RALPH THORNTON COMMUNITY CENTRE

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BOARD MEMBER ROLES AND RESPONSIBILITIES POLICY

PURPOSE

This policy defines the responsibilities, conduct standards, and participation expectations of members of the Ralph Thornton Community Centre (RTCC) Board of Management. It ensures effective governance, accountability, and alignment with the City of Toronto's Relationship Framework and the RTCC's Constitution and Procedural By-Law.

APPLICATION

This policy applies to all members of the RTCC Board of Management. It governs their behavior, attendance, participation, and fulfillment of fiduciary roles in overseeing the operations and affairs of the Centre.

DEFINITIONS

1. **"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, established under Chapter 24 of the Toronto Municipal Code.
   - **"Executive Committee"**: A standing committee of the Board responsible for oversight of Board operations and governance matters which includes the Chair, Vice Chair, Secretary, and Treasurer.
2. **"Executive Director (ED)"**: The senior staff member appointed by the Board responsible for the general control and management of RTCC operations.
3. **"Good Standing":** The status of a Board member who abides by RTCC policies, attends meetings regularly, and upholds the Code of Conduct.

POLICY

1. AUTHORITY

1.1. This policy is authorized under the:
- City of Toronto Act (2006)
- Chapter 24 of the Toronto Municipal Code
- City of Toronto Code of Conduct for Members of Local Boards (Restricted Definition)
- RTCC Constitution and Procedural By-Law (2014)
- Relationship Framework between the City of Toronto and RTCC (Article 7)

2. CODE OF CONDUCT

2.1. Board members shall:

- Adhere to all RTCC policies as well as City of Toronto rules applicable to AOCC board members.
- Maintain a fiduciary duty to act honestly and in good faith in the best interests of RTCC, exercising the duties of care, loyalty, and obedience. This includes staying informed, participating actively in governance, safeguarding RTCC's assets and reputation, avoiding and declaring conflicts of interest, and ensuring compliance with all applicable laws, by-laws, and policies
- Serve the community, the city, and the Centre's mission conscientiously and without prejudice.
- Treat colleagues, staff, and community members with respect and without discrimination, bullying, or harassment.
- Uphold the Ontario Human Rights Code, the City of Toronto's Human Rights and Anti-Harassment Policy, and the Hate Activity Policy.
- Conduct themselves with decorum at all Board and committee meetings.
- Respect the professional role and political neutrality of staff, refraining from intimidation, reprisal, or undue influence.
- Maintain political neutrality when acting in their official capacity and shall not use their RTCC position, resources, or affiliation to support or oppose any political party, candidate, or referendum issue. The Board and Centre, as City of Toronto agencies, must remain and appear impartial in all political matters and processes (see Political Activity – Board of Management Policy).

2.2. Complaints regarding breaches of the Code of Conduct will be referred to the Chair (as Ethics Executive) and/or the City's Integrity Commissioner. Retaliation or obstruction during investigations is prohibited.

3. CONFLICTS OF INTEREST & USE OF AUTHORITY

3.1. In accordance with the Municipal Conflict of Interest Act and the City's Code of Conduct for Members of Local Boards, a conflict of interest exists when a Board member's private interests (including those of their family or close associates) conflict, or appear to conflict, with their duties to RTCC. To this end, Board members must prioritize the organization's mission above all personal or external loyalties and are bound by city policies regarding conflict of interest.

3.2. At all times, board members must avoid:

- Financial & Fiduciary Conflicts: Directly or indirectly benefiting (or the appearance of benefiting) from the organization's business dealings, including interests held by family or close associates.
- Non-Financial & Personal Interests: Favoritism or "quid pro quo" based on personal relationships, friendships, or professional affiliations both external to the board, and amongst with other board members.
- Constraints on Independent Thought: Any situation, social pressure, or obligation that prevents a member from voting or acting with total objectivity.
- Improper Influence: The solicitation or acceptance of gifts, favors, or "special access" intended to sway board deliberation.

- Misuse of Authority: Using the board's title, resources, or non-public information for personal gain or to grant unfair advantages to others.

Further, Board members must declare any conflicts of interest if/when they arise and abstain from discussing, voting, or attempting to influence the decision of the board on all related matter.

4. ROLES AND RESPONSIBILITIES

4.1. The Board collectively is responsible for:

- The overall management, operation, and maintenance of the Centre, ensuring compliance with laws, by-laws, and City policies. However, Individual members shall not give work assignments or directions to any staff member including the Executive Director.
- The hiring, supervision, and evaluation of the Executive Director.
- Oversight of programs, services, and community engagement initiatives.
- Approval of the annual administrative and global budgets for submission to Toronto City Council.
- Oversight of all financial operations, including approval of annual financial statements and receipt of audit reports.
- Establishment of policies, fees, and conditions for the use of the Centre.
- Development of funding sources and income-generating programs.
- Outreach, membership development, and community participation.
- Appointment of Board committees and review of their terms of reference.
- Liaison with community organizations and service agencies.
- Periodic review of the RTCC Constitution and governance policies.

