

CBRM Nominating Committee

Agenda

Tuesday, February 27, 2018

3:00 p.m.

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

Committee Members:

**Mayor Cecil P. Clarke
Councillor Clarence Prince
Councillor Ray Paruch
Councillor Amanda McDougall
Councillor Darren Bruckschwaiger
Councillor Kendra Coombes**

Cape Breton Regional Municipality

Nominating Committee

Tuesday, February 27, 2018

3:00 p.m.

AGENDA ITEMS

Roll Call

1. **Approval of Minutes:** (Previously Distributed)
➤ January 24, 2017
2. **Council Appointments to Internal and External Committees – Term:**
Deborah Campbell Ryan, Municipal Clerk (See page 3)
3. **Citizen Appointment Requirements for 2018:**
 - a) **Citizen Representation on Audit Committee - Bill 10:** Jennifer Campbell, Chief Financial Officer (See page 5)
 - b) **CBRM Diversity Committee – Citizen Appointments:** Deborah Campbell Ryan (See page 9)
 - c) **Cape Breton Regional Library – Board Vacancy:** Deborah Campbell Ryan (See page 13)
 - d) **Port of Sydney Development Corporation (PSDC) – Board Vacancies:** Deborah Campbell Ryan (See page 20)
4. **Current Citizen Appointments to Police Commission – Term Extension:**
Deborah Campbell Ryan, Municipal Clerk (See page 28)
5. **External Agencies, Boards, Committees or Commissions:**
 - a) **Cape Breton Local Immigration Partnership – Request for CBRM Representative:** Deborah Campbell Ryan, Municipal Clerk (See page 29)
 - b) **Cape Breton Island Housing Authority – Request for Recommendations for Citizen Appointments:** Deborah Campbell Ryan, Municipal Clerk (See page 31)
6. **Citizen Appointment Policy – Proposed Amendments:** Deborah Campbell Ryan, Municipal Clerk (See page 34)

Adjournment



M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5010

To: Mayor Cecil P. Clarke & Members of the Nominating Committee
From: Deborah Campbell Ryan, Municipal Clerk
Date: February 22, 2018
Subject: Council Appointments to Internal and External Committees - Term

Attached is a copy of the Council appointments to Internal and External Committees for 2017 which were approved by Council on January 24, 2017.

Given the somewhat infrequent meeting schedule for these Committees and for continuity of representation, it is suggested that Council may want to change the term for Council appointments from one to two years.

Staff Recommendation:

That a recommendation be made to Council to change the term for Council appointments to Internal and External Committees from one to two years.

ORIGINAL SIGNED BY

Deborah Campbell Ryan
Municipal Clerk

Encl.

C: Marie Walsh, Chief Administrative Officer

2017 Internal and External Committee – Council Appointments

INTERNAL COMMITTEES: *Council Appointments Approved by Council – January 24, 2017*

Police Commission

(3 Members + 4 Citizens)

Councillor Earlene MacMullin

Councillor Steve Gillespie

Councillor Ivan Doncaster

Citizen Nadine Bernard } *Appointed Feb. 16, 2016**

Citizen Joseph Meaney } *Appointed Mar. 29, 2017***

Citizen Dale Deering-Bert } *Appointment Sept. 28, 2017****

Citizen Joseph Gillis }

Audit Committee

(Deputy Mayor + 4 = 5 Members)

Deputy Mayor Eldon MacDonald

Councillor Earlene MacMullin

Councillor Ivan Doncaster

Councillor Darren Bruckschwaiger

Councillor Kendra Coombes

Fire & Emergency Services Committee

(Deputy Mayor + 4 = 5 Members)

Deputy Mayor Eldon MacDonald

Councillor Ray Paruch

Councillor Ivan Doncaster

Councillor Amanda McDougall

Councillor Kendra Coombes

Heritage Advisory

(2 Members minimum + max. 7 citizens)

Councillor Clarence Prince

Deputy Mayor Eldon MacDonald

Councillor Kendra Coombes

Citizen Eleanor Anderson

Citizen Vanessa Childs Rolls } *Appointed Mar. 29, 2017**

Citizen Neal MacDonald }

Citizen Spyro Trifos }

Pension Committee

(2 Members)

Councillor Clarence Prince

Councillor Jim MacLeod

Pottles Lake Watershed Committee

(1 member)

Councillor Esmond Marshall

External Committees: *Approved by Council – January 24, 2017*

Nova Scotia Solid Waste Resource Management Regional Chairs Committee (2 year term)

(1 Member)

