



## Board and Committee Meetings – Rules of Procedure

Item 5

May 25, 2021

Governance, Communications and Human Resources Committee

**Report:** GCHRC:2021-22

**To:** Governance, Communications and Human Resources Committee  
("GCHRC")

**From:** General Counsel & Corporate Secretary

**Date:** May 17, 2021

### **PURPOSE:**

The purpose of this report is seek the GCHRC's approval of the creation of Toronto Community Housing's ("TCHC") By-law #4 to establish the rules of procedure with respect to the calling, place and proceedings of meetings of TCHC's Board of Directors (the "Board") and its Committees.

### **RECOMMENDATIONS:**

It is recommended that the GCHRC approve the principles, enumerated in this report, as the basis for Rules of Procedure for the Toronto Community Housing Corporation's Board of Directors.

### **REASONS FOR RECOMMENDATIONS:**

At its meeting of February 8, 2021, the Toronto Parking Authority Board adopted a Procedures By-law in accordance with direction, previously given by City Council in January of 2019. The Toronto Parking Authority's Procedures By-law was subsequent enacted by City Council, at its meeting of April 7, 2021. A copy of that By-law is attached to this Report.

The Tenants First team at the City of Toronto is in the process of revising TCHC's Shareholder Direction. It is anticipated that resulting from those revisions, TCHC will be directed to implement a rules of procedure document to govern how the work of the Board and Committees is carried out.

As set out in that report considered by the Board of the Toronto Parking Authority at its February 8 meeting, City Council's direction to the Toronto Parking Authority was to develop a governance and procedural policy that incorporated the following components:

- a. the governance roles and duties of the Board members, the Chair, the Toronto Parking Authority President and staff;
- b. the duty of collegiality to Toronto Parking Authority Board members and staff;
- c. the right for Directors to dissent;
- d. the protection of the right for Directors to report to an accountability officer, provided they do so in good faith and for a valid reason;
- e. the Directors' roles;
- f. the process for Directors to seek and receive information from management sufficient to properly fulfill their duties as directors;
- g. the procedure for the approval of material transactions in a manner that is consistent with the Board's duties;
- h. the requirement for reporting the closings of all material transactions to the Board; and
- i. the required period by which all Board briefing materials must be provided to Directors in advance of a meeting and the provision for exceptional circumstances in which late material is permitted.

While the legislative framework pursuant to which the Board of the Toronto Parking Authority is established differs from the framework, pursuant to which TCHC's Board of Directors operates, the principles set out above may provide the basis for a discussion regarding the structure of Rules of Procedure for the TCHC's Board of Directors.

#### **IMPLICATIONS AND RISKS:**

In accordance with the GCHRC Charter, the GCHRC is tasked with:

- Overseeing the design, implementation, and reporting of corporate governance guidelines and procedures, monitoring best practices in corporate governance, and reporting and making recommendations to the Board on such matters; and
- Monitoring the effectiveness of Board and Committee meeting procedures and meeting materials and reporting and making recommendations to the Board on such matters.

It is good governance practice and in compliance with the GCHRC Charter to establish Board and Committee meeting procedures to govern how the work of the Board and its Committees is carried out.

**SIGNATURE:**

*“Darragh Meagher”*

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Darragh Meagher  
General Counsel & Corporate Secretary

**ATTACHMENT:**

1. Toronto Parking Authority’s Procedures By-law

**STAFF CONTACT:**

Darragh Meagher, General Counsel & Corporate Secretary  
416-981-4241  
Darragh.Meagher@torontohousing.ca

Ceilidh Wilson, Assistant Corporate Secretary  
416-981-4348  
Ceilidh.Wilson@torontohousing.ca

Authority: Toronto Parking Authority Board of Directors Item PAXX.XX, as adopted by Toronto Parking Authority Board of Directors on XX XX, 2021 Item EXX.XX, as adopted by City Council on XX XX, 2021.

