

## **Governance Review – Saskatchewan Place Association Inc. – Amendment to Bylaw No. 1 – Membership of Board of Directors**

### **ISSUE**

This report submits an amendment to Saskatchewan Place Association Inc.'s Bylaw No. 1 (the "Bylaw") for City Council's consideration and recommends that City Council authorize its representative to execute a resolution of the Member approving the amendment. The Bylaw implements City Council's direction to change the membership of the Board of Directors to require the appointment of only two City Councillors to the Board of Directors, in addition to the citizen representatives, as opposed to two City Councillors and the Mayor.

### **RECOMMENDATION**

That City Council authorize its representative to execute a resolution of the Member of Saskatchewan Place Association Inc. approving an amendment, as drafted by the City Solicitor, to Saskatchewan Place Association Inc.'s Bylaw No. 1 to change the membership of the Board of Directors.

### **BACKGROUND**

The City of Saskatoon is reviewing the governance structures and processes for its Controlled Corporations. A series of reports have been considered by City Council. The latest report of the Governance and Priorities Committee was considered by City Council at its Regular Business Meeting held on November 18, 2019. City Council resolved, in part:

"Board of Directors of Controlled Corporations (Appendix 2): ...

2. That two City Councillors be appointed to the Board of each Controlled Corporation; ..."

### **DISCUSSION/ANALYSIS**

At present, the City's representation on the Boards of the Controlled Corporations is mixed and inconsistent. The Art Gallery of Saskatchewan Inc. (the "Remai") Board of Directors includes two City Councillors. The Centennial Auditorium & Convention Centre Corporation ("TCUP") Board of Directors includes the Mayor, two City Councillors and the City Manager. The Saskatchewan Place Association Inc. ("SaskTel Centre") Board of Directors currently includes the Mayor and two City Councillors.

The Bylaw for SaskTel Centre is prescriptive in requiring the appointment of two City Councillors and the Mayor. Therefore, in order to implement City Council's direction that only two City Councillors be appointed to the SaskTel Centre Board of Directors, an

amendment to the Bylaw is necessary. With regard to membership of the SaskTel Centre Board of Directors, the relevant provisions of the Bylaw currently read, in part:

“The Corporation shall have twelve (12) Directors, and, unless the Members by special resolution at the meeting resolve otherwise, the Directors shall be chosen as follows:

- a) The Mayor of The City of Saskatoon shall be a Director;
- b) Two Councillors of The City of Saskatoon shall be Directors;
- c) No more than nine residents of the City of Saskatoon who are not Councillors of The City of Saskatoon shall be Directors.

...

Unless the members by special resolution resolve otherwise, the Directors shall be chosen as follows:

At least two Directors shall be current members of City Council for The City of Saskatoon and the balance shall be at large residents of the City of Saskatoon who are not members of City Council, a councillor’s family member or a closely connected person as defined in the *Cities Act*.”

The proposed amendment will change the provisions to read:

“Until changed in accordance with the Act, the board shall consist of not fewer than the minimum number and not more than the maximum number of Directors provided in the articles.

...

Unless the members by special resolution resolve otherwise, the Directors shall be chosen as follows:

At least two Directors shall be current members of City Council for The City of Saskatoon and the balance shall be at large residents of the City of Saskatoon who are not members of City Council, a councillor’s family member or a closely connected person as defined in the *Cities Act*.”

This change mirrors the language contained in the current Bylaws for the TCUP Board of Directors and the Remai Board of Directors. This language is more flexible and therefore a bylaw amendment to implement City Council’s direction that only two City Councillors be appointed to the TCUP Board is not required.

**Governance Review – Saskatchewan Place Association Inc. –Amendment to Bylaw No. 1 –  
Membership of Board of Directors**

---

While a number of bylaw amendments for all of the Controlled Corporations will be forthcoming as a result of City Council's direction, this one was brought forward in an effort to effect this change quickly and align all of the Controlled Corporations in terms of the composition of City Council members on the Boards.

As the City is the sole Member of SaskTel Centre, it appears that the prudent course is for the City to amend the Bylaw by written resolution (in lieu of a meeting), pursuant to section 132 of *The Non-profit Corporations Act, 1995*. The resolution would take effect upon signing; there would be no need for the Directors to take action, or for the Bylaw to be discussed further at a subsequent meeting. Once the Member Resolution is executed, the Mayor would be permitted to resign from the SaskTel Centre Board at his convenience. Attached at Appendix 1 is the draft Resolution of the Member, City of Saskatoon, including the draft Bylaw No. 8 for City Council's consideration.

**NEXT STEPS**

The SaskTel Centre Board of Directors will be provided with notice of the amendment to the Bylaw once the Resolution of the Member is executed.

**APPENDICES**

1. Draft Resolution of the Member including Schedule "A", Bylaw No. 8, "[a] bylaw relating to the membership of the Board of Directors of the Saskatchewan Place Association Inc."

Report Approval

Written by: Christine G. Bogad, Director of Legal Services

Reviewed by: Joanne Sproule, City Clerk  
Mike Jordan, Chief Public Policy & Government Relations Officer  
Jeff Jorgenson, City Manager

Approved by: Cindy Yelland, City Solicitor