Council Amanda McDougall

Pitu'paq

(1 Member)

Councillor Esmond Marshall

Library Board

(3 Members + 2 Citizens)

Councillor Steve Gillespie

Councillor Amanda McDougall

Councillor Kendra Coombes

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

Eric Lortie }



CFO Office

M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5009

To: Mayor Cecil P. Clarke & Members of the Nominating Committee
From: Jennifer Campbell, Chief Financial Officer
Date: February 22, 2018
Subject: Citizen Representation on Audit Committee – Bill 10

The recent amendments to the *Municipal Government Act* (Bill 10) included the requirement that an audit committee must include a minimum of one person who is not a member of council or an employee of the municipality. It further states that an audit committee shall meet at least twice in each fiscal year.

To that end, I have drafted the attached Audit Committee Policy, as well as the attached *Requirements and Criteria for Citizen Appointees to the Audit Committee* to be used as a guideline for the recruitment of citizens to the Audit Committee.

Staff Recommendation:

That a recommendation be made to Council to approve the attached the Audit Committee Policy, and the attached *Requirements and Criteria for Citizen Appointees to the Audit Committee*, and direct staff to call for Expressions of Interest for two (2) CBRM citizen representative to serve on the Audit Committee in accordance with the attached criteria.

ORIGINAL SIGNED BY

Jennifer Campbell
Chief Financial Officer

Attachments

C: Deputy Mayor Eldon MacDonald, Chair – Audit Committee
Marie Walsh, Chief Administrative Officer

Cape Breton Regional Municipality

Audit Committee Policy

1.0 Purpose

The Audit Committee assists Municipal Council in fulfilling its oversight responsibilities relating to finance and audit matters delegated to management by Council. In particular, the Committee assists Council by reviewing:

- a. Key financial information that will be provided to the Province or made public;
- b. External and/or internal audit activities
- c. The system of internal controls, risk management and financial information technology;
- d. Cash and investment management activities;
- e. Insurance coverage and significant risks and uncertainties;
- f. Financial Condition Indicators.

2.0 Scope

This Policy is applicable to all serving members of the Cape Breton Regional Municipality's Audit Committee.

3.0 References

3.1 Nova Scotia Municipal Government Act (MGA).

4.0 Definitions

4.1 **CAO** means the Chief Administrative Officer for the Cape Breton Regional Municipality.

4.2 **CFO** means the Chief Financial Officer of the Cape Breton Regional Municipality.

4.2 **Independent** means not an employee, council member or immediate family member; and not an employee of an agency funded in whole or in part by CBRM.

5.0 Policy, Duties and Responsibilities

5.1 Composition

It is the responsibility of Council to ensure that audit committee members are independent, financially literate, and have the skills to serve as effective audit committee members:

- a general understanding of the Municipality's major economic, operating, and financial risks;
- a broad awareness of the interrelationship of the Municipality's operations and its financial reporting;
- understand the difference between the oversight function of the Committee and the decision-making function of management; and
- a willingness to challenge management, when necessary.

5.1.1 The audit committee will consist of 7 members – the Deputy Mayor, 4 Council members and two members at large.

5.1.2 The Chair shall be the Deputy Mayor.

5.1.3 Citizen appointments shall be residents of the Cape Breton Regional Municipality, be independent, and possess a professional accounting designation.

5.1.4 Citizen appointments will serve 2 year terms and will rotate off in opposite years to maintain continuity. In the first year, one of the members at large will sit for a two year term with an option to extend for an additional 1 year term.

5.1.5 All Committee members serve without pay.

5.2 Audit

5.2.1 Review the qualifications, independence, quality of service, performance and fees of the External Auditors annually and recommend the appointment of an auditor to Council;

5.2.2 Carry out the responsibilities of an Audit Committee contained in Section 44 of the Municipal Government Act;

a. Review with Management and the External Auditor, the annual audited financial statements and recommend the approval to Council;

b. Review with Management, the internal control management letter received from the auditors and recommend any changes to Council, as required;

c. Review of such matters arising out of the audit as may appear to the audit committee to require investigation;

d. Inquire into any activities or transactions that may be illegal, questionable or unethical;

e. Review the overall reasonableness of CAO, Mayor and Council travel and hospitality expenses;

f. Such other matters as may be determined by Council to be the duties of an audit committee.

