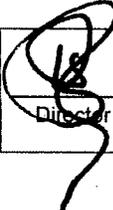
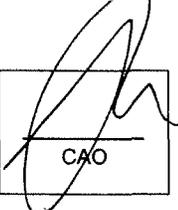


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Director	CAO

DISTRICT OF WEST VANCOUVER
750 - 17TH STREET, WEST VANCOUVER, BC V7V 3T3

COUNCIL REPORT

Date: November, 19, 2007 File: 0117-20-CCG
 From: Josie Chuback, Deputy Director, Parks and Community Services
 Subject: **Community Centre Governance Working Group Final Report and Recommendations**

RECOMMENDED THAT:

1. Approval be given to establish an interim Board that will create a non-profit society for the governance of the new community centre;
2. A partnership agreement with the new society be established outlining each partner's role, responsibility and reporting relationship for Council approval;
3. A nominating committee composed of members of the current working group and Council be established to recruit the first Board;
4. The new society be required to enter into a partnership agreement with Vancouver Coastal Health Authority and all the other private and non-profit organizations that will be operating within the new community centre subject to pre-existing agreements;
5. The new society carry out its governance role based on the following six values:
 - a. Community – the centre is a gathering place; a place where everyone is welcome and feels at home;
 - b. Innovation – new approaches are tried and centre users are encouraged to propose new ideas and program;
 - c. Learning – everyone is seen as a learner and has experiences that enrich their lives;
 - d. Partnership – staff, volunteers and centre users work together in an integrated manner;
 - e. Inclusivity – all the programs and services reflect the demographics and diversity of the community; and
 - f. Responsibility – socially, environmentally and financially.
6. An external review of the non-profit society be carried out after a two year period to examine how the Board, staff and volunteers are achieving the Centre's values; how the model is making a difference in the community and how the partners are working together; and
7. An allocation of \$30,000 to the new society be approved for initial start up cost in the 2008 budget.

Purpose

The purpose of this report is to share with Council the results of seven months of research and community outreach by the Community Centre Governance Working Group in developing a proposal for a community governance model for the new community centre, and to seek Council approval to move forward in the establishment of a non-profit society to govern the new community centre.

1.0 Background

The Community Centre Governance Working Group was established in March 2007 as part of Council's business plan priorities. The group was mandated to:

- Create a community governance model for the new community centre;
- Ensure that the principles of community leadership, empowerment and ownership are incorporated into community services.

Since April 2007, the Community Centre Governance Working Group has been meeting regularly to work on creating a community governance model for the new community centre. The working group consists of 15 members including the Mayor and Councillor Soprovich. Representatives from Vancouver Coastal Health Authority, a key partner in the new community centre and staff members from the Parks and Community Services Division have participated in the working group meetings.

1.1 History

The group's inaugural meeting was April 11, 2007. At that first meeting, Barbara Brink was elected the Chair. To achieve the working group's mandate and increase the likelihood of success for the new model, a timeline was set that would permit Council to consider their proposal and then implement the model in the beginning of January 2008 in advance of the opening of the new community centre. The schedule required members to commit to regular meetings of three or more hours in length.

The working group also engaged the services of John Talbot, an experienced community development facilitator to assist with the process and the development of the model.

The first three months were spent researching existing models that ranged from providing advice up to fully delegated authority. Individuals from a broad range of organizations were invited to come and present their models to the working group. Council and the community-at-large were invited to participate in these educational sessions and at least two other members of Council were present at different times.

Each presenter was asked to answer a series of questions that helped group members develop an understanding of the advantages and disadvantages of each model.

Along with data gathering and research on existing models, the working group was led through a series of exercises by the facilitator to help develop a set of values to guide decisions around the new community centre. The values would become the underlying principles recommended above to be used in determining how the community centre would function.

Throughout the process, working group members sought input from community members and other stakeholders via the use of a web forum, public meetings, educational seminars, a community forum and informal meetings with various user groups. Community centre partners (Health, Band, Family Place, café and complementary and alternative medicine services providers) were sent special invitations to attend community sessions. Members incorporated the feedback they received into the proposed model which continued to be refined as new information became available.

The Working Group proposal (Appendix A) is the result of research, public input and the values work. The proposal contains information in the appendices on the draft constitution and bylaws, a decision-making framework on roles and responsibilities, partnering agreements and proposed qualities and characteristics of the chair and board members.

