

# **Nominating Committee**

## **Agenda**

**Wednesday, June 23, 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**

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# Cape Breton Regional Municipality

## Nominating Committee

Wednesday, June 23, 2021

10:00 a.m.

### AGENDA ITEMS

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#### Land Acknowledgement

#### Roll Call

1. Approval of Minutes: (Previously Distributed)

- December 8, 2020
- May 11, 2021

2. APPROVAL OF AGENDA: (Motion Required)

3. 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 5)
- b) Excerpt – May 11, 2011 Nominating Committee meeting re: call for citizens (See page 8)
- c) Copy of Newspaper Advertisement (See page 9)
- d) Excerpt – May 11, 2011 Nominating Committee meeting re: Port of Sydney Development Corporation – Board Vacancies (See page 10)
- e) Terms of Reference for each Committee:
  - i) Cape Breton Island Housing Authority Board (See page 11)
  - ii) Diversity Committee (See page 67)
  - iii) Port of Sydney Development Corporation (See page 70)

Continued...

Nominating Committee Agenda  
June 23, 2021 (Cont'd)

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*Background information (Cont'd):*

- f) Excerpt from Committees RC4 Policy Outlining the Selection Process for Citizens (See page 85)

**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:** June 18, 2021  
**Subject:** Repott on Call for Expressions of Interest – Citizen Representatives on Committees

As directed by motion of the Nominating Committee on May 11, 2021 (copy attached), this office issued a call for citizen volunteers on three (3) Committees which was publicly advertised in the Cape Breton Post on May 26, 2021 (copy attached). Notice was also placed on the CBRM website and social media. The deadline for submissions was 4:30 p.m. on Monday, June 7, 2021.

**a) Cape Breton Island Housing Authority:**

In response to the ad, there were five (5) applications received, all of which were for the Cape Breton Island Housing Authority Board, noting that one applicant later withdrew their application as they are a tenant of the Housing Authority and will be appointed as a representative of the client base. The matrix outlining the particulars of the other four (4) applicants is attached separately.

**b) Diversity Committee:**

Although we did not receive any formal applications for the vacant positions on the Diversity Committee, Councillor Steve Parsons did contact the Cape Breton-Victoria Centre for Education and there was one name submitted by them. The Clerk's office did contact that individual requesting a formal application be submitted, however none was received.

Further, Mayor McDougall was in contact with the Student Union at the Cape Breton University (CBU) and they indicated that a name would be put forward to represent CBU on this Committee, however no applications were received.

**Continued...**

**c) Port of Sydney Development Corporation (PSDC) Board:**

With respect to the other vacant positions on the PSDC Board, as directed by motions of the Nominating Committee on May 11, 2021 (copy attached), staff contacted the citizens who recently applied for the PSDC Board, but were not successful, asking if they want to re-offer to serve as a representative with a professional engineering designation and a representative with marketing expertise.

The Nominating Committee also directed that in the event the recent applicants do not re-offer and/or do not have the required expertise in the engineering and marketing fields, the Clerk be authorized to place the required advertisements for these vacancies on the Board without the requirement to bring the matter back to the Nominating Committee.

Following a poll of the recent applicants, it was determined that there are candidates with marketing expertise who wanted to re-offer, however no one had the professional engineering designation. Therefore the public advertisement included one individual with a professional engineering designation for a two-year term on the PSDC Board.

While no applications were submitted to this office, the CEO at the Port did receive an inquiry from a professional engineer after the deadline for applications.

In addition to the foregoing, it was brought to staff's attention that a recent citizen appointment by Council to the PSDC Board is not eligible to serve on that Board due to their employment. Mr. Peter Gillis is an employee of Marine Atlantic, a Federal Crown Corporation. Under Article 5.02(c) of the Port's Articles of Association, an employee of a federal crown corporation is ineligible to serve on the Board. Mr. Gillis was advised of this oversight and he has graciously submitted his written resignation, noting that he was not aware that he was ineligible. Council was notified of this matter in an email from the Clerk dated June 2, 2021.

Having said that, Mr. Gillis was selected from the recent call for citizens with an expertise in business and commerce. These same applicants were polled to find out if they wanted to re-offer as a member with marketing expertise; therefore they can also be considered for the business and commerce position. A matrix of those applicants 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. PLEASE NOTE that the applicants should be referenced by their matrix number 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.

**Continued...**

- a) **Cape Breton Island Housing Authority Board:** They require three citizens for a three-year term. As noted above, we received five (5) applications; however one was withdrawn.

Recommendation: The Committee should select three of the four remaining applicants for the Cape Breton Island Housing Authority Board to be referred to Council for recommendation to the NS Minister of Community Services.

- b) **Diversity Committee:** This was the third call for citizen applications for one representative from Cape Breton University (CBU) and from the Cape Breton-Victoria Regional Centre for Education (CBVRCE) and no formal applications were received. I would point out that the Committee can achieve a quorum without these positions filled.

Recommendation: That a fourth call for these vacancies on the Diversity Committee 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.

- c) **Port of Sydney Development Corporation (PSDC) Board:** They require one representative with expertise in marketing for a three-year term; one representative with expertise in business and commerce for a three-year term; and one representative with a professional engineering designation for a two-year term.

Recommendation: The Committee review the citizens that re-offered for the marketing and business & commerce positions and forward their recommendation to Council.

With respect to the professional engineer position, that a second call 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 after the deadline should also be contacted to suggest submitting a formal application if they are interested in serving on that Board.

Thank you.

**Yours truly,**

*Original signed by:*

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**Deborah Campbell Ryan,  
Municipal Clerk**

Attachments

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

**Motion:**

Moved by Councillor Gillespie, seconded by Councillor Parsons, that staff be directed to re-advertise for citizen volunteers to fill the vacant positions on the Diversity Committee (i.e. one representative from Cape Breton University, and one from the Cape Breton-Victoria Regional Centre for Education); and the three representatives for the Cape Breton Island Housing Authority Board.

**Motion Carried.**

Later in the meeting, Councillor Gillespie advised that he had previously reached out to CBU Students' Union and Faculty for representation on the Diversity Committee. Councillor Parsons advised he will reach out to his contacts at Cape Breton-Victoria Regional Centre for Education regarding the vacancy. Mayor McDougall indicated that she is scheduled to meet with CBU and will bring the representation vacancy on Diversity Committee up in that conversation.



*Cape Breton Regional Municipality*  
**Citizen Representation on Committees  
Call for Expressions of Interest**

The Council of the Cape Breton Regional Municipality requires the services of citizens who would be willing to serve as volunteer members on the following Committees:

- *Diversity Committee (one representative from Cape Breton University; and one representative from the Cape Breton-Victoria Centre for Education for a two-year term)*
- *Cape Breton Island Housing Authority (three positions for a three-year term)*
- *Port of Sydney Development Corporation (one individual with a professional engineering designation for a two-year term)*

The Terms of Reference/Roles for these Committees can be found on the CBRM website: <https://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, together with their Resume, to the CBRM Clerk's Office. Applicants should clearly indicate their interest in serving on the Committee and outline all qualifications and experience/volunteer work in the related field. Applicants for the Diversity Committee are asked to indicate the name of the sector they wish to represent. Deadline for submissions is **4:30 p.m. on Monday, June 7, 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](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**

**Port of Sydney Development Corporation – Board Vacancies:**

**Motion:**

Moved by Councillor Paruch, seconded by Councillor Parsons, that the Clerk be directed to reach out to all citizens who recently applied for the Port of Sydney Development Corporation (PSDC) Board, but were not successful, asking if they want to re-offer to serve on the PSDC Board as a representative with a professional engineering designation and a representative with marketing expertise.

**Discussion:**

It was clarified that the Clerk would only contact those citizens who submitted applications in January of this year to serve on the PSDC Board and that it would not be open to the public at this time.

The following was also discussed:

- Role of the Nominating Committee members and selection process
- Qualification criteria and synergies of experience
- Public notice
- PSDC Articles of Association outline the qualification requirements for Board members
- Recent PSDC Board resignations

**Motion Carried.**

After Committee discussion, the following motion was put forward:

**Motion:**

Moved by Councillor Gordon MacDonald, seconded by Councillor Gillespie, that in the event the recent applicants do not re-offer and/or do not have the required expertise in the engineering and marketing fields, the Clerk be authorized to place the required advertisements for these vacancies on the Board without the requirement to bring the matter back to the Nominating Committee.

**Motion Carried.**

Department of Community Services

Housing Authority

Board Members' Handbook

February 25, 2010

On behalf of the Department of Housing and Municipal Affairs and the staff of your housing authority, it is a pleasure to welcome you as a housing authority board member. Your role as a board member is an important part in the effective management of public housing and in maintaining a community perspective on broad social housing issues.

This *Handbook* is designed to provide you with an overview of housing authority operations, the role and functions of the board, the Department and of the Minister. More detailed explanations can be found in the *Public Housing Operations Manual* which is available at your housing authority.

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## 1. Introduction

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A housing authority is an administrative body that manages public non-profit housing projects within a group of municipalities.

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### *Handbook Objective*

This updated handbook provides housing authority board members with an overview of the operations of the province's seven housing authorities. It emphasizes those matters that are of particular interest to the board. Policy matters are not covered in detail. When dealing with specific issues, you should refer to the *Public Housing Operations Manual* and housing authority bulletins.