5.2.3 Recommend approval of the audited financial statements to Council.

5.3 Finance and Risk Management

5.3.1 Ensure that meaningful financial information regarding current financial results and up to date forecasts is received on a timely basis, and that it provides information required for decision making;

5.3.2 Review with Management annually all financial policies including those used in the preparation of the external financial statements;

5.3.3 Review with Management the adequacy of internal controls;

5.3.4 Review with Management the adequacy and use of reserve and surplus funds;

5.3.5 Review with Management annually risk management practices including adequacy of insurance coverage for significant risks and uncertainties.

5.3.6 Periodically assess banking services, oversee the procurement of these services in accordance with Council policy, and recommend any changes to Council.

5.4 Administration

5.4.1 The Committee shall meet at least twice during each fiscal year.

5.4.2 Additional meetings may be necessary to review items relating to the audit and will be called by the Chair.

5.4.3 The CAO and CFO will provide staff support to the Committee.

5.4.4 The agenda will be agreed upon by the Committee Chair, CAO, and CFO.

5.4.5 The Committee shall meet with the external auditors as it deems appropriate to consider any matter the Committee or auditors determine should be brought to the attention of Council;

5.4.6 There may be an occasional need for the auditor to meet with the Committee without staff present. This can be initiated by either party.

5.4.7 The Committee may also call upon the expertise from external sources (e.g. actuaries, finance professionals) to assist with committee business as required.

REQUIREMENTS AND CRITERIA FOR CITIZEN APPOINTEES TO THE AUDIT COMMITTEE

- Satisfactory police check (paid for by the Municipality)
- Be independent as defined in the Audit Committee Policy
- Be a resident of the Cape Breton Regional Municipality
- Be financially literate (the ability to read and understand basic financial statements)
- Have an aptitude for complex organizational effectiveness and governance
- Have a general understanding of the Municipality's major economic, operating, and financial risks
- Have a broad awareness of the interrelationship of the Municipality's operations and its financial reporting
- Have an understanding of the difference between the oversight function of the Committee and the decision-making function of management
- Be willing to challenge management when necessary
- Preferably a member of a professional accounting association.

DRAFT



Clerk's Office

M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5010

To: Mayor Cecil P. Clarke & Members of the Nominating Committee
From: Deborah Campbell Ryan, Municipal Clerk
Date: February 22, 2018
Subject: CBRM Diversity Committee - Citizen Appointments

I have been advised by the CBRM Diversity Manager that he is now ready to proceed with the new Committee structure as outlined in the CBRM Diversity Committee Governance Policy which was amended by Council on August 15, 2017 (copy attached).

As noted in Section 1, the membership of the Committee shall consist of twelve voting members representing various sectors of the community.

Staff Recommendation:

That staff be directed to call for Expressions of Interest for twelve (12) CBRM citizens to serve on the Diversity Committee who are representative of the various community sectors, in accordance with the CBRM Diversity Committee Governance Policy.

ORIGINAL SIGNED BY

Deborah Campbell Ryan
Municipal Clerk

Attachment

C: Marie Walsh, Chief Administrative Officer
Gordie MacDougall, Director of Human Resources
Scott Thomas, Diversity Manager



CBRM

A Community of Communities

Cape Breton Regional Municipality

Cape Breton Regional Municipality Diversity Committee Governance Policy

1.0 MEMBERSHIP:

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

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

2.0 METHOD OF APPOINTMENT:

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

3.0 MEETINGS:

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

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

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

4.0 ROLE:

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

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

The Committee shall:

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

5.0 RESOURCE STAFF:

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

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

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

6.0 CHAIR OF THE COMMITTEE:

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

7.0 QUORUM:

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

8.0 RULES OF ORDER:

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

9.0 GENERAL RULES OF ORDER:

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

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

M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5010

To: Mayor Cecil P. Clarke and Members of the Nominating Committee
From: Deborah Campbell Ryan, Municipal Clerk
Date: February 22, 2018
Subject: Cape Breton Regional Library – Board Vacancy

I have received the attached correspondence from Ms. Faye MacDougall, Regional Librarian, advising that Mr. Eric Lortie has relocated to Halifax with his family. However Mr. Lortie has expressed an interest in staying on the Board as a CBRM representative because his work brings him to CBRM on a regular basis. Mr. Lortie was appointed to the Library Board by CBRM Council on March 29, 2017.

Question: Does a CBRM Citizen Representative on the Cape Breton Regional Library Board have to be a resident of CBRM?

I have met with our Regional Solicitor and reviewed the CBRM Citizen Appointment Policy and the relevant sections of the NS *Libraries Act* (copies attached). While the CBRM Policy and the Provincial Statute do not specifically state that a Council-appointed citizen must be a resident of the Municipality, in the opinion of the CBRM Solicitor it is *implicit* that a citizen appointed by the Council of the Cape Breton Regional Municipality to serve on the Cape Breton Regional Library Board must be a resident of the CBRM. Accordingly I have contacted Mr. Lortie and Faye MacDougall and advised them of same.

