



# **Relationship Framework**

## **City of Toronto and Heritage Toronto**

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## PREAMBLE

### WHEREAS

- A. Heritage Toronto was continued as a City Board under the *City of Toronto Act, 2006*<sup>2</sup>, and is an arms-length agency of the City holding charitable status with Canada Revenue Agency;
- B. The origin of Heritage Toronto dates back to April 4, 1949 when the Toronto Civic Historical Committee was established by Toronto City Council. It became the Toronto Historical Board on July 1, 1960, an arms-length agency of the City, and was continued as a City Board under the *City of Toronto Act, 2006*;
- C. At its meeting held on December 16 and 17, 1998, City Council set out the framework for heritage governance in the City by adopting Clause No. 3 of Report No.15 of the Special Committee to Review the Final Report of the Toronto Transition Team, and established a new mandate and strategic focus for Heritage Toronto to deal with community issues, advocacy, major fundraising, publicity and public programs such as awards. In addition, the management of museums and preservation services were consolidated and are now managed by City divisions;
- D. The Official Plan of the City of Toronto recognizes the importance of supporting the protection of the City's rich heritage resources, and Heritage Toronto's public engagement programs are integral to this policy;
- E. The City and Heritage Toronto wish to establish certain principles of governance relating to Heritage Toronto;

NOW THEREFORE THIS RELATIONSHIP FRAMEWORK SETS OUT THE FOLLOWING DIRECTIONS:

## ARTICLE 1: INTERPRETATION

### 1.1 Definitions

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

**"Administrative Head"** means the individual appointed by the Heritage Toronto Board responsible for the provision of organizational leadership to employees and for the efficient and effective delivery of services and having authority delegated by the Board to appoint, promote, demote, suspend and dismiss Heritage Toronto employees, subject to the provisions of any personnel policies adopted by the Board or collective agreements applicable to Heritage Toronto employees and such limitations as the Board determines appropriate (see also "Executive Director");

**"Applicable Law"** means all statutes, laws, by-laws, regulations, and orders in force at

any time of any governments or other public authorities having jurisdiction that apply to Heritage Toronto;

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

“**Auditor General**” means the City’s Auditor General or their designate;

“**Board**” or “**Heritage Toronto Board**” means the Toronto Historical Board, continued as a City Board under the *City of Toronto Act, 2006, SO 2006, c. 11, Schedule A, s. 415*, and as named “Heritage Toronto” in Chapter 103, Heritage of the Municipal Code

“**Board Member**” or “**Member**” means a person appointed by City Council as a Member of the Heritage Toronto Board pursuant to Chapter 103, Heritage of the Municipal Code;

“**Chair**” means the Member elected as chair of the Board by the Members of the Board;

“**Chapter 103**” means Chapter 103, Heritage, of the City of Toronto Municipal Code, as amended or replaced from time to time;

“**City**” means the City of Toronto;

“**City of Toronto Act, 2006**” means the *City of Toronto Act, 2006 S.O. 2006, C, Chapter 11, Schedule A*, as amended from time to time;

“**City Governance Liaison**” means the City Manager or designate who is the primary contact for Heritage Toronto on governance matters related to this Relationship Framework, applicable Toronto Municipal Code and the application of City directives and policies to Heritage Toronto;

“**City Manager**” means the City Manager of the City of Toronto or the person designated to act in that capacity from time to time, or their delegate;

“**Council**” means the Council of the City of Toronto;

“**CFO**” means the Chief Financial Officer and Treasurer of the City or the person designated to act in that capacity from time to time or their delegate;

“**Designated Funds**” means funds designated by a donor for a specific purpose;

“**Executive Director**” means the individual appointed by the Heritage Toronto Board to serve as the Board's Administrative Head (see also "Administrative Head");

“**Financial Statements**” means, for any particular period, comprehensive financial statements of the Board consisting of a statement of revenues and expenditures, a balance sheet, a statement of cash flows, private donations and the terms upon which

any private donations were given during the preceding year, and such other statements, reports, notes, and information as are required by and prepared in accordance with generally accepted accounting principles for Canadian municipalities;

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

**“Ontario Heritage Act”** means the *Ontario Heritage Act*, R.S.O. 1990, c. O.18, as amended from time to time.

**“Proper Notice”** means notice given in accordance with the notice requirements set out in the Municipal Code;

**“Public Appointments Policy”** means the City of Toronto Public Appointments Policy, administered by the City Clerk’s Office, as amended from time to time;

**“Public Members”** means those Members appointed to the Board who are not members of Council

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

**“Toronto Preservation Board”** means the Toronto Municipal Heritage Committee, established pursuant to section 28 of the *Ontario Heritage Act*, and its Community Preservation Panels.

**“Undesignated Funds”** means operating funds allocated through the City’s budget process or donated by members of the public for a non-specific purpose to be used for the general operations of Heritage Toronto.

