

Board and Committee Meeting Policies and Procedures

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Purpose:

These policies and procedures are enacted by the Board of Management of the Ralph Thornton Centre to facilitate effective and efficient operation and management of the Board and the meetings, discussions and business of the Board and its standing committees, working groups and task groups.

Authority:

Board and Committee Meeting Policies and Procedures are subordinate to the Ralph Thornton Community Centre's *Constitution and Procedural By-Law (2014)*, as approved by City Council, effective **February 2, 2016**; *The City of Toronto Act, 2006*; *the City of Toronto Municipal Code*, and City of Toronto by-laws respecting the activities and procedures of City agencies, boards and commissions.

Definitions:

1. **Board** means the Board of Management of the Ralph Thornton Community Centre (RTC).
2. **Board Nominee** means a Member who has been nominated to the Board through election at an Annual General Meeting (AGM) or appointment by vote of the Board to fill an in-term vacancy.
3. **Chair** or **Chairperson** means the President of the Board of Management for the Centre or the Member designated to chair such meeting, from time to time.
4. **Committee Chair** or "Chairperson" means the Board member designated to chair a Board committee, working groups or task groups.
5. **Community Member** means a member of the Centre who is not a member of the Board of Management.
6. **Conflict of Interest:** A conflict of interest refers to a situation in which private interests or personal considerations may affect a member's judgement in acting in the best interest of the Centre. It includes using his/her position, confidential information or corporate materials or facilities for private gain or advancement or the expectation of private gain or advancement. A conflict may occur when an interest benefits any member of the member's family, close friends, employer or business associates. Also see "Conflict of Interest Policy". **Nothing in this should be read to prevent a Board Member or an organization with which he or she is affiliated from renting the RTCC facilities in the ordinary course and in accordance with all ordinary course requirements and costs.**
7. **Board Committee** means a sub-group of members appointed by the Board to effectively carry out various functions and activities in order to inform and advise respecting Board policies and decisions. Board Committees are chaired by a designated Board member, but at the discretion of the Board, may include community members. Board Committees lack authority to make decisions that bind the Board or the Centre.
8. **Working Group** (or Task Group) means an *ad hoc* and time-limited sub-group of members established to study a specific issue or undertake a specific task on behalf of the Board, and to advise the Board respecting the results of its activities. The terms of

Working Groups expire upon completion of their assigned tasks. Such groups lack the authority to make decisions that bind or commit the Board or the Centre.

9. **Consensus:** General agreement. A dissenting member agrees to allow the matter to proceed unopposed despite her/his dissent and without calling for a formal vote. Upon request, a **Board** member's dissent may be recorded in the meeting minutes. Consensus may be declared if no more than two (2) members present dissent, but give consent to proceed.
10. **Unanimous Agreement/Consent:** All members present agree to proceed respecting a decision or motion; no dissent or objection is expressed.

RTC Constitution and Procedure By-Law:

The following 2014 RTC Constitution and Procedural By-Law provisions apply to and, in case of conflict, supersede the provisions of this governance policy.

- Voting [Clause 22]:
- Voting at Meetings [Clause 41]
- Electronic Participation in Meetings [Clause 37 (iii)]
- Notice [Clause 37 (vi)]
- Open / Closed Meetings [Clause 37 (vii)]
- Non-Business Meetings [Clause 37 (viii)]
- *In Camera* Motions [Clause 37 (ix)]
- Guests [Clause 37 (x)]
- Board Minutes [Clause 43]

Authority for Additional Procedures:

- **Board Procedures:** In addition to procedures outlined in the *Constitution and Procedure By-Law (2014), Section 44*, the Board shall operate according to the policies and procedures established from time-to-time by the Board.

ARTICLE I: Board Meeting Procedures:

1. **Participation of Board Nominees Prior to Council Appointment:** Pending their appointment to the Board by Council or Community Council, Board Nominees may attend meetings of the Board, including *in camera* sessions of the meeting,
 - 1.1. The presence of Board Nominees at a Board meeting shall not be counted towards the meeting quorum.
 - 1.2. The Board Chair may invite the opinion or advice of such Board Nominees respecting matters before the Board to inform the Board's understanding or analysis of the matter.
 - 1.3. Board Nominees shall not participate in a vote of the Board.
 - 1.4. With the exception of the Executive and Personnel Committees, Board Nominees may participate as members of Board Standing Committees, working groups and task groups and be counted towards the Committee's quorum as Board Members.
2. **Consultation with Board Members:** Pursuant to Clause 42 of the *RTC Constitution and Procedure By-Law (2014)*, the Board Chair (or designated Executive Committee

Member) may request that Board members provide their advice via electronic mail or media respecting a matter that requires Board attention prior to the next scheduled Board meeting.

