

# Ralph Thornton Community Centre GOVERNANCE POLICY

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## BOARD and COMMITTEE STRUCTURE and MANDATES

### **Authority:**

*Board and Committee Structure Policy* is subordinate to the Ralph Thornton Community Centre's *Constitution and Procedural By-Lay (2014)*, as approved by City Council on February 3, 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.

### **Purpose:**

These consolidated 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 its committees, working groups and task groups, and the conduct and achievement of Board business, including delegated functions, and tasks.

### **Definitions:**

- [1] **Board** means the Board of Management of the Ralph Thornton Community Centre (RTCC).
- [2] **Board Member** means Centre members who are appointed to the Board of Management and, as appropriate, includes Board Nominees.
- [3] **Centre** means the Ralph Thornton Community Centre (RTCC).
- [4] **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.
- [5] **Committee Chair** or "Chairperson" means the Board member designated to chair a Board committee, working group or task group.
- [6] **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 and Centre employees. Board Committees lack authority to make decisions that bind the Board or the Centre.
- [7] **Working Group** (or Task Group) means an *ad hoc* and time-limited sub-group 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.
- [8] **Community Member** means a member of the Centre who is not a member of the Board of Management.

### **Related Policies and Procedures:**

- Board of Management Conflict of Interest Policy, 2015
- Board Meeting Policies and Procedures, 2015
- Political Activity – Board of Management Policy, 2015

- Executive Limitations Policy, 2015
- Board Member Roles and Responsibilities, 2013
- Committee Roles and Responsibilities, 2013
- *In Camera* Procedures, 2014

1. **Board Authority:** The Board shall establish and maintain Standing Committees and may establish and maintain other committees and working or task groups, to which it delegates defined areas of work (portfolios) in order to achieve its mandate and strategic priorities.

2. **Establishing Board Committees and Working Groups:**

[1] **Board Committees** are established to manage portfolios that (a) underlie or represent either delegated functions and due diligence obligations of the Board (Standing Committees); or (b) carry out specific activities and tasks that in the Board's opinion, are more effectively carried out by a specific committee or group.

[2] **Standing Committees:** The Board shall establish and maintain the following standing committees: an executive committee; a finance committee; a strategic planning committee; a personnel committee and a nominations sub-committee.

[3] **Terms of Reference:** All committees, working groups and task groups should have clear and well defined terms of reference that do not overlap with others. With the exception of the Nominations Sub-Committee, prior to the establishment of a committee, working group or task group, the Board shall review and approve its terms of reference, term of operation, and reporting and liaison requirements.

[4] The Terms of Reference or mandate of each Board Committee may be reviewed at the Board's discretion and may be confirmed or amended by the Board.

[5] **Annual priorities or work plans** to carry out Committee/Working Group functions, activates and priorities are reviewed each year following the Annual General Meeting and approved by the Board.

[6] **Meeting Schedule:** Board Committees meet regularly (not less than every three months) at such times as the Chair determines to actively manage their portfolios and carry out assigned tasks. Committees report regularly to the Board at scheduled Board meetings.

[7] **Quorum:** The presence of at least one-half of the members, which must include at least one Board Member, shall constitute a meeting quorum.

[8] **Accountability:** All Board Committees, Working Groups and Task Groups are mandated by and accountable to the Board.

[9] **External Advice:** As required and deemed appropriate, Board Committees and Working Groups may solicit advice and information from other Board Members, the Executive Director or designate, community members and/or external parties to inform its deliberations, recommendations or decisions.

[10] With the Board's concurrence, a Committee may establish *ad hoc* Working Groups or task-specific groups to undertake specific functions or activities that fall within its terms of reference or portfolio.

3. **Composition:** Board Committees are established by the Board and comprised of Board members and, at the discretion of the Board, may include Centre employees and/or community members. With the exception of Centre employees<sup>1</sup>, all Board Committee members are required to be members in good standing of the Ralph Thornton Community Centre.

[1] All Board Committees shall:

- Be composed of at least three (3) members of the Centre appointed by the Board, two (2) of which shall be Board Members, and, at the discretion of the Board, may include community members and Centre employees;
- Be chaired by a Board member;
- Operate within the terms of reference approved by the Board;
- Provide an open forum for discussion by all interested parties;
- Report its deliberations, recommendations and resolutions to the Board for confirmation and approval; and
- Continue to operate for such length of time as shall be determined by the Board.

