

Applegrove Board Succession Policy

Approved July 12, 2021

Background

Applegrove Community Complex (Applegrove) is incorporated as a non-profit corporation in Ontario, is a registered charitable organization with the Canada Revenue Agency, and operates as a City of Toronto funded community centre. Applegrove is governed by a non-profit Board of Directors as well as a Board of Management appointed by Toronto City Council (Council).

Because the non-profit corporation and City-funded organization function collectively as one organization, this policy applies to Applegrove as a whole. For the purpose of this policy, the term “Board” will refer to both the Board of Directors and the Board of Management.

This policy is consistent with:

- the City of Toronto’s Public Appointments Policy (2006)
- the City-Association of Community Centres Relationship Framework Applegrove’s constitution and by-laws as a City Agency
- Applegrove’s constitution and by-laws as a non-profit organization.

1. Policy Statement

Members of Applegrove’s Board are collectively responsible to Council and to the community for ensuring that Applegrove operates within its mandate and in keeping with its policies, and that the Board governs Applegrove and itself according to all applicable statutes and policies.

Applegrove succession planning includes the recruitment, nomination, election, orientation, training and evaluation of Board members. It is intended to ensure the capacity of the Board to meet its responsibilities and to support transparent and inclusive operations.

2. Purpose

To set out Board recruitment, nomination and election processes that are open, competitive and equitable and to provide guidance for strengthening board governance through Board orientation, training and evaluation. For context and clarity this policy includes summarized information from Applegrove’s constitutions and procedural bylaws.

3. Application

This policy applies to the Applegrove Board and its members. Where there is a vacancy or at elections this policy applies to eligible individuals who are interested in becoming Board members.

4. Board Structure, Officers and Committees

The Board will consist of 11 persons as follows:

- 9 Community Board Members, the majority of whom live in the catchment area
- 1 City Councillor appointed by Council
- 1 person may be appointed to Board of Management by the Toronto District School Board

The Board officers are: Chairperson, Vice-Chairperson, Treasurer and Secretary. The Board may establish other offices and positions as necessary. Key officer roles are outlined below:

- Chairperson - preside at meetings; rule on procedural matters; serve as a signing officer
- Vice-Chairperson - serve as Chairperson in the event of a Chairperson absence/vacancy
- Treasurer - examine and present financial statements and budgets to the Board; make recommendations to the Board on financial matters; serve as a signing officer
- Secretary – ensure that meeting minutes are kept and adopted; responsibility for membership records; serve as a signing officer

There are 3 Committees of the Board:

1. Membership, Outreach and Inclusion – provide strategic direction on communications, membership, equity and anti-oppression; acts as Nomination Committee
2. Strategy and Finance – provide strategic advice and oversight on finance audit, risk management, policy, and reporting; guide strategic planning and related initiatives; serve as a sounding board for new ideas
3. Personnel and Policy – provide strategic direction on personnel structures, systems and policies; support the review of existing and development of new Applegrove policies

Each Committee is headed by a Chairperson chosen from among Board members, and is made up of at least 2 Board Members, and other Applegrove members and staff appointed by the Board.

5. Eligibility Requirements

The majority of the 9 Community Board Members must live in the catchment area. They should collectively possess an understanding of diverse neighbourhoods and communities in the catchment, reflect its cultural and social diversity, and possess good communications and decision-making skills.

Individuals who are nominated or appointed to the Board must:

- Reside in the City of Toronto
- Be at least 18 years old
- Have knowledge & understanding of community and public service
- Have knowledge of Applegrove’s mission, purpose and programs, or have an interest in participating actively in Applegrove governance
- Understand and accept the commitments associated with being a Board member
- Not be employed of the City, or any of its Agencies, Boards, Commissions or Corporations
- Not be the spouse, child or parent of a Member of City Council

- Not be serving on another City Agency, Board, Commission, or Corporation, with the exception of being a member of a Business Improvement Area

6. Responsibilities

The Board of Directors is the legal authority for the non-profit corporation and responsible for the effective governance of the organization. The Board of Management is a sub-committee of the Board of Directors and is responsible to Council for the management, operation maintenance and governance of the City-funded centre, and for annual activity and financial reporting.

