

Governance Committee Terms of Reference

Background

- A. TCC was established as a non-profit organization in 2019 and received charitable registration status in December 2021.
- B. TCC's purpose is to provide a public amenity by establishing, administering, and maintaining a multi-use recreational and cultural facility, including a gymnasium, auditorium, dance/multi-use studios, library, archive and museum, in northeast Scarborough, Ontario, for use by members of the Tamil community and general public, (hereinafter referred to as the "community centre" or "facility")
- C. TCC is currently in the pre-design phase of the project, with construction expected to begin in the first quarter of 2024. Prior to the start of construction, TCC is expected to incur costs related to project management (PMO), professional services and architectural services.
- D. TCC entered into a land lease with the City of Toronto dated February 15 2022, for the land on which the facility will be located (hereinafter referred to as "Property"). TCC will own the facility. The project will be located at 311 Staines Road, Scarborough. TCC must construct the project and conduct future operations in compliance with the land lease.
- E. TCC applied for and has become the successful recipient of bi-lateral government funding through the Investing in Canada Infrastructure Program: Community and Culture Stream. TCC entered into a Transfer Payment Agreement dated February 28, 2022 with the Province of Ontario that outlines the terms and conditions on how the TCC can receive and use the approved funds.
- F. Provided the TCC is governed by a voluntary Board of Directors, it has procured professional Accounting and Bookkeeping services to support the delivery of the project.
- G. Provided the TCC is governed by a voluntary Board of Directors, it has procured professional Project Management Office services to support the delivery of the project.
- H. TCC wishes to establish Terms of Reference for the Governance Committee that will report to the Project Committee, to recommend a governance structure for TCC to the community on behalf of the TCC Board of Directors.

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Interpretation

CONFLICTS

- A. In the event of a conflict between these Terms of Reference and the TCC's incorporation documents, the incorporation documents will govern.
- B. In the event of a conflict between these Terms of Reference and the Project Committee Terms of Reference, the Project Committee Terms of Reference will govern.

AMENDMENTS

These Terms of Reference may only be amended, supplemented or replaced by TCC Board of Directors approval.

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Mandate and Membership

MANDATE

As more particularly defined in these Terms of Reference, the Governance Committee is constituted to recommend a governance structure for post-construction operations of the TCC to the community on behalf of the TCC Board of Directors. This specifically includes:

- A. to recommend a public consultation process to the TCC Board of Directors for the Summer of 2022
- B. to conduct public consultations with community organizations and community members online/in-person, and online beginning in the Winter of 2022
- C. to hold meetings with community organizations and community members during the course of this work
- D. to support the User Committee by looking into governance structures of specific spaces in the TCC such as the museum and library spaces
- E. to recommend a governance structure to the TCC Board of Directors for approval by January 2024, which will then be shared with the community

MEMBERSHIP

The number of members on the Governance Committee will be determined by the TCC Board of Directors.

TERM

Governance Committee members are entitled to serve for a term equal to when the project reaches substantial completion changes.

CHANGES

The TCC Board of Directors can change their respective nominees at any time, provided however that in recognition of the long-term nature of the Project:

- A. they will use reasonable efforts to minimize turnover of its nominees;
- B. they will use reasonable efforts to help replacement nominees get up to speed with the Governance Committee's activities; and
- C. where they expect to change a nominee, they may invite the replacement nominee to participate in Governance Committee meetings as a non-voting observer prior to the change of nominee to facilitate the transition.

CHAIR

The Chair of the Governance Committee will be appointed by the TCC Board of Directors.

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Responsibilities and Authority

TCC APPROVAL PROCESS

To the extent that the Project, or any aspect thereof, requires any approvals by the TCC Board of Directors in accordance with the Applicable Policies:

- A. the Governance Committee will support the Project Committee by providing information and recommendations to include as part of any request for approval; and
- B. representatives of the Governance Committee may be requested to appear and make representations at any meeting during which such approval is being requested or considered.

PROJECT BUDGETS

The Governance Committee will at all times make recommendations that are not inconsistent with the budgets that have been approved for the Project.

OTHER

The Governance Committee will do such other acts and carry out such other duties as the Governance Committee considers necessary or advisable in respect of its mandate as set out in Article 2.

LIMITATIONS

The Governance Committee is not an agent of the TCC and does not have the power or authority to enter into binding commitments on behalf of the TCC.

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Meetings

REGULAR MEETINGS

The Governance Committee will meet at least once a month, unless the Governance Committee decides to meet more or less frequently, having regard to the schedule and status of the Project.

LOCATION OF MEETINGS

Unless otherwise agreed by the Governance Committee, all meetings will be held through virtual platforms.

ATTENDANCE

All members will use reasonable efforts to attend all meetings of the Governance Committee, provided that where a member is unable to attend, he or she will give the Governance Committee as much notice of his or her expected absence as is practicable.

QUORUM

Quorum for the conduct of business of the Governance Committee will be a simple majority of committee members.

AGENDA

The chair of the Governance Committee will prepare and circulate to the Governance Committee a draft agenda for each meeting. As the first order of business of each meeting, the agenda will be approved, subject to any changes agreed upon by the members.

MINUTES

The Governance Committee will select a member to take minutes of each meeting. As the second order of business of each meeting, the Governance Committee will approve the minutes of the prior meeting.

CHAIR

The chair will be responsible for the orderly conduct of the meeting in accordance with the agenda. In the event that the chair is absent, the Governance Committee will choose an interim chair for the purposes of that meeting only.

DECISIONS

All decisions of the Governance Committee will be made by majority vote of those present or represented by proxy at a meeting of the Governance Committee. In the event of a tie, the chair of the Governance Committee will not have a deciding vote. Decisions may also be made in writing signed by all members of the Governance Committee. Where a vote is tied, the Governance Committee will first use reasonable efforts to resolve the applicable issue and to vote again, provided that if the stalemate is not broken, then the decision will be escalated to the Project Committee.

ACTION ITEMS

As the final order of business of each meeting, the Governance Committee will agree on a list of tasks to be completed in time for the next meeting and will decide which member(s) will be responsible for each task. Members will use reasonable efforts to complete their assigned tasks in a timely manner.

DEADLOCKS

In the event that the Governance Committee is deadlocked, the Project Committee will meet to resolve the deadlock in good faith and in a timely manner.

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Standing Committees

TERMS OF REFERENCE

The terms of reference for the Standing Committees will be established by the TCC Board of Directors. Those terms of reference will be compatible with these Terms of References.

SHARING OF INFORMATION

Standing Committee chairs will share communication of their committees with one another.