

Code of Conduct, Roles and Responsibilities of Board Members

AUTHORITY

This policy is authorized by the Ralph Thornton Community Centre *Constitution and Procedural Code (2014)*, the *City of Toronto Act, 2006*; and the *City of Toronto Code of Conduct for Members of Local Boards (Restricted Definition)*.

CODE OF CONDUCT

Underlying Principles

Members of the RTC Board of Management are expected to:

- Exercise their fiduciary duty;
- Serve and be seen to serve the City, the Ralph Thornton Centre and community in a conscientious and diligent manner;
- Be committed to performing their functions with integrity and to avoid the improper use of the influence of their office, and conflicts of interest, both apparent and real;
- Perform their duties in office and arranging their private affairs in a manner that promotes public confidence and will bear close public scrutiny;
- Seek to integrate and serve the Centre's, the City's and the public's interest by upholding both the letter and the spirit of applicable laws of the Federal Parliament and Ontario Legislature, and the laws and policies of Council and of Ralph Thornton Centre; and
- Promote Board transparency and accountability.

All members have a duty to treat members of the public, one another, and staff appropriately and without abuse, bullying or intimidation, and to ensure that their work environment is free from discrimination and harassment. The *Ontario Human Rights Code* applies and if applicable, the City's *Human Rights and Anti-harassment Policy* and the *Hate Activity Policy*.

Conduct at Meetings

Members shall conduct themselves with decorum at meetings in accordance with the provisions of the RTC's policies and procedures, and the City's Code of Conduct. Where the Centre's policies do not address an issue, members may use Council's Procedures By-law as a reference.

Conduct Respecting Centre Staff

Members shall be respectful of the role of RTC staff and, if applicable, City staff, to provide advice based on political neutrality and objectivity, and without undue influence from any individual member or faction of the local board. Accordingly, no member shall maliciously or falsely injure the professional or ethical reputation, or the prospects or practice of staff, and all members shall show respect for the professional capacities of staff.

No member shall compel staff to engage in partisan political activities nor shall any member subject staff to threats or discrimination for refusing to engage in such activities. Nor shall any member use, or attempt to use, their authority or influence for the purpose of intimidating, threatening, coercing, commanding, or influencing any staff member with the intent of interfering with that person's duties, including the duty to disclose improper activity.

Reprisals, Obstruction and Compliance

Complaints respecting the actions of Board members may be made to the designated Board's Ethics Executive and/or the City's Integrity Commissioner pursuant to the *Code of Conduct*.

Members are expected to respect the integrity of this Policy, the *Code of Conduct* and any investigations conducted under the *Code*. Any reprisal or threat of reprisal against a complainant or anyone for providing relevant information to the Board's Ethics Executive or City's Integrity Commissioner is therefore prohibited.

It is also a violation of the City's *Code of Conduct* to obstruct the Integrity Commissioner in the carrying out of her or his responsibilities, as, for example, by the destruction of documents or the erasing of electronic communications.

Members are expected to comply with the spirit and actuality of the policies of the Board and Council. Failure to comply may result in a request for an apology to the Board, Council, a complainant or any combination of any of them; removal of the member from a Board office or committee, and as a last resort, a request to Council to remove the member from the RTC Board of Management;

ROLE AND RESPONSIBILITY OF BOARD MEMBERS

Board Members are **collectively responsible** for the following:

- (i) The overall management, operation and maintenance of the community centre ensuring compliance with all applicable laws and applicable City policies;
- (ii) The hiring and evaluation of the Centre's Executive Director;
- (iii) Hiring and supervision of staff as may be required to assist with the maintenance and operation of the building and grounds;
- (iv) The overall development, management and funding of programmes to be operated in the Centre;
- (v) Seeking sources of funding and developing income-generating programs;
- (vi) Conducting outreach programs and membership campaigns to maximize community participation in the affairs of the Centre;
- (vii) Establishing policies, fees, and conditions for use of the Centre;
- (viii) Approving and submitting the annual budget for approval by Council;
- (ix) Monitoring all financial records, budgets, and expenses of the Centre, and approving the Centre's Annual Financial Statement for audit purposes and receiving the report of the auditor;
- (x) Appointing all committees of the Board and prescribing their terms of reference;
- (xi) Liaising with community organizations and service agencies as appropriate; and,
- (xii) Reviewing periodically the written constitution of the Centre and proposing amendments as needed

