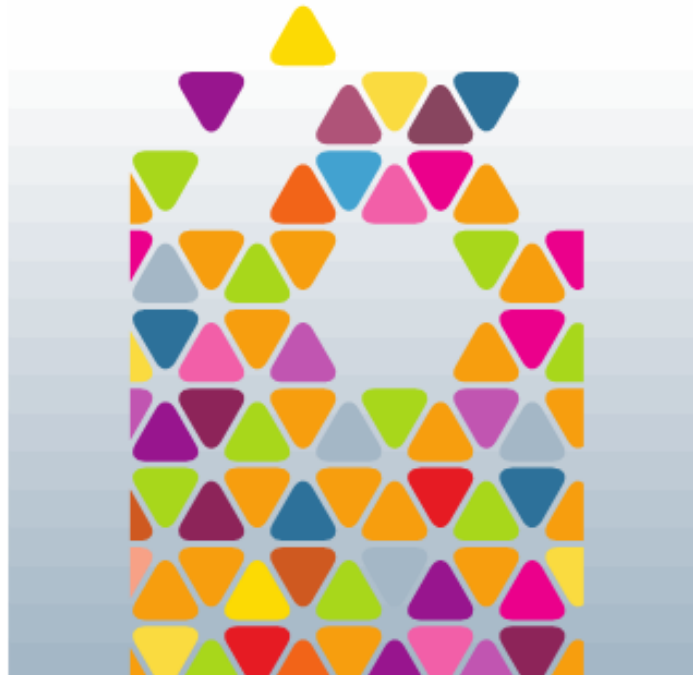




# Governance Manual

2018

South Vancouver Seniors Hub Council



# South Vancouver Seniors Hub Council Governance Manual

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## **GLOSSARY OF TERMS**

### **Amendment**

When it is necessary to make only one or two changes to this manual, the proper way to change it is to “amend” the manual. When the amendment/s have been approved by the Manual is changed to say “amended by the Hub Council (with the date)” When there are many proposed changes the Manual should be rewritten or revised.

### **Ex-officio**

When a person is a member by nature of the office they hold.

e.g. This manual states that the Hub Council Chair and the Director of Seniors’ Programs and Food Initiatives (Director) are ex officio members of all committees. They are entitled to receive notice of all meetings, attend and speak at meetings ( Ex-officio members do not count toward quorum, they have voice but no vote).

### **Majority**

In this manual, whenever a majority is required it means “more than half”.

### **Quorum**

This is the minimum number of people that must be present to make a decision for the whole group.

e.g. The group has 8 members. When quorum is “a majority of the members” then at least 5 members must be present in order to make any decision for the group. The only decision that can be made without a quorum is to adjourn the meeting to another date and time.

### **“In Camera” Meeting**

This term describes closed Hub Council meetings that cover information not recorded in the regular minutes or divulged to the public. Such sessions may discuss personnel, financial, or other sensitive decisions that must be kept secret (e.g., a conflict between two Hub Council members). The regular minutes record when the meeting went “in camera” and when it came out of “in camera”. Any decisions made during the “in camera” meeting are recorded in separate minutes that are available only to those on the Hub Council.

## **-BACKGROUND OF THE SOUTH VANCOUVER SENIORS HUB**

The South Vancouver Neighbourhood House (SVNH) received funding from the City of Vancouver, United Way of the Lower Mainland, Vancouver Foundation and Vancouver Coastal Health for a 3-year Seniors Hub Pilot Project. The project commenced January 2010 and was to be completed by March 31, 2014. However, funding has been extended and the project has been embedded into the SVNH seniors program to ensure that it can be sustained and continue to be successful well into the future.

The area (commonly referred to as South Vancouver) is:

East: Boundary Road

West: Main Street

North: 41<sup>st</sup> Avenue

South: Fraser River

The South Vancouver Seniors Hub Council (Council) is responsible to set priorities, track progress and identify emerging needs.

The Hub collaborates with Partner Organizations which are Sunset, Killarney and Champlain Heights Community Centres; and the Southeast Vancouver Seniors' Arts & Cultural Society (SVSACS). The agreement indicates that SVNH manages coordination of the Hub in consultation with the Council and partners support interagency staff coordination and meetings for agreed-upon Hub activities.

The work of the Council is to ensure the sustainability of the Seniors Hub in South Vancouver. The Director coordinates the Council and is assisted by seniors and food staff teams at the SVNH as required.



