

City of Toronto Governance Orientation

**For Board of Directors of the
Toronto Parking Authority
July 23, 2019**

Agenda

- ☐ Toronto Parking Authority's Relationship to City of Toronto: governance and mandate
- ☐ Powers, Duties and Delegated Authorities
- ☐ City Agencies and Corporations
- ☐ Role of Board, Board Chair and Board Member
- ☐ Board Governance Best Practices
- ☐ Key Legislation, By-laws and City Policies
- ☐ City Supports to TPA, City Liaisons and Board Resources
- ☐ Questions and Discussions

Toronto Parking Authority's Relationship to the City

- Toronto Parking Authority is a City Board and an agent of the City under [The City of Toronto Act, 2006](#).
- The mandate and board structure is determined by City Council, and [Toronto Municipal Code Chapter 179, Parking Authority](#), sets out the governance structure for the TPA including, among other matters:
 - o The composition of TPA's Board of Directors; 7 Directors: 2 City Councillors and 5 Public Members
 - o Powers and duties of the Board
 - o Specific delegated authorities, including delegated real estate authority, and authority over the City's Bike Share System
 - o Agreements to maintain, operate and manage parking facilities; and
 - o Reporting requirements.
- All Public members and Councillor Members of the Board are appointed by City Council.
- As an agency, Toronto Parking Authority is subject to many City Council directives, policies and by-laws.

Toronto Parking Authority: Key Powers, Duties and Delegations

Toronto Municipal Code Chapter 179 delegates, with specific limitations:

- **179-7, Parking Facilities:** The City's powers, rights, authorities and privileges with respect to construction, maintenance, operation, and management of parking facilities within Toronto.
- **179-7.1, Authority over the Bike Share System:** Ownership, acquisition, management, maintenance and operation of the bike share program assets inside Toronto, or outside the geographic boundaries of Toronto to enhance the viability of the program, including entering into partnerships, sponsorships, agreements, donations and revenue generating activities.
- **179.8.1, Delegated Real Estate Authority:** Authority to approve, enter into or renew licences and leases of facilities in the jurisdiction of TPA, for a period of 1 year or less; or for 3 years for a portion of a facility, subject to the right to terminate, and not exceeding \$50,000. These limitations resulted from the City's new centralized real estate service delivery model and delegations enacted by Council in EX27.12 in October 2017.

Agencies

Service Agencies

- CreateTO
- Exhibition Place Board of Governors
- Heritage Toronto
- TO Live
- Toronto Atmospheric Fund
- Toronto Board of Health and Toronto Public Health
- Toronto Investment Board

➤ Toronto Parking Authority

- Toronto Police Services Board and Toronto Police Service
- Toronto Public Library Board
- Toronto Transit Commission
- Toronto Zoo Board of Management
- Yonge-Dundas Square Board of Management

Partnered Agency

- Toronto and Region Conservation Authority

Community-Based Boards:

➤ 83 Business Improvement Area (BIA) Boards of Management

➤ Arena Boards of Management:

- George Bell Arena
- Larry Grossman Forest Hill Memorial Arena
- Leaside Memorial Community Gardens Arena
- McCormick Playground Arena
- Moss Park Arena
- North Toronto Memorial Arena
- Ted Reeve Community Arena
- William H. Bolton Arena

➤ Community Centre Boards of Management (AOCCs):

- 519 Church Street Community Centre
- Applegrove Community Complex
- Cecil Community Centre
- Central Eglinton Community Centre
- Community Centre 55
- Eastview Neighbourhood Community Centre
- Ralph Thornton Community Centre
- Scadding Court Community Centre
- Swansea Town Hall Community Centre
- Waterfront Neighbourhood Centre

Corporations

City Corporations

- Build Toronto Inc.
- Casa Loma Corporation
- Invest Toronto Inc. (Dissolution in progress)
- Lakeshore Arena Corporation
- Toronto Community Housing Corporation
- Toronto Hydro Corporation
- Toronto Port Lands Company (Toronto Economic Development Corporation)

Partnered Corporations

- Toronto Pan Am Sports Centre Inc.
- Waterfront Toronto (Toronto Waterfront Revitalization Corporation)

Adjudicative Bodies

Quasi-Judicial & Adjudicative Boards

- Administrative Penalty Tribunal
- Committee of Adjustment
- Committee of Revision
- Compliance Audit Committee
- Dangerous Dog Review Tribunal
- Property Standards Committee
- Rooming House Licensing Commissioner ¹
- Sign Variance Committee
- Toronto Licensing Tribunal
- Toronto Local Appeal Body

Notes:

1. Rooming House Licensing Commissioner and Deputy are Officers, rather than an agency of the City, but in all other respects function as a quasi-judicial and adjudicative board.

