

Procedures By-law for the Board of Directors of Toronto Parking Authority

Date: January 25, 2021

To: Board of Directors of Toronto Parking Authority

From: City Clerk

Wards: All

SUMMARY

The Board of Directors of Toronto Parking Authority currently conducts its meetings according to the procedures in Toronto Municipal Code Chapter 27, as they apply to Committees of Council.

In 2019, City Council requested the new Board of Directors, once appointed, to develop its own governance and procedural policy.

This report recommends that the Board, subject to approval by City Council, enact its own new Procedures By-law.

The new Procedures By-law will come into effect on the date it is approved by City Council.

RECOMMENDATIONS

The City Clerk recommends that the Board of Directors of Toronto Parking Authority:

1. Enact the By-law to govern the proceedings of the Board of Directors of Toronto Parking Authority in Attachment 1 to this report, such by-law to come into force on the date it is approved by City Council.
2. Recommend that City Council approve the Toronto Parking Authority Procedures By-law.

FINANCIAL IMPACT

There are no financial implications resulting from this report.

DECISION HISTORY

At its meeting on January 30 and 31, 2019, City Council adopted Item 2019.EX1.2 - Toronto Parking Authority Governance and requested the new Toronto Parking Authority Board, once appointed, to develop a governance and procedural policy addressing various matters.

<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2019.EX1.2>

COMMENTS

Boards of City agencies are required, under subsection 189(2) of the City of Toronto Act, 2006, to conduct their proceedings according to a formal procedures by-law, which must be approved by City Council. The procedures by-law establishes rules for how a Board will conduct its business, including how the Board will govern itself, the roles and responsibilities of Board members, and meeting and decision-making requirements.

The Board of Directors of Toronto Parking Authority currently uses the procedures for Committees of Council in *Toronto Municipal Code Chapter 27, Council Procedures*.

City Council, on January 30 and 31, 2019, adopted Item 2019.EX1.2 - Toronto Parking Authority Governance, and requested the Toronto Parking Authority Board to develop a governance and procedural policy incorporating the following:

- 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.

The Procedures By-law attached to this report addresses a number of the points above, and its provisions are in line with the procedures by-laws of other City agencies.

Key elements of the By-law include:

- Establishing roles and responsibilities of Board Members, including the Chair and Vice Chair, in managing meetings, debates, and order and decorum.
- Governance requirements including quorum, the submission and consideration of agenda items, voting, and reporting to City Council.

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SIGNATURE

John D. Elvidge,
Interim City Clerk

ATTACHMENTS

Attachment 1 - Board of Directors of Toronto Parking Authority Procedures By-law