

The Architectural Conservancy of Ontario (ACO) Port Hope Branch

The ACO, Port Hope Branch (the Branch) is a group of volunteer members which operates under the charter and by-laws of the Architectural Conservancy of Ontario incorporated in 1933. The Governance Principles and Procedures adopted within this document are intended to enable the Branch and its Board of Directors to operate efficiently and effectively, with transparency, courtesy, mutual respect and regular self-assessment accepted as fundamental tenets.

MISSION:

The Mission of the Branch is to support the preservation of buildings and structures of architectural merit and places of natural beauty or interest through:

- the identification of such structures and locations within the Municipality of Port Hope;
- the collection and preservation of documentation (inclusive of pictures, diagrams, maps and written material) relevant to these structures and locations;
- the development and implementation of educational initiatives to heighten awareness of the importance of these structures and locations;
- the provision of financial assistance, where appropriate and possible, to assist in preservation and restoration as well as in the development of associated skill sets through educational assistance;
- the acquisition of such structures, where appropriate and feasible;
- the provision of knowledge-based advice for preservation and restoration projects, where feasible; and
- the advocacy of said activities with government, business and the public at large.

THE MEMBERS:

The Branch consists of all individuals who have paid-up membership.

THE BOARD:

The affairs of the Branch shall be managed by an elected Board of Directors (the Board).

The Board is responsible to advance the Mission of the Branch through strategic leadership, good governance and the effective management of its assets.

The Board shall be comprised of Executive Directors (President, Vice President, Secretary, Treasurer and, for the first year of the President's term, the Past President) as well as six to eight Directors-at-Large

The Board will manage many of its affairs through various Standing & Ad Hoc Committees as well as individual Portfolio Holders. They will be accountable to the Board and their Chairs will be appointed by the Board.

The tenure of all elected Board members shall be limited to 3 terms of office. Terms of office shall be for two years. The Nominating Committee may propose a Board member for a second or third term, if there is a continued need for such expertise or advice. If the departure of a Director would place the Branch or Board at undue risk, the Board has the authority to extend his or her tenure for an additional year. Likewise, Past Presidents may have their total service extended by an additional year if this is required.

The Board may appoint one or more Advisors who are non-voting members of the Board. Likewise, the Board will designate a Director to act as a liaison person to represent the Branch at regular meetings of the Heritage Port Hope Advisory Committee to enhance communications between the two organizations.

OPERATIONS OF THE BOARD:

Meetings

1. Meetings of the Board shall be held regularly, a minimum of six times per year.
2. The President shall normally chair the Board meetings and be responsible for maintaining order and following the Agenda. The Chair cannot make a motion.
3. If the President is not available to Chair a Board meeting (or part of it), the Vice-President, or another Director appointed by the Board, will assume the role of Chair.
4. The Board shall conduct its meetings using parliamentary principles (see "Call to Order" Herb Perry).
5. A meeting of the Board cannot make decisions unless there is a quorum of the Directors present; a quorum is a simple majority of the elected members of the Board (i.e. one-half of the elected Board members plus one).
6. An issue to be decided by the Board shall be presented as a motion that is duly moved and seconded. Following discussion, the issue will be brought to a vote. The issue shall be decided by a show of hands of those present. It is permissible - in exceptional circumstances - for a Director to participate in a meeting and vote by telephone if he or she is unable to attend the meeting in person. However there shall be no

voting by proxy. In order to be carried, a motion must be passed by a majority of the elected members of the Board and not just those present at the time of the vote. The decision of the vote will be recorded in the minutes as either carried or defeated.