## 1.2 Legislative Framework for Heritage Toronto

- 1.2.1 The Heritage Toronto Board is a City board under section 141 of the *City of Toronto Act, 2006*.
- 1.2.2 Heritage conservation is governed by the *Ontario Heritage Act*, R.S.O. 1990, c. O.18,
- 1.2.3 The City’s delegations of authority, mandate and program directives to the Board are found in Chapter 103, Heritage, Article I, Heritage Toronto, of the Municipal Code and in this Relationship Framework.
- 1.2.4 The City’s delegation of authority to Heritage Toronto for the management of human resources is found in Chapter 192, Public Service, of the Municipal Code.

## **ARTICLE 2: PURPOSE AND SCOPE**

### **2.1 Purpose of the Relationship Framework**

- 2.1.1 The purpose of this Relationship Framework is to:
- a) recognize the Board's authority to manage the business and affairs of Heritage Toronto in accordance with Chapter 103 Heritage, of the Municipal Code and this Relationship Framework;
  - b) set out the conditions that promote an effective and collaborative relationship between the City and the Board;
  - c) identify the types and levels of support provided by the City to the Board, and the responsibilities and obligations of the Board;
  - d) inform the Board, the Toronto Public Service, and the residents of Toronto of Council's direction on matters such as governance, applicable City rules and policies, reporting requirements, and accountability;
  - e) articulate Council's delegation of authority, expectations, and requirements for the Board; and
  - f) consolidate, in one document, information from a variety of sources, including applicable City policies, the Municipal Code, and applicable provincial and federal legislation.

## **ARTICLE 3: STRATEGIC DIRECTIONS AND MANDATE**

### **3.1 The City's Strategic Objectives**

- 3.1.1 As stated in the Official Plan, the City's heritage buildings, districts and landscapes create a unique sense of place and a rooted sense of local identity and continuity for the residents of Toronto. The conservation of heritage sites is also recognized in the Official Plan as a wise municipal investment. Heritage restoration work creates higher job and investment multipliers than new construction, and heritage sites are a draw for tourism and the film industry. The Official Plan focuses on conserving Toronto's remaining irreplaceable heritage resources.
- 3.1.2 Recognizing the preservation, protection and promotion of Toronto's rich heritage is an important objective. The City of Toronto has established a comprehensive infrastructure of policies, programs and services for the conservation and management of its heritage resources. This network of heritage programs includes: Heritage Preservation Services within the City Planning Division, the Toronto Preservation Board and its four Community Preservation Panels, Museum and Heritage Services within the Economic



Development and Culture Division, and the arms-length charitable agency of Heritage Toronto.

- 3.1.3 The Board's role is to represent the interests of the heritage community and is distinct from the heritage advice given by City employees and by the Toronto Preservation Board and its Panels. By separating these functions, the City is well positioned to receive community-based input and involvement in the heritage affairs of the City of Toronto.

## 3.2 Heritage Toronto's Contribution to the City's Strategic Objectives

- 3.2.1 Heritage Toronto, as a part of the City's overall strategy for heritage conservation, is committed to the development of a shared sense of place and memory among Toronto residents, and involves the community as a critical component to achieve these goals. Working with the people of Toronto, Heritage Toronto interprets, supports and acts as an advocate to protect the City's heritage assets, including cultural, architectural, archaeological and natural heritage assets, by:
- a) Focusing on a shared knowledge and understanding by the City's residents of the diversity of heritage stories across the geographic breath of the City;
  - b) Increasing public support for heritage conservation through effective advocacy; and
  - c) Promoting better awareness of various heritage issues regarding built heritage, natural heritage, cultural heritage and archaeological heritage.

## 3.3 Mandate of the Heritage Toronto Board of Directors<sup>3</sup>

- 3.3.1 As a City Board, Heritage Toronto shall be compliant with City Council's direction on matters of governance, including applicable City rules and policies, reporting requirements, financial management and accountability.
- 3.3.2 The specific responsibilities of the Heritage Toronto Board are as follows:
- a) Provide advice from a community perspective to the City, civic organizations and members of the public regarding heritage issues;
  - b) Promote and educate the public regarding heritage issues;
  - c) Ensure that privately donated funds received are applied to the specific purpose designated by the donor;
  - d) 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;
  - e) Serve as a liaison with the heritage community and promote public

awareness of the City's heritage resources;

- f) Serve as a focal point for volunteer sector groups;
- g) Assist and advise on heritage master planning matters; and
- h) Carry out such other duties relating to the City's history and development as Council may assign.

3.3.3 Heritage Toronto seeks to achieve the following organizational outcomes:

- a) Increased public awareness of Heritage Toronto and its mandate, and satisfaction with its heritage programs.
- b) Increased financial capacity of Heritage Toronto through new relationships with public and private partners.
- c) Continued evolution of Heritage Toronto's administrative and organizational capacity, including volunteers and members.

