

Nominating Committee

Agenda

Tuesday, August 17, 2021

10:00 a.m.

Via Video Conferencing

Committee Members:

**Mayor Amanda M. McDougall
Councillor Gordon MacDonald
Councillor Steve Gillespie
Councillor Eldon MacDonald
Councillor Glenn Paruch
Councillor Steve Parsons**

Cape Breton Regional Municipality

Nominating Committee

Tuesday, August 17, 2021

10:00 a.m.

AGENDA ITEMS

Land Acknowledgement

Roll Call

1. **APPROVAL OF AGENDA:** (Motion Required)

2. **Report on Call for Expressions of Interest – Citizen Representatives on Committees:** Deborah Campbell Ryan, Municipal Clerk

Background information:

- a) Memo from the Clerk (See page 3)

- b) Excerpt – June 23, 2021 Nominating Committee meeting re: call for citizens (See page 5)

- c) Copy of Social Media Notice (See page 6)

- d) Terms of Reference for each Committee:
 - i) Diversity Committee (See page 7)
 - ii) Port of Sydney Development Corporation (See page 10)

- e) Excerpt from Committees RC4 Policy Outlining the Selection Process for Citizens (See page 25)

Note: A confidential Matrix of applicants will be distributed separately.

Adjournment

M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5010

To: Mayor Amanda M. McDougall & the Nominating Committee
From: Deborah Campbell Ryan, Municipal Clerk
Date: August 10, 2021
Subject: Report on Call for Expressions of Interest – Citizen Representatives on Committees

This report is in follow-up to the motions of the Nominating Committee on June 23, 2021 (copy attached) regarding the vacancies on the Diversity Committee and the Port of Sydney Development Corporation.

a) Diversity Committee:

Currently there are two vacancies on this Committee: one representative from Cape Breton University (CBU), and one representative from the Cape Breton-Victoria Regional Centre for Education (CBVRCE).

Shortly after the June 23rd meeting and before any call for citizens was issued, the CBVRCE submitted the name of an employee to serve as their representative on this Committee. They also recommended that CBRM may want to reconsider the process used for recruiting the representative from the CBVRCE on the Diversity Committee (i.e. should be appointed by the employer).

We also received expressions of interest from CBU before any notice was issued. There were three (3) applications received, however one later withdrew due to other commitments.

b) Port of Sydney Development Corporation (PSDC) Board:

There is one vacancy on the PSDC Board for an individual with a professional engineering designation for a two-year term.

As directed by the Committee, a second call was advertised on social media, and the Engineers Nova Scotia Association was contacted directly by this office. Engineers Nova Scotia notified their members of the CBRM volunteer vacancy and advised that they can put their name forward to serve on the PSDC Board if interested. The deadline for submissions was August 6, 2021.

Continued...

PSDC Board (Cont'd):

Further, the individual that contacted the CEO of the Port after the last posting deadline was contacted by myself and asked to submit a formal application if they are still interested in serving on that Board. The individual later indicated that they did not want to proceed with their application.

There were two (2) applications received for the individual with a professional engineering designation. However one applicant indicated they attended two years at our local University in the civil engineering technology program, but did not specify if they held a professional engineering designation. Therefore they were contacted by this office, asking for clarification on same. The individual contacted my office and indicated that they did not have the professional engineering designation required, therefore that applicant is not included in this report.

The matrix outlining the particulars of each applicant is attached separately.

Next Steps:

The Nominating Committee shall review the submissions in terms of suitability based on the responsibilities for each Committee and then forward their recommendations to Council for appointments to each Committee.

The applicants should be referenced by their number on the matrix only during discussions and in the motion to Council. Once they have accepted the appointments, their names will be publicly released at a future meeting of Council.

I would also recommend that the Committee instruct staff to draft possible amendments to the Diversity Committee Governance Policy that would enable representatives from CBVRCE (and CBU) to be appointed to the Committee by the employer rather than included in the general call for citizens from the other stakeholder groups. Further, CBRM should first re-confirm with those institutions that they, indeed, want to be part of this Committee.

