Toronto Media Arts Centre Board Governance Manual

V.1.6, 19 April 2015

Introduction	4
Organizational History	4
Board Contact List	5
Revisions	5
Letters Patent	5
Bylaws	5
Mission	6
Vision	6
Milieu	6
Board Structure and Roles	7
Composition	7
Ideal Board Size	7
The Board's Role	7
Directors of the Board	9
Role of Directors	9
Board Member Code of Conduct	10
Accountability	12
Responsibilities	12
Officers of the Corporation	13
Role of the President	13
Role of the Vice-President	14
Role of the Secretary	15
Role of the Treasurer	16
Board Committees and Mandates	16
Committees	16
Membership and Appointment	17

Committee Chair	17
Committee Procedures	17
Board Processes & Policies	18
Board Meetings	18
Communication Policy	19
Finance Policy	19
Governance Policy	20
Conflict of Interest Policy	21
Fundraising Policy	21
HR Policy	22
Board Self-Assessment	23
Membership	23
Members of the Corporation	23
Admission	23
Security of Membership	24
Termination	24
Responsibilities of Members	25
Rights of Members	25
Statement on Diversity and Inclusion	26
Guiding Principles	27

Introduction

The Toronto Media Arts Centre ("TMAC") Board Governance Manual defines the role of the Board and how it will carry out its responsibilities. This and the Bylaws are TMAC's primary governing documents.

First drafted in 2011, the purpose of this document is to clarify the organization's principles and goals, and define the roles and responsibilities of Board members as we aspire to a collaborative model of governance.

Organizational History

Toronto Media Arts Cluster is creating the first ever collectively owned and managed non-profit arts facility in Toronto. A 38,000-square-foot centre for contemporary art located in the heart of Toronto's Art + Design District, TMAC will provide state of the art production studios, galleries, a cinema, opportunities for hands-on learning, artist apartment for residencies and flexible workspace.

Board Contact List

An up-to-date list of Board members can be found on our Web site: tomediaarts.org

Revisions

Changes will be adopted through a majority vote of the Board at Board meetings. Proposed policy changes will be provided to Board members in advance of the meeting at which the vote is to be taken. Board-approved revisions will be tracked through a digital version control system.

Letters Patent

See Addenda

Bylaws

See Addenda

Mission

TMAC aspires to be a centre for excellence for the media arts that takes an accessible approach to the advancement of culture and technology.

Vision

In the heart of Toronto's Art and Design District, TMAC is creating a diverse and collaborative environment where anyone can engage meaningfully with art and technology. TMAC integrates creation, production, presentation, education, conservation and dissemination practices and with a focus on community building and inclusivity.

With year-round arts and cultural programming, open lab studios, equipment libraries, coworking and social areas, we provide the tools, space and freedom to play with art, media and new technologies–including film, videogames, audio, video, robotics, electronics and more.

TMAC grew out of grassroots community support and in response to a need for an accessible and affordable centre dedicated to media art and technology.

The idea for TMAC was first conceptualized in 2003 after almost 15 years of organizing. After an initial feasibility study, we incorporated in 2011 and attained charitable status in 2013. Today, TMAC has organically grown into an integrated collaborative organization supporting its members, the West Queen West community, and all of Toronto's media artists and artist-run centres.

Milieu

The Toronto Media Arts Centre includes all three streams of contemporary media art practices: production, exhibition and distribution. Media art encompasses artworks that are created and displayed using time-based technologies including audio, video, film, gaming, digital, robotics, photography, interactive, online, electronics, radio and sound.

Our sector is extremely well developed in Toronto, with over 40 organizations serving and supporting a broad community of makers. We will establish a contemporary facility that will increase the visibility and accessibility of the media arts by creating a unique destination. The centre will be a landmark art facility dedicated to audience engagement, education, production and post-production, distribution, archiving and preservation, artistic residencies and a full range of arts

presentation. TMAC is a new model for collaboration, one we've been working hard to establish for decades and that is extremely rare in Canada and the world.

