

APPENDIX “A” TO BY-LAW NUMBER _____

THE CORPORATION OF THE TOWN OF COCHRANE

COCHRANE ECONOMIC DEVELOPMENT STEERING BOARD

TERMS OF REFERENCE & MANDATE

1. Cochrane Economic Development Steering Board

- 1.1 A municipal Board to be known as the “**Cochrane Economic Development Steering Board**” hereinafter referred to as “the Board” is established as a Municipal Board in accordance with the Municipal Act.
- 1.2 The Board shall abide by and be subject to all Municipal Policies, rules and regulations.
- 1.3 The purposes of the Board are:
 - 1.3.1 To have the different sector representatives of economic development in the community serve as the strategic thinkers of the economic development that they desire and expect, while steering the direction accordingly.
 - 1.3.2 To steer all municipally led economic development in Cochrane, collaboratively with the Economic Development Department, while respecting Council’s ultimate authorities and obligations.
 - 1.3.3 To oversee in a governance role similar to the municipal council the steering of all municipally-led economic development, while reporting to and respecting Council’s ultimate authorities and obligations. For further clarity, to:
 - 1.3.3.1 work as a steering body for the economic development department that acts as a think tank for the Town and Council.
 - 1.3.3.2 lead as a Municipal Board under the Municipal Act 2006, within the context of this terms of reference,

2. Composition

- 2.1 Subject to section 2.1.1 below, The Board shall consist of a maximum of ten (10) representatives as provided from the following list, recommended by the Board and appointed by Council resolution, each of whom shall be a person qualified to be elected or to hold office as a member of Council:

- The Cochrane Board of Trade
- Businesses at large
- public at large
- Aboriginal Economic Development
- Agricultural Sector ,
- ONTC Representative,
- Forestry Sector Representative
- Mining Representative
- Mayor or Councillor
- Education or Training Sector

2.2 The following representatives shall be available for resource people to sit at the Board as a resource to the board:

- Northern College/ College Boreal
- Contact North
- MNDM Coordinator
- Fednor Coordinator
- MTCU Coordinator
- North Claybelt Community Futures Corporation
- Town Economic Development Officer and/or Intern
- Town C.A.O.(as Resource Person)

2.3 The Board and Council, when appointing Board members shall ensure that members are the most qualified in terms of expertise and fit from the pool being selected from.

2.4 The **Chair** of the Board shall be appointed by council in accordance with the Procedural By-Law, annually. The Chair does not have to be a Council member and appointment shall take place during the first meeting after January 1 every year.

3. Term of Office

3.1 All members shall not extend past the end of the term of office of the appointing council.

4. Number of Meetings Each Year

4.1 The Board shall meet at least twelve (12) times every calendar year and, in addition, at any time at the request of a majority of the members of the Board or at the call of the Chair or Mayor.

5. Vacancies; Removal

5.1 Each member of the Board serves at the pleasure of the both the Board and the appointing Council.

- 5.2 A member of the Board who is a member of Council ceases to be a member of the Board if he or she ceases to be a member of Council.
- 5.3 A member of the Board may resign from office by providing notice in writing to the Board.
- 5.4 If the seat of a member of the Board becomes vacant, the Board shall:
- (1) Declare the seat to be vacant at its next meeting or, if the vacancy occurs as a result of the death of a member, at either of its next two meetings; and
 - (2) Immediately nominate another possible appointee and forward a copy of its declaration to Council for consideration and re-appointment at the earliest opportunity. If the Board doesn't have the minimum required members to function, the Board and Council will expeditiously appoint a new member to the Board.
- 5.5 In the case of a vacancy for any cause, the person appointed to fill the vacancy shall hold office for the balance of the term for which his or her predecessor was appointed.
- 5.6 Any member of the Board who fails to attend two successive scheduled meetings of the Board, with no just cause, shall be subject to forfeiting his or her appointed seat at the discretion of the Board, and if such is the case, the Board and Council shall appoint a person to fill the vacancy in accordance with section 5.5 above.

6. Reappointment

- 6.1 A member is eligible for reappointment on the expiration of his or her term if he or she meets the requirements of any applicable policies adopted by Council with respect to appointments to Town of Cochrane Agencies, Boards, Commissions and Special Purpose Bodies.

7. Open Meetings; Quorum

- 7.1 All meetings of the Board shall be open to the public except where a meeting may be closed to the public by the *Municipal Act*, or applicable legislation.
- 7.2 A person may be expelled from a meeting for improper conduct at a meeting.
- 7.3 A majority of the members of the Board constitutes a quorum.
- 7.4 The Board proceedings shall be as outlined and in accordance with Council's Procedural By-law.

7.5 All Board members shall adhere to Council's Code of Conduct.

8. Minutes; Records

8.1 The Board shall keep minutes of its meetings and shall forward copies of the minutes and proceedings to every member of the Board, to the Municipal Council and the Chief Administrative Officer in a timely manner

8.2 The Town economic Development coordinator will serve as the Secretary who shall retain and preserve the records of the Board including resolutions, minutes, and proceedings of regular, special or Board meetings. Such records will be retained and preserved in accordance with the record retention period established by Council

9. Administration, and Other Persons

9.1 Administration for the Board shall be provided through the Town and the Economic Development Department.

10. Powers and Duties; Limitations on Delegation; Consents

10.1 The members, while carrying out their mandate shall have regard for the organizational structure of the municipality and shall not provide specific direction to the Town staff. Such direction is only to be provided by the CAO. In addition, members shall not become involved in staff work or direct staff in the performance of their duties. Such direction is to only be provided by the Town.

