

**Ralph Thornton Centre Board of Management  
APPROVED MINUTES  
OCTOBER 28, 2015**

**Present:** **Board:** Hongmei Cai, Graham Chernoff, Andrew Chong (Chair), Michele Harding (Minutes); and Jennifer King,  
**Board Members-Elect:** Mae Hum, Samantha Morrison and Jordana Wright.  
**Staff:** John Campey; Maria Moutsatsous; Glenn Gustaffon  
**Guest:** Karen Jones, City Manager's Office, City of Toronto

**Regrets:** Linda C. MacKay; Alan Lennon; and Paula Fletcher

#	ITEM	DISCUSSION	DECISION	ACTION / BY
1.a.	<b>Greetings</b>	The Chair called the meeting to order.		
b.	Approval of Agenda	<b>Motion: That the agenda, as circulated, be approved.</b>	1. JK 2. GC <b>Carried</b>	
c.	Approval of Minutes	<b>Motion: That the minutes of the September 23, 2015 meeting be approved.</b>  <b>Motion: That the minutes of the September 30, 2015 meeting be approved.</b>	1. JK 2. GC <b>Carried</b>  1. HC 2. CS <b>Carried</b>	
d.	Declarations of Conflict of Interest	None		
2	<b>Business Arising:</b>			
a.	<b>GUEST</b> <b>Karen Jones</b> , City of Toronto City Manager's Office	Karen Jones spoke to a presentation on the City of Toronto Governance Overview. Points included: <ul style="list-style-type: none"> <li>• The presentation includes hyperlinks to the City's new website, which is intended to support its Agencies and Corporations, as well as key related City resource documents.</li> <li>• Key components of the AOCC Relationship Framework Agreement, including matters delegated to AOCCs and requiring Council approval, and accountability framework (auditor general, integrity commissioner, ombudsman and new "Closed Meeting Investigator".</li> <li>• Board policies required under the <i>Toronto Public Service By-Law (TPSB)</i>, which comes into effect on December 31, 2015. <ul style="list-style-type: none"> <li>• For example, human resources (including clear delegation to the administrative head/ED) conflict of interest, political activity, whistle-blower, procurement of goods &amp; services policies, and establishment of an ethics executive.</li> </ul> </li> </ul>		<ul style="list-style-type: none"> <li>• Board to develop and approve required policies. By TPSB deadline</li> </ul>

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		<p>Karen advised that the City had provided templates for the required policies to the AOCC executive directors and that the 519 Church Centre was leading development of policies relating to disclosure of wrongdoing &amp; prevention of reprisals.</p> <p>Also highlighted were:</p> <ul style="list-style-type: none"> <li>• Policies relating to open meeting requirements; code of conduct for Board members and conflict of interest;</li> <li>• Roles/Responsibilities of the Board chair and vice-chair, and the City Councillor; and</li> <li>• Expectation that AOCCs' plans will align with the City's strategic plans although strategic and business planning for the Centre is delegated to the Board.</li> </ul> <p>Concerns expressed included:</p> <ul style="list-style-type: none"> <li>• Apparent requirement for Council approval of AOCCs' "global budgets", not just administrative or core budgets, which is strongly opposed by AOCCs.</li> <li>• Communication with Board chairs/vice-chairs, which was promised at the AOCC Board session.</li> <li>• Approval status of RTC's 2014 <i>Constitution &amp; Procedural By-Law</i>. Karen advised that the City has shared the document with other Centres as a model for other boards, but that Council approval had been delayed, first by legal review, and subsequently, by consideration of delegation of additional functions to boards. It is expected that it will be forwarded to Council in the first quarter of 2016.</li> </ul>		<ul style="list-style-type: none"> <li>• Karen to ensure that templates shared are forwarded to John and Andrew.</li> <li>• John to follow-up with 519 re draft whistleblower policy.</li> <li>• Karen to keep Board informed of when document will be considered by Council.</li> </ul>
<b>3.</b>	<b>Staff Reports</b>			
a.	Executive Director's Report	<ul style="list-style-type: none"> <li>• Special Occasion Permit: <b>Motion: That the SRCPC request respecting a special occasion permit event to be held on Saturday, November 15, 2015, be approved.</b></li> <li>• Glenn Gustaffon, who will be joining the management staff as our new Business Manager effective November 23, 2015, was introduced and welcomed.</li> </ul> <p>John advised that:</p> <ul style="list-style-type: none"> <li>• The 519 Church Centre was working on a common AOCC wrongdoing &amp; reprisals policy and framework to satisfy the</li> </ul>	1.CS 2.HC Carried	John

