

Terms of Reference St Lawrence Market Precinct Advisory Committee (2019)

1. Purpose

The St. Lawrence Market is a key City owned public asset that is important to the quality of life, economy, and image of Toronto.

The St. Lawrence Market Precinct Advisory Committee (Advisory Committee) is to demonstrate public support and/or be an advocate for the Market Precinct and provide recommendations for specific causes and/or policies to the Director of Real Estate Services (Director) through the Manager of the St. Lawrence Market Complex (Manager) on the mandate, strategic direction, growth, planning, budgeting, and operations of the Market Precinct. This will assist the City in making key management decisions so that the Precinct thrives as a vibrant living landmark that builds connections between people in its world-class public food market and dynamic social spaces.

2. Definitions

St. Lawrence Market Precinct: The St. Lawrence Market Precinct is the area bound by King Street to the North, Market Street to the West, Wilton Street to the South and Jarvis Street to the East. The Precinct therefore contains the South Market, North Market, St. Lawrence Hall, Market Lane Park, the Temporary North Market location at 125 The Esplanade, the office spaces located at 95, 105 & 115 The Esplanade as well as abutting open spaces and sidewalks.

St. Lawrence Market Complex: The St. Lawrence Market Complex consists of the buildings known as the North and South St. Lawrence Market, St. Lawrence Hall, Market Lane Park, the Temporary North Market and abutting pedestrian right-of-way.

3. Mandate and Commitment

The role of the St Lawrence Market Precinct Advisory Committee is to advise City staff on the following elements as they relate to the St Lawrence Market Precinct:

- (a) the long term strategic direction for the St. Lawrence Market Precinct;
- (b) operational improvements to the Market Precinct;
- (c) marketing and events planning and promotion;
- (d) tenant activities and relations
- (e) heritage conservation within the Market Precinct;
- (f) capital projects, including the North Market Revitalization;
- (g) public outreach and consultation;
- (h) partnering opportunities;
- (i) setting of performance goals and benchmarks; and
- (j) other matters regarding the St. Lawrence Market Precinct that the Manager wishes advice on.

Advisory Committee members are required to have a keen, genuine and public-minded interest in the St Lawrence Market Precinct along with a passion for the vibrancy it adds to the city. They need to possess a sense of vision for its potential as an important city place. They need to think strategically. They are also expected to listen to, appreciate and reflect on the views of the other Advisory Committee members and City staff. The members are expected to act respectfully in meetings. The advice and opinions provided by the Committee are not binding on the City but will be carefully considered by City staff in making decisions.

The Manager shall bring all substantive matters to the Advisory Committee where it impacts the operation or future of the Market Precinct. The materials needed to provide sound advice by the Advisory Committee will be provided to them. Notwithstanding this, the Manager will take appropriate actions to protect personal privacy, and protect information that if released would either create a conflict of interest to Advisory Committee members or work against the interests of the City. Advisory Committee members must remove themselves from discussion of any issues which create a conflict of interest or the appearance of a conflict of interest. In such cases, they should declare conflicts of interest at the beginning of the Advisory Committee meeting.

4. Advisory Committee Composition

The St. Lawrence Market Precinct Advisory Committee shall be comprised of 7 stakeholder representatives and 6 skill-based public representatives:

- (a) 1 tenant representative of each of the South Market Tenants' Association, Farmers Market Association, Sunday Antique Market, and St. Lawrence Hall, excluding Heritage Toronto;
- (b) 1 City representative from Heritage Toronto;
- (c) 1 local resident representative from the St Lawrence Neighbourhood Association;
- (d) 1 local business representative from the St Lawrence Market Neighbourhood Business Improvement Area; and
- (e) 6 skill-based public representatives recruited on a citywide basis with expertise in areas such as tourism and hospitality, food service or retailing, marketing, event management or facilities management, environmental management.

The Ward Councillor or a designate from their office is encouraged to participate and to bring their perspectives to the meetings. The Ward Councillor is not a member of the Advisory Committee.

