

# The 519 Board Governance Roles, Structure and Committee Terms of Reference/Mandate

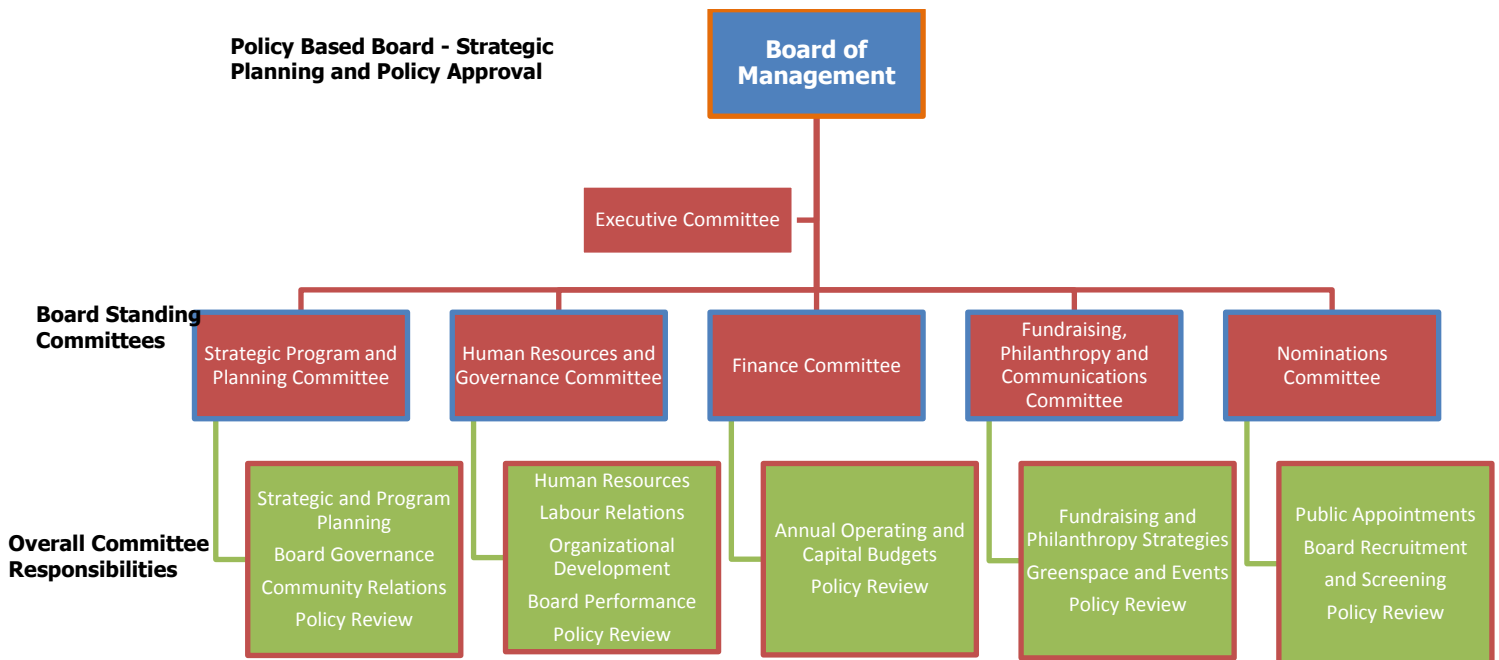
## The 519 Board Governance Structure

The Board is established under the City of Toronto Act and is considered a local Board of Management. The Board is appointed and serves at the pleasure of Council (through the East York Community Council). Board Members are bound by applicable policy including but not limited to the Local Board of Management Code of Conduct and its related complaint's procedures; the City of Toronto Anti-Harassment and Discrimination policy; the City of Toronto Relationship Framework, the Constitution (Board By-laws), Toronto Public Service By-laws and other 519 Board approved policies as amended from time-to-time.

The Board of Management of The 519 operates as a policy based board that is focused primarily on setting and monitoring The 519's Strategic Action plan that advances our mission and mandate.

The Board also builds strong governance and accountability practices in accordance with its obligations under the City of Toronto Relationship Framework. The Executive Director reports to the Board and through its Committees in accordance with the Toronto Public Service By-law on various organizational activities and is responsible to operate in compliance with City and other applicable policy.