## **TORONTO PARKING AUTHORITY BOARD OF DIRECTORS**

### **BY-LAW 1-2021**

#### **To govern the proceedings of Toronto Parking Authority Board of Directors**

Whereas Section 189(2) of the City of Toronto Act, 2006 provides that Toronto Parking Authority Board of Directors shall pass a by-law respecting the calling, place, and proceedings of meetings;

Toronto Parking Authority Board of Directors enacts:

#### **A. Interpretation**

##### **1. Definitions**

**Board** - Toronto Parking Authority Board of Directors as defined by City of Toronto Municipal Code Chapter 179, Parking Authority.

**Chair** - Chair of Toronto Parking Authority Board of Directors, appointed by City Council.

**City** - City of Toronto.

**Clerk** - The City Clerk of the City of Toronto.

**Committee** - A committee of the Board.

**Council** - The Council of the City of Toronto.

**Meeting** - A meeting of the Board or a Committee.

**Member** - A Member of the Board.

**Motion to Defer** - A motion to delay a decision on a matter by postponing consideration of the matter:

- (1) Indefinitely;
- (2) Until, or within, some specified time or time period;
- (3) Until a specified event happens; or
- (4) Until a report or communication is presented.

**Motion to Receive for Information** - A motion to acknowledge a matter or part of a matter, including the main motion or amendments, to take no current action on the matter, and to place the matter in the Secretary's records for future reference.

**Motion to Refer** - A motion to send a matter, including the main motion or amendments, to a Committee or person for more information or recommendation.

**Point of Order** - Bringing to the attention of the Chair and Members that a person has broken a rule or made an error in procedures and asking that the Board meeting follow the rules or that the error in procedure be corrected.

**Point of Privilege** - A request to the Chair and to the Board to immediately consider and take action to remedy a situation negatively affecting the rights or privileges of Members or the Board, despite other pending business currently before the Board.

**Procedures By-law** - This By-law as amended from time to time.

**Quorum** - The number of Members to be present at a meeting to legally conduct business at the meeting.

**Recorded Vote** - A vote for which the Secretary records all Members present and how they voted.

**Secretary** - The City Clerk or designate.

**Special Meeting** - A Board meeting other than a regular meeting, a continued meeting, or a reconvened meeting.

**Toronto Parking Authority and City Officials** - The President, Toronto Parking Authority, the City Manager, the Chief Financial Officer and Treasurer, the Deputy City Manager, Community and Social Services, the Deputy City Manager, Corporate Services, the Deputy City Manager, Infrastructure and Development Services, the City Clerk, the City Solicitor or their designates, and any vice president, executive director, general manager, or director reporting to any of these positions.

## **B. Conduct of Business**

### **2. Principles of the Procedures By-law**

- (1) The following Members' rights are the principles upon which the Procedures By-law is based:
  - (a) The majority of Members have the right to decide;
  - (b) The minority of Members have the right to be heard;
  - (c) All Members have the right to information to help make decisions, unless otherwise prevented by law;
  - (d) Members have a right to an efficient meeting;
  - (e) All Members have the right to be treated with respect and courtesy; and
  - (f) All Members have equal rights, privileges, and obligations.

- (2) The Procedures By-law is interpreted in accordance with the principles set out in Subsection (1).

**3. Business conducted according to the By-law**

The Board will observe the rules in this By-law in all proceedings of Toronto Parking Authority Board of Directors and, where applicable, its Committees.

**4. Procedures By-law has priority**

In the case of a conflict with this By-law and any other By-law of Toronto Parking Authority, this By-law will take precedence.

**5. Parliamentary authority**

If there is a conflict between two or more rules in this Procedures By-law, or if there is no specific rule on a matter, the Chair will rule. The Chair may consult with the Secretary, and use City of Toronto Municipal Code Chapter 27, Council Procedures, and the Board's practices and former decisions, including previous rulings, as aids in ruling.

