
City Council

Motion without Notice

MM49.15	ACTION			Ward: All
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Toronto Atmospheric Fund (TAF) Board: Change of Quorum and Interim Appointments - by Councillor Carroll, seconded by Councillor Lee

- * Notice of this Motion has not been given. A two-thirds vote is required to waive notice.*
- * This Motion is subject to referral to the Executive Committee. A two thirds vote is required to waive referral.*
- * This Motion has been deemed urgent.*

Confidential Attachment - Personal matters about an identifiable individuals, including municipal or local board employees being considered for appointment to the TAF Board of Directors

Recommendations

Councillor Carroll, seconded by Councillor Lee, recommends that:

1. City Council approve that quorum for the transaction of business at meetings of the Toronto Atmospheric Fund Board be established as a simple majority (6) of the number of members of the Board, and that the City Manager be authorized to make the appropriate amendment to the TAF Relationship Framework.
2. City Council waive the recruitment provisions in the Public Appointments Policy for the reasons stated in the summary section of this Motion, and replace Dr. Beth Savan and Mr. Rob McLeese, who have resigned from the board effective June 1, 2010 and June 30, 2010, respectively, by appointing at the pleasure of Council the persons listed in Confidential Attachment 1 to the Board of Directors of the Toronto Atmospheric Fund for an interim term commencing on the effective date of resignation of the incumbent member and ending November 30, 2010 or until their successors are appointed.
3. City Council direct that Confidential Attachment 1 be made public following City Council's approval and notification of the appointees.

Summary**Change of Quorum**

Subsection 3(1) of the Toronto Atmospheric Fund Act, 2005 provides that City Council shall establish policies governing the Board of Directors of TAF including rules around quorum. In 2006, City Council adopted the TAF Relationship Framework which sets out certain matters related to the governance of the TAF Board.

The TAF Relationship Framework states that the quorum for the transaction of business for the Board shall be three-fifths of the number of members of the Board. Currently, quorum is set at 7 based on the current Board structure of 11 members, which includes 4 Councillors. Business continuity is critical to TAF. Given an end of term elections environment when it will be challenging to achieve quorum, it would be difficult to fulfill the ongoing legal, contractual and financial obligations of the Board to its contributors, granting agencies, program partners, loan clients and investment portfolios. The Board of Directors of TAF therefore adopted a Motion at the meeting held on April 22, 2010 requesting that the City Manager seek Council approval as soon as possible to change quorum to a simple majority of its members and that this amendment be reflected in the TAF Relationship Framework. This request forms Attachment 2.

In order to enable ongoing transaction of TAF's business, it is proposed that the quorum for the Board be decreased, on an urgent basis, from a three-fifths majority to a simple majority of its 11 members, or a quorum of six (6), and that the TAF Relationship Framework be amended accordingly.

Request to waive the recruitment provisions in the City's Public Appointments Policy to allow for the interim appointment of Citizen members for the remainder of the term

The current term of the board expires on November 30, 2010. Dr. Beth Savan and Mr. Rob McLeese submitted their letters of resignation from the board effective June 1, 2010 and June 30, 2010, respectively. The Board has submitted a recommendation to fill these two vacancies for the remainder of the term until a new board is appointed in the next term of Council. This request forms attachment 3.

The Public Appointments Policy adopted by Council in September, 2006 provides that where open recruitment methods are used for a board, vacancies occurring towards the end of the term of Council will be filled from the previous pool of qualified candidates having due regard for the balance of skill sets required and diversity objectives. The policy also states that, where possible, candidates will be chosen from the list of alternates, and the short-list of qualified candidates used in the process at the beginning of the term. It is not possible to comply with either of these approaches, as TAF has exhausted the original list of three alternates initially selected by the Civic Appointments Committee, and cannot identify qualified and available candidates from the original pool, given the specialized nature of Board qualifications.

This nomination avoids the lengthy time commitment and cost of an advertised recruitment process and will allow TAF to conduct its environmental work, and continue contractual and financial business summer 2010 to spring 2011 when Council will appoint new board members for the next term. The nominees are outstanding candidates with the specific expertise required on the TAF Board.

It is proposed that, on an urgent basis, City Council waive the recruitment provisions of the Public Appointments Policy and appoint the nominees and for the term set out in Confidential Attachment 1 to the TAF Board of Directors, to serve at the pleasure of Council commencing on the effective date of resignation of the incumbent member to November 30, 2010 or until their successors are appointed.

Matters of Urgency

All recommendations are submitted as matters of urgency, as significant financial, legal, and contractual obligations must be met by the TAF Board now through spring 2011 by which time Council is expected to appointment a new TAF Board. Board members are appointed at the pleasure of Council or until successors are appointed, as set out in the Public Appointments Policy.

The City Manager supports both of these approaches.

(Submitted to City Council on May 11 and May 12, 2010 as MM49.15)