are reimbursed for reasonable expenses directly related to their duties.

PDP is incorporated under the *Canada Business Corporations Act* and as such, the following persons are disqualified from being Directors under s.105:

- Anyone who is less than 18 years of age;
- Anyone who is of unsound mind and has been so found by a court in Canada or elsewhere;
- A person who has the status of a bankrupt.