Board Structure and Roles

Composition

According to Section 24 of the TMAC Bylaws, "the Board shall, from time to time and at any time, consist of a number of positions of director of the Corporation that is equal to the number of Members of the Corporation, but in any case, the Board shall not consist of a number of positions of director of the Corporation that is fewer than three." Additionally, the Board will strive to be diverse in its representation.

Voting Directors

At least 51% of the Board members will be appointed and/or elected according to the rules set out in Sections 29 and 30 of the TMAC Bylaws.

Non-Voting Directors

The Board intends to develop a policy that allows for non-voting or non-Memberappointed Board members to be appointed and/or elected by the Board in order to be compliant with the requirements of the new Ontario Not for Profit Corporations Act.

Ideal Board Size

The Board will take reasonable steps to maintain a board with sufficient numbers to reflect the volume of work and the diversity of the membership.

The Board's Role

The Board is the group that leads TMAC and is the backbone of our collaborative work. While we rely on trust and mutual accountability in service of the welfare and goals of the organization, we also believe that documenting our policies and procedures in this manual will ensure that the collaborative process will serve TMAC well into the future.

The role of the board is to enable the organization to carry out its mandate, which, in part, is to:

- Provide performances and exhibitions of an artistic nature in premises to be maintained and operated by TMAC
- Provide instructional seminars, conferences and workshops on topics relating to the arts exhibited and performed at the premises
- Make available to the public visual arts, media arts, film/video and electronic/ digital arts.
- Provide affordable, long-term rental, gallery, production and exhibition space to non-profit arts organizations

In order to carry out this mandate, the Board will:

- Manage and maintain the facility
- Provide administrative support to Members
- Be wholly responsible for costs specific to the TMAC facility, without passing them through to Members:
 - Operating costs including facility staffing and materials, administration, repairs and maintenance, utilities costs for common spaces, contract services for the organization, cinema operation, common area costs beyond Member contributions
 - Property taxes
 - Mortgage repayment
 - Capital reserve
- Actively build collaborative relationships with each of its Member organizations to support the delivery of joint programming
- Form a Joint Planning Committee that will work to:
 - Align collaborators' programs, funding, resources, and efforts around common goals
 - Make recommendations to the Board on operational, planning, programming and resource issues
- Hire and manage staff including an artistic director and an executive director, reporting to and carrying out the decisions of the Board

- Empower executive staff to hire and manage staff and contractors, including facility manager, accountant/bookkeeper, legal, security, theatre technician, AV specialist, event director, etc.
- Establish an infrastructure to monitor and evaluate programming and Member and community outcomes
- Articulate TMAC's vision, values, and principles
- Write and regularly evaluate governing policies, including this document and the Bylaws

Directors of the Board

Role of Directors

The Directors of the board have a duty to:

- Learn and understand howTMAC operates and become familiar with its Bylaws, procedures, operations and activities
- Act responsibly, in good faith and in the best interestTMAC, exercising the care, diligence and skill of a reasonably prudent person in exercising powers and performing the duties of a Director
- Act cautiously and anticipate possible consequences of any course of action that the Board may choose to undertake. Where the Director possesses a particular level of skill or expertise, that skill or expertise must be used in the best interest of the organization.
- Be diligent, always acting in the best interest of TMAC and becoming as reasonably informed as possible with all aspects of its operations. To fulfill this duty, each Director is expected to:
 - Review the agenda and supporting material in advance of each meeting of the directors and any committee on which the Director participates
 - Regularly attend meetings of the Board and committee to which the Director is appointed
 - Be prepared to discuss business on the Board & Committee agendas in a prepared and knowledgeable way
 - Vote on matters that come before the Board unless excluded by conflict of interest. In the event that a Director cannot attend a meeting, that director should review the minutes of the meeting, financial statements and all other materials that may be circulated at the missed meeting in order to stay

informed. It is the responsibility of that Director to ask questions relating to any business or policy that may have transpired at the meeting and which the Director may require further information or clarification.

