

ATTACHMENT 1:

Approved, as Amended, City of Toronto - Toronto Parking Authority Relationship Framework



~~ATTACHMENT 1~~

~~City of Toronto~~

**Relationship Framework-
For The
City of Toronto and
Toronto Parking Authority
March 7, 2023**

~~[For City Council Consideration]~~

**[Confidential Draft: For Discussion]
May 17, 2022**

**Original Date Approved:
Last Updated:**

TABLE OF CONTENTS

Preamble	6
Purpose: About this Relationship Framework	8
ARTICLE 1: DEFINITIONS.....	8
ARTICLE 2: BACKGROUND	11
2.1. Delivery of City Services through Agencies and Corporations.....	11
2.2. City Strategic Objectives in Providing the Services	12
2.3. Delivery of City Services through the Toronto Parking Authority	13
ARTICLE 3: COUNCIL AUTHORITY	14
3.1 City Powers under City of Toronto Act, 2006.....	14
3.2 Matters requiring Council approval	14
ARTICLE 4: TORONTO PARKING AUTHORITY'S ESTABLISHMENT AND MANDATE	14
4.1 TPA Established as a City Board	14
4.2 Mandate	15
4.4 Legislative and Policy Framework	15
ARTICLE 5: TPA BOARD STRUCTURE	16
5.1 Board Size and Composition	16
ARTICLE 6: BOARD AUTHORITY AND RESPONSIBILITIES.....	16
6.1 Governing Principles	16
6.2 Delegations of Authority and TPA Responsibilities.....	17
6.3 Chair of the Board	20
6.4 Vice Chair of the Board	21
6.5 Board Member	21
6.6 Council Members of the Board	21
6.7 Board Appointments	22
6.8 Board Meetings.....	22
ARTICLE 7: TPA AUTHORITY AND RESPONSIBILITIES	22
7.1 Public Service By-law Requirements.....	22
7.2 TPA Staff	22
7.3 President Responsibilities	22
7.4 Operating Principles.....	23
ARTICLE 8: ROLE OF CITY COUNCIL AND CITY STAFF	24

8.1	City Council	24
8.2	City Staff	24
ARTICLE 9: CITY LIAISONS.....		26
9.1	Governance Liaison: City Manager	26
9.2	Program Liaison: General Manager, Transportation Services	26
9.3	Program Liaison: Chief Executive Officer, CreateTO	26
9.4	Financial Liaison: Chief Financial Officer and Treasurer Designates.....	26
9.5	Deputy City Manager Corporate Services	27
ARTICLE 10: ACCOUNTABILITY OFFICERS.....		27
10.1	Integrity Commissioner	28
10.2	Ombudsman	28
10.3	Lobbyist Registrar	28
10.4	Auditor General.....	29
10.5	City-appointed Closed Meeting Investigator	29
ARTICLE 11: CITY POLICIES, BY-LAWS AND LEGISLATION		30
11.1	Compliance	30
11.2	City Policies and Council Directions	30
ARTICLE 12: ACCOUNTABILITY AND REPORTING REQUIREMENTS.....		33
12.1	Annual Report	33
12.2	Financial and Service Management	33
12.3	Budget Management and Submission of Reports	33
12.4	External Auditor	34
12.5	Borrowing	35
12.6	Fiscal Year	35
ARTICLE 13: COMMUNICATIONS AND PUBLIC REPRESENTATION		35
13.1	Corporate Identity.....	35
13.2	Public Representation	35
13.3	City Requests for Information.....	35
13.4	City Corporate Support to TPA.....	35
ARTICLE 14: AMENDING THE RELATIONSHIP FRAMEWORK.....		36
ARTICLE 15: CONFLICTING PROVISIONS		36
ARTICLE 16: KEY COUNCIL DECISIONS		36
Preamble.....		7

Purpose: About this Relationship Framework.....	10
ARTICLE 1: DEFINITIONS.....	10
ARTICLE 2: BACKGROUND.....	13
2.1. Delivery of City Services through Agencies and Corporations.....	13
2.2. City Strategic Objectives in Providing the Services.....	14
2.3. Delivery of City Services through the Toronto Parking Authority.....	15
ARTICLE 3: COUNCIL AUTHORITY.....	17
3.1 City Powers under City of Toronto Act, 2006.....	17
3.2 Matters requiring Council approval.....	17
ARTICLE 4: TORONTO PARKING AUTHORITY'S ESTABLISHMENT AND MANDATE.....	17
4.1 TPA Established as a City Board.....	17
4.2 Mandate.....	18
4.4 Legislative and Policy Framework.....	18
ARTICLE 5: TPA BOARD STRUCTURE.....	19
5.1 Board Size and Composition.....	19
ARTICLE 6: BOARD AUTHORITY AND RESPONSIBILITIES.....	19
6.1 Governing Principles.....	19
6.2 Delegations of Authority and TPA Responsibilities.....	20
6.3 Chair of the Board.....	23
6.4 Vice Chair of the Board.....	24
6.5 Board Member.....	24
6.6 Council Members of the Board.....	24
6.7 Board Appointments.....	25
6.8 Board Meetings.....	25
ARTICLE 7: TPA AUTHORITY AND RESPONSIBILITIES.....	25
7.1 Public Service By law Requirements.....	25
7.2 TPA Staff.....	25
7.3 President Responsibilities.....	25
7.4 Operating Principles.....	26
ARTICLE 8: ROLE OF CITY COUNCIL AND CITY STAFF.....	27
8.1 City Council.....	27
8.2 City Staff.....	27
ARTICLE 9: CITY LIAISONS.....	29

9.1 Governance Liaison: City Manager	29
9.2 Program Liaison: General Manager, Transportation Services	29
9.3 Program Liaison: Chief Executive Officer, CreateTO	29
9.4 Financial Liaison: Chief Financial Officer and Treasurer Designates.....	29
9.5 Deputy City Manager Corporate Services	30
ARTICLE 10: ACCOUNTABILITY OFFICERS.....	30
10.1 Integrity Commissioner.....	31
10.2 Ombudsman	31
10.3 Lobbyist Registrar	31
10.4 Auditor General.....	32
10.5 City-appointed Closed Meeting Investigator	32
ARTICLE 11: CITY POLICIES, BY-LAWS AND LEGISLATION	33
11.1 Compliance	33
11.2 City Policies and Council Directions	33
ARTICLE 12: ACCOUNTABILITY AND REPORTING REQUIREMENTS.....	36
12.1 Annual Report	36
12.2 Financial and Service Management	36
12.3 Budget Management and Submission of Reports	36
12.4 External Auditor	37
12.5 Borrowing.....	37
12.6 Fiscal Year	38
ARTICLE 13: COMMUNICATIONS AND PUBLIC REPRESENTATION	38
13.1 Corporate Identity.....	38
13.2 Public Representation	38
13.3 City Requests for Information	38
13.4 City Corporate Support to TPA.....	38
ARTICLE 14: AMENDING THE RELATIONSHIP FRAMEWORK.....	38
ARTICLE 15: CONFLICTING PROVISIONS	39
ARTICLE 16: KEY COUNCIL DECISIONS	39

