

PROCEDURE BY-LAW NO. 3

Adopted and Enacted September 13, 2023

This Procedure By-Law Supersedes and Replaces the previous Procedure By-Law No. 1 and Procedure By-Law No. 2

WHEREAS Section 189 of the *City of Toronto Act, 2006*, as amended, provides that the City of Toronto and every local board of the City of Toronto shall pass a procedure by-law for governing the calling, place and proceedings of meetings;

AND WHEREAS the Board of Management for Leaside Memorial Community Gardens (the “**Board**” or “**LMCG Board**”) in February 2023 passed and enacted Procedure By-Law No. 2 to address (i) the temporary assumption of all business and functions of the Standing Committees until the earlier of six (6) months or until the leadership void has been resolved to the satisfaction of Board members; and (ii) the business and affairs of the Standing Committees be brought forward and presented at monthly board meetings to be reviewed and approved (if required) by the Board as a whole;

AND WHEREAS the Board has now resolved the leadership void pertaining to its Standing Committees and now wishes to adopt and enact this Procedure By-Law No. 3 to govern its business and affairs.

NOW THEREFORE the Board hereby enacts as follows:

I. BACKGROUND AND BOARD STRUCTURE

1. INTRODUCTION

The Board has been managed by a volunteer Board of Management since its inception in 1951. That same year, the Board was created under by-law number 1374 of the Town of Leaside (later amended in 1963 under by-law number 1881), pursuant to *Ontario's Community Recreation Centres Act* and *Municipal Act*.

The Board reported first to Leaside Town Council, later to the Council of the Borough of East York Council, and most recently to the Council of the Amalgamated City of Toronto. The function of the Board generally is to establish policies governing the management of facilities that include an arena, a banquet facility and the swimming pool. The Board directly employs a Director of Business and Finance and a Director of Operations (the “Directors”). Unionized staff administer the day-to-day operation of the facilities.

This by-law has been developed to provide ongoing clarity and consistency in the governance of LMCG by its Board. The following is intended to reflect the mandate and objectives of both the Board and its standing committees, while updating its committee structure so that the committees continue to meet the management needs of the facility.

2. BOARD OF MANAGEMENT RESPONSIBILITIES

The mandate of the LMCG Board includes:

- o providing safe, full and equitable access to high quality indoor ice sport recreational facilities and where applicable other recreational facilities (e.g. community rooms, banquet halls);
- o allocating the use of the facility in a fair and equitable manner among local neighbourhood citizens and organizations and user groups, while bearing in mind the need to generate sufficient revenue to operate the facility at the lowest reasonable cost to the City of Toronto and its residents;
- o developing proposed ice allocation schedules based on the applications received, and consistent with the targets and requirements set-out in the City of Toronto's Ice Allocation Policy and the objectives of the Relationship Framework, for approval by the General Manager, Parks, Forestry and Recreation; and
- o maintenance of the Leaside Memorial Gardens Swimming Pool which is a City of Toronto facility.

3. BOARD OF MANAGEMENT

Membership on the Board

As mandated by City Council, the Board has 10 members as follows:

- Councillor for Ward 15
- 9 public members
- 1 representative from Infrastructure Ontario to serve for the duration of the loan from Infrastructure Ontario to the City
- 1 non-voting staff member from the Parks, Forestry and Recreation Division

Board members are appointed and serve in accordance with the City of Toronto's policy and processes for citizen nomination to the City Agencies, Boards, commissions and corporations (ABCs) and External Special Purpose Bodies (approved by City Council on April 15 and 16, 2004).

Board members, other than the city councillor, must be a member of at least one standing committee each year.

The Board operates on a calendar-year basis. The membership of the Board's standing committees will be determined at the first Board meeting of each year.

Board Officers

CHAIR

The Board shall elect a Chair for a term of two years, following which the Chair may seek extension of the term for one additional year, subject to Board approval.

To be eligible to become Chair of the Board, a candidate must have served for at least one year on the Board.