Recommendation:

That the Nominating Committee direct staff to call for Expressions of Interest for a CBRM citizen representative to serve on the Cape Breton Regional Library Board for the balance of Mr. Lortie's two year term, in accordance with the attached Terms of Reference.

Further, I would recommend that the Citizen Appointment Policy be amended by Council to state that a citizen appointed by CBRM Council must be a resident of the Municipality. A separate Memo will be presented to the Committee.

ORIGINAL SIGNED BY

Deborah Campbell Ryan, Municipal Clerk

Attachments

C: Marie Walsh, Chief Administrative Officer

Tel.: (902) 562-3279
Fax.: (902) 564-0765
E-mail: inssc@nssc.library.ns.ca
Web site: www.cbri.ca



Cape Breton Regional Library

50 Falmouth Street
SYDNEY, NOVA SCOTIA
Canada - B1P 6X9

October 6, 2017

Deborah Campbell Ryan
Municipal Clerk
Cape Breton Regional Municipality
320 Esplanade
Sydney, NS B1P 7B9

Dear Ms. Campbell Ryan:

Mr. Eric Lortie was appointed by Cape Breton Regional Municipality (CBRM) as a representative to the Cape Breton Regional Library Board, effective April 1, 2017. Mr. Lortie subsequently attended all scheduled meetings of the Board. He has been interested and involved in his short time as a member of the Board.

Recently, Mr. Lortie advised me that his family was relocating to Halifax. He said that he is interested in remaining on the Library Board, and would attend scheduled meetings. He will still have some work interests in this area, and thus will be back in the community as this work necessitates.

As Mr. Lortie has indicated that his primary resident will be in Halifax Regional Municipality, I thought I should bring this matter to your attention. Does CBRM permit non-residents of the community to represent the municipality on Boards/Agencies, and if not, I ask that you advise as to the next steps.

Thank you for your attention to this matter. Please do not hesitate to contact me should you require further information.

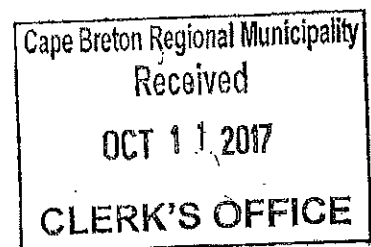
Yours sincerely,

ORIGINAL SIGNED BY

S. Faye MacDougall
Regional Librarian

FMacD:rm

CC: Neeta Kumar-Britten, Chair – Cape Breton Regional Library Board





CBRM

A Community of Communities

Cape Breton Regional Municipality

Policy: Appointment of Citizens to CBRM Committees

STATEMENT OF POLICY:

- The Cape Breton Regional Municipality (CBRM) periodically requires citizens to serve on the Committees of Council.

1.0 OBJECTIVES:

- It is the objective of this policy to ensure that appropriate appointees are identified. Further that an annual process based on attendance statistics and an appointee's personal suitability and commitment to work as a team player exists.

2.0 LENGTH OF TERM:

- Citizens appointees shall serve 2 year terms except for the Affirmative Action Committee which has its own Council approved Governance Structure.

3.0 STIPENDS/HONORARIUMS/EXPENSES:

- The CBRM shall pay its citizen appointees for expenses they incur for travel to and from meetings of Committees to which they are appointed.
- The CBRM does not provide a stipend for the Provincial appointment to the CBRM Police Commission.

Approved by CBRM Council: July 8, 2003

Amended by CBRM Council: March 11, 2005; January 16, 2007

Excerpt – NS Libraries Act

Regional library board

10 (1) Where an agreement for the establishment and support of a regional public library is entered into under this Act there shall be a regional library board for the management and operation of the library.

(2) A regional library board shall consist of

- (a) one member appointed by each city, town and municipality that is a party to the agreement;
- (b) two members appointed by the Governor in Council; and
- (c) additional members appointed in such manner and number as the parties to the agreement agree.

(3) A member of a regional library board appointed by a city, town or municipality holds office for a period of one, two or three years, as determined by the city, town or municipality making the appointment, and a member appointed by the Governor in Council holds office for such term as the Governor in Council prescribes.

