

Board of Directors of Controlled Corporations Considerations and Options

INTRODUCTION

This Appendix addresses various issues with respect to the Board of Directors of the City's Controlled Corporations:

- Board Size.
- Board Composition.
- Board Meetings:
 - Meeting Procedures.
 - Meetings Outside City Limits.
- Board Orientation.

More specifically, this Appendix attempts to address issues such as:

- What is the optimal size for the Board of Directors of the Controlled Corporations?
- What type and level of City representation should be on the Board of Directors of the Controlled Corporations?
- Should the Board of Directors for each Controlled Corporation have established meeting procedures?
- Should the Board of Directors for each Controlled Corporation be permitted to meet outside City limits?
- Should there be mandatory Board orientation on an annual basis for each Controlled Corporation?

Where applicable, this Appendix presents options and recommendations for City Council's consideration to resolve those issues. Before doing so, this Appendix provides some background information for context on the role of the Board of Directors with respect to Controlled Corporations.

BACKGROUND

The obligation of board members, or directors, of a corporation is to "manage the activities and affairs of a corporation" in accordance with the NPCA [section 88] and the corporation's "articles, bylaws and any unanimous member agreement" [subsection 109(2)]. Directors are required to act honestly and in good faith with a view to the best interests of the corporation" and "exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances" [subsection 109(1)]. These obligations are echoed in the *Director's Code of Conduct*.

A member of Council who also serves as a Director on the Board of a City Controlled Corporation has a multi-faceted role. Council members acting as Directors have a second, somewhat overlapping role in their capacity as a representative of the Controlled Corporations' sole Member. Each of the City's Controlled Corporations has only one Member: the City of Saskatoon. As sole Member, the City has the ultimate power to decide (within the limits permitted by the NPCA) what the Controlled Corporations' foundational governance documents (their Articles, Corporate Bylaws,

and unanimous member agreements) say about how the Corporations will be run by the Directors.

Primarily, the City is the party with the most immediate interest in ensuring that the Controlled Corporations are properly governed. This interest emerges for several reasons:

- The ultimate property interest in the Controlled Corporations' valuable property [Article 2.08 of the Controlled Corporations' respective Bylaws].
- The City makes up for the Controlled Corporations' budget shortfalls from the City's own funds.
- The public reputation of the Controlled Corporations is intertwined with the City's public reputation.

Therefore, a Council member serving as a Director has all of the responsibilities of any other Director, and the additional responsibility of overseeing the Member's interest in the Controlled Corporation.

Officers are appointed by the Directors and have specific responsibilities delegated to them. Some officer positions require the office-holder to be a Director, while other officers need not also be Directors. Examples of officers are the President or Chair, Vice-President or Vice-Chair, Secretary and Treasurer.

This type of officer is to be distinguished from officers in the sense of certain top-level managerial employees of a corporation. For example, a person can serve as the "Chief Executive Officer" or "Managing Director" without in fact being either a "Director" or "Officer" in the sense that those terms are used in the above discussion.

ISSUES AND OPTIONS

ISSUE #1: BOARD SIZE

This section of this Appendix provides an analysis of various options that could be formally adopted to address the issue of the size of the Board of Directors for Controlled Corporations. These options range from maintaining the status quo to having a common fixed size for the Controlled Corporations. Before analyzing the options, a key question should be answered: what determines the size of a board of directors, particularly for single shareholder, non-profit corporations?

The general consensus in the literature is that the Board should determine its optimal size based on its needs. The primary guideline for determining Board size is the Board's function. Several factors can influence the size of the Board:

- Responsibilities.
- Committee structure.
- Legal mandates.
- Phase in the organizational lifecycle.
- Need for diversity.
- Maintaining a manageable group.

A review of recent literature indicates that the current trend for private-sector corporations is to have smaller boards of directors.¹ The Organisation for Economic Co-operation and Development's (OECD) *Guidelines on Corporate Governance of State-Owned Enterprises*, 2015 edition, states the following with respect to board size:

"To encourage board responsibility and in order for boards to function effectively, the boards of directors should be consistent with best practices developed for the private sector. They should be limited in size, comprising only the number of directors necessary to ensure their effective functioning. Experience further indicates that smaller boards allow for real strategic discussion and are less prone to become rubberstamping entities."²

The average corporate board size is approximately 6 to 15 board members,³ although the indication is that current best practice, including for government-sector boards, is toward a slightly lower board membership.⁴

The existing Boards for TCU Place and SaskTel Centre fall within the range of average corporate board sizes. During the Board Chair engagement process undertaken in the previous phase of the governance review, however, the Chair of the TCU Place Board indicated that a Board size decrease would be beneficial.⁵ Given the similarities in business models for TCU Place and SaskTel Centre, it makes sense that the Board size and composition for each of these entities would be the same or similar. TCU Place currently has one extra Board Member.

