

THE CORPORATION OF THE TOWNSHIP OF MALAHIDE

AND

THE CORPORATION OF THE TOWN OF AYLMER

**TERMS OF REFERENCE
FOR**

**EAST ELGIN COMMUNITY COMPLEX BOARD OF MANAGEMENT
AND COMPLEX MANAGEMENT STAFF**

1.0 BACKGROUND

The East Elgin Community Complex (the “Complex” or “EECC”) exists as a joint venture between the Town of Aylmer and the Township of Malahide (the “Municipalities”). While the ultimate responsibility for the Complex will rest jointly with the two Municipal Councils, the purpose of these Terms of Reference is to define the responsibilities delegated by the two Municipal Councils as well as the roles and responsibilities of the Board of Management and the Complex Management Staff. Generally, the role of the Board of Management is to focus on establishing strategic objectives and operational policies to guide the management for the Complex.

2.0 BOARD ESTABLISHED

- 2.1 Pursuant to Section 202 of the Municipal Act, 2001, the Township of Malahide and the Town of Aylmer shall establish a board for the operation and governance of the Complex (the “Board”). The Board shall be comprised of all members of both the Town of Aylmer’s Municipal Council and the Township of Malahide’s Municipal Council. The Board shall be known as the “East Elgin Community Complex Board of Management” and subsequently referred to in this agreement as “the Board.”
- 2.2 Representatives on the Board shall act in the best interest of the East Elgin Community Complex.

3.0 BOARD ROLES AND RESPONSIBILITIES

- 3.1 The Board shall have the duties and responsibilities that have been jointly delegated to it by the two Municipal Councils as set out in these Terms of Reference.
- 3.2 The Board will have regard to the following strategic objectives:

- 3.2.1 Youth (under 18) or any team with a youth component shall be given consideration and where possible a priority for ice times.
- 3.2.2 A Capital Reserve Fund will be established and maintained for the proceeds from any surcharge adopted for that purpose. Other monies may be contributed at the discretion of the two Municipal Councils and as approved in the annual budget. The Fund is to be used to finance capital projects as approved by the two Municipal Councils and in the annual budget. Despite any other provisions, the monies cannot be utilized without the specific approval of both of the two Municipal Councils
- 3.2.3 A Capital Reserve Fund Surcharge shall be added to the fees and rental rates, said fees, rates, and surcharge to be adjusted annually unless otherwise directed and approved by the two Municipal Councils.
- 3.2.4 Annual assessments of the facility and grounds will be completed, in conjunction with qualified Municipal Staff from both Aylmer and Malahide, to ensure that deficiencies and maintenance requirements are identified and remedies are recommended. The assessment shall consider both immediate and long term requirements and needs for the facility. A report listing the deficiencies and a time frame and method of addressing the deficiencies shall be provided to the two Municipal Councils.
- 3.3 The Board shall adopt policies relating to Board procedures and rules of order within the regulations set out in the Municipal Act, 2001, S.O. 2001, c. 25, as amended, and this agreement.
- 3.4 The Board will establish policies for the management of the Complex. The Staff shall then adopt procedures to implement the policies.
- 3.5 The Board shall consider the following areas when adopting policies for the Complex:
 - Rental and User Group Policies;
 - User fees, rental rates;
 - Marketing Plan;
 - Customer Service Policies;
 - Complex Development Master Plan;
 - Life/Safety Plans and all other similar plans which are required under Provincial and Federal laws;
 - Contributions to and expenditures from a Capital Reserve Fund held in trust by the Administering Municipality; and
 - Sponsorship of EECC Special Events.

Financial Matters

- 3.6 Annually, the Board shall consider and recommend to the two Municipal Councils, with regard to section 3.2 and 3.5, a budget for the Complex. A copy of the draft operating and 5 year capital budget shall be submitted to Senior Staff of each of the Municipalities by December 31st. Such draft budgets shall be presented to the Board at its regular meeting to be held no later than February 15th.
- 3.7 As a part of the annual budget setting exercise, the Board will make recommendations regarding the adoption of user fees, rental rates and other revenue gathering instruments required to achieve the budgeted revenues with regard to section 3.2 and 3.5. These recommendations shall include the results of the holding of any required public meetings and any other procedures required under the Municipal Act, 2001, as amended, regarding municipal user fees. The recommendations shall be forwarded to the two Municipal Councils for approval.
- 3.8 A year-end financial report for the preceding year will be forwarded to both Municipal Councils no later than January 31st.
- 3.9 At the end of each financial year, the Board shall deliver audited financial statements for the East Elgin Community Complex to each Municipal Council.
- 3.10 The Board shall establish policies with the goal of optimizing revenues in order to move the Complex toward the goal of becoming more financially self-sustaining while maintaining its status as not for profit.

Administrative Matters

- 3.11 The Chief Administrative Officer of the Town and the Township and the Parks and Recreation Manager of the Town of Aylmer shall serve as advisors to the Board. The Chief Administrative Officer of the Town and the Township will also provide administrative support, including Board meeting agenda and minutes, and will be responsible to communicate Board actions and recommendations. The agenda for Board meetings shall generally be provided to the Board Members at least three (3) business days prior to the scheduled meeting.
- 3.12 The Board may form sub-committees and working groups as may be deemed necessary to address specific issues. Such sub-committees and working groups must have a clear mandate and a defined term.

