DA TORONTO

City of Toronto Agencies and Corporations

BOARD GOVERNANCE STRUCTURES

Updated: July 16, 2017

BOARD GOVERNANCE STRUCTURES

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Introduction

City Council approves the board governance structures for agencies and corporations of the City, subject to any applicable legislative requirements. The board governance structures for agencies and corporations typically address the following:

- mandate and responsibilities;
- board size and composition;
- appointment of the chair;
- for citizen members:
 - o the board-specific eligibility requirements
 - \circ qualifications; and
 - appointments process;
- meeting requirements; and
- remuneration.

Balmy Beach Park Board of Management – Board Governance Structure

Mandate and Responsibilities

the Balmy Beach Park Board of Management was created as a community-based board pursuant to provincial legislation enacted in 1903, *An Act Respecting the Town of East Toronto and Balmy Beach Park* (the "Balmy Beach Park Act"), as amended in 1964 and 1991. Further, Council has enacted By-law 1795-2010 that established Toronto Municipal Code Chapter 12, Balmy Beach Park Board of Management, under the authority of the City of Toronto Act, 2006, to enact a by-law to make minor board governance changes to this community-based board such as to retain the residency requirement for the board.

The responsibility of the Board is the general management, regulation and control of Balmy Beach Park.

Board Size and Composition

The Board shall be composed of the following seven (7) members:

- the Councillor for Ward 32 Beaches-East York; and
- six (6) citizen Members, who reside in that part of the City of Toronto bounded:
 - (a) on the south by Lake Ontario
 - (b) on the north by the southerly limits of Gerrard Street East
 - (c) on the east by the easterly boundary of the City of Toronto
 - (d) on the west by the eastern limits of Woodbine Avenue and its southerly extension to Lake Ontario.

Chair

The Board of Management elects a chair from among its members and if absent the Board may appoint a chair pro term.

Eligibility Requirements

See Board Composition above. The Board shall identify eligible citizen members.

Qualifications

Citizen members shall not be members of Council but are be qualified to be elected as members of Council.

Appointments Process – Citizen Members

The Board shall identify eligible citizen nominees, and shall submit the names of selected nominees to the City Clerk to be placed on the appropriate agenda. The Mayor is required to nominate its citizen members for appointment by City Council. City Council appoints all members to the Board.

Meetings

The Board shall meet at such times as it determines by by-law.

Remuneration

No remuneration is paid to Board members.

Governance Structure Updated by City Council: in EX45.4 July 6, 7 and 8, 2010; and By-law enacted July 8, 2010

Exhibition Place – Board Governance Structure

Mandate and Responsibilities

Under the *City of Toronto Act, 2006*, the Board of Governors of Exhibition Place is a city board and City Council determines its mandate and structure. The Board of Governors oversees Exhibition Place, an urban park vested in the City consisting of 192 acres encompassing Exhibition Park and some adjacent land to the south. Exhibition Place is to be used for parks, exhibitions, trade centres, trade and agricultural fairs, displays, sporting and athletic events, public entertainments and meetings, and any other purpose that the City may approve.

Exhibition Place, Canada's largest entertainment venue, is home to the Allstream Centre, Direct Energy Centre, Better Living Centre, Queen Elizabeth Building, Bandshell Park, the Ricoh Coliseum (leased to Maple Leaf Sports and Entertainment Ltd.) and several heritage buildings. The annual CNE, one of the largest annual fairs in North America, is planned and managed by the Canadian National Exhibition Association, on the grounds of Exhibition Place.

The Board of Governors is responsible for the operation, management and maintenance of the lands and assets of Exhibition Place as a strategic asset on behalf of the City of Toronto, and promotes new business opportunities on the Exhibition Place grounds, including:

- working with Exhibition Place staff to develop strategic plans, goals and policies for the grounds and ensuring that these plans are efficiently implemented;
- considering matters relevant to the management and delivery of quality service to the public and clients in a profit-oriented operation; and
- overseeing the annual operating expenditures and capital budget.

Board Size and Composition

The Board of Governors consists of 9 members and is composed of:

- the Mayor, or a designate recommended by the Mayor and appointed by City Council;
- 4 Council Members; and
- 4 citizen members.

Chair and Vice-Chair

City Council appoints the Chair of the Board of Governors. The Board elects a Vice-Chair from amongst its members.

Eligibility Requirements

Citizens are eligible for appointment to the **Board of Governors**, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Qualifications

Citizen members of the Board of Governors should collectively demonstrate a range of qualifications including:

- keen interest in and knowledge of trade and consumer show management and/or events management/entertainment industry;
- specific expertise in one of the following areas: property management and development; finance; marketing; legal; public relations and communications; public/private enterprises; and human resources;
- ability to devote time required for Board meetings and for pre-meeting study and review of agenda and supporting material; and
- reflect the ethno-cultural diversity of the City.

In addition, a youthful perspective, defined as an individual in the 18-30 age range, is a desired qualification for at least one citizen member.

Appointments Process – Citizen Members

Citizen members of the 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.

Meetings

The Board meets approximately 10 times a year or at the call of the Chair. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

No remuneration is paid to Board members.

Updated: June 30, 2015

Civic Theatres Toronto – Board Governance Structure

Mandate and Responsibilities

Under the *City of Toronto Act, 2006*, Civic Theatres Toronto is a City board and City Council determines its mandate and structure.

The mandate of Civic Theatres Toronto 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 Board of Directors of Civic Theatres Toronto is responsible for overseeing the business affairs and operation management of the Toronto civic theatres. Initially, the Board of Directors will also oversee the transition process for consolidating the current civic theatre operations under Civic Theatres Toronto.

Board Size and Composition

Effective October 5, 2016:

The Board of Directors of Civic Theatres Toronto consists of 15 members and is composed of:

- the Mayor or a Council Member appointed by the Mayor as the Mayor's designate;
- the Council Member for Ward 23;
- the Council Member for Ward 28;
- 2 Council Members; and
- 10 citizen members;

with at least one of the Council Members appointed also being a member of the Economic Development Committee.

Chair and Vice-Chair

The Chair of the Board of Directors is appointed by City Council. The Vice-Chair of the Board is appointed by the Board from among its members.

The Chair of the Board will be a citizen member.

Eligibility Criteria

Citizens are eligible for appointment, and may continue to serve as a member of the Board, if they satisfy the general eligibility requirements for appointment as set out in the City's *Public Appointments Policy*.

Citizens are ineligible for appointment, and may not continue to serve as a member of the Board, if any of the following conditions apply to them or their immediate family members:

- the person is a supplier of goods or services to the performing arts sector;
- the person has an employment relationship with another performing arts theatre;

• the person has an employment, directorship, ownership or controllership interest in an organization that has an interest in performing or producing live performing arts at the City's theatre facilities.

Immediate family members include a child, parent and spouse as defined in the Code of Conduct for Members of Council.

Qualifications

Citizen members of the Board should collectively have significant experience in one or more of the following qualifications:

- current or past leadership role in the performing arts sector or another cultural sector;
- community leadership and partnerships;
- marketing and sponsorship;
- financial management and business strategy;
- labour relations; and
- accounting expertise.

In addition, a youthful perspective, defined as an individual in the 18-30 age range, is a desirable qualification for at least one citizen member.

Appointments Process – Citizen Members

Citizen members of the 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*.

Meetings

The Board meets approximately 8-10 times a year or at the call of the Chair. Board meetings are open to the public, except for meetings or parts of meetings where the subject matter being considered is a matter set out in section 190 of the *City of Toronto Act, 2006.*

Remuneration

No remuneration is paid to Board members.

Updated: July 9, 2015; September 30, 2015; March 31, 2016; October 5, 2016.

Heritage Toronto – Board Governance Structure

Mandate and Responsibilities

City Council renamed the Toronto Historical Board as Heritage Toronto in Toronto Municipal Code Chapter 103, Heritage. Under the *City of Toronto Act, 2006*, Heritage Toronto is a city board and City Council determines its mandate and structure.

Heritage Toronto's role is to represent the interests of the heritage community and is distinct from the heritage advice given by City staff as part of the planning process. Heritage Toronto interprets, supports and acts as an advocate to protect the City's heritage assets, including cultural, architectural, archaeological and natural heritage.

The specific responsibilities of the Board of Directors of Heritage Toronto are as follows:

- provide advice from a community perspective to the City, civic organizations and members of the public regarding heritage issues;
- promote and educate the public regarding heritage issues;
- ensure that privately donated funds received are applied to the specific purpose designated by the donor;
- establish and manage publicity and public programs, including award programs, respecting city-wide heritage issues, and to otherwise promote public awareness of the City's heritage;
- serve as a liaison with the heritage community and promote public awareness of the City's heritage resources;
- serve as a focal point for volunteer sector groups;
- assist and advise in the development of the Heritage Master Plan; and
- carry out such other duties relating to the City's history and development as Council may assign.

Board Size and Composition

The Board of Directors consists of 29 members and is composed of:

- the Mayor or a designate appointed by the Mayor;
- 3 Council Members;
- 25 citizen members composed of:
 - o 15 citizen members (at-large);
 - o 8 citizen members, 2 nominated by each Community Council;
 - o 1 citizen member nominated by the Aboriginal community; and
 - 1 citizen member nominated by the Toronto Historical Association.

Chair and Vice-Chair

The Board of Directors elects the Chair and Vice-Chair of the Board from amongst its members.

Eligibility Requirements

Citizens are eligible for appointment to the Board of Directors, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Qualifications

Citizen members of the Board of Directors should collectively demonstrate a range of qualifications including:

- broad interest in and knowledge of cultural and/or environmental and/or built heritage preservation, and a good understanding of current heritage issues;
- expertise in good governance practices, including legal and accounting expertise;
- an understanding of marketing, advertising and public relations;
- expertise in public programming from experience in education, tourism, planning or museum management;
- expertise in fund development; and
- expertise in history.

Appointments Process – Citizen Members

Citizen members of the Board (citizen members at-large) 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. The Board appoints a Heritage Toronto Nominating Panel to support the process.

Appointments Process – Community Council Nominees

Each of the 4 Community Councils may extend an invitation to serve on the Heritage Toronto Board of Directors to 2 people who are either serving on one of the City's museum advisory board or preservation panels or the Toronto Preservation Board, or may otherwise select a citizen active in the heritage community.

Appointments Process – Aboriginal Community Nominee

The Heritage Toronto Nominating Panel arranges for the nomination of 1 nominee from the Aboriginal community by the Aboriginal community.

Appointments Process – Toronto Historical Association Nominee

The Heritage Toronto Nominating Panel arranges for the nomination of 1 nominee by the Toronto Historical Association.

Meetings

The Board meets at least 6 times a year and at any time at the request of a majority of the Members of the Board or at the call of the Chair. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

No remuneration is paid to Board members.

Updated: June 30, 2015; April 19, 2017

Investment Board – Board Governance Structure

1. Mandate and Authority

The Investment Board is a City board, established under subsection 46(2) of Ontario Regulation 610/06 under the City of Toronto Act, 2006, responsible to control and manage the City's investments of funds not immediately required by the City pursuant to the prudent investment standard and an Investment Policy adopted by City Council.

The Board will adopt and follow an Investment Plan that implements the City's Investment Policy. The Investment Plan shall deal with how the Board will invest the City's money and set out its projections of the proportions of the City's portfolio of investments to be invested. The Board may retain agents to act on their behalf pursuant to the requirements in Ontario Regulation 610/06.

2. Board Composition and Term

The Investment Board will be composed of seven (7) members, including a Chair and one of the members will be the City's statutory Treasurer appointed under the City of Toronto Act, 2006.

The term for Investment Board members will be four (4) years until successors are appointed, served at the pleasure of City Council. The maximum term pursuant to the City of Toronto Act, 2006 is two (2) four (4) year terms. Staggered terms will be implemented with three (3) members being appointed for two (2) years to ensure Board continuity.

3. Eligibility

Officers and employees of the City and Council members are prohibited from appointment to the Investment Board with the exception of the Treasurer required under the City of Toronto Act, 2006. Members are also required to meet the eligibility requirements pursuant to the City's Public Appointments Policy. Members must not have declared bankruptcy, or had disciplinary action by a security regulator or self-regulating investment organization in the past twenty (20) years.

4. Accountability and Reporting

At least annually, following City Council's review of the Investment Policy, the Board will review its Investment Plan and update it as required. The Board will submit an annual report to City Council about the performance of the City's investment portfolio.

5. Member Qualifications

Public members of the Board shall collectively represent a range of skills, knowledge and experience to discharge their duties in an effective manner including:

• Executive level experience in a major public or private organization;

- Senior level experience in the investment industry such as the management of institutional portfolios including pension funds, endowments, foundations, mutual funds, and closed-end funds;
- Professional skills relating to investment and/or debt management as well as an understanding of risk and financial administration within the framework of the prudent investor standard;
- Post-graduate degree in any one of the fields of: finance, business, economics, risk management, accounting, public administration or related fields that may include certification such as CFA designation, Canadian Investment Manager Certification or equivalent;
- Possession of sound judgement and knowledge of good governance; and
- Understanding of the principles of public accountability and integrity.

A minimum of three (3) board members must have senior level experience in the investment industry such as the management of institutional portfolios including pension funds, endowments, foundations, mutual funds, and closed-end funds.

6. Chair Qualifications

In addition to the qualifications of Board Members, the Chair will be required to demonstrate the following qualifications:

- Leadership and administrative skills;
- Highly developed chairing and facilitation skills; and
- The ability to effectively represent the Board and communicate with City Council, City Committees, the media and general public.

7. Citizen Appointment Process

The City Clerk's Office will be responsible for the citizen recruitment and application process. The Facilities and Finance Nominating Panel will review, short-list and interview applicants and recommend candidates for appointment by City Council.

8. Remuneration

Members will be remunerated \$10,000 annually, \$750 per board meeting and \$500 per business meeting up to a maximum of \$25,000.

The Chair will be remunerated \$50,000 annually, \$750 per board meeting, and \$500 per business meeting up to a maximum of \$65,000.

9. Meeting Management and City Liaison

The City Clerk will provide meeting management support to the Investment Board and Corporate Finance will be the City liaison to the Board.

Created by City Council in EX23.2: March 28, 2017

Sony Centre for the Performing Arts – Board Governance Structure

Mandate and Responsibilities

Under the *City of Toronto Act, 2006*, the Board of Directors of the Hummingbird Centre for the Performing Arts, now operating as the Board of Directors of the Sony Centre for the Performing Arts, is a city board and City Council determines its mandate and structure.

