

Antigonish Arena Corporation

Management Board

Terms of Reference

a. Management Board Responsibilities

i. Rules of Proceedings/Officers

1. The Management Board (hereafter referred to as the 'Board') shall establish its meeting procedures, Officers of the Board, voting procedures, and policies, which shall at minimum be consistent with the Municipal Government Act of Nova Scotia.
2. Notwithstanding Article 5(b)(i)(1) above, until such time as the Board is able to establish the above noted procedures and policies, the Mayor/Warden and Chief Administrative Officer/Clerk Treasurer of the municipal units shall conduct the day to day affairs of the municipal body corporate, including but not limited to all documents of a contractual nature, as reasonably required in the interim.
3. The Board shall, at minimum, meet on a quarterly basis. The Board may establish a regular meeting schedule through policy, and may call special meetings, as required.
4. All meetings of the Board are to be considered open to the public, unless otherwise required to be closed in accordance with the Municipal Government Act.

ii. Administration and management of the facility

1. On behalf of the TOA and MOCA, the Board shall have the exclusive right to manage the facility and property each year in the manner it deems best, provided that it operates within the annual budget and management plans as herein described and approved by the municipal units.
2. Without limiting the generality of the foregoing, the administration and management by the Board shall include the exclusive authority to make decisions on the management plan, repair, facility upgrades, maintenance, use, and activities.

iii. Employer

1. The body corporate shall be considered the employer for the purpose of the administration and management of the property and facility.
2. The body corporate shall establish a policy which details the responsibilities of the Facility Manager.
3. The Board, in conjunction with the Facility Manager and the municipal units, shall establish a Personnel Policy which shall establish the obligations and rights of both the employer and the employee and shall, at minimum, be consistent with the Labour Standards Code of Nova Scotia.

b. Development and Recommendation of Budgets

- i. The fiscal year of the municipal body corporate shall be the same as the fiscal year for the municipal units.
- ii. The Board shall develop an operating and capital budget and a management plan for the same fiscal year. The management plan shall identify the targeted outcomes and service adjustments.
- iii. Both the operating and capital budgets and the associated management plan shall be recommended to the two municipal units for approval. Both municipal units shall be required to approve the operating and capital budgets in order for the operating and capital budgets to take effect. The decision to approve the operating and capital budgets shall be binding on both parties.
- iv. Until such time as the operating budget and management plan are approved by both the TOA and the MOCA, it is agreed that the operating budget for the management board, and each parties' financial contribution thereto, will be limited to the previous year's annual budget.
- v. Until such time as the capital budget is approved by both the TOA and the MOCA, there will be no capital budget from which to use funds for capital items. Pre-approval by both municipal units of capital items prior to budget approval will be required.
- vi. The Board shall have the exclusive right to manage the facility in each year in the manner it deems best provided it operates within the annual budget and management plan as hereinabove described and approved.
- vii. In the event that the Board finds that the body corporate will likely exceed its approved budget as noted above, an additional budget appropriation must be submitted to the two municipal units for approval. For clarity, the Board shall not exceed either its operating or capital budget without the express approval of the municipal units. If an additional appropriation is approved, the municipal units contribution shall be proportionate to their vested interest in the corporation, which shall be deemed to be a respective 50% undivided jointly held interest, unless otherwise determined by the parties.
- viii. The Board shall present the municipal units with an operating budget prior to February 28, and a capital budget prior to January 1 in the fiscal year preceding the fiscal year for which the operating and capital budgets are proposed. A fiscal year shall commence on April 1 and end on March 31 of the following calendar year.
- ix. The basis for each municipal unit's contribution to the operating and capital budgets, respectively, shall be proportionate to their vested interest in the corporation, which shall be deemed to be a respective 50% undivided jointly held interest, unless otherwise determined by the parties.

c. Debt and Borrowing

- i. Any borrowings of the body corporate shall be guaranteed by the respective municipal units, proportionate to their vested interest in the corporation, which shall be deemed to be a respective 50% undivided jointly held interest unless otherwise determined by the parties.

- ii. Any borrowings and/or entering into debt obligations (including, but not limited to, mortgages) of the body corporate must be approved by the municipal units.

d. Policies and Procedures

- i. The Board shall, from time to time, make such policies and rules of procedure for the efficient operation and management of the Board and the facilities.
- ii. Copies of approved and amended policies shall be provided to the Chief Administrative Officer or Clerk Treasurer of each municipal unit within thirty (30) days of ratification.

e. Best efforts for Economic Self-Sufficiency

- i. The Board shall make best efforts to consider the interests of the citizens of both municipal units, as well as making best efforts to direct the municipal body corporate toward economic self-sufficiency.