

**1. GENERAL INFORMATION**

Committee name:	The Shea Heights Community Centre Board of Directors
Reporting to:	Committee of the Whole
Date of formation:	February 2, 2004
Meeting frequency:	Monthly Subcommittee Meetings as required
Staff lead:	Community Services Coordinator (Shea Heights)
Other staff liaison:	As determined by staff lead as per Section 4.2.1
Council Member:	Ward 5 Councillor

**2. PURPOSE**

Under the direction of the City of St. John’s (herein referred to as the City) the Shea Heights Community Centre Board (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 Board chairperson and council member, the staff lead will review the Boards Terms of Reference documents every two years. The purpose of this review will be to ensure that the operations and function of the Board are still aligned with its defined purpose.

- To co-operate with the City to achieve foresaid purpose.
- To act as a liaison for the members of the community with the City.
- To encourage the involvement of residents through participation in programs and services offered through the Shea Heights Community Centre and the City of St. John’s.
- 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 and / or individuals who require support to participate in programs and services.

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.

**3. MEMBERSHIP**

**3.1 COMPOSITION**

The Board shall consist of a minimum of six (6) and a maximum of (21) twenty members, as follows:

- Twelve (12) At Large residents from the community to be known as "At Large"
- One (1) NLHC Tenant representative
- One (1) NLHC Staff representative
- One (1) Member from St. John Bosco School
- One (1) member from Shea Heights Medical Centre
- Two (2) members from City of St. John's Community Service Divisions
  - City of St. John's Staff Lead
  - City of St. John's Community Services Division Manager
- One (1) City of St. John's Council Representative
- Two (2) Members from the broader community with specialized skills to be known as "Resource."

Executive

The Board executive will be comprised of the following, selected from the "At Large" members:

- Chairperson
- Vice Chairperson
- Past Chairperson
- Secretary
- Treasurer
- City of St. John's Staff Lead

**3.1.1 Voting**

Each at-large and stakeholder member 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.

Chairperson	Voting
Vice Chairperson	Voting
Secretary	Voting
Treasurer	Voting
Past Chairperson	Non-Voting (Ex-Officio)
NLHC Tennant Representative	Voting
NLHC Staff Representative	Voting
Resource Members	Non-Voting
St. John Bosco Representative	Non-Voting (Ex-Officio)
Medical Centre Representative	Non-Voting (Ex-Officio)

City of St. John's Council Member	Non-Voting (Ex-Officio)
City of St. John's Staff Liaison	Non-Voting (Ex-Officio)
City of St. John's Staff Lead	Non-Voting (Ex-Officio)

**3.1.2 Members**

**Board Chairperson**

One (1) at large member will be elected as chairperson by the Board every three years.

The chairperson is responsible responsibility for ensuring the Board carries out its work as per the Terms of Reference.

**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 Board, public and organizational representatives.

Subcommittees are required to keep minutes of each meeting and submit to the Board secretary for record keeping and review by the Board.

**3.2 LENGTH OF TERM**

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

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.

The term of office shall be a maximum of three (3) years maximum with the exception of the Council Member which is generally held by the Ward Councillor.

The term of office of the chairperson and past chairperson shall be three years, with no one position occupied for more than two 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.

**Re-offering**

Upon the expiry of the term of office for any Board member, the member may re-offer for another term of their position.

The Board member is to make their re-offering notice aware at a regular Board meeting and a majority vote is required for the member to accept another term of office.

All re-offerings must be approved by Council.

**Members**

Recognizing the value of experience and the need for continuity, incumbents who are willing to seek reappointment may signify their intent to serve an additional term, for a total of two three-year terms.

In some cases, members may be encouraged to provide guidance, expertise and attend in a bridging capacity following the end of their term.

**Lead Staff**

A review of lead staff role will occur every four years as part of the Board review.

**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.

**Additional Considerations:**

Members may not serve on more than one City Board/committee at a given time.

Midterm appointments: When an appointment is made which does not coincide with the beginning of a term (i.e., to fill vacancy) the partial term (i.e., less than three years) shall not count towards the maximum length of service or number of terms on the Board for the appointee.

Unless otherwise expressed in this Terms of Reference, the limit on length of Board membership for any member is two three-year terms, in consecutive years.

Exceptions to the above terms are as follows:

- When an insufficient number of applications have been received.
- If a particular area of expertise is indispensable and there are no other suitable replacements.
- If the Board would suffer from a lack of continuity (i.e., more than half of all members are replaced at once).
- If directly related to the Board's purpose as defined in its Terms of Reference.

**Vacation of Membership**

Membership shall be vacated by a motion and majority vote if the member:

- Fails to attend three consecutive meetings without a reason acceptable to the Board.
- Acts in contravention of the direction of the Board.
- Is negligent in carrying out their duties as a member.
- Is found to be in an undeclared conflict of interest.

TERMS OF REFERENCE

- Engages in conduct unbecoming a member; or
- Is elected to municipal, provincial, or federal government.

The office of a member shall be vacated if a member resigns their office by notice in writing, which notice shall be delivered to the Board 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 member approved to fill a vacancy holds office for the unexpired term of their predecessor.

