



Community Centre Association Joint Operating Agreement Signing Update and Next Steps

Park Board Committee Meeting
October 23, 2017



Overview



To provide an update on the Community Centre Association (CCA) Joint Operating Agreement (JOA) following the September 30, 2017, signing deadline and to seek Park Board approval to continue to work with the CCAs toward signature of the form of JOA approved on April 10, 2017.



Background

Desired foundational principles in place since 2008:

1. Equity Among Community Centres
2. Access to a Network of Community Centres
3. Access For All
4. Operational Sustainability and Accountability

- JOA approved on April 10, 2017 is common to all CCAs
- Appendices are unique to each centre, but form part of the JOA
- Purpose of appendices is to describe current practices or clarify items in body of JOA as they apply to a particular CCA
- Appendices can be updated by mutual agreement at any time

- Signing deadline passed September 30, 2017
- At time of deadline:
 - Six CCAs signed JOA
 - Five CCAs approved in principle pending completion of appendices
 - Seven CCAs requested extension to review appendices with their legal counsel



Proposed Appendices Additions

- Not all CCAs recommended signature of JOA to their boards without further work on appendices
- On September 27, 2017, Park Board staff proposed six optional language additions to Appendix C to address outstanding CCA concerns
- New language additions to Appendix C are at the option of all CCAs, including those who have already signed
- Currently working to provide reassurance that Appendix C will prevail in event of a conflict

- **Optional language for Appendix C:** “The Park Board recognizes that the Association is involved in its community in many ways, and confirms that Section 4.2(c) of the Agreement does not limit the right or ability of the Association to carry out other activities in addition to the provision of Programming and other services within the Community Centre Network.”

- **Optional language for Appendix C:** “The Park Board acknowledges that the Association currently uses Retained Earnings to pay for _____, which is of benefit to the community. The Park Board supports this initiative by the Association and agrees that it is an appropriate use for Retained Earnings.”

■ **Optional language for Appendix C:**

- Park Board confirms termination provisions apply only in case of a sustained, material, un-remedied breach
- If CCA disagrees breach meets criteria, they may invoke dispute resolution mechanism
- Confirms CCA has cure period of 60 days; if more time required using reasonable resources and acting diligently, CCA not considered in breach
- “Reasonable and diligent” must be objectively reasonable and not at sole discretion of Park board

- **Optional language for Appendix C:**
 - Prior to Effective Date, if wording is included in the appendices of one CCA that would modify or amend a section of the body of the JOA, the wording may be added to at the election of any CCA
 - Does not apply for modifications intended to address current practice or unique operations of a particular CCA

- **Optional language for Appendix C:** “This Appendix forms part of the Agreement, and in the event of any conflict between the terms of the Agreement and the terms of this Appendices, the terms of the Appendices will prevail.”

- CCA sought legal advice on the additional language for Appendix C
- Differing legal opinions on whether there is ambiguity if Appendices form part of JOA
- Park Board legal counsel proposed solution: Sign a Letter of Agreement to provide conclusive evidence on the intention of the parties
- Staff and CCAs communicating daily and working diligently to resolve

- Continue working with CCAs toward signing new JOA; six (6) CCAs have already signed the JOA;
- Support the proposed solution from Park Board legal to sign a Letter of Agreement to clarify intent;
- Continue working with the CCAs to find a solution to outstanding concerns

- A. THAT** the Vancouver Park Board direct staff to continue to work with the Community Centre Associations towards signature of the form of Joint Operating Agreement approved on April 10, 2017, and as amended below, including any Appendices changes, with the goal of implementing a new Joint Operating Agreement on January 1, 2018.

- B. THAT the form of Joint Operating Agreement be amended in Section 24.9 to add the wording shown in underline:

24.9 Entire Agreement

This Agreement and, for greater certainty, each of the Appendices affixed hereto constitute the entire agreement and understanding between the parties hereto with respect to the subject matter hereof, and supersedes all previous communications, representations and agreements, whether oral or written, with respect to the subject matter hereof. All amendments to this Agreement must be made in writing and signed by both parties. For greater certainty, the parties agree that the Appendices to this Agreement may be adjusted by the parties at any time, upon mutual agreement, as practices or operations of the parties may change over time. The parties further acknowledge and agree that the Indemnity Agreement continues to be in full force and effect, subject to the terms and conditions of that agreement, and has not been modified in any way by this Agreement.

- C. THAT the form of Joint Operating Agreement be amended to add a new Section 24.10 as follows:

24.10 Appendix C Prevails

In the event of any conflict between the terms in the body of this Agreement and the terms of Appendix C attached hereto, the terms of Appendix C will prevail.

- D. THAT the remaining sections of the form of Joint Operating Agreement be renumbered accordingly.
- E. THAT Community Centre Associations that have already signed a JOA be given the option to add the above changes to their JOA.

JOINT OPERATING AGREEMENT



Community Centre Associations

Vancouver Park Board