

## HERITAGE TORONTO BOARD OF DIRECTORS' MINUTES

The meeting of the Heritage Toronto Board was held on Wednesday March 13, 2019, at St. Lawrence Hall, 157 King Street East, 3<sup>rd</sup> floor.

PRESENT:	Richard Moorhouse (Chair)	Peter Berton
	Fallon Butler	Liza Chalaidopoulos
	Tyler Greenleaf	Andrew Himel
	Peggy Hornell	Peter Ignazi
	Gene Jamieson	Kadi Kaljuste
	Louis Kan	Sean Kheraj
	Donald Loucks	Lisette Mallet
	Kate Marshall	Allan Penning
	Aaron Sanderson	Karen Whaley
REGRETS:	Linda Strachan	Councillor Mike Colle
	John Belyea	Councillor Paula Fletcher
ALSO PRESENT:	Allison Bain, Executive Director	
	Camille Bégin, Manager Plaques and Public Education	
	Lucy Di Pietro, Manager, Marketing and Communications	
	Amanda LeClair, Operations Coordinator	
	Natalie Lem, Manager, Community Development	
	Candice McCavitt, Manager, Fund Development	
	Kaitlin Wainwright, Director of Programming	

### **A. OPENING REMARKS, AGENDA AND MINUTES**

#### **1. Acknowledgement of Traditional Territory**

Mr. Moorhouse made an indigenous land acknowledgement to start the meeting.

*We acknowledge the land we are standing on is the traditional territory of many nations including the Mississaugas of the Credit, the Anishnabeg, the Chippewa, the Haudenosaunee and the Wendat peoples and is now home to many diverse First Nations, Inuit and Métis peoples. We also acknowledge that Toronto is covered by Treaty 13 with the Mississaugas of the Credit.*

#### **2. Call to Order**

Mr. Richard Moorhouse, Chair, called the meeting to order at 6:00 pm.

#### **3. Introductions and Opening Remarks by Chair and Executive Director**

Mr. Moorhouse updated the board on the appointment of city representatives to the board of directors, Councillor Paula Fletcher and Mayor Designate Councillor Mike Colle. He also noted that Brent Pearlman has officially resigned from the board. It was agreed the minutes should reflect Brent's contributions to the agency.

Mr. Moorhouse proceeded to thank the board members and staff who worked on the State of Heritage project launch. He also noted that significant media coverage had been gained from the release of the

report, so much so, that Heritage Toronto has now been contacted by heritage groups across the country for more information on our process and findings.

Ms. Bain welcomed Natalie Lem, our new Manager of Community Engagement, to the meeting.

#### **4. Approval of Agenda**

Mr. Moorhouse received approval from the board for the evening's agenda.

#### **5. Approval of Minutes of Previous Board Meeting**

**H19-03 ADOPTION OF MINUTES** of the Board of Directors meeting of December 12, 2018.

**(Carried)**

Moved by Ms. Marshall, seconded by Ms. Kaljuste and approved unanimously.

#### **6. Declarations of Confidentiality and Conflict of Interest**

Mr. Moorhouse confirmed that there were no declarations of Confidentiality or Conflict of Interest.

### **B. CONSENT AGENDA**

**H19-01 APPROVAL OF CONSENT AGENDA**

**(Carried)**

Moved by Mr. Loucks, seconded by Mr. Berton and approved unanimously.

**H19-02 PLAQUES APPROVALS**

**(Carried)**

Commemorative Plaque Applications: Toronto Island Community

Commemorative Plaque Applications: Shipwrecks at Gibraltar Point

Commemorative Plaque Applications: Main Street, GTR Roundhouse

### **C. REPORTS**

#### **1. CHAIR'S REPORT**

##### **1.1 Board Appointments**

The Executive Committee met with city staff from Public Appointments to communicate the current skills prioritized for Board recruitment, including experience in the heritage field, diversity and youth. Discussion ensued with Board members reinforcing the need for a more diverse board as well as suggestions for recruitment strategies. Mr. Moorhouse clarified that public nominations would be open until mid-May and board members were requested to consider and encourage individuals to apply at the City of Toronto website.

##### **1.2 Chair's Priorities**

Mr. Moorhouse detailed his meeting with Heritage Toronto staff which took place a few weeks prior, emphasizing the need for the organization to build its public profile, continue to strengthen its financial position and continue to transform the agency's programs.

##### **1.3 Strategic Planning**

Mr. Moorhouse reminded the Board of the 2016-2019 Strategic Plan. He stated that a Board priority for 2019 was to renew the Plan. The timing for a Board strategic plan retreat will be in early 2020 to provide new Board members, joining the Board at the September meeting, time to learn about the agency. He is hopeful that retiring Board members will agree to participate in the retreat.

