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**BY-LAW XXX-2023 to govern the proceedings of the Board of Management of  
Larry Grossman Forest Hill Memorial Arena**

**A. Interpretation**

**1. Definitions**

**Arena** – Larry Grossman Forest Hill Memorial Arena.

**Arena Manager** –The individual employed by the Board to manage and operate the facility.

**Board** – The Board of Management of Larry Grossman Forest Hill Memorial Arena.

**Chair** – Means the Member elected as chair of the Arena Board by the members of the Arena Board.

**City** – City of Toronto.

**City Manager** – The City Manager of the City of Toronto.

**City Officials** – The City Manager, the Chief Financial Officer and Treasurer, the Deputy City Manager, Community and Social Services, the Deputy City Manager, Corporate Services, the Deputy City Manager, Infrastructure and Development Services, the City Clerk, the City Solicitor or their designates, and any vice president, executive director, general manager, or director reporting to any of these positions.

**Committee** – A committee of the Board.

**Council** – The Council of the City of Toronto.

**City Liaison** – A key City staff person or persons designated by the City Manager's Office to be a key point of contact between the Arena Board and City staff.

**Meeting** – A meeting of the Board.

**Member** – A Member of the Board.

**Motion to Defer** – A motion to delay a decision on a matter by postponing it until a specified time or time period.

**Motion to Receive** – A motion to acknowledge a matter or part of a matter, to take no current action on it, and record it for future reference.

**Motion to Refer** – A motion to send a matter to a Committee or person for more information or recommendation.

**Officers** – The Officers of the Board.

**Procedures By-law** – This By-law as amended from time to time.

**Public Member** – Voting members of the Board who were appointed by City Council as citizen members.

**Quorum** – The number of Members required to be present at a meeting to legally conduct business at the meeting.

**Secretary** – The Secretary of the Board.

**Special Meeting** – A Board meeting other than a regular meeting, a continued meeting, or a reconvened meeting.

**Treasurer** – The Treasurer of the Board.

**Vice-Chair** – The Vice-Chair of the Board.

## **B. Conduct of Business**

### **2. Principles of the Procedures By-law**

- (1) The principles of the Procedures By-law are as follows:
  - (a) The majority of Members have the right to decide;
  - (b) The minority of Members have the right to be heard;
  - (c) All Members have the right to information to help make decisions, unless otherwise prevented by law;
  - (d) Members have a right to an efficient meeting;
  - (e) All Members have the right to be treated with respect and courtesy; and,
  - (f) All Members have equal rights, privileges, and obligations.

### **3. Interpretation and application of the Procedures By-law**

- (1) The Procedures By-law is interpreted according to the principles in Subsection 2 (1).
- (2) The Board must follow the rules in this By-law, in all proceedings of the Board and, where applicable, its Committees.
- (3) If there is a conflict with this By-law and any other By-law of the Board, this By-law comes first.

- (4) If there is a conflict between two or more rules in this By-law, or if there is no specific rule on a matter, the Chair will rule. The Chair may consult with the Secretary and use the City of Toronto Municipal Code Chapter 27, Council Procedures and the Board's practices and former decisions to assist their decision.

### **C. Officers of the Board and Conduct of Members**

#### **4. Election of Officers of the Board**

- (1) The Board will elect from among its voting Members a Chair, Vice-Chair, a Treasurer and a Secretary, and other Officers as it considers necessary, for a term of two years and until a successor is appointed.
- (2) Despite not being a Member, the role of the Secretary can be performed by the Arena Manager.
- (3) The roles of Vice-Chair and Treasurer can be performed by the same Member.
- (4) If a Board member ceases to be a Board member during the term of their appointment, the Board shall fill the vacancy by election as soon as reasonably possible after the vacancy occurs, and the successor shall hold office for the remainder of the term.

#### **5. Duties of the Chair**

- (1) Maintains order and preserve the decorum of the meeting;
- (2) Rules upon points of order and points of privilege without debate or comment;
- (3) Rules upon all other procedural matters;
- (4) If considered necessary because of grave disorder, adjourns or recesses the meeting for a specified time;
- (5) Determines which Member has the right to speak;
- (6) Determines when all Members who wish to speak on a motion have spoken and that the Members are ready to vote, and then puts the vote;
- (7) Determines when all Members who wish to speak on a motion have spoken and that the Members are ready to vote, and then puts the vote; and
- (8) May call a Member to order.