## **Hub Values:**

The following values and beliefs guide the relationship and work of the Hub.

- **Seniors-led:** The Hub is led by seniors (adults age 55 years or older). It promotes a healthy aging process, recognizing that needs vary according to generations. Seniors provide guidance on increasing options in and access to seniors programming.
- **Belonging:** The Hub strives to create a sense of belonging and inclusion and provide opportunities to be connected and engaged in the community
- **Dignity and respect:** The hub operates on values of respect where everyone is treated with care and compassion. We aim to foster independence, self-esteem, dignity and empowerment for seniors and their families.
- **Community-focused:** The overarching intention of the collaboration between Partner Organizations is to maximize benefits for community and leverage resources effectively. The Hub engages with community and can advocate on behalf of local seniors, their families and service providers.
- **Openness:** The Hub Partner Organizations and the Council operate in a spirit of respect for each other and are clear and open about their intentions. They bring forward any issues that arise during the course of Hub work.

## **Mission:**

1. To enable, build, increase and improve the lives of seniors in South Vancouver (SV) by making it possible for them to be independent and actively participate in the community.
2. To identify and promote awareness of SV seniors' issues and priorities.
3. To improve services in SV through collective action by the Council. Hub Partners/organizations/community organizations and the community at large.

## **Goals:**

1. To support the independence and active participation of SV older adults in community and to deliver a sustainable and integrated community capacity-building model for connecting seniors at the neighbourhood level.
2. To set up systems (e.g. governance, policies, procedures, etc.) that can be replicated in other neighbourhoods across Vancouver.

## **PREAMBLE**

The Council is not a legal entity and, as such, is limited in its governance authority by the policies and practices of SVNH. The chair of the Council, or designate, may sit on the SVNH Board of Governors. Council members should be oriented to the SVNH volunteer manual as the policies and practices contained therein also affect their activities as Council members.

## **1. COUNCIL STRUCTURE & RESPONSIBILITIES**

### **1.1 Council Structure**

The Council consists of seven to eleven individuals who are recruited by the members of the Council and the Director. These individuals must be 55+ and 75% must live in the SV geographical area and they must strive to represent its diverse population, younger and older, regardless of gender, race, creed, sexual orientation and gender identification; immigrants and persons with disabilities. Every effort will be made to

represent the diversity of SV. The Officers<sup>1</sup> shall be the Chair, Vice-Chair and Secretary. They are elected from among the eleven members of the Council preferably after they have served on the Council for two years. Elections are held via a closed ballot or show of hands, and held every two years with members serving in these positions for 2 years from January to December. They can be elected for an optional final 2 year term.

## **1.2 Committees**

Ad hoc committees or working groups may be established by the Council from time to time to carry out certain tasks or make recommendations to the Council on specific issues. These ad hoc committees are: Communications, Advocacy, Program, Transportation, Financial Sustainability and Public Relations. Membership, tasks and procedures of each committee shall be determined upon its formation by the Council. When the task is completed or no longer relevant, the ad hoc committee should be automatically disbanded by a Council motion.

## **1.3 General Responsibilities of the Council**

As a representative of the SV seniors' community the Council is given authority and responsibility to:

1. Identify and promote awareness of SV seniors' issues and priorities.
2. Improve programs and services in SV through collective action by Council, Hub Partner Organizations, community organizations, and the community at large.
3. Encourage seniors to become more engaged in their community.
4. Oversee the management of the Hub's program funding as allocated to it by the SVNH through the Director. Review all fund acquisitions and disbursements as presented in the bi-annual written report that is prepared by the Director.

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<sup>1</sup> While this is not an official board, the term "officers" is used for the specific roles of Chair, Vice-Chair and Secretary. These roles are needed to help the Hub Council run smoothly.

## **1.4 Specific Duties of the Council**

More specifically, the duties of the Council are to:

- Define and/or safeguard the Hub's mission, values, framework and operating principles within which it expects the Hub to be administered, and to review these periodically.
- Govern the Hub through broad policies and planning objectives formulated and approved with the Director and other SVNH staff in an annual strategic planning process and to periodically review this plan.
- Seek and secure sufficient resources to adequately finance the Hub's programs and activities in coordination with SVNH staff.
- Account to the general public, program funders, donors and other stakeholders for the Hub's performance.
- Coordinate with the Director to ensure prudent and proper management of the Hub's resources including a bi-annual budget review.
- Regularly review Hub's activities to ensure that they are consistent with the mission, goals and purposes of the Hub.
- Provide opportunities for citizen/community participation in all its programs and activities.
- Represent the Hub and its activities throughout the community.
- Advocate to address resource gaps, and ensures access to quality services for older adults in SV.

