

# **Nominating Committee**

## **Agenda**

**Tuesday, March 12, 2019**

**4:00 p.m.**

**Council Chambers  
City Hall  
320 Esplanade  
Sydney, N.S.**

**Committee Members:**

**Mayor Cecil P. Clarke, Chair  
Councillor Clarence Prince  
Councillor Steve Gillespie  
Councillor Eldon MacDonald  
Councillor Ray Paruch  
Councillor Amanda McDougall**

# Cape Breton Regional Municipality

## Nominating Committee

Tuesday, March 12, 2019

4:00 p.m.

### AGENDA ITEMS

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#### Roll Call

1. **Approval of Minutes:** (Previously Distributed)
  - November 5, 2018
2. **APPROVAL OF AGENDA:** (Motion Required)
3. **Nominating Committee Selection Process for Citizen Appointments:**  
Deborah Campbell Ryan, Municipal Clerk (See page 3)
4. **Report on Call for Expressions of Interest – Citizen Representatives on Various Committees:** Deborah Campbell Ryan, Municipal Clerk (See page 5)

#### Background information:

- a) Copy of Newspaper Advertisements (See page 7)
- b) Terms of Reference for each Committee:
  - i) Cape Breton Regional Library Board (See page 9)
  - ii) Heritage Advisory Committee (See page 11)
  - iii) Port of Sydney Development Corporation (See page 21)
  - iv) Viability Study Steering Committee (See page 36)
- c) Current Listing of Citizen Appointments (See page 39)

**Note:** Matrix of applicants for each Committee will be distributed separately to the Nominating Committee members.

#### Adjournment



# M·E·M·O

**To:** Mayor Cecil P. Clarke & the Nominating Committee  
**From:** Deborah Campbell Ryan, Municipal Clerk  
**Date:** March 8, 2019  
**Subject:** Nominating Committee Selection Process for Citizen Appointments

Attached is a summary of the process that the CBRM Nominating Committee has been using for the past number of years to select citizen appointees for internal and external committees. Recently it has been brought to our attention by our Solicitor that this does not meet the test for closed meetings under the *Municipal Government Act*. Subsequently I contacted our Municipal Advisor at the Department of Municipal Affairs to obtain some guidance.

He agreed that discussion of the applicants' personal information in an open meeting is a balancing act with respect to people's privacy. The Municipal Advisor provided suggestions on how to proceed:

- While the meetings of the Nominating Committee must be open to the public, the proceedings do not have to be live streamed or videotaped when dealing with citizen appointments.
- The applicants' background information does not have to be attached to the public agenda.
- A matrix of the applicants identified by name and number, noting their qualifications and experience in the related field, can be provided to the Nominating Committee.
- Discussion by the Committee should be non-specific, referring to the candidates by number and not by name.
- Recommendations to Council in open session shall be based on candidate number, and once the citizens have accepted the positions and any required background checks have been completed, their names can be released at a subsequent open meeting.

I have reviewed this with our Solicitor and he is in agreement. Therefore I would recommend that CBRM Council adopt the above procedure and amend the RC4 Committees Policy accordingly.

**ORIGINAL SIGNED BY**

Deborah Campbell Ryan,  
Municipal Clerk

### **CBRM Process re: Appointment of Citizens**

Citizen applicants for Committees will be considered at an In Camera meeting of the Nominating Committee, after which recommendations with the names of the successful candidates for each Committee are referred to an In Camera Council meeting for review and approval.

At an open session, Council can pass a generic motion regarding the In Camera Council recommendations and the names will be publicly released at a subsequent Council meeting once the citizens have accepted the positions and any required background checks have been completed.

## M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5010

**To:** Mayor Cecil P. Clarke & the Nominating Committee  
**From:** Deborah Campbell Ryan, Municipal Clerk  
**Date:** March 8, 2019  
**Subject:** Report on Call for Expressions of Interest  
– Citizen Representatives on Various Committees

The regular term for citizens on the CBRM Heritage Advisory Committee and the Cape Breton Regional Library Board will expire at the end of March this year. Further, the citizen representative for the Business and Commerce position on the Port of Sydney Development Corporation Board will expire April 1<sup>st</sup>, 2019. Thus as a matter of process, the Clerk's Department made arrangements for an ad to appear in the Cape Breton Post on Saturday, February 23, 2019, calling for expressions of interest for Citizens to serve on these Committees. The notice was also placed on the CBRM website, as well as Facebook, Twitter, LinkedIn and Charity Village. The deadline for submissions was March 1, 2019.

In response, we received a total of fifteen (15) applications, the breakdown of which is as follows:

- i) Cape Breton Regional Library Board – nine (9) submissions
- ii) Heritage Advisory Committee – four (4), including one late submission
- iii) Port of Sydney Development Corporation – two (2) submissions

A matrix outlining the background information for each applicant is attached separately.

### Viability Study Steering Committee:

Further, as directed at the Special Council meeting held on December 5, 2018, a call for expressions of interest was issued for a citizen representative to fill the vacancy on the Viability Study Steering Committee. The ad appeared in the Cape Breton Post on Wednesday, December 12<sup>th</sup>, and the closing date was Wednesday, December 19, 2018. The notice was also circulated via social media. In response, we received a total of six (6) applications, however one was withdrawn. A matrix for each of these applicants is also attached separately.

For the Committee's information, also attached is background information on the roles and responsibilities for each Committee.

Continued...

**Recommendations:**

- a) Cape Breton Regional Library Board – nine (9) submissions received, but only two citizens are required for a two-year term.

**It is recommended that the Nominating Committee review the submissions in terms of suitability based on the attached Terms of Reference for the Cape Breton Regional Library Board and forward their recommendation to Council.**

- b) Heritage Advisory Committee – four (4) received, including one late submission. As outlined in the Heritage Property By-Law, at least three but no more than seven members of the Committee shall be citizens who are members of local historical societies or individuals who have, in the opinion of the Council, otherwise demonstrated active concern for the preservation of buildings of historic significance. These appointments will be for a two-year term.

**It is recommended that the Nominating Committee review the submissions in terms of suitability based on the attached Roles and Responsibilities of the Heritage Advisory Committee and forward their recommendation to Council.**

- c) Port of Sydney Development Corporation – two (2) submissions received, but only one citizen with expertise in business and commerce is required for a three-year term.

**It is recommended that the Nominating Committee review the submissions in terms of suitability based on the attached Roles and Responsibilities for the Port of Sydney Development Corporation Board and forward their recommendation to Council.**

- d) Viability Study Steering Committee - As noted above, five (5) submissions were received, however only one citizen is required for the balance of the project, which is expected to be completed by May 31, 2019.

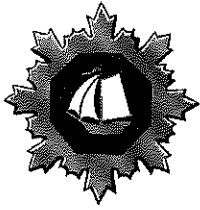
**It is recommended that the Nominating Committee review the submissions in terms of suitability based on the attached Terms of Reference for the Viability Study Steering Committee and forward their recommendation to Council.**

**ORIGINAL SIGNED BY**

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**Deborah Campbell Ryan**  
**Municipal Clerk**

Attachments



## *Cape Breton Regional Municipality*

### **Citizen Representation on Committees Call for Expressions of Interest**

The Council of the Cape Breton Regional Municipality requires, from time to time, the services of citizens who would be willing to serve as volunteer members on various Committees of Council, or exterior Committees to which CBRM appoints Citizens.

Currently there are vacancies on the following Committees:

- **CBRM Heritage Advisory Committee** (*three to seven positions for a two year term – note that meetings are live streamed*)
- **Cape Breton Regional Library Board** (*two positions for a two year term*)
- **Port of Sydney Development Corporation** (*one position with Business and Commerce expertise for a three year term*)

The Terms of Reference/Roles for these Committees can be found on the CBRM website:  
<http://cbrm.ns.ca/clerks-department.html>

Residents of the Cape Breton Regional Municipality who are interested in serving on these Committees should forward a letter of application, with a short bio/resume outlining qualifications and experience in the related field, by **4:30 p.m. on Friday, March 1<sup>st</sup>, 2019** to:

Deborah Campbell Ryan, Municipal Clerk  
Cape Breton Regional Municipality  
City Hall - 320 Esplanade, Suite 405  
Sydney, NS B1P 7B9

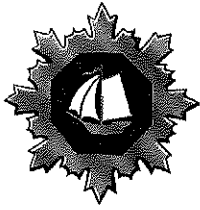
Or Fax it to: 902-564-0481  
Or Email: [ClerksOffice@cbrm.ns.ca](mailto:ClerksOffice@cbrm.ns.ca)

\* **Please Note:** The applications will be considered at Nominating Committee/Council meetings that are open to the public.