A member 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

Upon completion of their term of office, all members shall turn over all books, documents, records, funds and other property to the Chair or City Liaison. If the appropriate documents are not submitted in the established timeframe, the City reserves the right to take legal action if they deem it necessary

**4 ROLES, RESPONSIBILITIES AND REPORTING**

**4.1 ROLES AND RESPONSIBILITIES**

**Member Responsibilities**

**Conduct**

Members shall strive to serve the public interest by upholding federal, provincial, and municipal laws and policies.

- Members are to abide by the Municipal Official Code of Conduct.
- Members are to be transparent in their duties to promote public confidence.
- Members are to respect the rights and opinions of other Board members.

**Preparation**

Meeting agenda and accompanying materials will be circulated electronically one week prior to all meetings; members are expected to review all distributed materials prior to meetings. Alternate material distribution methods to be made available upon request.

**Agendas**

Agendas to require focus with clear parameters for content and alignment with Terms of Reference/purpose.

Agendas will be finalized one week before Board meetings.

Items and accompanying material that are received after the agenda has been prepared and distributed (but prior to the meeting) will be moved to the following meeting's agenda at the discretion of the secretary.

All members are to submit potential agenda items and related material to the Board chairperson and lead staff person for consideration.

**Attendance and Participation**

Active participation in Board meetings is expected of all members. "Active participation" may refer to both meeting attendance and/or engagement. An effort should be made to attend meetings in person or remotely. If a member declines three consecutive attempts to schedule a meeting or is unable to attend three consecutive scheduled meetings without justified absence, that member may be retired from the Board at the discretion of the City and Board Executive recommendation.

Board members who wish to request a leave of absence for an extended period of time (3+ months) may submit such a request to the Chair of the Board and approved by the Board. Previously submitted applications may be used to fill temporary vacancies created by approved leaves of absence.

**Social Media**

All social media involvement shall be pre-approved by the Board.

Any events that are a Board initiative shall be posted on the Board social media page by the Board.

**Acceptable Methods of Communication**

Official communication from the Board to the public, on Board related activities and events, shall be communicated through the Chairperson

**Dissolution**

Upon dissolution of the Board, all assets of the Board shall be transferred to the City.

**4.2 MEMBER ROLES AND RESPONSIBILITIES**

#### **4.2.1 City Staff**

##### **Lead Staff & City Staff Liaison**

To act as a liaison between the Board and the City; linking across departments on issues relevant to Board work.

- Ensure the Board is informed about City policy, procedure, and available resources in reference to specific agenda items and provide procedural and/or technical advice to assist Board where appropriate.
- Request additional staff support/attendance as needed.
- City of St. John's management reserves the right to attend meetings.
- To assist in the development of agendas in cooperation with the chairperson for distribution.
- Incorporate input from the Board into ongoing City work where appropriate (e.g., projects, staff updates, publications).
- The work of other staff liaisons which intersect the purpose of the Board and therefore they may be required to participate.
- City Staff will attend meetings as required by request of the City member on the Board.
- Facilitate and support the recruitment and appointment process through assisting in the development of "Notice of Vacancy" contents while ensuring all relevant forms and supporting documentation are completed and received.
- Work to ensure new members receive orientation.

#### **4.2.2 Members**

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

- To co-operate 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.

##### **Board Executive**

The presiding officer of the Board will be referred to as "chairperson." The Board shall elect, from among their voting members, a chairperson at the end of the prior chairperson's term. A Board member shall not serve as a chairperson for more than three consecutive years except as noted in section 3.2 Length of Term.

##### **Chairperson**

- Will uphold Board processes and functions in accordance with all terms presented, maintaining productivity and focus. This includes ensuring Board members' conduct themselves in a professional manner.
- If appropriate, with support from the staff lead, the chairperson will help build and coordinate a work plan for the Board.
- Prepare and submit agenda items and accompanying materials to the secretary (i.e. act as a conduit for all communications between members and the City).

- Where appropriate, support the lead staff in fulfilling Board requirements related to reporting processes (annual presentations, written reports, FAQ's etc.).
- Assist in the development of content for Notice of Vacancy documents.
- Review Board Terms of Reference with the staff lead at the end of each term and be prepared to propose amendments as needed.
- Preside over meetings of the Board and the executive.
- Submit 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.
- Act as spokesperson for events and activities related to the Board.

**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.
- In order to prepare a potential new chairperson, the vice-chairperson is to chair a meeting quarterly under the eye of the current chairperson.

**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.
- Maintain a file of Board minutes and submitted sub-committee minutes.
- 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.
- Be responsible for the adoption of approved methods of accounting as directed and approved by the City.
- 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.
- All cheques and expenses are to be approved by the Board in advance, such cheque shall be valid only if signed by two members of the Board, one of which must be the chairperson / vice-chairperson.

**Staff Lead**

- To act as a liaison between the Board and the City; linking across departments on issues relevant to Board work as outlined in 4.2.1



**At Large & Resource Members**

Members are expected to advise the Board, applying personal skills, knowledge, and experience in carrying out functions commensurate with the defined purpose of the Board. Roles to include:

- Active participation in Board meetings.
- Electing a chairperson.
- Representing select Board interests in the community and engaging with residents and experts when appropriate.