The Chair shall be the Chief Executive Officer (CEO) of the LMCG Board and if present shall preside over all meetings of the Board of Management; shall see that all orders and motions are carried into effect; shall have general superintendence and direction of all matters approved by the Board of Management and ensure that duties appointed to members of the Board of Management are performed in an acceptable manner.

VICE CHAIR

The Board shall elect a Vice-Chair for a term of two years. The Vice Chair shall fulfil their specific duties as the Vice Chair of the Board and in addition serve on either the Finance and Human Resources Committee or the Operations and Community Relations Committee. The Vice Chair in order shall perform the duties of the Chair in the latter's absence.

TREASURER

The position of Treasurer as an officer of the Board shall continue and shall be elected by the Board for a term of no greater than two (2) years. The responsibilities of the Treasurer shall be primarily from a general overview perspective. The Treasurer shall be responsible for ensuring that the Director of Business and Finance maintains such books and records of LMCG that will provide an accurate accounting of all funds received and disbursed by the Board in accordance with generally accepted accounting principles. Additionally, the Treasurer shall, in consultation with the Director of Business and Finance, keep the Board up to date with its annual budget requirements and shall assist LMCG management with any financial and audit related questions from the City of Toronto.

CHAIR OF THE OPERATIONS AND COMMUNITY RELATIONS COMMITTEE

The Board shall elect a Chair of the Operations and Community Relations committee for a term of two years. The Chair shall be responsible for ensuring the committee fulfils its goals and responsibilities.

The Board Chair shall be an ex-officio member of all Board committees.

For banking purposes, the signing officers of the Board shall be any two of the following: The Chair, the Vice-Chair; the Treasurer; and an additional Board member designated by the Board for that purpose.

General

The rules, conduct and structure of Board of Management Meetings are described in Section II below.

There shall be two standing committees of the Board: i) Finance and Human Resources Committee; and ii) Operations and Community Relations Committee. The membership of each standing committee will consist of at least four Board members (other than the Chair). The mandates of these committees are set out below. The standing committees shall keep minutes of their meetings and recommendations, for reporting by the Chair of the committee to the Board. These minutes are not required to be forwarded to the City. The standing committees each shall meet at the call of their chair, generally once each month other than July and August.

One or both of the Standing Committees may be temporarily suspended by a vote of two-thirds (2/3) of the members of the Board casting a vote at a validly constituted Board Meeting to allow for (i) the temporary assumption of all business and functions of the Standing Committee or Committees; and (ii) the business and affairs of the Standing Committee or Committees to be brought forward and presented at monthly board meetings to be reviewed and approved (if required) by the Board as a whole.

In the event of such a temporary suspension, the Board will review the status of the temporarily suspended Standing Committee at no less than four (4) month intervals and such temporary suspension must be confirmed at such time by no less than two-thirds (2/3) of the members of the Board casting a vote at a validly constituted Board Meeting, failing which the Standing Committee shall be re-activated.

The Board will form an Ad Hoc Nominating and Governance Committee to function only as and when required. This committee would have no staff and would record its own minutes. The role of this committee would be three-fold:

1. To deal with any Governance issues that might arise and bring recommendations to the Board regarding how to resolve or educate regarding the said issues.
2. To help identify the skill sets required by the Board at any given time and ensure that this information is passed on in a formal way to the appropriate

- people (Councillors) when the time comes for appointing new members to the Board.
3. To be involved in facilitating in the election/selection of Board officers, and the Chair of the Operations and Community Relations Committee and to bring recommendations to the Board as a whole regarding the selection. This would involve discussions with individual Board members and potential candidates as to their opinions and in some cases whether there was a desire to even take on this position. The committee would then make recommendations to the Board and the Board would make a decision. The members of this committee would need to have an in-depth knowledge of the Board, and the facility.
 4. The Board may form other ad hoc committees as required from time to time and may invite community members who are not Board members to sit on such ad hoc committees.

The Board may, in consideration of matters such as ice allocation and rental rates for ice, or as otherwise deemed necessary by the Board, vote by a simple majority to sit as a Committee of the Whole (representing a joint meeting of the two standing committees). The Chair of the Board shall chair such a meeting of the Committee of the whole. The committee shall keep minutes of its meetings and recommendations, for reporting by the Chair to the Board.