(4) A member of a regional library board who is absent without cause from more than one half of the meetings of the board in any term is ineligible for appointment to the board for the following term. *R.S., c. 254, s. 10; 1990, c. 32, s. 4.*

Powers

11 A regional library board is a body corporate under the name of "(here insert name of region or district) Regional Library Board" and may

- (a) acquire and hold real and personal property of every description;
- (b) equip, establish and maintain a regional public library;
- (c) acquire and circulate books, periodicals, pamphlets and other articles and objects of educational or artistic value;
- (d) borrow from time to time for the purpose of defraying its operating expenses an amount not exceeding one half of the amount expended by it during its immediately preceding financial year;
- (e) receive, hold and administer bequests, donations and gifts of real and personal property;
- (f) enter into and carry out agreements with cities, towns, municipalities, persons, associations or organizations for the provision of library services to them on such terms and conditions as the board thinks advisable;

(g) make rules and regulations for the conduct and management of the business of the board and of the library;

(h) with the approval of the Minister of Communities, Culture and Heritage, engage a librarian to act as chief executive officer;

(i) engage such assistant librarians and other employees as the board considers advisable, and fix their compensation;

(j) do and perform such other acts and things as are conducive or incidental to the carrying out of its purposes and the exercise of its powers. *R.S., c. 254, s. 11; 1990, c. 32, s. 5; 2011, c. 65, s. 4; revision corrected.*

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

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

1	Statute	C. 2S4, RSNS 1989 amended 1990, the Libraries Act
2.	Purpose	To set policy and provide governance for the Cape Breton Regional Library, serving the Municipalities of the Counties of Cape Breton and Victoria. A Regional Library Board is a body corporate. A Regional Library Board is a governing board. Governing boards are legal entities which have the authority to make policy and govern the affairs of the organization. They do not have direct responsibility for operations and programming, employees (other than the Regional Librarian), collection development or other day-to-day operational matters.
3.	Composition	Province of Nova Scotia – 2 Citizen Representatives Cape Breton Regional Municipality – 3 Council members Cape Breton Regional Municipality – 2 Citizen representatives County of Victoria – 1 Council Member County of Victoria – 1 Citizen Representative Must reside in area served by the Board.
4.	Library Board Committees	Executive Committee: comprised of Chair, Vice-Chair and Treasurer Audit Committee: comprised of Chair, Vice-Chair and Treasurer Special committees are established at the direction of the Library Board. Regional Librarian serves as Secretary to the Board.
5.	Conflict of Interest	No current or former employee (having worked at the Library within the past two years) shall be appointed a member of the Library Board. Library Board members shall not have a professional or personal (immediate family member of a Library staff member or a person residing in the same household as a Library staff member) conflict of interest. (Immediate family member is defined as spouse, partner, sibling, parent, grandparent, child or in-law of a staff member.)
5.	Work & Experience Requirements	No formal work & experience requirements, however, an understanding and appreciation for the importance of public library services, literacy and reading is very important. Board members are requested to hold a valid Library Card.

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

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



M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5010

To: Mayor Cecil P. Clarke & Members of the Nominating Committee
From: Deborah Campbell Ryan, Municipal Clerk
Date: February 22, 2018
Subject: Port of Sydney Development Corporation (PSDC) – Board Vacancies

Attached is a letter received from the Chair of the Governance Committee for the PSDC dated November 30, 2017, advising that the appointment of three (3) Directors who were selected to serve a one year term will expire on April 1, 2018. The three Directors are Jerry Gillis (expertise in Business & Commerce), John Anderson (Professional Accountant), and Richard Paul (representing Membertou – they will make their own designation). The Articles of Association for the PSDC (the Articles – copy of Section 5 attached), in Section 5.05, states that the appointment of a Director shall be effected by a duly authorized resolution of the Council of the Cape Breton Regional Municipality.

Subsequent to receipt of this letter, an email was received from the Chief Executive Officer of the PSDC on December 19, 2017, advising that both Jerry Gillis and John Anderson are willing to put their names forward for reappointment, and that Richard Paul will serve another term under Band Council appointment.

Section 5.06 of the Articles states that "...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." CBRM's Solicitor has clarified that the "members of the company" is the CBRM; thus there is one member, so one vote.

Therefore the action required by the members of the Company (i.e. CBRM Council) would be to vote on this matter.

Continued...

Options:

1. CBRM Council pass a motion to extend the terms of Jerry Gillis and John Anderson; or
2. Direct staff to call for expressions of interest to fill the two vacancies on the PSDC Board; one with expertise in Business & Commerce, and one with a Professional Accounting designation.

Staff Recommendation:

Based on their willingness to serve another term, that CBRM Council pass a motion to extend the terms of Jerry Gillis and John Anderson on the Port of Sydney Development Corporation Board of Directors for one additional term, which shall not exceed three (3) years.

