



GOVERNANCE AND PRIORITIES COMMITTEE

Governance Review of Controlled Corporations – Governance Details and Engagement Results

Recommendation of the Committee

Board of Directors of Controlled Corporations (Appendix 2):

1. That it set a range for Board size of 6 to 15 Directors for each Controlled Corporation;
2. That two City Councillors be appointed to the Board of each Controlled Corporation;
3. That the Corporate Bylaws be amended to codify that a Director who also serves as a member of Council has the ability to report to City Council and the Governance and Priorities Committee *In Camera*;
4. That each Controlled Corporation adopt meeting procedures within 60 days of this resolution being passed by City Council;
5. That it limit meetings to occur within Saskatoon census metropolitan area; and
6. That the City Clerk's Office conduct mandatory Board Orientation with each of the Controlled Corporations on an annual basis.

Directors of the Controlled Corporations (Appendix 3):

That the appointment policy be maintained to reflect two-year appointments to a maximum of six consecutive years.

Committees of the Boards (Appendix 4)

1. That an Audit Committee be required to be established and that the Corporate Bylaws of the Controlled Corporations be amended to clarify that committees shall be advisory in nature only and that all decisions must be made by the Boards; and
2. That the determination of committee composition be left up to the Boards.

Management of the Controlled Corporations (Appendix 5)

1. That the Governance Subcommittee update the *Directors' Code of Conduct* and the *Directors' Anti-Harassment Policy* and that the new policies be provided to the Controlled Corporations for adoption;
2. That the Governance Subcommittee draft Financial/Transparency policies, a Respectful and Harassment-Free Workplace Policy, a Drug and Alcohol Policy, an Employee Code of Conduct and Conflict of Interest Policy, and any other policies as required, in consultation with the Controlled Corporations and that the new policies be provided to the Controlled Corporations for adoption;
3. That the Governance Subcommittee develop a list of other policies for consideration by the Controlled Corporation Boards;



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4. That services be provided to the Controlled Corporations only upon request and that Service Agreements be entered into for the provision of those services;
5. That a uniform CEO Recruitment Policy be drafted by the Governance Subcommittee and provided to the Controlled Corporations for adoption;
6. That the Corporate Bylaws of the Controlled Corporations be amended to require the establishment of a CEO Recruitment/Performance Committee for each Controlled Corporation;
7. That a City Councillor be appointed to the CEO Recruitment/Performance Committee for each Controlled Corporation;
8. That the City Solicitor negotiate a Memorandum of Understanding with each Controlled Corporation and bring each back to City Council for approval; and
9. That the City Solicitor negotiate an Operating Agreement with each Controlled Corporation and bring each back to City Council for approval.

History

The Governance and Priorities Committee, at its meeting held June 17, 2019 resolved to table a report of the Leadership Team Governance Subcommittee with respect to the Governance Review of Controlled Corporations – Governance Details, for consideration at its November meeting.

At its November 12, 2019 meeting, the Committee considered the tabled report along with an informational companion report outlining the engagement results.

City Solicitor Yelland presented the above reports and outlined each of the appendices' recommendations. She provided a PowerPoint presentation and Committee heard from representation of each of the controlled corporations.

Your Committee also resolved to strike a special subcommittee to which three recommendations of the Administration presented under Appendix 3 were referred to report back to City Council.

Attachments

1. Report of the Leadership Team Governance Subcommittee dated June 17, 2019
2. Report of the Leadership Team Governance Subcommittee dated November 12, 2019