

City of Toronto Governance Overview for

Toronto Public Library Board
June 22, 2015

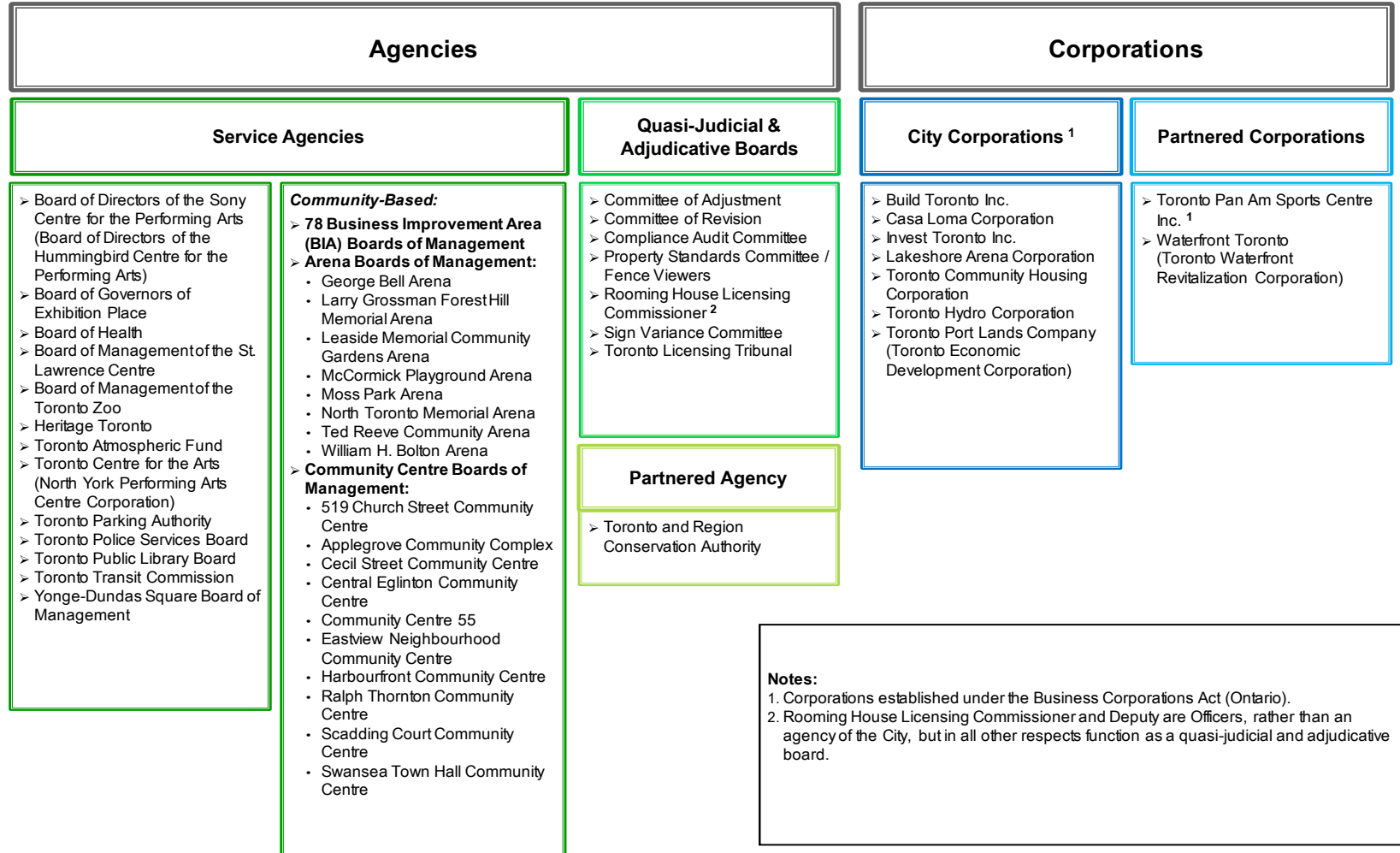
Agenda

- 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



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 Polices 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
- Karin Dahm, Senior Financial Planning Analyst, Corporate Financial Planning and Management Team, 416.395.1299; kdahm@toronto.ca

Governance Liaison

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

[Agencies and Corporations Web Site](#)

Questions & Discussion