## The 519 Board Governance Structure – Chart 1



# The 519 Board Governance Roles, Structure and Committee Terms of Reference/Mandate

## Board Meeting Attendance Requirements

Attendance for meetings is recorded by the Secretary or delegated to the governance support provided by The 519.

As per the **Public Appointments Policy, Part VIII, 8.4:**

- The board has the discretion to permit or excuse a member's absence without further action.
- Board members who are absent from two (2) consecutive regularly scheduled meetings of the board, without permission of the board, are to be contacted by the Chair or Secretary to confirm their commitment to the board. When any board member is absent for three (3) regularly scheduled meetings of the board, without permission of the board, the board shall provide written notice of the absence to the relevant nominating panel for appropriate action.

As per **The 519 Constitution, Article VI, section 3**, in the event of the absence of an officer or assistant, the Board may, except as provided for in part 1(d) and/or 5(b) of this Article, delegate the powers and duties of such officer or assistant to any other Director until the return to duty of incumbent officer or assistant.

In the event that a member wishes to run for public office, refer to section 3.8 "Vacancies" and the following policies: Public Appointment Policy, The 519 Political Activities, The 519 Conflict of Interest and Toronto Public Service By-laws.

## Board Meeting Quorum

As per **The 519 Constitution Article V section 9**, Quorum is a majority of the members of the Board, who are not members of Council or school board trustees, will constitute a quorum. If a board member who is a member of Council or a school board trustee is present, he or she will be counted to calculate quorum. A vacant position will not be counted to calculate quorum.

In the case of an equality of votes, the Chair shall have in addition to an original vote, a second or casting vote.

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## Executive Committee

There are four positions on the Executive including Board Chair, Vice, Chair, Treasurer and Secretary. There additional responsibilities are described below. At the beginning of each new term as part of the Board meeting, the Executive Committee is selected by the Board through a secret ballot system. Members are asked to nominate either themselves or other Board members to the various positions. The nominations should consider skill set, expertise, and relevant experience that are suitable to the role of the position.

### Process:

- Each nominated individual has the option to agree to stand for the position or indicate they are not interested in the opportunity.
- In the event they agree to stand they will be invited to provide a brief overview of why they want the role and what they will bring to the responsibility; if there is no one else standing for the same position, the individual is acclaimed to the role
- In the event there are two or more individuals standing for the position then each nominee will be invited to provide a brief overview of why they want the role and what they will bring to the responsibility; then all members of the Board are provided a secret ballot and cast their vote for their preferred choice
- The nominee with the most votes will be elected to the position
- The Board must pass a confirming motion for each position

## Standing Committees<sup>1</sup>

Membership on Board Standing Committees is based on Board appointments. Members are permitted to identify their interest to be on Standing Committees (minimum at least one committee). They should contemplate skill set, expertise, and relevant experience that are suitable to the mandate of the Committee. Board members should identify any conflicts of interest that would be considered as part of the appointment's process.

Committees must have a Board approved Terms of Reference. Committees of the Board will normally hold their meetings at The 519 as determined by the Chair. Written notice of Committee meetings shall be posted in a prominent place at The 519 at least seven (7) days prior to the proposed date of the meeting by the Staff Liaison. Meetings of Committees shall be open unless closed under the Public Meetings policy.

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<sup>1</sup> Additional community representation may be considered (except in the Human Resources Committee) – they must be appointed formally by the Board as non-board members provided they have the relevant skills and expertise to support the work of the committee – they may be vetted by the nominations committee.

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There are no quorum requirements. In the case of an equality of votes, the Committee Chair shall have in addition to an original vote, a second or casting vote. Minutes of Committee Meetings must specify who was in attendance so that the Board may know to what degree the Committee's recommendations reflect the will of the Committee's membership. The Board needs to ensure that the committees are balanced, with the appropriate skills, expertise, representation and are of a workable size. If there is an objection to committee appointments this should be identified and dealt with at the Board meeting.

