



TTC Board Governance and 2019 Meeting Schedule

Date: January 10, 2019
To: TTC Board
From: Chief Executive Officer

Summary

The Province of Ontario's *Better Local Government, 2018*, reduced the number of municipal wards in Toronto from 47 to 25. The majority of TTC Board members are members of City Council. The reduction of the size of City Council will place increased demands on Council Members' time to carry out their City business, legislative and constituency related duties. This report provides options for efficiencies for TTC Board meetings and recommends a schedule of meetings for 2019.

Recommendations

It is recommended that the TTC Board:

1. Appoint up to three (3) Board members to the Audit & Risk Management Committee and appoint a Chair to the Committee from among the appointed Committee members.
2. Dissolve the Budget Committee and appoint up to two (2) Board members to a Budget Working Group.
3. Dissolve the Human Resources and Labour Relations Committee.
4. Discontinue the annual Board strategy meeting and refer any relevant agenda items to regularly scheduled meetings.
5. Direct staff to report back in Q1 2019 on opportunities for increased efficiencies through staff delegations.
6. Approve the 2019 meeting dates for the TTC Board and the Audit & Risk Management Committee, as follows:

TTC Board:

January 24	June 12	November 12
February 27	July 10	December 12
April 11	September 24	
May 8	October 21	

Audit & Risk Management Committee:

February 19
May 29

September 19
December 9

7. Authorize that the published schedule serves as notice for these meetings.

Financial Summary

Board members are not paid per diems for their service on Committees of the Board or Working Groups, therefore there are no financial impacts.

City Council members do not receive any additional payment for attending Board meetings or meetings of Committees of the Board.

Any financial impacts resulting from the adoption of efficiency measures through staff delegation will be reported back to the Board in Q1 2019 should the Board adopt staff's recommendation to report back on options for increased accountability measures being exercised by staff.

The Chief Financial Officer has reviewed this report and agrees with the financial impact information.

Equity/Accessibility Matters

TTC Board and Committee meetings are held at Toronto City Hall or the TTC Head Office location (1900 Yonge Street). These facilities are accessible and attendant support services are on-hand to assist members of the public with personal care needs.

Board meetings held at Toronto City Hall are also live-streamed to the TTC's YouTube Channel.

The 2019 meeting schedule avoids meetings on days of cultural or religious significance.

Decision History

The Audit Committee's mandate was expanded in May 2015 to include Risk Management which resulted in the Committee being renamed the Audit & Risk Management Committee. In addition, the Board established a Human Resources and Labour Relations Committee.

[Item 9 – Decision – Auditor General's Report – TTC – Results of 2015 Follow-Up of Previous Audit Recommendations](http://www.ttc.ca/About_the_TTC/Commission_reports_and_information/Commission_meetings/2015/May_27/Reports/Decisions/AG_Report_TTC_Results_of_2015_Follow_Up_of_Previous_Recommen.pdf)

(http://www.ttc.ca/About_the_TTC/Commission_reports_and_information/Commission_meetings/2015/May_27/Reports/Decisions/AG_Report_TTC_Results_of_2015_Follow_Up_of_Previous_Recommen.pdf)

At the same meeting, on May 27, 2015, the TTC Board established the Budget Committee.

[Item 25 – Decision – 2016 TTC Budgets Process](http://www.ttc.ca/About_the_TTC/Commission_reports_and_information/Commission_meetings/2015/May_27/Reports/Decisions/2016_TTC_Budgets_Process.pdf)

(http://www.ttc.ca/About_the_TTC/Commission_reports_and_information/Commission_meetings/2015/May_27/Reports/Decisions/2016_TTC_Budgets_Process.pdf)

At its meeting on May 28, 2014, the Board approved adding a separate Board meeting for strategy purposes in its annual schedule.

[Notice of Motion – Annual TTC Board Meeting Schedule](http://www.ttc.ca/About_the_TTC/Commission_reports_and_information/Commission_meetings/2014/May_28/Reports/Decisions/Annual_TTC_Board_Meeting_Schedule.pdf)

(http://www.ttc.ca/About_the_TTC/Commission_reports_and_information/Commission_meetings/2014/May_28/Reports/Decisions/Annual_TTC_Board_Meeting_Schedule.pdf)

Issue Background

The City Manager and City Clerk prepared a report recommending changes to the City's governance structure in order to calibrate the governance structure for the reduced Council size. The report, entitled [Recalibrating City Council's Governance System for 26 Members](http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2019.CC1.1) (<http://app.toronto.ca/tmmis/viewAgendaItemHistory.do?item=2019.CC1.1>) was considered by City Council at its meeting on December 4 – 5, 2018. The report also specifically addresses the TTC Board by reducing the Council Members appointed to the Board from seven to five.