A Board member is fully informed on organizational matters, and participates in the Board's deliberations and decisions in matters of policy, finance, programs, personnel and advocacy.

Board members must:

- Endorse, where appropriate, policy and other recommendations from committees and staff.
- Monitor all Board policies.
- Review the Constitution and recommend changes to the membership.
- Review organizational structure, approve changes, prepare necessary policy and constitutional amendments.
- Participate in the development of Applegrove's organizational plans.
- Approve budgets and authorize funding applications.
- Approve hiring, release of Executive Director based on Personnel Committee recommendation.
- Support and participate in evaluating the Executive Director.
- Assist in developing and maintaining positive relations among the Board, committees, staff, volunteers, and the community to enhance Applegrove's mission.

Additional responsibilities of Board members are provided in Appendix A.

7. Competencies and Attributes

The 9 Community Board Members should collectively bring to the Board a diverse mix of competencies and attributes based on professional and lived experience, as set out in Appendix B.

As part of the annual nominations process, the Board may review and update Appendix B as a separate and living document.

8. Term of Office, Reappointment and Removal

The term of office for Board members shall be for 2 years or until a successor is elected at an Annual Meeting (AGM). A person may serve on the Board for 4 successive terms i.e. for up to 8 consecutive years, but must re-apply and be voted in at the AGM for each term.

The officers of the Board shall be elected at the first Board meeting following the AGM to serve a onetime 2-year term. A Board Member may progress through various offices.

Vacancies occur if a Board member fails to meet eligibility criteria, resigns, has served 8 years, is incapacitated or dies. A Board member may also be removed at the discretion of the Chair due to excessive absences, or by a 2/3 majority vote at a special meeting of the membership.

9. Recruiting, Nominating and Electing Board Members

The Membership, Outreach and Inclusion Committee functions as the Nominations Committee and assists the Board with the task of filling Board vacancies. At each AGM the Nominations Committee shall endeavour to submit to the membership a list of suitable nominees that is at least equal to the number of vacancies to be filled.

The Nominations Committee will make the Applegrove membership and community aware of the opportunity for nomination to the Board at least 14 days before the closing date for nominations.

A range of activities should be considered for an open, competitive and equitable recruitment and nomination process. In addition to notification on the City's Public Appointments webpage, details will be posted on Applegrove's website and social media; posters may be placed at Applegrove and community sites; Board members or the Executive Director may attend local meetings to encourage interest; and Board members may approach qualified individuals. The Nominations Committee will assess the need and ensure additional targeted outreach in order to ensure that equity seeking groups are aware of the opportunity and the process for applying.

Before nominating individuals the Nominations Committee will assess their eligibility, competencies and attributes in order to prioritize candidates who best meet the needs of the Board.

Nominations can also be made by any eligible Community Member of Applegrove in writing if received by the Board Chairperson one day before the AGM. These must include the name of the nominee, evidence that they agree to stand for election, and signatures of the person making the nomination and a Community Member who supports the nomination.

Potential candidates will be provided with information on the commitments they would be making if elected, which are to:

- Regularly attend and participate in Board meetings
- Serve on at least one Board committee
- Come to meetings prepared by prior reading of all provided background materials
- Participate constructively in discussions and decision-making
- Support Applegrove's mission, values and outcomes
- Help organize and attend Applegrove events and activities.

If names proposed by the Nominations Committee and through write-in nominations are insufficient to fill the number of vacancies, or at the Chairperson's discretion, the Chairperson will request nominations from eligible voters at the AGM.

If there are more candidates than vacancies, the Nominations Committee may invite a potential candidate to sit on a Board Committee for a period of time before inviting them to run for a position on the Board. This can help build understanding of Applegrove and the role of the Board.

At the AGM, the Membership may vote to approve all nominees without an election if the list of nominees is exactly matched to the number of vacancies. If there are more nominees than positions elections will be conducted by secret ballot. The membership shall, by majority vote,

elect the Board of Directors and approve eligible candidates for the Board of Management. The names of these candidates will be forwarded to City Council for appointment to the Board.