### Process:

- At the relevant Board meeting, members will identify their interest in committees
- Committee assessment will be completed including making recommendations to fill committee composition as required
- The Board must pass a confirming motion for all appointments

## The 519 Board Governance Roles, Structure and Committee Terms of Reference/Mandate

### Board Governance Responsibility Alignment

Components of Board Governance	Reference Documents / Frameworks	Strategic Program and Planning Committee	Human Resources Governance Committee	Intersecting Board Committees
By-Law, Constitution, Catchment & Membership and Board Terms	Relationship Framework, The 519 By-Law	X		
Roles and Responsibilities / Committees Terms of Reference	Board Term of Reference Documents	X		Drafts each Committee, Executive Review
Meeting Functions - Rules, Process, Decision-making, etc.	City of Toronto Public Meeting Provisions	X		
Board Focus (Strategic Planning)	Committee Workplans	X		
Community Engagement & Accountability	The 519 Constitution, Relationship Framework, Board Strategies	X		
Board Needs Assessment, Recruitment and Diversity Planning	City of Toronto Public Appointments Policy, Board Strategies		X	Strategic Program Planning
Board Member Orientation, Training and Development	The 519 Board Strategies		X	Nominations Committee
Annual Board Evaluation / Performance	The 519 Board Strategies		X	

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## Board Members Roles and Responsibilities

### Board Member Responsibilities include:

- Amend, reject or approve, where appropriate, policy and other recommendations received from the Board, its standing committees and Executive Director
- Develop, monitor and review, and abide by all Board policies and City Board requirements (Confidentiality, Code of Conduct for Local Boards, Anti-harassment and discrimination policy, Public Meeting Provisions, etc.)
- Participate in the development of The 519's strategic plan and board workplans review
- Approve programs and services including fees for the use of the facilities and programs if applicable
- The development of resources to support activities, programs and services of The 519
- Approve and amend The 519's annual budget and ensure ongoing monitoring of budget targets
- The approval of The 519's Annual Financial Statements for audit purposes and receiving the report of the Auditor
- Respond to emerging issues and urgent issues as needed
- Support the development and review of policy to ensure proper management of employees and assets (HR policy is defined by the City of Toronto Relationship Framework)
- Approve the hiring and release of Executive Director
- Support and participate in evaluating Executive Director
- Assist in developing and maintaining positive relations among the Board, committees, staff, Centre members and community to enhance The 519's mission and to promote The 519
- Serve on at least one Board Committee; undertake tasks, participate in special events
- Attend, be prepared for and participate in Board and Board sub-committee meetings
- Act as signing officers as authorized and appropriate
- Other responsibilities as set out in the Board Constitution/By-laws.
- Ensure self-evaluation and continuous improvement

### Skills, Knowledge and Expertise include:

"All members (of a local Board)...shall be qualified to be elected as a member of the council of the municipality" provided they are:

- Canadian Citizenship\*
- At least 18 years old
- Resident of the municipality (Toronto), the owner or tenant of land or the spouse or same-sex partner of an owner or tenant of land in the municipality...
- Not disqualified by the city of Toronto Act or any other Act from holding office

(\*Note: this qualification is part of a review by Toronto City Council and may change in the future). Additional expectations include:

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- Commitment to the mission and goals of The 519 & the communities we serve
- Knowledge and skills in one or more areas of Centre governance: policy, finance, governance, communications, knowledge of the community, the needs of Centre members, human resources/labour relations, The 519 programs.
- Willingness to attain and improve knowledge and skills related to Board responsibilities.
- Willingness to work collaboratively with other Directors
- Willingness to serve on committees, take on tasks, and share attendance at special events.
- Attend Committee meetings (at least one committee) and annual retreat.
- Abide by Local Boards Code of Conduct and other organizational related policies
- The 519 is a policy based board all responsibilities related to the day-to-day management, administrative and Human Resources have been delegated to the Executive Director in accordance with the Toronto Public Service Act.

### Role of Board Chair

The Chair of Board is elected by the Board of Management and serves on the Executive Committee. The Chair presides over and chairs all meetings of the Directors and oversees Board process/workplan. In their absence, the Chair shall designate another Director to act as Chair in most cases this is the Vice-Chair.

