



## AGENDA

### GREEN LINE COMMITTEE

July 13, 2020, 1:00 PM  
IN THE COUNCIL CHAMBER

Members

Councillor S. Keating, Chair  
Councillor J. Davison, Vice-Chair  
Councillor G. Carra  
Councillor D. Farrell  
Councillor J. Gondek  
Councillor W. Sutherland  
Mayor N. Nenshi

#### ***SPECIAL NOTES:***

*Public are encouraged to follow Council and Committee meetings using the live stream <http://video.isilive.ca/calgary/live.html>*

*Public wishing to make a written submission may do so using the public submission form at the following link:  
[Public Submission Form](#)*

*Council Members may be participating remotely.*

1. CALL TO ORDER
2. OPENING REMARKS
3. CONFIRMATION OF AGENDA
4. CONFIRMATION OF MINUTES

4.1 Minutes of the Regular Meeting of the Green Line Committee, 2020 June 01

5. CONSENT AGENDA

5.1 DEFERRALS AND PROCEDURAL REQUESTS

None

5.2 BRIEFINGS

None

6. POSTPONED REPORTS

*(including related/supplemental reports)*

None

7. ITEMS FROM OFFICERS, ADMINISTRATION AND COMMITTEES

7.1 Green Line Board, GC2020-0772

**\*\*The public may not present on this item\*\***

8. ITEMS DIRECTLY TO COMMITTEE

8.1 REFERRED REPORTS

None

8.2 NOTICE(S) OF MOTION

None

9. URGENT BUSINESS

10. CONFIDENTIAL ITEMS

10.1 ITEMS FROM OFFICERS, ADMINISTRATION AND COMMITTEES

10.1.1 Green Line Board Update (Verbal), GC2020-0773

Held confidential pursuant to Sections 17 (personal privacy), 19 (confidential evaluations), 23 (local public body confidences), and 24 (advice from officials) of the *Freedom of Information and Protection of Privacy Act*.

**Review by: 2020 July 20**

10.2 URGENT BUSINESS

11. ADJOURNMENT



## MINUTES

### GREEN LINE COMMITTEE

**June 1, 2020, 9:30 AM  
IN THE COUNCIL CHAMBER**

**PRESENT:**

Councillor S. Keating, Chair (Remote Participation)  
Councillor J. Davison, Vice-Chair (Remote Participation)  
Councillor G. Carra (Remote Participation)  
Councillor D. Farrell (Remote Participation)  
Councillor J. Gondek (Remote Participation)  
Councillor W. Sutherland (Remote Participation)  
Mayor N. Nenshi (Remote Participation)  
Councillor G. Chahal (Remote Participation)  
Councillor S. Chu (Remote Participation)  
Councillor D. Colley-Urquhart (Remote Participation)  
Councillor P. Demong (Remote Participation)  
Councillor J. Farkas (Remote Participation)  
Councillor J. Magliocca (Remote Participation)  
Councillor E. Woolley (Remote Participation)

**ALSO PRESENT:**

General Manager M. Thompson  
City Clerk L. Kennedy  
Deputy City Clerk T. Mowrey  
Legislative Advisor M. A. Cario  
Legislative Advisor J. Palaschuk  
Legislative Advisor A. de Grood

**1. CALL TO ORDER**

Councillor Keating called the Meeting to order at 9:32 a.m. on 2020 June 01

**ROLL CALL**

Mayor Nenshi, Councillor Magliocca, Councillor Sutherland, Councillor Woolley, Councillor Carra, Councillor Chu, Councillor Colley-Urquhart, Councillor Davison, Councillor Demong, Councillor Farkas, Councillor Farrell, Councillor Gondek, Councillor Keating.

Councillor Chahal joined the Remote Meeting at 9:40 a.m. on 2020 June 01.

**2. OPENING REMARKS**

Councillor Keating provided opening remarks.

Mayor Nenshi proclaimed the week of June 1-7 2020 as Seniors' Week.

A document entitled "Seniors' Week Proclamation" was electronically distributed and displayed.

3. CONFIRMATION OF AGENDA

**Moved by** Councillor Davison

That the Agenda for today's Meeting be amended by adding an Item of Confidential Urgent Business, 10.2.1 Chief Financial Officer Update (Verbal), GC2020-0648.

**MOTION CARRIED**

**Moved by** Councillor Davison

That the Agenda for the 2020 June 01 Regular Meeting of the Green Line Committee be confirmed, **as amended**.

**MOTION CARRIED**

4. CONFIRMATION OF MINUTES

4.1 Minutes of the Regular Meeting of the Green Line Committee, 2020 February 21

**Moved by** Councillor Davison

That the Minutes of the 2020 February 21 Regular Meeting of the Green Line Committee be confirmed.

**MOTION CARRIED**

5. CONSENT AGENDA

5.1 DEFERRALS AND PROCEDURAL REQUESTS

None

5.2 BRIEFINGS

None

6. POSTPONED REPORTS

None

7. ITEMS FROM OFFICERS, ADMINISTRATION AND COMMITTEES

7.1 Green Line Update Stage 1, GC2020-0583

The following documents were electronically displayed and distributed with respect to Report GC2020-0583:

- A presentation entitled "Green Line Committee", dated 2020 June 01;
- A presentation entitled "Business Case Stage 1: Business Case Summary";

- A presentation entitled "Beltline Alignment Comparison";
- A presentation entitled "Green Line Risk Update";
- A presentation entitled "Green Line Re-Casting Business Case for COVID and Economic Recovery";
- A presentation from NAIOP entitled "Green Line Recommendations: Presentation to the Green Line Committee";
- A presentation entitled "Calgary Climate Hub Green Line Committee Presented by Joan Lawrence";
- A presentation entitled "Calgary River Valleys";
- A presentation entitled "Green Line Plan Comments" by Neil McKendrick;
- A presentation from Brian Horton entitled "16 Avenue Centre St Land Use & ARP Amendment Application (LOC2020-0015) Green Line Council Meeting, dated 2020 June 01;
- A document entitled "Rethink the Greenline";
- A presentation entitled "Calgary Green Line LRT Option Review"; and
- A presentation entitled "BEAM Bridge".

The following documents were electronically displayed with respect to Report GC2020-0583:

- A painting entitled "A Sunday Afternoon on the Island of La Grande Jatte by Georges Seurat"; and
- A painting entitled "This is what the Green Line Alignment will do to Prince's Island Park".

The following documents were electronically distributed with respect to Report GC2020-0583:

- Public Submissions document entitled "Attach 16, Letters 1-27, was electronically distributed with respect to Report GC2020-0583"; and
- Public Submissions document entitled "Attach 17, Letters 28-36, was electronically distributed with respect to Report GC2020-0583".

Committee, by General Consent, suspended Section 78(2)(a) of the Procedure Bylaw 35M2017 to schedule the lunch recess from 12:00 p.m. to 12:30 p.m. on 2020 June 01.

Committee recessed at 11:59 a.m. and reconvened at 12:32 p.m. on 2020 June 01 with Councillor Keating in the Chair (Remotely).

ROLL CALL

Mayor Nenshi, Councillor Magliocca, Councillor Sutherland, Councillor Woolley, Councillor Carra, Councillor Chu, Councillor Colley-Urquhart, Councillor Davison, Councillor Demong, Councillor Farrell, Councillor Gondek, Councillor Keating.

Councillor Farkas and Councillor Chahal rejoined the Remote Meeting at 12:35 p.m. on 2020 June 01.

The following speakers addressed Committee with respect to Report GC2020-0583:

1. Richard Morden, BOMA Calgary
2. Chris Ollenberger, Quantum Place Development
3. Eileen Stan, MATCO Development Corporation
4. Guy Huntingford, NAIOP Calgary
5. Jim Cunningham
6. David Kowel
7. Dan Evans
8. Marie Evans
9. Brett Jackson

Councillor Chahal left the Remote Meeting at 2:20 p.m. on 2020 June 01.

10. Jamie Cooper

Councillor Chahal rejoined the Remote Meeting at 2:32 p.m. on 2020 June 01.

11. Eric Carlson, Anthem
12. David Routledge, Oxford
13. Guy Priddle, Cadillac Fairview
14. David Cooper

Committee, by General Consent, suspended Section 86(5) of the Procedure Bylaw 35M2017 in order to allow 10 minutes of presentation times for Barbara Mendaglio and Josie Ho.

Committee, by General Consent, suspended Section 78(2)(b) of the Procedure Bylaw 35M2017 in order to complete the next four speakers prior to the afternoon recess.

15. Barbara Mendaglio, Waterfront Green Line Owners
16. Josie Ho, Waterfront Green Line Owners
17. Camie Leard, Crescent Heights Village BIA
18. Vanessa Cline

Committee recessed at 3:40 p.m. and reconvened at 3:56 p.m. on 2020 June 1 with Councillor Keating in the Chair (Remotely).

ROLL CALL

Councillor Magliocca, Councillor Colley-Urquhart, Councillor Davison, Councillor Farrell, Councillor Gondek, Councillor Keating.

Councillor Farkas, Councillor Chahal, Councillor Woolley, Councillor Carra, Councillor Chu, Councillor Demong, Councillor Sutherland, and Councillor Sutherland rejoined the Remote Meeting at 3:59 p.m.. Mayor Nenshi rejoined the Remote Meeting at 4:02 p.m. on 2020 June 01.

19. Roseanne Hill Baisdell, Harvard Development

20. Lindsay Fenton

21. Grace Su, Chinatown BIA

22. Terry Wong, Chinatown BIA

23. Ron Ghitter

24. Carlos Montalvo, Habitech/Maglet SAS

25. Tudor Dinca

26. Myke Atkinson

27. Peter McCaffrey

28. Christine Laing

29. Jennifer Black

**Moved by** Councillor Davison

That with respect to Report GC2020-0583, the following be approved:

That Committee finish hearing from the members of the public who registered to speak tonight 2020 June 01 and to continue the meeting tomorrow at 11:00 a.m. on 2020 June 02.

ROLL CALL VOTE:

For: (8): Councillor Keating, Councillor Carra, Councillor Farrell, Councillor Gondek, Councillor Sutherland, Councillor Colley-Urquhart, Councillor Farkas, and Councillor Magliocca

Against: (3): Councillor Davison, Mayor Nenshi, and Councillor Chu

**MOTION CARRIED**

30. Kyle Mitchell

31. Jill Newman

32. Ann Levey

33. Joan Lawrence

34. Jane Ebbern

Committee recessed at 5:54 p.m. and reconvened at 7:04 p.m. 2020 June 01 with Councillor Keating in the Chair (Remotely).

The City Clerk confirmed that there was a quorum of Committee Members to proceed with the meeting.

