



Relationship Framework

for

City of Toronto

with

Sankofa Square Board of Management

¹ See Item EX26.4 (2008) as adopted by City Council at its meeting held on December 1, 2 and 3, 2008, and as amended by City Council in Item EX 15.4, June 26, 2024, and Bylaw 675-2024 enacted in Item EX15.4 on June 26, 2024.

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Relationship Framework for the Square

ARTICLE 1: BACKGROUND AND PURPOSE

1.1 Background

In 1996, the Yonge Street Regeneration Project was initiated as a partnership between the Yonge Street Business and Residents Associations and the City of Toronto. The intersection of Yonge and Dundas Streets is Toronto's number one visitor destination, and the goal of the Yonge Street Regeneration Project is to create a strong, dynamic area, bringing Yonge Street back to its former glory. More specifically, the objectives of the Yonge Street Regeneration Project are to create a renewed sense of place at the intersection of Yonge and Dundas Streets, to attract additional retail and entertainment development to the area, and to improve the appearance and safety of the area. Toronto Council approved the Yonge Street Regeneration Project in 1998.

The centerpiece of the Yonge Street Regeneration Project was Yonge-Dundas Square, which opened to the public in May 2003 and now serves as a public space and a unique focal point of the area as Sankofa Square. The City-owned Sankofa Square is a venue that can accommodate events of various sizes. A wide range of activities such as employee community celebrations, theatrical events, concerts, receptions, and promotions are held on Sankofa Square, and they appeal to residents and tourists alike and showcase local businesses.

Because of the extensive involvement of local businesses and the community in the planning for and the commercial use of Yonge-Dundas Square and the effect of its operations and events on quality of life in the area, the City established a board of management to operate the square. The first board of management for Yonge-Dundas Square was appointed in 2001.

The City continued the board of management for Yonge-Dundas Square as a municipal service board under the *Municipal Act, 2001*, and the Yonge-Dundas Square municipal service board was continued as a city board under the *City of Toronto Act, 2006*. The Yonge-Dundas Square Board of Management (now renamed the Sankofa Square Board of Management) is a body corporate, an agent of the City and a local board for all purposes.

On July 14, 2021, Council voted to direct the City Manager to convene and work with a Community Advisory Committee made up of Black and Indigenous leaders and representatives from the diverse communities represented along Dundas Street to consider recommending different names for Dundas Street, Dundas Square and the other civic assets currently named for Henry Dundas (2021.EX25.1). In response, the twenty-person Recognition Review Community Advisory Committee (RRCAC) was formed in 2021. Working within a consensus decision-making model, after two years of broad consultation, research and discussion, the RRCAC at its December 12, 2023 meeting selected a new name for Yonge-Dundas Square. The proposed new name for this prominent City asset was Sankofa Square. The concept of Sankofa, originating in Ghana, refers to the act of reflecting on and reclaiming teachings from the past, which enables us to move forward together. On December 13, 2023,¹ Council renamed Yonge-Dundas Square to Sankofa Square.

1.2 Definitions

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

¹ See MM13.29 – Confronting the Legacy of the Transatlantic Slave Trade: Renaming Civic Assets Bearing the Henry Dundas Name – by Councillor Chris Moise, seconded by Mayor Olivia Chow. (<https://secure.toronto.ca/council/agenda-item.do?item=2023.MM13.29>)

“Applicable Law” means all statutes, laws, by-laws, regulations, and orders of governments or other public authorities having jurisdiction at any time in force that apply to the Square or the Board, or both;

“Auditor” means the external attest auditor appointed by the City to annually audit the accounts and transactions of Sankofa Square, and to express an opinion on the financial statements of the Sankofa Square Board of Management based on the audit;

“Auditor General” means the City’s Auditor General or that person’s designate;

“Board” or “Sankofa Square Board of Management” means the board of management established by Council with respect to the Square in 2001, which Board now is a city board under the *City of Toronto Act, 2006*;

“Board Member” or “Member” means a person appointed by the City as a Member of the Sankofa Square Board of Management or a person that is an *ex officio* Member of the Sankofa Square Board of Management pursuant to Chapter 636;

“Chair” means the Member appointed by City Council as chair of the Board;

“Chapter 636” means Chapter 636, Public Squares, in the City of Toronto Municipal Code, as amended or replaced from time to time²²;

“Citizen Members” means those Members appointed to the Board who are not Councillors;

“City” means the City of Toronto;

