



GOVERNANCE GUIDELINES

Approved by the Board July 21st 2022

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Introduction

The *YMCA of Greater Toronto Governance Guidelines* is a resource for the Association. First adopted by the Board of Directors on August 24, 2006. The YMCA Governance Guidelines are available to all stakeholders interested in how the YMCA of Greater Toronto (YMCA) is governed, and can be found on the YMCA website at www.ymcaqta.org.

Members of the Board of Directors use the Governance Guidelines as their key resource and reference for Board approved policies and guidelines. For more information, Directors may contact the Chair of the Governance & Nominating Committee.

Governance Philosophy and Principles

The YMCA of Greater Toronto believes that good corporate governance is not just about rules and regulations. Culture and ethical behaviour, in addition to policies and procedures, are the cornerstones of effective governance.

The YMCA is committed to operating in an ethical and responsible way. The Board sets the “tone at the top” regarding what is right and wrong. They effectively communicate their commitment to integrity and ethics in words and deeds.

The Board of Directors:

- Ensures effective governance on behalf of all stakeholders.
- Ensures there is an overall strategic direction and plan that is regularly monitored.
- Provides oversight and monitoring when it comes to such strategic frameworks as culture, ethics, risk strategy and internal control, as these are critical to the Association’s long-term success.
- Engages in ongoing strategic analysis of Association activities, opportunities and challenges in the Greater Toronto Area.
- Sets goals and monitors performance to ensure the Association is in good financial health and achieving its goals year over year.
- Provides strategic links between the Association and the communities it serves.
- Safeguards the reputation of the YMCA of Greater Toronto with the public, and key stakeholders and constituencies.

Terms Used in the Guidelines

- “Board of Directors” or “Board” refers to the governing body of the Organization.
- “By-law” refers to General By-law No. 10.
- “Chair” refers to a person presiding over the Board or a committee.
- “Charity” refers to an entity that has qualified for charitable registration under the *Income Tax Act*, eligible to issue tax receipts for donations.
- “Director” refers to any duly elected or appointed member of a Board of Directors.
- “Management” refers to the President & CEO and the senior managers who report to the President & CEO, and are responsible for the general management and supervision of YMCA operations.
- “Organization” or “Association,” unless specified otherwise, refer to the YMCA of Greater Toronto incorporated under a Special Act of 1923 of the Legislative Assembly of Ontario.
- “YMCA” means the YMCA of Greater Toronto.

Section 1

Purpose and Scope

- 1.1 Purpose
- 1.2 Scope

1.1 Purpose

This document outlines the guidelines for the governance of the YMCA of Greater Toronto.

Guidelines include by-laws, Board structure, terms of reference and responsibilities, rules of procedure, and other policy areas such as conflict of interest, protection of assets, confidentiality and privacy. To be consistent with the YMCA's commitment to good governance practices, the Board of Directors annually reviews these guidelines to ensure the legal and ethical responsibilities of the Board are being met.

1.2 Scope

These guidelines address Board composition and selection, Director responsibilities and orientation, the role and functioning of the Board, Chair, President & CEO, Board committees, other key Association policies approved by the Board and the annual Board/Director evaluation process.

Section 2

Mission, Vision, Values

- 2.1 Mission, Vision, Values
- 2.2 Strategic Plan 2020-2025 “*Ignite the Light*” Executive Summary

2.1 Mission, Vision, Values

Mission

The YMCA of Greater Toronto is a charity that ignites the potential in people, helping them grow, lead and give back to their communities.

Vision

Vibrant communities where everyone can shine

Values

Kindness

We are caring and compassionate.

Well-being

We are dedicated to people’s physical, social, and mental health.

Integrity

We are truthful, trustworthy, and take responsibility for our choices, actions, and commitments.

Inclusiveness

We strive to create welcoming places and programs where everyone feels they belong.

Respect

We treat every person with dignity.

Optimism

We believe in the strengths and potential in people and communities.

2.2 Strategic Plan 2020-2025 “Ignite the Light” Executive Summary

In early 2019, our YMCA was poised to begin a fresh new chapter in our charity’s history. Strong Start, Great Future — our plan for 2010–2020 — was coming to an end. We were eager to step up with a new plan and meet a range of exciting possibilities and complex challenges that had emerged in our communities.

Two weeks before launching our new strategic plan, COVID-19 shuttered most of our 450 YMCAs across the GTA. We sprang into action. From emergency child care for frontline workers to a brand-new online community for older adults — to name just two of dozens of examples — our teams pivoted in incredibly innovative ways to help our communities when they needed us most.

Though we dove into new offerings and transformed existing ones, it quickly became clear that **COVID-19 was exacerbating many of the needs we had identified** in our planning. These included several crises the GTA has been grappling with for years: those around growing mental health issues, affordable housing, accessible child care, our precarious labour market, and isolation among older adults.

Inequity is a common thread, connecting them all. Long before the pandemic, one of the leaders we consulted on this new strategic plan told us quite simply: “The GTA has outgrown its clothes.” Our exponential growth brought welcome diversity and opportunity, but not everyone shares fully in the benefits. **Some of our community members are being left behind.**

In this context, maps showing COVID-19 clustering in low-income neighbourhoods with concentrations of racialized communities were tragic — but not surprising. Anti-Black and anti-Indigenous racism is deep-rooted, systemic and has plagued our communities for centuries. In the spring and summer of 2020, deaths and violence in the US and right here in the GTA were a wake-up call for many. It took the quiet of quarantine for us to hear the alarm, but it’s been sounding for generations.

In the wake of the pandemic and the reckoning with anti-Black racism that swept the world in 2020, we certainly recalibrated. And, we remain committed to Truth and Reconciliation. We know our future holds more uncertainty and change, and we are prepared to continue to adapt. Ignite the Light gives us the flexibility we need to be nimble and respond as our communities’ needs evolve.

But we also have deep roots: core capabilities and convictions that ground us. The new strategic plan you are about to read stays true to those roots, hinging on a few simple but powerful aspirations. Namely, Ignite the Light is about boosting well-being and promoting equity. In the future we see for the GTA, everyone will have opportunities to shine.

Section 3

By-laws

- 3.1 By-law No. 10 – YMCA of Greater Toronto
 - 3.1.1 Indemnity of Directors and Officers
- 3.2 By-law No. 12 – YMCA Canada

3.1 By-law No. 10: YMCA of Greater Toronto

The General By-law No. 10 of the YMCA of Greater Toronto relates to the administration and affairs of the Organization. Directors have a duty to ensure that the Organization and its Directors comply with the By-law, which provides the framework for decision-making and for how the YMCA operates.

The By-law describes the objectives of the YMCA and contains the following provisions: membership composition and qualification; Board of Directors composition, including powers, election, voting, no remuneration, indemnity and insurance provisions; Board committees; Board meetings, including notice, quorum and minutes; officers and duties; Annual Meeting of members, including voting and notice requirements; amendment and repeal of by-law provisions.

The YMCA serves multiple constituencies, including members, participants, volunteers, staff, donors, regulators and program delivery partners, including government funders. Management will periodically arrange a by-law/legal review, to ensure the YMCA continues to meet its legal requirements and responsibilities to the various constituencies.

3.1.1 Indemnity of Directors and Officers

The YMCA's By-law clarifies that the Association shall maintain insurance to protect its Directors and officers, except for any liability resulting from the Director's or officer's deliberate act or willful violation of a statute or regulation.

3.2 By-law No. 12: YMCA Canada

The YMCA of Greater Toronto is a member of YMCA Canada, a federation of YMCAs and YMCA-YWCAs across Canada. Each member association must meet membership requirements governed by the National Council of YMCAs of Canada. The Chair and President & CEO of the YMCA of Greater Toronto shall attest annually to the Organization's compliance with the conditions of membership requirements outlined in the Constitution and By-laws of YMCA Canada.

Section 4

Board Composition and Selection

- 4.1 Board Size and Selection of Directors
- 4.2 Board Chair Selection Criteria
- 4.3 Vice-Chair(s) Selection Criteria
- 4.4 Independence of Directors
- 4.5 Director Recruitment, Orientation and Development
- 4.6 Term of Appointment
- 4.7 Resignation of Directors

4.1 Board Size and Selection of Directors

The YMCA's By-law provides for a Board of fifteen (15) Directors. Directors are elected annually by the Board for approval at the Annual Meeting of voting members. The Board may fill vacancies in existing or new Director positions. Directors so appointed by the Board will serve only until the next Annual General Meeting. Nominees for membership on the Board will be recommended to the Board by the Governance & Nominating Committee. The Board will recommend the nominees to the voting members for approval at the Annual Meeting. In selecting nominees, the Governance & Nominating Committee will assess the ability to contribute to the effective governance of the YMCA, taking into account the needs of the YMCA and Board recruitment criteria, the individual's experience, skills and knowledge appropriate and beneficial to the YMCA, in keeping with composition requirements in the By-law and other rules and regulations governing charities.

