

## **Terms of Reference**

### **Name: Fenelon Falls Museum Board**

Date Established by Council:

(Terms of Reference revised December 11, 2018)

### **Mission:**

The Fenelon Falls Museum Board is established to manage the Fenelon Falls Museum facility with volunteers and in the most cost effective way while maximizing community use of the facility and its surrounding lands.

### **Roles and Responsibilities:**

It is the responsibility of all appointed members to comply with:

- the City Code of Conduct for Board Members
- the City Procedural By-law
- Other applicable City by-laws and policies
- Municipal Act
- Municipal Freedom of Information and Protection of Privacy Act
- Municipal Conflict of Interest Act

No individual member or the Board as a whole has the authority to make direct representations of the City to Federal or Provincial Governments.

Members shall abide by the rules outlined within the Municipal Conflict of Interest Act and shall disclose any pecuniary interest to the Secretary and absent himself or herself from meetings for the duration of the discussion and voting (if any) with respect to that matter.

The Board will abide by any terms and conditions which may be set out by the City's Council, CAO, City Clerk, City Solicitor, Auditor and/or Insurer for any activities relating to Board business in keeping with the Board's Terms of Reference and established Policies.

### **Activities:**

The following represent the general activities of the Board:

- a) The Board is responsible for the management and operations of the Fenelon Falls Museum including collection management, staffing, promotion, and events for the facility. The Board will also manage its contracted services, the various artifacts in accordance with the City's adopted policies relating to artifacts, oversee grant funding related initiatives and manage the day-to-day operations and finances of the facility.
- b) To establish bank accounts separate from the City's in which to receive revenues and issue expenses related to the facility and to ensure that any such accounts include a minimum of two signatories who shall be members of the Board.
- c) To prepare, each year, a projected operating budget and work program for the succeeding year, for presentation to, and adoption by, Council during the budget presentation process.
- d) To provide and make available to the city's auditors upon request and at least annually all financial records relating to both revenues and expenses made. Further, the Board shall make any adjustments requested by the City's auditors in ensuring proper accountability to the City and to the community.

**Composition:**

The Board shall be comprised of a maximum of 9 members consisting of up to 8 members of the public and 1 Council representative all of whom will have full authority to debate and vote. The Board shall consist of a minimum of 5 members. Board members will be appointed by Council in accordance with established policy.

**Appointment of Officers:**

The Board shall, at its first meeting in each year, elect from its membership a Chair, and Vice-Chair. . It is acknowledged that there are no per diems for any Board positions and it is acknowledged that none of the above positions shall be paid for their services. All Board members are considered volunteer positions.

**Term of Appointment:**

Unless exempted by legislation, members will be appointed for a term of either two or four years with terms expiring at either the mid-term or full term of Council. Members shall continue to serve beyond the end of their term until the appointments of their successors have been approved by Council.

**Resources:**

The Community Services Department will provide support in the form of advice, day-to-day liaison with the City, updates on program and promotional ideas and initial assistance in their implementation to the degree resources are available. The liaison department will also assist in the preparation and submission of budget recommendations/grant submissions, if needed and attend meetings of the Board.

A member of staff shall be designated as Recording Secretary by the liaison department. The Recording Secretary shall prepare and publish agendas; attend all formal business Board Meetings for the purpose of taking Minutes; and prepare and publish minutes in an accessible format acceptable to the City Clerk's Office.

The Recording Secretary shall ensure that a current Terms of Reference for the Board has been provided to the City Clerk's Office and is posted on the City website.

**Timing of Meetings:**

Meetings will be held on a set day and time as may be determined by the Board or at the call of the Chair.

**Location of Meetings:**

The location of the meetings will be set by the Board and must be held in an accessible City facility.

**Meetings:**

The Board shall hold a minimum of four (4) meetings in each calendar year to discuss the budget/work plan and the annual report. Other meetings shall be at the call of the Chair. The Chair shall cause notice of the meetings, including the agenda for the meetings, to be provided to members of the Board a minimum of three (3) business days prior to the date of each meeting through the Recording Secretary. Quorum for

meetings shall consist of a majority of the members of the Board. No meeting shall proceed without quorum. At the first meeting of each year, an Orientation Session shall be held for new members.

**Procedures:**

Procedures for the meetings of the Board shall be governed by the City's Procedural By-law and Legislation or, where both of these are silent, by Robert's Rules of Order.