“City Liaisons” means the City staff persons designated by the City to be key points of contact between the Board and the Toronto Public Service;

“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 that person’s delegate;

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

“CFO” means the Chief Financial Officer of the City or the person designated to act in that capacity from time to time or the CFO’s delegate;

“Financial Statements” means, for any particular period, comprehensive financial statements of the Board consisting of a statement of revenues and expenditures, 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;

“Proper Notice” means notice given in accordance with the notice requirements in the Municipal Code; at the time of preparation of this Relationship Framework that means the publication of an announcement in a local newspaper of general distribution in the local community, the posting of a notice in a visible and accessible location at the facility or the posting of the notice on the City’s or the Board’s website;

“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,

² A copy of Chapter 636 can be found on the City’s website at <http://www.toronto.ca/legdocs/municode/index.htm>.

memoranda, plans, maps, drawings, photographs, and films of the Board;

“Square” means Sankofa Square, as described in Chapter 636; “Toronto Public

Service” means staff employed by the City; and

“Ward Councillor” means the member of Council for the ward in which the Square is located.

1.3 Purpose of the Relationship Framework

The purpose of this Relationship Framework is to:

- 1.3.1 recognize the Board’s authority to manage the business and affairs of the Square in accordance with this Relationship Framework and Chapter 636;
- 1.3.2 set out the conditions that promote an effective and collaborative relationship between the City and the Board
- 1.3.3 identify the types and levels of support provided by the City to the Board, and the responsibilities and obligations of the Board;
- 1.3.4 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;
- 1.3.5 articulate Council’s delegation of authority, expectations, and requirements for the Board; and
- 1.3.6 consolidate information from a variety of sources, including City policy, the Municipal Code, and applicable provincial legislation, in one document.

1.4 Legislative Framework for City Boards

- 1.4.1 The Sankofa Square Board of Management is a city board under section 141 of the *City of Toronto Act, 2006*.
- 1.4.2 The City’s delegation of authority to the Board is found in Chapter 636 of the Municipal Code.
- 1.4.3 Under the City’s classification of agencies, boards, and commissions, the Board is considered a Program Operating Board, and it is aligned with the City’s Economic Development and Culture Division.

ARTICLE 2: MANDATE AND OPERATING PRINCIPLES

2.1 Mandate of the Sankofa Square Board of Management

The general mandate of the Board is:

- a) to manage and operate the Square according to Applicable Law and applicable City policies;
- b) to periodically review general operating guidelines for the use of the Square, including rental fees and the terms and conditions for using the Square, and to make recommendations for improvements;
- c) to develop a 5-year strategic plan;
- d) to develop an annual program of events for the Square, and to periodically review the effectiveness of the program;

- e) to develop annual business plans and budgets for managing the Square; and
- f) to identify matters that are at issue regarding the management and operation of the Square and to work towards the resolution of these matters with stakeholders and the City³.

2.2 City's Strategic Objectives

The Square is the centre of the City's regeneration project for this vital area of the City's downtown. It is a key element in the effort to promote economic development in the area and revitalize the surrounding community. While the City owns the Square, the City Board governance model creates a means for engagement all parties with a vested interest in the area in the decision making. The City supports the Board by providing it with operating and capital funding.

2.3 Rationale for a City Board Providing the Service

The City's rationale for having the Board manage the Square, as opposed to the City managing the Square itself, is:

- a) to ensure that the local business and residential communities, who have been active participants in the planning and development of the Square since 1996, are able to participate in the management and operation of the Square;
- b) to create a forum for engaging those who have a vested interest in ensuring that the Square remains safe, clean and active;
- c) to provide a way of engaging the expertise and skills available in the community in the management and operation of the Square; and
- d) to have a governance model that lends itself to maintaining a focus on attracting events, which in turn promotes economic development in the area.

ARTICLE 3: DELEGATION OF AUTHORITY

3.1 Matters Requiring Council Approval

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

- a) The appointment of Board Members;
- b) The annual operating and capital budgets of the Board;
- c) The audited annual financial statements by the Board;
- d) Contracting out the overall operation or significant portion of the operation of the Square to a third party;
- e) A records retention by-law or specific Council approval to destroy Records
- f) Any structural addition, alteration, or improvement to the Square;
- g) Any lease of the Square or portion of the Square; and
- h) Any naming, renaming, or corporate naming of the Square.
- i) Board recommendations on appropriate partnerships, sponsorship opportunities, and enhanced revenue streams derived from soliciting expressions of interest, subject to 3.2 h).