35. Elizabeth Morton

36. Ron Wilburn

37. Greg Miller

38. Bill Morrison, Calgary River Valleys

39. Jeremy Barretto

40. Mackenzie Cumming

41. Justine Matsalla

42. Peter Haley

43. Dr. Tesfamicael Ghebrehiwet

44. Jeff Binks, LRT on the Green

45. Pamela Rickey

46. Lee Stevens

47. Peter Oliver, Beltline Neighbourhoods Association

48. Tyson Bolduc, Beltline Neighbourhoods Association

49. Alexander Shevalier, Calgary and District Labour Council

50. Geoff Granville

51. Christine Pederson

Councillor Chahal rejoined the Remote Meeting at 8.45 p.m. on 2020 June 01.

52. David Low

53. Gary Reynolds

54. Peter Meadows

55. Emily Farquhar

56. Jim Gray

57. Barry Lester

58. Neil McKendrick

Councillor Davison rose on a Question of Privilege.

The Chair ruled on the Question of Privilege.



Committee, by General Consent, allowed speakers Brian Horton, Nicholas Dykstra, and Edan Lindenbach to provide their presentation as a group.

59. Brian Horton, O2 Planning & Design

60. Nicholas Dykstra, O2 Planning & Design

61. Edan Lindenbach, JEMM Properties

62. Doug MacDonald

63. Jessica Karpat

64. Michael Mooney

65. John McDermid

66. Marc Affeld

67. Alex Reed

68. Philip Turnbull

69. John Frosst

70. Celia Lee

Committee recessed at 10:29 p.m. on 2020 June 01.

#### ROLL CALL

Councillor Woolley, Councillor Carra, Councillor Chahal, Councillor Chu, Councillor Colley-Urquhart, Councillor Davison, Councillor Farkas, Councillor Farrell, Councillor Gondek, Councillor Magliocca, Mayor Nenshi, and Councillor Keating

Committee reconvened on Tuesday, 2020 June 02 at 11:03 a.m. with Councillor Keating in the Chair (Remotely).

#### ROLL CALL

Councillor Magliocca, Councillor Sutherland, Councillor Woolley, Councillor Carra, Councillor Farkas, Councillor Chu, Councillor Colley-Urquhart, Councillor Davison, Councillor Gondek, and Councillor Keating.

Councillor Davison rose and spoke on his previous Question of Privilege.

**Moved by Councillor Davison**

That pursuant to Sections 23 (Local public body confidences), 24 (Advice from officials), 25 (Disclosure harmful to economic and other interests of a public body), and 27 (Privileged information) of the *Freedom of Information and Protection of Privacy Act*, Committee move into Closed Meeting, in the Council Boardroom, at 11:07 a.m. on 2020 June 02, to discuss confidential matters with respect to the following Items:

- 7.1 Green Line Update Stage 1, GC2020-0583
- 10.2.1 Chief Financial Officer Update (Verbal), GC2020-0648

**MOTION CARRIED**

People in attendance during the Closed Meeting discussions with respect to Report GC2020-0583:

Clerks: L. Kennedy, MA. Cario, and A. Degrood. Advice: M. Thompson, C. Male, and S. Quayle. Law: M. Bendfeld. City Manager: D. Duckworth. Observers: G. Skeates, S. McMullen, G. Gerylo, S. Brandt, C. Jacyk, and M. Perpeluk.

A confidential presentation was displayed with respect to Report GC2020-0583.

Committee reconvened in Public Meeting at 1:16 p.m. on 2020 June 02 with Councillor Keating in the Chair (Remotely).

Councillor Gondek rejoined the Public Meeting after the quorum check at 1:18 p.m. on June 02.

That Committee rise and report.

**Moved by** Mayor Nenshi

That with respect to Report GC2020-0583, the following be approved:

That the Closed Meeting discussions and presentation remain confidential pursuant to Sections 23 (Local public body confidences), 24 (Advice from officials), 25 (Disclosure harmful to economic and other interests of a public body), and 27 (Privileged information) of the *Freedom of Information and Protection of Privacy Act*, to be reviewed 2022 June 30.

**ROLL CALL VOTE**

For: (7): Councillor Keating, Councillor Davison, Councillor Carra, Councillor Sutherland, Mayor Nenshi, Councillor Chahal, and Councillor Woolley

Against: (6): Councillor Farrell, Councillor Gondek, Councillor Chu, Councillor Colley-Urquhart, Councillor Farkas, and Councillor Magliocca

**MOTION CARRIED**

The Rise and Report for Item 10.2.1, Report GC2020-0624 can be found under Confidential Items section of the meeting minutes.

Councillor Gondek left the Remote Meeting at 2:22 p.m. and returned at 2:35 p.m. on 2020 June 02.

Committee recessed at 3:15 p.m. and reconvened at 3:47 p.m. on 2020 June 02 with Councillor Keating in the Chair (Remotely).

The City Clerk confirmed that there was a quorum of Committee Members to proceed with the meeting.

Councillor Sutherland rose on a Question of Privilege.

The Chair ruled on the Question of Privilege.

Councillor Colley-Urquhart rose on a Question of Privilege.

The Chair ruled on the Question of Privilege.

**Moved by** Councillor Carra

That with respect to Report GC2020-0583, the following be approved:

The Green Line Committee recommends that Council:

1. Approve Segment 1 of the updated Stage 1 alignment and station locations, as outlined in Attachment 3;
  2. Direct Administration to Release the Request for Proposal (RFP) for Segment 1 no later than 2020 July 24, and to start construction of Segment 1 upon execution of the Project Agreement for Segment 1;
  3. Direct Administration to advance enabling works construction in Segments 1 and 2;
  4. Approve Segment 2 alignment and station locations as outlined in Attachment 3. Direct Administration to undertake the Segment 2 Functional Plan. For the Centre Street N surface-running and Bow River bridge components (16 Avenue N to Eau Claire), direct Administration to continue stakeholder engagement and communications as required when completing the following studies:
    - Mobility Studies Plan;
    - Access Management Plan;
    - Streetscape Plan; and
    - Bow River Bridge Plan.
- Direct Administration to report back to the Green Line Committee no later than 2021 July 31 with the results of the above plans and studies. Direct Administration to prepare and release the Segment 2 RFP and start Segment 2 construction provided the Green Line Program cost estimate, including contingency, is estimated at no less than P80 and is within the approved Program funding;
5. Approve the North Central BRT improvement concepts identified in Attachment 7. Direct Administration to conduct the Functional Plan for the North Central BRT Improvements identified in Attachment 7 and report back to the Green Line Committee no later than 2021 July 31 with the delivery plan to construct the approved North Central BRT Improvements identified in Attachment 7;
  6. Direct Administration to proceed with real property transactions based on the updated Stage 1 alignment, including the North Central BRT improvements, in accordance with the procedures as outlined in the previously approved Proposed Delegated Authority, Stage 1 Green Line LRT Project [C2018–0333].

7. Direct Administration to advise the Government of Canada and the Government of Alberta of Council's approval of the recommendations in this report, and seek approval to include the North Central BRT Improvements as eligible costs in the funding agreement; and
8. Notwithstanding the approvals above, should significant additional funding become available to extend the line northward prior to construction commencement of Segment 2 (not including enabling works), authorize Administration to redesign the Segment 2 alignment as needed to accommodate the expansion, returning to Council through the Green Line Committee with recommended alignment changes with respect to Segment 2.

#### ROLL CALL VOTE

For: (8): Councillor Keating, Councillor Davison, Councillor Carra, Councillor Farrell, Mayor Nenshi, Councillor Chahal, Councillor Chu, and Councillor Woolley  
Against: (5): Councillor Gondek, Councillor Sutherland, Councillor Colley-Urquhart, Councillor Farkas, and Councillor Magliocca

**MOTION CARRIED**

Councillor Woolley rose on a Question of Privilege.

The Chair ruled on the Question of Privilege.

Councillor Sutherland rose on a Question of Privilege.

The Chair ruled on the Question of Privilege.

Councillor Colley-Urquhart rose on a Question of Privilege.

The Chair ruled on the Question of Privilege.

**Moved by** Mayor Nenshi

That with respect to Report GC2020-0583, the document titled "Green Line Committee 1 June 2020 Suggestions" be received for the Corporate Record and forwarded to Council for consideration.

#### ROLL CALL VOTE

For: (11): Councillor Keating, Councillor Davison, Councillor Carra, Councillor Farrell, Councillor Gondek, Councillor Sutherland, Mayor Nenshi, Councillor Chahal, Councillor Chu, Councillor Colley-Urquhart, and Councillor Woolley  
Against: (2): Councillor Farkas, and Councillor Magliocca

**MOTION CARRIED**

**Moved by** Councillor Carra

That Committee suspend Section 78(2)(c) of the Procedure Bylaw 35M2017 in order to complete the remaining items prior to the dinner recess.

#### ROLL CALL VOTE

For: (8): Councillor Keating, Councillor Carra, Councillor Farrell, Councillor Gondek, Mayor Nenshi, Councillor Chu, Councillor Colley-Urquhart, and Councillor Farkas

Against: (3): Councillor Davison, Councillor Sutherland, and Councillor Magliocca

**MOTION CARRIED**

7.2 Green Line Program Governance, GC2020-0582

A presentation entitled "Green Line Committee: Green Line Governance", dated 2020 June 01 was electronically displayed and distributed with respect to Report GC2020-0582.

**Moved by** Councillor Colley-Urquhart

That with respect to Report GC2020-0582, the following be approved:

That Report GC2020-0582 be referred to Administration in order to consult with Members of Council and to return to the Green Line Committee no later than 2020 July 15.

**MOTION CARRIED**

7.3 Green Line Budget and Financing Approval, GC2020-0616

A presentation entitled "Green Line Budget and Financing Approval", dated 2020 June 01 was electronically displayed and distributed with respect to Report GC2020-0616.

**Moved by** Mayor Nenshi

That with respect to Report GC2020-0616, the following be approved:

The Green Line Committee recommends that Council:

1. Approve an increase in Capital Budget ID 869-00 of \$4,739.9 million for the Green Line Stage 1 Program, as shown in Attachment 4, including all related capital and financing costs, as listed in Attachment 4, to be funded by:
  - a. \$1,530.0 million in federal funding for Green Line;
  - b. \$1,530.0 million in provincial funding for Green Line;
  - c. \$1,679.9 million in municipal funding consisting of:
    - i. \$52.0 million per annum for 20 years (2025-2044) from the 2013 tax room;
    - ii. \$23.7 million per annum for 27 years (2018-2044) for from the 2017 tax room.
2. Give first reading to Bylaw 5B2020, being a bylaw of The City authorizing The City to incur indebtedness for financing of capital costs associated with the Green Line Stage 1 program;
3. Direct that Attachment 2 of Report GC2020-0616 remain confidential pursuant to Sections 23 (Local public body confidences), 24 (Advice from

officials), and 25 (Disclosure harmful to economic and other interests of a public body) of the *Freedom of Information and Protection of Privacy Act*, to be reviewed by 2027 December 31.

