
Governance Review – Advisory Committees, Controlled Corporations, Business Improvement Districts, Agencies and Commissions

Recommendation

That the Governance and Priorities Committee recommend to City Council that:

1. City Council approve implementation of the interim recruitment strategy as outlined in Attachment #1 to this report for the 2018 City of Saskatoon Controlled Corporation and Statutory Board citizen appointments; and
2. The Leadership Team Governance Subcommittee provide any further or additional Board member recruitment and retention recommendations to the Governance and Priorities Committee as part of its further review.

Topic and Purpose

This report is the first in a series of reports respecting the governance review of the City's Advisory Committees, Controlled Corporations, Business Improvement Districts and other agencies, boards and commissions.

While a more detailed review of Controlled Corporations and Statutory Boards will follow, this report identifies the recommended approach to recruitment for the 2018 Board member vacancies for the City's Controlled Corporations and Statutory Boards. The approach is based on the SaskTel Centre's Board Member Recruitment and Retention Strategy that was tabled at the April 10, 2017 meeting of the Governance and Priorities Committee.

Strategic Goals

This report supports the Strategic Goals of Continuous Improvement and Quality of Life as it supports City Council in providing good governance to the citizens of Saskatoon.

Background

At its meeting on April 24, 2017, City Council considered SaskTel Centre's Board Member Recruitment and Retention Strategy which was presented by the Board Chair to the Governance and Priorities Committee at its April 10, 2017 meeting. City Council resolved:

“that the information be received and forwarded to the Leadership Team Governance Subcommittee for inclusion in its Governance Review of Boards, Commissions and Committees”.

Also, for the 2017 appointment process, City Council directed that the public applications for Board appointments be circulated to the Controlled Corporations and Statutory Boards.

Report

Saskatoon City Council has established a number of Controlled Corporations, incorporated pursuant to *The Non-Profit Corporations Act*, which are:

- SaskTel Centre;
- TCU Place (Centennial Auditorium & Convention Centre Corporation);
- Saskatoon Gallery and Conservatory Corporation; and
- Remai Modern Art Gallery of Saskatchewan.

Also, City Council has the responsibility to establish and make appointments to Statutory Boards as follows: the Board of Police Commissioners, under *The Police Act, 1990*; and the Saskatoon Public Library Board, under *The Public Libraries Act, 1996*.

The appointment of all directors to the Controlled Corporations and Statutory Boards are the responsibility of City Council, in accordance with the *Appointments to Civic Boards, Commissions, Authorities and Committees Policy (C01-003)*. Where the provisions of the Policy are in conflict with provincial legislation, the legislation takes priority.

Current Process – Citizen Vacancies

Currently, citizen vacancies for the Controlled Corporations and Statutory Boards are advertised by the City Clerk's Office on an annual basis, in September of the year preceding the appointment. Standard application forms, resumes and two reference letters are submitted to the City Clerk's Office. Candidates for reappointment must only submit the standard application form. Basic qualifications as established in Policy C01-003 currently guide City Council's deliberations in the appointment process. Basic qualifications include criteria established by the City and identified in the Terms of Reference for each of the Controlled Corporations and Statutory Boards. Input on specific skills and abilities required by the respective Boards is sought by City Council through the City Clerk's Office from the Controlled Corporations and Statutory Boards on an annual basis. Traditionally, beyond providing this annual information to City Council, the City's recruitment and appointment process has involved no other formal input from the Controlled Corporations and Statutory Boards as to the appropriateness of candidates. However, for the 2017 appointment process, the public applications were circulated to the Controlled Corporations and Statutory Boards in accordance with City Council's direction on November 28, 2016.

SaskTel Centre Board – Governance Review Project

In early 2016, the SaskTel Centre Board engaged a consultant and undertook a review of its existing governance practices. The SaskTel Centre Board Member Recruitment and Retention Strategy was developed as a result of several of the recommendations arising from the review. Work on other initiatives arising from the consultant's recommendations remains ongoing. However, the recruitment portion of the Strategy has been implemented and successfully utilized by the SaskTel Centre Board and City Council in its most recent recruitment process.

The most recent recruitment of SaskTel Centre Board members fully engaged existing Board members. The appointment of a Governance Committee by the SaskTel Centre Board responsible to vet candidates and make recommendations for appointments is the most notable shift in policy from the current process. A more detailed review of the key components of SaskTel's Recruitment Strategy is outlined in Attachment #2 to this report.

Controlled Corporation/Statutory Board Engagement

SaskTel Centre's strategy can be contrasted with the current recruitment process, described above. However, engagement with the Board Chairs of the other Controlled Corporations and Statutory Boards and review of their existing governance documents reveals variations in their internal processes. In some cases, the Controlled Corporations and Statutory Boards do engage in vetting candidates and encouraging candidates to apply for appointment. Attachment #3 to this report contains information respecting the internal recruitment strategies of the other Controlled Corporations and Statutory Boards. All of the Controlled Corporation and Statutory Board Chairs acknowledged the value in existing Board Member participation in the recruitment process.

Reasons for Policy Change for Citizen Appointments

SaskTel Centre's approach to the recruitment process utilizes existing Board Members' expertise and experience to consider the personality and abilities of candidates in light of the long term vision of the Board and the existing skill sets of current Board Members. SaskTel Centre's approach results in a more collaborative process, which is more likely to enhance sound performance and the effective interaction and decision-making of the Board.

