



Relationship Framework For: ¹

City of Toronto

With

Heritage Toronto

¹ See Item EX35.1 (2009) as adopted by City Council at its meeting held on October 26 and 27, 2009

Relationship Framework For City with Heritage Toronto

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RELATIONSHIP FRAMEWORK

Preamble

WHEREAS

- A. Heritage Toronto was continued as a City Board in the *City of Toronto Act, 2006*², and is an arms length agency of the City holding charitable status with Canada Customs and Revenue Agency;
- B. The origin of Heritage Toronto dates back to April 4, 1949 when the Toronto Civic Historical Committee was established by Toronto City Council, became the Toronto Historical Board on July 1, 1960 as an arms length agency of the City, and continued as a city board under the *City of Toronto Act, 2006*;
- C. At its meeting held on December 16 and 17, 1998, City Council set out the framework for heritage governance in the City by adopting Clause No. 3 of Report No.15 of the Special Committee to Review the Final Report of the Toronto Transition Team, and established a new mandate and strategic focus for Heritage Toronto to deal with community issues, advocacy, major fundraising, publicity and public programs such as awards. In addition, the management of museums and preservation services were consolidated and are now managed by City divisions;
- D. The Official Plan of the City of Toronto recognizes the importance of supporting the protection of the City's rich heritage resources, and Heritage Toronto's public engagement programs are integral to this policy;
- E. The City of Toronto wishes to establish certain principles of governance relating to Heritage Toronto;

NOW THEREFORE THIS RELATIONSHIP FRAMEWORK SETS OUT THE FOLLOWING DIRECTIONS:

ARTICLE 1: INTERPRETATION

1.1 Definitions

In this Document, the following terms have the meanings set out below:

“Applicable Law” means all statutes, laws, by-laws, regulations, and orders in force at any time of any governments or other public authorities having jurisdiction that apply to Heritage Toronto;

² “Toronto Historical Board” continued as a City Board under Section 415 of the City of Toronto Act, 2006, c 11, Schedule A; SS 3.(1): “City Board means a city board established or deemed to be established by the City under this Act...”;

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“Auditor” means the external attest auditor appointed by the City to annually audit the accounts and transactions of Heritage Toronto, and to express an opinion on the financial statements of Heritage Toronto based on the audit;

“Auditor General” means the City’s Auditor General or his or her designate;

“Board” or “Heritage Toronto Board” means the city board established by Council with respect to programs and services, which Board now is a city board under the *City of Toronto Act, 2006*;

“Board Member” or “Member” means a person appointed by City Council as a Member of the Heritage Toronto Board or a person that is an *ex officio* Member of the Heritage Toronto Board pursuant to Chapter 103 of the Toronto Municipal Code;

“Chair” means the Member elected as chair of the Board by the Members of the Board;

“Chapter 103” means Chapter 103, Heritage, of the City of Toronto Municipal Code, as amended or replaced from time to time³;

“City” means the City of Toronto;

“City Liaison” means the City staff person designated by the City to be key points of contact between the Board and the Toronto Public Service and includes the City Manager and his or her designate;

“City Manager” means the City Manager of the City or the person designated to act in that capacity from time to time, or his or her delegate;

“Council” means the Council of the City of Toronto;

“CFO” means the Deputy City Manager & Chief Financial Officer of the City or the person designated to act in that capacity from time to time or his or her delegate;

“Designated Funds” means funds designated by a donor for a specific purpose⁴.

“Heritage Toronto” means the Toronto Historical Board, continued as a City Board under the *City of Toronto Act, 2006*, SO 2006, c. 11, Schedule A, s. 415, and as named “Heritage Toronto” in §103-5 of the Toronto Municipal Code;

“Financial Statements” means, for any particular period, comprehensive financial statements of the Board consisting of a statement of revenues and expenditures, a balance sheet, a statement of cash flows, private donations and the terms upon which any private donations were given during the preceding year, and such other statements, reports, notes, and information as are required by

³ A copy of Chapter 103 can be found on the City’s website at <http://www.toronto.ca/legdocs/municode/index.htm>.

⁴ Added by by-law No. 885-2004 dated 2004-10-28

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and prepared in accordance with generally accepted accounting principles for Canadian municipalities;

“Municipal Code” means the City of Toronto Municipal Code, as amended or replaced from time to time;

“Museum Board” means the Toronto Historical Museum Board;

“Proper Notice” means notice given in accordance with the notice requirements set out in the Municipal Code;

“Public Appointments Policy” means the City of Toronto Public Appointments Policy Governing City Agencies, Boards, Commissions and Corporations and Nominations to Special Purpose Bodies, adopted by Council at its meeting of September 25, 26, 27 and 28, 2006;

“Public Members” means those Members appointed to the Board who are not Councillors;

“Record” means information however recorded or stored, whether in printed form, on film, by electronic means or otherwise, and includes documents, financial statements, minutes, accounts, correspondence, memoranda, plans, maps, drawings, photographs, and films of the Board;

“Toronto Preservation Board” means the Toronto Municipal Heritage Committee and its Community Preservation Panels⁵

“Toronto Public Service” means staff employed by the City;

“Undesignated Funds” means operating funds allocated through the City’s budget process or donated by members of the public for a non-specific purpose to be used for the general operations of Heritage Toronto.⁶

1.2 Legislative Framework for Heritage Toronto

1.2.1 The Heritage Toronto Board is a City board under section 141 of the *City of Toronto Act, 2006*.

1.2.2 The City’s delegations of authority, mandate and program directives to the Board are found in Chapter 103, Heritage, Article II, Heritage Toronto, of the Municipal Code and in this Relationship Framework.

