

## **COMMITTEE OF THE WHOLE- NOVEMBER 5, 2007**

### **OPERATING GUIDELINES GOVERNING THE HISTORIC WALLACE HOUSE COMMITTEE**

#### **Recommendation**

The Commissioner of Community Services, in consultation with the Director of Recreation & Culture, recommends:

1. That the proposed "Operating Guidelines Governing the Historic Wallace House Committee" in Attachment 1, be approved; and,
2. That the Wallace House Committee have use of the building and surrounding property for programs, meetings and events undertaken by the Committee through issuance of a yearly (renewable) facility permit as per the Council approved *Guidelines Governing the Use of City-owned Heritage Buildings*; and,
3. That Recreation and Culture staff determine a facility permit fee for the use of the Wallace House by the Committee that takes into account the current City fee schedule for the use of heritage buildings as required under the *Guidelines Governing the Use of City-Owned Heritage Buildings* and the *Recreation and Culture User Fee and Pricing Policy*.

#### **Economic Impact**

There is no economic impact to the City.

#### **Communications Plan**

Not Applicable

#### **Purpose**

The purpose of this report is to seek Council approval of the proposed organizational structure, operational and program delivery system governing the Historic Wallace House Committee.

#### **Background - Analysis and Options**

In May 2004, the Wallace House Steering Committee was formed by Council to develop an organizational and program delivery structure for the adaptive re-use of the Historic Wallace House, a City-owned heritage building at 137 Woodbridge Avenue, as a facility that helps promote the cultural heritage of Woodbridge. The Historic Wallace House Steering Committee, at that time, was made up of representatives from the Woodbridge Rotary Club, the Friends of the Village, the Woodbridge Garden & Horticultural Society, Heritage Vaughan committee, the Woodbridge Agricultural Society and members of Council.

Council approved the Terms of Reference for the Historic Wallace House Steering Committee at its meeting of February 14, 2005, that directed the Committee to report back to Council on a proposed organizational structure, a program delivery system for the operation and policies related to the group.

Since that time, the Committee has been working with City staff to draft a proposed governance model, mandate, goals and objectives for the Committee. This work has resulted in the proposed "Operating Guidelines Governing the Historic Wallace House Committee" document as found in Attachment 1. Staff has been working with the Committee's Executive Board and received direction from the Executive at a meeting of July 25, 2007, to proceed to Council for review of the proposed "Operating Guidelines" as presented.

Highlights of the proposed organizational structure for the Historic Wallace House Committee include the following mandate and responsibilities:

***Mandate/Objectives of Committee***

1. The activities of the Committee will reflect the diverse traditional and contemporary cultural character of Woodbridge and contribute to its cultural identity as a community.
2. An objective of the Committee will be to maintain its operation by developing sources of income and funding, and using its funds for purposes and activities as outlined in the Committee's mandate, goals and objectives.
3. The mandate of the Committee is to ensure the preservation and ongoing community use of the Wallace House as a centre that preserves and promotes the natural and cultural heritage of Woodbridge.

***Governance/Administration***

1. The Historic Wallace House Committee will have a Board of Directors elected from its membership and hold an annual general meeting of its membership.
2. Members of the City of Vaughan Council shall sit on the Board of Directors as ex-officio members and shall consist of the Mayor, local Councillor for Ward 2 and a Regional Councillor representative.
3. The Manager of Cultural Services shall act as a City Liaison for the Committee and will work with the Board of Directors to ensure the City's interests as outlined in the Committee's Operating Guidelines.
4. City staff has encouraged the group to look at incorporating themselves as a non-profit group and while the Committee has seriously considered this option, it does not feel this is a course of action it would like to pursue at this point in time, however, may do so in the future.

***Use of Wallace House***

1. The Wallace House will remain the property of the City of Vaughan and a yearly (renewable) permit will be issued to the Committee for community programs and events that promote the natural environment, history and the contemporary cultural character of Woodbridge.
2. The City will have use of the building as needed for meetings, programs and events. Requests for the City's use of the building shall be done so in co-operation with the scheduled use of the building by the Committee.
3. The proposed use of the building by the Committee is within the scope and goals of the *Guidelines Governing the Use of City-Owned Heritage Buildings* as approved by Council in June 2007. In accordance with the Guidelines, the Committee will have a yearly (renewable) permit issued to them through Recreation & Culture's Facility Permitting and Client Services staff for the use of the building. Furthermore, the proposed use of the house for programs that celebrate the history, culture and natural environment of the Woodbridge, is a sympathetic use of Wallace House, a cultural landmark in its own right.
4. Recreation and Culture staff will work with the Committee to determine a facility permit fee for the use of the Wallace House that takes into account the current City fee schedule as per the *Recreation and Culture User Fee and Pricing Policy* for the use of heritage buildings, and also the value, in dollars, of the cultural programs, events, services and in-kind contributions related to programs or building services (i.e. maintenance, repair, etc) provided by the

Committee on a yearly basis. While the Committee is made up of volunteers and operates its own programs in an independent manner, its cultural programs and services provide a greater awareness of the history and natural heritage of the City to the community. Furthermore, the program delivered by the Committee provides a sympathetic re-use of a City-owned heritage building that encourages heritage preservation, education and community participation, in keeping with the *Guidelines Governing the Use of City-Owned Heritage Buildings*.