¹ Nicholas Price, "Best Practices: Board Size and Corporate Governance", online: <https://diligent.com/blog/board-size-corporate-governance> [Price]; Spencer Stuart, *Boardroom Best Practices*, 2017 ed., online: https://www.spencerstuart.com/-/media/bbp2017/bbp2017_ipe.pdf?la=en&hash=3A2C10C1C8779BDB9AE090320AA6A6F48F7C37D2, page 22.

² [Guidelines] Online: <https://www.oecd-ilibrary.org/docserver/9789264244160-en.pdf?expires=1536600530&id=id&accname=guest&checksum=456DAD4D4F743A47C51F7A756476F54>, pages 69-70.

³ Price, *supra* note 5; Spencer Stuart, *Canadian Spencer Stuart Board Index 2017*, online: <https://www.spencerstuart.com/-/media/pdf%20files/research%20and%20insight%20pdfs/canadianboardindex2017.pdf>, pages 50-52.

⁴ OECD, *Practical Guide to Corporate Governance: Experiences from the Latin American Companies Circle*, 2009, online: <http://www.oecd.org/daf/ca/corporategovernanceprinciples/43653645.pdf>, page 71; Government of British Columbia, Crown Agencies Secretariat, *Crown Agency Corporate Governance*, online: https://www2.gov.bc.ca/assets/gov/british-columbians-our-governments/services-policies-for-government/public-sector-management/crown_agency_corp_governance.pdf, page 4.

⁵ See GPC Agenda for March 19, 2018, online: <https://pub-saskatoon.escribemeetings.com/FileStream.ashx?DocumentId=49213> [Board Chair Engagement], pages 40-41.

The Rемаi Modern is a unique entity. In the more specific category of government controlled art galleries in Canada, the corporate board size for the art galleries reviewed in the previous report ranges from 12 to 27, with an average board size of 19. The increased board size for this subset may reflect its increased financial dependence on donations from a broad range of sources and a corresponding increase in the importance of networking.⁶

The discrepancy between the general trend toward smaller corporate boards on the one hand, and art galleries generally having larger boards on the other hand, may explain why, during the Board Chair engagement process undertaken in the previous phase of the governance review, the Chair for Rемаi Modern indicated a desire for a Board size increase while the TCU Place Chair indicated that a Board size decrease would be beneficial.⁷

Despite the request for a Board size increase from the Rемаi Modern, and that such an increase would appear to be in keeping with the board size of other art galleries, maintaining the current Board size, which is already larger than the City's other Controlled Corporation Boards, may be justified on the ground that Rемаi Modern also has a separate Foundation Board (the Rемаi Modern Foundation Inc.), the primary mandate of which is to raise funds for Rемаi Modern. The rationale for larger art gallery boards should be addressed by the creation of the Rемаi Modern Foundation. Arguably, an increase to the size of the Foundation Board, as opposed to the Rемаi Modern Board, would adequately address the increased importance of donations and networking in the art gallery industry.

Alternatively, the Board size could be increased but City Council could dictate who would populate the new positions.

In respect to size, it is recommended that a range be established in the Corporate Bylaws for each of the Controlled Corporations identifying the number of Board members eligible to sit at one time. The literature suggests that between 6 and 15 would be appropriate. This would build in some flexibility to the actual number of Directors that could be appointed to the Boards at any given time should circumstances warrant an adjustment.

Another nuance to this issue is who would set the actual number of Directors. At one point, the Rемаi Modern was proposing that the Board should set the actual number of Directors within the specified range. Traditionally, City Council has maintained the authority to set the number of Directors appointed to the Boards of the Controlled

⁶ Price, *supra* note 5, while finding the general trend in best practice is toward smaller boards, notes that one reason why certain groups would maintain a larger board is that larger boards "have a stronger array of networking contacts such as customers, clients, creditors and supply services."

⁷ See GPC Agenda for March 19, 2018, online: <https://pub-saskatoon.escribemeetings.com/FileStream.ashx?DocumentId=49213> [Board Chair Engagement], pages 40-41.