**C. Order and Decorum and Conduct of Members**

**6. Chair's responsibilities**

The Chair:

- (1) Maintains order and preserves the decorum of the meeting;
- (2) Rules upon points of order and points of privilege without debate or comment;
- (3) Rules upon all other procedural matters;
- (4) If considered necessary because of grave disorder, adjourns or recesses the meeting for a specified time;
- (5) Determines which Member has the right to speak;
- (6) Determines when all Members who wish to speak on a motion have spoken and that the Members are ready to vote, and then puts all motions to a vote;
- (7) Rules whether a motion or proposed amendment is in order; and
- (8) May call a Member to order.

**7. Members' responsibilities**

Members:

- (1) Attend scheduled meetings;
- (2) Carefully consider and make decisions about meeting business;

- (3) Vote on motions put to a vote;
- (4) Respect the rules of the Procedures By-law;
- (5) Speak respectfully at all times;
- (6) Listen attentively, participate in a meeting, and do not interrupt the proceedings;
- (7) Refrain from using any offensive, disrespectful or unparliamentary language about any Member, any Toronto Parking Authority or City Official, or the Board or City Council as a whole;
- (8) Speak only on the matter under debate or related motions during debate; and
- (9) Respect the confidentiality of matters discussed in closed meetings and do not disclose the subject or substance of these discussions, unless authorized to do so.

#### **8. Removing and reinstating a disciplined Member**

- (1) In case any Member persists in a breach of Section 7 after having been called to order by the Chair, the Chair shall without debate put the question, "Shall the Member be ordered to leave for the rest of the meeting?"
- (2) If the Board votes in the affirmative, the Chair orders the Member to leave for the rest of the meeting.
- (3) If the Member apologizes, the Chair, with the approval of the Board, may permit the Member to return to the meeting.

#### **D. Points of Order and Privilege**

#### **9. Permitting statements by Toronto Parking Authority or City Officials when integrity questioned**

When the Chair, or a Member, considers the integrity of a Toronto Parking Authority or City Official has been impugned or questioned by a Member, the Chair may permit Toronto Parking Authority or City Officials to make a statement to the Board.

#### **10. Point of Order or Privilege**

##### **(1) Member may present**

Upon recognition by the Chair, a Member may present a point of order or privilege at any time.

##### **(2) No debate or amendment**

The Board or a Committee cannot debate or amend a point of order or privilege.

##### **(3) Chair to immediately rule**

The Chair immediately rules on the point of order or privilege and gives reasons for the ruling.

(4) **When a Member may appeal the Chair's ruling**

Immediately following a Chair's ruling, a Member may make a motion to appeal that ruling, despite another Member having the floor.

(5) **No debate or amendment on motion to appeal**

Members cannot debate or amend a motion to appeal.

(6) **Steps taken after motion to appeal**

When a Member makes a motion to appeal, the Chair:

- (a) Asks the Members, "Is the ruling of the Chair upheld?"; and
- (b) Immediately puts the motion to appeal to a vote.

(7) **Chair's statement of authoritative rules is final**

If the Chair states or reads a rule from this Procedures By-law or legislation, the Chair has not made a ruling and no Member shall make a motion to appeal.

**E. Rules of Debate**

11. (1) **Order of speaking**

The Chair maintains a list of Members who have requested to speak or to ask questions, and the Chair calls on Members to speak or to ask questions in the order in which they appear on the list.

(2) **Questioning not to be statements**

Questions must be clear and concise and may not be used to make statements or assertions.

(3) **Question of Members and Officials authorized by Board only**

Members may question only:

- (a) The Chair;
- (b) Toronto Parking Authority and City Officials;
- (c) The previous speaker, if that speaker has moved a motion, for clarification of the motion only;
- (d) Members of the public, for clarification purposes.



**(4) Member not to ask the same question more than once**

The Chair may rule a question out of order if a Member has already asked substantially the same question in the same form.

**(5) Five-minute time limit for speakers**

A Member may speak or ask questions on a matter for up to five minutes.

**(6) Every Member has a chance to speak before a second round**

A Member may speak or ask questions only once until every Member who wishes to speak or question has done so.

**12. General rules on making motions****(1) Purpose of motions**

A Member may make a motion that:

- (a) Affects the meeting's procedures, as set out in the Procedures By-law; or
- (b) Takes action on the matter that is currently before the Board for debate.