1.2.3 Under the City’s classification of agencies, boards, and commissions, the Board is considered a Program Operating Board, and is aligned with the general objectives of heritage and preservation programs of the City.

ARTICLE 2: PURPOSE AND SCOPE

⁵ Amended 2004-10-28 by by-law No. 885-2004

⁶ Added by by-law 2004

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2.1 Purpose of the Relationship Framework

The purpose of this Relationship Framework is to:

- 2.1.1 recognize the Board's authority to manage the business and affairs of Heritage Toronto in accordance with Chapter 103, Article II of the Municipal Code and this Relationship Framework;
- 2.1.2 set out the conditions that promote an effective and collaborative relationship between the City and the Board;
- 2.1.3 identify the types and levels of support provided by the City to the Board, and the responsibilities and obligations of the Board;
- 2.1.4 inform the Board, the Toronto Public Service, and the residents of Toronto of Council's direction on matters such as governance, applicable City rules and policies, reporting requirements, and accountability;
- 2.1.5 articulate Council's delegation of authority, expectations, and requirements for the Board; and
- 2.1.6 consolidate, in one document, information from a variety of sources, including City policy, the Municipal Code, and applicable provincial and federal legislation where applicable.

ARTICLE 3: STRATEGIC DIRECTIONS AND MANDATE

3.1 The City's Strategic Objectives

As stated in the Official Plan, the City's heritage buildings, districts and landscapes create a unique sense of place and a rooted sense of local identity and continuity for the residents of Toronto. The conservation of heritage sites is also recognized in the Official Plan as a wise municipal investment. Heritage restoration work creates higher job and investment multipliers than new construction, and heritage sites are a draw for tourism and the film industry.⁷ The Official Plan focuses on conserving Toronto's remaining irreplaceable heritage resources.

Recognizing the preservation, protection and promotion of Toronto's rich heritage as an important objective, the City of Toronto has established a comprehensive infrastructure of policies, programs and services for the conservation and management of its heritage resources. This network of heritage programs includes: Heritage Preservation Services within the Planning Division, the Toronto Preservation Board and its four community-based Preservation Panels, the museum advisory boards, and the arms length charitable agency of Heritage Toronto.

The agency's role is to represent the interests of the heritage community and is distinct from the heritage advice given by City staff as part of the planning process. By separating these

⁷ Official Plan of City of Toronto, Chapter 3.1.5 HERITAGE RESOURCES

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functions, the City is better positioned to receive community-based input and involvement in the heritage affairs of Toronto.

3.2 Heritage Toronto's Contribution to the City's Strategic Objectives

Heritage Toronto, as a part of the City's overall strategy for heritage conservation, is committed to the development of a shared sense of place and memory among Toronto residents, and involves the community as a critical component to achieve these goals. Working with the people of Toronto, Heritage Toronto interprets, supports and acts as an advocate to protect the City's heritage assets⁸, including, cultural, architectural, archaeological and natural heritage by:

- Focusing on a shared knowledge and understanding by the City's residents of the diversity of heritage stories across the geographic breath of the City;
- Increasing public support for heritage conservation through effective advocacy;
- Promoting better awareness of various heritage issues: built heritage, natural heritage, cultural heritage and archaeological heritage.

3.3 Mandate of the Heritage Toronto Board of Directors⁹

As a city board under the City of Toronto Act, Heritage Toronto shall be compliant with City Council's direction on matters of governance, including applicable City rules and policies, reporting requirements, financial management and accountability.

The specific responsibilities of the Heritage Toronto Board are as follows:

- a) Provide advice from a community perspective to the City, civic organizations and members of the public regarding heritage issues;
- b) Promote and educate the public regarding heritage issues;
- c) Ensure that privately donated funds received are applied to the specific purpose designated by the donor;
- d) Establish and manage publicity and public programs, including award programs, respecting city-wide heritage issues, and to otherwise promote public awareness of the City's heritage;
- e) Serve as a liaison with the heritage community and promote public awareness of the City's heritage resources;
- f) Serve as a focal point for volunteer sector groups;
- g) Assist and advise in the development of the Heritage Master Plan; and
- h) Carry out such other duties relating to the City's history and development as Council may assign.

⁸ City of Toronto Public Appointments Policy, Appendix D.3; Heritage Toronto

⁹ § 103-6 of the Toronto Municipal Code as amended 2004-10-28 by By-law No.885-2004

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To achieve these goals, Heritage Toronto seeks to achieve the following organizational outcomes:

- Increased public awareness of Heritage Toronto and its mandate, and satisfaction with its heritage programs.
- Increased financial capacity of Heritage Toronto through new relationships with public and private partners.
- Continued evolution of Heritage Toronto's administrative and organizational capacity, including volunteers and members.