The mandate of the Board of Directors is to operate, manage and maintain the Sony Centre for the Performing Arts as a theatre and auditorium and as a centre for meetings, receptions and displays, including the promotion, production or presentation of the performing arts, including theatrical, dramatic, musical and artistic works.

The Board of Directors is responsible for supervising the business and affairs of the Centre, and for the long-term maintenance of the physical plant and equipment.

Board Size and Composition

Effective October 5, 2016:

The Board of Directors of SONY Centre for the Performing Arts consists of 15 members and is composed of:

- the Mayor or a Council Member appointed by the Mayor as the Mayor's designate;
- the Council Member for Ward 23;
- the Council Member for Ward 28;
- 2 Council Members; and
- 10 citizen members;

with at least one of the Council Members appointed also being a member of the Economic Development Committee.

Chair and Vice-Chair

The Chair of the Board of Directors is appointed by City Council. The Vice-Chair of the Board is appointed by the Board from among its members.

The Chair of the Board will be a citizen member.

Eligibility Criteria

Citizens are eligible for appointment, and may continue to serve as a member of the Board, if they satisfy the general eligibility requirements for appointment as set out in the City's *Public Appointments Policy*.

Citizens are ineligible for appointment, and may not continue to serve as a member of the Board, if any of the following conditions apply to them or their immediate family members:

- the person is a supplier of goods or services to the performing arts sector;
- the person has an employment relationship with another performing arts theatre;
- the person has an employment, directorship, ownership or controllership interest in an organization that has an interest in performing or producing live performing arts at the City's theatre facilities.

Immediate family members include a child, parent and spouse as defined in the Code of Conduct for Members of Council.

Qualifications

Citizen members of the Board should collectively have significant experience in one or more of the following qualifications:

- current or past leadership role in the performing arts sector or another cultural sector;
- community leadership and partnerships;
- marketing and sponsorship;
- financial management and business strategy;
- labour relations; and
- accounting expertise.

In addition, a youthful perspective, defined as an individual in the 18-30 age range, is a desirable qualification for at least one citizen member.

Appointments Process – Citizen Members

Citizen members of the 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*.

Meetings

The Board meets approximately 8-10 times a year or at the call of the Chair. Board meetings are open to the public, except for meetings or parts of meetings where the subject matter being considered is a matter set out in section 190 of the *City of Toronto Act, 2006.*

Remuneration

No remuneration is paid to Board members.

Updated: July 9, 2015; September 30, 2015; March 31, 2016; October 5, 2016.

St. Lawrence Centre for the Arts – Board Governance Structure

Mandate and Responsibilities

Under the *City of Toronto Act, 2006*, the Board of Management of the St. Lawrence Centre is a city board and City Council determines its mandate and structure.

The St. Lawrence Centre for the Arts houses two theatres and provides state-of-the-art performance facilities and services for Toronto's not-for-profit performing arts organizations at an affordable cost. The Centre is also home to several resident performing arts companies.

The Board of Management is responsible for supervising the business and affairs of the St. Lawrence Centre for the Arts, ensuring that the Centre is operated in a fiscally responsible manner and meets its service obligations to the performing arts community which uses the facility.

Board Size and Composition

Effective October 5, 2016:

The Board of Directors of St. Lawrence Centre for the Arts consists of 15 members and is composed of:

- the Mayor or a Council Member appointed by the Mayor as the Mayor's designate;
- the Council Member for Ward 23;
- the Council Member for Ward 28;
- 2 Council Members; and
- 10 citizen members;

with at least one of the Council Members appointed also being a member of the Economic Development Committee.

Chair and Vice-Chair

The Chair of the Board of Directors is appointed by City Council. The Vice-Chair of the Board is appointed by the Board from among its members.

The Chair of the Board will be a citizen member.

Eligibility Criteria

Citizens are eligible for appointment, and may continue to serve as a member of the Board, if they satisfy the general eligibility requirements for appointment as set out in the City's *Public Appointments Policy*.

Citizens are ineligible for appointment, and may not continue to serve as a member of the Board, if any of the following conditions apply to them or their immediate family members:

- the person is a supplier of goods or services to the performing arts sector;
- the person has an employment relationship with another performing arts theatre;
- the person has an employment, directorship, ownership or controllership interest in an organization that has an interest in performing or producing live performing arts at the City's theatre facilities.

Immediate family members include a child, parent and spouse as defined in the Code of Conduct for Members of Council.

Qualifications

Citizen members of the Board should collectively have significant experience in one or more of the following qualifications:

- current or past leadership role in the performing arts sector or another cultural sector;
- community leadership and partnerships;
- marketing and sponsorship;
- financial management and business strategy;
- labour relations; and
- accounting expertise.

In addition, a youthful perspective, defined as an individual in the 18-30 age range, is a desirable qualification for at least one citizen member.

Appointments Process – Citizen Members

Citizen members of the 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*.

Meetings

The Board meets approximately 8-10 times a year or at the call of the Chair. Board meetings are open to the public, except for meetings or parts of meetings where the subject matter being considered is a matter set out in section 190 of the *City of Toronto Act, 2006.*

Remuneration

No remuneration is paid to Board members.

Updated: July 9, 2015; September 30, 2015; March 31, 2016; October 5, 2016

Toronto Atmospheric Fund – Board Governance Structure

Mandate and Responsibilities

The Toronto Atmospheric Fund was established in 1991 to assist the City of Toronto in meeting its goal of reducing greenhouse gas emissions. In 2000, Toronto Atmospheric Fund's mandate was expanded to include the promotion of better air quality.

The Toronto Atmospheric Fund (TAF) is governed by the *Toronto Atmospheric Act, 2005*, and is subject to City Council policies governing the structure, composition, appointment, meetings, procedures and investments of TAF. TAF is defined as a local board under O. Reg. 589/06 under the *City of Toronto Act, 2006*.

As set out in the Toronto Atmospheric Fund Act, 2005, TAF's objects are to:

- promote global climate stabilization through the reduction of greenhouse gas emissions;
- promote air quality improvement;
- promote public understanding of global warming and air quality problems and their implications for the urban environment;
- create and preserve carbon sinks;
- promote energy conservation and efficiency; and
- support and fund projects related to TAF's objects.

The Board of Directors of TAF is responsible for overseeing the multi-million dollar endowment (\$23 million contribution) from the City of Toronto; establishing Committees, including an investment committee to advise the Board; approving all loans and grants in accordance with established policy and legislation; and ensuring TAF operates in compliance with City Council policies applicable to TAF.

TAF is authorized to engage in the following activities:

- receive contributions to augment the fund;
- manage investment of a multi-million dollar fund;
- use fund investment revenue to provide grants that support TAF's objectives;
- use the fund principal to provide loans for projects that support TAF's objectives;
- assist in establishing projects that support TAF's objectives;
- undertake mandate-related research;
- co-operate with others in providing public education related to TAF's objectives; and
- administrative and management activities that support TAF's operations.

Board Size and Composition

The Board of Directors of TAF consists of 12 members and is composed of:

- the Mayor or a designate appointed by the Mayor;
- 4 Council Members; and
- 7 citizen members.

Chair and Vice-Chair

City Council appoints the Chair of the Board of Directors. The Board elects a Vice-Chair from amongst its members.

Eligibility Requirements

Citizens are eligible for appointment to the Board of Directors, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

A Board member shall not directly or indirectly receive or profit from his or her position on the Board.

Qualifications

Citizen members of the Board of Directors should collectively demonstrate a range of qualifications including:

- understanding of strategic energy efficiency and green energy market opportunities;
- experience and knowledge of environmental affairs from an academic or nongovernmental perspective, especially in the areas of air quality and climate change;
- experience managing public charities, public or private foundations, community trusts, or other government grant programs;
- marketing expertise, such as knowledge of demographic trends that affect consumer choice, in order to advise in community program design and delivery;
- financial management and investment expertise, including experience in portfolio management and strategic investing; and
- legal expertise, in order to advise on legal problems and issues related to TAF's activities, when they arise.

Appointments Process – Citizen Members

Citizen members of the 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.

Meetings

Board meetings are generally held quarterly, and there is an Annual General Meeting. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is permitted by legislation to be considered in private.

Remuneration

No remuneration is paid to Board members.

Toronto Centre for the Arts – Board Governance Structure

Mandate and Responsibilities

Under the *City of Toronto Act, 2006*, the North York Performing Arts Centre Corporation, now operating as the Toronto Centre for the Arts, is a city board and City Council determines its mandate and structure.

The Toronto Centre for the Arts houses multiple performing arts spaces ideal for a wide variety of live performance events.

The Board of Directors of the Toronto Centre for the Arts is responsible for overseeing the business and affairs of the Centre, including maintaining, operating, managing, marketing and promoting the Centre as an artistic, cultural, social, educational and recreational facility for the benefit of the public.

Board Size and Composition

Effective October 5, 2016:

The Board of Directors of Toronto Centre for the Arts consists of 15 members and is composed of:

- the Mayor or a Council Member appointed by the Mayor as the Mayor's designate;
- the Council Member for Ward 23;
- the Council Member for Ward 28;
- 2 Council Members; and
- 10 citizen members;

with at least one of the Council Members appointed also being a member of the Economic Development Committee.

Chair and Vice-Chair

The Chair of the Board of Directors is appointed by City Council. The Vice-Chair of the Board is appointed by the Board from among its members.

The Chair of the Board will be a citizen member.

Eligibility Criteria

Citizens are eligible for appointment, and may continue to serve as a member of the Board, if they satisfy the general eligibility requirements for appointment as set out in the City's *Public Appointments Policy*.

Citizens are ineligible for appointment, and may not continue to serve as a member of the Board, if any of the following conditions apply to them or their immediate family members:

• the person is a supplier of goods or services to the performing arts sector;

- the person has an employment relationship with another performing arts theatre; and
- the person has an employment, directorship, ownership or controllership interest in an organization that has an interest in performing or producing live performing arts at the City's theatre facilities.

Immediate family members include a child, parent and spouse as defined in the Code of Conduct for Members of Council.

Qualifications

Citizen members of the Board should collectively have significant experience in one or more of the following qualifications:

- current or past leadership role in the performing arts sector or another cultural sector;
- community leadership and partnerships;
- marketing and sponsorship;
- financial management and business strategy;
- labour relations; and
- accounting expertise.

In addition, a youthful perspective, defined as an individual in the 18-30 age range, is a desirable qualification for at least one citizen member.

Appointments Process – Citizen Members

Citizen members of the 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.

Meetings

The Board meets approximately 8-10 times a year or at the call of the Chair. Board meetings are open to the public, except for meetings or parts of meetings where the subject matter being considered is a matter set out in section 190 of the *City of Toronto Act, 2006.*

Remuneration

No remuneration is paid to Board members.

Updated: July 9, 2015; September 30, 2015; March 31, 2016; October 5, 2016.

Toronto Parking Authority – Board Governance Structure

Mandate and Responsibilities

Under the *City of Toronto Act, 2006*, the Toronto Parking Authority is a city board and City Council determines its mandate and structure. The Toronto Parking Authority (TPA) operates municipal off-street parking facilities and on-street metered parking in the City of Toronto. While 25 percent of the income generated by the TPA is retained by the TPA to fund its capital development program, the remaining 75 percent is transferred to the City of Toronto's general revenues.

The Board of Directors of the Toronto Parking Authority is responsible for supervising the business and affairs of the TPA, including overseeing the implementation of corporate strategy by management and the investment of the TPA's capital reserve.

Board Size and Composition

The Board of Directors currently consists, on an interim basis, of 3 members and is composed of:

- The City Manager, as Chair
- The Deputy City Manager, Cluster A; and
- The Chief Corporate Officer.

Chair

City Council appoints the Chair of the Board of Directors. The Board elects a Vice-Chair from amongst its members.

Eligibility Requirements

Directors of the Board are eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out by Council.

Meetings

The Board meets monthly or at the call of the Chair. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

No additional remuneration is paid to public officials for service on the Board.

Updated: Item AU9.12, July 4, 2017

Toronto Police Service – Board Governance Structure

Mandate and Responsibilities

The Toronto Police Services Board provides general management of the Toronto Police Service (TPS), sets policing policy and ensures the TPS provides adequate and effective police services that must include crime prevention, law enforcement, and assistance to victims of crime, public order maintenance and emergency response. The Board's responsibilities include:

- appointing all members of the police service;
- setting the objectives and priorities for the management of the police service (in consultation with the Chief of Police);
- recruiting, appointing and determining the remuneration for the Chief, Deputy Chiefs and the Chief Administrative Officer;
- directing the Chief of Police and monitoring his or her performance;
- negotiating collective agreements with bargaining units; and
- submitting the budget estimates for policing to Council.

The *Police Services Act* restricts the Board from directing the Chief of Police with respect to specific operational decisions or with respect to the day-to-day operation of the police service.

The Chief of Police's duties include administration of the TPS and oversight of its operation in accordance with the objectives, priorities and policies established by the Board, ensuring that members of the police force carry out their duties in accordance with the Act and the regulations and in a manner that reflects the needs of the community, and that discipline is maintained in the police force; ensuring that the police force provides community-oriented police services; and administration of the complaints system in accordance with the Act.

Board Size and Composition

The Toronto Police Services Board consists of 7 members and is composed of:

- the Mayor or a Council Member as the Mayor's designate who is appointed by City Council;
- 2 Council Members;
- 1 citizen member appointed by City Council; and
- 3 citizen members appointed by the Province of Ontario.

Chair and Vice-Chair

Under the *Police Services Act*, the Toronto Police Services Board elects the Chair of the Board from amongst its members. The Board also elects a Vice-Chair from amongst its members.

Eligibility Requirements

Citizens are eligible for appointment to the **Toronto Police Services Board**, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Under the *Police Services Act*, persons are ineligible for appointment as members of the Board if they are:

- a judge;
- a justice of the peace;
- a police officer; or
- a person who practices criminal law as a defence counsel.

Qualifications

Citizen members of the Toronto Police Services Board should collectively demonstrate a range of qualifications including:

- an interest in and commitment to public safety and responsible police governance;
- an understanding of the police community, its values and its needs;
- superior skills in leadership and management;
- administrative and budgetary experience;
- dedication to public service and the community;
- skills in conflict management, negotiation and mediation;
- an ability to set organizational goals and priorities; and
- an ability to meet time commitments of the position.

Appointments Process – Citizen Members

Citizen members of the 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.

Meetings

The Board meets monthly. Board members also attend community meetings, and ceremonial and other special events that are scheduled during the month. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

Citizen Chair: annual remuneration of \$90,963.

Citizen Vice-Chair: annual honorarium of \$13,750, plus a per diem payment of \$350, up to a maximum total remuneration of \$22,500 (representing up to 25 per diem payments for attendance at Board and Committee meetings, special events and required training days).