3.2 Matters Delegated to the Board

The City has delegated to the Board the responsibility to manage, operate, and maintain the Square in accordance with the powers and duties outlined in § 636-6 of Chapter 636 of the Municipal Code. This includes:

³ See Clause 27, Report No. 16 of the Policy and Finance Committee as adopted by Council at its meeting of December 4, 2001 (<http://www.toronto.ca/legdocs/2001/agendas/cc.htm>)

- a) overall financial and operational responsibility;
- b) developing a long-term needs assessment with regard to capital maintenance and repairs of the Square;
- c) operating in accordance with prudent business practices and in accordance with any applicable agreements;
- d) establishing booking policies and setting fees and charges giving consideration to matters of community access, inclusion and affordability;
- e) developing a multi-year business plan and updating that plan every year and developing a 5-year strategic plan and updating that plan every 5 years;
- f) pursuing appropriate partnership and sponsorship opportunities, subject to the Board-approved partnership policy, multi-year strategic plan and business plan, and consistent with the City's partnership policy;
- g) undertaking requests for proposal or solicit expressions of interest for revenue sources for the Square, including but not limited to third-party outdoor advertising, provided that, through the General Manager of Economic Development and Culture, the Board advises City Council of the results of such requests and reports its recommendations to City Council.
- h) despite Subsection g), the Board is authorized to enter into agreements resulting from the solicitation of expressions of interest or requests for proposal for revenue sources under the following conditions:
 - i. The agreement must be for vending, sponsorship or advertising;
 - ii. The term of the agreement must not be greater than three years; and
 - iii. The Board must report to Council annually on the status of these agreements.
- i) establishing performance objectives and conducting an annual performance evaluation of the General Manager.

3.3 Financial Statements

The Board shall submit to the CFO Financial Statements of the Board that have been audited by the Auditor as soon as possible after December 31 each year.

ARTICLE 4: OPERATING PRINCIPLES

4.1 Operating Principles of the Board

- 4.1.1 The Board shall operate in compliance with all Applicable Law including but not limited to the *City of Toronto Act, 2006*, *Municipal Conflict of Interest Act*, *Occupational Health and Safety Act*, *Ontario Human Rights Code*, and the Toronto Municipal Code. The Board also shall comply with any Council policies with which the Board is required by Council or otherwise to comply.
- 4.1.2 The Board shall manage the Square in a fiscally responsible manner, and in accordance with the Board's annual operating and capital budgets as approved by Council and where applicable the City's financial policies.
- 4.1.3 The Board at all times shall endeavour to manage and control the Square in a reasonable and efficient manner, in accordance with standard good business practice.
- 4.1.4 The Board shall seek input from and otherwise engage the local community.

- 4.1.5 The Board shall recognize the diversity of the City of Toronto and embrace and promote the value of diversity in its day-to-day business.

ARTICLE 5: CITY BOARD

5.1 Structure of the Sankofa Square Board of Management

5.1.1 The Board of Management consists of 15 members appointed by Council composed of:

- The Council Member for Ward 13, Toronto Centre
- 5 public members appointed by City Council
- 2 members of the Downtown Yonge BIA nominated by the BIA
- 1 member nominated by Metropolitan University
- 1 member nominated by a local resident's association
- 1 member nominated by the corporation of Massey Hall and Roy Thompson Hall
- Four ex-officio, non-voting members assigned by their respective division or agency. The current members are as follows:
 - 1 employee of the Toronto Parking Authority (ex-officio no voting rights)
 - 1 employee of the Toronto Police Service (ex-officio no voting rights)
 - 1 City of Toronto employee of the Economic Development and Culture Division
 - 1 City of Toronto employee of the Corporate Real Estate Management Division.

5.1.2 The Councillor is appointed to the Sankofa Square Board of Management by-right-of-office. Councillors are appointed to City Boards by City Council through City Council's Striking Committee process.

5.1.3 The other voting members are appointed under the City of Toronto Public Appointments Policy, and the public appointments process administered by the City Clerk.

5.1.4 Ex-officio, Non-Voting members are assigned by their respective City divisions or City Boards.

5.1.5 All Board Members serve at the pleasure of Council.

5.2 Core Qualifications of Members Appointed to City Boards

5.2.1 Board Members are recruited in accordance with the City of Toronto Public Appointments Policy as amended from time to time.