#### 3.4 Rationale for the Heritage Toronto Board Providing the Service

3.4.1 The City's intent in having the Board manage these designated programs, as opposed to directly managing them, include the following:

- a) to have a governance model that lends itself to attracting donations and community-based programs and services, which in turn promote a growing interest in the history of Toronto;
- b) to create a community forum for engaging those who have a vested interest in heritage affairs;
- c) to ensure that culturally diverse communities are able to participate in the development, implementation and operations of Heritage Toronto programs; and
- d) to provide a way of engaging the expertise and skills available in the community in the management and operation of Heritage Toronto.

### **ARTICLE 4: DELEGATION OF AUTHORITY**

#### 4.1 Matters Requiring Council Approval

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

- a) the appointment of Board Members;
- b) the annual operating budget of the Board;
- c) consideration of audited annual financial statements of the Board;

- d) contracting out the overall operation or significant portion of the operation of Heritage Toronto to a third party;
- e) a records retention by-law or specific Council approval to destroy records;
- f) accepting donations of real property, including the approval of the use and disposition of real property donated; and
- g) any action not delegated to the Board under s. 4.2.

## 4.2 Matters Delegated to the Board

- 4.2.1 The City has delegated to the Board the responsibility to manage and operate heritage programs in accordance with the powers and duties outlined in Chapter 103, Heritage, of the Municipal Code and this Relationship Framework. This includes:
- a) overseeing the overall financial and operational responsibilities of Heritage Toronto in carrying out heritage programs within its jurisdiction, mandate and approved budget;
  - b) retaining the net proceeds of any real property transactions as specified by the donor, where such real property transactions have been approved by Council;
  - c) designating “reserved” funds from charitable donations that are given by the public for specific heritage purposes, in order to separate general funds used for overhead operating costs from those given for specific charitable objectives used to support individual programs;
  - d) establishing committees to enlist public support for the work of Heritage Toronto;
  - e) developing multi-year business and strategic plans and updating such plans each year;
  - f) appointment of an Administrative Head responsible for providing organizational leadership to employees and for the efficient and effective delivery of services; and
  - g) delegation to the Administrative Head, subject to such limitations as the Board determines appropriate, the authority to appoint, promote, demote, suspend and dismiss Heritage Toronto employees subject to the provisions of any personnel policies adopted by the Board or collective agreements applicable to Heritage Toronto employees.

## **ARTICLE 5: OPERATING PRINCIPLES**

### **5.1 Operating Principles of the Board**

- 5.1.1 The Board shall operate in compliance with all applicable law including but not limited to the *City of Toronto Act, 2006*, the *Municipal Conflict of Interest Act*, R.S.O. 1990, c. M.50, as amended, the *Occupational Health and Safety Act*, R.S.O. 1990, c. O.1, as amended, the *Ontario Human Rights Code*, R.S.O. 1990, c. H.19, as amended and the Municipal Code. The Board also shall comply with any Council policies with which the Board is required by Council or otherwise to comply.
- 5.1.2 The Heritage Toronto Board will operate in compliance with applicable provisions of Chapter 192, Public Service, of the Municipal Code, as amended from time to time.
- 5.1.3 The Board shall manage the operations of Heritage Toronto in a fiscally responsible manner, in accordance with the Board's annual operating budget as approved by Council and all applicable City financial policies.
- 5.1.4 The Board at all times shall manage and control its programs in a reasonable and efficient manner, in accordance with standard good business practice.
- 5.1.5 The Board shall seek input from and otherwise engage local communities in developing and implementing its programs.
- 5.1.6 The Board shall recognize the diversity of the City and embrace and promote the value of diversity in its day to day business.
- 5.1.7 The Board shall ensure its policies are consistent with the human rights, access and equity principles of the City.

## **ARTICLE 6: BOARD GOVERNANCE**

### **6.1 Structure of the Heritage Toronto Board of Directors**

- 6.1.1 The Board is composed of twenty-three (23) Members appointed by Council as follows<sup>4</sup>:
- The Mayor or a Council member appointed by the Mayor as the Mayor's designate
  - 1 Member of City Council;
  - 1 Public Member from the Aboriginal community; and
  - 20 Public Members.
- 6.1.2 All Board Members are appointed in accordance with the process set out below:
- The Mayor's designate is appointed by the Mayor;

- The Council Member is appointed by City Council on recommendation of the Striking Committee; and
  - Public members are recruited through the City's Public Appointments process administered by the City Clerk's Office, and appointed by City Council on recommendation of the Civic Appointments Committee.
- 6.1.3 The Board shall, as soon as possible after the first meeting in each term, elect a Chair and other officers as determined by the Board.
- 6.1.4 The Board may establish committees to enlist public support for the work of Heritage Toronto.

## 6.2 Core Qualifications of Public Members

- 6.2.1 General eligibility requirements include:
- must be 18 years or older;
  - must be a resident of Toronto;
  - must not be a member of any other City board; and
  - must not be ineligible under other criteria set out in the Public Appointments Policy.
- 6.2.2 In addition to the general eligibility requirements set out in the Public Appointments Policy, Public Members should collectively represent a range of expertise including:
- broad interest in and knowledge of cultural, environmental or built heritage preservation, and a good understanding of current heritage issues;
  - expertise in fundraising and corporate partnerships;
  - 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; and
  - expertise in history.