**(2) Withdrawing a motion**

After a Member has made a motion, the Member may only withdraw it with the consent of the Board.

**(3) No seconder required**

A motion does not require a seconder.

**(4) Motions not in mandate of Board**

A motion relating to a matter not within the jurisdiction of the Board is out of order.

**(5) Procedural motions and their order**

- (a) A Member may make procedural motions defined in Subsection (b) at any time when the Member has the floor.
- (b) The Board will consider the following procedural motions in the following order:
  - (1) Motion to amend the agenda;
  - (2) Motion to adjourn;
  - (3) Motion to recess;

- (4) Motion to end debate;
- (5) Motion to extend debate;
- (6) Motion to limit debate;
- (7) Motion to fix a time for a reconvened meeting;
- (8) Motion to reopen or reconsider;
- (9) Motion to resolve into committee of the whole;
- (10) Motion to refer; and
- (11) Motion to defer.

(6) **Procedural motions voted on first**

A procedural motion takes precedence over any other motion and shall be put immediately to a vote following its debate in accordance with Sections 13, 14, 15, 16, 17, and 18.

**13. Motion to defer or refer - limited debate**

The Board may debate a motion to defer, or a motion to refer, only on the desirability of deferring or referring and the terms of the deferral or referral. The Board will not discuss the main motion or amendments until after it has voted on the motion to defer or refer.

**14. Motion to defer or refer**

- (1) A motion to defer includes:
  - (a) The time to which the matter is deferred, or a description of circumstances that cause the motion to be brought back; and
  - (b) An explanation of the motion's purpose.
- (2) A motion to refer includes:
  - (a) The name of the Committee, body, or Official to whom the motion is referred;
  - (b) The subject matter or question to be investigated; and
  - (c) The time period within which the matter will be reported back to the Board or Committee.

**15. Motion to adjourn**

- (1) A motion to adjourn the Board meeting shall always be in order except:

- (a) When another Member is speaking;
- (b) When a vote has been called;
- (c) When the Members are voting; or
- (d) When a Member has indicated to the Chair a desire to speak on the matter before the Board.

(2) **Rules for motion to adjourn**

A motion to adjourn:

- (a) Is not debatable; and
- (b) Cannot be amended.

(3) **Motion to adjourn to be voted on immediately**

A motion to adjourn is put to a vote immediately.

**16. Motion to end debate**

- (1) A Member who has the floor may make a motion to end debate on the matter currently under debate any time during debate.
- (2) A motion to end debate:
  - (a) Is not debatable;
  - (b) Cannot be amended; and
  - (c) Is carried by a two-thirds vote of the Members present.
- (3) A motion to end debate is put to a vote immediately.
- (4) If a motion to end debate passes, the matter before the Board, including the main motion and any amendments, will immediately be put to a vote.
- (5) If a motion to end debate fails to pass, the Member who made the motion to end debate cannot speak again on the matter.

**17. Motion to consider matter previously deferred requires two-thirds vote**

A motion that the Board consider a matter which is solely within its jurisdiction previously deferred indefinitely or to a time or eventuality which has not yet been reached or occurred, respectively, shall be presented only if the Board decides, by a two-thirds vote of the Members present and voting.

**18. Reconsideration of matter previously decided by the Board**

- (1) Subject to Subsection (2), once the Board decides a matter, no Member may make a motion that would change the decision within the 12-month period following the decision.
- (2)
  - (a) A Member who voted with the prevailing side on a matter may make a motion to reconsider the matter originally decided at the same meeting, or at a subsequent meeting at which the matter is to be reconsidered.
  - (b) A motion to reconsider made under Subsection (2)(a) is carried by a two-thirds vote of the Members present.
- (3) A motion to reconsider a matter is:
  - (a) Not debatable; and
  - (b) May not be amended.
- (4) If a motion to reconsider a matter passes, all previous decisions on the matter remain in force, unless the Board decides otherwise.