### Chair Responsibilities include:

- Provides leadership and guidance to the Board of Management
- Coordinates and monitors the work of the Board in policy development
- Identifies significant issues deserving the Board's attention
- Provides regular support and guidance from the Board to the Executive Director
- Makes administrative decisions when needed between Board meetings, in keeping with Board policies and direction
- Votes to resolve tied votes on Board motions
- Makes sure the Board adheres to its policies and legal obligations
- Approves the Board's agenda with input from the Secretary, other Directors and Executive Director
- Chairs meetings of the Board
- Participates in Board discussions
- Encourages & supports Directors to participate in meetings and activities; manages conflict to produce solutions
- Keeps the Board's discussion on topic and on time by summarizing issues
- Keeps the Board's activities focused on the organization's mission
- Makes sure that committee members are appointed
- Makes sure there is a process to evaluate the effectiveness of Directors, using measurable criteria

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- Acts as one of the signing officers for cheques and other documents such as contracts
- Promotes The 519 in the community and to the media; is one of two key external spokespeople with the Executive Director
- Prepares reports for Centre members as appropriate
- The Chair may also offer advice on administrative, human resources/labour relations, management and other issues to the Executive Director. Chair's responsibilities do not include day-to-day management or administrative activities those are the responsibility of the Executive Director.

### **Skills, Knowledge and Expertise include:**

- Board member Job Description
- Knowledge and skills in one or more areas of governance: policy, finance, governance, communications, knowledge of the community, the needs of Centre members, human resources/labour relations.
- Capacity and expertise to represent The 519 professionally and appropriately at all times
- Capacity and expertise to act as spokesperson for The 519
- Demonstrated expertise in working collaboratively with other Directors including ability to facilitate Board decision-making and to manage conflicts effectively and positively.
- Manage meetings and agendas effectively ensuring that members have the ability to participate effectively and productively
- Attendance and full participation at Board and Committee meetings and annual retreat.
- Willingness and ability to provide advice and support to The 519 Executive Director as needed.
- Able to ensure annual review of performance of the Executive Director is provided and review of E.D. job description is conducted, as recommended by the Human Resources Committee.
- Willingness and availability to serve as a signing officer and sign appropriate documents in a timely manner.
- Receive and respond to complaints in accordance with The 519 complaints policy
- Manage Board attendance provisions and/or behavioural breaches
- Acts as one of the Executive Director's Ethics Champion in accordance with the City of Toronto Public Service By-law
- Receives complaints of Wrong-doing and Protection from Reprisal in accordance with the City of Toronto Public Service By-law including liaison with City liaison, legal, HR, and City Manager's office
- Other duties as directed by the Board.



# The 519 Board Governance Roles, Structure and Committee Terms of Reference/Mandate

## Role of Vice Chair

The Vice-Chair of Board is elected by the Board of Management and serves on the Executive Committee. The Vice-Chair assists the Chair when requested to preside over and chair meetings of the Directors and acts in the absence of the Chair. The Vice-Chair supports the Chair's activities including sharing in workload and coordinating various aspects of the Executive committee and Board.

## Vice Chair Responsibilities include:

- Provides leadership and guidance to the Board
- Coordinates and monitors the work of the Board in policy development
- Identifies significant issues deserving the Board's attention
- Provides support and guidance from the Board to the Executive Director
- Makes administrative decisions when needed between Board meetings, in keeping with Board policies and direction and in consultation with the Chair
- Makes sure the Board adheres to its policies and legal obligations
- Chairs meetings of the Board in the absence of the Chair or as requested by the Chair
- Participates in Board discussions
- Encourages & supports Directors to participate in meetings and activities; manages conflict to produce solutions
- Keeps the Board's discussion on topic and on time by summarizing issues
- Keeps the Board's activities focused on the organization's mission
- Makes sure that committee members are appointed
- Makes sure there is a process to evaluate the effectiveness of Directors, using measurable criteria
- Acts as one of the signing officers for cheques and other documents such as contracts
- Promotes The 519 in the community
- Prepares reports for Centre members as appropriate

## Skills, Knowledge and Expertise include:

- All requirements and expectations of any member of the Board. (See Board member Job Description.
- Knowledge and skills in one or more areas of governance: policy, finance, governance, communications, knowledge of the community, the needs of Centre members, human resources/labour relations.
- Similar expertise of the Chair skills as outlined above)
- Willingness to attain and improve knowledge and skills related to Chair responsibilities.
- Willingness to work collaboratively with other Directors.
- Attendance at Board and Committee meetings and annual retreat.