2.0 Policy

2.1 Policy

No prior resolutions

2.2 Bylaw

Provincial regulations guide the regulation and requirements for non-profit organizations.

2.3 Reference to Corporate Business Plan

Social Sustainability:

- Goal 1 - Community Centre – Complete the new Community Centre with an operational framework that encourages community partnerships and engagement.

Economic Sustainability:

- Goal 1 – Planning for Asset Management – Make decisions on municipal property to ensure we realize the best value of our land assets in terms of desired use and return on investment.
- Goal 7 – Community Services Partnerships – Collaborate with non-profits, foundations and corporate partners to identify opportunities for appropriate partnerships and explore alternative fundraising opportunities.

Governance Promoting Sustainability

- Goal 1 – Citizen Engagement – Review Council Advisory Committee framework to better utilize the significant role of citizen participation, to engage the community, and to maximize the value of the financial resources invested.

3.0 Analysis

3.1 Discussion

The mandate and outcomes of the Working Group for Community Centre Governance reflect trends across Canada which show a shift in terminology and function from “recreation centres” to “community centres,” as well as the desire and need for the community to be more actively engaged in decisions that affect services they are using.

One of the key areas on which the working group focussed their efforts was different governance models. These models varied in structure and responsibility on a continuum from advisory to delegated authority. Following significant research, including the history and success in Vancouver over 50 years with community associations jointly operating recreation facilities, and also in the District of North Vancouver with Parkgate Community Services Society as a not for profit organization in partnership with the North Vancouver Recreation Commission, a model was chosen for the new community centre. The models that were deemed most effective shared the following traits:

- Strong non-profit board with credibility and varied expertise
- Managers and facility operators committed to innovation and fiscal accountability
- Development of volunteer leadership and community participation
- Financial management models that leverage existing budgets and create new dollars and resources from a variety of sources.

- Multiple partners and agencies participating in the centre
- A sense of ownership both by participants and the community as a whole

Benefits

The working group recommends the establishment of a non-profit organization; a new society, as the most effective governance model for the new community centre. This proposed model was selected because of the benefits it provides, namely:

- Emphasis on community ownership and significant volunteerism, building capacity in the community and providing an important opportunity for citizen engagement and development of community leadership. As one participant at the Public Forum stated, "we have many competent individuals living in West Vancouver and through their contributions, we will create a sense of pride and ownership within the Centre.
- The ability to fundraise and leverage additional dollars beyond what the District contributes.
- Enhanced service delivery to the community by providing a comprehensive array of services.
- Strong partnership arrangements among the various governmental, non-profit and private agencies to work together and maximize each others strengths and resources.

The relationship between the society and Municipality is seen as a shared model of roles and responsibilities and is a critical part of the partnership arrangement. These details will be developed and agreed upon by the Municipality and the society.

Integration

It is important that the society and the new community centre operate as part of an integrated approach to community services within the Municipality.

A society sharing in the governance of the new community centre will operate in the context of our other community recreation facilities which remain unchanged in their operational models. This is not seen as inconsistent. The new society will focus on an enhancement of services to the community, and the leveraging, attraction and generation of additional financial resources to meet growing community needs that will benefit all community recreation facilities and operations.

A useful parallel in this regard is the Seniors' Activity Centre Advisory Board model that has proven effective in achieving a sense of ownership, extensive use of volunteers and generation of additional revenue for new initiatives and/or enhancements to services. This potential for success is also evident at Gleneagles Community Centre with the development of the community advisory committee.

The issue that *will* need addressing is equity in funding a base level of municipal services at each of the facilities. It will be the municipal role (Council and staff) to set budgets that take into consideration all the community recreation facilities. Each facility must have core funding for programs and facility maintenance ensuring that equal levels of service are provided from each centre, and that there is support for District-wide functions and the sharing of innovations.

Membership

Membership is an integral part of a non-profit society model and there are a variety of methods to choose from. The details of membership criteria would be developed as part of the partnership agreement.

Composition and Diversity of the Board

Community involvement ranges on a continuum: program participation, volunteering, giving feedback, identifying community needs, and finally, participating on the Board. In determining the makeup of the latter, it is important that there are avenues for transparent and open communication and that the composition of the Board reflect the diversity of the community.

