

November 30, 2010

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**Chair Emeritus:**  
George A. Fierheller  
President  
Four Halls Inc.

**Honourary Co-Chair - Public**  
Mayor Hazel McCallion  
City of Mississauga

**Honourary Co-Chairs - Private**  
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Managing Director, Commercial Real Estate  
North America Lending  
GE Commercial Finance  
Lawrence M. Tanenbaum  
Chairman & CEO  
Kilmer Van Nostrand Co. Limited  
Chairman of the Board, Maple Leaf Sports  
and Entertainment

**Board of Directors**  
Lou Milrad  
Chair & CEO  
Greater Toronto Marketing Alliance  
Phil Baker  
Past President and CEO  
ORION

Don Edmonds (Vice-Chair)  
Partner, Private Company Services  
PricewaterhouseCoopers LLP

Jim Feir (Associate)  
Director General & Senior Trade Commissioner  
Foreign Affairs and International Trade Canada

Regional Chair Bill Fisch  
Regional Municipality of York

Linda Franklin  
President & CEO  
Colleges Ontario

Paul Green  
Director, Sales  
Enbridge Gas Distribution Inc.

Councillor Sandra Hames  
City of Brampton

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Greater Toronto Marketing Alliance

John Howe  
Vice President  
Investment Strategy & Project Evaluation  
Metrolinx

Toby Lennox  
Vice President, Corporate Affairs &  
Communications  
Greater Toronto Airports Authority

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Derek Millar  
Regional Manager  
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Janet Richards  
Vice President, Sales and Marketing  
Herman Miller Canada, Inc.

Christopher Ridabock  
Corporate Director

Dr. Pamela Ritchie  
Dean, Faculty of Business &  
Information Technology  
University of Ontario Institute of Technology

Mayor David Ryan  
City of Pickering (Durham Region)

Donna Wittmann  
Vice President, Channels  
Cisco Systems Canada Co.

Ms. Ulli Watkiss  
City Clerk  
City of Toronto  
Toronto City Hall, 2nd Floor  
100 Queen Street West  
Toronto, ON M5H 2N2

Dear Ms. Watkiss:

**RE: Regional Representative on the GTMA Board of Directors**

As a funding partner of the GTMA, the City of Toronto is eligible to nominate one elected official (Regional Chair or Mayor) as your regional representative on the GTMA Board of Directors. The Regional representative is expected to act as the key liaison between the GTMA Board and the communities in the Region. The previous appointee was Councillor Case Ootes. The term of the appointment is for a four-year period to coincide with the term of Council.

The attached package includes a report titled *GTMA Approach to Governance*, which provides information on the GTMA governance model, the responsibilities of the Board of Directors and individual board member's obligations. The Region's nominee will be required to sign the enclosed *Director's Agreement to Serve*, confirming that they understand and accept these responsibilities and obligations. The package also contains other pertinent background information about the GTMA, including the list of current board members.

Some other key considerations for anyone interested in serving on the Board:

- There are five board meetings per year, plus the Annual General Meeting and the occasional special meeting (the 2011 meeting schedule is attached);
- Meetings are held from 8 a.m. - 10 a.m., generally on Fridays;
- Most meetings take place in downtown Toronto, although one or two meetings per year are held in other locations in the GTA;
- Participation by teleconference is provided when it is not possible to attend in person;
- Alternates cannot substitute for board members;
- Participation on at least one Standing Committee is encouraged, but is not required, e.g. Executive, Audit, Nominating & Governance.

We look forward to receiving the name of your nominee to the GTMA Board. Should you have any questions, please do not hesitate to contact Tony Romano, Director, Corporate Affairs & Secretary-Treasurer at 416-360-5758 or by e-mail at [tromano@greatertoronto.org](mailto:tromano@greatertoronto.org).

Yours truly,



Lou Milrad  
Chair & CEO

Enclosure

c: Renato Discenza, Invest Toronto



**Greater Toronto Marketing Alliance  
Proposed 2011 Board of Director Meeting Schedule**

DATE	TIME	LOCATION
Friday, January 14	8:00 a.m.–11:00 a.m.	Ontario Investment and Trade Centre 250 Yonge Street, 35 <sup>th</sup> Floor Toronto
Friday, March 4	8:00 a.m.–10:00 a.m.	TBC
Friday, May 20 AGM & Luncheon Event (to be confirmed)  A brief Board Meeting will be scheduled immediately following the AGM	To be confirmed	TBC
Friday, September 16	8:00 a.m.–10:00 a.m.	TBC
Friday, November 18	8:00 a.m.–10:00 a.m.	TBC

Agenda packages will be distributed electronically in advance of the meeting.