## **1.5 Authority and Accountability**

The Hub Council, as a whole, is responsible to the South Vancouver Neighborhood House and those funders and donors who provide funds for the operation of the Hub Council. The Hub Council is also accountable, in a more general sense, to exercise good

stewardship on behalf of the trust placed in it by the general public, program participants, staff, volunteers and other stakeholders including the Hub partner agencies.

## **1.6 Responsibilities of Individual Council Members**

Council members often have direct contact with program participants. When a participant makes direct contact with a Council member to ask for assistance in the resolution of a specific service/program issue, the Council member must not deal with it but immediately refer the participant to the Director or to the appropriate staff member at the Hub Partner agency where the issue originated.

Each council member is expected to become an active participant in a group that functions effectively. In addition to performing the major duties of the Council, individual members must be responsible for the following:

- Be knowledgeable of the Hub's mission, values, code of conduct, rules, policies and guidelines embodied in this Governance Manual.
- Keep generally informed about the activities of the Hub and the community, and general trends in the business in which it operates.
- Attend Council meetings regularly, serve on ad hoc Council Committees and contribute from professional and life experience to the work of the Council.
- Offer their personal perspectives and opinions on issues brought to the Council for discussion and decision.
- Maintain solidarity with fellow members in support of informed decisions of the Council that are reached unanimously or by the majority vote of council members.
- Ask the Council to review a decision, through a written request, if they have reasonable grounds to believe that the Council has acted without full and necessary information, or in a manner inconsistent with established processes and/or guidelines.

- Work efficiently and effectively with SVNH staff, Hub agency partners, and ad hoc Committees or task forces created as necessary, on all Hub programs and activities initiated by the Council.
- Know and respect the distinction and limitations of the roles of the Council and staff consistent with the governance policies.
- Declare any real or apparent personal conflict of interest that might work to the detriment of the Council.
- Provide in writing, one month's notice of resignation to the Director with a copy to the Council Chair. (In the case of the Council Chair resignation, this written notice shall be served directly to the Director).
- Respect confidentiality of participants in Hub programs, services, meetings and workshops, particularly their names and circumstances. In Camera sessions or zero hour, as well as matters related to personnel must be held in strictest confidence.

### **1.7 Oath of Office and Confidentiality**

Confidentiality means members may not relate such matters to anyone including family members. The duty of confidentiality continues indefinitely even after a member has left the Council.

Council members shall agree to an Oath of Office and Confidentiality upon becoming a Council member and renewable annually thereafter as long as they are on the Hub Council.

### **1.8 Code of Conduct**

Council members are expected to comply with the prescribed Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for council decisions. The Code of Conduct is a

statement of essential principles intended to govern the conduct of the Council and staff.

Council members and staff will at all times conduct themselves in a manner that:

- Supports the objectives of the Hub
- Serves the overall best interests of the Hub rather than any particular constituency;
- Brings credibility and good will to the Hub
- Respect principles of fair play and due process
- Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances
- Respects and give fair consideration to diverse and opposing viewpoints
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and in all other activities on behalf of the organization
- Demonstrates good faith, prudent judgment, honesty, transparency and openness in their activities on behalf of the Hub

### **1.9 Conflict of Interest Policy**

Within the context of this Manual, Council members are considered to be in a “conflict of interest” situation whenever they, or members of their family, business partners or close personal associates, may personally gain or benefit either directly or indirectly, financially or otherwise, from their position in the Council. The following principles shall guide Council members in avoiding and/or dealing with any conflict of interest:

- Members of the Council shall serve without remuneration. This includes, but is not limited to, accepting any payment for services provided to the Hub, such as contracted work or honoraria. However, they may be reimbursed for

preapproved and reasonable expenses incurred by them in the performance of their duties;