The Board may, as required, appoint an Audit Committee, consisting of the Chair, the Vice-Chair and the Treasurer, to review the Board's accounting practices, audit procedures, or to deal with the Board's auditor.

Banking Arrangements

The LMCG Board shall designate, by motion or resolution, a bank, trust company, or other corporation carrying on a banking business to act as LMCG's banker and shall designate members of the Board and other persons authorized to transact the banking business of LMCG, or any part thereof, with such bank, trust company, or other corporation carrying on a banking business, to have the authority set out in the motion or resolution.

STANDING COMMITTEES

Finance and Human Resources Committee

Goal:

The Finance and Human Resources committee will strive to ensure that LMCG is operated in a business-like manner, sensitive to the needs of the community. The committee will ensure that budgets are prepared for the approval by the Board

and City Council, that proper finance shows reporting systems are maintained and reports reviewed, and that the expenditures of LMCG are monitored for budget compliance.

This committee is responsible for:

- a. Budget and budgeting process
- b. Cash flow and monitoring
- c. Financial reporting
- d. Human Resources

Objectives:

- a) To act, subject to the direction from the Board, in all personnel matters including, but not limited to, the hiring, remuneration, training, performance review and discipline of management including the General Management.
- b) To review the operating budget for approval by the Board and by the City Council.
- c) To monitor expenditures to ensure conformity with approved budgets.
- d) To monitor the Board's financial reporting systems and, as necessary, recommend improvements to those systems.

Activities:

- a) Each year, in or about May, the Committee shall review the proposed operating budget for the following calendar year, in consultation with other committees regarding their programs and financial requirements, for recommendation to the Board. In addition, any anticipated Capital expenditures will be reviewed at that time. As the Director of Business and Finance is no longer required to prepare and submit a Capital budget to the City, a separate Capital budget will not be prepared.
- b) Each year, in or about October, the Director of Business and Finance shall report to the committee regarding the Board's current year operating budget, in light of projected year end revenues and expenditures, for consideration of any necessary budget adjustments to be recommended to the Board.
- c) Each year, in or about November, the Committee shall consider and make recommendations to the Board regarding the salaries of management for consideration by the incoming Board the following January.

- d) Each year, in or about January, the Committee Chair (in consideration with the Board Chair and the Vice-Chair) shall formally review the performance of the the Director of Business and Finance and Director of Operations in the prior year and establish performance targets for the current year, reporting the results of that review to the committee.
- e) The Committee reviews all financial statements and reports (monthly and year-end) and, when satisfied, recommends their adoption by the Board.
- f) The Committee reviews staffing matters with the Director of Operations and provides guidance, as required.
- g) The Committee ensures that proper accounting and business practices are employed by the Board and its staff at all times.
- h) The Committee reviews existing and new contracts for revenue-generating opportunities.

Operations and Community Relations

Goal:

The Operations and Community Relations Committee will strive to ensure that the Board provides services and facilities at LMCG that best meet the community's needs, while charging reasonable and appropriate rates, and managing the facilities in accordance with sound business management practices. The Committee will monitor the need for capital investment in the facilities managed by the Board, to provide a safe and clean environment, and to enhance the recreational and commercial potential of the facilities.

This committee is responsible for:

- a. Facilities (safety, maintenance, appearance and improvement)
- b. Maintaining relationships with users (including the major user groups)
- c. Public awareness
- d. Business development (new revenue opportunities, monitor trends)

Objectives:

a) To provide first-class facilities that are safe and clean, and that meet the recreational needs of local residents in a cost-effective manner, while encouraging staff pride in presenting those facilities to the public.

b) To enhance the visual appearance of the facilities, with adequate parking, landscaping, access and identification commensurate with the role of Leaside Gardens as an important part of the community.

c) To manage a public awareness program for the Leaside Gardens facilities, policies and initiatives in order to generate public involvement and use.

d) To maintain close relationships with both the organized user groups and users at-large. The Committee acts as a communications channel, soliciting and addressing the views of users while promoting the policies of the Board.

e) To act as a generator and clearing house of ideas for the Board, staff or users, to improve the Leaside Gardens facilities or increase net revenues from the facilities and services, and make appropriate recommendations to the Board.

f) To provide the Board with market knowledge including trends in the community, existing and potential users, changing recreational needs, and programs in other facilities both public and private.

