



~~TERMS OF REFERENCE~~ SHCCB
TERMS OF REFERENCE FINAL
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Shea Heights Community Centre Board

Contents

Name.....	2
Purpose	2
Objectives	2
Board Structure.....	2
Board of Directors.....	3
Executive	3
Duties	3
Board.....	3
Executive	4
Chairperson.....	4
Vice-Chairperson.....	4
Past Chairperson	4
Secretary	4
Treasurer.....	5
Subcommittees	5
General Requirements.....	5
Appointment of Directors/Executive	5
Conduct.....	6
Acceptable Methods of Communication	6
Meetings	6
Regular Board Meetings	6
Quorum.....	6
Regular Meetings:	6
Terms of Office.....	7
Vacation of Office	7
Cooling-off Period (Former City Staff and Council).....	8
Powers	8
General Authority:	8
Remuneration:	8
Execution of Payments:	8
Dissolution	8
Conflicts of Interest.....	9
Confidentiality.....	9

Name

The Shea Heights Community Centre Board of Directors.

Purpose

Under the direction of the City of St. John's (herein referred to as the City) the Shea Heights Community Centre Board of Directors (herein referred to as The Board) is appointed by the City to facilitate the development and implementation of social, recreational and educational benefits and services for the residents of Shea Heights.

Considering recommendations from the Committee Chair and Council Champion, the City Clerk and Coordinator will review Advisory Committee Terms of Reference documents every two years. The purpose of this review will be to ensure that the operations and function of each committee are still aligned with its defined purpose.

Objectives

- To co-operate fully with the City to achieve foresaid purpose.
- To encourage the involvement of residents through participation in programs and services offered through the Shea Heights Community Centre.
- To create a positive atmosphere and stimulate community spirit and participation.
- To foster a healthy social environment by assisting the City in the delivery of programs and services.
- To foster and promote goodwill and cooperation with organizations or groups concerned with the well being of the community.
- To encourage and welcome persons with a disability and / or individual who require support to participate in programs and services.

Board Structure

The Board shall consist of a minimum of six (6) and a maximum of (20) twenty Directors.

There is to be one vote per At Large and Stakeholder Directors. The Chairperson shall only vote in the event of a tie vote. Ex – Officio and Community Resource Members of the Board will not have the right to vote.

The structure of the Board of Directors shall be as follows:

- (a) At Large Members
A maximum of twelve (12) residents from within the community.
- (b) Stakeholder Groups
A maximum of one (1) Newfoundland and Labrador Housing Corporation (NLHC) Tenant Representative.
An NLHC staff representative will attend at least one (1) board meeting per year.
- (c) Community Resource Members
A maximum of three (2) representatives from the broader community who bring a particular skill or expertise to the Board (e.g. financial, legal, health).
- (d) Ex – Officio Membership
- City of St. John's Recreation Division
 - St. John Bosco School Faculty
 - Shea Heights Medical Centre
 - City of St. John's Council Representative

Board of Directors

Executive

The Executive will be comprised of the following officers:

- Chairperson
- Vice – Chairperson
- Past – Chairperson
- Secretary
- Treasurer

The Executive positions, except for the past Chairperson, are open to any voting member of the Board.

Duties

The duties of the members of the Board and Executive shall be as follows:

Board

- To co-operate fully with the City to achieve the Board's purpose and objectives as forth herein.
- To represent the needs and interests of the community and /or stakeholder group in Board

decision-making.

- To uphold and support the objectives of the Board.
- To appoint all chairpersons of standing and special Committees of the Board

Executive

Chairperson

- Preside over meetings of the Board and the Executive.
- Present an annual report to the City at fiscal year end.
- Make a full report to the Board of all actions or decisions taken since the previous Board meeting.
- Represent the Board at various functions.

Vice-Chairperson

- In the absence of the Chairperson, to perform the duties of the Chairperson, including chairing of Board and Executive meetings.
- To represent the Board, as required, at various functions.

Past Chairperson

- To advise and assist the Chairperson and Executive as required.
- To represent the Board, as required, at various functions.

Secretary

- Ensure that minutes of the Board and the Executive meetings are documented and maintained.
- Maintain a complete and accurate record of all appointments to Committees.
- Maintain a file of minutes as submitted by all Committees.
- Be responsible for circulating notices concerning meetings of the Board and Executive.
- Secure and update any Board related documents.

Treasurer

- Administration of the finances of the Board in a manner as directed and approved by the City from time to time.
- Be responsible for the adoption of approved methods of accounting as directed and approved by the City from time to time.
- Receive all monies of the Board and keep all funds of the Board in depositories as designated by the Board and approved by the City.
- Pay all bills and other expenses of the Board as approved by the Board and by the City
- Report on the financial standing of the Board at each Board meeting.
- Present the audited Financial Statements of the Board to the City at fiscal year end.

Subcommittees

When deemed necessary, the Board may strike a working committee or subcommittee to deal with specific issues or deliverables. Subcommittees must have at least one Board member. Composition may also include other members of the public and organizational representatives, except for a Finance Committee. Subcommittees shall meet as an independent group, reporting to the Board on specified meeting dates, or as deemed necessary by the Board Chair or Lead Staff.

General Requirements

- On completion of their term of office, all members shall turn over all books, documents, records, funds, and other property of the Board to the new Board.