5. Membership Eligibility

The 7 stakeholder representatives must be chosen through their own internal process which is fair, accountable and transparent. The representative must be a member of the stakeholder group.

The 6 skill-based public representatives recruited for their skills and expertise must reside in the City of Toronto.

All members shall be at least 18 years of age. The stakeholder groups may wish to designate an alternate should their representative no longer be able to attend meetings due to life changing circumstances such

as illness, relocation to another city, change of occupation. In such cases the member should formally resign whereupon the alternate would be requested to fill the vacancy and attend the Advisory Committee meetings.

The selection of the skills based public members should include the designation of at least one alternate and up to 2 alternates in case a member resigns.

6. Term

Terms shall be staggered to create continuity. The term for Cohort A shall commence January 1st of the year following a municipal election and end December 31st the year of a municipal election. The term for Cohort B shall commence and end two years after Cohort A, to create the staggered terms. An Advisory Committee member may serve a maximum of two consecutive terms of four years. The members shall sit until their successors are appointed by the Director.

Membership on the Advisory Committee is voluntary and a public service. No honoraria will be paid as a result of this appointment. Any member wishing to resign from the Panel will submit their resignation in writing to the Advisory Committee Chair. Advisory Committee Members who miss three (3) consecutive meetings without notifying the Chair, Vice Chair and Secretary will be deemed to have resigned.

"Cohort A"	"Cohort B"
South Market Tenants' Association Representative	Farmers Market Association Representative
St. Lawrence Neighbourhood Association Representative	St. Lawrence Hall Representative
Business Improvement Area Representative	Heritage Toronto Representative
Antique Market Representative	Skill Based Public Representative 4
Skill Based Public Representative 1	Skill Based Public Representative 5
Skill Based Public Representative 2	Skill Based Public Representative 6
Skill Based Public Representative 3	

7. Recruitment Process

The recruitment process will be managed by City staff in the Real Estate Division, with the support from the City Clerk's Office, following the City's Public Appointments process.

Recruitment of Stakeholder Representatives

The representatives on the Advisory Committee, whether tenant, City or local, shall be sent a letter from the Director asking for them to nominate one of their members, chosen through a fair and transparent process determined internally by the stakeholder group. The name of the stakeholder representative who is to sit as a member shall be submitted in writing to the Director. The process used to recruit the stakeholder member shall be explained in the stakeholder group's letter in respect to the fairness and transparency of the recruitment process used.

Recruitment of the St Lawrence Hall Tenant

The Director shall communicate in writing to tenants of St. Lawrence Hall that there is a single position available amongst this group for membership on the Advisory Committee. The Director shall receive the applications and then consult with the Ward Councillor in making a decision on which tenant occupies this position.

Recruitment of Skills Based Public Members

The City's Real Estate Division shall lead the recruitment process of skills based public members and will be supported by the City Clerk's Department. The recruitment will take place through advertisement in at least one daily newspaper, on the City of Toronto website and through various channels of outreach. Applications will be available on the City's website and intake of applications is done by the City Clerk's Office. The applications for the skills-based public member appointments shall be considered by the Nominating Panel which consists of Director, the Ward Councillor, and the Advisory Committee Chair. The Nominating Panel will screen for qualifications, shortlist for interviews, conduct interviews and will select the successful candidates. The successful candidates will be given written notice of their selection and be asked to formally accept the nomination by letter or email.

8. The Chair and Vice-Chair

The Advisory Committee shall be chaired by either the Manager or the Director for at least the first meeting of each term and for no more than the first 2 meetings of the term until a Chair and Vice Chair is chosen. The Chair and Vice Chair shall be a stakeholder representative or skills based public member of the Advisory Committee chosen by members of the Advisory Committee through a vote. The Chair and Vice Chair shall be replaced or reaffirmed through a vote of the Advisory Committee members every two years at the first or second meeting as outlined in Appendix A.

The Chair, and Vice Chair where the Chair is unable to, will approve agendas in advance of the meetings, Chair meetings of the Advisory Committee and act as the primary contact for the Advisory Committee.

