



(APPENDIX 1)

Relationship Framework

for

City of Toronto

With

Yonge-Dundas Square Board

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Relationship Framework for the Square
DRAFT (May 17, 2007)

ARTICLE 1: BACKGROUND AND PURPOSE

1.1 Background

In 1996, the Yonge Street Regeneration Project was initiated as a partnership between the Yonge Street Business and Residents Associations and the City of Toronto. The intersection of Yonge and Dundas Streets is Toronto's number one visitor destination and the goal of the Yonge Street Regeneration Project is to create a strong, dynamic area, bringing Yonge Street back to its former glory. More specifically, the objectives of the Yonge Street Regeneration Project are to create a renewed sense of place at the intersection of Yonge and Dundas Streets, to attract additional retail and entertainment development to the area, and to improve the appearance and safety of the area. Toronto Council approved the Yonge Street Regeneration Project in 1998.

The center-piece of the Yonge Street Regeneration Project is Yonge-Dundas Square, which opened to the public in May 2003 and now serves as a public space and a unique focal point of the area. The City-owned Square is a venue that can accommodate events of various sizes. A wide range of activities such as community celebrations, theatrical events, concerts, receptions, and promotions are held on Yonge-Dundas Square, and they appeal to residents and tourists alike and showcase local businesses.

Because of the extensive involvement of local businesses and the community in the planning for and the commercial use of Yonge-Dundas Square and the effect of the operations and events of Yonge-Dundas Square on quality of life in the area, the City established a board of management to operate Yonge-Dundas Square. The first board of management for Yonge-Dundas Square was appointed in 2001.

The City continued the board of management for Yonge-Dundas Square as a municipal service board under the *Municipal Act, 2001*, and the Yonge-Dundas Square municipal service board was continued as a city board under the *City of Toronto Act, 2006*. The Yonge-Dundas Square Board is a body corporate, an agent of the City and a local board for all purposes.

1.2 Definitions

In this Document, the following terms have the meanings set out below:

“Applicable Law” means all statutes, laws, by-laws, regulations, and orders of governments or other public authorities having jurisdiction at any time in force that apply to the Square or the Board, or both;

“Auditor” means the external attest auditor appointed by the City to annually audit the accounts and transactions of the Yonge-Dundas Square, and to express an opinion on the financial statements of the Yonge-Dundas Square Board based on the audit;

“Auditor General” means the City's Auditor General or his or her designate;

“Board” or “Yonge-Dundas Square Board” means the board of management established by Council with respect to the Square in 2001, which Board now is a city board under the *City of Toronto Act, 2006*;

“Board Member” or “Member” means a person appointed by the City as a Member of the Yonge-Dundas Square Board or a person that is an *ex officio* Member of the Yonge-Dundas Square Board pursuant to the Chapter 636;

“Chair” means the Member elected as chair of the Board by the Members of the Board;

“Chapter 636” means Chapter 636, Public Squares, in the City of Toronto Municipal Code, as amended or replaced from time to time¹;

“Citizen Members” means those Members appointed to the Board who are not Councillors;

“City” means the City of Toronto;

“City Liaisons” means the City staff persons designated by the City to be key points of contact between the Board and the Toronto Public Service;

“City Manager” means the City Manager of the City or the person designated to act in that capacity from time to time, or her or his delegate;

“Council” means the Council of the City of Toronto;

“CFO” means the Chief Financial Officer of the City or the person designated to act in that capacity from time to time or his or her delegate;

“Financial Statements” means, for any particular period, comprehensive financial statements of the Board consisting of a balance sheet, a statement of revenues and expenditures, and such other statements, reports, notes, and information as are required by and prepared in accordance with generally accepted accounting principles for Canadian municipalities;

“Municipal Code” means the City of Toronto Municipal Code, as amended or replaced from time to time;

“Proper Notice” means notice given in accordance with the notice requirements in the Municipal Code; at the time of preparation of this Relationship Framework that means the publication of an announcement in a local newspaper of general distribution in the local community, the posting of a notice in a visible and accessible location at the facility or the posting of the notice on the City’s or the Board’s website;

“Record” means information however recorded or stored, whether in printed form, on film, by electronic means or otherwise, and includes documents, financial statements, minutes, accounts, correspondence, memoranda, plans, maps, drawings, photographs, and films of the Board;

“Square” means the Yonge-Dundas Square, as described in Chapter 636;

“Toronto Public Service” means staff employed by the City; and

“Ward Councillor” means the member of Council for the ward in which the Square is located.

1.3 Purpose of the Relationship Framework

The purpose of this Relationship Framework is to:

- 1.3.1 recognize the Board’s authority to manage the business and affairs of the Square in accordance with this Relationship Framework and Chapter 636 of the City’s Municipal Code;

¹ A copy of Chapter 636 can be found on the City’s website at <http://www.toronto.ca/legdocs/municode/index.htm>.