Thank you.

Yours truly,

Original signed by:

Deborah Campbell Ryan, Municipal Clerk

Attachment

Report on Call for Expressions of Interest – Citizen Representatives on Committees

Diversity Committee (vacancies) – Cape Breton University and Cape Breton-Victoria Regional Centre for Education

Motion:

Moved by Councillor Eldon MacDonald, seconded by Councillor Parsons, that staff be directed to issue a fourth call for citizen volunteers to fill the vacant positions on the Diversity Committee [i.e. one representative from Cape Breton University (CBU), and one from the Cape Breton-Victoria Regional Centre for Education (CBVRCE)], which is to be advertised on social media only (i.e. no newspaper ad), and that both the CBU and CBVRCE be contacted directly requesting volunteer representatives for a two-year term.

Discussion:

During discussion, a question was raised by Councillor Paruch regarding amending the Governance Policy for the Diversity Committee to address quorum issues.

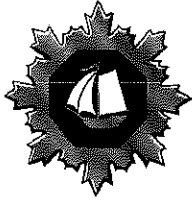
Motion Carried.

Port of Sydney Development Corporation – Professional Engineer Designation (vacancy)

Motion:

Moved by Councillor Gillespie, seconded by Councillor Paruch, that staff be directed to issue a second call for citizen volunteers to fill the vacancy for a professional engineering position on the PSDC Board, which is to be advertised on social media only (i.e. no newspaper ad), and that the Engineers Nova Scotia Association be contacted directly to ask that they notify their members who are residents of CBRM of the vacancy and advise that they can put their name forward to serve on the PSDC Board for a two-year term, if interested. Further, the individual that contacted the CEO of the Port regarding this vacancy should also be contacted to suggest submitting a formal application if they are interested in serving on that Board.

Motion Carried.



Cape Breton Regional Municipality

Call for Expressions of Interest Professional Engineer for Port of Sydney Development Corporation Board of Directors

The Council of the Cape Breton Regional Municipality requires the service of a resident of CBRM who would be willing to serve as volunteer member on the:

- **Port of Sydney Development Corporation (PSDC) Board of Directors**
- one individual with a professional engineering designation for a two-year term

The Articles of Association for the PSDC can be found on the CBRM website:
<https://cbrm.ns.ca/clerks-department.html>

Residents of the Cape Breton Regional Municipality with a professional engineering designation who are interested in serving on the PSDC Board should forward a letter of application, together with their Resume, to the CBRM Clerk's Office. Applicants should clearly indicate their interest in serving on that Board, outlining their qualifications and experience/volunteer work in the related field. Deadline for submissions is **4:30 p.m.** on **Friday, August 6, 2021** and should be directed to:

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

By Fax: 902-564-0481
Or Email: 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**



CBRM

A Community of Communities

Cape Breton Regional Municipality

Cape Breton Regional Municipality Diversity Committee Governance Policy

1.0 MEMBERSHIP:

The Cape Breton Regional Municipality Diversity Committee shall consist of twelve voting members:

# of Members	Committee Structure	Term (years)
1	African Nova Scotia Community	2
1	Mental Health Community	2
1	New Comer Community	2
1	First Nation Community	2
1	Women's Group	2
1	Disability Community	2
1	Gay, Lesbian and Transgendered Community	2
1	Cape Breton University	2
1	Cape Breton Victoria Regional School Board	2
3	Community Member at Large	2
TOTAL 12		

2.0 METHOD OF APPOINTMENT:

All representatives shall be appointed by the Council following a publication of a notice calling for members to fill these positions. Members may reapply for the representative positions. Members may be appointed as individuals or as representatives of a registered non-profit organization.

3.0 MEETINGS:

The Cape Breton Regional Diversity Committee shall meet monthly if possible. Agendas should be circulated one week prior to the meeting.