The Chair and the Vice Chair shall collaborate with the Manager to determine what items are to be placed on the meeting agenda. The Vice Chair shall assume the role of the Chair when she/he is absent. In no case shall a Chair or Vice Chair sit more than 4 years in their position.

Should the Chair resign from their position, the Vice Chair shall be appointed to the position until the end of term and an election will be held for the Vice Chair position.

9. Staff Support

The Manager or Director will chair the meetings of the Advisory Committee until the Chair and Vice Chair are chosen or should both be absent. A staff person from Real Estate Services will be assigned by the Manager to prepare and distribute the agenda, any meeting materials, and to take and distribute the meeting minutes. The agenda and relevant information shall be circulated to the Advisory Committee

members at least 7 days prior to the meeting and the agenda shall include with it minutes of the past meeting and other relevant materials.

The meetings will be attended by the Manager. The Director will be expected to attend periodically, approximately half the meetings annually. Where needed, the Director will request other City staff attend the meetings to discuss specific issues affecting their program area.

10. Meeting Frequency

The Advisory Committee will meet at least 4 times per year and no more than 12 times per year depending on the number of issues the Manager requires advice on.

The Advisory Committee support staff will set meeting dates in advance and send out agendas, materials and minutes of previous meetings in advance of meetings. Attendance at meetings will be restricted to Advisory Committee members, working group members, staff and guests as invited. The Advisory Committee support staff will attend all Advisory Committee meetings & provide support as required.

The Manager of the St. Lawrence Market Complex may form subcommittees in order to obtain advice on topics that will require discussions in greater depth and detail and invite members to attend Subcommittee meetings. Recommendations and advice from these meetings will be summarized at the main Advisory Committee meetings.

Skills based public member participation may be required in subcommittee meetings where stakeholder representatives are not able to participate due to conflict of interest.

11. Decision Making

The Advisory Committee is not a decision-making body and makes recommendations only. These recommendations will be made through consensus. The committee was established to act in an advisory capacity. It may not direct City staff or make decisions that bind the City of Toronto. Any advice or recommendations that require formal action or implementation outside of existing authority of City of Toronto staff must be considered and approved by City Council. The Manager shall have careful regard for advice of the Advisory Committee before taking action and will report back to the Advisory Committee with the outcome of their recommendations. The Manager may provide information to assist the Advisory Committee in providing advice. Information provided by the City is subject to the City's obligations under the Municipal Freedom of Information and Protection of Privacy Act ("MFIPPA"). The Manager will take appropriate actions to comply with these obligations. For the sake of clarity, the Manager reports to the Director of Real Estate Services.

12. Open Meetings: Guests and Deputants

All regularly scheduled St. Lawrence Market Precinct Advisory Committee meetings are open to the public however the public may not partake in Committee discussions or provide input on Agenda items.

Guests and deputants may attend and present on agenda items but must be placed on the meeting agenda as a guest or speaker after agreement of the Chair prior to start of meeting.

13. Closed Session

Ad hoc subcommittee meetings will not be open to the public as the summary of the items discussed shall be presented in high level at the regularly scheduled St. Lawrence Market Precinct Advisory Committee meetings.

Matters of a proprietary nature such as sales, rents or lease details may be discussed in closed session and details of which need not be included in the Meeting Minutes, although any conclusions on advice shall be minuted. The Chair has the discretion, in conjunction with the Manager, to determine if an item requires a closes session. The City's criteria for closed sessions apply (see - http://insideto.toronto.ca/secretariat/pdf/holding_closed_meetings.pdf). Closed sessions should be held only when absolutely necessary.

14. Meeting Quorum and Minutes

Meeting quorum is a majority of members. Minutes of the Meetings are posted on the City of Toronto website and shall be kept by City staff, and be made available to the public upon request in accordance with MFIPPA. The Advisory Committee shall approve the meeting minutes.

