

NO: **R089**

COUNCIL DATE: **May 25, 2015**

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## REGULAR COUNCIL

TO: **Mayor & Council**

DATE: **May 20, 2015**

FROM: **City Solicitor**

FILE: **0360-20-01**

SUBJECT: **Surrey Homelessness and Housing Society – 2015 Annual General Meeting**

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## RECOMMENDATION

The Legal Services Division recommends that Council:

1. Receive this report as information;
2. Appoint Mary Miller as a member of the Surrey Homelessness and Housing Society (the "Society");
3. Receive the Notice of Annual General Meeting for the Society's 2015 Annual General Meeting ("AGM"), which is attached as Appendix "I" to this report;
4. Appoint the City Solicitor to represent the City of Surrey at the AGM;
5. In its role as a member of the Society, confirm its support of the recommendations to the members as set out in the Notice of Annual General Meeting; and
6. In its role as Donor under the Deed of Trust between the City, the Society and Vancity Community Foundation dated October 3, 2007 (the "Deed of Trust"), agree to amend the Deed of Trust as set out in this report.

## INTENT

The purpose of this report is to have Council appoint a new member to the Society, exercise the rights of the City of Surrey as a member of the Society in respect of the Society's 2015 AGM and agree to an amendment to the Deed of Trust.

## BACKGROUND

The Society was incorporated on June 22, 2007. The membership of the Society is set out in its Bylaws. Bylaw 2.1 specifies that the members of the Society shall be the City of Surrey, the City Manager, the General Manager, Finance and Technology and two members appointed by Council. Council appointed Randy Heed and Marilyn Pearson as members on November 12, 2013.

It is a requirement of the *Society Act* that an annual general meeting be held not more than six months after the date of the financial year-end of the Society. The Society's financial year end is December 31<sup>st</sup> so the annual general meeting must be held by June 30, 2015. The City has received a Notice of Annual General Meeting attached as Appendix "I" to this report (the "Notice") that the AGM for the Society will be held on June 22, 2015.

### ***Appointment of New Member***

Marilyn Pearson has resigned from her position on the Board of Directors and as a member of the Society, effective June 1, 2015. Under the Society's Bylaws, it is the responsibility of Council to appoint the independent members of the Society.

The major function of the Society membership is to elect the Board of Directors for the Society based on a recommendation from the Society's Board. Apart from the City of Surrey, the group that has the most interest in ensuring the on-going effectiveness of the Board is the current Board itself. A way for this interest to be represented is for the current Board to nominate from among its Directors, a Director to be considered by City Council for appointment as a Society member. A chart showing the Society and its current members and directors is attached as Appendix "II".

The Board has considered this matter and has resolved to recommend to City Council the appointment of Ms. Mary Miller as a member of the Society. Ms. Miller has been a Director of the Society since the inception of the Board on September 10, 2007. A detailed biography for Ms. Miller is attached as Appendix "III" to this report. Ms. Miller has agreed to become a member of the Society.

### ***Notice of Annual General Meeting***

The agenda for the AGM is set out in the attached Notice. The business to be conducted at the annual general meeting of the Society is stipulated in the *Society Act* and the Society's Bylaws. The business as contained in agenda on the Notice complies with these legal requirements.

### ***Business at the Annual General Meeting***

A series of recommendations from the Board of Directors are set out in the Notice. Each of these recommendations is considered reasonable in relation to the matter it addresses.

In prior years, City Council has appointed the City Solicitor as Council's representative to the AGM. This same approach is considered reasonable for the 2015 AGM as well.

The directors of the Society have appointed the City Solicitor as Secretary of the Society and the City's General Manager, Finance and Technology as the Treasurer of the Society.

The financial statements for the Society for the period from January 1, 2014 to December 31, 2014 are included with the Notice. City staff has reviewed the statements and has no concerns.

The current directors are recommending to the members that the persons currently appointed to the Board of Directors of the Society remain as directors. Each of these individuals has agreed to serve as a director if appointed.

### ***Deed of Trust***

When the Society was formed in 2007, the City, as donor, transferred the sum of \$9 million from its Affordable Housing Reserve Fund to Vancity Community Foundation ("Vancity") under the terms of the Deed of Trust, a copy of which is attached as Appendix "IV" to this report. Under the Deed of Trust, Vancity agrees to hold the fund and to invest and disburse money from the fund as directed by the Society (acting through its Board of Directors) from time to time. Every year, the Society considers grant applications and grants money to various organizations in Surrey for projects and initiatives that address the issues of homelessness and housing in Surrey.

Vancity provides staffing support to the Society which is funded by the administration fees it charges the Society for investing, managing and administering the fund. The Society itself does not

employ any staff. In the Deed of Trust, the parties agreed that the administration charge would not exceed \$65,000 per year based on the staff support envisioned at the time.

In November of 2010, the Board of the Society and Vancity agreed to a change in the amount of the annual fees to equal 1% of the capital value of the fund. This increase in fees has resulted in greater staffing support provided by Vancity to the Society since 2010 as the work and initiatives of the Society have increased.

