

Develop Nova Scotia Act

CHAPTER 25 OF THE ACTS OF 2018



© 2019 Her Majesty the Queen in right of the Province of Nova Scotia
Published by Authority of the Speaker of the House of Assembly
Halifax

This page is intentionally blank.

CHAPTER 25 OF THE ACTS OF 2018

An Act to Continue Develop Nova Scotia

Table of Contents

(The table of contents is not part of the statute)

	Section
Short title.....	1
Interpretation.....	2
Minister has supervision and management of Act.....	3
Develop Nova Scotia continued.....	4
Crown corporation.....	5
Agent of the Crown.....	6
Management and control vested in Board of Directors.....	7
Board of Directors.....	8
Quorum.....	9
Vacancy does not impair.....	10
Remuneration and reimbursement.....	11
By-laws and policies.....	12
Policy directions and directives.....	13
President and Chief Executive Officer.....	14
Application of Conflict of Interest Act.....	15
Application of Freedom of Information and Protection of Privacy Act.....	16
Duty of good faith and care.....	17
Objects of Corporation.....	18
Powers of Corporation.....	19
Effect of mortgage, pledge or charge.....	20
Fiscal year.....	21
Not subject to taxation.....	22
System of accounting and audits.....	23
Annual financial statement and reports.....	24
Outcomes agreement.....	25
Business plan.....	26
Strategic plan.....	27
Review of activities.....	28
Regulations.....	29
Bedford Waterfront Development Corporation Act repealed.....	30

Short title

1 This Act may be cited as the *Develop Nova Scotia Act*. 2018, c. 25, s. 1.

Interpretation

2 In this Act,

- (a) “Board” means the Board of Directors of the Corporation;
- (b) “Corporation” means Develop Nova Scotia, continued under Section 4;
- (c) “Minister” means the Minister of Business;
- (d) “place-making” means the attraction and retention of people to the Province to promote economic growth and business and social enterprise expansion that provides economic benefit to the Province;

OCTOBER 11, 2018

(e) “strategic economic infrastructure” means real property, improvements to land and physical assets, including telecommunications infrastructure, with demonstrable benefits to economic growth, and that align with the Government’s strategic economic priorities, but does not include land and infrastructure with a primary use that is not economic in nature or that is core to the legislated mandate of another government organization. 2018, c. 25, s. 2.

Minister has supervision and management of Act

3 The Minister has the general supervision and management of this Act and the regulations. 2018, c. 25, s. 3.

Develop Nova Scotia continued

4 (1) Develop Nova Scotia Limited, registered under the *Companies Act*, is hereby continued as a body corporate to be known as Develop Nova Scotia.

(2) The capital stock of the Corporation is one share with a par value of one dollar, to be issued to and registered in the name of the Minister on behalf of Her Majesty in right of the Province.

(3) All shares of the Corporation issued under the *Companies Act* are cancelled. 2018, c. 25, s. 4.

Crown corporation

5 The Corporation is a crown corporation within the meaning of the *Finance Act*. 2018, c. 25, s. 5.

Agent of the Crown

6 The Corporation is an agent of the Her Majesty in right of the Province. 2018, c. 25, s. 6.

Management and control vested in Board of Directors

7 The management and control of the affairs of the Corporation are vested in a Board of Directors and the Board may, subject to this Act and the regulations, exercise the powers of the Corporation. 2018, c. 25, s. 7.

Board of Directors

8 (1) The Board consists of not less than seven and not more than 15 members appointed by the Governor in Council.

(2) The Deputy Minister of Business may attend meetings of the Board but, for greater certainty, is not a member of the Board.

(3) A member appointed under subsection (1) holds office for such term, not exceeding four years, as the Governor in Council may determine.

(4) Where a person has served two terms on the Board, the person may not be appointed to the Board again until four years after that person's last term ends unless the Governor in Council provides otherwise.

(5) Each member of the Board at the coming into force of this Act continues in office until the earlier of

- (a) the expiry of the current term of that member; or
- (b) the date on which the member's appointment is revoked by the Governor in Council.

(6) Where a member of the Board continues in office under subsection (5), that term and any immediately prior terms of that member apply for the purpose of subsection (4). 2018, c. 25, s. 8.

Quorum

9 A majority of the members of the Board constitutes a quorum. 2018, c. 25, s. 9.

Vacancy does not impair

10 A vacancy on the Board does not impair the right of the remaining members to act. 2018, c. 25, s. 10.

Remuneration and reimbursement

11 Each member of the Board is entitled to receive such remuneration and be reimbursed for such reasonable expenses as the Governor in Council may determine. 2018, c. 25, s. 11.

