



REPORT FOR ACTION

Ratification of the calling of a meeting of the Members of the Toronto Atmospheric Fund, May 21, 2020

Date: May 7, 2020
To: Toronto Atmospheric Board of Directors
From: Board Chair

SUMMARY

The meeting of the Members of the Toronto Atmospheric Fund (TAF) scheduled for April 28, 2020 could not be held as a result of COVID-19 restrictions on in-person meetings. At its meeting on April 30, 2020, City Council authorized the TAF Board of Directors to meet virtually during this emergency period. The purpose of this report is to confirm the decision of the Chair to call a meeting of the Members of the Toronto Atmospheric Fund (TAF) for May 21, 2020.

RECOMMENDATIONS

The Board Chair recommends that the Board of Directors confirm:

1. The annual general meeting of the members of Toronto Atmospheric Fund shall be held on Thursday, May 21, 2020 at 9:45 a.m. or immediately following the conclusion of the meeting of the Board of Directors of the Toronto Atmospheric Fund;
2. The calling of the annual general meeting by the Chair by notice given on May 8, 2020 is ratified and approved; and
3. The meeting will be conducted with members participating by electronic means, as authorized by City Council on April 30, 2020.

FINANCIAL IMPACT

None.

DECISION HISTORY

At its meeting on April 30, 2020, City Council authorized the Toronto Atmospheric Fund Board of Directors to meet by electronic means during an emergency declared to exist

in all or part of the City under section 4 or 7.0.1 of the Emergency Management and Civil Protection Act in accordance with the following:

- a. a member of the Board or any committee of the Board, and the Members of the Corporation may participate in a meeting of the Board or of any committee of the Board, or a meeting of the Members of the Corporation, by electronic means and will be counted in determining whether or not a quorum of members is present at any point in time;
- b. a member of the Board or any committee of the Board, and the Members of the Corporation may participate electronically in a meeting of the Board or of any committee of the Board that is closed to the public; and
- c. the Board is authorized to defer and reschedule the Annual General Meeting of the Members of the Corporation,

subject to compliance with the Toronto Atmospheric Fund Act, 2005, the Relationship Framework and the 2015 Statement of Investment Principles and the waiver of any provisions in the Operational Guidelines for Remote Participation in Toronto Atmospheric Fund Board Meetings necessary to permit a fully electronic meeting. (<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2020.CC20.1>)

COMMENTS

The [TAF Act](#) stipulates that meetings must be open to the public:

Open Meetings 7. (1) Section 239 of the Municipal Act, 2001 applies with necessary modifications to meetings of the Fund's board of directors and to meetings of its committees.

Remote participation in meetings is allowed, but to comply with open meeting requirements, quorum must be formed by in-person attendance; remote participants do not count towards quorum.

As a result of the City of Toronto's COVID-19 response, TAF's Board meeting and Annual General Meeting of the members scheduled for April 28, 2020 was canceled.

Following City Council's decision on April 30, authorizing the Board to defer and reschedule the Annual General Meeting of the Members of the Corporation, and permitting members to meet by electronic means and to be counted in determining whether or not a quorum of members is present, the Chair called a meeting of the members for May 21, 2020.

TAF's [By-law #1](#) provides for annual meetings to be called by the Chair or the Board itself, with appropriate notice:

8. - MEETINGS OF MEMBERS

8.1. Annual Meetings

The annual meeting of the members of the Corporation shall be held each year within Ontario, at a time, place and date determined by the Board but in no event shall the meeting be held later than May 1st of any year.

8.2. Other Members' Meetings

The board of directors or the Chair or Vice-Chair shall have power to call, at any time, a general meeting of the members of the Corporation.

8.4 Notice of Members' Meetings

Not less than ten days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the member that he or she has the right to vote by proxy. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Corporation

For further validity, all Board members have provided a written waiver of notice of the meeting.

CONTACT

Julia Langer, Chief Executive Officer, 416-392-0253, jlanger@taf.ca

SIGNATURE

Parminder Sandhu
Board Chair

ATTACHMENTS

Waiver of Notice for AGM from members