

Procedural Bylaw

April 2007

Amended November 2014 to add a Personnel Committee

Revised June 2017 to amend Standing Committee

Amended April 2020 to enable electronic participation in meetings during a declared emergency

Amended September 2020 to further enable remote electronic participation in meetings

Amended November 2020 to amend Standing Committees

Amended October 2023 to enable permanent electronic participation in meetings

The City of Toronto Act requires agencies to have a “procedural bylaw” that regulates how their Board meetings run. In the past, and in most other AOCC’s, the procedural by-law was included in the Constitution. With the drafting of separate constitutions for the Board of Directors and Board of Management, City staff suggested that Applegrove separate out the procedural by-law.

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1. Definitions and Interpretation

- 1.1. "Board" means Board of Management.
- 1.2. "Board Member(s)" means person(s) appointed by City Council to the Board of Management for Applegrove Community Complex.
- 1.3. "City" means City of Toronto.
- 1.4. "Council" means the Toronto City Council.
- 1.5. "Chair" or "Chairperson" means Chairperson of the Board of Management for Applegrove Community Complex.

2. Meetings of the Board

- 2.1. Normally the Board will hold its meetings on the premises of Applegrove at such times as it may determine, at least eight (8) times each year.
- 2.2. The Chairperson will call a special meeting of the Board upon the request of any four (4) Board Members.
- 2.3. Every Board Member will be notified at least seven (7) days prior to the proposed date of the meeting.
- 2.4. The requirement for notification may be waived if a regular Board meeting date is set and a calendar of those dates is distributed to Board Members.
- 2.5. Notice of Board meetings will also be posted at Applegrove in a conspicuous place, stating the date, time, and location of the meeting and the general nature of the business to be carried out.
- 2.6. Meetings of the Board will be open except for matters concerning personnel issues about an identifiable individual, real estate, security of property, advice that is subject to solicitor-client privilege or litigation, personnel matters about an identifiable individual, or other matters outlined in the Municipal Freedom of Information and Protection of Privacy Act.
- 2.7. Before holding a meeting or part of a meeting that will be closed to the public, the Board must adopt a resolution approving a closed meeting and the general nature of the business to be considered at the closed meeting.
- 2.8. When the meeting resumes in public, any proposed motions must be moved and voted on in public.

- 2.9. Guests can address a Board meeting only with the permission of the Chairperson. The Board can set time limits for guests to speak at a Board meeting.
- 2.10. At the direction of the Chairperson:
- i) The Board may, despite section 2.1, hold a meeting where some or all of the Board Members participate electronically and a physical meeting may not be held at the premises of Applegrove.
 - ii) Where a meeting is being held in accordance with subsection i):
 - a) notice of that Board meeting may not be posted at Applegrove, but, despite section 2.5, will be posted on Applegrove's website at www.applegrovecc.ca;
 - b) any Board Member participating in the meeting electronically will be deemed present for the purposes of determine whether a quorum is present and, despite section 4.1, will have the right to vote on any business before the Board;
 - c) any Board Member participating in the meeting electronically will be entitled to participate in any portion of the meeting closed to the public in accordance with section 2.6; and
 - d) this By-law will apply to the meeting, with any other minor modifications as may be required.

3. Quorum

- 3.1. A quorum for Board meetings will be a majority of Board Members, notwithstanding any vacant positions, not counting the member of City Council or school trustee.
- 3.2. If a Board Member who is a member of City Council or a school trustee is present, that Board Member will be counted toward quorum.
- 3.3. If neither the member of City Council nor the school trustee is present, quorum is five (5). If one or the other is present, or if both are present, quorum is six (6).
- 3.4. If quorum is not achieved at the starting time for the meeting, the Chair shall wait for thirty minutes. If quorum has not yet been achieved, the Chair should adjourn the meeting and attempt to re-schedule it before the next scheduled date.
- 3.5. It is the duty of the Chair to ensure that quorum is present when a vote is taken.
- 3.6. During the meeting, if a member or staff person draws the attention of the Chair to the fact that a quorum is not present, the Chair shall, upon determining that a

quorum is not present, ask the members then present whether they want to continue as a committee of the whole.

4. Voting

- 4.1. At all meetings of the Board, only the Board Members present in person will have the right to vote.
- 4.2. Upon the seconding of a proposed motion, Board Members may cast one vote each.
- 4.3. In the event of a tie, at the Chairperson's discretion, the motion may be withdrawn or changed or the Chairperson may table it until the next meeting.