For any questions, regarding the meeting location, date and times, please contact Tony Romano, Director, Corporate Affairs, Greater Toronto Marketing Alliance at 416-360-5758 or by e-mail at [tromano@greatertoronto.org](mailto:tromano@greatertoronto.org)

## Board of Directors 2010/2011

**Lou Milrad** (Chair)  
Chair & CEO  
Greater Toronto Marketing Alliance

**Don Edmonds** (Vice Chair)  
Partner, Private Company Services  
PricewaterhouseCoopers LLP

**George Hanus**  
President & COO  
Greater Toronto Marketing Alliance

**Phil Baker**  
President and CEO (Ret.)  
Optical Regional Advanced Network  
of Ontario

**Jim Feir**  
Director General and  
Senior Trade Commissioner  
Foreign Affairs and  
International Trade Canada

**Regional Chair Bill Fisch**  
Regional Municipality of York

**Linda A. Franklin**  
President & CEO  
Colleges Ontario

**Paul Green**  
Director, Sales  
Enbridge Gas Distribution Inc.

**Councillor Sandra Hames**  
Region of Peel  
(City of Brampton)

**John Howe**  
Vice President, Investment Strategy  
and Project Evaluation  
Metrolinx

**Toby Lennox**  
Vice President, Corporate Affairs  
and Communications  
Greater Toronto Airports Authority

**Don Macintosh**  
Partner  
Fraser Milner Casgrain LLP

**Derek Millar**  
Regional Manager  
Ian Martin Limited

**Case Ootes**  
Councillor, City of Toronto

**Kevin J. Peesker**  
Vice President & General Manager  
Dell Canada Inc.

**Janet Richards**  
Vice President, Sales and Marketing  
Herman Miller Canada, Inc.

**Christopher Ridabock**  
Corporate Director

**Dr. Pamela Ritchie**  
Dean, Business & Information Technology  
University of Ontario Institute of Technology

**Mayor David Ryan**  
Region of Durham  
(City of Pickering)

**Donna Wittmann**  
Vice President, Channels, Canada  
Cisco Systems Canada Co.

## Honourary Board Members

**Chair Emeritus:**  
**George A. Fierheller**  
President, Four Halls Inc.

**Co-Chairs -  
Public Sector:**  
**Mayor Hazel McCallion**  
City of Mississauga

**Chairs - Private Sector:**  
**Katherine Lee**  
Managing Director, Commercial Real  
Estate North America Lending  
GE Commercial Finance  
**Lawrence M. Tanenbaum**  
Chairman & CEO  
Kilmer Van Nostrand Co. Limited  
Chairman of the Board, Maple Leaf  
Sports and Entertainment

