

Appointments to Saskatoon Airport Authority

ISSUE

This report provides information on appointments to the Saskatoon Airport Authority made by City Council.

BACKGROUND

At the meeting of City Council held on December 17, 2018, City Council approved of the nomination of Mr. David Weger as a Member and Director of the Saskatoon Airport Authority throughout a term expiring at the conclusion of the 2022 Public Annual Meeting of the Corporation (to be held on May 15, 2022), and also resolved that the Administration provide further information with respect to appointments to the Saskatoon Airport Authority.

CURRENT STATUS

Annually, in the fall, the Governance and Priorities Committee considers its appointments to Boards, Commissions and Committees. This includes appointments to the Saskatoon Airport Authority.

Typically in November of each year, a letter is received from the Board Chair of the Saskatoon Airport Authority stating that The City of Saskatoon is a Nominator of the Corporation and has nominating responsibility for three persons to be Members and Directors of the Corporation. The communication identifies that the term of office of one or more of the City's nominees will expire at the conclusion of the next Annual Public Meeting of the Corporation and goes on to identify for the City, the person that the Corporation recommends for nomination to the Saskatoon Airport Authority. Should the City of Saskatoon not wish to nominate the named person or extend the nomination of the named person, officials of the City are asked to contact the writer.

Historically, City Council has approved the nomination of the recommended Member to the Saskatoon Airport Authority. The City's current appointments include:

- James Kerby – Appointed to May, 2020
- Les Prosser – Appointed to May, 2021
- David Weger – Appointed to May, 2022

In addition to offering nominations for Members and Directors, City Council appoints a member of Council to the Saskatoon Airport Authority Community Consultative Committee; a group engaged to provide effective dialogue on matters related to the airport, including the dissemination of information on airport matters and the consideration of municipal concerns. Councillor Davies is currently appointed to the Saskatoon Airport Authority Community Consultative Committee through the conclusion of the 2020 Public Annual Meeting of the Saskatoon Airport Authority. Historically, City

Council has appointed a member of Council to sit as a representative on this Committee; however, it does not appear that it must be a member of Council.

DISCUSSION/ANALYSIS

Transaction of the business and affairs of the Saskatoon Airport Authority is governed by Bylaw #1 (2013) of the Saskatoon Airport Authority, (Appendix 1). The relationship between the City and the Saskatoon Airport Authority is generally set out in Section 4 of the Bylaw. Members of the Saskatoon Airport Authority consist of individuals nominated by a Nominator. Pursuant to Article 4.3(1)(b) of the Bylaw, the City of Saskatoon is a Nominator and the Mayor is the City's Authorized Representative. Each Nominator, through its Authorized Representative, puts forward Nominees for Membership. The City has the right to nominate three Nominees for Membership and at least one of those Nominees must bring to the Board the perspective of a consumer of the services of the Saskatoon John G. Diefenbaker International Airport.

In accordance with Article 5.1 of the Bylaw each Member will also serve as a Director of the Corporation. As such all Directors are required to meet the qualifications applicable to Members.

Article 4.2 sets out the basic qualifications of each Member. Each Member shall be at least 18 years of age, be a Canadian citizen, be a resident of the Province of Saskatchewan, and have consented to becoming a Member. Knowledge in the areas of air transportation, industry, aviation, business, commerce, finance, administration, law, government, engineering, organization of workers and tourism are required by the City's Terms of Reference for appointment to the Authority; however, Bylaw #1 does not make reference to these qualifications. Article 4.2(2) contains specific criteria that prohibit or disqualify individuals from being a Member. These disqualifications include individuals who hold any federal, provincial or municipal elected office, individuals employed by or who provide full-time services under contract to any federal, provincial or municipal government and individuals employed by or who provide full-time services under contract to any Nominator. These prohibitions therefore disqualify any member of City Council or the Administration from being appointed as a Member and Director of the Saskatoon Airport Authority.

Terms of appointment are variable provided that the term does not exceed three years. No individual may serve as a Member for more than a total period of 9 years, whether in a single continuous period, or in multiple discontinuous periods totalling 9 years in the aggregate.

The appointment process of Members is also described in the Bylaw. Article 4.5(2) provides that at least 60 days prior to the expiration of a Member's appointment, the secretary of the Saskatoon Airport Authority will solicit from the City, the name of a Nominee to replace an existing incumbent. The City must provide the Secretary with the name of its Nominee, together with written consent to be appointed from the Nominee, at least 15 days prior to the expiration of the term of the exiting Member. The Bylaw provides that the Nominee must be appointed as a Member if the Nominee: (1)

meets the basic qualifications described in Article 4.2 above; (2) meets any additional qualification provided in Article 4.4; and (3) meets the conflict of interest, code of conduct and other requirements of Article 6.9. Again, Bylaw No. 1 does not make reference to the knowledge requirements set out above.

The additional qualifications applicable to the City as described in Article 4.2 are to ensure that at least one of the City's Nominees bring to the Board the perspective of a consumer of the services of the Saskatoon Airport. Article 6.9 basically requires adherence to the statement of values and code of conduct adopted by the Board and sets out a process for identifying conflicts of interest in the form of completing a questionnaire prior to the election of a Member as a Director. Finally Article 6.9 specifically recognizes a Director's fiduciary duty to the Corporation despite any relationship with their Nominator.

The enactment, repeal or amendment of Bylaw No. 1 may be done by resolution of the Board confirmed by resolution of the Members, but shall only be effective upon confirmation of the Members. In some instances, the repeal, amendment or alteration of provisions of the Bylaw requires the written consent of the Minister of Transport for Canada.

APPENDICES

1. Bylaw #1 (2013) – Saskatoon Airport Authority

Report Approval

Written by: Joanne Sproule, City Clerk
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Cindy Yelland, Interim City Solicitor
Approved by: Joanne Sproule, City Clerk

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