Board Responsibilities

Boards are responsible for effectively managing the Agency's resources and providing quality services within its mandate to the people of Toronto.

The Board's responsibilities include the following:

- directing and approving the Agency's strategic plans and ensuring that they are efficiently and effectively implemented
- approving the annual operating and capital budgets for recommendation to City Council
- representing the Agency before City Council and in the community
- hiring and evaluating the President and CEO, who in turn is responsible for the day-to-day administration of the agency and its staff.

The Role of Board Members

The role of a board member includes:

- abiding by applicable laws and policies (e.g. Code of Conduct; Conflict of Interest)
- promoting Board transparency and accountability
- exercising fiduciary duty (due diligence in decision making; stewardship of assets)
- integrating the interests of the Board, City Council and community.

The role of Board Chair:

- in addition to board member responsibilities, objective chairing of meetings and keeping the public informed of the status of the business
- representing the Board to the general public, media, stakeholders and Council
- appointed by, and responsible to, City Council
- support Board capacity and participation of Board Members
- specific roles set out in the Procedures By-law regarding conduct of meetings and role of Ethics Executive under the Public Service By-law.

The role of Vice Chair:

- assume the duties of the Chair when delegated, or when the Chair is unable to assume their duties.
- The Vice chair of the board is appointed by the board from among its members.

Board Governance Best Practices

- Every Member in exercising their powers and discharging their duties to the Parking Authority shall
 - act honestly and in good faith with a view to the best interests of the City of Toronto; and
 - exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- Boards are advised to ensure critical policies and processes are in place to manage the affairs of the board effectively, and to be transparent and accountable in decision-making.
- Appropriate internal controls are in place to protect Board and City assets; for example, financial policies and processes.
- Boards adopt and adhere to their Procedure By-law for conduct of board business (e.g., open meetings, role of Board Members and officers, etc.).
- Board Members adhere to the Code of Conduct and applicable law.

Key Legislation, By-laws and Policies

- Under the *City of Toronto Act, 2006*, s. 212 (2), agencies are required to have Board approved policies and by-law on the following matters:
 - Its sale or other disposition of property as applicable
 - Its hiring and promotion of employees
 - Its procurement of goods and services
 - A procedure By-law (including Open / Closed meeting requirements)
- The Toronto Public Service By-law, Chapter 192 of the Toronto Municipal Code, applies to Toronto Parking Authority and governs the conduct of its employees.
- Requests from City Council issued from time to time for the Board to implement (e.g., Council's Executive Compensation Framework).
- Important Acts that apply to Toronto Parking Authority Board Members and Staff:
 - [Municipal Conflict of Interest Act, RSO 1990](#)
 - [Municipal Freedom of Information and Protection of Privacy Act, RSO 1990](#)
 - [Municipal Elections Act, SO 1996](#)
 - [Ontario Human Rights Code](#)
- Other applicable legislation, policy and City Council directives are located at [The City's Agencies and Corporations Web Site.](#)

Open Meeting Requirements

- As a City Board, Toronto Parking Authority is governed by the open meeting rules of the City of Toronto Act, 2006.
- Under the Act, the public is entitled to attend meetings of the Board, except when the meeting is properly closed for a specific number of subjects.
- An investigation or court may find an informal gathering of members constitutes a meeting (e.g. a quorum is present; the discussion advances the business of the board).
- The City's General Manager, Transportation Services, or designate is entitled to notices, agendas and minutes for all meetings and may attend all meetings of the Board, including closed sessions.

Closed Meetings

Closed Meetings are only permitted for specific subject matters, including:

- Security of the property of the City or local board
- Receiving of advice that is subject to solicitor-client privilege
- Proposed or pending acquisition or disposal of land by the City or Board
- Considering personal information about an identifiable individual
- Labour relations or employee negotiations
- Litigation or pending litigation, and matters before tribunals
- Education or training of the members that does not advance decision making or business of the Board
- Information supplied in confidence to the City or Board by the Provincial or Federal Government
- A City or Board trade secret or scientific, technical, commercial, financial or labour relations information provided in confidence to the City or Board that if disclosed can prejudice the competitive position of a person, group or organization, or information that has, or potentially has, monetary value for the City or Board.
- Any other matter permitted or required by legislation to be closed; e.g.:
 - o a request under MFIPPA
 - o an ongoing investigation respecting the City of Board.