### *Background*

The term 'housing authority' refers in its broadest sense to the body (including staff) that administers the public non-profit housing units in Nova Scotia. The total number of units in the province exceeds 12,350.

Public non-profit housing forms a major part of the social housing stock in Canada and Nova Scotia. Public non-profit housing can be described as modest affordable housing for households on low or fixed incomes.

### *History*

The Government of Canada first introduced

social housing in the mid-1930's with the passage of the *National Housing Act*.

Canada Mortgage and Housing Corporation (CMHC), the federal government's housing agency, was established in 1944. CMHC has had a substantial impact on the development of social housing throughout the country. It is estimated that there are 600,000 social housing units in Canada.

The first public non-profit housing and the first housing authority in Nova Scotia were located in Halifax. The then Halifax Housing Authority was established by an Act of the Nova Scotia Legislature in April 1948. Subsequently, housing authorities were established in Shelburne, Sydney, Glace Bay, Liverpool, Inverness and Springhill in 1967 and 1968. At one time there were forty-six housing authorities in the province. These authorities were merged in 1991 to form nineteen and finally amalgamated in 1997 to the current complement of seven regional housing authorities. Each authority covers a specific area of the province. (See Appendix A-3 for a map showing the seven housing authorities and the areas they cover.)

### *Public Non-Profit Housing*

There are three basic types of public non-profit housing: family, senior citizen, and rent supplement. Within Nova Scotia there are approximately 7,700 senior units and 4,650 family units.

The purpose of public non-profit housing is to provide suitable, adequate and affordable rental accommodation for lower income households where the rent charged is based on household income. This is referred to as rent geared to income (RGI).

The rental revenue generated is insufficient to cover the operating costs of housing including the mortgage. Therefore, the three levels of government (federal, provincial and municipal) provide annual subsidies to cover the net operating expenses.

The Rent Supplement Program (RSP) is administered jointly by the Department and housing authorities. The program provides eligible households with rent-to-income housing in privately owned rental buildings or in co-operative housing projects. The assistance is provided in the form of a subsidy. The amount of the subsidy is the difference between the tenant's RGI rent and the market rent in that area for the apartment unit. Eligible households are chosen from each housing authority's waiting list.

### *Enriched Seniors Housing*

Enriched senior citizens' housing projects are seniors' apartment buildings connected directly to a municipality-operated special care facility. Like other senior citizens' housing facilities, an enriched project has a number of apartments complemented by a common tenant lounge, storage facilities and laundry room. The difference is that the enriched housing tenants are able to purchase services from the adjacent special care facility. These services may include but are not limited to:

- meals
- housekeeping

- personal care
- medication administration
- nursing

The tenant's rent is based on the graduated rental scale and the service fees are based on a user pay system. Should the degree of services required place the tenant in financial difficulty, assistance may be available from the Department of Community Services.

Eligibility requirements are similar to those for conventional seniors' housing, but in addition, prospective tenants must be in need of a number of the services offered and agree to use them on a continuing basis. Tenant approval is done by the housing authority with input from representatives from the home for special care. Housing authority staff are responsible for lease administration.

## 2. Department of Housing and Municipal Affairs (The Department)

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The Nova Scotia Housing Commission, the Department's predecessor, was established in 1932. It was one of the first provincial housing agencies in the country.

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*Housing Act and the Nova Scotia Development Corporation Act*  
The *Housing Act, 1983 (R.S.N.S. 1989, c. 211)* gives the Department the authority:

- to study housing needs and conditions
- to encourage and promote public and private initiatives in housing
- to make recommendations for improvement

Under the authority of the Housing Act the Department has helped many Nova Scotians obtain adequate and affordable shelter through a variety of programs. These programs include:

- housing loan and grant programs designed to assist households on low and fixed incomes to undertake repairs required to maintain their homes
- land development and mortgage programs which provide incentives for the

construction of new homes

The Department's role in provincial housing matters is summarized in its mission statement:

- to provide leadership in the achievement of effective local government, *adequate, affordable housing*, equitable property valuation and an integrated land information management system to meet the needs of local and provincial agencies and the residents of Nova Scotia.

In practical terms under the Nova Scotia Housing Development Corporation Act (R.S.N.S. 1989, Chapter 213) the Department is the Nova Scotia Housing Development Corporation. Among other things, this Act states that the Corporation's property and assets are not subject to taxation. Two pertinent Corporation objectives are:

- to establish housing projects and construct housing accommodation of all types for sale or rent
- to improve the quality of amenities related to housing.

And, this Act gives the Department the authority to guarantee loans for housing related projects.

#### *Administrative Structure*

The Department's Housing Services Division:

- managers, oversees and delivers services in support of the province's social housing portfolio
- develops and delivers a variety of housing grant and loan programs that encourage Nova Scotians to continue to reside in their own homes
- manages the department's residential land portfolio and provides expertise in support of the residential land development program

The Division consists of three head office sections (Operations Support, Programs and Land Development) and four regional housing offices. The regional offices are located in Sydney, New Glasgow, Bedford and Middleton. There is a regional director in each regional office. (See Appendix A-1 for the regional office telephone numbers and mailing addresses.)

#### *Housing Authorities and the Department*

The housing authority general managers and staff provide the 'day-to-day' administration and management of the public non-profit housing stock. This arrangement is set out in the management agreements between the Minister of Housing and Municipal Affairs (the Minister) and each housing authority. (See Appendix A-2 for the phone numbers and mailing addresses of the seven housing authorities).

The formal line of communications between the housing authority and the Department is through the regional housing office. The duties of the Department concerning

housing authorities are:

- to provide management and direction to housing authorities
- to promote 'best practice' in all aspects of public non-profit housing management
- to provide technical assistance relating to physical structure of the project(s) including advice on maintenance issues
- to ensure that all policies dealing with public non-profit housing are communicated to and implemented by the housing authorities

#### *Financial Arrangements*

All three levels of government contribute to the operating losses of family and senior public non-profit housing. These arrangements are set out in the handover agreements for each project (see Chapter 4 for detailed information of a handover agreement). The rent supplement program is cost-shared between the federal and provincial governments.

#### *1997 Federal Provincial Social Housing Agreement*

In December 1997, the province and the federal government signed a new Social Housing Agreement concerning the administration of federal social housing programs. Important aspects of this Agreement for housing authority staff and boards are:

- transferred responsibility for the long term planning and management decisions for public non-profit housing to the province
- fixed federal social housing subsidies at 1995/96 levels for the remaining

- subsidy period for the social housing project agreements specified that the subsidies and any

savings achieved must be for shelter.

### 3. Housing Authority Establishment

The *Housing Act* gives Cabinet the authority to create a housing authority to operate and manage housing projects.

#### *Board Composition*

Members of housing authority boards include:

- a minimum of one representative from each municipality to be nominated by the municipality
- a minimum of two provincial representatives to be nominated by the Minister
- a minimum of two tenant representatives to be nominated by the housing authority board
- two ex-officio members (the housing authority general manager, and a regional housing director or designate)

#### *Member Appointment*

The appointment process for the different representatives varies slightly:

- the municipal and tenant nominees are formally appointed by the

Minister (in making these appointments the Minister will ask the appropriate municipality or the board to nominate an individual to fill a vacant position)

- the provincial nominees are nominated by the Minister but before they can be formally appointed by the Minister their nominations must be approved by the Human Resources' Committee of the Nova Scotia Legislature).

#### *Terms of Appointment*

Members are eligible to serve a maximum of two consecutive three-year terms and then must 'sit-out' a minimum of one term before being eligible for re-appointment.

However, in circumstances where a municipality or a housing authority board has been unable to identify a suitable replacement member, and formally request the Minister to extend a current member's appointment for a third (3<sup>rd</sup>) term, the Minister may grant such a request. In circumstances where a former Municipal representative's term has ended, the person may apply to be a provincial representative on the Board, and in such cases, the Minister may place such a nomination before the Human Resource Committee of the legislature for consideration. In the event a provincial representative applies for a third term, the Minister may place such a

nomination before the Human Resource Committee of the legislature for consideration. Appointments of new board members, wherever possible, are normally staggered to ensure a number of experienced members remain on the board.

When a member resigns from the board prior to the expiry of his or her term, the letter of resignation should be addressed to the Minister of Housing and Municipal Affairs and a copy should be sent to the board chair. The resignation letter can be submitted to the housing authority secretary directly or to the Minister. Once accepted, the Department will arrange for a replacement.

#### ***Member Eligibility***

The following individuals are not eligible to serve as members of a housing authority board:

- elected persons holding federal, provincial, or municipal offices (if board members attain one of these political offices, membership on the board ceases on the day the elected office is assumed)
- employees of the Department
- employees of the housing authority
- employees of the Department of Community Services
- employees of Canada Mortgage and Housing Corporation (CMHC)
- employees of the municipalities that fall within the housing authority's jurisdiction
- individuals who own or who are directors of companies that have entered into rent supplement agreements with the Minister and a housing authority; and
- employees or owners of businesses that deal with the housing authorities.

#### ***Remuneration***

Board members are volunteers and do not receive payment for their services or reimbursement for lost wages while on authority business. They may, however, be reimbursed for reasonable expenses while on authority business. These expenses are to be within the limits established by the housing authority's budget and provincial expense guidelines. These guidelines are set out in *the Public Housing Operations Manual*.