5.2.2 Board Members should:

- a) have knowledge and understanding of community and public service;
- b) possess good communication and decision making skills;
- c) demonstrate a knowledge of the programs and activities of the facility; and

- d) collectively possess appropriate skills to direct the financial and business operation and management of the Square.

5.2.3 While some Board Members are nominated by interest groups and the views and perspectives of those groups must be brought to the table for discussion, all Board Members shall balance those interests with their primary duty as a member of the Board, which is fulfilling the mandate of the Board as articulated in Section 2.1.

5.3 Term of Appointment

5.3.1 In accordance with Section 141(5) of the *City of Toronto Act, 2006*, each Member shall hold office at the pleasure of Council from the time of appointment until a successor is appointed.

5.3.2 Board Members are eligible for reappointment on the expiration of their term of office.

5.3.3 In accordance with Council's "*Policy and Processes for Citizen Appointments to City Agencies, Boards, Commissions and Corporations and External Special Purpose Bodies*" all nominees of the organizations identified in Chapter 636 are exempt from the usual limits on the maximum length of service on the Board.

5.4 Vacancies

5.4.1 When an individual ceases to be a Member of the Board, a vacancy is created. Vacancies occur on the earliest of:

- a) the date of resignation;
- b) the date the Member is removed from the Board by Council; or
- c) the date of death or other incapacity.

5.4.2 Only Council has the authority to remove a Board Member.

5.4.3 Without limiting Subsection 5.1.4 Council will consider whether or not to remove Board Members if

- a) they have missed three Board meetings in a row without proper cause or notice;
- b) two-thirds of the total number of Board Members have recommended the removal of the Board member; or
- c) the organization which originally nominated the Board Member has requested the removal of the Board Member.

The City Manager will investigate these situations and make a recommendation to Council.

5.5 Remuneration

5.5.1 There is no remuneration for Board Members.

5.5.2 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 *Policy on Remuneration and Expense Reimbursement for City of Toronto Agencies, Boards, Commissions and Corporations*⁴, as amended from time to time.

5.5.3 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

⁴ See 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 (<http://www.toronto.ca/legdocs/2006/agendas/cc.htm>)

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 6: MEETINGS OF THE BOARD

6.1 Procedural Guidelines

- 6.1.1 In accordance with Subsection 189(2) of the *City of Toronto Act, 2006*, the Board shall pass a procedure by-law that governs the calling, place, and proceedings of the Board's meetings including rules and procedures and other matters as deemed necessary. The procedure by-law must support the principles of transparency, accessibility, participation, and civic engagement.
- 6.1.2 The Board's procedure by-law shall comply with Chapter 636, which lists requirements regarding election of officers, meetings, Board minutes, and additional meetings.
- 6.1.3 A copy of the procedure by-law and any amendments or revisions must be filed with the City Manager's Office.
- 6.1.4 The Board shall conduct its meetings in compliance with its procedure by-law.
- 6.1.5 The City, through the City Liaisons, shall assist the Board, if necessary, in developing a procedure by-law.

6.2 Open Meetings

- 6.2.1 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 6.2.2 below.
- 6.2.2 A Board meeting or part of a meeting may be closed to the public where (a) 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 (b) 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.
- 6.2.3 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.

6.3 Quorum

- 6.3.1 Subject to the provisions of subsection 6.3.2, five voting members will constitute a quorum of the Board.
- 6.3.2 If there are one or more vacancies among voting members on the Board, that number which is one-half of the actual number of voting members on the Board will constitute the quorum of the Board. If the actual number of voting members is an uneven number quorum will be slightly more than one-half of the actual number of voting members.

6.4 Meeting Schedules, Agendas and Minutes

- 6.4.1 The Board shall make Board meeting schedules, agendas, and approved minutes (in this section collectively called "records") available to members of the public on a reasonable cost recovery basis, except for those records considered (or, in the case of schedules and agendas, to be considered) during that part of a meeting that was (or is to be) closed to the public.

- 6.4.2 In accordance with Council's Policy on *Public Access and Involvement for City of Toronto Agencies, Boards and Commissions*⁵ 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.
- 6.4.3 The Board shall comply with Chapter 636 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 7: BOARD RESPONSIBILITIES

7.1 Responsibilities of the Board

- 7.1.1 Subject to any matters that require Council approval under Chapter 636 or other Applicable Law, the Board shall have control and management of and overall financial and operational responsibility for the Square.
- 7.1.2 The Board's responsibilities include the following specific matters:
- a) ensuring that the Board's operations and activities comply with Chapter 636 and all Applicable Law and City policies and requirements;
 - b) submitting an annual operating and capital budget for the Board to the City in accordance with City format and timelines;
 - c) approving budget variance reports, in accordance with City format and timelines;
 - d) approving booking policies and fees for the use of the Square and programs in the Square;
 - e) developing resources to support Board activities, programs, and services;
 - f) hiring and evaluation of the General Manager including establishing performance objectives and conducting an annual performance evaluation of the General Manager; and
 - g) approving the annual financial statements of the Board for audit purposes and receiving the report of the Auditor.