ORIGINAL SIGNED BY

Deborah Campbell Ryan
Municipal Clerk

Attachments

C: Marie Walsh, Chief Administrative Officer
Demetri Kachafanas, Regional Solicitor

November 30, 2017

Mayor Cecil Clarke
320 Esplanade
Sydney, NS
B1P 7B9

Dear Mayor Clarke,

As per section 5.05 of the articles of association for the Port of Sydney Development Corporation, appointments of Directors shall be put in effect by a duly authorized resolution of the council of Cape Breton Regional Municipality. In addition to this, section 5.06 of the articles state that the terms of Directors must be staggered.

It has been determined through a random draw which directors shall serve for one, two, or three-year terms. The three directors selected to serve one year are; Jerry Gillis (member at large), Richard Paul (representing Membertou), and John Anderson (professional accountant).

The above noted members' term will expire on April 1, 2018. Pursuant to Article 5.13(c), the Governance Committee is to give notice to the CBRM at least four months prior to expiry that their term is about to expire and request appointments to fill these vacancies. Membertou will be advised also, as they make their own designation. CBRM will need to appoint a member at large and one with a professional accounting designation.

We look forward to the notification of appointments.

Sincerely,

ORIGINAL SIGNED BY

John Khattar
Chair, Governance Committee

Cc Jerry Gillis, Chair, Port of Sydney Development Corporation Board
Cc Marlene Usher, CEO, Port of Sydney Development Corporation
Cc Deborah Campbell, Municipal Clerk, CBRM

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

ARTICLE 5: BOARD OF DIRECTORS OF THE COMPANY

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

- (d) not less than one (1) individual with noted expertise in marketing;
- (e) not less than three (3) individuals with expertise in business and commerce;
- (f) one designate appointed by band council resolution from Eskasoni First Nation who is not an elected band official; and
- (g) one designate appointed by band council resolution from Membertou First Nation who is not an elected band official.

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

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

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

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

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

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

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



M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5010

To: Mayor Cecil P. Clarke & Members of the Nominating Committee
From: Deborah Campbell Ryan, Municipal Clerk
Date: February 22, 2018
Subject: Current Citizen Appointments to Police Commission – Term Extension

Below is a listing of the citizens appointed by Council who are currently serving on the CBRM Board of Police Commissioners, noting that their two-year term expired on February 16, 2018:

- Citizen Nadine Bernard
- Citizen Dale Deering-Bert
- Citizen Joseph Meaney

Although it would be in order to call for Expressions of Interest for citizens to serve on the Police Commission for the next two years, it is staff's recommendation to extend the terms of the current citizens to the end of October, 2018, so that the two-year appointments will coincide with the election cycle.

In advance of this meeting, the Clerk's Department contacted each citizen to advise them of the expiry of their appointment on the Police Commission and ask if they would be interested in extending the term to the end of October, 2018. All have indicated they would be interested in the extension, conditional upon Council's approval.

Staff Recommendation:

That a recommendation be made to Council to extend the terms for Citizens Nadine Bernard, Dale Deering-Bert and Joseph Meaney on the CBRM Board of Police Commissioners to October 31, 2018 so that the two-year appointments will coincide with the Council election cycle. Further, that staff be directed to call for Expressions of Interest in the Fall of 2018 for three (3) CBRM citizens to serve on the CBRM Board of Police Commissioners.

ORIGINAL SIGNED BY

Deborah Campbell Ryan, Municipal Clerk

C: Commissioner Earlene MacMullin, Chair – Police Commission
Marie Walsh, Chief Administrative Officer
Peter McIsaac, Chief of Police



M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5010

To: Mayor Cecil P. Clarke & Members of the Nominating Committee
From: Deborah Campbell Ryan, Municipal Clerk
Date: February 22, 2018
Subject: Cape Breton Local Immigration Partnership – Request for CBRM Representative

Attached is a letter received from the Cape Breton Partnership addressed to the Mayor dated September 28, 2017, requesting that CBRM appoint a representative from Council or staff to serve as a member of the Cape Breton Local Immigration Partnership (CBLIP).

By way of background information, on June 18, 2013, Council passed a motion approving a staff recommendation to support of the efforts of external agencies and committees within CBRM and acknowledge the exemplary service provided to the community, however direct representation by CBRM Council members will not be provided on external agencies or committees, with limited exceptions (i.e. Cape Breton Regional Library, Pitu'paq, Nova Scotia Solid Waste-Resource Management Regional Chairs Committee). Having said that, members of Council are at liberty to offer their service to community organizations as a citizen of the Municipality.

