

Nominating Committee

Agenda

Tuesday, January 24th, 2017

4:00 p.m.

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

Committee Members:

**Mayor Cecil P. Clarke
Councillor Earlene MacMullin
Councillor Ray Paruch
Councillor Amanda McDougall
Councillor Darren Bruckschwaiger
Councillor Kendra Coombes**

Cape Breton Regional Municipality

Nominating Committee

Tuesday, January 24th, 2017
4.00 p.m.

AGENDA ITEMS

Roll Call

1. Approval of Minutes: (Previously Distributed)
 - December 8th, 2015
 2. Council Appointments to CBRM Committees and External Agencies for 2017:
 - a) Memo From Mayor Cecil P. Clarke – Nominating Committee Meeting, January 24, 2017 (See page 3)
- Please Note: amended Master Selection Sheet attached (see Police Commission selections)
- b) Current Membership (See page 7)
3. Port of Sydney Development Corporation - Memorandum of Association and Articles of Association: Mr. Jim Gogan, Solicitor (See page 8)
4. Citizen Appointments to CBRM Committees & External Agencies – 2017: Deborah Campbell, Municipal Clerk (See page 27)

Adjournment

MEMORANDUM - MAYOR'S OFFICE

DATE: January 9, 2017
TO: Nominating Committee Members
FROM: Mayor Cecil P. Clarke, Nominating Committee Chair
RE: Nominating Committee Meeting – January 24, 2017

Dear Nominating Committee Members:

I will be calling a Nominating Committee meeting for 4:00 p.m. on Tuesday, January 24, 2017, in advance of our Council meeting at 6:00 p.m. The Committee's Report will be added to the Council Meeting agenda for consideration and appointment.

Attached please find a summary spreadsheet of committee interests by Councillors.

The following four committees have the required number of members:

- 1) Heritage Advisory Committee (two minimum) -- four applied;
- 2) Audit Committee (four plus Deputy Mayor);
- 3) Pension Committee (two);
- 4) Port of Sydney Development Corporation (East Division Rep plus Deputy Mayor).

The following six committees have more than the required number of members:

- 1) Police Commission (three) -- five interested;
- 2) Fire and Emergency Services Committee (four plus Deputy Mayor) – nine interested aside from Deputy Mayor
- 3) Pottles Lake Watershed Committee (one) – two interested;

- 4) Library Board (three) -- four interested;
- 5) Pitu'paq (one) -- two interested;
- 6) Nova Scotia Solid Waste/Resource Management Regional Chairs Committee (one) -- three interested\.

Should any members of Council wish to withdraw from a committee previously indicated as an interest, then the memo and spreadsheet will be updated in advance of the Nominating Committee meeting.

Two recommendations:

- 1) Recommend the Committee consider referral of all uncontested committee appointments as unanimous for Council consideration at the January 24 Council meeting;
- 2) Recommend Council vote by ballot, by Committee, on all contested committee appointments at the January 24 Council meeting.

Respectfully submitted

ORIGINAL SIGNED BY

MAYOR CECIL P. CLARKE

c: Councillors
Michael Merritt
Marie Walsh
Deborah Campbell
Demetri Kachafanas

**Cape Breton Regional Municipality
Committee Representation – Council INTERNAL Requests for 2017**

Council Member	Police Commission (Chair - 2 year appointment)	Fire & Emergency Services Committee	Heritage Advisory Committee	Audit Committee	Pension Committee	Pottier's Lake Watershed Committee
Number Required	3	4 + Deputy Mayor	2 (minimum)	4 + Deputy Mayor	2	1
Mayor Cecil Clarke						
Clarence Prince		X	X		X	
Earlene MacMullin	X	X	X			
Esmond Marshall						X
Steve Gillespie	X	X				
Eldon MacDonald		✓	X	✓		
Ray Paruch		X				
Ivan Doncaster	X	X		X		
Amanda McDougall	X	X				X
George MacDonald		X		X		
Darren Bruckschwaiger		X		X		
Kendra Coombes		X	X	X		
Jim MacLeod					X	

Cape Breton Regional Municipality - Council Representation – 2017 **EXTERNAL AGENCIES** Requests

Council Member	Library Board	Pitu'paq	NS Solid Waste-Resource Management Regional Chairs Committee	Port of Sydney Development Corp. (PSDC) (Mayor, Dep. Mayor & one Councillor from each division – 2 year term) *
Number Required	3	1	1	3
Mayor Cecil Clarke				✓
Clarence Prince				✓
Earlene MacMullin				
Esmond Marshall		X		
Steve Gillespie	X			
Eldon MacDonald	X			✓
Ray Paruch				
Ivan Doncaster			X	
Amanda McDougall	X		X	
George MacDonald				X
Darren Bruckschwaiger				
Kendra Coombes	X	X		
Jim MacLeod			X	✓
*Note: PSDC requires only one Councillor from East Division. The Mayor, Deputy Mayor, & Councillors Prince & MacLeod are in year 2 of two-year term.				