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		<p>TPSB. The framework will require a 3<sup>rd</sup> Party to receive complaints. Several private companies offer such services for approx. \$500 in set-up and \$10<sup>€</sup>employee per year. This would be considered a core budget item.</p> <ul style="list-style-type: none"> <li>• The Centre has received several thank-you letters from users and partners, which were circulated for information.</li> <li>• After-School programming is up and running, with 10 kids. More are likely to register in the New Year. <ul style="list-style-type: none"> <li>◦ Volunteers willing to “swim with the children” are needed.</li> </ul> </li> <li>• Date Night programming has been launched; 5 local restaurants are offering discounts to participants.</li> <li>• Mentor Programme – 30 kids are registered. More Mentor volunteers are needed.</li> <li>• The Nellie’s Partnership pre-employment programming is underway. In addition to providing free space, RTC assisted with development of the curriculum.</li> <li>• The Centre is now experiencing space constraints for programming, but now has 2 staff on-site at all times, which addresses some security concerns.</li> <li>• RTC is working with TCH on a needs assessment in the Rivertowne area.</li> </ul>		
b.	Program Director Report	<p>Maria advised that:</p> <ul style="list-style-type: none"> <li>• The last Good Food Markey will be held at the end of October.</li> <li>• The Harvest Meal programme has served 70 to 100 people.</li> <li>• A children’s Halloween party will be held.</li> <li>• The annual Christmas Dinner sponsored by the Rivertowne Women’s Group has been scheduled.</li> </ul>		
<b>4.</b>	<b>Committee Reports</b>			
a.	BD&N	<p><b>AGM Follow-up:</b> Michèle provided an update on the results of the board election, and advised that Andrew had volunteered to serve a one-year term to complete Adrienne’s original term. Consequently, all other members nominated at the AGM (excepting Cynthia, who subsequently resigned) will serve two-year terms.</p> <p><b>MOTION:</b>  <b>THAT the Toronto-East York Community Council be advised and requested to update the membership of the RTC’s Board of Management as follows:</b></p> <ul style="list-style-type: none"> <li>• <b>Adrienne de Francesco</b> resigned membership in the Board, effective August 30, 2015.</li> </ul>		

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		<ul style="list-style-type: none"><li>• <b>Derek Chan, Christopher May and Maggie Redmonds</b> have completed their two-year terms and have retired from Board membership.</li><li>• <b>Andrew Chong</b> , nominated by the members at the September 30, 2015 AGM, will serve a one-year term ending in 2016, to complete Ms. de Francesco's now vacant 2-year term.</li><li>• The followings six members, nominated by the members at the September 30, 2015 AGM, will serve two-year terms ending in 2017:<ul style="list-style-type: none"><li>o <b>Mae Hum</b></li><li>o <b>Jennifer King</b></li><li>o <b>Alan Lennon</b></li><li>o <b>Samantha Morrison</b></li><li>o <b>Christopher Shantz-Smiley</b></li><li>o <b>Jordana Wright</b></li></ul></li></ul> <p><b>Nominations:</b> Michèle advised that Linda and Cynthia's resignations had created two one-year terms to be filled with In-Term appointments by the Board. She flagged that a new nominations process had been launched and invited members to help to disseminate the call for nominations and encourage applicants. Key characteristics are "marketing, community outreach and finance.</p> <p><b>Board Orientation:</b> Michèle advised that separate "Board Basics" sessions were being provided for new members and that the full board session would focus on the Centre's governance infrastructure. The Committee is working with a potential facilitator.</p> <p><b>Decision:</b> That the full Board orientation session be held on Saturday, November 21<sup>st</sup>, from Noon to 5:00 pm.</p> <p><b>Decision:</b> That Committee Chairs consider potential activities which may be undertaken in the 2016 period to be shared with members at the full Board Session on the 21<sup>st</sup>.</p>	<p>1.MH 2.GC <b>Carried</b></p>              <p>AGREED</p>              <p>AGREED</p>	<ul style="list-style-type: none"><li>• Members to share recruitment information</li>              <li>• John to book location</li><li>• Michèle/Andrew to confirm facilitator and agenda.</li>  <li>• Committee Chairs to advise Andrew/Michèle re possible 2016 committee activities.</li></ul>

