



HERITAGE TORONTO MINUTES

The meeting of the Heritage Toronto Board was held on Wednesday, February 22, 2017, St. Lawrence Hall, 157 King St. E., 3rd floor, east meeting room (approved May 10, 2017)

PRESENT:	Kate Marshall (Chair) Abena Buahene Andrew Himel Sean Kheraj Jennifer Roy Councillor Mary Fragedakis	Peter Berton Ross Fair Kadi Kaljuste Donald Loucks Linda Strachan	Lisa Brown Tyler Greenleaf Louis Kan Richard Moorhouse Karen Whaley
REGRETS:	John Belyea Allan Penning Councillor Paula Fletcher	Paul Litt Ellen Scheinberg Councillor Mike Layton	Brent Pearlman Councillor Sarah Doucette
ABSENT:	Jeffrey Clayman	Lena Recollet	
ALSO PRESENT:	Allison Bain, Executive Director Karen Czaniecki, Administrator Kaitlin Wainwright, Director of Programming Lucy Di Pietro, Manager, Marketing and Outreach Candice McCavitt, Community Programs and Special Events Coordinator Camille Bégin, Historical Plaques Program Coordinator Michael Kushnir, Development Coordinator Chris Bateman, Historical Plaques Assistant		

Kate Marshall, called the meeting to order at 6:04 pm.

CONFLICT OF INTEREST

Dr. Ross Fair declared a conflict of interest with Item 3.6, New Designated Fund; Summer Leigh's Envision TO.

CONFIRMATION OF MINUTES

HT17-01

ADOPTION OF MINUTES

Karen Whaley **moved, seconded by** Kadi Kaljuste that the minutes of the meeting of the Board of Heritage Toronto on December 7, 2016 be adopted as circulated.

(carried)

COMMITTEE AND STAFF REPORTS

1 Executive Committee

Kate Marshall wished everyone a Happy New Year. Ms. Marshall is pleased to announce a few changes to the committee chairs. Peter Berton is taking over as chair of the Historical Plaques Committee.

Ms. Marshall also informed the Board that Karen Czaniecki has advised that she is retiring as of the end of May after working as Administrator at Heritage Toronto since April 2000.

Ms. Marshall updated the Board on the positive meeting about Heritage Toronto's relationship framework with the city that took place with the City Manager's Office staff. The meeting was attended by herself, Allison Bain and Kaitlin Wainwright. They have agreed to Heritage Toronto having 24 board members (up from the 19 originally proposed). A revised recommendation will go to the city's Executive Committee in April. Therefore the nomination process will not occur until later in the year.

Ms. Marshall said that the Executive Committee talked about the need to create a culture of philanthropy at Heritage Toronto. It is getting harder and harder to find sources of funding and the Executive Committee would like 100% engagement by board and staff which shows commitment.

1.1 **Executive Committee Meeting Minutes, November 29, 2016 and January 23, 2017**

Ms. Marshall presented the meeting minutes from the Executive Committee meeting on November 29, 2016 and January 23, 2017.

The minutes were received for information.

Ms. Marshall is pleased to introduce Allison Bain as new Executive Director.

2 **Executive Director**

Allison Bain took a few minutes to introduce herself to the Board and thank them for the opportunity to work at Heritage Toronto. Ms. Bain believes that there are a lot of people who believe in Heritage Toronto's mission and noted that we are currently tracking 40% higher in memberships this year. We need to work at getting the message out to support this agency, financial with numbers of donors and members. Ms. Bain has been to over 40 meetings since joining Heritage Toronto to understand the sector.

2.1 **Awards Committee**

Ms Bain has reviewed Heritage Toronto's governance model and presented recommendations to add an Awards Committee with detailed terms of reference. Lisa Brown has agreed to Chair this Committee and Andrew Himel will join. The Board discussed the recommendation prior to approval.

