



## **Toronto Atmospheric Fund**

### **Relationship Framework With City of Toronto**

**As amended and restated by Toronto City Council  
at its meeting of June 15 and 16, 2022 ([EX33.8](#))**

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## **Preamble**

The Toronto Atmospheric Fund (TAF) was established by the former City of Toronto Council in 1991 and was incorporated by the *Toronto Atmospheric Fund Act* in 1992 to advance climate action and air quality solutions.

The *Toronto Atmospheric Fund Act, 2005* (TAF Act) continued TAF as a corporation without share capital composed of the members of its board of directors, with specific additional powers as set out in the *Corporations Act* (Ontario). As of October 19, 2021, the *Not-for-Profit Corporations Act, 2010* came into force and now also applies to TAF except as otherwise provided in the TAF Act.

The relationship between the City and TAF is set out in the TAF Act and the City of Toronto Relationship Framework approved by City Council for TAF. Under the TAF Act, TAF is a corporation without share capital that carries out certain objects as described and in accordance with the TAF Act. The City exercises control and custody over various aspects of TAF, in accordance with the TAF Act, specific Council delegations, and certain Council-adopted policies and Council-directed reporting obligations applicable to TAF. The Board's role in this process is to ensure generally that TAF is in compliance with Council direction and specifically provide approval where this Relationship Framework requires. Furthermore, the Board may from time to time delegate implementation of certain Council directions to TAF staff where appropriate.

The governing instruments for TAF include the TAF Act, the City-TAF Relationship Framework, the Statement of Investment Objectives and Principles, and certain by-laws approved by TAF from time to time dealing with administrative and operational matters.

TAF does not receive City funding on an annual basis, and funds its work through proceeds from the investment of its endowments and from other external funds such as grants from charitable foundations or governments. Currently, TAF has three endowments:

- A Toronto Endowment of \$23 million from the City of Toronto in 1992;
- An Ontario Endowment of \$17 million from the Province of Ontario in 2016; and
- A Canada Endowment of \$40 million from the Federation of Canadian Municipalities (as agent for the Government of Canada) in 2020.

## **Article 1: Definitions**

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

“Applicable Laws” means all statutes, by-laws, regulations, orders, and requirements of government or other public authorities having jurisdiction at any time in force.

“Auditor” means the external attest auditor appointed by Council to audit the accounts, transactions, and financial statements of the Toronto Atmospheric Fund.

“Auditor General” means the City's Auditor General or designate.

“Board” means the Toronto Atmospheric Fund Board.

“Board Member” means a person appointed to the Board by Council pursuant to the City of Toronto Public Appointments policy.

“Canada Endowment” means the \$40 million contribution (structured as a \$38 million endowment and \$2 million in operating funds, with the endowment becoming valued at \$40 million after 10 years) provided to TAF in 2020 by the Government of Canada through the Federation of Canadian Municipalities.

“Canada Funding Agreement” means the agreement between the Federation of Canadian Municipalities, TAF and the City dated August 25, 2020 that governs the Canada Endowment, a summary of which can be found [here](#).

“Chair” means the Board Member appointed by the Board as chair of the Board.

“Chief Financial Officer and Treasurer” or “CFO” means the person currently holding the position of the Chief Financial Officer and Treasurer for the City of Toronto as appointed Treasurer under the *City of Toronto Act, 2006*, who is also the same person referred to as “City Treasurer” in the *Toronto Atmospheric Act, 2005*, or other applicable regulation or agreements governing the Toronto Atmospheric Fund.

“City” means the City of Toronto.

“City Official” means the City Manager, Deputy City Manager, Chief Financial Officer and Treasurer, City Solicitor, City Clerk, a Division Head or their designate.

“City Manager” means the City Manager of the City or the person designated to act in that capacity from time to time or his/her delegate.

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

“FCM” means Federation of Canadian Municipalities, a not-for-profit corporation that acts as the trustee of the Green Municipal Fund, and is the responsible entity for disbursing the \$40 million federal contribution to TAF.

“Financial Statements” means, for any particular period, comprehensive financial statements of TAF consisting of not less than a statement of revenues and expenditures, and such other statements, reports, notes and information required by, and prepared in accordance with the TAF Act and Canadian PSAB Standards for Government Not-for-Profit Organizations.

“GTHA” means the Greater Toronto and Hamilton Area, referring to the geographical area containing the City of Toronto, the Regional Municipality of Durham, the Regional Municipality of York, the Regional Municipality of Peel, the Regional Municipality of Halton and the City of Hamilton.

“Insurance Program” means the standard coverage provided through various policies of insurance maintained by the City. The City's Insurance and Risk Management Division is responsible for

maintaining the policies of insurance including selection of insurers, policies, limits, deductibles, terms, and conditions. The City is responsible for managing all insured claims under the Insurance Program.

“Internal Auditor” means the City's Internal Auditor or his or her designate.

“Municipal Code” means the City of Toronto Municipal Code, and by-laws contained within, as amended or replaced from time to time;

“Ontario Endowment” means the \$17 million endowment provided to TAF in 2016 by the Province of Ontario.

“Province” means Her Majesty the Queen in right of Ontario as represented by the Minister of Municipal Affairs and Housing.

“PSAB” means the Public Sector Accounting Board.

“Public Appointments Policy” means the City of Toronto policy governing public appointments to City Agencies and Corporations adopted by Council at its meeting of September 25, 26, and 27, 2006, and as amended from time to time.

“Public Member” means a person appointed to the Board who is not a member of Council.

“Statement of Investment Objectives and Principles” or “SIOP” means the current guidelines approved by Council and as amended from time to time, required under Section 8(3) of the *Toronto Atmospheric Fund Act, 2005*, for the investment of TAF funds.

“TAF” means the Toronto Atmospheric Fund.

“TAF Act” means *Toronto Atmospheric Fund Act, 2005*, as amended from time to time.

“TAF By-law No. 1” means the by-law governing various aspects of TAF's operations and administrative matters.

“TAF Mandate” means the objects of TAF as set out in Section 4 of the TAF Act.

“Toronto Endowment” means the \$23 million endowment provided by the City of Toronto

“Transfer Payment Agreement” means the agreement between the Province, the Toronto Atmospheric Fund and the City of Toronto dated October 30, 2016 that governs the Ontario Endowment, a summary of which can be found [here](#).

## **Article 2: Purpose**

### **2.1 Purpose**

The purpose of this Relationship Framework is to:

- (i) Describe the relationship between the City and TAF as set out in the TAF Act, work alongside with the SIOP and TAF By-law No.1, and address any relevant requirements arising out of agreements related to TAF;
- (ii) Detail the accountabilities of TAF to the City;
- (iii) Articulate Council’s objectives and expectations to be met by TAF; and
- (iv) Identify the support provided by the City to TAF and describe applicable procedures for communication and approvals.

### **Article 3: Applicable Legislation and City Policies and Matters Involving the Provincial and Federal Governments**

#### **3.1 Applicable Legislation:**

The following is a non-exhaustive list of applicable legislation, as may be amended from time to time, that applies to TAF:

3.1.1 *Toronto Atmospheric Fund Act, 2005*

3.1.3 *City of Toronto Act, 2006*

3.1.4 Toronto Municipal Code

3.1.5 *Municipal Conflict of Interest Act*

3.1.6 *Municipal Freedom of Information and Protection of Privacy Act (“MFIPPA”)*

3.1.7 *Not-for-Profit Corporations Act, 2010*

3.1.8 *Occupational Health and Safety Act*

3.1.9 Ontario Regulation 582/06: Dissolution of and Assumption of Powers of Local Boards

3.1.10 *Trustee Act, ss. 27-31*

3.1.11 *Corporations Act (Ontario)*

3.1.12 *Municipal Act, 2001*

#### **3.2 Applicable City Policies:**

The TAF Act provides the City with authority to establish policy, reporting and approval requirements for the management and operation of TAF. TAF shall comply with such applicable policies.