Options:

In light of current Policy, this is strictly a Council decision, noting the following three options:

1. Advise the Cape Breton Partnership that as per Council motion, Council members are no longer appointed to external agencies/committees.
2. Deviate from policy and appoint a Council member to serve on the CBLIP.
3. Request the CAO to appoint a staff member to represent CBRM on the CBLIP.

ORIGINAL SIGNED BY

Deborah Campbell Ryan
Municipal Clerk

Attachment

Mayor Cecil Clarke
Cape Breton Regional Municipality
320 Esplanade - Suite 400
Sydney, NS B1P 7B9



September 28, 2017

Dear Mayor Clarke,

Launched in June 2017, the Cape Breton Local Immigration Partnership (CBLIP) is a collaborative, island-wide, initiative designed to improve the integration outcomes of newcomers in Cape Breton. Funded by Immigration, Refugees, and Citizenship Canada (IRCC) and administered by the Cape Breton Partnership, the CBLIP addresses the growing need for systematic community planning around immigration and is designed to complement and build upon the current and previous work done surrounding immigration and settlement in Cape Breton.

We are currently forming the CBLIP Council. The Council is the advisory body that will guide the work of the CBLIP. It will be made up of 20-30 thoughtful individuals from across Cape Breton who represent a wide range of organizations and sectors connected to immigration and settlement. The Council will meet 4-6 times per year in rotating locations around Cape Breton.

It is particularly important to us that each municipal unit on the Island is represented on the CBLIP Council. The voices of the municipal representatives will bring the unique perspectives of their communities to the table – and will also bring the CBLIP vision back to their respective municipalities.

We want to make sure that the CBRM is well-represented and we hope that you or an appointed member from CBRM Council or staff will step forward to represent the CBRM as a highly-engaged, champion of immigration. **We will be holding the first Council meeting in the very near future and would appreciate the appointment of a CBRM representative as soon as possible.**

Should you have any questions or concerns regarding the CBLIP and the role of the CBLIP Council, please do not hesitate to reach out to me by phone at 902-258-7331 or email at local.immigration@capebretonpartnership.com.

Thank you for your attention.

Sincerely,

Kailea Pedley
Coordinator
Cape Breton Local Immigration Partnership

285 Alexandra Street
Sydney, NS | B1S 2E8
(902) 562-7182

609 Church Street, Suite 101
Port Hawkesbury, NS | B9A 2X4
(902) 625-0958

capebretonpartnership.com

M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5010

To: Mayor Cecil P. Clarke & Members of the Nominating Committee
From: Deborah Campbell Ryan, Municipal Clerk
Date: February 22, 2018
Subject: Cape Breton Island Housing Authority – Request for Recommendations for Citizen Appointments

Attached is a letter received from Mr. Stewart Matheson, Director of the Cape Breton Island Housing Authority, dated February 22, 2018, regarding three Municipal Housing Authority Board vacancies. Mr. Stewart is requesting that Council reconsider their decision regarding filling the CBRM vacancies on their Board.

Prior to receiving Mr. Matheson's letter, the Clerk's Department also received an inquiry from a citizen, via Councillor McDougall, expressing an interest in serving on the Cape Breton Island Housing Authority Board.

By way of background information, since 2002 CBRM Council had traditionally made recommendations to the Minister responsible for the Housing Authority for three citizen representatives on the local Board. In September 2010, Council's Committee of the Whole dealt with a request from the Minister of Community Services for a recommendation from CBRM for appointments to fill existing vacancies on the Board. After deliberating the matter, the Committee passed a motion to refer the request from the Minister back to the Province with the recommendation that the Housing Authority Board be included under the provincial list of Boards and Commissions and to follow the guidelines for such. The excerpt from that meeting is attached. The Province responded and pointed out that the current regulations require appointees from each municipality, including CBRM. The Clerk of the day responded and clarified CBRM's position.

My understanding of the reasoning for that motion is that while municipalities are responsible to recruit and recommend citizens for Housing Authority Boards, the council does not have the authority to appoint those citizens – they can only recommend.

Given the existing CBRM motion, this is a clearly a Council decision and staff requires direction on how Council wishes to proceed.