Corporations through the appointment process. This is prudent given that the appointment of Board members is one of the key control mechanisms available to City Council. Permitting the Remai Modern Board the ability to set the actual number of Directors would also be inconsistent with the process of TCU Place and SaskTel Centre. We would propose that City Council decide on the appropriate number of Directors within the range. The Boards could provide input on the number of Directors required as part of the annual recruitment process.

OPTIONS

Option 1: Maintain the Status Quo

This option proposes to keep Saskatoon's current approach with respect to the size of the Board of Directors for each Controlled Corporation. That is, all Controlled Corporations would continue with their current approaches to Board size. There are no implications financially or legally and the option does not present any implementation challenges.

Advantages:

- Requires no change to current Board sizes.
- No implementation challenges.
- Board sizes are presently manageable.

Disadvantages:

- Maintains an inconsistent approach to Board size for each Controlled Corporation.
- Board sizes are inconsistent with leading practices.
- Limits flexibility for each Controlled Corporation to determine appropriate Board size.

Option 2: Establish a Consistent Range for Board Size Between Controlled Corporations

This option proposes to set a consistent range for the Board size of all Controlled Corporations. The range could be set, according to leading practice literature, such that each Board would have a minimum of 6 directors to a maximum of 15 Directors. All Controlled Corporations would have Board sizes at some number within that range. City Council would decide on the actual number of Directors to appoint within the range.

The implementation of this option would require amendments to the Articles of Incorporation and the Corporate Bylaws of the Controlled Corporations. There are no major financial implications, or other implementation challenges resulting from this option.

Advantages:

- Allows for manageable Board sizes.
- Provides a consistent framework for Board sizes.

- Provides a flexible range for the Boards to alter size based on need.
- Meets leading practices with respect to Board size.

Disadvantages:

- The proposed range may not satisfy all Boards.

Option 3: Fixed and Flexible Hybrid

This option proposes to set a uniform or fixed number of Board members for both TCU Place and SaskTel Centre, but allow flexibility for the number of Board members for the Rемаi Modern. Under this option, for example, the Board of Directors for both TCU Place and SaskTel Centre could be fixed at 10 members. The Rемаi Modern Board could be provided a range, approximately 6 to 20 members. This option attempts to reflect the similarities in business models for TCU Place and SaskTel Centre and, by contrast, the uniqueness of the Rемаi Modern.

The implementation of this option would require amendments to the Articles of Incorporation and the Corporate Bylaws of the Controlled Corporations. A larger Board may result in increased Director costs for the Rемаi Modern.

Advantages:

- Provides flexibility to the Rемаi Modern.

Disadvantages:

- Inconsistent framework between the Controlled Corporations.
- Does not meet current leading practices with respect to Board size.

RECOMMENDATION

That the Governance and Priorities Committee recommend to City Council that it set a range for Board size of 6 to 15 Directors for each Controlled Corporation (Option 2: Establish a Consistent Range for Board Size Between Controlled Corporations).

RATIONALE

Given the findings of the literature, good governance principles and the functions of the City's Controlled Corporations, the City Administration is recommending that all Controlled Corporations be given a consistent range for Board size. As noted in the Background section, the literature suggests that between 6 and 15 members is appropriate. This approach keeps the Board size at manageable levels, but builds in some flexibility to the actual number of Directors that could be appointed to the Boards at any given time should circumstances warrant an adjustment.

Research indicates that, generally, smaller boards tend to be more effective than larger ones.⁸ Although these findings are in the context of for-profit sector boards, the

⁸ See Price at supra note 3.

research does suggest that this trend is also emerging in the non-profit sector. In fact as one expert argues, “the average board size of non-profits is slowly decreasing, and that the average size is still more than most experts recommend”⁹

In previous engagement on this file, the Rемаi Modern requested a Board size increase. It justified this request by stating that such an increase would appear to be in keeping with the size of other art gallery boards. However, maintaining the current Board size or establishing a recommended range can be defended on the grounds that Rемаi Modern also has a separate Foundation Board (the Rемаi Modern Foundation Inc.), the primary mandate of which is to raise funds for Rемаi Modern.

The rationale for larger art gallery boards tends to reflect such entities’ increased financial dependence on donations from a broad range of sources and a corresponding increase in the importance of networking. This should be addressed by the creation of the Rемаi Modern Foundation Inc. Arguably, an increase to the size of the Foundation Board, as opposed to the Rемаi Modern Board, would adequately address the increased importance of donations and networking in the art gallery industry.