- To manage the affairs of the organization and to apply the Bylaws of TMAC.
- To act honestly and in good faith, to be loyal to and act in the best interest of the organization, to avoid any conflict of interest and to subordinate personal interest to that of the Corporation.
- To act at all times in the best interest of and in accordance with the Conflict of Interest Policy of the organization.
- To act at all times within the scope of authority established by the objects of the corporation, bylaw and resolutions approved by the membership and motions of the Board of Directors. A Director may incur personal liability if he or she acts outside of the scope of authority granted by the Board.
- To be aware of and comply with all applicable government legislation and statutes, including:
 - The Corporations Act (ONCA)
 - The Income Tax Act
 - Employment Insurance Act
 - Pension Legislation
 - Employment Standards Act
 - Occupational Health & Safety Act

Board Member Code of Conduct

Decision-making

The Board is committed to effective collaborative decision-making and, once a decision has been made, speaking with one voice. Towards this end board members:

- Reflect their understanding of member and stakeholder interests
- Represent one's own view as an individual view
- Endeavor to build on other's ideas or offer alternative points of view as options to be considered and invite others to do so too

- Refrain from trying to influence other board members outside of board meetings that might have the effect of creating factions and limiting free and open discussion
- On important issues, be balanced in one's effort to understand other board members and to make oneself understood
- Once made, support, indeed defend, board decisions, even if one's own view is a minority one
- Endeavor in good faith to reach consensus on solutions

Authority, Confidentiality and External Communication

The Board is committed to clear, unified and uncompromising communication with staff, stakeholders and members of the public. Toward this end, board members must:

- Not disclose or discuss differences of opinion on the board outside of board meetings, especially with staff or members
- Respect the confidentiality of information on sensitive issues, especially in personnel matters
- Refrain from speaking for the organization unless authorized to do so by the board
- Disclose one's involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest (see Conflict of Interest Policy)
- Refrain from giving direction, as an individual board member, to the executive director or any member of staff

Internal Communication and Values

The Board is committed to building relationships built on trust with members, staff, directors and volunteers. Towards this end board members must:

- Maintain trust through ongoing transparent communication
- Share credit for the work of the organization with the collaborators, creating a sense of cohesion and mutual value
- Support the common agenda over individual agendas
- Focus on the strengths and abilities of all stakeholders to build lasting change

- Encourage conversations that build deep understanding of all perspectives, to learn together and to seek to build respect and trust
- Share knowledge and work together to co-create new sustainable ideas
- Take a patient and long view, recognizing that ideas and opportunities need the right conditions to take root and will require iterative and sometimes challenging work
- Have a serious regard for the collaboration and a determination not to let it be subverted

Accountability

The Board of Directors is collectively accountable to Members, the broaderTMAC and Toronto media arts community, neighborhood residents, funders and stakeholders. This accountability supersedes any conflicting loyalty to advocacy and interest groups.

Board members are accountable to the Board.

Responsibilities

Individual members of the Board must:

- Be informed
- Maintain confidentiality
- Be proactive
- Avoid conflict of interest

Officers of the Corporation

Role of the President

According to Section 51 in TMAC's Bylaws, "Unless another person is authorized by the meeting, the president, when present, chairs all meetings of the Members of the Corporation and of the Board. The president, with the secretary or other officer appointed by the Board to do so, will sign all by laws and any membership certificates. The president shall see that all orders and resolutions of the Board are carried into effect."

The President is responsible for the effective governance of the organization and is accountable to the membership for the performance of the Corporation.

The duties of the President are to:

- Chair the meetings of the Board and the Executive Committee, be knowledgeable about the agenda items before the Board and be prepared to take part in the deliberations of the Board
- Arrange for the Vice Chair/President to chair in the meeting if required
- Chair the Annual General Meeting and any other general member meetings that may be called
- Provide oversight of the work of the corporation on behalf of the Board, handle
 any personnel issues that may arise between Members of the Board or as a
 result of non-performance of duties by a Director or conflict of interest situations
 handle member complaints arising out of the actions of the staff or volunteers
- The responsibilities of the President may be changed from time to time, and flow from Board policies on governance.