3.4 Rationale for the Heritage Toronto Board Providing the Service

The City's intent in having the board manage these designated programs, as opposed to directly managing them, include the following:

- a) to have a governance model that lends itself to attracting donations and community-based programs and services, which in turn promote a growing interest in the history of Toronto;
- b) to create a community forum for engaging those who have a vested interest in heritage affairs;
- c) to ensure that culturally diverse communities are able to participate in the development, implementation and operations of Heritage Toronto programs; and
- d) to provide a way of engaging the expertise and skills available in the community in the management and operation of Heritage Toronto.

ARTICLE 4: DELEGATION OF AUTHORITY

4.1 Matters Requiring Council Approval

The following matters require consent, approval or other action from Council:

- a) the appointment of Board Members;
- b) the annual operating budget of the Board;
- c) consideration of audited annual financial statements of the Board;
- d) contracting out the overall operation or significant portion of the operation of Heritage Toronto to a third party;
- e) a Records retention by-law or specific Council approval to destroy Records;
- f) accepting donations of real property, including the approval of the use and disposition of real property donated; and
- g) any action not delegated to the Board under s. 4.2.

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4.2 Matters Delegated to the Board

The City has delegated to the Board the responsibility to manage and operate Heritage programs in accordance with the powers and duties outlined in Chapter 103, Article II of the Municipal Code and this Relationship Framework. This includes:

- a) overseeing the overall financial and operational responsibilities of Heritage Toronto in carrying out heritage programs within its jurisdiction, mandate and approved budget;
- b) retaining the net proceeds of any real property transactions as specified by the donor, where such real property transactions have been approved by Council;
- c) designating “reserved” funds from charitable donations that are given by the public for specific heritage purposes, in order to separate general funds used for overhead operating costs from those given for specific charitable objectives used to support individual programs;¹⁰
- d) establishing committees to enlist public support for the work of Heritage Toronto¹¹; and
- e) developing multi-year business and strategic plans and updating such plans each year.

ARTICLE 5: OPERATING PRINCIPLES

5.1 Operating Principles of the Board

- 5.1.1 The Board shall operate in compliance with all Applicable Law including but not limited to the *City of Toronto Act, 2006*, *Municipal Conflict of Interest Act*, *Occupational Health and Safety Act*, *Ontario Human Rights Code*, and the Toronto Municipal Code. The Board also shall comply with any Council policies with which the Board is required by Council or otherwise to comply.
- 5.1.2 The Board shall manage the operations of Heritage Toronto in a fiscally responsible manner, in accordance with the Board’s annual operating budget as approved by Council and all applicable City financial policies.
- 5.1.3 The Board at all times shall manage and control its programs in a reasonable and efficient manner, in accordance with standard good business practice.
- 5.1.4 The Board shall seek input from and otherwise engage local communities in developing and implementing its programs.
- 5.1.5 The Board shall recognize the diversity of the City and embrace and promote the value of diversity in its day to day business.¹²

¹⁰ Toronto Municipal Code, By-law No.885-2004

¹¹ Toronto Municipal Code § 103-11 B amended 2004-10-28 by By-law No. 885-2004

¹² For information on the City’s Access, Equity and Human Rights policies, please refer to the City’s web site at: <http://insideto.toronto.ca/human-rights/index.htm>

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- 5.1.6 The Board shall ensure its policies are consistent with the human rights, access and equity principles of the City.

ARTICLE 6: BOARD GOVERNANCE

6.1 Structure of the Heritage Toronto Board of Directors

- 6.1.1 All Public Members of the Board of Directors are appointed in accordance with the City's Public Appointments Policy Governing Appointments to City Agencies, Boards, Commissions and Corporations and Nominations to External Special Purpose Bodies.¹³

- 6.1.2 The Board is composed of twenty-seven (27) Members appointed by Council as follows¹⁴:

- 2 Members of City Council
- 2 Members nominated by each of 4 Community Councils from the Museum Board, the Preservation Panels or interested residents
- 1 Member nominated by the Toronto Historical Association.
- 1 Member nominated by the Aboriginal community
- 15 other Public Members

- 6.1.3 All Board Members, both new and returning, are appointed by Council as soon as is practical after the beginning of the term of a new Council. The appointment process is as follows¹⁵:

a) Council Members

Council Members are nominated by the City's Striking Committee.

b) Invitation by Community Council

Each of the 4 Community Councils may extend an invitation to serve on the Board to 2 persons who are either serving on one of the City museum boards or preservation panels or the Toronto Preservation Board, or otherwise select a person active in the Heritage community.

c) Interest Group

The Heritage Toronto Nominating Panel (see below) arranges for the nomination of 1 Aboriginal nominee by the Aboriginal Community and 1 nominee by the Toronto Historical Association.

d) Advertised Recruitment

¹⁴ same as ¹³ City of Toronto Public Appointments Policy Governing City Agencies, Boards, Commissions and Corporations and Nominations to Special Purpose Bodies, adopted by Council at its meeting of September 25, 26, 27 and 28, 2006 (Public Appointments Policy). Please see this policy at:

<http://www.toronto.ca/public-appointments/pdf/public-appointments-policy.pdf>

¹⁵ Ibid.