ROLL CALL VOTE:

For: (7): Councillor Keating, Councillor Davison, Councillor Carra, Councillor Farrell, Councillor Gondek, Mayor Nenshi, and Councillor Chu  
Against: (4): Councillor Sutherland, Councillor Colley-Urquhart, Councillor Farkas, and Councillor Magliocca

**MOTION CARRIED**

8. ITEMS DIRECTLY TO COMMITTEE

8.1 REFERRED REPORTS

None

8.2 NOTICE(S) OF MOTION

None

9. URGENT BUSINESS

None

10. CONFIDENTIAL ITEMS

10.1 ITEMS FROM OFFICERS, ADMINISTRATION AND COMMITTEES

10.1.1 Green Line Governance Update (Verbal), GC2020-0624

Committee, by General Consent, referred Item 10.1.1., Report GC2020-0624 in conjunction with Item 7.2, Report GC2020-0582 to Administration.

10.2 URGENT BUSINESS

10.2.1 Chief Financial Officer Update (Verbal), GC2020-0648

People in attendance during the Closed Meeting discussions with respect to Verbal Report GC2020-0648:

Clerks: L. Kennedy, MA. Cario, and A. Degrood. Advice: C. Male and M. Thompson. Law: M. Bendfeld. City Manager: D. Duckworth. Observers: G. Skeates, S. McMullen, S. Brandt, C. Jacyk, and M. Perpeluk.

A confidential presentation "Chief Financial Officer Update" was electronically displayed with respect to Report GC2020-0648.

**Moved by** Councillor Sutherland

That with respect to Chief Financial Officer Update (Verbal), GC2020-0648, the following be approved:

That the Green Line Committee recommends that Council:

1. Receive the confidential Chief Financial Officer Update presentation for the Corporate Record;
2. Direct that the Chief Financial Officer Update presentation be held confidential pursuant to Sections 23 (Local public body confidences), 24 (Advice from officials), and 25 (Disclosure harmful to economic and other interests of a public body) *Freedom of Information and Protection of Privacy Act*, to be reviewed 2022 June 30.

Against: Councillor Farkas

**MOTION CARRIED**

11. ADJOURNMENT

**Moved by** Councillor Davison

That this meeting adjourn at 7:16 p.m. on 2020 June 02.

**MOTION CARRIED**

The following items has been forwarded to the 2020 June 15 Combined Meeting of Council:

CONSENT

- Green Line Update Stage 1, GC2020-0583

CONFIDENTIAL CONSENT

- Chief Financial Officer Update (Verbal), GC2020-0648

COMMITTEE REPORTS

- Green Line Budget and Financing Approval, GC2020-0616

The next Regular Meeting of the Green Line Committee is scheduled to be held at the Call of the Chair.

CONFIRMED BY COMMITTEE ON

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CHAIR

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ACTING CITY CLERK





**Green Line Report to  
Green Line Committee  
2020 July 13**

**ISC: UNRESTRICTED  
GC2020-0772**

## **Green Line Board**

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### **EXECUTIVE SUMMARY**

Ensuring that the optimal governance structure is in place to secure successful delivery of the Green Line Program has been identified as essential by Council, the City Auditor and the Green Line Technical and Risk Committee (TRC). The members of the TRC are external industry project specialists who were retained by the General Manager, Green Line to assist him and the Program's Executive Steering Committee (ESC) in undertaking due diligence, identifying risks and developing effective risk mitigation strategies and engaging in preventative risk management activities to ensure the successful execution of the Green Line Program.

On 2019 July 29, Council directed Administration to have the members of the TRC conduct an independent peer review of various matters including the suitability and adequacy of the governance of the Green Line Program. On 2019 December 17, the Green Line Committee heard a verbal presentation titled, "Green Line Committee Technical and Risk Committee Verbal Report" (GC2019-1594) that summarized recommended improvements to the current governance framework and outlined exploration of alternative governance structures. This verbal report was received for the corporate record by Green Line Committee. The review of alternate governance structures is now complete and the TRC's findings, as outlined in Attachment 2 to this report, have been shared with the General Manager, Green Line and the ESC.

This report outlines the findings of the TRC's governance review that provide support for Administration's recommendation that Council establish a new Council Committee to oversee delivery of the Green Line Program as approved by Council. The new Council Committee will be formally named the Green Line Board (the "Board"), and will govern and oversee the successful execution of the Green Line Program.

Administration also recommends that Council appoint the City Manager to the Board and recruit individuals with a range of expertise in areas such as governance, leadership, procurement, engineering design, construction, project management, urban design, and P3 transactions in respect of projects comparable to the Green Line Program. Attachment 3 to this report contains the proposed text of a Bylaw that includes a Terms of Reference for the Green Line Board, the passage of which would result in the creation of a Board with a clearly defined mandate, powers, duties, functions, and accountabilities.

Green Line Report to  
Green Line Committee  
2020 July 13

ISC: UNRESTRICTED  
GC2020-0772

## Green Line Board

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### ADMINISTRATION RECOMMENDATION:

Administration recommends that the Green Line Committee:

1. File report GC2020-0582 Green Line Program Governance and the attachments to it as a result of Committee referring it back to Administration for additional consultations and review.

Administration recommends that the Green Line Committee recommends that Council:

1. Give three readings to the proposed Bylaw, the Green Line Board Bylaw and Terms of Reference, to establish the Green Line Board (the "Board") as a Committee of Council responsible for governing and overseeing the successful delivery of the Green Line Program;
2. Appoint the City Manager to serve as a member of the Board;
3. Direct Administration to retain an external search firm and work with the Inaugural Chair to identify candidates for appointment to the Green Line Board, and present appointment recommendations to the Priorities and Finance Committee for its consideration no later than 2020 November 15.

### PREVIOUS COUNCIL DIRECTION / POLICY

Previous Council direction in regard to Green Line governance is included in Attachment 1.

### BACKGROUND

The Green Line Stage 1 Program (the "Program") approved by Council on 2020 June 16 will be the largest infrastructure investment ever made by The City of Calgary. It is critical to ensure that the appropriate governance framework is in place to enable delivery of the Program in accordance with Council's vision on time and on budget.

The ESC is the Administrative committee currently providing oversight to the Program and is chaired by the City Manager. The ESC members are the General Manager, Green Line, the Acting General Manager, Transportation, the Chief Financial Officer, the City Solicitor and General Counsel, the Acting Director of Calgary Transit, and the Director of Supply Management.

As requested by Council on 2019 July 29, the TRC conducted an assessment of the existing Green Line governance structure as well as those utilized in various mega projects around the world. On 2019 December 17, the Green Line Committee heard a verbal presentation titled "Green Line Committee Technical and Risk Committee Verbal Report" (GC2019-1594) that summarized recommended improvements to the current governance framework and outlined exploration of alternative governance structures. This verbal report was received for the corporate record by the Green Line Committee.

On 2020 February 21, the TRC further advised the Green Line Committee (Green Line Project – Project Readiness Report – GC2020 – 0246) that it was both essential and an optimal time to enhance the Program's current governance structure given that the Program was moving from planning to design development, procurement and construction. Consideration of the results of

**Green Line Report to  
Green Line Committee  
2020 July 13**

**ISC: UNRESTRICTED  
GC2020-0772**

## **Green Line Board**

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the TRC's review has resulted in Administration recommending that while Council retains responsibility for approving the overall scope, schedule and budget for the Program, Council should also:

- establish the Green Line Board, mandated to govern and oversee the successful delivery of the Program;
- appoint to the Board, through an executive recruitment process, individuals with a range of expertise in governance, leadership, procurement, engineering design, construction, project management, urban design, and P3 transactions in respect of projects comparable to the Program; and
- include the City Manager as a Board member to ensure alignment with corporate financial and other matters and encourage collaboration between the Board, the Program team and the Administrative Leadership Team (ALT).

Administration is recommending that the TRC report to the Board rather than to the Green Line Committee to allow the TRC to support the Board in its oversight activities. The General Manager, Green Line will continue to manage the work of the TRC. Administration is recommending that the new Board provide quarterly reports on the Program to the Priorities and Finance Committee.

The text for a proposed Bylaw and related Terms of Reference clearly outlining the Board's mandate, roles, responsibilities, and accountabilities is attached to this report as Attachment 3.

## **INVESTIGATION: ALTERNATIVES AND ANALYSIS**

Ensuring that the optimal governance structure is in place to secure successful delivery of the Program has been identified as essential by Council, the City Auditor and the Green Line Technical and Risk Committee (TRC). Council in July 2019 provided direction that the TRC undertake an independent review of the Green Line governance framework. The City Auditor also conducted a governance audit earlier in 2019. The following sections provide a summary of the work undertaken.

### **Governance Audit – City Auditor**

The objective of the City Auditor's 2019 audit of Program governance was to assess the effectiveness of the Program governance framework in place at that time (Report AC2019-0353 "Green Line Project Governance Audit"). The report identified that the ESC was the key body within the Green Line governance structure responsible for providing strategic direction and oversight and that the Green Line Department was responsible for the delivery of the Program.

The audit identified concerns with a lack of clarity around roles, responsibilities and associated accountabilities, decision making, and risk identification. Due to the historical changes in the composition of the Program team, along with the transition of the Program from planning and design to procurement and delivery, there has been a blurring of roles and responsibilities and the decision-making structure was not well defined.

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As a result of the audit, Administration determined that clear lines of decision-making authority are needed throughout the entire Program team from the governing body and senior leadership across to the engineers and supporting services to enable efficient and effective decisions to be made by the appropriate person at the appropriate time. For a Program of this magnitude and complexity, decisions must be made in an expedited manner by experienced personnel to avoid unnecessary delays that can increase the risk and ultimately the total cost of the Program.

### **Governance Review – Technical and Risk Committee**

#### **TRC's Assignment**

Administration was directed by Council on 2019 July 29 to request that the TRC assess the "suitability and adequacy of the governance and resourcing of the Project." The TRC's assessment of governance focused on two questions:

- Are there opportunities to improve the existing governance structure?
- What are the alternatives to the existing governance structure?

On 2019 December 17, in accordance with Recommendations 4 and 6 adopted by Council on 2019 July 29, Chair Fairbairn provided a verbal report to the members of the Green Line Committee outlining the TRC's analysis of enhancements required to Green Line project governance (GC2019-1594 titled "Technical and Risk Committee (TRC) Governance Review (Verbal)"). The Committee received his presentation for the Corporate Record. The 2019 December 17 report was further supported in the 2020 February 21 report (GC2020-0246 Green Line – Project Readiness Report) and that report noted that "enhancements to project governance are required. Discussions with the City Manager and ESC continue to assess the best governance model for this project."

### **Observations and Conclusions**

In its deliverability report, the TRC noted that it defined "successful delivery" as "a program that meets or surpasses the program objectives including safety, budget, schedule, and quality" and concluded that immediate action on several matters (including governance) was required to ensure project success.

Overall, the TRC observed that the Green Line Program Team has been and continues to be confronted with many concurrent challenges including:

- preparing complex contract documentation coupled with technical engineering design to enable the commencement of the procurements for the first two major contracts (Segment 1 and Light Rail Vehicles);
- identifying and assessing interface risks between the multiple contracts, and developing mitigation strategies;
- managing active construction of enabling works projects including complex utility relocations and projects involving both Canadian National and Canadian Pacific Railways;

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- securing the professional expertise, project management processes and systems required to execute the multifaceted tasks of managing the procurement and delivery of a mega project; and,
- managing relationships and formal funding commitments with Federal and Provincial funding partners.