Preamble

1. The Toronto Parking Authority (TPA) was established under subsection 88(1) of the *City of Toronto Act, 1997 (No.2)*, and is continued as a City Board under sections 6, 7 and 141 of the *City of Toronto Act, 2006*.
2. Council of the City of Toronto enacted Municipal Code Chapter 179, Parking Authority, setting out the TPA's delegated authority.
3. The TPA is a self-sustaining agency of the City of Toronto that provides on and off-street parking, electric vehicle charging and bike sharing services. Revenues generated by TPA are used to fund TPA's operating and capital expenses with the remainder provided to the City through a net revenue sharing agreement to fund other municipal programs and services.
4. The TPA has been delegated the authority to:
 - a. ~~Construct, maintain, control, operate and manage off-street Parking Facilities ("Municipal Parking Facilities"), subject to:~~
 - i. ~~land~~Land and buildings (premises) where vehicles may be parked, being acquired and owned by the City
 - ii. City Council designating by by-law these premises for use by the TPA as Municipal Parking Facilities
 - iii. Construction of Parking Facilities requires concurrence of the Deputy City Manager, Corporate Services ~~-(Municipal Code Chapter 179, Parking Authority, s.197-7, 197-9); and~~
~~-(Municipal Code Chapter 179, Parking Authority, s.197-7, 197-9);~~
 - iv. The City-Wide Real Estate Model (EX27.1 and EX27.4).
5. The TPA has the delegated authority to fix rates for on-street parking meters or parking machines; (Municipal Code Chapter 179, Parking Authority, s.197-7.D~~);~~)
6. On November 13, 14, 15 and 18, 2013, City Council adopted Executive Committee Item 35.8, to vest the City's bike share assets in the TPA and delegated to the TPA the sole responsibility and authority for the ownership, acquisition, management, maintenance and operation of the bike share program on behalf of the City of Toronto, including in its sole discretion, entering into contracts and agreements, undertaking sponsorship, naming, rebranding, partnership, acceptance of donations and all other related ownership, operational, management or revenue generating activities, and amended Municipal Code Chapter 179, Parking Authority, to provide for such an arrangement~~;~~.

7. City Council, at its meeting of December 15, 2021, approved TPA's 2022 Capital Budget and 2022 – 2031 Capital Plan, which includes capital commitments for the expansion of Bike Share Toronto and the implementation of an Electric Vehicle Charging Program both across off-street Parking Facilities and on-street.
8. The TPA has discretionary authority under Section 179-13 of Municipal Code Chapter 179, Parking Authority, to carry out additional revenue generating activities, where possible, in relation to TPA operations by:
 - a. entering into agreements with third parties to maintain, manage, and operate Parking Facilities that are owned by third parties;
 - b. entering into agreements (including sponsorship, naming, rebranding, donations, advertising, etc.) for revenue generating activities utilizing the Bike Share Toronto physical assets; and,
 - c. entering into short-term leases and licences for the incidental use of lands designated by City Council for the purpose of parking vehicles.
(Collectively described as Additional Revenue Generating Activities).
9. The Council of the City of Toronto wishes to articulate principles of governance related to the Toronto Parking Authority;
10. The City has engaged the Toronto Parking Authority in discussions about its role and its relationship to the City;
11. The Council of the City of Toronto wishes to articulate its objectives and expectations which the Toronto Parking Authority shall meet in carrying on business pursuant to the authority delegated to it by City Council.

ACCORDINGLY, Council of the City of Toronto directs that the mandate, powers and duties delegated to the TPA under Chapter 179, Parking Authority, of the City of Toronto Municipal Code will be exercised and undertaken according to the principles and objectives set out in this Relationship Framework.

Purpose: About this Relationship Framework

The purpose of this Relationship Framework is to:

- a. Recognize the TPA's authority to manage the business and affairs of the TPA in accordance with the City of Toronto Act, 2006, Chapter 179, Parking Authority, of the Toronto Municipal Code, this Relationship Framework and Applicable Law;
- b. Articulate Council's delegations of authority, expectations, and requirements of the TPA;
- c. Inform the TPA, the Toronto Public Service, and the residents of Toronto of Council's direction on matters such as governance, programs and services, applicable City policies, reporting requirements and accountability of the TPA;
- d. Consolidate governance information from a variety of sources including the City of Toronto Act, 2006 and other applicable statutes, the Toronto Municipal Code including Chapter 179, Parking Authority, and other City by-laws, policies and Council directions;
- e. Set out the conditions that promote an effective and collaborative relationship between the City and the TPA;
- f. Identify the responsibilities and obligations of the TPA; and
- g. Identify the types and levels of support provided by the City to the TPA.

The Relationship Framework is pursuant to, and must be consistent with, legislation, the Toronto Municipal Code and Council directives and delegations of authority that are applicable to the TPA.

ARTICLE 1: DEFINITIONS

In this Document, the following terms have the meanings set out below:

“Applicable Law” means all statutes, laws, by-laws, regulations, and orders of governments or other public authorities having jurisdiction at any time in force that apply to the TPA or the Board, or both.

“Auditor” means the external attest auditor appointed by the City to annually audit the accounts and transactions of the TPA, and to express an opinion on the financial statements of the TPA based on the audit.

“Auditor General” means the City's Auditor General or his or her designate.

"Bike Share Toronto" means a service in which bicycles (including pedal assist bicycles) are made available for the use by individuals for a fee, including the operation and provision of bicycles and related structures (docking stations, etc.).

"Board" or **"TPA Board"** means the board established by the City of Toronto as the Board of Directors of the TPA, which is a city board pursuant to section 141(1) of the City of Toronto Act, 2006.

"Board Member" or **"Member"** means a person appointed by the City as a Member of the Board pursuant to the City of Toronto Public Appointments Policy.

"Budget" means the operating and capital budget approved by the TPA and Council.

"Car-Sharing" means a shared use vehicle program offering short-term rental service of motor vehicles owned by a car-share organization/company to individuals or businesses who are members.

"Chair" means the Member appointed as chair of the Board by Council.

"Vice Chair" means the Member elected as Vice Chair from among its Members by the Board.

"City" means the City of Toronto.

"City-wide" means whole of government and includes City of Toronto divisions and applicable City Agencies and Corporations.

"City Liaison(s)" means any City staff person(s) designated by the City to be key points of contact between the Board or staff of the Board and the Toronto Public Service.

"City Manager" means the City Manager of the City or the person designated to act in that capacity from time to time, or her or his delegate.

"Construction" means, in respect of any land or premises:

- a. any alteration, addition or capital repair to the land or premises,
- b. any construction, erection or installation on the land or premises, including the installation of industrial, mechanical, electrical or other equipment on the land or on any building, structure or works on the land that is essential to the normal or intended use of the land, building, structure or works, or
- c. the complete or partial demolition or removal of any building, structure or works on the land or premises.

"Council" means the Council of the City of Toronto.

“CFO” means the Chief Financial Officer and Treasurer of the City of Toronto or the person designated to act in that capacity from time to time or his or her delegate.

“Electrical Vehicle Charging Infrastructure” means devices used to provide electricity to an electric vehicle for the purpose of charging the vehicle’s battery.

“Estimates” means the annual operating and capital estimates submitted by the TPA to Council for adoption.

“Financial Statements” means, for any particular period, comprehensive financial statements of the TPA consisting of a statement of revenues and expenditures, and such other statements, reports, notes and information as are required by, and prepared in accordance with, generally accepted accounting principles for Canadian municipalities.

“General Manager, Transportation Services” means the General Manager of Transportation Services or the person designated to act in that capacity from time to time or his or her delegate.

“Governance Liaison” means the City Manager or designate who is the primary contact for agencies and corporations on governance matters related to Relationship Frameworks, the Toronto Municipal Code and the application of City directives and policies to the City's agencies and corporations.

“Municipal Code” means the City of Toronto Municipal Code, as amended or replaced from time to time.

“Municipal Parking Facility” means a parking facility that has been designated by City Council by-law to be operated by TPA.

“Parking Facility” means land or buildings, or portions thereof, that are used primarily for the parking of vehicles.

“President” means the President and administrative head of the TPA.

“Program Liaison” means the Deputy City Manager or designate responsible for a program with which an agency or corporation is functionally aligned, who is a key City stakeholder, and serves as the principal point of contact on program and operational matters.

“Public Appointments Policy” means the City of Toronto policy governing public appointments to City agencies and corporations adopted by Council at its meeting of September 25, 26, and 27, 2006, and as amended from time to time.

“Public Members” means those Members appointed to the Board who are not Council Members.