- 1.3.2 set out the conditions that promote an effective and collaborative relationship between the City and the Board;
- 1.3.3 identify the types and levels of support provided by the City to the Board, and the responsibilities and obligations of the Board;
- 1.3.4 inform the Board, the Toronto Public Service, and the residents of Toronto of Council's direction on matters such as governance, applicable City rules and policies, reporting requirements, and accountability;
- 1.3.5 articulate Council's delegation of authority, expectations, and requirements for the Board; and
- 1.3.6 consolidate information from a variety of sources, including City policy, the Municipal Code, and applicable provincial legislation, in one document.

1.4 Legislative Framework for City Boards

- 1.4.1 The Yonge-Dundas Square Board is a city board under section 141 of the *City of Toronto Act, 2006*.
- 1.4.2 The City's delegation of authority to the Board is found in Chapter 636 of the Municipal Code.
- 1.4.3 Under the City's classification of agencies, boards, and commissions, the Board is considered a Program Operating Board, and it is aligned with the City's Economic Development, Culture and Tourism Division.

ARTICLE 2: MANDATE AND OPERATING PRINCIPLES

2.1 City's Strategic Objectives

The Square is the centre of the City's regeneration project for this vital area of the City's downtown. It is a key element in the effort to promote economic development in the area and revitalize the surrounding community. While the City owns the Square, the City Board governance model creates a vehicle for engaging all stakeholders with a vested interest in the area in the decision making. The City supports the Board by providing it with operating and capital funding.

2.2 Mandate of the Yonge-Dundas Square Board

The general mandate of the Board is:

- a) to manage and operate the Square according to Applicable Law and applicable City policies;
- b) to periodically review general operating guidelines for the use of the Square, including rental fees and the terms and conditions for using the Square, and to make recommendations for improvements;
- c) to develop a sponsorship program for the Square;
- d) to develop an annual program of events for the Square, and to periodically review the effectiveness of the program;
- e) to develop annual business plans and budgets for managing the Square for approval by City Council; and

- f) to identify matters that are at issue regarding the management and operation of the Square and to work towards the resolution of these matters with stakeholders and the City².

2.3 Rationale for a City Board Providing the Service

The City's rationale for having the Board manage the Square, as opposed to the City managing the Square itself, is:

- a) to ensure that the local business and residential communities, who have been active participants in the planning and development of the Square since 1996, are able to participate in the management and operation of the Square;
- b) to create a forum for engaging those who have a vested interest in ensuring that the Square remains safe, clean and active;
- c) to provide a way of engaging the expertise and skills available in the community in the management and operation of the Square; and
- d) to have a governance model that lends itself to maintaining a focus on attracting events, which in turn promotes economic development in the area.

ARTICLE 3: DELEGATION OF AUTHORITY

3.1 Matters Requiring Council Approval

The following matters require consent, or approval or other action from Council:

- a) The appointment of Board Members;
- b) The annual operating and capital budgets of the Board;
- c) The audited annual financial statements of the Board;
- d) Contracting out the overall operation or significant portion of the operation of the Square to a third party
- e) A Records retention by-law or specific Council approval to destroy Records;
- f) Any structural addition, alteration, or improvement to the Square;
- g) Any lease of the Square or portion of the Square; and
- h) Entering into agreements for vending, sponsorship, or advertising that are longer than four years in length.

3.2 Matters Delegated to the Board

The City has delegated to the Board the responsibility to manage, operate, and maintain the Square in accordance with the powers and duties outlined in § 636-6 of the Municipal Code. This includes:

- a) overall financial and operational management responsibility;
- b) developing a long-term needs assessment with regard to refurbishment of the Square and equipment replacement;
- c) operating in accordance with prudent business practices and in accordance with any applicable agreements;

² See Clause 27, Report No. 16 of the Policy and Finance Committee as adopted by Council at its meeting of December 4, 2001 (<http://www.toronto.ca/legdocs/2001/agendas/cc.htm>).

- d) establishing booking policies and setting fees and charges;
- e) developing a multi-year business plan and updating that plan every year;
- f) entering into agreements for vending, sponsorship, or advertising that are no longer than four years in length; and
- g) soliciting expressions of interest for new revenue sources, and recommending to Council those which the Board considers viable and worthwhile.

ARTICLE 4: OPERATING PRINCIPLES OF THE BOARD

4.1 Operating Principles

- 4.1.1 The Board shall operate in compliance with all Applicable Law including but not limited to the *City of Toronto Act, 2006, Municipal Conflict of Interest Act, Occupational Health and Safety Act, Ontario Human Rights Code*, and the Toronto Municipal Code. The Board also shall comply with any Council policies with which the Board is required by Council or otherwise to comply.
- 4.1.2 The Board shall manage the Square in a fiscally responsible manner, and in accordance with the Board's annual operating and capital budgets as approved by Council and where applicable the City's financial policies.
- 4.1.3 The Board at all times shall endeavour to manage and control the Square in a reasonable and efficient manner, in accordance with standard good business practice.
- 4.1.4 The Board shall seek input from and otherwise engage the local community.
- 4.1.5 The Board shall recognize the diversity of the City of Toronto and embrace and promote the value of diversity in its day to day business.