Role of the Vice-President

According to Section 52 in TMAC's Bylaws, "The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him/her by the Board."

The Vice Chair works with the Chair in ensuring the effective governance of Organization and is prepared and knowledgeable at all times to serve in the absence of the Chair.

The duties of the Vice President are to:

- Chair the Board Meeting, Annual General Meeting, or other meetings in the absence of the Chair
- Serve as a member of the Executive Committee

The responsibilities of the Vice President may be changed from time to time, and flow from Board policies on governance.

Role of the Secretary

The Secretary works with the President of Organization in the effective administration of Board and membership meetings and is responsible to the membership to ensure that the bylaws are followed and that all necessary documents are maintained and filed as required.

The duties of the Secretary are to:

- Be able to act as a signing authority for the Corporation in financial and legal matters at the Board's discretion
- Ensure safekeeping of the documents of the corporation including Letters Patent, Supplementary Letters Patent, Bylaws, Minutes of the Board, Contract agreements
- Serve on the Executive Committee of the Board
- Liaise with those individuals/organizations contracted to provide management support of the operational tasks of the Secretary

Role of the Treasurer

According to Section 53 in TMAC's Bylaws, "The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation..."

The duties of the Treasurer are to:

- Act as a signing authority for the Corporation in financial and legal matters
- Serve on the Executive Committee of the Board and as Chair of the Finance Committee
- Present the annual operating budget

Other duties as may, from time to time, be assigned by the Board.

Board Committees and Mandates

Committees

According to Section 56 in TMAC's Bylaws, "The Board may appoint committees whose members will hold office at the will of the Board, and may specify their remuneration, if any, and duties. The committees may hold their meetings at the head office or such place or places as the Chairperson may from time to time determine."

In the inaugural year, the following operational committees will be formed according to these governing terms:

- Facility & Equipment
- Programming & Education
- Resource Development & Partnerships
- Fundraising
- Governance (Nominations)
- HR
- Outreach & Advocacy

Individual committee mandates and additional terms of reference will be drafted by each committee, approved by the Board, and may be amended from time to time with approval of the Board.

Membership and Appointment

Each committee will be chaired by a non-staff member of the Board who reports to the Board regarding Committee business, decisions and activities. Committees will be comprised ideally of 3-5 members, including the chair, staff and volunteers. Members may be appointed to a committee by the chair or the board of directors.

Committee Chair

The chair of the committee can be any one member of the board of directors. This responsibility is also set out in the role description for that director's position.

The chair is responsible for:

- · Scheduling the meetings
- Setting the meeting agendas
- Leading the meetings
- Recording and posting minutes
- Following up on action items
- Bringing motions to the Board for approval
- A co-chair may be appointed to fulfill the chair's role in their absence.

Committee Procedures

The committee should meet at least four times per year, but may meet as frequently as needed.

Meetings of the committee may be held at any time and place to be determined by the chair, provided that 14 days' written notice of such meeting is given prior to the meeting. This notice may be waived by any member of the committee.

Two out of 4 members constitutes a quorum; the chair or co-chair must be in attendance.

Committee meetings are open to any staff or board members who wish to attend without vote

Minutes must be taken at all committee meetings. A copy of all committee minutes is filed with the President, and should be made available to all board and staff members within 30 days of the meeting.

New projects and recommendations should be brought to the Board for approval at a meeting of the directors.

Board Processes & Policies

Board Meetings

According to Section 34 of the TMAC Bylaws, "Meetings of the Board may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting shall be given personally, or transmitted by facsimile or electronic mail, to each Director, or, if by mail, at least 14 days prior to the meeting."

Board meetings will be held monthly (or more or less frequently as determined by the Directors, but at any rate on a regular and scheduled basis) and conducted to carry out the business of the Board. The purpose of the meeting shall be expressed in its agenda.