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- Willingness and ability to provide advice and support to The 519 Executive Director as needed.
- Willingness and availability to serve as a signing officer and sign appropriate documents in a timely manner.
- Ability to facilitate Board decision-making and to manage conflicts.
- Ability to Chair Board meetings.
- Other duties as directed by the Board.
- The Vice-Chair may also offer advice on administrative, human resources/labour relations, management and other issues to the Executive Director. Vice-Chair's responsibilities do not include day-to-day management or administrative activities those are the responsibility of the Executive Director unless otherwise directed by the Board of Management.

### **Role of Secretary**

The Secretary of Board is elected by the Board of Management and serves on the Executive Committee. The Secretary oversees The 519's compliance with the City of Toronto's Public Meeting provisions including coordinating the development and approval of Board agendas, recorded meeting minutes, and minutes from in-camera session. The Secretary is also responsible to receive Committee reports. In their absence, they may designate another Director to act as Secretary.

### **Secretary Responsibilities include:**

- Establishes an agenda deadline schedule in consultation with the Chair and Executive Director and communicates the schedule to the Board Directors
- Works with the Executive, Board Members and the Executive Director to develop and approve the annual Board Agenda Forecast (defines reporting cycles, program presentations, etc.)
- Coordinates the final approval of the Board agendas with the Board Chair, Committee Chairs and the Executive Director no less than 10 business days before the meeting
- Ensures the Board agenda is posted publically in a prominent place after delivery to all Board members not less than 7 days in advance of the meeting (see notice provisions).
- The Secretary oversees the Board Committee agendas process as well, ensuring that written notice of the committee meetings are placed in a prominent place at The 519 and at least 7 days in advance of the meeting
- Materials that are to be presented to the Board or Committees and are not confidential in nature should be available to all committee members at the point the agenda is approved and posted
- Advises the Board Chair on related procedural governance matters and ensures that the Board is in compliance with the City of Toronto's Public Meeting Provisions, records retention requirements under MFIPPA and all other related legal requirements

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- As required in consultation with the Executive Director reviews Board related requests under MFIPPA to ensure appropriate disclosure
- Coordinates the recording and approval of the Board minutes both public and in-camera and signs off on the Board approved minutes with the Board Chair
- Encourages & supports Directors to participate in meetings and activities; manages conflict to produce solutions
- Participates on the Executive Committee to coordinate the Board's workplan and facilitate decision-making by identifying issues, options and recommendations to support the Board of Directors in its responsibilities
- Keeps the Board's activities focused on the organization's mission
- Prepares reports for Centre members as appropriate

### **Skills, Knowledge and expertise include:**

- All requirements and expectations of any member of the Board. (See Board Member Description).
- Knowledge and skills in one or more areas of Centre governance: policy, finance, governance, and the needs of Centre members
- Secretariat, legislative interpretation expertise and willingness to attain and improve knowledge and skills related to Secretary responsibilities
- Willingness to work collaboratively with other Directors
- Attendance at Board and Committee meetings and annual retreat including tracking Board member attendance and raising attendance issues to the Board Chair
- Willingness and ability to provide advice and support to the Executive Director as needed
- Ability to facilitate Board decision-making and to manage conflicts
- Other duties as directed by the Board

### **Role of Treasurer**

The Treasurer of Board is elected by the Board of Management and serves on the Executive Committee. The Treasurer presides over and chairs the Finance Committee including overseeing the committee's process/workplan. In their absence, they may designate another Director of the Finance Committee to act as the Treasurer or Committee Chair.

### **Treasurer Responsibilities include:**

- Chair the Finance Committee as outlined in the Finance Committee Terms of Reference which may be amended from time-to-time with approval from the Board
- Approves the Finance Committee agenda with input from other committee members, the Director, Finance and Facility Services and Executive Director

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- Encourages & supports Directors to participate in meetings and activities; manages conflict to produce solutions
- Keeps the Committee and Board discussions on topic and on time by summarizing issues
- Participates on the Executive Committee to coordinate the Board's workplan and facilitate decision-making by identifying issues, options and recommendations to support the Board of Directors in its responsibilities.
- Keeps the Board's activities focused on the organization's mission
- Makes sure that Finance committee members are appropriately appointed
- Makes sure there is a process to evaluate the effectiveness of Directors, using measurable criteria
- Acts as one of the signing officers for cheques and other documents such as contracts
- Prepares reports for Centre members as appropriate

