

Overview of Current Internal Governance Structure City of Saskatoon Controlled Corporations

BOARD SIZE

Board	Size and Membership
The Art Gallery of Saskatchewan Inc. (Remai Modern)	<ul style="list-style-type: none"> Articles of Incorporation, section 4 Between 6 and 14 total Board Members Currently 14 Board Members, including at least 2 members of Council, the remaining being members of the public Appointed by Council
The Centennial Auditorium & Convention Centre Corporation (TCU Place)	<ul style="list-style-type: none"> Articles of Incorporation, section 5 Between 6 and 18 total Board Members Currently 13 Board Members, including at least 2 members of Council, the remaining being members of the public Currently the Mayor and City Manager sit on the Board Appointed by Council
Saskatchewan Place Association Inc. (SaskTel Centre)	<ul style="list-style-type: none"> Corporate Bylaws, section 4.12 12 Board Members, including the Mayor and 2 members of Council and no more than 9 members of the public Appointed by Council

COMMITTEES

Remai Modern

All of the terms of reference, which provide the source of information for the Remai Modern Board committees in the below chart are presently in draft form and have yet to be adopted.

The Board Committee Procedure Terms of Reference (the "General Committee Terms") sets the general rules regarding, among other things, committee membership, which rules apply unless modified by the terms of reference of a specific committee. The general rule is that each committee has a minimum of 3 and a maximum of 8 members, a majority of whom are Directors.

Committee	Purpose	Membership
Audit and Finance Committee	<p>Assist the Board in fulfilling its financial oversight responsibilities for Remai Modern, including overseeing the:</p> <p>(a) budgeting and financial reporting; (b) external audit; (c) internal controls; (d) financial risk management; (e) investments.</p>	<ul style="list-style-type: none"> • At least 3 Directors • A majority of the Directors on the Committee and a majority of the members of the Committee must not be officers • Members of the Committee cannot be employees of, nor be receiving any compensatory fee from, Remai Modern • Members must be financially literate, and at least 2 members must have accounting or financial expertise • At least 2 members must have investment experience or expertise if Remai Modern is managing an endowment fund
Collection Committee	Assist the Board in fulfilling its oversight responsibilities for Remai Modern's art collection by ensuring that appropriate policies exist and are practiced with respect to the management of the collection and acquisitions program.	<ul style="list-style-type: none"> • Majority may be non-Directors, but the Chair and Vice-Chair must be Directors
Executive Committee	Assist the Board in fulfilling its responsibility to set a strategic direction for Remai Modern and oversee the management of Remai Modern.	<ul style="list-style-type: none"> • Comprised of the Chair, Vice-Chair, Treasurer and Secretary of the Board
Governance Committee	Assist the Board in ensuring that it has effective governance procedures and follows best governance practices.	<ul style="list-style-type: none"> • Set by the General Committee Terms
Human Resources Committee	Assist the Board in fulfilling its responsibilities for overseeing the management of the Remai Modern's human resources.	<ul style="list-style-type: none"> • Set by the General Committee Terms

Committee	Purpose	Membership
Nominations Committee	Assist the Board in fulfilling its responsibility to ensure that Remai Modern is governed by high quality and diverse Directors by identifying nominees for election and re-election to the Board and by proposing the members and the chair for each committee to the Board.	<ul style="list-style-type: none"> • Comprised of the Chair, Vice-Chair, Treasurer and Secretary of the Board, and up to a maximum of 4 additional Directors, invited to join at the discretion of the Board officers

TCU Place

The information in the below chart is drawn from the Corporation's Board Governance Manual and the terms of reference appended thereto.

Committee	Purpose	Membership
Audit and Finance Committee	Responsible to provide oversight of the financial reporting process, the audit process, the system of internal controls and compliances with laws and regulations. It also oversees risk management.	<ul style="list-style-type: none"> • At least 3 Directors, of which 1 must be the Treasurer, who chairs the Committee • Must be an appropriate mix of accounting and auditing experience, and members must have received training on interpretation of the Corporation's financial statements • No one in a management position may be appointed • All members must be financially literate and understand financial statements and audit committee functions • Desirable that 1 member of the Committee have a professional designation

Committee	Purpose	Membership
Executive Committee	An advisory committee appointed by and accountable to the Board. The President may use the Executive Committee for advice between Board meetings. The Committee may make decisions of an urgent nature between Board meetings, but these decisions must be ratified by the Board at its next meeting.	<ul style="list-style-type: none"> • Comprised of the Chair, Vice-Chair, Secretary and Treasurer
Governance Committee	A standing committee appointed by and accountable to the Board. Assists the Board in developing its approach to governance and makes recommendations to the Board regarding the recruitment of new Board members.	<ul style="list-style-type: none"> • Comprised of at least 4 Board members
Futures Committee	Considers the future needs of the community with respect to a convention centre and performing arts theatre.	<ul style="list-style-type: none"> • Comprised of at least 4 Board members

SaskTel Centre

The information in the below chart is drawn from the respective terms of reference for each committee.

Committee	Purpose	Membership
Audit and Finance Committee	<p>To act as the Board's principal agent in fulfilling the Board's responsibilities with respect to:</p> <p>(a) the Corporation's financial reporting; (b) financial risk management; (c) a system of internal controls; (d) procedures for establishing compliance with regulatory requirements.</p>	<ul style="list-style-type: none"> • At least 3 Directors • Members must have a working familiarity with basic finance and accounting practices, and at least 1 member must have accounting or related financial management expertise

Committee	Purpose	Membership
Compensation Committee	Assist the Board in its fulfilling its responsibilities in respect of the compensation of SaskTel Centre senior management, and to produce an annual report to the Board on such matters or related matters.	<ul style="list-style-type: none"> • Minimum of 3 and maximum of 5 Directors
Governance Committee	To assist the Board in fulfilling its oversight responsibilities by developing and recommending to the Board a set of governance principles applicable to the Corporation.	<ul style="list-style-type: none"> • At least 3 Directors

POLICIES

Remai Modern

Board of Directors Conflict of Interest

Business Risk Management

Collection Policy *

Designated Funds & Prepaid Expenses

Ethical Guidelines *

Executive Director & CEO Travel

Exhibition & Public Program

New Director Orientation Policy

Procurement *

Relocation Costs - Compensation to New Employees *

TCU Place

Capital Budget Process

Debt

Investment

Nomination of Officers

Purchasing

Reserve Fund

Self-Sponsored/Co-Sponsored Events – Risk Limitations

Signage and Showcase

Use of External Auditor for Consultation

SaskTel Centre

Administrative
Advance Ticket Purchasing Privileges *
Board Policy
Cash Handling *
Charitable Donations and Community Support
Communication
Contra Sponsorship
Contract Management *
Director's Code of Ethics
Employee Conflict of Interest *
Event Booking and Marketing *
Event Ticket Sales *
Financial & Budget Reporting Standards
House Seats
Management and Staff Expense Accounts *
Management Compensation
Out-of-Scope Remuneration *
Permanent Displays
Political Advertisements
Privacy of Information *
Purchasing Policy *
Reserve Fund
Respectful Workplace *
Workplace Harassment *

(* Indicates an "operational" policy as opposed to a strictly "Board" or "Board and CEO" policy. Operational policies are those that directly govern decisions and behaviour below the CEO and Board level, though they may also govern Board and CEO matters. This distinction is not strict, and a reasonable argument could be made for changing the designations herein.)