Citizen Members: annual honorarium of \$8,750, plus a per diem payment of \$350, up to a maximum total remuneration of \$15,750 (representing up to 20 per diem payments for attendance at Board and Committee meetings, special events and required training days).

No remuneration is paid to Council Members on the Board.

Updated: June 30, 2015

Toronto Public Health – Board Governance Structure

Mandate and Responsibilities

The Board of Health is a local board of the City, governed by the *Health Protection and Promotion Act* to direct and oversee the work of Toronto Public Health, as required by the Act and the Ontario Public Health Standards and Protocols published by the Minister of Health and Long-Term Care.

The Board of Health, through the work of Toronto Public Health:

- ensures public health programs and services are delivered according to provincial standards and in response to local needs;
- works with Toronto Public Health staff to develop strategic plans, goals and policies for Toronto Public Health and ensures that these plans are efficiently implemented;
- advises City Council on a broad range of health issues; and
- recommends to Council annual capital and operating budgets.

The Board of Health considers matters relevant to the management and delivery of quality public health programs and services in the areas of:

- health assessment;
- health protection;
- disease prevention; and
- health promotion.

Board Size and Composition

The Board of Health consists of 13 members and is composed of:

- 6 Council Members;
- 6 citizen members; and
- 1 education representative.

Chair and Vice-Chair

Under the *Health Protection and Promotion Act*, the Board of Health elects the Chair of the Board from amongst its members. The Board also elects a Vice-Chair from amongst its members.

Eligibility Requirements

Citizens are eligible for appointment to the **Board of Health**, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Under the *Health Protection and Promotion Act*, a person is ineligible for appointment to the Board if their services are employed by the Board of Health for the City of Toronto or by any other board of health.

Qualifications

Citizen members of the Board of Health should collectively demonstrate a range of qualifications including:

- interest or background in issues affecting municipal public health programs and services;
- interest or skills in planning and policy development leading to a comprehensive municipal public health agenda that meets local community needs;
- experience in organizational activities, such as committees, non-profit groups, voluntary societies, occupational associations;
- skills in leadership and management and/or experience in administration and budget development;
- demonstrated skills in conflict management, negotiation and mediation; and
- ability to make a commitment to monthly involvement in Board of Health meetings and related committee or other activities.

In addition, a youthful perspective, defined as an individual in the 18-30 age range, is a desired qualification for at least one citizen member.

Appointments Process – Citizen Members

Citizen members of the Board (citizen members at-large) 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. The Board of Health Nominating Committee supports the process.

Appointments Process – Education Representative

The Board of Health Nominating Committee invites the Toronto District School Board and the Toronto Catholic District School Board to nominate one candidate each for education representative for consideration by the Civic Appointments Committee.

Meetings

The Board meets approximately 10 times a year or more frequently at the call of the Chair. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

Citizen members of the Board receive remuneration of \$125 per diem, the rate set by the Province of Ontario. Remuneration is provided for attendance at Board meetings, Board subcommittee meetings or attendance at meetings as official representatives of the Board which are authorized by the Board.

No remuneration is paid to Council Members on the Board.

Updated: June 30, 2015

Toronto Public Library – Board Governance Structure

Mandate and Responsibilities

The Toronto Public Library Board is a local board of the City, governed by the *Public Libraries Act*. The Board oversees the largest public library system in Canada.

The Board is responsible for the effective management of library resources and for the quality of library service offered to the people of Toronto, including the following specific matters:

- directing and approving strategic plans, goals and policies for the library based on community needs, and ensuring that these plans are efficiently and effectively implemented;
- approving the annual operating and capital budgets for recommendation to City Council;
- acting as an advocate for library service, representing the library before City Council and in the community;
- protecting the public's right to read materials of their choice;
- hiring and evaluating the City Librarian, who is responsible for the day-to-day administration of the library and its staff; and
- is legally accountable for the library's activities and for ensuring that it complies with all applicable legislation.

Board Size and Composition

The Toronto Public Library Board consists of 12 members and is composed of:

- the Mayor or a designate appointed by the Mayor;
- 3 Council Members; and
- 8 citizen members.

Chair and Vice-Chair

Under the *Public Libraries Act*, the Toronto Public Library Board elects the Chair and the Vice-Chair of the Board from amongst its members.

Eligibility Requirements

Citizens are eligible for appointment to the **Board**, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

The Public Libraries Act requires that Board members:

- be at least 18 years old;
- be a Canadian citizen;
- be a resident of the municipality for which the board is established;
- not be employed by the board or by the municipality; and
- not forfeit their appointment due to meeting the criteria for disqualification of a board member in the Act.

Qualifications

Citizen members of the Board should collectively demonstrate a range of qualifications including:

All members should have the following qualifications:

- independence of judgement, and
- personal integrity.

Up to three members should have publicly recognized achievements in the disciplines of:

- Literature and Literacy;
- Arts and Culture;
- Science and Technology; and
- Business.

And/or

Five or more members should have demonstrated skills, interest and experience in:

- Financial Management;
- Philanthropy;
- Public Sector Governance;
- Community Service; and
- Community Diversity.

Plus, a youthful perspective (age range 18 to 30) is a desired qualification for at least one member of the Board.

Appointments Process – Citizen Members

Citizen members of the 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.

Meetings

The Board generally meets on the fourth Monday of each month. Members may also be asked to serve on library committees, to liaise with community groups or to represent the library at various events. Members belong to the Ontario, Canadian and American Library Associations which hold annual conferences and sponsor other development activities.

Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

No remuneration is paid to Boards members; however, the Board pays an annual amount in lieu of reasonable expenses as follows:

Citizen Chair: \$850 annual payment.

Citizen Vice-Chair: \$600 annual payment.

Citizen Members: \$350 annual payment.

No annual payment in lieu of reasonable expenses is given to Council Members on the Board.

Updated: June 30, 2015

Toronto Realty Agency (TRA) – Board Governance Structure

Mandate and Responsibilities

The board of the Toronto Realty Agency is a City Board and agent of the City under the City of Toronto Act, 2006 (the Act), established by City Council with delegated authority pursuant to section 143 (1) of the Act, responsible to manage the City's real estate portfolio, develop City buildings and lands for municipal purposes and deliver client focused real estate solutions to City Divisions, Agencies and Corporations. City Council further established a separate Toronto Municipal Code Chapter 215, Realty Agency, Toronto, which includes the board governance matters as enacted in By-law No. 596-2017.

Board Size and Composition

At its meeting of May 24, 25 and 26, 2017, Council appointed an Interim Board for the TRA consisting of 7 members effective upon adoption of Item EX25.9 for a term ending upon the effective date of the appointment of the new board (i.e., January 1, 2018), with a mandate solely to initiate a recruitment process for a Chief Executive Officer, provide leadership during the set-up of the new agency and provide direction on transition activities and to consider whether an interim Chief Executive Officer is a necessary part of the transition to the new model:

- The Mayor or designate appointed by the Mayor;
- The Chair of the Toronto Transit Commission Board;
- The Chair of the Build Toronto Board;
- The Chair of the Toronto Public Library Board;
- public member as Chair of the Interim Board; and
- 2 additional public members.

Effective January 1, 2018, The TRA's Board of Directors for the new Toronto Realty Agency consists of nine (9) members, effective the date of Council appointment:

- The Mayor or designate appointed by the Mayor;
- Two (2) Members of Council;
- Six (6) public members, one of whom shall serve as Chair appointed by City Council; and
- No two Council Members shall be from the same Community Council area.

Toronto Transit Commission - Board Governance Structure

Chair

City Council appoints one of the public members as the Chair of the Board.

Eligibility Requirements

Public board members will be required to meet the eligibility requirements pursuant to the City's Public Appointments Policy, including that they are a resident of Toronto and at least 18 years of age. Public members are ineligible for appointment if they are a supplier of good or services to the City, have an employment or an interest in an organization that is involved with a real estate transaction with the City, or are involved in litigation with the City.

Qualifications

Board members are experienced and skilled to help ensure high quality decision-making consistent with their mandate with respect to City-wide real estate assets. Public members of the Board shall collectively represent a range of skills, knowledge and experience to discharge their duties in an effective manner including:

- Executive level experience in a major public, private or not-for-profit organization;
- Senior level experience and professional skills in real estate, property development, urban planning, facilities management, investment industry, infrastructure delivery, community development, economic development, brownfield remediation, or environmental sustainability.
- Experience in large-scale transformative change and implementing complex business strategies;
- Post-graduate degree preferred in any one of the following fields: finance, business, economics, risk management, accounting, public administration, urban planning, engineering or law; and
- Certificate in board governance or training in a related field such as director's education.

Role and Qualifications of the Chair

In addition to the qualifications of Board members, the Chair will be responsible to ensure meetings are effective, decisions are consistent with the Board's mandate and that the Board meets its accountability requirements. The Chair will prepare for approval by the Board an annual performance report to City Council and coordinate operational activities of the Board including liaising with the City Clerk's Office and Chief Corporate Officer as required.

The Chair will need to be an effective leader and will be required to demonstrate additional expertise and skills in order to perform this role effectively including well-developed leadership and administrative skills.

In addition to the qualifications of Board members, the Chair will be required to demonstrate the following qualifications:

- Leadership and administrative skills;
- Highly developed chairing and facilitation skills; and
- The ability to effectively represent the Board and communicate with City Council, City Committees, City staff, the media and the public.

Appointments Process – Citizen Members

The City Clerk's Office will be responsible for recruitment and outreach and to encourage the public to apply for consideration of appointment to the Board. The Corporations Nominating Panel will review, short-list and interview applicants and recommend candidates for appointment by City Council.

Meetings

It is anticipated the Board will conduct 8 to 10 meetings annually. Meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

Public Board Members: remuneration of an annual retainer of \$10,000 and \$500 per meeting attended up to a maximum of \$20,000 in total annual retainer.

Chair: remuneration of an annual retainer of \$50,000 and \$500 per meeting attended up to a maximum of \$70,000 in total annual retainer.

No remuneration is paid to Council Members on the Board.

Updated: July 16, 2017 (Item EX25.9 May 24, 2017)

Toronto Transit Commission (TTC) – Board Governance Structure

Mandate and Responsibilities

Under the *City of Toronto Act, 2006*, the Toronto Transit Commission (TTC) is a city board and the City has full authority over its mandate and structure.

TTC is responsible for all forms of local passenger transportation within the urban area of Toronto, except for railways incorporated under federal and provincial statutes, school buses and taxis, and operates a public transit system consisting of a network of subways, streetcars, buses and Wheel Trans, a specialized service for people who require accessible transportation.

The TTC's functions are to construct, maintain and operate a local passenger transportation system, and to establish new passenger transportation services where required. The TTC may also operate parking lots in connection with the transit system, and may enter into an agreement with municipalities or persons situated within 40 kilometres of Toronto to operate a local transportation service.

Board Size and Composition

The TTC's Board of Directors, or Commission, consists of 11 members and is composed of:

- 7 Council Members; and
- 4 citizen members.

Chair and Vice-Chair

City Council appoints a Council Member as the Chair of the Board. The Board elects a

Vice-Chair from amongst its citizen members.

Eligibility Requirements

Citizens are eligible for appointment to the **Board**, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Applicants who are owners, employees or agents of companies that are engaged in business with the TTC, or could be reasonably expected to engage in procurement opportunities with the TTC on transit related projects, are not eligible for appointment as citizen members to the Board of the TTC.

Qualifications

Citizen members of the Board shall have directorship and executive-level experience and collectively represent a range of skills, knowledge and experience with one or more large organizations in the following areas:

Toronto Transit Commission - Board Governance Structure

- strategic business management, including transformative change management;
- financial management, accounting, law, engineering;
- customer service or marketing management;
- management or planning with a rail or public transit organization;
- formulation and/or management of public-private partnerships;
- capital project/construction management or capital procurement/supply chain management;
- operations and information technology;
- labour relations/industrial safety management;
- professional knowledge and working experience of urban sustainability, intersectionality and inclusive governance; and
- understanding and/or experience with Toronto Transit Commission operations.

Appointments Process – Citizen Members

Citizen members of the 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.

Meetings

Meetings are held regularly once a month and additional meetings may be called. Meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

Citizen Vice-Chair: remuneration of \$10,000 per year plus \$450 per meeting attended.

Citizen Members: remuneration of \$5,000 per year plus \$450 per meeting attended.

No remuneration is paid to Council Members on the Board.

Updated: June 30, 2015

Toronto Zoo – Board Governance Structure

Mandate and Responsibilities

Under the *City of Toronto Act, 2006*, the Board of Management of the Toronto Zoo is a city board and City Council determines its mandate and structure. The Board of Management oversees the strategic and operational management of the Toronto Zoo, one of the largest zoos in the world. The Toronto Zoo is a leader in conservation, education, and research with innovative programs to save endangered species and conserve natural habitat.

The Board of Management is responsible for the operation, management and maintenance of the lands and assets of the Toronto Zoo on behalf of the City of Toronto, and is responsible for the following specific matters:

- works with the Toronto Zoo staff to develop strategic plans, goals and policies for the Toronto Zoo and ensures that these plans are efficiently and effectively implemented;
- approves the annual operating and capital budgets for recommendation to Council;
- hires and evaluates the Chief Executive Officer, who is responsible for the dayto-day administration of the Toronto Zoo and its staff;
- considers matters relevant to the management and delivery of quality programs and services; and
- is accountable for the Toronto Zoo's activities and for ensuring that it complies with all applicable legislation.

Board Size and Composition

The Board of Management consists of 12 members and is composed of:

- the Mayor or a designate appointed by the Mayor;
- 3 Council Members; and
- 8 citizen members.

Chair and Vice-Chair

City Council appoints the Chair of the Board of Management. The Board elects a Vice-Chair from amongst its members.

Eligibility Requirements

Citizens are eligible for appointment to the Board of Management, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Qualifications

Citizen members of the Board of Management should collectively demonstrate a range of qualifications including:

- financial management;
- tourism/attractions marketing;
- knowledge of zoos and the role they play in wildlife conservation and education;
- large-scale fundraising or public-private partnerships, leadership and partnership development; and
- general public sector board experience.

In addition, a youthful perspective, defined as an individual in the 18-30 age range, is a desired qualification for at least one citizen member.

Appointments Process – Citizen Members

Citizen members of the 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.

Meetings

The Board meets approximately 10 times a year or at the call of the Chair. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

No remuneration is paid to Board members.

Yonge-Dundas Square – Board Governance Structure

Mandate and Responsibilities

Yonge-Dundas Square is a one-acre outdoor public space designed as a focal point for Toronto's downtown area which contributes to the cultural vitality of the community. The Square features entertainment and events that appeal to local businesses, residents and visitors.