Earlier this year, the Society conducted an operational review that identified this change in the fees as an item that should be properly documented by formally amending the Deed of Trust to reflect the arrangement that has been in place since 2010. As a party to the Deed of Trust, any amendment requires the approval of the City through Council.

## CONCLUSION

Based on the above discussion, it is recommended that Council:

- Appoint Mary Miller as a member of the Surrey Homelessness and Housing Society (the "Society");
- Receive the Notice of Annual General Meeting for the Society's 2015 Annual General Meeting ("AGM"), which is attached as Appendix "I" to this report;
- Appoint the City Solicitor to represent the City of Surrey at the AGM;
- In its role as a member of the Society, confirm its support of the recommendations to the members as set out in the Notice of Annual General Meeting; and
- In its role as Donor under the Deed of Trust between the City, the Society and Vancity Community Foundation dated October 3, 2007 (the "Deed of Trust"), agree to amend the Deed of Trust as set out in this report.



CRAIG MacFARLANE  
City Solicitor

KER:lab

Appendix "I" – Notice of Annual General Meeting  
 Appendix "II" – Current Members and Directors Chart  
 Appendix "III" – Biography of Mary Miller  
 Appendix "IV" – Deed of Trust

**APPENDIX "I"**

**NOTICE OF ANNUAL GENERAL  
MEETING**

SURREY HOMELESSNESS AND HOUSING SOCIETY

**June 22, 2015**

**10:00 a.m. – 11:00 a.m.**

Surrey City Hall

13450 – 104 Avenue, Surrey, BC

**Councillor's Meeting Room – 5E.11.01**

**Agenda**

<b>Item</b>	<b>Action</b>	<b>Responsibility</b>
1. Agenda	Approve	J. Villeneuve, Chair
2. Approval of Minutes of June 16, 2014 Annual General Meeting	Approve	C. MacFarlane Secretary
3. Financial Statements for Year ended December 31, 2014	Approve	V. Wilke, Treasurer
4. Report of Directors to Members	Approve	J. Villeneuve, Chair
5. Appointment of Directors	Approve	C. MacFarlane, Secretary
6. Board of Director Term Limits	Approve	C. MacFarlane Secretary
7. Society Membership Requirements	Approve	C. MacFarlane Secretary
8. Adjournment		J. Villeneuve, Chair

**Item 2: Minutes of previous AGM**

The minutes of the June 16, 2014 Annual General Meeting are attached as Schedule A.

**Item 3: Financial Statements and Report of Auditor**

The directors of the Society have established December 31 as the Society's year end. The financial statements for the period January 1, 2014 to December 31, 2014 are attached as Schedule B. No auditor report has been prepared, as the members decided at the 2011 AGM to waive the requirement for an auditor for the Society until such time as the City of Surrey is no longer the controlling member of the Society.

**Recommendation:** That the members accept the report of the Treasurer for the period January 1, 2014 to December 31, 2014.

**Item 4: Report of Directors to Members**

The President of the Board of Directors will give a report of the activities of the Society since the last Annual General Meeting.

**Recommendation:** That the members accept the report of the Chair.

**Item 5: Appointment of Directors**

The directors of the Society recommend to the members that the current directors of the Society be re-appointed to the Board.

**Recommendation:** That the members appoint the following persons as directors of the Society:

Stephen Casson  
 Russ Froese  
 Randy Heed  
 Marilyn Herrmann  
 Beryl Kirk  
 Sandy McLeod  
 Jim Mihaly  
 Mary Miller  
 Judy Villeneuve, City Councillor  
 Dave Woods, City Councillor

**Item 6: Board of Director Term Limits**

Under Bylaw 5.7, members hold the responsibility for appointing Directors. The Bylaws presently do not set board term limits. In practice, the members have appointed directors annually for a period of one year. The Board of Directors adopted a Board Succession and Renewal Policy in November 2013, setting the board term at three years, with a maximum of three terms. This policy requires member ratification.

**Recommendation:** The Board recommends the members pass a resolution adopting the November 2013 Board Succession and Renewal Policy attached as Schedule C.

### Item 7: Society Membership Requirements

The members of the Society are all determined by the City of Surrey. As set out in Bylaw 2.1, Society membership, from incorporation forward, shall consist only of the following:

- The City;
- The City Manager of the City;
- The General Manager, Finance and Technology, of the City; and
- Two (2) independent members who are appointed by Council.

Currently, the Society membership is comprised of:

- The City of Surrey (the corporation);
- The City Manager (Vince Lalonde);
- The General Manager, Finance and Technology (Vivienne Wilke);
- Independent Member appointed by Council (Randy Heed); and
- Independent Member appointed by Council (Marilyn Pearson to be vacated).

Bylaw 2.4 includes some criteria on term limits:

- A person shall immediately cease to be a member of the Society:
  - (a) upon the expiration or cessation of his or her position or term as a City Representative, and in the case of a member appointed by Council under Bylaw 2.1(d) on the basis that the person is a director of the Society, upon the expiration or cessation of his or her position or term as a director.

