



## Composition of Toronto Atmospheric Fund Board of Directors

**Date:** November 24, 2016

**To:** The Atmospheric Fund Board of Directors

**From:** Chief Executive Officer

### SUMMARY

---

Toronto Atmospheric Fund (TAF) Board has traditionally been comprised of eleven (11) members: seven (7) citizens and four (4) Councillors, one of which is the Mayor's designate. In April 2011, a Council decision modified the Board composition of a range of City agencies, adding the Mayor or Mayor's designate appointed by the Mayor in addition to the usual number of Councillors.

<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2011.EX4.7>).

Subsequent appointments resulted in TAF's Board membership being increased to twelve (12) members. In keeping with best practice of having an odd number of Board members, it is recommended that TAF seek Council's approval to revert to the traditional number and composition.

### RECOMMENDATIONS

---

The Chief Executive Officer recommends that:

1. Toronto Atmospheric Fund's Board of Directors requests that the City Manager submit the TAF Board request to Council to re-establish the TAF Board of Directors composition as 11 members, of which seven (7) are citizens and four (4) are Councillors, one of which is the Mayor's designate appointed by the Mayor.

### FINANCIAL IMPACT

---

There are no financial implications resulting from the implementation of the recommendation in this report.

## DECISION HISTORY

---

See above regarding Council decision (April, 2011, EX4.7, Amendments to Public Appointments Policy) which specifies the composition of a range of City agencies.

In November 2012, Council appointed four (4) Councillors plus a Mayor's designate, which increased the TAF Board to 12 members for the first time, including 5 Councillors. <http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2012.ST8.1>

In December 2014, Council again appointed four Councillors plus a Mayor's designate. <http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2015.ST1.1>

TAF's current seven citizen members were appointed to the Board in May 2015 (<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2015.CC6.3>). To introduce staggered terms for the first time, three citizen members were appointed for two years or until replaced or re-appointed. The Civic Appointments process is currently underway.

## ISSUE BACKGROUND

---

TAF is governed by a Board of Directors appointed by City Council. The TAF Act, which informs all of TAF activities, states that: The City Council shall establish policies, as in its sole discretion it considers advisable, governing the structure, composition, appointment, removal, meetings and procedures of the Fund's board of directors, including rules respecting quorum, vacancies and other matters necessary for the board to function.

The Board composition is entrenched in TAF's Relationship Framework of 2013 with the City, which further elaborates TAF's Governance structure. <http://www.toronto.ca/legdocs/mmis/2013/ex/bgrd/backgroundfile-57520.pdf>. While Council's most recent decisions take precedence, the current Relationship Framework (updated May 2013) says: The Board consists of a minimum of 11 members, at least three of whom shall be Members of Council, appointed by City Council, and 1 of whom shall be the Mayor or a designate appointed by the Mayor. Council has the authority to alter the composition of the Board.

At its meeting of April 12 and 13, 2011, City Council adopted Recommendation 12 of EX4.7: Amendments to Public Appointments Policy, specifically:

Unless their membership is established by legislation or shareholder direction, City Council set the membership for all City agencies, boards, commissions and corporations at a minimum of 11 members:

- at least 3 of whom shall be Members of Council, appointed by City Council; and
- 1 of whom shall be the Mayor or a designate appointed by the Mayor.

In November 2012, City Council appointed four (4) Councillors plus the Mayor's designate, which increased the TAF Board to twelve (12) members for the first time since inception in 1991. In December 2014, Council again appointed four (4) Councillors plus a Mayor's designate, retaining the membership at twelve (12).

Councillors serve for a two-year term or until their replacement is appointed by the Striking committee. Councillors were appointed in December 2014 for a term of office until December 31, 2016. The Striking Committee will meet to appoint Council members on December 6, 2016.

Citizen members are appointed through the City of Toronto's public appointments process: <https://secure.toronto.ca/pa/home.do>.

Reverting to TAF's traditional Board complement of eleven (11) – seven (7) citizens and four (4) Councillors (of whom one (1) is the Mayor or Mayor's designate) would be in compliance with the policy established by Council in April 2011. This City Council decision also directed that any agency or corporation wishing to alter its membership must obtain the consent of City Council. It is considered best practice to have an odd number of Board members for the purpose of voting on resolutions.

## **CONTACT**

---

Julia Langer, Chief Executive Officer, 416.392.0253, [jlanger@taf.ca](mailto:jlanger@taf.ca)

## **SIGNATURE**

---

Julia Langer  
Chief Executive Officer