Presently, the Committee has 30 active volunteer members who organize events and initiatives that contribute to Woodbridge's natural and cultural heritage. Since 2005, the Committee has attracted more than 2,000 participants to various activities. While the Committee must sustain itself through donations, membership fees and fundraising initiatives, it is generally the scope of the committee to deliver programs and events to the community by requesting a "pay as you can" contributions to help pay for material costs associated with the program.

Highlights of the events, programs and initiatives planned and funded by the Committee are as follows:

**Programs:** The committee has organized 2 art shows for community artists, a yearly Remembrance Day open house, a yearly Victorian Christmas celebration, a weekly daytime heritage social coffee hour, a knitting program that donates its knitwear to various community organizations, a Halloween Night Walk, an open house for local businesses, a Hurricane Hazel Exhibit in conjunction with TRCA, 4 yearly walking tours (built heritage and natural heritage tours) and 2 school tours.

**Historic Exhibits:** The Committee has planned and organized an historic information exhibit on display in the house (funded in part by a BMO community grant), distributed informational history pamphlets and has created a number of oral history recordings of people that lived in Woodbridge in the early and mid 20<sup>th</sup> century.

**Building Restoration/Landscaping:** The Committee has furnished the house and in 2006 secured the donation from a local business woman, the painting of the interior of the house. Through its association with the Woodbridge Horticultural Society, its members help maintain "Flora's Garden" which is a community garden that surrounds the house.

**Participation in City and Community Events:** The Committee has also participated in a number of City events such as Communities in Bloom, Winterlights and the Woodbridge 125<sup>th</sup> Anniversary Celebration. The Committee participates yearly in the Woodbridge Agricultural Fair and has participated in the opening of the new Woodbridge Public School.

**Community Recognition:** The Committee has received formal recognition from the Salvation Army, the Canadian Cancer Society and Heritage Vaughan committee.

**Donations/Grants:** The Committee has secured a number of donations as it relates to house furniture/furnishings and the interior painting of the house. It receives voluntary donations from people who participate in their events and programs. The Committee has received grants from the Woodbridge Rotary Club and the B.M.O. community grant program. Lastly, it collects a yearly membership fee from its members.

#### **Relationship to Vaughan Vision 2007**

Section 4.6 of the Vaughan Vision encourages the preservation and enhancement of the natural and built heritage environment and encourages the preservation of significant historical structures and communities.

This report is consistent with the priorities previously set by Council and the necessary resources have been allocated.

### **Regional Implications**

No regional implications are associated with this initiative.

### **Conclusion**

The Historic Wallace House Committee is committed to engaging the community in opportunities, programs and special events that will educate and promote the natural and cultural heritage of Woodbridge. Additionally, the Committee is dedicated to the preservation and ongoing use of the Wallace House. The Volunteer Committee has dedicated their time and resources to develop cultural and heritage programs that celebrate Woodbridge's rich history.

The proposed use of the building by the Committee is within the scope and goals of the *Guidelines Governing the Use of City-Owned Heritage Buildings* as approved by Council in June 2007. The proposed arrangement with the Wallace House Committee meets a number of goals outlined in the Guidelines: there will be an increased use of the building and the heritage character of the building will be maintained through a sympathetic use. The Committee will be issued a yearly (renewable) permit for the use of the building at a cost that will be determined based on the City's current fee schedule and the value of the programs, events and services provided to the community by the Wallace House Committee.

An important aspect of the governance model proposed for the Committee is that Council members will sit on the Board of Directors of the Committee as ex-officio members and also City staff will review and approve activities and programs of the Committee to ensure they are within the goals and mandate approved by Council.

The proposed governance model and operating guidelines of the Wallace House Committee will help ensure a strong organizational structure for the group.

### **Attachments**

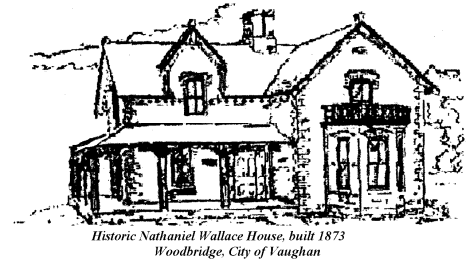
1. Proposed "Operating Guidelines Governing the Historic Wallace House Committee".

### **Report Prepared By**

Angela Palermo, Manager of Cultural Services, ext. 8139

Respectfully submitted,

Marlon Kallideen  
Commissioner of Community Services



*Historic Nathaniel Wallace House, built 1873  
Woodbridge, City of Vaughan*

## **OPERATING GUIDELINES GOVERNING THE HISTORIC WALLACE HOUSE COMMITTEE**

### **Preamble**

The City of Vaughan is committed to the preservation of community history and encourages the participation of residents in cultural activities and programs developed for the community, by the community. The Historic Wallace House Committee was first formed in 2004 for the purpose of preserving and celebrating community history and also to utilize for this purpose, the City-owned Wallace House located at 137 Woodbridge Avenue in the Woodbridge historic core area. The Wallace House Committee is an organization made up of community volunteers and has a mandate, goals, objectives and operating guidelines described herein. The Committee will have access and use of the Wallace House to plan and conduct programs and events that relate to the history and culture of Woodbridge and for activities that adhere to the mandate, goals and objectives of the Committee.