The following is a non-exhaustive list of City policies that Council has determined, pursuant to section 3(2) of the TAF Act, apply to TAF. Council may at any time and in its sole discretion amend the policies or amend the list of applicable policies by providing notice of such amendment(s) to TAF. In addition, the City will provide TAF with a complete list of applicable City policies and any training resources related to the policies where available, and notify TAF of any updates to the resources from time to time.

If any applicable City policy conflicts with this Relationship Framework or other Council decision specific to TAF, the Relationship Framework or specific decision of Council shall govern and the relevant provisions of the City policy shall be deemed not to apply to TAF.

### 3.2.1 Code of Conduct for Members of Local Boards

The City's Integrity Commissioner responds to inquiries from Board Members for interpretation of the Code and addresses complaints and investigations under the Code. Although this policy applies and is also referenced in 7.7(i) of this Relationship Framework, TAF is not considered a local board under the *City of Toronto Act, 2006*, except for the purposes of O.Reg 582/06: Dissolution of and Assumption of Powers of Local Boards.

### 3.2.2 Conflict of Interest Policy

### 3.2.3 Corporate Identity Policies

Any TAF use of the official City corporate logo or word mark must be in compliance with the Corporate Identity Policy.

TAF is required to acknowledge in public materials, such as web content and publications, its relationship with the City, and that the City provides support to the TAF.

### 3.2.4 Donations to the City of Toronto For Community Benefits Policy

For further clarity, funds that TAF applies for, such as grants from a charitable foundation or contributions from a government, are not considered donations under this policy.

### 3.2.5 Executive Compensation Policy

### 3.2.6 Hate Activity Policy

### 3.2.7 Human Rights and Anti-Harassment/Discrimination Policy

### 3.2.8 Policy on Board Governance Structure

### 3.2.9 Policy on Public Access and Involvement for City of Toronto Agencies



### 3.2.10 Public Appointments Policy

## **3.3 Matters Involving the Provincial or Federal Government**

- 3.3.1 TAF and the City will comply with all applicable obligations in any federal or provincial agreements to which TAF and the City are parties.
- 3.3.2 TAF will obtain all required provincial and federal approvals for its work.
- 3.3.3 TAF and the City will notify each other in the event of any compliance inquiries, issues or changes related to the TAF Act, Transfer Payment Agreement or the Canada Funding Agreement and any other agreement to which TAF and the City are parties.
- 3.3.4 TAF and the City may, when appropriate, communicate with the other regarding initiatives and engagements with provincial and federal governments related to governance and climate-related funding, policy and programs, and determine if and how collaboration would add value.

## **Article 4: Business of the Toronto Atmospheric Fund**

### **4.1 Geographic Scope of TAF Mandate:**

TAF delivers the TAF Mandate within the City of Toronto and across the GTHA through its endowments, subject to limitations as directed by Council or the terms of the Transfer Payment Agreement and the Canada Funding Agreement. The Canada Endowment also supports TAF's participation in the national Low Carbon Cities Canada initiative.

TAF delivers the TAF Mandate through a range of activities including those described in Section 4.3 below.

### **4.2 Advancing the City's Strategic Objectives:**

Improving air quality and reducing greenhouse gas emissions continue to be important City objectives to advance climate action and build Toronto's resilience. TAF and the City will collaborate and contribute their respective expertise to advance the TAF Mandate and the City's objectives outlined in its TransformTO Climate Action Strategy and related strategies as may be amended from time to time.

TAF also will operate with regard to the City's corporate and strategic objectives, such as those outlined in its Corporate Strategic Plan, and objectives that advance equity and diversity, as may be amended from time to time. The City shall give TAF notice of such City objectives, including those outlined in the Corporate Strategic Plan, that affect TAF or require TAF's action.

### **4.3 Activities of the Toronto Atmospheric Fund**

At all times, TAF and the City will operate in a collaborative and transparent manner to ensure accountability, best use of resources and expertise, and achieving mandate-related results.

In accordance with the TAF Act, the SIOP, TAF By-law No.1 and any agreements entered into in accordance with the TAF Act, and with Council approval where required, TAF engages in activities including but not limited to:

- (i) investing and monitoring TAF's funds in accordance with the SIOP;
- (ii) providing grants that advance TAF's mandate;
- (iii) establishing and implementing projects and programs that advance TAF's mandate;
- (iv) developing and advocating for climate policies and programs with the City, municipalities across the GTHA, and other orders of government;
- (v) providing information, analysis and thought leadership related to TAF's mandate
- (vi) undertaking mandate-related research, program evaluation, pilots and demonstration projects;
- (vii) receiving contributions from charitable foundations, corporations, individuals or governments;
- (viii) conducting administrative and management activities that support TAF's operations; and
- (ix) such further activities within TAF's Mandate as TAF may from time to time determine to engage in, subject to obtaining any approvals required by the City under this Relationship Framework.

## **Article 5: City Roles and Responsibilities**

### **5.1 Responsibilities of City Officials**

5.1.1 The City Manager or designate will:

- (i) Report to Council as appropriate on any matters related to TAF, including transmitting Board recommendations for Council approval;
- (ii) Provide advice to TAF and City Officials regarding TAF; and
- (iii) Respond on behalf of the City to inquiries from the Province, the Federal Government, FCM or other parties in relation to tripartite agreements to which the City and TAF are parties.

5.1.2 Under the TAF Act, the CFO is the custodian and has oversight of the TAF funds. The CFO or designate will:

- (i) Report to Council as appropriate on financial matters related to TAF, including transmitting Board recommendations for Council approval;
- (ii) Receive financial and investment reporting from TAF, including reporting where required in the Transfer Payment Agreement and Canada Funding

Agreement, the SIOP, and in accordance with Article 11 of this Relationship Framework;

- (iii) Respond to TAF inquiries related to financial matters; and
- (iv) Respond on behalf of the City to financial inquiries from the Province, Federal Government, FCM or other parties in relation to tripartite agreements to which the City and TAF are parties.

#### 5.1.3 All City Officials will:

- (i) Support City collaboration with TAF and alignment of TAF and City strategic objectives; and
- (ii) Develop and administer agreements, processes and procedures, where appropriate and with Council authorization where required, to provide support for matters described in Section 5.2 below and other matters related to TAF.

## 5.2 Corporate Support from City Divisions

### 5.2.1 City Clerk:

The City Clerk provides secretariat services to TAF for its Board meetings on a fee-for-service basis<sup>1</sup>. This support may be subject to a service level agreement between TAF and the City Clerk that provides additional detail on fees and services. The Board may designate the City Clerk as the Recording Secretary of TAF for the purposes of TAF Board meetings.

TAF will carry out its responsibilities under the *Municipal Freedom of Information and Privacy Act*. The City Clerk through the Corporate Access and Privacy Office will provide support and advice to TAF on matters related to the processing of Freedom of Information and the collection, use, disclosure and retention of personal information as required.

### 5.2.2 Corporate Real Estate Management, Property Management:

The City provides TAF with approximately 2,200 square metres of office space as an in-kind contribution and TAF must comply with applicable City policies. The provision of in-kind office space may be amended at the direction of Council. The City shall provide TAF with notice of any amendments to applicable City policies that affect TAF.

