



## STAFF REPORT ACTION REQUIRED

### Toronto Transit Infrastructure Limited (TTIL) – Appointment of Officers

<b>Date:</b>	February 25, 2015
<b>To:</b>	Toronto Transit Infrastructure Limited (TTIL)
<b>From:</b>	Chief Executive Officer

#### Summary

---

In accordance with Article IV, Section 2 of the Toronto Transit Infrastructure Limited (TTIL) By-law No. 1, at the first meeting of the Board after election of Director(s), the Board must appoint a General Secretary and from time to time may appoint a President, Vice-President, Treasurer, General Counsel, General Manager and such other officers, agents or attorneys as may be necessary and may combine any of the offices. No officer, agent or attorney appointed under the provisions of this Section need be a Director or a Shareholder of the Corporation.

It is recommended that the Board appoint a Secretary/Treasurer and General Counsel as Officers of TTIL. Due to the operational inactivity of the Corporation, the appointment of additional Officers is not necessary at this time.

#### Recommendations

---

**It is recommended that the Board appoint:**

1. Vincent Rodo, TTC Chief Financial and Administration Officer, to the position of Secretary/Treasurer; and
2. Brian Leck, TTC Head of Legal and General Counsel, to the position of General Counsel.

#### Financial Impact

There are no financial implications resulting from the adoption of this report.

## **Decision History**

At the TCTI General Meeting on June 24, 2014, the Board of Directors appointed Vincent Rodo and Brian Leck as Officers of TTIL.

## **Issue Background**

Outlined below are the duties of the suggested Officers of the Corporation.

The Secretary will be the custodian of the seal of the Corporation. They will be responsible for issuing all notices and call of meetings under the direction of the Chair or Board of Directors; attending all meetings and will also keep or cause to be kept on record a copy of the Certificate of Incorporation, the by-laws of the Corporation; the names of all persons who are and have been Shareholders and/or Directors of the Corporation; and the minutes of all proceedings at Shareholder and Board of Director meetings. The Secretary will also have such other powers and perform such other duties as may be assigned from time to time by the Chair or Board of Directors or required by law.

The Treasurer is responsible for keeping proper accounting records; depositing all monies received by the Corporation in the Corporation's bank account; and under the direction of the Board, supervising the safekeeping of securities and the disbursement of the funds of the Corporation. The Treasurer renders to the Board, whenever required, an account of all transactions rendered as Treasurer and of the financial position of the Corporation. In general, perform all duties incident to the Office of Treasurer and have such other powers and perform such other duties as from time to time may be assigned by the Chair or the Board of Directors.

The General Counsel is responsible for all legal matters pertaining to the business of the Corporation and to fulfill such other duties as the Chair or Board of Directors may from time to time properly require of the General Counsel.

## **Contact**

V. Rodo, Chief Financial and Administration Officer  
Telephone: (416) 393-3914; Email: vincent.rodo@ttc.ca