ARTICLE 5: CITY BOARD

5.1 Structure of the Yonge-Dundas Board

- 5.1.1 The Board consists of thirteen (13) Members appointed by Council. Four of those Members are *ex officio* non-voting Members and the other nine (9) are voting Members. The Councillor representing the Ward in which the Square is geographically located is one of the nine voting Members of the Board. The four *ex officio* non-voting Members are the two City employees, the Police Services Board employee, and the staff person nominated by the Toronto Parking Authority, as described in § 636-7 of Chapter 636.
- 5.1.2 In accordance with Chapter 636, all voting Citizen Members of the Board are nominated by local business, educational, and community associations or entities. These nominations are then approved in accordance with Council's "*Policy and Processes for Citizen Appointments to City Agencies, Boards, Commissions and Corporations and External Special Purpose Bodies*" (Public Appointments Policy)³, as may be amended from time to time.

³ City of Toronto *Public Appointments Policy Governing Appointments to City Agencies, Boards, Commissions and Corporations and Nominations to External Special Purpose Bodies* approved by Council at its September 25, 26 and 27, 2006 meeting: <http://www.toronto.ca/public-appointments/pdf/public-appointments-policy.pdf>

- 5.1.3 All Board Members, both new and returning, are appointed by Council at the beginning of the term of a new Council. By the first of December prior to commencement of a new term of Council, the City will request that the interest group nominating bodies identify, in writing, members who are nominated for membership on the Board.
- 5.1.4 The Board will notify the City of mid-term vacancies and the plan for filling those vacancies.
- 5.1.5 Board Members serve at the pleasure of Council.

5.2 Core Qualifications of Members Appointed to City Boards

- 5.2.1 Board Members are recruited in accordance with the Council's Public Appointments Policy as may be amended from time to time.
- 5.2.2 Board Members should:
 - a) have knowledge and understanding of community and public service;
 - b) possess good communication and decision making skills;
 - c) demonstrate a knowledge of the programs and activities of the facility; and
 - d) collectively possess appropriate skills to direct the financial and business operation and management of the Square.
- 5.2.3 While some Board Members are nominated by interest groups and the views and perspectives of those groups must be brought to the table for discussion, all Board Members shall balance those interests with their primary duty as a member of the Board, which is fulfilling the mandate of the Board as articulated in Section 2.1.

5.3 Term of Appointment

- 5.3.1 In accordance with Council's Public Appointments Policy, each Member shall hold office at the pleasure of Council from the time of appointment until the expiration of the term of the appointing Council, or until a successor Board is appointed by the new Council.
- 5.3.2 Board Members are eligible for reappointment on the expiration of their term of office.
- 5.3.3 In accordance with Council's Public Appointments Policy, all nominees of the organizations identified in Chapter 636 are exempt from the usual limits on the maximum length of service on the Board.

5.4 Vacancies

- 5.4.1 When an individual ceases to be a Member of the Board, a vacancy is created. Vacancies occur on the earliest of:
 - a) the date of resignation;
 - b) the date the Member is removed from the Board by Council; or
 - c) the date of death or other incapacity.
- 5.4.2 Only Council has the authority to remove a Board Member.

- 5.4.3 Without limiting Subsection 5.1.4 Council will consider whether or not to remove Board Members if:
- a) they have missed three Board meetings in a row without proper cause or notice;
 - b) two-thirds of the total number of Board Members have recommended the removal of the Board member; or
 - c) the organization which originally nominated the Board Member has requested the removal of the Board Member.

The Board shall report all such situations to the City Manager. The City Manager will investigate these situations and make a recommendation to Council.

5.5 Remuneration

- 5.5.1 There is no remuneration for Board Members.
- 5.5.2 The Board may reimburse Board Members for travel and other reasonable expenses incurred while attending to authorized Board business in accordance with the Board's reimbursement policy, which must be consistent with Council's *Policy on Remuneration and Expense Reimbursement for City of Toronto Agencies, Boards, Commissions and Corporations*⁴, as amended from time to time.
- 5.5.3 The Board shall forward the amount of expense reimbursement for Board Members to the City Treasurer by January 15 of each year (expense reimbursement for the previous year). In accordance with Section 223 of the *City of Toronto Act, 2006*, the City Treasurer must report to Council on the remuneration and expenses of all City board members by March 31 of every year.