15. Conflicts of Interest

Advisory Committee members will declare real and potential conflicts of interest to the Chair at the beginning of the meeting and excuse themselves from the meeting when the particular matter is discussed. A conflict of interest is a situation where the Members other commitments, relationships or financial interests (i) could or could be seen to exercise an improper influence over the objective, unbiased and impartial exercise of their independent judgement and advice; or (ii) could or could be seen to compromise, impair or be incompatible with the effective performance of their role on the Advisory Committee

16. Member Conduct

Advisory Committee members will treat each other with respect and act civilly and professionally during meetings. Where a member's behaviour is inappropriate the Chair can request the member to leave the meeting. If the behaviour is ongoing and persistent from meeting to meeting the Chair can request that the

member resign. The members serve at the pleasure of the Deputy City Manager Corporate Services of the City of Toronto.

17. Absence and Replacement

If an Advisory Committee member is absent for more than 3 consecutive meetings the member shall be deemed to have been removed, unless they have been granted a leave from the Advisory Committee Chair, in consultation with the Director. In the event of an absence of a member the Director may recruit a new member provided there is at least one year remaining in the term. Prior to recruiting a new member the Director will solicit interest from any alternates who have been appointed either from the skills based public members or alternates representing the stakeholder members.

18. Committee Orientation

Once the Advisory Committee has been appointed for a new term, the Manager shall conduct, with the assistance of the City Manager, a Committee orientation session to educate the members regarding the Market Precinct, its functioning, and current and ongoing issues and projects.

19. Review

Every two years the Chair and Vice Chair shall prepare a short report assessing the effectiveness and accomplishments of the Advisory Committee and shall recommend changes, if any, to the form or function of the Advisory Committee such report to be submitted to the Deputy City Manager Corporate Services and the City Manager for their consideration. This report will be created at the end of the term and will also be shared with the newly elected Chair at the start of their term.

Appendix A

Procedure to election the St Lawrence Market Precinct Advisory Committee Chair and Vice-Chair

As per St Lawrence Market Precinct Advisory Committee Terms of Reference (2019):

"The Chair and Vice Chair shall be members of the Advisory Committee chosen by members of the advisory committee through a vote."

Nomination of Candidates

- At the first meeting of the year SLMPAC members will be requested to nominate candidates for each position.
 - Members may nominate the same individual for both positions
- City staff will circulate list of candidates to all SLMPAC members following the nomination meeting
- Members who have exceeded term limits will not be eligible for nomination as per the Terms of Reference St Lawrence Market Precinct Advisory Committee document.

For Future Years:

- Nominations will be taken at the January meeting of St Lawrence Market Precinct Advisory Committee

Voting Procedure

- At the February meeting the nomination list will be (re-)circulated along with anonymous ballots for each position
- Each member will anonymously indicate their chosen candidate for each position on their ballots
 - Voting to take place at a designated 'voting table' and ballots to be placed in sealed envelopes to ensure privacy
- The Director of Real Estate Services and Manager St. Lawrence Market Complex will verify this tally.
 - If there is a tie for one of the position a revote will take place. If there is a tie after the revote a coin toss will decide the winner.
 - If one member wins both positions - they will be given the position of Chair. Vice-Chair position will be given to the member with the second highest number of votes for Vice-Chair.
 - New Chair and Vice-Chair will be announced at meeting.
- *Voting by proxy:* if a member cannot attend the meeting of the election, they may submit their vote over email to the Manager, St. Lawrence Market Complex, to submit during the vote at the election meeting

For Future Years (2020 onwards):

- Same as above at February meeting

Elections Chart

	Cohort A	Cohort B	Elections
2018		End Term	
2019		Start Term	Elections
2020	End Term		
2021	Start Term		Elections
2022			
2023		Start Term	Elections
2024			
2025	Start Term		Elections
2026			
2027		Start Term	Elections
2028			
2029	Start Term		Elections
2030			
2031		Start Term	Elections
2032			
2033	Start Term		Elections
2034			
2035		Start Term	Elections
2036			
2037	Start Term		Elections

... to repeat indefinitely.