

Offshore Energy Research Association of Nova Scotia (OERA)

Governance Framework

1. NAME:

Offshore Energy Research Association of Nova Scotia (OERA Association).

2. MEMBERSHIP:

a) Dalhousie University; b) Saint Mary's University; c) Cape Breton University; d) Acadia University; e) St. Francis Xavier University; f) Nova Scotia Community College; g) Province of Nova Scotia (Department of Energy); h) Others in the future as may be agreed to by a unanimous vote of the Board of Directors. (See Bylaws, Section 3.0; *Membership*).

3. BOARD OF DIRECTORS:

The Board of Directors, with a minimum of three directors, shall manage the property and business of the Association. At no point will the Province comprise a majority of the Board membership. (See Bylaws, Section 5.0; *Board of Directors*)

4. OFFICERS:

Officers include the Chair, Vice Chair, Secretary, Treasurer and any such other officers as the Board may by by-law determine. Any two offices may be held by the same person. Officers need not be directors or members. Officers shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. (See Bylaws, Section 8; *Officers*)

5. COMMITTEES:

The Board may appoint committees which shall be responsible to the Board and whose members will hold their offices at the will of the Board. The members of the committees shall not be required to be members of the Board, but the chair of such committees shall be a member of the Board. The Board shall determine the duties of such committees and may fix by resolution, any remuneration to be paid. (See Bylaws, Section 9: *Committees*, Section 9.7: *Executive Committee*, and Section 9.4: *Research Advisory Committee*).

6. FUNDING MANAGEMENT:

- a) Province of Nova Scotia:
 - i. An initial payment of \$2.6 m has been made;
 - ii. Subsequent year's payment at discretion of the Province. Future contributions will depend upon the success of the previous years research work, the fiscal situation of the Province and the approval of Executive Council. The corporation may use such funds for reasonable operating expenses (i.e. hiring of staff, office space, etc.) and the corporation shall not be required to make minimum or maximum disbursements of funds in a given fiscal year.

- b) Other Members:
 - i. No fees upon joining the corporation as members;
 - ii. Subsequent year's payment at discretion of each member.
- c) Management of Funds: Funds held in OERA shall be held in an account with a chartered bank or in marketable securities in an investment account with a firm associated with the chartered bank.
- d) Income: Income from funds held in marketable securities shall be used to support the general objectives of OERA.
- e) Funding Restriction: The members agree to make no commitments for research funding beyond the amount of funds directly on hand, less a holdback of 10% except upon windup when all funds may be disbursed after all liabilities have been met.

7. REPORTING/ACCOUNTABILITY:

- a) Financial records: The corporation shall keep a proper book of accounts of sums of money received and expended by OERA, and the matters in respect of which such receipts and expenditures take place, and of all sales and purchases of goods by OERA and of the assets, credits and liabilities of OERA.
- b) Reports on Research: OERA shall require researchers to make Interim and Final Reports on all research. The Members' Agreement shall outline the process of internal reporting on research to members.
- c) Audits and Auditors: OERA shall be subject to an independent audit on an annual basis with the report of auditors signed by the officers and submitted to the members.
- d) Other records: OERA shall keep all records relevant to its decision-making and activities and shall maintain an index of such records with copies of all records of the entity available to the members upon request.
- e) Remuneration and Expenses: The Board shall establish policies and schedules with regard to the remuneration and expenses of directors, officers, committees and staff from time to time. Expense rates shall be no greater or lower than those schedules established by the association members' organizations. Actual expenses for meals and hospitality expenses may be permitted when the Board establishes a budget for such matters on a general or specific event basis. Members agree that staff will be retained on contract or as employees to accomplish work required. It is not anticipated there will be a need for full-time staff. The budget for OERA Association staff, administration (telephone, office supplies and telephone etc.) travel and other non-program, and research matters shall not exceed 10% of the balance of uncommitted funds in any given year without unanimous agreement of the Board. Program and research matters are defined as workshops, forums and symposia, public information and publications including a website and all matters related to their development and dissemination and research grants and contract awards. It is noted that events, public information and research contracts/grants may have an administrative component within these contracts and events and this shall not be counted as part of the staff or administration of the OERA Association.

8. METHOD OF OPERATION:

- a) With others: OERA shall normally leverage its resources by operating in collaboration with other entities having similar goals and objectives, leveraging its resources with others. Such collaborative efforts may include members of OERA.
- b) Directly: OERA may also manage smaller projects directly and secure the required staff under temporary contracts. Members may also second staff on a temporary basis.
- c) Administration: OERA shall be administered through the commitment of member resources or through its own. No member shall be committed to provide support services such as staffing, payroll, accounting (including the filing of tax and other returns) and administration, computer services telephone and legal services without compensation unless it volunteers to do so. Incorporation costs and registration of name etc. shall initially be covered by Dalhousie University, but this expense shall be recovered from OERA.
- d) Capital Costs: OERA is not anticipated to have any land or buildings, but may acquire minor capital items related to the operation of an office or a website.

9. DISSOLUTION:

In the event of the dissolution or winding up of OERA, all of its remaining assets after the payment of its liabilities shall be used for the benefit of carrying on or promoting energy related research and its application in Canada.

(See OERA Bylaws, Section 2.7; *Wind-up and Dissolution*)