### 5.2.3 Environment and Energy:

Environment and Energy Division will support TAF in aligning with the City's objectives outlined in its TransformTO Climate Action Strategy and related strategies.

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<sup>1</sup> City Council, June 3, 1993, Executive Committee Report 10, clause 16.

#### 5.2.4 Insurance and Risk Management:

TAF staff and Board Members are insured under the City's Insurance Program. TAF is required to pay insurance premium costs as determined by the City. TAF and the Board are required to cooperate with the City in processing claims.

#### 5.2.5 Legal Services:

Consistent with Law Society of Ontario rules, as long as TAF retains independent legal counsel, then the Legal Services Division can assist TAF and its counsel with general, City-related legal information but not advise on particular matters.

#### 5.2.6 People and Equity:

The TAF Board hires the Chief Executive Officer (CEO) of TAF. TAF staff are employees of TAF. The CEO is accountable to the Board, and all other TAF staff are accountable to the CEO. Upon request from TAF, People and Equity division will post TAF job opportunities on their external opportunities landing page and provide access to training to enable compliance with City policies.

#### 5.2.7 Purchasing and Materials Management:

The Board will adopt purchasing policies in consultation with Purchasing and Materials Management Division (PMMD). PMMD will consider requests for assistance from TAF on matters related to procurement.

#### 5.2.8 Additional Assistance:

TAF may reach out to any City Division with requests for assistance, and they will be considered by the appropriate City Official.

### **5.3 Responding to TAF Requests**

5.3.1 In response to requests from TAF, the City will respond to TAF in writing in a timely manner and include the rationale for its advice or recommendations.

## **Article 6: TAF Responsibilities and Board Obligations**

### **6.1 Responsibilities of the Board**

Subject to the TAF Act and the Not-for-Profit Corporations Act, 2010, the Board shall manage the activities and affairs of TAF. Without limiting the foregoing, the Board's management of TAF shall include the following specific matters:

6.1.1 Appointing and overseeing a Chief Executive Officer;

- 6.1.2 Appointing the Board Chair, Vice-Chair, Treasurer and Secretary;
- 6.1.3 Approving and submitting all required financial oversight documentation in accordance with this Relationship Framework, the Transfer Payment Agreement and Canada Funding Agreement.
- 6.1.4 Ensuring the financial practices of the organization are maintained in accordance with PSAB Standards for Government Not-for-Profit Organizations, in accordance with the TAF Act, Council policies, the SIOP, and this Relationship Framework;
- 6.1.5 Ensuring TAF complies with all applicable legislation, regulations, policies and agreements and obtains all necessary approvals, including Council approvals;
- 6.1.6 Approving all grants, investments and endowment agreements, in accordance with TAF policies, subject to Section 10.2;
- 6.1.7 Monitoring investment performance in accordance with the SIOP;
- 6.1.8 Hiring, firing, managing and receiving reports on the performance of TAF investment managers in accordance with the SIOP;
- 6.1.9 Creating, amending or repealing operating and administrative by-laws and policies, except where Council authorization is required as per 6.2.1 and subject to Article 8 of this Relationship Framework;
- 6.1.10 Establishing, amending and dissolving Board committees for such purposes as it may from time to time deem desirable, and appointing members who may or may not be Board Members, as long as the Board has appropriate accountability mechanisms.
- 6.1.11 For all subsidiaries that are wholly-owned, controlled, or within the custody of TAF, including CAIT Ventures Inc (a for-profit wholly-owned subsidiary of TAF incorporated in 2001), reviewing, on a regular basis, all resolutions, financial statements, and other relevant materials of these subsidiaries to confirm that they are not acting in a manner inconsistent with the duties TAF has under this Relationship Framework.
- 6.1.12 Directing TAF to adopt and implement conflict of interest and political activity provisions consistent with the City, and to adopt and implement disclosure of wrongdoing and reprisal protection provisions meeting the minimum requirements established for City Agencies; and
- 6.1.13 Submitting those matters to City Council for approval as identified in Article 6.2.

## 6.2 Matters Requiring Council Approval

6.2.1 The Board shall ensure that the following matters are submitted to Council for approval:

- (i) TAF's Annual Budget, which includes strategic and operational objectives and performance indicators, in accordance with Article 11;
- (ii) Establishment, amendment or dissolution by TAF of subsidiary entities or the material transfer of TAF assets to a subsidiary entity;
- (iii) Agreements to which the City and TAF are parties;
- (iv) Allocation of any grants or investments that are outside of TAF's mandate;
- (v) Any investments, guarantees or security on loans or lines of credit in excess of \$5 million;
- (vi) Any grants made by TAF in excess of \$1.25 million;
- (vii) Any proposal to amend the Statement of Investment Objectives and Principles;
- (viii) Any proposal to amend this Relationship Framework, including Schedule 1;
- (ix) A Debt Policy and any amendments; and
- (x) Any other matter for which Council has explicitly required approval.

6.2.2 When seeking assistance or advice from a City Official for any matter outlined in 6.2.1, TAF will provide supporting information as requested by the City. The City will undertake work as may be necessary to respond to such a request in a timely manner.

6.2.3 When seeking Council approval for any item under 6.2.1, TAF shall ensure that appropriate City Officials have been consulted in advance of the Board decision in accordance with the process below.

TAF will submit to the appropriate City Official in a timely manner a written memo that contains the following:

- (i) Information outlining the business case for the request, addressing the purpose, timelines, financial details and risks of the matter;
- (ii) Explanation of governance and reporting measures;
- (iii) Implications, if any, relating to any agreement to which TAF and the City are parties;
- (iv) Implications, if any, for the Toronto, Ontario or Canada endowments. In the event that there are any related conditions from the Province or FCM, written confirmation of those conditions, and their approvals where applicable; and
- (v) Any additional information requested by the City.

6.2.4 The preferred manner for TAF to seek Council approval under 6.2.1 is for a City Official to prepare a transmittal report to the appropriate Standing Committee.

6.2.5 A TAF representative must be available to respond to questions from Members of Council when the matter is addressed at a Standing Committee or Council.

## **Article 7: Governance**

### **7.1 Composition of the Board**

Council has the sole authority to alter the composition of the Board, at its discretion or at the request of the Board.

The Board currently consists of 11 members: 3 City Council members and 8 Public Members. One City Council member shall be the Mayor or a designate appointed by the Mayor. Less than a majority of Public Members of the Board shall be non-Toronto residents that live in the GTHA. The Board recruitment process outlined in Article 7 considers desired competencies of Public Members.

### **7.2 Appointments to the Board**

Council shall appoint all Board Members, who shall serve at the pleasure of Council.

Public members are nominated through the City's Public Appointments Policy, and Members of Council appointments are made by the Striking Committee. The Board elects the Board Chair and the Vice-Chair and other Officers from among its members.

### **7.3 Board Member Eligibility**

The Public Appointments Policy outlines the eligibility requirements and restrictions of public and Council members of the Board.

Each Board Member shall be an individual who is not less than 18 years of age. No person shall be a Board Member who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of a bankrupt.

### **7.4 Term of Board Appointments and Recruitment**

The term of appointment is four years or until a successor is appointed. Terms of office are staggered such that the terms of half the members expire every two years. No Public Member shall serve on the Board for more than two consecutive four-year terms.

The Chair shall notify the City Clerk as soon as possible if a vacancy occurs or is expected to occur for any reason, in accordance with the Public Appointments Policy.

