

To: Board of Management **REVISED**

From: Peter Evans  
Acting Chief Executive Officer

Subject: **COMMITTEE STRUCTURE AND COMPOSITION**

Date: 2010-01-18

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**Summary:**

With the addition of the Fundraising & Sponsorship Committee in 2009, the Committee workload has increased for both Board members and staff. Staff are recommending two changes to the Board Committee structure which will make more efficient use of Board member and staff time.

**Recommendations:**

**It is recommended that:**

- 1. the Board of Management reconsider its committee structure and composition and that Section 26(2)(a) of the Procedural By-law be waived;**
- 2. the Communications & Marketing Committee be dissolved;**
- 3. the Animal Care, Research & Acquisition Committee be changed to the Animal Acquisition Committee effective 2010-02-01, and the Animal Acquisition Committee Terms of Reference in Attachment 2 be approved.**
- 4. the composition of the Management Committee; Animal Acquisition Committee, Nominating Panel, and Fundraising & Sponsorship Committee as listed in Attachment 1 be approved; and**
- 5. the Board appoint at least one additional member to the Animal Acquisition Committee.**

**Financial Impact:**

There is no financial impact from the above recommendations.

**Background:**

Currently there are five Committees of the Board: the Animal Care, Research & Acquisition Committee; Management Committee; Communications & Marketing Committee; Nominating Panel and Fundraising & Sponsorship Committee. Each Committee is comprised of Board members and some also have representatives from the community. At the beginning of each

year, the Board confirms its Committee structure including the terms of reference and composition. The Board last discussed and approved the terms of reference of the Animal Care, Research and Acquisition Committee on 2009-02-26.

### **Comments/Discussion:**

Staff are recommending two changes to the Board Committee structure. With the addition of the Fundraising & Sponsorship Committee in 2009, the Committee workload has increased for both Board members and staff. These changes are intended to make better use of Board member and staff time.

One change involves the Communications & Marketing Committee. This Committee typically meets twice a year, in April to review the Marketing Program and in the fall to provide input to the plans for the coming year. The Marketing Program, which includes the special events and advertising budget, and other marketing initiatives are submitted to the Board of Management for approval.

The purpose of the Committee is to use the expertise of outside marketing professionals to provide input and advice to Zoo staff. The Chair of the Committee has indicated he would like to step down, as he has chaired the Committee for several years. The other community member is also long-serving. Board members who serve on this Committee are also on other Board Committees and, due to demands on their time, attend infrequently. Going forward it is proposed that the Communications & Marketing Committee be discontinued as a Board Committee. The Committee will be repopulated with outside advisors and serve as a staff committee reporting to the Chief Executive Officer. This is essentially how the Committee has operated for the last nine years.

The second change involves the Animal Care, Research & Acquisition Committee. It is proposed that the Animal Care & Research responsibilities be separated from the Animal Acquisition responsibilities. The Animal Care & Research Committee (ACRC) would become a staff committee reporting to the Chief Executive Officer. The Animal Acquisition Committee (AAC) would remain a Board Committee.

The purpose of the ACRC would be to provide peer review of the scientific merit of research proposals and to conduct regular inspections of the Zoo's animal exhibits and holding facilities. The ACRC composition would continue to comply with the requirements of the provincial Animals for Research Act and the Canadian Council of Animal Care, which stipulates community (lay person) and veterinary representation on the Committee.

The Animal Acquisition Committee would review staff recommendations for new species and the removal of species from the collection. The AAC would approve certain acquisitions and dispositions consistent with established expenditure limits set out in the Zoo's Financial By-law No. 1-97 and the guidelines of the Association of Zoos and Aquariums and the Canadian Association of Zoos and Aquariums. With the allocation of the research and inspection activities to the separate Animal Care & Research Committee, the workload of the AAC would be considerably reduced. Therefore, it would make sense to have the Animal Acquisition Committee meetings following the Board meetings, which will be more efficient for Committee

members. It should be noted that the agenda has already been prepared for the next meeting of the Animal Care, Research & Acquisition Committee on 2010-01-25 and therefore, the proposed change would take effect at the following meeting.

Attachment 1 lists the four Committees of the Board, as proposed in this report, and the members of each Committee. At least one more Board member is required for the Animal Acquisition Committee. Attachment 2 includes the Terms of Reference for each Committee. Note that the only change is to the Terms of Reference for the Animal Acquisition Committee

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Peter Evans  
Acting Chief Executive Officer

**List of Attachments:**

1. Committee Composition
2. Terms of Reference for:
  - Management Committee
  - Fundraising & Sponsorship Committee
  - Animal Acquisition Committee
  - Nominating Panel

**BOARD OF MANAGEMENT  
AND COMMITTEES MEMBERS  
FOR 2010**

**BOARD OF MANAGEMENT**

Councillor Raymond Cho (Chair)  
Mr. Joe Torzsok (Vice-Chair)  
Councillor Paul Ainslie  
Dr. Ming-Tat Cheung  
Councillor Glenn De Baeremaeker  
Councillor Mark Grimes  
Councillor Norm Kelly  
Councillor Giorgio Mammoliti  
Ms. Sylvie Tessier  
Dr. Dudley Williams  
Ms. Cindy Yelle

**MANAGEMENT COMMITTEE**

Mr. Joe Torzsok (Chair)  
Councillor Paul Ainslie  
Councillor Raymond Cho  
Councillor Glenn De Baeremaeker  
Councillor Mark Grimes  
Councillor Giorgio Mammoliti  
Ms. Sylvie Tessier