2016 Internal and External Committee Appointments

INTERNAL COMMITTEES: Approved by Council – December 10, 2015

Police Commission

(3 Members)

Councillor Eldon MacDonald

Councillor Kevin Saccary

Councillor Jim MacLeod

Audit Committee

(Deputy Mayor + 4 = 5 Members)

Deputy Mayor George MacDonald

Councillor Clarence Prince

Councillor Ivan Doncaster

Councillor Darrell Flynn

Councillor Lowell Cormier

Fire & Emergency Services Committee

(Deputy Mayor + 4 = 5 Members)

Deputy Mayor George MacDonald

Councillor Clarence Prince

Councillor Ivan Doncaster

Councillor Kevin Saccary

Councillor Lowell Cormier

Heritage Advisory

(2 Members minimum)

Councillor Clarence Prince

Councillor Mae Rowe

Councillor Eldon MacDonald

Pension Committee

(2 Members)

Councillor Mae Rowe

Councillor Darrell Flynn

Pottles Lake Watershed Committee

(1 member)

Councillor Mae Rowe

External Committees: Approved by Council – December 10, 2015

Nova Scotia Solid Waste Resource

Management Regional Chairs Committee

(1 Member)

Council Jim MacLeod

Pitu'paq

(1 Member)

Councillor Ivan Doncaster

Library Board

(3 Members)

Councillor Claire Detheridge

Councillor Eldon MacDonald

Councillor Jim MacLeod

Port of Sydney Development Corporation - Working Group

(approved Feb. 17/15 – 2 year term)

Mayor Cecil P. Clarke

Deputy Mayor George MacDonald

Councillor from East Division – Kevin Saccary *

Councillor from Central Division – Jim MacLeod

Councillor from North Division – Clarence Prince

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

ARTICLE 1: NAME, PURPOSE AND DEFINITION

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

ARTICLE 2: POWERS

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

ARTICLE 3: MEMBERSHIP

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

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

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

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

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

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

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

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

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

ARTICLE 5: BOARD OF DIRECTORS OF THE COMPANY

- 5.01 The Board of Directors of the Company shall be responsible to establish the policies and perspectives of the Company, including, but not limited to, major policy issues, financial issues and the hiring of senior employees, if any, and shall meet no less than six (6) times during the Company's fiscal year. The Board is responsible for the management of the activities of the Company.

- 5.02 Subject to Article 5.22, the following individuals shall not be eligible to sit as Directors:

- (a) an individual who is a mayor, councillor, officer or employee of the Cape Breton Regional Municipality;
- (b) an individual who is a member of the legislature of the province of Nova Scotia, or an officer or employee of the public service or of a Crown corporation of the province of Nova Scotia;
- (c) a Senator or a member of Parliament or an officer or employee of the federal public service or of a federal Crown corporation;
- (d) an individual who is not a resident Canadian;
- (e) an individual who is under 18 years of age;
- (f) an individual who has been declared mentally incompetent by a court in Canada or elsewhere; or
- (g) an undischarged bankrupt.

- 5.03 The Board shall consist of at least nine (9) voting Directors and no more than twelve (12) voting Directors.

- 5.04 The quorum necessary for the transaction of business at a meeting of the Board shall be a majority of the number of Directors in office. A quorum of Directors may exercise all powers of the Board.

- 5.05 The appointment of a Director shall be effected by a duly authorized resolution of the Council of the Cape Breton Regional Municipality and the Board of Directors shall be comprised of the following:

- (a) not less than one (1) individual holding a professional accounting designations;
- (b) not less than one (1) individual licensed to practice law in the Province of Nova Scotia;
- (c) not less than one (1) individual holding a professional engineering designation;