When recruiting members to fill a Board vacancy, the City Clerk shall:

- (i) Seek input from the Chair or designate regarding what skills and experiences would best serve the Board in undertaking its duties; and
- (ii) Invite participation from a City Division in candidate interviews, if appropriate, based on the desired candidate qualifications and experience.

## **7.5 Board Members Ceasing to Hold Office**

A Board Member ceases to hold office when the member dies, resigns, is removed from office by Council in accordance with the TAF Act, or no longer fulfils all of the qualifications to be a Board Member set out in the *Not-for-Profit Corporations Act, 2010*, the TAF Act or in TAF By-law No. 1.

Regular attendance at meetings is required. Public members must contact the board Chair and City Clerk if they are going to be absent from a meeting. The Board has the discretion to permit or excuse a Board Member's absence without further action.

When a Board Member is absent for three consecutive scheduled meetings without being excused by the Board, the Board Member automatically ceases to be a member of the Board and their seat is declared vacant. TAF will notify the City Clerk's Office of any vacancies so that appropriate action can be taken.

## **7.6 Remuneration**

Board Members shall serve without remuneration and no member shall directly or indirectly receive any profit from their position or in any other capacity as a member.

The Board may adopt a policy to reimburse Board Members for reasonable expenses incurred by them in the performance of their duties, consistent with the City's Expense and Travel Reimbursement Policy for City Agencies, Boards, Commissions and Corporations.

## **7.7 Conduct and Ethics**

It is understood that each Board Member has agreed, at the time of their appointment, to abide by:

- (i) the Code of Conduct for Members of Local Boards (Restricted Definition), subject to any relevant legislation applicable to TAF; and
- (ii) the Municipal Conflict of Interest Act, and all City policies concerning conflicts of interest of Board Members or employees, including any requirements for disclosure and abstention from voting.

Members of Council who have been appointed to the Board are bound by the Code of Conduct for Members of Council. Additionally, when a Member of Council is acting in their capacity as a member of the Board, the Member of Council is also bound by the Code of Conduct for Members of Local Boards (Restricted Definition).

TAF shall be considered a local board for the purposes of this Section.



## **Article 8: Meetings of the Board**

### **8.1 Regular and Additional Board Meetings**

A schedule of regular Board meetings and the Annual General Meeting of members shall be determined by the Board in consultation with City Clerks on an annual basis.

Schedule 1 outlines procedures for the Chair to cancel, reschedule or call additional meetings of the Board.

### **8.2 Meeting Procedures**

The Board shall adopt a procedural by-law to govern its Board and Committee meetings and forward to Council for approval.

Schedule 1 of this Relationship Framework outlines procedures that govern the meetings of its Board and which are consistent with Municipal Code Chapter 27 and the *City of Toronto Act*. Upon Council approval of the Relationship Framework, Schedule 1 shall be TAF's Procedural By-law.

## **Article 9: Access to Records and Information**

### **9.1 Records and Information**

9.1.1 TAF is 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 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 TAF must maintain all books and records for a period as set out by the Records Retention By-law (Toronto Municipal Code Chapter 217) or related policies and procedures.

9.1.3 TAF shall comply with all applicable record keeping requirements under the *Not-for-Profit Corporations Act, 2010* and the *Income Tax Act*.

### **9.2 Disclosure of Information**

9.2.1 TAF shall disclose individual executive compensation to City Council through the City Manager as permitted by law, in a form and at a time satisfactory to the City Manager.

- 9.2.2 Upon request and in a timely manner, TAF shall provide a City Official with any information relating to the operations and affairs of TAF, including confidential information, except where doing so is not permitted by law.
- 9.2.3 The City will request information from TAF in writing to the Chief Executive Officer, along with detailed rationale and an expected timeline for TAF to respond.
- 9.2.4 TAF will provide the requested information and a detailed explanation for not providing any part of the information.
- 9.2.5 Upon request and in a timely manner, TAF shall provide Members of Council with information about TAF programs and activities in their wards.

## **Article 10: Funding and Financial Framework**

### **10.1 Assets**

When necessary, the City and TAF will develop a wind-up plan for TAF's assets. Among TAF assets, the Toronto Endowment will be automatically returned to the City, and the Ontario Endowment and Canada Endowment will be governed by the terms of the Transfer Payment Agreement and Canada Funding Agreement, respectively.

### **10.2 Grants**

TAF provides grants from its investment proceeds to eligible recipients to advance TAF's mandate. TAF shall not be subject to the City of Toronto Grants Policy. The Board will adopt a Grants Policy that includes the following elements:

- (i) Recipient eligibility criteria;
- (ii) A process for approval of all grants, which shall include, at minimum, a report to the Board summarizing the goals of the grant project, its timeline and respective allocations from the Toronto Endowment, Ontario Endowment and Canada Endowment as applicable;
- (iii) Limiting grants from the Toronto Endowment only to projects that can directly advance the City of Toronto's climate objectives; and
- (iv) Reporting on the outcomes of the grant.

### **10.3 External Funding**

10.3.1 TAF may receive funds from external sources, including charitable foundations, corporations, individuals and other governments, for projects that advance the TAF Mandate.

10.3.2 Where the City is requested to receive funding from a charitable foundation on TAF's behalf (and serve as the qualified donee under the Income Tax Act), TAF will notify the City when applying for the funding and address all City requirements for documentation and approvals. The City's agreement to accept funding on TAF's behalf is on a case-by-case basis at the City's discretion. The City shall not unreasonably withhold its approval.

10.3.3 Where possible, TAF and the City will identify and explore opportunities to collaborate on funding applications of mutual benefit.

#### **10.4 Debt Policy**

The Board will adopt a Debt Policy, to be approved by Council, which includes the following elements:

- (i) Permissible purposes for borrowing;
- (ii) Debt service ratios and their maximum limits;
- (iii) Total debt limits; and
- (iv) Debt terms and term limits

### **Article 11: Financial Reporting**

#### **11.1 Fiscal Year:**

In accordance with the TAF Act, TAF's fiscal year begins on January 1 in each year and ends on December 31 of that year.

#### **11.2 Business Plan:**

Each year, in the form of its annual operating and capital budget submission, the Board shall ensure that TAF submits to the CFO a Business Plan and proforma financial results for the next three (3) fiscal years. TAF shall prepare its annual Business Plan on a consistent basis in a manner that allows for year-to-year comparisons. TAF shall carry on its business and operations in accordance with the Business Plan, which shall include, in respect of the period covered in such plan:

- (i) TAF's strategic direction and programs;
- (ii) Operational plans and financial implications;
- (iii) Asset management and capital plans;
- (iv) Business issues that need to be addressed or challenges expected in future, including a projection of the service levels compared to projected demand;
- (v) The projected annual revenues and profits for each fiscal year during the term of the Business Plan;
- (vi) Any material variances from the Business Plan in effect, along with explanatory information;
- (vii) Any material changes in the projected ability of TAF to meet or continue to meet the TAF Mandate;

- (viii) Any material variances from the Business Plan then in effect; and
- (ix) Any additional information as Council may request.

### **11.3 Budget:**

11.3.1 TAF's annual budget, as approved by its Board, shall be submitted for review and approval through Council's budget processes.

11.3.2 The Budget submission is to follow the instructions and guidelines as indicated in the most current City operating and capital budget submission guidelines. The submission material is to be provided in both hard copy and electronically by the submission deadline with an accompanying transmittal letter signed by the TAF's Chair.