### Honourary Board Members:

**David Agnew**  
President, Seneca College of Applied  
Arts & Technology

**Elyse Allan**  
President & CEO  
General Electric Canada

**Joseph Barnicke**  
Chairman, DTZ Barnicke

**John Bitove Jr.**  
Executive Chairman  
Prism Brandz

**Dr. Ronald Bordessa**  
President, University of Ontario  
Institute of Technology

**Ann Buller**  
President & CEO, Centennial College  
of Applied Arts & Technology

**Dr. Gordon Chong**  
Chairman & CEO, InnoServ

**George L. Cooke**  
President & CEO  
Dominion of Canada Insurance

**Purdy Crawford**  
Counsel  
Osler, Hoskin & Harcourt LLP

**David Crombie**  
Corporate Director

**Anthony S. Fell**  
Corporate Director

**Mayor Susan Fennell**  
Region of Peel  
(City of Brampton)

**David Gavsie**  
Chair, Alcohol and Gaming  
Commission of Ontario

**Paul Godfrey**  
President & CEO  
National Post

**Frances Lankin**  
President & CEO  
United Way Toronto

**Sheldon Levy**  
President, Ryerson University

**Peter Lukasiewicz**  
Toronto Managing Partner  
Gowling Lafleur Henderson LLP

**B. William Masson**  
President  
Ian Martin Limited

**Terry Mosey**  
Corporate Director

**David Naylor**  
President  
University of Toronto

**Gordon Nixon**  
President & CEO, RBC

**Philip Olsson**  
Chair  
Liquor Control Board of Ontario

**Hari Panday**  
President, Wealth Management  
North America Region  
ICI Wealth Management Inc.

**Dale E. Richmond**  
President & CEO  
DERX Inc.

**William Thorsell (Ret.)**  
Director & CEO  
Royal Ontario Museum

**Rita Tsang**  
Chief Executive Officer  
Tour East Holidays

**The Rt. Hon.  
John N. Turner**  
P.C., C.C., Q.C., Partner  
Miller Thomson LLP

**Dr. Robert Turner**  
President & CEO  
Sheridan Institute of Technology  
& Advanced Learning

**Richard Waugh**  
President & CEO  
Scotiabank

**Dr. Jeff Zabudsky**  
President & CEO  
Sheridan Institute of Technology &  
Advanced Learning



## **GREATER TORONTO MARKETING ALLIANCE**

### **DIRECTOR'S AGREEMENT TO SERVE**

I, \_\_\_\_\_, agree to serve as a Director of the Greater Toronto Marketing Alliance for the period of 2011-2014.

In accepting this position, I confirm that I have read the document, *An Approach to Governance, April 2005 (revised September 2009)*, and understand the responsibilities that this office involves and accept the following obligations as a member of the Board of Directors:

- Act honestly and in good faith with a view to the best interests of the GTMA
- Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances
- Demonstrate personal commitment to the mission of the GTMA
- Attend Board meetings and the Annual General Meeting
- Participate on Board committees and task forces
- Permit my name and that of my organization to be used on GTMA promotional material
- Help enhance the profile of the GTMA in the community
- Provide or help solicit financial and/or human resources for the GTMA
- Attend and help support GTMA events and initiatives
- Help to promote the Greater Toronto Area internationally where possible.

Date: \_\_\_\_\_

Print Name: \_\_\_\_\_

Signature: \_\_\_\_\_

**\*\* Please return the signed Director's Agreement to Serve to the attention of: Tony Romano, Director, Corporate Affairs, Greater Toronto Marketing Alliance by fax at 416-360-7331.**

# The GTMA

Attracting International Business  
Investment into the GTA

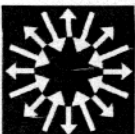
## CONTACT:

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**GREATER  
TORONTO**

MARKETING ALLIANCE



## The Greater Toronto Marketing Alliance (GTMA)

*Dedicated to enhancing the GTA's regional economy through:*

- Attracting Foreign Direct Investment (FDI) into GTA municipalities
- Creating jobs within the GTA

## History

Established in 1997 by GTA Mayors and Regional Chairs in collaboration with the GTA Boards of Trades and Chambers of Commerce, the GTMA is a single marketing agency to promote the Greater Toronto Area as a leading investment destination. The GTMA has already assisted over 60 companies to locate in the GTA.

## Key Stakeholders & Funding Partners

- All 29 GTA municipalities and regions
- Key Partners include GE Capital Real Estate, Metrolinx, Maple Leaf Sports, Greater Toronto Airport Authority, Enbridge, Ontario Power Generation, Ontario Power Authority, Ontario Power Generation, IBM Canada, Royal Bank of Canada, Dell Canada, DTZ Barnicke, Devencore Realities, KPMG, PWC, Miller Thomson LLP, Fraser Milner Casgrain LLP, Gowlings LLP

## Resources & Expertise

- GTA mayors and regional chairs
- Heads of municipal economic development departments
- Presidents and department heads of GTA colleges and universities
- Foreign consular corps in Toronto
- Federal and provincial ministers
- High Profile Board and Honourary Board

## Successes

In 2010 alone, the GTMA has worked with 218 Leads resulting in 7 New Investments.

## Some of the Programs to support the GTMA's FDI Mandate

- VANTAGE Greater Toronto – GTMA's FDI Magazine – [www.vantagegta.com](http://www.vantagegta.com)
- HotNews eNewsletter on website: [www.greatertoronto.org](http://www.greatertoronto.org)
- International Leaders Breakfast Club (ILBC) – GTMA's FDI Forum – [www.gtmailbc.com](http://www.gtmailbc.com)
- Incoming Delegation Program – no charge HR, tax, immigration, legal, tax, accounting, real estate familiarization briefings provided to inbound missions through the GTMA's partner network.