### **Guiding Principles**

1. Citizens should have access to and be able to experience their community's natural and cultural heritage;
2. Natural and cultural heritage contributes to a sense of identity, pride of place, and quality of life with a community;
3. Cultural management needs to be considered in the context of the cultural landscape, heritage buildings, the history of the community, including tangible and intangible history (folklore, traditions etc), the arts in general, including visual arts, crafts and the performing arts.
4. Cultural resource management is most effectively achieved when the public sector, private sector and the community collaborate in the process;
5. Cultural resource development contributes to the personal, social, educational, environmental, and economic benefits of the community;
6. The Historic Wallace House site is a cultural artifact in its own right and should be preserved and managed within recognized preservation practices.

### **Mandate**

The Historic Wallace House Committee is committed to the preservation and ongoing community use of the Nathaniel Wallace House as a structure of heritage significance to Woodbridge and the City of Vaughan. The Committee will work with the City of Vaughan and the community to establish the

Historic Wallace House as venue that promotes Woodbridge's natural and cultural heritage. The activities of the Committee will reflect the heritage of Woodbridge and contemporary cultural character of the community (i.e. visual, literary arts etc).

## **Goals**

1. To engage the community in the preservation and presentation of its natural and cultural heritage and contemporary cultural character (i.e. visual, literary arts, etc.).
2. To exhibit, promote and educate the community on the natural and cultural history of Woodbridge from its occupation of aboriginal people to the present time.
3. To preserve and use of the Historic Wallace House in compliance with municipal by-laws and requirements.
4. To collaborate with interested community stakeholders in developing and promoting traditional and contemporary, natural and cultural activities.

## **Objectives**

1. To facilitate, promote, fund and carry out programs, activities, exhibitions and special events that promote the traditional and contemporary cultural life of Woodbridge and its natural environment, which are beneficial to the community.
2. To use the Wallace House for such community activities, programs and events planned and organized by the Committee
3. To research and act as a community resource on the natural and cultural heritage of Woodbridge.
4. To establish an annual budget and funding strategy, to maintain a sustainable organization for the purpose and activities as outlined in the mandate, goals and objectives of the Committee.
5. To solicit committee and community volunteers to oversee and conduct the activities and programs of the Committee.
6. To collaborate with the City of Vaughan in the preservation and maintenance of the Historic Wallace House and surrounding property.
7. To develop educational programmes and activities that may include but are not limited to the following:
  - Public programs – lectures/seminars, historical/ecological walks, demonstrations / performances, workshops, exhibitions, informational literature, storytelling, social/sharing and media activities.
  - Special Interest programs – seasonal events and themed demonstrations.
  - School programs – curriculum-based programs and hands-on learning.

## **City of Vaughan/City Liaison**

1. The Recreation and Culture, Manager of Cultural Services shall act as the City Liaison to the Committee's Board of Directors.
2. The City Liaison shall be the first point of contact for the Committee's Executive, in particular the President of the Committee, as it relates to committee business and issues or requests related to the Wallace House building and surrounding property.
3. The City Liaison shall act as a resource for the Committee and assist in answering any questions or concerns as it relates to the operations, business, activities, and programs of the Committee.

4. The City Liaison staff will work with the Committee to determine a facility permit fee for the use of the Wallace House that takes into account the current City fee schedule as per the *Recreation and Culture User Fee and Pricing Policy* for the use of heritage buildings, and also the value, in dollars, of the cultural programs, events, services and in-kind contributions related to programs or building services (i.e. maintenance, repair, etc) provided by the Committee on a yearly basis.
5. The City Liaison shall be advised and provide final approval of all scheduled programs and events of the Committee and use of the building, to ensure that the programs and events of the committee are in keeping with the mandate, goals, and objectives of the Committee.
6. The City will provide use of the Wallace House building and surrounding property for programs, events and meetings undertaken by the Wallace House Committee directly related to and within the scope of the mandate, goals, and objectives of the Committee as outlined herein.
7. The City Liaison shall be advised of and provide final approval of all requested interior or exterior building changes or additions significant or minor, requested by the Committee.
8. The City Liaison shall work with the City's Building and Facilities Manager to facilitate any requested building changes, maintenance issues and any other property related requests of the Committee. These requests shall be reviewed and budgeted for in a planned and reasonable manner by the City's Building and Facilities Manager.
9. Should funds not be available for work requested by the Committee (unless a health and safety issue), the work will not be undertaken by the City until such time as Capital or Operating funds are available to pay for the work.