- No member shall be allowed to access financial or other resources for personal use i.e., transportation, training costs, supplies, equipment etc., nor to seek, accept, and receive any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with the Hub;
- No member while sitting on the Council shall serve on another non-profit or for-profit organization's Executive Board/Board of Directors that have the potential for conflicts of loyalty and/or collaborative benefits. Any relationships and affiliations with any other organization that might result in a future conflict of loyalty must be disclosed and discussed openly to allow for informed and thoughtful choices;
- If the Council member is not certain whether he or she is in conflict of interest position, the matter may be brought before the Chair, the Council or the Director for advice and guidance. Council members will discuss and determine by vote, if a real or perceived conflict exists. The person potentially in conflict must leave the meeting room for the duration of such discussion or vote;
- Any Council member who is aware of a real, potential or perceived conflict of interest on the part of a fellow council members has the responsibility to raise the issue for clarification with the member concerned, and if unresolved, with the Chair or the Director.
- If a conflict of interest does exist or has been duly established by the Council, the member concerned must be advised and will be given a chance to choose or decide which course of action should be taken. The disclosure or decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting;
- There will not be more than one (1) member of a family serving on the Council or on the same committee at the same time;
- Personal interests which conflict with the interests of the program participants or are otherwise adverse to the interests of the Hub must generally be avoided and/or eliminated and must immediately be dealt with.

#### **1.10 Handling Complaints and Disputes that involve Hub Council Members**

- The Hub Council officers and the Director, in a meeting duly called for the purpose, shall review any complaints that a member has violated any



provision of the Governance Policies, Code of Conduct, Oath of Office & Confidentiality Agreement. This complaint must be in writing and signed by the complainant.

- The officers shall similarly review disputes between members of the Council that interfere with the ability of the Council to carry on its business.
- Complaints that cannot be resolved informally by the officers may be referred to the Director or SVNH Executive Director, as deemed appropriate. Allegations of suspected illegal activity shall be immediately referred to the Director or SVNH Executive Director, who will investigate and involve the police, or other appropriate authorities as needed. Any member against whom such allegations are made shall take a leave of absence from the Council pending completion of the investigation.
- The formal review process for complaints will follow the SVNH complaints policy (found in the SVNH Volunteer Manual) and will be kept confidential to protect the privacy of the individual/s concerned. If an officer or the Director originates or is the subject of a complaint or dispute they must declare their conflict and absent themselves from the meetings and investigative procedures initiated and conducted principally by the SVNH Executive Director.
- Every attempt should be made to resolve such matters informally, quickly and fairly. If a member is not willing to work in good faith to resolve a complaint, they may be asked by Director and/or the Council Chair to resign from the Council.

## **2. ROLES OF THE OFFICERS OF THE HUB COUNCIL**

Within the Council, there are three (3) executive roles. Officers of the Council are in the service of the Council. Individual officers may not act in place of the Council.

### **2.1 *Elections and Terms of Office***

The Chair is elected from among the eleven (11) members of the Council by show of hands or by secret ballot in a meeting called for this purpose. The person garnering the most votes (majority vote plus 1) for the position shall be deemed elected. The same process applies for the other 2 executive positions of Vice Chair and Secretary.

Each officer shall serve for a two (2) year term with an option of continuing for a second two (2) year term. No officer shall serve for more than four (4) years.

## **2.2 *Role of the Chair (2 year term)***

- Presides all Council meetings
- Sets the agenda with input from other Council members
- Oversees committees by receiving monthly updates from the committees and follows up with any outstanding questions prior to the monthly meeting
- Works with Committees to act on seniors' priority issues
- Liaison between the Council and the Director and assist the latter in the evaluation and reporting of Hub activities
- Acts as a point of contact for external requests for Hub services and programs
- Represents the Council at meetings of agency partners, program funders, and community stakeholders, or designates any Council member to attend those meetings
- Identifies and encourages opportunities for collaboration with and among partner agencies, service providers and other community organizations
- Reaches out to and engages with local seniors in the community to identify their issues, and encourages their participation in Hub projects and activities
- Assists in seeking funding and applying for grants for Hub related projects
- Provides input on project expenses
- Reports the number of Council volunteer hours for funding purposes
- Responds to emails in a timely manner
- Sits as a member of the SVNH Board of Directors and represents the Hub Council in all its deliberations

## **2.3 *Vice Chair (2 year term)***

- Supports the Council Chair and fills in for the Chair as needed
- Actively strengthens relationships with new partner organizations and involves other Council members in the process
- Represents the Hub to the public and its various constituencies