Activities:

- a) The committee updates and maintains a long-term plan of action dealing with marketing, advertising and promotion, public relations, community and user relationships, and business development opportunities to increase either value to the community or revenue to the facility.
- b) The committee oversees programs to advertise and promote Leaside Gardens.
- c) In consultation with the Directors, the Committee conveys any concerns regarding tidiness, attractiveness and user-friendly appropriate signage with a view to possible repair and replacement.

II. CONDUCT OF LMCG BUSINESS MEETINGS

1. PRINCIPLES OF PROCEDURE BY-LAW

The following rights are the principles upon which the procedure by-law is based:

- (a) All Members have the right to vote;
- (b) All Members have the right to be heard;
- (c) The majority of Members have the right to decide;

- (d) All Members have the right to information to help make decisions, unless otherwise prevented by law;
- (e) All Members have a right to an efficient meeting;
- (f) All Members have the right to be treated with respect and courtesy;
- (g) All Members have equal rights, privileges and obligations; and
- (h) The public has the right to attend and contribute to meetings.

2. MEETINGS OPEN TO THE PUBLIC

All LMCG business meetings are open to the public unless the Chair declares the meeting or a portion of the meeting shall be held *in camera* in accordance with section 3.

3. IN CAMERA MEETINGS

- 3.1 The LMCG Board may close a business meeting to the public and to other LMCG management and staff and hold it *in camera* to discuss the following:
- (a) Receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - (b) Security of LMCG property;
 - (c) Personal information about an identifiable individual;
 - (d) Labour relations or employee negotiations;
 - (e) Litigation or pending litigation;
 - (f) Education or training of the members;
 - (g) A matter for which the LMCG has authorized a business meeting to be closed under legislation or for another purpose not itemized in this section; or
 - (h) An access to information request under the *Municipal Freedom of Information and Protection of Privacy Act*.
- 3.2 No Minutes will be recorded during *in camera* sessions. Following a motion to move out of *in camera*, motions can be presented which will then be recorded in the Board of Management minutes.

4. MINUTES OF LMCG BOARD MEETINGS

4.1 The Director of Business and Finance or their designate shall prepare the minutes for every LMCG business meeting (whether held in person or conducted electronically) for submission to the LMCG Board for confirmation or approval as amended, at the next meeting of the LMCG Board, or as soon as reasonably practicable.

4.2 After the LMCG Board adopts the minutes, the Chair may sign them.

5. BUSINESS CONDUCTED ACCORDING TO THE PROCEDURE BY-LAW

The Board of Management of LMCG shall observe the rules in this by-law in its Business Meetings.

6. CHAIR'S USE OF ROBERT'S RULES OF ORDER

If there is a conflict between two or more rules in this procedure by-law, or if there is no specific rule on a matter, the Chair shall rule. The Chair may use Robert's Rules of Order and the LMCG's practices as aids in ruling.

7. CONFLICT OF INTEREST

7.1 (a) Members shall declare conflicts of interest at the start of a LMCG Business Meetings.

(b) A request for conflict of interest declarations on the agenda items shall be made by the Chair at the start of each LMCG Business Meeting.

(c) Members are responsible for making conflict of interest declarations.

(d) If a Member declares a conflict of interest, he or she shall excuse themselves from participating in the discussion of or voting on the agenda item in conflict.

8. SCHEDULE OF MEETINGS

8.1 (a) The LMCG shall hold and meet a minimum of six (6) time a year at any time at the request of a majority of the members of the Board of Management, or at the discretion of the chair.

(b) Board meetings generally meet monthly, except during the summer months of July and August.

- (c) Board meeting dates and times shall be posted on the LMCG's website at least seven (7) calendar days before the meeting date of the LMCG and shall include the location of the meeting.
- (d) Any change to the meeting schedule including location of a meeting shall be posted on the LMCG website as soon as possible to provide the public with sufficient advance notice.