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b.	Executive	<p><b>MOTION: That the Board ratify the Executive Committee's decision to commence a nominations process effective October 13, 2015 to fill two vacancies on the Board.</b></p> <p><b>MOTION: That the Board approve the tentative Board Meeting Schedule.</b></p> <p>Discussion occurred regarding the scheduling of meetings in November/December 2015 and January 2016, and June 2016 AGM.</p> <p><b>Decision:</b> That the November 25<sup>th</sup> Board meeting be deferred to December 2<sup>nd</sup>, 2015.</p> <p>It was noted that the focus of the December meeting would include review and approval of policies required under the Toronto Public Service By-Law.</p> <p>Andrew noted that Cynthia, who had volunteered to act as interim secretary, had subsequently resigned, creating a vacancy on the Executive Committee.</p> <p><b>MOTION: That Michèle Harding be confirmed as the Interim Secretary.</b></p> <p><b>Executive Elections:</b> Jennifer noted that one or more members who were not planning to run for a board-officer position would be needed to manage the executive elections, usually held at the meeting following the full board orientation session.</p> <p><b>Spending:</b> Questions regarding the status of proposed year-end spending were raised.</p> <p><b>Decision:</b> That the proposed year-end spending discussed at the September meeting be finalized and shared with Finance Committee for its recommendation to the Executive Committee, which is authorized to approve proposed spending required prior to the next board meeting.</p>	<p>1.JK 2.HC <b>Carried</b></p> <p>1.CS 2.GC <b>Carried</b></p> <p>AGREED</p> <p>1.JK 2.GC <b>Carried</b></p> <p>AGREED</p>	<ul style="list-style-type: none"> <li>• John asked to add opportunity to Centre's Face Book</li> <li>• Michèle to clarify proposed AGM date.</li> <li>• John to reserve meeting room.</li> <li>• John and BD&amp;N to assemble required policies for review</li> <li>• Exec. to identify a volunteer at the orientation session.</li> <li>• John and Chris</li> </ul>
c.	Finance	<p>No Committee Report</p> <ul style="list-style-type: none"> <li>• John advised that RTC has been approved to receive an Access</li> </ul>		<ul style="list-style-type: none"> <li>• John to follow-up</li> </ul>

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		& Human Rights Grant of \$40,000 for two years. Clarification of the terms and conditions are underway.		
d.	Fundraising & Marketing	No Committee Report  John congratulated Chris and Graham who <i>participated in</i> the ScotiaBank Marathon to fund-raise for RTC. He noted that he and Copper had also completed the Haliburton Marathon, and advised that donations to both charity events were still possible.		
e.	Membership & Outreach	No Committee Report  The Draft September 30 <sup>th</sup> , 2015 AGM Minutes, which will be confirmed by the members at the June 2016 AGM, was flagged.	Received	Refer to 2016 AGM.
f.	OP&E	Michèle flagged the potential projects being considered by the Committee for the next 8 months and invited committee chairs to collaborate with OP&E regarding the proposed survey/census.		Committee chairs to review and offer feedback.
g.	Personnel	<i>In Camera Session</i>		
5.	In-camera meeting	<b><u>MOTION:</u> To go <i>In Camera</i> at 8:15 to address personnel issues.</b>  <b><u>MOTION</u> To end the <i>In Camera</i> session at 8:22 pm</b>	1. MH 2. GC <b>Carried</b>  1. AC 2. CS <b>Carried</b>	
6.	Adjournment	<b><u>MOTION:</u> to adjourn the meeting at 8:21</b>	1. AC 2. CS <b>Carried</b>	

**MOVED** by: GC; Seconded by: CS and APPROVED AS AMENDED. December 2, 2015