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

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

- 5.16 No Director shall be paid any salary or remuneration for the execution of his or her duties other than such out-of-pocket expenses as he or she may properly incur on behalf of the Company.
- 5.17 Meetings of the Board of Directors of the Company may be held by telephone conference call and Directors of the Company may be present at any meeting of the Board of Directors of the Company by telephone speaker or such similar device, so long as the Director attending the meeting of the Board of Directors by way of speaker phone or such similar device is able to hear and participate in the meeting.
- 5.18 Notice of the time and place of a meeting of Directors shall be given to each Director by telephonic, electronic or other communication at least two (2) weeks before the day on which the meeting is to be held. If a Director requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- 5.19 The Board of Directors of the Company shall be tasked with having the following corporate records available for inspection by the Council of the Cape Breton Regional Municipality at any time:
- (a) copies of the annual financial statements, for a period of six years after the end of the fiscal year to which they relate;
 - (b) copy of every document received by it in the last six years notifying it of the appointment or cessation of office of a director;
 - (c) copy of the constating instruments of each of its wholly-owned subsidiaries;
 - (d) Minutes of any meetings of the Board; and
 - (e) Records relating to the traffic and general use of the Port of Sydney.
- 5.20 The Board of Directors of the Company shall be required to report to the Council of the Cape Breton Regional Municipality the following business within five (5) business days of the 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; or
 - (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;
- 5.21 The Board of Directors of the Company shall requisition a risk assessment, relating to the Port of Sydney, prepared by a competent risk assessor every five (5) years with respect to:
- (a) risk, risk management, property value, risk transfer and probable maximum loss; and

(b) insurance coverage, limits and deductibles.

5.22 Notwithstanding the foregoing regulatory framework concerning the Board of Directors of the Company contained in this Article 5, immediately upon incorporation, the Initial Member shall appoint as the first Directors of the Company:

(a) the Mayor of the Cape Breton Regional Municipality;

(b) the Deputy Mayor of the Cape Breton Regional Municipality; and

(c) three (3) councilors of the Cape Breton Regional Municipality.

(collectively known as the "Interim Directors")

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

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

6.01 The elected officers of the Company shall be the Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer, and such other officers as the Board of Directors of the Company may from time to time appoint (the "Elected Officers").

6.02 The Board shall appoint a Chief Executive Officer (CEO), who shall not be a Director. The Board shall fix the remuneration of the CEO of the Company, subject to the approval of the business plan of the Company at the Annual General Meeting.

6.03 The Directors shall elect from their number the Elected Officers at each Annual General Meeting. Where a vacancy exists in any office of the Company, such vacancy shall be filled at the next meeting of the Board of Directors of the Company following the Annual General Meeting of the Members of the Company, which meeting of the Board of Directors of the Company shall be held no later than thirty (30) days after the Annual General Meeting.

6.04 The Board of Directors shall have the authority to elect any Director to serve as an interim officer of the Company, should a vacancy occur during the Company's business year until the next Annual General Meeting.

6.05 Any Elected Officer of the Company shall hold office for one (1) year from the date of his or her election, provided such person continues to be a Director of the Company.

6.06 No Elected Officer shall be paid any salary or remuneration for the execution of his or her duties other than such out-of-pocket expenses as he or she may properly incur on behalf of the Company.

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

ARTICLE 7: EXECUTIVE COMMITTEE

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

ARTICLE 8: DUTIES OF THE CHAIRPERSON AND VICE-CHAIRPERSON

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

- (l) Acts as one of the signing officers for cheques and other documents, such as contracts and grant applications. Unless otherwise determined by the Board of Directors of the Company, the Chairperson, together with the Secretary, shall sign all documents requiring the seal of the Company and perform such other duties as are usual for such an officer;
 - (m) Promotes the Companies' purpose in the community and to the media or to delegate such responsibility to another Director; and
 - (n) Vets all reports for the Annual General Meeting.
- 8.02 In the event of the absence, illness, or incapacity of the Chairperson, the Vice-Chairperson shall act in his or her place and stead for all purposes. The Vice-Chairperson shall learn the duties of the Chairperson and keep informed on key issues. The Vice-Chairperson shall perform such duties as may be directed by the Chairperson or Board.

ARTICLE 9: DUTIES OF THE SECRETARY

9.01 The responsibilities of the Secretary are as follows:

- (a) Ensure notices of meetings have been prepared and delivered;
- (b) Ensure minutes of meetings of the Members of the Company, the Board of Directors of the Company and the Executive Committee are kept;
- (c) Ensure all correspondence has been read and answered as directed by the Officers and Board of Directors;
- (d) Serves on the Executive Committee;
- (e) Keeps copies of the Companies' Articles and the Board's policies and plans;
- (f) Keeps list of officers, Directors, committees and general membership;
- (g) Cares for official minute book;
- (h) Keeps record of Board attendance;
- (i) Makes sure that there is a quorum at Board meetings;
- (j) Distribute copies of minutes to Directors;
- (k) Signs official documents of the Company as required;
- (l) Files with the registrar, with its annual financial statement, a list of its Directors with their addresses, occupations, and dates of appointment or election, and, within fourteen days of a change of Directors, notify the registrar of the change;
- (m) Files with the registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed;

- (n) In the absence of the Chair and vice-chair, chairs Board meetings until the election of an alternate Chair; and
- (o) such other duties as may be designated from time to time by the Board of Directors of the Company are carried out.