## 6.3 Term of Appointment

- 6.3.1 In accordance with the Public Appointments Policy, the term of office for Public Members of the Board is four years and until a successor is appointed.
- 6.3.2 Public Members are eligible for reappointment on the expiration of their term of office. However, the limit of service for Public Members is two consecutive 4 year terms on the same board, for a total of 8 years.
- 6.3.3 Public Members serve at the pleasure of Council.
- 6.3.4 Public Members shall cease to be a Member if absent from three

consecutive meetings of the Board, unless the absence has been authorized by a resolution of the Board as recorded in the minutes.

- 6.3.5 City Council appoints Council Members at the start and mid-point of each Council term. Council's procedures set the term of most Council Member appointments at half of Council's term (two years) unless a law or the appointment states otherwise.

#### 6.4 Vacancies and Appointments

- 6.4.1 When an individual ceases to be a Member of the Board, a vacancy is created. Vacancies occur on the earliest of:
- the date of resignation;
  - the date the Member ceases to be qualified under subsection 6.2.1 or ceases to be a Member under subsection 6.3.4
  - the date the Member is removed from the Board by Council; or
  - the date of death or other incapacity.
- 6.4.2 When a vacancy occurs, the Board shall inform the City Clerk requesting that the vacancy be filled.

#### 6.5 Remuneration

- 6.5.1 There is no remuneration for Board Members.
- 6.5.2 The Board may reimburse Board Members for travel and other reasonable expenses incurred while attending to authorized Board business in accordance with the Board's reimbursement policy, which must be consistent with Council's *Expense and Travel Reimbursement Policy for City Agencies and Corporations*<sup>5</sup>, as amended from time to time.
- 6.5.3 The Board shall forward the amount of expense reimbursement for Board Members to the City Treasurer by January 15 of each year (expense reimbursement for the previous year). In accordance with Section 223 of the *City of Toronto Act, 2006*, the City Treasurer must report to Council on the remuneration and expenses of all City board Members by March 31 of every year.

### **ARTICLE 7: MEETINGS OF THE BOARD**

#### 7.1 Procedural Guidelines

- 7.1.1 In accordance with Subsection 189(2) of the *City of Toronto Act, 2006*, and Chapter 103, Heritage of the Municipal Code, the Board shall have a procedure by-law that supports the principles of transparency, accessibility, participation, and civic engagement and governs the calling,

place, and proceedings of the Board's meetings including rules, procedures and other matters as deemed necessary.

## 7.2 Open Meetings

- 7.2.1 In accordance with Section 190 of the *City of Toronto Act, 2006*, all meetings of the Board must be open to the public except as provided in subsection 7.2.2 and 7.2.3 below.
- 7.2.2 A Board meeting or part of a meeting may be closed to the public where:
- The subject matter being considered is a matter set out in Subsections (2) or (3) of section 190 of the *City of Toronto Act, 2006*; or
  - The meeting is held for the purpose of educating or training Board Members and no Member of the Board discusses or otherwise deals with any matter in a way that materially advances the business or decision making of the Board.
- 7.2.3 Before holding a meeting or part of a meeting that is to be closed to the public, the Board must adopt a resolution approving the holding of a closed meeting and stating the general nature of the matter to be considered at the closed meeting.

## 7.3 Quorum

- 7.3.1 Quorum for a meeting of the full Board shall consist of a simple majority of the Members, excluding the City Councillors who are Members. As soon as there is a quorum after the hour fixed for the meeting, the Chair, or person appointed by the Chair, shall take the Chair and call the meeting to order.

## 7.4 Meeting Schedules, Agendas and Minutes

- 7.4.1 The Board shall meet at least four times per year and at any time at the request of a majority of the Members of the Board, or at the call of the Chair.
- 7.4.2 The Board shall make Board meeting schedules, agendas (including any non-confidential reports to be considered), and approved minutes (in this section collectively called "records") available to members of the public, except for those records considered in camera.
- 7.4.3 In accordance with Council's Policy on *Public Access and Involvement for City of Toronto Agencies, Boards and Commissions*<sup>6</sup> the Board shall determine a schedule of regular Board meetings on an annual basis, and the schedule including date, time, and location shall be posted in a public area of the Board's offices and on the Board's website. Any amendments or changes to that schedule shall be posted as soon as possible to

provide as much advance notice to the public of changes in the schedule as possible.

- 7.4.4 The Board shall comply with Chapter 162, Notice, Public and Chapter 103, Heritage of the Municipal Code and Council's Policy on *Public Access and Involvement for City of Toronto Agencies, Boards and Commissions* regarding proper notice for Board meetings, procedures for Board minutes, election of officers, and number of meetings per year.