### **11.4 Annual Report:**

11.4.1 TAF shall submit to the City Manager and CFO an Annual Report within three months after TAF's fiscal year end, which shall include the following:

- (i) Audited consolidated annual financial statements of TAF (the "Financial Statements"), which includes separate fund accounting for the City, Ontario and Canada Endowments, which the City will include in the City's consolidated financial statements, to be submitted by the Auditor General for the consideration of the City's Audit Committee;
- (ii) In the event that the audit opinion is not a clean opinion, measures TAF proposes to undertake to address any issues identified in such opinion;
- (iii) Explanation as to annual material financial variances in actual results as compared to budgeted amounts;
- (iv) Information pertaining to the creation, dissolution or amendment to any TAF subsidiaries, or other TAF equity interests, joint ventures, limited partnerships, or other structures;
- (v) Overview of programs, grants and corporate expenses;
- (vi) A summary of all grants awarded;
- (vii) TAF Mandate-related performance measures, along with explanation in the event of any significant deviation in the ability of TAF to meet or continue to meet the TAF Mandate;
- (viii) TAF's actual investment returns as compared with Board-approved Investment Performance benchmarks;
- (ix) A summary of all Board-approved TAF Mandate-related direct investments allocated;
- (x) Any Board-approved changes to asset mix, investment managers, and related risk assessments that may accompany these changes
- (xi) Attestation of compliance with SIOP;
- (xii) Attestation of compliance with this Relationship Framework, supported by quantitative and qualitative information; and
- (xiii) Other details required by the CFO and/or Auditor General from time to time related to the above, for example an audit letter that may be provided to the Board.

## 11.5 Quarterly Reporting

- 11.5.1 Subject to Section 10(2) of the TAF Act, and within 60 days of the end of each quarter, TAF shall submit to the CFO on a quarterly basis, :
- (i) Unaudited financial statements and variance reporting;
  - (ii) Risk assessment reporting as may be approved by the Board; and
  - (iii) Investment results

## Article 12: Audit

- 12.1 Council shall appoint a licensed public accountant as the auditor of TAF, as per Subsection 9(1) of the TAF Act.
- 12.2 The Auditor General, in consultation with TAF, is responsible for selecting and recommending an external auditor for TAF to Council.
- 12.3 The TAF Act restricts the following persons from appointment as TAF's auditor:
- (i) A director, officer, or employee of TAF or the Clean Air Partnership (CAP);
  - (ii) A director, officer, or employee of the City or any of its agencies or corporations;
  - (iii) A director, officer, or employee of a partner or co-venture partner of TAF or CAP; and
  - (iv) A partner, employee or employer of the aforementioned.
- 12.4 If no auditor is appointed by Council by the end of TAF's fiscal year, TAF's Board may appoint a licensed public accountant as the auditor for TAF for that fiscal year.
- 12.5 TAF's financial books and records shall be audited each fiscal year in accordance with PSAB audit standards.
- 12.7 Council may establish policies and procedures, as its sole discretion it considers advisable, governing the scope, conduct, timing and reporting of audits, as provided by the TAF Act.
- 12.8 Subject to Section 10(1) of the TAF Act, the Board shall submit the audited financial statements, management letter and management response to the CFO, who shall submit these to City Council's Audit Committee for information purposes.
- 12.9 TAF shall review and respond to recommendations arising from any future review by the City's CFO or Auditor General.

## **Article 13: Right to Audit**

- 13.1 The City, through the CFO, Auditor General, Internal Auditor or their delegates, reserves the right to review and/or audit TAF's records, and shall have unrestricted access to all records, books and documents pertaining to TAF's business operations and its roles and responsibilities as outlined in the Relationship Framework.
- 13.2 TAF shall afford all facilities at its location for such inspections and audit, and shall furnish the City with all relevant information and such assistance and cooperation as required.
- 13.3 The City shall treat all information of TAF in accordance with MFIPPA.

## **Article 14: Conflict**

### **14.1 Event of Conflict:**

If there is any inconsistency between provisions of this Relationship Framework, a more recent Council decision that varies certain provisions of this Relationship Framework, the most recent Council decision shall prevail. The City shall inform TAF of any Council decisions relevant to TAF governance and to this Relationship Framework. If, in the opinion of the City Solicitor, there is an inconsistency or conflict between the provisions of this Relationship Framework and provincial or federal legislation, or between this Relationship Framework and the Transfer Payment Agreement or the Funding Agreement, the provincial or federal legislation, and the funding agreements shall prevail. In such circumstances, the City Solicitor shall consult with TAF and its solicitors when a potential inconsistency or conflict is identified. If there is inconsistency between this Relationship Framework and TAF By-law No, 1, this Relationship Framework shall prevail.

## **Article 15: Amendments**

### **15.1 Amendments to Relationship Framework:**

Amendments to this Relationship Framework require Council approval. Council may direct amendments to this Relationship Framework. The City Manager or the Board may also propose that Council consider amendments to the Framework, following consultation between the City and TAF.

## **Schedule 1 – Procedural By-law for Meetings of the TAF Board**

### **Definitions**

In this By-law, the following terms have the meanings set out below:

“Applicable Laws” means all statutes, by-laws, regulations, orders, and requirements of government or other public authorities having jurisdiction at any time in force.

“Auditor” means the external attest auditor appointed by Council to audit the accounts, transactions, and financial statements of Toronto Atmospheric Fund.

“Auditor General” means the City's Auditor General or designate.

“Board” means the Toronto Atmospheric Fund Board.

“Board Member” means a person appointed to the Board by Council pursuant to the City of Toronto Public Appointments policy.

“Chair” means the Board Member appointed by the Board as chair of the Board.

“City” means the City of Toronto.

“City Clerk” means the City Clerk of the City of Toronto or their designate.

“City Official” means the City Manager, Deputy City Manager, Chief Financial Officer and Treasurer, City Solicitor, City Clerk, a Division Head or their designate.

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

“Meeting” means a meeting of the Board.

“Motion to Defer” means a motion to delay a decision on a matter by postponing consideration of the matter:

- (1) Indefinitely;
- (2) Until, or within, some specified time or time period;
- (3) Until a specified event happens; or
- (4) Until a report or communication is presented.

“Motion to Refer” means a motion to send a matter, including the main motion or amendments, to a Committee or person for more information or recommendation.

“Motion to Receive for Information” means a motion to acknowledge a matter or part of a matter, including the main motion or amendments, to take no current action on the matter, and to place the matter in the City Clerk's records for future reference.

“Municipal Code” means the City of Toronto Municipal Code, and by-laws contained within, as amended or replaced from time to time;

“Point of Order” means bringing to the attention of the Chair and Board Members that a person has broken a rule or made an error in procedures and asking that the Board meeting follow the rules or that the error in procedure be corrected.

“Point of Privilege” means a request to the Chair and to the Board to immediately consider and take action to remedy a situation negatively affecting the rights or privileges of Board Members or the Board, despite other pending business currently before the Board.

“Procedural By-law” means this By-law, as amended by Council from time to time.

“Public Appointments Policy” means the City of Toronto policy governing public appointments to City Agencies and Corporations adopted by Council at its meeting of September 25, 26, and 27, 2006, and as amended from time to time.

“Quorum” means the number of Board Members to be present at a meeting to legally conduct business at the meeting.

“Recorded Vote” means a vote for which the City Clerk records all Board Members present and how they voted.

“Special Meeting” means a Board meeting other than a regular meeting, a continued meeting, or a reconvened meeting

“TAF” means the Toronto Atmospheric Fund.

“TAF Act” means *Toronto Atmospheric Fund Act, 2005*, as amended from time to time.

“TAF By-law No. 1” means the by-law governing various aspects of TAF's operational and administrative matters.