[2] At the discretion of the Board, a Board Committee may be delegated the authority to make routine, non-financial decisions respecting matters within its portfolio.

4. **Working and Task Groups:** The Board may establish *ad hoc* Working Groups or task-specific groups (collectively referred to as "Working Groups"), as it deems necessary.

[1] Working Groups are mandated to carry out specific activities or tasks which, in the opinion of the Board (or sponsoring Standing Committee), require specific and focused attention.

[2] The term of a Working Group is time-limited, as the Board determines, and expires upon completion of its assigned activity or task.

[3] The composition of a Working Group shall include at least one (1) Board Member, who shall chair the Working Group, and may include Centre staff, community members, and/or external parties (non-members) who may offer specific skills, expertise, knowledge or access which facilitates successful completion of working group's objectives. The participation of external parties is limited to working groups.

[4] The activities and results of Working Groups shall be reported to the Board at agreed times during its term and upon completion of its assigned activity or task through its designated liaison member or sponsoring Board committee.

#### 5. **Committee/Working Group Meetings:**

[1] **Application:** Meetings of all committees, working groups and task groups are subject to the procedures set out in this Governance Policy respecting Board Meeting Policies and Procedures.

[2] **Open/Closed Meetings:** The meetings of all Committees, working groups and task groups are open to any member of the community, except when dealing with matters designated as confidential.

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<sup>1</sup> Centre employees cannot be required to be members of the Centre.

- [3] **Scheduled Meetings:** The date, time and location of all Committee, Working Group and Task Group meetings will be posted at the Centre not less than three (3) business days prior to the meeting.
- [4] **Public Participation:** Individuals wishing to attend a scheduled meeting may contact the Centre's Receptionist to advise of their intended participation. The receptionist will advise the meeting Chair of the request. The Chair will make appropriate arrangements to provide information respecting scheduled agenda items that are not confidential.

## **6. Purposes and Duties of Board Committees:**

### **6.1 Executive Committee:**

- [1] **Composition:** The Executive Committee shall be composed of the following Officers of the Board: The President, Vice-President, Treasurer and Secretary supported by the Executive Director or delegate.
- [2] The Committee's purposes relate to managing and overseeing Board operations, decision-making and accountability to ensure due diligence, fiduciary and legal responsibilities and obligations are met, and to facilitate the efficient and effective operation of the Board, and include:
- Acting on behalf of the Board in-between monthly scheduled meetings of the Board on matters of urgent or immediate concern that occur between meetings or as delegated by the Board;
  - Ensuring that key Board and organizational functions are allocated to, and managed by, the appropriate committees or individuals to effectively meet the Board's fiduciary and legal responsibilities; managing the annual Board calendar;
  - Reviewing the terms of any partnership agreements or memoranda of understanding that bind the organization prior to approval or signing;
  - Providing leadership and support, as required and appropriate, to Board committees;
  - Liaising with the Executive Director and/or management staff on a regular basis;
  - As it deems appropriate, soliciting advice and information from other Board Members and the Executive Director to inform its decision-making;
  - Providing Government and AOCC Liaison, establishing and maintaining a working relationship with AOCC colleagues and City liaisons from the Social Development and Finance Administration and City Manager's Offices; and,
  - Act as the Board's Personnel Committee
  - Performing such other duties as the Board may assign.
- [3] Decisions made by the Executive Committee on the Board's behalf shall be reported to the Board at the next scheduled meeting for ratification.

### **6.2 Board Development and Nominations Committee:**

- [1] **Composition:** The Board Development and Nominations Committee (BD&N) is composed of at least three (3) Board Members with the support of the Executive Director or delegate.