## **ARTICLE 8: BOARD RESPONSIBILITIES**

### **8.1 Responsibilities of the Board**

- 8.1.1 Subject to any matters that require Council approval under Chapter 103, Heritage of the Municipal Code or other applicable law, the Board shall have control and management of and overall financial and operational responsibility for heritage programs within its jurisdiction as set out in Chapter 103, Heritage of the Municipal Code and 4.2 of this Relationship Framework.
- 8.1.2 In addition to 8.1.1 of this Relationship Framework, the Board's responsibilities include the following:
- ensuring that the Board's operations and activities comply with Chapter 103, Heritage of the Municipal Code, all applicable law, and City policies and requirements;
  - approving and submitting to the City an annual operating budget, including changes in fees, for the Board in accordance with City format, processes and timelines;
  - approving budget variance reports on a quarterly basis, in accordance with City format and timelines and submitting the variance reports to the City;
  - approving policies or fees for heritage programs where the Board has the authority to establish fees;
  - securing resources, including fundraising, to support Board activities, programs, and services;
  - the appointment and evaluation of the Executive Director, who is the Administrative Head;
  - approving the annual financial statements of the Board for audit purposes and receiving the report of the Auditor for transmittal to the City; and
  - submitting the annual audited financial statements and audit results package, if any, to the City.
- 8.1.3 The Board shall adopt and maintain the human resource policies including at a minimum:
- Absence from Work Policies to set out conditions for various leaves



form work, including but not limited to, vacation, bereavement, pregnancy and parental leave;

- Pay and Benefits Policies to outline remuneration or reimbursement for employees, including but not limited to lieu time and mileage;
- Hiring and Promotion Policies to outline the processes governing the appointment and promotion of staff as required under the *City of Toronto Act, 2006*;
- Health and Safety Policies to fulfill all requirements under the *Occupational Health and Safety Act*, required to maintain a safe work environment; and
- Access, Equity and Human Rights Policies to fulfill legislative requirements and promote access and equity<sup>7</sup>.

- 8.1.4 The Board shall develop and adopt a senior executive compensation policy, independent of Heritage Toronto senior executives, that applies the guiding principles and practices set out in attachment 1 of the report, EX44.8: Executive Compensation Policy at City Agencies and Corporations adopted by Council on August 25, 2014. The executive compensation policy must be reviewed every four years and results disclosed on public websites and annual reports<sup>8</sup>.
- 8.1.5 The Board shall disclose individual executive compensation to the City Manager in a form and at a time satisfactory to the City Manager and as permitted by law for inclusion in a confidential report to City Council<sup>9</sup>.
- 8.1.6 The Board shall ensure that future employment contracts for executives contain a provision providing employee consent to the disclosure of their individual compensation to the City Manager and in a confidential report to City Council in a form and at a time satisfactory to the City Manager<sup>10</sup>.
- 8.1.7 The Board shall adopt a disclosure of wrongdoing and reprisal protection policy which policy shall at minimum:
- define wrongdoing;
  - establish mechanisms for employees to disclose wrongdoing;
  - establish a clear investigative process to investigate allegations of wrongdoing;
  - establish reprisal protection for employees who make an allegation of wrongdoing in good faith; and
  - require an annual report to the Board on allegations of wrongdoing and the resolution thereof<sup>11</sup>.

## 8.2 Facility Control and Responsibility

- 8.2.1 Where Heritage Toronto occupies a City-owned property, City Councillors, City employees and agents, contractors, and representatives of the City, with the authorization of the appropriate Division or Division Head, shall have the right to enter the premises to complete facility inspections, or building condition assessments or for any other reason as they deem

necessary. To ensure disruptions to the operations of the facility are kept to a minimum, when feasible, two working days' notice will be provided to the Executive Director of Heritage Toronto.

### 8.3 Heritage Toronto Employees

- 8.3.1 Heritage Toronto employees are employees of Heritage Toronto.
- 8.3.2 The Executive Director of Heritage Toronto reports to the Board of Directors.
- 8.3.3 The Board shall adopt and maintain human resources policies and practices including those in 8.1.3 and 8.1.7, and approve overall salary budgets, subject to approval of Council during the annual budget review process.

## **ARTICLE 9: RESPONSIBILITIES OF THE CITY**

### 9.1 Corporate Support

- 9.1.1 The Board or Heritage Toronto employees may request assistance or information from the City at any time, even in areas where Council has delegated responsibility to the Board.
- 9.1.2 The Board or Heritage Toronto employees, if required, may access the City's expertise in areas such as purchasing, labour relations, legal services, corporate access and privacy, board governance, and financial services.
- 9.1.3 Heritage Toronto is covered under the City's Liability and Property Insurance program. This coverage includes Automobile, Property, Boiler and Machinery, General Liability, and Public Officials Errors and Omissions (E&O) Liability insurance. The Board is required to pay annual premiums for insurance to the City.
- 9.1.4 The City Clerk's Office supports the process to appoint Members of the Board through the City's Public Appointments Policy and the Striking Committee.
- 9.1.5 The City Manager's Office provides governance support to the Heritage Toronto Board, as set out in Article 12.1.