**Signed: Deborah Campbell Ryan  
Municipal Clerk**

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Cape Breton Post  
Sydney Section (C3 or D4) or as required  
Saturday, February 23, 2019



## *Cape Breton Regional Municipality*

### **Citizen Representation on Committee Call for Expressions of Interest**

The Council of the Cape Breton Regional Municipality requires, from time to time, the services of citizens who would be willing to serve as volunteer members on various Committees of Council, or exterior Committees to which CBRM appoints Citizens.

Currently there one vacancy on the **CBRM Viability Study Steering Committee**.

\* **Please Note:** The Terms of Reference/Roles for this Committee can be found on the CBRM website: <http://cbrm.ns.ca/clerks-department.html>

Residents of the Cape Breton Regional Municipality who are interested in serving on this Committee should forward a letter of application, together with a Resume, noting qualifications and experience in their related field, by **4:30 p.m. on Wednesday, December 19, 2018** to:

Deborah Campbell Ryan, Municipal Clerk  
Cape Breton Regional Municipality  
City Hall - 320 Esplanade, Suite 405  
Sydney, NS B1P 7B9

Or Fax it to: 902-564-0481  
Or Email: [ClerksOffice@cbrm.ns.ca](mailto:ClerksOffice@cbrm.ns.ca)

Please note that the appointment to this Committee is a volunteer position.

**Signed:            Deborah Campbell Ryan  
                         Municipal Clerk**

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Cape Breton Post  
Sydney Section (C3 or D4) or as required  
Wednesday, December 12, 2018

**Cape Breton Regional Library Board**  
**Terms of Reference for Library Board Appointments**

1	Statute	C. 254, R5NS 1989 amended 1990, the Libraries Act
2.	Purpose	To set policy and provide governance for the Cape Breton Regional Library, serving the Municipalities of the Counties of Cape Breton and Victoria. A Regional Library Board is a body corporate.  A Regional Library Board is a governing board. Governing boards are legal entities which have the authority to make policy and govern the affairs of the organization. They do not have direct responsibility for operations and programming, employees (other than the Regional Librarian), collection development or other day-to-day operational matters.
3.	Composition	Province of Nova Scotia – 2 Citizen Representatives Cape Breton Regional Municipality – 3 Council members Cape Breton Regional Municipality – 2 Citizen representatives County of Victoria – 1 Council Member County of Victoria – 1 Citizen Representative  Must reside in area served by the Board.
4.	Library Board Committees	Executive Committee: comprised of Chair, Vice-Chair and Treasurer  Audit Committee: comprised of Chair, Vice-Chair and Treasurer  Special committees are established at the direction of the Library Board.  Regional Librarian serves as Secretary to the Board.
5.	Conflict of Interest	No current or former employee (having worked at the Library within the past two years) shall be appointed a member of the Library Board.  Library Board members shall not have a professional or personal (immediate family member of a Library staff member or a person residing in the same household as a Library staff member) conflict of interest. (Immediate family member is defined as spouse, partner, sibling, parent, grandparent, child or in-law of a staff member.)
5.	Work & Experience Requirements	No formal work & experience requirements, however, an understanding and appreciation for the importance of public library services, literacy and reading is very important.  Board members are requested to hold a valid Library Card.

**Cape Breton Regional Library Board**  
**Terms of Reference for Library Board Appointments**

6.	Skills Required	Skill(s) in such area(s) of fundraising, community development, communications, public relations, finance, planning and policy development, advocacy, and information technology would be welcome assets.
7.	Term of Appointment	Terms for one, two or three years (as determined by the municipal unit making the appointment); Province of Nova Scotia appointment term is determined by the Governor in Council.
8.	Remuneration	Participation on the Library Board is voluntary. Cape Breton Regional Library will pay mileage from the Board Members place of residence to Library meetings/events when the member is not compensated from another body for attending a meeting or event (ie. From a municipal unit).
9.	Anticipated Time Commitments	Meetings held a minimum of 4 times per year; weekday (usually Monday) evenings at 6:00pm. Additional meetings are called at the discretion of the Chair. Board members are encouraged to attend special events hosted by/in support of Library (but without remuneration).
10.	Other	The Cape Breton Regional Library operates 12 branches and 2 bookmobiles. A variety of programmes and services are available.

## **CBRM Heritage Advisory Committee – Roles and Responsibilities**

The Heritage Advisory Committee shall be appointed in accordance with the provisions of the Heritage Property By-Law to perform the duties and exercise the powers prescribed by the Heritage Property By-Law and the *Heritage Property Act*.

### **Excerpt – NS *Heritage Property Act***

<http://nslegislature.ca/legc/statutes/heritage.htm>

### **Definitions**

3(e) "heritage advisory committee" means a heritage advisory committee established by a municipality pursuant to this Act;

### **Municipal registry of heritage property and heritage advisory committee**

12 (1) A municipality may by by-law establish a municipal registry of heritage property.

(2) A by-law made pursuant to this Section shall provide for the establishment of a heritage advisory committee.

(3) The heritage advisory committee shall consist of at least two members of the council and such persons or such number of persons as the council may determine by by-law.

(4) The by-law may provide the term for which members of the heritage advisory committee shall serve.

(5) The by-law may provide that the planning advisory committee of the municipality shall be the heritage advisory committee of the municipality.

(6) A by-law made pursuant to this Section is subject to the approval of the Minister of Municipal Affairs, and when so approved has the force of law. *R.S., c. 199, s. 12.*

### **Powers of heritage advisory committee**

13 The heritage advisory committee may advise the municipality respecting

(a) the inclusion of buildings, public-building interiors, streetscapes, cultural landscapes and areas in the municipal registry of heritage property;

(b) an application for permission to substantially alter or demolish a municipal heritage property;

(ba) the preparation, amendment, revision or repeal of a conservation plan and conservation by-law;

(bb) the administration of heritage conservation districts pursuant to the provisions of this Act;

(bc) an application for a certificate that is required by this Act or the conservation plan and conservation by-law to go to a public hearing;

(c) building or other regulations that affect the attainment of the intent and purpose of this Act;

(d) any other matters conducive to the effective carrying out of the intent and purpose of this Act. *R.S., c. 199, s. 13; 1991, c. 10, s. 3; 2010, c. 54, s. 9.*

### **Recommendation as municipal heritage property**

14 (1) A heritage advisory committee may recommend to the municipality that a building, public-building interior, streetscape, cultural landscape or area be registered as a municipal heritage property in the municipal registry of heritage property.

(2) The municipality shall cause notice of the recommendation to be served upon each registered owner of the building, public-building interior, streetscape, cultural landscape or area that is the subject of the recommendation at least thirty days prior to registration of the building, public-building interior, streetscape, cultural landscape or area in the municipal registry of heritage property.

(3) The notice shall contain

(a) a statement that the building, public-building interior, streetscape, cultural landscape or area described in the notice has been recommended for registration in the municipal registry of heritage property;

(b) a brief statement of the reasons for the recommendation;

(c) a summary of the consequences of registration;

(d) a statement that no person shall substantially alter the exterior appearance of or demolish the building, public-building interior, streetscape, cultural landscape or area for one hundred and twenty days after the notice is served unless the municipality sooner refuses to register the property; and

(e) notification of the right of the owner to be heard and of the time and place for the hearing.

(4) No person shall substantially alter the exterior appearance of or demolish a building, public-building interior, streetscape, cultural landscape or area for one hundred and twenty days after a notice respecting the building, public-building interior, streetscape, cultural landscape or area has been served pursuant to subsection (2) except in those cases where, prior to the expiration of one hundred and twenty days, the municipality refuses to register the property.

(5) A copy of the notice served pursuant to subsection (2) shall be deposited in the registry of deeds for the registration district in which the building, public-building interior, streetscape, cultural landscape or area is situate. *R.S., c. 199, s. 14; 2010, c. 54, s. 10.*

**Registration as municipal heritage property**

15 (1) At any time not less than thirty days nor more than one hundred and twenty days after service of the notice pursuant to Section 14 and on the advice of the heritage advisory committee, the municipality may register the building, public-building interior, streetscape, cultural landscape or area as a municipal heritage property in the municipal registry of heritage property.

(2) No registration pursuant to subsection (1) shall take place until the council has given the owner of the property an opportunity to be heard and such opportunity shall be given not earlier than three weeks after service of the notice pursuant to subsection (2) of Section 14.

(3) Notice of the registration shall be sent to each registered owner of the building, public-building interior, streetscape, cultural landscape or area and a copy thereof shall be deposited in the registry of deeds for the registration district in which the building, streetscape or area is situate. *R.S., c. 199, s. 15; 2010, s. 54, s. 11.*

**Deregistration of municipal heritage property**

16 (1) On the application of an owner of a municipal heritage property or on its own motion, the council may deregister a municipal heritage property where

(a) the property has been destroyed or damaged by any cause; or

(b) the continued registration of the property appears to the council to be inappropriate as a result of the loss of the property's heritage value, as identified in the property's heritage file or notice of recommendation, unless the loss of the heritage value was caused by neglect, abandonment or other action or inaction of the owner ,

after holding a public hearing to consider the proposed deregistration.