### **Skills, Knowledge and Expertise include:**

- All requirements and expectations of any member of the Board. (See Board member Job Description).
- Knowledge and skills in one or more areas of governance: policy, finance, governance, and the needs of Centre members
- Strong financial management/audit expertise (CPA,CGA, or senior non-profit or corporate)
- Willingness to work collaboratively with other Directors
- Attendance at Board and Committee meetings and annual retreat
- Willingness and ability to provide advice and support to The 519 Executive Director as needed
- Willingness and availability to serve as a signing officer and sign appropriate documents in a timely manner
- Ability to facilitate Board decision-making and to manage conflicts
- Other duties as directed by the Board.
- The Treasurer may also offer advice on administrative, human resources/labour relations, management and other issues to the Executive Director. The Treasurer's responsibilities do not include day-to-day management or administrative activities those are the responsibility of the Executive Director unless otherwise directed by the Board of Management.

# The 519 Board Governance Roles, Structure and Committee Terms of Reference/Mandate

## Role of Board Committee Chairs

- Ensure regular meetings are scheduled formally in accordance to board direction and comply with the open and closed meeting requirements
- Develop agendas in consultation with committee members and staff liaison
- Work with the committee members to develop strategic board plan for each term and bring forward to board for review and approval
- Identify items that require Board approval or are in the mandate of the committee
- Facilitate meeting and vote in the circumstance of a tie
- Address meeting attendance should a committee member miss meetings

## Role of Board Committee Vice-Chair

- Act as Committee Chair in the absence of the Chair
- Act as Committee Secretary by:
  - preparing summary report (approx. 1 page) of motions/key report back to the Board and forward to the Executive Director, primary staff liaison, and staff Board secretariat contact – Senior Consultant, Knowledge Management no less than 7 days prior to the Board meeting so it can be included in the distribution of the monthly Board package
  - recording in-camera minutes and manage the process in accordance with Centre policy

## Role of Committee Members

- Research and follow-up on agreed upon activities
- Read materials in advance of meeting and come prepared to participate in discussions / decision-making
- Prepare /pass motions for approval for the board on matters that require board approval

## Role of Primary Staff / Board Liaison

- In consultation with Committee Chair prepare agendas and liaise with Senior Consultant, Knowledge Management to meet posting and record keeping obligations
- In consultation with the Committee Chair schedule Committee meetings and notify members ensuring adequate notice and distribution of meeting materials with the policy framework outlined below
- Prepare reports and provide relevant information including recommendations to support the Committee and Board in its decision-making processes
- Capture key action items/committee minutes for organizational records
- Provide advice to the committees regarding process, decision-making authorities , etc

# The 519 Board Governance Roles, Structure and Committee Terms of Reference/Mandate

## Standing Committees - Terms of Reference

### Board Committee General Requirements (applicable across all committees)

#### Accountability

- Committees report to the Board of Directors
- The Chair and or Vice Chair report recommendations from the staff/Committee to the Board for approval and/or acceptance depending on the matter
- Meet the provisions of Standing Committees as outlined in The 519's Constitution/ Board by-laws, and roles and responsibilities of Board members and committees as well as the City of Toronto's public meeting provisions
- Operates in accordance with the City of Toronto and AOCC Relationship Framework
- Through their work planning, policy development and decision-making processes, the Committees shall advance The 519's commitment to equity, diversity and inclusion strategies.

#### Meeting Frequency/Structure:

- Meeting frequency is defined in the detailed Terms of Reference
- Minimum of Quarterly meetings– scheduled prior to the Board meetings to ensure that financial reports and relevant policy information is forwarded with the Board package
- Committee Meetings are public and comply with the Public Meeting By-Law of the City including in-camera sessions in accordance with the legislation
- Informal working meetings may occur more frequently depending on the work of the committee – these meetings are generally not open to the public unless they are approving recommendations that require Board approval
- Quorum is not defined for standing committees

#### Composition:

- Meeting composition is defined in the detailed Terms of Reference for each committee
- Additional community representation may be considered – they must be appointed formally to the committee as non-board members provided they have the relevant skills and expertise to support the work of the committee (these members must be formally appointed by the Board) – they may be vetted by the nominations committee
- Committee Chairs and Vice Chairs are recommended by the Committee and appointed by the Board