There are no criteria with regard to selecting the two independent members appointed by Council. The Board of Directors recommends the Society members adopt a membership requirement for the two independent members such that these two member seats must be filled by a Director of the Board of the Surrey Homelessness and Housing Society. Further, the Directors recommend the members consider term limits for the two independent member seats such that membership is for two years to allow for regular review of Society membership.

**Recommendation:** The Board of Directors recommend to the Society members adoption of selection criteria and term limits for the two independent member seats such that a Society member must also be a Director, and that a member shall sit for a period of two years.

**SCHEDULE A TO 2015 AGM AGENDA**

**SURREY HOMELESSNESS AND HOUSING SOCIETY  
ANNUAL GENERAL MEETING**

**June 16, 2014**

Surrey City Hall

13450 – 104 Avenue, Surrey, BC

Councillor's Meeting Room - 5E.00.01

**MINUTES**

**Members in Attendance:**

Marilyn Pearson, Cuisine & Company

Randy Heed, VP, Colliers International Surrey

City of Surrey, represented by Craig MacFarlane, City Solicitor, City of Surrey

**Members Absent:**

Vince Lalonde, City Manager, City of Surrey

Vivienne Wilke, Treasurer, City of Surrey

**Present by Invitation:**

Judy Villeneuve, President, Surrey Homelessness & Housing Society

Kelly Rayter, Assistant City Solicitor, City of Surrey

Karandeep Pandher, Finance Cash Manager, City of Surrey

Hannah Kang, Investment Accountant, City of Surrey

**1. Agenda**

Agenda as circulated was approved.

**2. Approval of Minutes of June 24, 2013 Annual General Meeting**

**Resolved:** That the members approve the minutes of the June 24, 2013 annual general meeting as circulated.

### 3. Financial Statements for the Year Ended December 31, 2013

The unaudited financial statements for the period January 1, 2013 to December 31, 2013 were presented by the Finance Cash Manager, Karandeep Pandher, City of Surrey, on behalf of the Treasurer, a copy of which is attached to these minutes.

**Resolved:** That the members accept the report of the Treasurer as presented for the period January 1, 2013 to December 31, 2013.

The Finance Cash Manager explained to the members that there are two sets of financial statements. One set shows the financial activities of the Society. The second set consolidates the Society financial activities with the financial activities of the Surrey Homelessness and Housing Fund held by VanCity and controlled by the Society. This form of reporting is approved by the City's auditor and Canada Revenue Agency.

### 4. Report of Directors to Members

Judy Villeneuve, the President of the Board of Directors, presented the 2013 Report of Activities for the Society, a copy of which is attached to these minutes.

**Resolved:** That the members accept the report of the President.

### 5. Appointment of Directors

The Board of Directors of the Society recommended to the members that the current directors of the Society be re-appointed to the Board.

**Resolved:** That the members appoint the following persons as directors of the Society:

- Steve Kurrein
- Laurie Larsen
- Marilyn Herrmann
- Mary Miller
- Marilyn Pearson
- Randy Heed
- Sandy McLeod
- Stephen Casson
- Russ Froese
- Judy Villeneuve, City Councillor
- Linda Hepner, City Councillor



**SURREY HOMELESSNESS AND HOUSING SOCIETY**

**Financial Statements (Unaudited)**

**Year Ended December 31, 2013**

**Surrey Homelessness and Housing Society**  
**Statement of Financial Position**

*As at December 31, 2013, with comparative figures for 2012*

	Surrey Homelessness and Housing Fund (According to GAAP)		Registered Charity Information Return (According to Canada Revenue Agency)	
	2013	2012	2013	2012
<b>FINANCIAL ASSETS</b>				
Cash and cash equivalents	\$8,493,835	\$8,644,360	\$3,353	\$2,759
Accounts receivable	0	0	0	0
	<u>8,493,835</u>	<u>8,644,360</u>	<u>3,353</u>	<u>2,759</u>
<b>LIABILITIES AND SURPLUS</b>				
Accounts payable	114,752	24,739	0	0
Surplus	8,379,084	8,619,621	3,353	2,759
	<u>8,493,835</u>	<u>8,644,360</u>	<u>3,353</u>	<u>2,759</u>
	<u>\$8,493,835</u>	<u>\$8,644,360</u>	<u>\$3,353</u>	<u>\$2,759</u>

**Surrey Homelessness and Housing Society**  
**Statement of Financial Activities**

*Year Ended December 31, 2013, with comparative figures for 2012*

	Surrey Homelessness and Housing Fund (According to GAAP)		Registered Charity Information Return (According to Canada Revenue Agency)	
	2013	2012	2013	2012
<b>REVENUE</b>				
Grant	\$12,337	\$93,851	\$120,088	\$75,160
Interest revenue	256,823	282,885	-	-
	<u>269,160</u>	<u>376,716</u>	<u>120,088</u>	<u>75,160</u>
<b>EXPENDITURES</b>				
Administrative fees	99,305	117,795	-	-
Grants	284,204	266,152	-	-
Marketing	36,232	28,502	28,857	48,047
Services - consulting/professional	93,910	43,510	78,900	43,019
Supplies, materials and sundry	16,047	20,971	11,718	22,753
Training and professional development	-	-	-	-
	<u>509,697</u>	<u>476,930</u>	<u>119,474</u>	<u>113,820</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(240,537)	(100,214)	594	(38,660)
SURPLUS, BEGINNING OF YEAR	8,619,621	8,719,835	2,759	41,419
<b>SURPLUS, END OF YEAR</b>	<u>\$8,379,084</u>	<u>\$8,619,621</u>	<u>3,353</u>	<u>\$2,759</u>