By implementing a strategic regional marketing model (pre-qualified meetings, promotional initiatives, publications, events, seminars, etc.) the GTMA will identify key markets, sectors, and investors who will be aggressively targeted for investment or relocation in the GTA. As well, provide a "One-Window" business development service for international and new business inquiries in the GTA.

*The Greater Toronto Area, a centre for business and innovation, is consistently ranked among the best locations in the world for business and quality of life.*

November 2010



## **APPROACH TO GOVERNANCE**

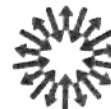
April 2005

*(revised September 2009)*



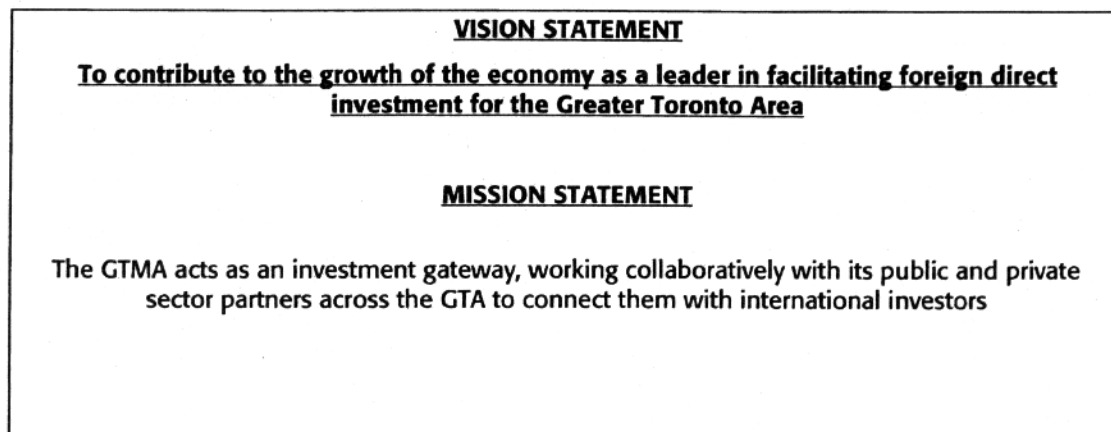
## TABLE OF CONTENTS

<b>1. GOVERNANCE MODEL .....</b>	<b>1</b>
<b>2. BOARD OF DIRECTORS .....</b>	<b>2</b>
<b>a) ROLE .....</b>	<b>2</b>
<b>b) RESPONSIBILITIES .....</b>	<b>2</b>
<b>c) COMMITTEES .....</b>	<b>3</b>
<b>d) CONDUCT .....</b>	<b>4</b>
<b>e) MEMBERSHIP .....</b>	<b>5</b>
<b>f) OPERATION .....</b>	<b>7</b>
<b>3. HONORARY BOARD .....</b>	<b>8</b>
<b>a) ROLE .....</b>	<b>8</b>
<b>b) RESPONSIBILITIES .....</b>	<b>8</b>
<b>c) MEMBERSHIP .....</b>	<b>8</b>

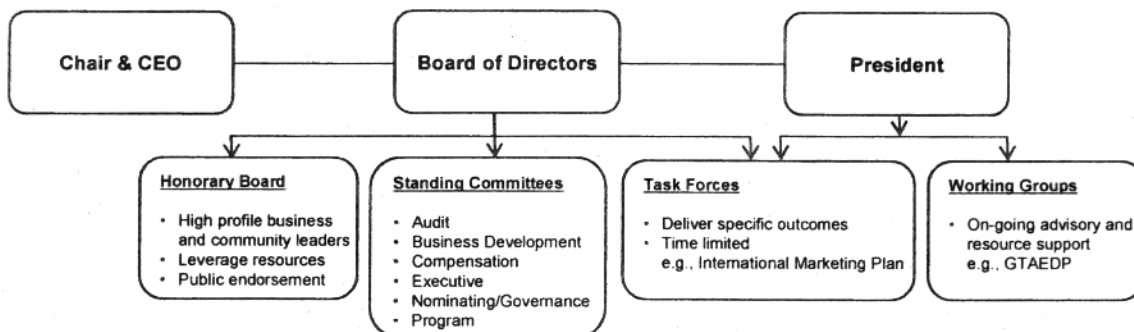


## 1. GOVERNANCE MODEL

The Greater Toronto Marketing Alliance (GTMA) is a non-profit, public-private partnership that brings together the municipalities and regions in the Greater Toronto Area, the Provincial and Federal Governments and leading private sector corporations to work cooperatively to achieve the following mission.