One of the recommendations of the working group is for the Mayor to appoint the chair of the new society and for the balance of the Board selection, a nominating committee be appointed that is composed of the Mayor and chair with working group representatives. Given the significance of this first step and the relationship the society will have with Council, it may be Council's wish for all Councillors to be involved with the working group representatives in nominating board members of the new society. This structure is reflected in the staff report recommendations.

Strategic and Financial Plans and Reviews

The working group has recommended that the society develop a three year strategic and financial sustainability plan and that an external review of the society and its partnership be conducted after one to two years. This builds in accountability and confidence with Council and the public.

Staff are of the opinion that in order to ensure the progress and success of the new board, a start-up fund of \$30,000 be approved to facilitate registration of the society, director liability insurance, orientation and training, and professional support for

strategic and financial planning. It is expected that these would be one-time costs in the start-up year.

The recommendations of the working group call for actions to begin immediately: the appointment of the chair, the formation of the nominating committee, and the establishment of the board of the new society in preparation for the development of the partnership agreement with the Municipality. Moving forward on this short timeframe with the recommendations and actions, provides a greater likelihood for success as well as the active involvement of the board in the opening of the new community centre projected in June of 2008. Delays in the process or decision to proceed may compromise the effectiveness of the society. The initial focus of the Board would be on the development of the partnership agreement with the municipality and a strategic and financial sustainability plan.

3.2 Social Implications

The adoption of this model for community centre governance will ensure that the principles of community leadership, empowerment and ownership are incorporated into community services. The working group recommends:

- That the first Board of Directors operates within the overall vision of "Building Community – a shared commitment to healthy lives, healthy communities".
- That the first Board models and promotes the six values in governing the centre: **Community, Innovation, Learning, Partnership, Inclusivity, and Responsibility.**
- That there be an external review of the society after a one or two year period. The review would examine how the Board, staff and volunteers are achieving the Centre's values; how the model is making a difference in the community and how the partners are working together.
- That the Society and the new community centre operate as part of an integrated approach to community services within the municipality.

3.3 Financial Implications

The model for governance proposed by the working group provides the potential to enhance service. This will be achieved by leveraging municipal funding to provide additional and enhanced services that address the growing needs of the community. Core funding for programs and services and facility infrastructure is required.

An initial investment of \$30,000 is required from the 2008 budget to support the development process.

3.4 Sustainability

The model for governance of the new community centre supports the municipal business plan commitment to long-term sustainability.

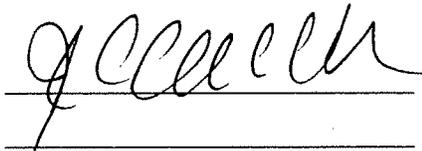
3.5 Consultation

Throughout the process, working group members sought input from community members, partners in the centre and the community and other stakeholders as well as with other municipalities and not-for-profit organizations. Members incorporated the feedback they received into the proposed model which continued to be refined as new information became available.

4.0 Options

- 4.1 Approve the recommendations as outlined and proceed with actions to implement the governance model of the new community centre (recommended).
- 4.2 Approve some of the recommendations. This will likely result in some delay in the process and possibly compromise the anticipated outcomes.
- 4.3 Reject the recommendations. This may result in a lack of recognition of and confidence in the work of the working group and require additional time and resources to develop alternate models or approaches.

Author:



Appendices

A. Proposed Governance Model

**West Vancouver Community Centre
Proposed Governance Model**

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WEST VANCOUVER COMMUNITY CENTRE

Recommended Governance Model

1. Introduction

In March 2007, Council established a Community Centre Governance Working Group composed of 15 members, including the Mayor and one Councillor (see Appendix #1).

The purpose of the working group was:

- to create a community governance model for the new community centre;
- to ensure that the principles of community leadership, empowerment and ownership were incorporated into community services.

The working group met on several occasions to examine a number of governance models prior to recommending a proposed model.

Governance can be defined as a process of providing strategic leadership by setting direction, making policy and strategy decisions, overseeing and monitoring organizational performance, and ensuring accountability to ensure the purpose is achieved (Board Governance and Accountability Workshop – Centre for Non-Profit Management).

The different governance models reviewed were:

- Britannia Centre Services Centre
- John Braithwaite Community Centre
- Nisga'a Lisims Government
- Parkgate Community Centre
- Semiamhoo, White Rock
- Vancouver Parks Board and its Community Centre Associations
- West Vancouver Seniors' Activity Centre
- Lindsay Park Sports Facility, Calgary
- Sun City, Arizona

The group became much more informed about the various approaches – i.e., which ranged from an advisory role to those with complete delegated authority.