HT17-02

AWARDS COMMITTEE

Donald Loucks **moved, seconded by** Mary Fragedakis that the Heritage Toronto Board dissolve the Special Events Working Group and create the Awards Committee with Terms of Reference as follows:

Membership:

- Minimum of three (3) Board members, including a Board member as Chair of the Committee and non-Board volunteers.
- It is recommended that a minimum of one (1) member of the Committee be cross-appointed from the Marketing and Communications Committee, the Fund Development Committee, and the Programming Committee.
- Board members will establish quorum for all meetings; Board Members and non-Board volunteers will be voting members.
- Two-year commitment to the Committee to ensure donor retention and consistency year to year.

Meetings:

- Minimum of six (6) meetings annually, the majority of which to be held from May to November annually, additional meetings as needed to be called by Committee Chair.

Minutes:

- The Committee will keep a record of decisions.

Mandate:

- Provide strategic direction for the ongoing development of the Heritage Toronto Awards event.
- Recruit external committee members with influence in their professional and personal networks.
- Identify and secure sponsorship (cash and in-kind) at all levels.
- Identify and secure group and individual ticket sales.

- Promote the event by identifying opportunities for marketing and media exposure and utilizing personal/professional networks.
- Make follow up calls after information has been sent to potential supporters.
- Follow up with recipient supporters who have been identified as prospective sponsors or supporters.
- Attend the event and promote it within their personal and professional communities.

(carried)

2.2 Juries Committee

Ms Bain presented a report to create a Juries Committee. The Board discussed the recommendation prior to approval.

HT17-03

JURIES COMMITTEE

Richard Moorhouse **moved, seconded by** Peter Berton that the Heritage Toronto Board dissolve the Awards Working Group and create the Juries Committee to provide oversight of the juries' process and bring Awards recommendations to the board with Terms of Reference as follows:

Juries Committee Purpose

Reporting to the Heritage Toronto Board, the Committee is responsible for ensuring the quality, integrity, and transparency of the Heritage Toronto Awards as a recognition program through the thoughtful and impartial consideration of all eligible Award nominations.

Membership

- Minimum of one (1) Board Member as Chair of the Juries Committee and one (1) and non-Board volunteers as needed.
- The Chair will work with staff to recruit Board Members for Jury Chairs, and to advise Jury Chairs on duties and requirements.
- Board members will establish quorum for all meetings and will be the voting members.
- Two-year commitment to the Committee to ensure consistency and integrity of the Awards process year to year.

Meetings:

- Hold a minimum of two (2) meetings, with at least one (1) held before Jury deliberations begin, and one (1) after all Jury Reports have been submitted. Additional meetings to be called by the Awards Working Group Chair as needed.

Minutes:

- The Committee will keep a record of decisions.

Mandate:

- Recruit non-board volunteer Jury Members with experience relevant to their category.
- Advise Juries on conflicts and clarify Awards criteria as needed.
- Facilitate Jury communication and deliberation preparations, including explaining deliberation process and methodology to jury members, ensuring they receive all nomination package materials, coordinating an appropriate date and time for the jury to meet, and answering any questions.
- Facilitate Jury deliberations. The exact date(s) for each jury's deliberations are to be confirmed by the Jury Chair and members, but should take place within a reasonable time after the Awards Nomination process has closed.
- An Awards Report submitted to the Board recommending Award recipients.

- A Special Achievement Award Report submitted to the Board containing background information and recommendations for Special Achievement Award recipients.
- Review the Awards program criteria and process, and provide recommendations to staff for improvements as needed.

(carried)

2.3 CONSERVATION AND EDUCATION COMMITTEE

Ms. Bain presented a recommendation regarding the Conservation and Education Committee. The Board discussed the recommendation prior to approval.

HT17-04 CONSERVATION AND EDUCATION COMMITTEE

Linda Strachan **moved, seconded by** Tyler Greenleaf that the Heritage Toronto Board

1. Dissolve the Conservation and Education Committee; and
2. Heritage Toronto's Programming Committee strike, by December 2017, a State of Heritage Working Group to respond to specific, time-limited programming needs that require conservation and heritage planning policy expertise, with Terms of Reference as follows:

Membership:

- Minimum of two (2) Heritage Toronto Board Members, including a Board Member as Chair, staff representatives, and non-Board community representatives as needed.
- It is strongly recommended that one (1) of the Board Members be from the Programming Committee and that Board Members with expertise in architecture, planning, conservation, craftsmanship, or municipal law be invited to this Working Group.
- Board members will establish quorum for all meetings; Board Members and non-Board volunteers will be voting members.