ARTICLE 6: MEETINGS OF THE BOARD

6.1 Procedural Guidelines

- 6.1.1 In accordance with Subsection 189(2) of the *City of Toronto Act, 2006*, the Board shall pass a procedure by-law that governs the calling, place, and proceedings of the Board's meetings including rules and procedures and other matters as deemed necessary. The procedure by-law must support the principles of transparency, accessibility, participation, and civic engagement.
- 6.1.2 The Board's procedure by-law shall comply with Chapter 636, which lists requirements regarding election of officers, meetings, Board minutes, and additional meetings.
- 6.1.3 A copy of the procedure by-law and any amendments or revisions must be filed with the City Manager's Office.
- 6.1.4 The Board shall conduct its meetings in compliance with its procedure by-law.
- 6.1.5 The City, through the City Liaisons, shall assist the Board, if necessary, in developing a procedure by-law.

⁴ See Clause 2, Report No. 1 of the Policy and Finance Committee as adopted by Council at its meeting of January 31 to February 2, 2006 (<http://www.toronto.ca/legdocs/2006/agendas/cc.htm>)

6.2 Open Meetings

- 6.2.1 In accordance with Section 190 of the *City of Toronto Act, 2006*, all meetings of the Board must be open to the public except as provided in subsection 6.2.2 below.
- 6.2.2 A Board meeting or part of a meeting may be closed to the public where (a) the subject matter being considered is a matter set out in Subsections (2) or (3) of section 190 of the *City of Toronto Act, 2006* or (b) no member of the Board discusses or otherwise deals with any matter in a way that materially advances the business or decision making of the Board.
- 6.2.3 Before holding a meeting or part of a meeting that is to be closed to the public, the Board must adopt a resolution approving the holding of a closed meeting and stating the general nature of the matter to be considered at the closed meeting. Even if a matter is considered in camera, the vote for the decision must be taken in public.

6.3 Quorum

- 6.3.1 Subject to the provisions of subsection 6.3.2, five voting members will constitute a quorum of the Board.
- 6.3.2 If there are one or more vacancies among voting members on the Board, that number which is one-half of the actual number of voting members on the Board will constitute the quorum of the Board. If the actual number of voting members is an uneven number quorum will be more than one-half of the actual number of voting members.

6.4 Meeting Schedules, Agendas and Minutes

- 6.4.1 The Board shall make Board meeting schedules, agendas, and approved minutes (in this section collectively called “records”) available to members of the public on a reasonable cost recovery basis, except for those records considered (or, in the case of schedules and agendas, to be considered) during that part of a meeting that was (or is to be) closed to the public.
- 6.4.2 In accordance with Council’s Policy on *Public Access and Involvement for City of Toronto Agencies, Boards and Commissions*⁵ the Board shall determine a schedule of regular Board meetings on an annual basis, and the schedule including date, time, and location shall be posted in a public area of the Board’s offices and on the Board’s website. Any amendments or changes to that schedule shall be posted as soon as possible to provide as much advance notice to the public of changes in the schedule as possible.
- 6.4.3 The Board shall comply with Chapter 636 and Council’s Policy on *Public Access and Involvement for City of Toronto Agencies, Boards and Commissions* regarding proper notice for Board meetings, procedures for Board minutes, election of officers, and number of meetings per year.

ARTICLE 7: BOARD RESPONSIBILITIES

7.1 Responsibilities of the Board

⁵ See Clause 15, Report No. 9 of the Policy and Finance Committee as adopted by Council at its meeting of September 22 to 25, 2003 and attached as Appendix C to this document.

- 7.1.1 Subject to any matters that require Council approval under Chapter 636 or other Applicable Law, the Board shall have control and management of and overall financial and operational responsibility for the Square.
- 7.1.2 The Board's responsibilities include the following specific matters:
- a) ensuring that the Board's operations and activities comply with Chapter 636 and all Applicable Law and City policies and requirements;
 - b) submitting an annual operating and capital budget for the Board to the City in accordance with City format and timelines;
 - c) approving budget variance reports, in accordance with City format and timelines;
 - d) approving booking policies and fees for the use of the Square and programs in the Square;
 - e) developing resources to support Board activities, programs, and services;
 - f) hiring and evaluation of the General Manager; and
 - g) approving the annual financial statements of the Board for audit purposes and receiving the report of the Auditor and forwarding such report to the City.

7.2 Facility Control and Responsibility

- 7.2.1 The Board is responsible for properly maintaining the Square in a good state of repair and keeping the premises in a clean, safe, and orderly condition.
- 7.2.2 The Board shall ensure that facility maintenance is conducted by licensed technicians where required and in accordance with Applicable Law and regulatory requirements prescribed by various acts and codes such as the Ontario Fire Code and the Ontario Electrical Safety Code, as amended from time to time.
- 7.2.3 City councillors, City employees and agents, contractors, and representatives of the City, with the authorization of the appropriate Division or Department Head, shall have the right to enter the premises to complete facility inspections, or building condition assessments or for any other reason as they deem necessary. To ensure disruptions to the operations of the facility are kept to a minimum, when feasible, two working days' notice will be provided to the General Manager of the Board.

7.3 Board Staff

- 7.3.1 Yonge-Dundas Square staff are employees of the Board.
- 7.3.2 The Board sets policies and practices that affect employees including changes to salary ranges, job evaluations, performance pay, and salary and benefits, subject to approval of Council, during the annual budget review process.