7. Under exceptional circumstances and at the discretion of the Chair, a decision of the Board can be reached by a vote taken by email or telephone. Under such circumstances, the question must be answerable by a simple “yes/no”.
8. The Chair does not have a vote except to break a tie and may then choose to abstain, thereby bringing the motion to a close (i.e. not carried).
9. The Board may invite non-voting liaison people to attend regular Board meetings (e.g. HPHAC) in order to promote understanding and improve communications.
10. The Agenda shall follow a routine pattern (see Proforma agenda, paragraph 19 below). The Agenda shall be set by the Chair and shall be available in written form prior to the start of the Board meeting.
11. Members of the Board wishing to include an item on the agenda (either for discussion or decision) will do so by advising the Secretary.
12. Particularly complex or contentious issues and their related motions should be circulated to the Board members at least one week prior to the scheduled meeting.
13. The Minutes of Board meetings shall be prepared by the Secretary and circulated to the members of the Board and Committee Chairs prior to their formal acceptance. At the subsequent meeting, they shall be revised as appropriate and then accepted by motion as permanent records. Once accepted they will be posted on the Branch’s Website
14. The Minutes of Board meetings shall only describe the general nature and direction of discussions (they will not be verbatim records); decisions of the Board shall be recorded, including the action that is required, the person responsible for taking the action and the date by when the action is to be completed.
15. Members of the Branch who are not Board members may attend Board meetings with the consent of the Chair or at the request of the Board. Delegations may be limited in number by the Chair due to the size of the meeting room. Only members of the Board will be invited to ask questions of delegations and be permitted to speak to motions.
16. Board discussions are privileged and shall not be taken beyond the meeting of the Board
17. Members of the Board are expected to attend all scheduled meetings of the Board; the Secretary should be notified of any planned absences.
18. At the discretion of the Chair, the Board may discuss an issue “In Camera”.
19. Proforma Agenda for regular meetings of the Board
 - Call to order

- Identify Potential Conflicts of Interest
- Approve Agenda
- Deal with Delegations
- Review and approve minutes of previous meeting
- Deal with Business arising from the minutes
- Deal with Correspondence received by the President/Secretary
- Committee Reports
- New Business
- Adjournment

Conflict of Interest

20. Any conflict of interest, pecuniary or otherwise, regarding a matter before the Board must be declared at the beginning of the discussion (or as soon as the conflicted individual becomes aware). The Board member who finds himself in conflict or potential conflict may provide background information, present his/her point of view and answer questions, after which the member shall leave the meeting until the vote is taken and the issue has been resolved.
21. Should there be dispute about whether a Director has a “conflict of interest” regarding an issue before the Board, it will be resolved by the Chair.

Communications

22. All communications to the public or outside agencies shall come from the President or a Director who has been authorized to handle communication. This includes e-mail.
23. The Board shall approve the attendance of all representatives of the Branch at such events as the annual ACO/CHO conference.

Finances

24. The Treasurer shall prepare an annual budget for approval by the Board. Expenditures that have been identified in the approved budget may be authorized by the President or the Treasurer; other expenses must be approved by the Board.
25. The Branch does not pay any member for serving but will cover out-of-pocket expenses of individuals undertaking work approved by the Board (e.g. the expenses incurred for the President’s attendance at the Provincial ACO, AGM will be paid or receipted as a charitable donation). Receipts may also be issued for other approved expenses.

Committees (Standing & Ad Hoc)

26. Committees are a critical element in the functioning of the Board. The Chairs of all Committees as well as individual Portfolio Holders shall be appointed by the Board. They are responsible to the Board and shall report to the Board as requested. They are welcome to attend meetings of the Board; however, unless elected as a Director of the Board, they shall not vote at Board meetings.
27. Members of Standing Committees shall normally be selected and appointed by the Committee Chair who will advise the Board of the membership of the Committee. Members of Ad Hoc Committees shall be selected and appointed by the Board.
28. The Chair and members of the Special Projects Committee shall be selected and appointed by the Board. At least one of the members of the Special Projects Committee shall not be professionally involved in architectural conservation.
29. The business of Committees will be conducted using the same procedures as used by the Board (see paragraphs 1 to 19 above).
30. The President may request a report from any Committee Chair and will ensure that Committee Chairs are informed about any discussions pertaining to that Committee.
31. A current list of the Branch Standing Committees and Individual Portfolios is included as Appendix 1.

Succession Planning

32. Succession plans are intended to ensure the long-term viability of the Branch. They are the responsibility of the Board.
33. The President, along with the Nominating Committee, shall prepare a succession plan for the position of President for approval by the Board.
34. The Board shall ensure that succession plans are in place for other Executive Officer positions. This is also normally done by the Nominating Committee.

Planning and Objective-Setting

35. Early in the term of the new Board, it shall meet specifically to review the existing plan and to formulate a plan and set objectives (both strategic and tactical) for the immediate and longer term. These objectives will be communicated to the membership.

Self-Assessment

36. The President and Vice-President, with the assistance of all the Directors, shall carry out an annual self-assessment of the Board, its Committees and its Portfolio Holders. This will include a comparison of results versus plan and objectives, effectiveness, teamwork, development of Board members, succession plans, etc.