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Fifteen (15) Public Members are recruited through City-wide media advertising. Corporate City staff arrange for the advertising and receive the applications. Heritage Toronto staff screen applications against defined qualifications as set out in Article 6.2. A Heritage Toronto Nominating Panel appointed by the Board, comprised of the 2 Councillors appointed to the Board, a past Chair of Heritage Toronto, 1 Member of the Board of Directors, and 1 dues-paying member selected by the Board but not serving on the Board, determines the short list of qualified candidates, conducts interviews and recommends nominations.

6.1.4 All the above nomination methods (Invitation, Interest Group, and Advertised) are forwarded to the City's Civic Appointments Committee for recommendation to Council for approval.

6.2 Core Qualifications of Members Appointed to City Boards¹⁶

6.2.1 General eligibility requirements include:

- a) must be 18 years or older;
- b) must be a resident of Toronto;
- c) must not be a member of any other City board;
- d) must not be ineligible under other criteria set out in the Public Appointments Policy.

6.2.2 In addition to the general eligibility requirements set out in the Public Appointments Policy, Board Members should collectively represent a range of expertise including:

- a) broad interest in and knowledge of cultural and/or environmental and/or built heritage preservation, and a good understanding of current heritage issues;
- b) expertise in good governance practices, including legal and accounting expertise;
- c) an understanding of marketing, advertising and, public relations;
- d) expertise in public programming from experience in education, tourism, planning or museum management;
- e) expertise in fund development; or
- f) expertise in history

6.2.3 While some Board Members are nominated by interest groups and the views and perspectives of those groups must be brought to the table for discussion, all Board Members shall balance those interests with their primary duty as a Member of the Board, which is fulfilling the mandate of the Board as articulated in Section 2.1 of this Relationship Framework.

6.3 Term of Appointment

6.3.1 In accordance with Council's Public Appointments Policy, the term of office for Members of the Board is four years coincident with the term of Council, or until a successor is appointed.

¹⁶ Source: The City of Toronto's Public Appointments Policy

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- 6.3.2 Board Members are eligible for reappointment on the expiration of their term of office. However, the limit of service for Public Members is two consecutive terms on the same board, except for those Public Members who are nominated by interest groups. Nominees from interest groups (Aboriginal Community and Toronto Historical Association) are exempt from the limits on the maximum length of service on the Board.
- 6.3.3 Board Members serve at the pleasure of Council.
- 6.3.4 A Board Member shall cease to be a Member of the Heritage Toronto Board if absent from three successive meetings of the Board if the Member has not been authorized to do so by a resolution of the Heritage Toronto Board as recorded in the minutes.

6.4 Vacancies and Appointments

- 6.4.1 When an individual ceases to be a Member of the Board, a vacancy is created. Vacancies occur on the earliest of:
- a) the date of resignation;
 - b) the date the Member ceases to be qualified or ceases to be a Member under subsection 6.3.4
 - c) the date the Member is removed from the Board by Council; or
 - d) the date of death or other incapacity.
- 6.4.2 When a vacancy is created, the Board shall inform the City Clerk as soon as practical requesting that the vacancy be filled.
- 6.4.3 In the case of a vacancy for any cause, the Member appointed to fill the vacancy shall hold office for the balance of the term of the Member they replace.
- 6.4.4 Where a vacancy occurs before the end of the term, candidates will be selected in accordance with the City's Public Appointments Policy¹⁷ as may be amended from time to time.

6.5 Remuneration

- 6.5.1 There is no remuneration for Board Members.
- 6.5.2 The Board may reimburse Board Members for travel and other reasonable expenses incurred while attending to authorized Board business in accordance with the Board's reimbursement policy, which must be consistent with Council's *Policy on Remuneration and Expense Reimbursement for City of Toronto Agencies, Boards, Commissions and Corporations*¹⁸, as amended from time to time.

¹⁷ Reference s. 3.8 of the City's Public Appointments Policy.

¹⁸ See Clause 2, Report No. 1 of the Policy and Finance Committee as adopted by Council at its meeting of January 31 to February 2, 2006 (<http://www.toronto.ca/legdocs/2006/agendas/cc.htm>)

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- 6.5.3 The Board shall forward the amount of expense reimbursement for Board Members to the City Treasurer by January 15 of each year (expense reimbursement for the previous year). In accordance with Section 223 of the *City of Toronto Act, 2006*, the City Treasurer must report to Council on the remuneration and expenses of all City board Members by March 31 of every year.

ARTICLE 7: MEETINGS OF THE BOARD

7.1 Procedural Guidelines

- 7.1.1 In accordance with Subsection 189(2) of the *City of Toronto Act, 2006*, and Chapter 103, Article II of the Municipal Code, the Board shall have a procedure by-law that supports the principles of transparency, accessibility, participation, and civic engagement and governs the calling, place, and proceedings of the Board's meetings including rules, procedures and other matters as deemed necessary.

7.2 Open Meetings

- 7.2.1 In accordance with Section 190 of the *City of Toronto Act, 2006*, all meetings of the Board must be open to the public except as provided in subsection 7.2.2 and 7.2.3 below.