**ANIMAL ACQUISITION  
COMMITTEE**

Dr. Dudley Williams (Chair)  
Councillor Raymond Cho  
Councillor Mark Grimes  
Councillor Giorgio Mammoliti

**NOMINATING PANEL**

Councillor Glenn De Baeremaeker (Chair)  
Councillor Paul Ainslie  
Councillor Raymond Cho  
Councillor Norm Kelly  
Councillor Giorgio Mammoliti

**FUNDRAISING & SPONSORSHIP  
COMMITTEE**

Councillor Giorgio Mammoliti (Chair)  
Councillor Paul Ainslie  
Dr. Ming-Tat Cheung  
Councillor Raymond Cho  
Councillor Glenn De Baeremaeker  
Councillor Norm Kelly  
Mr. Joe Torzsok  
Ms. Cindy Yelle

**MANAGEMENT COMMITTEE  
TERMS OF REFERENCE**

**Membership:** The Management Committee shall be comprised of at least three appointed members of the Board of Management.

**Responsibilities:**

***Corporate Governance***

M1. Review of corporate governance structure periodically.

***Strategy***

M2. Review of annual strategies.

M3. Review progress to strategic imperatives as set out in the strategic plan.

M4. Recommend management reporting processes to the Board that align strategies, goals and performance metrics.

***Financial Control, Audit and Risk Management***

M5. Review of operating and capital budget submissions to the Board of Management and verification of alignment to strategic imperatives.

M6. Review of audit reports and year-end financial statements.

***Performance Management and Succession Planning***

M7. Recommend a senior management succession planning process and responsibilities associated with succession planning.

M8. Annual review of Chief Executive Officer performance and recommend CEO compensation, including allowances and benefits.

**Meetings:** Four meetings per year or as needed.

## **FUNDRAISING & SPONSORSHIP COMMITTEE TERMS OF REFERENCE**

**Membership:** The Fundraising & Sponsorship Committee shall be comprised of at least two appointed members of the Board of Management and other external members who have experience in fundraising, investment management, or particular expertise relevant to the Committee mandate.

**Responsibilities:**

***Strategy***

FS1. Provide guidance and input on the vision and future direction of the Zoo for fundraising purposes.

FS2. Discuss and make recommendations to the Board of Management on major fundraising programs.

FS3. Review of recommended members appointed to the Capital Campaign Committee and the Endowment Management Committee.

FS4. Provide regular reports to the Board of Management on the progress of the Capital Campaign.

FS5. Contribute ideas for fundraising, (e.g. events, activities, prospects).

FS6. Together with the Capital Campaign Committee, assist in identifying and securing suitable corporate and government partners.

**Meetings:** As needed.

## **ANIMAL ACQUISITION COMMITTEE TERMS OF REFERENCE**

**Membership:** The Animal Acquisition Committee shall be comprised at least five appointed members of the Board of Management, one of whom shall be the scientist representative on the Board.

**Responsibilities:**

AAC1. Review of curatorial recommendations to acquire or dispose of animals, when those transactions will add a new species to the collection; eliminate a species from the collection; or will exceed established expenditure limits.

AAC2: Ensure compliance with the Zoo's animal acquisition/ disposition procedures as set out in the "Animal Acquisition/Disposition" policy (A&P-001).

AAC3. Review periodically the Zoo's animal acquisition/disposition policies and procedures in relation to industry standards and, in particular, the guidelines of the Association of Zoos and Aquariums and the Canadian Association of Zoos and Aquariums.

**Quorum:** Three Committee members shall constitute a quorum.

**Meetings:** As needed, following the Board of Management meetings.

## **NOMINATING PANEL TERMS OF REFERENCE**

**Membership:** The Nominating Panel shall be comprised of at least three appointed members of the Board of Management, of which one shall be the Chair.

**Responsibilities:**

***Corporate Governance***

N1. Recruits, interviews and recommends to the Civic Appointments Committee the high-profile and/or scientist members on the Board recruited by invitation. The Committee will seek individuals with the following qualifications:

- a) significant achievements in a scientific, education, philanthropic or business discipline;
- b) senior level experience in a large private, public or non-government organization;
- c) a reputation for excellence in their field, such that they are recognized and respected by their professional colleagues;
- d) the ability to access and influence decision makers within their respective communities;
- e) an interest and commitment in zoos and the role that zoos play in wildlife conservation; and
- f) a commitment to the Zoo's vision and experience that relates well to the Zoo's future direction.

Seeks external assistance, as required, to assist with recruitment of qualified candidates.

N2. Screens and recommends a short list to the Civic Appointments Committee for the citizen members on the Board recruited through the City's publicly advertised process. The Committee will seek individuals with the following qualifications:

- a) commitment to or interest in issues affecting zoos and wildlife conservation programs;
- b) specific expertise in one of the following areas: business; public/private enterprises; community service; financial management;
- c) understanding of public services, governance and senior board level corporate relations; and
- d) highly developed skills in strategic planning, leadership and partnership development.



N3. Recommending to City Council for consideration a preferred set of qualifications for public appointments to the Board of Management.

N4. Recommending to the City appropriate action regarding Board members (excluding Councillor members) who are absent for three (3) consecutive meetings without the leave of the Board.

**Meetings**: The Committee will meet as vacancies on the Board arise.