7.2 Facility Control and Responsibility

- 7.2.1 The Board is responsible for properly maintaining the Square in a good state of repair and keeping the premises in a clean, safe, and orderly condition.
- 7.2.2 The Board shall ensure that facility maintenance is conducted by licensed technicians where required and in accordance with Applicable Law and regulatory requirements prescribed by various acts and codes such as the Ontario Fire Code and the Ontario Electrical Safety Code 23rd edition.
- 7.2.3 City Councillors, City employees and agents, contractors, and representatives of the City, with the authorization of the appropriate Division or Department 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 General Manager of the Board.

⁵ See Clause 15, Report No. 9 of the Policy and Finance Committee as adopted by Council at its meeting of September 22 to 25, 2003 and attached as Appendix C to this document.

7.3 Board Staff

- 7.3.1 Sankofa Square Board of Management staff are employees of the Board.
- 7.3.2 The Board sets all policies and practices that affect employee compensation including changes to salary ranges, job evaluations, performance pay, and salary and benefits, subject to approval of Council, during the annual budget review process.

ARTICLE 8: RESPONSIBILITIES OF THE CITY

8.1 Corporate Support

- 8.1.1 The Board (the Board itself or Board staff) may request assistance or information from the City at any time, even in areas where Council has delegated responsibility to the Board.
- 8.1.2 The Board (the Board itself or Board staff), 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.
- 8.1.3 The Square is owned by the City and is covered under the City's Indemnification Policy, and Liability and Property Insurance program. The insurance coverage includes Automobile, Property, Boiler and Machinery, General Liability, and Public Officials Errors and Omissions (E&O) Liability insurance. The Square is required to pay annual premiums for insurance to the City. Currently, the insurance budget is allocated into a corporate non-program account.
- 8.1.4 The City Manager's Office provides governance support to the City's agencies, boards, commissions, and corporations, including the Board and provides training to the Board on City of Toronto priorities and policies when required by the City or requested by the Board.

8.2 Role of Council

- 8.2.1 Council considers for appointment to the Board persons nominated by the boards and organizations listed in § 636-7 of the Municipal Code.
- 8.2.2 Council will give consideration to Board requests to amend Chapter 636, other by-laws, Council policies, or governance structures. These requests are to be submitted to the City Manager for transmittal through the appropriate Committee to Council.
- 8.2.3 The member of Council for the ward in which the Square is geographically located is appointed to the Board by right of office. The role of this Councillor on the Board is to:
 - (a) perform as part of the Board;
 - (b) balance the role as representative of Council policies with the duties as a Board Member;
 - (c) provide advice and expertise to aid in decision-making; and
 - (d) provide an essential link between the Board and Council such that Council positions can be conveyed to the Board and vice-versa.

ARTICLE 9: ACCESS TO RECORDS AND INFORMATION

9.1 Records and Information

- 9.1.1 The Board and Board staff 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, boards, and commissions. The Act also includes guidelines related to the collection, use, disclosure, and retention of personal information.

- 9.1.2 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.
- 9.1.3 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 the Square 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*.
- 9.1.4 Except as otherwise provided, a record of the Board may only be destroyed in accordance with section 201 of the *City of Toronto Act, 2006*. Section 201 provides that a record of the Board may be destroyed if a retention period has been established under that section and the retention period has expired or the record is a copy of the original record. Section 201 provides that the City, subject to the approval of the City Auditor, may establish retention periods during which the records of the City and its local boards must be preserved.
- 9.1.5 The City, through the City Liaisons, will assist the Board, if necessary, in developing a system for records retention periods and disposition of records.

9.2 City Requests for Information

- 9.2.1 The Board, or the General Manager 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 or the Square made by Council or the City Manager.
- 9.2.2 The City, when requesting information, shall communicate to the Board or the Board's General Manager the purpose of the information request and how the information is to be used.