At its meeting on December 13, 2018, City Council adopted a motion recommending the appointment of a sixth Council member to the TTC Board, thus amending the Board's overall composition from eleven to ten members (six Council members and four Citizen appointments).

Comments

In consideration of changes to the Board's composition and recognizing that Council Members' will have increased demands on their time, staff have reviewed where opportunities may exist for efficiencies to be implemented that would reduce the time commitment required of Board Members while still ensuring appropriate oversight and decision making opportunities.

Committees of the Board

The TTC Board had three Committees during its 2014-2018 term: Audit & Risk Management Committee, Budget Committee and Human Resources and Labour Relations Committee. Each Committee was comprised of a maximum of five Board members (less than half the total Board composition). Audit & Risk Management Committee met quarterly. Budget Committee and the Human Resources and Labour Relations Committee meetings were scheduled on a quarterly basis until 2017 when the Board approved scheduling meetings on an as required basis. This was due to the fact that meetings of both Committees, when scheduled, were often rescheduled or

cancelled due to timing issues associated with factors such as collective bargaining and the City budget process.

Recommendations related to each Committee are below.

Audit & Risk Management Committee

The Audit & Risk Management Committee assists the Board in fulfilling its oversight responsibilities in the following areas:

- financial reporting process and financial statements
- external audit of the financial statements
- enterprise risk management
- system of internal control
- audit function
- regulatory audits
- compliance with laws and regulations
- internal special investigation activities

This Committee should be continued, with a further governance review being conducted to determine which matters should be handled solely by the Audit & Risk Management Committee and which items are to be forwarded to the Board for consideration.

Currently the Audit & Risk Management Committee is composed of five Members. This represents over half of the new TTC Board membership and is too large. The composition of the Audit & Risk Management Committee should be reduced to three members to reflect the overall reduction in the size of the TTC Board.

Budget Committee

The Budget Committee establishes and makes recommendations to the Board regarding the budget strategy for the annual TTC and Wheel-Trans Operating Budgets and the 10-Year Capital Plan. The Committee is also responsible for reviewing detailed budget presentations from staff regarding ridership and revenue forecasts, proposed service levels, workforce requirements and operating and capital expenditure needs.

Staff recommend that this Committee be dissolved in favour of establishing a Working Group comprised of a maximum of two Board members and TTC staff. The two Board members will provide expertise and assistance to staff in preparation for the annual budget process. This approach lessens the frequency of formal meetings while still aligning with the City's budget reporting requirements and timing.

Human Resources and Labour Relations Committee

The Human Resources and Labour Relations Committee assists the Board in fulfilling its obligations relating to labour relations, human resources and health and safety. The Committee is also responsible for the performance evaluation and compensation strategy for the Chief Executive Officer, review of succession planning, compensation strategies and other labour matters and reviewing the mandate for collective agreement negotiations.

The overall responsibility for human resources and labour relations lies with the Board, therefore staff recommend dissolving this Committee and forwarding any items that

would typically be within the Committee's mandate to the Board. The TTC has just concluded its latest round of collective bargaining and has negotiated and arbitrated contract terms with its Unions. Should the Board deem it necessary, it can establish a time-limited special Committee or Working Group to address bargaining specific issues when the TTC approaches the expiration of these current collective agreements with the Unions.

Opportunities for Board Meeting Efficiencies

In order to manage the number of items being presented to the Board for consideration while simultaneously seeking opportunities to improve decision making efficiency, it is recommended that staff begin to review options where delegated authority from the Board to staff is feasible. A report from staff on this matter can be presented to the Board for its consideration in Q1 2019.

Schedule of Meetings

The proposed schedule has been prepared subject to the Board's adoption of Recommendations 1 – 4 in this report.

As in previous years, the 2019 Board meeting schedule has been developed based on a monthly meeting format. There are no meetings scheduled for the month of March and August. TTC Board meetings have been scheduled ahead of City Executive Committee meetings whenever possible in order to facilitate transmittal of key items.

A separate Board meeting for strategy purposes is no longer included in the schedule in an effort to reduce the total number of Board meetings and to lessen the time commitment required of the majority of Board members.

In accordance with its Terms of Reference, there are four recommended meeting dates for the Audit & Risk Management Committee during the months of February, May, September and December. This schedule takes into consideration anticipated timing of items such as annual financial and external auditor reporting.

Meetings of the TTC's two subsidiary companies, the Toronto Transit Commission Insurance Company Limited and the Toronto Coach Terminal Inc. are scheduled in advance of the February and June Board meetings. These meetings are noted on the 2019 Schedule of Meetings (calendar view), included as Attachment 1 to this report.