5. Officers of the Board

- 5.1. The Board will elect its officers and Committee Chairpersons at its first meeting following the Annual Meeting.
- 5.2. The officers of the Board will be: Chairperson, Vice-Chairperson, Treasurer and Secretary.
- 5.3. The Board may establish other offices and positions as it deems necessary, and will prescribe the powers and duties of such officers.
- 5.4. The term for every officer will be no more than two years.
- 5.5. No member of the Board may hold more than one office at any time.
- 5.6. A Board Member may progress through the various offices.
- 5.7. Vacancy in an office position will be declared upon:
 - i) the death of an officer;
 - ii) the resignation of an officer;
 - iii) the removal of an officer; or
 - iv) an officer ceasing to be a Board Member.
- 5.8. The Board may appoint any other Board Member, except as provided for above, to fill a vacant office, and the Board Member so appointed will hold office for the balance of the term of the previous officer.

- 5.9. In the event of the absence of an officer, the Board may delegate the powers and duties of such officer to any other member of the Board until the return to duty of the incumbent officer.
- 5.10. The Board may remove any person from an office at any time by a motion passed by a majority vote of the Board. Appeal may be made to the membership as a whole.
- 5.11. Duties of Officers
- i) The Chairperson will:
 - preside, when present, at all Annual, Special and Board Meetings;
 - perform all the duties accompanying the office and any other duties assigned by the Board;
 - rule on procedural matters and ensure motions and minutes are clearly expressed;
 - be an ex-officio member of all committees; and
 - serve as a signing officer.
 - ii) The Vice-Chairperson will:
 - assist the Chairperson;
 - have such other powers as are assigned to the Vice-Chairperson from time to time by the Board;
 - if the Chairperson is absent, act as Chairperson until the Chairperson returns to duty; and
 - if there is a vacancy in the office of Chairperson, serve as Chairperson for the balance of the term of person whose departure created the vacancy.
 - iii) While acting as chair, the Vice-Chairperson will have all the powers and perform all the duties of the Chairperson except being a signing officer.
 - iv) The Treasurer will:
 - have such powers and perform such duties as are usually vested in the office of Treasurer;
 - receive, examine and present to the Board, Applegrove's financial statements and budgets;
 - make recommendations to the Board concerning all aspects of Applegrove's financing and administration;
 - have such other powers as are assigned to the Treasurer from time to time by the Board; and

- serve as a signing officer.
- v) The Secretary will:
- issue or cause to be issued notices for all meetings of the membership and the Board when directed or required to do so;
 - ensure that the minutes of all meetings of the membership and the Board are kept;
 - ensure minutes are provided at subsequent meetings of the board for review and adoption;
 - have such other powers as are assigned to the Secretary from time to time by the Board;
 - have responsibility for the membership records; and
 - serve as a signing officer.
- vi) All officers, at the time they leave office, will turn all the papers and documents of the office over to the incoming officer.

6. Minutes

- 6.1. The minutes of each Board meeting will be submitted to the Board for confirmation or amendment at its next meeting or as soon afterwards as is reasonable.
- 6.2. After the Board has confirmed or amended the minutes, the Board Chair and Secretary will sign them.

7. Committees

- 7.1. The Board will determine any committees needed and will prescribe the powers and duties of such committees.
- 7.2. Composition and Membership
- i) All Committees will be headed by a Chairperson chosen from among Board Members and appointed by the Board.
 - ii) All Committees should be composed of at least two Board Members and other Applegrove members and staff who are appointed by the Board.
 - iii) Both the Executive Director and the Chairperson are *ex officio* members of all committees except as otherwise specified in the Committee's Terms of Reference.
 - iv) All Committees will:
 - a) operate within the terms of reference laid down by the Board;
 - b) provide an open forum for discussion by all interested parties;
 - c) report their deliberations, recommendations and resolutions to the Board for confirmation and for approval; and

- d) continue to operate for such length of time as will be determined by the Board.

7.3. Meetings of Committees

- i) Normally, Committees of the Board will hold their meetings on the premises of Applegrove at such time as the Chairperson may determine.
- ii) Notice of every Committee meeting will be provided to members of the Committee prior to the date. This notice may be either oral or written, and is not necessary when that Committee sets a regular meeting date.
- iii) Meetings of every Committee will be open to all members, except where confidential business is being conducted.
- iv) No quorum is usually required for a Committee to meet. However, minutes of Committee meetings must specify who was in attendance so that the Board may know to what degree the Committee's recommendations reflect the will of the Committee's membership.

7.4. Voting

At all Committee meetings, only the members of the committee present will have a right to vote.

7.5. Executive Committee

There will be no Executive Committee.

7.6. Standing Committee

- i) The Personnel and Policy Committee will be a standing committee of the Board of Management.
- ii) The Terms of Reference for the Personnel and Policy Committee are attached as an appendix.