“Real Estate Process” means the city-wide real estate service delivery model and delegated authority approval process as set out in Item EX27.12 adopted by Council at its meeting of October 2, 3 and 4, 2017, and EX27.4 adopted on November 9, 2021, including any amendments as approved by Council from time to time.

“Record” means information however recorded or stored, whether in printed form, on film, by electronic means or otherwise, and includes documents, financial statements, minutes, accounts, correspondence, memoranda, plans, maps, drawings, photographs, and films of the Board.

“Services” means the specific tasks required to be performed by the TPA and include:

- a. Operating the Bike Share Toronto program within the City of Toronto or outside the geographical boundaries of the City of Toronto, subject to limitations;
- b. Operating and maintaining Municipal Parking Facilities;
- c. Operating and maintaining electric vehicle charging infrastructure within off-street Parking Facilities (Municipal Parking Facilities or otherwise) and on-street parking;
- d. Determining the method to regulate on-street parking and suitable fees, if any;
- e. Assessing the need for on-street paid parking and Municipal Parking Facilities;
- f. Recommending performance standards for the construction of Municipal Parking Facilities or otherwise;
- g. Recommending the method to regulate parking at Parking Facilities, including Municipal Parking Facilities and suitable fees.

“TPA” means the City Board known as the Toronto Parking Authority and an agent of the City of Toronto for the purposes set out in Toronto Municipal Code, Chapter 179, Parking Authority.

“Toronto Public Service” means staff employed by the City, and by City Agencies within the jurisdiction of Schedule 1 of Municipal Code Chapter 192, Public Service.

ARTICLE 2: BACKGROUND

2.1. Delivery of City Services through Agencies and Corporations

The City of Toronto delivers many key services through its agencies and corporations. Each agency and corporation has a different mandate and authorities delegated by Council to deliver services on its behalf.

City agencies and corporations are established by Council in order to:

- a. Meet objectives beyond core municipal services
- b. Add expertise and experience
- c. Meet legislative requirements or provide objectivity
- d. Leverage City resources by attracting funding

- e. Operate in a commercial market environment
- f. Engage local communities and diverse perspectives to guide service delivery.

City agencies are established by Council under the authority of the City of Toronto Act, 2006, and other legislation. They are governed by provisions in the Toronto Municipal Code, by-laws and Relationship Frameworks approved by Council. A Board of Directors oversees the management of the business and affairs of each agency and corporation and is accountable to Council.

2.2. City Strategic Objectives in Providing the Services

The City's strategic objectives that are met through TPA providing the Services are:

1. providing sustainable parking, bike share and last mile mobility trips;
2. supporting the City's Economic Development objectives by providing safe, convenient and affordable Parking Facilities that are sufficient to meet the needs of residents, as well as commercial, institutional and tourist activities;
3. supporting the City's Climate Action objectives by:
 - a. providing the EV charging infrastructure to support the adoption of EVs;
 - b. promoting cycling as a healthier clean-air alternative to other modes of travel;
 - c. supporting car-share services; ~~and~~
 - d. supporting TransformTO climate action strategies; and
 - ~~d.e.~~ supporting other City programs, including relevant Transportation Services Programs i.e. the Freight and Goods Movement Strategy.
4. providing parking as a community service that:
 - a. supports local business;
 - b. supports the needs of residents with accessibility challenges; and
 - c. provides relief for on-street residential permit holders in permit parking areas where there is an oversubscription of on-street permits.
5. supporting the City's transportation and land use policies by:
 - a. providing an adequate supply of off-street parking for vehicles to meet the short-term parking demands of commercial, institutional and tourist activities while ensuring a minimal level of all-day automobile parking for commuters that reflects the availability of alternative travel modes; and
 - b. establishing rates for parking on-street and in Municipal Parking Facilities that are located in areas well serviced by transit, such as locations around rapid transit stations and along major transit routes, which discourage long-term commuter parking and achieve a higher turnover by short-term users.
 - c. Providing Municipal Parking Facilities in locations that:
 - i. are consistent with the City's congestion management requirements; and,

- ii. discourage the use of residential streets for parking related to commercial or institutional activities;
 - iii. support the City's Official Plan policies; and
 - ~~iii~~iv. are consistent with the city-wide real estate model.
 - d. providing a variety of multi-modal transportation infrastructure including car-share facilities, electric vehicle charging infrastructure, Bike Share Toronto services and bicycle parking;~~and~~
 - e. Operating Bike Share Toronto in a manner which provides cycling infrastructure needed to facilitate short distance and multi-modal trips;
6. Supporting the City's public transit system by:
- a. Providing and operating Municipal Parking Facilities at rapid transit station commuter lots;
 - b. Integrating the Bike Share Toronto program with public transit;
 - c. Expanding Bike Share Toronto stations in those areas where there is a high demand for short trips, including at higher-order transit stations and transit stops; and
 - d. Creating cycling linkages through the Bike Share Toronto program to create first and last mile trips between transit stations and residential areas as well as other community destinations.
7. Allowing TPA to provide self-financing for the provision of Services by entering into agreements with third parties to provide services to maintain, operate or manage ~~of~~ Parking Facilities for the purposes of generating revenues to be used for the provision of Services;
8. Directing financial surpluses remaining after the TPA's operational requirements (including, working capital requirements and capital program requirements) to the City.

2.3. Delivery of City Services through the Toronto Parking Authority

The City's rationale for establishing the TPA to provide the Services is as follows to:

- a. Operate the Service in a manner that provides the flexibility and adaptability required for it to be competitive in its business environment;
- b. Create a structure to operate the Services and manage capital requirements in a self-financing manner;
- c. Ensure a focussed approach to delivery of the Services; and
- d. Engage the public in decision-making related to the Services through public membership on the Board.

ARTICLE 3: COUNCIL AUTHORITY

3.1 City Powers under City of Toronto Act, 2006

Under the City of Toronto Act, 2006, the City may establish a City Board and provide for the following matters:

- a. The establishment, composition of the Board and the manner of selecting Board Members;
- b. The requirement that the Board follow rules, procedures and policies established by the City;
- c. The financial and reporting relationship between the Board and the City;
- d. The delegation of the control and management of such municipal services and activities as the City considers appropriate; and
- e. The power to change or dissolve the Board and the TPA.

3.2 Matters requiring Council approval

The following matters require consent, approval or other action from Council:

- a. The appointment of Board Members
- b. The appointment of the Board's Chair
- c. Board Remuneration
- d. The annual Operating Budget and Capital Budgets of the TPA, including the salary Budgets of TPA staff
- e. The audited annual financial statements of the TPA
- f. TPA's Procedures By-law adopted by the Board
- g. Receipt of an annual report from the Board
- h. A records retention by-law or specific Council approval to destroy records~~;~~
and
~~a) Acquisition or Disposition of land~~
~~b)i. Designation of municipal capital facilities. Municipal Parking Facilities.~~

ARTICLE 4: TORONTO PARKING AUTHORITY'S ESTABLISHMENT AND MANDATE

4.1 TPA Established as a City Board

The TPA was established under subsection 88(1) of the *City of Toronto Act, 1997* (No.2), and is continued as a City Board under sections 6,~~7~~ and 141 of the City of Toronto Act, 2006. It is an agent of the City for the purposes set out in Toronto Municipal Code Chapter 179, Parking Authority, and a local board of the City for all purposes.