##### **1.4 Board Committees (report attached to board package)**

Mr. Moorhouse opened the discussion of the new committee structure, from seven committees to six, but combining the Programming Committee and the Plaques Committee into one unit. Mr. Moorhouse presented the motion to approve the new committee structure as presented.

#### **H19-04 MOTION TO APPROVE NEW COMMITTEE STRUCTURE**

**(Carried)**

Moved by Mr. Berton, Seconded by Mr. Kheraj, and approved unanimously.

Mr. Moorhouse discussed the new structure of six committees and the chairs for each committee. Mr. Moorhouse asked each committee chair to speak about their committee and its work.

Mr. Moorhouse also asked current board members to confirm their interest in the committees by March 18th. He also thanked former committee chairs for their work. When asked by Mr. Sanderson, Mr. Moorhouse clarified that board recruitment and evaluation currently sits with the Executive Committee.

##### **1.5 Mandate Letters**

Mr. Moorhouse stated that each committee would be provided with a Mandate Letter that would outline key priorities for 2019.

##### **1.6 Vice Chair position**

Mr. Moorhouse stated that there were currently no candidates for the vacant position of Vice Chair and recommended leaving the vacancy until the new Board members were appointed.

##### **1.7 Board Manual**

Mr. Moorhouse informed the Board that the current board manual was last updated in 2015. Ms. Bain has committed to having updated policies for the September Board meeting. Mr. Moorhouse encouraged any board member interested in board policy to contact Ms. Bain about providing support.

##### **1.8 Executive Director Performance Contract**

The Executive Committee has completed the Executive Director Performance contract for 2018 and confirmed that Ms. Bain has completed 2018 staff performance reviews. The Chair highlighted that the Executive Director's 2019 contract would be completed by the end of March.

#### **2. 2019 PROGRAM REPORT**

Ms. Bain introduced the 2019 program report. Each department head reported on priorities for 2019.

#### **3. JURIES COMMITTEE**

##### **3.1 Heritage Toronto Awards Categories**

Ms. Whaley recommended changes to be made to the nomination categories. The Architecture Award will be renamed "Built Heritage" to better communicate its intention to celebrate heritage restoration and craftsmanship. Public History will have two awards within the category and the Book and Short Publication categories will be combined in the category "Historic Writing". Discussion ensued and Ms. Whaley stated she would be taking into consideration the Board members' feedback on the proposed changes.

#### **4. PLAQUES REPORT**

##### **4.1 Maintenance Fund**

Mr. Berton opened discussion regarding the current plaque maintenance fund, created in 2005. Referencing his memo in the Board package, Mr. Berton recommended a reduction of the

plaque maintenance fund from 10% to 5%. The 5% difference would be reallocated to the operating budget and directed to Heritage Toronto curated plaques.

**H19-05 MOTION TO DESIGNATE 5% OF GROSS PLAQUE REVENUES,  
EXCLUDING CENTURY HOUSE PLAQUES, TO THE PLAQUE MAINTENANCE FUND  
(Carried)**

Moved by Mr. Berton, Seconded by Mr. Keraj, and approved unanimously.

**5. DEVELOPMENT COMMITTEE**

Mr. Greenleaf encouraged every Board member to be a member or donor and purchase a ticket to the Heritage Toronto Awards. He also reminded Board members of the commitment to attend tours and plaque unveilings and their role in acting as agency ambassadors and encouraging and collecting donations on behalf of the agency.

**6. FINANCE AND AUDIT COMMITTEE**

**6.1 2018 Pre-Audit Actuals and 2019 Projected Budget**

Mr. Kan presented the 2018 Pre-Audit Actuals and the 2019 projected budget.

**H19-06 MOTION TO APPROVE 2018 PRE-AUDIT ACTUALS AND 2019 PROJECTED BUDGET  
(Carried)**

Moved by Mr. Kan, Seconded by Mr. Greenleaf, and approved unanimously.

**6.2 Motion to Transfer Funds**

Mr. Kan presented the motion to transfer the 2018 year-end accumulated operating fund surplus of \$153,685, subject to any audit adjustment, to the internally restricted Heritage Innovation Fund.

**H19-07 MOTION TO APPROVE THE TRANSFER OF THE 2018 YEAR-END ACCUMULATED  
OPERATING FUND SURPLUS  
(Carried)**

Moved by Mr. Loucks, Mr. Greenleaf seconds, and approved unanimously.

**6.3 Financial Management Policies and Procedures**

Mr. Kan presented the draft 2019 Financial Policies and Procedures document to the board.

**H19-08 MOTION TO APPROVE THE FINANCIAL MANAGEMENT POLICIES AND PROCEDURES  
(Carried)**

Moved by Ms. Mallet, seconded by Ms. Marshall, and approved unanimously.

**C. OTHER BUSINESS**

There being no other business, the meeting was adjourned at 7:57pm.

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Richard Moorhouse, Chair