### **Role of Committee**

1. The Committee will use the Wallace House Committee for the sole purpose of undertaking events, programs and meetings/gatherings associated with the mandate, goals and objectives established for the Committee.
2. The Committee will circulate to the City Liaison copies of all Committee agendas and minutes.
3. The Committee will circulate to the City Liaison information related to programs, activities and events planned by the Committee on a regular basis for review and approval.
4. The Committee will provide the City Liaison a copy of the Committee's annual financial statement and updated committee membership lists.
5. The Committee will allow the City to use the building as needed for meetings, programs and events. Requests for the City's use of the building shall be directed to the President of the Committee and done so in co-operation with the scheduled use of the building by the Committee.
6. The Committee will not sublet any part of the building or use it for purposes not within the mandate, goals or objectives of the Committee.
7. No member of the Committee will be paid a salary or honorarium for their work as a member of the Committee as it relates to programs, events, services or other contributions.

### **Board of Directors**

1. The Board of Directors shall hold office for a two (2) year term and elected at an Annual General Meeting of the Committee.

2. All Members of the Board of Directors must be members in good standing for a period of one year prior to their election/appointment to the Board.
3. There must be a minimum of seven (7) Members on the Board of Directors to a maximum of sixteen (16) Members.
4. At each Annual General Meeting, Directors shall be elected to replace those retiring.
5. Directors resigning before the end of their two (2) year term may be replaced at the Annual General Meeting of the Committee.
6. The General Membership will elect the Board of Directors.
7. The Board of Directors shall be comprised of an Executive Committee of five (5) Members with elected members filling the roles of President, Vice-President, Secretary and Treasurer. The Executive Committee of the Committee shall also include the Past President.
8. A Director must be present at each event or program planned and organized by the Committee.
9. The appointment of Council members on the Board of Directors shall be at the discretion and appointment of City of Vaughan Council.
10. Members of the City of Vaughan Council that shall sit on the Board of Directors as ex-officios are the Mayor, local Councillor for Ward 2 and one Regional Councillor Representative. It is at Council's discretion to amend this requirement as it relates to number of Council members.
11. Council members appointed to the Board of Directors shall sit on the Board for four (4) consecutive years as per the duration of Council's term in Office.
12. Each Director must sit on one of the Committee's internal sub-committees. Sub-committees that may be established by the Committee include, but are not limited to the following:
  - Program Committee
  - Fundraising Committee
  - Promotions Committee
  - Volunteer Committee
  - Membership Committee
  - House Committee

## **Elections of Board of Directors**

1. The election date to appoint the Committee's Board of Directors will be determined by the Board in consultation with the City Liaison.
2. The election date shall be posted at the Wallace House and communicated via e-mail, mail to all members of the Committee by the President or Secretary four (4) weeks prior to the election date.
3. All elections must be held at the Committee's Annual General Meeting within thirty days of the 2nd year anniversary of the previous election.
4. A list of eligible voters, comprised of the committee members in good standing, shall be posted four (4) weeks prior to the election.
5. Four weeks (4) prior to the election, the Committee Secretary shall issue a notice of the election to all eligible voters.
6. All elections shall be conducted under the supervision of the City Liaison.



7. There shall be no proxy votes.
8. Eligible voters may only vote for one nominated candidate per position.
9. All nominees must be present to stand for election and must remain throughout the election process. Non-resident members may not be nominated for election.
10. Election/appointment of the Board's Executive and Directors should be conducted in a non-discriminatory manner to ensure fair and equitable procedures and practices.
11. Only Members in good standing may vote in any given election.
12. A list of Eligible Voters, comprised of the Members in good standing, will be posted in a visible area at the Wallace House, four weeks (4) prior to the election date.
13. Eligible Voters may only vote for one nominated candidate for each position being elected and voted on.

### **Election Procedures of Board of Directors**

1. The general membership elects the Board of Directors at an Annual General Meeting of the Committee.
2. The General Membership will elect the Executive Committee and the Board of Directors.
3. It is recommended that the Board of Directors include an Executive Committee of five (5) members with elected/appointed members filling the roles of President, Vice-President, Secretary, Treasurer and Past President.
4. There should be a minimum of seven members on the Board of Directors to a maximum of sixteen (16) members.
5. The Board of Directors may remove a member from their Board of Director duties if they are found in violation of any guideline/requirement of the Committee.
6. The City Liaison shall conduct and supervise the elections.

### **Election of Executive Directors**

1. A motion from the floor will be made, and seconded, to open elections by the General Assembly.
2. Election procedures will begin with nominations and voting for the following Executive Director positions in the order in which they are listed:
  - President (1 Position)
  - Vice President (1 Position)
  - Secretary (1 Position)
  - Treasurer (1 Position)
3. For each Executive Director position a committee member will nominate a potential candidate. This must be seconded by another committee member.
4. Nominations will continue until there are no more nominations from the floor for that position at which time nominations will close for that position.

5. Each nominated candidate will be asked by the City Liaison if they will stand for election to that position.
6. If only one candidate accepts the nomination, that candidate will be acclaimed to said position.
7. If two or more candidates accept the nomination:
  - Ballots will be distributed to all eligible voters.
  - The City Liaison with the assistance of a randomly selected scrutineer will tabulate the votes.
  - The successful candidate will be announced prior to proceeding to the next available position.