37. The President will commission a bi-annual review of this governance document, to ensure that it continues to meet the needs of the Branch.
38. The President will report the results of these self-assessments at the AGM, as part of the President's Report.

ANNUAL GENERAL MEETING (AGM) of the BOARD:

1. The AGM of the Branch shall be held during Heritage Week – the third week of February. The meeting date, location and time shall be communicated to members in *ACO Matters*.
2. The President or a delegate appointed by the Board will chair the AGM of the Board.
3. The agenda shall include:
 - Call to order
 - Welcome by the Chair
 - Motion to accept minutes of the previous AGM
 - Presentation of the Financial Report and motion to accept
 - Report from the President
 - Questions from the floor regarding Committee Reports (Reports will have been made available on the ACO website and in print at the door of the AGM).
 - Motion to ratify the actions of the Board in the previous year
 - Presentation of nominees for the Board. Call for nominations from the floor. Motion to close nominations.
 - Election of Executive Directors and Directors-at-Large
 - Presentation of Awards
 - New Business
 - Adjournment

Election of the Board of Directors

4. A Nominating Committee shall be appointed by the Board four to six months prior to the AGM to prepare a slate of Director-nominees for presentation at the AGM.
5. A call for interested volunteers shall be published in the fall issue of *ACO Matters*.
6. Whenever possible, nominees should have an interest in heritage or cultural matters, or a specific skill set that would benefit the Board and the Branch. They must also have a commitment to the Branch Mission and be able to devote the necessary time and energy.
7. The Nominating Committee shall present its proposed slate of nominees - with background information for each - to the Board at least two months before the AGM.
8. The Board shall approve the proposed slate of nominees that will be communicated to the Membership prior to the AGM.

9. The Chair of the Nominating committee will present the proposed slate of nominees to the AGM. Should there be additional nominations from the Floor, an election will be required. It will be conducted by secret ballot under the auspices of the ACO Advisor. The additional nominees, as well as each nominator and seconder, are to be fully paid Members of the Branch. The nominator(s) will be required to present the Membership with background information (brief biography, reason for nomination, etc) for their nominees.
10. Candidates for President should have no less than two years of recent Board experience.
11. If a vacancy on the Board occurs mid-term, the Board may appoint a replacement.

POSITION DESCRIPTIONS:

Director (an elected Board member)

The Directors of the Branch shall:

1. familiarize themselves with the Mission of the Branch and make a commitment to furthering the mandate of the Branch through participation in committee work, volunteering, and fund raising;
2. attend Board meetings on a regular basis, not miss three consecutive meetings and notify the President or Secretary of any planned or emergency absences. Directors should commit to attending the AGM as well as meetings of Committees of which they are a member;
3. recognize and declare whenever a conflict of interest or potential conflict of interest (pecuniary or otherwise) exists regarding the deliberations of the Board. After their declaration they may present their point of view and then shall withdraw themselves from the meeting, returning only when the issue is settled;
4. actively participate in the Board's annual planning and self-assessment efforts;
5. work to safeguard the interests of the ACO membership as set out in the Mission Statement;
6. complete action items assigned at Board Meetings.

President

The President of the Branch shall:

- provide leadership to the Board of Directors and the membership to achieve its Mission by serving as the Chief Volunteer of the organization and being its main spokesperson;

- chair meetings of the Board;
- encourage the Board in strategic planning;
- recruit Chairs of Board Committees, in consultation with other Board members;
- serve *ex officio* as a member of all Standing and Ad Hoc Committees and attend their meetings at his/her pleasure and when invited;
- discuss issues confronting the organization with the Directors as appropriate;
- help guide and mediate the Board with respect to organizational priorities and governance concerns;
- monitor financial planning and financial reports;
- conduct an annual self-assessment of the Board (assess the performance and effectiveness of the Board and its Committees in achieving its Mission);
- perform other responsibilities assigned by the Board;
- sit on the Board of the ACO Regional Council or appoint a designate;
- serve as Past President for ONE year.

Vice President

The Vice President of the Branch is typically successor to the President and shall:

- perform the President's responsibilities when the President is not available;
- participate with the President in developing and implementing succession plans;
- assist the President with the annual self-assessment of the Board.