**Surrey Homelessness and Housing Society**  
**Statement of Changes in Financial Position**

*Year Ended December 31, 2013, with comparative figures for 2012*

	Surrey Homelessness and Housing Fund (According to GAAP)		Registered Charity Information Return (According to Canada Revenue Agency)	
	2013	2012	2013	2012
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(240,537)	(100,214)	594	(30,660)
CASH IN NON-CASH OPERATING WORKING CAPITAL:				
Accounts receivable	-	1,000	-	-
Accounts payable	90,012	(97,563)	-	-
CHANGE IN CASH	(150,525)	(196,777)	594	(30,660)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	8,844,390	8,041,130	2,759	41,419
CASH AND CASH EQUIVALENTS, END OF YEAR	\$8,493,865	\$8,644,390	\$3,363	2,759

Surrey Homelessness and Housing Society  
2013 Report of Activities  
Annual General Meeting

The Surrey Homelessness and Housing Society has had one of our most active years yet.

### Grow

In 2013 the Board of Directors made a commitment to growing the fund by hiring a fund development consultant. A capital campaign cabinet has been formed, and the members have been working very diligently to build up the relationships and setting the stage for future growth. The cabinet is made up of:

- Councillor Linda Hepner
- Randy Heed
- Stephen Casson
- Marilyn Pearson

As a strategy, the board has chosen to not only raise funds for the endowment, but to raise funds for specific projects that meet the criteria for support from the fund and are highlighted within the City of Surrey Master Plan for Housing the Homeless.

### Grant

In 2013 the Society approved \$ 185,144. in Annual Grants.

- o Elizabeth Fry – Women’s Drop In Centre \$20,000
- o Elizabeth Fry – Feasibility Study 25,000
- o Greater Vancouver Regional Steering Committee On Homelessness- Homeless Count \$10,000
- o Kekinow Native Housing Society – Aboriginal Gathering Place \$5,000
- o Keys – Relocation pre-development plan \$10,000
- o Launching Pad – Envelope Repair \$11,250
- o Luke 15 House – Freezer purchase and installation \$12,881
- o Pacific Community Resource Society – Youth Housing Outreach Worker \$35,000
- o Peninsula Homeless To Housing Task Force – Affordable housing land site identification \$4000
- o Realistic Success – mattresses \$20,000
- o Servants Anonymous – Victory Home \$10,000
- o Surrey Homelessness and Housing Task Force (Sources) – \$20,000.00

As well, one responsive grant was funded:

- o Bolivar House: \$50,000.00 to help with the downpayment for the purchase of a house for homeless youth.

### Lead

Leadership in ending homelessness was identified by the Board of the Society as one of their key objectives. In 2013 we led both through granting and through direct board and staff participation in initiatives. These include:

- Staff and board were involved in the Surrey Poverty Reduction Plan, which SHHS helped to fund in a previous year. The Plan has brought together many Surrey organizations and stakeholders to think strategically through poverty reduction assessments and action plans.
- Metro Vancouver's 2014 Homeless Count. As well, and the Kwantlen CIRCLE research and the Metro Vancouver Plan Update.

We also carried out events and a public awareness campaign.

- The Youth Film Contest brought awareness to youth, students and the school system and met our goal of engaging youth. The winning film submissions are outstanding.
- Our annual Heroes of the Homeless event was very successful. So much fun, and what a great group of heroes we had; Dick Avison, Dr. Ken Stones and The Surrey Public Libraries – City Centre Library
- The Public Awareness Media Campaign was carried out with the assistance of Thornley Communications, and immense support from the City of Surrey. We saw a huge increase in traffic to our website and gained considerable attention of the general public.
- We launched wholeheartedly into social media such as twitter and facebook to provide information and news to the public.