#### Decision-Making:

- Committees use a consensus-based approach to discussions and decisions, with a goal of bringing unified recommendations to the Board for approval. All significant decisions require Board approval where there is disagreement the matter will be forwarded to the Board for decision

# The 519 Board Governance Roles, Structure and Committee Terms of Reference/Mandate

## Strategic & Program Planning Committee

### Purpose

- Guide the development of the Centre’s strategic plan including ensuring relevant and effective consultation strategies with stakeholders/community/key informants
- Develop, review and monitor the progress of strategic and program plans and report to the Board and Membership
- Develop good Board governance practices monitor /manage progress on governance strategy
- Monitor and evaluate the implementation of the Centre’s Space Use policy and other foundational governance documents and from time-to-time recommend policy modifications to policies including space use priorities and the balance of directly operated/community-led programs
- As appropriate review city policy requirements and provide strategic advice to the Board on such matters

### Specific Policy Responsibilities include:

- Identify community need through program review, evaluation and appropriate research mechanisms that includes a range of community perspectives including: staff, members, volunteers, groups, and the community to ensure that programs and services are effectively meeting the needs of the community and aligned with funder/donor requirements
- Receive, amend, and approve staff reports that provide recommendations on the development of new programs, consultations, and program reviews findings including program change recommendations taking into consideration community input, financial, scheduling implications, etc on programs and user groups
- Develop Board Committee workplan framework including relevant templates and training strategies and review the Board committee workplans to ensure they are aligned and collectively advancing the Strategic plans
- Develop the SPP committee workplan that establishes goals, objectives that advance the Centre’s program planning and strategic plan
- Develop and implement the Board orientation/retreat plans as well as advise on the structure and purpose of the Annual General Meeting with the membership
- Provide strategic direction on the review of governing community policies such as the Space Use policies as needed

**Governance Purview** includes: Board By-laws, Constitution, Catchment, Membership and Board Terms; structural framework for Board committee roles, responsibilities and Terms of Reference including workplans; in consultation with the Executive committee procedural matters related to Board functioning; and community engagement.

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## Finance Committee

### Purpose

The Finance Committee is to provide strategic advice and oversight related to various finance responsibilities including: Annual operating and capital budgets cycles, audit, risk management, policy development and charitable status/reporting obligations.

### Specific Policy Responsibilities include:

- Receive, review, amend and approve various reports from the Executive Director and Director, Finance and Facility Services related to various financial matters such as: annual operating and capital budgets; policies including but not limited to purchasing, signing authorities, reserve and investment, business practices, finance reports, audit findings, etc.
- Receive, examine and present to the Board the financial statements and budgets of the Centre and all Standing Committees (if any) that have budget and or financial considerations;
- Establish and recommend reporting frameworks, and annual resource allocation strategies as part of the annual operating and capital budget development process to ensure that the Centre works within the obligations of the Relationship Framework Agreement between the City and the Community Centre's and our mandate as a community responsive organization able to meet community needs and emerging issues;
- Receive and review reports and recommend Finance Committee reports to the Board for approval, amendment, information, or non-approval as appropriate;
- Establish and recommend policy parameters to ensure the best and most appropriate use of organizational resources, receive and review annual reports on departmental performance, and risk management assessments and recommend changes or development of policy to reduce risk and maximize business and finance performance efficiencies
- Establish an annual committee planning cycle that sets organizational priorities and work plans related to the Centre's Finance department;
- As needed support the annual audit process, receive the Auditor's report, present the final draft to the Board and membership for approval; and
- Identify broad issues and strategic responses related to the City and other funder relationship issues, reporting requirements, etc.



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## Human Resources Committee

### Purpose

The purpose of the Human Resources Committee is to provide overall strategic direction to the development and management of the Centre's Human Resources structures, Health and Safety policies, and other policy processes that foster a healthy work environment and assists the Board to ensure policy alignment with The 519's mandate, Strategic Plan and the City of Toronto policies where appropriate in the context of the Toronto Public Service By-law.

Provide overall strategic direction for the Board's Human Resources planning, recruitment and evaluation processes that meet the City's Public Appointment Policy requirements and the Board's overall commitment to diverse community representation, ensuring highly skilled members who can effectively advance the work of The 519 and achieving and maintain high standards of Board performance.