#### **F. Votes**

- 19. (1) (a) Members present must vote**
- Every Member present at a meeting must vote on every matter put to a vote, except any Member who declares a conflict of interest and removes themselves from the vote.
- (b) Not voting is a negative vote**
- The Secretary records as voting in the negative any Member present at a meeting who does not vote, except a Member who has declared a conflict of interest.
- (2) Majority vote required for motion to pass**
- Unless this By-law specifies otherwise, a motion passes when a majority of Members present vote for it.
- (3) Motion fails with tied votes**
- A motion does not pass if the same number of Members vote for it as against it.
- (4) Recorded vote**
- (a) A Member may request a recorded vote on any matter and must make the request immediately before or after the vote is taken.
  - (b) If the request for a recorded vote is made immediately after the vote is taken, the first vote is nullified and a second, recorded vote must be held.

- (c) When a Member requests a recorded vote, the Secretary records the name and vote of every Member on the matter.

## 20. Separate votes

- (1) If a matter under consideration contains distinct propositions, a Member may request that Members vote on each proposition separately.
- (2) If the Chair agrees that the matter contains distinct propositions, the Chair will rule that Members vote on each proposition separately.

## 21. Order of voting

Unless the Board decides otherwise, when a vote is taken the order of the vote shall be as follows:

- (1) Motion to refer;
- (2) Motion to defer;
- (3) Motion to receive;
- (4) Amendments in the reverse order of presentation, dealing with an amendment to an amendment immediately before the amendment it proposes to amend; and
- (5) Motion to adopt or motion to adopt as amended, if any amendments have carried.

### G. Committees of the Board

22. (1) The Board may establish Committees and their mandates, appoint the Chairs and Committee Members, and assign duties to the Committees.
- (2) A Committee will consist of at least three Members and be chaired by a Member.
- (3) A Committee does not have authority to make a final decision over matters assigned to it and shall report its recommendations to the Board.
- (4) The Board considers a Committee's recommendation as the main motion on the item under discussion.

### H. Board Chair and Vice Chair

## 23. Appointment of Chair and election of Vice Chair

- (1) City Council appoints the Chair as set out in Item 2011.EX4.6, Managing Through Agencies and Corporations, Part 2.a.i.
- (2) The Board elects a Vice Chair from among its Members at the first meeting of the Board after the appointment of the Chair by City Council, or as soon as possible afterward, or in the event of a vacancy, in accordance with the Balloting Procedures in City of Toronto Municipal Code Chapter 27, Council Procedures.

**24. Duties of the Chair**

The Chair:

- (1) Presides at all meetings of the Board;
- (2) May cancel and/or reschedule a regular meeting of the Board or call a Special Meeting or Special Emergency Meeting of the Board, as necessary; and
- (3) Conducts the election of the Vice Chair.

**25. Duties of the Vice Chair**

The Vice Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair, together with powers and duties, if any, as may be from time to time assigned by the Board.

**I. Board Meetings****26. Regular meetings**

- (1) The Board determines the place, day, and hour of its regular meetings and the schedule of those meetings shall be publicly available by the first meeting of the Board in each calendar year.
- (2) The Board meets at Toronto City Hall or any other location deemed suitable by the Secretary.

**27. Absence of the Chair and Vice Chair**

In the absence of both the Chair and the Vice Chair for a period of 15 minutes after the appointed time of the meeting, if a quorum is present, the Board Secretary shall call the meeting to order and preside over the appointment of one of the other Members as Acting Chair to preside and discharge the duties of the Chair during the meeting, and until the arrival of the Chair or Vice Chair.

**28. Special Meetings****No other business considered**

- (1) The Board only considers the business on the agenda and no other business at a Special meeting.

**Special Meeting called by the Chair**

- (2) The Chair may call a special meeting of the Board provided that:
  - (a) Members are notified at least 24 hours before the scheduled beginning of a special meeting;

- (b) The notice for the special meeting includes the time, date, and location of the meeting;
- (c) The notice states the purpose of the meeting; and
- (d) The notice is delivered either in person or sent by e-mail to each Member.