In addition to the challenges noted above, the following complexities arose subsequent to the deliverability review and should also be considered:

- managing Segment 2A and 2B planning involving the analysis of various alignment options and frequent engagement with stakeholders including members of the public, businesses and Council members;
- preparing and validating iterative cost estimates for the various planning options being considered; and,
- requiring further design development work on Segments 2A and 2B and development of a contracting strategy to reduce risk.

The TRC's view is that it is appropriate and necessary to review mega project governance from time to time and move to new governance structures at various project stages. Given the concurrent challenges noted above, it is an optimal time, to enhance the governance of the Program.

The TRC's analysis and recommendations are outlined in Attachment 3 to this report.

Currently, the ESC is responsible for oversight of the Program. As noted earlier in this report, the ESC is comprised of some of The City's most senior leaders, all of whom have deep experience in the delivery of public service in addition to their individual professional and technical expertise. However, these leaders have a myriad of responsibilities and accountabilities and are required to manage the most important and complex initiatives and issues facing The City.

The TRC believes that in order for the Green Line governance model to be successful, those persons accountable for governing and overseeing the successful delivery of the Program must have both sufficient time and comparable professional expertise to provide this oversight. ESC members are now also having to deal with the significant implications of the COVID-19 pandemic and its impact on the corporation and Calgarians. The TRC believes that it would be an optimal time for Council to establish a Board singularly focused on ensuring the successful delivery of the Program and having strong ties, through the City Manager, to all ALT members.

From a governance perspective, the TRC's recommendation is that having the City Manager serve as a member of the proposed Board is crucial in ensuring a positive and collaborative relationship between Council, the Board, the Program team, and the members of The City's ALT. The City Manager will be able to assess when the Program team needs to adhere to corporate policies, procedures and processes that govern the provision of all City services, and when alternate policies, procedures, and processes are required to capitalize on the opportunities presented by, and manage the risks associated with, the Program.

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The TRC's view is that the following are the attributes of effective governance required by the Program:

<b>Accountability (Focus)</b>	<b>Accountability</b> must be unambiguous and ensure there is absolute <b>focus</b> around managing Project risk and meeting Project objectives.
<b>Authority (Autonomy)</b>	<b>Authority</b> must be delegated to the Project leadership and they must have reasonable <b>autonomy</b> from public sector operating environment to make decisions.
<b>Alignment (Culture &amp; Policies)</b>	<b>Alignment</b> of the <b>culture and policies</b> must be around the Project and not the operating environment. These needs will change through the Project lifecycle.
<b>Disclosure (Transparent)</b>	<b>Disclosure</b> of information must be <b>transparent</b> to meet the needs of the public whilst protecting the commercial confidentiality required to manage risk. And the Project leadership must proactively and frequently disclose changes in major project risks.

\* UK Department of Transport – Lessons from transport for the sponsorship of major Programs

In consideration of the above attributes, and following an analysis of governance structures used for comparable programs, the TRC assessed the applicability of three frameworks to govern and oversee the Program:

- implementing additional enhancements to the current governance framework;
- creating a City wholly owned subsidiary with an independent Board to govern and oversee the Program; and
- establishing a new Green Line Board as a committee of Council, to govern and oversee the Program.

### Enhancing the Current Governance Framework

The TRC concluded that taking steps to further enhance the current Program governance framework may result in marginal improvements to overall governance but given all the responsibilities that ESC members have, will not likely be sufficient to deal with the complex challenges and demanding timelines of the Delivery Phase.

### Creating a Wholly-owned Subsidiary

A wholly-owned subsidiary would be an effective governance framework. Given the volume and complexity of work involved in the delivery of the Program, TRC and Administration concluded that there is insufficient time to implement a wholly-owned subsidiary without creating significant distraction for the Program team. The Green Line Board Framework as described below should deliver equivalent benefits.

### Establishing a Green Line Board

Other jurisdictions, including British Columbia, mitigate risks of complex programs by creating governance boards with directors who are independent qualified professionals with governance and program delivery expertise. Specifically, the Capital Regional District (CRD) delegated through a bylaw the authority and accountability for delivering a complex \$775 million

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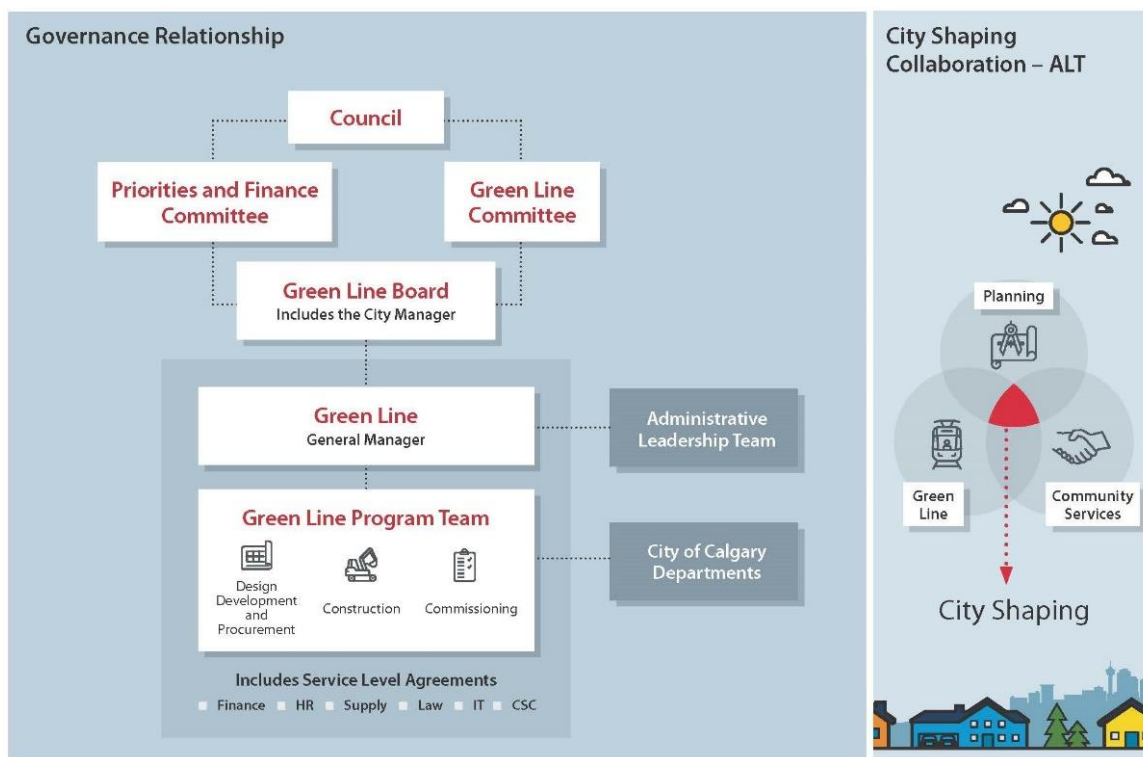
## **Green Line Board**

wastewater treatment program to a non-corporate Commission of the CRD. A dedicated Project Board is accountable for the delivery of that program.

As further described below, similar to the CRD Commission, the proposed Board would operate with a Council-approved mandate defined in a bylaw that would clearly outline the authorities and accountabilities delegated to the Board. The individuals serving on the Board would be appointed by Council based upon an assessment of their competency, capacity and commitment to serve on the Board.

### **Green Line Board Framework**

The figure below illustrates the proposed reporting relationships of the Board as well as the collaboration needed between the Green Line Department and other City departments to deliver the mandate of the Board and City Shaping effectively:



*Note: Dotted line denotes communication/collaboration as required.*

### **Bylaw and Terms of Reference to Create the Green Line Board**

The proposed bylaw text attached to this Report creates the Green Line Board. It defines the respective responsibilities of Council and Committees of Council, the Board, and Administration and prescribes the Board's mandate to govern and oversee the successful delivery of the

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Program. Given that the Program will be The City's largest capital investment, it is proposed that the Board report to the Priorities and Finance Committee on a quarterly basis going forward.

### **Council and Committees of Council**

Council continues to retain decision making authority over:

- Scope: alignment, station locations, and guiding principles (as identified in the Green Line Committee Terms of Reference);
- Budget: overall capital and operating budgets for the Program and financing;
- Schedule; and
- Real-estate matters.

Council will continue to receive audit and land reports through the Audit Committee and the SPC on Utilities and Corporate Services respectively.

The Priorities and Finance Committee will receive quarterly reports from the Board and the Green Line Committee will continue to consider elements of Segments 2A and 2B planning design development and make recommendations to Council accordingly as outlined in the 2020 June 16 Council direction. In order to assist the Board with its due diligence and risk management responsibilities, the TRC will report to the Board. The mandate of the Green Line Committee will need to be updated to reflect the shift of the Green Line Committee to focus on planning for Stage 2 of the Green Line, as per the Council direction from 2020 June 16.

It is important to note that this approach is not a change to Council's typical role in procurement and delivery of capital projects. Council has always delegated responsibility to Administration to finalize design development, prepare procurement documents, conduct and manage procurement processes and award contracts. The Board will govern the work of the Program team to achieve the Council approved Program goals, budget, schedule, program scope and alignment.

It is recommended that Council direct Administration to immediately engage an executive search firm to recruit Board members. A draft Skills Criteria – Green Line Board, included as Attachment 4, will assist in recruitment of qualified Board members. Recruitment activities will begin after the Bylaw and Terms of Reference are passed.

The City Manager will be a permanent member of the Board and the only member of Administration on the Board. Members of Council will not be members of the Board.

### **Delegation of Authority to the Board**

Authority is delegated to the Board to ensure that Council's Program vision is achieved on time and on budget. The mandate of the Board is to oversee and ensure best practices are implemented by the Program team. The key responsibilities of the Board in achieving its mandate include oversight of the following:

- delivery of the Program in a manner consistent with estimates, budgets, and plans approved by Council;



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- development of procurement documents and protection of the integrity of procurement processes in accordance with applicable law and trade agreements to ensure fair, open, and transparent procurement processes and evaluations, including the receipt and review of reports from an independent fairness monitor;
- management and execution of obligations arising under contracts associated with the Program including management of contractual interfaces and assessment of whether substantial completion of the work under the contracts has been achieved;
- management of project schedules and any scope changes to the Program;
- management of communications and public relations (including as required by the funding agreements)
- the reporting relationship between the Program team and ALT; and
- the acquisition and disposition of land required for the Program.

In order to achieve the above mandate, the Board will be delegated the authority to allocate Program funds made available under the Program budget approved by Council, oversee the implementation of information technology, project management and document management systems compatible with City systems, and approve the final project agreements and recommend them for execution to the City Manager and City Clerk. The Board will also be provided authority to review and approve the recruitment, hiring, compensation and management of the Program's senior executive and the structure and composition of the Program team, including establishing a compensation structure, evaluation criteria, and recruitment process to recruit and/or retain skilled staff for the Program in a manner that may vary from City policies.