Code of Conduct for Board Members

- The Code for City Board members is similar to the Code of Conduct for Members of City Council.
- Board Members are bound by the Code of Conduct and should become familiar with its key elements governing personal conduct.
- When acting in the capacity as a member of a City agency or corporation board, the Member (including a Councillor who is a Board Member) is bound by the provisions of the [Code of Conduct for Members of Local Boards \(Restricted Definition\)](#).
- Also see the [Integrity Commissioner's Complaint and Application Procedures](#) for complaints related to the Code of Conduct.

Toronto's Accountability Framework

Auditor General	Lobbyist Registrar	Integrity Commissioner	Ombudsperson	Closed Meeting Investigator
Focus Financial (except attest), compliance and performance audits.	Focus Oversee and enforce the lobbyist registry and lobbyists' code of conduct.	Focus Application of code of conduct and complaints regarding violations. Provides advice on matters under the Municipal Conflict of Interest Act, and may conduct inquiries under that Act.	Focus Resolve public complaints related to the administration of City services & programs.	Focus Investigates complaints of improperly closed meetings.
Role Promotes accountability for the stewardship of public funds and value for money.	Role Promotes transparency of lobbying activity.	Role Ensures the Codes of Conduct are applied and adhered to.	Role Ensures that Torontonians are treated fairly.	Role Investigates whether meeting laws and Board procedures for public access are followed.

Conflict of Interest

- Members of the City's agency and corporation boards must ensure that their personal interests do not interfere with their public duties as a board member.
- Personal interests may include the potential for personal, professional, or financial gain for board members or someone they are associated with such as family members, employers, or business partners.
- A Member of a Board involved in a decision-making process related to a contract, sale or business transaction who has a financial interest in an Agency or City contract, sale or business transaction, or has family members, friends or business associates with such interests, must disclose the interest to the Board and remove themselves from any decision-making process.
- Board Members have a duty to avoid both real and perceived conflicts of interest.

Key City Policies

1. Toronto Public Service By-law

The Toronto Public Service By-law (TPS By-law) which came into effect December 31, 2015, governs the conduct and expectations of City and agency employees. It includes:

- Public Service Values
- The role, responsibilities and authorities of the City Manager and City Agencies to manage employees
- Minimum Human Resources Policy Requirements
- Ethical Provisions for Conflict of Interest, Political Activity and Disclosure of Wrongdoing and Reprisal Protection
- Establishment of Ethics Executives

<http://www.toronto.ca/legdocs/municode/toronto-code-192.pdf>

TPS By-law Key Components



Public Service Values

Roles, Responsibilities and Authorities of City Officials to Manage their Employees

Human Resource Policy Requirements

Provisions for Conflict of Interest, Political Activity and Disclosure of Wrongdoing and Reprisal Protection

Ethics Executives

TPS By-law: Public Service Values

- Act with integrity
- Apply judgement and discretion
- Serve Council and/or their Board well
- Serve the public well
- Serve the public service well
- Uphold Toronto's motto – Diversity Our Strength
- Maintain political neutrality
- Use City/Agency property, services and resources responsibly

TPS By-law: Roles, Responsibilities and Authorities to Manage Employees

- For City Agencies, the By-law consolidates existing legislation, by-laws, frameworks, agreements and policies for managing human resources and:
 - Affirms authority of City Agencies to appoint, promote, demote, suspend and dismiss Agency employees;
 - Requires City Agencies to appoint an administrative head to provide organizational leadership to staff; and
 - Requires City Agencies to delegate management of human resources to the administrative head with limitations established by the board.

TPS By-law: Conflict of Interest Provisions

- Ensure that public servants' (including Board Staff) private interests are not in conflict with their public service duties and responsibilities.
- Members of the public service have a number of duties and obligations with respect to Conflict of Interest, including:
 - o Conducting themselves with personal integrity, ethics, honesty
 - o Avoiding placing themselves in situations where their private interests may be in conflict with, or be perceived to be in conflict with, the interests of the City or Agency.
 - o Seeking advice in relation to the application of the Conflict of Interest rules and reporting any conflict of interest or perceived conflict of interest to their immediate supervisor/manager or their Ethics Executive.