ARTICLE 10: POLICIES

10.1 Compliance with City Policies

- 10.1.1 In accordance with subsection 141(1) of the *City of Toronto Act, 2006*, the City may require the Board to follow rules, procedures, and policies established by the City as amended from time to time.
- 10.1.2 In accordance with subsection 212(2) of the *City of Toronto Act, 2006*, the Board shall adopt and maintain policies with respect to the hiring of employees and the procurement of goods and services.
- 10.1.3 All Members of the Sankofa Square Board, including Citizen Members, shall comply with the *Municipal Conflict of Interest Act*, R.S.O. 1990⁶. Further, it is understood that at the time of appointment, each Member has agreed to abide by the Code of Conduct for Members of Local

⁶ See Clause 20, Report No. 16 of the Administration Committee as adopted by Council at its meeting of August 1 to 4, 2000 (<http://www.toronto.ca/legdocs/2000/agendas/cc.htm>)

Boards (Restricted Definition), as amended from time to time⁷.

- 10.1.4 The Board shall ensure that it complies with policies relating to specific matters when directed by Council from time to time and with necessary modifications as appropriate. The City Liaisons will provide the Board with copies of all current City policies that Council has established that apply to the City's agencies, boards and commissions, including the Board.
- 10.1.5 The City Liaisons will provide support and assistance to the Board when requested regarding the implementation of Council directed policies within the Board's operating environment.
- 10.1.6 The City will consult with the Board, whenever possible, regarding new policies or procedures that will affect the Board or its staff.

10.2 Corporate Identity

- 10.2.1 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 the Square (e.g. identification that the Board is a board of the City of Toronto).
- 10.2.2 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.

10.3 Public Representation

- 10.3.1 The Board and Board staff 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.
- 10.3.2 For those matters which are controversial and have significant city-wide implications, the Board, or the Board's General Manager on its behalf, shall provide the City Liaisons for information purposes copies of materials released to the media.

ARTICLE 11: COMMUNICATION AND REPORTING

11.1 City Liaisons

- 11.1.1 Council has directed that the Board be functionally aligned with the City's Economic Development and Culture Division. Therefore, the City's General Manager of Economic Development or that person's designate is a City Liaison, and he or she shall be responsible for program issues between the Board and the City
- 11.1.2 The City Manager's Office is responsible for governance issues and matters relating to this Relationship Framework and Chapter 636, and the City Manager or that person's designate is a City Liaison.
- 11.1.3 The role of the City Liaisons 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.

⁷ See Report No. 6 of June 26, 2008 Executive Committee 22, as adopted by Council at its meeting of July 15 & 16, 2008 (<http://www.toronto.ca/legdocs/mmis/2008/ex/minutes/2008-06-26-ex22-mn.pdf>).

- 11.1.4 The City Liaisons will act as a central access point for transmittal of reports to Council; facilitate the administrative relationship between the Board and the City including the provision of support through various corporate units; ensure that the programs and services delivered through the Board continue to be included in the City's overall strategic directions; act as a resource for the Board and provide information to the Board; and act as a program advocate on behalf of the Board, as appropriate.
- 11.1.5 The City Liaisons shall be the first point of contact for the Board in the event of conflict between the Board and the City and their role is to negotiate a resolution if at all possible. The Board may request that the City Liaisons attend a Board meeting to discuss the issues and possible solutions.

11.2 Financial Management and Budget

- 11.2.1 The City's Financial Planning Division will provide support to the Board with respect to financial management and budget matters, consulting with the City Liaisons and other City staff as required.
- 11.2.2 The Board shall supplement its operating and capital budget submission with a Service-based, multi-year budget view aligned with the Service Plan document (refer to section 11.3 Business Planning), including performance measures, and submit it to the City's Financial Planning Division on an annual basis in a format and within time lines prescribed by the City.
- 11.2.3 The Board shall prepare its operating and capital budget and submit it to the City's Financial Planning Division on an annual basis in a format and within timelines 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 Board's General Manager should be available to answer questions and participate in the budget review process as required.
- 11.2.4 The Board's operating budget shall include salary and benefit costs, facility and operation costs, and any program delivery costs. This may include all salary and benefit costs related to administration, program and volunteer co-ordination, secretarial and reception services; maintenance and security; materials and supplies related to administration and maintenance; furniture and equipment for general use of the Board and for use in the Square; purchased services such as, but not limited to utilities, printing, and auditing costs; repairs below the current Capital policy threshold, and contributions to the City's Insurance Reserve Fund.
- 11.2.5 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 through the annual budget process.
- 11.2.6 The Board, in consultation with appropriate City staff, shall establish a multi-year capital plan that will be reviewed and approved annually by Council.
- 11.2.7 The Board shall not expend administrative or capital 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.
- 11.2.8 The Board shall contact a City Liaison and the designated manager in the City's Financial Planning Division in the event of an unforeseen circumstance that may have budgetary implications.
- 11.2.9 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 all appropriate actions but must advise the City Liaisons as soon as possible of the situation. In all other cases, remedial actions

must first be approved by the City.

