

# **City of Toronto Board Governance City Orientation**

## **For Board of Directors of TO Live**

June 15, 2026





# Agenda

1. TO Live's Governance Framework
2. Key Legislation, By-laws and Policies
3. Role of City Staff
  - City Support for Culture
  - Capital Planning
4. Questions and Discussions
5. Appendix



# **1. TO Live's Governance Framework**



# About TO Live

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

# TO Live Relationship to the City

## City of Toronto Act, 2006

- Authorizes City to create City/Local Board and delegate limited powers or duties.
- Defines a City Board as an agent of the City.
- Requires code of conduct, open meetings and certain policies.
- Defines Accountability Officer roles and jurisdictions.

## Toronto Municipal Code Chapter 23, Civic Theatres

- Sets out TO Live mandate.
- Defines governance structure, including the Board composition and responsibilities.
- Sets out required policies and by-laws.
- Requires a TO Live advisory committee.

## TO Live Relationship Framework

- Further defines governance structure and City/TO Live relationship (under development)

## City Council Approvals and Direction

- Appoints Board members.
- Directs or requests action by TO Live, as required.
- Approves TO Live operating and capital budget.

# Board Governance Best Practices

All Board members should:

- Act honestly and in good faith.
- Integrate the interests of the Board, City Council and community.
- Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- Ensure critical policies and internal controls are in place for effective management and protection of Board and City assets.
- Be transparent and accountable in decision-making by adhering to the Board procedure by-law (e.g., open meetings, role of Board Members and officers, etc.).
- Adhere to the Code of Conduct and applicable law.



## **2. Key Legislation, By-laws and Policies**

# TO Live Requirements Overview

## Seek Council approval

Operating Budget

Changes to mandate,  
governance  
structures and policy  
application

## Board-approved policies consistent with City policies

Procedures by-law

Procurement of goods  
and services

Sponsorship, naming  
rights and honourific  
names

Hiring of employees

## Compliance with

Code of Conduct for  
Local Boards

Toronto Public Service  
By-law

Open meeting  
requirements

Specific Council  
directives

All applicable  
legislation and policy

## Reporting and other requirements

Annual report and  
audited financial  
statements

Five-year business  
plan

Advisory committee  
requirement

Executive  
compensation



# a) Code of Conduct for Board Members

As required by section 157(1) of the City of Toronto Act, 2006, Council has adopted this [Code of Conduct for Members of Local Boards \(Restricted Definition\)](#) recognizing the following principles apply to the interpretation of its provisions and their role:

- Members should serve in a conscientious and diligent manner.
- Members should act with integrity and avoid real and apparent conflicts of interest and the improper use of the influence of their office.
- Members should perform their duties and arrange their private affairs in a manner that promotes public confidence and will bear close public scrutiny.
- Members should serve the City and the public interest by upholding both the letter and the spirit of applicable federal and provincial laws of Canada, the bylaws and policies of Council and the policies and procedures of the board on which they serve.

The City's Integrity Commissioner supports the Code of Conduct by providing free, expert and confidential advice to Board Members.

# a) Code of Conduct for Board Members

The Code of Conduct addresses:

- Application
- Statutory Provisions Regulating Conduct
- Gifts & Benefits
- Confidential Information
- Use of Board & City Property, Services & Other Resources
- Election Campaign Work
- Conflicts Of Interest & Use Of Influence
- Business Relations & Outside Activities
- Conduct Regarding Current & Prospective Employment
- Conduct at Meetings
- Conduct Respecting Staff
- Conduct Respecting Lobbyists
- Discreditable Conduct
- Council or Local Board Policies & Procedures
- Reprisals & Obstruction
- Acting on Advice of Integrity Commissioner
- Compliance

## b) Toronto Public Service By-law

Toronto Municipal Code, Chapter 192, Public Service (TPS By-law) governs the conduct and expectations of City and Agency employees. The By-law:

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

## c) Open Meeting Requirements

As a City Board, TO Live is governed by the open meeting rules of the City of Toronto Act, 2006. Under the Act,

- The public is entitled to attend meetings of the Board, except when the meeting is properly closed for a specific number of subjects.
- An informal gathering of members does not constitute a meeting unless quorum is present and the discussion advances the business of the board.
- A City-appointed Closed Meeting Investigator investigates complaints of improperly closed meetings, and a court may rule on a closed meeting matter.

