

City of Toronto Board Governance City Orientation

For Board of Directors of TO Live

September 20, 2023





Agenda

- ❑ City of Toronto Agencies and Corporations
- ❑ TO Live Governance Framework: Mandate, Roles and Delegations of Authority
- ❑ Board Governance Best Practices
- ❑ Key Legislation, By-laws and City Policies Applicable to AOCCs
- ❑ Key Current Activities
- ❑ Engaging with the City
- ❑ Questions and Discussions



TO Live's Governance Framework: Relationship to the City, Mandate and Delegations of Authority

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 Board
- 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:

➤ 85 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
- Lakeshore Arena Corporation
- Toronto Community Housing Corporation
- Toronto Hydro Corporation
- Toronto Port Lands Company (Toronto Economic Development Corporation)
- Toronto Seniors Housing 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 Commissioner¹
- 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.

Updated: April 27, 2022

About TO Live

- TO Live (formerly Civic Theatres Toronto) is a City Agency which manages and operates the City's three major Civic Theatres:
 - The St. Lawrence Centre for the Arts;
 - Meridian Arts Centre; and,
 - Meridian Hall
- The mandate of TO Live is to provide quality performance and event facilities and to promote its contribution to the artistic, cultural and social vitality of Toronto and its communities.

TO Live's Relationship to the City

- TO Live is a City Agency/Local Board and an agent of the City established under [The City of Toronto Act, 2006](#)
- [Toronto Municipal Code, Chapter 23, Civic Theatres](#) sets out the mandate and governance structure of TO Live and includes the Board composition and responsibilities, applicable policies and by-laws, and the role of an advisory committee.
- A relationship framework between TO Live and the City of Toronto is under development. The framework will further define the relationship between these entities.
- As a City Agency, TO Live is subject to many City Council by-laws, directives, and policies.
- As a City Agency, TO Live's budget is subject to approval by City Council.

Delegated Board Responsibilities

Under Toronto Municipal Code Chapter 23:

- The Board shall supervise the management of the business and operations of the Civic Theatres.

In particular, the Board shall:

- Assume responsibility for the governance, business affairs, operation and management of the Civic Theatres.
- Oversee the integration and consolidation of operational functions of the Civic Theatres through a phased-in process.
- Undertake strategic planning and develop a five-year business plan to ensure the long-term viability and success of the Civic Theatres.
- Submit an annual report and audited financial statements to Council.

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 the 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 Board's procedure by-law regarding conduct of meetings and role of Ethics Executive under the Toronto Public Service By-law.

The role of the Vice Chair:

- In addition to Board Member responsibilities, assumes the duties of the Chair when delegated, or when the Chair is unable to assume their duties.

Board Governance Best Practices

- Every Member in exercising their powers and discharging their duties 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.
- Boards should ensure that 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 Applicable to TO Live

Key Legislation, Bylaws and Policies (*cont'd*)

Under Toronto Municipal Code, Chapter 23, Civic Theatres:

- a) The Board shall adopt policies respecting sponsorship, naming rights and honourific names which are consistent with the policies adopted by Council.
- b) The Board shall adopt policies pertaining to the procurement of goods and services and the hiring of employees, as required under the *Act* and consistent with applicable City policies.
- c) The Board shall develop a procedure by-law for approval by City Council consistent with City Council procedures set out in Chapter 27, Council Procedures as they apply to Committees of Council, and in compliance with requirements of the *Act*.
- d) The Board shall comply with the applicable provisions of Chapter 192, Public Service.

Key Legislation, Bylaws and Policies (*cont'd*)

Under Toronto Municipal Code, Chapter 23, Civic Theatres:

- The Board shall establish an advisory committee with representation from the major companies and tenants at the Civic Theatres, to be convened at least once a year to provide advice to the Board, based on terms of reference approved by the Board.

Key Legislation, Bylaws and Policies (cont'd)

- Important Acts that apply to the TO Live 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](#)
- Requests from City Council issued from time to time for the Board to implement (e.g., Executive Compensation Framework).
- Other applicable legislation, policy and City Council directives are located on [the City's Agencies and Corporations Web Site](#).

1. Code of Conduct for Board Members

- The Code of Conduct for City Board members is similar to the Code of Conduct for Members of City Council and is under the purview of the Integrity Commissioner: [Code of Conduct for Members of Local Boards \(Restricted Definition\)](#).
- The Integrity Commissioner provides advice, complaint resolution and education to Members of City Boards regarding this Code.
- 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 and should become familiar with its key elements.
- See the [Integrity Commissioner's Complaint and Application Procedures](#) for complaints related to the Code of Conduct, and the IC's website: [The Integrity Commissioner's Website](#).

2. The Toronto Public Service (TPS) By-law: Overview

The Toronto Public Service By-law (TPS By-law)/Toronto Municipal Code Chapter 192 which came into effect December 31, 2015, governs the conduct and expectations of City and Agency employees.

The TPS By-law:

- Is the City's ethics framework, including requirements related to Conflict of Interest, Political Activity and Disclosure of Wrongdoing and Reprisal Protection.
- Advances the public service as a professional body.
- Affirms City Agencies as part of the broader public service with authority to manage their own affairs.
- Ensures the public service is effective in serving the public, the Toronto government and the City as a whole.
- Establishes the roles, responsibilities and authorities for the administration of the public service.
- Supports recruitment and development of a well-qualified, public service that is reflective of Toronto's diversity.
- Sets out the rights and duties of the public service concerning ethical conduct, including political activity and conflict of interest.
- Establishes procedures for the disclosure and investigation of wrongdoing and protect public servants who disclose wrongdoing from reprisals.

