

January 27, 2021

via e-mail: Janice.hudson@saskatoon.ca

City Clerk Office
City of Saskatoon
222 3rd Avenue North
Saskatoon, SK S7K 0J5

Attention: Janice Hudson, Committee Assistant/Assistant to the City Clerk,
City Clerk's Office

Dear Madame:

Re: Response to the Governance Review of Controlled Corporations Recommendations

On January 12, 2021, the City Clerk invited the Remai Modern Board of Directors to respond to two recommendations put forward by the Governance and Priorities Special Subcommittee, which are:

1. That recommendation 2 (That the Corporate Bylaws and Policy No. C01-003, Appointments to Civic Boards, Commissions, Authorities and Committees be amended to allow each Controlled Corporation to have a maximum of two non-resident members but that the non-resident members not be allowed to vote on the annual budget be referred to the special subcommittee);
2. That recommendations 1 (That the appointments of Directors continue to be made by City Council in its sole discretion and the Corporate Bylaws of the Controlled Corporations be amended to make this clear) and 4 (That the Board Recruitment Process remain status quo) be referred to the special subcommittee to explore possible changes to the appointment process, including those offered as options by the Leadership Governance Committee.

Please find below the Remai Modern Board of Directors' response to the recommendations in which we modify and provide comment on.

Response 1: Residency of Directors

In response to the first issue related to the residency of directors, the Remai Modern proposes that the Corporate Bylaws and Policy No. C01-003, Appointments to Civic Boards, Commissions, Authorities and Committees be amended to allow each Controlled Corporation to have a maximum of two non-resident members with equal rights to participate in keeping with good governance practices.

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The Remai Modern submits that non-resident board members should have equal rights to participate in all decisions of the corporation. The Remai Modern Board of Directors is charged with the task of overseeing the governance of the Remai Modern. It is our aim to work together in keeping the individual skills that each Board member offers. Each Board member is equal in terms of their rights to vote on decisions dealing with the overall operation of the Remai Modern. By limiting a non-resident Board member's right to vote, it creates a two tiered board contrary to good governance. By creating a two tiered board it produces a disincentive to join such a board, considering the non-resident board member would have all the liability of resident board member but limited in terms of their ability to make decisions. Further, a board in which non-residents are limited in terms of their voting rights may serve to discourage strong applicants.

Response 2: Appointment of Directors

In response to the second issue related to the appointment of directors, the Remai Modern proposes that appointments of Directors continue to be made by City Council in its sole discretion, with consideration to be given to the Remai Modern's Board of Directors' recommended directorship appointments, and that the Board Recruitment Process remain the status quo, with the City Council retaining sole discretion on board appointments but giving consideration to the Remai Modern's board of directors' recommendations.

The Remai Modern proposes to maintain the status quo without changing the Remai Modern bylaws. We submit that our bylaws do not need to reflect the status quo considering nothing substantive is changing. To change our bylaws to reflect the status quo is overly prescriptive and confuses the governance of the Remai Modern with the authority of City Council.

Respectively submitted,



Shoshanna Paul, Chair
Governance Committee

SYP/blm

cc: Doug Matheson, Board Chair
Aileen Burns, Co-Executive Director & CEO
Johan Lundh, Co-Executive Director & CEO