Permitting the Board to interview potential appointees provides Board Members, who ultimately must work alongside the successful candidates, the opportunity to gauge whether their credentials and goals are in line with those of the Board. In general, the Strategy contemplates a more diligent and thorough recruitment and appointment process.

However, the process must recognize City Council's ultimate responsibility for the respective facilities and recruitment process. Section 2 of Policy C01-003 provides that all appointments will be made by City Council. While input from the Boards themselves is valuable, the City's current model contemplates that City Council itself will be the final decision-maker. This is prudent given that the appointment of Board Members is one of the key control mechanisms of the Controlled Corporations and Statutory Boards that is available to City Council. Further, *The Cities Act* (section 93) provides that acts of a council are not effective until authorized or adopted by bylaw or resolution at a public meeting of the council. In an effort to ensure that Council can make informed decisions about recruitment and not otherwise undermine or usurp its decision-making authority, minor modifications to SaskTel Centre's process are being recommended:

- City Council (as opposed to the Governance and Priorities Committee (GPC)) must clearly be identified as having authority to make appointments.
- Specify that more than one recommendation must be forthcoming from the Controlled Corporations or Statutory Boards for consideration, along with recruitment information to allow for informed recommendations by GPC, and appointments by Council.
- Require the return of all applications to GPC after vetting by the Controlled Corporations or Statutory Boards, again to allow for informed recommendations by GPC and appointments by Council.

GPC may also wish to consider whether it desires further input from the Controlled Corporations or Statutory Boards if City Council concludes that the recommended candidates suggested by the Controlled Corporations or Statutory Boards are unsuitable. Including the opportunity for further input after GPC's initial consideration of candidates will impact the timing of appointments made by City Council.

Future Reporting

Later phases of the Governance Review will include a more fulsome review of the Controlled Corporation and Statutory Board's structure and governance models and will make recommendations for change, where necessary. At that time, the Leadership Team Governance Subcommittee will consider the retention aspects of SaskTel Centre's Board Member Recruitment and Retention Strategy, and revisit the recruitment portion with any further recommended modifications. In the meantime, it is recommended, subject to the minor modifications noted above, that City Council adopt the recruitment strategy modelled on the SaskTel Centre Board Recruitment and Retention Strategy. The recommended strategy, which would apply to all Controlled Corporations and Statutory Boards is outlined in Attachment #1.

A review of the Boards' recruitment processes demonstrates that various degrees of sophistication exist in their current governance models and procedures. Given this, it is recommended that each Board have the flexibility to craft internal processes which best suit the individual Board, but that the overall strategy focus on substantially increased participation by the individual Boards for the upcoming 2018 appointments. Providing some flexibility will help ensure that the process is appropriate for the size and resources of the respective facilities and Boards.

Given that the advertising for vacancies for the 2018 appointment process is scheduled to commence in September, 2017, time is of the essence in adopting this recruitment strategy. Staggering GPC and City Council's consideration of the appointments will allow the Controlled Corporations and Statutory Boards an opportunity to consider applications and vet candidates. To that end, it is recommended that appointments be considered by GPC at two separate meetings; one for Advisory Committees and External Boards (October 16 GPC and November 20 City Council) and the other for Controlled Corporations and Statutory Boards (November 14 GPC and December 18 City Council).

Options to the Recommendation

GPC could decide to recommend to City Council to maintain its current practice with respect to the recruitment of Board Members to Controlled Corporations and Statutory Boards. This option is not recommended given the lack of input and participation of existing Board Members that is engaged using the current process.

Public and/or Stakeholder Involvement

Existing Board Chairs on each of the TCU Place (Centennial Auditorium & Convention Centre Corporation Board), Remail Modern Art Gallery of Saskatchewan Board of Trustees, Board of Police Commissioners and Saskatoon Public Library Board were contacted for information and feedback on the proposed changes to the existing recruitment process (see Attachment #3).

Communication Plan

If the recruitment process (see Attachment #1) is adopted, the City Clerk's Office will notify the Controlled Corporations and Statutory Boards of the change in policy and ensure that all the Boards are educated as to the requirements for 2018. The public will be made aware during the advertising phase that any personal information provided will be shared with the respective Controlled Corporations or Statutory Board being applied for.

Policy Implications

Adoption of the SaskTel Centre Board Recruitment Strategy would result in more substantial participation of the Controlled Corporations and Statutory Boards in the appointment process. Eventually, amendments to Policy C01-003 may be forthcoming to ensure clarity in the roles and responsibilities engaged during the recruitment and appointment process. Implementing standard form documentation, revised Terms of Reference and the like may also be raised for consideration. However, these and other policy implications may arise as the governance review progresses. It is anticipated that recommendations for policy amendments would be forthcoming after the more fulsome review of the Controlled Corporations and Statutory Boards governance structure is complete.

Public Notice

Public Notice pursuant to Section 3 of Policy No. C01-021, Public Notice Policy, is not required.

Attachments

1. Proposed Recruitment Process – 2018 Citizen Appointments
2. Key Components - SaskTel Centre Board Member Recruitment Strategy
3. Internal Recruitment Strategies – Controlled Corporation and Statutory Board Engagement

Report Approval

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