



Report to: Development Services Committee

Meeting Date: April 23, 2024

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**SUBJECT:** 2024 Updated Terms of Reference – Flato Markham Theatre Advisory Board  
**PREPARED BY:** Chris Rickett, Director, Economic Growth, Culture and Entrepreneurship

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**RECOMMENDATION:**

1. THAT the report titled “2024 Updated Terms of Reference - Flato Markham Theatre Advisory Board” be received; and,
2. THAT Council approve the updated Flato Markham Theatre Advisory Board Terms of Reference; and further,
3. THAT Staff be authorized and directed to do all things necessary to give effect to this resolution.

**PURPOSE:**

This report updates the Flato Markham Theatre Advisory Board Terms of Reference to ensure that it is current and transparent and that the roles and functions of members align with Flato Markham Theatre’s goals, strategies, and community engagement.

**BACKGROUND:**

Since its opening over 38 years ago, the Flato Markham Theatre has established itself as a major performing arts facility in the Greater Toronto Area (GTA). Its programming and utilization have expanded and adapted to the growing and changing needs of the area's demographics. This year, the theatre’s attendance is projected to return to pre-pandemic levels, using 2019 results as the benchmark, while taking the rising rental rates into consideration.

The Flato Markham Theatre Advisory Board was established on June 23, 1998 to provide advice and support to the Theatre. Its terms of reference were last updated in 2017. The terms of reference require updating to ensure that the document is current, transparent, and aligns with the Theatre’s goals and strategies. The need to update the terms of reference was discussed with and agreed upon by the Flato Markham Theatre Advisory Board.

The recommended changes to the terms of reference include reducing the number of community members, changing the terms of office, omitting and adding to members' functions and roles, decreasing the frequency of meetings, and changing the reporting/governance structure. See “Appendix A” to view the updated Flato Markham Theatre Advisory Board Terms of Reference.

**OPTIONS/ DISCUSSION:**

The Flato Markham Theatre Advisory Board Terms of Reference are being updated to increase the members' engagement and change their roles and functions so that their focus is on strategy, capacity building, and advocacy.

The chart below outlines the recommended changes to the Flato Markham Theatre Advisory Board Terms of Reference:

CURRENT	RECOMMENDED	CHANGE
<b>Proposed Change #1 - Composition</b>		
<ul style="list-style-type: none"> <li>The Board shall be comprised of nineteen (19) voting members: sixteen (16) of which shall be from the community; up to two (2) members of Markham Council; and one (1) representative from the York Region District School Board - the Principal of Unionville High School. In addition, the Board will also have various ex-officio members. They will have a vote when in attendance at meetings and will include: The Mayor, the Deputy Mayor and School Board Trustee.</li> </ul>	<ul style="list-style-type: none"> <li>The Board shall be composed of up to eleven (11) voting members: nine (9) shall be from the community, one (1) member of Markham Council, and one (1) representative from the York Region District School Board - the Principal of Unionville High School. In addition, the Board will also have various ex-officio members. They will have a vote when in attendance at meetings and will include: The Mayor, the Deputy Mayor and School Board Trustee.</li> </ul>	<ul style="list-style-type: none"> <li>Total members has been reduced from 19 to 11.</li> <li>Community members have been reduced from 16 to 9 Members.</li> <li>Councillor membership has been reduced from two (2) members to (1) one member.</li> </ul>
<b>Proposed Change #2 - Term of Office</b>		
<ul style="list-style-type: none"> <li>Members will serve a two (2) or four (4) year term. Community members are able to serve for additional term(s), but must reapply through the normal appointment process.</li> </ul>	<ul style="list-style-type: none"> <li>Members may serve up to a four (4) year term. Community members are able to serve for additional term(s), maximum of two (2) consecutive terms, but must reapply through the normal appointment process.</li> <li>New members will go through an orientation process at time of onboarding, and be requested to sign code of conduct document.</li> <li>Members of the Theatre Advisory Board do not have any legal nor fiduciary responsibilities.</li> </ul>	<ul style="list-style-type: none"> <li>Terms can now be 1, 2, 3 or 4 years.</li> <li>The requirement of an orientation and the signing of the Code of Conduct.</li> <li>Note that Member do not have any legal or fiduciary responsibilities.</li> </ul>
<b>Proposed Change #3 - Role of Advisory Board/Functions</b>		
<ul style="list-style-type: none"> <li>To advise and engage in the development and implementation of the Theatre Strategic Plan and the annual business plan.</li> </ul>	<ul style="list-style-type: none"> <li>To advise and engage in the development of the Theatre Strategic Plan and the annual business plan.</li> </ul>	<ul style="list-style-type: none"> <li>Removed the role of raising funds for the Flato Markham Theatre.</li> </ul>

