

Governance Characteristics of Saskatoon’s Controlled Corporations and Statutory Boards

Attachment 1

	The Art Gallery of Saskatchewan Inc. (Remai Modern)	The Centennial Auditorium & Convention Centre Corporation (TCU Place)	Saskatchewan Place Association Inc. (SaskTel Centre)	The Saskatoon Board of Police Commissioners	Saskatoon Public Library Board
Overview and Purpose	As per section 6 of the Articles of Incorporation, "the establishment, management, operation and maintenance of The Art Gallery of Saskatchewan in the City of Saskatoon and promotion of its facilities, amenities, works of art and programs for the benefit of the citizens of the City of Saskatoon; and encouraging the development and appreciation of the fine arts, with particular emphasis on the visual arts, including creation, collection, exhibition and presentation of same, the provision of various educational, teaching and other programs and the lending and borrowing of works of art and art displays".	As per section 7 of the Corporation's Articles of Incorporation, "the management, operation, maintenance and promotion of a civic auditorium and convention facility in the City of Saskatoon, in a manner suitable to promote in the said City all of the performing and theatrical arts, and to provide meeting and convention facilities in conjunction therewith".	As per section 7 of the Corporation's Articles of Incorporation, "the promotion, operation, management, maintenance and improvement of a multi-purpose facility within the City of Saskatoon to promote within the City of Saskatoon various sporting, cultural, and civic activities and events including the provision of meeting and convention facilities".	The delivery of policing services within the City of Saskatoon; providing general direction, policy and priorities, and developing long terms plans for the Police Service.	The general management, regulation and control of the municipal library.
Authority of Establishment	<i>The Cities Act</i> , sections 4 and 55; <i>The Non-profit Corporations Act, 1995</i> , section 5	<i>The Cities Act</i> , sections 4 and 55; <i>The Non-profit Corporations Act, 1995</i> , section 5; Bylaw 7454 passed January 16, 1995 authorizing incorporation	<i>The Cities Act</i> , sections 4 and 55; <i>The Non-profit Corporations Act, 1995</i> , section 5	<i>The Police Act, 1990</i> , section 27	<i>The Public Libraries Act, 1996</i> , section 13
Composition and Quorum	Between 6 and 14 total directors (currently 14), appointed by Council, including at least 2 members from Council, the remaining being members of the public. Quorum is majority of directors then in office, but never less than 4 directors (as per section 3.17 of corporate Bylaws).	Between 6 and 18 total directors (currently 12), appointed by Council, including at least 2 members from Council, the remaining being members of the public. Currently the Mayor and City Manager sit on the Board. Quorum is majority of directors then in office, but never less than 4 directors (as per section 3.17 of corporate Bylaws).	12 directors, appointed by Council, including the Mayor and 2 members from Council, and no more than 9 members of the public. Quorum is majority of directors then in office, but never less than 4 directors (as per section 3.17 of corporate Bylaws).	7 Board Members, including the Mayor and 2 other Councillors, the remainder being members at large.	6 or 8 Board Members, appointed by Council, including the Mayor and not more than one other member of Council, the remaining members from the public.
Term of Appointment	2 year term. No more than 6 consecutive years by member-at-large.	2 year term. No more than 6 consecutive years by member-at-large.	2 year term. No more than 6 consecutive years by member-at-large.	1 year. No more than 6 consecutive years.	2 year term. No more than 6 consecutive years by member-at-large.
Reporting Requirements	Pursuant to section 8.01 of corporate Bylaws, Board reports to sole Member of the corporation on financial statements, auditor's report, and any other business as may properly be brought before the meeting (e.g., consideration of any Bylaw amendments proposed by the Board).	Pursuant to section 8.01 of corporate Bylaws, Board reports to sole Member of the corporation on financial statements, auditor's report, and any other business as may properly be brought before the meeting (e.g., consideration of any Bylaw amendments proposed by the Board).	Pursuant to section 8.01 of corporate Bylaws, Board reports to sole Member of the corporation on financial statements, auditor's report, and any other business as may properly be brought before the meeting (e.g., consideration of any Bylaw amendments proposed by the Board).	Independent except budgetary requirements.	Independent except budgetary requirements.
Are Council Members Appointed?	Yes	Yes	Yes	Yes	Yes