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Signature

Richard J. Leary
Chief Executive Officer

Attachments

Attachment 1 – 2019 Schedule of Meetings (calendar view)

**Attachment 1
2019 Schedule of Meetings**

January 2019

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
		1 <i>New Year's Day</i>	2	3	4 <i>Meetings end by 3:30pm</i>	5
6	7 <i>Orthodox Christmas (Eastern)</i>	8	9	10 TTC Board	11 <i>Meetings end by 3:30pm</i>	12
13	14 General Government and Licensing Committee	15 Community Councils	16 Economic and Community Development Committee	17 Infrastructure and Environment Committee	18 <i>Meetings end by 3:30pm</i>	19
20	21 Board of Health	22 Planning and Housing Committee	23 Executive Committee	24 TTC Board	25 <i>Meetings end by 4:00pm</i>	26
27	28 Budget Committee (2019 Capital, Operating and Rate Budget Launch)	29	30 City Council	31 City Council		

**Attachment 1
2019 Schedule of Meetings**

February 2019

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
					1 <i>Meetings end by 4:00pm</i>	2
3	4 Budget Committee (2019 Budget review)	5 <i>Lunar New Year</i>	6 Budget Committee (2019 Budget review)	7 Budget Committee (Public Presentations on the 2019 Budget)	8 <i>Meetings end by 4:30pm</i>	9
10	11 Budget Committee (Public Presentations on the 2019 Budget)	12 Planning and Housing Committee	13 Budget Committee (2019 Budget wrap up)	14 Community Councils	15 <i>Meetings end by 4:30pm</i>	16
17	18 <i>Family Day</i>	19 TTC Audit & Risk Management Committee	20 Budget Committee (2019 Budget Final wrap up)	21	22 <i>Meetings end by 4:30pm</i>	23
24	25 Board of Health	26 Special City Council (Planning and Housing Committee, Community Councils and New Business)	27 Toronto Coach Terminal Inc. and TTC Insurance Company Ltd. TTC Board	28		

**Attachment 1
2019 Schedule of Meetings**

March 2019

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
					1 <i>Meetings end by 4:30pm</i>	2
3	4 Special Executive Committee (2019 Budgets)	5 General Government and Licensing Committee	6 Economic and Community Development Committee	7 Special City Council (2019 Budgets)	8 <i>Meetings end by 5:00pm</i>	9
10	11 <i>March Break</i>	12 <i>March Break FCM Board of Directors (Penticton, BC)</i>	13 <i>March Break FCM Board of Directors (Penticton, BC)</i>	14 <i>March Break FCM Board of Directors (Penticton, BC)</i>	15 <i>March Break FCM Board of Directors (Penticton, BC)</i>	16
17	18 Infrastructure and Environment Committee	19 Community Councils	20 Planning and Housing Committee	21 Executive Committee	22 <i>Meetings end by 6:00pm</i>	23
24	25	26	27 City Council	28 City Council	29 <i>Meetings end by 6:30pm</i>	30
31						

**Attachment 1
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April 2019

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
	1 General Government and Licensing Committee	2 Infrastructure and Environment Committee	3 Economic and Community Development Committee	4 Planning and Housing Committee	5 <i>Meetings end by 6:30pm</i>	6
7	8 Board of Health	9 Executive Committee	10	11 TTC Board	12 <i>Meetings end by 6:30pm</i>	13
14	15	16 City Council	17 City Council	18	19 <i>Good Friday</i>	20 <i>Passover</i>
21 <i>Easter</i>	22 <i>Easter Monday</i>	23 General Government and Licensing Committee	24 Community Councils	25 Infrastructure and Environment Committee	26 <i>Holy Friday (Eastern)</i>	27
28 <i>Easter (Eastern)</i>	29 Economic and Community Development Committee	30 Planning and Housing Committee				

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May 2019

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
			1 Executive Committee	2	3 <i>Meetings end by 7:00pm</i>	4
5 <i>Ramadan begins at sundown</i>	6 Board of Health	7	8 TTC Board	9	10 <i>Meetings end by 7:00pm</i>	11
12	13	14 City Council	15 City Council	16	17 <i>Meetings end by 7:30pm</i>	18
19	20 <i>Victoria Day</i>	21 General Government and Licensing Committee	22 Community Councils	23 Infrastructure and Environment Committee	24 <i>Meetings end by 7:30pm</i>	25
26	27 Economic and Community Development Committee	28 Planning and Housing Committee	29 TTC Audit & Risk Management Committee	30 <i>FCM Annual Conference (Quebec City, QC)</i>	31 <i>FCM Annual Conference (Quebec City, QC)</i>	

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2019 Schedule of Meetings**

June 2019

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
						1 FCM Annual Conference (Quebec City, QC)
2 FCM Annual Conference (Quebec City, QC)	3	4 <i>Eid Al Fitr at sundown</i>	5 Eid Al Fitr	6 Executive Committee	7 <i>Meetings end by 7:30pm</i>	8
9	10 Board of Health	11	12 Toronto Coach Terminal Inc. and TTC Insurance Company Ltd. TTC Board	13	14 <i>Meetings end by 7:30pm</i>	15
16	17	18 City Council	19 City Council	20	21 National Aboriginal/Indigenous Persons Day	22
23	24 General Government and Licensing Committee	25 Community Councils	26 Economic and Community Development Committee	27 Infrastructure and Environment Committee	28 <i>Meetings end by 7:30pm</i>	29
30						