### Specific Policy Responsibilities:

- Provide strategic advice to the Executive Director on Human Resources issues including Health and Safety, organizational structures (staffing composition), Human Resources business efficiencies and risk management assessments related to payroll and benefit administration, etc.
- Assists the Executive Director in setting strategic Human Resource related priorities.
- Receives regular reports from staff and provides report back to the Board on the Committee's activities and identifies emerging issues (while maintaining staff confidentiality as needed)
- Assists in the development of Human Resources Performance Framework and receives annual reports focused on organizational Human Resources performance and Health and Safety policies/procedures and makes recommendations to the Board on new or updated Human Resources policies in line with City parameters
- Advises the Board and the Chair on the process for the annual Executive Director performance review in line with City processes
- Reviews job description of the Executive Director, recommends changes to the Board and makes recommendations to the Board on an Executive Director search process as needed

**Board Governance Purview:** Provides strategic advice to the Board on Human Resources issues related to Board governance (ex. Board evaluations and performance, diversity, nomination priorities, etc.)

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## **Fundraising, Philanthropy and Communications Committee**

### **Purpose**

The purpose of the Fundraising & Philanthropy Committee is to provide overall strategic direction and support to the organization's philanthropic, development, sponsorship and communications activities and planning processes.

The Committee also serves as a sounding board for developing new initiatives/approaches and champions The 519's ambitions to be a charity of choice for our communities.

### **Specific Policy Responsibilities:**

- Provide broad strategic advice, input and direction into the Centre's resource development strategies including policy development, annual planning cycles, donor stewardship, and encourages and supports Board and community leadership in the areas of resource development
- Provide regular reports to the Board of Management on the Committee's activities and leadership on engaging the full Board in The 519's fundraising program.
- Reviews and recommends funding / donation targets on an annual basis through the annual budget planning cycle to ensure that community priorities and organizational needs are resourced effectively.
- Serve as the Board liaison with the Green Space Festival Committee
- Actively support the organization's fundraising efforts including making introductions to influencers that facilitate fundraising efforts and demonstrate leadership by making a generous gift that is meaningful and encourages others to follow.
- Recommends policy development ensuring high quality transparent development strategies and donor stewardship and charitable status regulations standards are met
- Supports the evaluation of the 519's development strategies

# The 519 Board Governance Roles, Structure and Committee Terms of Reference/Mandate

## Nominations Committee Terms of Reference

### Purpose

Nominating Committee is a standing committee of the Board. They are responsible to manage the nominations process and to make recommendations to the Board and Membership to fill vacancies on The 519 Board of Management. The committee ensures that the process complies with The 519 Constitution (Board by-laws) and other governing requirements including relevant aspects of the City's public appointments process, Relationship Framework, etc.

### Specific Policy Responsibilities include:

- Establish recruitment priorities in consultation with the Board's Human Resources Committee and other key informants
- Ensure that a sufficient number of qualified and diverse candidates are available to be elected to The 519 Board of Management.
- Ensure that there is a fair and open nominations process and is conducted in accordance according with The 519 Constitution (board by-laws) and applicable legislation such as the *City of Toronto, Act 2006*, Council approved *Public Appointments Policy* and the *AOCC Relationship Framework*
- Approve the Nominations application form and review all applications to determine applicants meet the eligibility criteria and are eligible to stand for election the Annual General Meeting
- Formally interview all applicants to determine skill set, area of expertise and proposed contribution to ensure that the Board of Management reflects the diversity of the community and is best equipped to undertake its duties and responsibilities as a Board of Management
- Inform all applicants of their recommendations and identify alternative participation opportunities for applicants who are not recommended as part of the slate (eg. Board Committees). As necessary recommend a full slate of applicants/candidates at the Annual General Meeting who best reflect the recruitment priorities approved by the Board of Management. Note: all candidates who are eligible to stand for election may continue to do so even if they are not included in the recommended slate.
- Ensure that the elections process is undertaken according to the Board approved processes.
- As vacancies occur during the Board term the committee may be reconvened to recommend (a) qualified candidate(s) to replace the out-going member.
- The committee will also manage any community appointments to Board committees considering the standards of the Public Appointments policy and The 519 mandate.

**Note: Board members standing for re-election may not serve on the nominations committee**