- 3.13 The Board will liaise with complex user groups and with community stakeholders, through such means as the annual budget public meeting, ice allocation meetings, customer service surveys, etc.
- 3.14 The Board may take action by by-law or resolution.
- 3.15 The Board shall pass a procedural by-law which shall be subject to prior approval by the Municipalities.
- 3.16 The Board shall conduct all business in a fair and open manner. Without limiting the above, the Board shall conduct all business in accordance with Sections 239 through 246 of the Municipal Act, 2001, as amended.

4.0 **GENERAL RULES**

- 4.1 The Board will generally meet quarterly, at the East Elgin Community Complex, on the first Wednesday of the month at 7:00 p.m., or alternatively, at the call of the Chair.
- 4.2 At each meeting, the Board will elect a Chair. This position will rotate at each meeting between the Municipalities.
- 4.3 All members shall have one vote.
- 4.4 A quorum shall consist of a minimum of eight (8) members provided that there are four (4) members from each of the Town of Aylmer Council and the Township of Malahide Council in attendance. In the event that a quorum of the Board is not present due to the absence of a minimum of four (4) members from each of the Councils, such meeting shall be adjourned and shall be reconvened at a future date and time when a quorum can be established.
- 4.5 All recommendations of the Board to the two Municipal Councils shall be by resolution and shall proceed directly to a regular meeting of each Council for their consideration and approval prior to implementation.
- 4.6 Any procedure under this By-law that is discretionary and not mandatory under statute may be suspended with the consent of a majority of the members present at the meeting.

Reconsideration

- 4.7 Despite a previous decision, a Board Member may ask that a previous motion be reconsidered. Debate on a motion for reconsideration shall be confined to reasons for or against reconsideration. To bring the original motion back to the table for reconsideration, a majority of the Board is

required. A Board Member who voted with the majority on the original motion must introduce a motion for reconsideration. In the event that the original motion was not decided by a recorded vote, the Chair shall determine that the motion to reconsider is being appropriately introduced.

Rescind or Amend Something Previously Adopted

- 4.8 A two-thirds (2/3) majority vote of the Board Members without notice or a majority of the members with notice is required to rescind or amend something previously adopted by the Board. The motion to amend something previously adopted cannot go beyond the scope of notice, otherwise a 2/3 vote of the Board Members is required.

5.0 ADMINISTRATIVE RESPONSIBILITY

- 5.1 The two Municipal Councils will jointly appoint by resolution Administrative Staff for the Complex. This will be the Administrative Staff of one of the two Municipalities as represented by that Municipality's Chief Administrative Officer and known as the Managing CAO.
- 5.2 Both Municipalities are equal partners in the EECC and as such the Managing CAO will consult with the other CAO on all matters that fall outside the normal operating procedures or approved budget. Decisions on these matters shall reflect a mutually agreed upon course of action with associated costs to be shared equally. The two CAOs may bind both the Town of Aylmer and the Township of Malahide to one-time expenditures not to exceed \$20,000 in any one year, exclusive of emergency situations. Additionally, the Managing CAO shall consult with and provide information to the other CAO in all major decisions, recommendations, and financial affairs of the EECC. Any mutually agreed upon course of action will be carried out by the Administrative Body with associated costs to be shared equally. Any unresolved issue or course of action will go directly to the Board and/or two Municipal Councils for resolution.
- 5.3 All EECC employees are employees of the Town of Aylmer and as such all human resource and compensation functions and decisions shall rest with and be the responsibility of the Town of Aylmer. The Town of Aylmer shall advise the Township of Malahide related to the appointment/termination of the Parks and Recreation Manager.
- 5.4 Annually, costs representing administrative costs of the Administrative Body, relating to the Complex, shall be included in the Complex budget as an expenditure line item. The base amount included in the budget shall be \$12,000 and shall be adjusted annually by the Consumer Price Index (CPI) (or such other amount as the two Municipal Councils both approve by

resolution.) Additional documented expenditures may be claimed through submission for approval by resolution of both Municipal Councils.

- 5.5 As the legal employer of the Staff of the Complex, all human resource, compensation, health and safety, and similar policies which are typically the responsibility of an employer shall be those policies established by The Corporation of the Town of Aylmer from time to time. Additionally, all corporate policies required by Provincial or Federal legislation shall be those policies established by The Corporation of the Town of Aylmer from time to time.

6.0 ROLE OF THE MANAGING CAO

- 6.1 On a quarterly basis, the Managing CAO shall provide a quarterly budget review to the Board. This review will be reconciled against year to date and year end projections. Copies of this report shall be circulated to the two Municipal Councils along with a request for the payment of quarterly installments of financial support.
- 6.2 For the purpose of this Agreement, the Managing CAO shall be the CAO for the Town of Aylmer.