By-laws and policies

12 The Board may make by-laws and policies, not inconsistent with this Act, for its internal organization and the regulation of its operations. 2018, c. 25, s. 12.

Policy directions and directives

13 (1) The Minister may issue such policy directions to the Board as are consistent with this Act and the strategic economic policy objectives of the Government if, in the opinion of the Minister, it is in the public interest to do so.

(2) The Treasury and Policy Board may issue written directives to the Corporation that are consistent with this Act and the regulations.

(3) The Board shall comply with a direction or directive issued under subsection (1) or (2). 2018, c. 25, s. 13.

President and Chief Executive Officer

14 (1) Where there is a vacancy in the position of President and Chief Executive Officer of the Corporation, the Board shall, subject to subsection (2),

appoint a person who is not a member of the Board to be the President and Chief Executive Officer.

(2) The appointment by the Board of a President and Chief Executive Officer is subject to the approval of the Minister.

(3) Subject to subsection 19(2), the Board may revoke the appointment of a President and Chief Executive Officer.

(4) The Board may assign to the President and Chief Executive Officer such duties as the Board may determine.

(5) Subject to the by-laws of the Corporation and subsection 19(2), the Board may appoint such other officers as it, from time to time, considers necessary or advisable. 2018, c. 25, s. 14.

Application of Conflict of Interest Act

15 The Board is a department for the purpose of the definition of “department” in the *Conflict of Interest Act* and, for greater certainty, Section 22 of that Act applies to the members of the Board. 2018, c. 25, s. 15.

Application of Freedom of Information and Protection of Privacy Act

16 The Corporation is a public body as defined in the *Freedom of Information and Protection of Privacy Act* and, for greater certainty, that Act applies to the Corporation. 2018, c. 25, s. 16.

Duty of good faith and care

17 Each member of the Board and officer of the Corporation shall, when exercising the powers or performing the duties of the member’s or officer’s position,

(a) act honestly and in good faith with a view to the best interests of the Corporation; and

(b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances. 2018, c. 25, s. 17.

Objects of Corporation

18 (1) The objects of the Corporation are to align with and further the strategic economic policy objectives and priorities of the Government and, in doing so, to

(a) lead the implementation of the Government’s strategy to expand telecommunications infrastructure to enable access to global information and communication networks throughout the Province;

(b) develop and implement economic infrastructure strategies and place-making strategies;

(c) acquire, hold, improve, develop, whether directly or in partnership with the private sector, strategic economic infrastructure, to promote place-making;

(d) provide services relating to and promote the development of strategic economic infrastructure throughout the Province;

(e) communicate and collaborate with communities, municipalities, the private sector and others to promote place-making;

(f) exercise and perform the functions and duties conferred on it by this Act, the regulations, the business plan of the Corporation and the strategic plan of the Corporation; and

(g) fulfil such other roles and responsibilities as may be assigned to the Corporation by the Minister from time to time.

(2) The objects of the Corporation must be achieved in ways that are consistent with the Government's economic priorities. 2018, c. 25, s. 18.

Powers of Corporation

19 (1) The Corporation may do such things necessary for or incidental to the effective attainment of its objects and exercise of its powers, including

(a) subject to the approval of the Governor in Council, making by-laws it considers necessary for the effective attainment of its objects and the exercise of its powers and for the internal control, management and administration of the Corporation;

(b) employing and contracting, in accordance with the *Personal Contract Service Regulations* made under the *Public Service Act*, with such persons as it may, from time to time, require for the purpose of carrying out its objects;

(c) subject to the approval of the Governor in Council, receiving, acquiring, taking, holding, mortgaging, selling, conveying or otherwise disposing of or dealing with real and personal property and any interest therein, subject to the provisions of the *Surplus Crown Property Disposal Act*;

(d) subject to the regulations, levying fees related to the delivery of programs and services pursuant to this Act;

(e) subject to this Act and the regulations, entering into agreements with any person or body, including governmental entities; and

(f) pursuing such other activities as may be prescribed by the Governor in Council.

(2) The Corporation may not, without the prior written consent of the Minister,

(a) engage in business, operate or provide services outside of the Province or to a person who is not a resident of the Province;

(b) borrow money, finance or refinance the Corporation, give security or guarantee the payment or performance of the obligations of any other person; or

(c) appoint, fix the remuneration of or remove its president and chief executive officer, its chief financial officer or its chief operating officer.

(3) The Minister may waive, in writing, the requirement for prior written consent for any matter listed in subsection (2).