ARTICLE 10: DUTIES OF THE TREASURER

10.01 The responsibilities of the Treasurer are as follows:

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

ARTICLE 11: ARTICLES OF ASSOCIATION

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

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

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

- (a) Subject to Article 5.20(c), the borrowing of money. The borrowing powers of the Company shall be exercised in accordance with the provisions of the *Companies Act*, Chapter 81, Revised Statutes of Nova Scotia, 1989, as amended from time to time;
- (b) Renting equipment;
- (c) Leasing or licensing real property – the acquisition of freehold title to real property shall be strictly prohibited unless approved by special resolution of the Members;

- (d) Acquisition, disposition, holding, leasing or licensing of personal property;
 - (e) Participating as a partner, or a co-venturer in connection with the activities enumerated herein;
 - (f) The management of harbour service fees;
 - (g) Operation of restaurants, bars, retail, office, display, tradeshow, and carry-on entertainment activities, travel or tour operations and similar tourism-related activities;
 - (h) Consulting services relating to the operation of the Port of Sydney; and
- 12.02 The Company shall carry out the following activities in relation to the operation of the Port of Sydney:
- (a) Environmental risk mitigation and maintenance;
 - (b) Navigational services and aids;
 - (c) Emergency planning and response;
 - (d) Dispatching services;
 - (e) Security;
 - (f) Vehicle parking, control or marshalling facilities;
 - (g) Stevedoring services; and
 - (h) General facility maintenance.
- 12.03 The CEO shall deliver to the Members of the Company an operational report describing the activities undertaken in that month in reference to those items enumerated in Article 12.01 and Article 12.02.

ARTICLE 13: GENERAL PROVISIONS

- 13.01 The books and accounts of the Company shall be audited each year and certified by a licensed public accountant appointed at the Annual General Meeting of the Members of the Company.
- 13.02 The Company shall maintain a registered office on Cape Breton Island, Nova Scotia, at a place determined by resolution of the Members of the Company from time to time, and shall give notice of the same to the Registry of Joint Stock Companies.
- 13.03 Unless otherwise directed by the Board of Directors of the Company, at such registered office shall be kept:
- (a) the corporate seal of the Company;

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

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

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

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

DATED at Sydney, Nova Scotia, this ____ day of _____, 2017

APPENDIX "A"

PROXY

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

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

_____;

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

Dated this ____ day of _____, _____

Signature of Member

MEMORANDUM OF ASSOCIATION
OF
PORT OF SYDNEY DEVELOPMENT CORPORATION

1. The name of the Company shall be Port of Sydney Development Corporation (the "Company").
2. For the purposes herein, the "Port of Sydney" means the Sydney Harbour and associated infrastructure as it relates directly to the operation of the Joan Harriss Cruise Pavilion terminal and wharf.
3. The Company is formed solely for the purpose of civic improvement, namely, the development of the Port of Sydney, which shall include the following objects with the following powers (all of which are hereinafter referred to as "Objects"):
 - (a) To manage and operate the Port of Sydney, in the Cape Breton Regional Municipality, Nova Scotia;
 - (b) To support and promote the development of the Port of Sydney;
 - (c) To develop and build infrastructure needed for the operation, promotion or economic development of the Port of Sydney and/or its facilities or in relation to the realization of any of the objects of the Company;
 - (d) To carry on the business of the Company without purpose of gain for its Members and any surpluses (or what may otherwise be characterized as "profits") or other accretions to the Company shall be used in promoting its Objects;
 - (e) To do all the acts or things set forth in sub-clauses (b), (c), (d), (e), (f), (g), (h), (i), (j), (k), (l), (m), (n), (o), (p), (q), (r), and (s) of sub-section (4) of section 26 of the **Companies Act** of Nova Scotia (Chapter 81, R.S.N.S., 1989) with the qualification that:
 - i. the reference to the letter "(a)" in sub-paragraph "(r)" be replaced with the letter "(b)" and it being understood that sub-clause (h) of sub-section (4) of section 26 is and has been deleted.
 - (f) To contract or hire such permanent and temporary staff as the Company deems necessary to carry out its Objects and to enter into all agreements and provide all security necessary to finance its operations in a manner consistent with good business practices;
 - (g) Subject to the rights of outstanding creditors, upon a winding-up or termination of the Company, to deliver and pay over the remaining assets of the Company to the Cape Breton Regional Municipality or its lawful successor; and
 - (h) To acquire shares and/or membership and/or to enter into partnership with and/or enter into joint ventures with any other company or companies or such other legal entities in an

outside of Canada, as the case may be, having Objects similar to those of the Company.

