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Swansea Town Hall Board of Management

INFORMATION FOR PROSPECTIVE BOARD MEMBERS

INTRODUCTION

The following is background information pertinent to prospective directors of the Swansea Town Hall Association (STHA) and Swansea Town Hall Board of Management (BOM). The information is taken from various documents such as the Relationship Framework and Governance review. Conclusive information is available in the Board Manual which you will be given upon becoming a new board member. If you need any further information or have any questions on any of the following, please do not hesitate to contact us.

The Swansea Town Hall is the former Village of Swansea Municipal Building owned and funded by the City of Toronto. The Swansea Town Hall Community Centre is an Agency of the City of Toronto. It is managed by a Board of Management appointed by the City of Toronto from the community.

The Town Hall is a community resource for the benefit of the Swansea catchment area and the greater Toronto community. The centre is not for profit and as such any administrative surpluses will be returned to the city and any administrative deficits will be funded by the city upon council approval.

www.swanseatownhall.ca is the web presence of the Swansea Town Hall. It contains information about the activities and events taking place in the building and is a good resource for prospective Board members. <http://www.swanseatownhall.ca/q-about.php> contains basic information on the governance of the Swansea Town Hall.

SWANSEA TOWN HALL ASSOCIATION

In addition to being a member of the Swansea Town Hall Board of Management you are first elected as a director of the Swansea Town Hall Association. You must join the STHA annually (membership currently is \$2 per annum). There are two types of directors:

1. **community directors** who are elected by the STHA and
2. **representatives appointed by some of the founding groups** that were responsible for the Swansea Town Hall continuing to exist as a community asset run by a Board of Management.

You are eligible to be elected as a community director, not as a representative of a founding group. As a community elected director you are a nominee whose name is forwarded to the City for appointment to the Board of Management. Normally the City accepts the nominees.

The STHA supports the efforts of the Board of Management and primarily has a role in the nomination process, recruiting members and nominees to the Board and holding the Annual General Meeting in conjunction with the Board of Management. The STHA and the Board of Directors are governed by a Constitution which can be found in the Board Working Manual (found on this link: <http://swanseatownhall.ca/sth/?p=8769>)

SWANSEA TOWN HALL COMMUNITY CENTRE

The Board of Management and the Board of Directors members have separate meetings, functions and duties. These are explained in the Board Manual. What follows is a general description of the roles and responsibilities of Swansea Town Hall Community Centre Board members.

ROLES OF BOARD MEMBERS

The Board as a whole is the “brain” of the organization. It is responsible for the conduct of the organization and ensures that the organization carries out its mandate or mission. It also ensures that the organization acts in the best interests of its stakeholders which are community supporters, City Council, volunteers and employees. Board members do not oversee the details of managing the organization on a daily basis.

The Board member’s role is stewardship, co-ordination and implementation of:

- Strategic planning
- Risk management
- Internal control and management
- Exercising overall financial oversight
- Management effectiveness and succession
- Communication with stakeholders
- Recommendations of policies and procedures for staff to implement

Board members owe a duty of care to the organization. A Board member must:

- Act with a reasonable degree of prudence
- Act in good faith
- Act with honesty and loyalty
- Avoid conflicts of interest

In addition, Board members owe a Standard of care to the decision making process which includes the reading of materials prior to meetings and taking the time to understand the issues that will be before the Board. This standard is subjective, such that a Board member must exercise a degree of skill that is reasonably expected from a person of his or her knowledge and experience. For example, a Board member who is a professional accountant will have a different standard of care than a person who is not a professional in this area on issues of accounting and bookkeeping. That said, each Board member has an equal voice and vote on issues before the board.

RESPONSIBILITIES OF BOARD MEMBERS

At the beginning of each new board term elections for the Board Executive are made. The Executive roles and responsibilities are as follows:

- **The Chair** maintains order and decorum of the meetings and makes rulings. He/she may designate Vice Chair or any other member to chair the meeting and may suspend or adjourn the meeting for a specified time because of grave disorder.
- **The Vice Chair** assists the Chair and Acts as Chair when the Chair is absent.
- **The Secretary** ensures that notices for all meetings of the Board of Management are issued and has charge of the minutes of meetings of the Board of Management.
- **The Treasurer** receives, examines and presents to the Board the financial statements, budgets and other financial reports and makes recommendations to the Board concerning all aspects of financial matters and administration.
- **The Past-Chair** is the most recent Chair who serves exofficio, in an advisory position on the Executive without a vote unless also an elected or appointed Board Member.

The Executive Director is the staff person who administers the Swansea Town Hall according to the policies and procedures set in place by the Board. The Executive Director oversees the day to day details of managing the Centre and advises the Board on all issues that may have an impact on the operations of the centre.