The Board will continually monitor the affordability of the Program and advise Council if material changes to scope, schedule, or budget are required. The Board will be obligated to comply with all Council policies and will hold regular meetings which will be open to the public except for those portions of the meetings dealing with confidential or commercially sensitive matters.

**The Role of the Administrative Leadership Team**

The ESC was largely comprised of a subset of ALT members. The ALT will take over ESC's responsibilities in respect of efficient decision making on corporate wide matters, such as corporate wide financial impacts, City shaping and corporate cross-operational impacts. For the purposes of considering Program matters, the Director, Supply Management and the Director, Calgary Transit will attend ALT. The City Manager, as a permanent member of the Board, will exercise discretion in the application and interpretation of Administration Policies if there is a question in regard to whether an Administration Policy (or portions of it) applies to the Program.

The objectives of the Bylaw are to enable Council, the Board, and Administration to work collaboratively to enable successful execution of the Program for all Calgarians.

**Stakeholder Engagement, Research and Communication**

Calgarians have emphasized the need to carefully manage risk throughout the planning, design, procurement, and delivery of the Program. Council, the City Auditor, the City Manager, and the General Manager, Green Line have all recognized the need to ensure an optimal governance structure to oversee the successful delivery of the Program on time and on budget and in

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accordance with the Council-approved Program vision, to achieve optimal outcomes for Calgarians and align with the guiding principles outlined in the Green Line Committee's terms of reference.

### **Strategic Alignment**

The Program team is executing on Council's desire to advance the Council-approved RouteAhead transit program and deliver the Program.

### **Social, Environmental, Economic (External)**

Improved governance will support the successful delivery of the Program and ensure the benefits contemplated by the Program overall.

### **Financial Capacity**

#### ***Current and Future Operating Budget:***

The recommendations in this report do not impact the current and future operating budget for the Program.

#### ***Current and Future Capital Budget:***

This report has no impact on the \$4.903 billion capital budget for the Program.

### **Risk Assessment**

The risks associated with not implementing an optimal governance framework are significant. The Administration and TRC are of the view that a change in the current governance framework is required to ensure that the Program will be successfully delivered.

There are some risks associated with implementing the proposed Board. These risks are identified and addressed in Attachment 2 (Green Line Board Risk Slide, page 28), and mitigation measures have been considered. This governance framework requires a high degree of collaboration between the Board, the Program team and ALT. The Bylaw and terms of reference have been drafted with this in mind and the City Manager's membership on the Board will help ensure that the right balance is struck between The City's corporate needs and Program needs.

### **REASON(S) FOR RECOMMENDATION(S):**

Council directed Administration to request that the TRC, among other matters, carry out an independent peer review of the "suitability and adequacy of the governance and resourcing of the project". For the reasons outlined in this report the TRC has recommended that this is the optimal time for Council to adopt the recommendations included in this report and establish the Board, and assign to it accountability for the governance and oversight of the successful delivery of the Program.

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### **ATTACHMENT(S)**

1. Attachment 1 – Previous Council Direction
2. Attachment 2 – Options Analysis and Recommended Option
3. Attachment 3 – Draft Green Line Board Bylaw and TOR Text
4. Attachment 4 – Skills Criteria – Green Line Board



### **PREVIOUS COUNCIL DIRECTION**

At its 2019 July 29 Combined Meeting, Council considered report TT2019-0811 titled “Green Line Q2 2019 Update”. The “Risk Assessment” section of that report indicated that Administration was establishing a Technical and Risk Committee (TRC) comprised of external industry project specialists in the areas of procurement, commercial strategies, stakeholder management, design, and construction to help mitigate risks associated with the Green Line Program. Council adopted the following motions in regard to the TRC’s consideration of governance:

- Recommendation 4: Direct Administration to have the Green Line Technical Risk Committee carry out an independent peer review of “the suitability and adequacy of the governance and resourcing of the Project”; and
- Recommendation 6: “Direct Administration to have the Green Line Technical and Risk Committee report to the SPC on Transportation & Transit Committee as part of the Green Line quarterly updates with respect to their independent peer review over the previous quarter”.

On 2019 September 18, in the “Risk Assessment” section of report TT2019-1073 titled “Green Line Q3 2019 Update”, Administration advised the SPC on Transportation and Transit that the members of the TRC had been selected and on that date, the TRC provided its first report (TT2019-1076 titled “Green Line Technical Risk Committee – Q3 2019 Update”) to the Committee. Council considered both reports on 2019 September 30 and adopted the recommendation of the SPC on Transportation and Transit in report TT2019-1076 directing Administration to have the TRC return with a quarterly update no later than Q4 2019. Report TT2019-1076 included biographies for each of the TRC members (Chair Don Fairbairn and members Albert Sweetnam, Eric Tromposch, and Erich Neugebauer) and, as Attachment 2, the TRC’s terms of reference. The terms of reference indicate that the TRC’s work is divided into two modules, module 1 focusing on the independent review of specific work elements as defined in report TT2019-0811 and module 2 focusing on preventative risk management.

On 2019 December 17, in accordance with Recommendations 4 and 6 adopted by Council on 2019 July 29, Chair Fairbairn provided a verbal report to the members of the Green Line Committee outlining the TRC’s analysis of enhancements required to Green Line Program Governance (GC2019-1594 titled “Technical and Risk Committee (TRC) Governance Review (Verbal)”). The Committee received his presentation for the Corporate Record.

On 2020 February 21, the Green Line Committee considered report GC2020-0246 titled “Green Line - Project Readiness Report”. This report included information about the project readiness plan developed jointly by the Green Line Program Team, the TRC and external experts supporting the Program in response to the conclusions and recommendations of the TRC in their project deliverability review which was completed in response to requests for the same by the General Manager of the Green Line Program and Council.

The deliverability review included a finding by the TRC members that the then current form of Program governance was ineffective for the delivery of a mega-program.

The Readiness Plan was intended to move the Green Line Program from its then current state of maturity, as reflected in the TRC members' findings, to the state of maturity required to successfully deliver the Program. The Readiness Plan was developed to:

- address gaps in program delivery identified by the TRC and required for successful execution of the Program; and
- support the successful completion of set-up, planning, procurement, and delivery activities required to be ready to go to market with minimal impacts to the overall schedule.

The Green Line Committee was advised that the development of the Readiness Plan was guided by five principles:

- Structure: Defining how the program and the definition of key deliverables (including scope, procurement documents and cost/schedule definition) will mature over time;
- Focus: Establishing a sequence and division of work to efficiently allocate resources, prioritize activities, reduce unnecessary change, and eliminate re-work;
- Accountability: Establish transparency and ownership of activities across the Green Line Program Team;
- Confidence: Re-establish confidence in the Program and the realization of the vision from within the team as well as from within The City organization, Council and other key stakeholders; and
- Discipline: Create discipline across the Program, reflected in the actions of every team member, to adhere to the plan and proactively support structure, focus, accountability, and confidence within themselves and their peers.

In regard to addressing the issues with governance identified by the TRC, the Committee was advised that one of the Green Line Program Team's 2020 goals was to secure Council approval for a final governance model, ensure that the governance model was fully operational and retain and recruit senior leadership and staff members with the right level of expertise who excel in a project environment.

On 2020 March 16, Council received report GC2020-0246 for the Corporate Record.

At its 2020 February 21 meeting, the Green Line Committee also considered report GC2020-0244 titled "Green Line Q4 2019 Update" and directed Administration to report back on 2020 April 23 with the final recommended Stage 1 Alignment, Business Case, Borrowing Bylaws, What we Heard Report, and Governance Recommendations. The 2020 April 23 Green Line Committee meeting was cancelled due to the COVID-19 pandemic. This report fulfils the Green Line Committee's direction to report back with governance recommendations.

# City of Calgary-Green Line

Governance - Options analysis and recommended option – Green Line Board  
Technical and Risk Committee

July 2020

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# Purpose and Recommendation

# Purpose

**Purpose:** The purpose of the governance assessment is to:

- Determine gaps in the current governance framework;
- Recommend improvements to enhance Program governance; and
- Assess the applicability of other governance frameworks utilized in comparable Programs.

**This review considers:**

- What governance framework will enable the Program to be successful?
- Are there significant implementation obstacles?
- Will a change in governance result in increased confidence in the Program?
- Can the Program attract and retain the leadership expertise required?
- What does success look like?

# Governance Key Success Factors

Program governance effectiveness can be assessed around 4 key pillars\*:

<b>Accountability (Focus)</b>	<b>Accountability</b> must be unambiguous and ensure there is absolute <b>focus</b> around managing Program risk and meeting Program objectives.
<b>Authority (Autonomy)</b>	<b>Authority</b> must be delegated to the Program leadership and they must have <b>autonomy</b> from public sector operating environment to make decisions.
<b>Alignment (Culture &amp; Policies)</b>	<b>Alignment</b> of the <b>culture and policies</b> must be around the Program and not the operating environment. These needs will change through the Program lifecycle.
<b>Disclosure (Transparent)</b>	<b>Disclosure</b> of information must be <b>transparent</b> to meet the needs of the public whilst protecting the commercial confidentially required to manage risk. And the Program leadership must proactively and frequently disclose changes in major Program risks to the governing body.

\* UK Department of Transport – Lessons from transport for the sponsorship of major Programs

# Technical and Risk Committee Conclusions and Recommendation

## Conclusions:

- **An improved internal governance framework** would be less likely than a Green Line Board (the Board) or wholly-owned subsidiary framework to result in a successfully delivered Program;
- **The Board framework** was, in 2019, not eligible to be implemented as the Municipal Government Act (MGA) prohibited the required delegation of Council's authority. The MGA has since been revised to enable the required delegation of authorities by Council. The Board is a proven framework that can be efficiently implemented;
- **A wholly-owned subsidiary framework** could be implemented, however, it is more difficult and time consuming to implement.

## Recommendation:

Seek Council direction to:

- Implement a Green Line Board framework; and
- Give three readings to the Bylaw that enables the establishment of the Board.



# Background



# Mega Programs

Delivering mega programs successfully is a difficult undertaking. Mega programs are large scale, technically and operationally complex, that must achieve results that have not been realized before to support improved public services.

These programs are expected to not only be executed successfully but to sustain public support in a fluid political environment. They are expected to be delivered within budget and on schedule and, as they employ public money, to be right the first time.

The focus required to successfully deliver a mega program is often significantly under appreciated by both public sector and private organizations. Mega programs require:

- Clarity of vision and unrelenting focus;
- Unambiguous accountability and authority;
- Extraordinary leadership with experienced and dedicated teams;
- High performance culture based on trust and commitment;
- High level of transparency
- Committed corporate and political leadership; and
- Rigorous controls and risk management processes.

