

ATTACHMENT C



Nanaimo Prosperity Agency
January 19, 2021

CORPORATION CHARTER

- NAME:** Nanaimo Prosperity Agency Inc.
- PURPOSE:** The Nanaimo Prosperity Agency is the economic development corporation through which business, government, First Nation, and community partners collaborate to build Nanaimo's economy, and increase the level of shared prosperity enjoyed by those who live here.
- MANDATE:** The Nanaimo Prosperity Agency has the following responsibilities:
- > to implement, maintain, and update as required the Nanaimo Economic Development Strategy
 - > to develop and directly undertake initiatives aimed at attracting businesses, employers, talent, and investment to the community
 - > to coordinate the sector-specific and other economic development activities undertaken by a range of stakeholder organizations
 - > to develop and directly undertake initiatives aimed at retaining and expanding existing businesses
- LEGAL STRUCTURE:** The Nanaimo Prosperity Agency is a City of Nanaimo local government corporation, created pursuant to section 185 of the *Community Charter*. The Agency is incorporated under the British Columbia *Business Corporations Act*, and is registered as a non-profit corporation under the *Income Tax Act* of Canada, exempt from paying income taxes.
- SHAREHOLDERS:** The Nanaimo Prosperity Agency is jointly-owned by the City of Nanaimo and five other governments and organizations, including (in alphabetical order):
- > Nanaimo Chamber of Commerce
 - > Nanaimo Airport Commission
 - > Nanaimo Port Authority
 - > Snuneymuxw First Nation
 - > Vancouver Island University

All six partner organizations, including the City, are designated as the founding *Shareholders* in the Agency's *Articles of Incorporation*.

The City of Nanaimo, as the lead shareholder, holds one Class A share in the Agency; each of the other shareholders holds one Class B share. All Class A and Class B shares are without par value.

SHAREHOLDER DECISIONS:

Key decisions related to the mandate, ownership, governance, expansion, and funding of the Agency are made by the shareholders in accordance with the following voting rules:

- > All shareholders (i.e., Class A and Class B shareholders) participate in, and receive one vote on, decisions related to:
 - the Agency's purpose and mandate
 - the composition and authority of, and method of appointment to, the Agency's Board of Directors
 - the appointment of individual Directors to the Board
 - the Agency's funding model, including changes to cost-sharing arrangements to support the work of the Agency
 - the categories of Agency expenses to be included under "base funding"
 - the inclusion of additional Class B shareholders, which may be public, First Nation, and/or not-for-profit entities

In an effort to ensure broad support for decisions involving all shareholders, votes on the matters to be decided by the full group require two-thirds support of all shareholders.

- > The City of Nanaimo, as the sole Class A shareholder, makes all decisions related to:
 - the borrowing of monies by or on behalf of the Agency
 - any change to the Agency's non-profit status
 - the inclusion of additional Class A shareholders, which must be either municipalities or regional districts

BOARD OF DIRECTORS (Composition):

The Nanaimo Prosperity Agency is governed by its own Board of Directors which is comprised of nine (9) voting Directors appointed by the shareholders at the corporation's Annual General Meeting, in accordance with the following rules on composition:

- > the City of Nanaimo designates one (1) senior staff member to serve as a voting Director
- > each of the other shareholders designates one (1) individual to serve as a voting Director

- > the shareholders together select and appoint the remaining three (3) voting Directors, including one from the Social Services sector, from persons who apply to the Board through a public call for applicants

In addition to these nine (9) voting Directors, the City of Nanaimo designates one (1) elected official to serve on the Board, *ex officio*, as a non-voting Director.

In appointing Directors, the shareholders take into consideration:

- > the skill sets and backgrounds (e.g., finance, business development, marketing, community development) that should, to the extent possible, inform the decisions of the Board
- > the economic sectors in Nanaimo that candidates represent

BOARD OF DIRECTORS (Term):

Each voting Director is appointed for a term of two (2) years, and may be reappointed by the shareholders for two (2) consecutive additional terms, for a maximum period of six (6) years. Additional rules on term of office intended to promote continuity in Agency governance are as follows:

- > Five (5) of the nine (9) voting Directors of the inaugural Board are appointed for a three (3) year term; these Directors may be re-appointed for an additional two (2) consecutive terms, each of which is two (2) years in duration.
- > Directors are appointed (or reappointed, as the case may be) on a staggered basis beginning at the end of year two when four (4) voting Director positions become open.

BOARD OF DIRECTORS (Chair/Vice):

At the first Board meeting of each calendar year, following the Annual General Meeting, the Board Directors elect from among their numbers a Board Chair and Vice Chair. The duties of the Chair include:

- > presiding at all meetings of the Board
- > providing leadership to the Board, including by recommending resolutions
- > providing, on behalf of the Board, general direction to the Agency's Executive Director
- > acting as the Board's chief liaison with the shareholders, the media, and external agencies
- > signing contracts and other legal documents in accordance with Board decisions
- > carrying out other duties assigned by the Board

The Vice Chair acts in place of the Chair when the Chair is absent.

BOARD OF DIRECTORS (Remuneration):

All Board members serve without remuneration. Expenses incurred to conduct Agency business may be claimed in accordance with Board policies.

BOARD OF DIRECTORS (Decisions):

The Board of Directors is an autonomous decision-making body, appointed to direct and oversee the activities of the Nanaimo Prosperity Agency. The Board is empowered to make a broad range of decisions, including those related to:

- > the Agency's annual five-year financial plan (i.e., operating and capital budgets)
- > the Economic Development Strategy for Nanaimo
- > the hiring of the Executive Director for the Agency
- > empowering and holding to account the Agency's Executive Director
- > the development of policies and protocols to govern Agency business
- > entering into agreements and contracts, and terminating such agreements and contracts
- > initiating projects and programs to implement the Economic Development Strategy
- > appointing an independent auditor to prepare the *Agency's Annual Financial Statements*
- > the creation, and appointment of members to, Board advisory committees

All Directors vote on all decisions of the Board; each Director including the Chair holds one vote. Decisions in favour of a resolution require a straight majority of Directors present. A quorum of five (5) voting members is required for meetings to be held and voting to occur.