- [2] **Purposes:** The Committee's purposes relate to the building and maintenance of organizational governance capacity to support the efficient and effective functioning of the Board, and include:
- Providing, facilitating and/or coordinating on-going Board development opportunities and training for Board and committee members, focusing on building individual and collective capacity;
  - Ensuring and overseeing implementation of the Board nominations processes having consideration for the City's Public Appointments Policy and Board needs (as identified from time to time), including establishment and management of the statutory Nominations Sub-Committee;
  - Managing an annual Board evaluation process, including analysis and reporting of its results and the development of recommendations respecting opportunities for improvement;
  - Providing leadership respecting Board governance principles and practices to increase Board effectiveness; and,
  - Identifying and, as appropriate, proposing effective governance principles and practices to increase and optimize Board efficiency and effectiveness;

### **6.3 Nominations Sub-Committee<sup>2</sup>:**

- [1] The Board shall appoint a Nominations Sub-committee for the purpose of screening and interviewing prospective Board members to the Board prior to the upcoming AGM no later than four (4) months before the upcoming AGM.
- [2] The Nominations Sub-Committee shall consist of no more than three (3) persons who are members of the Centre not necessarily members of the Board Development and Nominations Committee, at least one of whom must be a current Board member who will act as Chair.
- [3] Employees of the Centre and Board members standing or intending to run for re-election to the Board may not serve on the Nominations Sub-committee
- [4] The Nominations Sub-committee will make the Centre's membership and community aware of the nominating process at least ninety (90) days in advance of notice of the AGM being issued to members.
- [5] The Nominations Sub-committee is responsible for:
- Attempting to find more prospective candidates than there will be vacancies to fill on the Board as of the upcoming AGM;
  - Assisting to recruit and select prospective candidates and providing information on the process to stakeholders and other interested persons;
  - Implementing an appropriate orientation process to inform prospective candidates about the application process as well as the responsibilities involved in becoming a Board member;
  - Screening prospective candidates to confirm that, in addition to meeting eligibility criteria set out the AOCC Relationship Framework and City of Toronto Public Appointments Policy, they also possess qualifications deemed important by the Board from time to time and meet the eligibility criteria to be a member of the Board as defined in the Constitution;
  - Taking any other necessary and reasonable steps to encourage broad participation of prospective candidates, in accordance with the values of

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<sup>2</sup> RTCC *Constitution and Procedure By-Law (2014)*, Article V, Clauses 29 – 32 requires establishment and defines the mandate and composition of the Nominations Sub-Committee. The sub-committee is included for purposes of convenience and clarity.

openness, impartiality, competition, and equity, as required by the City of Toronto Public Appointments Policy; and

- Informing the Board of all eligible prospective candidates at or before the regularly scheduled Board meeting prior to the AGM.

#### **6.4 Finance Committee:**

- [1] **Composition:** The Finance Committee is composed of two Board Members, including the Treasurer, who shall chair the Committee, community members and supported by the Centre's Executive Director and Business Manager.
- [2] **Purposes:** The Committee's purpose relates to safeguarding the financial integrity, accountability, viability and sustainability of the organization, and includes:
- Receiving, examining, and presenting or summarizing to the Board the financial statements and budgets of the Centre and all standing Committees that require budgets and financial statements;
  - Make recommendations to the Board concerning the financial position of the Centre;
  - Periodically reviewing the adequacy of financial control and accountability policies and procedures, including procurement and spending limitations policies and procedures;
  - Overseeing the development and appropriate approval of organizational and programme budgets;
  - Liaising with the auditor and reviewing and advising the Board respecting the annual audit, including any recommendations arising from the audit; and,
  - Assisting the Board to be sufficiently informed to vote knowledgeably on financial issues.

#### **6.5 Fundraising and Marketing Committee:**

- [1] **Composition:** The Fundraising and Marketing (F&M) Committee is composed of at least two Board members, one of whom will chair the Committee, community members and is supported by the Centre's Executive Director or delegate.
- [2] **Purpose:** The Committee's purpose relates to soliciting and gathering voluntary contributions from external (none-core) sources, including individuals, businesses and other groups, in order to provide adequate resources for RTCC purposes/programming, and includes:
- Guiding the development, review and implementation of ethical fundraising policies, procedures and priorities, and securing Board authorization of proposed strategies and campaigns;
  - Overseeing the development and implementation of annual and/or multi-year fundraising plans and strategies to provide resources to support RTCC's vision, mission and strategic priorities;
  - Cultivating and overseeing partnerships with other local organizations and others as appropriate to pursue joint fundraising and marketing strategies and campaigns (including the Ralph Thornton Community Organization), and ensuring the proper authorization and use of organizational logos or branding in such activities; and

- Undertaking other tasks relating to fundraising and marketing as delegated or assigned by the Board.