# Mega Programs

- Mega programs within Canada and abroad are failing to achieve the benefits, cost estimates and schedules initially promised. Significant budget over-runs and schedule delays are becoming more common.
- Programs are becoming more complex and larger; and owners do not normally have the required experience and expertise to successfully manage them.
- Owners are required to retain more delivery risk as programs increase in scale and complexity and contractors are unwilling or unable to accept risks that they historically accepted.
- Public sector owners deliver a multitude of services to citizens but are not typically set up to deliver unique mega programs.
- Effective program governance is foundational to success and can and should change through the lifecycle of a program.

# Current Situation

- Green Line is a mega program and the size and complexity of the Program is unlike anything The City has delivered before;
- There is evidence that trust and confidence in the successful delivery of the Program has eroded;
- Council along with the City Auditor has identified the need to assess governance; and
- The Green Line Program would benefit from:
  - Enhanced focus and accountability;
  - Additional leadership throughout the team with mega Program experience;
  - Enhanced transparency through additional Program reporting;
  - A Program culture that is focused on timely and focused execution of work;
  - Corporate policies and systems tailored, where required, for a mega Program; and
  - An organizational transition from planning to the delivery phase.

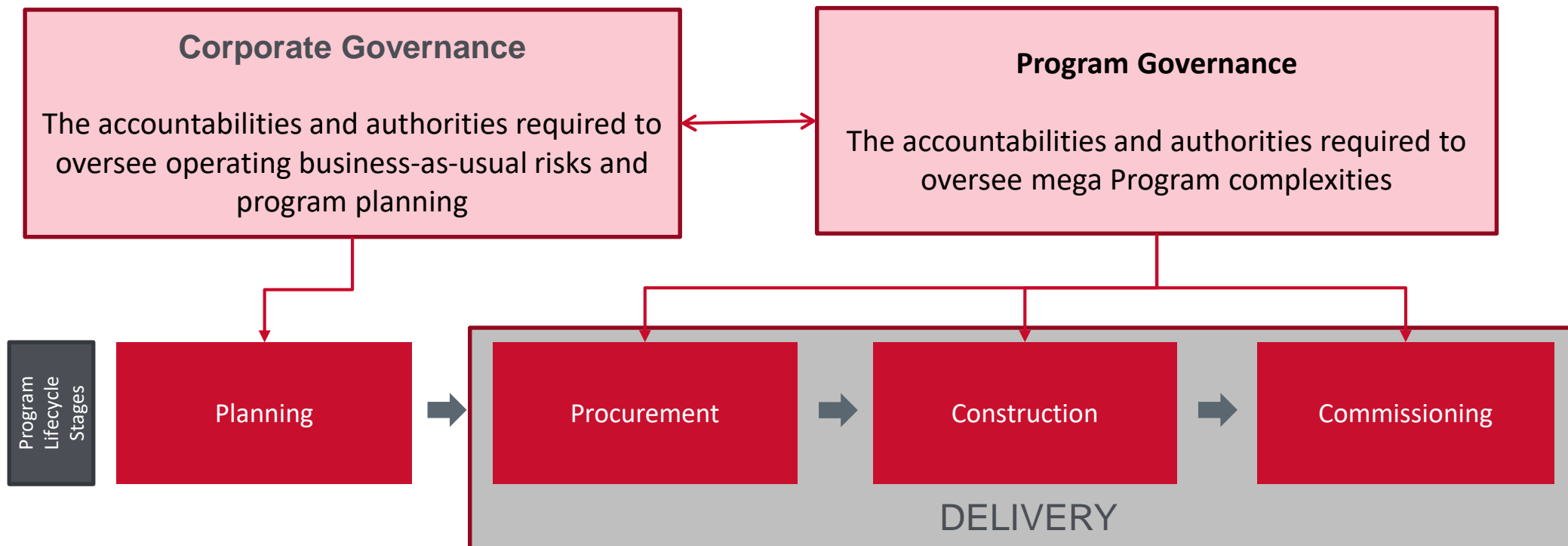




# Program Governance Frameworks

# Corporate vs Program Governance

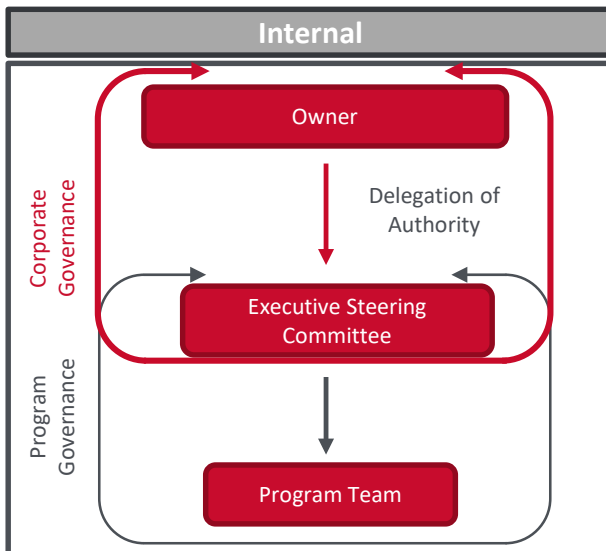
- Corporate governance focuses on planning and managing the risks of delivering services to taxpayers
- Program governance focuses on managing the risks of delivering large capital programs
- Stage Gates are required for City (Planning) and the Board (Program Delivery Gates)



# Program Governance Frameworks

Program governance frameworks vary in structure and quality of execution. The frameworks can be described, from the perspective of a Program owner, as internal, hybrid and external.

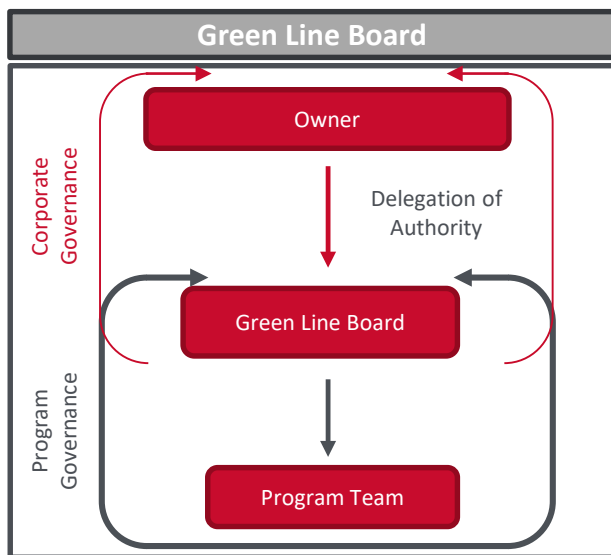
- Internal governance - can be effective if the owner is experienced with the delivery of mega Programs and has the culture and policies to support it.
- Hybrid structures - can be effective if the Green Line Board has delegated authorities and is comprised of an independent board of qualified professionals.
- External structures can be more effective if the external board complies with appropriate directives of the owner, as shareholder.



## Internal:

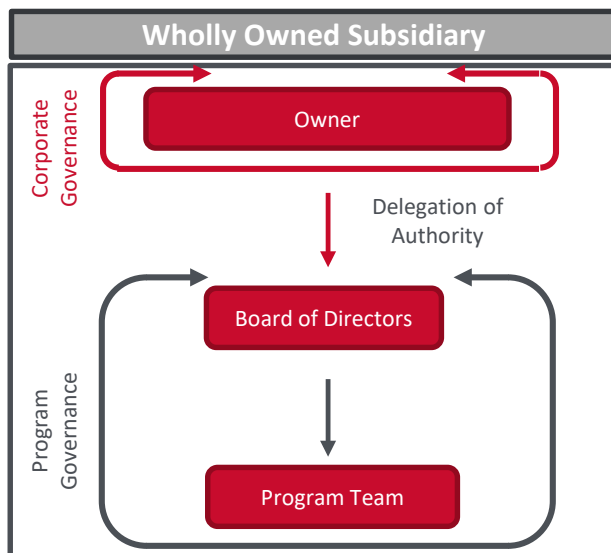
- Owner actively involved in framing scope and directing Program leadership throughout planning stage
- Owner typically is involved in construction/delivery stage
- Program steering committee comprised of internal corporate leadership
- Program delivered within existing corporate policy environment
- The existing Green Line Governance Framework is “Internal”

# Program Governance Frameworks



## Green Line Board:

- Owner approves mandate and scope and is less active in procurement stage
- Owner becomes involved only when GLB declares, on a forecast basis, inability to achieve goals and objectives
- Green Line Board, comprised of experienced and independent professionals, requires a clear mandate and delegated authority
- Corporate policy flexibility



## Wholly Owned Subsidiary:

- Owner approves mandate and specifies measurable goals and objectives and Program performance
- Owner becomes involved only when WOS Board declares, on a forecast basis, inability to achieve goals and objectives
- Subsidiary board comprised of independent professionals
- Policies are established to support delivery of the Program

# Mega-Program Precedents

- Large and mega programs within Canada are often delivered by public sector organizations with internal governance frameworks.
- In British Columbia, mega bridge and rapid transit projects are delivered externally through the Transportation and Investment Corporation (TI Corp).
- Also in British Columbia, the Capital Regional District is delivering a wastewater treatment program with a Program Governance Board
- Programs in Britain and Australia are often delivered with external, single purpose entities.

Internal	Green Line Board	External
<b>Canada:</b> <ul style="list-style-type: none"> <li>• Green Line</li> <li>• Evergreen Program</li> <li>• West Edmonton LRT</li> <li>• Eglington Crosstown</li> <li>• Confederation Line LRT</li> <li>• Hamilton LRT</li> <li>• Canadian Large Hydro Programs: Site C, Keeyask, Muskrat Falls</li> </ul>	<b>Canada:</b> <ul style="list-style-type: none"> <li>• Capital Regional District (CRD) Wastewater Program</li> <li>• Valley Line Edmonton LRT (Procurement only)</li> </ul>	<b>Canada:</b> <ul style="list-style-type: none"> <li>• TI Corp: Broadway Subway, Port Mann and Patullo Bridges</li> <li>• Canada Line ALRT</li> <li>• Montreal REM LRT</li> </ul> <b>International:</b> <ul style="list-style-type: none"> <li>• UK transit Programs: Crossrail, HS2,</li> <li>• Australia transit Programs: Canberra LRT</li> </ul>



# Assessment of Governance Frameworks

# Governance Key Success Factors

Program governance effectiveness can be assessed around 4 key pillars\*:

Accountability (Focus)	<b>Accountability</b> must be unambiguous and ensure there is absolute <b>focus</b> around managing Program risk and meeting Program objectives.
Authority (Autonomy)	<b>Authority</b> must be delegated to the Program leadership and they must have <b>autonomy</b> from public sector operating environment to make decisions.
Alignment (Culture & Policies)	<b>Alignment</b> of the <b>culture and policies</b> must be around the Program and not the operating environment. These needs will change through the Program lifecycle.
Disclosure (Transparent)	<b>Disclosure</b> of information must be <b>transparent</b> to meet the needs of the public whilst protecting the commercial confidentially required to manage risk. And the Program leadership must proactively and frequently disclose changes in major Program risks to the governing body.