ARTICLE 8: RESPONSIBILITIES OF THE CITY

8.1 Corporate Support

- 8.1.1 The Board or Board staff may request assistance or information from the City at any time, even in areas where Council has delegated responsibility to the Board.

- 8.1.2 The Board or Board staff may access the City's expertise in areas such as purchasing, labour relations, legal services, corporate access and privacy, board governance, and financial services.
- 8.1.3 The Square is owned by the City and is covered under the City's Liability and Property Insurance program. This coverage includes Automobile, Property, Boiler and Machinery, General Liability, and Public Officials Errors and Omissions (E&O) Liability insurance. The Board is required to pay annual premiums for insurance to the City.
- 8.1.4 The City Manager's Office provides governance support to the City's agencies, boards, commissions, and corporations, including the Board of Yonge-Dundas Square. .

8.2 Role of Council

- 8.2.1 Council considers for appointment to the Board persons nominated by the organizations listed in § 636-7 of the Municipal Code.
- 8.2.2 Council will give consideration to Board requests to amend Chapter 636, other by-laws, Council policies, or governance structures. These requests are to be submitted to one of the City Liaisons for transmittal to the appropriate Committee of Council.
- 8.2.3 The member of Council for the ward in which the Square is geographically located is appointed to the Board. The role of this Councillor on the Board is to:
 - (a) perform as part of the Board;
 - (b) balance his or her role as the custodian of the City's tax dollars and representative of Council policies with his or duties as a Board Member;
 - (c) provide advice and expertise to aid in decision-making; and
 - (d) provide an essential link between the Board and Council such that Council positions can be conveyed to the Board and vice-versa.

ARTICLE 9: ACCESS TO RECORDS AND INFORMATION

9.1 Records and Information

- 9.1.1 The Board and Board staff are required to comply with the *Municipal Freedom of Information and Protection of Privacy Act*, which establishes requirements related to access to records and information. The *Municipal Freedom of Information and Protection of Privacy Act* provides individuals with the right to access general information and their own personal information maintained by municipal government, agencies, boards, and commissions. The Act also includes guidelines related to the collection, use, disclosure, and retention of personal information.
- 9.1.2 The City Clerk through the City's Corporate Access and Privacy Office will provide support and advice to the Board on matters related to the collection, use, disclosure, and retention of personal information as required.
- 9.1.3 The Board has ownership and control of its records and the Board shall retain and preserve its records, which shall include records associated with the management and operation of the Square including minutes and records of every Board meeting, in a secure and accessible manner and in accordance with the requirements in the *City of Toronto Act, 2006*.

9.1.4 Except as otherwise provided, a record of the Board may only be destroyed in accordance with section 201 of the *City of Toronto Act, 2006*. Section 201 provides that a record of the Board may be destroyed if a retention period has been established under that section and the retention period has expired or the record is a copy of the original record. Section 201 provides that the City, subject to the approval of the City Auditor, may establish retention periods during which the records of the City and its local boards must be preserved.

9.1.5 The City, through the City Liaisons, will assist the Board, if necessary, in developing a system for records retention periods and disposition of records.

9.2 City Requests for Information

9.2.1 The Board, or the General Manager of the Board on its behalf, shall respond in a timely manner to requests for information related to the operations, business, and affairs of the Board or the Square made by Council or the City Manager.

9.2.2 The City, when requesting information, shall communicate with the Board or the Board's General Manager.

ARTICLE 10: POLICIES

10.1 Compliance with City Policies

10.1.1 In accordance with subsection 141(1) of the *City of Toronto Act, 2006*, the City may require the Board to follow rules, procedures, and policies established by the City as amended from time to time.

10.1.2 In accordance with subsection 212(2) of the *City of Toronto Act, 2006*, the Board shall adopt and maintain policies with respect to the hiring of employees and the procurement of goods and services.

10.1.3 All Members of the Yonge-Dundas Square Board including Citizen Members shall comply with the *Municipal Conflict of Interest Act*, R.S.O. 1990⁶. Further, it is understood that each Member has agreed, at the time of his or her appointment, to abide by the Code of Conduct for Members of Local Boards, as amended from time to time.⁷

10.1.4 The Board shall ensure that it complies with policies relating to specific matters when directed by Council from time to time and with necessary modifications as appropriate. The City Liaisons will provide the Board with copies of all current City policies that Council has established that apply to the Board.

10.1.5 The City Liaisons will provide support and assistance to the Board when requested regarding the implementation of Council directed policies within the Board's operating environment.

⁶ See Clause 20, Report No. 16 of the Administration Committee as adopted by Council at its meeting of August 1 to 4, 2000 (<http://www.toronto.ca/legdocs/2000/agendas/cc.htm>).

⁷ See Report No. 6 of June 26, 2008 Executive Committee 22, as adopted by Council at its meeting of July 15 & 16, 2008 (<http://www.toronto.ca/legdocs/mmis/2008/ex/minutes/2008-06-26-ex22-mn.pdf>).

