

# **City of Toronto Governance Overview**

**for**

**Toronto Public Library Board**  
**June 22, 2015**



# Agenda

- City's Agencies and Corporations
- TPL Board's Relationship to the City
- Best Practices
- Required Board Policies
- Role of a Board Member, Chair and Vice-chair
- Current City Priorities
- City Liaisons and Board Resources
- Questions and Discussions.

# Purpose

- TPL Board on May 25, 2015 requested the City Manager provide an overview of the City's Governance principles and procedures
- Orientation is required for new board members on key City priorities in the new term of Council
- The City is committed to providing support and resources to its local boards when required.

# City Agencies and Corporations

## Agencies

### Service Agencies

- Board of Directors of the Sony Centre for the Performing Arts (Board of Directors of the Hummingbird Centre for the Performing Arts)
- Board of Governors of Exhibition Place
- Board of Health
- Board of Management of the St. Lawrence Centre
- Board of Management of the Toronto Zoo
- Heritage Toronto
- Toronto Atmospheric Fund
- Toronto Centre for the Arts (North York Performing Arts Centre Corporation)
- Toronto Parking Authority
- Toronto Police Services Board
- Toronto Public Library Board
- Toronto Transit Commission
- Yonge-Dundas Square Board of Management

### Community-Based:

- 78 Business Improvement Area (BIA) Boards of Management
- **Arena Boards of Management:**
  - George Bell Arena
  - Larry Grossman Forest Hill Memorial Arena
  - Leaside Memorial Community Gardens Arena
  - McCormick Playground Arena
  - Moss Park Arena
  - North Toronto Memorial Arena
  - Ted Reeve Community Arena
  - William H. Bolton Arena
- **Community Centre Boards of Management:**
  - 519 Church Street Community Centre
  - Applegrove Community Complex
  - Cecil Street Community Centre
  - Central Eglinton Community Centre
  - Community Centre 55
  - Eastview Neighbourhood Community Centre
  - Harbourfront Community Centre
  - Ralph Thornton Community Centre
  - Scadding Court Community Centre
  - Swansea Town Hall Community Centre

### Quasi-Judicial & Adjudicative Boards

- Committee of Adjustment
- Committee of Revision
- Compliance Audit Committee
- Property Standards Committee / Fence Viewers
- Rooming House Licensing Commissioner<sup>2</sup>
- Sign Variance Committee
- Toronto Licensing Tribunal

### Partnered Agency

- Toronto and Region Conservation Authority

## Corporations

### City Corporations<sup>1</sup>

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

### Partnered Corporations

- Toronto Pan Am Sports Centre Inc.<sup>1</sup>
- Waterfront Toronto (Toronto Waterfront Revitalization Corporation)

### Notes:

1. Corporations established under the Business Corporations Act (Ontario).
2. Rooming House Licensing Commissioner and Deputy are Officers, rather than an agency of the City, but in all other respects function as a quasi-judicial and adjudicative board.

# TPL's Relationship to the City

- The Toronto Public Library Board was established under the Public Libraries Act, RSO1990, to manage and control the public library, and was continued as a Local Board of the City under the City of Toronto Act, 2006.
- Under the City of Toronto Act, the Library Board is excluded from most of its prescribed policies and has its own legislation and governance framework in the Public Libraries Act.
- Council established the structure of the Board in Chapter 137 of the Toronto Municipal Code.
- All Members of the Board are appointed by City Council.

# Best Practices

- Boards are advised to ensure critical policies and processes are in place to manage the affairs of the board effectively, and to be transparent and accountable in decision-making
- Appropriate internal controls are in place to protect Board and City assets; for example, financial policies and processes
- Boards adhere to their Procedure By-law for conduct of board business (e.g., open meetings, role of Board Members and officers, etc.)
- Board Members adhere to their applicable codes of conduct, ethics policies and legislation.

# Required Board Policies

Key legislation and policies applicable to the TPL Board include:

- Under the City of Toronto Act, 2006, s. 212 (2) a local board shall adopt policies with respect to the following matters:
  - Its sale and other disposition of land
  - Its hiring of employees
  - Its procurement of goods and services
- Requests from City Council issued from time to time for the TPL Board to consider (e.g. policies requested by Council under the Toronto Public Service By-law as set out in this presentation).
- Key Acts that apply to TPL Board members include:
  - [Municipal Conflict of Interest Act, RSO 1990](#)
  - [Municipal Freedom of Information and Protection of Privacy Act, RSO 1990](#)
  - [Municipal Elections Act, SO 1996](#)

# Role of a Board Member

The Role of a board member includes:

- Abiding by applicable laws and policies
- Promoting Board Transparency and Accountability
- Exercising fiduciary duty (internal controls and stewardship of assets; due diligence in decision-making)
- Integrating the interests of the Board and community.

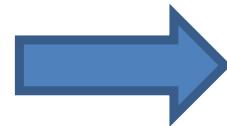
# Role of a Board Chair

- Call, conduct and cancel regular and special meetings of the board and enforce procedure by-laws, order and decorum at meetings
- Objective chairing of meetings
- Representing the Board to the general public, media, stakeholders and Council in accordance with the Board's protocols
- Keep the public informed by ensuring that the public knows the status of the business of the meeting throughout the meeting
- Support Board capacity and effectiveness by promoting board member participation and development
- Other roles set out in the Board's Procedure By-law.