“TAF Mandate” means the objects of TAF as set out in Section 4 of the TAF Act.

## **A. Principles of Board Procedures**

The following Board Members' rights are the principles upon which this By-law is based:

- (1) The majority of Board Members have the right to decide;
- (2) The minority of Board Members have the right to be heard;
- (3) All Board Members have the right to information to help make decisions, unless otherwise prevented by law;
- (4) Board Members have a right to an efficient Meeting;
- (5) All Board Members have the right to be treated with respect and courtesy; and
- (6) All Board Members have equal rights, privileges and obligations.



## **B. Business conducted according to the Procedural By-law**

The Board will observe the rules in this By-law in all proceedings of the Board.

If there is a conflict between two or more rules in this By-law, or if there is no specific rule on a matter, the Chair will rule. The Chair may consult with the City Clerk, and use City of Toronto Municipal Code Chapter 27, Council Procedures, and the Board's practices and former decisions, including previous rulings, as aids in ruling.

## **C. Order and Decorum and Conduct of Board Members**

### **C-1. Chair's responsibilities**

The Chair:

- (1) Maintains order and preserve the decorum of the Meeting;
- (2) Rules upon points of order and points of privilege without debate or comment;
- (3) Rules upon all other procedural matters;
- (4) If considered necessary because of grave disorder, adjourns or recesses the Meeting for a specified time;
- (5) Determines which Board Member has the right to speak;
- (6) Determines when all Board Members who wish to speak on a motion have spoken and that the Board Members are ready to vote, and then puts the vote;
- (7) Rules whether a motion or proposed amendment is in order; and
- (8) May call a Board Member to order.

### **C-2. Board Members' responsibilities:**

Board Members:

- (1) Attend scheduled Meetings;
- (2) Carefully consider and make decisions about Meeting business;
- (3) Vote on motions put to a vote;
- (4) Respect the rules of this Procedural By-law;
- (5) Speak respectfully at all times;
- (6) Listen attentively, participate in a Meeting, and do not interrupt the proceedings;
- (7) Refrain from using any offensive, disrespectful or unparliamentary language about any Board Member or City Official, or the Board or City Council as a whole.
- (8) Speak only on the matter under debate or related motions during debate; and
- (9) Respect the confidentiality of matters discussed in closed Meetings and do not disclose the subject or substance of these discussions, unless authorized to do so.

## **D. Points of Order and Privilege**

### **D-1. Permitting statements by TAF Board or City Official when integrity questioned**

When the Chair, or a Board Member, considers the integrity of a Board Member or City Official has been impugned or questioned by a Board Member, the Chair may permit the Board Member or City Official to make a statement to the Board.

## **D-2. Point of Order or Privilege**

### (1) Board Member May Present

If the Chair agrees, a Board Member may present a point of order or privilege at any time and must sit back down in his or her seat after doing so.

### (2) No Debate or Amendment

The Board cannot debate or amend a point of order or privilege.

### (3) Chair to Immediately Rule

The Chair immediately rules on the point of order or privilege and gives reasons for the ruling.

### (4) When a Board Member may Appeal the Chair's Ruling

Immediately following a Chair's ruling, a Board Member may make a motion to appeal that ruling, despite another Board Member having the floor.

### (5) No Debate or Amendment on Motion to Appeal

Board Members cannot debate or amend a motion to appeal.

### (6) Steps Taken After Motion to Appeal

When a Board Member makes a motion to appeal, the Chair:

- (a) Asks the Board Members, "Is the ruling of the Chair upheld?" and
- (b) Immediately puts the motion to appeal to a vote.

### (7) Chair's statement of authoritative rules is final

If the Chair states or reads a rule from this procedures by-law or legislation, the Chair has not made a ruling and no Board Member shall make a motion to appeal.

## **E. Rules of Debate**

### **E-1. Questions**

#### (1) Order of speaking

The Chair maintains a list of Board Members who have requested to speak or to ask questions, and the Chair shall call on Board Members to speak or to ask questions in the order in which they appear on the list.

(2) Questioning not to be statements

Questions must be clear and concise and may not be used to make statements or assertions.

(3) Question of Board Members and Officials authorized by Board only

Board Members may question only:

- (a) The Chair;
- (b) TAF staff and City Officials;
- (c) The previous speaker, if that speaker has moved a motion, for clarification of the motion only;
- (d) Members of the public, for clarification purposes.

(4) Board Member not to ask the same question

The Chair may rule a question out of order if a Board Member has already asked substantially the same question in the same form.

(5) Every Board Member has a chance to speak before a second round

A Board Member may speak or ask questions only once until every Board Member who wishes to speak or question has done so.

**E-2. General rules on making motions**

(1) Purpose of motions

A Board Member may make a motion that:

- (a) Affects the Meeting's procedures, as set out in this Procedural By-law;
- or
- (b) Takes action on the matter that is currently before the Board for debate.

(2) Withdrawing a motion

After a Board Member has made a motion, the Board Member may only withdraw it with the consent of the Board.

(3) No seconder required

A motion does not require a seconder.

(4) Motions not in mandate of Board

A motion relating to a matter not within the jurisdiction of the Board is out of order.

## (5) Procedural motions and their order

- (a) A Board Member may make procedural motions defined in Subsection (b) at any time when the Board Member has the floor.
- (b) The Board will consider the following procedural motions in the following order:
  - (i) Motion to amend the agenda;
  - (ii) Motion to adjourn;
  - (iii) Motion to recess;
  - (iv) Motion to end debate;
  - (v) Motion to extend debate;
  - (vi) Motion to limit debate;
  - (vii) Motion to fix a time for a reconvened
  - (viii) Motion to reopen or reconsider;
  - (ix) Motion to resolve into committee of the whole;
  - (x) Motion to refer; and
  - (xi) Motion to defer.

## (6) Procedural motions voted on first

A procedural motion takes precedence over any other motion and shall be put immediately to a vote following its debate in accordance with Sections E-3, E-4, E-5, E-6 and E-7.

**E-3. Motion to defer or refer - limited debate**

The Board may debate a motion to defer, or a motion to refer, only on the desirability of deferring or referring and the terms of the deferral or referral.

**E-4. Motion to defer or refer**

(1) A Board Member who moves a motion to defer shall include in the motion:

- (a) The time to which the matter is deferred, or a description of circumstances that cause the motion to be brought back; and
- (b) An explanation of the motion's purpose.

(2) A Board Member who moves a motion to refer shall include in the motion:

- (a) The name of the Committee, body or Official to whom the motion is referred;
- (b) The subject matter or question to be investigated; and
- (c) The time period within which the matter will be reported back to the Board or Committee.

**E-5. Motion to adjourn**

(1) A motion to adjourn the Board Meeting shall always be in order except:

- (a) When another Board Member is speaking;
- (b) When a vote has been called;
- (c) When the Board Members are voting; or
- (d) When a Board Member has indicated to the Chair his or her desire to speak on the matter before the Board.

(2) Rules for motion to adjourn:

A motion to adjourn:

- (a) Is not debatable; and
- (b) Cannot be amended.

(3) Motion to adjourn to be voted on immediately

The Board shall vote immediately on a motion to adjourn and amendments to that motion, without debate.

(4) Motion to End Debate

- (a) A Board Member who has the floor may make a motion to end debate on the matter currently under debate any time during debate.
- (b) A motion to end debate:
  - (i) Is not debatable;
  - (ii) Cannot be amended; and
  - (iii) Is carried by a two-thirds vote of Board Members present.
- (c) A motion to end debate is put to a vote immediately.
- (d) If a motion to end debate passes, the matter before the Board, including the main motion and any amendments, will immediately be put to a vote.
- (e) If a motion to end debate fails to pass, the Board Member who made the motion to end debate cannot speak again on the matter.