ISSUE #2: BOARD COMPOSITION

Closely related to the issue of board size is the issue of board composition. Currently, the Board of Directors for each of TCU Place, SaskTel Centre and the Rемаi Modern are composed of citizen or public members and shareholder members, meaning members from the City of Saskatoon. The question that emerges here is: how many shareholder representatives should serve on the Board of Directors for each Controlled Corporation?

To address that question, this section of this Appendix describes and analyzes various options with respect to the appointment of members of Council to each Board. The options range from no Council appointments to the Boards to including multiple members of Council, the Mayor and a representative from the senior City Administration.

City Council may establish the composition of the Boards including:

- Specifying the number of citizen representatives.
- Specifying the number of Council appointments.
- Determining whether a member of the senior City Administration should be appointed.

The City’s representation on the Boards of the Controlled Corporations is mixed and inconsistent. Specifically, the Rемаi Modern Board of Directors includes two City Councillors. The SaskTel Centre Board of Directors, includes the Mayor and two City

⁹ See Nick Price, “Board Size and Nonprofit Governance,” found at: <https://www.boardeffect.com/blog/board-size-nonprofit-governance/>

Councillors. The TCU Place Board of Directors includes the Mayor, two City Councillors and the City Manager.

It is not imperative for the City Manager to sit on a Controlled Corporation Board of Directors. Indeed, given that the City Manager is City Council's principal advisor, it blurs the lines of accountability if the City Manager is serving in a similar capacity as their employer. A better approach is likely to have the City Manager or senior leadership work closely with the CEO or Executive Director of each of the Controlled Corporations to foster positive and transparent relationships between the City and the Controlled Corporations.

Given the significance of the City assets and the significant investment by the City of public monies, it is prudent to have members of Council overseeing the City's interest, as sole Member, in the Controlled Corporations. It would be reasonable that such oversight would be consistent for all of the City's Controlled Corporations.

However, in making this decision, City Council must consider the purpose of having a member (or members) of Council sit on the Boards of the Controlled Corporations. Is it to provide a liaison between City Council and the Boards? Is it to provide for reporting between the Controlled Corporations and City Council? Is it to provide oversight for the City with respect to the actions of the Boards?

This decision is also tied closely to the size of the Boards. If the Board size is reduced, then appointing fewer members of Council may be appropriate. Conversely, if the Board size is increased, appointing the same or more members of Council may be more appropriate. For example, to achieve a smaller Board at TCU Place and SaskTel Centre, City Council could consider appointing only one Council member to each of the Boards.

In addition, the Rемаi Modern Board requested an amendment to its Corporate Bylaw to codify that a Director who also serves as a member of Council has the ability to report to City Council and GPC *In Camera*.

The Rемаi Modern is a Controlled Corporation of the City, funded largely by taxpayers' dollars. The composition of the Board specifically provides that two Directors must be current Council members. Thus, there is an expectation that Council members may, and will, report back to the City as required. While the inclusion of a provision codifying this expectation is not necessarily typical, this has been an issue raised in the past and it is therefore recommended that such a provision be included in the Corporate Bylaw of each of the Controlled Corporations.

OPTIONS

Option 1: Appoint No Members of Council

This option proposes that no members of Council be appointed to any of the Boards of the Controlled Corporations. This approach would be a significant

departure from the current appointments to the Controlled Corporations. This option would require amendments to the Corporate Bylaw of each Controlled Corporation.

Advantages:

- Demonstrates the arms' length nature and independence of the Controlled Corporations.

Disadvantages:

- Does not provide any liaison between City Council and the Boards.
- Does not provide any oversight by City Council with respect to the Controlled Corporations.
- Does not fairly represent the significant reputational and financial risk that the Controlled Corporations undertake on behalf of the City.

Option 2: Appoint Only Two Councillors

This option proposes that two City Councillors, but not the Mayor, be appointed to each Board of the Controlled Corporations. The Remai Modern Board is currently appointed using this approach. To implement this option, the Corporate Bylaw of SaskTel Centre will require amendment. There are no other legal or financial implications resulting from this option.

Advantages:

- Allows for representation by the City on the Boards of the Controlled Corporations.
- Provides a liaison between the City and the Boards.
- Allows for an appropriate distribution between Councillors and other members of the Boards depending on the size of the Boards.
- Avoids appearance of undue interference by not having the Mayor as one of the appointments to the Boards.