*Closed Board meetings are only permitted for specific subject matters, including:*

- *Security of the property of the City or local board*
- *Receiving of advice that is subject to solicitor-client privilege*
- *Proposed or pending acquisition or disposal of land by the City or Board*
- *Considering personal information about an identifiable individual*
- *Labour relations or employee negotiations*
- *Litigation or pending litigation, and matters before tribunals*
- *Education or training of the members that does not advance decision making or business of the Board*
- *Information supplied in confidence to the City or Board by the Provincial or Federal Government*
- *A City or Board trade secret or scientific, technical, commercial, financial or labour relations information provided in confidence to the City or Board, that if disclosed can prejudice the competitive position of a person, group or organization, or information that has, or potentially has, monetary value for the City or Board.*
- *Any other matter permitted or required by legislation to be closed; e.g.:*
  - *a request under MFIPPA*
  - *an ongoing investigation respecting the City or Board.*

## d) Toronto Accountability Officers

| Officer | Integrity Commissioner                                                                                                                                                                       | Auditor General                                                                  | Lobbyist Registrar                                                        | Ombudsman                                                                            | Closed Meeting Investigator                                                            |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|
| Focus   | Application of code of conduct and complaints regarding violations.<br><br>Provides advice on matters under the Municipal Conflict of Interest Act and may conduct inquiries under that Act. | Financial (except attest), compliance and performance audits.                    | Oversee and enforce the lobbyist registry and lobbyists' code of conduct. | Resolve public complaints related to the administration of City services & programs. | Investigates complaints of improperly closed meetings.                                 |
| Role    | Ensures the Codes of Conduct are applied and adhered to.                                                                                                                                     | Promotes accountability for the stewardship of public funds and value for money. | Promotes transparency of lobbying activity.                               | Ensures that Torontonians are treated fairly.                                        | Investigates whether meeting laws and Board procedures for public access are followed. |

# Other Key Legislation, Bylaws and Policies

- Important Acts that apply to the TO Live Board Members and staff:
  - [Municipal Conflict of Interest Act, RSO 1990](#)
  - [Municipal Freedom of Information and Protection of Privacy Act, RSO 1990](#)
  - [Municipal Elections Act, SO 1996](#)
  - [Ontario Human Rights Code](#)
- Other applicable legislation, policy and City Council directives are located on [the City's Agencies and Corporations Web Site](#).



## 3. Role of City Staff

# City Support for Culture

- The Economic Development and Culture (EDC) Division is responsible for the City's cultural policy and programming, guided by *Culture Connects: An Action Plan for Culture in Toronto (2025-2035)*.
- Civic theatres are key to delivering on the goals of Culture Connects, including:
  - Increasing public access to culture
  - Providing affordable space for rehearsal and performance
  - Supporting talent development for artists and cultural organizations
- TO Live programs such as “Making Space” and “Explorations” are examples of how the agency supports artists in research and development, in alignment with Culture Connects. [See CT20.3 for details](#).
- EDC supports TO Live as a City policy and program liaison, with Director of Arts and Culture Services representing EDC at board meetings.

## CULTURE CONNECTS: AN ACTION PLAN FOR CULTURE IN TORONTO





# Capital Planning and Execution

- In 2024, the City of Toronto, through City Council, directed the Executive Director, Corporate Real Estate Management to oversee the implementation of TO Live's 2024-2033 Capital Budget and Plan and future capital plans, in consultation with the President & CEO, TO Live, General Manager, Economic Development and Culture and the CFO
- Although CREM now oversees TO Live's Capital Planning and Execution, CREM works collaboratively with TO Live as TO Live plays a critical role in supporting CREM in all aspects of planning, design, procurement and execution of all capital projects