10.1.6 The City will consult with the Board, whenever possible, regarding new policies or procedures that will affect the Board or its staff.

10.2 Corporate Identity

10.2.1 The Board is required to acknowledge in public materials such as web sites, publications, pamphlets, and signage its relationship with the City and that the City provides support to the Board and the Square (e.g. identification that the Board is a board of the City of Toronto).

10.2.2 When the Board uses the City logo on any visual material, publications, or pamphlets it must use the official City corporate logo or word mark.

10.3 Public Representation

10.3.1 The Board and Board staff shall at all times in representing the Board on the public record respect privacy rights, security needs, and matters before the courts. They shall identify themselves as representatives of the Board, not the City, when speaking on the public record.

10.3.2 For those matters which are controversial and have significant city-wide implications, the Board, or the Board's General Manager on its behalf, shall provide the City Liaisons, for information purposes, with copies of materials released to the media.

ARTICLE 11: COMMUNICATION AND REPORTING

11.1 City Liaisons

11.1.1 Council has directed that the Board be functionally aligned with the City's Economic Development, Culture and Tourism Division. Therefore the City's General Manager of Economic Development, Culture and Tourism or his or her designate is a City Liaison, and he or she shall be responsible for operational issues between the Board and the City

11.1.2 The City Manager's Office is responsible for governance issues and matters relating to this Relationship Framework and Chapter 636, and the City Manager or her or his designate is a City Liaison.

11.1.3 The role of the City Liaisons is facilitative and does not limit the autonomy or authority of the Board or preclude the Board from working with other City divisions or with Councillors, or from representing the Board before Council and its committees in the normal course of business, as it deems appropriate.

11.1.4 The City Liaisons will act as a central access point for transmittal of reports to Council; facilitate the administrative relationship between the Board and the City including the provision of support through various corporate units; ensure that the programs and services delivered through the Board continue to be included in the City's overall strategic directions; act as a resource for the Board and provide information to the Board; and act as a program advocate on behalf of the Board, as appropriate.

11.1.5 The City Liaisons shall be the first point of contact for the Board in the event of conflict between the Board and the City and their role is to negotiate a resolution if at all possible. The Board may request that the City Liaisons attend a Board meeting to discuss the issues and possible solutions.

11.2 Financial Management and Budget

- 11.2.1 The City's Financial Planning Division will provide support to the Board with respect to financial management and budget matters, consulting with the City Liaisons and other City staff as required.
- 11.2.2 The Board shall supplement its operating and capital budget submission with a Service-based, multi-year budget aligned with the Service Plan document (refer to section 11.3 Business Planning), including performance measures, and submit it to the City's Financial Planning Division on an annual basis in a format and within time lines prescribed by the City.
- 11.2.3 The Board shall prepare its operating and capital budget and submit it to the City's Financial Planning Division on an annual basis in a format and within time lines prescribed by the City. The budget for the Board is included in the City's budget as a separate program line. The Board shall present the consolidated budget to the appropriate committees of Council. The Board's General Manager and/or Chair of the Board should be available to answer questions and participate in the budget review process as required.
- 11.2.4 The Board's operating budget shall include salary and benefit costs, facility and operation costs, and any program delivery costs. This may include all salary and benefit costs related to administration, program and volunteer co-ordination, secretarial and reception services; maintenance and security; materials and supplies related to administration and maintenance; furniture and equipment for general use of the Board and for use in the Square: purchased services such as, but not limited to utilities, printing, and auditing costs; repairs below the current Capital policy threshold, and contributions to the City's Insurance Reserve Fund.
- 11.2.5 Any requests for additional funds necessary to cover operating deficits or implement new programs must be accompanied by a business case and shall be subject to approval by Council through the annual budget process.
- 11.2.6 The Board, in consultation with appropriate City staff, shall establish a multi-year capital plan that will be reviewed and approved annually by Council.
- 11.2.7 The Board shall not expend administrative or capital funds or incur future year liabilities without the approval of Council through the annual budget process or through approval of an in-year budget adjustment.
- 11.2.8 The Board shall contact a City Liaison and the designated manager in the City's Financial Planning Division in the event of an unforeseen circumstance that may have budgetary implications.
- 11.2.9 In the event of an unforeseen circumstance, if the event is an immediate health and safety risk or a significant operational issue, the Board has the authority to take all appropriate actions but must advise the City Liaisons as soon as possible of the situation. In all other cases, remedial actions must first be approved by the City.
- 11.2.10 The Board shall be responsible for monitoring its approved operating budget and submitting variance reports as requested by the City's Financial Planning Division to the City. Variance reports shall include explanations and remedial action plans to address variances.

11.2.11 If the Board generates a surplus in excess of its operating budget, the surplus is payable to the City. Similarly, if the Board incurs a deficit which was not provided for in its operating budget, the deficit is recoverable from the City. These settlements are approved by Council in a separate report based on the Audit Committee and Council approval of the Audited Financial Statements of the Board.