Disadvantages:

- Puts Councillors appointed to the Boards in a dual role of being both a member of Council and a Director.

Option 3: Appoint Two Councillors, Plus The Mayor

This option proposes that two City Councillors and the Mayor be appointed to each Controlled Corporation Board. The SaskTel Centre Board is currently appointed using this format. To implement this option, the respective Corporate Bylaws of the other Controlled Corporations may require amendments. There are no other legal or financial implications resulting from this option.

Advantages:

- Allows for representation by the City on the Boards of the Controlled Corporations.
- Provides a liaison between the City and the Boards.

Disadvantages:

- Puts members of Council appointed to the Boards in a dual role of being both a member of Council and a Director.
- Depending on the size of the Board, it may represent a disproportionate representation by City Council on the Boards.
- Having the Mayor appointed to the Boards may lead to the appearance of undue influence by the City.

Option 4: Appoint One or Two Councillors, Plus The Mayor, Plus a Member of the Senior City Administration

This option proposes that one or two City Councillors, the Mayor, and a member of the senior City Administration be appointed to each Board. The TCU Place Board is currently appointed using this format. To implement this option, the Corporate Bylaws for SaskTel Centre and the Remai Modern may require amendments. There are no other legal or financial implications resulting from this option.

Advantages:

- Allows for representation by the City on the Boards of the Controlled Corporations.
- Provides a liaison between the City and the Boards.
- Provides for a direct link between the City Administration and the Controlled Corporations.

Disadvantages:

- Puts members of Council appointed to the Boards in a dual role of being both a member of Council and a Director.
- Depending on the size of the Board, it may represent a disproportionate representation by Council on the Boards.
- Having the Mayor appointed to the Boards may lead to the appearance of undue influence by the City.
- Having a member of the City Administration appointed to the Board may not be appropriate given this is a separate arms' length organization with its' own Administration.

<p>RECOMMENDATION</p> <p>That the Governance and Priorities Committee recommend to City Council:</p> <ol style="list-style-type: none"> 1. That two City Councillors be appointed to the Board of each Controlled Corporation (Option 2: Appoint Only Two Councillors). 2. 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 <i>In Camera</i> (Option 2: Appoint Only Two Councillors).
--

RATIONALE

As described under Issue #1: Board Size, there is a trend toward smaller board sizes. Given the previous recommendation regarding Board size, it is important to recognize the arms' length nature of these organizations by not appointing a disproportionate number of members of Council to the Boards. In addition, the position of Mayor is highly visible in the City and appointing the Mayor may lead to appearances of undue influence at the Board level. Board members may feel they have to follow the direction of the Mayor. Further, the Mayor may be put in the awkward position of becoming an advocate for the Board.

Appointing two City Councillors to each Board appears to strike an appropriate balance between liaison and reporting between the City and the Controlled Corporations. It also maintains and respects the independence of the Controlled Corporations.

While there may be some rationale to support having a member of the senior City Administration appointed to help maintain transparency and facilitate a positive working relationship as between the City and the Controlled Corporations, the Controlled Corporations are separate legal entities with their own CEOs. From a governance perspective, it does not seem appropriate to have a member of the senior City Administration appointed as a voting member of the Boards. Instead, we would recommend that a Technical Advisory Committee be struck with appropriate members of the senior City Administration and senior members of each Controlled Corporation to provide for coordination and to act as a liaison between the two organizations at the administrative level. A later recommendation in this report proposes an Operating Agreement and/or Shared Services Agreement. A Technical Advisory Committee could be a part of the implementation of those Agreements.

In addition, it is important to recognize that while members of Council are being appointed to provide a liaison between the Boards and City Council, it is unfair to expect Council members to report to City Council on Board activities. Rather, we recommend that each Board report semi-annually or quarterly to City Council through GPC. That report should come directly from the Boards of the Controlled Corporations, through their Board Chairs. This report could include an update of upcoming actions, fiscal projections and other relevant items which the Boards deem necessary to inform the shareholder. The requirement for this reporting could be part of a Memorandum of Understanding which is recommended later in this report.

ISSUE #3: BOARD MEETINGS

Two sub-issues have emerged with respect to Board meetings. The first pertains to meeting procedures. The second addresses the ability for the Boards to meet outside the City limits. This section of the document addresses these sub-issues individually.

