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BOARD COMMITTEE MEMBERSHIP, STRUCTURE, AND CONDUCT POLICY

PURPOSE

This policy defines the structure, authority, roles, and expected conduct of all Ralph Thornton Community Centre (RTCC) Board Committees. It supports fair, transparent, and effective governance and clarifies how committees help the Board fulfill its strategic and fiduciary responsibilities.

APPLICATION

This policy applies to all Standing Committees, Working Groups, or other bodies established / approved by the Board of Management of the Ralph Thornton Community Centre.

It operates in accordance with:

- The RTCC Constitution and Procedural By-law (2014)
- The City of Toronto Act, 2006
- The City of Toronto Municipal Code and Code of Conduct for Members of Local Boards

It does not apply to staff or management-led working groups that support internal operations.

DEFINITIONS

- **"RTCC" or "the Centre":** This refers to the organization and/or physical building that is the Ralph Thornton Community Centre.
- **"Board":** The RTCC Board of Management.
- **"Committee":** A group established by the Board to perform delegated governance, advisory, or oversight functions.
- **"Standing Committee":** A permanent committee required to fulfil ongoing oversight or governance responsibilities.
- **"Ad-Hoc Committee (a.k.a. Working Group)":** A time-limited group formed to carry out a specific task or project; it is dissolved upon completion of that task.
- **"Community Member":** A member of RTCC in good standing who participates on a committee but is not a Board member.
- **"Staff Liaison":** A Centre staff member designated by the Executive Director to provide administrative, technical, or advisory support to a committee.
- **"Chair":** A Board member appointed by the Board to preside over committee meetings and report to the Board.

POLICY

1. AUTHORITY AND ACCOUNTABILITY

1.1. The Board establishes committees and working groups to advance its governance mandate.
1.2. Committees are advisory only and do not have authority to make decisions binding on the Board or the Centre, unless specifically delegated to do so through a board motion.
1.3. Each committee must operate within its Board-approved Terms of Reference (ToR) and annual work plan.
1.4. All committees are accountable to the Board through their Chair and must provide regular written or verbal reports.

2. TYPES OF COMMITTEES

2.1. **Standing Committees:** The board shall establish and maintain long-term committees for ongoing management of various issues central to board execution. Standing committees may include, but are not limited to:
   2.1..1. Executive Committee
   2.1..2. Finance Committee
   2.1..3. Board Development and Nominations Committee, including the Nominations Sub-committee
   2.1..4. Governance Committee
   - The Board shall appoint/approve all standing committee members and the Committee Chair annually following the Annual General Meeting (AGM).

2.2. **Working Groups:** Formed as needed to address specific issues, policy reviews, or time-limited tasks by a simple board motion. Automatically dissolved upon completion of their mandate.

3. COMPOSITION OF COMMITTEES

3.1. Standing committees and working groups must consist of a minimum of three members, including at least one board member.
3.2. Committee chairs may recruit additional members to assist in committee tasks as/if needed at any time.
3.3. Additional members may include RTCC community members, other board members, staff liaisons, or other topical experts.
3.4. All members must abide by all board policies and city guidelines. Behaviors shall be monitored by the committee chair.
3.5. **Removal of committee members:** If a committee member breaches the Code of Conduct or fails to perform their duties, the Committee Chair may rescind their appointment. The Executive Committee must be notified in advance of the proposed removal and retains the authority to overrule the decision if they determine there is insufficient cause or find mitigating circumstances. The member must be informed of the concerns and given an opportunity to provide a brief defense (in person or in writing) to the Chair before a final decision is made.
3.6. **Removal of a Committee Chair:** A Chair may be removed from their leadership role for cause (e.g., policy breaches, negligence, or a formal request by a majority of their committee members). Removal shall be overseen and instigated by the executive committee and requires a Board of Management motion and a simple majority vote. The

Committee Chair has the right to speak to the Board in a closed (in camera) session before the vote occurs.

3.7. **Interim Measures:** The Board Chair may temporarily suspend any committee member or Chair from their duties pending a final review by the Executive Committee or Board if a serious breach of policy or conduct is alleged.