BOARD OF DIRECTORS (Committees):

The Board of Directors creates advisory committees to engage the broader community in the economic development of Nanaimo, to assist in implementing the Economic Development Strategy, to provide advice on new and ongoing initiatives, and to attend to the business of the Board. The Board's choice of committees is informed by the Economic Development Strategy, opportunities or issues that arise, requests made by different sectors of the community, and the Board's own needs.

The list of specific Committees is determined by the Board, but includes:

- > Governance Committee
- > Finance Committee

All committee members are appointed by the Board as a whole. The Board as a whole also appoints a Chair and Vice Chair for each committee.

BOARD OF DIRECTORS (Reporting):

The Board is accountable to the shareholders for the operation and performance of the Nanaimo Prosperity Agency. Accountability is achieved through:

- > the presentation to the shareholders, and to the public, of Annual Financial Statements prepared by an independent auditor
- > the presentation to the shareholders, and to the public, of an Annual Report that:
 - provides information on the Agency's initiatives and efforts over the previous year
 - assesses the Agency's past year performance using progress measures that are informed by the Economic Development Strategy
 - sets out important initiatives and events that are planned for the upcoming year, as per the Economic Development Strategy
- > presentations to the shareholders at the Agency's Annual General Meeting
- > semi-annual briefings to each shareholders
- > other means, formal and informal, that the shareholders may request

FUNDING MODEL (Base Funding):

Base funding for the Agency is in place to provide the support and certainty required by the Agency to function effectively, particularly during its early years. Base funding is intended to cover:

- > Agency staffing costs
- > the operation of the Board
- > office expenses including rent/lease
- > an amount for marketing, business development, talent development, and other initiatives aimed at attracting business and investment to Nanaimo
- > community outreach and reporting
- > other costs identified by the Board and approved as "base funding" by the shareholders

The City of Nanaimo, as the sole Class A shareholder, accepts responsibility for the bulk of these base funding expenses. Class B shareholders as a collective contribute a small portion of base funding as a demonstration of their support for the Agency and its value to the community. The total

amount of base funding approved by the Board of Directors each year is assigned to shareholders as follows:

- > Class B shareholders, in 2021, will each contribute \$5,000 in cash or in kind and from 2022 onward will each contribute \$10,000 in cash or in kind
- > City of Nanaimo contributes the remainder

**FUNDING
MODEL
(Projects):**

Project funding is provided in part by shareholders through their investment in base funding, and in part by private businesses, governments, and public agencies in the form of conditional, initiative-related grants. In identifying the need for project funding, and in pursuing sources of funds, the Agency is guided by the Economic Development Strategy.

**EXECUTIVE
DIRECTOR:**

Nanaimo Prosperity Agency is headed by an Executive Director who is hired by and accountable to the Board of Directors. The Executive Director:

- > directs and oversees the work of Agency staff, contractors, and consultants
- > recommends to the Board the development of new staff and contract positions
- > advises the Board on the implementation, maintenance, and updating of the Economic Development Strategy
- > identifies for Board approval initiatives aimed at fulfilling the Agency's mandate
- > liaises with senior staff at the City of Nanaimo, key representatives of the other shareholders, and businesses, associations, and other groups in Nanaimo
- > represents the Agency at various events inside and outside of Nanaimo

OPERATIONS:

The Nanaimo Prosperity Agency leases its own office space in Downtown Nanaimo. The Agency attends to its own operational needs, including those related to financial management and accounting, legal matters, human resources, purchasing, information technology, and others.

Where cost-effective, the Agency may contract the City of Nanaimo to provide corporate and other services required for the Agency's operations.

**DISPUTE
RESOLUTION:**

The shareholders attempt to resolve disagreements and disputes among themselves through discussion. Where necessary, shareholders may seek the assistance of a third-party mediator to provide non-binding recommendations.

Where discussion and mediation fail, shareholders agree to resolve disputes through the appointment of a single arbitrator, using final proposal arbitration under the provisions of the *Arbitration Act*.

**FIVE-YEAR
REVIEW:**

All founding shareholders, including the City of Nanaimo, agree to support, fund, and participate in the Nanaimo Prosperity Agency for an initial period of five (5) years.

In the second half of the Agency's fifth year of operations, the City will initiate and complete a review of the Agency that:

- > examines the Agency's mandate, structure, funding, and performance, along with other factors that the shareholders may identify
- > assesses the level of community and shareholder support for the Agency
- > examines the potential to expand the Agency's service area to include the broader Mid-Island economic region
- > identifies changes to the Agency and/or corporation model for consideration by the shareholders

At the end of the Agency's fifth year of operations, any shareholder may serve twelve (12) months' notice of its intention to terminate its position in the Agency. A shareholder that exercises this option understands that:

- > termination of shareholder status takes effect at the end of the year six (6) of Agency operations
- > termination of shareholder status does not change any financial commitment made by the shareholder to an ongoing project or initiative of the Agency

For clarity, none of the founding shareholders may issue notice of termination before the end of year five (5).

**SECOND FIVE-
YEAR TERM:**

Shareholders that have not issued notice of termination at the end of the Agency's fifth year of operations commit, by default, to a second five (5) year period of commitment as a shareholder in the Agency.