4.2 Board Chair Selection Criteria

Selection of the future Board Chair takes into account the core skills, experiences and qualities that all Directors need to have according to the Board Skills Matrix. The Governance & Nominating Committee, the outgoing Chair and the President & Chief Executive Officer should also keep in the mind the following:

- Board succession needs (as proposed by the Chair Succession Themes 2015-2025 referred to in Appendix A)
- Results of the Board Evaluation Survey
- The individual's qualities of leadership
- Capacity to lead
- Ability to maintain good working relationship with Board members, the President & Chief Executive Officer

- Effective communication skills
- The ability and willingness to travel and represent the YMCA of Greater Toronto in the Canadian, continental, and global YMCA network

4.3 Vice-Chair(s) Selection Criteria

In selecting an individual(s) to fulfill the Vice Chair(s) and additional officer roles, the current Chair, the President & Chief Executive Officer and the Chair of the Governance & Nominating Committee will propose an organizational structure and candidates to the Governance & Nominating Committee that will help fulfill the Board mandate with thought to the following criteria:

- Skills/qualities the next Chair needs to possess to move the strategic plan of the Association forward
- Results of the Board survey
- The individual's qualities of leadership
- Capacity to lead (leading a committee/task force is a beneficial experience but not necessary)

The selection of multiple Vice Chairs and other officer roles is determined based on the needs of the Association.

4.4 Independence of Directors

In order to enable the Board to act in the best interests of the Organization and to perform its oversight role of management, individual Directors must be independent and "unrelated." For example, the Board may determine that a Director with an immediate family member employed by the Organization in a senior management position may not be "independent." The Governance & Nominating Committee shall periodically review the relationships of each Director to ensure Directors have no relationship to the Organization that may interfere with the exercise of their independence from Management and the Organization.

4.5 Director Recruitment, Orientation, and Development

Knowledgeable and competent Directors are the key to developing a committed and effective Board. Management of the YMCA, working with the Governance & Nominating Committee, provides an orientation and development process for new and existing Directors.

Board Recruitment, Orientation, and Development is divided into three phases:

1. Identify Board Needs and Candidates
2. New Board Member Search and Recruitment
3. New Board Member Orientation

Phase 1: Identify Board Needs and Candidates (December to April)

Processes to accomplish

Board survey approved by GNC and reviewed by Board

Board survey distributed

Potential Board candidates identified

Candidate list finalized

Board Member Actions

Fill out survey

Retain resumes of potential candidates

Phase 2: New Board Member Search and Recruitment (April to June)

Processes to accomplish

Meet and tour Board candidates. Ask all candidates Mandatory Child Protection Questions

Update the Board with list of candidates

Conduct second meeting with finalized candidates

Conduct three reference checks for Board candidates. Ask all references Mandatory Child Protection Questions

Board Member Actions

Board Chair to meet and tour candidates

All Board Members encouraged to provide feedback about Board Candidates

GNC committee to meet with finalized candidates for second meeting

Board Chair / Board Secretary conducts reference checks

The meetings between the candidate and CEO, Board Chair and GNC committee serve two purposes. The first is to provide the YMCA individuals a chance to further articulate expectations for individual and collective Board of Directors. The second purpose of these meetings is to provide an opportunity for the individual who is considering joining the Board to articulate their interests, skills and areas in which he/she would most like to contribute during their tenure on the Board.

Phase 3: New Board Member Orientation (June – October)

Processes to accomplish

Send official offer letter to Board slate nominees

Board candidates complete PRC (and every three years while actively engaging in their volunteer role)

Board slate to be approved by Board

Board candidates receive Board preparation session and review the following:
Strategic Plans, Audited Financial Statements, Governance Guidelines, Annual Report

Board candidates review and sign Volunteer Administration Documents which include Volunteer Operating Policies Manual, AODA and Ontario Human Rights Code Fact Sheet, Contact Information sheet, Volunteer Operating Policy Acknowledgement Form, Photo and Video Consent Form, Board Code of Conduct, Conflict of Interest Form, Non-Disclosure Agreement

Board slate voted on at the Annual General Meeting

Board Orientation session conducted on the Association, operations, federation network, capital program, philanthropy and other topics prior to the Board retreat. Receives access and online training for Diligent Boards portal.

Board Member Actions

Make a motion to approve board slate

Board Members encouraged to share experiences at board preparation and orientation sessions

Attend and vote in board slate at AGM

4.6 Term of Appointment

The Directors shall be elected at the Annual Meeting of voting members, to hold office until the next Annual Meeting or until their successors are appointed. Directors may be so nominated annually to enable a Director to effectively serve for a maximum of six (6) successive terms of office of one year each.

After serving a maximum of six (6) successive terms of office of one year each, a Director shall be eligible again to be nominated for re-election after a one-year interval. A Director who serves as Chair or Vice Chair of the Board may be nominated so as to have the term served added to the maximum of six (6) successive terms of office of one year each. A maximum of three (3) Directors may be nominated each year for election to the Board of Directors beyond the maximum of six (6) successive terms of office of one year each, as provided for and outlined in the By-law.

4.7 Resignation of Directors

Directors will be required to tender a proposed letter of resignation to the Board upon the occurrence of any of the following events: the Board determines or the Director acknowledges a lack of independence; there is a change in the country of residence of the Director; failure to follow significant requirements in the terms of reference for individual Directors; or any other change which occurs in the personal or professional circumstances of the Director that might reasonably be perceived as adversely affecting their ability to effectively serve as a Director of the YMCA. In such circumstances, the Governance & Nominating Committee will review the Director's continuation on the Board, and make a

recommendation as to whether the Board should accept the Director's resignation or request that the Director continue to serve.

Section 5

Responsibilities of the Board

- 5.1 Board Mandate
- 5.2 Responsibilities of Individual Directors
- 5.3 Responsibilities of the Chair of the Board
- 5.4 Responsibilities of Vice-Chair(s)
- 5.5 Role of Committees of the Board
- 5.6 Responsibilities of Committee Chairs

5.1 Board Mandate

The Board of Directors has responsibility for the stewardship of the Association by establishing appropriate governance and risk management strategies to ensure delivery of the strategic objectives and outcomes, protection of assets, promotion of the YMCA's Mission, and sustainable long-term growth and viability. The Board must conduct the affairs of the Association in accordance with approved guidelines, policies and by-laws, and uphold the Association's Values. The Board delegates to the President & CEO the responsibility for general management and supervision of the affairs and operations of the Association, and supervises and evaluates Management's execution of Board approved strategies and plans.

The primary areas of responsibility of the Board are:

- Governance
- Risk management strategy/internal control framework
- Strategic direction
- President & CEO recruitment, selection and performance management
- Monitoring of the Association
- Establishment of Board committees
- Director development and evaluation
- Resource development
- Community representation

Terms of Reference for the Board of Directors are available in Appendix "B."

5.2 Responsibilities of Individual Directors

In addition to the Terms of Reference for the Board, the Board has established Terms of Reference for individual Directors, which describe individual responsibilities and duties. The Terms of Reference serve as a code of conduct with which each Director is expected to comply, and addresses matters such as the required level of involvement, requirements for maximizing the effectiveness of Board and committee meetings, recommendations for making effective and informed decisions, and acting in the best interests of the YMCA. The Terms of Reference require that the Directors comply with YMCA policies on conflict of interest, confidentiality and other policy areas.

Terms of Reference for individual Directors are included in Appendix “B.”

5.3 Responsibilities of the Chair of the Board

Mandate

The Chair is responsible to the Board to facilitate the operations and deliberations of the Board, and the satisfaction of the Board’s functions and responsibilities under its mandate. As described in the By-law, the Chair of the Board shall preside at all meetings of the voting members (at Annual Meetings) and at all Board of Directors meetings.

Responsibilities

- Facilitate the operations and deliberations of the Board and the satisfaction of the Board’s functions and responsibilities under its mandate.
- Preside at all meetings of the voting members (at Annual Meetings) and at all Board of Directors meetings.
- Ensure efficient conduct of Board meetings and compliance with meeting protocols.
- Chair meetings of the Board and Annual Meeting.
- Set the agenda in consultation with the President & CEO.
- Call for motions and declare decisions of the Board.
- Ensure the annual objective-setting, appraisal and remuneration of the President & CEO.
- Resolve issues with individual Directors and provide feedback.
- Support new Board members.
- Ensure Board goals are established and progress monitored.
- Leads as Chair for a two-year term.

5.4 Responsibilities of Vice-Chair(s)

Mandate

Vice-Chair(s) are responsible to the Chair of the Board and the President & CEO to play a leadership role in the functioning of the Board, willing to act as Chair-designate at the behest of the Chair and/or President & CEO should circumstances require it (e.g., absence of the Chair), and lead Board committees and task forces.