### **Election of Directors**

1. For Board Director openings, the nomination procedure will follow the guidelines set out for nominating the Executive Director candidates.
2. If the number of nominations exceeds the number of Board Member positions:
  - Ballots will be handed out to all Eligible Voters.
  - Eligible voters will vote for only one (1) candidate.
  - The City Liaison, with the assistance of a randomly selected scrutineer, will tabulate the votes.
  - The Candidates will be elected based on the number of votes received per candidate until all positions are filled.
  - Any ballot that does not follow the above outlined procedure will be considered spoiled and will not be counted.
3. Should an elected member be unable to complete their duties and thus create a vacancy on the Board, a notice will be posted by the Committee Secretary informing of a two week period where any member in good standing may apply to be considered for the position. Upon the closure of the notification and application period, the Board of Directors will review the applications and vote to appoint one candidate to fill the vacancy for the duration of the term.
4. The Term of Office for the members of the Board of Directors is two (2) years commencing from time of election/appointment.
5. There is no limit to the number of terms a member may serve provided they are re-elected or reappointed and in good standing with both the committee and the City of Vaughan.

### **Term of Office**

1. The Directors elected at any Annual General Meeting shall have been a member for at least one year and hold office for two (2) years.
2. At each Annual General Meeting, Directors shall be elected to replace those retiring.
3. The Board of Directors may determine that some or all vacant elected Directors' positions shall have a term of a period less than two years, the length of such term to be determined by the board at its discretion.
4. Appointed Directors may be appointed to repeated consecutive terms.
5. If at the time an election of Directors takes place and the vacant positions are not filled, the vacating Directors shall be requested to stay on for another term.

6. The office of a Director is considered vacated if the Director submits a notice in writing resigning from his office; or is incapacitated or unable to act as a Director.
7. If a Director acts in a manner which is detrimental to the interests of the Committee then the Directors of the Committee can, by majority vote, remove the said Director from office at a special meeting of the Committee which will be convened to consider the Director's behaviour. Such a meeting is to take place within eight weeks of the incident deemed to be detrimental to the interests of the Committee.
8. Members of City of Vaughan Council appointed to the Board of Directors shall not be subject to the terms of office outlined in this section.

## **Resignations**

1. A member of the Board of Directors may resign before their term of office is completed due to personal reasons. In the event of a resignation of a Board or executive member, it is recommended that the said member will provide a written letter of resignation to the committee Board.
2. The President will receive the letter and acknowledge it at an executive meeting.
3. The President will prepare a letter to the membership indicating that the Board Member has resigned from the Board.
4. The letter will be posted on the committee bulletin board at the Wallace House for not more than 30 days.

## **Board of Director's Meetings**

1. Board of Directors Meetings consisting of the President, Past-President, Vice President, Secretary, Treasurer and all Board Members shall occur on a monthly basis. The Board shall establish the dates for the meetings.
2. The Board may decide to elect a rotating chair. It is not required that the President Chair each Board Meeting.
3. As soon as the Meeting is called to order, the agenda shall be confirmed. If there are any deletions and/or addendum items, the agenda will be amended. The agenda must include the review, approval and/or amendments of the minutes from the previous meeting.
4. Members of the Committee may attend Board of Director's meetings as guests, however, they may not participate in the discussion of the Board unless recognized by the Chair and may not vote on items being discussed.
5. Should Committee members wish to discuss an issue or make a presentation to the Board at a scheduled meeting, they are required to make that request to the Secretary or President prior to the meeting. Members may also request to make a presentation to the Board at a meeting, but must make that request at the time the meeting agenda is being confirmed.
6. Minutes will be taken at all Board of Director meetings by the Secretary.
7. Meetings shall be conducted in an orderly and efficient manner and decisions related to matters of the Committee shall be decided by way of motions approved by the majority of the Directors.
8. The Secretary shall record motions put forward by Board members in deciding matters and conducting Committee business.

9. Every motion shall be read or stated aloud and when duly moved and seconded shall be open for discussion.
10. Where a motion to adjourn, table, refer, or defer has been made, until such motion has been decided, there shall be no discussion on the matter proposed to be adjourned, tabled, referred or deferred.
11. A maximum of two (2) amendments to a motion may be made at any one time and amendments shall be put to a vote in the reverse order to that in which they are moved. Every amendment shall be decided or withdrawn before the main motion is put to the vote.
12. If a motion under consideration concerns two or more matters, the Chair, upon the request of any member, shall direct that the vote upon each matter be taken separately.
13. Once the Chair puts forward the question, there shall be no discussion on, or amendments to the motion, until the motion has been decided.
14. With the approval of the mover and seconder, a motion or amendment may be withdrawn from the floor.
15. Recorded votes shall not be permitted.
16. In the event of a tie vote, the question shall be deemed to have been decided in the negative.
17. Members abstaining from voting on an item when a vote is called on a motion (unless having already declared a conflict of interest on the matter) shall be considered to have voted in the negative.
18. Following each Board meeting, the Secretary is responsible for sending the minutes of the past meeting and the most recent Financial Report, prepared by the Treasurer, to its membership.
19. Should a member of the Board of Directors not be able to attend a regular scheduled meeting of the Board, the member shall advise the Secretary prior to the meeting.
20. If an Executive member is absent from the meetings of the Board of Directors for three consecutive, regularly scheduled meetings (without prior notification to the Secretary), the Board of Directors may appoint another Director as a replacement.
21. A notice will be posted by the Secretary informing the Membership of the vacancy and a two week period where any Member in Good Standing may be nominated to be considered for the position. Upon the closure of the application period, the Board of Directors will review the applications and vote to appoint one candidate.
22. A quorum for a meeting of the Board of Directors shall be a majority of the Directors in good standing present. The Directors may from time to time or in an emergency situation, fix the quorum necessary for the transaction of business; however, the quorum shall not be less than five (5) Directors and must include two (2) Executive members.