#### **Board Renewal**

- Peter Simpson and Gary Hollick both retired from the board. We thanked them for their years of commitment to the board and wished them luck as they pursued other activities.
- The board welcomed Russ Froese and Stephen Casson as new board members

**SCHEDULE B TO 2014 AGM AGENDA**

**SURREY HOMELESSNESS AND HOUSING SOCIETY**

**Financial Statements (Unaudited)**

**Year Ended December 31, 2014**

**Surrey Homelessness and Housing Society**  
**Statement of Financial Position**

*As at December 31, 2014, with comparative figures for 2013*

	Surrey Homelessness and Housing Fund (According to GAAP)		Registered Charity Information Return (According to Canada Revenue Agency)	
	2014	2013	2014	2013
<b>FINANCIAL ASSETS</b>				
Cash and cash equivalents	\$8,411,266	\$8,493,835	\$57,795	\$3,353
Accounts receivable	0	0	0	0
	<u>8,411,266</u>	<u>8,493,835</u>	<u>57,795</u>	<u>3,353</u>
<b>LIABILITIES AND SURPLUS</b>				
Accounts payable	199,604	114,752	0	0
Surplus	8,211,662	8,379,084	57,795	3,353
	<u>8,411,266</u>	<u>8,493,835</u>	<u>57,795</u>	<u>3,353</u>
	<u>\$8,411,266</u>	<u>\$8,493,835</u>	<u>\$57,795</u>	<u>\$3,353</u>



**Surrey Homelessness and Housing Society**  
**Statement of Financial Activities**

*Year Ended December 31, 2014, with comparative figures for 2013*

	Surrey Homelessness and Housing Fund (According to GAAP)		Registered Charity Information Return (According to Canada Revenue Agency)	
	2014	2013	2014	2013
<b>REVENUE</b>				
Grant	\$140,863	\$12,337	\$167,194	120,068.45
Interest revenue	257,601	256,823	-	-
	<u>398,464</u>	<u>269,160</u>	<u>167,194</u>	<u>120,068</u>
<b>EXPENDITURES</b>				
Administrative fees	108,888	99,305	-	-
Grants	349,892	264,204	-	-
Marketing	49,074	36,232	33,408	28,857
Services - consulting/professional	45,887	93,910	65,703	78,900
Supplies, materials and sundry	12,145	16,047	13,641	11,718
Training and professional development	-	-	-	-
	<u>565,886</u>	<u>509,697</u>	<u>112,752</u>	<u>119,474</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(167,421)	(240,537)	54,442	594
SURPLUS, BEGINNING OF YEAR	8,379,084	8,619,621	3,353	2,759
<b>SURPLUS, END OF YEAR</b>	<u>\$8,211,662</u>	<u>\$8,379,084</u>	<u>57,795</u>	<u>\$3,353</u>

**Surrey Homelessness and Housing Society**  
**Statement of Changes in Financial Position**

*Year Ended December 31, 2014, with comparative figures for 2013*

	Surrey Homelessness and Housing Fund (According to GAAP)		Registered Charity Information Return (According to Canada Revenue Agency)	
	2014	2013	2014	2013
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(167,421)	(240,597)	54,442	594
CASH IN NON-CASH OPERATING WORKING CAPITAL:				
Accounts receivable	-	-	-	-
Accounts payable	84,852	90,012	-	-
CHANGE IN CASH	(82,569)	(150,525)	54,442	594
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	8,493,835	8,644,360	3,353	2,759
CASH AND CASH EQUIVALENTS, END OF YEAR	\$8,411,266	8,493,835	\$57,795	3,353

## SCHEDULE C TO 2015 AGM AGENDA



### **Board Succession Planning and Renewal Policy**

#### **Introduction**

The board of directors of the Surrey Homelessness and Housing Society (the "Society") is responsible for ensuring the effective and transparent operation of the Surrey Homelessness and Housing Fund.

The value of the board, in meeting its mandate, comes from the knowledge of its members, their cohesion as a group, their relationship with the chair, and their commitment to ending homelessness in Surrey.

There are currently 12 members of the board of directors. The by-laws require that there be at least 11 and that two of the members be members of City Council. An ordinary resolution of the members is required to set the number of directors at more than 11. The members passed an ordinary resolution on September 10, 2007 establishing the number of directors as 12.

Members of the board contribute their professional knowledge and governance experience to policy formation, decision-making and oversight of the Surrey Homelessness and Housing Fund. To ensure continuity and to provide for long-term renewal, the board requires members who have the ability and willingness to govern, and are prepared to:

1. Contribute their judgment
2. Invest the level of time and effort required
3. Have a personal commitment to the organization's Mission, Vision and Values.

#### **Purpose**

The objective of the Board Succession and Renewal Policy is to ensure that, collectively, the members of the board have the knowledge and skills necessary to enhance the long-term performance of the organization.

#### **Policy**

Board terms are three years, with a maximum of three terms. Term renewal is subject to the approval of the board of directors upon review of performance.



## **Procedures**

The identification of candidates for the board is a combination of many factors, including:

- Personal attributes and traits
- Community standing
- Qualifications and expertise
- Diversity of viewpoints that are brought to the table, for example, the board has decided that we should aim for the following representation:
  - Faith community (1)
  - Labour (1)
  - Not-for-profit/community organizations (1)
  - Business/development (2)
  - City Council (2)
  - Public at large (5).

The process of recruiting candidates will be guided by a Board Selection Criteria Profile which sets out the general qualifications to be used in the selection of candidates for the vacant board seat.