ORIGINAL SIGNED BY

Deborah Campbell Ryan, Municipal Clerk

Attachments

C: Marie Walsh, Chief Administrative Officer



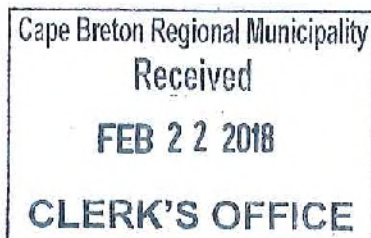
CAPE BRETON ISLAND HOUSING AUTHORITY

P.O. BOX 1372, SYDNEY, NOVA SCOTIA B1P 6K3
Telephone: (902) 539-8520 • Fax: (902) 539-0330



February 22, 2018

Ms. Deborah Campbell Ryan, Municipal Clerk
Cape Breton Regional Municipality
320 Esplanade
Sydney, Nova Scotia
B1P 7B9



Dear Ms. Campbell Ryan:

I am writing at the request of the Board of Directors of the Cape Breton Island Housing Authority in relation to three Municipal Housing Authority Board vacancies.

Currently, there are community representatives from Victoria, Richmond and Inverness counties as well as from the Town of Port Hawkesbury. Members meet monthly to deal with all tenant and applicant-related matters.

To ensure broader representation from these areas, and to assist in carrying out our duties, we are respectfully requesting that the Council of the Cape Breton Regional Municipality reconsider their decision regarding filling the Board of Directors' vacancies.

We also understand the Cape Breton Regional Municipality maintains involvement with the funding for Public Housing managed by the Cape Breton Island Housing Authority.

We believe the Members provide a valuable contribution to the Public Housing Programs in our communities. We would appreciate additional Board representation to ensure that we maintain a broad and community-based perspective as we carry out our duties.

I thank you, on behalf of the Board, for your consideration of this important matter.

Sincerely,

ORIGINAL SIGNED BY

Stewart D. Matheson, Director
Cape Breton Island Housing Authority

Excerpt – CBRM Committee of the Whole Minutes – September 14, 2010

Nominees – Cape Breton Island Housing Authority:

Motion:

Moved by Councillor Saccary, seconded by Councillor Desveaux, that staff be requested to send a letter to the Office of the Minister with thanks for seeking Council's input but to advise of the Committee's decision to refer it back to the Province with the recommendation that the Housing Authority Board be included under the provincial list of Boards and Commissions and to follow the guidelines for such.

Motion Carried.



Clerk's Office

M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5010

To: Mayor Cecil P. Clarke and Members of the Nominating Committee
From: Deborah Campbell Ryan, Municipal Clerk
Date: February 22, 2018
Subject: Citizen Appointment Policy – Proposed Amendments

In follow up to my Memo regarding one of the citizen appointees on the Cape Breton Regional Library Board relocating to Halifax, I am now writing to recommend changes to the CBRM Citizen Appointment Policy to specify that a citizen appointed by CBRM Council must be a resident of the Municipality.

And upon further review of the current Policy (copy attached), it was discovered that reference to the “Affirmative Action” Committee is outdated. It should state “Diversity” Committee and I would suggest that change be made as well.

Staff Recommendation:

That the Nominating Committee make a recommendation to Council to amend the Citizen Appointment Policy to state that citizen appointees must be residents of the Cape Breton Regional Municipality, and that reference to the “Affirmative Action” Committee be changed to “Diversity” Committee as highlighted in yellow in the attached “Proposed Amended Policy”.

ORIGINAL SIGNED BY

Deborah Campbell Ryan, Municipal Clerk

Attachments

C: Marie Walsh, Chief Administrative Officer



CBRM

A Community of Communities

Cape Breton Regional Municipality

Policy: Appointment of Citizens to CBRM Committees

STATEMENT OF POLICY:

- The Cape Breton Regional Municipality (CBRM) periodically requires citizens to serve on the Committees of Council.

1.0 OBJECTIVES:

It is the objective of this policy to ensure that:

- appropriate appointees are identified.
- Further that an annual process based on attendance statistics and an appointee's personal suitability and commitment to work as a team player exists.
- Citizens appointed by the CBRM Council must be residents of the Cape Breton Regional Municipality.

2.0 LENGTH OF TERM:

- Citizens appointees shall serve 2 year terms except for the Affirmative Action Diversity Committee which has its own Council approved Governance Structure.

3.0 STIPENDS/HONORARIUMS/EXPENSES:

- The CBRM shall pay its citizen appointees for expenses they incur for travel to and from meetings of Committees to which they are appointed.
- The CBRM does not provide a stipend for the Provincial appointment to the CBRM Police Commission.

Approved by CBRM Council: July 8, 2003

Amended by CBRM Council: March 11, 2005
January 16, 2007
_____ 2018