# Role of Vice-Chair of a Board

- Assume duties of the Chair when the Chair is unable to assume duties or upon delegation
- Exercise the powers of the Chair when acting in that capacity
- Chair board committees on behalf of the Chair
- Assist the Chair in developing board capacity
- Hear and deal with issues involving the Chair
- Other roles set out in the Board's Procedure By-law.

# **Current City Priorities**



# City of Toronto Strategic Actions

## 2013-18

**City Building:** Views the City as a whole and focuses on investment in social and physical services and infrastructure, which are fundamental to the city's quality of life.

**Fiscal Sustainability:** Refers to the City's ability to maintain its programs and services while also funding its growing commitments.

**Good Governance:** Refers to the system of municipal government in terms of its role as a democratic institution, a public policy maker and a deliverer of public services.

**Environmental Sustainability:** Encompasses principles of environmental balance and the integration of environmental considerations in our social and economic activities.

**Economic Vitality:** Refers to the health of the city's economy and includes such factors as diversified employment, skilled workforce, competitiveness, investment and affordability.

**Social Development:** Encompasses principles of social equity, social well-being and citizen engagement.

# Toronto Public Service By-law: Overview

- In June 2014, City Council adopted the [Toronto Public Service By-law](#). It is now part of the Toronto Municipal Code, Chapter 192, Public Service.
- The TPS By-law applies to the Toronto Public Service and most City Agencies. Council asked the City Manager and City Agencies to implement By-law provisions.
- The TPS By-law will come into force on December 31, 2015.
- The City Manager's Office is working closely with Agency Heads to support Agency implementation of the By-law provisions.

# Objectives of the Public Service By-law

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

# Public Service By-Law: Application

**The By-law applies to the following in-scope agencies:**

- Arena Boards
- Association of Community Centres
- Exhibition Place
- Heritage Toronto
- Sony Centre for the Performing Arts
- St. Lawrence Centre for the Arts
- Toronto Centre for the Arts
- Toronto Parking Authority
- Toronto Public Health
- Toronto Transit Commission
- Toronto Zoo
- Yonge-Dundas Square

**Council adopted specific directions for consistency with the By-law's ethical requirements:**

- Toronto Atmospheric Fund
- Toronto Police Service Board
- Toronto Public Library Board
- City-Controlled Corporations
- Toronto's Accountability Officers

# Public Service By-law: Key Elements

- Public Service Values
- Role, Responsibilities and Authorities of the City Manager and City Agencies to manage their Employees
- Minimum Human Resources Policy Requirements
- Ethical Provisions for Conflict of Interest, Political Activity and Disclosure of Wrongdoing and Reprisal Protection
- Establishment of Ethics Executives

# Council Recommendation

- While the TPS By-law provisions do not apply to the Toronto Public Library Board, City Council adopted the following recommendation in June 2014:

*Rec. #9. City Council request the Toronto Police Services Board and the **Toronto Public Library Board** to review their ethical policies pertaining to conflict of interest, political activity and the disclosure of wrongdoing and reprisal protection, and adopt provisions consistent with the City of Toronto.*

# City's Executive Compensation Framework

- Initiated by Council in 2012
- In 2014 City Council requested boards (excluding TPL) to adopt an executive compensation policy by 2015
- Once every 4 years the City Manager will report on trends: a report on the 2010 to 2014 period will be submitted to Council in 2015
- Agencies and corporations are requested to collect and submit executive compensation data
- Agencies and Corporations are requested by Council to put a provision into future senior executive contracts for annual disclosure of individual compensation data
- <http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2012.EX21.19>
- <http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2014.EX44.8>

# Executive Compensation Disclosure: TPL

City Council requested the Toronto Public Library Board to:

- *Report individual executive compensation and salary ranges to the City Manager in a form and at a time satisfactory to the City Manager as permitted by law; and*
- *Take action to 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.*

# City's Priority To Support Boards

Support agency performance, compliance and strategic alignment with the City through:

- Board member orientations and briefings as required
- consultation with boards on policy development and program implementation
- A web portal for agencies and corporations to provide timely City information and tools: [Agencies and Corporations Web Site](#)
- Advocating for appropriate corporate supports
- City Liaisons (contact information provided in this package)

# City Liaisons and Board Resources

## Finance Liaison

- Ritu Sadana, Manager, Financial Planning Division, 416.395.6449  
[rsadana@toronto.ca](mailto:rsadana@toronto.ca)
- Karin Dahm, Senior Financial Planning Analyst, Corporate Financial Planning and Management Team, 416.395.1299; [kdahm@toronto.ca](mailto:kdahm@toronto.ca)

## Governance Liaison

- Peter Notaro, Director, Corporate Intergovernmental and Agency Relations, City Manager's Office, 416.392.8066, [pnotaro@toronto.ca](mailto:pnotaro@toronto.ca)
- Karen Jones, Senior Corporate Management and Policy Consultant, City Manager's Office, 416.397.4429, [kjones3@toronto.ca](mailto:kjones3@toronto.ca)

## [Agencies and Corporations Web Site](#)

# Questions & Discussion