## **Key Qualifications and Core Competencies**

To fulfill the board's complex roles, the board is strongest and most effective when key qualifications and core competencies are represented on the board as a whole. In addition to the general profile requirements, each director should contribute knowledge, experience and skills in at least one or two of such areas of expertise as:

- Accounting/finance qualifications
- Legal qualifications
- Board governance experience
- Business management acumen
- Knowledge of homelessness issues and/or a willingness to learn about them
- Public sector knowledge
- Labour relations and human resources
- Financial literacy



- Communications or public relations
- Technology
- Non-profit organizational experience.

### **Commitment and Capacity to Contribute**

In addition to possessing personal attributes and key qualifications required of a board member, a director is expected to:

- Commit the time that is required to fulfill his or her responsibilities
- Attend all scheduled board and committee meetings, attend occasional special meetings, and be adequately prepared for all meetings
- Travel, as required, to participate in board and committee meetings
- Ensure he or she acts in compliance with the Conflict of Interest Guidelines for Directors
- Bring the perspective of their expertise to the affairs of the Society
- Perform his or her duties consistent with the overall mandate and policies of the Society
- Occasionally represent the board at special events.

### **Identifying Vacancies and Sourcing Qualified Candidates**

A nominating committee will be established as a standing committee of the board consisting of three or more members, at least one of whom is also a member of the Society. The following is the process for identifying vacancies and sourcing qualified candidates:

1. The committee will identify the need for future appointments at least six months prior to the expiry of current board members' terms of appointment.
2. A director can be asked to continue to serve if, in the opinion of the board chair and in consultation with the chair of the committee, the director has performed satisfactorily during his or her initial term of office.
3. Relevant factors in the consideration of satisfactory performance will be:
  - a. The board member's contribution to the strategic goals and objectives of the Society,

