

Leuschen, Candice (Solicitors)

From: Bryant, Shellie (Clerks)
Sent: Thursday, March 22, 2018 2:01 PM
To: King-Mayes, Jana (Remai Modern)
Cc: sdverity@kpmg.ca
Subject: RE: Action Item - Governance Review - Controlled Corporations and Statutory Boards - Governance Structure AND Request for Increase in Board Membership

Corrected date considered at GPC to March 19 (not March 29).

From: Bryant, Shellie (Clerks)
Sent: March 21, 2018 4:51 PM
To: King-Mayes, Jana (Remai Modern) <jking-mayes@remainmodern.org>
Cc: 'Catherine Greaves' <CGreaves@mltaikins.com>
Subject: Action Item - Governance Review - Controlled Corporations and Statutory Boards - Governance Structure AND Request for Increase in Board Membership

Governance Review

The Governance and Priorities Committee, at its public meeting held on March 29 19, 2018, tabled the attached report (and attachments referred to therein) and resolved:

1. *That the report of the Leadership Team Governance Subcommittee dated March 19, 2018 entitled Governance Review – Controlled Corporations and Statutory Boards – Governance Structure be tabled and considered at the May 2018 meeting of the Governance and Priorities Committee; and*
2. *That the report be forwarded to the respective Boards (through the Board Secretary) and the respective Chief Executive Officers for review and comment at the May 2018 meeting of the Governance and Priorities Committee.*

Would you please place this matter before the Board for consideration and feedback to the Leadership Team Governance Subcommittee by NO LATER than April 30, 2018. The Leadership Team Governance Subcommittee would be pleased to meet with the Board if required. Please let me know at your earliest convenience.

The engagement will be shared with GPC at its public meeting to be held May 22, 2018 and the report and engagement will be debated at this time. If the Board would be invited to request to speak to the Committee by submitting the request [here](#) if it wishes. For your information, the CEO has been requested for feedback under separate email.

Specifically, but not limited to, the LTGS would be seeking feedback on the portion of the report that deals with the considerations in determining the appropriate structure as outlined in the report as follows:

"In determining the best governance structure for the City's facilities, City Council could consider the following questions"¹¹:

- *Does the facility require private sector expertise (ie a separate Board of Directors and/or staff with specific skills not available internally)? Does the facility require a greater degree of operational flexibility than would be available within the City?*

- Considerations may include whether:
 - there is any impediment to the City, as opposed to the Directors, recruiting and hiring staff with special expertise, if required;
 - the duties of senior officers or other management would be impeded by one model or another, considering the purpose and activities of the facilities; and
 - a Board of Directors may offer more diversity in skill or connections in the industry than could be provided through the City.
- Does the facility require a greater degree of financial flexibility than would be available within the City (ie potential for funding from other orders of government)? Will the facility require significant additional funding that is unavailable through the City budget?
 - Considerations may include:
 - the desired degree of control or flexibility of financial policies and reporting that City Council may want to have given the City's obligation to be fiscally responsible and accountable; and
 - whether a Board of Directors or some other model would facilitate access to funds, for example through fundraising efforts, that would not otherwise be available to the City.
- Are there concerns relating to transparency (ie municipal and public awareness of, and input into, key aspects of the facility's service delivery)? Does the facility require the confidentiality afforded by arms-length governance in order to maintain a level playing field with private business competitors?
 - Considerations may include:
 - the desired degree of transparency in respect of the facilities' decision making. For example, all decisions in respect of City operating departments are required to be made in public. Controlled Corporations incorporated under The Non-Profit Corporations Act do not have the same obligations; and
 - freedom of information requirements of the City as a local authority under The Local Authority Freedom of Information and Protection of Privacy Act, as opposed to the obligations of a Controlled Corporation.
- Does the facility require a greater degree of human resources flexibility than would be available within the City?
 - Considerations may include whether different models require different hiring practices, working environments or management of staff and employee compensation and benefits?
 - Currently, the City's human resources division provides support and the City bargaining units have a presence within the Controlled Corporation model.
- Does the facility operate in a competitive environment?
 - Considerations may include:
 - the nature of the business and whether competition is local or outside of the City's jurisdiction; and
 - whether the activities of the facility are in the nature of a community service.

Typically, these questions would be considered in advance of choosing a governance structure. Given that the Remail Modern, TCU Place and Sasktel Centre are already managed by the Boards under the Controlled Corporation model, City Council could consider these questions in the context of the existing

model. In other words, what advantages or disadvantages arise by choosing a brand new model, as opposed to working within the current structure?

Further engagement with the Boards and the Chief Executive Officers is proposed in order to obtain their insights with respect to the questions. Their answers may help further inform Council's choice."

Request for Increase in Board Membership

The Governance and Priorities Committee at the same meeting considered the letter dated March 8, 2018, from Rемаi Modern Board Chair and resolved, in part, that the information be received and considered after full review of the City's governance review and the Rемаi Board's governance review.