- 11.2.10 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.
- 11.2.11 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 report based on the Audit Committee and Council approval of the Audited Financial Statements of the Board.

11.3 Multi-year Strategic Plan and Business Plan

- 11.3.1 The Board shall develop a multi-year strategic plan and a business plan in consultation with the General Manager, Economic Development and Culture and the City Manager that include:
 - (a) strategies to enhance the activation of Sankofa Square for economic development, tourism, and community and commercial programming;
 - (b) enhanced revenue streams to deliver on the mandate and programming of Sankofa Square and the community;
 - (c) a review of permitting, production support policies, and fee structures, including considerations for increasing accessibility by community and not-for-profit organizations;
 - (d) considerations for setting up a foundation to fund the resourcing of the Square's revitalization and enhance access for community and not-for-profit organizations;
 - (e) strategies to enhance the safety and perception of safety of Sankofa Square;
 - (f) rebranding of Yonge-Dundas Square to Sankofa Square;
 - (g) outcomes of community engagement on the revitalization of Sankofa Square;
 - (h) opportunities for partnerships on programming with key stakeholders;
 - (i) business case and detailed financial implications of implementation of the multi-year strategic plan and business plan; and
 - (j) performance metrics to measure progress on the plans.
- 11.3.2 The Board shall prepare its multi-year business plan and update it on an annual basis prior to submitting its operating and capital budgets to Council for consideration.
- 11.3.3 The Board shall update on an annual basis, as required, a Program Map document that will outline the following key information: Mission Statement; Program Map; and related Service profiles in the format prescribed by the City.
- 11.3.4 The Board shall provide Service Plans, based on the prevailing Program Map, on an annual basis in a format and within timelines prescribed by the City. These plans will provide key information that focuses on service levels; service performance and challenges; highlights plans and strategies to address those challenges and links resultant objectives for the multi-year time horizon being

considered.

11.4 Annual Reporting

- 11.4.1 The Board shall prepare a budget submission every year. The budget submission shall be submitted to the City's Financial Planning Division and the external attest audit referenced in Article 11.5 shall be submitted to the Auditor General's office.
- 11.4.2 The Board shall prepare an annual budget submission that includes a program overview including common performance measurement information related to degree of achievement in that year; projected objectives and major activities proposed for the coming year; the annual budget request; a staffing overview; an organizational chart; and other information as required by Council or the Deputy City Manager and CFO from time to time.

11.5 External Attest Audit

- 11.5.1 The City, and the Auditor General on the City's behalf, is responsible for selecting an external auditor (in this Relationship Framework called the Auditor) to complete the annual audit of the Board. The annual audit will be completed in consultation with the Board. The audit must satisfy the requirements of subsection 139(1) of the *City of Toronto Act, 2006* that requires the City to appoint an auditor licensed under the *Public Accounting Act, 2004* to annually audit the accounts and transactions of the City and its local boards and express an opinion on the financial statements of these bodies. (Note that it does not need to be the same auditor that audits the City and all of its local boards).

Article 12: ACCOUNTABILITY AND TRANSPARENCY

12.1 Integrity Commissioner

- 12.1.1 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 any procedures, rules, and policies of the City and local boards governing the ethical behaviour of members of the City's local boards⁸.
- 12.1.2 City Council, a member of City 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.
- 12.1.3 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.
- 12.1.4 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.
- 12.1.5 If the Integrity Commissioner reports to Council the opinion that the Board Member has contravened the code of conduct, Council may reprimand the Member, and if Council does not reprimand the Member, the Board may do so.

⁸ The provisions of the Code of Conduct for members of local boards (Restricted Definition) adopted by City Council at its meeting on July 15 and 16, 2008, apply to members of the Board – Item EX22.6 (2008). See Code of Conduct: <http://www.toronto.ca/integrity/pdf/code-conduct-local-boards.pdf>

12.1.6 The Integrity Commissioner and every person acting under that person's instructions shall preserve secrecy with respect to all matters that come to their knowledge in the course of performing their official duties as required by subsection 161(1) of the *City of Toronto Act, 2006*, except for disclosure of information in accordance with Part V of the *City of Toronto Act, 2006*.