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## 4. Parameters, Responsibilities and Functions of the Board

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The framework or terms of reference for the operation of housing authorities is set out in several documents.

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### *Framework*

The documents that set out the parameters, roles and responsibilities of a housing authority include:

- the *Housing Act, R.S.N.S., 1989, c.211* and its Regulations
- the Order-in-Council establishing the housing authority
- the Handover and Management Agreements
- the housing authority's bylaws
- the rent supplement agreement
- the *Public Housing Operations Manual*
- individual housing authority policies and procedures
- other provincial and federal legislation

### *Nova Scotia Housing Act and Orders-in-Council*

The *Act* empowers the Governor in Council

(Cabinet) to:

- establish a housing authority
- establish its membership and method of appointing board members
- determine its organization and internal management.

The first power is executed through an Order-in-Council (O.I.C.). Each of the seven housing authorities in the province was established by an Order-in-Council.

Besides giving Cabinet the power to create, dissolve or reconstitute a housing authority the *Act* gives the Minister the authority to take any action necessary to ensure the proper management and operation of a housing authority.

### *Handover and Management Agreements*

After December, 1993, no new federal subsidy dollars were available for new projects. Prior to this date, the Department handed new housing projects (land and buildings) over to the housing authority when construction on a project was completed. A handover certificate was the formal document used by the housing authority to acknowledge the acceptance of the project. Shortly after signing this certificate a more detailed document called a

Handover Agreement was signed by the housing authority, the municipality in which the project was located, and the Minister.

Under the Handover Agreement, the Minister leases the building to the housing authority with the stipulation that it will operate the project as a trustee on behalf of the Minister.

In 1995, the province introduced the use of management agreements to clarify the roles of the Minister and the housing authority boards and staff. With the creation of the 7 regional housing authorities these agreements have been revised to reflect the current roles of the Minister, the boards and housing authority staff. An example of the most recent reversion of the Management Agreement can be found in Appendix B.

The primary responsibilities of housing authority staff as set out in the Management Agreement are to:

- lease each housing unit to an eligible household in accordance with the appropriate rental scale
- collect rent and other revenue and make proper disbursements
- deposit all revenue daily
- maintain all premises in good condition
- prepare and submit an annual budget
- maintain accurate books and records of accounts and submit prescribed financial reports and statements to the Minister
- pay an annual grant in lieu of taxes to the appropriate municipality equal to the payment required of a non-exempt property owner.

In summary, a housing authority's activities

may be grouped into four broad categories:

- applicant and tenant services
- property administration
- financial management and control
- maintenance services

### *Bylaws*

As a body corporate, a housing authority board may make whatever bylaws it feels are appropriate for the proper conduct of the business of the board and the authority. Housing authority bylaws are approved by the Minister. These bylaws are subject to the approval of the Minister.

Housing authorities need not have bylaws common to one another and are free to adopt such provisions as the board may require. Given that all housing authorities do the same work, their individual bylaws should be very similar. A suggested set of bylaws is set out in Appendix C of this handbook.

### *Rent Supplement Agreement*

This Agreement makes the housing authority the Minister's management agent for the Rent Supplement Program (RSP).

The authority's primary responsibilities, as set out in the Agreement, are to:

- verify incomes of program participants
- calculate rents for tenants
- inspect all units before tenants move in and after they vacate
- provide input into the unit selection process
- administer the individual Rent Supplement Program Agreements with the cooperatives and the private

sector landlords.

### ***Public Housing Operations Manual (the Manual)***

The Manual outlines specific policies, procedures and guidelines to be followed by both the board members and housing authority staff in discharging their duties and responsibilities in administering all public non-profit housing. Adherence to the requirements in the Manual is crucial. It ensures:

- that program participants throughout the province are treated consistently and fairly, and
- that housing authority operations are carried out in a manner compatible with the business practices of a provincial government agency.

The Manual contains information of a descriptive nature as well as policy, procedure and guideline statements. The policy statements set out the essential parameters for housing authority operations. Procedural statements describe standard practice for policy implementation and should be followed as closely as possible. Manual guidelines are intended to assist the housing authority staff in their day-to-day operations.

### ***Local Policies and Procedures***

Housing authorities are permitted and encouraged to develop policies and procedures to deal with local tenant-related matters. This gives authorities the necessary freedom to respond to local tenant issues. However, these local policies and procedures must not conflict with the policies outlined in the Manual or with the requirements of the provincial *Residential Tenancies Act*.

Housing authorities have local policies on such matters as:

- pets
- transfer requests
- visitors
- former tenant (with outstanding arrears) reapplying
- notices to evict
- judgements

For more details see Chapter 15 of the Applicant, Tenant and Property Management Manual.

### ***Other Provincial and Federal Legislation***

Housing Authorities must comply with all federal and provincial laws except where specifically exempted. For example, in dealing with their clients and staff, authorities must comply with:

- *the Nova Scotia Consumer Reporting Act*
- *the Freedom of Information and Protection of Privacy Act*
- *the Human Rights Act*
- *the Residential Tenancies Act*

Housing authorities are required to pay HST and are eligible for a partial rebate.

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## 5. *The Role of Board Members and Officers*

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The authority of housing authority board members is a group power exercised at duly constituted board meetings. Officers of the authority have additional responsibilities attached to the office they hold.

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### *Board Member Duties*

The board and its members must remember that their main purpose is dealing with tenant related matters. They should not become directly involved in the authority's operations. In order to review housing authority staff recommendations, however, it is imperative that the board be provided with comprehensive factual reports by management and that members be free to fully question the contents of reports and request additional information.

The two major areas of responsibilities for boards are:

- tenant issues

These include for example -

- applicant approvals
- tenant transfers
- evictions (notices to quit)
- approvals of tenant issues that are exceptions to policy
- approvals of local policies

- advice/comments on housing authority operations and issues

This includes:

- receiving for information purposes and commenting on the housing authority's annual budget and operations plan before these documents are submitted to the Department for approval
- reviewing and providing recommendations or comments on any special issues which are identified by the board, authority or Department. These issues may include significant policy/guideline changes; tenant issues such as chronic vacancies, arrears, security, and potential program partnerships.

To support their role of providing comments and advice on the work of the authority,

boards should receive regular status updates on the major activities and issues facing their authority, and current information on the major factors that affect provincial housing authorities.

To perform these duties board members should:

- become thoroughly familiar with the organization and structure of the housing authority and its terms of reference
- acquire a working knowledge of the operating policies and procedures concerning tenant matters
- attend all regular and special meetings of the board and committee meetings as required.
- respond to and/or refer to the housing authority general manager routine enquiries received from time to time from individuals such as applicants, tenants or municipalities.

### *Appointment of Officers*

The executive of a housing authority board consists of a chairperson, vice-chairperson, and secretary. These officers are selected by the housing authority board members themselves by means of normal nominating and voting procedures. The election of officers is to occur at the first meeting in each calendar year, and vacancies are to be filled as required.

### *Typical Duties of Chair*

- chairs housing authority board meetings
- is a member of all committees
- maintains effective liaison with the general manager and the Department's regional director
- assists with new member orientation
- encourages members to participate as

- much as possible in meetings
- represents the board on the Minister's Housing Advisory Committee (the chair may designate another board member to sit on this Advisory Committee in his or her place)

### *Typical Duties of Vice-Chair*

- carries out the duties of the chairperson in his or her absence
- as requested, chairs or co-ordinates on both an ad hoc or continuing basis, committees or special projects and assignments

### *Typical Duties of Secretary*

- ensures that adequate and impartial minutes of housing authority meetings are kept
- ensures that adequate notices of meetings are provided
- ensures that appropriate action is taken with respect to official correspondence

### *Standing Committees*

At the time the housing authorities were merged into seven housing authorities the Minister established a committee to review the roles and responsibilities of the Housing Authority Boards. One of the committee's recommendations (which was adopted by the Minister) was the establishment of a standing committee structure. It was recommended to reduce the work load of the board and to have board members deal with issues in the communities they represent.

These standing committees act on behalf of the board and will deal with local applicant approvals and tenant related issues including:

- approval of applicants for public non-

- profit housing, notices to quit, and tenant transfers that are an exception to policy
- hear appeals from tenants and applicants on housing authority decisions
- provide advice to the housing authority general manager on tenant situations or any other issues identified by the board.

The housing authority's decisions on tenant related issues are approved by the board or its standing committees.

#### *Minister's Housing Authority Advisory Committee*

The purpose of this committee is to provide advice and comments to the Minister. The committee includes the Minister, the chairs of each of the seven housing authority boards or their designates, and ex-officio members (the Department's senior management).

The committee has three major areas of responsibility:

- advice and comments concerning public housing

This includes:

- providing the Minister with the committee's perspective and advice on public non-profit housing needs and concerns/issues
- providing comments and advice to the Minister on specific policy questions concerning public non-profit housing, such as residency

- requirements for tenants, and tenant policies
- identifying regional public housing successes which may benefit other regions of the province.

- identification of and comments on regional housing concerns and/or issues (i.e., providing their perspective as chairs)
- advice and comments on new provincial initiatives related to public housing

This includes:

- providing comments to the Minister concerning options for major new directions or initiatives concerning public non-profit housing
- identifying and commenting on opportunities in their regions for developing and supporting partnerships with community based service providers to allow public housing to meet the needs of those who require support services in conjunction with public housing.