Secretary

The Secretary of the Branch shall:

- ensure that Board members receive a copy of the Agenda before each meeting;
- record minutes of Board meetings;
- ensure minutes are distributed to Board members and Committee Chairs shortly after each meeting;
- maintain records of the Board and ensure effective management of the Branch's records;
- record and manage AGM minutes;
- be sufficiently familiar with legal documents (e.g. by-laws) to note applicability during meetings;

- write letters on behalf of the Board as required.

Treasurer

The Treasurer of the Branch shall:

- administer fiscal matters of the organization;
- prepare the annual Budget in consultation with the President;
- manage finances of the organization within approved budget;
- bring unbudgeted items to the Board for approval as needed (the Treasurer is authorized to disburse up to \$100 for out of budget items without Board approval, given that all cheques require 2nd signature);
- provide quarterly reports for the Board;
- prepare Financial Statements for members at the AGM;
- develop financial policies and procedures for Board approval;
- send ACO Central's portion of membership dues to Head Office.

Appendix A

Standing Committees and Individual Portfolios

Duties of Standing Committee Chairs & Portfolio Holders

Standing Committees & Portfolios are established to meet the Branch's mission.

They will be members of the Branch and be confirmed by the Board.

They will keep the Board informed as required and will be responsible for the actions of their committee/portfolio.

Responsibilities of Committee Chairs & Portfolio Holders

Advocacy

Special Projects Chair

- is appointed by the Board, as well as all members of the committee
- leads discussions about threatened buildings, preservation policy and other projects and issues relating to the fate of local buildings
- calls committee meetings to discuss requests for advice or ACO funding
- presents information and recommendations to the Board for discussion and decision

Branch Administration

Membership Portfolio

- promotes membership in the Branch
- maintains membership list
- produces tax receipts for membership dues using Head Office Database
- produces tax receipts for Auction & other donations as required
- conducts surveys of membership as needed

Property Management Portfolio

- inspects and maintains real estate properties owned or leased by the Branch

- arranges for and oversees any maintenance work needed for said properties

Social Portfolio

- organizes & runs the annual Branch Christmas Party & Summer BBQ
- reserves venue and organizes refreshments for AGM
- provides light refreshments for monthly Board Meetings
- provides refreshments for other events as needed

Communications

Communications Chair

- develops own committee
- advises the President and Board on strategic communication directions and initiatives. Ensures that the ACO obtains fair and unbiased regular attention in the media.
- works with other Board members and volunteer ACO members to produce newsletters, website, media releases, posters and submissions to other publications such as the *Acorn*.
- acts as spokesperson for the Board under the authority of the President; strategic direction to be provided by the President and/or Vice-President.

Newsletter Editor Portfolio

- produces four editions of the Newsletter each year
- uses the Newsletter to communicate with Membership
- makes members aware of issues & projects from the Board's perspective
- presents feature articles both of interest and educational value

Education

Education Chair

- develops own committee
- relates all Branch activities to educational opportunities where feasible
- develops relationship with local schools to access young people through the curriculum.
- works to organize "workshops" on various restoration techniques

Scholarship Chair

- develops own committee
- makes schools in Northumberland aware of the Scholarship
- provides applications to interested students

- meets with committee to interview and decide on recipient(s)
- presents recommendation to Board

Bus Tour Portfolio

- works with the Cobourg ACO to organize joint annual bus tours to places of architectural interest. (including the identification of sites, planning of route, advertising as well as organizing of meals and transportation)

Fund Raising

Auction Chair

- develops own committee
- organizes venue for annual Antiques and Artifacts Auction
- oversees collection & storage of items for Auction
- organizes Auctioneer and volunteers for day of Auction
- advertises event
- liaises with Membership Chair to produce necessary Tax Receipts for donated items

Garden Tour Chair

- develops own committee
- organizes & runs Bi-annual Garden Tour
- identifies and solicits homes to be showcased on the Garden Tour
- liaises with garden owners
- oversees implementation of advertising and marketing strategies
- raises money through advertisements to cover the cost of tickets and programs
- identifies, solicits and manages volunteers for the day of the garden tour

House Tour Chair

- develops own committee
- organizes & runs Annual House Tour
- identifies and solicits homes to be showcased on the House Tour
- liaises with home owners
- oversees presentation and printing of pamphlets/tickets & posters
- oversees implementation of advertising and marketing strategies
- identifies, solicits and manages volunteers for the day of the house tour