(2) Such a public hearing shall be held not less than thirty days after a notice of the hearing is served on the registered owner of the municipal heritage property and published in a newspaper circulating in the area.

(3) Where a municipal heritage property is deregistered, the council shall cause notice of the deregistration to be sent to the registered owner of the property and a copy thereof to be

deposited in the registry of deeds for the registration district in which the property is situate. *R.S., c. 199, s. 16; 2010, c. 54, s. 12.*

**Approval to alter or demolish municipal heritage property**

17 (1) Municipal heritage property shall not be substantially altered in exterior or public-building interior appearance or demolished without the approval of the municipality.

(2) An application for permission to substantially alter the exterior or public-building interior appearance of or demolish municipal heritage property shall be made in writing to the municipality.

(3) Upon receipt of the application, the municipality shall refer the application to the heritage advisory committee for its recommendation.

(4) Within thirty days after the application is referred by the municipality, the heritage advisory committee shall submit a written report and recommendation to the municipality respecting the municipal heritage property.

(5) The municipality may grant the application either with or without conditions or may refuse it.

(6) The municipality shall advise the applicant of its determination. *R.S., c. 199, s. 17; 2010, c. 54, s. 13.*

**Consideration by municipality of application to alter or demolish**

18 (1) The municipality may take up to three years to consider an application under Section 17.

(2) In its consideration of the application, the municipality may require public notice of the application and information meetings respecting the application to be held.

(3) Where the municipality does not approve the application, the property owner may, notwithstanding Section 17, make the alteration or carry out the demolition at any time after three years from the date of the application but not more than four years after the date of the application.

(4) Where the property owner has made the alteration or carried out the demolition in accordance with this Section, the municipality may deregister the property if the municipality determines that the property has lost its heritage value. *2010, c. 54, s. 14.*

**Sign or plaque**

19 The municipality may cause a sign, plaque or other marker to be placed on a municipal heritage property indicating the significance of that property. *R.S., c. 199, s. 19.*

**Establishment of heritage conservation district**

19A (1) A municipality may establish a heritage conservation district by concurrently adopting a heritage conservation district plan and a heritage conservation district by-law for a part of the municipality and there may be different conservation plans and conservation by-laws for different parts of the municipality.

(2) A conservation by-law made pursuant to this Section shall provide for the establishment of a heritage advisory committee and subsections (3) to (5) of Section 12 apply mutatis mutandis unless a heritage advisory committee is established pursuant to Section 12.

(3) A conservation plan and conservation by-law shall be adopted by a majority vote of the whole council after a public hearing and consideration of any submissions received, but only those councillors present at the public hearing may vote upon the adoption of the conservation plan and conservation by-law.

(4) The Minister shall forward a copy of the conservation plan and conservation by-law and the prescribed background studies and information to the Minister responsible for the Municipal Government Act for that Minister's recommendation.

(5) The Minister shall approve a conservation plan and conservation by-law unless

- (a) the conservation by-law does not carry out the intent of the conservation plan;
  - (b) the conservation plan is not implemented by the conservation by-law;
  - (c) the prescribed background studies or information do not support the conservation plan or conservation by-law;
  - (d) the conservation plan or conservation by-law conflicts with an applicable provincial land-use policy or regulation adopted pursuant to the Municipal Government Act;
  - (e) the conservation plan or conservation by-law conflicts with the applicable municipal planning strategy or land-use by-law;
  - (f) in the opinion of the Minister, there is a conflict with any other provincial interest, and they take effect on and not before approval by the Minister.
- (6) A conservation plan and conservation by-law approved by the Minister pursuant to subsection (5) may concurrently be amended, revised or repealed by the council and subsections (3) to (5) apply mutatis mutandis.
- (7) Where a proposed heritage conservation district includes a provincial heritage property, the Minister shall refer the proposed conservation plan and conservation by-law to the Advisory Council for its recommendation and, upon consideration of the recommendation, shall determine that the conservation plan and conservation by-law
- (a) apply to the provincial heritage property and that Sections 7 to 11 do not apply to the provincial heritage property;
  - (b) apply to the provincial heritage property to the extent determined by the Minister and subject to such conditions as the Minister determines; or
  - (c) do not apply to the provincial heritage property.
- (8) Where a building, streetscape or area in an established heritage conservation district is to be designated as a provincial heritage property, the Minister may determine that the conservation plan and conservation by-law apply or do not apply to the provincial heritage property to the extent determined by the Minister and subject to such conditions as the Minister determines. *1991, c. 10, s. 4; 2010, c. 54, s. 15.*

**Consequences of establishing district**

- 19B (1) Where a heritage conservation district is established,
- (a) no further building, streetscape or area in the district shall be registered as a municipal heritage property;
  - (b) Section 18 does not apply to any municipal heritage property within the district;
  - (c) the conservation plan and conservation by-law shall include
    - (i) policies respecting demolition or removal of municipal heritage properties within the district, and
    - (ii) a requirement that a certificate be issued for demolition or removal of any municipal heritage property within the district; and
  - (d) notwithstanding clause (c) and for greater certainty, Section 17 continues to apply to a municipal heritage property within the district.
- (2) Subject to subsection (1), a municipal heritage property located in a heritage conservation district continues to be a municipal heritage property. *1991, c. 10, s. 4.*

**Design guidelines**

- 19C Design guidelines included in a conservation by-law shall
- (a) with respect to a building or structure, address only the exterior of the building or structure;
  - (b) not address the use to which land, a building or a structure may be put. *1991, c. 10, s. 4.*

**Prohibited restriction in by-law**

19D A restriction in a conservation by-law that does not permit a building of any kind on a lot is ultra vires. *1991, c. 10, s. 4.*

**Certificate for development**

19E (1) Where a council has adopted a conservation plan and conservation by-law, a certificate is required to undertake the types of development for which a certificate is required by the conservation by-law.

(2) A certificate shall be issued for a proposed development if the development meets the requirements of the conservation by-law or is approved by the council following a public hearing where the conservation plan and conservation by-law require such a hearing.

(3) No certificate that is or may be inconsistent with the proposed amendment or revision of a conservation by-law shall be issued for a period of one hundred and twenty days from the date of publication of the first notice advertising the intention of the council to amend or revise the conservation plan and conservation by-law.

(4) Where the proposed amendment or revision of the conservation plan and conservation by-law has not come into effect after the expiry of the time specified in subsection (3), the certificate shall be issued if, in all other respects, it meets the requirements of the conservation by-law or is approved by the council, as the case may be, following a public hearing, where one is required pursuant to this Act or the conservation plan and conservation by-law.

(5) No development permit granted pursuant to the Planning Act and no permit granted pursuant to the Building Code Act and regulations that is or may be inconsistent with a proposed conservation by-law, or an amendment or revision thereof, shall be issued for a period of one hundred and twenty days from the publication of the first notice advertising the intention of the council to adopt, amend or revise the conservation plan and conservation by-law.

(6) Where the proposed conservation plan and conservation by-law, or amendment or revision thereof, has not come into effect after the expiry of the time specified in subsection (5), the permits referred to in subsection (5) shall be issued if, in all other respects, they meet the requirements of applicable by-laws of the municipality. *1991, c. 10, s. 4.*

**Public hearing and conditions for approval of demolition or removal**

19F (1) Where the conservation plan and conservation by-law require that a certificate be issued for demolition or removal of a building or structure in a heritage conservation district, the council shall hold a public hearing.

(2) Where the council considers an application for a certificate for demolition or removal of a building or structure, the council shall not approve the application unless

- (a) there is irreversible structural damage or deterioration to the building or structure; or
- (b) the applicable policies of the conservation plan respecting demolition or removal of the building or structure are met. *1991, c. 10, s. 4.*

**Heritage officer**

19G (1) A council that has adopted a conservation plan and conservation by-law shall designate a person employed by the municipality as the heritage officer and the heritage officer shall be responsible for the administration of the conservation plan and conservation by-law and the issuance of certificates.

(2) A council may, from time to time, authorize another person to act in the heritage officer's stead.

(3) Within fifteen days of receiving an application for a certificate, the heritage officer shall inform the applicant whether or not the application is complete.

(4) Where no public hearing is required pursuant to a conservation plan and conservation by-law, within thirty days of receiving a completed application, the heritage officer shall grant the certificate if it meets the requirements of the conservation by-law or inform the applicant, in writing, of the reasons for not granting the certificate.