10.2 Subject to the limitations and conditions in this section (including Municipal Act conditions relating to matters requiring the consent and approval of Council) the following terms are to be exercised, in all respects, in accordance with this mandate and all legal requirements, including those of the Municipal Act and Procedural By-law. In the event of a conflict, the Municipal Council will have final discretion:

- (1) Oversee the management of a municipal account set aside for the purposes of the Board fulfilling this mandate that is subject to the conditions of this mandate.
- (2) The Board's financial administration functions will be performed by the Town, working together with the Board for oversight..
- (3) The Board and the Town will mutually, , direct how finances are expended and how revenues are generated and require each of the others support for approval.
- (4) The Board and the Town shall work together to determine financial reporting protocols, and shall have these protocols confirmed by Council.

- (5) All revenue generated by the Board will be placed into this account in accordance with an annual plan approved by council, and managed collaboratively by the CAO and by the Board in accordance with this mandate.
- (6) Together with the CAO, consider all proposals made to the Town with regard to economic development and recommend direction based on the overall impacts on the economic development plans approved by the Town.
- (7) The development of annual and long-range visions, strategies and plans, that require annual confirmation by Council;
- (8) In conjunction with the municipal marketing initiatives and policies, and with the support of the Municipal Communications Department, plan and oversee all marketing associated to economic development,
- (9) In accordance with this mandate and the requirements of Council, consider, plan, and steer all policy and matters, with respect to Economic Development and facilities as per the annual plan.
- (10) Any changes or actions required outside of the approved annual plan require confirmation of the Economic Development Department, confirmed by Council.
- (11) In accordance with this mandate, to advise and make recommendations to the Town with regard to staffing associated to the administration and delivery of the obligations of this mandate;
- (12) Consider and report on such matters as may from time to time be referred to the Board by Council or the Economic Development Department ;
- (13) All Board members must act in the best interest of the Town and the community as a whole, without conflicting, circumventing, or discrediting the authorities or the credibility of the Town and Council;
- (14) To look at all economic development, activities, programs, projects and services to evaluate their value and overall benefit to the community and the municipality. On the basis of this evaluation, the Board shall make recommendations for the implementation, expansion, modification, termination or addition of such activities, programs, projects, ventures and services.

The Board shall also take a lead role in providing input for capital improvements projects for such activities, programs, projects ventures and services;

- (15) Board members shall work to identify, create and promote partnerships and liaise with community groups, organizations and individuals in the delivery of the obligations of this mandate;
 - (16) Board shall speak with one voice and all decisions arising from Board meetings and approved by Council shall be supported as decisions of Board.
 - (17) Submit operating and capital plans and budgets developed in accordance with this terms of reference, to be provided by, or before, the 31st day of October of each year or as otherwise directed by the CAO from time to time, which includes the following:
 - 15.1 An annual calendar of economic development activities and special events, including; projected capital costs, projected sources of funding and revenue, and projected budget from the Town.
 - 15.2 Operational plans, including financial and human resources matters;
 - 15.3 Strategic directions for the coming five (5) years;
 - 15.4 A Multi-year capital plan;
 - 15.5 Five-year Business Plan when required as determined by the Town, the Board, or the Council;
 - 15.6 Asset management and capital plans;
 - 15.7 Report addressing the efficiency and effectiveness in the delivery of economic development programs and services provided;
 - 15.8 Explanations and information regarding any material variances between actual results from operations and the current Business plan; and
 - 15.9 Any other information required to fulfill this mandate.
 - (18) The Board shall, at the times and in the form requested, promptly provide the Council of the Town of Cochrane with information requested by the Town relating to its purposes.
- 10.3 The Board Chair will meet with Council on council's regularly scheduled boards and Committees update itinerary and provide the following:
- (1) A progress and financial report,
 - (2) A projection of up coming events and any revisions to the events calendar

- (3) Any updates or discussions required for the Board and Council to implement this mandate.

10.4 The Board Chair will meet regularly with the Town CAO and provide the following:

- (1) A projection of up coming events and any revisions to the events calendar
- (2) Any updates or discussions required for the Board and Council to implement this mandate
- (3) Any requests for staffing assistance and involvement in implementing this mandate.

11. Budget; Business Plan; Annual Report; Fees and Charges

11.1 Notwithstanding Section 10, the Board shall submit its annual operating and capital budget in the form, and at the time, required by the CAO. the Board shall also steer direction with respect to grants, fees and charges necessary to support related expenditures, in accordance with this terms of reference.

12. Review

12.1 The Municipal Council of the Corporation of the Town of Cochrane shall, by November 30th of each and every year (starting November 30, 2013) conduct a review of the Board's mandate and by January 31st approve its annual budget.