**Organizations**

In addition to the responsibilities held by all members, organizational members will also be conduits to/from their respective organizations. As such they will be expected to provide insight on behalf of organizational stakeholders and update their members on the work of the Board.

**4.2.3 Council**

Council members have a focused role. One council representative will sit on the Board as the Council Member. In accordance with the role of City committees (i.e. to advise council through Committee of the Whole meetings), and to promote and enhance the Board's function, council representatives will be encouraged to attend meetings as observers, and to act as a liaison between the Board and council.

In cases where an item of Board business (as detailed in a given meeting agenda) would benefit from having more than one council representative attend, it will be the responsibility of the chairperson and/or lead staff to inform council.

**4.3 REPORTING**

The Board shall report through the Committee of the Whole to City Council; however, depending on the issue, reports may be directed to another committee where appropriate.

**Standardized Reporting Process**

The Board lead staff and Board chairperson will work to complete a report for consideration of the Committee of the Whole.

**Notes**

Council to be kept informed of Board activities through formal reporting and through the appointed council member.

Organizational representatives will be required to report to (i.e. maintain open communication) with their respective organizations regarding Board work.

## 5 BOARD RECRUITMENT AND SELECTION

### 5.1 RECRUITMENT, VACANCIES, AND APPLICATIONS

When new members are required a "Notice of Vacancy" will be prepared by the City and distributed through City communication channels. Additional communications opportunities may be identified by relevant departments/Board members. This document will include general information regarding Board purpose, the Terms of Reference, and a link to the Board application form.

A vacancy occurs when a member resigns, vacates a position or when their resignation is requested by the Board chairperson. Vacancies may occur at:

- The date of resignation.
- The date the member ceases to be qualified.
- The date the Board chairperson declares the position vacant due to lack of attendance or incapacitation.

All applicants must complete a Board application form which may be requested at the Shea Heights Community Centre, or via the Board. Applications may be submitted electronically, via mail, by phone, or in person to the attention of the Shea Heights Community Centre Board.

Appointments of the executive positions will be open to any member at large. To be considered for an executive position a member at large must be nominated by another voting member of the Board or by self-nomination. If the member 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 open 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 the 'Notice of Vacancy.' The Board shall provide recommendation to Council for selection, with Council providing approval via majority vote.

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.

### 5.2 ELIGIBILITY AND SELECTION

#### Eligibility

Appointments to the Board will be made providing adherence with the following eligibility requirements:

- Appointments for positions will be open all residents of St. John's and preference will be given to the immediate residents of Shea Heights and past residents of Shea Heights with family roots in the community.
- Organizational representatives are not required to be residents of St. John's.
- The City will endeavour to ensure a broad perspective of ages will be included on the Board

during the membership selection process.

**Commitment to Equity and Inclusiveness**

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 to seek to remove barriers.

**Selection Criteria**

In addition to eligibility requirements, an applicant's specific skills and experience will be important factors in selection. While all who meet the eligibility requirements outlined above are encouraged to apply, applicants with demonstrated participation in groups or initiatives with goals relevant to the Board's purpose will be preferred. Some other considerations pertaining to general selection criteria include past professional and volunteer experience, ability to perform required tasks, and complementary skills, or competencies possessed. Those who are selected to serve on the Board will be notified by email.

**6 PUBLIC ENGAGEMENT**

The City of St. John's recognizes that engagement between the City and its citizens is an essential component of an effective municipal government. The City views public engagement as a process – one that facilitates dialogue with the right people, using the right tools, at the right time on subject areas of mutual interest.

Where applicable the City will consider the use of other tools to gather perspectives and input. For more information on public engagement in the City of St. John's or to find out how to get involved or learn about what is coming up, check out the engagement page on the City's website. You can also check out the City's [Engage! St.John's](#) online engagement platform and connect with us on [X](#) and [Facebook](#).

**7 OTHER GOVERNANCE**

**7.1 REVIEW OF TERMS**

Considering recommendations from the Board chairperson and council member, the lead staff will review Board Terms of Reference documents every two years. The purpose of this review will be to ensure that the operations and function of the Board are still aligned with its defined purpose.

**7.2 MEETING AND SCHEDULES**

The Board will formally meet no less than once per month. The exact frequency of Board meetings will be determined by the chairperson with support of the lead staff.

To meet, the Board must ensure a quorum is present, 50% + 1 voting members. 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 three 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.

The executive may vote on and approve of an expenditure up to \$500 per calendar year. 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.

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 their absence by the vice-chairperson.

Unless otherwise specified (generally one week prior to a meeting) Board meetings shall be held at the Shea Heights Community Centre or other acceptable venue, or via accessible video/virtual meeting platforms and shall be closed to the public. Invitations to delegation may occur as required.

Meetings may be recorded.

### 7.3 CONFLICTS OF INTEREST AND CONFIDENTIALITY

#### 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 the 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.

**Staff Liaison Name:**

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**Chairperson Name:**

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**City Clerk Name:**

Signature: \_\_\_\_\_

Date: \_\_\_\_\_