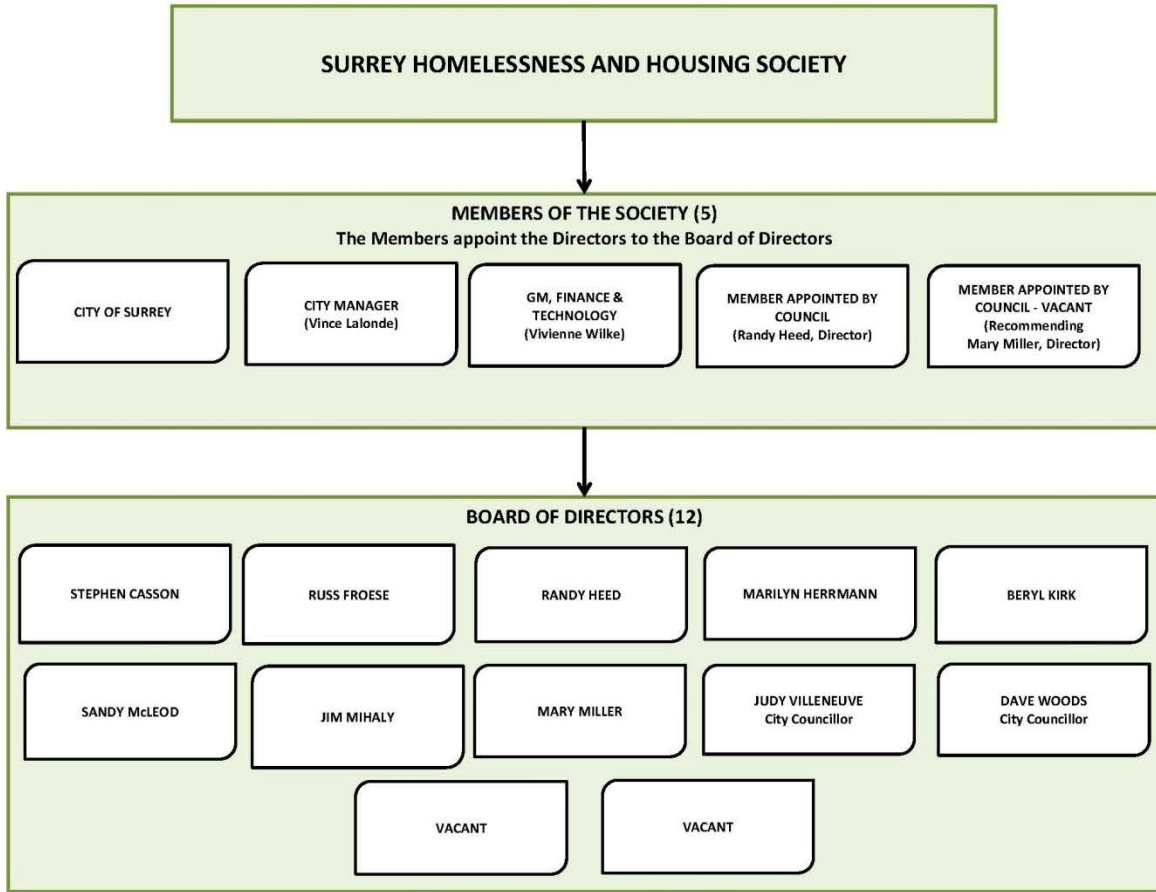


- b. Participation in board, committee work and other activities in support of the organization.
4. If the person is prepared to continue as a board member, staff will notify the board of the Society of the person's willingness to serve and the recommended duration of the re-appointment.
5. When positions become vacant, the committee will develop a skills profile for the position consistent with the Board Selection Criteria Profile. In identifying the requirements, consideration will be given to the present membership of the board and to the key qualifications which should be added or strengthened over time to maintain a board which will meet the evolving needs of the Society. This objective will most likely be achieved by a body of board members with an appreciation of homelessness in the City of Surrey and a willingness to participate in fund development, public awareness, community events and/or other necessary activities that may evolve over time and as decided by the board of directors.
6. The committee will work with the board to identify and review qualified candidates. Current board members will be encouraged to identify potential candidates known to them through personal or community contacts. Candidates determined to have the required qualifications will be interviewed by the board chair and the nominating committee. During the course of the interviews, the board chair will ensure that candidates have a clear understanding of the requirements of a board member and are prepared to make the necessary commitments of time, energy and expertise if appointed.
7. The committee will make its recommendations to the board. Once the board has approved the candidates to be nominated, the corporate secretary will forward its recommendations to the members of the Society for consideration at a general meeting. In the case of a candidate recommended to fill a vacancy on the board until the next annual general meeting, the board may appoint the person as a replacement director.
8. All recommendations for appointments to the board will be based on an objective assessment of the fit between the skills and qualifications of the prospective candidate or candidates and the needs of the organization.



9. While care will be taken in identifying candidates who can effectively represent the regional, ethnic, age and gender diversity of the City of Surrey, the overriding principle is selection based on merit.
10. To achieve a good balance between continuity of experience and injection of fresh perspectives to the board, appointments to the board should be staggered. Generally, appointments are not renewed beyond a maximum of nine years.
11. A director may re-apply to the board of directors after a minimum one year absence.
12. A director who replaces a director who resigns before the end of three years serves out the remaining term of the resigning director thereby preserving the one-third rotation. This may require the replacement director to be elected at an intervening AGM to a one or two year term.

APPENDIX "II"





## APPENDIX "III"

**Ms. Mary Miller**

### **Professional Experience**

Mary Miller, Provincial Director of a Medical IT project with the NW Division of Family Practice, has over 25 years of Management Experience in health and technology. Along with a career in health care and IT, Mary has also managed a major BC rural revitalization project and more recently a WelcomeBC project which explored the creation of a welcoming and inclusive community in Surrey.

### **Volunteer Experience**

A dedicated community volunteer, Mary served on the Surrey Foundation Board of Directors for a number of years. She is a founding Director of the Surrey Homelessness and Housing Society, and has been a dedicated member of both the Fund Development and Granting Review committees.

Mary is a long time Surrey resident, and is deeply committed to improving the lives of Surrey residents.

APPENDIX "IV"

DEED OF TRUST  
FOR THE ESTABLISHMENT OF  
THE CITY OF SURREY HOMELESSNESS FUND

This Deed of Trust is dated the 3 day of October, 2007.

BETWEEN:

**CITY OF SURREY**, a municipal corporation  
having its office at 14245 – 56 Avenue  
Surrey, BC V3X 3A2

(the "Donor")

AND:

**SURREY HOMELESSNESS AND HOUSING SOCIETY**  
a British Columbia society having its registered office at  
14245 – 56 Avenue  
Surrey, BC V3X 3A2

(the "Society")

AND:

**VANCITY COMMUNITY FOUNDATION**  
Suite 510 – 815 West Hastings Street  
Vancouver, BC V6C 1B4

(the "Foundation")

WHEREAS:

- A. The Donor wishes to establish a fund to be known as the City of Surrey Homelessness and Housing Fund (the "Fund") with the Foundation.
- B. The Donor intends that the Society will act as the advisor to the Foundation with respect to the Fund.
- C. The Donor will contribute \$ 9,000,000<sup>00</sup> to the Foundation as the initial capital contribution to the Fund (the "Initial Capital Contribution").

The Fund shall be held by the Foundation under the following terms and conditions:

**1. Acknowledgment**

The Foundation acknowledges receipt from the Donor of the Initial Capital Contribution to the Fund and agrees to hold such sum, together with any additional contributions, upon the terms and conditions set out herein.

**2. Purposes of Fund**

The Fund shall be held and invested by the Foundation and disbursements shall be made from the Fund to support charitable activities that address issues of homelessness, assisted housing and poverty in the City of Surrey.

**3. Disbursements**

The Foundation shall disburse or grant for the purposes of the Fund such amount or amounts of the income derived from the Fund and such part or parts of the capital of the Fund as the Foundation shall from time to time determine to any "qualified donee" (as defined in the *Income Tax Act* (Canada)) which, unless the Society otherwise agrees in writing, shall be the Society. Any income not disbursed in any year shall be accumulated and added to the capital of the Fund.

Notwithstanding the generality of the foregoing, any transfer of capital of the Fund to another registered charity pursuant to this paragraph shall be subject to the condition that the transferee shall hold such capital on the same terms and conditions that apply to this Fund.