### 9.2 Role of Council

- 9.2.1 Council may give consideration to Board requests to amend Chapter 103, Heritage, other by-laws, Council policies, or governance structures related to the Board's mandate. These requests are to be submitted to the City

Governance Liaison for transmittal to the appropriate Committee of Council.

- 9.2.2 The role of Councillors on the Board is to:
- perform as part of the Board;
  - balance their role as the custodian of the City's tax dollars and representative of Council policies with their duties as a Board Member;
  - provide advice and expertise to aid in decision-making; and
  - provide an essential link between the Board and Council such that Council positions can be conveyed to the Board and vice-versa.

## **ARTICLE 10: ACCESS TO RECORDS AND INFORMATION**

### 10.1 Records and Information

- 10.1.1 The Board and Board employees are required to comply with the *Municipal Freedom of Information and Protection of Privacy Act*, which establishes requirements related to access to records and information. The *Municipal Freedom of Information and Protection of Privacy Act* provides individuals with the right to access general information and their own personal information maintained by municipal government, agencies and corporations. The Act also includes guidelines related to the collection, use, disclosure, and retention of personal information.
- 10.1.2 The City Clerk through the City's Corporate Access and Privacy Office will provide support and advice to the Board on matters related to the collection, use, disclosure, and retention of personal information as required.
- 10.1.3 The Board has ownership and control of its records and the Board shall retain and preserve its records, which shall include records associated with the management and operation of its heritage programs including minutes and records of every Board meeting, in a secure and accessible manner and in accordance with the requirements in the *City of Toronto Act, 2006*.
- 10.1.4 Except as otherwise provided, a record of the Board may only be destroyed in accordance with Municipal Code, Chapter 217, Records.

### 10.2 City Requests for Information

- 10.2.1 The Board, or the Executive Director of the Board on its behalf, shall respond in a timely manner to requests for information related to the operations, business, and affairs of the Board.
- 10.2.2 The City, when requesting information, will communicate to the Board or the Board's Executive Director the purpose of the information request and

how the information is to be used.

## **ARTICLE 11: POLICIES**

### 11.1 Legislative and City Policy Requirements

- 11.1.1 The City may require the Board to follow rules, procedures, and policies established by the City as amended from time to time.
- 11.1.2 The Board shall adopt and maintain policies with respect to procurement of goods and services.
- 11.1.3 All Board Members, including the Board's Public Members, shall comply with the *Municipal Conflict of Interest Act*, R.S.O. 1990<sup>12</sup>. Further, it is understood that each Member has agreed, at the time of their appointment, to abide by the City's Code of Conduct for Members of Local Boards (Restricted Definition), as amended from time to time<sup>13</sup>.
- 11.1.4 No Board Member or any Member of Council shall have any contract with Heritage Toronto or be monetarily interested, directly or indirectly, in any contract or work relating to the operations or functions of the Board.
- 11.1.5 The Board shall ensure that it complies with policies relating to specific matters when directed by Council from time to time.
- 11.1.6 The City Governance Liaison will provide support and assistance to the Board when requested regarding the implementation of Council directed policies within the Board's operating environment.
- 11.1.7 The City will consult with the Board, whenever possible, regarding new policies or procedures that will affect the Board or its employees.

### 11.2 Corporate Identity

- 11.2.1 The Board is required to acknowledge in public materials such as web sites, publications, pamphlets, and signage its relationship with the City and that the City provides support to the Board and to the Board's heritage programs (e.g. identification that the Board is an agency of the City of Toronto).
- 11.2.2 When the Board uses the City logo on any visual material, publications, or pamphlets it must use the official City corporate logo or word mark.

### 11.3 Public Representation

- 11.3.1 The Board and Board employees shall at all times in representing the Board on the public record respect privacy rights, security needs, and

matters before the courts. They shall identify themselves as representatives of the Board, not the City, when speaking on the public record.

- 11.3.2 For those matters which may be controversial or have City-wide implications, the Board, or the Board's Executive Director on its behalf, shall provide the City Governance Liaison, with copies of any relevant materials prior to release to the media.

## **ARTICLE 12: CITY LIAISONS AND REPORTING**

### 12.1 City Governance Liaison

- 12.1.1 The City Manager's Office is responsible for governance issues and matters relating to this Relationship Framework, and the City Manager or her or his designate is the City Governance Liaison.
- 12.1.2 In addition to the City Manager's Office, the Board shall participate in the sharing of information and consultation with City divisions that are key stakeholders in the program development, implementation and operations of heritage programs, including Heritage Preservation Services and Cultural Services of the City Planning Division.
- 12.1.3 The role of a City Governance Liaison is facilitative and does not limit the autonomy or authority of the Board or preclude the Board from working with other City divisions or with Councillors, or from representing the Board before Council and its committees in the normal course of business, as it deems appropriate.
- 12.1.4 The City Governance Liaison acts as a central access point for transmittal of reports to Council; facilitates the administrative relationship between the Board and the City including the provision of support through various corporate units; ensures that the programs and services delivered through the Board continue to be included in the City's overall strategic directions; acts as a resource for the Board; and provides information to the Board as appropriate.
- 12.1.5 A City Governance Liaison is the first point of contact for the Board in the event of conflict between the Board and the City, and negotiates a resolution if at all possible. The Board may request that the City Governance Liaison attend a Board meeting to discuss issues and possible solutions.