### **Special Meeting by Petition of the Members**

- (3) (a) If the Secretary receives a petition that the majority of Members signed requesting a special meeting of the Board, the Secretary calls a special meeting for the purpose, date, and time the petition requests.
- (b) A petition under Subsection (a) must contain:
  - (1) Original signatures of Members;
  - (2) A clear statement of the meeting's purpose; and
  - (3) The time and date for the meeting, which must be held within 48 hours of the time the request is given to the Secretary.
- (c) The Secretary shall give at least 24 hours' notice of the special meeting by petition of the Members and the notice for this meeting must be delivered in person or sent by e-mail to each Member.

### **Special Emergency Meeting**

- (4) Despite Subsection 27(2), the Chair may call a special emergency meeting of the Board without giving notice as required under Subsection 27(2), whenever the Chair considers it necessary to do so, if:
  - (a) All Members are notified of the meeting either personally, by e-mail, or by any other means necessary; and
  - (b) A majority of Members agree to the meeting by giving written consent to the Secretary personally before the beginning of the meeting.

## **29. Meetings open to the public**

- (1) Except as provided for in Section 30, all meetings are open to the public, and no person is excluded from a meeting except for improper conduct.
- (2) **Meetings always begin and end in public**

A meeting begins and ends in public.

## **30. Closed Meetings**

- (1) The Board may close a meeting to the public, in accordance with the City of Toronto Act, 2006, to discuss:

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- (a) The security of the property of Toronto Parking Authority or the City;
  - (b) Personal matters about an identifiable individual, including a City employee or a Toronto Parking Authority employee;
  - (c) A proposed or pending acquisition or disposition of land by the City or Toronto Parking Authority;
  - (d) Labour relations or employee negotiations;
  - (e) Litigation or potential litigation, including matters before administrative tribunals, affecting the City or Toronto Parking Authority;
  - (f) Advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
  - (g) Education or training of the Members;
  - (h) A matter in respect of which the Board, Committee, or other body may hold a closed meeting under another Act;
  - (i) Information explicitly supplied in confidence to the City or Toronto Parking Authority by Canada, a province or territory, or a Crown agency of any of them;
  - (j) A trade secret or scientific, technical, commercial, financial, or labour relations information, supplied in confidence to the City or Toronto Parking Authority, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization;
  - (k) A trade secret or scientific, technical, commercial, or financial information that belongs to the City or Toronto Parking Authority and has monetary value or potential monetary value; or
  - (l) A position, plan, procedure, criteria, or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the City or Toronto Parking Authority.
- (2) The Board shall close a meeting to the public to discuss:
- (a) A request under the Municipal Freedom of Information and Protection of Privacy Act; or
  - (b) An ongoing investigation respecting Toronto Parking Authority by the Ombudsman or the Open Meeting Investigator.
- (4) **Motion details for closed meetings**



Before holding a closed meeting, the Board passes a motion to hold a closed meeting. The motion states:

- (a) That the meeting is a closed meeting;
- (b) The general nature of the matter the Board is considering at the closed meeting; and
- (c) The reason(s) the matter requires a closed meeting under Subsections (1) and (2).

(5) **When a closed meeting becomes public**

If the matter the Board is considering at a closed meeting no longer falls into one of the categories in Subsections (1) and (2), the meeting is no longer a closed meeting and continues in public.

(6) **Voting and minutes in closed meetings**

The Board in a closed meeting does not vote or keep minutes except for:

- (a) A procedural matter; or
- (b) Giving directions or instructions to Toronto Parking Authority or City Officials or their designates.

**31. Electronic Participation in Meetings**

- (1) Despite any other provisions of this By-law, the Board and its Committees may hold a meeting where some or all of the Members participate electronically; and
- (2) Where a meeting is being held in accordance with this section:
  - (a) Any Member participating in the meeting electronically shall be deemed present for the purposes of determining whether a quorum is present under Section 32, and for the purposes of voting on any matter put to a vote under Section 30 and for all other purposes; and
  - (b) Any Member participating in the meeting electronically shall be entitled to participate in any portion of the meeting closed to the public in accordance with Section 30.
- (3) Subsection (1) shall continue to apply for the period ending one year from the termination of the COVID-19 emergency declaration under section 4 of the Emergency Management and Civil Protection Act.