Under the *City of Toronto Act, 2006*, the Yonge-Dundas Square Board of Management is a city board and City Council determines its mandate and structure. The Board of Management manages the Yonge-Dundas Square as a business venture in partnership with the City of Toronto and the local business and residential communities, including the Downtown Yonge Business Improvement Area. The Board of Management manages, operates, controls and maintains the activities of the Square on behalf of City Council as an outdoor public space. Its objectives include:

- creation of a unique focal point in the downtown core to promote economic development activities and contribute to the cultural vitality of the community;
- provision of a balance of commercial and community programming which will appeal to local business and residents, and also provide city-wide attractions to Torontonians and visitors alike; and
- promotion of a high quality of life in a safe, secure and liveable downtown.

Board Size and Composition

The Board of Management consists of 15 members and is composed of:

- the Council Member for Ward 27, Toronto Centre-Rosedale;
- 5 citizen members;
- 2 members of the Downtown Yonge BIA nominated by the BIA;
- 1 member nominated by Ryerson University;
- 1 member nominated by a local resident's association;
- 1 member nominated by the Corporation of Massey Hall and Roy Thompson Hall;
- 1 employee of the Toronto Parking Authority (ex-officio, no voting rights);
- 1 employee of the Toronto Police Service (ex-officio, no voting rights); and
- 2 City Staff (ex-officio, no voting rights).

Chair and Vice-Chair

City Council appoints the Chair of the Board of Management. The Board elects a Vice-Chair from amongst its members.

Eligibility Requirements

Citizens are eligible for appointment to the Board of Management, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Qualifications

Nominating panels and interest groups are encouraged to recommend candidates for the Board of Management that collectively possess:

- good communication, decision making and interpersonal skills;
- ability to work with people with diverse interests;
- sound finance and administrative skills;
- knowledge of economic and community development; and
- interest in the complexities and challenges of city building in Toronto.

Appointments Process – Citizen Members

Citizen members of the Board (citizen members at-large) 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.

Appointments Process – Interest Group Nominees

For all citizen members nominated by designated interest groups, all nominations are forwarded to the Toronto-East York Community Council for recommendation to City Council for approval.

Meetings

The Board meets at least seven times a year at City Hall, or as determined by the Board. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

No remuneration is paid to Board members.

Business Improvement Areas (BIAs) – Board Governance Structure

Mandate and Responsibilities

A Business Improvement Area (BIA) is an association of commercial and industrial property owners and business tenants within a specified district who join together with official approval of the City in a self-help program aimed at stimulating business and improve economic vitality. BIAs are a catalyst for civic improvement and significant contributors to the City's economy and quality of life.

A BIA is operated by a volunteer Board of Management. Under the *City of Toronto Act, 2006*, City Council has constituted the BIA Boards of Management as city boards. Among their responsibilities, BIA Boards of Management:

- oversee the improvement, beautification and maintenance of City-owned land, buildings and structures beyond City standard levels;
- promote the BIA as a business, employment, tourist or shopping area;
- undertake safety and security initiatives; and
- prepare strategic plans to address BIA issues.

Board Size and Composition

The size of each Board of Management, and the number of citizen members and Council members on each BIA Board, is set out in the City of Toronto Municipal Code, Chapter 19, Business Improvement Areas.

Eligibility Requirements

All commercial or industrial property owners and commercial or industrial property tenants within the specified district for a BIA, or the designate of the owners or tenants, may stand for nomination to the Board of Management of that BIA, and the standard residency requirement does not apply. A maximum of 20 percent of the Board may be non-members of the BIA, if the non-members are nominated by a member of the BIA.

Citizens are eligible for appointment to the **Board**, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy, with the exception of the residency requirement.

Appointments Process – BIA Member Election

Citizen members of the Board are elected at the Annual General Meeting of members of the BIA. The names of elected nominees are recommended to the Community Council, within whose geographic area the BIA is located, for appointment. If a BIA is located in the geographic area of more than one Community Council, the names of elected nominees are recommended to City Council for appointment.

City Council or Community Council under delegated authority may refuse to appoint a person elected by members of a BIA, in which case City Council or the Community

Council, as the case may be, may leave the position vacant, appoint another person (who is not required to be a member of the BIA) or direct that a meeting of the members of the BIA or the Board be held to elect or select another candidate for Council's or Community Council's consideration.

Meetings

Board meetings are held at least 4 times a year, including the annual general meeting with the members.

Remuneration

No remuneration is paid to members on the Boards of Management.

Arena Boards – Board Governance Structure

Mandate and Responsibilities

There are eight City indoor ice arenas operated by a Board of Management. Under the *City of Toronto Act, 2006*, the Arena Boards of Management are city boards and City Council determines their mandate and structure.

The Arena Boards were established by the former City of Toronto and Borough of East York as a means of engaging the local community in the decision making for managing these facilities. The mandate of the Arena Boards includes:

- providing safe, full and equitable access to high quality indoor ice sport recreational facilities and where applicable other recreational facilities (e.g. community rooms, banquet halls); and
- allocating the use of the facility in a fair and equitable manner among local neighbourhood citizens and organizations and user groups, while bearing in mind the need to generate sufficient revenue to operate the facility at the lowest reasonable cost to the City of Toronto and its residents.

In February 2010, City Council made changes to ice allocation practices in City arenas operated by Arena Boards:

- the General Manager, Parks Forestry and Recreation will forward to the Arena Boards of Management all applications for ice time at their locations together with the total hours each applicant is entitled to on a City-wide basis;
- Arena Boards are to develop proposed ice allocation schedules based on the applications received and consistent with the targets and requirements set-out in the City's Ice Allocation Policy and the objectives of the Relationship Framework; and
- as appropriate, the Arena Boards are to negotiate with other Arena Boards and City staff, and subject to informing and consulting with the applicants, finalize their allocation schedules for approval by the General Manager, Parks, Forestry and Recreation.

Board Size and Composition

1. George Bell Arena

The George Bell Arena Board of Management consists of 12 members and is composed of:

- the Council Member for Ward 11;
- 10 citizen members; and
- 1 non-voting staff member from the Parks, Forestry and Recreation Division.

2. Larry Grossman Forest Hill Memorial Arena

The Larry Grossman Forest Hill Memorial Arena Board of Management consists of

10 members and is composed of:

- 2 Council Members, one of whom is the Council Member for Ward 16;
- 7 citizen members, one of whom may be nominated by the Forest Hill Hockey Association; and
- 1 non-voting staff member from the Parks, Forestry and Recreation Division.

3. Leaside Memorial Community Gardens Arena

The Leaside Memorial Community Gardens Arena Board of Management consists of

12 members and is composed of:

- the Council Member for Ward 26;
- 9 citizen members;
- 1 representative from Infrastructure Ontario, for a term or terms commensurate with the duration of the loan from Infrastructure Ontario to the City, who will also sit on the Audit/Finance Committee of the Board; and
- 1 non-voting staff member from the Parks, Forestry and Recreation Division.

4. McCormick Playground Arena

The McCormick Playground Arena Board of Management consists of 11 members and is composed of:

- the Council Member for Ward 18;
- 9 citizen members; and
- 1 non-voting staff member from the Parks, Forestry and Recreation Division.

5. Moss Park Arena

The Moss Park Arena Board of Management consists of 11 members and is composed of:

- the Council Member for Ward 27;
- 9 citizen members, one of whom may be nominated by the Central Toronto Skating Club; and
- 1 non-voting staff member from the Parks, Forestry and Recreation Division.

6. North Toronto Memorial Arena

The North Toronto Memorial Arena Board of Management consists of 10 members and is composed of:

- 2 Council Members, one of whom is the Council Member for Ward 16;
- 7 citizen members, 3 of whom may be nominated for consideration as follows:
 - 1 person may be nominated by the North Toronto Skating Club;
 - 1 person may be nominated by the North Toronto Hockey Association;
 - 1 person may be nominated by the adjacent ratepayers' association; and
- 1 non-voting staff member from the Parks, Forestry and Recreation Division.

7. Ted Reeve Community Arena

The Ted Reeve Community Arena Board of Management consists of 12 members and is composed of:

- the Council Member for Ward 32;
- 8 citizen members;
- 1 non-voting staff member from the local Police Services Division;
- 1 non-voting staff member from the Parks, Forestry and Recreation Division; and
- 1 non-voting representative of Sports Centre Design and Management Ltd.

8. William H. Bolton Arena

The William H. Bolton Arena Board of Management consists of 12 members and is composed of:

- the Council Member for Ward 20;
- 10 citizen members; and
- 1 non-voting staff member from the Parks, Forestry and Recreation Division.

Chair and Vice-Chair

The Board of Management elects a Chair, and may elect a Vice-Chair, from amongst its voting members.

Eligibility Requirements

Citizens are eligible for appointment to the **Board of Management**, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Qualifications

Citizen members of the Board of Management should collectively demonstrate a range of qualifications including:

- an interest and commitment to volunteering and community development including an understanding of diverse neighbourhoods;
- a range of skills or experience such as fundraising, financial management, sports facility operation, event planning, amateur and children's sports, law, or marketing;
- a majority of members residing in the local area; and
- demonstrated knowledge of the programs and activities of the arena.

In addition, a youthful perspective, defined as an individual in the 18-30 age range, is a desired qualification for at least one citizen member.

Appointments Process – Citizen Members

Citizen members (citizen members at-large) are recruited through an advertised recruitment process through local media advertising. The appointments process is conducted according to the policies and procedures in the City's Public Appointments Policy. The Community Council considers candidates for appointment to the Board. If the Community Council wishes to make appointments that do not comply with the City Policy, it must forward its recommendations to City Council for approval.

Appointments Process – Interest Group Nominees

On some Boards, positions have been reserved for nominations from specific neighbourhood associations or Arena user groups (interest group nominations). These groups recommend their nominees to the Board, and the Board forwards the nominees for consideration by the Community Council. If the Community Council wishes to make appointments that do not comply with City Policy, it must forward its recommendations to City Council for approval.

Meetings

The Boards are required to meet a minimum of six times a year and at any time at the request of a majority of the members of the Board, or at the call of the Chair. The Boards generally meet monthly, except during the summer months of June, July and August. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

No remuneration is paid to members on the Boards of Management.

Community Centre Boards – Board Governance Structure

Mandate and Responsibilities

There are ten City community centres operated by a Board of Management. Under the *City of Toronto Act, 2006*, the Community Centre Boards of Management are City Boards and City Council determines their mandate and structure.

The Community Centres are multi-purpose facilities providing a broad range of community, recreation and social service programs to local residents through a service delivery model that is a hybrid between an internal City program and an external service organization. The core administrative activities are funded by the City and treated like a regular City service agency; the program component is funded through fees, donations and grants, and is treated like an independent, not-for-profit community-based organization.

The mandate of each Board is to manage and control the premises as a local community centre, and Board responsibilities include the following specific matters:

- the overall management, operation and maintenance of the Community Centre ensuring compliance with applicable laws and City policies and by-laws;
- the overall development, funding and management of all Community Centre programs;
- the approval of the annual administrative budget for recommendation to City Council;
- the approval of the annual report for submission to City Council;
- the approval of all programs including fees for the use of the facilities and programs if applicable;
- the development of resources to support activities, programs and services of the Community Centre;
- the hiring and evaluation of the Community Centre's Executive Director; and
- the approval of the Community Centre's Annual Financial Statements for audit purposes and receiving the report of the Auditor.

Board Size and Composition

1. 519 Church Street Community Centre

The 519 Church Street Community Centre Board of Management consists of 12 members and is composed of:

- the Council Member for Ward 27; and
- 11 citizen members.

In addition, the majority of citizen members of the Board must be residents in the catchment area of the Community Centre.

2. Applegrove Community Complex

The Applegrove Community Complex Board of Management consists of 11 members and is composed of:

- the Council Member for Ward 32; and
- 10 citizen members, one of whom may be nominated for consideration for appointment by the Toronto District School Board.

In addition, the majority of citizen members of the Board must be residents in the catchment area of the Community Centre.

3. Cecil Street Community Centre

The Cecil Street Community Centre Board of Management consists of 12 members and is composed of:

- the Council Member for Ward 20; and
- 11 citizen members.

In addition, the majority of citizen members of the Board must be residents in the catchment area of the Community Centre.

4. Central Eglinton Community Centre

The Central Eglinton Community Centre Board of Management consists of 8 members and is composed of:

- the Council Member for Ward 22; and
- 7 citizen members.

In addition, the majority of citizen members of the Board must be residents in the catchment area of the Community Centre.

5. Community Centre 55

The Community Centre 55 Board of Management consists of 7 members and is composed of:

- the Council Member for Ward 32; and
- 6 citizen members.

In addition, the majority of citizen members of the Board must be residents in the catchment area of the Community Centre.

6. Eastview Neighbourhood Community Centre

The Eastview Neighbourhood Community Centre Board of Management consists of 12 members and is composed of:

- the Council Member for Ward 30; and
- 11 citizen members.

In addition, the majority of citizen members of the Board must be residents in the catchment area of the Community Centre.

7. Waterfront Neighbourhood Centre (formerly Harbourfront Community Centre)

The Waterfront Neighbourhood Centre Board of Management consists of 9 members and is composed of:

- the Council Member for Ward 20; and
- 8 citizen members.

In addition, the majority of citizen members of the Board must be residents in the catchment area of the Community Centre.

8. Ralph Thornton Community Centre

The Ralph Thornton Community Centre Board of Management consists of 13 members and is composed of:

- the Council Member for Ward 30; and
- 12 citizen members.

In addition, the majority of citizen members of the Board must be residents in the catchment area of the Community Centre.

9. Scadding Court Community Centre

The Scadding Court Community Centre Board of Management consists of 14 members and is composed of:

- the Council Member for Ward 20; and
- 13 citizen members, one of whom may be nominated for consideration for appointment by the Toronto District School Board.

In addition, the majority of citizen members of the Board must be residents in the catchment area of the Community Centre.

10. Swansea Town Hall Community Centre

The Swansea Town Hall Community Centre Board of Management consists of 16 members and is composed of:

- the Council Member for Ward 13; and
- 15 citizen members, 6 of whom may be nominated for consideration for appointment as follows:
 - o 1 person may be nominated by the Swansea Horticultural Society;
 - 1 person may be nominated by the Swansea Historical Society;
 - 1 person may be nominated by the Swansea Area Ratepayers Association;
 - 1 person may be nominated by the Swansea Seniors Association;
 - 1 person may be nominated by the Swansea Parks and Recreation Community Centre Advisory Board;
 - 1 person may be nominated by the Board of Directors of the non-profit housing building at 93 Lavinia Avenue; and
 - 9 persons elected by members of the Swansea Town Hall Community Centre.