Responsibilities

- Act as Chair-designate at the request of the Chair or Board should circumstances require it (e.g. absence of the Chair or conflict of interest).
- Represent the YMCA at external functions on behalf of the Board.

5.5 Role of Committees of the Board

The Board of Directors has delegated key functions to committees of the Board. Committees are not decision-making bodies, but perform detailed work and recommend courses of action to the Board. This practice is necessary to ensure that the Board is able to fulfill its oversight role on all areas of the Association. There are currently five (5) standing committees of the Board. The committees and general responsibilities are as follows:

The Audit, Compliance and Control Systems Committee assists the Board of Directors in its oversight of the:

- Integrity of the financial statements and the financial reporting process
- Annual audit and performance of external auditor
- Integrity and performance of the YMCA's internal control systems
- Compliance with policies and procedures, including the legal and regulatory requirements
- Financial components of the capital development program
- Risk assessment and reporting

The Development Committee's role is to identify, cultivate, and solicit donations for the SSGF \$50M milestone phase of the SSGF Campaign to support the YMCA-GTA's strategic plan focusing on building new YMCA Centres of Community across the GTA.

The Governance & Nominating Committee assists the Board of Directors by recommending appropriate governance processes and principles, ensuring identification,

nomination and orientation of new Board members, assisting the Board with annual goal-setting, conducting effective evaluation of the Board/Directors' performance, ensuring the completion of the annual checklist and coordinating Board agenda planning.

The Investment Committee provides advice to the YMCA Board of Directors regarding the portfolio of investments comprised of internally and externally restricted funds. The Board of Directors and the President & CEO have given the Investment Committee full discretion in managing the assets of the Fund, as well as advising on certain short-term investments in the money market and such other matters referred to in the investment guidelines which may be amended from time to time.

The Youth Advisory Committee members are committed to the values of the YMCA of Greater Toronto while delivering on its vision and mission. We challenge ourselves and our peers in the spirit of giving of our time, energy and talent to support the YMCA so that young people will benefit as we have from opportunities to learn, to grow and to thrive in a safe & caring environment. Together, we will help to grow the YMCA by advocating for continued awareness and responsiveness to issues that impact young people living in the GTA.

The responsibilities of each committee of the Board are described in the Terms of Reference, established and approved by the Board of Directors. A work plan for each committee is created annually and distributed to the Board. Each of the committee chairs reports on the progress of the committees on a regular basis.

The Board of Directors will approve the membership of all committees and task forces, and ensure that independence requirements are met. Committees and task forces may be comprised of members of the Board and other volunteers, depending on the range of skills, experience and knowledge required to fulfilling the committee's mandate. An appropriate senior staff person will be assigned to support the work of each committee.

A Director can attend any committee meeting. The Chair and President & CEO are ex-officio members of all committees.

Terms of reference for each Board committee are available in Appendix "D."

5.6 Responsibilities of Committee Chairs

The Chair is responsible for carrying out the mandate of the committee, and for ensuring the Terms of Reference are reviewed and approved annually by the Board of Directors. Work plans shall be developed based on the Terms of Reference, and committee progress reported at least annually to the Board.

Section 6

Functioning of the Board

- 6.1 Number and Schedule of Meetings
- 6.2 Agenda
- 6.3 Distribution of Materials
- 6.4 Attendance
- 6.5 Independent Sessions
- 6.6 Access to Management and Advisors

6.1 Number and Schedule of Meetings

The Board shall hold a minimum of four (4) regularly scheduled meetings per year, including one after each quarter, and one to consider the annual operating plan and budget. Other meetings will be scheduled as required. Each year following the Annual Meeting of members, the Chair in consultation with the President & CEO will propose a schedule of Board meetings for the upcoming year for consideration by the Board. A list of scheduled Board meetings will be distributed annually to members of the Board. Additional meetings may be held from time to time as necessary or appropriate.

6.2 Agenda

The Chair and President & CEO will establish the agenda for each regularly scheduled Board meeting, using the Board calendar as the guide. It specifies key topics that need to come to the Board for discussion, as well as activities for monitoring. The Chair and President & CEO will also give consideration to any suggestions from other members of the Board regarding agenda topics. Any Director may suggest agenda items and may raise at meetings other matters that they consider worthy of discussion.

6.3 Distribution of Materials

The agenda and the related information and data that is important to the Board's understanding of material to be discussed for each regularly scheduled meeting and, where feasible, each special meeting, will be distributed sufficiently in advance of the meeting to provide a reasonable opportunity for review, except when such material is too sensitive to be put in writing.

6.4 Attendance

Directors should make reasonable efforts to attend all meetings of the Board of Directors and of all Board committees upon which they serve. Directors should also make reasonable efforts to attend the Annual Meeting of voting members.

Directors are expected to attend a minimum of 75% of regularly scheduled Board and committee meetings. While Directors are expected to ensure that other commitments do not materially interfere with the performance of their duties, the Board recognizes that on occasion circumstances may arise which may prevent Directors from attending all meetings.

6.5 Independent Sessions

The Board of Directors may hold independent or “in camera” sessions with the President & CEO and without the President & CEO. The Chair will preside at each of these independent sessions.

6.6 Access to Management and Advisors

The Organization will provide Directors with access to the management of the YMCA in order to meet legal and stewardship responsibilities. The Board, or a member of the Board or Board committee, shall speak with the Chair of the Board or the President & CEO before consulting with or retaining independent legal and other advisors at the expense of the YMCA. Directors should assess the qualifications of any such advisors and the processes such advisors use to reach their decisions and recommendations.

Section 7

Board Operating Guidelines

- 7.1 Asset Protection
 - 7.2 Conflict of Interest
 - 7.3 Confidentiality and Privacy
 - 7.4 Diversity and Social Inclusion
 - 7.5 Ethics Reporting
 - 7.6 Non-partisan Activity
 - 7.7 Philanthropic Activity
 - 7.8 Communications Protocol
 - 7.9 Decision-making Delineation
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What follows is information on essential policies and behavioural guidelines which each Director shall agree to follow on behalf of the Board, acting in the best interests of the YMCA in keeping with the principles of fairness and accountability, integrity and transparency. Failure by a Director to comply with a policy may result in a requirement to resign from the Board, and may also result in disclosure requirements, penalties or other sanctions by law.

7.1 Asset Protection

The Board, and each Director, has a fiduciary duty to ensure responsible stewardship of YMCA assets. In fulfilling its duties, the Board shall ensure sound oversight of fiscal and human resources, and management of capital assets through appropriate risk management and internal control systems and strategies. A Director may speak with the Chair, the President & CEO or Chief Financial Officer for more information.

7.2 Conflict of Interest

Directors shall take care to ensure that they identify, avoid and take steps to guard against even the appearance of a conflict. A Director or a Board committee member is encouraged to discuss any outside business activity with the Chair of the Board or Board committee that could create a potential conflict. Section 22 of the By-law provides the following guidance to members of the Board, should a conflict of interest situation arise:

“A Director who is in any way directly or indirectly interested in a contract or proposed contract involving the Association shall make the disclosure required by Ontario’s Corporations Act (the “Act”). Except as provided by the Act, no

such Director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon Directors by section 71 of the Act and specifically subject to the provisions contained in that section, it is declared that no Director shall be disqualified from office, or vacate the office, by reason of holding any office or place of profit under the Association or under any corporation in which the Association shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Association as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Association in which the Director is in any way directly or indirectly interested either as vendor, purchaser or otherwise, nor shall any Director be liable to account to the Association or any of its members or creditors for any profit arising from any such office or place of profit. Subject to the provisions of section 71 of the Act, no contract or arrangement entered into by or on behalf of the Association in which any Director shall be in any way directly or indirectly interested shall be avoided or voidable and no Director shall be liable to account to the Association or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. The Chair of any meeting of the Board or of any committee of the Board shall request any member, who has declared an interest in any such contract or proposed contract, to be absent during the discussion of and the vote upon the matter and such event shall be recorded in the minutes.”

A Director with a question or concern may speak with the Chair of the Board for more information.

7.3 Confidentiality and Privacy

The YMCA respects the right of individuals to confidentiality and the protection of their personal information. Each Director has a duty to preserve and protect confidential information. A Director's duty regarding confidentiality extends to all information about YMCA operations, including participant, employee, donor, supplier lists; agreements; intellectual property; strategic and other proprietary matters. Directors must preserve the confidentiality of YMCA information and follow YMCA privacy procedures when accessing information.