**E-6. Motion to consider matter previously deferred requires two-thirds vote**

A motion that the Board consider a matter which is solely within its jurisdiction previously deferred indefinitely or to a time or eventuality which has not yet been reached or occurred, respectively, shall be presented only if the Board decides, by a two thirds vote of the Board Members present and voting.

**E-7. Reconsideration of matter previously decided by the Board**

(1) Subject to Subsection (2), once the Board decides a matter, no Board Member may make a motion that would change the decision within the twelve-month period following the decision.

- (2)
  - (a) A Board Member who voted with the prevailing side on a matter may make a motion to reconsider the matter originally decided at the same Meeting, or at a subsequent Meeting at which the matter is to be reconsidered.
  - (b) A motion to reconsider made under Subsection (2)(a) requires the consent of the Board on a two-thirds vote of the Board Members present to pass.
- (3) A motion to reconsider a matter is:
  - (a) Not debatable; and
  - (b) May not be amended.
- (4) If a motion to reconsider a matter passes, all previous decisions on the matter remain in force, unless the Board decides otherwise.

## **F. Votes**

- (1) Board Members present have right to vote

Every Board Member present at a Meeting, whether in person or electronically, has the right to vote on every matter put to a vote, except any Board Member who declares a conflict of interest, who must remove himself or herself from the vote.

- (2) Required voting during a recorded vote

If a Board Member present at a Meeting at the time of a vote requests immediately before or after the taking of the vote that the vote be recorded, each Board Member present, except a Board Member who is disqualified from voting by any Act, shall announce his or her vote openly and the clerk shall record each vote.

- (3) A failure to vote

A failure to vote under subsection (2) by a Board Member who is present at the Meeting at the time of the vote and who is qualified to vote is deemed to be a negative vote.

- (3) Majority vote required for motion to pass

Unless this By-law specifies otherwise, a motion passes when a majority of Board Members present vote for it.

- (3) Motion fails with tied votes

A motion does not pass if the same number of Board Members vote for it as against it.

- (5) Recorded vote

- (a) A Board Member may request a recorded vote on any matter and must make the request immediately before or after the vote is taken.
- (b) If the request for a recorded vote is made immediately after the vote is taken, the first vote is nullified and a second, recorded vote must be held.
- (c) When a Board Member requests a recorded vote the City Clerk records the name and vote of every Board Member on the matter.

(6) Separate votes

- (a) If a matter under consideration contains distinct propositions, a Board Member may request that Board Members vote on each proposition separately.
- (b) If the Chair agrees that the matter contains distinct propositions, the Chair will rule that Board Members vote on each proposition separately.

(7). Order of voting

Unless the Board decides otherwise, when a vote is taken the order of the vote shall be as follows:

- (a) Motion to refer;
- (b) Motion to defer;
- (c) Motion to receive;
- (d) Amendments in the reverse order of presentation, dealing with an amendment to an amendment immediately before the amendment it proposes to amend; and
- (e) Motion to Adopt or Motion to Adopt as Amended, if any amendments have carried.

## **G. Board Chair, Vice Chair and City Clerk**

### **G-1. Duties of Chair and Vice Chair**

The duties and powers of the Chair and Vice Chair are outlined in TAF By-law No.1.

### **G-2. Duties of City Clerk**

(1) The City Clerk shall be the recording secretary of all Board Meetings and may assign any duties as recording secretary to an employee of the City Clerk's Office or other party as appropriate.

(2) The City Clerk:

- (a) Gives notice of each regular Meeting of the Board together with an agenda of the matters to be considered;
- (b) Gives notice of each Special Meeting of the Board; and
- (c) Records without note or comment all resolutions, decisions and other proceedings at a Meeting, whether it is closed to the public or not.

## **H. Board Meetings**

### **H-1. Regular Meetings**

(1) The Chair, in consultation with the City Clerk, determines the place, day and hour of its regular Meetings and the schedule of those Meetings shall be publicly available by the beginning of each calendar year, or as soon as possible following the beginning of a new term of Council.

(2) The Board meets at Toronto City Hall, or any other location deemed suitable by the City Clerk.

### **H-2. Absence of Chair and the Vice Chair**

In the absence of the both the Chair and the Vice Chair for a period of fifteen minutes after the appointed time of the Meeting, if a quorum is present, the Board shall appoint one of the other Board Members as Acting Board Chair to preside and shall discharge the duties of the Chair during the Meeting, or until the arrival of the Board Chair or Vice Chair.

### **H-3. Special Meetings**

(1) No other Business Considered

The Board only considers the business on the agenda and no other business at a Special Meeting.

(2) Special Meeting called by the Chair

The Chair may call a Special Meeting of the Board provided that:

- (a) Board Members are notified at least 24 hours before the scheduled beginning of a Special Meeting.
- (b) The notice for the Special Meeting must include the time, date, and location of the Meeting.
- (c) The notice states the purpose of the Meeting.
- (d) The notice is delivered either in person or sent by e-mail to each Board Member.

(3) Special Meeting by Petition of the Board Members

- (a) If the Chair receives a petition that the majority of Board Members signed requesting a special Board Meeting, the Chair in consultation with the City Clerk calls a special Board Meeting for the purpose, date and time the petition requests.
- (b) A petition under Subsection (a) must contain:
  - (i) original signatures of Board Members;
  - (ii) a clear statement of the Meeting's purpose; and
  - (iii) the time and date for the Meeting, which must be held within 48 hours of the time the request is given to the Secretary.



- (c) The Secretary shall give at least 24 hours' notice of the Special Meeting by petition of the Board Members and the notice for this Meeting must be delivered in person or sent by email to each Board Member.

#### (4) Special Emergency Meeting

Despite Subsection H-3(3), the Chair of the Board may call a Special Emergency Meeting of the Board without giving notice as required under Subsection H-3(3), whenever they consider it necessary to do so, if:

- (a) All Board Members are notified of the Meeting either personally, by electronic mail, or by any other means necessary, and
- (b) A majority of Board Members agree to the Meeting by giving written consent to the Secretary personally before the beginning of the Meeting.

### **H:4 Meetings open to the public**

- (1) Except as provided for in Section H-5, all Meetings are open to the public, and no person is excluded from a Meeting except for improper conduct.
- (2) A Meeting begins and ends in public.

### **H-5. Closed Meetings**

- (1) The Board may close a Meeting to the public, in accordance with the *City of Toronto Act, 2006*, subject to the *Municipal Act, 2001* if applicable, to discuss:
  - (a) The security of the property of TAF or the City;
  - (b) Personal matters about an identifiable individual, including a city employee or a TAF employee;
  - (c) A proposed or pending acquisition or disposition of land by the City or TAF;
  - (d) Labour relations or employee negotiations;
  - (e) Litigation or potential litigation, including matters before administrative tribunals, affecting TAF;
  - (f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - (g) Education or training of the Board Members;
  - (h) A matter in respect of which the Board, committee or other body may hold a closed meeting under another Act;
  - (i) Information explicitly supplied in confidence to the City or TAF by Canada, a province or territory or a Crown agency of any of them;
  - (j) A trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the City or TAF, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
  - (k) A trade secret or scientific, technical, commercial or financial information that belongs to the City or TAF and has monetary value or potential monetary value;

or

- (1) A position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the City or TAF.