**4. Advisor**

The Society may provide direction, advice and recommendations to the Foundation regarding grants and disbursements from the Fund, but, except as expressly provided for below with respect to the termination, the Foundation retains absolute discretion to make decisions regarding all grants and disbursements from the Fund. The Society may, by written notice to the directors of the Foundation designate another organization, a person or persons to serve as an advisor to the Fund.

**5. Investment of the Fund**

In investing the Fund, the Foundation may in its absolute discretion:

- (a) invest and reinvest the capital and income which from time to time comprises the Fund in such investments as the Foundation shall decide. The Foundation is expressly authorized to invest in community development lending or other investments designed to achieve a social purpose. The Foundation will follow its ethical investment guidelines established from time to time;
- (b) without restricting the generality of the above provisions, and notwithstanding any rule of law or equity to the contrary, the Foundation may invest the Fund as part of its pooled endowment investments;
- (c) the Foundation shall maintain a separate account within the Fund for private donations that are subject to the minimum ten (10) year endowment rule; and
- (d) the Foundation may pay from the capital of the Fund an investment management fee to cover all necessary expenses incurred by the Foundation in investing, managing and administering the Fund including, without limitation, any

fees or charges from services of agents engaged by the Foundation in connection with the investment, management and administration of the Fund. In addition, the Foundation may pay twice annually an administration charge from the capital of the Fund to support the Foundation's administrative services. The Foundation agrees that the administration charge shall not exceed \$65,000 annually. The Foundation may, after approval of the Society, amend the charge rate from time to time.

**6. Additional Capital Contributions**

The Foundation may accept additional contributions to the Fund from any person, corporation, society or foundation and upon request shall issue appropriate income tax donation receipts in respect thereof.

**7. Foundation Contribution**

The Foundation agrees to make grants from existing Foundation resources of \$25,000 per annum for three (3) years to support charitable projects that address homelessness and poverty in Surrey, and to consult with the Society prior to making these grant decisions.

**8. Reporting**

The Foundation shall provide the Society with monthly written reports and financial statements on the capital, any additional capital contributions, income, grants and disbursements from the Fund, the administration charges against the Fund and such other matters as the Society requests.

**9. Termination of the Fund**

- (a) In the event that the Foundation determines that it is no longer appropriate for the Foundation to hold and invest the Fund, the Foundation may, after consultation with the Society, if reasonably possible, transfer the capital and any undistributed income of the Fund to any "qualified donee" (as defined in the *Income Tax Act* (Canada)) which, unless the Society otherwise agrees in writing, shall be the Society. In the event of the winding up or liquidation of the Foundation, the capital and any undistributed income of the Fund will be transferred to any qualified donee which, unless the Society otherwise agrees in writing, shall be the Society.
- (b) In the event that the Society, in its sole discretion, wishes the Foundation to transfer the capital, including all additional capital contributions made in accordance with paragraph 6 of this Deed of Trust and any undistributed income of the Fund to the Society or to another "qualified donee" (as defined in the *Income Tax Act* (Canada)), the Foundation shall complete the transfer within 180 days written notice to the Foundation that the Society wishes to terminate this Deed of Trust.

Provided however that any transfer of capital of the Fund to another registered charity pursuant to this paragraph shall be subject to the condition that the transferee shall hold such capital on the same terms and conditions that apply to this Fund.

10. Amendment

This Deed of Trust may be amended at any time by agreement in writing between the Donor, the Society and the Foundation.

11. Miscellaneous

The Foundation shall, in a manner not inconsistent with generally accepted accounting principles, acknowledge and identify the Fund as a separate asset of the Foundation.

SIGNED AND WITNESSED on behalf of the CITY OF SURREY in the presence of:

Jane Sowik  
Witness signature

JANE SOWIK  
Witness name  
14245 - 56 Avenue  
Witness address  
Surrey, B.C. V3X 3A2 591-4372  
A Commissioner for taking Affidavits  
for British Columbia

Witness occupation

Dianne L. Watts  
On behalf of the City of Surrey  
Mayor Dianne L. Watts

Margaret Jones  
On behalf of the City of Surrey  
Margaret Jones, City Clerk

SIGNED AND WITNESSED on behalf of SURREY HOMELESSNESS AND HOUSING SOCIETY in the presence of:

Anderson Gray  
Witness signature  
Anderson Gray  
Witness name  
14245 - 56 Avenue  
Witness address  
Surrey BC V3X 3A2  
Administrative Ass. stant  
Witness occupation

Anderson Gray  
On behalf of the Surrey  
Homelessness and Housing Society

Anderson Gray  
On behalf of the Surrey  
Homelessness and Housing Society

SIGNED AND WITNESSED by Ian Mass  
on behalf of the VANCITY COMMUNITY  
FOUNDATION in the presence of:

Katherine Bell  
Witness signature

KATHERINE BELL  
Witness name  
815, W. HASTINGS ST.  
Witness address  
VANCOUVER BC V6C 1B4

MANAGER NAMED FUNDS.  
Witness occupation

I. Mass

On behalf of the VanCity  
Community Foundation