Member Recruitment	As per Council Policy C01-003, <i>Appointments to Civic Boards, Commissions, Authorities, and Committees</i> , as amended by the interim recruitment process adopted pursuant to City Council's Resolution of August 28, 2017.	As per Council Policy C01-003, <i>Appointments to Civic Boards, Commissions, Authorities, and Committees</i> , as amended by the interim recruitment process adopted pursuant to City Council's Resolution of August 28, 2017.	As per Council Policy C01-003, <i>Appointments to Civic Boards, Commissions, Authorities, and Committees</i> , as amended by the interim recruitment process adopted pursuant to City Council's Resolution of August 28, 2017.	As per Council Policy C01-003, <i>Appointments to Civic Boards, Commissions, Authorities, and Committees</i> , as amended by the interim recruitment process adopted pursuant to City Council's Resolution on August 28, 2017.	As per section 13 of <i>The Public Libraries Act, 1996</i> , and Council Policy C01-003, <i>Appointments to Civic Boards, Commissions, Authorities, and Committees</i> , as amended by the interim recruitment process adopted pursuant to City Council's Resolution of August 28, 2017.
Member Termination	As per Council Policy C01-003, <i>Appointments to Civic Boards, Commissions, Authorities, and Committees</i> , directors are deemed to have resigned if they miss 3 consecutive meetings without sufficient explanation, or may be removed from their position on breach of the Code of Conduct. Pursuant to section 96 of <i>The Non-profit Corporations Act, 1995</i> , City, as sole Member of corporation, can remove any director from office by ordinary resolution at a special meeting.	As per Council Policy C01-003, <i>Appointments to Civic Boards, Commissions, Authorities, and Committees</i> , directors are deemed to have resigned if they miss 3 consecutive meetings without sufficient explanation, or may be removed from their position on breach of the Code of Conduct. Pursuant to section 96 of <i>The Non-profit Corporations Act, 1995</i> , and section 3.04(6) of Bylaw No. 1, City, as sole Member of corporation, can remove any director from office by ordinary resolution at a special meeting.	As per Council Policy C01-003, <i>Appointments to Civic Boards, Commissions, Authorities, and Committees</i> , directors are deemed to have resigned if they miss 3 consecutive meetings without sufficient explanation, or may be removed from their position on breach of the Code of Conduct. Pursuant to section 96 of <i>The Non-profit Corporations Act, 1995</i> , City, as sole Member of corporation, can remove any director from office by ordinary resolution at a special meeting.	As per Council Policy C01-003, <i>Appointments to Civic Boards, Commissions, Authorities, and Committees</i> , members are deemed to have resigned if they miss 3 consecutive meetings without sufficient explanation, or may be removed from their position on breach of the Code of Conduct.	As per section 13(6) of <i>The Public Libraries Act, 1996</i> , members are deemed to have resigned if they miss 2 consecutive meetings without sufficient explanation. As per section 13 of Board Bylaws, which adopts the Code of Conduct contained in Council Policy C01-003, <i>Appointments to Civic Boards, Commissions, Authorities, and Committees</i> , members may be removed from their position on breach of the Code of Conduct.
Source Documents	Articles of Incorporation (registered July 2009, Articles of Amendment February 2011) and Bylaw No. 1 (enacted July 2010) pursuant to <i>The Non-profit Corporations Act, 1995</i> .	Articles of Incorporation (registered January 1995, Articles of Amendment March 2006, and Bylaw No. 1 (enacted January 1995; replaced April 22, 2010) pursuant to <i>The Non-profit Corporations Act, 1995</i> .	Articles of Incorporation (registered April 1987, Articles of Amendment October 1993, October 2013) and Bylaws (Bylaw No.1 1987, Bylaw No. 2 February 1989, Bylaw No. 3 March 1990, Bylaw No. 4 April 1991, Bylaw No. 6 March 1995, and Bylaw No. 7 November 2015) pursuant to <i>The Non-profit Corporations Act, 1995</i> .	Section 27 of <i>The Police Act, 1990</i> , and Bylaw No 7531, <i>The Saskatoon Board of Police Commissioners Bylaw</i>	Section 13 of <i>The Public Libraries Act, 1996</i> .
Internal Governance (Committees, etc.)	Pursuant to section 4 of corporate Bylaws, can set up committees, or advisory bodies. Pursuant to section 4.03, must elect an audit committee composed of not fewer than 3 directors. Audit committee to be in accordance with <i>The Non-profit Corporations Act</i> .	Pursuant to section 4 of corporate Bylaws, can set up committees, or advisory bodies. Pursuant to section 4.03, must elect an audit committee composed of not fewer than 3 directors. Audit committee to be in accordance with <i>The Non-profit Corporations Act</i> .	Pursuant to section 4 of corporate Bylaws, can set up committees, or advisory bodies. Pursuant to section 4.03, must elect an audit committee composed of not fewer than 3 directors. Audit committee to be in accordance with <i>The Non-profit Corporations Act</i> .	As per <i>The Governance Policy of the Saskatoon Board of Police Commissioners</i> , can set up committees. Board remains responsible for committees' work and decisions. Board must establish mechanism for Board evaluation.	Pursuant to section 12 of the Board Bylaws, can set up committees. Governance and Nominations Committee will be nominated by the full Board and will recommend the membership of all other committees annually.