The Committee shall designate one of the meetings as an Annual Meeting. This meeting could be used for such things as an annual report of activities or committee work over the past year, setting goals for the upcoming year and as a time to recognize outgoing members.

The committee will be responsible to elect both a chair and a recording secretary.

4.0 ROLE:

The Cape Breton Regional Municipality Diversity Committee will work in partnership with the community as a whole. The committee will embrace and promote diversity and understanding within economic, social and cultural development of the community.

The Committee will bring to light issues relating to diversity within the community; ensure information relating to the community is brought to the Committee which will present the information to the greater community; and develop advocacy approaches to issues relating to the community.

The Committee shall:

- Commit to the principle that everyone is equal in dignity and rights,
- Promote the principle of equal opportunity and mutual exchange of feelings, ideas and opinions,
- Create an enduring atmosphere of diversity and all that it encompasses by increasing accessibility, employment equity and human rights awareness.

5.0 RESOURCE STAFF:

The CBRM Director of Human Resources or designate will be the CBRM staff resource for this committee.

The following government departments and agencies shall be invited to attend the meetings to assist on issues arising within the committee i.e.:

- Cape Breton District Health Authority
- Cape Breton Regional Police Services
- Nova Scotia Human Rights Commission

6.0 CHAIR OF THE COMMITTEE:

The Chair should be appointed at the annual general meeting by election or acclamation. The chair may serve multi year terms with a maximum of three consecutive years.

7.0 QUORUM:

The quorum of the Cape Breton Regional Municipality Diversity Committee shall be five (5) members.

8.0 RULES OF ORDER:

The procedural rules of the Committee shall be the same as the rules of order used by the CBRM Council and its committees.

9.0 GENERAL RULES OF ORDER:

In all cases where procedure is in question, the Committee shall be governed by Robert's Rules of Order.

Approved by Council: May 17, 2011
Amended: August 15, 2017

**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 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 well as any operations collateral or incidental to the development of Sydney Harbour.

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 one (1) meeting 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) Confirmation 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 the CEO, if any, and shall meet no less than six (6) times during the Company's fiscal year. The Board is responsible for governance and for the oversight 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 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 majority vote 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 majority vote 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 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.
- 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 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.
- 5.15 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.
- 5.16 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.
- 5.17 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.
- 5.18 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.
- 5.19 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 quarterly financial statements.

5.20 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.

5.21 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, and TREASURER

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 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 immediately 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.

- 6.03 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.
- 6.04 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.
- 6.05 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.
- 6.06 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 quarter 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 Directors 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

12. Nominating Committee

(1) At the first regular meeting of Council held, after the Election, and at the first regular meeting of Council held in October and every two years thereafter, the Council shall appoint, or authorize the Mayor to appoint, the Nominating Committee. The Committee shall consist of the Mayor and at least five (5) Councillors.

(2) Upon appointment, or soon thereafter, the Nominating Committee shall convene and nominate persons to serve for the next two years on the standing committees and external agencies/committees.

(3) The Nominating Committee shall also meet as required to deal with citizen appointments and any vacancies on Committees.

(4) With respect to the appointments of citizens to Committees, the following selection process shall be used:

- While the meetings of the Nominating Committee are open to the public, the proceedings will not be live streamed or videotaped when dealing with citizen appointments.
- The background information for the applicants will not 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, will be provided to the Nominating Committee.
- Discussion by the Committee will be non-specific, referring to the candidates by number and not by name.
- Recommendations to Council will refer to the candidate number, and once the citizens have accepted the positions and any required background checks have been completed, their names will be released at a subsequent open meeting.

(5) The Council may ratify the report of the nominating committee or may substitute the name of any person instead of the person nominated by the committee.

13. Non-Committee Council Members

Council members not serving on Committees will not be permitted to participate in the Committee debate or the vote, but are authorized to make comments, presentations and participate at Committee meetings.