- Provides orientation training of new Council members and new partner organizations and/or existing partners when a new representative is assigned to the Hub
- Attends monthly Hub meetings
- Performs other duties as may be prescribed from time to time by the Council
- Attends agenda planning meetings

#### **2.4 Secretary (2 year term)**

- Take minutes during monthly Hub Council meetings and/or special meetings that may be called by the Chair from time to time
- Distributes copies of the minutes to all Council members in a timely fashion
- Works with the Director to ensure records of Hub activities are kept in digital format for future reference
- Distributes the monthly agenda
- Oversees all correspondence of the Council members by email at least one (1) week before the monthly meeting Council
- Assist in monitoring and maintenance of the Hub website and the Council's Communication Plan
- Attends agenda planning meetings

### **3. ROLE OF AD HOC COMMITTEES**

Committees have an advisory function to the Council. They do not speak or act for the Council unless such authority is formally delegated, time-limited, and for specific purposes. They do not have any authority to direct staff although they may, through the Council, ask the Director to allocate resources in support of committee activities. Once their tasks are completed, and written reports of Committee activities are duly submitted, the Council may pass a motion to disband. New ad hoc Committees may be created from time to time as the need arises.

#### **3.1 Composition**

Members of ad hoc committees are appointed by the Council with assistance from the Director. Each ad hoc Committee shall be composed of a team lead and at least two (2)

members, drawn from either within the Council, the SVNH staff, volunteer participants, or from the community at large.

### **3.2 Function**

A Committee's function is to bring the experience, expertise and judgment of a group of interested and informed persons to bear on a specific area of the Hub. Its job is to assist the Council by considering matters referred to it in greater depth than would be possible by the whole Council. Committees isolate the key issues requiring Council consideration, propose alternative actions, present the implications and make recommendations to the Council for decision.

### **3.3 General Areas of Responsibilities**

- Receive direction from the Council regarding the issue/s to address
- Propose ideas to the Council for their direction
- Conduct research, surveys or needs assessments on the issue/s to be addressed and present to the Council recommendations for discussion and decision
- Compile a list of all contacts made including media contacts
- Compile detailed statistics for each action plan or new programming
- Develop, implement, evaluate and monitor the plan of action
- Promote, advertise and announce plan of action to would-be participants and beneficiaries in the community thru posters, flyers and oral presentations
- Ensure that adequate documentation is done in all phases of the plan
- Prepare and publish final report of accomplishments in the Hub website and SVNH bulletins
- Keep aware of current trends and emerging needs to determine how programs and activities of the Hub may be improved and sustained

#### **3.3.1 Council Responsibilities**

Council responsibilities generally fall within six general areas: Planning; Evaluation and Accountability; Community Representation and Advocacy; and Succession Planning.

### **3.3.2 Planning**

One of the most important responsibilities of the Council is to provide general guidance and direction. A comprehensive framework for planning, setting priorities, management is essential for an effective and responsible Council. Good planning results in better communication.

### **3.3.3 The Strategic Plan**

Prior to the Council's annual planning process the members of the Seniors Hub Partnership<sup>2</sup>, Chair of the Council, Director meet to discuss what they would like to see as Hub activities in the near future. Based upon the input from this meeting, the Council, with the assistance of the Director establishes the Council's overall direction through the development and approval of an annual operating plan. This plan provides a tentative blueprint for the Council's direction and activities for the following year and is based on a scan of internal and external factors that may bear on the resources and direction of the Council. It identifies the "key areas" in which the Council wants to focus and general goals for each of these areas.

### **3.3.4 Hub Council Work Plan/ Objectives**

The Hub Council will develop an annual work plan in support of the Hub Council's goals. This plan may require action over multiple years.

### **3.3.5 Community Representation and Advocacy**

The Council is responsible to represent the work of the Hub positively to the community; to fairly represent community perspectives to the Council; to ensure community input to its planning; and, to advocate for adequate resources to fulfill the Council's mandate.

Authority to speak on behalf of the Hub Council shall rest with the chair /or designate.

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<sup>2</sup> Sunset, Killarney & Champlain Heights Community Centres; South Vancouver Neighbourhood House; Southeast Vancouver Seniors' Arts & Cultural Society (SVSACS)

Any major statements of an advocacy nature must be consistent with the Council-approved policies or positions. Care should be taken by individual Council members to distinguish their personal opinions from positions of the whole Council.