### 12.2 Financial Management and Budget Submissions

- 12.2.1 The City's Financial Planning Division will provide support to the Board with respect to financial management and budget matters, consulting with

the City Governance Liaison and other City employees as required.

- 12.2.2 The Board shall prepare its operating budget and submit it to the Chief Financial Officer and Treasurer (via City's Financial Planning Division) on an annual basis in a format and within time lines prescribed by the City. The budget for the Board is included in the City's budget as a separate program line. The Board shall present the consolidated budget to the appropriate committees of Council. The Chair or a representative of the Board and/or the Board's Executive Director shall be available to answer questions and participate in the budget review process as required.
- 12.2.3 When funding is approved by Council, the Chief Financial Officer and Treasurer shall provide payment as Heritage Toronto may require from time to time.
- 12.2.4 Any requests for additional funds necessary to cover operating deficits or implement new programs must be accompanied by a business case and shall be subject to approval by Council.
- 12.2.5 The Board shall not expend operating funds or incur future year liabilities without the approval of Council through the annual budget process or through approval of an in-year budget adjustment.
- 12.2.6 The Board shall contact the City Governance Liaison and/or the designated manager in the City's Financial Planning Division in the event of any unforeseen circumstance that may have budgetary implications.
- 12.2.7 In the event of an unforeseen circumstance, if the event is an immediate health and safety risk or a significant operational issue, the Board has the authority to take appropriate action to address the immediate situation but must advise the City Governance Liaison as soon as possible of the situation. In all other cases, remedial actions must first be approved by the City.
- 12.2.8 The Board shall be responsible for monitoring its approved operating budget and submitting variance reports as requested by the City's Financial Planning Division to the City. Variance reports shall include explanations and remedial action plans to address variances.
- 12.2.9 Any Designated Funds shall be used by Heritage Toronto for the purpose specified by the donor.
- 12.2.10 Heritage Toronto shall manage its operations within available financial resources and shall not incur a deficit on Designated Funds.
- 12.2.11 In the event that Heritage Toronto incurs a deficit on Undesignated Funds, Council may require that Heritage Toronto adjust its operating budget, programs and activities to ensure that revenues and expenditures are financially sustainable.
- 12.2.12 If the Board generates a surplus in excess of its operating budget, the surplus is payable to the City. Similarly, if the Board incurs a deficit which was not provided for in its operating budget, the deficit is recoverable from

the City. These settlements are approved by Council in a separate City report based on the Audit Committee and Council approval of the audited financial statements of the Board.

- 12.2.13 Any funds that are not designated shall be deemed to be Undesignated Funds.

### 12.3 Business Planning

- 12.3.1 The Board shall prepare a multi-year business plan and update it on an annual basis in a format and within time lines prescribed by the City Chief Financial Officer and Treasurer and/or the City Manager, or their representatives.

### 12.4 External Attest Audit

- 12.4.1 The City shall appoint an external auditor to be the Auditor of Heritage Toronto, and all books, documents, transactions, minutes and accounts of Heritage Toronto shall at all times be open to their inspection.
- 12.4.2 The Auditor will perform an annual audit of the accounts and transactions of Heritage Toronto and express an opinion on Heritage Toronto's financial statements.
- 12.4.3 The cost of the annual audit shall be borne by Heritage Toronto.

### 12.5 Financial Statements

- 12.5.1 A copy of the audited financial statements and audit results package if any, shall be forwarded to the Chief Financial Officer and Treasurer as soon as possible after December 31 of each year.
- 12.5.2 The Board may be required to provide draft financial statements, from time to time, to the City for corporate reporting purposes.

## **ARTICLE 13: ACCOUNTABILITY OFFICERS AND TRANSPARENCY**

### 13.1 Integrity Commissioner

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

- 13.1.2 Council, a Member of Council, a member of the public, the Board, or a Member of the Board may request that the Integrity Commissioner conduct an inquiry with respect to whether a Board Member has contravened the Code of Conduct.
- 13.1.3 The Board, on request by the Integrity Commissioner, shall provide the Integrity Commissioner with such information as the Integrity Commissioner believes to be necessary for an inquiry.
- 13.1.4 The Board shall provide the Integrity Commissioner with free access to all books, accounts, financial records, electronic data processing records, reports, files, and all other papers, things, or property used by the Board that the Commissioner believes to be necessary for an inquiry.
- 13.1.5 If the Integrity Commissioner reports to Council that in their opinion a Board Member has contravened the Code of Conduct, Council may reprimand the Member or take other action.
- 13.1.6 The Board shall ensure that reports received from the Integrity Commissioner are made available to the public as required by subsection 162(3) of the *City of Toronto Act, 2006*.

