



# Nottawa Memorial Hall Board Terms of Reference

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## 1. Mandate

The Township of Clearview's Nottawa Memorial Hall Board has been created to manage the day-to-day operations of the community hall in compliance with the established Management Agreement.

## 2. Hall Board Composition and Appointments

The term of office of the Hall Board is the same as the term of office of Council that takes office following the next regular election. Currently that is a four (4) year term.

The Hall Board will consist of a minimum of three (3) members and a maximum of seven (7) members, which will comprise of:

- Six (6) Community Representatives
- One (1) Council Member Representative

The Mayor is an ex-officio member. As per the Township's Procedure By-law, the Mayor may participate in the business of the Board on the same basis as any other member unless otherwise prohibited.

Hall Board members shall:

- Fairly represent the sector(s) of the specified Hall Board; and,
- Commit the time required to work on the Hall Board.

As per the Township's Appointment Policy, Council will review Board applications and appoint members by resolution or by-law.

## 3. Commencement of Term

The term of appointment commences after the Inaugural Meeting of the new Council and ends at the conclusion of Council's term (4 years).

## 4. Meetings

The Hall Board will meet at minimum once a year for the Annual General Meeting where they must set an annual budget. Other meetings are expected to occur monthly on a regular schedule or a special meeting at the call of the Chair. The first meeting of the term will be set by the Staff Liaison to appoint all Board positions for the term.

The Hall Board will conduct its meetings in an accessible public location.

The Hall Board shall be deemed to be a Local Board of Council and shall adhere to any policies and procedures as provided for under the Municipal Act, 2001, as amended and the Township's Procedure By-law, and any other applicable legislation.

Where there is conflict between these Terms of Reference, the Municipal Act, 2001 or any other Act or Regulation governing the Hall Board, the Act shall prevail.



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## 5. Attendance by Hall Board Members

If a member is unable to attend a meeting, they shall inform the Staff Liaison, Recording Clerk, and the other members. If the Hall Board will be unable to achieve quorum, the Recording Clerk will reschedule the meeting based on availability.

As per the Township's Procedure By-law, should a Hall Board member miss three (3) consecutive meetings without proper notice, the member will be deemed to have resigned from the Board and may be dismissed by resolution of Council.

## 6. Quorum

A quorum is a majority of the whole number of Hall Board members, more than 50%, is necessary to form a quorum to exercise its decision-making authority.

If there is no quorum within thirty minutes after the time appointed for the meeting, the Recording Clerk shall call the roll and record the names of the members present and the meeting shall stand adjourned until the meeting can be rescheduled.

Where a member of the Hall Board resigns, or is dismissed by resolution of Council, quorum shall be the majority of the remaining members.

## 7. Responsibilities and Protocol

The following positions shall be appointed for each Hall Board:

- Chair
- Treasurer
- Booking Agent

A member may hold two of the above positions if the Hall Board appoints them.

### Responsibilities of Hall Board Members

Hall Board members shall:

- Perform their duties in a manner that maintains and enhances public confidence in the integrity, objectivity, and impartiality of the Township;
- Adhere to the Township's Code of Conduct for Boards and Committees;
- Be professional, courteous, and respectful with other members, Council, administration, and the general public. In doing so will not publicly criticize Elected Officials, administration or other members and respect the decisions of Council;
- Maintain confidentiality when necessary, and ensure personal information controlled by the Township is used or disclosed in compliance with the Municipal Freedom of Information and Protection of Privacy Act (MFIPPA);
- Understand the Hall Board's relationship to Council as being established by Council and as an entity of the Township to operate a municipal owned facility;

- Strive to attend all scheduled meetings and advise in advance when unable to attend (to ensure quorum is achieved);
- Prepare for meetings by reading agendas and any background information supplied and by actively participating in the discussion and decision making process;
- Undertake any work assigned, including special projects and research, between meetings;
- Operate under the Township's Procedure By-law, as well as other Township policies and procedures where applicable;
- Respect that actions taken, and recommendations shall reflect the majority view of the Hall Board.
- Hall Board members have no authority to direct staff other than for the Staff Liaison to provide a report to Council outlining the Hall Board's recommendation(s) to Council.

### **Responsibilities of Chair**

With the Hall Board being comprised of a maximum of seven (7) members, one member shall be appointed as the Chair.

The Chair holds the following responsibilities:

- Operate under the Township's Procedure By-law;
- Develop Board meeting agendas in consultation with the Recording Clerk;
- Facilitate the meeting by identifying the order of proceedings and speakers according to the published agenda;
- Maintain decorum and ensure fairness and accountability;
- Refrain from participation in the discussion until all members have had an opportunity to speak to the matter;
- Facilitate open discussion;
- Assist Staff Liaison/Recording Clerk when possible or when requested;
- Represent the views of the Hall Board and not personal views.

### **Responsibilities of Treasurer**

With the Hall Board being comprised of a maximum of seven (7) members, one member shall be appointed as the Treasurer.

The responsibilities of the Treasurer are, but not limited to:

- Keep detailed financial records to be submitted to the Township based on a schedule established by the Finance Department;
- Assist the Township with providing all financial information required for the Township's annual audit;
- In conjunction with the finance department, ensure that expenditures of the Hall Board are in compliance with the Township's Procurement By-law;
- Develop the Hall Board's annual budget with members for presentation and approval;



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- Provide regular financial updates to the Hall Board at their meetings;
- Provides updates on Hall Board investments (if any) from the Finance Department;
- Maintains list of contact information for suppliers/payables.

### **Responsibilities of Booking Agent**

With the Hall Board being comprised of a maximum of seven (7) members, one member shall be appointed as the Booking Agent.