### **3.4 Relationship to Staff**

Council and staff work co-operatively to carry out the objectives of the Hub. The Council relies upon the ability, training, expertise and experience of staff to plan for and provide activities within the Hub's mandate. Committee and Council meetings are the generally recognized avenues for the Council and staff to think and plan together.

The attendance of the Director, or designate, at all committee meetings as a resource and staff support is essential to the effective work of the committees. Committees may advise the Council or the Director but do not exercise authority over staff, and will ordinarily have no direct dealing with staff operations. Committee members must know and respect the distinction between Council and staff responsibilities.

Communications between Council and staff, outside of committee meetings, shall be through the Director. This includes:

- Any assignments or directives;
- Requests for organizational resources or staff time;
- Staff performance concerns or policy infractions;
- Concerns regarding any aspect of programs or administration.

## **4. COUNCIL DEVELOPMENT**

### **4.1 Recruitment and Screening of New Hub Council Members**

As member vacancies occur, the Director shall review the needs of the Council for specific expertise, resources or skills necessary to bring strength and balance to the Council. The Director and members of Council will identify, recruit and interview suitable qualified individuals willing to serve and recommend their appointment to the Council. The Director shall check references of qualified members willing to serve on Council. The candidate shall attend one Council meeting; the Council will deliberate on the qualifications of the interested candidate/s, and will approve their appointment by a majority vote after the first meeting the candidate attends. A file of

all interested candidates who have been so reviewed but were not appointed at the time of deliberation, will be maintained for future reference, by the Director.

## **4.2 Orientation of New Members**

New Council members shall receive a thorough orientation to their position from the Vice Chair integrate the new member and answer any questions they may have about Council procedures. Orientation may include but is not limited to:

- The history, mission and purpose of the Hub
- Governance policy
- An overview of funding sources
- An overview of key policy areas and copies of policy to study
- Role, structure and functions of the Hub Council
- Hub Council member Oath of Office & Confidentiality Agreement, Code of Conduct and Conflict of Interest policies
- Procedural guidelines for Hub Council meetings
- Procedures for reimbursement of Hub Council member expenses
- A tour of facilities and introduction to key staff
- Seniors Hub Toolkit
- Communications Plan
- Memorandum of Understanding (MOU)
- SVNH Volunteer Manual
- Performance Evaluation Tools/Outcome Measurement Tools
- PowerPoint presentation of the Seniors Hub

## **4.3 Meetings**

Meetings of the Council will, unless otherwise determined by the Council, be held once a month at SVNH. Regular meetings will be scheduled at least six (6) months ahead.

All Council will be open to the public except when dealing with confidential matters 'in camera'.

### **4.3.1 Pre-meeting**

- The agenda is prepared with a thoughtful, structured format
- Objectives are defined for each meeting

- Chair and members prepare for the meeting, reading the agenda and previous minutes beforehand, and doing background readings on topics, issues and concerns to be tackled during the meeting for better interaction and participation;
- The agenda with written reports will be sent through email (unless otherwise requested) by the secretary to Council members at least five (5) days ahead of the meeting.
- In the event of bad weather and other emergency or unforeseen events, meetings will be cancelled by the chair in consultation with the Director. All members will be contacted by phone or email as soon as possible.

#### **4.3.2 Extraordinary Meetings**

The Council chair, Director or a majority of the Council members may call an extraordinary meeting. Notice, including the reason for calling the meeting, must be given at least 48 hours before the day of the meeting.

#### **4.4 Meeting Guidelines**

- Meetings will begin and end on time
- Participants should arrive at least 5 minutes before the meeting
- If, after fifteen (15) minutes there is no quorum for a regular meeting, attendance will be taken and the meeting adjourned to another day and time
- The chair will focus on each item and keep the meeting on track
- There will be clearly defined role procedures
- Discussion will be confined to those issues that clearly fall within the Council's authority according to its policies
- Deliberation at meetings will be timely, fair, orderly, thorough, and efficient
- Reports must be in writing and accompany the agenda in order for the members to have the opportunity to read them beforehand in preparation for the meeting. Under most circumstances reports will not be read in the meeting
- Participation in the meeting includes the following meeting guidelines:
  - Being open-minded
  - Accepting others
  - Encouraging a robust exchange of different ideas
  - Being present & involved, bringing energy to the meeting
  - Paraphrasing discussion to ensure accurate understanding
  - Limiting speaking on each topic to two (2) minutes per person. No one can speak for a second time until all other who wish to speak for a first time have done so.