7.7. At the direction of the Chairperson:

- i) A Committee of the Board may, despite subsection 7.3 i), hold a meeting where some or all of the members of the committee participate electronically and a physical meeting may not be held at the premises of Applegrove.
- ii) Where a meeting is being held in accordance with subsection i):
 - a) notice of that committee meeting may not be posted at Applegrove, but will be provided to Committee members by email;
 - b) any committee member participating in the meeting electronically will be deemed present and will have the right to vote on any

- business before the Committee in accordance with section 7.4;
- c) any committee member participating in the meeting electronically will be entitled to participate in any portion of the meeting closed to the public; and
- d) this By-law will apply to the meeting, with any other minor modifications as may be required.

8. Electronic Annual and Special Meetings of the Membership

8.1. At the direction of the Chairperson:

- i) An Annual Meeting or Special Meeting may be held where some or all of the membership participate electronically and a physical meeting may not be held.
- ii) Where a meeting is being held in accordance with subsection a):
 - a) notice of that committee meeting may not be posted at Applegrove, but will be posted on Applegrove's website at www.applegrovecc.ca;
 - b) any member participating in the meeting electronically will be deemed present and will have the right to vote where eligible; and
 - c) this By-law will apply to the meeting, with any other minor modifications as may be required.

Appendix A: Personnel and Policy Committee Terms of Reference
Endorsed by the Board, January 26, 2015, amended June 2017, amended
November 30, 2020

1. Purpose

To provide overall strategic direction to development and management of personnel structures, systems and policies that align with Applegrove's mandate, strategic plan and City of Toronto policy where applicable.

To support the review and updating of existing organizational policies and the drafting of new policies, and to recommend them to the Applegrove Board for approval.

2. Composition

- 2.1 The committee includes at least two board members, plus the board chair as an *ex officio* member.
- 2.2 The Executive Director staffs the committee, but is not a voting member.
- 2.3 For issues such as the Executive Director's Performance Review, the Executive Director may be excluded from meetings.
- 2.4 A staff representative and/or a management representative may be invited to attend specific meetings.

3. Chairperson

- 3.1 The committee will select a chairperson from among its members, to be appointed by the board.

4. Procedures

- 4.1 The committee should set a regular meeting date convenient to its members.
- 4.2 Within the framework of the Municipal Freedom of Information and Protection of Privacy Act, issues of a confidential or sensitive nature will be first discussed within the committee meeting. Anyone outside the board of directors must request permission to attend and permission is not automatically granted.
- 4.3 Minutes of committee meetings, draft policies and drafts of other organizational documents will be circulated with the monthly board package.
- 4.4 Information concerning current and potential staff will be considered confidential within the committee.
- 4.5 The Executive Director or other staff representatives may be excluded from discussions on certain issues.

Procedural By-Law for the Board of Management of Applegrove Community Complex

Adopted April 18, 2007 to take effect May 1, 2007

Amended: November 24, 2014; June 26, 2017; April 30, 2020; September 14, 2020; November 30, 2020; and
October 30, 2023

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- 4.6 After all hiring, relevant staff will submit hiring reports to the committee for information, to be part of the committee report to the Board of Management.

5. Responsibilities

Key areas of responsibility with respect to personnel are focused on staffing, board sustainability and succession planning, and development of personnel structures and systems that comply with applicable requirements and support agency resilience.

- 5.1 Complete the Executive Director performance review in accordance with City policies and procedures.
- 5.2 Review job description of the Executive Director, recommends changes to the board, and make recommendations to the board on Executive Director recruitment and transition processes as needed.
- 5.3 Participate as part of a second interview panel in hiring core administrative staff.
- 5.4 Make recommendations on personnel issues and staff composition to the board for approval, specifically proposed restructuring or other matters requested by the Executive Director.
- 5.5 Receive reports on personnel hiring, performance and policy and make recommendations to the board on new or updated policies in line with City parameters.
- 5.6 Identify and make recommendations regarding staff and board sustainability, and succession planning.
- 5.7 Establish and oversee board development and evaluation processes.

Key areas of responsibility with respect to policy are focused on reviewing, updating and recommending policy for board approval to minimize risk to the agency.

- 5.8 Update existing and recommend new organizational policies that align with Applegrove's mandate, strategic plan and City of Toronto policy, comply with applicable laws and regulations, and minimize organizational risk and exposure.
- 5.9 Consult with other board committees on policies that address issues within their purview.
- 5.10 As appropriate review City policy requirements and provide strategic advice to the board on such matters.

6. Work Plan

Establish an annual work plan that is aligned with the agency's personnel requirements and policy review cycles.