The committee meets on an annual basis; however, the Minister may seek the advice of the committee members between meetings on provincial housing initiatives and options.

#### *Liability of Members*

Housing authorities, like all other organizations, are subject to legal action by persons or groups who feel that they have

been unjustly or unfairly treated. Individual housing authority members are protected in such cases provided they have acted within the law and have taken all reasonable care in making their decisions and have acted responsibly in making their decisions.

### ***Confidentiality***

Board members should ensure that matters coming before the board concerning personal information on tenants and applicants are kept in strict confidence. Information concerning such matters as salaries, arrears, and social problems should not be divulged to unauthorized individuals. Housing authority board members and staff are required to comply with the Nova Scotia Freedom of Information and Protection of Privacy Act, the Consumer Reporting Act, and Human Rights legislation.

The Department recommends that each member sign a confidentiality form when he or she joins the board. A sample form is provided in Appendix D at the end of this handbook.

### ***Conflict of Interest***

All housing authority board members are subject to the provisions of *the Municipal Conflict of Interest Act*. The *Act* provides for dismissal from the board, as well as fines, for individuals who contravene the provisions of the legislation for the purpose of personal financial gain.

The *Act* prohibits a housing authority board member from involvement in any matter coming before the authority in which the member has a pecuniary interest. Generally, pecuniary interest includes:

- being a shareholder, director, or senior officer in an organization that

does not issue public shares

- being a director or a senior officer or holding more than 10 per cent of the shares in a public corporation
- being a partner, or in the employment of a person or body that has an interest in any matter in which the Authority is concerned
- having an immediate family member who has an interest in any matter of concern to the Authority.

When a board member is in a position where conflict of interest guidelines may be breached, he/she must:

- disclose the nature of the conflict at the beginning of the meeting and leave the room when the matter is under consideration
- refrain from voting on the matter
- refrain from influencing other members of the Authority concerning the matter.

All these steps must be clearly recorded in the minutes of the meeting. The board secretary is required to maintain a 'Central Record of Disclosure' in which every disclosure of interest is noted.

### ***Appeals Concerning Staff Decisions***

From time to time, tenants or applicants who feel that they have been unjustly treated by staff may contact Housing Authority board members. When this occurs, board members should advise these individuals to write the Housing Authority general manager or regional director outlining their complaints. A copy of the letter should also be sent to the board chairperson. Upon receipt of a complaint the general manager will investigate the matter and submit a report to the board for its consideration.

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## 6. Board Meetings

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It is imperative that the board carry out its responsibilities in an orderly and acceptable manner.

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### *Timing and Preparation*

At a minimum the board must meet at least once a year.

Board meetings may be called by the chairperson, or vice-chairperson or by the secretary if he or she is requested to do so by a minimum of two board members.

Standing committee meetings will be held more frequently. There may also be instances where special committee meetings are called to deal with emergency items. Board or standing committee input may be required between meetings, in both instances a telephone poll must be ratified at the next board or standing committee meeting.

Procedural rules, such as *Robert's Rules of*

*Order* should be followed at all meetings. Some rules of order guidelines are included in chapter one of the *Public Housing Operations Manual*.

### *Agenda*

The meeting agenda should include updates on major activities and any significant issues for the housing authority and the Department. The board will also receive for their information and comment the annual housing authority budgets and related operations plans before they are submitted to the Department for approval.

The housing authority general manager should prepare the agenda for board meetings. Additional items may be added at the request of board members. The agenda, minutes of previous meeting(s), staff reports and correspondence should be forwarded to board members in advance of any meeting. This allows members to prepare ahead which can save substantial time at meetings. The following is an outline of a model agenda:

- call to order

- minutes of previous meeting(s)
- items arising from minutes (the specific topics should be listed)
- disposition of relevant correspondence
- new business
- review of tenant-related issues
- committee reports and recommendations
- questions or inquiries from members
- updates on any new initiatives
- items/information submitted by general manager and regional director

board members' approach to their relationship with the authority's general manager and/or regional director.

### *Minutes*

The minutes of a meeting should be an objective and unbiased summary of the business transacted during the course of the meeting. Minutes of housing authority board meetings are important. They represent the official record of the board's decisions and they should be prepared and stored with care. It is the responsibility of the board's secretary to ensure that the minutes are properly recorded, prepared and distributed, although the actual work is done by housing authority staff.

Minutes are approved with or without amendment and signed by the board's chairperson (or the person who chaired the board meeting).

Whether or not a housing authority board meeting is open to the public is a board decision. Minutes may be held up to public scrutiny; therefore, it is imperative that they be factual and, where possible, avoid sensitive personal information. Reports containing sensitive information should be kept separately from the minutes.

### *Board/General Manager Relations*

'Professional' is the key word concerning

Board members should deal exclusively with the authority's general manager when making routine inquiries or passing on complaints. Of course, this principle is waived in an emergency when the general manager is not available.

Complaints received by a board member should be raised with the authority's general manager. The chairperson should refer all serious complaints of impropriety, or accusations of significant wrong-doing against either board members or the authority's general manager, to the Department's regional director.

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## 7. *Applicant and Tenant-Related Issues*

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The applicant and tenant relations function deals with processing the applications for housing and administering the tenant leases. The latter involves balancing the tenant's shelter needs with their non-shelter needs.

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### *Applicant Eligibility*

When determining eligibility a number of criteria are taken into consideration. They include, but are not limited to:

- a residency requirement
- a household income requirement
- an age requirement (for seniors)

Applicants for public non-profit housing (i.e., either seniors or families) must have been residents of the municipality where the

unit is located for not less than 12 consecutive months out of the last 23 months. If there are extenuating circumstances that create medical or compassionate grounds for occupancy, the board may authorize acceptance of the tenant even though the residency requirement has not been met. For further details on residency requirements see also Chapter 12, 01.08 of the Applicant, Tenant & Property Management Manual.

The residency requirement for rent supplement units is somewhat different than that for public non-profit housing because municipalities do not cost-share in the operating deficit. To be eligible for these units, applicants must have lived in Canada for 12 consecutive months and/or have landed immigrant status or be a Canadian citizen.

To be eligible for public non-profit and rent supplement housing, households must fall within the household income limits (HILs) established by CMHC. These income limits are updated annually and are specifically defined in the *Public Housing Operations Manual*.

The minimum age for senior citizen applicants is 58. In the case of a couple, only one of the applicants is required to be this age. Consideration may also be given to persons under 58 without dependents with serious housing or other special needs or if considering placement in projects experiencing chronic vacancies.

An important factor to consider in the case of senior citizens is their physical and mental stability because the units are designed for persons who can function independently, both mentally and physically on their own or using available community

support services. (See also "*Chronic Vacancies*" on the next page).

For reference purposes and to assist board members a sample of tenant lease is attached to this Handbook as Appendix E.

### *Applicant Approval*

Applicant approval is based on need and this is fundamental to the operation of a housing authority. Need is determined by a point-scoring system. All applicants being considered for a unit must be point-scored to determine their need relative to each other.

The point-score system is designed to reflect an applicant's relative housing need. It is completed by housing authority staff after an initial review of the application and a home visit (if necessary) to assess eligibility and determine if there are issues of suitability. The system evaluates the applicant's need on the basis of such items as, but not limited to:

- current income
- present shelter costs
- condition of existing accommodations
- medical considerations

### *Allocation Process*

This is the process of placing tenants in vacant public housing units. In doing this staff must exercise judgement to balance the need with the well being of the other tenants in the project.

Once an application has been approved, the applicant's name is added to the housing authority's waiting list of applicants. When vacancies occur, housing authority staff offer the unit to approved applicants on the waiting list. Housing authority staff report these applicant placements to the boards.

There may be circumstances where an applicant with the highest point-score may not be suitable because of social or behavioural problems or such matters as poor credit. These situations should be fully documented when the application is placed before the board or its standing committees. In some situations the applicant may be advised that his or her application will be reviewed again by the authority staff to see if the suitability problem has been corrected.

### *Chronic Vacancies*

Chronic vacancies occur because either there are no approved applicants or a building is not in a suitable location.

Every housing authority has its popular buildings which attract the most applicants. The more applicants for a particular building, the closer the authority should probably stick to the eligibility criteria. Every authority also has buildings it cannot keep filled. Because vacancies cost money, the housing authority does not have the luxury of waiting for the "right" clients.

To deal effectively with chronic vacancies, the authority must actively seek new or non-traditional tenants. Issues such as over housing or age are no longer paramount if someone is willing to move into a building with chronic vacancies. It may not be enough for the housing authority to sit and wait for the clients to appear, they may have to be sought. The authority may even consider housing tenants who exceed the public non-profit housing income requirements. In these cases, full documentation is required as well as the reasons why they are being housed. These applicants would be charged the market rent agreed to by the Department.

### *Transfers*

All transfer requests are to be approved by the board or its standing committees. In order to be eligible for a transfer, a tenant must have occupied his or her unit for a minimum of 24 months. The board may relax this requirement where extenuating circumstances exist such as documented medical factors. Transfer applications from tenants who are in arrears should not be considered until the account is brought to a current position or suitable arrangements have been made.