A meeting agenda, prepared by the Chair or Secretary and circulated prior to the start of the meeting, will establish issues to be addressed.

Voting

A majority of the votes cast by the Directors shall determine the motions in meeting. If there is a tie, then the majority requirement is not met and the vote cannot pass.

Minutes recorded at the Board meeting, and subsequently approved as written by the Board at the next meeting, will be the official record of the Board's transactions and plans.

Annual Planning Session

The Board will also hold an annual planning meeting, at which the Board will review and establish an updated three-year plan and an annual business plan. The plans will:

Determine what the Board intends to accomplish for the coming year

- Articulate the Board's planning accomplishments as realistic, concrete, and meaningful outcomes
- Adopt or update an appropriate strategic plan for achieving the outcomes
- Identify appropriate timelines for the accomplishments of the plan
- Establish a schedule for, and the means of, evaluating the performance of the Board

Communication Policy

All communications within TMAC will support the mission, vision, values and goals of the Board.

The Board will:

- Develop a communications plan which identifies who the Board communicates with, what is communicated, when communication activities occur (e.g., press releases), and how communications are delivered
- Establish communication links with the stakeholders and communities we serve, local governing bodies, arts organizations, ministries and funders
- Use communication strategies which are open and honest, responsive, informed and clear

Finance Policy

Operating Budget Process

TMAC will budget annually for a breakeven operating position, or an operating surplus to support its current working capital balance.

The preliminary budget will be prepared under the direction of the Treasurer for review by the Board in its annual planning cycle each year.

The annual budget will reflect the strategic priorities established by the Board of Directors of Organization.

The Treasurer, in consultation with the Board, will establish the financial requirements for existing or new programs

The final operating budget will be approved by the Board.

Monitoring of the Budget

Responsibility for monitoring the operating budget rests with the Treasurer of Organization who can recommend changes to the Budget as the year progresses in order to maintain a break-even position.

Authorities

Once approved, the Treasurer has the authority to make expenditures within the approved budget

Travel Expenses

TMAC will reimburse any reasonable meal and transportation expenses associated with participation in Board meetings and duties delegated by the Board. Board directors must comply with the Travel Expense Policy.

Governance Policy

The Board will govern with a style which emphasizes outward vision, encouragement of diversity in viewpoints, strategic leadership, clear distinction of Board and Staff Roles, collaborative decision-making, a focus on the future and pro-activity.

The Board will:

- Be accountable for accomplishment of its goals
- Direct, control and inspire the organization through careful establishment of the broadest written policies which reflect the values and perspectives of its members and stakeholder communities
- The Board will monitor and regularly discuss the Board's own process and performance to ensure the continuity of its governance capability by retention and development of Board members.
- Self-evaluate its performance
- Commit to continuous improvement, including orientation of new members and Directors to the Board's governance model and periodic Board discussion of governance process

Conflict of Interest Policy

The Board of Directors is responsible to the members of the Corporation and acts in their interests at all times. Directors must represent un-conflicted loyalty to the interests of the corporation. This accountability supersedes loyalty to any other organization, interest group, board or staff. It also supersedes the personal interest of any director acting as a consumer or participant in the activities of Organization.

- There must be no self-serving conduct of personal business between any Board member and TMAC in order to ensure openness, competitive opportunity and equal access of information
- Directors must not use their position to obtain employment for themselves, family members or close associates
- Staff and non-Board Committee volunteers will act in accordance with the spirit and intent of the policy.

Declaration of Conflict of Interest

Directors in a decision-making role should make known their connections with groups or individuals doing business with TMAC.

While this can be done annually as part of a review, it should happen at any point when a Director recognizes that the potential for conflict exists.

Directors who have an actual or potential conflict of interest will not participate in any vote or decision-making on matters affecting the organization, and the possible source of conflict. The Board will determine what, if any, contribution the Director can make to the discussion leading to a decision.