#### **6. Duties of the Vice-Chair**

- (1) The Vice-Chair has all the powers and duties of the Chair when the Chair is absent or unable to perform their duties, and other powers and duties as assigned by the Board, from time to

time.

**7. Duties of the Secretary**

- (1) The Secretary:
  - (a) Ensures all Members receive notices of meetings and meeting agendas;
  - (b) Records meeting minutes;
  - (c) Submits minutes for review and approval of the Board at the next meeting; and,
  - (d) Performs other duties that may be assigned to the Board from time to time.

**8. Duties of the Treasurer**

- (1) The Board will determine the duties of the Treasurer, as they relate to the financial matters of the Board, from time to time.

**9. Members' responsibilities**

Members are responsible to:

- (1) Attend scheduled meetings;
- (2) Carefully consider and make decisions about meeting business;
- (3) Vote on motions put to a vote;
- (4) Respect the rules of the Procedures By-law;
- (5) Speak respectfully at all times;
- (6) Listen attentively, participate in a meeting, and do not interrupt the proceedings;
- (7) Not use offensive, or disrespectful language;
- (8) Speak only on related matters; and
- (9) Respect the confidentiality of discussions in closed meetings and do not disclose information on these discussions, unless authorized to do so.

**D. Committees of the Board**

**10. General terms for Committees of the Board**

- (1) The Board may establish Committees and their mandates, appoint the Chairs and Committee Members, and assign duties to the Committees.

- (2) A Committee consists of at least three members and is chaired by a Member.
- (3) Committee membership is not limited to Members, but must include the minimum number of Members.
- (4) The Board shall fill a vacancy on a committee as soon as possible after it occurs.
- (5) A Committee does not have authority to make a final decision and must provide its reports and recommendations to the Board for consideration.

### **E. Rules of Debate**

#### **11. General rules of debate**

- (1) The Chair maintains a list of Members who requested to speak or to ask questions and asks Members to speak in the order of the list.
- (2) A Member may speak or ask questions only once until every Member who wishes to speak has done so.
- (3) Questions must be clear, to the point, and not be used to make statements.
- (4) Members may only address their questions to:
  - (a) The Chair;
  - (b) The Arena Manager and City Officials;
  - (c) The previous speaker, if that speaker has moved a motion, for clarification of the motion only;
  - (d) Members of the public, for clarification purposes.
- (5) The Chair may not consider a question if a Member has asked the same question before.

#### **12. General rules on making motions**

- (1) A Member may make a motion that:
  - (a) Affects the meeting's procedures, as set out in the Procedures By-law; or
  - (b) Takes action on the matter that is currently before the Board for debate.
- (2) A Member may only withdraw their motion with the consent of the Board.
- (3) A motion does require a seconder.
- (4) A Member may make procedural motions, including a motion to defer a matter to a future time or time period, or refer a matter to a Committee or person for further information or investigation.

- (5) A motion to end the meeting may not be moved when:
  - (a) Another Member is speaking;
  - (b) A vote has been called;
  - (c) The Members are voting; or,
  - (d) A Member has indicated to the Chair a desire to speak on the matter before the Board.
- (6) A Member may make a motion to end debate at any time during debate, and the Member can do so when they have the floor.

## **F. Votes**

### **13. Voting**

- (1)
  - (a) Members present must vote:  
Every Member present at a meeting must vote on every matter put to a vote, except any Member who declares a conflict of interest and removes themselves from the vote.
  - (b) Not voting is a negative vote:  
The Secretary records as voting in the negative any Member present at a meeting who does not vote, except a Member who has declared a conflict of interest.
- (2) Majority vote is required for a motion to pass, unless this by-law specifies otherwise, and a motion passes when a majority of Members present vote for it.
- (3) Motion fails with tied votes: A motion does not pass if the same number of Members vote for it as against it.
- (4) Recorded vote:
  - (a) A Member may request a recorded vote on any matter and must make the request immediately before or after the vote is taken.
  - (b) If the request for a recorded vote is made immediately after the vote is taken, the first vote is nullified and a second, recorded vote must be held.
  - (c) When a Member requests a recorded vote the Secretary records the name and vote of every Member on the matter.

### **14. Separate votes**

- (1) If a matter under consideration contains distinct propositions, a Member may request that Members vote on each proposition separately.
- (2) If the Chair agrees that the matter contains distinct propositions, the Chair will rule that



Members vote on each proposition separately.