The group developed a proposed governance model document and then consulted with a number of groups and the general public in order to receive their comments and suggestions.

In September and October, the group presented its draft document to the Mayor and Council; to municipal recreational and regional health management staff; to a public forum where

many individuals and groups expressing their thoughts and suggestions as well as holding specific meetings with local service providers, like Gordon House and Family Place.

The feedback from these individuals and groups was fully discussed by the working group and incorporated into our final document

2. Recommended Governance Model

The recommended model was selected because of the benefits the model offers. The working group believes the primary benefits are:

- There will be community ownership and significant volunteerism, building capacity in the community and providing an important opportunity for citizen engagement and development of community leadership. As one participant at the Public Forum stated, "we have many competent individuals living in West Vancouver and through their contributions, we will create a sense of pride and ownership within the Centre.
- There will be the ability to fundraise and leverage additional dollars beyond what the District contributes.
- There will be enhanced service delivery to the community by providing a comprehensive array of services.
- There will be strong partnership arrangements among the various governmental, non profit and private agencies to work together and maximize each others strengths and resources.

After reviewing a variety of approaches, the working group recommends the following model for Council's consideration.

- That Council support the establishment of a non-profit society to be responsible for the governance of the new community centre.
- That Council establish a partnership agreement with the new society outlining each partner's role, responsibilities, authority and reporting relationship.
- That Council establish the first Board of Directors by January 2008 so that the new society has the time to begin to operate effectively prior to the opening of the new centre in late spring of 2008.
- That the new society enter into a partnership agreement with Vancouver Coastal Health Authority and all the other private and non-profit organizations that will be operating within the new community centre subject to pre-existing agreements [See Appendix 4].

- That the new society model and govern according to the following six values:
 - **community** – where the centre is a gathering place; a place where everyone is welcome and feels at home;
 - **innovation** – where new approaches are tried and centre users are encouraged to propose new ideas and programs;
 - **learning** – where everyone is seen as a learner and has experiences that enrich their lives;
 - **partnership** – where staff, volunteers and centre users work and play together in a holistic and integrated manner;
 - **inclusive** – where all the programs and services reflect the demographics and diversity of the community.
 - **responsibility** – where individuals act in a socially, environmentally and economically sustainable manner.
- That there be an external review of the society after a one to two year period. The review would examine how the Board, staff and volunteers are achieving the Centre's values; how the model is making a difference in the community and how the partners are working together.

3. Integration

The working group recommends:

- That the Society and the new community centre operate as part of an integrated approach to community services within the municipality.

4. First Board of Directors for the Society

The working group recommends:

- That the first Board of Directors operates within the overall vision of "Building Community – a shared commitment to healthy lives, healthy communities".
- That the first Board models and promotes the above six values in governing the centre.
- That the Board be between 10 and 14 members with a proposed membership of one appointment from District Council, one appointment from the Vancouver Coastal Health Authority and 8 to 12 from the community-at-large.

- That the community members represent the demographics and diversity of West Vancouver (e.g. age, ethnicity, gender, skills, interests, etc.).
- That the new Board creates a variety of task forces or working committees in order to utilize the assets and increase the involvement of other community residents.
- That the Mayor appoints the Chair of the Board for the first year and then the Board appoints the Chair in subsequent years.
- That Council establishes a nominating committee composed of members of the current working group and Council's Community Engagement Committee to recruit the first Board.
- That the Nominating Committee considers the proposed qualities and characteristics for the Chair and Board members as outlined in Appendix 6.
- That the term of office for Directors be designed so that there is continuity of members each year.
- That the first Board of Directors create a three year strategic and business plan and then review progress relative to that plan each year.
- That Council considers the draft constitution in Appendix 2 as a guide in developing the constitution for the Society. This draft constitution needs to be thoroughly reviewed by the new Board.

5. Partnership Agreement between the District and the Society

A proposed framework for a partnership agreement is outlined in Appendix #3.

6. Centre Management

The Board will have one senior staff from the District's Parks and Community Services Division reporting and managing the Community Centre in consultation with the Board.

The senior staff will act as Executive Director and mentor and coach staff as the new model develops.

Each partner will have an agreement with the society, and these will be developed by the Board and the Executive Director. Pre-existing agreements will take precedence.