Over housing may also necessitate a transfer. Over housing occurs where the number of household members occupying a unit decreases to the point where all of the bedrooms are not being used. At this point, for example, action may have to be taken to transfer the tenant to a smaller unit (i.e., three-bedroom or two-bedroom unit) depending on the size of the household or even to terminate the tenancy. Factors to be considered in these circumstances are: the availability of alternate units, current waiting lists and the tenant's personal circumstances.

Often a housing authority incurs costs when a transfer occurs. These costs should be weighed against the objectives to be achieved if the transfer is approved.

### *Lease Termination*

Housing authority staff are not only required to aggressively collect rental arrears, they are also expected to help the tenant to make reasonable arrangements to repay the outstanding rents. When these efforts fail, staff will recommend to the board that the authority issue a 'Notice to Quit'.

In addition to arrears, a tenant may be

evicted for other reasons. These include but are not limited to:

- causing excessive damage to the unit
- creating unsafe conditions
- misrepresenting income
- allowing unauthorized persons to live in the unit
- causing social problems that seriously affect neighbours
- over housing

(For reference purposes Appendix E sets out a sample public housing tenant lease).

In many cases, the volume of business may make it impossible for the board to make all decisions relating to transfers, lease terminations and application approvals. In these circumstances the board can, by resolution, delegate its authority to staff to handle certain situations with the board retaining a monitoring or reviewing role.

In all cases, housing authority staff should prepare a well-documented report describing specific incidents as well as action taken to have community social agencies or authority staff assist in resolving the problem.

### *Non-Shelter Needs*

It is recognized that the unique nature of senior citizen and family rent-to-income housing often makes it necessary to enhance traditional landlord services. This is particularly true in two areas:

- satisfying some of the social and health related needs of tenants
- assisting tenants who are encountering coping problems, especially where these problems interfere with the tenant's ability to comply with the terms of the lease.

Housing authorities have community relation workers who handle these matters or they refer the tenant to the appropriate agency.

A board will be required to periodically deal with tenants who, because of deteriorating physical and/or mental health, are finding it difficult to cope with living independently. In other instances a board will have to deal with tenants with social or behavioural problems that affect the project or neighbouring tenants.

Before terminating the leases of these tenants, the board should ensure that the housing authority staff have used and/or pursued all available resources in making arrangements for alternate accommodation or behavioural change as the case may be. These resources include such support groups as the family, medical community, Department of Community Services, the church, home care and Drug Dependency.

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## Appendix A - 1

### *Housing Services Directory*

- ***Housing Services Head Office***

Summit Place  
1601 Lower Water Street  
P.O. Box 216  
Halifax, N.S. B3J 2M4

Telephone: (902) 424-4141  
Fax: (902) 424-0661  
FAX (Programs Section):  
(902) 424-1821

- ***Cape Breton Regional Office*** - This office serves the counties of Inverness, Richmond and Victoria and the Cape Breton Regional Municipality.

Provincial Building  
360 Prince Street  
Sydney, N.S. B1P 5L1

Regional Director  
Telephone: (902) 563-2120  
Toll Free: 1-800-567-2135  
Fax: (902) 563-2370

- ***Central Regional Office*** - This office serves the counties of Antigonish, Colchester, Cumberland, Guysborough and Pictou.

176 Archimedes Street  
P.O. Box 481  
New Glasgow, N.S. B2H 5E5

Regional Director  
Telephone: (902) 755-5065  
Toll Free: 1-800-933-2101  
Fax: (902) 752-7133

- ***Metro Regional Office*** - This office serves the Halifax Regional Municipality.

1469 Bedford Highway  
Bedford Towers, Suite 304  
Bedford, N.S. B4A 1E5

Regional Director  
Telephone: (902) 424-5110  
Toll Free: 1-800-774-5130  
Fax: (902) 835-9141

- ***Western Regional Office*** - This office serves the counties of Annapolis, Digby, Kings, Hants, Lunenburg, Shelburne and Yarmouth and the Queens Regional Municipality.

166 Commercial Street  
P.O. Box 1000  
Middleton, N.S. B0S 1P0

Regional Director  
Telephone: (902) 825-3481  
Toll Free: 1-800-564-3483  
Fax: (902) 825-6560

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## Appendix A - 2

### *Housing Authority Directory*

- *Annapolis Valley Housing Authority* - it includes the Counties of Annapolis, Kings and part of Hants.

1005 Kentucky Court  
New Minas, Nova Scotia  
B4N 4N1

**Director**  
Telephone: (902) 681-3179  
Toll Free: 1-800-441-0447  
Fax: (902) 681-0806

- *Cape Breton Island Housing Authority* - it includes the Counties of Richmond, Inverness and Victoria and the Cape Breton Regional Municipality.

18 Dolbin Street  
P.O. Box 1372  
Sydney, Nova Scotia  
B1P 6K3

**Director**  
Telephone: (902) 539-8520  
Toll Free: 1-800-565-3135  
Fax: (902) 539-0330

- *Cobequid Housing Authority* - it includes the Counties of Cumberland, Colchester and part of Hants.

144 Victoria East  
Amherst, Nova Scotia  
B4H 4B9

**Director**  
Telephone: (902) 667-8757  
Fax: (902) 667-1686

- *Eastern Mainland Housing Authority* - it includes the Counties of Pictou, Guysborough and Antigonish.

176 Archimedes Street  
New Glasgow, Nova Scotia  
B2H 5E1

**Director**  
Telephone: (902) 752-1225  
Toll Free: 1-800-933-2101  
Fax: (902) 752-1315

- *Metropolitan Regional Housing Authority* - it includes the Halifax Regional Municipality and part of Hants County.

3700 Kempt Road  
Halifax, Nova Scotia  
B3K 4X8

**Director**  
Telephone: (902) 420-6000  
Toll Free: 1-800-565-8859  
Fax: (902) 420-2815

- *South Shore Housing Authority* - it includes the County of Lunenburg and Queens Regional Municipality.

129 Aberdeen Road, Suite 101  
Bridgewater, Nova Scotia  
B4V 2S7

**Director**  
Telephone: (902) 543-8200  
Fax: (902) 527-1357

- *Tri-County Housing Authority* - includes the Counties of Digby, Yarmouth and Shelburne.

368 Main Street, Suite 206  
Yarmouth, Nova Scotia  
B5A 1E9

**Director**  
Telephone: (902) 742-4369  
Toll Free: 1-800-306-3331

## Appendix B

### *An Example - Management Agreement*

AGREEMENT made in duplicate this \_\_\_\_ day of \_\_\_\_\_, 20 \_\_.

**BETWEEN: THE MINISTER OF HOUSING AND MUNICIPAL AFFAIRS** of the Province of Nova Scotia on behalf of her Majesty the Queen in the Right of the Province, pursuant to *the Housing Act*, Revised Statutes of Nova Scotia, 1989, Chapter 211, hereinafter called the "**Minister**";

- and -

**THE** \_\_\_\_\_ **HOUSING AUTHORITY**, hereinafter called the "**Authority**";

**WHEREAS** pursuant to Section 24 of *the Housing Act*, R.S.N.S. 1989, c. 211 by Order in Council \_\_\_\_ dated \_\_\_\_\_ a restructuring of the Authority has been approved;

**AND WHEREAS** the Governor in Council has authorized the Minister to enter into this Management Agreement with the Authority for the purposes of the restructuring.

**NOW THEREFORE**, in consideration of the mutual promises, covenants and agreements herein contained, the Minister and the Authority agree as follows:

#### **Organization**

1. The Authority shall be reorganized and restructured in accordance with this Agreement.
2. The reporting requirements governing the operation, management and administration of Public Non-Profit, Rent Supplement, Enriched Senior Citizen and other housing programs administered by the Authority shall be set out in the organization chart in Schedule "A" attached to and forming part of this Agreement. (*Note: No Schedule "A" is attached in this handbook example.*)
3. The Organization Chart may be amended from time to time by the Minister by providing an amended Schedule "A" to the Authority at least ten (10) days prior to a reorganized reporting requirement becoming effective.

## Responsibilities of the Housing Authority Board (the "Board")

4. In accordance with the applicable statutes, the policies, procedures and guidelines established in the *Housing Authority Operations Manual* and related documents, the Board or its Committees shall:
  - a) comply with the laws and policies, procedures and guidelines set out in the *Housing Authority Operations Manual* and related documents as amended from time to time;
  - b) appoint the Chairperson, Vice-Chairperson and Secretary and Committees of the Board;
  - c) hold regular and special meetings of the Board;
  - d) provide to the Minister or the Minister's designate minutes of every meeting of the Board;
  - e) promote open communication among members of the Board between meetings;
  - f) adopt bylaws for the proper conduct of the business of the Board and the Authority;
  - g) approve or reject recommendations from staff of the Authority concerning:
    1. applicants to be accepted for public non-profit housing, rent supplement housing and enriched senior citizen housing;
    2. non-renewal of leases;
    3. the issuance of Notices to Quit to tenants for non-compliance with leases;
    4. applications to the Residential Tenancy Board for Notices to Quit where tenants have established tenure but no longer meet the criteria for continued residency in public non-profit housing;
    5. tenant applications for transfers from one unit to another;
  - h) provide advice to the Housing Authority General Manager on tenant situations in general;
  - i) report any complaint:
    1. about the activities of the staff of the Authority to the General Manager of the Housing Authority;
    2. about the activities of a board member or the Authority General Manager to the Department of Housing and Municipal Affairs' Regional Director;

- j) provide recommendations to the Minister concerning the operating policies and procedures of public non-profit, rent supplement, enriched senior citizen and other housing programs and services offered by the Department of Housing and Municipal Affairs;
- k) hear appeals and make appropriate recommendations concerning complaints and inquiries from applicants and tenants regarding decisions of staff of the Authority on matters outlined in (g) above;
- l) establish local policies;
- m) establish procedures concerning any matters which may be requested by the Minister; and
- n) carry out instructions and provide advice and assistance to the Minister with respect to such other matters that may be referred to the Authority by the Minister.