### **15. Order of voting**

Unless the Board decides otherwise, when a vote is taken the order of the vote shall be as follows:

- (1) Motion to refer;
- (2) Motion to defer;
- (3) Motion to receive;
- (4) Amendments in the reverse order of presentation, dealing with an amendment to an amendment immediately before the amendment it proposes to amend; and,
- (5) Motion to Adopt or Motion to Adopt as Amended, if any amendments have carried.

## **G. Board Meetings**

### **16. Regular meetings**

- (1) The Board decides the date, time and location in Toronto of its regular meetings on an annual basis and the schedule of those meetings must be publicly available in the facility of the Arena, and if applicable, on the Arena Board's website. Any amendments or changes to that schedule must be posted, as soon as possible, to provide advance notice.
- (2) The Board must meet a minimum of six times per year, with no more than three months between meetings.
- (3) The Secretary must provide the Members, and the City Liaison, notice of every regularly scheduled meeting, at least seven days before the meeting.

### **17. Special meetings**

- (1) The Chair may call a special meeting of the Board if:
  - (a) Special meetings of the Arena Board may be called by the Chair, on 24 hours' notice, whenever he or she considers it necessary to do so;
  - (b) If a written request is made by a majority of the members to call a special meeting, it is the duty of the Chair or, in case of his or her absence, the Secretary, to summon a special meeting of the Arena Board, on 24 hours' notice;
  - (c) The notice for the special meeting includes the time, date, and location of the meeting;
  - (d) The notice includes the purpose of the meeting; and
  - (e) The Board considers no other business other than that provided in the notice.

- (2) Despite Subsection 16 (1), the Chair may call a special emergency meeting of the Board without giving notice, whenever the Chair considers it necessary to do so, if:
- (a) All Members are notified of the meeting either in person, by email, or by any other means necessary; and
  - (b) A majority of Members agree to the meeting by giving written consent to the Secretary directly before the beginning of the meeting.

### **18. Meetings open to the public**

- (1) Except as provided in Section 19, all Board meetings are open to the public, and no person is excluded from a meeting except for improper conduct.
- (2) A meeting begins and ends in public.
- (3) Notice of all Board meetings must be made publicly available by the Secretary at the Arena facility and, if possible, on the Board's website at least seven days before a meeting.

### **19. Closed meetings**

- (1) The Board may close a meeting or part of a meeting to the public, in accordance with the City of Toronto Act, 2006, to discuss:
  - (a) The security of the property of the Board or the City;
  - (b) Personal matters about an identifiable individual, including a City employee or an Arena employee;
  - (c) A proposed or pending acquisition or disposition of land by the City or Board;
  - (d) Labour relations or employee negotiations;
  - (e) Litigation or potential litigation, including matters before administrative tribunals, affecting the City or an Arena employee;
  - (f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - (g) A matter in respect of which the Board, Committee, or other body may hold a closed meeting under another Act;
  - (h) Information explicitly supplied in confidence to the City or the Board by Canada, a province or territory, or a Crown agency of any of them;
  - (i) A trade secret or scientific, technical, commercial, financial, or labour relations information, supplied in confidence to the City or the Board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons,

or organization;

- (j) A trade secret or scientific, technical, commercial, or financial information that belongs to the City or the Board and has monetary value or potential monetary value; or
  - (k) A position, plan, procedure, criteria, or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the City or the Board.
- (2) The Board shall close a meeting or part of a meeting to the public to discuss:
    - (a) A request under the Municipal Freedom of Information and Protection of Privacy Act; or
    - (b) An ongoing investigation respecting the Board by the Ombudsman or the Open Meeting Investigator.
  - (3) The Board may close a meeting or part of a meeting to the public if the following conditions are both satisfied:
    - (a) The meeting is held for the purpose of educating or training the Members; and
    - (b) At the meeting, no Member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the Board.
  - (4) The Board in a closed meeting does not vote or keep minutes except for:
    - (a) A procedural matter; or,
    - (b) Giving directions or instructions to the Board or City Officials or their designates.
  - (5) Before holding a meeting or part of a meeting that is closed to the public, the Board must adopt a resolution approving a closed meeting and the nature of the matter it wants to discuss.

