



'Citizens For Halifax' Board Terms of Reference

A. Board Mandate

The mandate of the 'Citizens for Halifax' Board is to provide governing direction and stewardship for the Citizens for Halifax Society.

B. Board Accountability

As a membership-driven society, the Board is accountable, and reports to its membership employing means that reflect the following:

1. Authenticity

- ➔ Responsible for representing the Society's principles of demonstrating civic pride; encouraging participation in the democratic process; advocating intelligent, thoughtful, fiscally responsible governance; building inclusive, trusting relationships; and exhibiting courage and innovation in member-driven decision making.

2. Accountability

- ➔ Responsible for establishing, stewarding and reporting of Board goals in association with the realization of the Society's goals.

3. Transparency

- ➔ Responsible for making Board meetings open for Society members to observe, along with access to Board agendas and minutes.

C. Board Membership

The 'Citizens for Halifax' Board will consist of no less than eight members but no more than twelve members filling the positions of...

- ➔ Chair
- ➔ Two Vice-Chairs
- ➔ Past Chair
- ➔ Treasurer (Finance)*
- ➔ Secretary*
- ➔ Members at Large / Community Chairs such as
 - Policy and Governance
 - Communications (including City Hall Liaison function),
 - Membership & Citizen Engagement
 - Volunteer Coordinator,
 - Nominating (including Election Preparedness).

*The officers of Treasurer and Secretary may be combined.



D. Board Terms & Conditions

1. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring directors shall be eligible for re-election.
2. It is the intention that the terms of the Board members will be a rolling three years so as to ensure continuity. In year one this will mean that 3 positions will hold a one year term, 3 positions will hold a two year term, and the remaining positions will hold three year terms, pending re-election.
3. The officers of Chair, Vice Chairs, Secretary and Treasurer will be voted on by the general membership at the AGM, as are the Members at Large.
4. Committee Chair assignments will be determined by the Board.
5. The Chair and Vice Chairs will hold a two year term, open for re-election for one consecutive two year term.
6. The Secretary and Treasurer will hold a two year term open for re-election.
7. Nominations to the Board will be submitted to the Board's Nomination Committee no less than seven days prior to the AGM. Nominations will be presented as part of the Nomination Committee's recommended Slate of Officers or from the general membership in association with the signatures of 10 members.
8. Board positions that become vacant for any reason during the period between two AGM's will be appointed by the Board until they are filled using standard election protocol.
9. In terms of ordinary Board business, at least 50% of the Board's members must be present at the commencement of the business that is being transacted by the Board.
10. The Board will operate on the basis of consensus. A conflict resolution process will be developed by the members to address issues that are not able to be resolved through the standard functioning of the Board.
11. Where the business of Board requires a voting procedure, the Chair may be entitled to vote as a director and, in the case of equality of votes, he or she shall have casting vote in addition to the vote to which is entitled as a director.
12. The Board will determine its meeting frequency and locations once it has established itself.

E. Board Member Characteristics

1. The elected members will seek to represent the diversity of the HRM population in gender, ethnicity, age and geography.
2. The elected members must be willing and able to invest the amount of time necessary to accomplish the mandate, understanding initially that there will be a greater time commitment in order to mobilize the new organization.

3. The make-up of the Board membership will ensure that the range of skills associated with the Board mandate and established Community Committees are fully represented.
4. All elected Board members will be members in good standing of the 'Citizens for Halifax' Society.
5. Each Board member will individually, and collectively as a Board, actively and consistently represent what 'Citizens for Halifax' stands for as well as following goals and principles.

a. What 'Citizens for Halifax' stands for:

- ➔ 'Citizens for Halifax' promotes and motivates civic engagement in order to build the most vibrant and liveable city in Canada.
- ➔ 'Citizens for Halifax' will achieve this by engaging in community dialogue to understand the important issues for which it will develop key positions. We will encourage participation in the democratic process so that these key directions can be acted upon. Ultimately, we tap into people's civic pride by asking them to get actively involved in our city's evolution.
- ➔ 'Citizens for Halifax' encourages and supports candidates for civic office. We advocate intelligent, thoughtful, fiscally responsible civic government. We want Halifax to have a bold and confident vision of its place in the world and to embrace its future while being respectful of its past.

b. The 'Citizens of Halifax' Society's goals as outlined in the Society's constitution.

c. The 'Citizens for Halifax' principles which guide our civic candidates and members are to build a city that ...

- ➔ Fosters healthy relationships with all levels of government to maximize the resources available to the citizens of Halifax;
- ➔ Is culturally diverse and inclusive;
- ➔ Is safe and accessible;
- ➔ Welcomes and embraces innovation and creativity;
- ➔ Is financially and environmentally sustainable;

d. The Memorandum of Association and Bylaws of the Citizens for Halifax Society.

e. The Position Directions developed by the membership through the 3 D Process of Dialogue, Direction & Democracy.

F. Board Recruitment, Voting and Orientation Process

1. A Nomination Committee will be appointed by the Steering Committee for the purpose of fulfilling the Year One requirements for Board election. Subsequent to this, this Committee will be chaired by an officer elected by the Society's membership.
➡ Timing: by April 30th 2008
2. An open call for Board member candidates will take place using 'Citizens For Halifax' meetings and distribution network, the Website and open call newspaper ads.
➡ Timing: Up to June 17th
3. Interested candidates will submit their resumés along with a comprehensive description of their interest, experience and fit with the Terms outlined in this document.
➡ Timing: Up to July 2nd
4. Board dialogue interviews will be conducted by the Nomination Committee in association with these Terms of Reference. Further dialogue will occur between the Nomination and Steering Committees. The Steering Committee will put forward a slate for election at the AGM.
➡ Timing: July 2nd to July 10th
5. Candidates who wish to have their name stand in agreement with the Nomination Committee will put forward their candidacy to the membership at the AGM for voting purposes.
➡ Timing: By July 10th
6. Open submissions for Board positions from the general membership will be submitted no later than June 15th accompanied by 10 signatures of Society members.
➡ Timing: By July 15th
7. Board members will be voted on by the general membership at the AGM.
➡ Timing: July 22nd
8. The successful candidates will form the Board immediately following the AGM.
➡ Timing: Within a week
9. The Board will participate in an orientation session that will enable the transition to occur between the current Steering Committee and the new governing body
➡ Timing: By mid- August
10. The Board will agree on its structure, policies, committee positions and a three month action plan.
➡ Timing: By end-of August