### **6.7 Membership and Outreach Committee**

- [1] **Composition:** The Membership and Outreach (M&O) Committee is composed of, at minimum, two Board members, one of whom will chair the Committee, and may include Community members and is supported by the Centre's Executive Director or delegate.
- [2] **Purposes:** The Committee's purpose relates to connecting the RTCC to the broader community, providing a communications channel between the Community and the RTCC, assisting members to whom the RTCC is accountable to be knowledgeable about the organization, and demonstrating that the RTCC has the support of the community, and includes:
- Promoting community membership in the Centre;
  - Promoting volunteer involvement in the Centre's governance, including volunteer recognition;
  - Planning the annual general meeting and any other member meetings in coordination with the Executive Director or designate, and,
  - Undertaking other tasks relating to membership and outreach, as assigned by the Board.

### **6.8 Organizational Planning and Evaluation Committee:**

- [1] **Composition:** The Organizational Planning and Evaluation Committee (OP&E) is composed of at least two Board members, one of whom will chair the Committee, community members and is supported by the Centre's Executive Director, Manager of Strategic Initiatives or delegate.
- [2] **Purpose:** The Committee's purpose supports the effective and efficient performance, community responsiveness and long-term success of the organization, and includes:
- Ensuring that the RTCC strategic plan is current and monitoring its overall implementation and/or updating;
  - Supporting and collaborating with the Executive Director regarding:
    - Periodic multi-year strategic planning processes (long-term strategic planning) and the identification of strategic directions and priorities; and
    - Annual programmatic planning processes (short-term programme planning) and the identification of annual priorities;
  - Monitoring the alignment between short-term and long-term planning, the Centre's approved strategic plan/priorities and Centre programming;
  - Supporting the development and maintenance of an RTCC Evaluation Plan and reviewing the monitoring and annual evaluation of the Centre's programming and achievements against approved strategic priorities.
  - Developing, monitoring and/or implementation of Centre policies, as assigned by the Board.

### **6.9 Personnel Committee:**

- [1] **Composition:** The Personnel Committee is composed of at least three (3) members of the Executive Committee of the Board, including the Board President. Community members may not participate in this Committee. The Members may choose the Committee Chair.

[2] **Purposes:** The Committee's purpose is to ensure the effective supervision of the Executive Director taking into consideration the Executive Limitations Policy, including the Executive Director's fair and effective management of the Centre's human resources, and include:

- Ensuring and leading the annual evaluation of the Executive Director;
- Maintaining confidential human resources files for the Executive Director;
- Guiding the development, review, approval and application of human resources policies and procedures, including a human resources handbook, that are consistent with the City of Toronto's human resources policies;
- Providing leadership to the Board respecting its human resources responsibilities and procedures, and,
- As required and appropriate, assisting the Executive Director with the management and/or resolution of human resources issues.

### **Summary:** Board and Committee Structure and Mandates

The Board of Management of the Ralph Thornton Centre is responsible for the operation and management of the Centre. The members of the Board oversee the work of Board Committees, working groups and task groups, which are the main mechanisms for addressing key Board obligations and work.

A Board Committee is a group of people made up of Board Members and may include community members who are members of the Centre and employees of the Centre.

Each Committee, working group and task group has a certain number of Board Members and may include community members and staff. As well, each committee or group has different, but specific tasks. All operate using the same general procedural rules and are accountable to the Board.

There are different kinds of Board Committees and groups including:

1. Standing Committees which are mandatory and include:
  - Executive Committee;
  - Finance Committee;
  - Organization Planning and Evaluation Committee;
  - Personnel Committee; and
  - Board Nominations sub-committee.
2. Other Committees may include;
  - Fundraising and Marketing Committee; and
  - Membership and Outreach Committee
3. Working and Task Force Groups which are formed to carry out certain tasks within specific time frames. When the work is done, the group no longer meets.

Please see \_\_\_\_\_ if you would like a complete version of the Ralph Thornton Centre Governance Policy, *Board and Committee Structure and Mandates*