10. Annual Board Orientation, Training and Evaluation

Orientation *January - March*

Prior to the AGM each year the Personnel and Policy Committee will review and make recommendations to update the Board Manual. The Manual shall be distributed to all Board members annually in order to support the orientation of new Board members as well as the effective participation of all Board members.

April – June

Orientation of new Board members to Applegrove and to Board responsibilities should occur no later than the Board meeting in June. At a minimum orientation should include an overview of Applegrove constitutions and bylaws, City requirements and expectations for the Board of Management, Applegrove’s annual financial statement, organizational chart, and program overview.

Training *April – June*

The Personnel and Policy Committee will identify Board training needs and develop a plan to address them. This includes general governance training as well as specialized training that may be identified by Board members or by the City.

Assessment *April – June*

The Personnel and Policy Committee will survey exiting board members to get feedback on their experience as Board members, and may conduct exit interviews at its discretion. Findings will be kept confidential within the Committee and will be used to inform Board orientation, training and practice.

September – November

The Personnel and Policy Committee will oversee a review of the Board’s skill/diversity needs to assist with recruiting new members and to identify training needs. Findings from the review will be shared with the Board and with the Nominations Committee.

Evaluation *January – March*

The Personnel and Policy Committee will oversee a Board self-evaluation. Findings from the review will be shared with the Board. The results of the evaluation inform Board orientation, training and practice.

The evaluation will be based on:

- a survey of Board members that asks members to rate their satisfaction with the Board’s functions and activities
- the Board attendance record
- Committee accomplishments.

APPENDIX A: Board Member Responsibilities

Accountability

A Board member is expected to carry out their duties with integrity, and specifically to:

- Act ethically, honestly and in good faith, and make decisions that are in the best interests of Applegrove
- Support board operations that are in compliance with all applicable law. Applicable law includes, but not limited to: *the City of Toronto Act, Municipal Act; Municipal Conflict of Interest Act; Occupational Health and Safety Act; Workplace Safety and Insurance Act; (Ontario) Human Rights Code; Municipal Code; tax legislation and regulations; and Applegrove's governing documents*
- Avoid representing the specific interests of one constituency group.

Exercise of Authority

A Board member carries out the powers of office only when acting as a voting Member during a duly constituted meeting of the Board or one of its appointed bodies.

Attendance and participation

A Board member is expected to attend all meetings of the Board and assigned Committees. The expectation is that they will come prepared, ask questions and constructively contribute to discussions and decisions.

Formal dissent & board solidarity

A Board member who was absent from a Board meeting will be deemed to have supported the decisions and policies of the Board taken in their absence unless they formally record a dissenting view with the Board Secretary in advance of the subsequent Board meeting.

Competencies

A Board member may bring unique expertise and skills, however it is recognized that they do not provide advice to the Board in a professional capacity.

Teamwork

A Board member works respectfully and positively with other members of the Board and with Applegrove's management team in the performance of their duties.

Education

A Board member takes advantage of opportunities to be educated and informed about the Board, governance processes, and key issues in the Applegrove community through participation in an initial orientation and ongoing Board education.

Self-evaluation

A Board member participates in their own evaluation and in the evaluation of the Board.

APPENDIX B: Board Competencies and Attributes

January 2021

Skills and Experience

Access, equity and inclusion

Communications/public relations

Community engagement/development

Education

Finance/audit (CPA)

Fundraising/marketing

Government relations

Human resources

Information technology

Legal training

Philanthropy

Policy development

Project management/meeting management

Public health

Risk management

Senior or executive leadership

Seniors/gerontology

Strategic planning

Urban or facility planning

Lived experience of marginalization, discrimination, poverty, access barriers, etc.

Knowledge of Community

Community leadership role

Current or past Applegrove participant

Current or past Applegrove volunteer

Experience with community-based agencies

Live or have lived in Toronto's east end

Member of local groups, councils, networks, etc.

Work or own business in Applegrove catchment area

Diversity

Ability

Age

Ethnicity/Race

Gender

Sexual orientation

Other as self-identified e.g. faith, linguistic