Regards,

Shellie Bryant | tel 306-975-2880

Deputy City Clerk, City Clerk's Office

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

shellie.bryant@saskatoon.ca

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Leuschen, Candice (Solicitors)

From: Bryant, Shellie (Clerks)
Sent: Thursday, March 22, 2018 1:59 PM
To: Hails, Heather (SaskTel Centre)
Cc: postle@sasktel.net
Subject: RE: Action Item - Governance Review - Controlled Corporations and Statutory Boards - Governance Structure

Corrected date report was tabled to March 19 (not March 29).

From: Bryant, Shellie (Clerks)
Sent: March 21, 2018 4:40 PM
To: Hails, Heather (SaskTel Centre) <hhails@sasktelcentre.com>
Cc: 'postle@sasktel.net' <postle@sasktel.net>
Subject: Action Item - Governance Review - Controlled Corporations and Statutory Boards - Governance Structure

The Governance and Priorities Committee, at its public meeting held on March 29 19, 2018, tabled the attached report (and attachments referred to therein) and resolved:

1. *That the report of the Leadership Team Governance Subcommittee dated March 19, 2018 entitled Governance Review – Controlled Corporations and Statutory Boards – Governance Structure be tabled and considered at the May 2018 meeting of the Governance and Priorities Committee; and*
2. *That the report be forwarded to the respective Boards (through the Board Secretary) and the respective Chief Executive Officers for review and comment at the May 2018 meeting of the Governance and Priorities Committee.*

Would you please place this matter before the Board for consideration and feedback to the Leadership Team Governance Subcommittee by NO LATER than April 30, 2018. The Leadership Team Governance Subcommittee would be pleased to meet with the Board if required. Please let me know at your earliest convenience.

The engagement will be shared with GPC at its public meeting to be held May 22, 2018 and the report and engagement will be debated at this time. If the Board would be invited to request to speak to the Committee by submitting the request [here](#) if it wishes. For your information, the CEO has been requested for feedback under separate email.

Specifically, but not limited to, the LTGS would be seeking feedback on the portion of the report that deals with the considerations in determining the appropriate structure as outlined in the report as follows:

“In determining the best governance structure for the City’s facilities, City Council could consider the following questions⁽¹⁾:

- *Does the facility require private sector expertise (ie a separate Board of Directors and/or staff with specific skills not available internally)? Does the facility require a greater degree of operational flexibility than would be available within the City?*
 - *Considerations may include whether:*

- *there is any impediment to the City, as opposed to the Directors, recruiting and hiring staff with special expertise, if required;*
 - *the duties of senior officers or other management would be impeded by one model or another, considering the purpose and activities of the facilities; and*
 - *a Board of Directors may offer more diversity in skill or connections in the industry than could be provided through the City.*
- *Does the facility require a greater degree of financial flexibility than would be available within the City (ie potential for funding from other orders of government)? Will the facility require significant additional funding that is unavailable through the City budget?*
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 - *the desired degree of control or flexibility of financial policies and reporting that City Council may want to have given the City's obligation to be fiscally responsible and accountable; and*
 - *whether a Board of Directors or some other model would facilitate access to funds, for example through fundraising efforts, that would not otherwise be available to the City.*
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 - *freedom of information requirements of the City as a local authority under The Local Authority Freedom of Information and Protection of Privacy Act, as opposed to the obligations of a Controlled Corporation.*
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 - *Considerations may include whether different models require different hiring practices, working environments or management of staff and employee compensation and benefits?*
 - *Currently, the City's human resources division provides support and the City bargaining units have a presence within the Controlled Corporation model.*
- *Does the facility operate in a competitive environment?*
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Regards,

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Deputy City Clerk, City Clerk's Office

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Leuschen, Candice (Solicitors)

From: Bryant, Shellie (Clerks)
Sent: Thursday, March 22, 2018 2:00 PM
To: Petrow, Matthew (TCU)
Cc: Morris Smysnuik
Subject: RE: Action Item - Governance Review - Controlled Corporations and Statutory Boards - Governance Structure

Corrected date report tabled at GPC to March 19 (not March 29).

From: Bryant, Shellie (Clerks)
Sent: March 21, 2018 4:46 PM
To: Petrow, Matthew (TCU) <tcu-mpetrow@cityofsaskatoon.onmicrosoft.com>
Cc: 'Morris Smysnuik' <mmsysk@outlook.com>
Subject: Action Item - Governance Review - Controlled Corporations and Statutory Boards - Governance Structure

The Governance and Priorities Committee, at its public meeting held on March 29 19, 2018, tabled the attached report (and attachments referred to therein) and resolved:

1. *That the report of the Leadership Team Governance Subcommittee dated March 19, 2018 entitled Governance Review – Controlled Corporations and Statutory Boards – Governance Structure be tabled and considered at the May 2018 meeting of the Governance and Priorities Committee; and*
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Specifically, but not limited to, the LTGS would be seeking feedback on the portion of the report that deals with the considerations in determining the appropriate structure as outlined in the report as follows:

"In determining the best governance structure for the City's facilities, City Council could consider the following questions⁽¹⁾:

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model. In other words, what advantages or disadvantages arise by choosing a brand new model, as opposed to working within the current structure?