(5) Where required to do so by a conservation plan and conservation by-law, the heritage officer shall refer the application for a certificate to the council for a public hearing and shall issue or deny the certificate in accordance with the decision of council, but no certificate shall be issued until the time for appeal has elapsed or the appeal has been disposed of, whichever is the longer. *1991, c. 10, s. 4; 1998, c. 18, s. 561.*

**Appeal re subsections 19G(4) and (5)**

19H (1) The denial of a certificate or the imposition of conditions on a certificate granted pursuant to subsection 19G(4) may be appealed to the Nova Scotia Utility and Review Board by the applicant for the certificate.

(1A) The approval, imposition of conditions on or denial of a certificate pursuant to subsection 19G (5) may be appealed to the Nova Scotia Utility and Review Board by

(a) the applicant for the certificate;

(b) an aggrieved person;

(c) the council of a municipality adjoining the heritage conservation district to which the certificate relates;

(d) an official in the public service designated by the Minister.

(2) In subsection (1), "aggrieved person" includes

(a) an individual who bona fide believes that the proposed certificate will adversely affect

(i) the value of or the reasonable enjoyment of that person's property, or

(ii) the reasonable enjoyment of the property occupied by that person;

(b) an incorporated organization the objects of which include promoting or protecting

(i) the quality of life of persons resident in the neighbourhood affected by the council's decision, or

(ii) features, structures or sites of the community affected by the council's decision of significant historic, architectural or cultural value; and

(c) an incorporated or unincorporated organization of which the majority of its members are persons who are aggrieved persons pursuant to clause (a).

(3) The Board shall

(a) confirm the decision of the heritage officer or the council, as the case may be;

(b) make any decision the heritage officer or the council, as the case may be, could have made;

or

(c) refer the matter back to the heritage officer or council, as the case may be, for reconsideration.

(4) The Board shall not interfere with the decision of the heritage officer or the council, as the case may be, unless the decision cannot reasonably be said to be consistent with the conservation by-law or clause (a) of subsection (2) of Section 19F. *1991, c. 10, s. 4; 1998, c. 18, s. 561.*

**Conflict with Building Code Act**

19I Where there is a conflict between this Act or the regulations and the Building Code Act or regulations, the Building Code Act and regulations prevail. *1991, c. 10, s. 4.*

**Severability of by-law**

19J The provisions of a conservation by-law are severable and the illegality of any part does not affect the validity of the rest of the conservation by-law. *1991, c. 10, s. 4.*

CAPE BRETON REGIONAL MUNICIPALITY  
Bylaw C3

HERITAGE PROPERTY

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1. In this Bylaw:
  - (a) "Council" means the Council of the Cape Breton Regional Municipality;
  - (b) "Clerk" means the Clerk of the Cape Breton Regional Municipality;
  - (c) "Act" means the *Heritage Property Act*;
  - (d) "Committee" means the Heritage Advisory Committee, established pursuant to the *Heritage Property Act* and this Bylaw;
  - (e) "Regional Municipality" means the Cape Breton Regional Municipality.
  
2.
  - (1) The Heritage Advisory Committee is composed of a minimum of seven and a maximum of ten members appointed by Council for a term of two years.
  - (2) At least two members of the Committee shall be members of the Council and at least three but no more than seven members shall be members of local historical societies or individuals who have in the opinion of the Council otherwise demonstrated active concern for the preservation of buildings of historic significance.
  - (3) The Committee has the powers and duties of a Heritage Advisory Committee pursuant to the Act.
  - (4) The Committee shall be governed, where not inconsistent with the Act or this Bylaw, by the general rules of procedure applicable to committees as contained in the Bylaws of the Regional Municipality.
  
3. The Clerk shall establish and maintain at the business office of the Regional Municipality, a Registry of Heritage Property, where all prescribed documents relating to the registration of Heritage Property pursuant to the Act or this Bylaw shall be filed. The registry shall:
  - (a) be maintained and updated by the Clerk;
  - (b) be properly indexed;

- (c) be accessible to the public at no charge during regular business hours at the Regional Municipality Offices.
4. The Registry of Heritage Property shall contain:
- (a) a description of any building, streetscape or area registered by the Council pursuant to the *Heritage Property Act*;
  - (b) the recommendation for registration, all notices pursuant to the registration, recording particulars of all notices recorded in the Registry of Deeds and particulars of service of all notices required pursuant to the *Heritage Property Act*;
  - (c) all applications for permission to make a substantial alteration to the exterior appearance, or to demolish, a registered building, streetscape or area, together with the particulars of the recommendations of the Heritage Advisory Committee thereon and the particulars of the disposition thereof;
  - (d) in a separate section, all buildings, streetscapes and areas for which registration has been recommended by the Heritage Advisory Committee but on which a decision to register has not been made;
  - (e) in a separate section, all buildings, streetscapes and areas for which registration was recommended by the Heritage Advisory Committee but which Council determined not to register.
5. All properties registered by a municipal unit incorporated within the Regional Municipality shall be considered to have been registered pursuant to this bylaw and be included within the Registry of Heritage Property.
6. Notice of a recommendation by the Heritage Advisory Committee that a building, streetscape or area be registered as a Municipal Heritage Property shall be in the form specified in Schedule "A", attached hereto.
7. Council may register a building, streetscape or area as a Municipal Heritage Property in accordance with the provisions of the Act and the registration shall be in the form specified in Schedule "B", attached hereto.
8. Council may from time to time establish and amend guidelines for the registration of property as a Municipal Heritage Property, and the Heritage Advisory Committee shall, in making recommendations, take the guidelines fully into account.



## Heritage Property Policy

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### STATEMENT OF POLICY:

- It is the policy of the Cape Breton Regional Municipality (CBRM) to recognize the significance of historical properties within the Municipality by way of a Heritage Designation pursuant to the Heritage Property By-Law.

### 1.0 OBJECTIVE:

- It is the objective of this policy to ensure that the Municipality shall recover the costs associated with the deregistration of municipal heritage designation of properties pursuant to the CBRM Heritage Property By-Law.

### 2.0 RESPONSIBILITIES:

- 2.1 The CBRM Council will approve the Heritage Property Policy.
- 2.2 In accordance with Section 49(c)(iii) of the *Municipal Government Act*, a Fee Schedule for the costs associated with the deregistration of a municipal heritage property designation shall be established and reviewed periodically by the Heritage Advisory Committee.
- 2.3 The Applicant shall be responsible for all costs associated with the deregistration of a municipal heritage property designation under the Heritage Property By-Law.
- 2.4 The Director of Planning shall be responsible for the administration of this policy.

Approved by Council:      **March 18, 2003**

Amended:                      **May 24, 2005**

**ARTICLES OF ASSOCIATION  
OF  
PORT OF SYDNEY DEVELOPMENT CORPORATION**

**ARTICLE 1: NAME, PURPOSE AND DEFINITION**

- 1.01 The name of the Company is Port of Sydney Development Corporation.
- 1.02 The purposes, objects and powers of the Company are as set out in the Memorandum of Association of the Company.
- 1.03 In these Articles of Association of the Company:
- (a) "Company" means Port of Sydney Development Corporation;
  - (b) "Board" or "Board of Directors" means the board of directors of the Company;
  - (c) "Board Member" or "Director" means an individual who has been appointed as a member to the Board of Directors of the Company;
  - (d) "Member(s) of the Company" means an individual or such other legal entity who has acquired voting Membership, in the Company in accordance with Article 3 of the Articles of Association of the Company; and
  - (e) "Port of Sydney" means the Sydney Harbour and associated infrastructure as it relates directly to the operation of the Joan Harriss Cruise Pavilion terminal and wharf.

**ARTICLE 2: POWERS**

- 2.01 Subject to the Memorandum of Association of the Company, the powers of the Company are as set out in the *Companies Act*, Chapter 81, Revised Statutes of Nova Scotia, 1989, as amended from time to time.
- 2.02 In addition the Company shall have the power:
- (a) to fix and determine the basis and terms of membership in the Company;
  - (b) to carry out the financing and other agreements necessary to achieve its objects either alone or jointly with others; and
  - (c) to guarantee and act as an endorser on loans and obligations arranged by or on behalf of individuals or groups.

**ARTICLE 3: MEMBERSHIP**

- 3.01 This, Article 3, shall apply to the admission of voting Members of the Company. Subject to the Memorandum of Association, the Members, by resolution, may approve the admission and terms of membership of non-voting members of the Company.