7.4 Diversity and Social Inclusion

The Board and each Director shall demonstrate the YMCA's commitment to create an inclusive environment receptive to diverse experiences, perspectives and interests, inclusive of all, where all individuals are treated fairly with decency and respect, free of discrimination or harassment. The Board, through the Governance & Nominating Committee, shall provide leadership by considering diversity when recruiting new

Directors, and shall continue to guide and support efforts by Management to further integrate diversity and social inclusion into all facets of YMCA operations. A Diversity and Social Inclusion plan has been developed for the Board (see Appendix E) and shall be implemented through the guidance of the Governance & Nominating Committee, which will monitor ongoing progress and ensure continued relevance of the plan.

7.5 Ethics Reporting

Directors shall promptly report any fact or suspicious request, activity or practice that may be or appear to be a breach or wrongdoing, to the Chair of the Board, or Chair of the Audit Compliance and Control Systems Committee. A report of suspicious activity or practice(s) shall be treated confidentially to the extent possible and consistent with YMCA's responsibility to address the issue raised.

No Director or employee of the YMCA shall be subject to retaliation for reporting suspicious activity in good faith. A Director with a question may seek the advice of the Chair of the Audit Compliance and Control Systems Committee, or speak with the Chief Financial Officer for more information on the YMCA's ethics reporting procedure.

7.6 Non-partisan Activity

A Director may only engage in partisan political activity in his or her personal capacity. As a registered charity, the YMCA, its staff and volunteers, must avoid at all times activity that might convey the impression of partisan politics, in keeping with charity law and *Income Tax Act* requirements. Partisan political activity (as defined by the Canada Revenue Agency) is activity that involves direct or indirect support of, or opposition to, a political party or candidate for public office. A Director may speak with the YMCA's Chief Strategy Officer for more information.

7.7 Philanthropic Activity

As senior YMCA volunteers and active members of the community, Directors may become involved in generating donations on behalf of the YMCA. Directors shall follow the Ethical Fundraising & Financial Accountability Code adopted by the Board of Directors, when soliciting or receiving funds on behalf of the YMCA. The Code reads as follows:

"The YMCA of Greater Toronto hereby adopts the Imagine Canada's Ethical Fundraising and Financial Accountability Code as its policy. In so doing, members of the governing Board commit to being responsible custodians of donated funds, to exercise due care concerning the governance of fundraising and financial reporting, and to ensure to the best of their ability that the Organization adheres to the provisions of the Code."

A copy of the Ethical Fundraising & Financial Accountability Code will be made available to any Board member upon request, and will also be provided to each person who is subsequently elected to the governing Board. A Director wishing more information may speak with the YMCA's Chief Development Officer.

7.8 Communication Protocol

The members of the Board of Directors have a responsibility to represent the YMCA in a positive manner to the community.

When it comes to articulating official positions, the Chair of the Board is the official spokesperson on matters of crisis, policy or overall direction of the Organization.

The President & CEO serves as the spokesperson for the day-to-day operations, including programs, services and advocacy.

7.9 Delineation of Decision-making Authority

A high performance Board of Directors has a clear understanding of where its decision-making authority starts and stops. The Board's authority to decide includes (but is not limited to) the following:

- Strategic Priorities and Plan
- Approval of budget
- Salary, compensation package and expenses of the President & CEO
- All governance policies
- All committee goals/work plans
- Annual goals of the President & CEO
- Board goals

The President & CEO has the decision-making authority to determine how best to implement the direction given by the Board of Directors. Other decisions that are within the authority of the President & CEO include:

- Hiring and termination of all staff
- How best to distribute tasks among staff
- How to ensure the YMCA of Greater Toronto stays within budget
- How to ensure Board committees are well-supported to meet their goals
- How to ensure staff have the resources and supports they need to deliver on the strategic plan

If the President & CEO is unclear if he/she has the authority to decide an item, he/she should ask the Chair of the Board or the Governance Committee.

Section 8

Board Evaluation and Compensation

- 8.1 Annual Performance Evaluation
- 8.2 Compensation – Reimbursement for Expenses

8.1 Annual Performance Evaluation

The Board of Directors performs an annual Board evaluation. Results are consolidated and reviewed, and a proposed action plan is prepared by the Governance & Nominating Committee for the Board's consideration. The Board will discuss the evaluation and determine what, if any, action could improve Board and committee performance. The Chair of the Board of Directors and/or the Chair of the Governance & Nominating Committee will conduct confidential, one-on-one conversations with each Director to discuss the feedback and develop individual action plans for the year ahead.

Board evaluation and Director feedback tools are provided in Appendix "E."

8.2 Compensation – Reimbursement for Expenses

Common law suggests Directors of a charity should receive no benefit from being a Director. Furthermore, the By-law states that Directors shall receive no remuneration for acting as such. Directors may be reimbursed for expenses incurred while performing their role, for example travel or meal expenses incurred while doing volunteer work on behalf of the YMCA.

Section 9

Managing Policies and Guidelines

- 9.1 Review of Policies and Guidelines
- 9.2 Amendment and Waiver
- 9.3 Contacts and Other Resources

9.1 Review of Policies and Guidelines

The Board of Directors, with the assistance of the Governance & Nominating Committee, as appropriate, shall review Board policies and guidelines on an annual basis to determine whether any amendments are appropriate to reflect changing legal and ethical standards.

9.2 Amendment and Waiver

Board policies and guidelines may be amended or modified by the Board of Directors, to reflect evolving laws and public expectations. From time to time, a situation may arise that warrants a waiver of one or more provisions of these policies and guidelines. A Director who believes that a waiver may be appropriate should first consult with the Chair of the Board. However, a waiver may only be granted by the Board of Directors, and must not contravene provisions of the By-law or other governing rules and regulations.

9.3 Contacts and Other Resources

For more information on YMCA Governance Guidelines, please contact:

Phone: 416-928-3362 x 0

Email: governance@ymcagta.org

Section 10

Appendices

- “A” Board Chair Succession Themes 2015 - 2025
- “B” Terms of Reference for Board, Individual Directors, Board Chair
- “C” Terms of Reference, President & CEO
- “D” Terms of Reference for Board Committees
- “E” Board of Directors Guide to Diversity and Social Inclusion
- “F” Board Evaluation and Director Peer Feedback Forms

Appendix A: YMCA OF GREATER TORONTO

Board Chair Succession Themes 2015 - 2025

Years	Key Themes
2015 – 2017	Governance, YMCA Federation accountabilities, financial stewardship during a period of significant growth, recruitment of campaign cabinet and board members who can assist us with transformational giving.
2017 – 2019	Governance, YMCA Federation accountabilities, focus on leadership to position the YMCA as a Tier One charity with major donors and current members, and financial stewardship.
2019 – 2021	Governance, YMCA Federation accountabilities, and development of a new strategic plan
2021 – 2023	Governance, YMCA Federation accountabilities; CEO recruitment and selection, and recruitment of new board members to support new strategic plan.
2023 – 2025	Governance, YMCA Federation accountabilities, orientation of a new CEO, establishment of a strategic planning process for beyond 2025, and TBD

Appendix B: YMCA OF GREATER TORONTO

Board of Directors

Terms of Reference

Mandate

The Board of Directors has responsibility for the stewardship of the Association by establishing appropriate governance and risk management strategies to ensure delivery of the strategic objectives and outcomes, protection of assets, promotion of the YMCA's Mission, and sustainable long-term growth and viability. It must conduct the affairs of the Association in accordance with approved guidelines, policies and by-laws, and uphold the Association's Values. The Board delegates responsibility for general management and supervision of the affairs and operations of the Association to the President & CEO. The Board supervises and evaluates Management's execution of Board approved strategies and plans.

Responsibilities

The following are required responsibilities of the Board of Directors to ensure the successful governance of the Association.

1. Governance

- Approve a governance philosophy and define governance principles that require a corporate culture of ethical behaviour, accountability, transparency and open communication.
- Clearly define and review annually the Board's purpose, duties and responsibilities in an overarching mandate.
- Establish appropriate Board policies, such as Conflict of Interest, Confidentiality and Privacy, and ensure individual Director compliance.
- Establish independence standards for Directors, and annually determine the independence of each Director in accordance with these standards.
- Ensure the Association undergoes a legal review of its minutes, books of records and by-laws every three years.
- Exercise special care when investing or borrowing funds, and ensure Management has complied with appropriate financial and investment policies and any other legal requirements.
- Ensure the Association has a whistle-blowing policy, and procedures to allow confidential reporting.
- Uphold and apply the principles of equity and diversity, and ensure that the Association is fair and open to all in all its activities.
- Approve annually the audited Financial Statements and reappointment of the external auditors.