11.3 Business Planning

11.3.1 The Board shall prepare a multi-year business plan and update it on an annual basis prior to submitting its operating and capital budgets to Council for consideration.

11.3.2 The Board shall update on an annual basis, as required, a Program Map document that will outline the following key information: Mission Statement; Program Map; and related Service profiles in the format prescribed by the City.

11.3.3 The Board shall provide Service Plans, based on the prevailing Program Map, on an annual basis in a format and within time lines prescribed by the City. These plans will provide key information that focuses on service levels; service performance and challenges; highlights plans and strategies to address those challenges and links resultant objectives for the multi-year time horizon being considered

11.4 Annual Reporting

11.4.1 Budget Submissions

The Board shall prepare a budget submission every year. The budget submission shall be submitted to the City's Financial Planning Division and the external attest audit referenced in Article 11.4.3 shall be submitted to the Auditor General's office.

The Board shall prepare an annual budget submission that includes a program overview including common performance measurement information related to degree of achievement in that year; projected objectives and major activities proposed for the coming year; the annual budget request; a staffing overview; an organizational chart; and other information as required by Council or the Deputy City Manager and CFO from time to time.

11.4.2 Financial Statements

The Board shall submit audited financial statements to the Auditor General each year that have been audited by the Auditor, and as soon as possible after December 31 each year, in a form required by the City.

11.4.3 External Attest Audit

The City is responsible for selecting an external auditor (in this Relationship Framework called the Auditor) to complete the annual audit of the Board. The annual audit will be completed in consultation with the Board. The audit must satisfy the requirements of subsection 139(1) of the *City of Toronto Act, 2006* that requires the City to appoint an auditor licensed under the *Public Accounting Act, 2004* to annually audit the accounts and transactions of the City and its local boards and express an opinion on the financial statements of these bodies.

Article 12: ACCOUNTABILITY AND TRANSPARENCY

12.1 Integrity Commissioner

- 12.1.1 The City's Integrity Commissioner is responsible, among other things, for performing in an independent manner the functions assigned to him or her by Council with respect to the application of the code of conduct for members of local boards and the application of any procedures, rules, and policies of the City and local boards governing the ethical behaviour of members of the City's local boards.
- 12.1.2 Council, a member of Council, a member of the public, the Board, or a Member of the Board may request that the Integrity Commissioner conduct an inquiry with respect to whether a Board Member has contravened the code of conduct.
- 12.1.3 The Board, on request by the Integrity Commissioner, shall provide the Integrity Commissioner with such information as the Integrity Commissioner believes to be necessary for an inquiry.
- 12.1.4 The Board shall provide the Integrity Commissioner with free access to all books, accounts, financial records, electronic data processing records, reports, files, and all other papers, things, or property used by the Board that the Commissioner believes to be necessary for an inquiry.
- 12.1.5 If the Integrity Commissioner reports to Council that in his or her opinion the Board Member has contravened the code of conduct, Council may reprimand the Member, and if Council does not reprimand the Member, the Board may do so.
- 12.1.6 The Integrity Commissioner and every person acting under his or her instructions shall preserve secrecy with respect to all matters that come to his or her knowledge in the course of his or her duties as required by subsection 161(1) of the *City of Toronto Act, 2006*, except for disclosure of information in accordance with Part V of the *City of Toronto Act, 2006*.
- 12.1.7 The Board shall ensure that reports received from the Integrity Commissioner are made available to the public as required by subsection 162(3) of the *City of Toronto Act, 2006*.

12.2 Ombudsman

- 12.2.1 The function of the City's Ombudsman is to investigate any decision or recommendation made or any act done or omitted in the course of the administration of the City, its local boards (restricted definition) and such city-controlled corporations as Council may specify and affecting any person or body of persons in his, her, or its personal capacity.
- 12.2.2 S. 19 of the *Ombudsman Act* applies to the exercise of powers and the performance of duties of the Ombudsman. In accordance with subsection 19(1) of that Act, upon request, the Board shall provide the Ombudsman with information related to any matter he or she is investigating.
- 12.2.3 The Ombudsman and every person acting under the instructions of the Ombudsman shall preserve secrecy with respect to all matters in the course of his or his duties as required under subsection 173(1) of the *City of Toronto Act, 2006*.

12.3 Lobbyist Registry

- 12.3.1 In accordance with subsection 165(1) of the *City of Toronto Act, 2006* the City will establish and maintain a Lobbyist Registry that retains information by persons who lobby public office holders. Public office holders include Board Members and Board staff.
- 12.3.2 Persons or entities who lobby public office holders will be required to comply with the City's Lobbyist Registry and any associated policies or codes as adopted by Council and as amended from time to time.