- Upon agreement by the Council before the discussion begins, the entire discussion time may be limited for a particular question
- Complex motions shall be in writing and presented to the secretary
- Steps that are required to accomplish the decisions will be clearly identified
- Tasks will be shared equally

#### **4.5 “In Camera” Meetings**

Closed Council or “in camera” meetings that cover information not recorded in the regular minutes or divulged to the public, may from time to time, be called by the Chair or Director. The following items may be considered “in camera” upon an approval motion of the Council:

- Personal matters about an identifiable individual (i.e., participant or employee)
- Litigation or potential litigation
- Receiving advice that is subject to solicitor-client privilege
- Matters falling under the “Provincial Freedom of Information and Protection of Privacy Act”
- Matters of personal conflict between members of the Council as outlined in the Governance policy
- Any other matters which, the public discussion thereof, would be prejudicial to the interests of the Hub or its partners.

The minutes of the “in camera” meeting are taken by the Council Secretary, circulated to the Council members, approved at the next Council meeting (with only Council present), and stored separately from the regular minutes under “in camera minute file”.

#### **4.6 Zero Hour**

Zero hour is a brief time allocated during the meeting to bring up matters that are not included in the agenda. This pertains to some personal or non-personal issues or concerns a member feels strongly about that needs to be brought to the attention of the Council for discussion and/or decision. Matters discussed during the zero hour need not be recorded in the minutes of the meeting.

#### **4.7 Minutes of Meetings**

Minutes are a summary of the content of a meeting, not a word-for-word narrative. Minutes contain what was done, not what was said. All motions and decisions made by the Hub Council or reports of decisions made by a committee must be recorded in the minutes. Discussion surrounding a decision does not have to be included unless specifically requested by the chair. Ideas generated by a brainstorming done during the meeting may be recorded in the minutes for future discussion/decision.

Minutes should not reflect the secretary's opinion.

Minutes must be kept in the SVNH computer as well as on a flash drive in the possession of the secretary. This flash drive must be returned to SVNH upon request or at the end of the secretary's term.

#### **4.8 Distribution of Draft Minutes**

The secretary (or substitute) writes up the minutes as soon as possible after a meeting, indicating that they are DRAFT minutes and are not yet approved. Example:

The Secretary writes up the minutes and distributes them to the Director and Council members within a week of the meeting. Members read over the minutes and note any questions or corrections they may have and carry them over to the next meeting for discussion/decision. Whenever there are corrections to previous minutes, the Secretary retypes the minutes with the corrections.

#### **4.9 Corrections**

At the next meeting, members ask questions and suggest corrections. The corrections are done without majority approval and the secretary retypes the minutes with the corrections.

#### **4.10 Final copy of the minutes**

The Secretary electronically sends the Director the final copy for filing.

## **5.0 Special Rules for Telephone Conference Meetings**

1. Members shall state their names when they join the meeting.
2. When seeking recognition, members shall address the chair and state their names.
3. When several members seek recognition at one time and there is no automatic preference in recognition due, the chair shall ask for the names of the members and shall call on each one in turn.
4. The chair shall ask if all who wish to speak for the first time have spoken before permitting a member to speak a second time.
5. When verifying a vote or taking a two-thirds vote, the vote shall be by polling.
6. Members shall minimize external distractions.
7. Members shall not mute their phones if there telephone system has on-hold music or messages.
8. Members who leave the meeting prior to the end of the meeting must inform the chair of their departure. A member who must leave may interrupt to inform the chair, but may not interrupt any member who is speaking.
9. Minutes must be taken.

## **6.0 Hub Council Member Attendance**

Carrying out the work of the Hub Council effectively requires a commitment to attend all Hub Council meetings as required. Hub Council members who are absent, without excuse, from three consecutive meetings are automatically considered to have resigned their position. The Council may by a majority vote decide whether such absences are justified or not, and advise the Council member concerned about its decision to accept or not to accept their resignation.

## **7.0 Hub Council Self-Evaluation**

The Hub Council shall annually review its own progress on work plan objectives and its effectiveness

## **8.0 Hub Council Member Expenses**

Members of the Council will serve without pay however they are entitled to be reimbursed for expenses that occur during activities required to carry out their duties on behalf of the Hub Council.