In order to carry out these responsibilities Board Members are expected to:

- Maintain their status as RTC members in good standing;
- Fully understand the role of the Board as outlined in Article 4 of the RTC *Constitution and Procedural By-Law* ;
- Attend all Board meetings and if unable to attend, to inform Board Chair as early as possible. Be on time for meetings and stay until they are adjourned;
- Participate fully in Board meetings, which includes doing any necessary preparatory work, including reading all Board package materials. Take on an appropriate share of the work of the Board and complete it as required;
- Participate fully in making Board decisions; support the final decisions even if not in full agreement with them;
- Ask questions and seek information if anything related to Board operations or decisions is unclear or confusing;

- Take responsibility to be familiar with, understand and abide by all RTC Board policies & procedures, including the Confidentiality and Conflict of Interest policies. Maintain confidentiality at all times and declare any conflicts of interest as immediately as possible;
- Participate fully in one or more Board committees;
- Appropriately represent and promote RTC in the community.

Officers of the Board

All officers of the Board are deemed to be signing officers for the purposes of transactions that bind the Centre, including financial and contractual matters.

President

The President:

- Presides, when present, at all Annual, Special and Board Meetings;
- Calls, conducts and cancels regular and special meetings of the board and enforces procedure by-laws, order and decorum at meetings;
- Provides objective chairing of meetings;
- Represents the Board to the general public, media, stakeholders and Council in accordance with the Board's protocols;
- Keeps the public informed by ensuring that the public knows the status of the business of the meeting throughout the meeting;
- Supports Board capacity and effectiveness by promoting board member participation and development;
- Exercises the role of Board Ethics Executive under the City's *Code of Conduct for Members of Local Boards*;
- Hears and deals with conflict of interest reports respecting Board members under the RTC *Conflict of Interest Policy*;
- Represents the Board to the Centre's administration, the community and public under RTC's *Executive Limitations Policy*;
- Participates as a member of the Centre's Personnel Committee; and
- Performs all duties incidental to the office and any other duties assigned by the Board and as set out in the Board's *Constitution and Procedure By-Law*.

Vice President.

The Vice-President:

- Assists the President;
- Acts as President in the event of the absence of the President until the President returns to duty and while acting as President has all the powers and performs all the duties of the President;
- Assumes duties of the Chair when the Chair is unable to assume duties or upon delegation
- Assists the Chair in developing Board capacity and participates as a member of the Board Development & Nominations Committee;
- Hears and deals with issues involving the Chair;
- Exercises overall management of the Centre's Dropbox account for Board and its committees;
- Checks with committee chairs quarterly to facilitate coordination and monitor progress on their respective agendas;
- Has such other powers as are assigned to the Vice-President from time to time by the Board; and
- Performs other roles set out in the Board's *Constitution and Procedure By-Law*.

Treasurer.

The Treasurer:

- Has such powers and perform such duties as are usually vested in the office of Treasurer;
- Has such other powers as are assigned to the Treasurer from time to time by the Board;
- Makes recommendations to the Board concerning the financial position of the Centre;
- Chairs the Centre's Finance Committee; and

- Receives, examines, and presents or summarizes to the Board the financial statements and budgets of the Centre and all standing Committees that require budgets and financial statements;

Secretary.

The Secretary:

- Issues or causes to be issued to all Board Members notices of all meetings of the membership and the Board in accordance with Board policy or when directed to do so;
- Has charge of the minutes of all meetings of the membership and the Board, including *in camera* minutes, which shall be secured and confidential;
- Monitors and tracks approval of, and review schedules for, Board governance policies and the Board's "To Do" List to ensure implementation. Ensures that current Board governance policies are publicly posted;
- Has such other powers as are assigned to the Secretary from time to time by the Board; and
- Has responsibility for the membership records.

Related Policies:

- The *Ontario Human Rights Code*,
- The City's *Human Rights and Anti-harassment Policy*
- The City's *Hate Activity Policy*
- The *Municipal Conflict of Interest Act*; and
- The *Municipal Freedom of Information and Protection of Privacy Act*.