\* UK Department of Transport – Lessons from transport for the sponsorship of major Programs

# Multi-criteria Analysis - details

	Internal City of Calgary	Program Board CRD	External Wholly Owned Sub
Authority (Autonomy)	<p><b>Current</b></p> <ul style="list-style-type: none"> <li>Authority is delegated to the administration however executing on this authority can be impacted by Council direction.</li> <li>Ability to attract and retain qualified management is limited by corporate HR policies.</li> </ul> <p style="text-align: right;">✓</p> <p><b>How to Improve:</b></p> <ul style="list-style-type: none"> <li>Difficult to change. Program managed within The City environment and under Council direction.</li> </ul> <p style="text-align: right;">✓</p>	<p><b>Current:</b></p> <ul style="list-style-type: none"> <li>Program Board has been delegated the authority to achieve the Program objectives and only return to CRD Board if the budget will be exceeded or schedule delayed.</li> <li>Program Board controls cost contingency</li> <li>CRD Board cannot interfere unless the Program Board fails to deliver within its mandate</li> <li>Program Board able to hire program executives and management at market compensation levels</li> </ul> <p style="text-align: right;">✓✓✓</p> <p><b>How to Improve:</b></p> <ul style="list-style-type: none"> <li>NA</li> </ul>	<p><b>Current:</b></p> <ul style="list-style-type: none"> <li>Full authority is delegated to wholly owned subsidiary.</li> <li>Wholly owned subsidiary is able to hire executives at market compensation levels</li> </ul> <p style="text-align: right;">✓✓✓</p> <p><b>How to Improve:</b></p> <ul style="list-style-type: none"> <li>NA</li> </ul>

- ✓ Needs improvement
- ✓✓ Acceptable
- ✓✓✓ Ideal



# Multi-criteria Analysis - details

	Internal City of Calgary	Program Board CRD	External Wholly Owned Sub
Account- ability (Focus)	<p><b>Current</b></p> <ul style="list-style-type: none"> <li>• Lack of mega program experience at executive leadership level</li> <li>• Competing corporate and program priorities results in lack of focus.</li> <li>• Lack of clarity of role around management of Program risk</li> <li>• Ambiguity around vision and business case objectives</li> <li>• Desire for flexibility – decisions are often delayed and/or changed</li> </ul> <p>✓</p> <p><b>How to Improve:</b></p> <ul style="list-style-type: none"> <li>• City Manager to chair ESC</li> <li>• ESC has augmented skills with external advisors.</li> <li>• ESC members must dedicate significantly more time to oversee Program</li> </ul> <p>✓✓</p>	<p><b>Current:</b></p> <ul style="list-style-type: none"> <li>• The delegation of authority created through the CRD bylaws, ensured the Commission is highly accountable</li> <li>• Absolute clarity of role and singular focus to deliver established in the CRD bylaws</li> <li>• Independent, experienced professionals make up the majority of Program Board</li> </ul> <p>✓✓✓</p> <p><b>How to Improve:</b></p> <ul style="list-style-type: none"> <li>• NA</li> </ul>	<p><b>Current:</b></p> <ul style="list-style-type: none"> <li>• Delegation of authority through shareholder letter ensures accountability</li> <li>• Board is independent from Council and The City operations</li> <li>• Board is populated primarily by private sector professionals</li> <li>• Absolute clarity of role and singular focus.</li> </ul> <p>✓✓✓</p> <p><b>How to Improve:</b></p> <ul style="list-style-type: none"> <li>• NA</li> </ul>

- ✓ Needs improvement
- ✓✓ Acceptable
- ✓✓✓ Ideal

# Multi-criteria Analysis - details

	Internal City of Calgary	Program Board CRD	External Wholly Owned Sub
Alignment (Culture and Policy)	<p><b>Current</b></p> <ul style="list-style-type: none"> <li>Corporate culture not aligned with Program culture</li> <li>Difficult to create a Program culture within the City corporate culture</li> <li>Certain policies not aligned with Program requirements i.e. HR</li> </ul> <p>✓</p> <p><b>How to Improve:</b></p> <ul style="list-style-type: none"> <li>Difficult to isolate and insulate the Program from the corporate culture.</li> <li>An inequitable culture could create tension with City staff</li> <li>Policies would need to be reviewed and revised to support the Program requirements</li> </ul> <p>✓</p>	<p><b>Current:</b></p> <ul style="list-style-type: none"> <li>Program environment isolated from corporate environment through delivery.</li> <li>Program commissioning phase demands collaboration between the Program team and Corporate operating team.</li> <li>Policies generally conform with CRD requirements but have been exempted as necessary</li> <li>Contract employees retained with market compensation</li> </ul> <p>✓✓</p> <p><b>How to Improve:</b></p> <ul style="list-style-type: none"> <li>Challenging to make improvements</li> </ul> <p>✓✓</p>	<p><b>Current:</b></p> <ul style="list-style-type: none"> <li>Full alignment internally around culture and policies</li> </ul> <p>✓✓✓</p> <p><b>How to Improve:</b></p> <ul style="list-style-type: none"> <li>NA</li> </ul>

- ✓

Needs improvement
- ✓✓

Acceptable
- ✓✓✓

Ideal

# Multi-criteria Analysis - details

	Internal City of Calgary	Program Board CRD	External Wholly Owned Sub
<div>Disclosure (Transparency)</div>	<p><b>Current:</b></p> <ul style="list-style-type: none"> <li>Reporting is improving in focus and detail yet requires continued improvement</li> <li>Too many problems get escalated due to lack of experience within Program team</li> <li>Difficulty balancing public disclosure requirements with sensitive commercial issues.</li> </ul> <p>√√</p> <p><b>How to Improve:</b></p> <ul style="list-style-type: none"> <li>Difficult to improve</li> </ul> <p>√√</p>	<p><b>Current:</b></p> <ul style="list-style-type: none"> <li>Structured and formalized public reporting</li> <li>Reporting transparent and aligned around Program objectives as well as cost and schedule.</li> <li>There are both public and closed meetings to balance the need for transparency and managing sensitive commercial issues.</li> <li>Reporting requirements established by the Program Board to test and confirm prudent oversight</li> </ul> <p>√√√</p> <p><b>How to Improve:</b></p> <ul style="list-style-type: none"> <li>NA</li> </ul>	<p><b>Current:</b></p> <ul style="list-style-type: none"> <li>Full alignment around disclosure requirement.</li> </ul> <p>√√√</p> <p><b>How to Improve:</b></p> <ul style="list-style-type: none"> <li>NA</li> </ul>

- √

Needs improvement
- √√

Acceptable
- √√√

Ideal

# Assessment of Governance Frameworks

Multi-Criteria Analysis Table	Internal (City of Calgary)	Program Board	Wholly Owned Subsidiary
Accountability	√√	√√√	√√√
Authority	√	√√√	√√√
Alignment	√	√√	√√√
Disclosure	√√	√√√	√√√

- √ Needs improvement
- √√ Acceptable
- √√√ Ideal

# Technical and Risk Committee Conclusions and Recommendation

## Conclusions:

- **An improved internal governance framework** would be less likely than a Green Line Board or wholly-owned subsidiary framework to result in a successfully delivered Program;
- **The Board framework** was, in 2019, not eligible to be implemented as the Municipal Government Act (MGA) prohibited the required delegation of Council's authority. The MGA has since been revised to enable the required delegation of authorities by Council. The Board is a proven framework that can be efficiently implemented;
- **A wholly-owned subsidiary framework** could be implemented, however, it is more difficult and time consuming to implement.
- **Recommendation:**

Seek Council direction to:

- Implement a Green Line Board framework; and
- Give three readings to the Bylaw that enables the establishment of the Board.

# Improved Internal Governance

Existing Green Line governance **may** be improved by:

- Improving the capacity of ESC members by including third-party advisors;
- Establishing a strong and distinct Program delivery culture;
- Aligning compensation with market to attract and retain the leadership expertise required.

Given that it is likely that some changes are too difficult to implement, the internal governance framework **may not** deliver the advantages of an independent governance framework, including:

- Singular focus with unambiguous accountability and authority;
- High performance culture aligned with needs of the Program;
- HR policies that enable the attraction and retention of management expertise;
- Controls that align with the requirements of the Program; and
- Individuals experienced in Program governance.



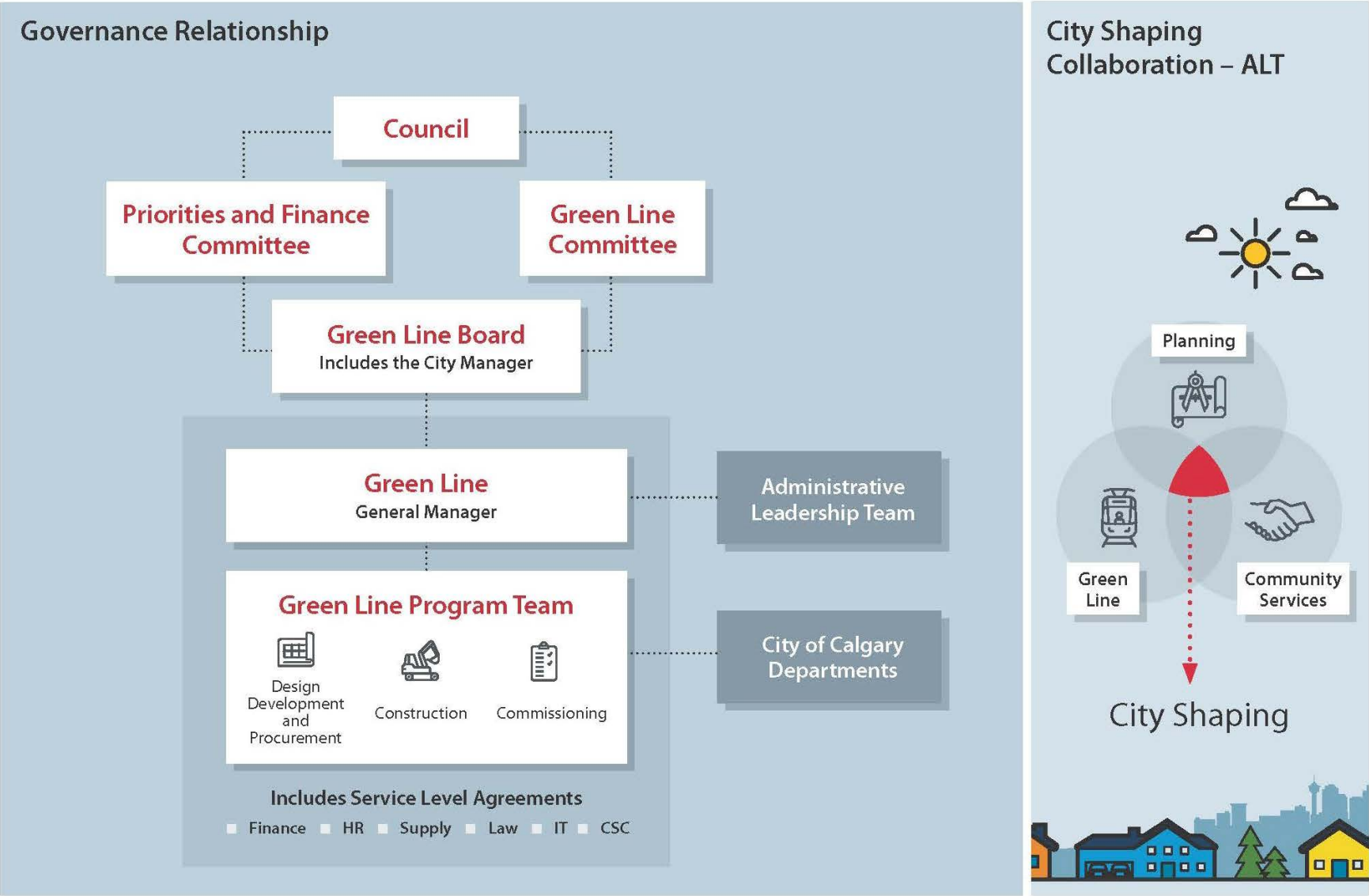
# Green Line Board

# Green Line Board Focus

- The GLB will deliver the Program in compliance with the overall objectives and principles established by Council.
- The GLB will be singularly focused on the delivery of Green Line Stage 1 for the duration of the Green Line delivery phase, with a planned handover to City transit operations within the first year of operations.
- The City will remain responsible for corporate policies, Bus Rapid Transit expansion, Transit Oriented Development and operating interfaces, and transit operations.