**Electronic Participation:**

The following procedural rules are established for electronic participation meetings:

1. City Council, Local Board or Committee members may participate in an open session by electronic participation and be counted for the purpose of establishing quorum.
2. In the case of an interruption in the communication link to the member(s) participating electronically, the meeting will recess to a maximum of 15 minutes until it is determined whether or not the link can be re-established. If communications are not re-established, the meeting will resume without the electronic participant(s).
3. A Member participating by Electronic Means shall inform the Chair about their intentions to leave the meeting either on a temporary or permanent basis.
4. A Member participating by Electronic Means will be deemed to have left the meeting when they are no longer electronically connected to the meeting.
5. If a member loses electronic connection temporarily to the meeting, that member shall be treated as if they left the physical room of a traditional meeting and the time noted by the City Clerk or Recording Secretary.
6. All votes shall be by show of hands or by verbal consent (yes or no).
7. That subject to direction from the Head of Council or Chair to the City Clerk or Recording Secretary, the meeting will proceed without deputations. Written correspondence received from the public may be circulated to Council members prior to the start of the meeting electronically;
8. For public notice purposes, the location of the meeting published on the agenda shall be the physical location of the City Clerk or Recording Secretary during the meeting; If the location of the City

Clerk can not be open to the public, the City Clerk shall provide notice to the electronic location of where the meeting can be viewed;

9. Members shall be provided instruction by the City Clerk, Recording Secretary, Chief Administrative Officer, or their delegate how to access the meeting by means of electronic participation.
10. A recording of the open session of the meeting shall be preserved for a period of time determined by the Records Retention by-law for the public record.
11. All electronic meetings will be available on Livestreaming or other video technology.

\*Enacted through By-law 2020-056, July 28, 2020

### **Closed Meetings:**

The Board shall not be permitted to hold Closed Meetings.

### **Agendas and Minutes:**

A copy of the Agenda shall be provided to the City Clerk's office at the same time it is provided to Board Members. The City Clerk's office will distribute the agenda to Council members as per established procedures.

Minutes of all meetings and notes from working meetings of the Board shall be forwarded to the liaison department, and to the City Clerk's Office, not later than two weeks after the meeting. Action items requested of staff and/or Council will be brought to the attention of the Community Services Department at that time. The City Clerk's Office will electronically circulate the formal business meeting minutes to all members of Council for their information. The City Clerk's Office will maintain a set of printed minutes on file for public review.

The Recording Secretary shall ensure that all Board Agendas and Minutes are posted to the City website at the same times as they are circulated to the City Clerk's Office.

### **Reports:**

One written report to Council is required per year from the Board, being the work plan/budget and the year's annual report.

If there are recommendations of the Board that fall outside of this report, they are to be forwarded to Council, through the liaison department in a formal written report on the City report template. It will be the responsibility

of the Board Chair to provide a memo to the liaison department identifying the Board recommendations for final preparation of the report.

**Purchasing Policy:**

This Board shall follow the Procurement Policy of the City unless another purchasing policy has been endorsed by Council. The City, through the Community Services Department, shall provide an operating amount for the Board for the facility.

**Insurance:**

The City of Kawartha Lakes' General Liability Policy and Errors and Omissions Liability Policy will extend to this Board and its members. The applicable insurance policies extend to Board members while in the performance of his/her duties and to those activities authorized by the City of Kawartha Lakes and Council. Members must adhere to the policies and procedures of the City of Kawartha Lakes and Council, including the Terms of Reference.

The Board must provide, via the liaison department an annual updated listing of all members, including member positions, to the City of Kawartha Lakes to ensure the applicable insurance coverage remains in force.

Board members are not entitled to any benefits normally provided by the Corporation of the City of Kawartha Lakes, including those provided by the Workplace Safety and Insurance Board of Ontario ("WSIB") and are responsible for their own medical, disability or health insurance coverage.

**Expulsion of Member:**

Any member of the Board who misses three consecutive meetings, without being excused by the Board, may be removed from the Board in accordance with adopted policy.

Any member of the Board may be removed from the Board at the discretion of Council for reasons including, but not limited to, the member being in contravention of the Municipal Act, the Municipal Freedom of Information and Protection of Privacy Act, the Provincial Offences Act, The Municipal Conflict of Interest Act or the Code of Conduct for Board Members; disrupting the work of the Board; or other legal issues. The process for expulsion of a Board member is outlined in the City's **Council Committee, Board and Task Force Policy**.

**Terms of Reference:**

The Recording Secretary shall ensure that a current Terms of Reference for the Board has been provided to the City Clerk's Office and is posted on the City website.

Any responsibilities not clearly identified within these Terms of Reference shall be the responsibility of the City of Kawartha Lakes. Council may, at its discretion, change the Terms of Reference for this Board at any time. Any changes proposed to these Terms of Reference by the Board shall be recommended to Council via the liaison department through a report to Council.

**At the discretion of Council the Board may be dissolved by resolution of Council.**