## **20. Electronic participation in meetings**

- (1) The Board and its Committees may hold a meeting where some or all of the Members participate electronically, despite any other provisions of this By-law.
- (2) Any Member participating in the meeting electronically is considered present for determining quorum under Section 21 and for the purposes of voting under Section 13, and for all other purposes.
- (3) Any Member participating in the meeting electronically can participate in any portion of the meeting that is closed to the public in accordance with Section 19.
- (4) If there is no quorum or if quorum is lost during a meeting where members participate electronically, the Secretary will continue to call for quorum for 30 minutes or until there is quorum, whichever is sooner.

**21. Quorum**

- (1) Fifty percent Public Members make-up a quorum of the Board. When calculating quorum, only Public Member seats that are filled by appointment will be counted in the calculation.
- (2) Member(s) of City Council appointed to the Board will be counted for the purpose of quorum if they are present at a Board meeting.
- (3) If quorum is lost during a meeting for 30 minutes, the Secretary records the names of the Members present, the meeting ends and does not continue on an informal basis.
- (4) If there is quorum but the Chair or Vice-Chair are absent for 30 minutes after the start time of a meeting, the Board appoints one of the other Members as acting Chair to be in charge of the meeting until the Chair or the Vice-Chair arrive.

**H. Board Agenda**

**22. Agenda development, order and changes**

- (1) In consultation with the Chair and the Arena Manager, the Secretary sets agenda deadlines, prepares, publishes, and distributes the agenda for regular meetings of the Board, which includes:
  - (a) Declarations of Interest under the Municipal Conflict of Interest Act;
  - (b) Confirmation of minutes (if available); and,
  - (c) Agenda items.
- (2) The Board considers agenda items by their order on the agenda, unless otherwise decided by the Board.
- (3) Without debate, the Board may make changes to the order of items by a majority vote, but may not delete any item from the agenda.
- (4) (4) The published agenda for a Board meeting is notice of all business included in that agenda, subject to other notice provisions of this procedures by-law, and of any applicable legislation.
- (5) (5) The Board, by majority vote, may add items of new business to its agenda, subject to other notice provisions of this procedures by-law, and of any applicable legislation.

**23. Presenting communications or agenda matters**

- (1) Members may present communications or agenda matters to the Board, as follows:
  - (a) Communications or letters related to a matter on the meeting agenda; or
  - (b) Agenda matters not on the meeting agenda but within the Board's mandate.
- (2) In submitting communications or agenda matters under Subsections 1(a) and 1(b), Members must meet any notice requirements and agenda deadlines.

### **I. Minutes of Board Meetings**

#### **24. Preparation, submission and review**

- (1) The Secretary prepares and submits the previous meeting's minutes for review and adoption by the Board before the next meeting of the Board.

### **J. Board Reports to City Council**

#### **25. Reporting to City Council**

- (1) There are matters that are within the Board's mandate but for which the Board does not have authority to make a final decision. On such matters, the Board must report all its recommendations, transmitted through the City Liaison, to the appropriate committee of Council or City Council, as applicable for consideration in accordance with the City of Toronto Act, 2006, and the Relationship Framework for Boards of Management of Arenas, as amended.

### **K. Public Presentation at Board Meetings**

#### **26. Speakers, registration and presentations**

- (1) Any person may address the Board on any item on the Board's agenda.
- (2) Persons interested in addressing the Board must register with the Secretary by 12:00 p.m. on the business day before the Board meeting.
- (3) Despite Subsection 26(2), the Board may hear from others who wish to address the Board.
- (4) Unless the Board decides otherwise, a public presentation has a five-minute limit.

### **L. Amendments to By-law**

#### **27. By-law amendments**

- (1) To pass a motion to amend or repeal this by-law requires a two-thirds vote of Members present.
- (2) The Board will only consider amendments or repeal of the Procedures By-law at a Board meeting if at a previous meeting the Board received notice of the proposed amendment or repeal.
- (3) The Board must submit any amendment to this By-law to City Council for approval.
- (4) An amendment to this By-law comes into force when City Council approves the amendment.

- (5) The Board cannot waive or suspend the following:
- (a) Meetings open to the public, section 18
  - (b) Closed meetings, section 19
  - (c) Electronic participation in meetings, section 20
  - (d) Quorum, section 21
  - (e) By-law amendments, section 27

**M. Effective Date**

This By-law shall come into force on **XX XX**, 2023.  
Enacted and passed on **XX XX**, 2023.