Directors will sign off annually on identified conflicts, and the record will be kept with the minutes.

Fundraising Policy

TMAC affirms the position that core funding for arts programs remains the responsibility of various levels of government. We also believe the development of stronger links to the community, through fundraising, provides additional resources to enhance and build broader public support for arts programming. We

are committed to fundraising based on ethical standards and within a socially responsible framework.

- TMAC will actively solicit and accept financial support from donors who agree with this philosophy and whose organizational practices meet these standards.
- TMAC commits to managing responsibly the funds that donors entrust to us, and to report our financial affairs accurately and completely.
- TMAC is committed to responding to donor or prospective donor questions or concerns about fundraising activities promptly and fairly.
- TMAC supports a diversified and coordinated approach to funding and eschews competition for the good of the culture of TMAC and the financial sustainability of its member organizations.
- TMAC commits to using appropriate resources for the benefit of TMAC as a whole rather than individual member organizations.

HR Policy

AsTMAC is committed to being an exemplary employer, the Executive Director will ensure that the human resource practices of the organization adhere to the principles of fairness and respect, and that TMAC abides by all laws and government regulations. More specifically, the Executive Director will be accountable for the development of detailed policies and procedures that ensure that:

- Recruitment and hiring practices are open, thorough, fair and based on merit
- At a minimum, the requirements of the Employment Standards Act, Human Rights Code, Minimum Wage and Occupational Health and Safety Acts are respected
- All employees have job descriptions and that these are regularly reviewed
- Personnel records are treated as confidential and that appropriate restrictions are in place regarding their use and who has access to them
- Human resource policies and procedures are provided to all staff
- Every staff member is formally evaluated on an annual basis, that the evaluation criteria are in line with best practices in other organizations, and that they are known by all employees
- Employees are recognized for excellent performance

- Every employee is entitled to a specified amount of time off with pay in the event of sickness, a death in their immediate family, medical appointment and unexpected family obligations
- There is a formal grievance or conflict resolution procedure in place for staff that involves the Board as the final arbitrator
- TMAC will strive for diversity in its employment practices with respect to race, culture and disability
- Staff have professional development opportunities made available to them and that an annual training plan is prepared and implemented with the resources available

Board Self-Assessment

The Board is responsible for its own operations. In accordance with this policy the Board monitors and evaluates its own performance on an ongoing basis and at least once per year, conducts a formal self-evaluation.

Membership

Members of the Corporation

According to Section 2 of the TMAC Bylaws, "Membership in the Corporation shall be limited to corporations and unincorporated associations / organizations that are either non-profit organizations or registered charities within the meaning of the Income Tax Act (Canada) whose purposes are to advance the public's appreciation and understanding of, or otherwise promote public interest in, the arts, and which are interested in furthering the objects of the Corporation and whose application for admission as a Member has received the approval of the Board."

Once the TMAC facility is operational, the Board intends to establish additional Membership classes with different rights and commitments than currently established by the TMAC Bylaws and definitions of Membership in the TMAC Board Governance.

Admission

Admission to tenant membership is at the discretion of the Board.

Eligibility for tenant membership may be subject to specified criteria. At a minimum, the organization must:

- Be an incorporated not-for-profit or charity
- Support the objectives of TMAC
- Demonstrate organizational capacity, including an established board of directors, community-base, and appropriate programming

When TMAC admits a tenant member, they enter into a membership agreement, a contract in which the tenant agrees to pay rent for the right to occupy a specified unit or units within the TMAC facility. The membership license may be open or for a fixed term, according to the agreement.

Security of Membership

Tenants members have security of tenancy. This means that a tenant member can continue to occupy its allocated space until:

- The tenant member decides to leave and gives TMAC proper notice that they intend to move out
- TMAC and tenant member agree that the tenant member will move out
- TMAC gives the tenant a notice to end the tenancy for a reason allowed by the Membership Agreement (for example, the tenant member is no longer carrying on activities allowed by the agreement).