MEETING PROCEDURES

Subsection 55.1(5) of *The Cities Act* provides that a council shall ensure that "all council committees, controlled corporations and other bodies established by the council have publicly available written procedures for conducting business at meetings". Template

procedures have been developed by the City Solicitor's Office and shared with each of the Controlled Corporations. Each Controlled Corporation has been asked to review the template Meeting Procedures, make any modifications as desired, and have the same adopted by the respective Boards.

As this is a legal requirement, there are no options with respect to this item. It is suggested that the Governance Subcommittee follow up with each of the Controlled Corporations to ensure that meeting procedures have been implemented and are publicly available.

RECOMMENDATION

That the Governance and Priorities Committee recommend to City Council that each Controlled Corporation adopt meeting procedures within 60 days of this resolution being passed by City Council.

MEETING OUTSIDE CITY LIMITS

The Remai Modern had requested the ability to allow for meetings to occur outside the limits of the City of Saskatoon.

OPTIONS

Option 1: Maintain the Status Quo and Limit Meetings to Occur Within Saskatoon City Limits

This option maintains the status quo and limits meetings of the Boards to occur within Saskatoon city limits. There are no financial, legal or implementation challenges to this option.

Advantages:

- Recognizes the Saskatoon-based nature of the Controlled Corporations.
- Minimizes the cost of meetings.

Disadvantages:

- Does not allow for planning retreats outside the City of Saskatoon.
- May affect the ability to recruit Directors for the Boards.

Option 2: Permit Meetings Beyond Saskatoon City Limits

This option would allow the Controlled Corporations to determine where to hold their meetings. There will be financial implications to allowing meetings to occur outside the limits of the City of Saskatoon. In addition, the Corporate Bylaws would need to be amended to remove the requirement to have meetings within Saskatoon city limits. There are no legal implications to this option.

Advantages:

- May help with recruitment of Directors.
- Allows flexibility to the Controlled Corporations.

Disadvantages:

- Additional cost to have meetings outside the City limits, depending on the location and duration of each meeting.

RECOMMENDATION

That the Governance and Priorities Committee recommend to City Council that it maintain the status quo and limit meetings to occur within Saskatoon city limits (Option 1: Maintain the Status Quo and Limit Meetings to Occur Within Saskatoon City Limits).

RATIONALE

All of the Controlled Corporations have facilities that are located in the City of Saskatoon. There are numerous facilities in the City of Saskatoon that could be used to host off-site planning retreats. There is reputational and financial risk to the City and the Controlled Corporations in allowing Directors' costs to escalate by allowing meetings outside city limits.

Currently, none of the Controlled Corporation Boards are permitted to meet outside the city limits. Such a requirement ensures that costs, including travel expenses for Directors, staff, consultants and the like are minimized.

ISSUE #4: BOARD ORIENTATION

The Board Chairs were engaged for comment on the current functioning and structure of the respective Boards, including issues relating to training and orientation.¹⁰ While all Boards indicate that they have an orientation process in place, the Chair for TCU Place expressed strong support for additional Board member training, and the responses from the other two Boards indicate an openness to additional training.

A Board Orientation Manual was developed subsequent to City Council's 2019 appointments. A copy of the manual is provided as Appendix 2A to this Appendix. Representatives of the City Clerk's Office attended at the Remai Modern on March 19, 2019 and provided the Board with an onboarding and orientation session. A similar session was provided to the TCU Place Board on May 30, 2019, and the SaskTel Centre Board on June 5, 2019.

Both organizational information and information in respect of Board governance practices were included in the manual and in the presentation. Topics included:

- Organizational overview and its relationship to the City.
- Roles and responsibilities of the Board members (including what attributes should be demonstrated and the role of Council member as Board member).
- Board structure including how Board meetings are run and how decisions are made.
- Applicable policies and bylaws (providing key points).

¹⁰ See Board Chair Engagement, *supra* note 10, pages 46-47.

- Strategic Plan and other Board documents.

The Board onboarding and orientation program is intended to be mandatory for new Board members and optional for returning Board members of the Controlled Corporations. As decisions are still being made in respect of governance of the Controlled Corporations, the onboarding and orientation materials are a living document at this time and will be modified and updated accordingly before presentation of the materials next year. Any comments and questions received arising from the presentations this year will also be considered and addressed for next year.

RECOMMENDATION

That the Governance and Priorities Committee recommend to City Council that the City Clerk's Office conduct mandatory Board Orientation with each of the Controlled Corporations on an annual basis.

APPENDICES

- 2A. Board Orientation Manual – Centennial Auditorium and Convention Centre Corporation (TCU Place)