2. Risk Management/Internal Control Framework
 - Review all the risks to which the Association is subject, and ensure an appropriate risk management strategy is in place to manage and mitigate risks.
 - Review the Association's internal control framework, performance reporting, policies and procedures, and ensure there is a system for the regular review of the effectiveness of its internal controls.
 - Protect the assets and property, and ensure that they are used to deliver the YMCA's strategic objectives.
 - Evaluate exposure to Director and officer liability issues, and consider steps to minimize such risks. Ensure adequate insurance coverage.
 - Ensure no individual Board member receives any compensation, gifts or personal benefit from their position on the Board of Directors, outside of that which is allowed by law.
 - Review and approve asset acquisitions, divestitures, and strategic partnerships and alliances, or any other material transaction not in the ordinary course of business.
 - Ensure the Association is in compliance with all relevant laws, regulations, reporting and contractual requirements by monitoring the systems and procedures Management has established. The Board should have reporting mechanisms in place to ensure Management has complied with applicable legislation.
3. Strategic Planning
 - Review and approve strategic objectives, annual operating plans and annual capital plan.
 - Ensure the YMCA of Greater Toronto fulfills its Mission and Vision, and lives its Values.
4. President & CEO Recruitment, Selection and Performance
 - Oversight of President & CEO recruitment, selection, objective setting, performance and compensation review, and succession planning.
 - Review of "top talent" and ensure there are appropriate processes in place to develop staff leadership at all levels of the Organization. "Top talent" refers to the direct reports to the President/ PRESIDENT & CEO.
5. Monitoring
 - Monitor legal issues and lawsuits.
 - Ensure the Association complies with its governing documents, objects and purpose as defined in its incorporating documents, Letters Patent and By-law.
 - Review strategic plan, and financial performance and deviations from these plans.
 - Provide advice to Management as appropriate, and take a critical role in assessing and challenging, where appropriate, recommendation and proposals from Management.

6. Board Committees

- Establish appropriate committees of the Board. Review and approve committee mandates, composition and annual work plans.
- Ensure each committee reports its results back to the Board at least on an annual basis.

7. Director Development and Evaluation

- Ensure an appropriate recruitment strategy for new Board members, an orientation program for all new Board members and a professional development strategy.
- Review and assess Board performance and individual Director performance on an annual basis.

8. Financial/Resource Development

- Ensure the Board of Directors understands the financial development program and the philanthropic culture.
- Ensure the development of a Financial Development Strategy.
- Assist in the raising of annual, capital and endowed funds.
- Support the activities and operation of the YMCA *Strong Start, Great Future* Cabinet and Development Council.

9. Community Representation

- Provide strategic links between the YMCA and the communities it serves.
- Build relationships with community leaders, key stakeholders and constituencies; and communicate the Mission, Values, Vision and work of the YMCA.
- Represent the YMCA at key internal and external events.
- Ensure the Board of Directors actively monitors public policy for risk and opportunity related to our Mission and strategic plan.
- Support the public policy and advocacy initiatives in key areas identified in the strategic plan.

YMCA OF GREATER TORONTO

Individual Directors

Terms of Reference

Mandate

The Terms of Reference for individual Directors sets out the responsibilities to discharge their duties and obligations; and the professional and personal competencies and characteristics expected from Directors which form the basis for recruitment, selection and evaluation of Directors.

Responsibilities

- Attend regular meetings of the Board of Directors, as well as a Board Retreat each year; be informed of agenda items, read material in advance and contribute knowledgeably, through thought-provoking questions and comments, to the discussion and decisions of the Board.
- Attend orientation meetings as a new Board member to become familiar with the Association's Mission, goals, programs and services, and the responsibilities of the Board and individual Directors.
- Produce an acceptable Police Records Check (CPIC-PRC) upon joining the Board and every three years while actively engaging in their volunteer role
- Attend meetings and participate as a member on one or two Board Committees.
- Participate in annual giving, capital and planned giving campaigns.
- Take on Board leadership responsibilities as requested and when appropriate.
- Be informed about YMCA policies, programs and services.
- Be informed about the needs of the community and YMCA constituents.
- Represent the YMCA at internal and external events.
- Be an advocate of the Association's work and Mission within your own network and circle of influence.
- Comply with all Board policies.
- Communicate to the Board Chair, and Chair of the Governance & Nominating Committee if circumstances change that might affect the "independence" of the Director.
- Remain independent and act personally, and not as a representative of any group or organization. Identify and declare any conflict of interest or potential conflict of interest.
- Effectively apply his/her knowledge, experience and expertise to issues confronting the YMCA.
- Availability to provide advice and counsel to the President & CEO or other senior management upon request, and provide unsolicited advice to the President & CEO.
- Develop an understanding of corporate governance and risk management strategies.
- Directors should not become directly involved in operational decisions and matters, or other decisions that have been properly delegated to staff.

- Directors must not receive any compensation, gift or personal benefit as a member of the Board of Directors.

Competencies

The following competencies are required to fulfill the Director's duties and obligations:

- Demonstrate high ethical standards
- Model the YMCA's Values
- Exercise independence of judgment and be willing to take a stand and defend it
- Communicate clearly and effectively, and be a good listener
- Think strategically
- Leadership ability
- Demonstrate integrity and accountability

Appendix C: YMCA OF GREATER TORONTO

President & Chief Executive Officer

Terms of Reference

Mandate

The President & CEO reports directly to the Board of Directors, and is responsible for implementing the Association's strategic plan; and the governance and risk management strategies that ensure strategic objectives are achieved, operations are run effectively and efficiently, assets are protected, funds are spent appropriately and development plans are achieved. The President & CEO works with the Chair of the Board to facilitate the operations and deliberations of the Board of Directors.

Responsibilities

1. Strategy/Leadership

- Establish Association's strategic plan with the Board of Directors with a focus on the health of its children, teens and young adults.
- Implement the strategic decisions/direction of the Board through appropriate delegation and organization.
- Develop operating plans, strategies and policies consistent with the goals and objectives of the strategic plan.

2. Governance/Risk Management

- Ensure appropriate culture and "tone at the top" that encourages ethical behaviour with internal and external stakeholders, debate of ethical issues, transparency and compliance with risk management and internal control strategies.
- Provide an effective link between the Board and staff.
- Ensure appropriate risk management and internal control strategies are in place and monitored.
- Ensure all owned assets are protected, maintained in "as new and relevant" condition and adequately insured.
- Report on a timely basis any significant negative event affecting the Association.
- Ensure payroll taxes, other statutory deductions and commodity taxes are accurately filed.
- Ensure the Association meets all statutory, regulatory and reporting requirements.

3. Operations

- Report on a timely basis any deviation or variance from approved annual operating and capital plans.
- Ensure the Association does not deviate more than 10% (negative) from the cash flow budget, exceed Board approved lines of credit and debt, or drop below the amount needed to settle payroll and debts in a timely manner.
- Ensure long-term reserves are not used for purposes other than those intended.
- Ensure all staff and program volunteers are treated fairly and according to YMCA's policies and applicable employment laws.
- Ensure compliance with all YMCA Operating Policies.
- Initiate, identify and implement Association-wide initiatives with senior management.
- Oversee the YMCA's communications policy and strategy, and act as the official spokesperson for the Association.
- Oversee the YMCA's Human Resources strategy and succession planning.
- Measure Association performance and evaluate results.
- Develop policies with the Board of Directors and senior management and ensure compliance.

4. Development

- Support and ensure the achievement of fundraising goals.
- Ensure the effective and efficient management of capital development plans.
- Enhance the profile of the Association with key stakeholders and audiences.
- Effectively cultivate and develop key relationships and alliances with all levels of government, and a vast network of community organizations, corporations and foundations.
- Lead and manage the work of the Association within the YMCA Federation in Canada.
- Act as a policy advocate and thought leader on the Association's behalf, facilitating the YMCA of Greater Toronto's continued growth and meaningful impact.

Appendix D: Terms of Reference for Board Committees

YMCA OF GREATER TORONTO Audit, Compliance and Control Systems Committee

Mandate

The primary functions of the Audit, Compliance and Control Systems Committee (Audit Committee) of the Board of Directors of the YMCA of Greater Toronto (YMCA) are to fulfill its responsibilities for:

- Reviewing the integrity of the financial statements, financial disclosures and internal control over financial reporting;
- Monitoring the system of internal control;
- Monitoring compliance with legal, contractual and regulatory requirements;
- Selecting the external auditors for Member approval and oversight of the YMCA annual audit and performance of external auditor;
- Provide oversight to the financial components of the capital development program; and
- Oversight of risk management processes for risk assessment and response, risk monitoring and reporting.

Membership

The Audit Committee of the Board of Directors of the YMCA of Greater Toronto shall consist of a minimum of five committee members, of which at least three shall be members of the Board of Directors. Members of the committee shall be appointed by the Board of Directors upon the recommendation of the Governance & Nominating Committee and may be removed by the Board of Directors at its discretion. Each member shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. At least one of the three board members shall be designated as a financial expert and all members shall have sufficient financial experience and ability to enable them to discharge their responsibilities.