4.2 Mandate

The specific responsibilities of Toronto Parking Authority are (subject to specific limitations as set out in Chapter 179) as follows:

- a. ~~Construct, operate,~~ Operate and maintain Municipal Parking Facilities, aligning with the city-wide real estate model;
- b. Review and ~~establish the need~~assess demand for Municipal Parking Facilities and recommend to the City potential locations to be acquired by the City that align with the city-wide real estate model and designated by bylaw as Municipal Parking Facilities;
- c. Review and propose designs and performance standards to the City concerning the construction of Municipal Parking Facilities;
- d. Assess the need for on-street paid parking and recommend regulatory changes to the General Manager, Transportation Services;
- e. Administer on-street paid parking, including the setting of fees, and installation or removal of parking machines, meters and mobile zones;
- f. Construct, operate and maintain Electric Vehicle Charging Infrastructure;
- g. Manage, maintain, and operate Bike Share Toronto within the City of Toronto (or outside the geographical boundaries of the City of Toronto, subject to specific limitations);
- h. Carry out additional revenue generating activities, where possible, in relation to TPA operations by:
 - a) entering into agreements with third-parties to maintain, manage, and operate Parking Facilities that are owned by third-parties, ~~in alignment with the city-wide real estate model~~;
 - b) entering into agreements (including sponsorship, naming, rebranding, donations, advertising, etc.) for revenue generating activities utilizing the Bike Share Toronto physical assets; and,
 - c) entering into short-term leases and licences for the incidental use of lands designated by City Council for the purpose of parking vehicles. (Collectively described as Additional Revenue Generating Activities).

4.4 Legislative and Policy Framework

Section 141 of the City of Toronto Act, 2006 provides the City authority to establish, change, dissolve, delegate powers and assign duties to, and determine the governance of its agencies and corporations, with certain limitations as set out therein. As a City

Board and agent of the City, the TPA is subject to a number of City by-laws, policies, and provincial and federal legislation including, but not limited to, the key statutes and policies listed below.

Provincial Legislation

- City of Toronto Act, 2006
- Municipal Conflict of Interest Act, 1990
- Municipal Elections Act, 1996
- Ontario Human Rights Code.

City By-laws and Policies

- Chapter 179, Parking Authority, Toronto Municipal Code
- This Relationship Framework
- The Public Service By-law, Chapter 192, Public Service, Toronto Municipal Code
- Code of Conduct for Members of Local Boards (Restricted Definition).
- Chapter 140, Lobbying, Toronto Municipal Code
- City-Wide Real Estate Model.

ARTICLE 5: TPA BOARD STRUCTURE

5.1 Board Size and Composition

Council establishes the composition of the Board. Board Members are appointed by Council and serve at the pleasure of Council, and Public Members are recruited in accordance with the City's Public Appointments Policy.

The Board consists of 7 Members composed of:

- a. 5 public Members, one of whom will serve as Chair; and
- b. 2 Members of Council.

The General Manager, Transportation Services or designate, the Executive Director, Corporate Real Estate Management or designate, are and the Chief Executive Officer, CreateTO or designate is entitled to notice, agendas and minutes for all meetings and is entitled to attend all meetings of the Board, including closed meetings. ~~The Chief Executive Officer, CreateTO, or designate, is entitled to notice, agendas and minutes for all meetings and is entitled to attend meetings of the Board.~~

ARTICLE 6: BOARD AUTHORITY AND RESPONSIBILITIES

6.1 Governing Principles

6.1.1 Compliance

The Board shall operate in compliance with Applicable Law and policies as set out in Section 4.3 of this Relationship Framework.

The Board shall comply with any Council policies with which the Board is required by Council or otherwise to comply.

The Board shall operate in a socially responsible manner that supports the City's priority policy objectives.

6.1.2 TPA Oversight

The Board at all times shall endeavour to manage and control the TPA in a reasonable and efficient manner, in accordance with prudent business practices.

The Board shall govern the TPA in a way that ensures:

- a. The TPA is managed in a fiscally responsible manner, and in accordance with the TPA's annual Operating and Capital Budgets, and where applicable, the City's financial policies;
- b. Fulfillment of mandate;
- c. Fiscal sustainability;
- d. Proper use and management of City and TPA resources;
- e. Effective service in the public interest;
- f. Recognition and promotion of the diversity of the City of Toronto, including staff recruitment practices and program delivery;
- g. Input from and public engagement;
- h. Operation in a safe and environmentally responsible manner; and
- i. Competitive purchasing practices in accordance with a Board approved purchasing policies.

6.2 Delegations of Authority and TPA Responsibilities

The TPA has the authority and responsibility with respect to the construction, maintenance, operation and management (including electric vehicle charging infrastructure) of Municipal Parking Facilities and on-street paid parking, subject to the limitations set out in Toronto Municipal Code, Chapter 179, Parking Authority and the city-wide real estate model (EX27.1 and EX27.4):

- A. Land and buildings where vehicles may be parked shall be acquired and owned by the City and shall be used by the TPA only where designated by by-law of Council for that purpose.
- B. Only Council shall pass by-laws regulating the parking of vehicles and imposing penalties for the contravention of such by-laws.

The TPA has the authority and responsibility with respect to the ownership, acquisition, management, maintenance and operation of the Bike Share Toronto program assets within the City of Toronto or outside the geographical boundaries of the City of Toronto, including entering into contracts and agreements, undertaking sponsorship, naming, rebranding, partnership, acceptance of donations, approval of sponsorship and third party advertising on the bike station panels, and all other related ownership, operational, management or revenue generating activities, subject to the following limitations set out in Toronto Municipal Code, Chapter 179, Parking Authority:

~~A.~~ A. Any operating surplus from the Bike Share Toronto program shall be deposited in the Bike Share Toronto program reserve for the purposes of the reserve, including replenishment of the Bike Share Toronto program capital assets and/or any future operating deficits.

~~B.~~ B. The TPA shall be required to obtain the approval of the appropriate City officials with respect to the location or relocation of the bike share stations and equipment on City property which has not been designated for the Parking Authority's use by by-law of Council.

C. (Reserved)

~~C.~~ D. Despite anything else in this section, where the annualized cash flow deficit for the Bike Share Toronto program exceeds \$750,000, the President of the TPA shall report directly to Council for direction.

~~D.~~ E. The TPA shall not undertake any actions in connection with Bike Share Toronto outside the geographic boundaries of the City of Toronto unless the action is in keeping with the purposes of enhancing the long-term viability of Bike Share Toronto, building and developing the Bike Share Toronto brand, or promoting cycling and not until the TPA obtains the consent of the municipality in which such actions will occur, in accordance with the City of Toronto Act, 2006.

The TPA has the authority and responsibility to carry out Additional Revenue Generating Activities, where possible, by:

~~A.a.~~ entering into agreements with third parties to maintain, manage, and operate Parking Facilities, other than Municipal Parking Facilities or on-street paid parking, ~~aligning with the city-wide real estate model;~~

~~B.b.~~ entering into agreements (including sponsorship, naming, rebranding, donations, advertising, etc.) for revenue generating activities utilizing the Bike Share Toronto physical assets; and ¹

~~C.c.~~ entering into short-term leases and licences for incidental use of lands designated by City Council for the purpose of parking vehicles ~~in accordance~~

~~with City policies.~~

The TPA shall deliver Services within its mandate as the City considers appropriate, and exercise the powers delegated to it by Council, or as provided by Applicable Law.

The TPA has authority to procure goods and services in accordance with its procurement policy.

The Board shall:

~~A.a.~~ A.a. Oversee the general (as distinct from the day-to-day) management of the business and affairs of the TPA including:

~~B.b.~~ B.b. Oversee the general (as distinct from the day-to-day) management of the business and affairs of the TPA including:

- i. Approving strategic plans that are aligned with the City's strategic objectives for the TPA;
- ii. Recommending TPA's Operating Budget and Capital Budget submissions, including changes in fees, for approval by Council in compliance with City guidelines;
- iii. Approve and enter into licences and leases in relation to and under the jurisdiction of the TPA consistent with the provisions in Toronto Municipal Code Chapter 179, Parking Authority, and in alignment with the city-wide real estate model;
- iv. Approving for submission to the City of TPA's Annual Audited Financial Statements and Quarterly Variance Reports;
- v. Appointing a President responsible for providing organizational leadership to staff and for the efficient and effective delivery of the TPA's mandate;
- vi. Delegating to the President, with limitations deemed appropriate by the Board, the authority to appoint, promote, demote, suspend and dismiss TPA employees;
- vii. Delegating to the staff of the Board powers that the Board is legally permitted to delegate to ensure effective delivery of the TPA's mandate; and
- viii. Making recommendations and proposals for consideration by Council, where required, in relation to matters within the TPA's program mandate but outside of its delegated authority.

