

Operating Board of Directors - Formation

Introduction:

The Central Nova Scotia Civic Centre is the largest single capital investment in the history of Town of Truro and Municipality of the County of Colchester and will become a key piece of recreational infrastructure to serve residents of the Region for many generations to come. The facility represents a culmination of ideas, values and purposes intended to showcase a commitment to community sustainability, and become a model for improved health and wellness. Planning for the Civic Centre began more than 5 years ago and is the result of a collaborative and consultative process with the community, sport and recreation organizations, key stakeholders, funding partners, and other institutions. Since its earliest beginnings, decisions concerning the planning, design and construction have been based on the following core values:

1. Community access with view to develop program elements that appeal to all ages, abilities and interests;
2. A commitment to lead by example and aim to achieve higher levels of environmental, economic and social sustainability;
3. Incorporate innovative building and design concepts that are compliant with LEED principles and moreover, assist in optimizing facility operations and costs;
4. Deliver a flexible and complimentary space program that addresses existing limitations and deficiencies while allowing for future programming growth;
5. Develop a user fee structure that represents fair and competitive value while at the same time being mindful of the financial interests of other community arenas and private sector service providers;
6. Engage in community partnerships who share a common goal of promoting community health and wellness and explore integrated program opportunities with such stakeholders that will reach this end.

Principles of Governance:

The Central Nova Scotia Civic Center presents a tremendous opportunity for all the citizens and sport and recreation groups of the area to enjoy an outstanding asset for many years to come. One of the most important components for the success of this facility is the establishment of a vibrant Board of Directors who collectively share a common goal to provide leadership, integrity, responsible financial management and fairness in its management of the facility. To this end, the following principles are essential to an efficient and effective governance model:

1. The Board shall speak through a unified voice and conduct its business only in a manner that upholds the best long term interests of the Civic Centre and the Community;
2. The Board shall define its role, purpose and function through policy directives and delegate the implementation of policy through the General Manager exclusively;
3. The Board is a community partner and shall strive to develop relationships with all stakeholders who share a common pursuit to improve the bodies, minds and spirits of those served by the facility;
4. The Board shall define measurements and processes that aim to continuously monitor its performance and that of the General Manager to ensure the values, priorities, and objectives of the organization and interests of the Community are being served in an adequate and timely manner;
5. The Board shall always be mindful of gender, ethnic and socio-economic equity and assure itself such interests are represented accurately and fairly.
6. The Board shall strive to achieve financial sustainability by maximize operating efficiencies and programming opportunities to reduce any dependency on public subsidy.
7. The Board shall subscribe unconditionally to the Code of Conduct which clearly delineates the roles, responsibilities and expectations of the Board so they may impart ethical and professional leadership for the facility and citizens of the Community.

Board of Directors – Code of Conduct

January 2012

The Board of Directors – Code of Conduct is a set of guiding principles that provide the membership with a framework for governance, decision making, and acceptable behavior. The Code of Conduct is designed to prevent any one group or individual from establishing unacceptable personal gain or political gain from being in a position of influence over the management and operation of the facility. In simple terms, these are rules approved by the Board and all Board members must agree to follow.

It is understood the all Board members agree to abide by the following Code of Conduct to uphold the civic honor and integrity of the governance of the Central Nova Scotia Civic Center (CNSCC).

1. All Board members agree to act in the best interest of the CNSCC and agree not to represent any special interest group over the interests of the CNSCC. These include, but are not limited to, clients of the facility, political parties, outside interests, personal business interests, and/or staff influence.
2. At no time shall a Board member vote or be part of the discussion on a motion or issue that he/she is in a conflict of interest. The Board shall receive and agree to follow the conflict of interest policy as set out by the Municipal Government Act which prohibits any member from engaging in any part of a decision making process that may result in any personal or monetary gain.
3. It is understood and agreed the organization is a public body and Board meetings and information is open to the public except for those matters determined by the Board to be private. For greater certainty, private matters are those identified in the Municipal Government Act. The organization will follow all relevant FOIPOP laws and associated regulations and agrees the organization is subject to review by the Municipal Auditor General.
4. It is agreed that the spokesperson for the Board shall be the Chair or a person designated by the Chair.
5. The Board agrees to follow all bylaws of the Municipality of the County of Colchester and Town of Truro unless otherwise agreed to by the County and the Town in writing as well as all Provincial and Federal laws.

6. All Board members agree to abide by the management agreement signed between the board and the Municipality of the County of Colchester and the Town of Truro.
7. The Board shall obtain adequate directors and officers insurance and maintain this insurance to protect its members.
8. The Board may, once constituted, may establish advisory committees to help guide the interests of the Board through decision making processes. However, the Board cannot delegate its responsibility to such advisory committees.
9. All Board members shall understand their role in the organization to the extent that:
 - (a) The Board shall be consistently mindful of the overall mission of the organization and satisfy itself that all units of the organization are working in harmony towards this mission.
 - (b) the Board shall approve and periodically revise long range plans of the organization.
 - (c) the Board should oversee the development and evaluation of programs and services of the facility to assure itself that objectives are being achieved in the best interests of the organization, municipal governments, and the general community.
 - (d) the Board shall select the General Manager and establish the conditions of his/her employment. It is the board's responsibility to guide and evaluate the performance of General Manager throughout his/her employment contract.
 - (e) the Board shall communicate with the employees of the organization solely through the General Manager, except that the Board may communicate directly with employees of the organization to obtain or provide information. For greater certainty, it is understood that the board cannot direct staff in anyway.
 - (f) unless bound by an outside contract, a staff member shall be entitled to appeal a decision of the General Manager. The appeal shall be submitted in writing to the General Manager who shall in turn, direct the matter to the Board. The Board shall serve as an arbiter and make timely decisions when such conflicts exist.

- (g) the Board should establish such broad policies governing the program and services as may be necessary to cover continuing or recurrent situations in which consistency of action is desirable.
- (h) the Board shall assure itself that its basic legal and ethical responsibilities are fulfilled.
- (i) the Board must accept responsibility for securing and managing adequate financial resources.
- (j) the Board should assure itself that the organization is effectively integrating with the social and economic environment of the community it represents.
- (k) the Board should continuously appraise itself and periodically devote time to analyzing its own composition and performance and develop plans for improvement.
- (l) the Board shall not permit any form of cronyism including but not limited to pressuring staff to hire friends, relatives or business acquaintances of board members. As well, no board member shall circumvent the purchasing policy and influence staff to use any specific company or contractor to supply goods and services for the facility.