#### **Minister's Housing Authority Advisory Committee**

- 5. The Minister's Housing Authority Advisory Committee (the "Committee") shall consist of the Minister and the chairs of each of the Housing Authority Boards. If a chair is unable to attend they may designate an alternate from their respective Board.
- 6. Members of the Department shall sit on the Committee as ex-officio members.
- 7. The Committee shall:
  - a) provide advice and comments to the Minister concerning public housing;
  - b) identify and comment on regional housing concerns and issues; and
  - c) provide advice and comments on new provincial initiatives related to public housing.
- 8. The Minister shall chair the committee.
- 9. Staff of the Department shall assist the Committee as directed by the Chair.

#### **Responsibilities of the Authority's Staff**

- 10. The Authority's staff shall:
  - a) assess and process all applications for family and senior citizen public non-profit units, rent supplement units and enriched seniors' housing units;
  - b) prepare, execute, process and administer all leases including the calculation and

- collection of rents and associated charges for the premises administered by the Authority;
- c) negotiate agreements, arrangements, licenses, contracts or acquisitions required for the Authority, including the establishment and maintenance of bank accounts and refer such documents to the Authority for execution by it;
  - d) pay, or cause to be paid, from the funds collected by the Authority, invoices, salaries, wages, grants in lieu of taxes, and all other charges connected with the operation of the Authority;
  - e) maintain current, accurate and adequate books and records of all of the Authority's financial transactions and assets and liabilities, and institute necessary financial control procedures, including the appointment of external auditors;
  - f) maintain or arrange for the maintenance of all buildings, equipment and grounds administered by the Authority in a manner so as to provide safe and adequate accommodations; and
  - g) provide such auxiliary services and programs and take such action as the Minister may deem necessary pursuant to Section 25 of the *Housing Act*.

### **Responsibilities of the Minister**

- 11. The Minister is responsible for recruiting, appointing, engaging, supervising, compensating, evaluating and, where necessary, disciplining or terminating a General Manager of the Authority and such other staff of the Authority as may be deemed necessary.
- 12. The Minister shall approve the adoption, repeal or amendment of the bylaws of the Authority.

### **General**

- 13. a) In the case of conflict between this Agreement and the various Handover Agreements between the Authority and the Minister respecting the operation of projects by the Authority, this Agreement governs.
- b) This Agreement may be amended or terminated with the written consent of both parties.
- c) This Agreement shall be binding on the successors and assigns of the respective parties.

IN WITNESS WHEREOF the parties hereto have set their hands and seals the day and year above written.

Signed, Sealed & Delivered in  
the Presence of:

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THE Minister of Housing and  
Municipal Affairs

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Housing Authority

Per: \_\_\_\_\_

Per: \_\_\_\_\_

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## Appendix C

### *An Example - Housing Authority Bylaws*

#### A Bylaw Relating Generally to the Regulation of the Affairs of the \_\_\_\_\_ Housing Authority.

BE IT ENACTED as a bylaw of \_\_\_\_\_ Housing Authority  
(herein after called the Authority) as follows:

- Seal**
- 1.1 The Seal, an impression of which is stamped in the margin shall be the common seal of the Authority and it shall be authenticated by the signatures of the Chairperson or Vice-Chairperson and of the Secretary of the \_\_\_\_\_ Housing Authority Board (hereafter referred to as the Board).
  - 1.2 A record shall be kept of all documents sealed.
- Officers of the Board**
- 2.1 There shall be a Chairperson, Vice Chair-person and a Secretary and such other officers of the Board as the Board members may determine by bylaw from time to time.
  - 2.2 The Chairperson shall be elected by the Board members from among themselves. When present, the Chairperson shall preside at all meetings of Board members.
  - 2.3 The Chairperson shall be charged with the responsibility to liaise with the Department of Housing and Municipal Affairs concerning the performance of its obligations under the management contract.
  - 2.4 The Board members shall elect from among their number a Vice-Chairperson who shall exercise all the powers and duties of the Chairperson in the absence of the Chairperson.
  - 2.5 The Chairperson, with the Secretary or other officer appointed by the Board members for the purpose, shall sign all bylaws.
- Meetings**
- 3.1 Members of the Board shall meet as required but at a minimum of once in a

calendar year at such times and places as they may from time to time determine.

- 3.2 Special Board meetings may also be held when expedient.
- 3.3 No formal notice of any special meeting shall be necessary if all Board members are present, or if those absent have signified their consent to the meeting being held in their absence.
- 3.4 Board meetings may be formally called by the Chairperson or Vice-Chairperson or by the Secretary on the direction in writing of two members and notice of such meeting shall be delivered, telephoned or facsimile'd to each member not less than one day before the meeting is to take place or shall be mailed to each member not less than two days before the meeting is to take place.
- 3.5 The Board members may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting, no notice need be sent.

**Minutes of Meetings**

- 4.1 Minutes shall be kept of all meetings of the Board which shall be approved without amendment and signed by the Chairperson of that meeting.
- 4.2 The approved minutes shall then constitute the record of the Board's proceedings and a certified copy of all minutes shall be forwarded to the Department of Housing and Municipal Affairs.

**Quorum**

- 5. A majority of the appointed Board members, including the Chairperson or the Vice-Chairperson, shall constitute a quorum at any meeting.

**Errors in Notice of Meeting**

- 6. No error or omission in giving notice for a Board meeting will invalidate such meeting or invalidate or make void any proceedings taken at such meetings, and any member may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

**Voting**

- 7.1 Questions arising at any meeting of Board members shall be decided by a majority of votes.
- 7.2 In case of a tie of votes, the Chairperson will have the deciding vote.
- 7.3 Voting shall be by a show of hands unless any Board member requests a written ballot.

**Responsibilities**

8. In accordance with the applicable statutes, the policies, procedures and guidelines established by the *Housing Authority Operations Manual* and related documents, the Board or its Committees shall:
  - a) comply with the laws and policies, procedures and guidelines set out in the *Housing Authority Operations Manual* and related documents;
  - b) promote open communication among members of the Board between meetings;
  - c) approve or reject recommendations from staff of the Authority concerning:
    1. applicants for public non-profit housing, rent supplement housing and enriched senior citizen housing;
    2. non-renewal of leases;
    3. the issuance of Notices to Quit to tenant(s) for non-compliance with leases;
    4. applications to the Residential Tenancy Board for Notices to Quit where tenants have established tenure but no longer meet the criteria for continued residency in public non-profit housing;
    5. tenant applications for transfers from one unit to another;
  - d) provide advice to the staff of the Authority on tenant situations in general;
  - e) report all complaints about the activities of the staff of the Authority to the Housing Authority General Manager;
  - f) provide recommendations to the Minister concerning the operating policies and procedures of housing programs and services offered by the Department of Housing and Municipal Affairs;
  - g) hear appeals and make appropriate recommendations concerning complaints and inquiries from applicants, tenants and other individuals regarding decisions of staff of the Authority in matters of tenant placement and termination of leases;
  - h) establish local authority policies; and
  - i) establish procedures concerning any matters which may be requested by the Minister;
  - j) carry out instructions and provide advice and assistance to the Minister with respect to such other matters that may be referred to the Board by the Minister.

- Books and Records** 9. The Board members shall see that all necessary books and records of the Board and the Authority required by the Bylaws of the Authority or by any applicable statute, regulations, directive or the Minister or law are regularly and properly kept.
- Conflict of Interest** 10.1 Board members and officer shall not place themselves in a position where they are under obligation to any person who might benefit from special consideration or favour on their part or seek in any way to gain special treatment from them.
- 10.2 Board members and officers shall exercise care in the management of their private affairs so as not to benefit, or appear to benefit, from the use of information acquired during the course of their official duties, which is not generally available to the public.
- Amendment of Bylaws** 11. The Board members may from time to time adopt, repeal or amend any bylaw.
- Approval** 12. Any adoption of a bylaw or repeal or amendment of these Bylaws shall come into force and effect when it is approved by the Minister.

**PASSED** by the members of the Board and sealed with the corporate seal the \_\_\_\_ day of \_\_\_\_\_ A.D., 20\_\_\_\_.

\_\_\_\_\_  
**Chairperson**

(Seal)

\_\_\_\_\_  
**Secretary**

\_\_\_\_\_  
**Minister of Housing and Municipal Affairs**

## Appendix D

### *Sample - Member of the Board - Confidentiality Form*

#### Undertaking Concerning Confidentiality

As of \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, \_\_\_\_\_ Housing Authority.