~~A.c.~~ A.c. The Board has authority to approve the organizational structure, compensation and benefits policies and plans of TPA in accordance with Council policies that apply to the Board.

~~B-d.~~ The Board has authority to approve key policies and practices consistent with this Relationship Framework and City By-laws and policies that apply to the TPA.

~~C-e.~~ The Board must adopt a records retention schedule and submit it to Council for enactment or obtain a specific Council approval to destroy a record.

6.2.1 Board Reports to Council

In accordance with the City of Toronto Act, 2006, and Toronto Municipal Code Chapter 179, Parking Authority, the Board must report to Council through the appropriate Council Committee for Council's final decision on all recommendations on matters that are within the Board's mandate, but which it does not have authority to make a final decision.

6.2.2 Delegated Real Estate Authority

The TPA has authority to approve and enter into licences and leases in relation to areas or facilities under the jurisdiction of the TPA on terms acceptable to the TPA, including insurance and indemnification provisions, in accordance with the city-wide real estate model and in a form satisfactory to the City Solicitor, where the licences and leases meet the criteria set out in §179-8.1, Delegated real estate authority, of the Toronto Municipal Code, Chapter 179, Parking Authority.

6.3 Chair of the Board

The role of Chair includes at a minimum all the roles of a Board Member and, in addition, the following roles:

- a. Calling, conducting and cancelling regular and special meetings of the Board;
- b. Upholding procedure by-laws to maintain order and decorum at meetings of the Board;
- c. Objective chairing of meetings of the Board;
- d. Ensure that Board meetings are effective and decisions are consistent with the TPA's mandate;
- e. Representing the TPA to the general public, media, stakeholders and Council in accordance with the Board's protocols;
- f. Ensuring that the public knows the status of the business of the meeting throughout the meeting;
- g. Supporting Board capacity and effectiveness by promoting Member participation and development;
- h. Preparing for approval by the Board the annual report to Council required under Municipal Code Chapter 179-15B; and

- i. Other roles as set out in the Municipal Code, the Board's Council approved mandate, the Board's Procedure By-law, and terms set out by Council in the appointment of the Chair.

6.4 Vice Chair of the Board

- a. The Vice Chair shall be selected from among the Members of the Board;
- b. The Vice Chair shall have all the powers and perform all the duties of the Chair of the Board in the absence or disability of the Chair of the Board, together with powers and duties, if any, as may be from time to time assigned by the Board.

6.5 Board Member

The role of a Board Member includes the obligations to:

- a. Act honestly and in good faith with a view to the best interests of the City of Toronto;
- b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- c. Abide by Applicable Laws and policies;
- d. Exercise fiduciary duty, including compliance with internal controls;
- e. Provide stewardship of Board and City resources, and exercise due diligence in decision making;
- f. Promote Board transparency and accountability;
- g. Integrate the interests of the Board, the community and the City;
- h. Abide by terms set out by Council in the appointment of Board Members; and
- i. All Board Members, including Councillors who are appointed to the Board, are required to comply with the Code of Conduct for Members of Local Boards (Restricted Definition) as adopted by Council.

6.6 Council Members of the Board

The role of Council Members appointed by Council to the TPA Board is to:

- a. Perform as part of the Board;
- b. Balance their roles as the custodian of the City's tax dollars and representatives of Council;
- c. Provide advice and expertise to aid in decision-making; and
- d. Provide an essential link between the Board and Council such that Council priorities can be conveyed to the Board and Board priorities to Council.

6.7 Board Appointments

Public Members of the TPA Board are recruited through an advertised recruitment process. The appointments process is conducted according to the policies and procedures in the City's Public Appointments Policy which includes:

- a. Eligibility to serve on the Board;
- b. Appointment Process;
- c. Qualifications; and
- d. Term of Office.

6.8 Board Meetings

As required under the City of Toronto Act, 2006, a procedure by-law must be developed and adopted by the Board and approved by Council. The by-law shall support the principles of transparency, accountability, accessibility, participation, civic engagement, and any other requirements as prescribed by Council or Applicable Law.

The procedure by-law must include, but is not limited to, provisions addressing:

- a. Quorum;
- b. Voting;
- c. Open and closed meeting requirements in accordance with the City of Toronto Act, 2006;
- d. Number of meetings; and
- e. Process for approving and maintaining meeting schedules, agendas and minutes.

ARTICLE 7: TPA AUTHORITY AND RESPONSIBILITIES

7.1 Public Service By-law Requirements

The TPA shall operate in accordance with the Public Service By-Law, Chapter 192, Public Service, of the Toronto Municipal Code.

7.2 TPA Staff

TPA staff are employees of the TPA. The Toronto Public Service By-law applies to Members of the public service which includes both City of Toronto and TPA employees.

The Board appoints the President of the TPA.

7.3 President Responsibilities

Subject to specific employment contract terms and delegations of authority from the Board, the general role of the President under the Public Service By-law includes:

- a. Oversee the day-to-day management of the affairs, activities and resources of the TPA;
- b. Provide strategic advice and staff reports to the TPA Board;
- c. Appoint, promote, demote, suspend and dismiss TPA employees, subject to limitations to delegated authority deemed appropriate by the TPA's Board;
- d. Provide organizational leadership to TPA staff;
- e. Report to the Board on a regular basis on such matters as requested by the Board, and as provided in policies and procedures adopted by the Board, or as required; and
- f. Fulfill other duties as set out in the Public Service By-law such as fulfilling the role of Ethics Executive for the TPA, and as assigned by the TPA's Board within the TPA's mandate.

7.4 Operating Principles

The Board shall direct the TPA's affairs to achieve an appropriate balance among the following principles:

- ~~a)~~a. compliance with Applicable Law including but not limited to the City of Toronto Act, 2006, Municipal Conflict of Interest Act, Ontario Human Rights Code, and the Toronto Municipal Code;
- ~~b)~~b. compliance with all Council policies with which the TPA is required by Council or otherwise to comply;
- ~~e)~~c. ensuring its parking and Bike Share Toronto operations and capital program are managed:
 - i. in a fiscally responsible manner in accordance with the TPA's annual operating and capital budgets as approved by Council and applicable City financial policies;
 - ii. using commercial prudence and good business practices;
 - iii. with an emphasis on customer experience and satisfaction;
 - iv. with efforts to continually improve its productivity and efficiency;
- ~~d)~~a. Maintaining its facilities, including capital equipment, in a state of good repair, and in alignment with the city-wide real estate model;
- ~~e)~~b. payment to the City of any financial surpluses remaining after the TPA's operations, working capital requirements and capital program are funded as directed by Council; and
- ~~f)~~c. engagement with stakeholders, including having regard for the role of Members of Council in representing the interests of their constituents and providing timely information concerning the activities of the TPA in their Wards.

ARTICLE 8: ROLE OF CITY COUNCIL AND CITY STAFF

8.1 City Council

The following matters require the approval of Council:

- a. The establishment, change or dissolution of the Board and delegations of authority to the Board;
 - b. This Relationship Framework;
 - c. TPA's Procedure By-law, including amendments;
 - d. The appointment of Board Members;
 - e. The annual consolidated Operating Budget and Capital Budget of the TPA;
 - f. Changes in fees, except as specifically delegated;
 - g. Receipt of the audited annual financial statements of the TPA;
 - h. Revenue Sharing Agreements; and
 - i. A records retention by-law or specific Council approval to destroy records; and.
- ~~a) Long term financial, commercial, leasing, licencing and partnership commitments not specifically delegated by City Council.~~

8.2 City Staff

City staff support and provide guidance to TPA in several ways including governance and corporate oversight, business and program support, financial budgeting and service planning requirements, and Board meeting secretariat support. The specific corporate roles are summarized in the following sections.