AND it is further declared that the intention is that the Objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

AND it is further declared that no one or more of the foregoing Objects shall, as regards to all or any of the other Objects, be deemed the primary or principal Object of the Company.

PROVIDED that nothing herein contained shall be deemed to authorize the Company to carry on the business of banking, loan, trust, or insurance company.

4. The liability of the Members of the Company shall be limited, it being understood that the Company is a company limited by guarantee. The Company shall be not-for-profit and no income earned by the Company shall be available for the benefit of its Members.
5. The Company shall be authorized to create two classes of members, namely:
 - (a) Voting Member – Each voting Member is entitled to receive notice to attend all meetings of the Members of the Company and shall have one (1) vote at all such meetings.
 - (b) Non-Voting Member – Each non-voting Member is entitled to receive notice to attend all meeting of the Members of the Company but shall not be entitled to vote at such meetings.

(each herein referred to as a "Member")
6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound-up during the time that he or she is a Member of the Company or within one (1) year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he or she ceased to be a Member of the Company, and the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as is required, not exceeding Ten (\$10.00) Dollars.

DATED at Sydney, Nova Scotia, this _____ day of January, 2017.

Cape Breton Regional Municipality

Per:

Per:

Witness to all of the above signatures:

Witness signature

Address of witness

Cape Breton Regional Municipality

Call for Expressions of Interest Port of Sydney Development Corporation – Board of Directors

On behalf of the Port of Sydney Development Corporation, the Council of the Cape Breton Regional Municipality is seeking the services of citizens who would be willing to serve as volunteer members on the Board of Directors for the Port of Sydney Development Corporation (PSDC), in accordance with its Articles of Association, commencing April 1, 2017.

The Board of Directors is responsible to establish the policies and perspectives of the PSDC, including financial issues and the hiring of senior employees, and is responsible for the management of the activities of the PSDC. The Board shall meet no less than six (6) times during the fiscal year.

The Board of Directors shall be comprised of the following:

- (a) Not less than one (1) individual holding a professional accounting designation;
- (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;

As outlined in the Articles of Association, no Director of the PSDC shall hold office for a term greater than three (3) years; however the Company may extend such term for up to one (1) additional term, which shall not exceed three (3) years.

Interested residents of the Cape Breton Regional Municipality should forward a letter of application, together with a Resume, noting qualifications and experience in their related field, by **4:00 p.m. on Wednesday, [REDACTED] 2017** to:

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

Or Fax it to: 902-564-0481

Or Email: ClerksOffice@cbrm.ns.ca

Please note that these appointments are volunteer positions.

**Signed: Deborah Campbell
 Municipal Clerk**



M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5021

To: Nominating Committee
From: Deborah Campbell, Municipal Clerk
Date: January 9, 2017
Subject: Citizen Appointments to CBRM Committees & External Agencies – 2017

Attached please find a list of the current citizen appointments to CBRM Committees and External Organizations, noting the date they were appointed by Council.

As you can see, the term for the citizens on the Heritage Advisory Committee and Library Board has expired. Further, there is a citizen vacancy on the Police Commission for East Division.

Recommendation:

It would be in order for the Committee to pass a motion directing the Clerk to place an advertisement calling for citizens to volunteer to serve on the various CBRM Committees and External Organizations as outlined. Once the application deadline has closed, a report will be brought back to the Nominating Committee.

Further, a recommendation be made to Council to extend the term of the current citizens until the recruitment process for the new citizen members has been completed, including formal appointment by Council.

Yours truly,

Original signed by:

Deborah Campbell
Municipal Clerk

Attachment

CBRM Citizen Appointments:

<u>Police Commission</u> (3 Councillors + 3 Citizens + 1 Prov. Appointee) <u>Citizens:</u> (Appointed Feb. 16, 2016 – 2 year term) 1. Nadine Bernard (Central Division) 2. Emmerson Duff (East Division) * 3. Joseph Meany (North	<u>Library Board</u> (3 Councillors + 2 Citizens) <u>Citizens</u> (Appointed Aug. 13/13 – 2 year term) 1. Susan Plath 2. Dr. Michael Milburn
<u>Heritage Advisory</u> (2 Councillors [min.] + 7 Citizens) <u>Citizens:</u> (Appointed Aug. 13/13 – 2 year term) 1. Eleanor Anderson 2. Norma Boyd 3. Vanessa Childs Rolls 4. Matthew Cook 5. Anne Dwyer 6. Spyro Trifos 7. Ken MacDonald	