The following diagram illustrates the Governance Model for the GTMA:



The Greater Toronto Marketing Alliance is governed by a volunteer Board of Directors that represents the organization's public and private sector partners and stakeholders from the Greater Toronto Area.

An Honorary Board, comprised of high profile business and community leaders, provides support and resources to the Board of Directors and acts as ambassadors for the GTMA in the community.

The President/CEO is accountable to the Board of Directors and is responsible for the supervision and management of the affairs and operations of the Corporation.

To facilitate and support the workings of the Board of Directors, four Standing Committees have been established: Executive, Audit, Nominating/Governance and Business Development. From time to time, the Board may also establish Task Forces to deal with specific issues within a limited time period.



GTMA staff may also establish Working Groups and Task Forces/Committees to solicit input and advice and leverage resources from public and private sector partners. Working Groups such as the GTA Economic Development Partnership, act as an on-going resource to the GTMA. Task Forces and Committees may be established on an as need basis to deliver specific outcomes, such as the development of the International Marketing Plan or the implementation of a research project or marketing initiative.

## **2. BOARD OF DIRECTORS**

### **a) ROLE**

#### **Primary Role of the Board**

To establish the strategic direction for the organization and ensure that the GTMA's affairs are conducted in a way that will lead to the fulfillment of its mission and assure performance is achieved.

### **b) RESPONSIBILITIES**

#### **Mission and Strategic Planning**

The definition of fundamental goals and strategy is one of the most important responsibilities of the Board. This includes:

- Establishing the mission, communicating it to members and stakeholders, and periodically reviewing its appropriateness.
- Ensuring there is a strategic plan in place based on goals and objectives.
- Ensuring management has the resources to do the job.
- Evaluating the success of the organization's programs towards achieving the mission.

#### **Fiscal Management**

One of the primary legal obligations of the board is to ensure the finances of the organization are being appropriately managed and allocated. Exercise of the board's fiduciary responsibilities includes:

- Approving an annual budget that reflects the organization's priorities and that is based on realistic assumptions.
- Monitoring financial performance in relation to the budget.
- Reviewing for approval, the annual financial statements.

#### **Board Policies**

The board may establish policies for the effective governance and management of the organization, dealing with such matters as:

- Governance processes.
- Compliance with laws and regulations.
- Measurement and evaluation of end results.
- Establishment of C.E.O. and President limitations.



#### Board/C.E.O./President Relationship

The C.E.O. and President are accountable to the board and provides the interface between the board, management and staff. With regards to the relationship with the C.E.O. and the President the board is responsible for:

- Setting the expectations of the C.E.O., President and the organization as a whole.
- Hiring the C.E.O. and President and setting their compensation and evaluating performance.
- Periodically reviewing the appropriateness of the overall salary structure of the organization through an established Board committee.

#### Communication with Stakeholders

Open, two-way communication between the organization and its members and stakeholders is important to the success and credibility of the organization. The Board has the responsibility of:

- Ensuring there is a communications plan in place.
- Acting as a conduit to stakeholder groups.
- Holding regular board meetings that provide an opportunity for open discussion.

### **c) COMMITTEES**

#### Standing Committees

To facilitate and support the efficient operation of the Board, six Standing Committees have been established: Executive, Nominating/Governance, Audit, Program Development and Business Development. These committees have the following responsibilities.

##### *Executive Committee*

The Executive Committee may be delegated the authority, as deemed appropriate by the Board, to deal with issues respecting the management and direction of the affairs of the Corporation, including staff compensation and human resource matters. The Committee provides more immediate decision-making support to Management on matters that arise between regularly scheduled Board meetings.

##### *Nominating/Governance Committee*

The Nominating/Governance Committee is responsible for soliciting and nominating new Directors and for ensuring that an orientation program is provided for each new member. The Committee also periodically reviews and makes recommendations on the Board's approach to governance.

##### *Audit Committee*

The Audit Committee has the responsibility of recommending the appointment of an auditor and the fee, reviewing the auditor's report and recommending approval of annual audited financial statements.



#### **Compensation Committee**

The Compensation Committee on behalf of the Board of Directors is responsible for reviewing and making decisions with respect to compensation, performance review and bonuses of the organization's staff; and to advise the Board on the adoption of policies that govern the organization's compensation and benefits program.