5. EXPECTATIONS OF INDIVIDUAL BOARD MEMBERS

5.1. Board members are expected to:

- Maintain RTCC membership in good standing.
- Be knowledgeable about the Relationship Framework and the RTCC Constitution.
- Represent the community and share their expertise by participating fully in the discussions, deliberations and decision-making, during meetings.
- Familiarize themselves and comply with all RTCC policies
- Maintain confidentiality of all in-camera discussions and sensitive information.
- Represent RTCC positively and appropriately in the community and support collective decisions once made.

6. ATTENDANCE

6.1. Board members are expected to:

- Attend and participate actively in all Board and assigned committee meetings, having reviewed relevant materials in advance.
- Attend or be formally excused from at least 65% of regular Board meetings. Similar expectations are set for members to attend 65% of assigned committee meetings

- When unable to attend, members must inform the board/committee chair as early as possible, to be excused (noted as "regrets" in the minutes) from the meeting and will otherwise be noted as "absent" in the minutes

6.2. In the event that a board member is unable to fulfill their commitment with respect to attendance:
- The Secretary will alert the Executive Committee of the attendance issue.
- A member of the executive committee member will contact the individual to discuss the situation and report back to the executive committee.
- If attendance issues are deemed temporary, resolvable or otherwise non-impacting, the Executive Committee will support the member and continue to monitor their participation.
- If the member is unwilling or unable to improve attendance and suitably address the issue, the Chair will formally ask the member to resign.
- If the member refuses to resign, the Board will hold a closed (in camera) session. The member has the right to speak in their defense before a vote is taken. Rescinding the appointment requires a 65% majority; results are recorded privately and excluded from the public record.

7. OFFICERS OF THE BOARD (EXECUTIVE COMMITTEE)

7.1. Chair
- Chairs all meetings, ensuring order, transparency, and adherence to procedures.
- Serves as spokesperson for the Board.
- Promotes Board effectiveness and participation.
- Acts as the Board's Ethics Executive under the City's Code of Conduct.
- Addresses conflict-of-interest issues related to Board members.
- Chairs the executive committee to determine effective agenda and structure for ongoing board meetings
- Is an ex officio member of all committees and working groups

7.2. Vice-Chair
- Assists and acts for the Chair when necessary.
- Oversees committee coordination and progress tracking.
- Addresses issues involving the Chair.
- Working in conjunction with the Chair, Executive Director, and staff, responsible for board extra-curricular activities (social events, annual workshop/retreat).
- Assists in developing Board capacity and supports the Development Committee

7.3. Treasurer
- Chairs the Finance Committee.
- Reviews and reports on the financial position of the Board.
- Presents budgets and financial statements to the Board.
- Advises on budgetary and fiscal matters.

7.4. Secretary
- Ensures that meeting notices are issued and official minutes, attendance/regrets, and other records are maintained.
- Responsible for ensuring the effective management of RTCC's Board-related electronic records (e.g., shared document systems) and electronic communications (including

board email) ensuring monitoring, timely updates, and protection of confidential information.

- Tracks policy approval and review cycles.
- Oversees the proper maintenance of Maintains membership records and Ensures governance documents are up to date and publicly available.
- Assists in managing Board effectiveness and supports the Governance Committee

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

The board is committed to facilitating participation of all community members and is committed to removing barriers, continuously learning, providing accommodations, and actively recruiting in order to increase equity, diversity, inclusion, and accessibility. The executive will ensure that there are mechanisms in place for board members to confidentially and easily identify any EDIA matters for consideration and reasonable action.

RISK ANALYSIS

- Non-compliance with the City of Toronto's Relationship Framework or the Toronto Municipal Code may result in the suspension of City funding or the dissolution of the Board.
- Failure to disclose conflicts of interest or breaches of duty of care can expose the organization and individual members to legal challenges and financial penalties.
- Ethical breaches or public conflict can undermine community trust, making it difficult to attract members, donors, and volunteers.
- Poor attendance or a lack of independent thought leads to a loss of quorum and ineffective decision-making, stalling the Centre's mission.
- Improper influence or interference in staff operations can lead to high staff turnover, grievances, and a toxic workplace culture.

RELATED POLICIES

- RTCC Board and Committee Meeting Policy
- RTCC Conflict of Interest Policy
- RTCC Confidentiality Policy
- RTCC Political Activity – Board of Management
- City of Toronto Code of Conduct for Members of Local Boards
- Municipal Conflict of Interest Act
- Municipal Freedom of Information and Protection of Privacy Act
- Ontario Human Rights Code
- City of Toronto Human Rights and Anti-Harassment Policy
- City of Toronto Hate Activity Policy

This policy replaces:

- RTCC: Code of Conduct, Roles and Responsibilities of Board Members – Oct 2019

- RTCC: Meeting Attendance and Participation Policy - April 2021
- RTCC: Overview of Board Member Roles and Responsibilities

POLICY UPDATES

Responsible:	Chair
Accountable:	Executive Committee
Consulted:	Executive Director
Informed:	Board Members, Staff

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