- 3.02 Subject to the right of the Company to extend its membership and to provide for the terms of such extension, the Members of the Company shall be as follows:
- (a) the Cape Breton Regional Municipality as represented by the Council of the Cape Breton Regional Municipality (sometimes referred to as the "Initial Member");
  - (b) such additional Members of the Company who shall be appointed by the Initial Member; and
  - (c) such additional Members of the Company who shall be appointed by the Members of the Company.
- 3.03 Members of the Company (other than the Cape Breton Regional Municipality), shall, as a condition of membership, sign and file with the Company a copy of the Company's Memorandum of Association as confirmation of an undertaking to contribute to the assets of the Company, subject to the limitations expressed in Article 4 of the Memorandum of Association of the Company.
- 3.04 The number of Members who may be admitted to membership in the Company is unlimited.
- 3.05 The acts and votes of the Members of the Company shall be deemed to be legal and valid notwithstanding any default in the appointment of Members of the Company at the time of such acts or votes; and the act and vote of a majority of those present and voting at any duly convened meeting of the Members of the Company shall be deemed to be the act and vote of the Company.
- 3.06 Subject to Article 3.07, the Members of the Company, including the signatories to the Company's Memorandum of Association, shall continue to maintain membership in the Company unless otherwise removed by a vote of 2/3 of the Members of the Company present in person or by proxy at a duly constituted meeting of the Members of the Company for which notice of the proposed removal of the Member has been provided.
- 3.07 Any Member of the Company, including any signatory to the Company's original Memorandum of Association, shall cease to be a Member of the Company upon:
- (a) in the case of a Member of the Company which is a corporate entity, upon the corporate entity becoming insolvent or being assigned into bankruptcy or being wound up; or
  - (b) with the approval of the Board of Directors, if the Member of the Company fails to pay any fee which may be levied on the Member.
- 3.08 Notwithstanding the foregoing, no fees shall be levied on the Cape Breton Regional Municipality and the Cape Breton Regional Municipality shall not be removed as a Member of the Company.

#### **ARTICLE 4: MEETINGS AND VOTING OF THE MEMBERS OF THE COMPANY**

- 4.01 The Secretary or his or her designate shall be responsible for giving notice of all meetings of the Members of the Company.
- 4.02 Notice of the time and place of the annual general meeting of the Members of the Company (the "Annual General Meeting") shall be given to each Member by telephonic, electronic or other communication facility not less than two (2) weeks before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- 4.03 Notice of the time and place of general meetings of the Members of the Company, other than the Annual General Meeting of the Members of the Company, shall be given to each Member by telephonic, electronic or other communication facility not less than two (2) weeks before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- 4.04 Notice of any emergency meetings will be deemed sufficient if the Secretary gives notice by telephone, fax or message either in person to the Members of the Company or by message left with some responsible person at the respective homes or offices of the Members of the Company the day previous to the date of the emergency meeting of the Members of the Company.
- 4.05 Voting at any meeting of the Members of the Company shall be voiced "aye" or "nay" or by show of hands or by standing vote, unless a secret vote by ballot is requested by motion, seconded and carried by a majority of the Members of the Company present. A motion of request for secret ballot may not be ruled out of order by reason of there being a prior motion on the floor.
- 4.06 Subject to Article 8.01 of the Articles of Association of the Company, each Member of the Company shall be entitled to one (1) vote and no more on any motion.
- 4.07 A quorum of any meeting of the Members of the Company (whether annual, general or emergency) shall be fifty-one percent (51%) of the Members of the Company (actually present, or by proxy) with no person entitled to be counted as more than one (1). Any Member present at any meeting of the Members by proxy shall have filed with the Secretary or his or her designate at any time prior to the meeting of the Members of the Company a proxy form, (substantially similar to the one set out in Appendix "A" to these Articles of Association) and bearing the signature (or certifies the consent to the Secretary's satisfaction) of the Member who wishes to be present at the meeting of the Members of the Company by way of proxy. The proxy form may be presented to the Secretary or his or her designate either by hand (by any person), prepaid post, fax or such other device which, in written form, evidences the consent of the Member being present at the Meeting of the Members of the Company by proxy, the Secretary or his or her designate shall duly note such fact in the minutes of the meeting of the Company and the proxy form or a copy of the proxy form shall be filed with the minutes of the meeting of the Members.
- 4.08 The Members of the Company shall hold not less than two (2) meetings each year, of which one meeting shall be the Annual General Meeting of the Members of the Company. The Annual General Meeting of the Members of the Company shall be open to the public and is to be held at the Joan Harris Cruise Pavilion, or such other convenient location, at such time as is deemed expedient by the Board of Directors of the Company. At the Annual General Meeting of the Members of the Company, the order of business shall be as follows:

- (a) Roll call;
- (b) Approval of minutes of preceding Annual General Meeting of the Members of the Company;
- (c) Adoption of the annual report which shall include:
  - Audited financial statements;
  - Completion of a business plan for the fiscal year containing such information as the Council of the Cape Breton Regional Municipality may require, including but not limited to:
    - o Capital and operating budget, including financial targets;
    - o Anticipated infrastructure and facility maintenance;
    - o Marketing plan;
    - o Strategic operating plan.
  - Risk assessment, if applicable in the year of the Annual General Meeting; and
  - Summary of infrastructure maintenance and development for the prior fiscal year.
- (d) Adoption of treasurer's report and appointment of auditors;
- (e) Receiving report of Governance Committee of the Board of Directors;
- (f) Appointment of individuals to the Board of Directors;
- (g) Election of new Members to Membership in the Company;
- (h) New business.

4.09 General meetings of the Members of the Company may be held at the discretion of the Board of Directors of the Company. Such meetings shall be held at such time and place, and shall take such form as is deemed expedient by the Board of Directors of the Company.

4.10 Emergency meetings of the Members of the Company may be called at such time and place as is deemed in the best interests of the Company. Such meetings shall be held when requested by:

- (a) One-third (1/3) or more Members of the Company by notice in writing, delivered to any officer of the Company; or
- (b) the Board of Directors of the Company; or
- (c) the chairperson (the "Chairperson").

- 4.11 Subject to such modification as may be required by law and/or pursuant to the Articles of Association of the Company, the business of the Members of the Company shall be conducted in accordance with the most recent edition of Robert's Rules of Order, as it may exist from time to time.

#### **ARTICLE 5: BOARD OF DIRECTORS OF THE COMPANY**

- 5.01 The Board of Directors of the Company shall be responsible to establish the policies and perspectives of the Company, including, but not limited to, major policy issues, financial issues and the hiring of senior employees, if any, and shall meet no less than six (6) times during the Company's fiscal year. The Board is responsible for the management of the activities of the Company.
- 5.02 Subject to Article 5.22, the following individuals shall not be eligible to sit as Directors:
- (a) an individual who is a mayor, councillor, officer or employee of the Cape Breton Regional Municipality;
  - (b) an individual who is a member of the legislature of the province of Nova Scotia, or an officer or employee of the public service or of a Crown corporation of the province of Nova Scotia;
  - (c) a Senator or a member of Parliament or an officer or employee of the federal public service or of a federal Crown corporation;
  - (d) an individual who is not a resident Canadian;
  - (e) an individual who is under 18 years of age;
  - (f) an individual who has been declared mentally incompetent by a court in Canada or elsewhere; or
  - (g) an undischarged bankrupt.
- 5.03 The Board shall consist of at least nine (9) voting Directors and no more than twelve (12) voting Directors.
- 5.04 The quorum necessary for the transaction of business at a meeting of the Board shall be a majority of the number of Directors in office. A quorum of Directors may exercise all powers of the Board.
- 5.05 The appointment of a Director shall be effected by a duly authorized resolution of the Council of the Cape Breton Regional Municipality and the Board of Directors shall be comprised of the following:
- (a) not less than one (1) individual holding a professional accounting designations;
  - (b) not less than one (1) individual licensed to practice law in the Province of Nova Scotia;
  - (c) not less than one (1) individual holding a professional engineering designation;

- (d) not less than one (1) individual with noted expertise in marketing;
  - (e) not less than three (3) individuals with expertise in business and commerce;
  - (f) one designate appointed by band council resolution from Eskasoni First Nation who is not an elected band official; and
  - (g) one designate appointed by band council resolution from Membertou First Nation who is not an elected band official.
- 5.06 Directors' terms shall be staggered. No Director of the Company shall hold office as a Director of the Company for a term greater than three (3) years; the Company may, by a majority vote of the Members of the Company present in person or by proxy at a meeting of the Board, extend such term for up to one (1) additional term, which shall not exceed three (3) years.
- 5.07 Subject to such other requirements prescribed pursuant to these Articles of Association of the Company with respect to membership on the Board of Directors of the Company, if a Director of the Company has held office for a period of six (6) consecutive years, he or she will not be eligible to hold office as a Director of the Company for a period of at least three (3) years from the date on which he or she attained six (6) consecutive years as a Director of the Company.
- 5.08 A Director shall cease to hold office when:
- (a) the Director dies or resigns;
  - (b) the Director is removed for cause;
  - (c) the Director is no longer qualified to hold the office of director;
  - (d) the term of office of the Director expires; or
  - (e) the Director is removed by special resolution of the Members of the Company. Subject to those items enumerated herein Article 5.08, so long as the Cape Breton Municipality is the sole Member of the Company, a Director shall not be unilaterally removed by special resolution of the Members, without cause.
- 5.09 A Director may resign his or her office as a Director by sending to the Company a written resignation which shall become effective on the date received by the Company or on the date specified in the resignation, whichever is later.
- 5.10 Any Director may be removed for cause by the Members at any time.
- 5.11 The Board, subject to the approval of the Members, may appoint from their number one or more committees of the Board not otherwise provided for herein, to best carry out the provisions enumerated herein, however designated, and delegate to any such committee any of the powers of the Board except the Board shall not delegate to any committee the power to:

- (a) fill a vacancy in the office of the auditor of the Company;
  - (b) issue debt obligations except in the manner and on the terms authorized by the Board;
  - (c) approve the audited financial statements of the Company;
  - (d) adopt, amend or repeal by-laws; or
  - (e) authorize or ratify any activity carried on or to be carried on or any power exercised or to be exercised by a subsidiary.
- 5.12 The Board shall appoint from their number a governance committee comprised of not less than three Directors, one of whom shall be a barrister (the "Governance Committee").
- 5.13 The Governance Committee shall perform the following functions:
- (a) Develop and manage the administration of a code of conduct;
  - (b) Develop and annually update a long-term plan, including recommendations to the Board, for the composition of the Board, in terms of the optimal combination of skills, background or experience, which plan shall take into consideration the skills, background and experience of existing Directors, retirement dates and the strategic direction of the Company;
  - (c) at least four months prior to the expiry of the term of a director appointed by the Cape Breton Regional Municipality provide notice to the Cape Breton Regional Municipality, that the term of its appointee on the Board is about to expire and requesting an appointment;
  - (d) provide to the Cape Breton Regional Municipality the notice described in subsection 5.13(c) above, a current copy of the plan and recommendations described in subsection 5.13(b) and also provide a profile of the skills, background and experience of the continuing Directors;
  - (e) in the event a Director ceases to hold office, the Governance Committee shall forthwith provide to the Cape Breton Regional Municipality, a written request for a new appointment to fill such vacancy together with a copy of the plan and recommendations described in subsection 5.13(b) and the profile described in subsection 5.13(d).
- 5.14 Notwithstanding a term appointment of a Director to the Board of Directors of the Company by the Members of the Company, the Members of the Company shall have the right to remove any Director of the Company by majority vote of those present in person or by proxy at any meeting of the Members of the Company duly convened and held and for which notice of the proposed removal has been provided.
- 5.15 Subject to such modification as may be required by law and/or pursuant to the Articles of Association of the Company, the business of the Board of Directors shall be conducted in accordance with the most recent edition of "Robert's Rules of Order", as it may exist from time to time.

- 5.16 No Director shall be paid any salary or remuneration for the execution of his or her duties other than such out-of-pocket expenses as he or she may properly incur on behalf of the Company.
- 5.17 Meetings of the Board of Directors of the Company may be held by telephone conference call and Directors of the Company may be present at any meeting of the Board of Directors of the Company by telephone speaker or such similar device, so long as the Director attending the meeting of the Board of Directors by way of speaker phone or such similar device is able to hear and participate in the meeting.
- 5.18 Notice of the time and place of a meeting of Directors shall be given to each Director by telephonic, electronic or other communication at least two (2) weeks before the day on which the meeting is to be held. If a Director requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- 5.19 The Board of Directors of the Company shall be tasked with having the following corporate records available for inspection by the Council of the Cape Breton Regional Municipality at any time:
- (a) copies of the annual financial statements, for a period of six years after the end of the fiscal year to which they relate;
  - (b) copy of every document received by it in the last six years notifying it of the appointment or cessation of office of a director;
  - (c) copy of the constating instruments of each of its wholly-owned subsidiaries;
  - (d) Minutes of any meetings of the Board; and
  - (e) Records relating to the traffic and general use of the Port of Sydney.
- 5.20 The Board of Directors of the Company shall be required to report, and provide supporting documentation, to the Council of the Cape Breton Regional Municipality on the following matters within five (5) business days of such business being approved at a meeting of the Board of Directors:
- (a) filling a vacancy in the office of CEO;
  - (b) approving the annual financial statements;
  - (c) approving a borrowing of more than Fifty Thousand Dollars (\$50,000.00);
  - (d) adopting a land use plan or business plan;
  - (e) authorizing or ratifying any activity carried on or to be carried on, or any power exercised or to be exercised, by a subsidiary of the Company; or
  - (f) approval of internal monthly financial statements.

- 5.21 The Board of Directors of the Company shall requisition a risk assessment, relating to the Port of Sydney, prepared by a competent risk assessor every five (5) years with respect to:
- (a) risk, risk management, property value, risk transfer and probable maximum loss; and
  - (b) insurance coverage, limits and deductibles.
- 5.22 Notwithstanding the foregoing regulatory framework concerning the Board of Directors of the Company contained in this Article 5, immediately upon incorporation, the Initial Member shall appoint as the first Directors of the Company:
- (a) the Mayor of the Cape Breton Regional Municipality;
  - (b) the Deputy Mayor of the Cape Breton Regional Municipality; and
  - (c) three (3) councilors of the Cape Breton Regional Municipality.
- (collectively known as the "Interim Directors")

The Interim Directors shall hold office from the date of incorporation until such time as the requisite Directors have been established in accordance with Article 5.05 herein, and on staggered terms as enumerated in Article 5.06. As the requisite Directors are appointed in accordance with Article 5.05 herein, the Interim Directors shall proportionately resign.

**ARTICLE 6: OFFICERS: CHAIRPERSON, VICE-CHAIRPERSON, SECRETARY, TREASURER, CHIEF EXECUTIVE OFFICER**

- 6.01 The elected officers of the Company shall be the Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer, and such other officers as the Board of Directors of the Company may from time to time appoint (the "Elected Officers").
- 6.02 The Board shall appoint a Chief Executive Officer (CEO), who shall not be a Director. The Board shall fix the remuneration of the CEO of the Company, subject to the approval of the business plan of the Company at the Annual General Meeting.
- 6.03 The Directors shall elect from their number the Elected Officers at each Annual General Meeting. Where a vacancy exists in any office of the Company, such vacancy shall be filled at the next meeting of the Board of Directors of the Company following the Annual General Meeting of the Members of the Company, which meeting of the Board of Directors of the Company shall be held no later than thirty (30) days after the Annual General Meeting.
- 6.04 The Board of Directors shall have the authority to elect any Director to serve as an interim officer of the Company, should a vacancy occur during the Company's business year until the next Annual General Meeting.
- 6.05 Any Elected Officer of the Company shall hold office for one (1) year from the date of his or her election, provided such person continues to be a Director of the Company.
- 6.06 No Elected Officer shall be paid any salary or remuneration for the execution of his or her duties other than such out-of-pocket expenses as he or she may properly incur on behalf of the Company.

- 6.07 Notwithstanding anything to the contrary contained herein, with the consent of the Board of Directors, the offices of Secretary and Treasurer may be combined into the one office of Secretary-Treasurer.

#### **ARTICLE 7: EXECUTIVE COMMITTEE**

- 7.01 The "Executive Committee" of the Board of Directors of the Company shall consist of the following individuals:
- (a) the officers of the Company, from time to time;
  - (b) the Chief Executive Officer of the Company, if any, who shall be a non-voting Member of the Executive Committee.
- 7.02 The Executive Committee shall serve as a standing committee of the Board of Directors of the Company and shall oversee the effective execution of the day-to-day operations of the Company, approve all major budgeted expense items, act as the strategic planning committee of the Company, evaluate the performance of the Chief Executive Officer, and be responsible for issuing public statements on major policy/media issues. The Executive Committee shall have the authority to transact such business as may properly be required of the Company between meetings of the Board of Directors of the Company and shall carry on its activities in accordance with such directions and limitations as the Board of Directors of the Company may from time to time prescribe. The Executive Committee shall meet no less than once a month during the Company's business year.

#### **ARTICLE 8: DUTIES OF THE CHAIRPERSON AND VICE-CHAIRPERSON**

- 8.01 The Chairperson shall:
- (a) Provides leadership to the Board that will result in attaining the objectives of the Company and adheres to its Articles of Association;
  - (b) The Chairperson shall preside at meetings of the Members of the Company, the Board of Directors and the Executive Committee and shall have an extra or deciding vote when votes are evenly divided;
  - (c) Encourages Directors to participate in meetings and activities;
  - (d) Keeps the Board's discussion on topic by summarizing issues;
  - (e) Keeps the Board's activities focused on the Companies' issues;
  - (f) Evaluates the effectiveness of the Board's decision-making process;
  - (g) Makes sure that committee chairs are appointed;
  - (h) Orients Directors and committee chairs to the Board;
  - (i) Makes sure there is a process to evaluate the effectiveness of Directors, using measurable criteria;

- (j) Recognizes Directors' contributions to the Board's work;
- (k) Conducts biannual Director evaluations;
- (l) Acts as one of the signing officers for cheques and other documents, such as contracts and grant applications. Unless otherwise determined by the Board of Directors of the Company, the Chairperson, together with the Secretary, shall sign all documents requiring the seal of the Company and perform such other duties as are usual for such an officer;
- (m) Promotes the Companies' purpose in the community and to the media or to delegate such responsibility to another Director; and
- (n) Vets all reports for the Annual General Meeting.