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July 2019

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
	1 <i>Canada Day</i>	2	3 Planning and Housing Committee	4 Executive Committee	5 <i>Meetings end by 7:30pm</i>	6
7	8 Board of Health	9	10 TTC Board	11	12 <i>Meetings end by 7:30pm</i>	13
14	15	16 City Council	17 City Council	18	19 <i>Meetings end by 7:30pm</i>	20
21	22	23	24	25	26 <i>Meetings end by 7:30pm</i>	27
28	29	30	31			

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August 2019

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
				1	2 <i>Meetings end by 7:30pm</i>	3
4	5 <i>Civic Holiday</i>	6	7	8	9 <i>Meetings end by 7:00pm</i>	10
11	12 <i>Eid Al Adha</i>	13	14	15	16 <i>Meetings end by 7:00pm</i>	17
18	19	20	21	22	23 <i>Meetings end by 6:30pm</i>	24
25	26	27	28	29	30 <i>Meetings end by 6:30pm</i>	31

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September 2019

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
1	2 <i>Labour Day</i>	3	4 General Government and Licensing Committee	5 Economic and Community Development Committee	6 <i>Meetings end by 6:30pm</i>	7
8	9 Infrastructure and Environment Committee	10 <i>FCM Board of Directors (Waterloo and Kitchener, ON)</i>	11 <i>FCM Board of Directors (Waterloo and Kitchener, ON)</i>	12 <i>FCM Board of Directors (Waterloo and Kitchener, ON)</i>	13 <i>FCM Board of Directors (Waterloo and Kitchener, ON)</i>	14
15	16 Community Councils	17 Planning and Housing Committee	18 Executive Committee	19 TTC Audit & Risk Management Committee	20 <i>Meetings end by 6:00pm</i>	21
22	23 Board of Health	24 TTC Board	25	26	27 <i>Meetings end by 5:30pm</i>	28
29	30 <i>Rosh Hashanah</i>					

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October 2019

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
		1 <i>Rosh Hashanah</i>	2 City Council	3 City Council	4 <i>Meetings end by 5:30pm</i>	5
6	7 General Government and Licensing Committee	8 <i>Yom Kippur at sundown</i>	9 <i>Yom Kippur</i>	10 Community Councils	11 <i>Meetings end by 5:30pm</i>	12
13	14 <i>Thanksgiving Day</i>	15 Planning and Housing Committee	16 Economic and Community Development Committee	17 Infrastructure and Environment Committee	18 <i>Meetings end by 5:00pm</i>	19
20	21 Board of Health TTC Board	22	23 Executive Committee	24	25 <i>Meetings end by 5:00pm</i>	26
27 <i>Diwali</i>	28	29 City Council	30 City Council	31		

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November 2019

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
					1 <i>Meetings end by 4:30pm</i>	2
3	4 General Government and Licensing Committee	5 Community Councils	6 Economic and Community Development Committee	7 Infrastructure and Environment Committee	8 <i>Meetings end by 3:30pm</i>	9
10 <i>Mawlid al Nabi</i>	11 <i>Remembrance Day</i>	12 Board of Health TTC Board	13 Planning and Housing Committee	14 Executive Committee	15 <i>Meetings end by 3:30pm</i>	16
17	18 <i>FCM Board of Directors (Ottawa)</i>	19 <i>FCM Board of Directors (Ottawa)</i>	20 <i>FCM Board of Directors (Ottawa)</i>	21 <i>FCM Board of Directors (Ottawa)</i>	22 <i>FCM Board of Directors (Ottawa)</i>	23
24	25	26 City Council	27 City Council	28	29 <i>Meetings end by 3:30pm</i>	30

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December 2019

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
1	2 General Government and Licensing Committee	3 Community Councils	4 Economic and Community Development Committee	5 Infrastructure and Environment Committee	6 <i>Meetings end by 3:30pm</i>	7
8	9 Board of Health TTC Audit & Risk Management Committee	10 Planning and Housing Committee	11 Executive Committee (includes 2020 Rate budgets)	12 TTC Board	13 <i>Meetings end by 3:30pm</i>	14
15	16	17 City Council (includes 2020 Rate budgets)	18 City Council (includes 2020 Rate budgets)	19	20 <i>Meetings end by 3:30pm</i>	21
22	23 Hanukah	24	25 Christmas Day	26 Boxing Day Kwanzaa	27 <i>Meetings end by 3:30pm</i>	28
29	30	31				