12.4 Auditor General

- 12.4.1 The City's Auditor General is responsible for assisting Council in holding itself and city administrators accountable for the quality of stewardship over public funds and for achievement of value for money in city operations.
- 12.4.2 The Board shall provide the Auditor General with such information regarding the Board's powers, duties, activities, organization, financial transactions, and methods of business as the Auditor General believes to be necessary to perform his or her duties under Part V the *City of Toronto Act, 2006*.
- 12.4.3 The Board shall permit the Auditor General to have free access to all books, accounts, financial records, electronic data processing records, reports, files, and all other papers, things or property belonging to or used by the Board that the Auditor General believes to be necessary to perform his or her duties under Part V of the *City of Toronto Act, 2006*. Without limiting the foregoing the Board shall provide the Auditor General or his or her designates with reasonable access to the Board's premises and records during regular business hours.

12.5 General

- 12.5.1 The City Manager may review the financial records and other relevant records of the Board. The Board and staff shall provide the City Manager with reasonable access to the premises and records during regular business hours.
- 12.5.2 All City staff that access records of the Board shall respect the confidentiality of any personally identifying information contained in any records as required by the *Municipal Freedom of Information and Protection of Privacy Act*.
- 12.5.3 The Board is required to review and develop an action plan to address recommendations arising from any management letter received from the Auditor, a review by the Auditor General, or a review by the City Manager.

ARTICLE 13: COMPLIANCE

13.1 Inconsistency or Conflict

- 13.1.1 If there is any inconsistency or conflict between the provisions of this relationship framework and Chapter 636, Chapter 636 shall prevail.
- 13.1.2 If there is any inconsistency or conflict between the provisions of this relationship framework and provincial or federal legislation, the provincial or federal legislation shall prevail.

ARTICLE 14: AMENDMENTS AND CHANGES

14.1 Amendments to the Relationship Framework

14.1.1 From time to time the City, after consultation with the Board, may amend this Relationship Framework.

14.1.2 From time to time the Board may request that the City amend this Relationship Framework. The Board shall submit requests for changes to the Relationship Framework to Council through the City Manager.

Adopted by the Council of the City of Toronto in Item EX 26 _____, of the Executive Committee meeting No.26, at its meeting held on December 1 &2, 2008.

APPENDIX 2

Amendments to Chapter 636 *PUBLIC SQUARES* of the Municipal Code Respecting Yonge -Dundas Square required in accordance with Council’s approval of the Relationship Framework with the Square

| CURRENT TEXT | PROPOSED TEXT | EXPLANATORY NOTES |
|--|--|---|
| <p>Article 636-6 G.</p> <p>“The Board shall prepare a four-year business plan every year with the assistance of the staff from the City’s Economic Development, Culture and Tourism Department in consultation with the CFO and Treasurer. The first such plan shall be prepared for the years 2003 to 2005.”</p> | <p>Delete and replace with:</p> <p>The Board shall prepare a multi-year business plan, which is updated every year prior to submission of the annual operating and capital budget. If required, the Board can request the assistance of appropriate City staff in the preparation and updating of the business plan.</p> | <p>Housekeeping change for more appropriate language and to update the Code.</p> <p>Request for assistance by the Board is discretionary.</p> |
| <p>Article 636-8 B.</p> <p>“The Board shall seek City Council approval for any lease of space on the Square.</p> | <p>Delete and replace with:</p> <p>“The Board shall seek City Council approval for any lease of the Square or portion of the Square”</p> | <p>Provides distinction between space rentals and licences (board delegated) versus leased real estate (Council approval required).</p> |
| <p>Article 636-9 B.</p> <p>“The Board shall submit to the Commissioner of Economic Development, Culture and Tourism an annual budget in a form and at a time as prescribed.”</p> | <p>Delete and replace with:</p> <p>“The Board shall submit to the appropriate City officials an annual budget in a form and at a time as prescribed by the Deputy City Manager and Chief Financial Officer.”</p> | <p>Housekeeping update to organizational references.</p> <p>Allows for appropriate City Officials to receive annual budgets.</p> |
| <p>Article 636-9 E.</p> <p>“The City Auditor and the Commissioner of EDC& T shall have at all reasonable times access to all the books of account and records of the Board for inspection and audit purposes.”</p> | <p>Delete and replace with:</p> <p>“Various officials of Council, as designated in the <i>City of Toronto Act, 2006</i>, and the City Manager or his or her designates shall have at all reasonable times access to all the books of account and records of the Board for inspection and audit purposes.”</p> | <p>Housekeeping update to organizational references.</p> <p>Allows for appropriate City Officials to access books.</p> |

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|--|---|--|
| <p>Article 636-9 F.</p> <p>Delete the following, “Commissioner of EDC&T” and replace with “appropriate City officials as designated by the City Manager”.</p> | <p>Article 636-9 F.</p> <p>“The Board shall, as soon as possible after the 31st day of December in each year, submit to the appropriate City officials as designated by the City Manager, financial statements that have been audited...”</p> | <p>Housekeeping update to organizational references.</p> |
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