Termination

TMAC may terminate tenant membership if the tenant member violates any terms of the Membership Agreement. The procedure for termination and appeal is set out in the Membership Agreement.

Members may terminate membership by providing at least 180-days' written notice to TMAC. Unless agreed otherwise, membership terminates on the 181st day following notice. The tenant member must move out and remove all possessions by the termination date.

If a tenant member moves out of the TMAC facility without giving notice or without giving proper notice, membership ends on the earlier of:

- The date the unit is rented to another tenant or
- The earliest termination date that could have been put in a notice to end a tenancy, if the tenant had given proper notice.

The tenant member must fulfill all obligations of membership and abide by all terms of the Membership Agreement until the termination date, including:

- Paying rent
- Paying membership dues
- Contributing to and carrying out any planned joint programming responsibilities with TMAC and/or other tenant members, unless a plan for transitioning these responsibilities is agreed to by the tenant member, TMAC and any party to existing funding or planning agreements

Responsibilities of Members

Members have a responsibility to:

- Use allocated and shared space only for the purposes allowed and set out in the Membership Agreement and any governing policies set out by TMAC from time to time.
- Manage, staff and maintain their own private spaces as required
- Represent the interests of their individual members and community base through the Membership committee
- Participate in joint programming activities, including work on Board committees and the Joint Programming Committee
- Pay rent and annual membership dues on time

Rights of Members

The rights of tenant members are set out in Sections 2-6 in the TMAC Bylaws, the Membership Agreement and the Memorandum of Understanding between founding Members as applicable.

Generally, tenant member organizations are entitled to:

- Exclusive licensed use of the private space allocated to them in the Membership Agreement, at the rate set forth in the agreement
- The benefits of shared services as detailed in the Membership Agreement

Statement on Diversity and Inclusion

TMAC is a community that values and recognizes diversity, and defends and builds equitable experiences. We are committed not only to including marginalized voices and bodies, but also to actively fighting racism, sexism, and oppression in all its forms.

We welcome and advocate for the presence and contributions of all people regardless of their ability, age, body size, cultural background, education, ethnic origin, gender expression, gender identity, immigration status, language, marital status, nationality, physical appearance, political affiliations, race, religion, sexual orientation, sexuality, status as a parent, socioeconomic status, or other such factors.

Prejudice, oppression, and discrimination are detrimental to the health and growth of our community and the individuals who are a part of it. Supporting the visibility of our diverse lives enhances the experiences of all community members. We recognize and honor our differences and vigorously defend TMAC as a safe and equitable space.

Guiding Principles

The goal of our collaboration is to:

- Plan for and build an organization that exists for the benefit of the community in which TMAC is situated
- Sustain and grow the diverse and autonomous work of its members
- Create a framework for positive and enduring change in the Toronto media arts landscape

Building on the founding vision of TMAC as a "cluster" of independent member organizations, we leverage each other's deep experience planning, structuring and producing new art works for joint programming opportunities that would not have been possible before we came together as TMAC. At the same time, we create efficiencies through shared facilities, staffing, and infrastructure—reducing each organization's precarity and allowing Member resources to flow to new initiatives and artists rather than administrative overhead and commercial rents.

The collaborative governance model is the natural evolution of TMAC, and the articulation of an adaptive structure that will serve TMAC now and in the years ahead.

The position TMAC strives to take within the community is that of a collaborator, valuing the input of all stakeholders working towards the goal of broad understanding and a sustainable future for the organizations and artists at the cutting edge of technoculture, art, and interactive media.

We strive to build relationships and trust between member organizations, artists, the public, and other stakeholders by focusing on our strengths, encouraging deep understanding, centering co-creation and iterating over our best and most ambitious ideas.

All of TMAC's member organizations have worked cooperatively for many years, and are now moving towards roles that expound upon these experiences and allow us to build something bigger—a true platform for our transformative work.

Addenda

- 1. Letters Patent
- 2. Bylaws
- 3. Objects of the Corporation