Accountabilities and Responsibilities

The Audit Committee shall have the accountabilities and responsibilities set out below as well as any other accountability that is specifically delegated to the Audit Committee by the Board of Directors.

A. Financial Statements

The Audit Committee is responsible for reviewing the integrity of the YMCA's financial statements and financial disclosures. Management is responsible for the preparation, presentation and integrity of the YMCA's financial statements and financial disclosures

and for the appropriateness of the accounting principles and the reporting policies used by the YMCA. The external auditors are responsible for auditing the YMCA's annual financial statements.

The Audit Committee shall:

1. Review the annual audit plan, draft audited financial statements, management discussion and analysis and the auditors' report for recommendation to the Board of Directors.
2. Review the annual financial statements and consider whether they are complete, consistent with information known to the committee members and that they reflect appropriate accounting principles.
3. Following completion of the annual audit, review with management and the external auditors any significant difficulties or disagreements between management and the external auditors that were encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
4. Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.

B. Internal Controls

1. Review the system of internal control. Oversee the effectiveness of the organization's internal control over financial reporting, including information technology security and control, including cyber security. Monitor and review with management how they ensure that internal controls are organized, documented and implemented to carry out the rules and regulations that govern the YMCA and ensure a strong internal control environment exists.
2. Review the risks of fraud and error and management's response to these risks.
3. Understand the scope of the external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.
4. Review with management the organization of an internal audit function, if required.

C. External Auditors

1. Recommend to the Board of Directors the engagement of the external auditors, considering independence and effectiveness and approve the fees.
2. The committee will periodically review the performance of the external auditors and if considered appropriate obtain proposals from competitive public accounting firms from time to time (minimally every 5 years).
3. Review and approve the use of the independent auditor for non-audit services prior to any such engagement.
4. On an annual basis, the committee will review and discuss with the external auditors all significant relationships the auditors have with the YMCA to determine the auditors' independence.

5. Review the performance of the external auditors and approve any proposed discharge of the auditors when circumstances warrant.
6. In consultation with the external auditors and management, review the integrity of the financial reporting process, both internal and external.

D. Ethical, Legal, Regulatory, Contractual and Policy Compliance

1. Review, as applicable, all reports and returns required of the Audit Committee under applicable laws, and management's compliance certifications.
2. Receive and review regular reports from management on legal and compliance matters that may have a material impact on the YMCA, and the effectiveness of the YMCA's compliance policies and processes.
3. Review annually compliance with the YMCA Child Protection Policy.
4. Review annually management's Litigation Report that includes legal claims, member disputes and all complaints and resolutions under the YMCA Ethics Reporting Policy.
5. Review with management that they have the proper review systems in place to ensure that the financial statements, reports and other financial information disseminated to governmental organizations, other stakeholders and the public satisfy legal and regulatory requirements.

E Capital Development Program

1. Review cash flow statements in relation to capital development
2. Review and monitor capital development dashboard
3. Monitor borrowing in relation to board approved guidelines
4. Review financial analysis included in Relevance, Sustainability and Impact (RSI) cases requiring board approval

F. Risk Intelligence

1. Review annually risk management processes for adequacy including identification and response to Association-wide risks and opportunities reported in the YMCA's risk profile, and adequacy of insurance coverage and other protective processes including business continuity and crisis management planning.
2. Review management's monitoring, and reporting on key uncertainties including strategic and emerging risks impacting achievement of YMCA objectives and strategy.
3. Review strategic risk management processes that include management's annual program portfolio assessment process for sustainability, and quarterly strategic dashboard reporting and monitoring of key performance indicators for effectiveness in strategy implementation.
4. Review and approve the annual risk intelligence report to the Board of Directors.

G. Reporting Responsibilities

1. Report to the Board of Directors about the committee activities, issues and related recommendations.
2. Review any other reports the YMCA issues that relate to the committee responsibilities and report to the Board as appropriate.

H. Other Responsibilities

1. Perform other activities related to this charter as requested by the Board of Directors.
2. Institute and oversee special investigations as needed.
3. Review and assess the adequacy of the committee charter annually, requesting Board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.
4. Establish an annual work plan and meeting schedule.
5. Confirm annually that all responsibilities outlined in this charter have been carried out.

Meetings

The committee will meet a minimum of four times each year with authority to convene additional meetings as circumstances require. Members are expected to attend the majority of meetings. During COVID-19 meetings will be held virtually. This will be reviewed post COVID-19. The committee will invite members of management, auditors or others to attend meetings and provide pertinent information as necessary. Meeting agendas and minutes will be prepared and provided in advance to members along with appropriate briefing material.

YMCA OF GREATER TORONTO

Governance & Nominating Committee

Mandate

The Governance & Nominating Committee (the “Committee”) assists the Board of Directors of the YMCA of Greater Toronto (the “Board”) with its approach to governance issues in accordance with good governance practices and applicable regulatory requirements. It provides advice and guidance in relation to the role, composition, structure, independence and effectiveness of the Board in performing and fulfilling its responsibilities.

The Committee recommends appropriate governance processes and principles, ensures identification, nomination and orientation of new Board members, assists the Board with annual goal-setting and evaluates the Board/directors’ performance.

Responsibilities

The Governance & Nominating Committee shall perform the following functions:

- Establish an annual work plan and meeting schedule.
- Review annually the role, composition and structure of the Board and committees, Governance Guidelines and By-law and recommend changes as necessary.
- Reviews Imagine Canada Accreditation submission (every 5 years) and annual compliance reports to ensure compliance with Imagine Canada accreditation requirements.
- Develop and deliver modules for orientation related to governance, program overview, strategic direction, monitoring Association performance and risk, representing the YMCA in the community, resource development and the YMCA movement.
- Measure, report on, and identify issues on the performance of the Board.
- Review, as necessary, transactions between the YMCA and its employees, officers or directors for potential conflicts of interest.
- Consider and recommend the nominations for Chair and Vice Chair, Corporate Secretary and Committee Chairs as well as officers of the YMCA.
- Identify the skills and experience that the Board needs as a team to support existing resources and provide talent for future needs. The diversity of the Board should be considered in this process.
- Identify, cultivate and nominate new members of the Board of Directors and other YMCA governance structures.
- Annual review of the CEO Recruitment Process.
- Perform other activities as requested by the Board of Directors.

Reporting to the Board

The Chair of the Governance & Nominating Committee shall report to the Board on material matters arising at Committee meetings and, where applicable, shall present Committee recommendations to the Board for its approval.

Composition and Operation

The Governance & Nominating Committee of the Board of Directors of YMCA of Greater Toronto shall consist of not less than seven (7) Voting Members of the Association, which includes at least four members of the Board of Directors, and the President & CEO. Members of the Governance & Nominating Committee shall be appointed by the Board of Directors.

Meetings

The Governance & Nominating Committee shall meet at least three times and shall convene additional meetings as circumstances require. All Committee members are expected to attend a majority of meetings. During COVID-19 meetings will be held virtually. This will be reviewed post COVID-19. Meeting agendas and minutes shall be prepared and provided in advance to members along with appropriate briefing materials.

YMCA OF GREATER TORONTO

Investment Committee

Mandate

The YMCA of Greater Toronto Investment Committee provides advice to the YMCA Board of Directors regarding the portfolio of investments comprised of internally and externally restricted funds (the “Legacy Fund”). The Board of Directors and the President & CEO have given the Investment Committee full discretion in managing the Legacy Fund. In addition, the Investment Committee may provide recommendations on certain short-term investments in the money market and such other matters referred to in the Investment Policy and Guidelines which may be amended from time to time. The Investment Committee will also comply with any requests made by donors to the Legacy Fund.

Recommendations for 2021/22

- Continue to monitor the performance of the Legacy Fund
- Continue to evaluate the performance objectives for the Legacy Fund and its external managers (the “Investment Managers”)
- External review of Asset Mix and Investment Managers – Fall 2022

Membership

It is recommended that the committee shall be comprised of at least (1) member of the Board of Directors, and at least five (5) volunteers with experience and expertise in the area of investment management. Each member shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. The Board member shall be designated as an investment expert and all members shall have sufficient investment experience and ability to enable them to discharge their responsibilities.

Meetings

The committee will meet a minimum of four times each year with authority to convene additional meetings as circumstances require. Members are expected to attend the majority of meetings. During COVID-19 meetings will be held virtually. This will be reviewed post COVID-19. Meeting agendas and minutes will be prepared and provided in advance to members along with appropriate briefing material.

