

Amendment to the Composition of the Board of Directors of Heritage Toronto

Date: July 2, 2025

To: Executive Committee

From: City Manager

Wards: All

SUMMARY

The purpose of this report is to seek City Council authority to amend the composition of the Heritage Toronto Board of Directors.

The Board of Directors of Heritage Toronto has submitted a request for City Council to amend the composition of the Heritage Toronto Board of Directors to improve the efficiency and effectiveness of Board and agency operations. The request and decisions of the Board of Directors is set out in Attachment 1 to this report from the Chair of the Heritage Toronto Board (June 20, 2025).

City Council's approval of the Board's recommendations would result in a change to the composition of the Heritage Toronto Board from 23 members to 13 by reducing the number of public members from 21 to 11. This change requires amendments to the Relationship Framework for City of Toronto with Heritage Toronto and Municipal Code Chapter 103, Heritage.

City Council policy allows Agencies of the City of Toronto to request that City Council consider amendment of their board structures, bylaws and their Relationship Frameworks.

RECOMMENDATIONS

The City Manager recommends that:

1. City Council amend the composition of the Heritage Toronto Board of Directors by reducing the number of public members from 21 to 11, effective immediately, so that the overall composition of the Board would be reduced from 23 members to 13 members as follows:

- The Mayor or a Council Member appointed by the Mayor as the Mayor's designate

- 1 Member of City Council
- 10 public members
- 1 Member of the Indigenous community.

2. City Council amend the City's Relationship Framework with Heritage Toronto to reflect the amendment to the Board's composition set out in Recommendation 1.

3. City Council authorize the City Manager, in consultation with the City Solicitor, to implement any necessary technical and substantive amendments to the City's Relationship Framework with Heritage Toronto consistent with City Council directions and authorize the City Solicitor to introduce the necessary bills amending Chapter 103, Heritage, of the Toronto Municipal Code to reflect City Council's decisions in this report.

4. City Council direct that the appointment of the following two public members of the Board, appointed for a term of office ending February 4, 2024 and until successors are appointed, end effective immediately upon amending the Board's composition set out in Recommendation 1:

- Colin Smillie, and
- Sarah Watson.

FINANCIAL IMPACT

There are no financial implications from the implementation of the recommendations in this report.

The Chief Financial Officer and Treasurer has reviewed this report and agrees with the financial impact statement.

DECISION HISTORY

At its meeting of December 4, 5 and 13, 2018, City Council adopted Item 2019 CC1.1: Recalibrating City Council's Governance System for 26 Members in which the composition of the Heritage Toronto Board was revised to reduce the number of Councillors on the Board by 1 Council Member given the reduced size of Council.

<https://secure.toronto.ca/council/agenda-item.do?item=2019.CC1.1>

At its meeting of April 26, 27 and 28, 2017, City Council adopted EX 24.2: Changes to Heritage Toronto Relationship Framework and Board Composition amending the size and membership of the Board from 29 to 24 members, reduced the number of meetings to 4 per year, and amended the Relationship Framework of the City with Heritage Toronto and Chapter 103, Heritage, of the Toronto Municipal Code.

<https://secure.toronto.ca/council/agenda-item.do?item=2017.EX24.2>

At its meeting of April 12 and 13, 2011 in Item 2011.EX4.7, City Council set the membership for all City Agencies and Corporations at a minimum of 11 members, unless their membership is established by legislation or shareholder direction and

further directed that any Agency or Corporation wishing to alter their Membership be required to obtain the consent of City Council.

<https://secure.toronto.ca/council/agenda-item.do?item=2011.EX4.7>

At its meeting of October 26 and 27, 2009 in Item 2009.EX35.1 City Council adopted the City's Relationship Framework with Heritage Toronto. Article 15.1.2 sets out that the Board may request that the City amend the Relationship Framework, and that the Board shall submit requests for changes to this Relationship Framework to the City Manager who will comment on and forward the request to Council for consideration, if required.

<https://www.toronto.ca/legdocs/mmis/2009/ex/reports/2009-10-05-ex35-cr.htm#EX35.1>

COMMENTS

Heritage Toronto is a City Board and Local Board of the City under the City of Toronto Act, 2006. It is governed by [Chapter 103, Heritage, Toronto Municipal Code](#) and a City Council approved Relationship Framework setting out the Board's governance structure, legislative and policy framework and its accountabilities to the City.

City Council has authorized City of Toronto boards to request City Council consideration and approval to amend the composition of their boards, their Relationship Frameworks and their bylaws.

The Board of Heritage Toronto has recommended to City Council to resize its Board from 23 to 13 seats by decreasing the number of public members by 10 while retaining the Indigenous seat. The number of City Council Members on the Board would remain at 2 as previously approved by City Council.

The recommended reduction in Board size can be immediately achieved upon City Council's adoption of the proposed composition change. The Board currently has 11 public members whose terms are ongoing. There are currently 8 public member vacancies that have remained unfilled during discussions between the Board and City staff about potential changes to the Board size. An additional 2 public members of the Board have terms that have ended but continue to serve until successors are appointed. As there will be no successors appointed for their positions, Council can formally end their appointments upon adopting the proposed composition change.

The Heritage Toronto Board and Staff have consulted with the City Manager's Office, City Clerk's Public Appointments Office and Legal Services on this initiative and recommendations.

This report now conveys the request of the Board for Executive Committee consideration and City Council approval.

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SIGNATURE

Paul Johnson
City Manager

ATTACHMENTS

ATTACHMENT 1: Transmittal Letter from the Chair of the Board of Heritage Toronto
(June 20, 2025)