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*Toronto Transit Commission (TTC) -  
Role of the Chair, Vice-Chair and Citizen Members*

*May 29, 2012*

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# 1. TTC as a Local Board of the City

- TTC continued as a City board under *City of Toronto Act, 2006 (COTA)*
- TTC acts as an agent of the City as defined by City Council
- City Council can:
  - > change the mandate and role
  - > dissolve a local board
  - > pass by-laws to affect procedures (TTC Financial Control By-law)
- City Council makes major decisions:
  - > operating subsidy
  - > major transit plans
  - > capital budget
  - > governance structures and procedures

## 2. TTC Mandate

- broad mandate and powers of TTC set out in *COTA*
- TTC mandate to establish, operate and maintain a local passenger transit system within the City
  - > exclusive authority of TTC
- may acquire and use real property (subject to some City approvals)
- may enter into agreements with nearby municipalities
- may sue or be sued in its own name
- may undertake transit projects in partnership with Metrolinx

## 3. New 11-Member TTC Board Approved by Council

### 7 Council Members

- 7 Councillors, 1 of whom as Chair, appointed by Council in March
- Councillors serve for balance of current Council term (to Nov. 30, 2014)

### 4 Citizen Members

- 4 citizen members to be recommended by CAC for Council approval
  - > to take effect with Oct. 30, 2012 Council meeting
- Citizen Vice-Chair to be appointed by TTC board
- *Initial* citizen members serve for balance of current Council term
  - > eligible for reappointment to a second consecutive term of 4 years
  - > maximum length of service to a limit of 6 years
- *Subsequent* citizen members serve for a 4 year term
  - > eligible for reappointment to a second consecutive term of 4 years
  - > maximum length of service to a limit of 8 years

## 4. TTC Governance

- City Council determines key governance requirements:
  - > Eligibility
  - > Board size and composition
  - > Term and maximum length of service
  - > Remuneration
  - > Qualifications
  - > Recruitment process types
  - > Diversity objectives
- Information on role of members is a guideline:
  - > every board is different
  - > roles are operationalized by the board at different points in time
  - > specific duties and responsibilities are set out in procedural by-laws for respective boards

## 5. Recruitment Process

- Interested citizens must go through application process
- Advertised recruitment process (Type I)
  - > standard process used to invite the public at large to apply
  - > use of a search consultant to enhance applicant pool and bring HR expertise
  - > competitive process using consultant roster
- Council-approved recruitment process is in progress:
  - > application form being finalized
  - > application period runs from June 11 to July 4
  - > public open house on June 18
  - > screening and short-listing July-Sept
  - > CAC interviews mid Oct.
  - > recommendations at Oct. 30 Council

## 6. Role of TTC Chair

- Leads creation of the strategic direction and “vision” of the board
- Collaborates regularly with the CEO
- Works with board/CEO to shape organizational values and culture
- Chairs board meetings – impartial/structured manner using procedure
- Consults with Vice-Chair, CEO and others in setting board agenda
- Engages directors, ensures participation and team effort
- Leads board in setting board committees and mandates
- Ensures that board decisions are clear and decisive
- Leads board events
- Co-ordinates setting of board policies and procedures
- Leads annual performance review of the CEO
- Represents the TTC at public functions and with the media
- Serves as primary board liaison with Mayor, Council, management



## 7. Duties of the Chair

- Generally, some of the specific duties/responsibilities of Chair set out in procedural by-laws
- Examples from TTC procedural by-law:
  - > enforce rules in procedural by-law
  - > rule on matters not provided for in procedural by-law
  - > call special meetings
  - > rule on whether motions are in order
  - > state and frame motions presented to clarify their intent
  - > rule on points of order and points of privilege
  - > refrain from speaking or making motions while in the Chair
  - > ensure quorum is present whenever votes are taken
  - > conduct votes

## 8. Role of TTC Vice-Chair

- Assumes duties of Chair when the Chair is absent or upon delegation
- Has all the powers of the Chair, as set out in the procedural by-law, when acting as Chair
- Works with the Chair in setting board agenda
- Acts a collaborator and “sounding board” to the Chair
- Assists Chair in developing board capacity
- Chairs board committees on behalf of the Chair
- Hears and deals with issues involving the Chair
- As a citizen member, acts as a mentor and role model for other citizen members

## 9. Fiduciary Duty of all TTC Board Members

- Know the organization:
  - > keep informed of TTC issues and challenges
  - > ensure the organization adheres to legislative and Council requirements
  - > ensure the organization carries out its mandate
- Be prepared for and actively participate in board meetings
- Respect procedural rules, Chair rulings and board decisions
- Act in the interests of both the TTC and the City
- Conduct due diligence – assess risks, rewards, risk mitigation
- Act with honesty and integrity:
  - > declare conflicts of interest to the Chair – quickly
  - > use position for public not private gain or purpose
  - > uphold confidentiality with respect to confidential matters
- Act with professionalism, fairness and respect for others
- Ensure appropriate direction to and oversight of senior staff

## 10. Role of Citizen Members on TTC Board

- Carry out Fiduciary Duty
- Abide by the Code of Conduct for members of local boards
- Bring expertise and experience forward to the board:
  - > Council-approved qualifications to be collectively represented by citizen board members
- Bring key skills and attitudes to the board:
  - > be energetic, committed, engaged and perseverant
  - > be reflective and open to ideas
  - > bring strategic perspective to the board
  - > engage in thoughtful debate in open meetings
  - > demonstrate experience in board proceedings

## 11. Qualifications of Citizen Members on TTC Board

Citizen board members shall have directorship and executive-level experience and **collectively represent a range of skills, knowledge and experience** with one or more large organizations, and **individually possess one or more of the following qualifications:**

- Strategic business management, including transformative change management
- Financial management, accounting, law, engineering
- Customer service or marketing management
- Management or planning with a rail or public transit organization
- Formulation and/or management of public-private partnerships
- Capital project/construction or capital procurement/supply chain management
- Operations and information technology
- Labour relations/industrial safety management
- Professional knowledge and working experience of urban sustainability, intersectionality and inclusive governance
- Understanding and/or experience with Toronto Transit Commission operations

## 12. Role of Council Members on TTC Board

- Carry out Fiduciary Duty
- Abide by the Codes of Conduct for Councillors and for members of local boards
- Have broad knowledge of both City Council and TTC priorities
- Wear “three hats” as a board member:
  - > bring forward the TTC perspective at City Council meeting
  - > bring forward the City Council perspective at TTC meetings
  - > bring forward community perspective – riders and residents
- Integrate a consensus between perspectives