In addition, the majority of citizen members of the Board must be residents in the catchment area of the Community Centre.

Chair and Vice-Chair

The Board of Management elects a Chair, and may elect a Vice-Chair, from amongst its members.

Eligibility Requirements

Citizens are eligible for appointment to the **Board of Management**, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Qualifications

The majority of citizen members of the Board must be residents in the Community Centre's catchment area.

Community members are encouraged to elect members to the Board who collectively:

- possess an understanding of diverse neighbourhoods and communities within their catchment area;
- reflect the cultural and social diversity of the community;
- have knowledge and understanding of community and public service; and
- possess good communication and decision making skills.

Appointments Process – Interest Group Nominees

On some Boards of Management, certain positions have been reserved for specific organizations to nominate an individual for consideration for appointment (interest group nominations). The organizations submit the name of their nominee to the relevant Community Council for consideration for appointment. If the Community Council wishes to make appointments that do not comply with the City's Public Appointments Policy, it must forward its recommendations to City Council for approval.

Appointments Process – Community Centre Member Election

Citizen members of the Boards of Management are elected at the Annual General Meeting of the members of the Community Centre. The names of elected nominees are recommended to the relevant Community Council for consideration for appointment. If the Community Council wishes to make appointments that do not comply with the City's Public Appointments Policy, it must forward its recommendations to City Council for approval.

Meetings

The Boards of Management usually meet monthly. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

No remuneration is paid to members on the Boards of Management.

Updated: March 31, 2016

Toronto and Region Conservation Authority – Board Governance Structure

Mandate and Responsibilities

The mission of the Toronto and Region Conservation Authority (TRCA) is to work with its partners to ensure that The Living City[™] is built upon a natural foundation of healthy rivers and shorelines, greenspace and biodiversity, and sustainable communities.

Its area of jurisdiction is comprised of nine watersheds and includes the region's river valleys, Lake Ontario shoreline, headwater areas of the Oak Ridges Moraine, and the Niagara Escarpment, as the major resources to which its programs are applied. Since its formation in 1957, the Conservation Authority has developed and delivered programs to further the conservation, restoration, development and management of the natural resources within its watersheds.

The TRCA is the largest landowner (15,000 hectares) in the GTA region, and it makes its lands available to the community for outdoor and conservation education, recreation and historic site purposes.

TRCA is governed by the Ontario Conservation Authorities Act and the Ontario Clean Water Act.

The TRCA is responsible for setting strategic policy and for overseeing the business and affairs of the TRCA. To carry out its responsibilities, the TRCA elects an Executive Committee and a Budget/Advisory Board to make recommendations on specific matters. The TRCA has delegated some of the day-to-day management decisions to its Executive Committee, including the administration of TRCA's Fill, Construction and Alteration to Waterways Regulation.

Board Size and Composition

The TRCA consists of 28 members and is composed of:

- 14 representatives of the City of Toronto appointed by City Council of which 9 are City Councillors and 5 are citizen appointees (advertised recruitment); and
- 14 members representing the Regional Municipalities of Peel, Durham and York, and the Township of Adjala-Tosorontio and the Town of Mono.

Chair and Vice-Chair

The TRCA appoint a Chair and one or more Vice-Chairs from among its members.

Eligibility Requirements

Citizens appointed by the City are eligible for appointment to the Board, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Qualifications

Citizen members should collectively demonstrate:

- broad interest in and knowledge of conservation and the management of natural resources;
- knowledge of the natural resources of the regions under the jurisdiction of the Conservation Authority;
- flexibility in daily activities to permit attendance at meetings, tours, special events and other activities related to the work of the Conservation Authority;
- ability to actively participate in the decision-making process; and
- interest in and ability to be an advocate of Conservation Authority programs, goals and objectives.

Appointments Process – Citizen Members

Citizen members appointed by the City 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.

Meetings

The full Toronto and Region Conservation Authority meets 11 times a year, usually on the fourth Friday of each month. Members also participate in other committees and advisory bodies which may meet 6 to 8 times a year.

Remuneration

\$65.00 per diem.

Remuneration is set and paid by the TRCA.

Administrative Penalties Tribunal – Board Governance Structure

Mandate and Responsibilities

The Administrative Penalty Tribunal was established to provide an independent review of administrative penalties (e.g. parking, licensing, traffic, etc.) that are assessed to individuals. This independent quasi-judicial tribunal reviews the decisions of Screening Officers and has the authority to affirm, reduce, or cancel administrative penalties based on the merits of the case.

The Tribunal is a local board of the City established under the <u>City of Toronto Act, 2006</u> and hearings will be conducted in accordance with the <u>Statutory Powers Procedure Act, 1990</u>.

Administrative Penalty Tribunal public members serve as Hearing Officers and have the following responsibilities:

- Reviewing materials filed with each application they hear;
- Conducting mediations, where appropriate;
- Presiding over hearings and rendering decisions based on the information presented;
- Attending business meetings; and
- Attending training sessions, as required.

In addition to the above responsibilities for public members, the Chair of the Tribunal has the following responsibilities:

- Ensuring that the Tribunal's hearing practices are fair and effective;
- Ensuring quality and consistency of the Tribunal's decisions;
- Acting as the Tribunal's lead representative and spokesperson;
- Obtaining external legal advice, as needed;
- Preparing the Annual Report to Toronto City Council on the Tribunal's activities;
- Chairing the Tribunal's Business Meetings;
- Liaising with City staff on administrative support matters;
- Coordinating member training and professional development; and
- Responding to information- and privacy-related matters respecting the Tribunal.

Each hearing is conducted by one public member/Hearing Officer.

Term of office

The term of office for public members is four years, and public members serve until their successors are appointed.

Board Size and Composition

The Administrative Penalty Tribunal consists of 25 public members who serve as Hearing Officers, one of whom serves as the Chair. City Council appoints the Tribunal's Chair.

Eligibility Criteria

In addition to the eligibility requirements set out in the Public Appointments Policy, public members must satisfy the following additional eligibility requirements:

- Cannot be former Members of Council who served in the immediately preceding term of City Council; and/or
- Cannot act as an agent for applicants before the Administrative Penalty Tribunal and other City administrative tribunals (e.g., the Committee of Adjustment, the Compliance Audit Committee, the Property Standards Committee/Fence Viewers, the Rooming House Licensing Commissioner and Deputy Commissioner, the Sign Variance Committee, the Toronto Licensing Tribunal, the Toronto Local Appeal Body, etc.) and would be required to resign from the Tribunal before doing so; and/or
- Cannot act as agents for applicants or individuals appearing in Provincial Offences Court.

Qualifications

Administrative Penalty Tribunal public members should collectively have the following skills, experience, and expertise:

- Experience in adjudication and mediation;
- Knowledge and experience with the City of Toronto's traffic and parking by-laws;
- Excellent listening skills and the ability to analyze complex information received;
- Sound judgement, tact, fairness, and decorum;
- Ability to write clearly and concisely;
- Demonstrated high ethical standards and integrity;
- Ability to work under pressure to ensure timely hearing decisions; and/or
- Respect for access to justice, diversity, and accommodation.

In addition to the above qualifications for public members, the Chair of the Administrative Penalty Tribunal should bring the following skills, experience, and expertise:

- Demonstrated leadership and administrative skills;
- Highly developed chairing and facilitation skills;
- Demonstrated ability to work effectively with others;
- Knowledge of access to information and privacy legislation; and
- The ability to effectively represent the Tribunal and communicate with Toronto City Council, City committees, the media, and the general public.

Candidates may be required to write a written test to help assess their competencies for the Tribunal.

Meetings

The Administrative Penalty Tribunal's hearings and business meetings will take place during weekdays during business hours. Public members will be required to conduct hearings 2-3 days per week or 6-12 days per month. Hearings are expected to last approximately 7 hours and will begin at 8:30 a.m. and finish at 4:30 p.m.

The Tribunal will meet at a permanent meeting location, which is currently under construction and expected to be ready by December 2017, located at 40 Orchard View Boulevard, just north of Yonge Street and Eglinton Avenue. Initially, the Tribunal will operate in a temporary meeting location which will be identified in the coming weeks.

Remuneration

Administrative Penalty Tribunal public members will receive:

- \$350 per diem for full day hearings or mediations;
- \$250 for half day hearings or mediations;
- \$200 for attending business meetings; and
- \$50 for written decisions including reasons.

In addition to receiving the above remuneration for public members, the Chair will receive \$18,000 annually.

Public members will not be reimbursed for their transportation and parking costs.

Created by City Council in GM18.6, March 28, 2017

Committee of Adjustment – Board Governance Structure

Mandate and Responsibilities

The Committee of Adjustment is a quasi-judicial tribunal that hears applications for minor zoning variances and land severances.

The Committee of Adjustment is a local board of the City established under the *Planning Act.* It conducts itself in accordance with the Statutory Powers Procedure Act, and is also governed by the Toronto Municipal Code, Chapter 4, "Adjustment, Committee of".

The Committee of Adjustment is organized into hearing Panels. To make informed decisions, each Panel member is expected to:

- review materials filed with each application;
- conduct site inspections of the subject property to assess the impacts the proposal may have on the surrounding area;
- attend and participate at all public hearings scheduled for their respective Panels, including a briefing session prior to the actual hearing.
- Panel Chairs are responsible for:
- ensuring fair and timely public hearings;
- addressing matters concerning the operation and conduct of their panel membership; and
- participating as a member of the Panel Chair group to discuss issues affecting the city-wide committee membership.

Members must attend an intensive orientation and training program.

Board Size and Composition

The Committee of Adjustment consists of 28 citizen members organized into Panels corresponding to the Community Council boundaries. There are:

- 5 Panel members in Scarborough (with hearing Panels set at 5);
- 5 Panel members in Etobicoke-York (with hearing Panels set at 5);
- 10 Panel members in North York (with the maximum number of members on hearing Panels set at 5); and
- 10 Panel members in Toronto-East York (with hearing Panels set at 5).

The North York and the Toronto-East York hearing Panels will be scheduled on a rotating basis.

Committee of Adjustment Chair

The Committee of Adjustment elects a City-wide Chair from amongst its members. When the Chair is absent, the Committee may appoint another member to act as Chair.

Panel Chairs

Each Panel elects a Panel Chair from amongst its members.

Eligibility Requirements

Citizens are eligible for appointment to the Committee of Adjustment, and eligible to remain on the Committee of Adjustment after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Former Council Members who served in the immediately preceding term of Council are ineligible for appointment.

A member of the Committee of Adjustment cannot act as an agent for applicants before the Committee, and would be required to resign from the Committee of Adjustment before doing so. Similarly, individuals who are agents for applicants before the Committee of Adjustment are not eligible for appointment to the Committee.

Qualifications

Members of the Committee of Adjustment should collectively bring the following skills and expertise to the Committee:

- demonstrate a strong interest in the complexities and challenges of city building;
- bring an understanding of the diverse neighbourhoods and communities across the city;
- have knowledge in one or more areas of: law, planning, architecture, government, economic development, community development, land development, or citizen advocacy; and
- demonstrate decision-making, communication, and mediation skills to facilitate an open and fair hearing process.

In addition, each Panel should have at least 2 members with adjudication experience and administrative public speaking and organizational skills to be able to chair public hearings and maintain order in conflict situations.

Appointments Process – Citizen Members

Citizen members are recruited through a City-wide advertised recruitment process. The appointments process is conducted according to the policies and procedures in the City's Public Appointments Policy.

Meetings

Public hearings are generally scheduled every two to three weeks depending on the application volume in each District, but may be scheduled more frequently when volumes are high.

Remuneration

Citizen Panel Chairs: \$1,000 annually plus \$350 per hearing attended. Citizen Members: \$350 per hearing attended.

Committee of Revision – Board Governance Structure

Mandate and Responsibilities

The Committee of Revision is a quasi-judicial body established by Council to hear objections before imposing local improvement charges.

Local improvements constructed by a municipality may be charged to property owners whose lands about the constructed work and property owners whose lands do not about the work but will be immediately benefited by it. The local improvement charge or "special assessment" is added to the property tax bill.

The Committee of Revision is a local board of the City. It conducts itself in accordance with the Statutory Powers Procedure Act and is also governed by the Toronto Municipal Code, Chapter 231, "Revision, Committee of".

The Committee of Revision is responsible for:

- hearing objections against proposed charges and special assessments for local improvements;
- reviewing proposed charges and special assessments for local improvements and making corrections in certain circumstances; and
- other matters as described in Regulation 596/06 under the *City of Toronto Act, 2006.*

Board Size and Composition

The Committee of Revision consists of 5 members and is composed of:

- the Deputy Mayor; and
- the four Community Council Chairs.

Chair

The Committee of Revision appoints a Chair from among its members.

Meetings

The Committee of Revision holds hearings about objections against local improvements as required.

Remuneration

No remuneration is paid to Board members.

Compliance Audit Committee – Board Governance Structure

Mandate and Responsibilities

The Compliance Audit Committee is a local board of the City that receives and makes decisions on applications for compliance audits of candidates' municipal election campaign finances and any by-elections during Council's term. The powers and functions of the committee are pursuant to the *Municipal Elections Act, 1996*.

An elector, who is entitled to vote in an election and believes on reasonable grounds that a candidate has contravened a provision of the *Municipal Elections Act, 1996* relating to election campaign finances, may apply for a compliance audit of the candidate's campaign finances.

An application for a compliance audit shall be made to the Clerk. This application shall be in writing and shall set out the reasons for the elector's belief within 90 days after the candidate's financial filing date.

Under amendments to the *Municipal Elections Act, 1996*, an outgoing City Council is required to establish a compliance audit committee before October 1 of an election year to address election financing complaints received after an election.

The Compliance Audit Committee conducts itself in accordance with a procedures bylaw and is also governed by sections 81 and 81.1 of the *Municipal Elections Act, 1996*. Meetings of the committee are to be conducted in accordance with the open meeting provisions as set out in section 190 of the *City of Toronto Act, 2006*.

The Compliance Audit Committee is responsible for performing the functions relating to the compliance audit application process as outlined in the Act. These functions include:

- considering a compliance audit application received from an elector and deciding whether it should be granted or rejected;
- appointing an auditor, if the application is granted;
- receiving the auditor's report;
- considering the auditor's report and deciding whether legal proceedings should be commenced; and
- determining whether to recover the costs of conducting the compliance audit from the applicant if the auditor's report indicates there were no apparent contraventions and if there were no reasonable grounds for the application.