2.1. The **Board** Members shall be provided with an outline of the issue/matter about which advice is being sought, including response options (if any) under consideration, and a time-line for response.

2.2. **Board** Members shall have not less than forty-eight (48) hours to consider and provide their advice, if any.

2.3. At the end of the designated response period, a summary of the responses received shall be provided to the Executive Committee for its consideration in determining a course of action respecting the matter.

2.4. The failure of a **Board** member to respond shall not be interpreted as disagreement with any proposed course of action respecting the matter.

2.5. The Executive Committee shall report the issue and course of action taken, if any, respecting the matter at the next scheduled meeting of the Board.

3. Annual General Meeting Detailed Agenda: Further to Clause 13 of the RTCC *Constitution*, a detailed agenda of the Annual General Meeting shall be provided to the members and posted on the RTCC website not less than 10 business days prior to the scheduled date of the AGM.

4. Special Meetings of the Board: Further to Clause 38 of the RTCC *Constitution*, any meeting package or documentation associated with a special or exceptional meeting of the Board will be communicated by the Chair or Secretary as immediately as possible.

5. Establishing the Board Agenda: Establishing the meeting agenda is the responsibility of the Board Chair or designated Meeting Chair

5.1. The Chair shall request that members submit proposed agenda items for the next scheduled meeting no later than ten (10) business days prior to the scheduled meeting date. Committee and staff reports should be in writing, except in extenuating circumstances, in which case the Committee Chair and Executive Director should communicate with the Board before the submission deadline.

5.2. **Board** Members may submit proposed agenda items and request a time allocation no later than six (6) calendar days prior to the scheduled meeting date. The name of the presenter and the required action (e.g., information only, decision or motion) should accompany proposed agenda items and reports.

5.3. The Chair, in consultation with the Secretary and Executive Director, shall finalize items for inclusion on the agenda and issue a meeting agenda no later than five (5) calendar days prior to the scheduled meeting date.

5.4. Whenever possible, the Chair will accommodate a late **Board** member request for inclusion of an agenda item and/or report up to 48 hours prior to the scheduled meeting date. The final decision regarding items to be included on the meeting agenda and the allocation of time to each agenda item rests with the Meeting Chair.

5.5. The Secretary will ensure provision of electronic copies of the agenda to each **Board** member no later than five (5) calendar days prior to the scheduled meeting or by hard copy delivered at the meeting.

5.6. Confidential material will be distributed to **Board** members under confidential cover.

5.7. The Secretary will make the agenda available to the public after delivery of the agenda to the Members.

6. Additional Agenda Items: Any communication, report or agenda item received before the meeting, but not received in time for inclusion in the published agenda, will be reviewed by the Chair; who will determine whether to include it in the agenda.

6.1. If the communication or report is considered by the Chair to pertain to a matter listed on the published agenda, it may be submitted as a supplementary item for that meeting;

6.2. If the communication or report is considered by the Chair to not pertain to a matter listed on the published agenda, and not deemed to require the Board's urgent attention, it will be included in the agenda for the next scheduled meeting.

6.3. If in the opinion of the Chair or the majority of the **Board** members present the item is urgent, requiring Board action prior to the next scheduled meeting, or delay to the next meeting would reasonably pose significant risk of damage to property or personal safety, the item will be included in the meeting agenda.

7. Member Responsibility: Board members are responsible for reviewing the contents of the Board agenda package prior to each meeting and coming to the meeting prepared to address the issues and materials.

8. Order of Business:

8.1. The business of the Board must be considered in the order in which it is listed on the agenda, unless otherwise decided by the Board.

8.2. The Board may alter the order of business by a majority vote of the members present, but the Board cannot delete any portion of the business that has been set out on the agenda. However, by majority vote, the **Board** Members may request that scheduled items be deferred to a future agenda.

8.3. The order of business for all regular meetings of the Board generally includes the following:

(a) Declarations of direct or potential conflict of interest under the *Municipal Conflict of Interest Act*. If a direct or potential conflict of interest is declared, the **Board** Member shall not participate in the discussion or resolution of the agenda item, and the Secretary shall note such action in the minutes of the meeting.

(b) Approval of minutes from previous meeting;

(c) Business arising from minutes;

(d) Deputation or guest speakers (subject to rules of procedure and time limits as the board may establish);

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- (e) Receipt of Committee and staff updates and the giving of any necessary approvals;
- (f) Items of new business;
- (g) Other business; and,
- (h) *In Camera* Sessions.