YMCA OF GREATER TORONTO

Development Committee

Strong Start, Great Future Campaign Cabinet

Mandate

The various Development Committees and Cabinet are focused on gifts for the *Strong Start, Great Future* Capital Campaign (SSGF) and support for Y-GTA programs and services. Each of the Committees will have a designated Chair who may or may not be a member of the Board of Directors. If at least one of the Committee Chairs is not a current Board Member, the Board Chair will assign a current Board Member as the Development Chair to act as a liaison to the Board of Directors.

Objective

To identify, cultivate, and solicit donations for Y-GTA programs and services and \$50M for milestone phase of the SSGF Campaign, with an immediate focus on raising the remaining \$25M by 2023.

Leadership is the single most important factor in the success of any Campaign. All cabinet members will be willing to pledge their time, energy, and financial support to ensure the SSGF Campaign is a success.

Role and Responsibilities

- Identify as many personal contacts as possible for solicitation
- Participate in discussions regarding solicitation strategies
- Provide suggestions for cultivation activities, hosting and attending when appropriate
- Provide introductions to contacts for staff and volunteer leadership
- Ensure that as many solicitations as possible are made in a personal manner i.e. face-to-face solicitation
- Liaise with staff on a regular basis to report on progress of calls
- Participate in prospect review and coordination process
- Participate in scheduled meetings and be prepared to report on progress of calls
- Contribute a meaningful gift to the campaign within personal means

Suggested Member Criteria

- Influence in the business community
- Extensive social connections
- Access to established philanthropists
- Access to new philanthropists
- Represent a cross-section of generations and diverse segments of the GTA community

Reporting to the Board

The Development Chair and the Chief Development Officer shall report to the Board on material matters arising at the various Development Committees and where applicable, shall present recommendations to the Board for its approval.

Membership

At least three Board members, the President and CEO of the YMCA of Greater Toronto, and the Chief Development Officer will participate on various Development Committees. The Chair of the Development Committee must be appointed by the Board. Each member shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of a Development Committee. The Development Committees will also consist of appointed volunteers, donors, and staff.

Meetings

The current Development Committees (PGC, VC, LGC) will meet at least four times and shall convene additional meetings as circumstances require. Provisions shall be made for members to join meetings by conference and/or video call. In person meetings will resume as per Y-GTA COVID-19 policies and guidelines. Meeting agendas and individual prospect lists shall be prepared and provided in advance to members along with appropriate briefing material.

YMCA OF GREATER TORONTO

Youth Advisory Committee

Mandate

Members of the Youth Advisory committee are committed to the values of the YMCA of Greater Toronto while delivering on its vision and mission. We challenge ourselves and our peers in the spirit of giving of our time, energy and talent to support the YMCA so that young people will benefit as we have from opportunities to learn, to grow and to thrive in a safe & caring environment. Together, we will help to grow the YMCA by advocating for continued awareness and responsiveness to issues that impact young people living in the GTA.

Role

The YMCA of Greater Toronto's Youth Advisory Committee exists to serve five key functions:

- Fulfill the YMCA Mission of developing the leadership and governance skills of young people, acting as an 'incubator' that provides support to young leaders interested in governance
- Provide strategic advice to the Board from the perspective and lived experience of young people in our programs and living in the GTA region. It will continue to visit YMCA GTA programs and connect with other young advisory volunteers for awareness and insight into YMCA work.
- Represents the YMCA of Greater Toronto at YMCA international, national, provincial, and local forums as well as community events as requested;
- Gathers research and insight on the needs/wants of young people in the GTA, acting as advocates as the Association continues to serve as many of the young people in the GTA as possible and in the best possible way;
- Recruits and orients young leaders to the YMCA Youth Advisory Committee;

Membership

The YMCA Youth Advisory Committee needs to reflect the diversity of youth populations within the YMCA and within the GTA. Membership will consist of the following:

- 1 Board liaison
- maximum 12 members reflecting the diversity of youth populations in the YMCA of Greater Toronto and the GTA
- 1 senior staff member

Members of the Youth Advisory Committee will serve a minimum of one (1) year and up three (3) additional terms for a total of four (4) years, at which time the person *may* be invited to mentor youth advisors or to join another YMCA of Greater Toronto Board Committee.

Meetings

The Youth Advisory committee will meet 10-12 times per year. *All* Committee members are expected to attend a minimum of 75% of these in person (7-9 meetings). Provisions will be made for members to join meetings by ZOOM or other platform *if and when* member(s) are unable to attend in person. Quorum requires 50% of members + 1 in order for the meeting to be official. Additional smaller work group meetings outside of these times should be expected in order to develop and fulfill outcomes for project(s).

Meeting agendas and minutes will be prepared and provided in advance to members along with appropriate briefing materials. Meetings will take place on Monday evenings and at various YMCA sites to accommodate travel needs and to orient members to YMCA programs.

One meeting each year will be participation in the annual Board retreat, with a second evening/day to launch the year and orient new members. This meeting is *mandatory* for membership as it allows the group to become a more cohesive whole, meet Board members and senior YMCA staff, learn about the priorities, issues and challenges for the organization in the coming year, and develop the work plan for YAC.

Armed with this knowledge, YAC will create annual goals, a work plan and organize work groups as required to help achieve these. Every YAC member is expected to participate in at least one work group. These smaller work groups are self-organizing and will meet in between the larger YAC gatherings to create goals and achieve work plans.

Leadership & Decision-Making

YAC will continue to operate on the principle of shared-leadership and rotate executive roles (Chair, Vice-Chair) every six months. This year the group has decided to work with two Co-Chairs to help share the workload for a full 12 months.

YAC continues its commitment to seek group consensus on any issue requiring a decision. If consensus cannot be achieved, the committee will vote with the majority decision standing.

Roles

There will be two Co-Chairs, one Vice-Chair

The Co-Chairs works with YMCA staff and Board Liaison(s) to

- set the agenda and meeting place
- lead the meeting
- review meeting minutes with YMCA staff before their distribution to YAC members
- maintain contact with individual YAC members to encourage attendance and solicit feedback

- makes themselves present for YAC members to openly discuss any issues and/or conflicts
- acts as a mentor for newer members
- attend events on behalf of YAC and the YMCA, internal and external as requested

The Vice-Chair supports the Co-Chairs,

- stepping in to lead meetings in the case of an unexpected absence
- help with encouraging attendance and solicit feedback; accurate taking of minutes/meeting notes
- draft notes for Chair in a timely manner

Board Liaison(s)

- Provide support and strategic advice to the committee
- Sustain Board awareness of youth perspectives when making decisions
- Report to the committee on any Board discussions that have implications for youth at the YMCA or the broader GTA

YMCA Staffing

- Provides support to Board Liaison and Chair in organizing YAC meetings; ensures access to resources as required (e.g., invitations to senior management and Board members to provide information, attend meetings)
- Provides strategic and logistical advice to YAC in achieving goals and building relationships throughout the organization
- Orients new YAC members, ensures committee is up-to-date on volunteer policies and practices and tracks volunteer hours

Appendix E: Board of Directors Guide to Diversity and Social Inclusion

Diversity and Social Inclusion has been and continues to be at the core of our work. It is important for our leadership, to understand the diverse perspectives of the communities we serve in order to ensure that our urban region is a welcoming and thriving community for everyone.

This guide is intended to orient the Board of Directors of the YMCA of Greater Toronto's to the Association's approach to Diversity and Social Inclusion. It includes principles, definitions, the Association plan for 2018-2021 and recommended Board activities. We recognize that many of our board members work for employers who also commit to this work and want to ensure an understanding of our YMCA's approach.

In May, 2018, the Board reviewed and approved our refreshed Diversity and Social Inclusion plan to take us forward into the next strategic planning cycle and to respond to the current social/political environment.

Our Board of Directors plays a critical role in supporting this work in the following ways:

- Providing oversight and monitoring of the Diversity and Social Inclusion plan, ensuring its relevance and sustainability as we serve the Greater Toronto Area's communities;
- Ensuring its own board work, culture and decision-making processes reflect a set of principles that reflect our Diversity and Social Inclusion approach;
- When planning, budgeting, gathering data and conducting research ensuring it is with a view to identifying communities and providing services.

Our Governance Guidelines remind us that

The YMCA of Greater Toronto believes that good corporate governance is not just about rules and regulations. Culture and ethical behaviour, in addition to policies and procedures, are the cornerstones of effective governance.

The YMCA is committed to operating in an ethical and responsible way. The Board sets the "tone at the top" regarding what is right and wrong. They effectively communicate their commitment to integrity and ethics in words and deeds.

We are specific about our commitment to Diversity and Social Inclusion in our Governance Guidelines, Section 7.4

The Board and each Director shall demonstrate the YMCA's commitment to create an inclusive environment receptive to diverse experiences, perspectives and interests, inclusive of all, where all individuals are treated fairly with decency and respect, free of discrimination or harassment. The Board, through the Governance and Nominating Committee, shall provide leadership by considering diversity when recruiting new Directors, and shall continue to guide and support efforts by Management to further integrate diversity and social inclusion into all facets of YMCA operations. A Diversity and Social Inclusion plan has been developed for the Board and shall be implemented through the guidance of the Governance and Nominating Committee, which will monitor ongoing progress and ensure continued relevance of the plan.