TPS By-law: Key Components



TPS By-law: Public Service Values

All TO Live staff must:

- 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: Conflict of Interest Provisions

- As members of the public service, all AOCC Boards employees must ensure their private interests are not in conflict with their public service duties and responsibilities.
- As members of the public service, AOCC Boards employees have a number of duties and obligations with respect to Conflict of Interest, including:
 - Conducting themselves with personal integrity, ethics, honesty
 - 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.
 - 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.
- **Note: the Code of Conduct for Board Members also provides conflict of interest requirements within the purview of the Integrity Commissioner.**

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

- The Public Service By-law requires City Agencies, including the TO Live Board, to adopt and implement disclosure of wrongdoing and reprisal protection policies that meet the minimum requirements outlined in the By-law, in order to operationalize this component of the By-law appropriately.
- Wrongdoing is defined as serious actions that are contrary to the public interest, including but not limited to: fraud; theft of City assets; willful or negligent mismanagement of City resources; Conflict of Interest violations; and breach of public trust.
- Reprisal is defined as any measure taken or threatened as a direct result of disclosing, or being suspected of disclosing, an allegation of wrongdoing or initiating or co-operating in an investigation into an alleged wrongdoing. It includes but is not limited to any measure that adversely affects the employment or working conditions of the employee (e.g., discipline, termination, intimidation); and directing or counselling someone to commit a reprisal.

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 at a federal, provincial, and municipal level.

- 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.
- As members of the public service, TO Live employees must seek advice from supervisors/managers/Ethics Executives on how best to balance your rights to engage politically and your responsibilities as a public servant.

Ethics Executives

- Ethics Executives:
 - Promote ethical conduct and decision-making
 - Ensure staff are familiar with the ethical provisions included in the TPS By-law and provide guidance on their application
 - Provide advice and guidance to staff on situations involving conflict of interest, political activity and other ethical matters; and
 - Provide an additional channel for employees beyond their supervisor/manager on ethical matters
- The TPS By-law designates Agency Heads as Ethics Executives to all Agency staff. Additional senior staff can be designated by the Agency.
- The Ethics Executive for the Agency Head is the Board Chair, City Manager and Integrity Commissioner.

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

3. Board Open Meeting Requirements

- As a City Board, TO Live 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 provided by legislation (see *next slide*).
- 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).
- A City-appointed Closed Meeting Investigator investigates complaints of improperly closed meetings.

Reasons for Closed Meetings: COTA 2006

Under the City of Toronto Act, 2006, 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.:
 - a request under MFIPPA
 - an ongoing investigation respecting the City or Board.

4. City of Toronto Accountability Officers

Auditor General	Lobbyist Registrar	Integrity Commissioner	Ombudsman	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.

5. Other Key Legislation, By-laws and Council Directions

- Under the *City of Toronto Act, 2006*, s. 212 (2), agencies are also 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)
- Key Provincial Legislation that apply to TO Live 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](#)
- Directions from City Council issued from time to time for the Board to implement
- Note that other applicable legislation, policy and City Council directives are located at [The City's Agencies and Corporations Web Site.](#)

Key Current Activities

Launch and Engage the Board and TO Live Staff on the Draft Relationship Framework between the City and the Agency:

- Is the City's instrument to manage its governance and relationship with its Agencies
- Sets out the legislative and policy framework, mandate, delegations of authority, corporate supports and liaisons, operating principles, accountabilities and financial and program reporting requirements, and communication protocol with the City
- Is approved by City Council
- Requires engagement with TO Live ESG Committee and Board
- Timeline: to be completed and submitted to Council Q1 2024.

Engaging with the City: City Liaisons and Corporate Supports for TO Live

Program Liaison at Economic Development and Culture Division:

- Patrick Tobin, General Manager, Patrick.Tobin@toronto.ca, 416.397.1970
- Ben Macintosh, Manager, Cultural Partnerships, Ben.Macintosh@toronto.ca, 416.338.4903

City Manager's Office: Governance Liaison

- Paul Parsons, Senior Corporate Management and Policy Consultant, Paul.Parsons@toronto.ca, 416.937.7093

City Clerk's Office

- Vicki Long, Public Appointments, Vicki.Long@toronto.ca, 416.338.2126

Finance

- Anthony Ng, Manager Financial Planning, Anthony.Ng@toronto.ca, 416.395.6767

Legal Services Contact

- Scott Nowoselski, Solicitor, Scott.Nowoselski@toronto.ca, 416.392.7225

City's Public Web Resources for Agencies and Corporations:

[Agencies and Corporations Website](#)

Engaging with the City: City Policies and Initiatives

- The City is committed to engaging Boards for input on policies that impact them.
- There are also opportunities for TO Live staff and Boards' engagement with the City on any concerns regarding City policies, programs and services, including:
 - **Connect** with the City Liaisons for TO Live (see previous slide) to raise and resolve issues pertaining to governance, programs, policies or services
 - **Consult** with City Staff on major initiatives impacting TO Live or City programs
 - **Submit a Board report** if required, on prior consultation with the appropriate City staff, for consideration by Council.



Questions & Discussion