- 7.2.2 A Board meeting or part of a meeting may be closed to the public where:

- (a) the subject matter being considered is a matter set out in Subsections (2) or (3) of section 190 of the *City of Toronto Act, 2006*; or
- (b) The meeting is held for the purpose of educating or training Board Members and no Member of the Board discusses or otherwise deals with any matter in a way that materially advances the business or decision making of the Board.

- 7.2.3 Before holding a meeting or part of a meeting that is to be closed to the public, the Board must adopt a resolution approving the holding of a closed meeting and stating the general nature of the matter to be considered at the closed meeting.

7.3 Quorum

- 7.3.1 Quorum for a meeting of the full Board shall consist of a simple majority of the Members, excluding the City Councillors who are Members.¹⁹ As soon as there is a quorum after the hour fixed for the meeting, the Chair, or person appointed by the Chair, shall take the Chair and call the meeting to order.

7.4 Meeting Schedules, Agendas and Minutes

¹⁹ Council By-law 794-1999

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- 7.4.1 The Board shall meet at least six times per year and at any time at the request of a majority of the Members of the Board, or at the call of the Chair.
- 7.4.2 The Board shall make Board meeting schedules, agendas (including any non-confidential reports to be considered), and approved minutes (in this section collectively called “records”) available to members of the public, except for those records considered in camera.
- 7.4.3 In accordance with Council’s Policy on *Public Access and Involvement for City of Toronto Agencies, Boards and Commissions*²⁰ the Board shall determine a schedule of regular Board meetings on an annual basis, and the schedule including date, time, and location shall be posted in a public area of the Board’s offices and on the Board’s website. Any amendments or changes to that schedule shall be posted as soon as possible to provide as much advance notice to the public of changes in the schedule as possible.
- 7.4.4 The Board shall comply with Chapter 162 and Chapter 103, Article II of the Municipal Code and Council’s Policy on *Public Access and Involvement for City of Toronto Agencies, Boards and Commissions* regarding proper notice for Board meetings, procedures for Board minutes, election of officers, and number of meetings per year.

ARTICLE 8: BOARD RESPONSIBILITIES

8.1 Responsibilities of the Board

- 8.1.1 Subject to any matters that require Council approval under Chapter 103 or other Applicable Law, the Board shall have control and management of and overall financial and operational responsibility for heritage programs within its jurisdiction as set out in Chapter 103 of the Municipal Code.
- 8.1.2 The Board’s responsibilities include the following:
- a) ensuring that the Board’s operations and activities comply with Chapter 103, all Applicable Law, and City policies and requirements;
 - b) approving and submitting to the City an annual operating budget, including changes in fees, for the Board in accordance with City format, processes and timelines;
 - c) approving budget variance reports on a quarterly basis, in accordance with City format and timelines and submitting the variance reports to the City;
 - d) approving policies or fees for Heritage programs where the Board has the authority to establish fees;
 - e) securing resources, including fundraising, to support Board activities, programs, and services;
 - f) hiring, establishing compensation for, and evaluating the performance of the Executive Director;

²⁰ See Clause 15, Report No. 9 of the Policy and Finance Committee as adopted by Council at its meeting of September 22 to 25, 2003.

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- g) approving the annual financial statements of the Board for audit purposes and receiving the report of the Auditor for transmittal to the City; and
- h) submitting the annual audited financial statements and audit results package, if any, to the City.

8.2 Facility Control and Responsibility

- 8.2.1 City Councillors, City employees and agents, contractors, and representatives of the City, with the authorization of the appropriate Division or Division Head, shall have the right to enter the premises to complete facility inspections, or building condition assessments or for any other reason as they deem necessary. To ensure disruptions to the operations of the facility are kept to a minimum, when feasible, two working days' notice will be provided to the Executive Director of the Board.

8.3 Board Staff

- 8.3.1 The Executive Director of Heritage Toronto reports to the Board of Directors.
- 8.3.2 The Board shall adopt and maintain human resources policies and practices, and approve overall salary budgets, subject to approval of Council during the annual budget review process.

ARTICLE 9: RESPONSIBILITIES OF THE CITY

9.1 Corporate Support

- 9.1.1 The Board or Board staff may request assistance or information from the City at any time, even in areas where Council has delegated responsibility to the Board.
- 9.1.2 The Board or Board staff, if required, may access the City's expertise in areas such as purchasing, labour relations, legal services, corporate access and privacy, board governance, and financial services.
- 9.1.3 Heritage Toronto is covered under the City's Liability and Property Insurance program. This coverage includes Automobile, Property, Boiler and Machinery, General Liability, and Public Officials Errors and Omissions (E&O) Liability insurance. The Board is required to pay annual premiums for insurance to the City.
- 9.1.4 The City Manager's Office provides governance support to the City's agencies, boards, commissions, and corporations, including the Heritage Toronto Board.

9.2 Role of Council

- 9.2.1. Council considers persons nominated by the Nominating Committee in accordance with the City's Public Appointments Policy for appointment to the Board and appoints the Board Members. Council may waive the Policy provisions at any time.