# Capital Planning and Execution (Roles & Responsibilities)

| City of Toronto                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | TO Live                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>CREM, in consultation with TO Live:</b></p> <ul style="list-style-type: none"><li>• Maintains building data, prioritizes capital investment needs, develops and secures City Council approval of TO Live Capital Plans;</li><li>• Provides financial oversight of TO Live's capital program, leads engagement with the City's Financial Planning Division, manages budget submissions, reallocations, and financial reporting requirements for TO Live capital projects; and</li><li>• Implements approved capital projects, including project planning, procurement support, construction delivery, and reporting on project progress, schedule, and budget.</li></ul> | <p><b>TO Live's Capital Liaison</b> (<i>Vice President of Operations, TO Live</i>)</p> <ul style="list-style-type: none"><li>• Serves as the primary point of contact for capital projects, provides operational input, coordinates facility access and scheduling, and supplies relevant records and documentation.</li><li>• Supports the development of project charters, oversees coordination of facilities maintenance activities, and ensures alignment with TO Live's operational priorities while safeguarding TO Live's interests throughout project planning and execution.</li></ul> |



## 4. Questions & Discussion



# 5. Appendix

- a) Overview of City Agencies and Corporations
- b) City of Toronto Act Excerpts
- c) Toronto Municipal Code Chapter 23, Civic Theatres Excerpts
- d) Toronto Municipal Code Chapter 192, Public Service/Toronto Public Service By-law
- e) TO Live – Related Policies

## Agencies

### Service Agencies

- City of Toronto Long-Term Care Committee of Management
- CreateTO
- Exhibition Place Board of Governors
- Heritage Toronto
- TO Live
- Toronto Atmospheric Fund
- Toronto Board of Health and Toronto Public Health
- Toronto Investment Board
- Toronto Police Services Board and Toronto Police Service
- Toronto Public Library Board
- Toronto Transit Commission
- Toronto Zoo Board of Management
- Sankofa Square Board of Management

## Partnered Agency

- Toronto and Region Conservation Authority

**Community-Based Boards:**

- **Arena Boards of Management (8):**

- George Bell Arena
- Larry Grossman Forest Hill Memorial Arena
- Leaside Memorial Community Gardens Arena
- McCormick Playground Arena
- Moss Park Arena
- North Toronto Memorial Arena
- Ted Reeve Community Arena
- William H. Bolton Arena

- **Community Centre Boards of Management (AOCCs) (10):**

- 519 Church Street Community Centre
- Applegrove Community Complex
- Cecil Community Centre
- Central Eglinton Community Centre
- Community Centre 55
- Eastview Neighbourhood Community Centre
- Ralph Thornton Community Centre
- Scadding Court Community Centre
- Swansea Town Hall Community Centre
- Waterfront Neighbourhood Centre

- **85 Business Improvement Area (BIA) Boards of Management**

## Corporations

**City Corporations (7)**

- Build Toronto Inc.
- Casa Loma Corporation
- Lakeshore Arena Corporation
- Toronto Community Housing Corporation
- Toronto Hydro Corporation
- Toronto Port Lands Company (Toronto Economic Development Corporation)
- Toronto Seniors Housing Corporation

## Partnered Corporations (2)

- Toronto Pan Am Sports Centre Inc.
- Waterfront Toronto (Toronto Waterfront Revitalization Corporation)

## Adjudicative Bodies

**Quasi-Judicial & Adjudicative Boards (10)**

- Administrative Penalty Tribunal
- Committee of Adjustment
- Committee of Revision
- Compliance Audit Committee
- Dangerous Dog Review Tribunal
- Property Standards Committee
- Multi-Tenant House Licensing Tribunal
- Sign Variance Committee
- Toronto Local Appeal Body
- Toronto Licensing Tribunal

Notes: Updated: March 2025



# City of Toronto Act Excerpts

Under the City of Toronto Act, 2006, s. 212 (2), agencies are also required to have Board approved policies and by-law on the following matters:

- Its sale or other disposition of property
- Its hiring of employees
- Its procurement of goods and services
- A procedure By-law (including Open / Closed meeting requirements)