I have agreed to act as a member of the Board of the \_\_\_\_\_ Housing Authority. In this capacity I acknowledge that I will have access to confidential information concerning the \_\_\_\_\_ Housing Authority and its tenants and applicants.

As part of my duties as a member of the Board, I undertake not to disclose, either now or in the future, except in the proper course of my duties, to any person, firm or corporation, any information concerning the personal, financial, or other affairs of tenants or applicants or corporations dealing with the \_\_\_\_\_ Housing Authority which information I may acquire during the course of or incidental to my activities as a member of the Board.

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Board Member

Dated this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

*Appendix E*

*Sample - Public Housing Tenant Lease*

**Standard Form  
Residential Tenancies Act R.S.N.S 1989, c. 401**

Parties 1. This agreement is made in duplicate between

Landlord \_\_\_\_\_  
name  
\_\_\_\_\_  
municipal/civic address P.O. box if applicable  
\_\_\_\_\_  
city postal code  
\_\_\_\_\_  
phone (business) phone (residence)

- and -

Tenant(s) \_\_\_\_\_  
name(s)

Next of Kin \_\_\_\_\_  
\_\_\_\_\_  
(emergency contact)

Other adults \_\_\_\_\_

or children \_\_\_\_\_

who will \_\_\_\_\_

occupy \_\_\_\_\_

premises \_\_\_\_\_

Type of property \_\_\_\_\_  
specify

Only those tenants and occupants named are allowed to live in the premises without consent of the landlord.

**Premises**

2. The landlord will rent to the tenant and the tenant will rent from the landlord the premises at this address:

\_\_\_\_\_

street      apt. no.                      P.O. Box if applicable

Tenant's mailing address (if different): \_\_\_\_\_

\_\_\_\_\_

Tenant's phone # \_\_\_\_\_ (work) \_\_\_\_\_ (home)

- The residential premises described above are administered under a public housing program as defined in clause 2(fa) of the *Residential Tenancies Act*. Program eligibility requirements and rules relating to changes in rent are contained in Schedule "B" attached hereto.

3. The current agent or property manager for the landlord is

\_\_\_\_\_

name

\_\_\_\_\_

civic address

\_\_\_\_\_

phone number

\_\_\_\_\_

emergency phone number

**Who to serve**

5. All notices to quit or service of documents to the landlord shall be writing and served in person by registered mail to

the landlord/owner

(and/or)

the agent or property manager

or

the superintendent

at the above noted addresses.

**Start**

6. The tenancy is to commence or take effect on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_ and this shall be the anniversary date as defined in the *Act*.

The term is to run from year to year , from month to month , from week to week  and the tenancy continues until the landlord or the tenant gives proper notice to terminate.

OR

The tenancy is for a fixed term, beginning on the \_\_\_ day of \_\_\_\_\_. 20\_\_ and ending on the \_\_\_ day of \_\_\_\_\_, 20\_\_. Any continuation of the tenancy at the end of a fixed term requires the written consent of the landlord. At the end of the fixed term, the tenancy is finished and the tenant must vacate.

7. The tenant will pay rent of \$\_\_\_\_\_ per \_\_\_\_\_ by:  
(week/month)

Cash (landlord must give receipt)       Pre-authorized automatic withdrawal

Post-dated cheques       Other

Cheque

Rent is due on the \_\_\_ day of each month/week and is payable to \_\_\_\_\_. A late payment fee, if any, shall be charged at no more than 1% per month of the monthly rent.

The rent may not increase under this lease for 12 months. The rent may be increased on the anniversary date only. The landlord must give a written notice to the tenant of an increase:

- (a) 4 months before the anniversary date of a month to month or year to year lease;
- (b) 8 weeks before the anniversary date of a week to week lease;
- (c) 7 months before the anniversary date of a mobile home lot lease;

Where the landlord administers a public program and the tenant's rent is increased solely on the basis of an increase in income, the restrictions on frequency of rental increased and notice requirements do not apply.

**Rental  
Incentives  
(if any)**

8. In signing this lease, the landlord has granted to the tenant the following which will remain in effect for the duration fo the lease. The tenant is not required to pay or return any rental incentive if he or she terminates the lease before the end of the term in accordance with the provisions of the *Residential Tenancies Act* or sublets the residential premises to a tenant with the consent of the landlord.

**Rent includes**

9. The rent includes:

**Appliances**

**Utilities**

stove	___	washer & dryer	___
fridge	___	(coin operated)	___
washer & dryer	___	cable service	___
heat	___	dishwasher	___
water	___	furniture	___
hot water	___	electricity	___
other (define)	___	parking	___
		no. of spaces	___
		space #	___

The landlord is responsible for providing these services and the deletion of a service is deemed to be a rental increase.

The tenant is responsible for the following:

Lawn care	___	Late Payment charges	___
Snow removal	___	Returned cheque charges	___
Garbage removal	___	Parking@/month	___
Tenant insurance	___	No. of spaces	___
		Locked out charges/keys	___

10. Additional obligations.

**Security deposit**

11.  A security deposit of \$\_\_\_\_\_ (not to exceed 1/2 month's rent) will be deposited for the tenant by the landlord at \_\_\_\_\_

(Financial institution/branch)

In a trust account within 3 days of its receipt, and will be returned to the tenant with interest, within 10 days of the termination of this lease. The landlord shall file a claim for unpaid rent and/or damages within 10 days of termination of the lease if the deposit is not returned.

An inspection of the premises and the preparation of a written inspection report signed by the landlord and tenant or an electronic inspection report prepared within 7 days of the start of the tenancy and within 7 days of the end of the tenancy is recommended. If a report is prepared it shall form part of the lease. A form of inspection report which may be used is attached

to the lease.

- or -

A security deposit is not required.

**Reasonable rules** 12. The landlord and tenant promise to comply with the statutory conditions set out in Schedule "A". The tenant acknowledges receipt of the rules of the building which are attached hereto as Schedule "B". Tenants in public housing programs are not permitted to sublet the premises.

Schedule "B" rules are attached and form part of this lease.

**Rental arrears** 13. In a monthly or yearly tenancy, where a tenant is in arrears in paying the rent for 30 days or more, the landlord may give the tenant a 15 day written notice to quit the premises.

In a weekly tenancy, where a tenant is in arrears for 7 days or more, the landlord may give the tenant 7 days' written notice to quit the premises.

**Security** 14. Where a tenant has lived in the premises for 5 years or more, written notice to quit may only be given by the landlord in accordance with the *Residential Tenancies Act*.

Where a tenant has lived in a mobile home for 1 year or more, written notice to quit may only be given by the landlord in accordance with the *Residential Tenancies Act*.

**Notice to quit except fixed term** 15. All notices to quit shall be given in writing.

	<b>By the Tenant</b>	<b>By the Landlord</b>
mobile home lot	___ At least one full month before the end of tenancy	___ At least 6 full months before the end of tenancy

**Public housing program** 16. Where a landlord administers a public housing program a tenant shall provide income verification in the form as required and the tenant shall not sublet the premises.

17. This lease is for the benefit of and is binding on the landlord and tenant and their heirs, executors, administrators and assigns.

18. Any or all tenants signing this lease take full responsibility for all of its terms and conditions.

**Attachments: (Initials required)**

1. \_\_\_ The tenant has received a copy of the *Act* and regulations within 10 days from grant, possession or occupancy from the landlord.
2. \_\_\_ The tenant has received a copy of the signed lease within 10 days of the date of the signing of the lease.
3. \_\_\_ The tenant has read, signed and received the rules and attachments to this lease.

**Sign both copies separately. Before you sign, please read the following notice.**

**TENANTS GIVING NOTICE**

**This Section does not apply to Tenants of a Public Housing Program**

If you wish to terminate a year to year lease at the end of the lease term, the law requires that you must give at least 3 months' written notice on or before:

.....  
**(notice date - 3 months prior to anniversary date)**

Otherwise, the lease will automatically be renewed for another year. If you wish to terminate a month to month lease, or a mobile home lot lease you must give at least 1 full month's written notice before the expiration of any such month. If you wish to terminate a weekly tenancy, you must give one full week's notice before the expiration of any such week.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Landlord

Any or all tenants signing this lease take full responsibility for all of its terms and conditions.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Tenant

\_\_\_\_\_  
Date

\_\_\_\_\_  
Tenant

\_\_\_\_\_  
Date

\_\_\_\_\_  
Tenant

## Tenant Lease - Schedule "A"

### Statutory Conditions

1. Notwithstanding any lease, agreement, waiver, declarations or other statement to the contrary, where the relation of landlord and tenant exists in respect of residential premises by virtue of this Act or otherwise, there is and is deemed to be an agreement between the landlord and tenant that the following conditions will apply as between the landlord and tenant as statutory conditions governing the residential premises:

#### Statutory conditions

1. **Condition of Premises** - The landlord shall keep the premises in a good state of repair and fit for habitation during the tenancy and shall comply with any statutory enactment or law respecting standards of health, safety or housing.

2. **Services** - Where the landlord provides a service or facility to the tenant that is reasonably related to the tenant's continued use and enjoyment of the premises such as, but not so as to restrict the generality of the foregoing, heat, water, electric power, gas, appliances, garbage collection, sewers or elevators, the landlord shall not discontinue providing that service to the tenant without proper notice of a rental increase or permission from the residential tenancies board.