4. ROLE OF COMMITTEES:

4.1. The role of committees is to:

- Provide informed advice and recommendations to the Board.
- Undertake Board-approved activities aligned with RTCC's strategic goals.
- Review and monitor specific portfolios, policies, and performance indicators within their mandate.
- Engage community perspectives consistent with RTCC's mission and values.

5. MEETING PROCEDURES

5.1. **Policy Application:** All Board meeting policies and procedures apply equally to committees, working groups, and task groups.

5.2. **Scheduling and Notice**

- Committees are expected to meet at least quarterly, or as determined by their approved work plan.
- Committee Meetings are not open to the community at large, other than community committee members.
- Final work products, reports, and other documentation submitted to the board for approval or review are part of the board minutes and accessible to the community.

5.3. Agenda and Consultation:

- The Chair shall prepare the meeting agenda and circulate it to members no fewer than forty-eight hours before the meeting.
- Members may propose adjustments or additions to the agenda at the outset of the meeting.
- The Chair may consult members electronically between meetings to gather feedback or advice. In these instances, members will be given at least forty-eight hours (non-response will not be taken as disagreement). A summary of electronic consultations must be presented at the next scheduled meeting.

6. DECISION-MAKING

6.1. Committees should seek to reach conclusions or recommendations by consensus. Where consensus cannot be reached, a formal vote shall be taken.

6.2. In the event of a tie, the Chair shall have a second or casting vote.

6.3. Committee decisions are not-binding on the Board or the Center and must be submitted as proposals for a board vote. Where committee consensus was not achieved, this should be indicated to the board to provide full context.

7. ROLES AND RESPONSIBILITIES

7.1. Committee Chairs

- Maintain current contact information for all members.
- Schedule meetings, develop agendas, and circulate materials.
- Guide committee work, delegate tasks, and ensure completion of the annual work plan.
- Ensure minutes and reports are completed and submitted to the Board.
- Present committee recommendations and motions to the Board.
- Track and submit volunteer hours for non-Board members.
- Alert the Board President or Executive Committee to emerging issues or conflicts.
- Provide the Board Chair / Executive Director with written updates on committee activities and progress for inclusion, as appropriate, in the Board Package.

7.2. Committee Members

- Attend and participate fully in meetings.
- Complete assigned tasks and communicate any inability to meet commitments.
- Prepare for meetings by reviewing materials in advance.
- Respect for confidentiality and group consensus.
- Uphold RTCC's Code of Conduct and other applicable City of Toronto guidelines and maintain general decorum throughout all meetings

7.3. Staff Liaisons

- Provide administrative and technical support.
- Ensure alignment between committee work and operational planning.
- Maintain records and assist with public postings and notices.

EQUITY, DIVERSITY, INCLUSION, AND ACCESSIBLITY (EDIA) IMPLICATIONS

RTCC committees must reflect and uphold the Centre's commitment to equity, diversity, inclusion, and accessibility. Committee recruitment and community engagement will strive to represent the demographics and experiences of the community. Meetings, documents, and participation opportunities should wherever reasonably possible, comply with the Accessibility for Ontarians with Disabilities Act (AODA) and the City of Toronto's equity and access standards.

RISK ANALYSIS

- All committees will have a board member participating, and the chair will provide updates to the chair/ED. This reduces risk of committees acting beyond their advisory mandate and making unauthorized commitments that bind the Board or Centre.
- Chairs must provide updates to the chair/ED, Failure to report back to the Board could lead to strategic misalignment or "rogue" policy development.
- A lack of transparency or failure to manage conflicts of interest among non-board community members participating in committee work.

RELATED POLICIES

- RTCC Constitution and Procedural By-law (2014)
- Board Membership – TBD

- City of Toronto Public Appointments and Code of Conduct Policies
- Ontario Human Rights Code
- Municipal Conflict of Interest Act

POLICY UPDATES

Responsible:	Governance Committee
Accountable:	Governance Committee
Consulted:	Executive Committee
Informed:	Board, Community

Policy Established:	March 25, 2026
Policy Reviewed:	March 25, 2026
Policy to be Changed/Updated:	January, 2028