**32. Quorum**

- (1) A quorum of the Board is a majority of Members.

- (2) If no quorum is present 15 minutes after the time appointed for a meeting, the Secretary calls the roll and records the names of the Members present and the meeting is adjourned until the next scheduled day of meeting, the next regular meeting, or at the call of the Chair in accordance with Section 28.
- (3) Certain provisions in the Municipal Conflict of Interest Act may disqualify a number of members from participating in a meeting, and if the result is:
  - (a) Too few members for a quorum, then two or more members may be considered a quorum; or
  - (b) Only one or no members for a quorum, then the Municipal Conflict of Interest Act describes what steps to take.

### **33. Steps when a quorum is lost during a meeting**

If no quorum is present during a meeting for a period of 15 minutes, the Secretary will record the names of the Members present and the meeting will be adjourned until the next scheduled day of meeting, the next regular meeting, or at the call of the Chair in accordance with Section 28, and the meeting shall not continue on an informal basis.

### **34. Improper conduct**

The Chair has the right to expel, or exclude, from any meeting, any person who disrupts the proceedings of the meeting.

## **J. Secretary of the Board**

### **35. City Clerk is the Secretary**

The City Clerk is the Secretary of all Board meetings and may assign any duties as Secretary to an employee of the City Clerk's Office or other party as appropriate.

### **36. Duties of the Secretary**

The Secretary:

- (1) Gives notice of each regular meeting of the Board together with an agenda of the matters to be considered; and
- (2) Gives notice of each special meeting of the Board.
- (3) Records without note or comment all resolutions, decisions and other proceedings at a meeting of the body, whether it is closed to the public or not.

## **K. Board Agenda**

### **37. (1) Agenda**

The Secretary establishes agenda deadlines, prepares, publishes, and distributes the agenda for each regular meeting of the Board, which includes:

- (a) Declarations of Interest under the Municipal Conflict of Interest Act;
- (b) Confirmation of minutes (if available); and
- (c) Agenda items.

(2) **Agenda order**

Unless otherwise decided by the Board, the Board considers the items on the agenda in the order in which they are listed on the agenda.

(3) **Changes to agenda**

The Board, without debate, may by a majority vote, make any alteration to the order of the business but may not delete any item from the agenda.

(4) **Notice given by publishing agenda**

The published agenda for the Board meeting is notice of all business included in that agenda subject to other notice provisions in this By-law and of any applicable legislation.

**38. (1) Deadlines and content of Board agenda**

If the Secretary receives any agenda business matters from the following by the agenda deadline, and the matters are within the Board's mandate, the Secretary places them on the agenda for the next regular Board meeting:

- (a) A Member of the Board;
- (b) City Council;
- (c) A City Council or Board Committee;
- (d) A local board of the City;
- (e) Reports from Toronto Parking Authority and/or City Officials; and
- (f) Communications related to a matter on the agenda.

(2) **Secretary prepares supplementary agenda for supplementary business**

If necessary, the Secretary prepares a supplementary agenda for reports and communications supplementing business on the regular Board agenda.

(3) **Adding late supplementary reports or communications**

The Secretary adds any report or communication after the regular agenda deadline to the supplementary agenda if the Secretary decides that either supplements the regular agenda business.

### **39. Late new business reports**

- (1) Subject to Subsection (2), if after the regular agenda deadline for the Board meeting, the Secretary receives any of the following, the Secretary adds them to the agenda for the next Board meeting:
  - (a) New business reports from Toronto Parking Authority or City Officials; and
  - (b) New agenda business matters from a Member of the Board, City Council, a City Council or Board Committee, or a local Board of the City.
- (2) By majority vote of the Board, the Secretary shall add to the agenda new agenda business matters received after the agenda deadline for the Board meeting.