7. Partnership Agreement between the Society and the Vancouver Coastal Health Authority and Private and Non-Profit Organizations within the Centre

A partnership agreement will need to be written after the agreement between the District and the Society is finalized.

8. Dispute Resolution

A proposed dispute resolution process is outlined in Appendix #5.

Appendix #1: Working Group Membership

Barbara Brink [Chair]

Liz Leduc

Jennifer Hatton

Lynn Roberts

Patti Bolton

Susan Evans

Terri Wellman

Zarrin Sadeghi

David Gouthro

Mayor Pamela Goldsmith-Jones

Councillor Bill Soprovich

Lynn Pelletier

Mary Ackenhusen

Janis McCaffrey

Ken Rekrutiak

Chris Lee

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Appendix #2: Draft Constitution and Bylaws

Constitution:

1. The name of the society is:
2. The purpose of the society:
 - (a) To actively promote and demonstrate health and well-being throughout the Centre and within the community of West Vancouver.
 - (b) To identify recreational, health, cultural, educational and social needs in West Vancouver and to develop programs and services to meet them.
 - (c) To direct the operation of the community centre, to maximize community involvement and to develop community leadership.
 - (d) To coordinate with Vancouver Coastal Health, community organizations and local businesses to address community needs and to promote the optimum use of community facilities.
3. The society shall be carried on without purpose of gain for its members and any profits or other accretions to the society shall be used in promoting its objectives. This clause is unalterable.
4. In the event of winding up or dissolution of the society, any funds of the society remaining after the satisfaction of its liabilities, shall be given or transferred to a [to be identified]. This clause is unalterable.

Bylaws:

I. Membership

1. Membership in the society is open to any person over the age of 16 years, residing, working or volunteering in the District of West Vancouver.
2. An eligible person upon annual application shall become a member subject to acceptance by the Board of Directors.
3. Every member shall uphold the Constitution and comply with those Bylaws.
4. A person shall cease to be a member of the Society:
 - a) by delivering a resignation in writing to the Secretary/Treasurer of the Society or by mailing or delivering it to the address of the Society, or

- b) on death, or
 - c) on being expelled, or
 - d) on having been a member not in good standing for 12 consecutive months, or
 - e) on ceasing to meet the criteria of Section 1 of this bylaw.
5. a) A member may be expelled by a special resolution of the members passed at a general meeting.
- b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- c) The person who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at the general meeting before the special resolution is put to a vote.
6. All members are in good standing except a member who has failed to renew his or her membership or who has failed to pay a debt due and owing to the society.
7. The Board may from time to time set a nominal annual membership fee.

II. Meeting of the Society:

1. The first annual general meeting of the members of the society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting of the society shall be held at least once in every calendar year and not more than 15 months after the adjournment of the previous annual meeting.
2. The Board of Directors may convene an extraordinary general meeting when they see fit.
3. An extraordinary general meeting shall be called on written request by 10% or more of the members. The request must be accompanied by a written resolution to be added to the agenda.
4. Notice of the time and the general nature of the business to be transacted at the annual general meeting and any other general meetings will be given to the membership at least 14 days before holding the meeting.
5. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice, does not invalidate proceedings at the meeting.

6. A quorum of the society at any annual or other general meeting shall be a minimum of 9 members including two Officers of the society.
7. Each member in good standing present at a meeting is entitled to one vote. Voting by proxy is not permitted.
8. Roberts Rules of Order will apply to proceedings at all meetings of the Society.

III. Directors and Officers:

1. The business and affairs of the society shall be managed by a Board of Directors consisting of:

Up to twelve (12) members elected from among the members in good standing of the society.

The first Board of Directors should be elected for a period of one year and then members shall be elected to the Board of Directors for a three (3) year term, and not more than two (2) successive three (3) year terms, or six (6) consecutive years. A Director, after completing two (2) successive three (3) year terms, shall be eligible to return to the Board of Directors after one (1) year's absence.

The Directors may remove a Director who is absent for more than three (3) consecutive meetings in succession without due cause.

The Board of Directors should be responsible for appointing the Nominating Committee composed of three members, including the Chair of the Governance Committee. The Nominating Committee shall provide the names of all nominated persons eligible as elected directors at least 21 days prior to each Annual General Meeting.

The District of West Vancouver and Vancouver Coastal Health appointees will be nominated by a written notification to the Board from the District and Vancouver Coastal Health.

