

City Clerk's Office

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Ref.: 19-EX1.2**

February 11, 2019

BOARD OF DIRECTORS, TORONTO PARKING AUTHORITY:**Subject: Executive Committee Item 1.2
Toronto Parking Authority Governance**

City Council on January 30 and 31, 2019, adopted this Item, and among other things, has requested the new Board of Directors of the Toronto Parking Authority, once appointed, to develop a governance and procedural policy, which addresses:

- a. the governance roles and duties of the Board members, the Chair, the Toronto Parking Authority President and staff;
- b. the duty of collegiality to Toronto Parking Authority Board members and staff;
- c. the right for Directors to dissent;
- d. the protection of the right for Directors to report to an accountability officer, provided they do so in good faith and for a valid reason;
- e. the Directors' roles;
- f. the process for Directors to seek and receive information from management sufficient to properly fulfill their duties as directors;
- g. the procedure for the approval of material transactions in a manner that is consistent with the Board's duties;
- h. the requirement for reporting the closings of all material transactions to the Board; and
- i. the required period by which all Board briefing materials must be provided to Directors in advance of a meeting and the provision for exceptional circumstances in which late material is permitted.

for City Clerk

M. Toft/sb

Attachment

c. City Manager

Attachment 1



Committee Report Report Item

Considered by City Council on
January 30, 2019
January 31, 2019

Executive Committee

EX1.2		Adopted		Ward: All
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Toronto Parking Authority Governance

City Council Decision

City Council on January 30 and 31, 2019, adopted the following:

1. City Council restore the previous composition of the Board of Directors of the Toronto Parking Authority of two Members of Council and five public members with the restored composition to take effect when City Council appoints the seven members to the Board.
2. City Council direct the City Clerk, in consultation with the City Manager, to recruit a new Board of Directors of the Toronto Parking Authority in accordance with the Public Appointments Policy and Toronto Municipal Code Chapter 179, Parking Authority.
3. City Council direct that Toronto Municipal Code Chapter 179, Parking Authority be amended as appropriate to:
 - a. delete the City's General Manager, Transportation Services as a non-voting member of the board;
 - b. provide that the General Manager, Transportation Services or designate be entitled to notice, agendas and minutes for all meetings and be entitled to attend all meetings of the Board of Directors of the Toronto Parking Authority, including closed sessions;
 - c. set out the duties of care and loyalty of the members of the Board of Directors of the Toronto Parking Authority, as an agent of the City of Toronto, including providing that all duties are owed to the City of Toronto; and
 - d. appoint the City Clerk as the secretary of the Board of Directors of the Toronto Parking Authority.
4. City Council amend the qualifications of the citizen Board of Directors of the Toronto Parking Authority members to include "previous board governance experience" as a desired qualification.
5. City Council request the new Board of Directors of the Toronto Parking Authority, once appointed, to develop a governance and procedural policy, which addresses:
 - a. the governance roles and duties of the Board members, the Chair, the Toronto Parking Authority President and staff;

- b. the duty of collegiality to Toronto Parking Authority Board members and staff;
- c. the right for Directors to dissent;
- d. the protection of the right for Directors to report to an accountability officer, provided they do so in good faith and for a valid reason;
- e. the Directors' roles;
- f. the process for Directors to seek and receive information from management sufficient to properly fulfill their duties as directors;
- g. the procedure for the approval of material transactions in a manner that is consistent with the Board's duties;
- h. the requirement for reporting the closings of all material transactions to the Board; and
- i. the required period by which all Board briefing materials must be provided to Directors in advance of a meeting and the provision for exceptional circumstances in which late material is permitted.

Committee Recommendations

The Executive Committee recommends that:

1. City Council restore the previous composition of the Board of Directors of the Toronto Parking Authority of two Members of Council and five public members with the restored composition to take effect when City Council appoints the seven members to the Board.
2. City Council direct the City Clerk, in consultation with the City Manager, to recruit a new Board of Directors of the Toronto Parking Authority in accordance with the Public Appointments Policy and Toronto Municipal Code Chapter 179, Parking Authority.
3. City Council direct that Toronto Municipal Code Chapter 179, Parking Authority be amended as appropriate to:
 - a. delete the City's General Manager, Transportation Services as a non-voting member of the board;
 - b. provide that the General Manager, Transportation Services or designate be entitled to notice, agendas and minutes for all meetings and be entitled to attend all meetings of the Board of Directors of the Toronto Parking Authority, including closed sessions;
 - c. set out the duties of care and loyalty of the members of the Board of Directors of the Toronto Parking Authority, as an agent of the City of Toronto, including providing that all duties are owed to the City of Toronto; and
 - d. appoint the City Clerk as the secretary of the Board of Directors of the Toronto Parking Authority.

4. City Council amend the qualifications of the citizen Board of Directors of the Toronto Parking Authority members to include "previous board governance experience" as a desired qualification.

5. City Council request the new Board of Directors of the Toronto Parking Authority, once appointed, to develop a governance and procedural policy, which addresses:

- a. the governance roles and duties of the Board members, the Chair, the Toronto Parking Authority President and staff;
- b. the duty of collegiality to Toronto Parking Authority Board members and staff;
- c. the right for Directors to dissent;
- d. the protection of the right for Directors to report to an accountability officer, provided they do so in good faith and for a valid reason;
- e. the Directors' roles;
- f. the process for Directors to seek and receive information from management sufficient to properly fulfill their duties as directors;
- g. the procedure for the approval of material transactions in a manner that is consistent with the Board's duties;
- h. the requirement for reporting the closings of all material transactions to the Board; and
- i. the required period by which all Board briefing materials must be provided to Directors in advance of a meeting and the provision for exceptional circumstances in which late material is permitted.

Origin

(January 8, 2019) Report from the City Manager

Summary

At its meeting of July 2017, City Council considered AU9.12 respecting the Auditor General's findings of her investigation into land acquisition at Finch Avenue West and Arrow Road by the Toronto Parking Authority (TPA). City Council and the Toronto Parking Authority took certain actions in response to those findings.

As directed by City Council, City staff retained Torys LLP ("Torys") to review and evaluate the actions of the Toronto Parking Authority in this matter. Staff were also requested to report back on the following:

- The governance and composition of the Board of the Toronto Parking Authority;
- Whether the Board should be increased by two directors; and

- Whether to update as necessary guidelines and training for agency boards based on the findings in the report from the Auditor General.

This report summarizes the results of the review and final report by Torys and recommends ways in which the City and the Toronto Parking Authority Board can improve its governance practices going forward. The final report by Torys LLP is attached as Attachment 1 to this report.

With the completion of the review of the Toronto Parking Authority Board, a new Board should be recruited as soon as possible.

Background Information (Committee)

(January 8, 2019) Report from the City Manager on Toronto Parking Authority Governance (<http://www.toronto.ca/legdocs/mmis/2019/ex/bgrd/backgroundfile-123468.pdf>)

Revised Attachment 1 - Report (December 17, 2018) from Torys LLP "Toronto Parking Authority Governance Review and Report" (<http://www.toronto.ca/legdocs/mmis/2019/ex/bgrd/backgroundfile-123470.pdf>)