## **Conflict of Interest**

1. Members have a responsibility to declare a direct or indirect pecuniary interest on any matter before the Board of Directors.

2. Any Member of the Board of Directors, who has an interest on a matter before the Board, may not participate in any discussion with regards to that matter and may not move, second or vote on the matter.

## **Annual General Meeting**

1. The first Annual General Meeting of the Committee shall be held not more than thirteen (13) months after the previous Annual General Meeting.
2. Announcement of the Annual General Meeting will be e-mailed, mailed to Members by the Secretary at least 4 (four) weeks prior to the date of the meeting.
3. Annual General Meetings will include:
  - Agenda
  - Approval of previous Annual General Meeting minutes
  - Consideration of the Financial Statements
  - Reports of the President and Treasurer if required
  - Reports of the Committee Chairs
  - Report of the Auditor if required
  - Other business brought under consideration by the Directors issued with the notice convening the meeting.
  - Election of a Board of Directors if required.
4. No business shall be conducted at the Annual General Meeting at a time when a quorum is not present.
5. A quorum for an Annual General Meeting or an Extraordinary General Meeting shall be ten percent (10%) of the Members in good standing present.
6. If at any time during an Annual General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or the meeting will be adjourned or terminated.
7. Additional General meetings may be called from time to time when input is required from the General Membership. These additional Meetings are bound by the same guidelines as the Annual General Meetings listed above.

## **Extraordinary General Meetings**

1. Every general meeting other than the Annual General Meeting is an Extraordinary General Meeting.
2. The Directors may convene an Extraordinary General Meeting.
3. Notice of an Extraordinary General Meeting shall specify the place, day and hour of the meeting and the general nature of the special business.
4. The announcement of an Extraordinary General Meeting will be communicated via e-mail, mail, or by telephone to all Members by the Secretary at least 2 (two) weeks prior to the date of the meeting.
5. The accidental omission to give notice of an Extraordinary General Meeting to any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
6. Minutes shall be taken at all General Meetings by the Secretary or designate. Minutes from the most recent General Meeting must be available at the meeting.

## **Role of President**

1. The President shall preside at and is responsible for calling all meetings of the Committee and of the Directors. The President will prepare each meeting agenda in co-operation with the Secretary.
2. The President does not have a regular vote. The President shall have a casting vote in the event of a tie among any voting matter before the Board of Directors.
3. The President shall ensure that Members of the Board of Directors are appointed to all Committees. The President ensures that all other Members of the Board of Directors follow through on their required duties.
4. The President shall be ex-officio member of all Sub-Committees.
5. The President shall watch over assets and records of the Committee and perform such other acts and duties as may be incident to his/her office and properly required by him from time to time by the Board of Directors.
6. The President will ensure the transfer of all Committee effects to the newly elected Board within two weeks of the Committee's election at the end of his/her term.
7. The President is a signing officer for the Committee's bank account(s).

## **Role of Vice-President**

1. The Vice President shall be present at all meetings of the Board of Directors.
2. The Vice President shall, in absence of the President or when the President declares a Conflict of Interest, assume the duties and responsibilities of the President.
3. The Vice President assists the President where required.
4. The Vice-President may be a signing officer for the Committee's bank account(s).

## **Role of Treasurer**

1. The Treasurer shall keep in accordance with sound accounting principles, the financial accounting records and procedures for the Committee.
2. The Treasurer shall exhibit accurate records of all the income, expenditures, assets and liabilities of the Committee and control the same under the direction of the Board of Directors and the auditor as required.
3. The Treasurer will prepare and present Financial Reports for each Board of Director's Meeting, General Meeting and from time to time Executive Committee Meetings as requested.
4. The Treasurer shall collect and account for all Membership fees and activity fees and keep accurate records thereof.
5. The Treasurer oversees the volunteers responsible for any financial items at Committee functions or events.
6. The Treasurer is responsible for depositing all receipts of cash and cheques in the bank of the Committee, keeping current records of said transactions and drawing for payment of the liabilities and expenditures of the Committee.

7. The Treasurer is a signing officer for the Committee's bank account(s).
8. The fiscal year shall terminate on the 31<sup>st</sup> day of August in each year.
9. Any Member in good standing can ask to view the Financial Records as maintained by the Treasurer.
10. All cheques for payment of bills and expenses of the Committee shall be signed by any two of the following officials: the President, the Vice-President, Treasurer or Director so authorized by the Board.