Mandate:

- To provide oversight and expertise for the State of Heritage Report, released following each municipal election, and to maintain and facilitate heritage views of all Toronto heritage organizations and individuals of influence as needed.
- To organize and promote, with staff, a Heritage Mayoral Debate each municipal election.

Meetings:

- Minimum of four (4) meetings annually, over the course of the project for which the Working Group is established.
- Working Group members will also be involved in stakeholder and community consultations, public events, and other activities related to the project.

Minutes:

- The committee will keep a record of its decisions.

(carried)

Ms. Bain also recommended that Marketing and Communications look for external people with specific skillsets.

3 Audit and Finance Committee

Mr. Louis Kan presented for the Audit and Finance Committee in John Belyea's absence.

3.1 Financial Statements (pre-audit) to December 31, 2016

Louis Kan presented the financial statements to December 31, 2016 and reviewed the statements with the Board noting the \$512 deficit following the yearend transfer. The auditor is scheduled to start the audit on March 13, 2017.

The pre-audit 2016 financial statements were received for information and discussion.

3.2 Pre-audit Yearend Financial Transfer 2016

Mr. Kan presented the Pre-audit yearend transfer for 2016.

The Board discussed the transfer prior to approval.

HT17-05 2016 PRE-AUDIT YEAREND TRANSFER

Andrew Himel **moved, seconded by** Abena Buahene that the Board of Heritage Toronto authorize the transfer of \$30,000 from the Operating Account (Profit and Loss) to the Balance Sheet (\$25,000 to the Heritage Education Fund, \$5,000 to Heritage Innovation. As a result of the transfer the pre-audit 2016 year end operating deficit will be \$512, subject to any possible adjustments resulting from the annual audit.

(carried)

3.3 Internal Designation of Donated Funds to Heritage Toronto

Mr. Kan said that Heritage Toronto receives donations each year that are not directed by the donor. Therefore, each calendar year the Board approves these donations to be directed to Heritage Toronto's designated funds.

HT17-06 INTERNAL DESIGNATION OF DONATED FUNDS TO HERITAGE TORONTO

Tyler Greenleaf, **moved, seconded by** Donald Loucks that all donations received by Heritage Toronto during the 2017 fiscal year, without a specific designation indicated by the donor, be deemed designated for charitable purposes in accordance with appropriate sections of the Income Tax Act (Canada) for the development and delivery of programs, products and services identified through the Board's budget approval process.

(carried)

3.4 Audit Approach Letter from Welch LLP

Mr. Kan presented the Audit Approach Letter from Welch LLP. This letter outlines the parameters of the audit and the timelines. As mentioned above the audit process is to start on March 13, 2017. The final audit will be approved at the May 10, 2017 Board meeting and be forwarded to the City following that meeting.

The report was received for information.

3.5 Financial Statements - January 2017

Mr. Kan presented and briefly reviewed the January 2017 financial statements.

The statements were received for information.

3.6 New Designated Fund – Summer Leigh's Envision TO: Historic Toronto in 3D Project

Mr. Kan presented the full report recommending board approval for Summer Leigh Darbyson's project as a designated fund (Agency fund). Also included for the Board's reference is the project outline for Envision TO and the Heritage Toronto Agency agreement for the project.

HT17-07 APPROVAL OF NEW DESIGNATED FUND AGREEMENT – Envision TO

Karen Whaley **moved, seconded by** Andrew Himel that the Heritage Toronto Board enter into a designated agency fund agreement with Summer Leigh Darbyson to support a multimedia, augmented reality project, Envision TO: Recreating Historic Toronto in 3D.