8.2.1 City Clerk

The City Clerk is responsible for administering the appointments process for the members of the Board, makes recommendations to the Civic Appointments Committee which in turn recommends candidates for appointment by Council.

The City Clerk is Secretary to the Board and shall provide meeting management support to the Board. The City Clerk may assign any duties as Secretary to an employee of the City Clerk's Office or other party as appropriate.

8.2.2 City Manager

Under the City of Toronto Act, 2006 and Municipal Code Chapter 169, City Officials, the City Manager is the head of the administrative and operational aspects of the City with the responsibility to manage the human, fiscal, and physical resources of the City in accordance with the by-laws adopted by Council.

The City Manager develops and implements policies, plans and programs and is responsible for providing effective advice and support to the Mayor and Council in developing and implementing the policies, plans and programs of Council.

The City Manager and designate are Governance Liaisons for TPA. The Governance Liaison is entitled to notice, agendas and minutes for all meetings, and is entitled to attend all meetings of the Board, including closed sessions.

In keeping with this function, the City Manager may provide the following, including, but not limited to:

- a. Advising the TPA, as the City Manager considers appropriate, respecting any City policies applicable to the TPA or its activities or operations.
- b. Monitoring and advising Council, if required or requested by Council, whether the TPA is:
 - i. Acting within its mandate;
 - ii. Achieving its long-term objectives;
 - iii. Delivering on Council directives and corporate initiatives; and
 - iv. Acting in accordance with applicable City policies and by-laws.
- c. Participating in the submission of reports to Committee and Council pertaining to:
 - i. TPA governance, fiscal, and service matters;
 - ii. Recommendations for amendments to the Municipal Code; and
 - iii. Major program initiatives and City priorities identified by Council or by the City Manager as requiring City coordination.

~~8.2.3 Chief Executive Officer CreateTO~~

- ~~i. Engagement and consultation with the CEO as appropriate on matters pertaining to CreateTO's mandate.~~

ARTICLE 9: CITY LIAISONS

Depending on the purpose, the assigned City Liaison is the first point of contact for the TPA. The role of a City Liaison is facilitative and does not limit the authority of the TPA or preclude the TPA from working with other City Divisions, or from representing the TPA before Council and its committees in the normal course of business as it deems appropriate.

9.1 Governance Liaison: City Manager

The City Manager and designates are Governance Liaisons for TPA for governance issues and matters including this Relationship Framework, the Toronto Municipal Code, legislation, and the application and monitoring of City directives and policies.

9.2 Program Liaison: General Manager, Transportation Services

The TPA is functionally aligned with the City's Transportation Services Division. Therefore, the City's General Manager of Transportation Services or his or her designate is the Program Liaison, and he or she shall be responsible for the co-ordination of operational issues between the TPA and the City.

The General Manager, Transportation Services, or designate, is entitled to notice, agendas and minutes for all meetings and is entitled to attend all meetings of the Board, including closed sessions.

~~9.3~~ 9.3.3 Program Liaison: Chief Executive Officer, CreateTO

Under the City-Wide Real Estate Model, CreateTO manages the City's real estate portfolio, and develops City buildings and lands for municipal purposes, and delivers client-focused real estate solutions. In keeping with this function, the CEO CreateTO or designate may provide the following, including, but not limited to:

1. Advising the TPA and the City concerning real estate matters such as strategic acquisitions or dispositions, redevelopment of lands, new real estate capital projects, and City-wide portfolio planning related to the provision of municipal parking services;
2. Participating in the submission of reports to Committee and Council pertaining to:
 - i. Real estate, transactions, strategic directions, or policy matters.

9.4 Financial Liaison: Chief Financial Officer and Treasurer Designates

The City's Chief Financial Officer and Treasurer, or designate, shall act as financial liaisons to the TPA to provide advice on corporate financial planning, budgeting,

financial control matters and services, pertaining to rate-supported operating and capital Budgets.

9.45 Deputy City Manager Corporate Services

The Deputy Manager, Corporate Services, is responsible for the overall stewardship of City-owned real estate assets, including those assets that are under the operational management of Toronto Parking Authority. The TPA may, where the Deputy City Manager, Corporate Services has concurred, enter into agreements for the Construction of Parking Facilities in, under, over or on land that is vested in the City for any purpose that aligns with the city-wide real estate model.

TPA is responsible for the operation and management of Municipal Parking Facilities within the City of Toronto where the land and buildings where vehicles may be parked is acquired and owned by the City and is used by the TPA only where designated by City by-law for that purpose. Schedule XXXIV of Chapter 950, Traffic and Parking, sets out those locations that have been designated by Council by by-law as Municipal Parking Facilities and transferred to Toronto Parking Authority for operation. As the steward for City-owned real estate assets, the addition and deletion of facilities listed in Schedule XXXIV of Chapter 950, Traffic and Parking, is the responsibility of the Deputy City Manager, Corporate Services, or as otherwise may be delegated to the Executive Director, Corporate Real Estate Management.

TPA has a number of commercial and residential tenants that occupy units within properties and/or Municipal Parking Facilities that are under its operational management. Although these Municipal Parking Facilities are otherwise under the operational management of TPA, the management of such tenants in these Municipal Parking Facilities, including lease administration and property management, ~~may will~~ transition to the City's Corporate Real Estate Management Division under the city-wide real estate model.

ARTICLE 10: ACCOUNTABILITY OFFICERS

Toronto Municipal Code Chapter 3, Accountability Officers, sets out the responsibilities and jurisdictions of the City's Accountability Officers: the Auditor General, Integrity Commissioner, Lobbyist Registrar and Ombudsman appointed by Council under Part V, Accountability and Transparency, of the City of Toronto Act, 2006. The City also appoints a Closed Meeting Investigator to investigate complaints of improperly closed meetings of the City and City Boards.

TPA is subject to the jurisdiction of the City's Accountability Officers and the City-appointed Closed Meeting Investigator.

10.1 Integrity Commissioner

The City's Integrity Commissioner is responsible, among other things, for performing in an independent manner the functions assigned to him or her by Council with respect to the application of the Code of Conduct for Members of Local Boards (Restricted Definition), the Municipal Conflict of Interest Act, and the application of any procedures, rules, and policies of the City and local boards governing the ethical behaviour of Members of the City's local boards.

Council, a Member of Council, a member of the public, the Board, a Member of the Board or TPA administration may request that the Integrity Commissioner conduct an inquiry with respect to whether a Board Member has contravened the Code of Conduct.

The TPA, on request by the Integrity Commissioner, shall provide the Integrity Commissioner with such information as the Integrity Commissioner believes to be necessary for an inquiry, including free access to all books, accounts, financial records, electronic data processing records, reports, files, and all other papers, things, or property used by the Board that the Integrity Commissioner believes to be necessary for an inquiry.

If the Integrity Commissioner reports to Council that in his or her opinion the Board Member has contravened the Code of Conduct, Council may reprimand the Member, and if Council does not reprimand the Member, the Board may do so.

The Board shall ensure that reports received from the Integrity Commissioner are made available to the public as required by subsection 162(3) of the City of Toronto Act, 2006.

10.2 Ombudsman

The function of the City's Ombudsman is to investigate any decision or recommendation made or any act done or omitted in the course of the administration of the City, its Agencies and such city-controlled corporations as Council may specify. And affecting any person or body of persons.

Section 19 of the Ombudsman Act applies to the exercise of powers and the performance of duties of the City's Ombudsman. In accordance with subsection 19(1) of that Act, upon request, the Board shall provide the Ombudsman with information related to any matter he or she is investigating.

10.3 Lobbyist Registrar

In accordance with subsection 165(1) of the City of Toronto Act, 2006 the City appoints a Lobbyist Registrar who retains information from persons who lobby public office holders. Public office holders include TPA Board Members and staff.