9. Consent Agendas: The Board may establish a “consent agenda” policy and procedure to facilitate the efficiency and effectiveness of meetings.

10. Absence of Chair:

10.1. If neither the Chair nor the Vice-Chair has arrived fifteen (15) minutes after the scheduled start time of the meeting and, if a quorum is present, one of the other Members of the Board may be appointed as Acting Chair.

10.2. The Acting Chair will preside and discharge the duties of the Chair during the meeting, or until the arrival of the Chair or Vice Chair.

11. Order of Speaking: The Chair determines the order in which **Board** members speak to or ask questions respecting an agenda item, and ensures that every **Board** member indicating a desire to speak has an opportunity to speak to the agenda item.

12. Deputations/Guest Speakers: The Board may hear deputations from the public at its discretion, and may establish time limits for such deputations or presentations.

13. Board Decisions/ Resolutions: The Board may establish criteria and procedures for determining which items may be determined by **Consensus** (dissent is expressed by no more than two (2) **Board** members); **Unanimous Agreement/Consent** (no member expresses dissent) or a formal Vote respecting a motion, including Consent Agenda procedures.

13.1. The Board may act by Consensus, Unanimous Agreement or Consent on any matter excepting that relating to the execution of a contract or a financial disbursement, and a formal vote will not be required.

13.2. The Chair may identify a proposed action and, if there is no objection, announce that the action is approved;

13.3. If a member disagrees with a proposed action and Consensus is not achieved, the formal process for debate and voting is followed.

14. Formal Debate: When a proposal is made, the Chair may re-state the proposal to ensure that the wording is correctly recorded and everyone understands the intent of the proposal.

14.1. The proposal may then be discussed and the discussion may include possible amendments to the wording by the addition, deletion or replacement of one or more words.

14.2. At the conclusion of the discussion, the Chair may frame the resulting proposal to ensure clarity and request that the Board make a determination by consensus, agreement/consent or formal vote.

15. Motions to Postpone or Refer: A **Board** member may also move a motion to:

14.3. Postpone an item to later in the agenda; or

14.4. Postpone an item to a subsequent meeting, providing that the matter was not deemed to be urgent or where delay could reasonably pose a risk to property or people; and/or

14.5. Refer an item to (a) staff, with a request for further information; or (b) to a committee, working or task group with a request for comment or advice.

15. Votes May Be Taken Separately: Upon the request of a **Board** member, or where the Chair is satisfied that a matter under consideration contains distinct proposals, a decision respecting each proposal may be made separately.

16. Order of Voting: When a vote is taken, the order of the vote will be as follows, unless otherwise determined by the Board:

(a) Upon any motion to refer the matter for further information or advice;

(b) Upon any motion to postpone consideration the matter to a subsequent meeting;

(c) Upon a motion to receive and take no action on the matter;

(d) Upon any amendment to the motion, and then to the motion itself.

17. Motion to Adjourn: A motion to adjourn the meeting will always be in order except when:

17.1. Another **Board** member is speaking;

17.2. A vote has been called;

17.3. The **Board** Members are voting; or

17.4. A **Board** member has indicated to the Chair that she/he wishes to speak on the matter under consideration.

18. In Camera Sessions and Decisions:

18.1. Matters that may be discussed *in camera* include: matters concerning personnel or personal issues about an identifiable individual, an individual's confidential personal information, security of the Board's property, labour relations or employee negotiations, litigation or potential litigation or receiving advice that is subject to solicitor-client privilege, an access to information request, or a matter in respect of which the Board has authorized the meeting to be closed under another Act.

18.2. The Board may also close meetings to the public for the education and training of members, providing that no decisions are undertaken.

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- 18.3. *In camera* discussions are open only to Board members in good standing, unless others are specifically invited to participate because their presence is necessary to the discussion.
- 18.4. Any *in camera* discussion must be approved by a motion of the Board which states the general nature of the matter to be discussed.
- 18.5. Where a matter has been discussed *in camera*, and where the matter remains confidential, participants shall not disclose the content of the matter or the substance of the deliberations of the confidential matter.
- 18.6. When the regular Board meeting resumes, any motions or decisions agreed upon *in camera* must be moved and voted upon.
- 18.7. Any Board member who is absent during an *in camera* discussion and, as appropriate, the Executive Director, will be promptly verbally notified of the information that is relevant to them.
- 18.8. The Board Secretary will record and maintain confidential minutes of *in camera* deliberations. These minutes are not to be publicly circulated.
- 18.9. Minutes of *in camera* sessions will be reviewed for approval during an *in camera* session at the next regularly scheduled Board meeting. Numbered copies of such minutes will be given to Board members present, to be returned to the Secretary once they have been approved and subsequently destroyed by the Secretary.
- 18.10. The Board Secretary will ensure that one copy of the approved *in camera* minutes is retained in the safe located in the Executive Director's office. Access to the safe is limited to the Board Secretary, Board President and Chair of the Personnel Committee. As a contingency, the Ward Councillor will be provided with the combination, to be used only in the case of a Board emergency.
- 18.11. The regular minutes of a meeting at which an *in camera* discussion took place are to reflect the time the session starts and ends, and any motions or decisions resulting from such discussion.