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Regards,

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Leuschen, Candice (Solicitors)

From: Bryant, Shellie (Clerks)
Sent: Thursday, March 22, 2018 2:03 PM
To: Burke, Gregory (Remai Modern)
Cc: King-Mayes, Jana (Remai Modern)
Subject: RE: CEO Action Item - Governance Review - Controlled Corporations and Statutory Boards - Governance Structure

Corrected date report was tabled with GPC to March 19 (not March 29).

From: Bryant, Shellie (Clerks)
Sent: March 21, 2018 4:55 PM
To: Burke, Gregory (Remai Modern) <gburke@mendel.ca>
Cc: King-Mayes, Jana (Remai Modern) <jking-mayes@remainmodern.org>
Subject: CEO Action Item - Governance Review - Controlled Corporations and Statutory Boards - Governance Structure

The Governance and Priorities Committee, at its public meeting held on March ~~29~~ 19, 2018, tabled the attached report (and attachments referred to therein) and resolved:

1. *That the report of the Leadership Team Governance Subcommittee dated March 19, 2018 entitled Governance Review – Controlled Corporations and Statutory Boards – Governance Structure be tabled and considered at the May 2018 meeting of the Governance and Priorities Committee; and*
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Would you please consider and provide feedback to the Leadership Team Governance Subcommittee by NO LATER than April 30, 2018.

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“In determining the best governance structure for the City’s facilities, City Council could consider the following questions^[1]:

- *Does the facility require private sector expertise (ie a separate Board of Directors and/or staff with specific skills not available internally)? Does the facility require a greater degree of operational flexibility than would be available within the City?*
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Leuschen, Candice (Solicitors)

From: Bryant, Shellie (Clerks)
Sent: Thursday, March 22, 2018 2:02 PM
To: Lofdahl, Will (SaskTel Centre)
Cc: Hails, Heather (SaskTel Centre)
Subject: RE: CEO Action Item - Governance Review - Controlled Corporations and Statutory Boards - Governance Structure

Corrected the date report was tabled at GPC to March 19 (not March 29).

From: Bryant, Shellie (Clerks)
Sent: March 21, 2018 4:53 PM
To: Lofdahl, Will (SaskTel Centre) <wlofdahl@sasktelcentre.com>
Cc: Hails, Heather (SaskTel Centre) <hhails@sasktelcentre.com>
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Leuschen, Candice (Solicitors)

From: Bryant, Shellie (Clerks)
Sent: Thursday, March 22, 2018 2:03 PM
To: Korol, Bob (TCU)
Cc: Petrow, Matthew (TCU)
Subject: RE: CEO Action Item - Governance Review - Controlled Corporations and Statutory Boards - Governance Structure

Corrected date report was tabled with GPC to March 19 (not March 29).

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Sent: March 21, 2018 4:54 PM
To: Korol, Bob (TCU) <bkorol@tcuplace.com>
Cc: Petrow, Matthew (TCU) <tcu-mpetrow@cityofsaskatoon.onmicrosoft.com>
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 - the desired degree of control or flexibility of financial policies and reporting that City Council may want to have given the City's obligation to be fiscally responsible and accountable; and
 - whether a Board of Directors or some other model would facilitate access to funds, for example through fundraising efforts, that would not otherwise be available to the City.
- Are there concerns relating to transparency (ie municipal and public awareness of, and input into, key aspects of the facility's service delivery)? Does the facility require the confidentiality afforded by arms-length governance in order to maintain a level playing field with private business competitors?
 - Considerations may include:
 - the desired degree of transparency in respect of the facilities' decision making. For example, all decisions in respect of City operating departments are required to be made in public. Controlled Corporations incorporated under The Non-Profit Corporations Act do not have the same obligations; and
 - freedom of information requirements of the City as a local authority under The Local Authority Freedom of Information and Protection of Privacy Act, as opposed to the obligations of a Controlled Corporation.
- Does the facility require a greater degree of human resources flexibility than would be available within the City?
 - Considerations may include whether different models require different hiring practices, working environments or management of staff and employee compensation and benefits?
 - Currently, the City's human resources division provides support and the City bargaining units have a presence within the Controlled Corporation model.
- Does the facility operate in a competitive environment?
 - Considerations may include:
 - the nature of the business and whether competition is local or outside of the City's jurisdiction; and
 - whether the activities of the facility are in the nature of a community service.

Typically, these questions would be considered in advance of choosing a governance structure. Given that the Remai Modern, TCU Place and Sasktel Centre are already managed by the Boards under the Controlled Corporation model, City Council could consider these questions in the context of the existing model. In other words, what advantages or disadvantages arise by choosing a brand new model, as opposed to working within the current structure?

Further engagement with the Boards and the Chief Executive Officers is proposed in order to obtain their insights with respect to the questions. Their answers may help further inform Council's choice."

Regards,

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