## **Role of Secretary**

1. The Secretary will assist the President in preparing each meeting agenda.
2. The Secretary shall conduct the correspondence of the Committee, issue notice of meetings, record, and distribute the minutes of both the Committee's Board of Director's Meetings and General Meeting.
3. The Secretary shall have custody of all records and documents of the Committee except those required to be kept by the Treasurer.
4. The Secretary assists the Treasurer in the preparation of the financial statements and is responsible for posting the Committee Financial Report as prepared.
5. The Secretary shall assure that all Members in Good Standing are notified of Committee Meetings.

## **Membership**

1. Any individual, group, or corporation interested in the mandate, goals and objectives of the Committee shall be admitted to Membership in the Committee upon application and payment of the appropriate Membership fee to the Committee's Treasurer.
2. Membership shall consist of the following categories:
  - Group includes not-for-profit organizations, agencies or institutions which support the mandate, goals and objectives of the Committee.
  - Individual includes those who wish to support the mandate, goals and objectives of the Committee.
  - Corporate includes any enterprise wishing to support mandate, goals and objectives of the Committee.
  - Honourary includes any individuals or groups nominated by the Board of Directors for their outstanding contribution toward the mandate, goals and objectives of the Committee.
3. All Members must pay a Membership fee on an annual basis as established by the Board of Directors.
4. An individual, group, or corporation ceases to be a member of the Committee:
  - by delivering a resignation in writing to the Secretary of the Committee or to the address of the Committee;

- on the death of or dissolution of a member;
  - on expulsion;
  - on being a member not in good standing for twelve (12) consecutive months.
5. All Members are in good standing except a member who has failed to pay the current annual Membership fee or any other subscription or debt due and owing by the member to the Committee and the member is not in good standing so long as the debt remains unpaid.
  6. A member may be expelled by a special resolution of the Members passed at a general meeting.
  7. The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard by the Committee. The Committee shall put to a vote a resolution at a general meeting relating to the expulsion of the member. Should a decision to expel not ensue, the matter shall not be entered into the minutes of the Committee.

### **Programs, Exhibitions and Special Events**

1. As the owner of The Historic Wallace House, the City of Vaughan has primary authority over its use. The Historic Wallace House Committee's annual program, exhibit and special event plan must fit within the City's scope of consent for the use of the Historic Wallace House.
2. The annual program, exhibit and special event plan will be developed by the Programming Committee in consultation with the City Liaison.
3. Any monies acquired from the Committee's programs, activities, exhibits, seasonal or special events must be returned to the Treasurer for deposit into the Committee's account and cannot be issued to any volunteers or organizers as compensation for time/effort.

### **Facility, Facility Maintenance, Equipment and Inventory**

1. The Historic Wallace House is the property of the City of Vaughan and as such, the Historic Wallace House Committee will abide by the conditions, policies and procedures for the use of the Wallace House as established with the City of Vaughan.
2. Specific hours of operation will be determined by the Board of Directors within any limitations on hours of operation as required by the City of Vaughan.
3. The Board of Directors are responsible for ensuring that their activities at the Historic Wallace House adhere to posted by-laws and capacity regulations as set by the Fire Department and Ontario Building Code.
4. The Board of Directors is responsible for maintaining an up-to-date inventory of artifacts, documents, items and equipment owned or borrowed by the Committee. This list will be provided to any incoming Board of Directors following an election.
5. All equipment purchased by the Committee, or received by donation, is the property of the Committee and cannot be removed by any member for personal use.
6. The Committee shall maintain the interior and exterior of the building in good order in accordance with terms and conditions outlined in the Recreation and Culture rental permit that will be issued to the Committee. The Committee will be responsible for light cleaning and keep the facility tidy after meetings and activities at the building.
7. The major and minor repair, cleaning, and general maintenance of the Wallace House will be the responsibility of the City. This includes for example, regular cleaning of washroom facilities,



carpet cleaning, any electrical, HVAC, plumbing work, the installation of fixtures and snow removal.

8. The City shall have the right to enter the house for the purpose of repairs, maintenance, construction or inspection associated with the house property and house.
9. The City Liaison shall work with the Committee to determine a facility permit fee for the use of the Wallace House that takes into account the current City fee schedule for the use of heritage buildings as per the *Recreation and Culture User Fee and Pricing Policy*, and also the value, in dollars, of the cultural programs, events, services and in-kind contributions related to programs or building services (i.e. maintenance, repair, etc) provided by the Committee on a yearly basis.
10. The City shall be responsible for the snow removal, de-icing of the walkway leading to the house, and maintenance of landscaping and grounds of the property.
11. The City will be responsible for the security of the Wallace House by providing only a security system for the facility and locks on the doors.
12. The City shall have unrestricted access to the Wallace House.

## **Sub-Committees**

1. The Board of Directors may from time to time establish sub-committees to focus on particular areas of operation. These Sub-committees may include, but are not limited to the Program Committee, Fundraising Committee, Promotion Committee, Volunteer Committee, Membership Committee and House Committee.

