

ALMAGUIN ECONOMIC DEVELOPMENT DEPARTMENT BOARD

TERMS OF REFERENCE

May 7th, 2019

1. Definitions

“Administering Municipality” is the municipality which has been approved by the Parties to provide management and Administrative services to the ACEDD.

“Almaguin Community Economic Development” (ACED) is the name given to the regional economic development entity formed by the participating Parties.

“Almaguin Community Economic Development Department Board” (ACEDDC), which is referred to as “the Board” in these terms of reference, is a committee composed of all of the Parties who have agreed to participate and fund the Almaguin Community Economic Development (ACED).

“Almaguin Community Economic Development Department (ACEDD) performs the work needed to strengthen the local economy and diversify the municipal tax base. They recruit new businesses, retain existing ones, and assist businesses when they can expand operations locally.

“Approval” means that the approval of the majority of the Parties is required.

“Approved” means that the approval of the majority of the Parties has been received.

“Director of Economic Development” (the Director) is the municipal employee hired to manage the ACEDD.

“Members” are representatives of each party that have a vote on the Board.

“Party(ies)” are the organizations and/or municipalities who have agreed to participate and fund the Almaguin Community Economic Development (ACED).

2. Purpose

The purpose of these terms of reference is to ensure that the Parties to the **ALMAGUIN COMMUNITY ECONOMIC DEVELOPMENT DEPARTMENT BOARD** (“*the Board*”) fulfill their legal, ethical and functional responsibilities through leadership, strategic oversight and thorough evaluation of an economic development program and staff activities and performance.

3. Guiding Principles

The principles that guide the Board include a commitment to:

- encourage and facilitate economic growth in the Almaguin Highlands Region on behalf of all stakeholders;
- contribute towards enhancing the quality of life for all Almaguin residents and guests;
- ensure the accessibility of programming to all stakeholders;
- collaborate and steward partnerships across the region to achieve common objectives;
- build strong relationships with all stakeholders, residents and neighboring regions and nurture them through strong, effective communication;
- provide the Almaguin Community Economic Development (ACED) Director with strong strategic leadership and support.

4. Membership

- 4.1** The Board shall be comprised of up to 14 Members, each of whom shall be an elected official, business community representative or community representative and shall have a vote.
- 4.2** Each Member shall be formally appointed by their respective council or board.
- 4.3** Parties may designate a non-voting staff member or community advisor to attend meetings.
- 4.4** In the event that a Member cannot attend a meeting, an alternate appointed by the respective Party may attend in their place. Any permanent replacement of a Member must be communicated in writing to the Director as soon as possible following the replacement.

5. Meetings

- 5.1** All meetings shall be open to the public unless otherwise required or permitted under the Municipal Act.
- 5.2** The Board shall meet at least once per month at a designated location, with public notice to be provided as per the Administering Municipality's policies.
- 5.3** The quorum shall be fifty percent (50%) of Members plus one (1) Member. Quorum shall be present to pass a motion.
- 5.4** At the first meeting of each calendar year, the Members shall elect one Member to act as Board Chair.

The Chair shall be responsible to:

- preside over Board meetings, including but not limited to advancing Board business according to the meeting agenda and calling for votes on Board resolutions;
- encourage and enforce the observance of order and decorum upon Members and guests;
- sign resolutions and minutes.

In the absence of the Chair, the Members shall appoint a Member present to act as Chair for that particular meeting who shall be subject to all normal responsibilities and privileges of the Chair.

- 5.5** The Chair, except where disqualified to vote, may vote on all questions, and when doing so, shall vote last.
- 5.6** The Director shall prepare an agenda and necessary supporting documentation and forward the agenda package to all members in advance of the meetings. The Director shall ensure that minutes are taken and forwarded to each member following each meeting.
- 5.7** Copies of the agenda, draft minutes and approved minutes shall be posted to the Board's website or to an alternate website as approved by the Board.
- 5.8** Members shall arrive at meetings having familiarized themselves with the meeting agenda package and any supporting documents. Members shall also be responsible for bringing back the information to their respective Parties.
- 5.9** Members shall receive no remuneration from the Board.
- 5.10** The Board may, from time to time, invite guest resources to attend a meeting in accordance with the Administrating Municipality's Procedural By-law for delegations.
- 5.11** The Board may establish sub-committees for various topics, issues or proposals as required. The sub-committee must be chaired by a Member and non-voting Members may be included with the approval by the sub-committee Chairperson. Sub-committees shall report to the AEDC through the sub-committee Chairperson. Sub-committees are to operate as an advisory group only.
- 5.12** The Chair or four appointed members of the Board may call for special meetings at their discretion. The Chair shall provide the Director with the reason for the special meeting, and the Director shall provide the required notice to the Parties no less than 48 hours prior to the time of the special meeting.
- 5.13** If a member misses three consecutive meetings without providing sufficient cause for the absences, the Board shall send that Member Party a request to appoint a new member.

5.14 In the event that a meeting must be rescheduled, an alternate date shall be chosen by a majority of the Members. The vote shall be organized and recorded by the Director.

6. Administration

6.1 The Administering Municipality for ACED shall be the Township of Armour.

6.2 The Director of ACEDD will be hired based on a recommendation from the Board.

6.3 The Board will approve the ACEDD yearly work plan and any amendment(s) to the plan.

6.4 The Board shall advise the Administering Municipality in the event there is a concern about the execution of the yearly work plan.

7. Reporting & Responsibilities

7.1 The Board shall be accountable to the Member Parties and shall act in the best interest of the Member Parties and to the benefit of the Almaguin Highlands Region.

7.2 The Director shall prepare an annual budget. The Board shall review the budget and provide a recommendation for Member Parties to adopt the budget. The Director shall circulate the annual budget and Board recommendation to all member Parties for their consideration and approval.

7.3 As part of their ongoing reporting requirements, the Director shall prepare an annual report in time for the first meeting of each calendar year. The Board shall review and accept the annual report prior to its circulation to each Member Party. The report shall, among other things:

- summarize the activities and achievements of the Board over the previous year;
- describe ongoing activities and issues and identify any priorities/concerns;
- outline the Board's primary projects for the upcoming year, including anticipated budgetary needs; and
- project the contribution commitments from the Member Parties.

7.4 If the Board determines that a Member has violated the provisions of their respective Code of Conduct, then the Board may write to that Member Party and request that a new Member be appointed.

8. Conflict of Interest

8.1 Members having a conflict of interest or pecuniary interest, whether real or perceived, in any Board matter, shall declare the conflict in writing at the beginning of the meeting and shall not discuss, vote on the matter or influence the discussion in any way. The Director shall ensure that Conflict of Interest declarations will be held in a public registry.

9. Review and Amendments

- 9.1** The Board may conduct a full or partial review of the Terms of reference as it deems necessary.
- 9.2** Amendments to the Terms of Reference shall be recommended to member parties by the Board and shall come into effect when approval resolutions have been received from a majority of the Member Parties. Should an amendment be required to take immediate effect, the Board may move forward under the direction of the new amendment until it is passed or defeated by Member Parties.

10. Enactment

- 10.1** These Terms of Reference shall come into force and effect when approval resolutions are received from a majority of the Member Parties.