

***Policy on Board Governance Structures***

**Toronto Pan Am Sports Centre Inc. Board Of Directors**

**Board Size and Composition**

The Toronto Pan Am Sports Centre Inc. (TPASC Inc.) Board of Directors consists of 10 members composed of:

- 5 Directors appointed by the Governing Council of the University of Toronto
- 5 Directors appointed by City Council

**Composition of City of Toronto Appointees**

Effective on the date of incorporation of TPASC Inc. or the date of the execution of both the Co-Ownership Agreement and the Unanimous Shareholders' Agreement, whichever date occurs later, the City of Toronto appointees as Directors of the Board of TPASC Inc. are:

- the Director of Community Recreation in Parks, Forestry and Recreation
- the Director of Management Services in Parks, Forestry and Recreation
- the Director of Accounting Services in the Office of the Treasurer
- the Director of Facilities Operations in Facilities Management
- the General Manager of Economic Development and Culture or his/her designate

**NEW:**

Following City Council's appointment of citizen members as Directors of the Board of TPASC Inc., with a term taking effect on January 2, 2016, the City of Toronto appointees as Directors of the Board of TPASC Inc. are:

- 2 citizen members
- the Director of Community Recreation in Parks, Forestry and Recreation
- the Director of Accounting Services in the Office of the Treasurer
- the Director of Facilities Operations in Facilities Management

**Chair and Vice-Chair**

The Board shall have a Chair and Vice-Chair, both of whom shall be Directors. The term of office of the Chair and Vice-Chair shall be a maximum of 2 consecutive years and, for certainty, the Chair and the Vice-Chair shall not be nominees of the same Shareholder.

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The right to nominate the Chair and the Vice-Chair shall alternate between the Shareholders every 2 years. For the initial 2 year term, the Board shall appoint the Chair and Vice-Chair. The Vice-Chair shall succeed to the office of the Chair upon the expiry of the Chair's term unless the Shareholder who nominated the Vice-Chair otherwise determines. A Shareholder may change its designee as Chair or Vice-Chair, as applicable, within its 2 year nominating period.

The Chair shall not be entitled to a second or casting vote on any matter that comes before the Board.

#### **Term of Office**

Each Director appointed by the City shall serve at pleasure of City Council for a term of 2 years and until their successor is appointed. Incumbent Directors may be reappointed by the applicable nominating Shareholder.

A citizen member may be reappointed by City Council for a renewal term of 2 years without a recruitment process; a full recruitment process must be conducted every 4 years. The limit on length of service for a citizen member is a maximum of 4 consecutive 2-year terms, for a limit of 8 consecutive years.

#### **Eligibility Requirements**

Citizen members are ineligible for appointment to the Board if they fail to satisfy the eligibility requirements for appointment as set out in the City's *Public Appointments Policy*.

Under the *Business Corporations Act* (Ontario), Citizen members are ineligible for appointment to the Board if any of the following conditions apply:

- the person is less than 18 years of age
- the person has been found under the *Substitute Decisions Act, 1992* (Ontario) or the *Mental Health Act* (Ontario) to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere
- the person is not an individual
- the person has the status of a bankrupt

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**NEW:**

Citizen members are ineligible for appointment to the Board if they or their immediate family members currently are, or in the 12 month period prior to an appointment taking effect were, employees, officers, directors or agents, as the case may be:

- of the University of Toronto or members of its Governing Council
- of TPASC Inc.
- of licensees, leaseholders or tenants of or at TPASC Inc.
- of the Legacy Fund Allocations Committee, the Toronto Community Foundation or such other body or organization from time-to-time involved in reviewing or approving allocations from the Legacy Fund
- of other Beneficiary Legacy Facilities (other than TPASC Inc.) which are eligible for allocations from the Legacy Fund

Immediate family members include a child, parent and spouse as defined in the *Code of Conduct for Members of Council*.

#### **Qualifications**

Board members shall, as a whole, have the following qualifications:

- financial management expertise
- business management and operating expertise
- corporate governance expertise
- a youthful perspective

**NEW:**

At least one of the citizen members appointed by City Council shall have financial management expertise.

#### **Appointments Process – Citizen Members**

**NEW:**

Citizen members of the board appointed by the City are recruited through an Advertised Recruitment process. The process may be implemented with the assistance of an external search consultant.

Screening of applicants is conducted by a City Staff Review Team and/or a search consultant. TPASC Inc. staff may provide advice on qualifications of candidates and any potential conflicts of interest for qualified candidates.

A Corporation Nominating Panel, with advice and support from City staff and/or a search consultant, short-lists and interviews candidates and recommends nominees and alternates to City Council.

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#### **Remuneration**

No members of the Board receive remuneration for serving as a Board member. Members may be reimbursed for their reasonable out-of-pocket expenses in attending Board meetings in accordance with a policy approved by the Board.