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- 9.2.2 Council may give consideration to Board requests to amend Chapter 103, other by-laws, Council policies, or governance structures related to the Board's mandate. These requests are to be submitted to the City Liaison for transmittal to the appropriate Committee of Council.
- 9.2.3. The role of Councillors on the Board is to:
- (a) perform as part of the Board;
 - (b) balance his or her role as the custodian of the City's tax dollars and representative of Council policies with his or her duties as a Board Member;
 - (c) provide advice and expertise to aid in decision-making; and
 - (d) provide an essential link between the Board and Council such that Council positions can be conveyed to the Board and vice-versa.

ARTICLE 10: ACCESS TO RECORDS AND INFORMATION

10.1 Records and Information

The Board and Board staff are required to comply with the *Municipal Freedom of Information and Protection of Privacy Act*, which establishes requirements related to access to records and information. The *Municipal Freedom of Information and Protection of Privacy Act* provides individuals with the right to access general information and their own personal information maintained by municipal government, agencies, boards, and commissions. The Act also includes guidelines related to the collection, use, disclosure, and retention of personal information.

- 10.1.1 The City Clerk through the City's Corporate Access and Privacy Office will provide support and advice to the Board on matters related to the collection, use, disclosure, and retention of personal information as required.
- 10.1.2 The Board has ownership and control of its records and the Board shall retain and preserve its records, which shall include records associated with the management and operation of its heritage programs including minutes and records of every Board meeting, in a secure and accessible manner and in accordance with the requirements in the *City of Toronto Act, 2006*.
- 10.1.3 Except as otherwise provided, a record of the Board may only be destroyed in accordance with Municipal Code, Chapter 217, Records.

10.2 City Requests for Information

- 10.2.1 The Board, or the Executive Director of the Board on its behalf, shall respond in a timely manner to requests for information related to the operations, business, and affairs of the Board.
- 10.2.2 The City, when requesting information, will communicate to the Board or the Board's Executive Director the purpose of the information request and how the information is to be used.

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ARTICLE 11: POLICIES

11.1 Compliance with City Policies

- 11.1.1 The City may require the Board to follow rules, procedures, and policies established by the City as amended from time to time.
- 11.1.2 The Board shall adopt and maintain policies with respect to the hiring of employees and the procurement of goods and services.²¹
- 11.1.3 All Members, including the Board's Public Members, shall comply with the *Municipal Conflict of Interest Act*, R.S.O. 1990²². Further, it is understood that each Member has agreed, at the time of his or her appointment, to abide by the Code of Conduct for Members of Local Boards (Restricted Definition), as amended from time to time.²³
- 11.1.4 No Member or any Member of Council shall have any contract with Heritage Toronto or be monetarily interested, directly or indirectly, in any contract or work relating to the operations or functions of the Board.²⁴
- 11.1.5 The Board shall ensure that it complies with policies relating to specific matters when directed by Council from time to time. The City Liaison will provide the Board with copies of all current City policies that Council has established that apply to the Board.
- 11.1.6 The City Liaison will provide support and assistance to the Board when requested regarding the implementation of Council directed policies within the Board's operating environment.
- 11.1.7 The City will consult with the Board, whenever possible, regarding new policies or procedures that will affect the Board or its staff.

11.2 Corporate Identity

- 11.2.1 The Board is required to acknowledge in public materials such as web sites, publications, pamphlets, and signage its relationship with the City and that the City provides support to the Board and to the Board's heritage programs (e.g. identification that the Board is a board of the City of Toronto).
- 11.2.2 When the Board uses the City logo on any visual material, publications, or pamphlets it must use the official City corporate logo or word mark.

²¹ City of Toronto Act, c. 11, Sched. A., s.212 (2).

²² See Clause 20, Report No. 16 of the Administration Committee as adopted by Council at its meeting of August 1 to 4, 2000 (<http://www.toronto.ca/legdocs/2000/agendas/cc.htm>).

²³ See Report No. 6 of June 26, 2008 Executive Committee 22, as adopted by Council at its meeting of July 15 & 16, 2008 (<http://www.toronto.ca/legdocs/mmis/2008/ex/minutes/2008-06-26-ex22-mn.pdf>).

²⁴ Toronto Municipal Code, §103-15 A, Conflicting provisions; conflicts of interest.

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11.3 Public Representation

- 11.3.1 The Board and Board staff shall at all times in representing the Board on the public record respect privacy rights, security needs, and matters before the courts. They shall identify themselves as representatives of the Board, not the City, when speaking on the public record.
- 11.3.2 For those matters which may be controversial or have City-wide implications, the Board, or the Board's Executive Director on its behalf, shall provide the City Liaison, with copies of any relevant materials prior to release to the media.

ARTICLE 12: COMMUNICATION AND REPORTING

12.1 City Liaison

- 12.1.1 The City Manager's Office is responsible for governance issues and matters relating to this Relationship Framework, and the City Manager or her or his designate is the City Liaison.
- 12.1.2 In addition to the City Manager's Office, the Board shall participate in the sharing of information and consultation with City divisions that are key stakeholders in the program development, implementation and operations of heritage programs, including Heritage Preservation Services and Cultural Services of the City Planning Division.
- 12.1.3 The role of a City Liaison is facilitative and does not limit the autonomy or authority of the Board or preclude the Board from working with other City divisions or with Councillors, or from representing the Board before Council and its committees in the normal course of business, as it deems appropriate.
- 12.1.4 The City Liaison acts as a central access point for transmittal of reports to Council; facilitates the administrative relationship between the Board and the City including the provision of support through various corporate units; ensures that the programs and services delivered through the Board continue to be included in the City's overall strategic directions; acts as a resource for the Board; and provides information to the Board as appropriate.
- 12.1.5 A City Liaison is the first point of contact for the Board in the event of conflict between the Board and the City, and negotiates a resolution if at all possible. The Board may request that the City Liaison attend a Board meeting to discuss issues and possible solutions.