Board Size and Composition

The Compliance Audit Committee consists of 3 citizen members. City Council also appoints 2 alternate members whose appointments only take effect upon a vacancy on the committee during its term.

Chair

The Compliance Audit Committee elects a Chair from amongst its members.

Eligibility Requirements

Citizens are eligible for appointment to the Compliance Audit **Committee**, and eligible to remain on the Compliance Audit **Committee** after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Under the *Municipal Elections Act, 1996*, the following individuals are ineligible for an appointment to the committee:

- employees or officers of the City; or
- members of City Council; or
- any persons who are candidates in the election for which the committee is established.

Any person appointed must agree in writing that he or she will not provide advice to, prepare or audit the election financial statements of any candidate for office on Toronto City Council or become a candidate in the municipal election and any by-elections during the term of Council that corresponds to the term of the committee.

Qualifications

Compliance Audit Committee members should collectively represent a range of expertise and be accomplished in the following areas:

- accounting and auditing accountants or auditors with experience in preparing or auditing the financial statements of municipal candidates;
- academic college or university professors with expertise in political science or local government administration;
- legal; and
- other individuals with knowledge of the campaign financing rules of the *Municipal Elections Act, 1996.*

Appointments Process – Citizen Members

Citizen members 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.

Meetings

The Compliance Audit Committee meetings are scheduled as needed when a compliance audit application is received.

Remuneration

Citizen Members: \$350 per diem for attendance at meetings.

Property Standards Committee – Board Governance Structure

Mandate and Responsibilities

The Property Standards Committee is a quasi-judicial body that hears appeals to orders issued by City Property Standards Officers for violations of certain Ontario Building Code and municipal by-law standards for residential, multiple residential and commercial properties.

The committee is a local board of the City. It conducts itself in accordance with the Statutory Powers Procedure Act, and is also governed by the Toronto Municipal Code, Chapter 629, "Property Standards".

The Property Standards Committee is organized into hearing Panels. Members conduct hearings and review reports prior to the hearings. Members are also required to attend an initial meeting as a full committee in order to appoint a City-wide chair and a chair for each panel.

Committee members may also be called upon to serve as Fence Viewers, under the authority of the *Line Fences Act, 1990*, to arbitrate fence disputes between property owners (i.e., constructing, re-constructing or repairing). Fence viewers may hear evidence under oath.

Board Size and Composition

The Property Standards Committee consists of 16 citizen members organized into four hearing Panels corresponding to the Community Council boundaries.

Property Standards Committee Chair

The Property Standards Committee elects a City-wide Chair from among its members.

Panel Chairs

Each Panel elects a Panel Chair from among its members.

Eligibility Requirements

Citizens are eligible for appointment to the Property Standards Committee, and eligible to remain on the Property Standards Committee after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Members may not act as an agent for any appellant before the Property Standards Committee.

Former Council members who served in the immediately preceding term of Council are ineligible for appointment.

Qualifications

Members of the Property Standards Committee are to:

- bring an understanding of the diverse neighbourhoods and communities across the City;
- have a concern for the health and safety of City residents;
- have an understanding of the Building Code Act; Municipal Code Chapter 629, Property Standards; building practices and tribunal processes;
- have a clear understanding of the role of the Property Standards Committee;
- if possible, have previous experience as a member of a decision-making body; and
- be able to read and understand building plans, surveys and reports.

Appointments Process – Citizen Members

Citizen members are recruited through a City-wide advertised recruitment process. The appointments process is conducted according to the policies and procedures in the City's Public Appointments Policy.

Meetings

Hearing Panels typically hold public meetings 10 times a year at the Etobicoke, Toronto, Scarborough and North York Civic Centres where the Municipal Licensing and Standards offices for the area are located.

Meetings of Fence Viewers are held infrequently when required.

Remuneration

City-wide Chair: \$500 annual payment plus \$125 for each hearing day attended.

Members: \$125 for each hearing day attended.

Members who serve as fence viewers are paid an hourly rate of \$30 per hour.

Rooming House Licensing Commissioner and Deputy Commissioner – Governance Structure

Mandate and Responsibilities

The Rooming House Licensing Commissioner and Deputy Commissioner are quasijudicial positions which consider applications for new licences and the renewal of existing licences for rooming houses located within the geographic area of the old City of Toronto. Currently, there are more than 500 rooming house licences in effect in the former City of Toronto.

The authorities and responsibilities delegated to the Commissioner and Deputy Commissioner are outlined in Chapter 285, 'Rooming Houses', of the Municipal Code for the former City of Toronto. They have been delegated any of the powers of Council with respect to licence issuing, suspension, renewal or revocation of any rooming house licence in the former City of Toronto, including the imposition of conditions upon the owner prior to and as a condition of, the issuance, suspension, renewal or revocation of the license.

Board Size and Composition

Two members of the public are appointed as Rooming House Licensing Commissioner and Deputy Rooming House Licensing Commissioner.

Eligibility Requirements

Citizens are eligible for appointment, and eligible to remain appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Former Council Members who served in the immediately preceding term of Council are ineligible for appointment.

Qualifications

In addition to the general eligibility requirements set out in the Public Appointments Policy, appointees are to have:

- a good understanding of the Rooming House Licensing By-law, other relevant by-laws and provincial legislation and the Statutory Powers Procedure Act;
- familiarity with the concepts of natural justice/fairness;
- excellent listening skills, open-mindedness, sound judgement, and tact;
- ability to mediate;
- ability to organize and analyze evidence (written and oral);
- demonstrated ability to write a clear, well-reasoned decision that takes into account the evidence, the submissions, the law and policy;
- a commitment to public service and to uphold a high standard of ethics;
- good interpersonal skills, including the ability to work in a team;
- the ability to work under time pressures;
- flexible work schedule to allow attendance at hearings; and
- willing and available to attend training programs once appointed.

Rooming House Licensing Commissioner - Governance Structure

Appointments Process – Citizen Members

Citizen members 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.

Meetings

Approximately 15 to 25 hearings are held in a year.

Remuneration

Citizen Members: \$230 for each hearing attended, up to a maximum remuneration of \$8,050 per year.

Sign Variance Committee – Board Governance Structure

Mandate and Responsibilities

The Sign Variance Committee is a city board that hears appeals of the Chief Building Official's decisions on variance applications for first party signs and makes decisions on variance applications for third party signs.

The Sign Variance Committee conducts itself in accordance with a procedures by-law and is also governed by the provisions of Toronto's Municipal Code, Chapter 694 - Signs, General.

In addition to participating as a member of the Sign Variance Committee, the Chair is responsible for:

- ensuring fair and timely public meetings; and
- addressing matters concerning the operation and conduct of the members.

Members must attend an orientation and training program.

Board Size and Composition

The Sign Variance Committee consists of 5 citizen members.

Chair

City Council appoints the Chair of the Sign Variance Committee.

Eligibility Requirements

Citizens are eligible for appointment, and eligible to remain on the Sign Variance Committee after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

A member cannot act as an agent for parties before the Sign Variance Committee.

Members are ineligible for appointment to the Sign Variance Committee if:

- they are an owner, employee or agent of an advertising, communications or media relations agency;
- they are an owner, employee or agent or of a business which owns, controls or has shares in a media outlet; or
- they are a former Council Member who served in the immediately preceding term of Council.

Qualifications

Members should collectively bring the following skills and expertise to the Sign Variance Committee:

- demonstrate a strong interest in the complexities and challenges of city building;
- bring an understanding of the diverse neighbourhoods and communities across the city;
- have knowledge in one or more areas of: law, planning, architecture, government, economic development, community development, land development, or citizen advocacy;
- demonstrate decision-making, communication, and mediation skills to facilitate an open and fair meeting process; and
- at least 3 members should have adjudication experience and 2 members should have public speaking and organization skills to be able to chair public meetings and maintain order in conflict situations.

Appointments Process – Citizen Members

Citizen members 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.

Meetings

Public hearings are generally scheduled every 4 weeks depending on the application volume.

Remuneration

Citizen Chair: \$750 annually plus \$250 per hearing attended.

Citizen Members: \$250 per hearing attended.

Toronto Licensing Tribunal – Board Governance Structure

Mandate and Responsibilities

The Toronto Licensing Tribunal is a quasi-judicial body that operates independently of the licensing and enforcement functions performed by City staff. Municipal Licensing and Standards (ML&S) staff administer and issue licences in accordance with City bylaws and thresholds established by City Council.

The Tribunal considers matters where the holder of a licence has violated certain threshold conditions. It also considers matters where an applicant disagrees with an ML&S decision. City lawyers prepare the case for the City in cooperation with ML&S staff, and present the City's case at the hearing. Applicants or licensees may also be represented by their own legal counsel at the hearings.

The Tribunal is a local board of the City. It conducts itself in accordance with the Statutory Powers Procedure Act, and is also governed by the Toronto Municipal Code, Chapter 545, Licensing, and a Council-approved Relationship Framework sets out Council's delegation of authority, expectations and requirements for the Toronto Licensing Tribunal.

Tribunal members are organized into hearing Panels of three members to hear individual cases. The Panel Chair documents the panel's decision in writing in a form that restates the salient evidence given at the hearing, provides a clear rationale for the decision, and references the bylaw articles applied.

This position requires a commitment from each member to spend the time needed for preparation and in-depth hearings. A single matter may require hearing testimony from not only the applicant or licensee, but also from a number of civilian and City staff witnesses, all of which is done under oath and is subject to cross-examination.

Duties of the Tribunal Chair include:

- management of the hearing process including assignment of panels and oversight of the adjudicative process;
- attending hearings when required;
- review of decision documentation for consistency;
- liaison with the City regarding both administration and policy issues;
- ensuring that members attend the prescribed training program, and seek training opportunities for members to foster their adjudicative skills on an ongoing basis; and
- representation of the Tribunal in the media and at public events.

Board Size and Composition

The Toronto Licensing Tribunal consists of 7 citizen members. The Tribunal is organized into two hearing Panels of 3 members each on a rotating basis.

Tribunal Chair

City Council appoints the Chair of the Toronto Licensing Tribunal.

Eligibility Requirements

Citizens are eligible for appointment, and eligible to remain on the Toronto Licensing Tribunal after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

All new members of the Tribunal are required to successfully complete a 5 day SOAR (Society of Ontario Arbitrators and Regulators) training program within 6 months of being appointed, unless they have completed the program prior to being appointed.

Individuals are ineligible if they are current City licence-holders or are engaged in the business of a corporate licence-holder or do not pass the required written test.

Former Council Members who served in the immediately preceding term of Council are ineligible for appointment.

Qualifications

Toronto Licensing Tribunal members must demonstrate:

- an understanding of the Toronto Licensing Tribunal's mandate;
- an understanding of the Licensing By-law and the Statutory Powers Procedure Act;
- understanding of a field related to business licensing and sensitivity to the various interests and issues;
- familiarity with the concepts of natural justice and fairness;
- excellent listening skills, open-mindedness, sound judgement, and tact and the ability to mediate;
- ability to organize and analyze written and oral evidence;
- demonstrated ability to write a clear, well-reasoned decision that takes into account the evidence, the submissions, the law, and policy;
- a commitment to public service and to upholding a high standard of ethics;
- good interpersonal skills, including the ability to work in a team;
- the ability to work under time pressures;
- flexible work schedule to allow attendance at hearings and business meetings; and
- willing and available to attend training programs once appointed.

Appointments Process – Citizen Members

Citizen members are recruited through a City-wide advertised recruitment process. The appointments process is conducted according to the policies and procedures in the City's Public Appointments Policy.

Meetings

Public hearings are held weekly on Thursdays by rotating panels of three members. Occasionally, there are special hearings and multi-day hearings.

The Tribunal is also required to hold two or more business meetings in a calendar year of the full Tribunal. Tribunal members are expected to attend these periodic business meetings of all Tribunal members to discuss their decision making protocols, issues that need to be brought to the attention of the City, and the content of their annual report.

Remuneration

Citizen Chair: annual honorarium of \$18,000 plus a \$350 per diem for attendance at business meetings and required training days.

Citizen Members: a \$350 per diem for attending hearings, business meetings and required training days, plus a \$50 fee for each written decision for any member (other than the Chair) who prepares and submits written decisions with reasons (excludes settlement decisions).

Toronto Local Appeal Body – Board Governance Structure

Mandate and Responsibilities

Mandate

The Toronto Local Appeal Body (TLAB) is an independent quasi-judicial tribunal that hears appeals of Committee of Adjustment decisions for minor zoning variances and land severances (consents).

The TLAB is a local board of the City established under the *Planning Act* and the *City of Toronto Act, 2006.* The TLAB assumes all the powers and authority of the Ontario Municipal Board for hearing appeals to Committee of Adjustments decisions for minor variance and consent applications. TLAB hearings will be conducted in accordance with the *Statutory Powers Procedure Act*.

Member Responsibilities

TLAB members are responsible to:

- Review materials filed with each application they hear;
- Conduct site inspections of the subject property to assess the impacts the proposal may have on the surrounding area;
- Conduct mediations;
- Preside over hearings and render a written decision based on the evidence presented;
- Attend business meetings of the Toronto Local Appeal Body; and
- Attend training sessions.

Chair Responsibilities

In addition to the member responsibilities identified in Section 2, the Chair of the Toronto Local Appeal Body is responsible to:

- Ensure that hearing practices of the Toronto Local Appeal Body are fair and effective;
- Ensure quality and consistency of Toronto Local Appeal Body decisions;
- Act as the lead representative and spokesperson for the Toronto Local Appeal Body;
- Obtain external legal advice as needed;
- Prepare the Annual Report to City Council on the Toronto Local Appeal Body activities;
- Chair the Business Meetings of the Toronto Local Appeal Body;
- Liaise with City staff on administrative support matters;
- Coordinate member training and professional development; and
- Lead the response to information and privacy related matters respecting the Toronto Local Appeal Body.

Board Size and Composition

The Toronto Local Appeal Body consists of seven members, including a Chair. Each hearing is conducted by one member.

Tribunal Chair

City Council appoints the Chair of the Toronto Local Appeal Body.

Eligibility Requirements

Citizen members are eligible for appointment to the Toronto Local Appeal Body, and eligible to remain on the Toronto Local Appeal Body after appointed, if they satisfy the eligibility requirements for appointment as set out in the City's *Public Appointments Policy*. Former Council Members who served in the immediately preceding term of Council are ineligible for appointment.

The TLAB members will be required to meet the eligibility requirements pursuant to the *City of Toronto Act, 2006.* The Act provides that the City shall not appoint a City employee, Member of City Council, a land division committee, or member of a committee of adjustment or planning advisory committee member to the Toronto Local Appeal Body.