All Hub Council member expenses must be pre-authorized by the Director and receipts submitted for reimbursement.

## **10.0 Conflict Resolution**

Hub Council members are commonly recruited to bring diverse views on issues to Hub Council debates and decision-making. Constructive dialogue between Hub Council members is encouraged. Disagreements can usually be managed by effective meeting management, following rules of procedure and good listening skills. Disagreements sometimes degenerate into serious conflict. Please refer to Appendix X for Conflict Resolution Techniques.

## **11 HUB COUNCIL DECISION**

### **11.1 Decision**

Decision making model: The Council strives for consensus on all decisions. When a decision cannot be made by consensus, a vote will be taken. 50% plus one of votes must agree with a decision for it to pass.

Quorum: For a vote regarding a Council decision to be considered valid, 70% of Council members must take part in the vote.

### **11.2 Voting**

The Chair of the meeting is entitled to vote when the vote is by secret ballot and in all other situations where that single vote will change the result. The Chair cannot vote twice (i.e., first to create the tie and then to give the casting vote).

A member may have their dissenting vote recorded in the minutes.

Voting by email shall be conducted only if the matter is being voted on is time sensitive. All members must have email access.

### ***Appendix – Conflict Resolution***

The Hub Council chair with support from the Director is responsible for managing such conflicts. A neutral Hub Council member or third party should be selected if the Hub Council chair is a party to the conflict. In resolving the conflict, it is important to identify early on whether the conflict is based on the immediate issue at hand or has

deeper roots based on differences in personal values and history, personalities, personal or political agendas, gender or culture.

### **Managing Issues-Based Conflict**

The following techniques are suggested to assist in managing issue-based conflicts:

1. Acknowledge the value and importance of divergent views in informing decision-making.
2. Practice and encourage good listening skills, understanding and respect. Clarify the ground rules for effective communication: keep discussions confidential, allow others to have their say, listen to understand, ensure group ownership of problems and solutions, and focus on issues rather than personalities or personal attacks.
3. Assist the parties in defining the issue. State what you understand to be the substance of the issue and seek agreement between them on a clear definition of the issue. Name the problem!
4. Seek agreement on the objectives, outcomes or decisions sought by placing this item on the Hub Council agenda.
5. Assist those in conflict to identify and expand points of agreement.
6. Assist them in identifying why this issue is important to them rather than encouraging more debate on who has the best solution/idea.
7. Ask each to 'step into the other's shoes' and 'role play' the debate from the other's perspective.
8. Paraphrase or summarize the discussions repeatedly until they've reached consensus on points of agreement and disagreement.
9. Encourage both parties and other Hub Council members to suggest new insights or compromises. Seek agreement on a compromise.
10. Re-state the favoured solution. Check with both parties to see if it is acceptable and will allow them to resolve the matter.
11. Table the item to be dealt with after a 'cooling off' period either later in the meeting, at a future meeting of the Hub Council or privately with the parties outside a Hub Council meeting.

\* Adapted from *Designing and Facilitating Groups in Conflict*, Canadian Institute for Conflict Resolution (CICR)

## **Managing Personality-Based Conflict**

The following techniques, in addition to those suggested for managing issue-based conflicts, are offered to assist in managing conflicts based on personality, personal or political agendas, or other more deeply-rooted factors that are too time-consuming and disruptive to deal with during Hub Council meetings:

1. Do not waste valuable Hub Council time and energy in attempting to resolve such conflicts at the Hub Council table.
2. Meet with the parties individually outside the Hub Council meetings to express concern about the negative effect of their conflict on Hub Council deliberations, attempt to define the issues and seek a resolution of the conflict.
3. Meet with the parties together to determine whether an accord can be reached between them that will allow the Hub Council to function effectively with their continued membership. This may include the parties respectfully accepting their differences that may not be resolved and the parties agreeing to refrain from bringing this conflict into the Hub Council meetings.
4. Clarify that the Hub Council has limited expertise and time to mediate their conflicts.
5. In the event that such an accord cannot be reached then suggest that either or both parties consider resigning their positions as members of the Hub Council.
6. The Hub Council chair and Director will recommend remedial action to the Hub Council in the event that resignations are not forthcoming.
7. The appeal process as per SVNH complaints policy is available to Hub Council members.