3. **Good Behaviour** - A landlord or tenant shall conduct himself in such a manner as not to interfere with the possession or occupancy of the tenant or of the landlord and the other tenants, respectively.

4. **Obligation of the Tenant** - The tenant is responsible for the ordinary cleanliness of the interior of the premises and for the repair of damage caused by wilful or negligent acts of the tenant or of any person whom the tenant permits on the premises.

(Pursuant to subsection 6(4) of the Residential Tenancies Act tenants under a housing program shall not sublet the residential premises)

5. **Subletting Premises** - The tenant may assign, sublet or otherwise part with possession of the premises subject to the consent of the landlord which consent will not arbitrarily or unreasonably be withheld or charged for unless the landlord has actually incurred expense in respect of the grant of consent.

6. **Abandonment and Termination** - If the tenant abandons the premises or terminates the tenancy otherwise than in the manner permitted, the landlord shall mitigate any damages that may be caused by the abandonment or termination to the extent that a party to a contract is required by law to mitigate damages.

7. **Entry of Premises** - Except in the case of an emergency, the landlord shall not enter the premises without the consent of the tenant unless

- (a) notice of termination of the tenancy has been given and the entry is at a reasonable hour for the purpose of exhibiting the premises to prospective tenants or purchasers; or
- (b) the entry is made during daylight hours and written notice of the time of the entry has been given to the tenant at least twenty-four hours in advance of the entry.

8. **Entry Doors** - Except by mutual consent, the landlord or the tenant shall not during occupancy by the tenant under the tenancy alter or cause to be altered the lock or locking system on any door that gives entry to the premises.

9. **Late Payment Penalty** - Where the lease contains provision for a monetary penalty for late payment of rent, the monetary penalty shall not exceed one percent per month of the monthly rent.

### **Statutory Conditions Respecting Mobile Homes**

1. The landlord shall not restrict in any way the right of a tenant to sell, lease or otherwise part with the possession of a mobile home by the tenant.

2. The landlord shall not receive any compensation for acting as the agent of the tenant in any negotiations to sell, lease or otherwise part with possession of a mobile home space or a mobile home situated in a mobile home park, unless provided for in a separate written agency agreement that is entered into by the tenant

- (a) after the tenant enters into the tenancy agreement; and

- (b) at the time that the tenant decides he or she wishes to offer his or her mobile home for sale or lease or otherwise part with the possession of his or her mobile home or mobile home space.

3. (1) Except as provided in this condition, the landlord shall not restrict in any way the right of the tenant to purchase goods or services from the person of the tenant's choice.

(2) Where a person who does not live in the mobile home park and who is offering goods or services for sale

- (a) unduly disturbs the peace and quiet of the mobile home park;

- (b) fails to observe reasonable rules of conduct that have been established by the landlord; or

(c) violates the traffic rules of the mobile home park,

despite a request by the landlord to discontinue the conduct, the landlord may restrict or prohibit the entry of that person into the mobile home park.

(4) The landlord is responsible for compliance with municipal bylaws in respect of the common areas of the mobile home park and the services provided by the landlord to the tenants in the mobile home park.

(5) The tenant is responsible for compliance with municipal bylaws in respect of the tenant's mobile home and the mobile home space on which it is located to the extent that the landlord is not responsible.

## Tenant Lease - Schedule B - Tenant Rules

### Introduction

These rules have been established by the housing authority and form part of your lease.

#### 1. One Family Residence

- (a) Your residence, which is also called the "premises", is to be used as a one-family residence. Only those people you listed on the family composition form may live in your residence.
- (b) You are not permitted to sublet the premises or to assign it to somebody else. This means that you cannot rent or give the premises to someone else.

#### 2. Tenant's Covenants

- (a) Your premises are not to be used as the base from which you carry on any business of any kind, unless you have first obtained permission in writing of the housing authority.
- (b) You shall not hang or permit to be hung clothes, bedding, etc., except in those places designated for that purpose.
- (c) Any property you keep stored on the premises shall be at your own risk.
- (d) You shall not make any changes or alterations to the premises without first obtaining written approval from the housing authority.
- (e) You shall notify the housing authority immediately of any problems with the water pipes, the heating apparatus, the electrical wiring, appliances or accessories supplied by the housing authority.
- (f) You should not remove or tamper with the fire detection devices, their related batteries and/or circuitry, or with any other of the fire protection equipment.

#### 3. Parking

- (a) You shall use only the parking space(s) allotted to you by the Landlord.
- (b) The housing authority may tow away any derelict vehicle and charge the cost of the removal to you.

#### 4. Pets

Different types of buildings have different rules concerning pets. Please consult the housing authority for permission before getting a pet.

#### 5. Change of Accommodation

If the number of people in your family decreases, the housing authority may offer you another unit having fewer bedrooms. If you do not accept the move, the housing authority may terminate your lease. You may also be required to move due to renovations and may not be moved back to your original unit.

## 6. Over Housing

To determine whether a family is over housed, the following standards will apply: (a) a maximum of two and a maximum of one person per bedroom; (b) parents do not share a bedroom with children; (c) household members aged 18 or more are eligible for a separate bedroom unless married or co-habiting as spouses; (d) children of the opposite sex aged five or more do not share a bedroom.

### Rental Calculation Guidelines

(a) In these rules, "household income" means the total gross income of all people living in your apartment. Gross income means your income before any deductions except for:

- (i) earnings of children who are in full time attendance at a recognized educational institution;
- (ii) certain "one time only" lump sum payments;
- (iii) child tax benefits;
- (iv) certain "specific purpose" payments received from Provincial Family Benefits or Municipal Social Assistance;
- (v) bursaries and/or scholarships;
- (vi) Portions of annuities that are not "taxable income" as defined by Revenue Canada.

(b) When the word "dependent" is used, it means a person(s) related to you by blood, marriage, adoption, or guardianship who is:

- (i) twenty-five years of age or less;
- (ii) older than twenty-five years and in full-time attendance at a recognized educational institution; or
- (iii) mentally or physically infirm as accepted by Revenue Canada; or
- (iv) a spouse who has no income from any source.

(c) On a yearly basis you will receive an Income Verification and Family Composition Form which you are to complete and return to the housing authority. Your rent is then calculated from the information you provided on this form.

(d) Generally rents are established for a 12-month period. Rent, however, may be adjusted during this period in accordance with the provision of this section of Tenant Rules.

(e) Your rent may be calculated in one of the following ways:

- (i) If you are a self-supporting leaseholder (someone who receives income from any source but does not receive any Provincial Family Benefits (PFB) or Municipal Social Assistance (MSA) with at least one dependent, your rent will be calculated on the basis of the 25% Graduated Rental Scale (G.R.S.).
- (ii) If you are a self-supporting leaseholder with no dependents and have a household income equal to or less than Old Age Security plus the full Supplement, your rent will be calculated on the basis of the 25% G.R.S.
- (iii) If you are a self-supporting leaseholder, with no dependents and have a household income greater than the Old Age Security and full Supplement, your rent will be calculated on the basis of the 30% G.R.S.
- (iv) If you are a publicly assisted leaseholder (someone who receives Provincial Family Benefits or Municipal Social Assistance as his/her sole source of income), your rent will be calculated on the basis of the PFB/MSA scale shown on the reverse. This rule may also apply if PFB/MSA is received in combination with other types of income.

(f) If at any time the income of any household member goes down, you may notify the housing authority in writing of these changes and your rent may go down.

(g) You must notify the housing authority in writing or in person if your income changes due to one of the following reasons and your rent will be adjusted according to the Lease Calculation Sheet (on reverse).

- (i) When the leaseholder's income changes from PFB/MSA, UIC Benefits, or private pension plan, to any other source.
- (ii) When the spouse has no income at the beginning of the lease period and subsequently begins to receive income.
- (iii) When a member of the household, other than a spouse, not in full-time attendance at a recognized educational institution, becomes employed.
- (iv) When another person who has income is added to the household.
- (v) If any member of the household receives retroactive payments.

The method used to calculate your rent is shown on the reverse.

Lease Data Sheet

Name of tenant: \_\_\_\_\_

Tenant number: \_\_\_\_\_

Address:

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Total RGI Rent (or base rent - if maximum rent or fixed rent applies)	\$xxx.xx
Programmable Charges/Credits (i.e., electricity)	\$xx.xx
Programmable Charges/Credits (i.e., laundry charge)	\$xx.xx
Programmable Charges/Credits	
Programmable Charges/Credits	
Programmable Charges/Credits	
Programmable Charges/Credits	
Programmable Charges/Credits	
Total Rent	\$xxx.xx

Effective Date: \_\_\_\_\_

Prepared By: \_\_\_\_\_ Date: \_\_\_\_\_

Approved By: \_\_\_\_\_ Date: \_\_\_\_\_

I/we acknowledge that the Housing Authority has fully explained and I/we fully understand my/our rent has been determined.

Tenant: \_\_\_\_\_ Date: \_\_\_\_\_

Tenant: \_\_\_\_\_ Date: \_\_\_\_\_

**Cape Breton Regional Municipality  
Diversity Committee Governance Policy**

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**1.0 MEMBERSHIP:**

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

<b># of Members</b>	<b>Committee Structure</b>	<b>Term (years)</b>
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
<b>TOTAL 12</b>		

**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.

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### **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.