The following principles will enable us to continue to learn, adapt and offer a deeper understanding. The Board's oversight role means making sure these principles are being applied in all decisions. These principles include:

1. Diversity and Social Inclusion is positioned as a critical, organizational priority and is visible, strongly endorsed and led by the Board and the YMCA leadership team.
2. Diversity and Social Inclusion understanding is emergent in nature. Change processes are not linear and the context in which we are working is constantly evolving.
3. We value both visible and invisible dimensions of diversity. We recognize that until Board members at our table feel welcome, included and safe, we will not have a comprehensive understanding of how the more invisible dimensions of diversity are lived and experienced.

Vision

The Board of Directors of the YMCA of Greater Toronto is committed to supporting the continued development of an inclusive society, regardless of background, experiences or circumstance, so that *all* are able to fully participate and achieve their potential.

To that end, we, the Board of Directors will work to create a culture and build a climate where people of diverse backgrounds/skills will see our Board as a senior, volunteer opportunity of choice. The Association's focus and learnings will be mirrored by the Board.

Activities for 2018 – 2021

- The program stories at the beginning of our Board meetings will be replaced with Diversity and Social Inclusion learnings.
- The Board will have discussions and opportunities at Board meetings that parallel the focus of the Diversity and Social Inclusion plan for the Association:
 - LGBT+ community – history, orientation, current challenges and YMCA's approach;
 - Newcomer Populations – orientation, current challenges, and YMCA's approach;
 - Indigenous Populations – culture, history, orientation, growth and impact, and YMCAs approach;
 - Special Needs – understanding, challenges, orientation, and YMCA's approach
 - Mental Health – history, orientation, and YMCA's approach
 - Anti-Black Racism – history, orientation, and YMCA's approach

Working Definitions

Dimensions of Diversity that the YMCA of the GTA has prioritized in this initiative include: age, religion, gender, race and ethnicity, class, sexual orientation, physical and mental ability, image and opinion.

Diversity exists when every individual and all communities are able to access, participate in and benefit fully from programs and employment at the YMCA of Greater Toronto. **Diversity** is valued when the diversity of people and communities is regarded as assets and their contributions to the social, political and cultural enrichment of this city and this Association are widely recognized.

Social Inclusion ensures that diverse communities share in power, can give voice effectively to their issues, are involved in decision-making processes and have fair access to information and services. Inclusion is also promoted by challenging specific forms of exclusion including systemic barriers.

Building Blocks are the foundation of the definitions of Diversity and Social Inclusion. These were selected by our YMCA based on a comprehensive literature search. The nine building blocks are: every individual and all communities, benefit fully, voice, decision-making, access, power-sharing, minimizing barriers, access to resources, participate fully. It is intended that each group that works with the building blocks will develop their own sense of meaning that is relevant to their role.

Diversity Competence is the integrity of behaviors, attitudes, and policies that come together in an organization and among individuals and enables that organization and those individuals to work effectively across many dimensions of difference.

Social Power is the ability to define reality for yourself and others. It is the ability to influence others and impact policy and secure access to resources. By extension, **privilege** refers to unearned access to resources [social power] readily available only to some people as a direct result of their social group membership.

Oppression exists when one group is dominated by another, more powerful individual or group, through physical, social or economic threats, force, or barriers and frequently by an ideology of domination. An **anti-oppression** approach is committed to an active process of identifying and eliminating oppression by changing systems, organizational structures, policies, practices, attitudes and individual behaviour and by encouraging the equitable use of power.

Accountability refers to the organizational responsibility to provide the necessary leadership and to have the necessary plans, policies, performance reviews and activities in place that will allow for a qualitative and quantitative move towards social inclusion, cultural competence and diversity within the organization.

Continuum of Change refers to the range of possible responses to discrimination, exclusion, and oppression. It begins with addressing only acts of overt hatred and ends with an anti-oppression approach that recognizes manifestations of oppression in the systems, attitudes and behaviours/culture of organizations

Appendix F: Board Evaluation and Director Peer Feedback Forms

The Board evaluation process is designed to provide Directors with an opportunity to evaluate how the Board is performing in relation to its key roles and to make suggestions for improvement. This is not an assessment of individual Directors. It is designed to provide constructive input for the improvement of the Board as a whole.

For each of the statements, the Board is asked to respond to two questions:

- Board performance
- Importance to Board's effectiveness

Question 1A is a sample.

A) Strategic Development and Monitoring of the Association

1. The Board periodically reviews and refreshes the strategic plan based on external information and reports that may include trends, forecasts, government policy and analysis.

	1	2	3	4	5	N/A
Board Performance (weak to strong)						
Importance to Board's effectiveness (less important to very important)						

2. Additional comments?
3. Did you feel informed during COVID-19 as to the actions being taken by the YMCA?
4. What did you feel was well done? Were there any additional actions that you would like to see taken?

B) Internal Controls and Risk Intelligence

5. The Board regularly monitors the Association's performance against the annual operating budget and other key financials.
6. The Board receives and reviews regular reports from senior staff that include key performance indicators, program portfolio review, insurance coverages, employee engagement and risk intelligence.
7. Additional comments?

C) Board Governance

8. The Board periodically reviews the organization's By-laws, constitution, governance guidelines and relationship with President & CEO to ensure compliance and/or recommend changes.
9. The Board has the range of talent, experience and knowledge it needs to accomplish its goals.
10. The Board functions in a collegial manner, with discussions that are open, frank, constructive and effective.
11. The current Board Committee structure of five standing committees (Audit, Investment, GNC, Development and Youth Advisory Committee) reflects the needs of the Board in overseeing the organization.
12. Staff support before, during and after Board meetings is effective.
13. Board members are advised of their legal obligations.
14. Additional comments?

D) Community Representation & Relationships

15. The Board reflects a diversity of expertise, opinion and lived experience that ensures informed advice and decision-making.
- 15b. Why did you choose this rating?
16. The Board uses a diversity and social inclusion lens as part of its decision making process.
- 16b. Why did you choose this rating?
17. Additional comments?

E) Resource Development (Philanthropy & Government Relations)

18. The Board provides support and leadership in the development of an effective philanthropic strategy, monitoring progress against plan and supporting fundraising activities.
19. The Board reviews, advises and supports strategic efforts to build engagement of government (municipal, provincial and federal) in the Association achieving its vision.
20. Additional comments?

F) Director Development & Evaluation

21. Annual recruitment strategy and processes to identify, engage and develop Board prospects into Board candidates are effective
22. The Board survey and evaluation tools are effective in providing feedback for succession planning, recruitment and development of directors.
23. The Board is effective in providing orientation to new members.
24. Is there any training or education that is required to enhance Board member's skills?
25. Additional comments?

G) CEO/President Recruitment/Selection/Performance Management

26. The Board monitors and effectively manages the performance of the President & CEO.
27. The Board ensures the development of a senior leadership succession plan.
28. Additional comments?

H) Generative Thinking

29. What skills or experiences do you possess that would be helpful in delivery of our Strategic Plan: *Ignite the Light*?
30. Given our Strategic Plan: *Ignite the Light*, please identify any relevant skills or experiences that you think are missing from our Board of Directors:

I) Succession

31. Regardless of whether your term is ending, would you like to continue as a member of the Board of Directors after September 2022?
32. Please fill out the table below to identify your interest in chairing a Committee of the Board of Directors.

	YES in 2022/23	NO in 2022/23	YES in future years
I am currently a Committee Chair			
I am interested in chairing the following committees in the future:			
Audit, Compliance and Control Systems			
Governance and Nominating			
Investment			
Development			
Youth Advisory Committee (Board Liaison)			

33. Please fill out the table below to identify which Committee(s) of the Board of Directors you are interested in being a member of?

	YES in 2022/23	NO in 2022/23	YES in future years
Audit, Compliance and Control Systems			
Governance and Nominating			
Investment			
Development			
Youth Advisory Committee (Board Liaison)			

34. Would you be interested in becoming an officer of the Board of Directors (Vice Chair or Chair) in the future?

Yes	
No	
Unsure	
Currently am an Officer	

35. Please identify which of your fellow Board Members would make a strong Board Chair, Vice-Chair or Committee Chair in the future. Please select all that apply.

Chair	Vice-Chair	Audit, Compliance and Control Systems	Governance and Nominating	Investment	Development	Youth Advisory Committee (Board Liaison)	
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36. Thank you for your time and thoughtfulness in filling out this survey. Please share any final comments you have about your experience as a board member this year.