#### **Business Development Committee**

The role of the Business Development Committee is to look at ways for the GTMA to increase its profile, broaden its base of private sector support and identify resources to deliver the mandate of the organization. It is responsible for planning and implementing the organization's fundraising program, and establishing policies for decision making with respect to fundraising and engaging the board in developing strategies for recruiting new partners.

#### **Program Committee**

The board shall choose from among its numbers an advisory group (Program Committee) of not fewer than three (3) persons. This Committee may meet with the appropriate GTMA staff as designated by the President from two to four times per fiscal year to review GTMA programs and plans. The Program Committee may be periodically asked by the GTMA chair to provide their advice to the Board of Directors. The Program Committee will generally consist of Board Members with relevant economic development or related marketing background.

#### Task Forces

The Board may from time to time establish task forces to assist the Board in dealing with specific issues within a limited time period. Task Forces will be chaired by a member of the Board and will be comprised of individuals appointed by the Board of Directors, which may include non-board members.

### **d) CONDUCT**

#### Governing Style

The Board will govern with an emphasis on:

- Outward vision rather than internal preoccupation.
- Encouragement of diversity in viewpoints.
- Strategic leadership more than administrative detail.
- Clear distinction of Board and CEO and President roles.
- Collective rather than individual decisions.

#### Code of Conduct

The Board and its members are expected to conduct themselves in an ethical and professional manner. In this regard, Board members:

- Are to act honestly and in good faith with a view to the best interests of the Board. This duty supercedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards.
- Must avoid any real or potential conflict of interest with respect to their fiduciary responsibility.
- Have a duty to disclose matters that are of importance to the interests of the Board.
- Are to keep confidential information secure.
- May not attempt to exercise individual authority over the organization or staff.



### Role of the Chair

The Chair assures the integrity and fulfillment of the Board's process and represents the Board to outside parties.

- The Chair is empowered to set the agenda and chair board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
- The Chair ensures that deliberations at meetings are fair, open and thorough, but also timely, orderly and to the point.
- The Chair may represent the Board to outside parties, the public and the media.
- The Chair may delegate their authority to the Vice Chair or another Director, but remains accountable for its use.

### Board Member's Obligations

Prior to being elected to the Board, nominated candidates will be required to sign a Director's Agreement to Serve, confirming that they understand and accept the GTMA's *Approach to Governance, April 2005* and the following obligations as a member of the Board of Directors:

- Act honestly and in good faith with a view to the best interests of the GTMA.
- Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- Personal commitment to the mission of the organization.
- Attendance at Board meetings and the Annual General Meeting.
- Active participation on Board committees and task forces.
- Help enhance the profile of the GTMA in the community.
- Provide or help solicit financial and/or human resources for the GTMA.
- Permit their name and that of their organization to be used on GTMA promotional material.
- Attend and help support GTMA events and initiatives.
- Help to promote the Greater Toronto Area internationally where possible.

If, in the opinion of the Board, a director fails to comply with the terms of the Director's Agreement, the Board may ask for the resignation of such non-compliant director or take such other measure, as it deems appropriate in the circumstances.

## **e) MEMBERSHIP**

### Composition

The Board of Directors is comprised of 24 members, including the Chair & CEO, the President and representatives from the public and private sectors. The composition of the Board will strive for an equal split between public and private sector representatives based on the following targets:

- 5 elected municipal/regional representatives, one from each of the five regions in the GTA, i.e. Halton, Peel, York, Durham and Toronto.
- 2 municipal/regional economic development officials.
- 8 other public sector representatives, from any level of government or government agency.
- 8 private sector representatives.
- 1 President.



The exact number of public and private sector representatives may vary slightly from the above targets from year to year depending on the number and quality of candidates that are interested in serving on the Board.

#### Associate Directors

Although the GTMA's By-Laws allow the Board of Directors to appoint Associate Directors to act in an advisory capacity as non-voting members of the Board, the preference is to have Board members that are committed and accountable to act in the best interests of the organization. Therefore, the Nominating Committee may recommend to the Board the appointment of Associate Directors, but only under exceptional circumstances.

#### Term of Office

A Director's term of office will be for 3 years, although upon the recommendation of the Nominating Committee, an existing Director's term can be extended by one year and a Director may be elected to serve for a term of one or two years. Elected officials will serve for the duration of their current elected term of office. No Director may serve more than two consecutive terms, except for the President, the CEO & CEO and the Chair of the Board, then serving. The directors' terms of office will be staggered to allow for a portion of the Board to retire each year.