(4) The Corporation may not, without the prior written consent of the Minister and the Minister of Finance and Treasury Board, incur or budget for a deficit, as determined in accordance with generally accepted accounting principles, for a fiscal year.

(5) Subject to the regulations, the Corporation may not create, allot or issue shares in its capital stock.

(6) Except as otherwise provided in this Act or by order of the Governor in Council, the Corporation has all the powers of a company incorporated under the *Companies Act*. 2018, c. 25, s. 19.

Effect of mortgage, pledge or charge

20 No mortgage, pledge or charge against the real or personal property of the Corporation is a mortgage, pledge or charge against any real or personal property of Her Majesty in right of the Province. 2018, c. 25, s. 20.

Fiscal year

21 The fiscal year of the Corporation is the same as the fiscal year of the Province. 2018, c. 25, s. 21.

Not subject to taxation

22 The Corporation, its property and assets are not subject to taxation. 2018, c. 25, s. 22.

System of accounting and audits

23 (1) The system of accounting and the books and records of the Corporation are subject to the approval of the Minister of Finance and Treasury Board and to audit by the Auditor General.

(2) Subject to clause 19(2)(a), subsection (3) and the *Finance Act*, revenue of the Corporation from any source may be retained by the Corporation to be used for the attainment of its objects.

(3) Where the Corporation sells real property for monetary consideration, the net monetary proceeds of the sale must be deposited in the General Revenue Fund. 2018, c. 25, s. 23.

Annual financial statement and reports

24 The Corporation shall, not later than June 30th in each year, prepare and submit to the Minister financial statements setting forth the assets and liabilities of the Corporation and the revenues and expenses of the Corporation for the previous fiscal year, together with a report concerning the work of the Corporation during the previous fiscal year. 2018, c. 25, s. 24.

Outcomes agreement

25 Annually as required by the Minister, the Corporation shall enter into an outcomes agreement with the Minister for each fiscal year, on the terms required by the Minister. 2018, c. 25, s. 25.

Business plan

26 Annually as required by the Minister, the Corporation shall submit to the Minister for approval a detailed business plan for the Corporation for the following fiscal year. 2018, c. 25, s. 26.

Strategic plan

27 (1) As required by the Minister, the Corporation shall submit to the Minister for approval a five-year strategic plan for the operation of the Corporation.

(2) Within five years after the Corporation submits a five-year strategic plan to the Minister, it shall

(a) submit a detailed evaluation of its activities compared against the five-year strategic plan, including any recommendations for modifications to the mandate of the Corporation; and

(b) cause a review of its activities and operation to assess how they relate to the Corporation's objects and the five-year strategic plan.

(3) Subject to the approval of the Minister, the Corporation shall appoint an independent person to conduct the review required by clause (2)(b).

(4) The person conducting the review shall explicitly recommend to the Minister whether the Corporation, and each of the activities reviewed, should

(a) continue to operate or be undertaken in the same manner;

(b) operate or be undertaken differently; or

(c) be wound up or discontinued. 2018, c. 25, s. 27.

Review of activities

28 (1) No later than June 30, 2023, and every five years thereafter, the Corporation shall cause a review of its activities and operation to assess the benefits it delivers in support of the achievement of the economic goals of the Province.

(2) Subject to the approval of the Minister, the Corporation shall appoint an independent person to conduct the review.

(3) The person conducting the review shall explicitly recommend whether the Corporation, and each of the activities reviewed, should

- (a) continue to operate or be undertaken in the same manner;
- (b) operate or be undertaken differently; or
- (c) be wound up or discontinued. 2018, c. 25, s. 28.

Regulations

29 (1) The Governor in Council may make regulations

- (a) respecting fees levied by the Corporation;
- (b) prescribing matters to be included in the Corporation's annual business plan and outcomes agreement;
- (c) prescribing the powers of the Corporation to acquire, sell or otherwise dispose of assets, including real and personal property and infrastructure;
- (d) respecting the creation, allotment and issuance of shares in the capital stock of the Corporation;
- (e) respecting any matter authorized by this Act to be done by regulation;
- (f) defining any word or expression used but not defined in this Act;
- (g) respecting any matter or thing the Governor in Council considers necessary or advisable to effectively carry out the intent and purpose of this Act.

(2) The exercise by the Governor in Council of the authority contained in subsection (1) is a regulation within the meaning of the *Regulations Act*. 2018, c. 25, s. 29.

Bedford Waterfront Development Corporation Act repealed

30 Chapter 34 of the Revised Statutes, 1989, the *Bedford Waterfront Development Corporation Act*, is repealed. 2018, c. 25, s. 30.