8.02 In the event of the absence, illness, or incapacity of the Chairperson, the Vice-Chairperson shall act in his or her place and stead for all purposes. The Vice-Chairperson shall learn the duties of the Chairperson and keep informed on key issues. The Vice-Chairperson shall perform such duties as may be directed by the Chairperson or Board.

#### **ARTICLE 9: DUTIES OF THE SECRETARY**

9.01 The responsibilities of the Secretary are as follows:

- (a) Ensure notices of meetings have been prepared and delivered;
- (b) Ensure minutes of meetings of the Members of the Company, the Board of Directors of the Company and the Executive Committee are kept;
- (c) Ensure all correspondence has been read and answered as directed by the Officers and Board of Directors;
- (d) Serves on the Executive Committee;
- (e) Keeps copies of the Companies' Articles and the Board's policies and plans;
- (f) Keeps list of officers, Directors, committees and general membership;
- (g) Cares for official minute book;
- (h) Keeps record of Board attendance;
- (i) Makes sure that there is a quorum at Board meetings;
- (j) Distribute copies of minutes to Directors;
- (k) Signs official documents of the Company as required;

- (l) Files with the registrar, with its annual financial statement, a list of its Directors with their addresses, occupations, and dates of appointment or election, and, within fourteen days of a change of Directors, notify the registrar of the change;
- (m) Files with the registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed;
- (n) In the absence of the Chair and vice-chair, chairs Board meetings until the election of an alternate Chair; and
- (o) such other duties as may be designated from time to time by the Board of Directors of the Company are carried out.

#### **ARTICLE 10: DUTIES OF THE TREASURER**

10.01 The responsibilities of the Treasurer are as follows:

- (a) Ensure the financial affairs of the Company are monitored;
- (b) Serves on the Executive Committee;
- (c) Gives regular reports to the Board on the financial state of the Company;
- (d) Present the records to designated accountant for review and preparation of a certified statement for the Annual General Meeting. Prepare the annual financial statements required by law;
- (e) Receive and deposit all funds of the Company in the bank designated by the Board;
- (f) Monitor the budget as approved by the Board;
- (g) Acts as signing officer, with another officer or Coordinator for cheques and other documents; and
- (h) such other duties as may be designated from time to time by the Board of Directors of the Company are carried out.

#### **ARTICLE 11: ARTICLES OF ASSOCIATION**

11.01 The Articles of Association of the Company shall be amended or repealed only in accordance with the provisions of the *Companies Act*, Chapter 81, Revised Statutes of Nova Scotia, 1989, as amended from time to time.

#### **ARTICLE 12: ACTIVITIES OF THE COMPANY NECESSARY TO SUPPORT PORT OPERATIONS**

12.01 To operate the Port of Sydney, the Company may undertake the activities which are necessary to support the objects of the Company, including, but not limited to:

- (a) Subject to Article 5.20(c), the borrowing of money. The borrowing powers of the Company shall be exercised in accordance with the provisions of the *Companies Act*, Chapter 81, Revised Statutes of Nova Scotia, 1989, as amended from time to time;

- (b) Renting equipment;
- (c) Leasing or licensing real property – the acquisition of freehold title to real property shall be strictly prohibited unless approved by special resolution of the Members;
- (d) Acquisition, disposition, holding, leasing or licensing of personal property;
- (e) Participating as a partner, or a co-venturer in connection with the activities enumerated herein;
- (f) The management of harbour service fees;
- (g) Operation of restaurants, bars, retail, office, display, tradeshow, and carry-on entertainment activities, travel or tour operations and similar tourism-related activities;
- (h) Consulting services relating to the operation of the Port of Sydney; and

12.02 The Company shall carry out the following activities in relation to the operation of the Port of Sydney:

- (a) Environmental risk mitigation and maintenance;
- (b) Navigational services and aids;
- (c) Emergency planning and response;
- (d) Dispatching services;
- (e) Security;
- (f) Vehicle parking, control or marshalling facilities;
- (g) Stevedoring services; and
- (h) General facility maintenance.

12.03 The CEO shall deliver to the Members of the Company an operational report describing the activities undertaken in that month in reference to those items enumerated in Article 12.01 and Article 12.02.

### **ARTICLE 13: GENERAL PROVISIONS**

13.01 The books and accounts of the Company shall be audited each year and certified by a licensed public accountant appointed at the Annual General Meeting of the Members of the Company.

13.02 The Company shall maintain a registered office on Cape Breton Island, Nova Scotia, at a place determined by resolution of the Members of the Company from time to time, and shall give notice of the same to the Registry of Joint Stock Companies.

13.03 Unless otherwise directed by the Board of Directors of the Company, at such registered office shall be kept:

- (a) the corporate seal of the Company;
- (b) the official list of Members of the Company;
- (c) the minutes of all meetings of the Members of the Company;
- (d) the minutes of all meetings of the Board of Directors of the Company; and
- (e) records and books of account of the Company.

13.04 The fiscal year of the Company shall be April 1 to March 31.

13.05 The Company shall adopt a seal which may be affixed to any documents signed for or on behalf of the Company. Such seal shall be authenticated by the signatures of the Chairperson and the Secretary or such other person or persons so designated and authorized by the Board of Directors of the Company. The seal is to be given into the custody of the Secretary or as designated by the Board of Directors of the Company.

13.06 Any Member of the Company may inspect the books of account or records of the Company at the registered office of the Company upon giving reasonable notice thereof to the Secretary of the Company.

**DATED** at Sydney, Nova Scotia, this \_\_\_\_ day of \_\_\_\_\_, 2017

**APPENDIX "A"**

**PROXY**

**To:** Chairperson  
**And to:** Port of Sydney Development Corporation (the "Company")  
**From:** [Name and address of Member]

The undersigned, being a member of the Company, hereby appoints:

\_\_\_\_\_;

to be proxy of the undersigned (the "Proxy"). The Proxy shall have power of substitution, and may attend, act and vote for and on behalf of the undersigned at the \_\_\_\_\_ (the "Meeting") of the members of the Company to be held on \_\_\_\_\_, and at any adjournments thereof, with respect to all business and every poll that may take place at that Meeting, with the same powers that the undersigned would have if the undersigned were present at the Meeting, or any adjournment thereof.

Dated this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
Signature of Member

## Terms of Reference

### Official Name

The Committee shall be known as the CBRM Viability Study Steering Committee.

### Background

The Cape Breton Regional Municipality (CBRM) was amalgamated in 1995 by way of a special act of the legislature. At the time, the eight municipalities located in Cape Breton County (Louisbourg, Dominion, New Waterford, Glace Bay, Sydney, Sydney Mines, North Sydney and The Municipality of the County of Sydney) were merged into a single unit. Prior to amalgamation, several of the individual municipalities had struggled financially for several years. In addition, in the lead up to amalgamation, a number of the municipalities made the decision to invest heavily in infrastructure, which led to the new amalgamated CBRM inheriting a high level of debt.

Twenty-three years later, the CBRM is facing several real challenges and municipal representatives have been asking for a viability study in recent years. The Provincial Municipal Fiscal Review also included a recommendation (Recommendation 17) to conduct a joint viability review of the municipality. It is proposed that a performance audit and an evidence-based review of the strengths, weaknesses, and limitations of the CBRM's tax base and tax rate structure be conducted. In January 2018, the Department of Municipal Affairs provided \$224,000 for the purposes of rejoining the REN Program, and completing a viability study, among several other initiatives.

The CBRM is experiencing a population decline at a rate of roughly 1% per year – a trend that has been occurring for at least a generation. As well, compared the Provincial average, the residents of the CBRM have lower average household incomes, participate less in the workforce, and face a higher rate of unemployment. They are also facing significant infrastructure challenges, as they manage a municipality that was originally built to meet the needs of a larger population, and at the same time, must make significant investments in new wastewater collection and treatment infrastructure to meet environmental regulations by 2040. Furthermore, the Capped Assessment Program (CAP) is responsible for distortions of the CBRM's assessment base; shifting tax burdens, limiting the overall strength of the base, and tying growth largely to the Consumer Price Index.