(carried)

3.7 Minutes from Finance Committee meeting, November 22, 2016

Mr. Kan presented the minutes from the Finance committee meeting on November 22, 2016.

The minutes were received for information.

4 Fund Development Committee

Tyler Greenleaf, Chair, Fund Development Committee thanked Board members for their response to sponsor suggestions on walks and advised that a few more sponsors are still needed.

4.1 Presentation: Fundraising Update: Tours and Awards

Michael Kushnir gave a presentation on the sponsor needs for the tours and awards programs. Mr. Kushnir advised that the deadlines have been moved back by one week. We still need to find a presenting sponsor for the 2017 awards. We are looking at a three to four year commitment for funding stability.

4.2 Minutes for Fund Development Committee meeting, January 25, 2017

Mr. Greenleaf presented the minutes from the Fund Development Committee meeting on January 25, 2017. The minutes were received for information.

5 Marketing/Communications Committee (MarComm)

5.1 Marketing Strategy

Kadi Kaljuste, Chair of the MarComm Committee, presented the draft marketing strategy. The Board discussed and asked questions about the target audience. The marketing strategy was received for information.

5.2 Minutes for MarComm Committee meetings, January 10 and January 31, 2017

Ms. Kaljuste presented the minutes from two MarComm Committee meeting, January 10th and 31st. The minutes were received for information.

6 Programming Committee

6.1 Verbal update: 2017 Awards nominations, Special Achievement Award and 2017 tours Program signup

Andrew Himel, Chair of the Programming Committee informed the Board of the upcoming launch of Heritage Toronto's exhibit titled *Building Toronto: Stories of the St. Lawrence Market Neighbourhood* on March 30, 2017. The exhibit is a collaboration between Heritage Toronto, St. Lawrence Neighborhood Association and the University of Toronto, Faculty of Information. More information will follow.

We will be participating in Doors Open this year on May 27th and 28th.

Heritage Toronto's tours start May 4th. Board members will be asked to sign up as Board rep on the tours once again. The signup will be digital. Candice McCavitt will be sending an email to the board with instructions and a link to the document.

Awards nominations will open March 6th and close May 6th. All of the forms will be on the website soon.

Mr. Himel requested that Board members submit their suggestions for this year's Special Achievement Award recipient to Candice McCavitt.

The verbal report was received for information.

6.2 Minutes for Program Committee meeting, November 8, 2016

Mr. Himel presented the minutes for the Program Committee meeting on November 8, 2016. The minutes were received for information.

7 Historical Plaques Program Committee

7.1 Four Commemorative Plaque Projects

Peter Berton, Chair, Historical Plaques Program committee, presented the report recommending four new commemorative plaque and detailed staff reports for each project for discussion and approval.

HT17-08 APPROVAL OF FOUR COMMEMORATIVE PLAQUES

Richard Moorhouse **moved, seconded by** Ross Fair that the Board of Heritage Toronto approves the following four commemorative plaque projects:

- Trinity Medical School
- Fairbank
- Fairbank School Section 15
- Toronto Golf Club

(Carried)

7.2 Plaque Events

Mr. Berton presented the schedule of plaque presentation events in 2017. The table shows events that are confirmed and those that do not yet have firm dates.

The report was received for information.

7.3 Minutes for Historical Plaque Program Committee meeting, February 8, 2017

Mr. Berton presented the minutes from the Historical Plaque Program Committee meeting on February 8, 2017.

The minutes were received for information.

8 Conservation and Education Committee

8.1 State of Heritage: Archaeological Symposium (February 11, 2017)

Kaitlin Wainwright presented the staff report updating on the Heritage Primer activities. The report summarized the second event held on February 12, 2017 on the topic of the St. Lawrence North Market Archaeology. Peter Popkin (Golder Associates) was the keynote speaker. The event was a great success with full capacity of 200 attendees.

The report was received for information.

OTHER BUSINESS

No other business was tabled.

ADJOURNMENT

The meeting was adjourned at 7:20 p.m.



Catherine (Kate) Marshall, Chair
KC/