19. Distribution of Unapproved Minutes:

- 19.1. The Board Secretary (or designated alternate) is to distribute unapproved minutes of regularly scheduled/monthly Board meetings directly by e-mail to Board members and the Executive Director within one week of the Board meeting. All Board members are responsible to read the minutes promptly and to carry out any agreed actions, as required.
- 19.2. The Board Secretary (or designated alternate) shall make unapproved minutes of the AGM available to the members and public not less than 21 calendar days in advance of the AGM and in such a manner that members have a reasonable opportunity to receive and review the information.

ARTICLE II: Committee Meeting Procedures:

1. **Application:** Board meeting policies and procedures apply to all Board Committees, Working Groups and Task Groups.

2. Meetings of Committees:

- 2.1 Committees of the Board are generally expected to hold meetings at the Centre at such times as the Chairperson may determine.
- 2.2 Written notice of regularly scheduled Committee meetings shall be posted on the Centre's web site and main bulletin board in Centre lobby at least seven (7) days prior to the proposed date of meeting;
- 2.3 Committee meetings shall be open to any member of the community, except when dealing with matters designated as confidential.
- 2.4 Members of the community wishing to attend a regularly scheduled Committee meeting are requested to notify the Centre (Reception) of the committee and scheduled meeting that they wish to attend at least two (2) business days prior to the scheduled meeting, and the Centre shall so advise the Committee Chair to expect the requester. As appropriate and time permitting, the Committee Chair will arrange provision of the meeting agenda and relevant meeting materials to the requestor.

3. Consultation with Committee Members: The Committee Chair may solicit information and/or advice from members via electronic mail or media respecting a matter before the Committee prior to the next scheduled Committee meeting.

- 3.1 The Chair shall provide members with an outline of the issue/matter about which information or advice is being sought, including response options (if any) under consideration, and a time-line for response
- 3.2 Members shall have not less than forty-eight (48) hours to consider and provide information or their advice, if any.
- 3.3 At the end of the designated response period, the Chair will summarize the responses received for his/her consideration in determining any associated recommendation or course of action respecting the matter.
- 3.4 The failure of a member to respond shall not be interpreted as disagreement with any proposed course of action respecting the matter.
- 3.5 The Committee Chair shall report the issue and, if any, associated recommendations made or course of action taken respecting the matter at the next scheduled meeting of the Committee.

4. Establishing the Agenda:

- 4.1. The Committee Chair is responsible for establishing a meeting agenda and for advising members of proposed agenda items not less than forty-eight (48) hours prior to the scheduled meeting.
- 4.2. Agenda items may be added, amended, deferred, postponed or referred by decision of the Members.
- 4.3. Confidential material, if any, will be distributed to Committee members under confidential cover.

4.4. The Chair will make the agenda available to the public after delivery of the agenda to the Members.

5. Committee Decision-Making:

5.1 Committees, Working Groups and Task Groups may arrive at their conclusions and recommendations by consensus or agreement without a formal vote. In the absence of such consensus or agreement, a formal debate and vote of the members will be employed.

5.2 At Committee meetings, the Chairperson, in the case of the equality of votes, shall have, in addition to an original vote, a second or casting vote.

6. Committee Quorum: In the absence of the Chair, the presence of the majority of Committee members, which shall include at least one Board member, constitutes a quorum.

6.1. A Committee member's electronic participation in a *Committee* meeting may be counted towards the Committee's meeting quorum.

Related Policies and Procedures:

- Constitution and Procedural By-Law (February 2016)
- Code of Conduct, Roles and Responsibilities of Board Members (October, 2016)
- Code of Conduct, Roles and Responsibilities of Committee Members (October 2016)

History:

Consolidates and supersedes the following former policies:

- Article 1 of *By-Law #2: Procedure By-Law* dated December 3, 2008 and
- "*Board Minutes and Packages*" Policy dated November 23, 2011; "
- *Board Minutes Posting & Retention*" Policy, dated March 2011;
- *Board Member Roles and Responsibilities, 2012*;
- *Committee Members Roles and Responsibilities, 2012*;
- and
- *In Camera Procedures*, dated November 2011