Any five members may nominate a member for election as a Director provided that the nomination is in writing and delivered with the written consent of the nominee to the office of the Society not less than seven days prior to the Annual General Meeting.

2. Where one or more additional unfilled vacancies exist, due to the resignation or removal of a Director prior to the completion of his or her term, an additional election shall be held to fill that vacancy. A Director so elected, shall serve until the next annual general meeting.

3. The Directors shall elect a Chair, who shall be a resident of the District of West Vancouver, and a Vice-Chair, Secretary and Treasurer to hold office until the next Annual General Meeting.
4. If a position remains open at the annual general meeting or if a Director resigns or otherwise ceases to hold office, the remaining Directors shall appoint a member to take the place of the former Director. A Director so appointed will hold office only until the next annual general meeting.
5. The Board of Directors may exercise all such powers and do all such acts and things as the society may exercise and do, and which are not lawfully directed or required to be exercised or done by the society in general meeting but subject, nevertheless, to the provisions of:
 - i) all laws affecting the society,
 - ii) these Bylaws, and
 - iii) rules, not being inconsistent with these Bylaws, which are made from time to time by the society in a general meeting.

No rule made by the society in a general meeting invalidates a prior act of the Board of Directors that would have been valid if that rule had not been made.

6. a) Regular meetings of the Board of Directors shall be held on a regular basis not less than seven times a year and, in addition, at the call of the Chair and shall be open to all members of the society but only Directors may vote on meeting resolutions.

b) A quorum of the Board of Directors shall be four.
7. The Board of Directors may delegate any, but not all, of their powers to committees consisting of such Directors or other members as they see fit. A committee so formed shall conform to any rule that may be imposed by the Directors and shall report any action in exercise of its powers to the earliest meeting of the Council members held after it has been done.
8. The Board of Directors shall see that the minutes of members' meetings and minutes of Directors' meetings, and all other necessary books and records of the society required by the Bylaws of the society or by any applicable statute or law are regularly and properly kept.
9. Directors of the society shall receive no remuneration from the society for the performance of their duties but may be reimbursed for expenses as approved by the Board of Directors.
9. The members may by special resolution remove a Director before expiration of the term of office and may elect a successor to complete the term.

IV. Duties of Officers:

1. The Chair shall preside at all meetings of the society and of the Board of Directors.
2. The Chair is the Chief Executive Officer of the society.
3. The Vice-Chair shall carry out the duties of the Chair during the absence of the Chair.
4. The Secretary shall:
 - a) conduct the correspondence of the society,
 - b) issue notices of meetings of the society and Board of Directors,
 - c) keep minutes of all meetings of the society and Board of Directors,
 - d) have custody of all records and documents of the society except those required to be kept by the Treasurer, and
 - e) maintain the register of members.
5. The Treasurer shall:
 - a) keep such financial records, including books of account, as are necessary to comply with the Society Act,
 - b) render financial statements to the Board of Directors, members and others when required, and
 - c) present before the members of the society at the annual general meeting a financial statement showing the income and expenditures, assets and liabilities of the society during the preceding fiscal year. The financial statement shall be signed by two or more Executive Officers.
6. In the absence of the Secretary from a meeting, the Board of Directors shall appoint another person to act as Secretary at the meeting.

V. Borrowing:

1. In order to carry out the purposes of the society, members of the Society may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures. [% of the membership to be determined].
2. No debenture shall be issued without the sanction of a special resolution.

3. The members may by special resolution restrict the borrowing powers of the Board of Directors but a restriction so imposed expires at the next annual general meeting.

VI. Inspection of Records of the Society:

The books and records of the society shall be open to inspection by the registered members in good standings at all reasonable times at the office of the Executive Director.

VII. Amendment of the Constitution and Bylaws:

The Constitution of the society and these Bylaws may be amended from time to time as prescribed by the Society Act.

VIII. Limitation of Liability:

Directors of the society shall be deemed to have assumed office on the expressed understanding and agreement and condition that Directors of the society, and their heirs, executors, and administrators and estates and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the society from and against all costs, charges and expenses whatsoever which such Directors sustain or incur in or about any action, suit or proceedings which brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or any Director, in or about the execution of the duties of their office, and also from and against all other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by their own willful neglect or default, subject to the Society Act, or any obligations imposed by law, notwithstanding this by-law.