7.0 AUTHORITY DELEGATED BY THE TWO MUNICIPAL COUNCILS

- 7.1 Notwithstanding any other provision of this Agreement to the contrary, each of the Municipalities must approve:
- Each annual operating budget;
 - Each annual capital budget; and
 - Any amendment to this Agreement.
- 7.2 The following natural person powers are hereby delegated by each of the Councils of the Township of Malahide and the Town of Aylmer to the Board established under these Terms of Reference:
- Authority to conduct a public consultation regarding fees and rental rates for the use of the Complex;
 - Authority to establish the staff complement within the approved budget;
 - Authority to appoint all full time staff at the EECC, with the exception of the Parks and Recreation Manager, who shall be appointed by the Town of Aylmer. The appointment of full-time staff would normally be based on a recommendation of the Parks and

Recreation Manager and/or Managing CAO following an appropriate recruitment process;

- Authority to adopt set overall policies within the mandate as established by the two Municipal Councils;
- Authority to adopt general procedures within the overall policies;
- Authority to authorize and approve expenditures within the approved budget; and the
- Authority to approve and enter into contracts related to the provision of services to or to receive services for the EECC where such contracts extend beyond a 24 month period or exceed \$15,000.

7.3 The following natural person powers are hereby delegated by each of the Councils of the Township of Malahide and the Town of Aylmer to the Managing CAO:

- Authority to hire part time, contract, casual, and student staff;
- Authority to enter into contracts for services to be provided to or by the EECC which do not exceed 24 months and/or are less than \$15,000;
- Authority to establish and manage, within the direction of the Board and the approved budget, a Capital Reserve Fund which will have a separate bank account in the joint names of the Municipalities in trust for the Complex;
- Authority to oversee the day to day operations of the EECC and its staff, through the Parks and Recreation Manager;
- Authority to ensure that appropriate and complete reports and staff recommendations are made to the Board and the two Municipal Councils as required and requested. Such staff reports and recommendations shall generally be presented to the Board, in writing as deemed appropriate;
- Authority to ensure that all policies, procedures, regulations and good management practices are implemented; and the
- Authority to oversee the general administration of the EECC.

7.4 The following natural person powers are hereby delegated by each of the Councils of the Township of Malahide and the Town of Aylmer to the Parks and Recreation Manager of the Town of Aylmer:

- Authority to supervise all EECC staff;
- Authority to enter into contracts for the provision of services by the EECC which do not exceed 24 months and/or are less than \$15,000, subject to the approval of the Managing CAO;
- Authority to implement the day to day operational procedures for the EECC and its staff;
- Authority to provide appropriate and complete reports and staff recommendations to the Board and the two Municipal Councils as required and requested. Such staff reports and recommendations shall generally be presented to the Board, in writing as deemed appropriate; and the
- Authority to ensure that all policies, procedures, regulations and good management practices are implemented.

7.5 By Agreement of the Municipalities, the powers delegated to the Board may be revoked at any time by the Municipalities.

7.6 The Municipalities' delegation of their rights, obligations and responsibilities in relation to the Complex is subject to the limits, procedural requirements and conditions that would apply to the Municipalities if they directly exercised the rights, obligations and responsibilities that are delegated to the Board.

8.0 FINANCING

8.1 The Township of Malahide and the Town of Aylmer agree to fund the net cost of operations of the EECC equally. The net cost of operations shall be the difference between the revenues and expenditures of the EECC as determined and approved with the adoption of the annual EECC budget by the two Municipal Councils.

8.2 Additionally, an annual subsidy for the youth programs at the Complex will be provided to the EECC with the amount to be determined and funded jointly by the two Municipal Councils.

8.3 The Township of Malahide and the Town of Aylmer agree that monies required for the maintenance and operation of the Complex, as may be required and determined by the Board, shall be requested of the

Municipalities, on an annual budgetary basis, for their respective Council approval. Where a Municipal Council does not approve the amount as required in section 3.6 herein, the Board may proceed at the previous year's agreed upon amount for the maintenance and operation of the Complex until such time as a resolution is reached.

- 8.4 Subject to the requirements in Section 3.6 of this Agreement, the Municipalities agree that monies required for capital expenditures, as may be required and determined by the Board, shall be requested of the Municipalities, on an annual budgetary basis, for their respective Council approval. In the interim, the Board will not proceed with the portion of the capital expenditure under dispute.

9.0 COMPLIANCE WITH FUNDING AGREEMENT

- 9.1 The Board shall comply with the terms, covenants, and provisions of the Funding Agreement between the Municipalities and the Province of Ontario that relates to the Complex. The Funding Agreement sets out the terms, covenants, and provisions under which the Province of Ontario provided funding for the Complex.

10.0 AMENDMENTS TO TERMS OF REFERENCE

- 10.1 These Terms of Reference shall be reviewed at least once during the term of the two Municipal Councils or, at any time, at the request of either Municipality. The review will be done by representatives of the two Municipal Councils and the Town and Township Chief Administrative Officers who will make recommendations for improvements.
- 10.2 Any and all amendments to these Terms of reference shall be subject to the approval of both of the two Municipal Councils, as enacted by resolution and/or by-law.