Appointment of Directors/Executive

- Appointments for the positions of Director at Large will be open to any immediate community resident of Shea Heights through expression of interest.
- Appointments of the Executive positions will be open to any Director at Large member. To be considered for an executive position a director at large must be nominated by another voting member of the board or by self nomination. If the director at large accepts the nomination and is unopposed, then that person wins by acclamation. If there are multiple people nominated for the position then a private ballot or public vote must occur. The person with the majority of the vote will occupy the position.
- The Newfoundland and Labrador Housing Corporation Tenant Representative must apply through expression of interest process and will be selected by both the NLHC and the Shea Heights Board.

- If a resource member or at large position is vacated, the Board may recommend potential candidates for the vacancy(s) to the City for consideration. Resource Representatives shall be appointed by the City, upon review and consideration of recommendations from the Board.
- The City of St. John's is strongly committed to equity and inclusiveness. In selecting Board members, the City will aim to design processes that are transparent, accessible, and free of discrimination and seek to remove barriers.

Conduct

Members shall strive to serve the public interest by upholding Federal, Provincial and Municipal laws and policies. Board members are to be transparent in their duties to promote public confidence. Members are to respect the rights and opinions of other committee members.

Acceptable Methods of Communication

Official communication between board members shall be in the form of emails or phone calls.

Meetings

Regular Board Meetings

- At least 7 days notice, specifying the place, day and hour of the Regular Board Meeting, shall be given to all members.
- Regular Board Meetings shall be held at least monthly at the call of the Chairperson or in his/her absence by the Vice - Chairperson.
- Each At-Large and Stakeholder Director present at the Regular Board Meetings (other than the Chairperson) shall be entitled to one vote upon every motion and in the case of an equality of votes; the Chairperson shall cast the deciding vote. Ex-officio and Community Resource Members will not have voting privileges.

Quorum

Regular Meetings:

- A quorum (defined as 50% +1 of appointed voting directors of the Board) must be met to conduct and pass official business of the Board.
- A majority vote will decide (50% + 1). In the case of a tie, the Chairperson will break the tie.
- No official business shall be transacted at any Regular Board Meetings unless a quorum is present at

the commencement of that Regular Meeting.

- In the case where quorum is not met, and voting is required, the Executive Clause allows for 3 Executive Members to vote. The result of the vote shall be communicated to the rest of the Board and they will have 48 hours to object to the decision.

Terms of Office

All members of the Board shall be appointed by the City of St. John's.

- The term of office for Directors shall range from one (1) year (minimum) to three (3) years (maximum). The term of office shall be staggered, as directed by the City, so as to avoid full turnover of the Board after a three-year term, however, the foregoing does not apply to Stakeholder Members. The term of office for Stakeholder representative will be at the discretion of the stakeholder group.
- Directors may be re-appointed after the completion of a term of office.
- The term of office of the Chair and Past - Chair shall be three years, with no one position occupied for more than 2 consecutive terms by the same person. Notwithstanding the foregoing, the City may allow a position to be occupied for more than two (2) consecutive terms where appropriate.

Vacation of Office

- The office of a Director shall be vacated by a motion and majority vote if the Director
 - a) Fails to attend three consecutive meetings of the Board of Directors without a reason acceptable to the Board.
 - b) Acts in contravention of the direction of the Board
 - c) Is negligent in carrying out his / her duties as a Director.
 - d) Is found to be in an undeclared conflict of interest.
 - e) Engages in conduct unbecoming a director.
- The office of a Director shall be vacated if a Director resigns his / her office by notice in writing, which notice shall be delivered to the Board of Directors and then forwarded to the City. This notice is effective when it is received by the Board or at the time specified in the resignation, whichever is later.
- If a vacancy occurs on the Board, it shall be filled through appointment by the City.
- The Board shall have the authority to recommend a resource person to the City in order to fill a vacant resource position on the Board.
- A Director approved to fill a vacancy holds office for the unexpired term of his / her predecessor.
- A Director shall maintain the right to submit, via written submission to the Chairperson, an intent of notice for a Leave of Absence from the Board for the following reasons:

- Parental/ Adoption Leave
- Illness
- Family / Personal Issue
- Employment
- Extenuating Circumstances

Cooling-off Period (Former City Staff and Council)

- There will be a cooling-off period of two years for Council and Staff once they are no longer associated with the City. Setting term lengths with a cooling-off period will promote gradual turnover, ensuring a constant balance between new members and former staff or council.

Powers

General Authority:

- The Board may cooperate with or engage in joint action with other persons or organizations to achieve the Board's objectives, subject to the approval of the City.

Remuneration:

- No Director of the Board may receive any compensation except for expenses incurred on behalf of and directly related to Board business.

Execution of Payments:

- All cheques and expenses are to be approved by the Board in advance, such cheque shall be valid only if signed by two (s) members of the Board, one of which must be the Chairperson / Vice-Chairperson.

Dissolution

- Upon dissolution of the Board, the Board of Directors shall pay or make provision for the payment of all liabilities of the Board.
- Upon dissolution of the Board, the Board of Directors shall transfer all assets of the Board to the City.

Conflicts of Interest

A conflict of interest refers to situations in which personal, occupational, or financial considerations may affect or appear to affect the objectivity or fairness of decisions related to the board activities. A conflict of interest may be real, potential, or perceived in nature. Conflict of Interest may occur when a Board member participates in discussion or decision-making about a matter which may financially benefit that Member or a member of his/her family, or someone with whom the Board member has a close personal relationship, directly or indirectly, regardless of the size of the benefit.

In cases where the Board agenda or Board discussions present a conflict of interest for a member, that member is required to declare such conflict; to abstain from discussion; and remove himself/herself from the meeting room until the agenda item has been dealt with by the Board.

Confidentiality

All Board members are required to refrain from the use or transmission of any confidential or privileged information while serving with the Board.