### 13.2 Ombudsman

- 13.2.1 The City's Ombudsman is responsible for addressing concerns about City services and investigating complaints about administrative unfairness
- 13.2.2 Upon request, the Board shall provide the Ombudsman with information related to any matter he or she is investigating.

### 13.3 Lobbyist Registry

- 13.3.1 The City maintains a Lobbyist Registry that retains information about people who communicate with public office holders in a manner deemed as lobbying. The Lobbyist Registry keeps track of who talks to whom about what, and makes that information available to the public online. Public office holders includes Heritage Toronto Board Members and Board employees.
- 13.3.2 Persons or entities who lobby public office holders will be required to comply with the City's Lobbyist Registry and any associated policies or codes as adopted by Council and as amended from time to time.

### 13.4 Auditor General

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



operations.

- 13.4.2 The Board shall provide the Auditor General with such information regarding the Board's powers, duties, activities, organization, financial transactions, and methods of business as the Auditor General believes to be necessary to perform their duties.
- 13.4.3 The Board shall permit the Auditor General to have free access to all books, accounts, financial records, electronic data processing records, reports, files, and all other papers, things or property belonging to or used by the Board that the Auditor General believes to be necessary to perform their duties.

### 13.5 General

- 13.5.1 The City Manager or their designate may review the financial records and other relevant records of the Board. The Board and employees shall provide the City Manager with reasonable access to the Board's premises and records during regular business hours.
- 13.5.2 All City employees that access records of the Board shall respect the confidentiality of any personal information contained in any records as required by the Municipal Freedom of Information and Protection of Privacy Act.
- 13.5.3 The Board is required to review and develop an action plan to address recommendations or directions arising from any review conducted by or on behalf of the Auditor, the Ombudsman, the Auditor General, or the City Manager.

## **ARTICLE 14: COMPLIANCE**

### 14.1 Inconsistency or Conflict

- 14.1.1 If there is any inconsistency or conflict between the provisions of this Relationship Framework and Chapter 103, Heritage of the Municipal Code, that Chapter shall prevail.
- 14.1.2 If there is any inconsistency or conflict between the provisions of this Relationship Framework and provincial or federal legislation, the provincial or federal legislation shall prevail.

## **ARTICLE 15: AMENDMENTS AND CHANGES**

### 15.1 Amendments to the Relationship Framework

- 15.1.1 From time to time the City, in consultation with the Board, may amend this

## Relationship Framework.

- 15.1.2 From time to time the Board may request that the City amend this Relationship Framework. The Board shall submit requests for changes to this Relationship Framework to the City Manager who will comment on and forward the request to Council for consideration, if required.
- 15.1.3 The City Manager is hereby authorized to make any technical or stylistic amendments to this Relationship Framework as required, and to update and amend the document pursuant to decisions made by Council from time to time.

## ENDNOTES

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- <sup>1</sup> Previous version was EX35.1: Relationship Framework for Heritage Toronto as adopted by City Council at its meeting held on October 26 and 27, 2009.
- <sup>2</sup> “Toronto Historical Board” continued as a City Board under Section 415 of the *City of Toronto Act, 2006*, c 11, Schedule A; SS 3.(1): “City Board means a city board established or deemed to be established by the City under this Act...”.
- <sup>3</sup> EX.24.2: Changes to Heritage Toronto Relationship Framework and Board Composition adopted by City Council on April 26, 27 and 28, 2017.
- <sup>4</sup> EX 24.2: Changes to Heritage Toronto Relationship Framework and Board Composition adopted by City Council on April 26, 27, and 28, 2017. In addition, CC1.1: Recalibrating City Council's Governance System for 26 Members adopted by City Council on December 4, 5 and 13, 2018.
- <sup>5</sup> Clause 2, Report No. 1 of the Policy and Finance Committee as adopted by Council at its meeting of January 31 to February 2, 2006.
- <sup>6</sup> Clause 15, Report No. 9 of the Policy and Finance Committee as adopted by Council at its meeting of September 22 to 25, 2003.
- <sup>7</sup> Chapter 192, Public Service, of the Municipal Code.
- <sup>8</sup> EX44.8: Executive Compensation Policy at City Agencies and Corporations adopted by Council at its meeting of August 25, 2015.
- <sup>9</sup> EX21.19: Executive Compensation 2011 for City Agencies and Corporations and By-Law No. 953-2012 adopted as amended by Council on July 11, 12 and 13, 2012.
- <sup>10</sup> EX21.19: Executive Compensation 2011 for City Agencies and Corporations and By-Law No. 953-2012 adopted as amended by Council on July 11, 12 and 13, 2012.
- <sup>11</sup> Chapter 192, Public Service, of the Municipal Code.
- <sup>12</sup> Clause 20, Report No. 16 of the Administration Committee as adopted by Council at its meeting of August 1 to 4, 2000.
- <sup>13</sup> Clause 22, Report No. 6 of Executive Committee, as adopted by Council at its meeting of July 15 and 16, 2008.