#### Nominating Procedures

The Nominating and Governance Committee is responsible for soliciting and nominating candidates for Directors to the Board for approval. Directors are elected at the annual meeting of the members of the Corporation.

The five elected officials from the Regions of Halton, Peel, York, Durham and the City of Toronto are nominated to serve as regional representatives on the Board by their respective Regional/Municipal Councils.

The GTA Economic Development Partnership may nominate a number of candidates to serve as the two-municipal/regional economic development representatives on the Board.

All public and private sector candidates interested in serving on the Board will be requested to provide a brief resume with their application. Nominated candidates will also be required to sign a Director's Agreement to Serve, confirming that they understand and accept the GTMA's Approach to Governance, April 2005 and the obligations as a member of the Board of Directors as outlined on page 4 of this document.

In the event that a Director's position is vacated, for whatever reason, the Nominating Committee may solicit candidates from either the public or private sectors depending on the position vacated, and recommend a replacement to the Board for approval. Otherwise, the vacancy can be filled at the next annual meeting of the members, so long as a quorum of directors remains in office.



### Selection Criteria

The selection of public and private sector Board members should reflect the diversity of the partnership and take into consideration the following selection criteria:

- commitment to the GTMA's mission.
- ability to assist the GTMA in fulfilling current strategic priorities.
- profile and connections within the GTA and/or internationally.
- financial and/or in-kind contributions given to support the organization.
- professional and/or industry sector knowledge and expertise.
- geographic representation from across the GTA.

### Appointment of Chair, Vice Chair and Chair Emeritus

The Board shall, as often as required, elect a Chair and a Vice Chair from amongst the directors. This is typically done at the first board meeting following the annual meeting of members.

The Board may appoint a Chair Emeritus in recognition of an individual's exceptional and long-standing commitment and service to the GTMA. The Chair Emeritus will be invited to attend and participate in Board meetings and other Board Committees and Task Forces in a non-voting capacity.

## **f) OPERATION**

The Board is responsible for its own operations and should operate independently from management.

### Meetings

- The Board will hold a minimum of five meetings per year, typically in the morning from 8:00 – 10:00 a.m.
- Most board meetings will be held in downtown Toronto, although an effort will be made to hold one or two meetings per year outside of Toronto.
- A meeting of the Board may be held by telephone or other electronic means of communications.
- Alternates may be invited to attend board meetings as observers, but will not be eligible to vote and their attendance will not count towards quorum.
- As per Section 6.01 of the Corporate ByLaws, 10 directors shall constitute a quorum for the transaction of business.
- Board members that are absent from two meetings in succession will be contacted by the Chair and asked to re-confirm their commitment to the Board. Continued failure to regularly attend meetings may lead to the removal of the member from the Board.
- Board meeting agendas and background materials will be distributed in advance of the meeting to ensure members can be well prepared.
- Written meeting minutes reflecting the actions of the Board, including reports of Board committees, will be maintained and distributed to all board and committee members.

### Board Performance

- The Board is responsible for the orientation of new members.
- The Board will undertake an annual evaluation of its own performance and its Directors.



### **3. HONORARY BOARD**

#### **a) *ROLE***

The Honorary Board, comprised of high profile business and community leaders, provides support and resources to the Board of Directors and acts as ambassadors for the GTMA in the community.

The purpose of the Honorary Board is to:

- Enhance the profile and credibility of the GTMA in the Greater Toronto community.
- Help to leverage financial and other resources for the GTMA.

#### **b) *RESPONSIBILITIES***

The responsibilities of Honorary Board members include:

- Act as champions for the organization in the community.
- Permit their name and that of their organization to be used on GTMA promotion material.
- Provide or help solicit human/financial resources for the GTMA.
- Attend Honorary Board meetings with the Board of Directors for the purpose of receiving information about the GTMA and giving advice on future direction.
- Attend or help support GTMA events and initiatives where possible.
- Encourage their organization's employees to participate in GTMA activities.

#### **c) *MEMBERSHIP***

The membership of the Honorary Board will include community leaders from both the public and private sectors. Membership will not be limited to a specific number.

- The Chair of the inaugural Honorary Board will be appointed by the Board of Directors. Thereafter, the Chair will be selected by the Honorary Board members.
- The Chair of the inaugural Honorary Board will invite members to join the Board. Thereafter, new members will be nominated by the Honorary Board.
- The term of office will be for three years.