### **Program Sub-Committee**

1. The Program Committee is responsible for the development of an annual program, exhibit and special event schedule in consultation with the City Liaison.
2. The Historic Wallace House Committee's annual program, exhibit and special event schedule must fit within the City's and Committee's mandate, goals and objectives.
3. The Program Committee will bring the schedule forward to the Board of Directors for approval to ensure it meets the goals, objectives and policies of the Committee.
4. The Program Committee shall encourage The Woodbridge Garden and Horticultural Committee to appoint an annual representative to the Program Committee for as long as they remain responsible for the gardens of the property.
5. The Program Committee will develop educational programs, activities, exhibition themes and special events in accordance with the mandate of the Historic Wallace House as follows:
  - Public – outreach, lectures/seminars, historical/ ecological walks, demonstrations / performances, workshops, exhibitions, informational literature, story-telling, social/sharing and media activities.
  - Special Interest – seasonal events and themed demonstrations.
  - School – curriculum based programs and hands-on learning.
6. The Program Committee will ensure that programs, activities and events preserve, respect and maintain the Historic Wallace House, the site and its integral components.

7. The Program Committee will develop educational programmes to communicate, and promote the natural and cultural heritage of the community.
8. The Program Committee is responsible for preserving the artifacts, documents and items entrusted to their care for temporary or permanent exhibition.

### **Fundraising Sub-Committee**

1. The Fundraising Committee is responsible for the implementation of annual and long-term funding strategies to sustain the mandate, goals and objectives of the Committee.
2. The Fundraising Committee will bring the annual and long-term plan forward to the Board of Directors for approval to ensure the operation meets the mandate, goals, and objectives of the Committee.
3. The Treasurer shall be a member of the Fundraising Committee.
4. The Fundraising Committee is responsible for developing a Fundraising Strategy to acquire funds, donations, and bequests for the ongoing operational, administrative, special project and capital needs to implement the mandate, goals and objectives of the Committee.
5. The Fundraising Committee will work with the Program Committee to develop annual and long-term funding strategies for educational programmes, exhibits and activities including:
  - Public –outreach, lectures/seminars, historical/ ecological walks, demonstrations / performances, workshops, exhibitions, informational literature, story-telling, social/sharing and media activities.
  - Special Interest – seasonal events and themed demonstrations.
  - School – curriculum based programs and hands-on learning.

### **Promotion Sub-Committee**

1. The Promotion Committee is responsible for the implementation of the annual promotions and marketing program to compliment the programs, exhibits, activities and special events of the Historic Wallace House.
2. The Promotion Committee will implement and evaluate the effectiveness of the publicity, public relations and marketing strategies on the success of attendance at programs, activities, exhibits, and special events at the Historic Wallace House.

### **Volunteer Sub-Committee**

1. The Volunteer Committee is responsible for the recruitment and management of volunteers to complement the programs, exhibits, activities and special events at the Historic Wallace House.
2. The Volunteer Committee will be responsible for a Volunteer Management Program to provide support services for the operation of the Historic Wallace House during the operation of programs, exhibits, activities, seasonal and special events.
3. The Volunteer Committee will establish recruitment, orientation, evaluation and recognition procedures.

4. Any Member in Good Standing is eligible to submit his application for various volunteer positions the Committee may need from time to time.
5. Volunteers shall not be compensated for providing their services to the Committee. Volunteers may be reimbursed for personal expenses. All reimbursements (mileage, photocopying costs, etc.) must be approved in advance of expenditure by the Board of Directors.

### **Membership Sub-Committee**

1. The Membership Committee is responsible for recruiting individual, group, and corporate members interested in implementing the goals and objectives of the Committee.
2. The Membership Committee will work with the Promotions Committee in developing strategies for the promotion and recruitment of members.
3. The Membership Committee will maintain a current and accurate member's database including names, addresses, e-mails and phone numbers.
4. A designated Membership Committee representative will manage the membership fees, collect money and ensure all funds and receipts are passed on to the Treasurer.

### **House Sub-Committee**

1. The House Committee shall conduct regular inspection of the Wallace House to determine items that need repair, replacement and addition.
2. Requests for repair, replacement and addition shall be forwarded to the Board of Directors for review and approval. Approved items shall be forwarded to the City Liaison by the President for review and discussion.
3. Building related items requested of the Committee shall be forwarded to the Manager of Building and Facilities for review and final approval based on budget funds. Should budget funds not be available for requested work, unless a health and safety issue, it shall be placed in the following year's operating or capital budget request.

### **Insurance**

1. The Wallace House Committee shall be insured under the City's liability insurance policy and shall be insured for activities undertaken by the Committee that are within the mandate, goals and objectives of the Committee and are considered beneficial to the community and are without personal financial gain of members.

### **Review of Operating Guidelines Governing Committee**

1. The City Liaison and the members of the Executive Board shall meet on a yearly basis to review the operating guidelines of the Committee.
2. The City Liaison may approve minor amendments to the governing guidelines/procedures at the request of the Committee if they are in keeping with the general intent of the mandate, goals and objectives of the Committee.
3. Amendments or additions to the Committee's Operating Guidelines considered significant in scope shall be referred back to Council for review and approval.

### **Termination of Arrangement**

1. Termination of the arrangement between the Wallace House Committee and the City outlined herein will be considered should the following occur:

- Termination is requested by the Board of Directors.
  - The mandate, goals and objectives of the Committee is not adhered to.
2. Final review of the termination of the arrangement between the Committee and City will be reviewed and approved by Council.