9. QUORUM

- 9.1 (a) A quorum of a business meeting of the LMCG is a majority of Members.
- (b) Quorum shall be maintained throughout the LMCG business meeting.
- (c) If no quorum is present fifteen minutes after the time appointed for a LMCG Business Meeting, the Chair calls the roll and records the names of the members present and the Meeting is adjourned until the next scheduled day of the meeting, or the next regular meeting, or at the discretion of the Chair.

10. BOARD AND COMMITTEE MEETING ATTENDANCE REQUIREMENTS

In order to ensure that Board and Standing Committee members contribute their expertise and judgment to the business and affairs of LMCG, the following are the requirements regarding attending and participating in Board and Standing Committee meetings:

- o All Board members and Standing Committee members are expected to attend all Board meetings and all meetings of the Standing Committee to which they are members.
- o It is recognized that Board members and Standing Committee members may be unable to attend some meetings due to conflicts with other commitments or unforeseen circumstances. It is incumbent upon Board members and non-board members of committees to advise the Chair of the Board or the Chair of a Standing Committee when they are unable to attend a meeting.
- o An attendance rate of at least 70% is the minimum acceptable rate of attendance of meetings of the Board or of a Standing Committee.
- o Where a Board member or a Standing Committee member fails to attend 70% of the meetings of the Board or of a Standing Committee in a 12-month period, the Chair of the Board shall discuss the reasons for the absences with the member and may recommend to the Board to ask the individual to resign if the member

has not discussed the reasons for the absences in advance with the Chair of the Board.

- o It may be recommended to the City of Toronto appointing body to consider a member's record of attendance when considering a possible renewal of a Board term or future assignment to a Standing Committee.
- o The Chair of the Board shall make a recommendation to the Board as to whether a Board or Standing Committee member's absences are excusable whether that member should be provided additional time to rearrange their personal schedule so that they may limit scheduling conflicts with regularly scheduled Board or Standing Committee meetings.

11. ABSENCE OF CHAIR

In the absence of the Chair, the Vice Chair shall preside until the arrival of the Chair if a quorum is present. Should the Chair and the Vice Chair not be in attendance at the meeting the LMCG shall appoint one of the other Members as Acting Chair to preside and shall discharge the duties of the Chair during the meeting, or until the arrival of the LMCG Chair or Vice Chair.

12. ELECTRONIC MEETINGS

All LMCG meetings shall be held in person at the LMCG facility on a weekday evening between the hours of 4:00PM to 11:59PM or such other date and time as the members may agree to. If the Chair of the LMCG Board calls a meeting, the members, as the case may be, may determine that the meeting shall be held entirely or partially (hybrid) by electronic means, telephone or other communication facility, including Zoom, WebEx videoconferencing or another format, that permits all participants to communicate adequately with each other and permit access to the public during the meeting.

13. ELECTRONIC VOTING

If the Chair of the LMCG Board calls an electronic meeting in accordance with section 11 above, a motion may be brought for approval by members by way a show of hands.

Motions and associated discussion may be brought and approved by e-mail for voting purposes ("**e-vote**") by the Chair or members of the LMCG Board outside the normal course of an in-person meeting or an electronic meeting as long as the following guidelines are followed:

- (a) All members must have access to the necessary equipment for participation in the e-vote;
- (b) The Chair or board member shall develop the time frame for the e-vote;

- (c) A minimum of 24 hours notice (or such other time period as the Chair or members may agree) shall be provided to all participants via e-mail by the Chair or appropriate board member. Such notice shall include the motion and supporting documentation (as applicable) for the e-vote;
- (d) Each new motion must be made in a separate, new e-mail message with no other message thread included;
- (e) When debating a motion that is presented, members shall use "Reply All" in all messages to promote discussion;
- (f) A majority of members approving the motion by e-vote shall determine whether the motion is passed and the Chair shall announce the results of the e-vote;
- (g) The Director of Business and Finance shall prepare the minutes of the e-vote and shall send the minutes marked "draft" to all members; and
- (h) These minutes shall be approved at the next regular meeting.