The responsibilities of the Booking Agent are, but not limited to:

- Organize and facilitate all the bookings for use of the Hall on behalf of the Board;
- Keep accurate records of each booking, including any supplemental information and completed forms/contracts that are required;
- Liaise with the Township and/or the Hall Board Treasurer on invoicing and payment for bookings;
- Provide booking updates to the Hall Board as required at their meetings.

### **Responsibilities of Council Member Representative**

Council Members appointed to the Hall Board have all the rights and privileges of any other member, including voting. The Mayor is an ex-officio member of all Committees and Boards.

The Council member is responsible for:

- Liaising between Council and the Hall Board, providing information and clarification when asked to do so;
- To the best of the Council member's ability, update members on Council issues that may affect the goals and objectives of the Hall Board, including past actions of Council, if applicable.
- The Council Member reports to Council as a whole and the Hall Board has no authority to direct the Council Member;
- When necessary and appropriate, explain the rationale behind the Hall Board's recommendation when brought forward to Council.

### **Responsibilities of Staff Liaison**

As a non-voting member, the responsibilities of the Staff Liaison are, but not limited to:

- Provide guidance and advice and remain impartial during discussions of Hall Board matters with all members;
- Prepare any necessary reports for Council's consideration;
- Ensure that any recommendations proposed by the Hall Board do not contradict the Township's budget, by-laws or policies and procedures.



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### **Responsibilities of Recording Clerk**

(In some instances, the Recording Clerk and Staff Liaison are one in the same)

As a non-voting member, the responsibilities of the Recording Clerk are, but not limited to:

- Prepare the agenda for each meeting in consultation with the Hall Board Chair or members (when a Chair has not been elected);
- Distribute the agenda to the Hall Board members as outlined in Township's Procedure By-law;
- Post agendas, minutes, and meeting dates/times to the Township's website;
- Record the minutes of the meeting including resolutions, decisions, and other proceedings at the meeting, without note or comment;
- Report any resignations of Hall Board members to the Township Clerk;
- Book the meeting venue or facilitate the virtual meeting;
- When necessary and in consultation with the Chair, cancel a meeting (due to inclement weather or provide knowledge of lack of quorum), if time permits, the members should be contacted to advise of the cancellation. Consideration shall be given to providing reasonable notice to members. If the meeting is being cancelled due to lack of quorum, the Recording Clerk shall provide at least 24 hours' notice to the members of the meeting cancellation.

### **8. Agendas & Minutes**

Agenda items should be relevant to the business of the Hall Board and should only include items that require the attention or action of the Hall Board.

Hall Board members are encouraged to submit agenda items to the Recording Clerk. A deadline may be established for submission of agenda items.

The agenda will be prepared by the Recording Clerk and Chair in consultation with the members and posted to the Township's website in accordance with the Township's Procedure By-law.

Minutes of meetings represent a clear and accurate account of the business conducted by the Hall Board. Minutes provide a permanent and official record of all proceedings, policy, and budgetary decisions. Minutes should reflect actions taken.

The Recording Clerk will include the minutes of the previous meeting on the agenda for the next, regularly scheduled Hall Board meeting for approval.

### **9. Rules of Procedure & Records**

The Procedure By-law shall apply to all Committees and Boards, a copy of which shall be provided to all members. Where the by-law is silent, the Township Clerk or their designate is available to assist Hall Boards with the interpretation of the rules.



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Under Section 2(3) of MFIPPA, as amended, records relating to the business of the municipality, created, or received by a body considered part of the municipality, are accessible under the Act.

### **10. Conflict of Interest**

A conflict of interest may arise for Hall Board members appointed by Council when their personal or business interests clash with or affect the duties and decisions of the Hall Board. These members are required to adhere to the Municipal Conflict of Interest Act, which contains strict rules regulating their participation in matters to which they have a direct or indirect pecuniary interest. The onus to declare a conflict of interest lies with the member and not municipal staff.

At a meeting at which a member discloses an interest, or as soon as possible afterward, the member shall file a written statement of the interest and its general nature with the Clerk of the municipality or the Recording Clerk of the Hall Board.

Hall Board members can seek advice from the Township's Integrity Commissioner respecting their obligations under the Township's Code of Conduct for Council, Boards and Committees, and the Municipal Conflict of Interest Act.

### **11. Member Code of Conduct**

Hall Board members shall, at all times follow the policies and procedures set out in the Township of Clearview's Code of Conduct for Boards and Committees.

All Hall Board members shall also comply with all applicable Township policies and procedures.

### **12. Communications**

Any written communications, including media releases, advisories, flyers, posters, and other printed materials that the Hall Board has been directed by Council to distribute, shall be vetted by the Township's Communications Coordinator, or designate.

Letters of appreciation or recognition or correspondence related to the Hall Board's mandate do not require Council's approval.

Communications to Council or Administration are usually through the Staff Liaison, Chair or Council Representative.

The Hall Board and members are authorized to design and launch websites or social media accounts for promotion of events and rentals with permission from the Township. Responsibility for managing and monitoring corporate websites and social media sites is centralized through the Township Administration. Any Township policies relating to social media shall apply.

Only authorized spokespersons may speak on behalf of a Hall Board.



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Recommendations of the Hall Board to Council will be made through the Staff Liaison, through a report to Council. It is beneficial that when recommendations are made, that the Chair or another Hall Board member attends the Council meeting either to make a delegation in conjunction with the report to Council or to be there to support the Hall Board's initiative.

### **13. Budget and Expenses**

The Hall Board is required to approve a budget annually. This should include maintenance, events, and regular operations of the Hall.

Operating expenses shall be budgeted and approved by resolution of the Hall Board and detailed in the Meeting minutes. Expenses outside of operating (ex. capital improvements), shall be recommended by the Board to Council for final approval.