# Toronto Municipal Code, Chapter 23, Civic Theatres Excerpts

Under Toronto Municipal Code Chapter 23, Civic Theatres:

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

# Toronto Municipal Code, Chapter 23, Civic Theatres Excerpts con't

- The Board shall adopt policies respecting sponsorship, naming rights and honourific names which are consistent with the policies adopted by Council.
- The Board shall adopt policies pertaining to the procurement of goods and services and the hiring of employees, consistent with applicable City policies.
- The Board shall develop a procedure by-law for approval by City Council consistent with City Council procedures set out in Chapter 27, Council Procedures as they apply to Committees of Council.
- The Board shall comply with the applicable provisions of Chapter 192, Public Service.
- The Board shall establish an advisory committee with representation from the major companies and tenants at the Civic Theatres, to be convened at least once a year to provide advice to the Board, based on terms of reference approved by the Board.



# Toronto Public Service By-law: Key Components





# Toronto Public Service By-law: Values

## **All TO Live staff must:**

- Serve the public well
- Serve Council well and/ or their Board well
- Act with integrity
- Maintain political neutrality
- Uphold Toronto's motto – Diversity Our Strength
- Use City property, services, and resources responsibly
- Apply judgement and discretion
- Serve the Public Service well

# Toronto Public Service By-law: Conflict of Interest

- As members of the public service, all Board's employees must ensure their private interests are not in conflict with their public service duties and responsibilities.
- As members of the public service, Board's employees have a number of duties and obligations with respect to Conflict of Interest, including:
  - Conducting themselves with personal integrity, ethics, honesty
  - Avoiding placing themselves in situations where their private interests may be in conflict with, or be perceived to be in conflict with, the interests of the City or Agency.
  - Seeking advice in relation to the application of the Conflict of Interest rules and reporting any conflict of interest or perceived conflict of interest to their immediate supervisor/manager or their Ethics Executive.

# Toronto Public Service By-law: Disclosure of Wrongdoing & Reprisal Protection

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



# Toronto Public Service By-law: Political Activity

Political Activity Provisions balance the need to preserve the impartiality and neutrality of the public service with an employee's constitutional right to engage in political activity at a federal, provincial, and municipal level.

- The By-law outlines special restrictions for senior City and Agency public servants recognizing that restrictions should be more significant at the highest levels of the public service.
- Although there are no formal restrictions for other staff, it may be advisable to not canvass or campaign in Wards where they are working.
- There may also be staff who work on highly visible policy projects who may wish to not canvass or campaign for any Toronto candidate in order to preserve the appearance of political neutrality.
- As members of the public service, TO Live employees must seek advice from supervisors/managers/Ethics Executives on how best to balance your rights to engage politically and your responsibilities as a public servant.

# Toronto Public Service By-law: Ethics Executives

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

# Toronto Public Service By-law: Ethics Executives

| Position                    | Ethics Executive                                                        |
|-----------------------------|-------------------------------------------------------------------------|
| City Employee               | Division Heads                                                          |
| Division Heads              | Relevant Reporting Authority (City Manager, DCM)                        |
| Deputy City Manager & CFO   | City Manager                                                            |
| City Solicitor & City Clerk | City Solicitor and/or Integrity Commissioner                            |
| City Manager                | City Solicitor and/or Integrity Commissioner                            |
| <b>Agency Employees</b>     | <b>Agency Head and other Senior Positions Designated by Agency Head</b> |
| <b>Agency Head</b>          | <b>City Manager, Integrity Commissioner and/or Board Chair</b>          |



# TO Live: Required and Related Policies

- TO Live Procedures By-law (2-2021)
- Policy 203 – TO Live Employment Equity
- Policy 216 – TO Live Accessible Employment
- Policy 217 – TO Live AODA Accessibility
- Policy 226 – TO Live Employment status
- Policy 229 – TO Live Workplace Violence Policy
- Policy 230 – TO Live Respectful Workplace Policy & Procedure
- Policy 309 – Capital Assets
- Policy 313 – TO Live Procurement
- Policy 319 – TO Live Corporate Sponsorship
- Policy 320 – TO Live Naming Rights