### **40. Members' options for presenting agenda business matters or communications**

- (1) Members may present agenda business matters or communications to the Board about:
  - (a) Any matter on the meeting agenda; or
  - (b) Matters not on the meeting agenda but within the Board's mandate.
- (2) In submitting agenda business matters under Subsection (1)(b), Members must comply with any applicable notice requirements and must meet agenda deadlines.

### **L. Board Report to City Council**

#### **41. Board Reports to City Council**

In accordance with the City of Toronto Act, 2006, and City of Toronto Municipal Code Chapter 179, Parking Authority, the Board must report to City Council for City Council's final decision all its recommendations on matters within the Board's mandate, on which it does not have authority to make a final decision.

### **M. Public Presentations at Board Meetings**

#### **42. (1) Any person may address the Board**

Any person may address the Board on any item on the Board's agenda.

#### **(2) Register to speak**

- (a) Persons interested in addressing the Board must register with the Secretary by 12:00 p.m. on the business day before the Board meeting.

(b) Despite Subsection (a), if other persons wish to address the Board, the Board may hear from them.

(3) **Time allotted for speaking**

Unless the Board decides otherwise, a public presentation has a five-minute limit.

**N. Minutes of Board Meetings**

**43. (1) Secretary submits minutes to the next regular meeting**

The Secretary prepares and circulates the minutes of every meeting before the meeting that the minutes are submitted to for adoption or amendment. The Secretary submits each meeting's minutes to the Board for confirmation or approval as amended, at the next meeting of the Board, or as soon as is reasonably feasible, and after the Board adopts the minutes, the Chair signs them.

(2) **Member may request reading of the minutes**

If any Member requests, the Secretary reads aloud the minutes or any requested portion of the minutes, before the minutes are adopted or amended.

**O. Waiving and Suspension of By-law Provisions**

**44. Waiver of rules**

(1) Subject to Subsection (2), a motion to waive, or not to follow a rule of procedure established by this by-law on a one-time basis requires a two-thirds vote of the Members present.

**Rules that cannot be waived**

(2) The Board cannot waive the following rules:

- (a) Amending the procedures by-law (Section 46);
- (b) Quorum necessary for Board meetings (Section 32);
- (c) Meetings open to the public (Section 29)
- (d) Closed Meetings (Section 30);
- (e) Reconsidering decisions (Section 18); and
- (f) Two-thirds vote required to waive the rules (Subsection 44(1)).

**45. Suspension of Rules**

**Criteria for suspending rules and substituting special rules**

- (1) Subject to Subsection (3) and by a two-thirds vote of Members present, the Board may suspend any rule in the procedures by-law and may replace it with a special rule if:
  - (a) It has given notice at a previous meeting; and
  - (b) The suspension is only for a defined period.
- (2) Any special rules adopted under Subsection (1) are considered part of the procedures by-law.
- (3) The Board cannot suspend the following rules:
  - (a) Amending the procedures by-law (Section 46);
  - (b) Quorum necessary for Board and committee meetings (Section 32);
  - (c) Meetings open to the public (Section 29));
  - (d) Closed meetings (Section 30); and
  - (e) Reconsidering decisions (Section 18).

#### **P. Amendments to By-law**

#### **46. Two-thirds vote required**

- (1) To pass a motion to amend or repeal this by-law requires a two-thirds vote of Members present.

#### **Notice to be given at previous Board meeting**

- (2) The Board will only consider amendments or repeal of the procedures by-law at a Board meeting if at a previous regular or special meeting the Board received notice of the proposed amendment or repeal.

#### **Approval by Toronto City Council**

- (3) The Board shall submit any amendment to this by-law to City Council for approval.
- (4) An amendment to this by-law shall come into force upon approval by City Council.

#### **Q. Effective Date**

- 47.** This by-law shall come into force on XX XX, 2021.

Enacted and passed on XX XX, 2021.

Hartley Lefton,  
Chair

,  
Secretary

DRAFT