12.1.7 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*.

12.2 Ombudsman

12.2.1 The function of the City's Ombudsman is to investigate any decision or recommendation made or any act done or omitted in the course of the administration of the City, its local boards (Restricted Definition) and such city-controlled corporations as Council may specify and affecting any person or body of persons in his, her, or its personal capacity.

12.2.2 S. 19 of the *Ombudsman Act* applies to the exercise of powers and the performance of duties of the Ombudsman. In accordance with subsection 19(1) of that Act, upon request, the Board shall provide the Ombudsman with information related to any matter he or she is investigating.

12.2.3 The Ombudsman and every person acting under the instructions of the Ombudsman shall preserve secrecy with respect to all matters in the course of their official duties as required under subsection 173(1) of the *City of Toronto Act, 2006*.

12.3 Lobbyist Registry

12.3.1 In accordance with subsection 165(1) of the *City of Toronto Act, 2006* the City will establish and maintain a Lobbyist Registry that retains information by persons who lobby public office holders. Public office holders include Board Members and Board staff.

12.3.2 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.

12.4 Auditor General

12.4.1 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.

12.4.2 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 duties under Part V the *City of Toronto Act, 2006*.

12.4.3 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 official duties under Part V of the *City of Toronto Act, 2006*. Without limiting the forgoing, the Board shall provide the Auditor General or that person's designates with reasonable access to the Board's premises and records during regular business hours.

12.5 General

12.5.1 The City Manager may review the financial records and other relevant records of the Board. The

Board and staff shall provide the City Manager with reasonable access to the premises and records during regular business hours.

- 12.5.2 All City staff that access records of the Board shall respect the confidentiality of any personally identifying information contained in any records as required by the *Municipal Freedom of Information and Protection of Privacy Act*.
- 12.5.3 The Board is required to review and develop an action plan to address recommendations arising from any management letter received from the Auditor, a review by the Auditor General, or a review by the City Manager.

ARTICLE 13: COMPLIANCE

13.1 Inconsistency or Conflict

- 13.1.1 If there is any inconsistency or conflict between the provisions of this relationship framework and Chapter 636, Chapter 636 shall prevail.
- 13.1.2 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 14: AMENDMENTS AND CHANGES

14.1 Amendments to the Relationship Framework

- 14.1.1 From time to time the City, after consultation with the Board, may amend this Relationship Framework.
- 14.1.2 From time to time the Board may request that the City amend this Relationship Framework. The Board shall submit requests for changes to the Relationship Framework to Council through the City Manager.

KEY CITY COUNCIL DECISIONS (NOTE: This is For Information Only)

Council decisions relevant to Sankofa Square may be found on the City's legislative website at The City of Toronto legislative website at: [Council & Committee Meetings – City of Toronto](#)
A selection of key reports is set out in the following table.

Key City Council Decisions Relevant to Sankofa Square Board

Directive	Date	Amendment
2025.PH20.4 – 1 Dundas Street East: Amendments to the Sign By-law Agenda Item History – 2025.PH20.4 (toronto.ca)	April 23, 2025	Amendments to the Sign By-law
2024.EX15.4 A Governance and Operational Review of Sankofa Square (formerly Yonge-Dundas Square) Agenda Item History - 2024.EX15.4 (toronto.ca)	June 26, 2024	Governance and Operational Review Renaming of the Square
2023.MM13.29 Confronting the Legacy of the Transatlantic Slave Trade: Renaming Civic Assets Bearing the Henry Dundas Name Agenda Item History - 2023.MM13.29 (toronto.ca)	December 13, 2023	Adoption of the new name
2023.MM7.5 Governance Review of Yonge-Dundas Square Agenda Item History - 2023.MM7.5 (toronto.ca)	June 14, 2023	Conduct a governance and operations model review for the Square
2021.EX26.3 Procedures By-law for the Yonge-Dundas Square Board of Management Agenda Item History - 2021.EX26.3 (toronto.ca)	October 1, 2021	Adoption of the Procedures By-law
2008.EX26.4 Relationship Framework for Yonge-Dundas Square Agenda Item History - 2008.EX26.4 (toronto.ca)	December 1, 2008	Adoption of the Relationship Framework for Yonge-Dundas Square