<ul style="list-style-type: none"> <li>• To participate in raising funds for the Theatre through sponsorship, fundraising and special events.</li> <li>• To assist staff in increasing awareness and the profile of the Theatre in the community.</li> <li>• To make recommendations and update Markham City Council on any matters concerning the Markham Theatre and its operations.</li> </ul>	<ul style="list-style-type: none"> <li>• To assist staff in increasing awareness and the profile of the Theatre in the community.</li> <li>• To participate in at least one opportunity to support the Theatre, including subscriptions, donor programs, annual Gala, and/or sponsorships.</li> <li>• To serve as advocates and ambassadors of the Theatre by assisting staff in increasing awareness and the profile of the Theatre in the community.</li> <li>• To make recommendations and update Markham City Council on any matters concerning the Theatre and its operations.</li> <li>• To participate in a minimum of one (1) sub-committee or task force of the Advisory Board;</li> <li>• To abide by the City of Markham’s protocols for citizen Advisory Board members.</li> </ul>	<ul style="list-style-type: none"> <li>• Added the requirement to participate in a least one opportunity to support the Theatre.</li> <li>• Added the role of serving as advocates and ambassadors of the Theatre.</li> <li>• Added the requirement to participate in sub-committee or task force.</li> <li>• Added the requirement to abide by the City of Markham’s protocols for Citizen Advisory Board Members.</li> </ul>
<p>Proposed Change #4 - Remuneration</p>		
<ul style="list-style-type: none"> <li>• None</li> </ul>	<ul style="list-style-type: none"> <li>• No member is entitled to receive, either directly or indirectly, any salary, wages, fees, commissions or other amount for services rendered to the Theatre in their capacity as an Advisory Board Member.</li> </ul>	<ul style="list-style-type: none"> <li>• Added specifics regarding there being no remuneration for members.</li> </ul>
<p>Proposed Change #5 - Frequency of Meetings</p>		
<ul style="list-style-type: none"> <li>• Must meet a minimum of six times a year, usually on the fourth Monday of each month at 5:30 p.m.</li> </ul>	<ul style="list-style-type: none"> <li>• The Board will meet a minimum of <u>five (5) times</u> per year, usually the fourth Monday of every other month at 5:30 p.m.</li> <li>• All Board members must attend at least four (4) meetings.</li> </ul>	<ul style="list-style-type: none"> <li>• Meetings have been reduced from a minimum of six times per year to a minimum of five times per year.</li> <li>• Members are now required to attend a least four meetings.</li> </ul>
<p>Proposed Change #6 - Reporting (New)</p>		

	<ul style="list-style-type: none"> <li>• Proper minutes of Board meetings, and a record of policies must be kept;</li> <li>• Governance terms and philosophy will be reviewed from time to time, at a minimum of every four (4) years, aligned with term of City Council.</li> </ul>	<ul style="list-style-type: none"> <li>• Added that meeting minutes must be taken, and records of the Advisory Board’s policies must be kept.</li> <li>• Added a minimum timeframe for reviewing governance related documents and processes.</li> </ul>
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**FINANCIAL CONSIDERATIONS**

Not applicable

**HUMAN RESOURCES CONSIDERATIONS**

Not applicable

**ALIGNMENT WITH STRATEGIC PRIORITIES:**

The updated Flato Markham Theatre Advisory Board Terms of Reference aligns with Markham’s new Economic Development and Culture Strategy, and with the City’s strategy and goals in regards to community engagement.

**BUSINESS UNITS CONSULTED AND AFFECTED:**

Flato Markham Theatre

**RECOMMENDED BY:**

**ATTACHMENTS:**

- 1) Flato Markham Theatre Advisory Board 2024 Proposed Terms of Reference