Appendix #3: Framework Considerations

MAJOR RESPONSIBILITIES	New Society	Shared	Municipality
<ul style="list-style-type: none"> ▪ Identifying needs and mapping community assets. ▪ Programming. 			
<ul style="list-style-type: none"> ▪ Setting fees and charges. 			
<ul style="list-style-type: none"> ▪ Space allocation. ▪ Lease, rental and/or partnering agreements with user groups. 			
<ul style="list-style-type: none"> ▪ Fiscal planning and management. ▪ Operating budget. 			
<ul style="list-style-type: none"> ▪ Resource development and fundraising. ▪ Providing supplemental fundraising for site operation and programming. 			
<ul style="list-style-type: none"> ▪ Communications and promotions. ▪ Ongoing liaison with local stakeholder groups and the local community. 			
<ul style="list-style-type: none"> ▪ Community development and outreach. ▪ Community involvement in decision-making. 			
<ul style="list-style-type: none"> ▪ Equipment. ▪ Stewardship and use of minor equipment (e.g., appliances, furniture, etc.). 			
<ul style="list-style-type: none"> ▪ Human resource management. ▪ Recruitment, hiring, training, supervision, recognition and evaluation of staff and volunteers. 			
<ul style="list-style-type: none"> ▪ Risk management. ▪ Insurance coverage, including Director's liability. 			
<ul style="list-style-type: none"> ▪ Facility maintenance. ▪ Day-to-day operating maintenance, including janitorial, security and utility costs. 			
<ul style="list-style-type: none"> ▪ Capital budget planning and implementation. 			

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Appendix #4: Partnering Agreements with Vancouver Coastal Health and Other Non Profit and Private Organizations

It has been acknowledged in this document that all pre – existing agreements between the District of West Vancouver and the other partners will take precedence.

For example, the District and Vancouver Coastal Health have already agreed to the following key points:

- The lease agreement will be for 30 years with an option for another 10 years.
- VCHA will occupy 19,500 square feet of useable space and have 20 parking stalls in the underground parking for use by VCHA during specified hours (7 am to 6 pm – Monday to Friday).
- The total rent payment will include janitorial and utilities services which will vary based on actual costs per year.
- VCHA has the opportunity to negotiate with the District on any additional space that may come available in the Community Centre.
- VCHA will work together on the design and share the common areas within the Community Centre.

It is the intent that the expanded partnership agreements will incorporate such topics as governance; operating values and culture; joint programming and development; communications, decision making, etc.

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Appendix #5: Dispute Resolution Process between Partners

In the event of a dispute arising between the partners pertaining to the agreement entered into between the partners, the partners agree to the following dispute resolution process.

- a) The partner and the Executive Director will meet to attempt to resolve the dispute.
- b) If the partners are unable to determine a resolution as set out in paragraph (a) within 14 days of the dispute arising, the second step is a meeting with the Chair or Executive of the Society for the purpose of attempting to resolve the dispute.
- c) If the parties are unable to determine a resolution as set out in paragraph (b) within 60 days of the dispute arising, the partners will mediate the dispute using the services of an independent mediator (with the costs borne equally by the partners).
- d) If the parties are unable to determine a resolution as set out in paragraph (c) within 120 days of the dispute arising, the parties may agree to proceed to binding arbitration (with costs borne equally by the partners) and failing such an agreement, any party may commence a court proceeding.

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Appendix #6: Proposed Qualities/Characteristics of the Chair and Board Members

The Working Group felt that there were three primary functions for the new Board in its first year of operation.

They were:

- To discuss and develop the partnership agreement between the Society and the Municipality regarding each partners role, responsibilities, authority and reporting relationship.
- To discuss and prepare a three year strategic and business plan for the new centre.
- To become an effective functioning Board in cooperation with the Centre Manager.

Some important qualities for the Board Chair are:

- Proven successful experience with non profit or private Boards
- A visionary who can inspire others
- Can listen effectively and utilize the skills and experience of all board members
- Can conduct effective meetings and see results accomplished
- Is knowledgeable in strategic and business planning
- Can communicate effectively both internally and externally

Some important qualities for the Board members are:

- Reflects the diversity/demographics and has roots in the community
- Visionary and open minded
- Innovative and creative
- Financial and management experience
- Analytical
- Holistic and systems thinking
- Team player
- Commitment and availability of time
- Previous board experience

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