12.2 Financial Management and Budget Submissions

- 12.2.1 The City's Financial Planning Division will provide support to the Board with respect to financial management and budget matters, consulting with the City Liaison and other City staff as required.

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- 12.2.2 The Board shall prepare its operating budget and submit it to the Deputy City Manager and Chief Financial Officer (via City's Financial Planning Division) on an annual basis in a format and within time lines prescribed by the City. The budget for the Board is included in the City's budget as a separate program line. The Board shall present the consolidated budget to the appropriate committees of Council. The Chair or a representative of the Board and/or the Board's Executive Director shall be available to answer questions and participate in the budget review process as required.
- 12.2.3 The Board shall supplement its operating budget submission with a service-based, multi-year budget view aligned with the Service Plan document (refer to section 12.3 Business Planning), including performance measures, and submit it to the City's Deputy City Manager and Chief Financial Officer (via the Financial Planning Division) on an annual basis in a format and within time lines prescribed by the City.
- 12.2.4 The Board's operating budget shall include salary and benefit costs, facility and operation costs, and any program delivery costs. This may include all salary and benefit costs related to administration, program and volunteer co-ordination, secretarial and reception services; maintenance and security; materials and supplies related to administration and maintenance; rents and leasing costs: furniture and equipment for general use of the Board and for use in Heritage programs: purchased services such as, but not limited to utilities, printing, and auditing costs; repairs below the current Capital policy threshold, and contributions to the City's Insurance Reserve Fund. The operating budget shall also include revenue sources such as, but not limited to, donations, membership fees, corporate sponsorships and program revenue.
- 12.2.5 The Board's annual budget submission shall include a program overview including common performance measurement information related to the degree of achievement in that year; projected objectives and major activities proposed for the coming year; the annual budget request; a staffing overview; an organizational chart; and other information as required by Council or the Deputy City Manager and Chief Financial Officer from time to time.
- 12.2.6 When funding is approved by Council, the Deputy City Manager and Chief Financial Officer shall provide payment as Heritage Toronto may require from time to time.²⁵
- 12.2.7 Any requests for additional funds necessary to cover operating deficits or implement new programs must be accompanied by a business case and shall be subject to approval by Council.
- 12.2.8 The Board shall not expend operating funds or incur future year liabilities without the approval of Council through the annual budget process or through approval of an in-year budget adjustment.
- 12.2.9 The Board shall contact the City Liaison and/or the designated manager in the City's Financial Planning Division in the event of any unforeseen circumstance that may have budgetary implications.

²⁵ §103-13 Budget, Annual Report as amended 2005-05-19 by By-law No. 441-2005

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- 12.2.10 In the event of an unforeseen circumstance, if the event is an immediate health and safety risk or a significant operational issue, the Board has the authority to take appropriate action to address the immediate situation but must advise the City Liaison as soon as possible of the situation. In all other cases, remedial actions must first be approved by the City.
- 12.2.11 The Board shall be responsible for monitoring its approved operating budget and submitting variance reports as requested by the City's Financial Planning Division to the City. Variance reports shall include explanations and remedial action plans to address variances.
- 12.2.12 Any designated funds shall be used by Heritage Toronto for the purpose specified by the donor.
- 12.2.13 Heritage Toronto shall manage its operations within available financial resources and shall not incur a deficit on Designated Funds.
- 12.2.14 In the event that Heritage Toronto incurs a deficit on Undesignated Funds, Council may require that Heritage Toronto adjust its operating budget, programs and activities to ensure that revenues and expenditures are financially sustainable.
- 12.2.15 If the Board generates a surplus in excess of its operating budget, the surplus is payable to the City. Similarly, if the Board incurs a deficit which was not provided for in its operating budget, the deficit is recoverable from the City. These settlements are approved by Council in a separate City report based on the Audit Committee and Council approval of the Audited Financial Statements of the Board.
- 12.2.16 Any funds that are not designated shall be deemed to be undesignated funds.

12.3 Business Planning

- 12.3.1 The Board shall prepare a multi-year business plan and update it on an annual basis prior to submitting its operating and capital budgets to Council for consideration.
- 12.3.2 The Board shall update on an annual basis, as required, a Program Map document that will outline the following key information: Mission Statement; Program Map; and related Service profiles in the format prescribed by the City.
- 12.3.3 The Board shall provide Service Plans, based on the prevailing Program Map, on an annual basis in a format and within time lines prescribed by the City. These plans will provide key information that focuses on service levels; service performance and challenges; highlights plans and strategies to address those challenges and links resultant objectives for the multi-year time horizon being considered.