A member of the Toronto Local Appeal Body cannot act as an agent for applicants before the Committee of Adjustment, Toronto Local Appeal Body and other City administrative tribunals and would be required to resign from the Toronto Local Appeal Body before doing so. Individuals who act as agents for applicants are not eligible for appointment.

Member Qualifications

Toronto Local Appeal Body members shall have the following skills and expertise:

- Experience in adjudication and mediation;
- Knowledge and experience with land use planning and planning law;
- Excellent listening skills and ability to analyze complex evidence;
- Sound judgement, tact, fairness and decorum;
- Ability to write clearly and concisely;
- Demonstrated high ethical standards and integrity;
- Ability to work under pressure to ensure timely hearing decisions; and
- Respect for access to justice, diversity and accommodation.

Chair Qualifications

In addition to Member Qualifications the Chair shall also exhibit

- Demonstrated leadership and administrative skills;
- Highly developed chairing and facilitation skills;
- Demonstrated ability to work effectively with others;
- Knowledge of access to information and privacy legislation; and
- The ability to effectively represent the Toronto Local Appeal Body and communicate with City Council, City committees, the media and the general public.

Citizen Appointments Process

The Chair and the Members are recruited through the following process. Applicants will need to indicate whether they are applying for recruitment as a member or as Chair. City Council, on the recommendation of the Civic Appointments Committee, will approve the selection of a Local Appeal Body Nominating Panel of three citizens and their Terms of Reference. The Nominating Panel will review applications, determine which candidates are to be interviewed, conduct the interviews and assessments, and make a recommendation to City Council on which members and a Chair should be appointed to the Toronto Local Appeal Body.

A search consultant may be used to recruit applicants for the Member and Chair positions. The City Clerk may administer a written test to help assess the competencies of the candidates to be used by the Nominating Panel.

Hearings

Hearings are subject to notification requirements of the *Planning Act* and any Procedure By-law requirements that the Toronto Local Appeal Body may adopt. Hearings are open to the public.

Remuneration for Members

\$500 per diem for full day hearing or mediation

\$250 for a 1/2 day hearing or mediation

\$200 for a written decision

\$200 for attendance at a business meeting

Chair

In addition to receiving the remuneration for a member, the Chair shall receive \$60,000 annually for performing their duties as Chair.

Eligibility Requirements

In addition to the general eligibility requirements set out in the Public Appointments Policy, members of the Toronto Local Appeal body must meet these criteria:

- Cannot be a member of Toronto's Committee of Adjustment, a land division committee, or planning advisory committee member;
- Former Members of Council who served in the immediately preceding term of Council are ineligible for appointment; and
- Members cannot act as agents for applicants before the Committee of Adjustment, Toronto Local Appeal Body and other City administrative tribunals and would be required to resign from the TLAB before doing so.

Established March 29, 2017, effective May 3, 2016

Build Toronto – Board Governance Structure

Mandate and Responsibilities

In October 2008, City Council approved the establishment of Build Toronto Inc. under the authority of the *City of Toronto Act, 2006* and Ontario Regulation 609/06. Build Toronto is incorporated under the *Business Corporations Act* (Ontario), with the City of Toronto as its sole shareholder. The mandate of Build Toronto is to unlock the value in under-utilized lands and use the available land base of the City and its agencies to attract targeted industries, stimulate the creation of desirable employment, and regenerate neighbourhoods.

The Board of Directors is responsible for supervising the management of the business and affairs of Build Toronto, including the following specific activities:

- developing City and City agency surplus lands and excess real estate with development potential;
- working with other sectors in urban regeneration;
- remediating brownfields;
- catalyst development;
- recommending to the City optimal use of City real estate holdings; and
- using financial incentive tools as provided by the City.

"Developing" is intended to imply a wide range of activities focused on unlocking value including acquisition and disposition of properties, project management, financing, environmental remediation, planning and rezoning and joint ventures with other private and public sector organizations.

Board Size and Composition

The Board of Directors consists of 11 members and is composed of:

- the Mayor, or a Council Member who the Mayor recommends as a designate and is appointed by City Council;
- the Chair of Economic Development Committee;
- the Chair of Planning and Growth Management Committee; and
- 8 citizen members.

Chair and Vice-Chair

The Mayor is the Chair except where a Mayor's designate is appointed in which case the Mayor's designate is the Vice-Chair and City Council appoints one of the citizen members as the Chair.

Eligibility Requirements

Citizens are eligible for appointment to the Board of Directors, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Qualifications

Citizen members of the Board of Directors should collectively demonstrate a range of qualifications including:

- real estate law;
- planning and development;
- capital financing;
- environmental remediation; and
- construction.

In addition, at least one member must have financial management expertise.

Appointments Process – Citizen Members

Citizen members 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 by a Corporation Nominating Panel appointed by the Mayor. A search consultant may be engaged to assist the Panel during the process.

Meetings

Board meetings are approximately every month or at the call of the Chair. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

Citizen Chair: \$40,000 annual retainer (no meeting fees).

Citizen Vice-Chair, if the Mayor is Chair: \$30,000 annual retainer (no meeting fees).

Citizen Vice-Chair, if a Citizen is Chair: same remuneration as for a Citizen Member.

Citizen Member: \$5,000 annual retainer plus \$500 per meeting fee, up to a maximum total annual remuneration of \$15,000.

No remuneration is paid to Council Members on the Board.

Casa Loma – Board Governance Structure

Mandate and Responsibilities

Casa Loma Corporation was established by City Council in June 2011 under the authority of Section 148 of the *City of Toronto Act, 2006* and Ontario Regulation 609/06. Casa Loma Corporation is incorporated under the *Business Corporations Act* (Ontario), with the City of Toronto as its sole shareholder. The mandate of the Corporation is to manage the day-to-day operations of Casa Loma and ensure operations are stabilized so a future direction can be established by the City.

The Board of Directors is responsible for supervising the management of the business and affairs of the Corporation, including the following specific activities:

- management of the day to day operations of Casa Loma;
- marketing;
- financial administration including budgeting;
- management of third party contracts for matters such as catering, security, parking and caretaking;
- retention and hiring of staff, including senior staff; and
- stabilization and incremental improvements to the interior features and programming.

Board Size and Composition

The Board of Directors consists of 5 members who are appointed to serve by virtue of their positions:

- the General Manager of Economic Development and Culture or their designate;
- the Chief Corporate Officer or their designate;
- the Deputy City Manager and Chief Financial Officer or their designate;
- the Director of Museum and Heritage Services or their designate; and
- the Chief Executive Officer of Exhibition Place.

Chair

The General Manager of Economic Development and Culture, or their designate, is the Chair of the Board. If the Chair is not present at a Board meeting, a chair will be chosen for that meeting from amongst the Directors present.

Meetings

The Board meets about every two months or at the call of the Chair. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

No remuneration is paid to Board members.

Invest Toronto – Board Governance Structure

Mandate and Responsibilities

In October 2008, City Council approved the establishment of Invest Toronto Inc. under the authority of the *City of Toronto Act, 2006* and Ontario Regulation 609/06. Invest Toronto is incorporated under the *Business Corporations Act* (Ontario), with the City of Toronto as its sole shareholder. The mandate of Invest Toronto is to engage the private sector in marketing and promotion activities to increase business investment and create desirable jobs in Toronto.

The Board of Directors is responsible for supervising the management of the business and affairs of Invest Toronto, including the following specific activities:

- promotion and advertising for business investment in targeted industries;
- organizing trade missions;
- coordinating with other orders of government; and
- referring investors to Build Toronto.

Board Size and Composition

The Board of Directors consists of 3 members for a term of office ending the earlier of November 30, 2018 or the dissolution of the Corporation:

- the Chair of the Economic Development Committee;
- 2 public members

Chair and Vice-Chair

The Chair of the Board is the Chair of the Economic Development Committee.

The Board elects the Vice-Chair.

Eligibility Requirements

Citizens are eligible for appointment to the Board of Directors, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Qualifications

Citizen members of the Board of Directors should collectively demonstrate a range of qualifications including:

- international business;
- academics;
- marketing;
- government relations; and
- labour, tourism or other marketing linkages.

In addition, at least one member must have financial management expertise.

Appointments Process – Citizen Members

Citizen members 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 by a Corporation Nominating Panel appointed by the Mayor. A search consultant may be engaged to assist the Panel during the process.

Meetings

The Board determines its meeting schedule at the start of each year.

Remuneration

Citizen Vice-Chair: \$15,000 annual retainer (no meeting fees).

No remuneration is paid to other Board members or to the City Councillor for service on the Board.

Updated: City Council; In Item EX26.9, July 4, 5, 6 &7, 2017

Lakeshore Arena – Board Governance Structure

Mandate and Responsibilities

The Lakeshore Arena Corporation was established by City Council in July 2011 under the authority of Section 148 of the *City of Toronto Act, 2006* and Ontario Regulation 609/06. Lakeshore Arena Corporation is incorporated under the *Business Corporations Act* (Ontario), with the City of Toronto as its sole shareholder. The mandate of the Corporation is to assume the leasehold interest in the Arena previously held by Lakeshore Lions Arena Inc. and the various debt obligations associated with the construction of the Arena, in order to stabilize and operate the facility over until a future direction for the Arena can be established by the City.

The Board of Directors is responsible for supervising the management of the business and affairs of the Corporation, including the following specific activities:

- stabilizing operations and funding seasonal working capital shortfalls;
- maintaining arena staff, and continuity of service to arena customers and tenants;
- avoiding default and eliminating further increases in debt servicing costs by discharging floating rate debt facilities and assuming the loan on an interim basis;
- recruiting citizen members for the board of this municipal services corporation with expertise in finance, marketing and sports and entertainment
- managing operations for a limited time and identifying and maximizing the revenue potential of the facility;
- identifying options to divest leasehold obligations to an operator with minimal or no loss to the City;
- ensuring City and school board ice time entitlement are maintained; and
- developing a strategy and associated business plan for sustainable, long-term operation of the facility for consideration by City Council.

Board Size and Composition

The Board of Directors consists of 6 members and is composed of:

- the General Manager of Parks, Forestry and Recreation or their designate;
- the Chief Corporate Officer or their designate;
- the Deputy City Manager and Chief Financial Officer or their designate;
- a representative of the tenants of the Corporation, and approved by the shareholder; and
- 2 citizen members.

Chair

The General Manager of Parks, Forestry and Recreation, or their designate, is the Chair of the Board. If the Chair is not present at a Board meeting, a chair will be chosen for that meeting from amongst the Directors present.

Eligibility

Citizens are eligible for appointment to the Board of Directors, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

In addition, no person shall be qualified for election as a Director if he or she:

- is less than 18 years of age;
- is of unsound mind and has been so found by a court in Canada or elsewhere;
- has the status of a bankrupt;
- is neither a resident Canadian or a lawful landed immigrant in Canada; or
- neither resides in the City, nor is the owner or tenant of land in the City.

Qualifications

Citizen members appointed to the **Board of Directors** shall be approved by the shareholder and should have expertise and a background in:

- sports and entertainment;
- finance; or
- marketing.

Appointments Process – Tenant and Citizen Members

City Council, acting as the shareholder, has authorized the Board of Directors of the Corporation to recruit the tenant representative and the citizen members to be appointed to serve as Directors, and report the recommended appointees to City Council for approval. The appointments process is conducted according to the policies and procedures in the City's Public Appointments Policy.

Meetings

The Board generally meets monthly. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

No remuneration is paid to Board members.

Toronto Community Housing – Board Governance Structure

Mandate and Responsibilities

The Toronto Community Housing Corporation (TCH) is incorporated under the *Business Corporations Act* (Ontario), with the City of Toronto as its sole shareholder.

TCH owns and manages a housing portfolio of approximately 58,500 units in over 2,200 buildings in more than 350 communities across Toronto, and is the largest social housing provider operating in Canada. Government funding subsidies for TCH's operations are administered by the City's Shelter, Support and Housing Division acting as the Service Manager under the Housing Services Act, 2011.

The mandate of TCH is to provide affordable and subsidized rental housing in a state of good repair to low and moderate income households in Toronto. In support of this mandate, TCH may engage in the following business activities:

- own or operate rental and affordable ownership housing and provide related services;
- develop new affordable and subsidized rental housing, including revitalization and redevelopment of TCH lands and buildings in partnership with the City and others;
- facilitate the development of affordable ownership housing through the revitalization and redevelopment of TCH lands and buildings in partnership with the City and others;
- develop and operate commercial space and services in support of TCH objectives;
- facilitate services to tenants through other organizations;
- manage an investment program for reserves and borrow funds;
- deliver program related services on behalf of any housing program administrator including management of waiting lists and rent supplement programs;
- create subsidiaries to meet its mandate, and invest in joint ventures to meet its goals, subject to prior consultation with the City Manager; and
- work with residents and the co-operative housing sector to develop options and protocols for the conversion of appropriate TCH buildings to self-managed cooperatives.

The Board of Directors is responsible for supervising the management of the business and affairs of TCH, including the following specific matters:

- establishing annual and long-range strategies and plans consistent with the provisions of the Shareholder Direction;
- establishing policies consistent with the Shareholder Direction, the Social Housing Reform Act, all other applicable legislation, and best practices;
- establishing and maintaining appropriate reserves consistent with sound financial principles and program regulations;

- selecting bankers and other financial institutions and establishing all banking authorities;
- managing and directing all labour and employee-relations matters;
- appointing the officers of TCH, appointing the boards of directors of the subsidiaries and approving Shareholder Directions for the subsidiaries in accordance with City direction;
- ensuring appropriate processes are in place to enable the Board to monitor TCH's compliance with Board policies and decisions and with Shareholder requirements;
- approving and submitting required reports to the Shareholder; and
- maintaining a democratic system of active tenant participation and involvement, including providing a tenant council structure or similar organization.

Board Size and Composition

The Board of Directors consists of 13 members and is composed of:

- the Mayor, or a designate recommended by the Mayor and appointed by City Council;
- 3 Council Members;
- 2 citizen members who are tenant representatives; and
- 7 citizen members.

Chair and Vice-Chair

City Council appoints the Chair of the Board of Directors. The Board elects a Vice-Chair from amongst its members.

Eligibility Requirements

Citizens are eligible for appointment to the Board of Directors, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy, and if they are not a Council Member and not a tenant of Toronto Community Housing.

A member may be removed from the Board by the Shareholder if the member has a conflict of interest that cannot be resolved in any other satisfactory manner or the member engages in activities deemed by the Board to have an adverse impact on their duties as a Board member.