Persons or entities who lobby public office holders are required to comply with the City's Lobbying By-law and any associated policies or codes as adopted by Council and as amended from time to time.

10.4 Auditor General

The City's Auditor General is responsible for assisting Council in holding itself and City administrators accountable for the quality of stewardship over public funds and for achievement of value for money in City operations.

The Board shall provide the Auditor General with such information regarding the Board's powers, duties, activities, organization, financial transactions, and methods of business as the Auditor General believes to be necessary to perform his or her duties under Part V the City of Toronto Act, 2006.

The Board shall permit the Auditor General to have free access to all books, accounts, financial records, electronic data processing records, reports, files, and all other papers, things or property belonging to or used by the Board that the Auditor General believes to be necessary to perform his or her duties under Part V of the *City of Toronto Act, 2006*. In addition, The Board shall provide the Auditor General or his or her designate with reasonable access to the Board's premises and records during regular business hours.

The Auditor General submits all audit-related reports to Council through the Audit Committee, and appoints the TPA's attest auditor responsible for auditing the TPA's annual financial statements.

10.5 City-appointed Closed Meeting Investigator

As a City Board, TPA is governed by the open meeting requirements 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 specific matters.

Pursuant to the City of Toronto Act, 2006, closed meetings are only permitted for specific purposes:

- a. Receiving of advice that is subject to solicitor-client privilege
- b. Security of the property of the municipality (or local board)
- c. Acquisition or disposal of land
- d. Considering personal information about an identifiable individual
- e. Labour relations or employee negotiations
- f. Litigation or pending litigation and matters before tribunals
- g. Education or training of the Members (only if there is no advancement in the business of the TPA)
- h. Information explicitly supplied in confidence

- i. Trade secrets or other prescribed information belonging to or shared in confidence with the TPA
- j. Any other matter permitted or required by statute.

The City's Closed Meeting Investigator investigates complaints about improperly closed meetings, and whether meeting laws and Board procedures for public access are followed. The City appointed Closed Meeting Investigator has jurisdiction to investigate such complaints regarding TPA Board meetings.

ARTICLE 11: CITY POLICIES, BY-LAWS AND LEGISLATION

11.1 Compliance

Under the City of Toronto Act, 2006, the City may require City Agencies and Boards to follow rules, procedures and policies established by the City as amended from time to time.

The City will consult with the Board, whenever possible, regarding new policies or procedures that will affect the Board, TPA or its staff.

In accordance with the City of Toronto Act, 2006, the Board shall adopt and maintain policies with respect to the hiring of employees, the procurement of goods and services, and shall adopt a procedures by-law governing proceedings of the Board.

It is the responsibility of the Board to ensure that all applicable legislation, by-laws and policies are implemented and followed by both the Board and the TPA.

11.2 City Policies and Council Directions

Council may require the TPA to comply with its policies and by-laws, or require or request the TPA to adopt a policy, including but not limited to, policies related to matters of:

- Board Governance and Procedures
- Capital and Operating Budgets
- Accountability and Transparency
- Human Resources
- Land Use
- Finance
- Ethics
- Equity and Human Rights
- Reporting Requirements
- Environment
- Partnerships, Sponsorships and Donations
- Health, Safety and Fire Life Safety
- Records and Information

11.2.1 Policies under Toronto Municipal Code Chapter 192, Public Service

The Toronto Public Service By-law governs the conduct and expectations of City and TPA employees and applies to TPA employees. It includes Public Service Values, minimum human resources policy requirements, provisions for conflict of interest, political activity and disclosure of wrongdoing and reprisal protection, and the establishment of Ethics Executives.

Municipal Code Chapter 192, Public Service, requires the Board to adopt the following policies consistent with the provisions of the By-law:

- a. Disclosure of Wrongdoing and Reprisal Protection Policy
- b. Access, Equity and Human Rights Policies
- c. Absence from Work Policies
- d. Pay and Benefits Policies
- e. Hiring and Promotion Policies
- f. Employment of Relatives Policy; and
- g. Health and Safety Policies

11.2.2 Executive Compensation Policy Requirements

The Board of TPA is required to develop and adopt an executive compensation policy as directed by Council in Item EX44.8, Executive Compensation Policy at City Agencies and Corporations on August 25, 2014, and in accordance with parameters set out in the Guiding Principles established in Attachment 1, Guiding Principles, to that report and as amended by Council from time to time.

In accordance with City Council directions in EX21.19 dated July 11 2012 and By-law 953-2012, the Board shall disclose individual executive compensation to the City Manager in a form and at a time satisfactory to the City Manager and as permitted by law for inclusion in confidential reports to City Council.

Employment contracts for Executives engaged by the Board shall include a provision providing employee consent to disclosure of their individual compensation, or other information, to the City Manager and in a form and at a time satisfactory to the City Manager. Signed Consent Forms to be signed by the Executives shall be filed and retained by the TPA.

11.2.3 Code of Conduct for Members of Local Boards (Restricted Definition)

A key policy is the Code of Conduct for Members of Local Boards (Restricted Definition). When acting in her or his capacity as a Member of the TPA Board, the Member (including a Councillor who is a Member of the Board) is bound by provisions

of the Code of Conduct. Board Members should become familiar with its key elements governing personal conduct.

Complaints and investigations under the Code of Conduct are administered by the City's Integrity Commissioner.

11.2.4 Purchasing

The TPA shall adopt and comply with the provisions of its Board-approved purchasing policies.

11.2.5 Records and Information Management

TPA has ownership and control of its records. The TPA shall retain and preserve its records, including minutes and records of every Board meeting, in a secure and accessible manner and in accordance with the requirements of the City of Toronto Act, 2006 and a records retention schedule approved by City Council.

Except as specifically authorized by a records retention schedule approved by City Council, a TPA record may not be destroyed, and must be retained. City Council approved records retention schedules for City Boards, such as the TPA, are currently included in Municipal Code, Chapter 219, Records, Corporate (Local Boards).

The TPA is required to comply with the Municipal Freedom of Information and Protection of Privacy Act (MFIPPA), which establishes requirements related to public access to records and information and the protection of privacy. MFIPPA provides individuals with the right to access general information and their own personal information maintained by municipal government, agencies, boards, and commissions. MFIPPA also includes guidelines related to the collection, use, disclosure, confidentiality and retention of personal information.

TPA is designated as a separate institution for the purposes of MFIPPA. It therefore has ownership, custody and control of its records, notwithstanding any access to its Records granted to other parties or the advice, support and services provided by other parties through formal or informal arrangements. The TPA Board is officially established as the Head of the TPA for MFIPPA purposes, but the powers and responsibilities of the Head may be delegated to staff of the TPA.

11.2.6 City of Toronto Donations Policy

The City of Toronto Donations to the City of Toronto For Community Benefits Policy establishes guidelines that ensure donations occur at arm's length from any City decision-making process; provides criteria and process for the acceptance of donations, and confers agencies the delegated authority to accept and spend donations, within the parameters contained in the policy. Specifically, TPA shall:

- a. Comply with the City of Toronto Donations to the City of Toronto For Community Benefits Policy which applies to City of Toronto Agencies.
- b. As part of budget variance reporting and year-end financial reporting, TPA shall disclose the amount of all donations received to date and report on how the donations were used, in the form prescribed by the City's Chief Financial Officer.

ARTICLE 12: ACCOUNTABILITY AND REPORTING REQUIREMENTS

12.1 Annual Report

The TPA shall submit its annual report for the preceding year to Council as part of its proposed Annual Capital and Operating Budget submission, including its complete audited and certified annual financial statements of its affairs, with balance sheet, revenue and expenditure statement and financial position.

12.2 Financial and Service Management

A financial by-law should be developed and adopted by the Board. The financial by-law should include, but is not limited to:

- a. Internal Controls;
- b. Financial Reporting;
- c. Financial Delegations, Authorization/Signing Authority;
- d. Operating and Capital Budget management; and
- e. Expenditure Management.