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12.5 External Attest Audit

- 12.5.1 The City shall appoint an external auditor to be the Auditor of Heritage Toronto, and all books, documents, transactions, minutes and accounts of Heritage Toronto shall at all times be open to his or her inspection.
- 12.5.2 The Auditor will perform an annual audit of the accounts and transactions of Heritage Toronto and express an opinion on Heritage Toronto's financial statements.
- 12.5.3 The cost of the annual audit shall be borne by Heritage Toronto.

12.6 Financial Statements

- 12.6.1 A copy of the audited financial statements and audit results package, if any shall be forwarded to the Audit Committee, the Deputy City Manager and Chief Financial Officer, and the Auditor General, as soon as possible after December 31 of each year.
- 12.6.2 The Board may be required to provide draft financial statements, from time to time, to the City for corporate reporting purposes.

Article 13: ACCOUNTABILITY AND TRANSPARENCY

13.1 Integrity Commissioner

- 13.1.1 The City's Integrity Commissioner is responsible, among other things, for performing in an independent manner the functions assigned to him or her by Council with respect to the application of the code of conduct for members of local boards and the application of any procedures, rules, and policies of the City and local boards governing the ethical behaviour of members of the City's local boards.
- 13.1.2 Council, a Member of Council, a member of the public, the Board, or a Member of the Board may request that the Integrity Commissioner conduct an inquiry with respect to whether a Board Member has contravened the Code of Conduct.
- 13.1.3 The Board, on request by the Integrity Commissioner, shall provide the Integrity Commissioner with such information as the Integrity Commissioner believes to be necessary for an inquiry.
- 13.1.4 The Board shall provide the Integrity Commissioner with free access to all books, accounts, financial records, electronic data processing records, reports, files, and all other papers, things, or property used by the Board that the Commissioner believes to be necessary for an inquiry.
- 13.1.5 If the Integrity Commissioner reports to Council that in his or her opinion a Board Member has contravened the Code of Conduct, Council may reprimand the Member or take other action.

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- 13.1.6 The Board shall ensure that reports received from the Integrity Commissioner are made available to the public as required by subsection 162(3) of the *City of Toronto Act, 2006*.

13.2 Ombudsman

- 13.2.1 The City's Ombudsman is responsible for addressing concerns about City services and investigating complaints about administrative unfairness.
- 13.2.2 Upon request, the Board shall provide the Ombudsman with information related to any matter he or she is investigating.

13.3 Lobbyist Registry

- 13.3.1 The City maintains a Lobbyist Registry that retains information about people who communicate with public office holders in a manner deemed as lobbying. The Lobbyist Registry keeps track of who talks to whom about what, and makes that information available to the public online. Public office holders includes Heritage Toronto Board Members and Board staff.
- 13.3.2 Persons or entities who lobby public office holders will be required to comply with the City's Lobbyist Registry and any associated policies or codes as adopted by Council and as amended from time to time.

13.4 Auditor General

- 13.4.1 The City's Auditor General is responsible for assisting Council in holding itself and City administrators accountable for the quality of stewardship over public funds and for achievement of value for money in city operations.
- 13.4.2 The Board shall provide the Auditor General with such information regarding the Board's powers, duties, activities, organization, financial transactions, and methods of business as the Auditor General believes to be necessary to perform his or her duties.
- 13.4.3 The Board shall permit the Auditor General to have free access to all books, accounts, financial records, electronic data processing records, reports, files, and all other papers, things or property belonging to or used by the Board that the Auditor General believes to be necessary to perform his or her duties.

13.5 General

- 13.5.1 The City Manager or his or her designates may review the financial records and other relevant records of the Board. The Board and staff shall provide the City Manager with reasonable access to the Board's premises and records during regular business hours.

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- 13.5.2 All City staff that access records of the Board shall respect the confidentiality of any personal information contained in any records as required by the *Municipal Freedom of Information and Protection of Privacy Act*.
- 13.5.3 The Board is required to review and develop an action plan to address recommendations or directions arising from any review conducted by or on behalf of the Auditor, the Ombudsman, the Auditor General, or the City Manager.

ARTICLE 14: COMPLIANCE

14.1 Inconsistency or Conflict

- 14.1.1 If there is any inconsistency or conflict between the provisions of this Relationship Framework and Chapter 103 of the Municipal Code, that Chapter shall prevail.
- 14.1.2 If there is any inconsistency or conflict between the provisions of this Relationship Framework and provincial or federal legislation, the provincial or federal legislation shall prevail.

ARTICLE 15: AMENDMENTS AND CHANGES

15.1 Amendments to the Relationship Framework

- 15.1.1 From time to time the City, after consultation with the Board, may amend this Relationship Framework.
- 15.1.2 From time to time the Board may request that the City amend this Relationship Framework. The Board shall submit requests for changes to this Relationship Framework to the City Manager who will comment on and forward the request to Council for consideration, if required.
- 15.1.3 The City Manager is hereby authorized to make any technical or stylistic amendments to this Relationship Framework as required, and to update and amend the document pursuant to decisions made by Council from time to time.

Adopted by the Council of the City of Toronto at its meeting of October 26 & 27, 2009 in item 35.1 of the Executive Committee of meeting No. 35 held on October 5, 2009.