(2) The Board shall close a Meeting to the public to discuss:

- (a) a request under the *Municipal Freedom of Information and Protection of Privacy Act*; or
- (b) an ongoing investigation respecting TAF by the Ombudsman or the Open Meeting Investigator.

(3) Motion details for closed Meetings

Before holding a closed Meeting, the Board passes a motion to hold a closed Meeting. The motion states:

- (a) That the Meeting is a closed Meeting;
- (b) The general nature of the matter the Board is considering at the closed Meeting; and
- (c) The reason(s) the matter requires a closed Meeting under Subsections (1) and (2).

(4) When a closed Meeting becomes public

If the matter the Board is considering at a closed Meeting no longer falls into one of the categories set out in Subsections (1) and (2), the Meeting is no longer a closed Meeting and continues in public.

(5) Voting and minutes in closed Meeting

The Board in a closed Meeting does not vote or keep minutes except for:

- (a) A procedural matter; or
- (b) Giving directions or instructions to Board Members or City Officials or their designates.

#### **H-6: Electronic Participation in Meetings**

(1) Despite any other provisions of this Procedural By-law, the Board may hold a Meeting where all Board Members participate electronically.

(2) Any Board Member participating in the Meeting electronically shall be deemed present for the purposes of determining whether a quorum is present under Section H-6, and for the purposes of voting on any matter put to a vote under Section H-6 and for all other purposes.

(3) Any Board Member participating in the Meeting electronically shall be entitled to participate in any portion of the Meeting closed to the public in accordance with Section H-6.

(4) The City Clerk shall advise the Chair of any Council decisions related to electronic participation in Meetings that necessitate a change to this Procedural By-law or may impact related TAF operational guidelines.

### **H-7. Quorum**

(1) A quorum of the Board is a majority of Board Members.

(2) If no quorum is present thirty minutes after the time appointed for a Meeting, the City Clerk calls the roll and records the names of the Board Members present and the Meeting is adjourned until the next scheduled day of Meeting, or the next regular Meeting, or at the call of the Chair in accordance with Section H-3.

### **H-8. Improper conduct**

The Chair has the right to expel, or exclude, from any Meeting, any person who disrupts the proceedings of the Meeting.

## **I. Board Agenda**

### **I-1. Board Agenda**

(1) Agenda

The City Clerk, in consultation with the Chair, establishes agenda deadlines, prepares, publishes and distributes the agenda for each regular Meeting, which includes:

- (a) Declarations of Interest pursuant to the Municipal Conflict of Interest Act;
- (b) Confirmation of minutes (if available); and
- (c) Agenda Items.

(2) Agenda order

Unless otherwise decided by the Board, the Board considers the items on the agenda in the order in which it is listed on the agenda.

(3) Changes to agenda

The Board, without debate, may by a majority vote, make any alteration to the order of the business but may not delete any item from the agenda.

(4) Notice given by publishing agenda

The published agenda for the Board Meeting is notice of all business included in that agenda subject to other notice provisions in this by-law and of any applicable legislation.

## **I-2 Meeting agenda**

### (1) Deadlines and content of Meeting agenda

If the City Clerk receives any agenda business matters from the following by the agenda deadline, and the matters are within the Board's mandate, the City Clerk places them on the agenda for the next regular Board Meeting:

- (a) A Board Member;
- (b) City Council;
- (c) A City Council or Board Committee;
- (d) A local board of the City;
- (e) Reports from TAF and/or City Officials; and
- (f) Communications related to a matter on the agenda.

### (2) Supplementary agenda for supplementary business

If necessary the City Clerk prepares a supplementary agenda for reports and other communications supplementing business on the regular Board agenda.

### (3) Late supplementary reports or communications

The City Clerk adds any report or communication after the regular agenda deadline to the supplementary agenda if the City Clerk decides that either supplements the regular agenda business.

### (4) Late new business reports

Subject to Subsection (2), if after the regular agenda deadline for the Board Meeting, the City Clerk receives any of the following, the City Clerk shall add them to the agenda for the next Board Meeting:

- (a) New business reports from TAF or City Officials; and
- (b) New business communications from a Board Member, City Council or a Board committee.

By majority vote of the Board, the City Clerk shall add to the agenda new business reports or communications the City Clerk receives after the agenda deadline for the Board Meeting.

### (5) Board Members' options for presenting agenda business items or communications

- (a) Board Members may present communications to the Board about:
  - (i) Any matter on the Meeting agenda; or
  - (ii) Matters not on the Meeting agenda but within the Board's mandate.

(b) In submitting communications under Subsection (a)(ii), Board Members must comply with any applicable notice requirements and must meet agenda deadlines.

## **J. Board Report to Council**

In accordance with the *TAF Act* and the *City of Toronto Act, 2006*, the Board must report to City Council for City Council's final decision all its recommendations on matters within the Board's mandate, on which it does not have authority to make a final decision.

## **K. Public Presentations at Board Meetings**

- (1) Any person may address the TAF Board on an item on the Board's agenda.
- (2) Any person may address the Board on any agenda item on the Board's current agenda by notifying the City Clerk by 12:00 p.m. on the day before the Board Meeting.
- (3) Despite Subsection (2), if other persons wish to address the Board, the Board may hear from them.
- (3) Unless the Board decides otherwise, a public presentation has a five-minute limit.

## **L. Minutes of Board Meetings**

- (1) The City Clerk prepares and circulates the minutes of every Meeting before the Meeting that the minutes are submitted to for adoption or amendment. The City Clerk submits each Meeting's minutes to the Board for confirmation or approval as amended, at the next Meeting of the Board, or as soon as is reasonably feasible, and after the Board adopts the minutes, the Chair signs them.
- (2) If any Board Member requests, the City Clerk reads the minutes or any requested portion of the minutes, before the minutes are adopted or amended.

## **M. Waiving and Suspension of Schedule Provisions**

- (1) Subject to Subsection (2), a motion to waive, or not to follow a rule of procedure established by this Procedural By-law on a one-time basis requires a two-thirds vote of the Board Members present.
- (2) The Board cannot waive the following rules:
  - (a) Amending the procedures (Section O);
  - (b) Quorum necessary for Board Meetings (Section H-7);
  - (c) Meetings open to the public (Section H-4);
  - (d) Closed Meetings (Section H-5);
  - (e) Reconsidering decisions (Section E-7); or
  - (f) Two-thirds vote required to waive the rules (Section M-1).

## **N. Suspension of Rules**

- (1) Subject to Subsection (3) and by a two-thirds vote of Board Members present, the Board may suspend any rule in this Procedural By-law and may replace it with a special rule if:
  - (a) It has given notice at a previous Board Meeting; and

- (b) The suspension is only for a defined period.
- (2) Any special rules adopted under Subsection (1) are considered part of the procedures schedule.
- (3) The Board cannot suspend the following rules:
  - (a) Amending the Schedule (Section O);
  - (b) Quorum necessary for Board Meetings (Section H-7);
  - (c) Meetings open to the public (Section H-4);
  - (d) Closed Meetings (Section H-5);
  - (e) Reconsidering decisions (Section E-7);
  - (f) Two-thirds vote required to waive the rules (Section M-1).

**O. Amendments to this Procedural By-law**

- (1) To pass a motion to amend or repeal this by-law requires a two-thirds vote of Board Members present.
- (2) The Board will only consider amendments or repeal of the procedures by-law at a Board Meeting if a previous regular Board Meeting received notice of the proposed amendment or repeal.
- (3) The Board shall submit any amendment to this Procedural By-law to City Council for approval.
- (4) An amendment to this Procedural By-law shall come into force upon approval by City Council.