12.3 Budget Management and Submission of Reports

The following financial reporting requirements apply to TPA.

TPA shall ensure the submission of Operating and Capital Budgets to the Chief Financial Officer. The format of the submission, the submission components, the period that it covers, and the timetable for the submission shall be as determined by the CFO in accordance with the following:

- a. Budget targets established by Council;
- b. The City's Operating and Capital Budget Submission Guidelines and Instructions Manual; and
- c. Timelines and Deadlines as established by the Chief Financial Officer.

12.3.1 In-Year Budget Adjustment Requests

Once the annual operating and capital Budget and the ten-year capital plan have been approved by Council, all current year spending and future year cash flow commitments by the Board shall be in accordance with the approved Budgets.

12.3.2 Annual Financial Statements

TPA shall submit its audited annual financial statements, approved by the Board, to the Chief Financial Officer with the Annual report for submission to City Council.

A copy of the audited annual financial statements shall be forwarded to the Auditor General for submission to Council, and a copy forwarded by Council to the City's Audit Committee for information.

12.3.3 Revenue Sharing

Revenues generated by the TPA are to be shared with the City based on the following principles:

- a. the TPA's annual operating budget and multi-year capital plan are approved by Council each year;
- b. the TPA's operations fund its multi-year capital program;
- c. the net surplus earned by the TPA after payment of its operating costs, funding its capital program, and providing for working capital, is paid to the City in accordance with directions from City Council; and
- d. the estimated net surplus available to the City will be divided into monthly payments, with a final adjustment payment following the audit of its annual financial statements.

12.4 External Auditor

The Auditor General shall select an external auditor to complete the annual audit of the Annual Financial Statements of the TPA. The annual audit report shall be completed in consultation with the Agency and presented to the Board. This audit shall satisfy the requirements of Section 139(1) of the City of Toronto Act, 2006, which requires the City to appoint an auditor licensed under the Public Accounting Act to annually audit the accounts and transactions of its agencies and corporations and to express an opinion on the financial statements of these bodies.

All books, documents, transactions, minutes and accounts of TPA shall at all times be open to the inspection of the external auditor.

The cost of the audit shall be borne by the TPA.

12.5 Borrowing

Unless specifically authorized by Council or authorized by legislative authority, a Board shall not borrow or lend money. The City of Toronto Act, 2006, provides that a City Board is not authorized to raise revenue for the delivery of services except through fees and charges, without the specific approval of Council.

12.6 Fiscal Year

The fiscal year of the Board shall be from the first day of January to the thirty-first day of December each year.

ARTICLE 13: COMMUNICATIONS AND PUBLIC REPRESENTATION

13.1 Corporate Identity

Where appropriate, the TPA acknowledges in public materials such as websites, publications, pamphlets and signage its relationship to the City, and that the City provides support to the TPA. (For example, identification that TPA is an agent of the City of Toronto).

When the TPA uses the City's logo on any visual material, publications, or pamphlets, it must use the official City corporate logo or word mark.

13.2 Public Representation

Members of the Board shall at all times in representing the Board on the public record respect privacy rights, security needs and matters before the courts. They shall identify themselves as representatives of the Board, not the City, when speaking on the public record.

13.3 City Requests for Information

The Board, or the President on its behalf, shall respond in a timely manner to the City's requests for information related to the operations, business and affairs of the Board.

The City, when requesting information, will communicate to the Board or the President the purpose of the information request and how the information is to be used.

13.4 City Corporate Support to TPA

- a. The TPA, including the Board, may request assistance or information from the City at any time, including in areas where City Council has delegated responsibility to the TPA.

ARTICLE 14: AMENDING THE RELATIONSHIP FRAMEWORK

From time to time the City may amend this Relationship Framework. The City shall consult where practical with the Board prior to making such amendments and notice shall be given to the Board when amendments have been made.

From time to time the Board may request that the City amend this Relationship Framework. The Board shall submit such requests for changes to the Relationship Framework to Council through the Governance Liaison in the City Manager's Office.

Council will give consideration to Board requests to amend this relationship Framework, the By-laws, Council policies or governance structures pertaining to TPA.

ARTICLE 15: CONFLICTING PROVISIONS

In the event of any conflict between this Relationship Framework and a City of Toronto by-law, provincial or federal legislation pertaining to the governance of City Agencies, the City by-law, provincial or federal legislation prevails to the extent of the conflict.

ARTICLE 16: KEY COUNCIL DECISIONS

Council decisions relevant to the TPA may be found on the City's legislative web site at: The City of Toronto legislative website at:

<http://app.toronto.ca/tmmis/findAgendaItem.do?function=doPrepare>.

A selection of key reports is set out ~~in the following table~~below.

Key City Council Decisions Relevant to the Toronto Parking Authority:

Note: ~~To View all City Council Decisions, refer to the City's legislative web~~TMMIS site at:

~~<http://app.toronto.ca/tmmis/findAgendaItem.do?function=doPrepare>~~

~~<http://app.toronto.ca/tmmis/decisionBodyList.do?function=prepareDisplayDBList>~~

Directive	Date	Amendment
IE27.7 On-Street Electric Vehicle Charging Stations – Pilot Update http://app.toronto.ca/tmmis/viewAgen	February 2 and 3, 2022	On-Street EV Charging

daltemHistory.do?item=2022.IE27.7		
EX27.4 City-Wide Real Estate – Next Phase of Implementation http://app.toronto.ca/tmmis/viewAgen daltemHistory.do?item=2021.EX27.4	November 9, 2021	City-wide Real Estate Delegated Authorities Framework
EX22.11 Procedures By-law for the Board of Directors of Toronto Parking Authority http://app.toronto.ca/tmmis/viewAgen daltemHistory.do?item=2021.EX22.4 http://app.toronto.ca/tmmis/viewAge ndaltemHistory.do?item=2021.EX22.11	April 7, 2021	Creation and approval of TPA Board Procedure By-law
EX9.3 ModernTO – Enabling a Flexible and Mobile Workplace http://app.toronto.ca/tmmis/viewAgen daltemHistory.do?item=2019.EX9.3	October 29, 2019	TPA to establish policies to enable a flexible and mobile office workplace, in a manner consistent with those established by the City under the Office Portfolio Optimization Plan
EX1.2 Toronto Parking Authority Governance http://app.toronto.ca/tmmis/viewAgen daltemHistory.do?item=2019.EX1.2 http://app.toronto.ca/tmmis/viewAgenda altemHistory.do?item=2019.EX1.2	City Council; January 30 and 31, 2019	TPA Governance
EX27.12 City-Wide Real Estate – Delegated Authorities Framework and Transition Plan http://app.toronto.ca/tmmis/viewAgen daltemHistory.do?item=2017.EX27.12	October 2, 2017	City-wide Real Estate Delegated Authorities Framework
EX27.4 EX25.9 City-Wide Real Estate – Next Phase of Implementation Transformation http://app.toronto.ca/tmmis/viewAgen daltemHistory.do?item=2021.EX27.4 2017.EX25.9	November 9, 2021 May 24, 25 and 26, 2017	City-wide Real Estate – Next Phase Service Delivery Model, including establishment of CreateTO
EX35.8 Delegation of Bike Share Toronto to Toronto Parking Authority http://app.toronto.ca/tmmis/viewAgen daltemHistory.do?item=2013.EX35.8	November 13, 14, 15 and 18, 2013	Bike Share Toronto

Chapter 179, Parking Authority of the Toronto Municipal Code governing the mandate of the Toronto Parking Authority was Adopted by the Council of the City of Toronto February 6, 1998 by By-law 28 - 1998, under the authority of section 89 of the City of Toronto Act, 1997 (No. 2), S.O. 1997, c. 26. <u>Chapter 179</u> <u>https://www.toronto.ca/legdocs/municipal-code/1184_179.pdf</u>	February 6, 1998	City Council Establishment of the Toronto Parking Authority
---	-------------------------	--