TPS By-law: Political Activity Provisions

- Political Activity Provisions balance the need to preserve the impartiality and neutrality of the public service with an employee's constitutional right to engage in political activity.
- The By-law outlines special restrictions for senior City and Agency public servants recognizing that restrictions should be more significant at the highest levels of the public service.
- Although there are no formal restrictions for other staff, it may be advisable to not canvass or campaign in Wards where they are working.
- There may also be staff who work on highly visible policy projects who may wish to not canvass or campaign for any Toronto candidate in order to preserve the appearance of political neutrality.
- It is best to seek advice from supervisors/managers/Ethics Executives on how best to balance your rights to engage politically and your responsibilities as a public servant.

TPS By-law: Disclosure of Wrongdoing and Reprisal Protection Provisions

- Consolidated past *Fraud Prevention* and *Whistle Blower Protection* policies into an overarching wrongdoing framework.
- Strengthened requirement for City employees to report wrongdoing provides multiple channels for reporting including through the Fraud and Waste Hotline, and provides reprisal protection.
- Formalized the AG's authority to review, resolve and report out on allegations of wrongdoing.
- Strengthened reprisal protections for public servants.
- City Agencies required to adopt and implement disclosure of wrongdoing and reprisal protection policies.

Ethics Executives

- The TPS By-law designates all Division Heads (and above), Agency Heads and Board Chairs as Ethics Executives.
- Ethics Executives are responsible for:
 - o Promoting ethical conduct and decision-making;
 - o Ensuring staff are familiar with the ethical provisions included in the TPS By-law and provide guidance on their application;
 - o Providing advice and guidance to staff on situations involving conflict of interest, political activity and other ethical matters; and
 - o Providing an additional channel for employees beyond their supervisor/manager on ethical matters.

Designated Ethics Executives

Position	Ethics Executive
City Employee	Division Heads
Division Heads	Relevant Reporting Authority (City Manager, DCM)
Deputy City Manager & CFO	City Manager
City Solicitor & City Clerk	City Solicitor and/or Integrity Commissioner
City Manager	City Solicitor and/or Integrity Commissioner
Agency Employees	Agency Head and other Senior Positions Designated by Agency Head
Agency Head	City Manager, Integrity Commissioner and/or Board Chair

2.Council Directives to TPA

- At it's meeting on January 30, 2019 City Council considered EX1.2 "Toronto Parking Authority Governance" and requested the TPA Board, once appointed, to develop a policy which addresses a number of governance and procedural issues including:
 - o The governance roles and duties of the Board members, the Chair, the Toronto Parking Authority President and staff.
 - o Duties and rights of collegiality and dissent.
 - o Protections for Directors to report to an Accountability Officer.
 - o Processes and procedures for information sharing and approval of transactions.

3. Executive Compensation Framework

- In 2014, City Council requested Boards to adopt an executive compensation policy by 2015 within the framework adopted by Council in EX44.8, Executive Compensation at Agencies and Corporations, following an independent external study.
- The City Manager will report on trends to Council: a report on the 2014-17 period will be submitted to Council in 2019.
- Agencies and corporations are requested to collect and submit executive compensation data annually to the City Manager.
- Agencies and Corporations were requested by Council to put a provision into future senior executive contracts for annual disclosure of individual compensation data as permitted by law.
- <http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2012.EX21.19>
- <http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2014.EX44.8>

City Supports for Toronto Parking Authority

City Staff support Toronto Parking Authority in several ways:

- Governance and corporate support (City Manager's Office)
- Public Appointments and Meeting/secretariat support (City Clerk Division)
- Business/program support (Transportation Services/Real Estate Services)
- Financial budgeting, planning and reporting (Financial Planning Division)

City Liaisons and Board Resources

City Manager's Office

- Meg Shields, Director, Corporate Policy, City Manager's Office, 416.392.0523, Meg.Shields@toronto.ca
- Jennifer Franks (TPA Governance Liaison), Senior Corporate Management and Policy Consultant, City Manager's Office, 416.392.5491, Jennifer.Franks@toronto.ca

City Clerk

- Aretha Phillip: Public Appointments, 416. 392.8152, Aretha.Phillip@toronto.ca
- Committee Administrator: Julie Lavertu, 416.397.7769, Julie.Lavertu@toronto.ca

Program Liaison at Transportation Services:

- Barbara Gray, General Manager, Transportation Services; 416.392.8431, Barbara.Gray@toronto.ca
- Ashley Curtis, Senior Strategic Director, Capital Programs 416.338.6583, Asley.Curtis@toronto.ca

Finance

- David Troian, Manager, Financial Planning, Financial Planning Division, 416.392.7896, David.Troian@toronto.ca

City's Public Web Resources for Agencies and Corporations:

[Agencies and Corporations Website](#)

Questions & Discussion