BOARD COMMITTEES

There are standing committees and adhoc committees of the Board which meet regularly. Committees are created by the Board and cannot act independently unless authorized by the Board to do so. Committees meet to consider and investigate issues within their jurisdiction and make recommendations to the Board on those issues.

It is expected that Board Members will serve on at least one of the Committees of the Board.

Current committees of the Board are Finance and Building & Furnishings, Space Use - internal affairs, dealing with space users, special applications, developing rules re application procedures, etc, Community Liaison - external affairs, outreach to the community, organizing events, etc., Governance - review committee structures, functioning of Town Hall, considering good governance and succession planning, Nominating – interview applicants and recommend new Board members, and Human Resources - responsible for review and assessment of Executive Director yearly, and ensuring compliance with City complaints process, human rights etc. Participating on Board Committees is a good way to participate in and learn more about the workings and operations of the Swansea Town Hall Community Centre and its Board of Management. Committees set their own meeting schedules and agendas and report to the Board of Management.

BOARD MEETINGS

The Board of Management approves an annual schedule of meetings and usually meets 8 to 10 times per year on weekday evenings. Special meetings of the Board of Management are at the call of two (2) members of the Board of Management. Meetings are currently scheduled for 7:30 p.m. on the 4th Thursday of every month. All meetings are open to the public, but occasionally go in-camera (closed to the public). In-camera meetings are limited to:

- security of property
- personnel matters that identify individuals
- labour relations or employee negotiations
- litigation
- solicitor-client privilege

To go in-camera, a Board member moves a motion to meet in-camera and gives the reason why an in-camera meeting is required. Upon completion of the in-camera session, a Board member moves a motion to return to the public forum. Any recommendations during in-camera sessions are voted on in the public forum.

MEETING ATTENDANCE: Regular attendance at meetings is important. If you cannot attend a meeting of the Board, you must inform the Chair, Secretary or Executive Director. A quorum is needed to hold meetings of the board.

Currently, quorum is:

- 9 members when the local Councillor is present
- 8 members when the local Councillor is absent
- Reduced by one for every 2 vacancies on the Board

MEETING AGENDAS: Board members who wish to add items to a meeting agenda should contact the Executive Director prior to the agenda deadline. Any motion having a monetary impact requires a written motion in advance of the start of the meeting. Special meeting notices are posted at the Swansea Town Hall Community Centre 10 days prior to date of meeting. Agendas and supporting materials are delivered to every board member at least 72 hours before meetings and supplementary agendas, if required, are distributed prior to start of meetings.

ORDER OF BUSINESS: Each Board meeting proceeds with the following standard format:

- The Chair or designate reads the Land Acknowledgement.
- Members approve the agenda (and supplementary agenda if provided).
- Members declare any interests based on the agenda and the Municipal Conflict of Interest Act.
- Members approve the minutes of the previous Board meeting.
- Members may raise any matters in the minutes that are not dealt with in reports and/or indicate they have a matter to be dealt with later in the agenda provided it is properly before the Board and/or added to "Other Business items".
- Chairs of committees present their committee reports and recommendations.
- Members consider reports and recommendations and may ask that some recommendations be dealt with separately from the rest of the report (division) and the Board may approve, amend, defer or refuse the report or any of the recommendations contained in the report.

MOTIONS: Motions come to the Board in one of two ways: through a recommendation contained within reports distributed to the Board or by a Board member making a motion during a meeting. Only a Board member can make a motion at meetings. Each motion must be recognized by the Chair and seconded by another Board member to gain the floor for consideration.

SPEAKING AT MEETINGS: Board members are encouraged to make contributions, present ideas and ask questions. To speak at a Board meeting, you must raise your hand and receive recognition from the Chair that you would like to speak. Members speak to the Chair and not among themselves. Members may speak on a motion, though a time limit may be imposed by the Chair. Following speaking and debate the Chair will put the motion to a vote.

By-Laws: Procedural By-Laws exist which set out the procedures for the operation of the Board of Management and its committees. Governing By-Laws exist which set out the broader principles of the operation of the Swansea Town Hall and the Board of Management. These By-Laws are available on the Swansea Town Hall website on this link: <http://swanseatownhall.ca/sth/?p=8769>, or can be provided in written form upon request. Board Members should familiarize themselves with the Procedural and Governing By-laws along with the responsibilities set out in the Relationship Framework.

City Council: Certain approvals and appointments are made by the Toronto City Council including:

- appoints Board members
- approves the annual administrative budget and global budget estimates
- approves allocations for capital repairs, in specific amounts
- receives the audited financial statement
- approves the contracting out of the overall operation or a significant portion of the operation of the community centre to a third party.

Insurance: The Swansea Town Hall Board of Management is insured by the Public Officials Errors and Omissions insurance policy held by the City.

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