According to common financial metrics used by the Province to assess the health of municipalities, the CBRM has above average assessment base growth and they appear to have limited tax effort.

### Objectives and Deliverables

The objective of this work is to oversee the development of a comprehensive and authoritative shared body of information from which decisions can be made about how to improve the overall viability of the CBRM's circumstances in order to provide essential municipal services of reasonable quality at a reasonably comparable tax burden and effort.

The deliverable shall be a comprehensive report that:

- Describes the current state of the tax base, tax rate structure, tax burden and tax effort of the CBRM, at a service level, where possible.

- Describes, with context, the other sources of revenue the CBRM collects and has access to.
- Provides a value-for-money assessment of the CBRM’s budget expenditures along departmental and project/functional lines.
- Explores of the degree to which the CBRM has consolidated and coordinated its operating, program and infrastructure expenditures, given its status as a regional municipality.
- Describes, with appropriate context, of how the CBRM is positioned relative to comparable municipalities, along measures of tax base, commercial vs residential assessment, tax burden and tax effort, budget expenditures, and infrastructure deficit. This work should consider the impact of the CAP.
- Provide recommendations for potential changes to the tax structure, budget items, budgeting approach, municipal programs, operations, or governance necessary to improve the viability of the CBRM over the medium to long term. These recommendations should be informed both by jurisdictional work, value-for-money audit results, and financial/demographic modeling and information. After considering the impact of any recommendations put forward, commentary should be provided on the specific challenges facing the municipality as well as the state of the finances and the overall viability of the CBRM as an organization. There should also be a specific focus on whether the CBRM has access to adequate revenue to provide a reasonable level of quality services at a reasonable tax burden and effort for its residents.

## **Members/Composition**

The Committee shall consist of:

- 2 Provincial representatives from the Department of Municipal Affairs;
- 5 Councillors from the CBRM Council;
- 3 CBRM staff representatives; and
- At least 2 representatives from the public at large

**Note:** From time to time the Committee may invite subject experts and specialized resources to aid the committee in meeting its mandate. Persons other than Committee members may, with permission of the Committee, attend any meeting for the purpose of providing information, making a submission or providing feedback. Such persons may, with the permission of the Chair, speak on an issue but are not involved in the decision process.

## **Reporting Structure**

A Project Steering Committee comprised of members of the Department of Municipal Affairs, the CBRM Council and staff, and members of the public, shall oversee the project. The Committee shall appoint a “Project Manager” as the primary liaison/contact with the successful proponent.

The successful proponent will assemble a “Project Team” for this assignment and appoint a “Project Lead” who will liaise with and report to the Steering Committee through its Project Manager and/or the Steering Committee, as appropriate.

## **Term of Membership**

1. This is an ad hoc committee; once the work is completed the term of office expires.

2. The term of the work is anticipated to be complete by March 31, 2018.

## **Meetings**

Every attempt will be made to schedule meetings at least 10 days in advance, meetings shall be as required.

A face-to-face meeting can be cancelled by the meeting Chair if:

- All issues on the agenda can be addressed by phone, fax, or e-mail consultations.
- The meeting is purely for information sharing with no consensus building or decision-making necessary and the same result can be achieved by sending e-mails to everyone.
- The majority, especially provincial and public representatives, are not available for the meeting.
- Bad weather or other unforeseen circumstances

## **Attendance**

If committee members are unable to attend, they must notify the CBRM office.

A member of the Committee, who without leave of the Committee, is absent for three consecutive regular meetings of the Committee may be requested by the Committee to vacate his/her position.

## **Quorum**

A Quorum shall be 50 percent of Committee members with 1 Provincial representative and 1 member of the Public.

## **Decision Making**

The members of the Committee shall make every effort to come to consensus during the decision-making process. The Committee will use consensus decision making to facilitate better decisions through:

- including the input of all Committee members;
- including and respecting all parties, and generating as much agreement as possible;
- setting the stage for greater cooperation in implementing the resulting decisions;
- promoting atmosphere that fosters group cohesion and interpersonal connection.

When the Committee members cannot reach an agreement, the Committee may have a motion put forth which requires a vote to be taken. Provincial representative support will be required for a vote to pass.

## 2018 to 2020 Internal and External Committee – Council Appointments

**INTERNAL COMMITTEES:**      *Council Appointments Approved by Council – November 5, 2018*

### **Police Commission**

(3 Members + 4 Citizens)  
Councillor Steve Gillespie  
Councillor George MacDonald  
Councillor Jim MacLeod  
Citizen John C. MacDonald  
Citizen Dale Deering-Bert  
Citizen Lloyd Bailey  
Citizen Joseph Gillis *Appointment Sept. 28, 2017\*\*\**

### **Fire & Emergency Services Committee**

(Deputy Mayor + 4 = 5 Members)  
Deputy Mayor Ivan Doncaster  
Councillor Eldon MacDonald  
Councillor Amanda McDougall  
Councillor Darren Bruckschwaiger  
Councillor Kendra Coombes

### **Pension Committee**

(2 Members)  
Councillor Clarence Prince  
Councillor Jim MacLeod

### **Charter Ad Hoc Committee**

(quorum 5 – open to all members of Council)  
Councillor Kendra Coombes – Chair  
Councillor Earlene MacMullin  
Councillor Eldon MacDonald  
Councillor Ray Paruch  
Councillor Amanda McDougall – Vice- Chair

### **Viability Study Steering Committee**

Councillor Earlene MacMullin  
Councillor Eldon MacDonald  
Councillor Ray Paruch  
Councillor George MacDonald  
Councillor Darren Bruckschwaiger  
~~Citizen Nicole LaFosse~~  
Citizen Carmen Dunn  
Marie Walsh - CBRM  
Jennifer Campbell - CBRM  
John MacKinnon - CBRM  
Ron Dauphinee – Municipal Affairs  
Emily Pond – Municipal Affairs

### **Audit Committee**

(Deputy Mayor + 4 = 5 Members)  
Deputy Mayor Ivan Doncaster  
Councillor Clarence Prince  
Councillor Ray Paruch  
Councillor Darren Bruckschwaiger  
Councillor Kendra Coombes  
Citizen Qin (Jackie) Hou *Appointed May 29, 2018\**  
Citizen Ian MacLean *Appointed May 29, 2018\**

### **Heritage Advisory**

(2 Members minimum + max. 7 citizens)  
Councillor Clarence Prince  
Councillor Eldon MacDonald  
Citizen Vanessa Childs Rolls  
~~Citizen Neal MacDonald~~  
Citizen Spyro Trifos  
Citizen Thomas Ashford *Appointed May 29, 2018\*\**

} *Appointed March 29, 2017*

### **Diversity Committee:** *Appointed May 29, 2018\**

(12 voting members)  
Citizen Hind Eloukkal – New Comer Community  
Citizen Andrea Hawley – African Nova Scotia Community  
Citizen Keith Anderson - Mental Health Community  
Citizen Jennifer Jesty – First Nation Community  
Citizen Ann McPhee – Women’s Group  
Citizen Eli Quirk – Gay, Lesbian and Transgendered Community  
Citizen Shannon Long – Community Member at Large  
Citizen Stephanie McCormick - Community Member at Large  
Citizen Don Vickers – Community Member at Large  
Citizen Raymond Young – Disability Community  
Citizen Victor Tomiczek Jr. - CBU  
Vacant – Cape Breton-Victoria Regional School Board

Continued...

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**External Committees: Approved by Council – November 5, 2018**

**Nova Scotia Solid Waste Resource Management Regional Chairs Committee**

(1 Member)

Council Amanda McDougall

**Pitu'paq\***

(1 Member)

Councillor Esmond Marshall

**Library Board**

(3 Members + 2 Citizens)

Councillor Steve Gillespie

Councillor Amanda McDougall

Councillor Kendra Coombes

Neeta Kumar-Britten *Appointed Mar. 29, 2017\**

Douglas MacLennan *Appointed May 29, 2018\*\**

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**Port of Sydney Development Corporation Board of Directors**

**Business & Commerce**

Owen Fitzgerald× *Appointed March 29, 2017*

Jerry Gillis× *Appointed March 29, 2017*

Al Pendergast *Appointed May 29, 2018*

**Professional Engineering Designation**

M. Lucia MacIsaac× *Appointed March 29, 2017*

**Marketing Expertise:**

Glen Murrant~ *Appointed June 26, 2018*

**Professional Accounting Designation**

John Anderson× *Appointed March 29, 2017*

**Licensed to Practice Law in Nova Scotia:**

John G. Khattar× *Appointed March 29, 2017*

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~One (1) Year Term

\*Two (2) Year Term

\*\*Balance of a two (2) Year Term

\*\*\*Provincial Appointment - Three Year Term

×Extension of one additional term by Council March 7, 2018