Qualifications

Citizen members of the Board of Directors should collectively represent a range of relevant skills, knowledge and experience, including the following:

- knowledge of the field of social housing;
- housing advocacy or community development;
- land development;
- property management;
- business management;

- corporate governance;
- organizational development;
- labour relations;
- business law; and
- social services for hard to serve tenants.

In addition, at least one Board member must possess financial management expertise.

Tenant members of the Board must also:

- demonstrate some involvement in the community;
- have attended an orientation session on the roles and responsibilities of being a tenant board member; and
- demonstrate a commitment to the values contained in the Toronto Community Housing Corporation's Human Rights, Harassment and Fair Access Policy.

Appointments Process – Tenant Representative Election

The membership-based recruitment method is used to elect the tenant representatives. The election process is developed by tenants, approved by City Council, and supported by TCH. City staff may also observe or support the process. Nominations resulting from the election of tenant representatives by TCH tenants are recommended to City Council for approval.

Appointments Process – Citizen Members

Citizen members 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 by a Corporation Nominating Panel appointed by the Mayor. A search consultant may be engaged to assist the Panel during the process.

Meetings

The Board meets approximately 8 times a year or at the call of the Chair. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

Citizen Chair: \$20,000 annual retainer (no meeting fees).

Citizen Members: \$2,500 annual retainer plus \$500 per Board or Committee meeting, up to a maximum total remuneration of \$10,000.

No remuneration is paid to Council Members on the Board.

Toronto Hydro – Board Governance Structure

Mandate and Responsibilities

Toronto Hydro Corporation is incorporated under the *Business Corporations Act* (Ontario), with the City of Toronto as its sole shareholder. Toronto Hydro is a reporting issuer under the *Securities Act* (Ontario) and is regulated by the Ontario Securities Commission.

Toronto Hydro is a holding company which operates two wholly-owned subsidiaries:

- Toronto Hydro-Electric System Limited is the electricity distribution company which is regulated by the Ontario Energy Board. It is the largest municipal electricity distribution company in Canada and delivers electricity to more than 730,000 residential, commercial and industrial customers primarily in Toronto.
- Toronto Hydro Energy Services Inc. is the energy services company. It provides street lighting services and engages in energy conservation and demand management activities.

The Board of Directors is responsible for supervising the management of the business and affairs of the Corporation, including the following specific matters:

- approving the overall business strategy;
- approving any dividend payment or distribution of capital;
- approving the financing strategy;
- ensuring the Corporation follows the Shareholder Direction;
- appointing the officers of the Corporation;
- appointing the board of directors of the Corporation's subsidiaries; and
- providing strategic direction and corporate and management services to the Corporation's subsidiaries.

Board Size and Composition

The Board of Directors consists of 11 members and is composed of:

- the Mayor, or a Council Member who the Mayor recommends as a designate and is appointed by City Council;
- 2 Council Members; and
- 8 citizen members.

Chair and Vice-Chair

City Council appoints one of the citizen members of the Board to be the Chair. The Board may from time to time appoint a Vice-Chair from amongst its members.

Eligibility Requirements

Citizens are eligible for appointment to the Board of Directors, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy. In addition, citizen members are eligible for appointment to the Board, and eligible to remain on the Board after being appointed, if they:

- satisfy the eligibility requirements under the *Business Corporations Act* (Ontario) and the *Securities Act* (Ontario);
- are residents of Toronto; and
- are not elected officials or employees of the City or any of its agencies or corporations.

Qualifications

Board members should collectively represent a range of expertise including:

- experience on a public utility commission or board of a major corporation or other commercial enterprise;
- experience or knowledge with respect to:
 - o corporate finance;
 - corporate governance;
 - market development;
 - o large system operation and management;
 - urban energy industries;
 - public policy issues and laws relating to Toronto Hydro and the electricity industry;
 - o environmental matters;
 - o labour relations; and
 - o occupational health and safety issues;
- commercial sensitivity and acumen;
- independence of judgement; and
- personal integrity.

In addition, at least three Directors must have financial management expertise.

Appointments Process – Citizen Members

Citizen members 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 by a Corporation Nominating Panel appointed by the Mayor. A search consultant may be engaged to assist the Panel during the process.

Meetings

Approximately quarterly or at the call of the Chair or as determined by the Board.

Remuneration

Citizen Chair: \$75,000 annual retainer (no meeting fees).

Citizen Directors (other than the Chair): maximum aggregate remuneration of \$30,000 based on:

- \$12,500 annual retainer; plus
- \$1,000 for each meeting of the Board attended;
- \$1,000 for each meeting of the board of a subsidiary attended, provided the meeting is other than on a day when there is a meeting of the Board;
- \$1,000 for each meeting of a committee of the Board attended, provided the meeting is other than on a day when there is a meeting of the Board and subject to an aggregate annual maximum of \$5,000 for meetings of committees of the Board.

No remuneration is paid to Council Members on the Board.

Toronto Port Lands – Board Governance Structure

Mandate and Responsibilities

Under the authority of the *City of Toronto Act, 1985*, the City of Toronto Economic Development Corporation (TEDCO) was incorporated in 1986 under the *Business Corporations Act* (Ontario), with the City of Toronto as its sole shareholder. TEDCO was established as a self-financing corporation to pursue real estate development and to promote employment revitalization in Toronto. In August 2009, as requested by City Council, TEDCO was re-branded as Toronto Port Lands Company (TPLC) to better reflect its business in the port area.

TPLC generates revenues for the City by maximizing the value and economic development potential of properties under its management. TPLC continues to fund the City's incubator and commercialization programs and provides funding for Invest Toronto's operations.

TPLC is the largest property owner in the port lands with more than 400 acres in its portfolio. TPLC manages and leases its properties, supports economic development initiatives, has expertise in sustainable and property development, and brownfield remediation. TPLC also retains and creates employment and has environmental stewardship of the port lands.

The Board of Directors is responsible for supervising the business and affairs of TPLC.

Board Size and Composition

The Board of Directors of TPLC consists of 4 City staff members and is composed of:

- the General Manager of Economic Development and Culture;
- the Deputy City Manager and Chief Financial Officer or their designate;
- the Deputy City Manager charged with Waterfront issues or their designate; and
- the Chief Corporate Officer.

Chair

The General Manager of Economic Development and Culture is the Chair.

Meetings

Meetings are held as required. Meetings of the Board, of subsidiaries of the Board, and of committees of such boards, are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006.*

Remuneration

No remuneration is paid to Board members.

Toronto Pan Am Sports Centre – Board Governance Structure

Mandate and Responsibilities

In October 2013, under the authority of the *City of Toronto Act, 2006* and Ontario Regulation 609/06, City Council approved the incorporation of Toronto Pan Am Sports Centre Inc. under the *Business Corporations Act* (Ontario), with the City and the University as equal shareholders.

The mandate of Toronto Pan Am Sports Centre Inc. (TPASC Inc.) is to operate and maintain the Sports Centre on behalf of the City of Toronto and the Governing Council of the University of Toronto, who are the co-owners. The Sports Centre includes an aquatic centre and field house developed for staging the 2015 Pan American and Parapan American Games and subsequently maintained as a legacy facility for use by the City, the University and sports organizations for recreational programming, fitness training and high performance athlete training.

The Board of Directors is responsible for supervising the management of the business and affairs of TPASC Inc. including the following:

- appointing the officers of TPASC Inc. and hiring senior managers;
- ensuring TPASC Inc. operates and is open and accessible to users twelve months of the year generally on a seven-day-a-week basis to maximize its use;
- ensuring TPASC Inc. is maintained in good repair and safe operating condition;
- ensuring TPASC Inc. conducts its operations and affairs in accordance with policies, objectives and directions determined by the Board or the shareholders or co-owners;
- approving business and strategic plans, financial strategies, and operating and capital budgets for TPASC Inc. and ensuring compliance by TPASC Inc.;
- ensuring TPASC Inc. complies with applicable laws and agreements; and
- ensuring that actions or decisions requiring co-owner or shareholder approval are not authorized, undertaken or approved by the Board or by TPASC Inc. without the required prior approval of the co-owners or shareholders.

Board Size and Composition

The Board of Directors consists of 10 members and is composed of:

- 5 Directors appointed by the Governing Council of the University of Toronto; and
- 5 Directors appointed by City Council.

Composition of City of Toronto Appointees

The City of Toronto appointees as Directors of the Board are:

- 2 citizen members;
- The General Manager of Parks, Forestry and Recreations, or their designate;
- the Director of Community Recreation in Parks, Forestry and Recreation; and
- the Deputy City Manager and Chief Financial Officer or their designate;

Chair and Vice-Chair

The Board has a Chair and Vice-Chair, both of whom must be Directors. The term of office of the Chair and Vice-Chair is a maximum of 2 consecutive years.

The right to nominate the Chair and the Vice-Chair alternates between the Shareholders every 2 years. The Chair and the Vice-Chair may not be nominees of the same Shareholder. For the initial 2 year term, the Board shall appoint the Chair and Vice-Chair. The Vice-Chair shall succeed to the office of the Chair upon the expiry of the Chair's term unless the Shareholder who nominated the Vice-Chair otherwise determines. A Shareholder may change its designee as Chair or Vice-Chair, as applicable, within its 2 year nominating period.

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Eligibility Requirements

Citizens are eligible for appointment to the Board of Directors, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Under the *Business Corporations Act* (Ontario), citizen members are ineligible for appointment to the Board if any of the following conditions apply:

- the person is less than 18 years of age;
- the person has been found under the *Substitute Decisions Act, 1992* (Ontario) or the *Mental Health Act* (Ontario) to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere;
- the person is not an individual; and
- the person has the status of a bankrupt.

Citizen members are also ineligible for appointment to the Board if they or their immediate family members currently are, or in the 12 month period prior to an appointment taking effect were, employees, officers, directors or agents, as the case may be:

- of the University of Toronto or members of its Governing Council;
- of TPASC Inc.;
- of licensees, leaseholders or tenants of or at TPASC Inc.;
- of the Legacy Fund Allocations Committee, the Toronto Community Foundation or such other body or organization from time-to-time involved in reviewing or approving allocations from the Legacy Fund; and
- of other Beneficiary Legacy Facilities (other than TPASC Inc.) which are eligible for allocations from the Legacy Fund.

Immediate family members include a child, parent and spouse as defined in the Code of Conduct for Members of Council.

Qualifications

Board members shall, as a whole, have the following qualifications:

- financial management expertise;
- business management and operating expertise;
- corporate governance expertise; and
- a youthful perspective.

At least one of the citizen members appointed by City Council must have financial management expertise.

Appointments Process – Citizen Members

Citizen members 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 by a Corporation Nominating Panel appointed by the Mayor. A search consultant may be engaged to assist the Panel during the process.

Meetings

The Board meets at least once each calendar quarter, and additional meetings may be called by the Chair. Once each calendar year, a meeting of the Board will be open to the public.

Remuneration

No members of the Board receive remuneration. Members may be reimbursed for their reasonable out-of-pocket expenses in attending Board meetings in accordance with a policy approved by the Board.

Waterfront Toronto – Board Governance Structure

Mandate and Responsibilities

Known formally as the Toronto Waterfront Revitalization Corporation, Waterfront Toronto is a partnered corporation of the City of Toronto. Waterfront Toronto was established in 2001 by the Governments of Canada, Ontario and the City of Toronto to oversee and deliver the revitalization of Toronto's waterfront. Waterfront Toronto was continued as a corporation without share capital under the *Toronto Waterfront Revitalization Act, 2002*, as amended. The three governments provided \$500 million each in seed capital for a 25-year mandate to transform 800 hectares (2,000 acres) of brownfield lands on Toronto's waterfront into beautiful, accessible, sustainable mixeduse communities and dynamic public spaces.

As set out in the Act, Waterfront Toronto's objects include:

- implementing a plan that enhances the economic, social and cultural value of the land in the designated waterfront area and creates an accessible and active waterfront for living, working and recreation, and to do so in a fiscally and environmentally responsible manner;
- ensuring that ongoing development in the designated waterfront area can continue in a financially self-sustaining manner;
- promoting and encouraging the involvement of the private sector in the development of the designated waterfront area; and
- encouraging public input into the development of the designated waterfront area.

The Board of Directors is responsible for supervising the management of the business and affairs of Waterfront Toronto.

Board Size and Composition

The Board of Directors may consist of up to 13 members composed of:

- the City of Toronto appoints a maximum of four Directors, one of whom may be an elected official (City Council currently appoints the Mayor or the Mayor's designate);
- the Province of Ontario appoints a maximum of four Directors, one of whom may be an elected official;
- the Government of Canada appoints a maximum of four Directors; and
- the Chair is appointed jointly by the three Governments, and may be one of the Directors appointed by one of the Governments or may be an additional appointee to the Board.

The Board of Directors currently consists of 12 members.

Chair and Vice-Chair

Currently, one of the citizen members appointed by the City is also jointly appointed by the three Governments as the Chair of the Board.

Eligibility Requirements

Citizens are eligible for appointment to the Board of Directors, and eligible to remain on the Board after being appointed, if they satisfy the eligibility requirements for appointment as set out in the City's Public Appointments Policy.

Under the *Toronto Waterfront Revitalization Corporation Act, 2002*, an applicant is ineligible for appointment if he or she is an employee of the Government of Canada or one of its agencies, the Government of Ontario or one of its agencies, or the City of Toronto or a local board of the City.

Qualifications

Board members should have served as a director in the public or private sectors, demonstrating leadership in areas including, but not limited to:

- urban planning and development;
- brown field remediation;
- environmental sustainability;
- economic development;
- development financing;
- human resources; and
- successful implementation of complex business strategies and/or comprehensive city building initiatives that include affordable housing, parks and public spaces, and cultural and recreational facilities.

Board members should also have experience and understanding of public processes and demonstrate understanding of the principles of public accountability, integrity and inclusiveness.

Appointments Process – Citizen Members

Citizen members 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 by a Corporation Nominating Panel appointed by the Mayor. A search consultant may be engaged to assist the Panel during the process.

Meetings

Board meetings are approximately every month or at the call of the Chair. Board meetings are open to the public, except for meetings or parts of meetings where a subject matter is being considered that is set out in section 190 of the *City of Toronto Act, 2006*.

Remuneration

Citizen Chair (Board): \$30,000 annual retainer, plus \$500 per Board and Committee meeting.

Citizen Committee Chairs: \$7,500 annual retainer, plus \$500 per Board and Committee meeting.

Citizen Members: \$5,000 annual retainer, plus \$500 per Board and Committee meeting.

No remuneration is paid to the elected official appointed to the Board by the City.

Updated: June 30, 2015; December 15, 2016