



STAFF REPORT ACTION REQUIRED

Civic Theatres Toronto - Board Committees

Date:	April 15, 2016
To:	Board of Directors of Civic Theatres Toronto
From:	General Manager, Economic Development and Culture
Wards:	Ward 23 and Ward 28
Reference Number:	N/A

SUMMARY

The purpose of this report is to recommend to the Board of Directors of Civic Theatres Toronto (CTT) the mandate, size and process to appoint members of the Committees of the Board.

RECOMMENDATIONS

The General Manager of Economic Development and Culture recommends that:

1. The Board of Directors, Civic Theatres Toronto establish the following additional Committee of the Board:
 - a. Policies and Priorities Committee
2. The Board of Directors establish the composition of the Board Committees at 5 members each and that the Board select the membership and Chair of the Committees based on the results of the canvassing of its members by the Clerk of the Committee.
3. The Board of Directors establish the overall mandates as described in this Report and ask each Committee to develop more detailed mandate statements.

Financial Impact

There are no financial implications in the adoption of this Report.

DECISION HISTORY

At its meeting of July 7, 8 and 9, 2015, City Council considered and adopted with amendments EX7.15: Report on the Future of the Civic Theatres", and thereby approved consolidation of the governance and operations of the St. Lawrence Centre for the Arts, the Sony Centre for the Performing Arts and Toronto Centre for the Arts into one new organization under the direction of a single City board called Civic Theatres Toronto.

At its meeting of April 8, 2016, the Board of Directors of Civic Theatres Toronto deferred item CT5.4 until the April 21, 2016 meeting and requested that:

1. The General Manager, Economic Development and Culture, in consultation with the Chair and the Vice Chair of the Board, bring forward to April 21, 2016 meeting, a recommended committee structure, with a proposed mandate for each committee.
2. All board members be canvassed by the Clerk regarding their interest in serving on such committees, and that effort be made to accommodate Members' interest.

This report addresses the requests from the April 8th meeting.

ISSUE BACKGROUND

In July 2015, City Council established Civic Theatres Toronto as a new City board to oversee the Sony Centre for the Performing Arts (Sony Centre), the St. Lawrence for the Arts (St.LCA), and the Toronto Centre for the Arts (TCA). The Board of Directors of CTT assumed governance responsibilities for Civic Theatres Toronto, and was tasked with overseeing the strategic and business affairs of the three theatres, as well as the transition process for consolidating the operations of the three theatres under one board.

In order to conduct its business affairs effectively and efficiently, the Board established 3 committees including Strategic Planning, Human Resources, Compensation and Labour Relations, and Finance, Audit and Risk Management. This report recommends that an additional committee, Policies and Priorities Committee be established.

COMMENTS

This report recommends the overall mandates of the Committees of the Board. Each Committee would then be responsible for developing their detailed scopes of responsibilities for approval by the Board.

Strategic Planning Committee

The mandate of this Committee is to recommend to the Board the Strategic Plan that will guide the planning and execution of business operations. It will include vision and mission statements, goals and objectives and a high level roadmap to achieve them.

Human Resources, Compensation and Labour Relations Committee.

The mandate of this Committee is to ensure, on behalf of the Board, that a framework is established to fairly compensate staff, to advise management when appropriate on union negotiations and to recommend to the Board changes to compensation and collective agreements. The Chair of this Committee along with the Chair of the Board will be responsible for undertaking the annual review and setting performance goals of the Chief Executive Officer.

Finance, Audit and Risk Management Committee

The mandate of this Committee is to review the annual budget, variance reports and to recommend the operating and capital budgets for each fiscal year to the Board for submission to the City of Toronto. The committee is also responsible to monitor budget performance, identify risks and the mitigating actions.

Priorities and Policies Committee

The mandate of the Committee is to review and recommend Civic Theatre Toronto policies to the Board that ensure an ethical, safe and effective organization. The Committee will also provide advice on key priorities related to competitive positioning, marketing, partnerships, programming and relations with key stakeholder groups.

Other Committees

From time to time it may be appropriate to establish short-term Committees to undertake specific activities on behalf of the Board. The report, Civic Theatres Toronto Chief Executive Officer Recruitment, will be considered at the same board meeting and recommends that the Board establishes a CEO search committee.

Committee Composition

This report recommends that the Committees of the Board be composed of five members. The Clerk will canvass members as to their preference for committee membership. It is recommended that each member be on at least one committee to a maximum of two.

SIGNATURE

Michael H. Williams
General Manager
Economic Development and Culture