# Green Line Board Governance Framework



# Green Line Board Risks

Transition Risks	Mitigation
<ul style="list-style-type: none"> <li>Council does not approve GLB</li> </ul>	<ul style="list-style-type: none"> <li>Seek input and identify the risk of continuing to proceed with the existing governance framework</li> </ul>
<ul style="list-style-type: none"> <li>External and internal stakeholders lose confidence due to lack of understanding of GLB framework</li> </ul>	<ul style="list-style-type: none"> <li>Ensure merits of the GLB framework are clearly communicated including in the Bylaw</li> </ul>
<ul style="list-style-type: none"> <li>The transition to GLB delays Segment 1 RFP issuance</li> </ul>	<ul style="list-style-type: none"> <li>Keep Program Delivery Team focused on RFP issuance deadline</li> </ul>
Implementation Risks	Mitigation
<ul style="list-style-type: none"> <li>GLB is unable to attract qualified members</li> </ul>	<ul style="list-style-type: none"> <li>Engage a search firm</li> </ul>
<ul style="list-style-type: none"> <li>Program performance is inadequate under GLB</li> </ul>	<ul style="list-style-type: none"> <li>Accountability and authority must be clear and focused and Program team must be motivated</li> </ul>
<ul style="list-style-type: none"> <li>Risk of non-compliance with procurement law and trade agreements</li> </ul>	<ul style="list-style-type: none"> <li>GLB and Program Team subject to the same law and trade agreements</li> </ul>
<ul style="list-style-type: none"> <li>The GLB and City Administration required to coordinate interfaces: design, TOD, utilities relocation, commissioning</li> </ul>	<ul style="list-style-type: none"> <li>Set up ALT to coordinate and manage the work between Program Team and The City</li> </ul>
<ul style="list-style-type: none"> <li>Unable to achieve the high level of collaboration required between GLB, ALT and Program Team</li> </ul>	<ul style="list-style-type: none"> <li>Seek input from ALT early to address concerns</li> </ul>



# Next Steps (Transition Plan)

# Next Steps

Upon approval of the governance framework, small working group led by the inaugural GLB chair and including the City Manager and the Program Director, will:

- Advise Provincial and Federal government of changes to governance framework;
- Develop a transition plan to concurrently implement GLB and Green Line activities; and
- Identify inaugural GLB members and develop GLB manual and structure of periodic reports.



# Appendix A

## Program Precedents

# Program Precedents

Country	Program	Brief Description	Type of Contract	Internal /External	Structure Details
Canada	Eglinton Crosstown LRT	19km light rail transit (LRT) line being constructed from Kennedy Station to Mount Dennis (Weston Road) in Toronto, Canada. Approximately 10km of the line will be located underground and up to 26 stations will be built along the stretch	Design-Build-Finance-Maintain (DBFM)	Internal	Metrolinx is responsible for the planning and delivery of the Program and oversees its delivery through its Planning and Development Group and Capital Programs Group.
Canada	Confederation Line (Stage 2)	44km light rail transit (LRT) line being constructed from Bayshore to Place d'Orleans, and south to Bowesville (Ottawa, Canada). The Stage-2 Program will add 24 stations to the O-Train system.	Design Build Finance (DBF)	Internal	The City of Ottawa was responsible for the planning and implementation phases of the Program. Program implementation oversight was conducted by the City's Executive Steering Committee (comprised of City Manager, as well as Directors from the Transportation Services Department, Rail Construction Program, and Corporate Services).
Canada	Trillium Line South	16 kilometer extension of existing line, with an addition of 8 new stations and 3,000 new park-and-ride spaces.	DBFM	Internal	The City of Ottawa is responsible for the planning and implementation phases of the Program. Program implementation oversight is to be done by the City's Executive Steering Committee (comprised of City Manager, as well as Directors from the Transportation Services Department, Rail Construction Program, and Corporate Services).



# Program Precedents

Country	Program	Brief Description	Type of Contract	Internal /External	Structure Details
Canada	CanadaLine LRT	Canada Line is a 19km rail rapid transit system connecting downtown Vancouver, the Vancouver International Airport and Central Richmond. It has 16 stations, two bridges and nine kilometers of tunnel.	Design-Build-Finance-Operate-Maintain (DBFOM)	External	Canada Line Rapid Transit Inc. (CLCO): a wholly-owned and independently governed subsidiary of GVTA, managed the final planning, procurement process, construction and overall implementation of the Program.
Canada	Edmonton Valley Line LRT	27 km (17 mi), low-floor urban light rail line in Edmonton, Alberta currently under construction. The line will be constructed in phases, with phase 1 being the 13.1 km (8.1 mi), 12-station portion between Mill Woods and Street (Downtown) allowing passengers to connect with the Capital Line and Metro Line at Churchill station	Design-Build-Operate-Maintain (DBOM)	Internal	The City of Edmonton's LRT Design and Construction Branch was responsible for delivering the Valley LRT Program.
Canada	Waterloo to Kitchener	Stage 1 of the rapid transit system includes 19 kilometres of tracks, 16 stations and 14 tram sets, on its route from Conestoga Mall in Waterloo to Fairview Park Mall. The Program scope also included 13 Traction Power Substations and the Operations and Maintenance Storage Facility.	DBFOM	Internal	Infrastructure Ontario acted as the P3 Commercial Procurement Advisor and was responsible for the planning and delivery of the Program.

# Program Precedents

Country	Program	Brief Description	Type of Contract	Internal /External	Structure Details
Australia	CBD and South East LRT	<p>The Sydney Light Rail (SLR) network, commonly referred to as Sydney Light Rail is a LRT system serving the Australian city of Sydney, New South Wales. The network currently consists of a 12.8km LRT with 23 stations known as Dulwich Hill Line. The extension of existing inner west light rail to Dulwich Hill was opened in 2014.</p> <p>The second line, called the CBD and South East Rail is under construction and is scheduled to be completed by 2020. The CBD south east LRT spans 12 kms from circular Quay to Sydney's south eastern suburbs.</p>	DBFOM	Hybrid	Transport for NSW established an SLR Program advisory board to provide assurance, strategic oversight and support throughout the delivery of the Program. Advisory board acted as an intermediary to the Premier, Minister for Transport, and Minister for Roads and Freight in the local government.
Australia	Canberra LRT	12-kilometre line links the northern town of Gungahlin to Canberra and comprising of 13 stops, 14 Light Rail	DBFOM	External	The government agreed to establish an independent, statutory authority to implement the light rail Program and associated development in the corridor. The Light Rail Program Board (LRPB) was an advisory board governed by the Light Rail Program Board Charter. It focused on high-level strategic decisions for the light rail Program.



# Program Precedents

Country	Program	Brief Description	Type of Contract	Internal /External	Structure Details
USA	Eagle Commuter Line	30.2-mile Program that consists of two lines- Gold Line from DUS westward : the East Corridor from Denver International Airport (DIA) to Downtown Denver at Denver Union Station (DUS) and the Road in Wheat Ridge.	DBFOM	Internal	Denver's regional transportation authority was responsible for the delivery of the Program.
Australia	Gold Coast Rapid Transit	Rapid Transit Program is a 13 kilometer light rail system connecting Griffith University to Broadbeach and passing through the key activity centers of Southport and Surfers Paradise.	DBFOM	Internal	TransLink, the Regional Transit Authority, entered into an agreement with Gold Coast City Council for the funding and implementation of the Program. A Steering Committee was chaired by TransLink and was the decision making-body throughout the Program.

# Program Precedents

Country	Program	Brief Description	Type of Contract	Internal /External	Structure Details
Canada	Broadway Subway	5.7 kilometer extension from existing SkyTrain system to a new station at Arbutus Street.	DBF	External	Program delivered by the Province of BC, through a wholly owned subsidiary with an independent, professional board
Canada	Surrey Langley SkyTrain Extension	16.5 kilometer rapid transit Program that will add 8 stations, 3 bus exchanges, park and ride spaces, 55 SkyTrain vehicles, and an operations and maintenance centre.	DBF	Internal	TransLink, the Regional Transportation Authority currently has the mandate to plan, secure funding and deliver this Program.
Canada	Evergreen Line	The Evergreen Line is an 11-kilometre extension to the existing SkyTrain system in Metro Vancouver, seamlessly integrating with the Millennium Line at Lougheed Town Centre Station.	DBF	Internal	Program Board was established to provide guidance and oversight for the implementation of the Program. Members included representatives from the Ministry of Transportation and Infrastructure, TransLink and Partnerships BC.

# Major Program Precedents

Country	Program	Brief Description	Type of Contract	Internal /External	Structure Details
Canada	Hamilton LRT	14-kilometre LRT line that will run through downtown Hamilton, with an addition of 17 new stations.	DBFOM	Internal	Metrolinx is responsible for the planning and delivery of the Program and oversees its delivery through its Planning and Development Group and Capital Programs Group.
Canada	Hurontario LRT	18-kilometre rapid transit system extending into Brampton, with 19 new stations.	DBFOM	Internal	Metrolinx is responsible for the planning and delivery of the Program and oversees its delivery through its Planning and Development Group and Capital Programs Group.
Canada	Reseau Express Metropolitain LRT	Rapid transit system to add 67 kilometers. System will link several suburbs with Downtown Montreal via Central station.	DBFOM	External	CDPQ Infra is a wholly owned subsidiary of Caisse de dépôt et placement du Québec and is responsible for developing and operating the Réseau express métropolitain (REM).

# Program Precedents

Country	Program	Brief Description	Type of Contract	Internal /External	Structure Details
UK	Crossrail	Crossrail has procured 116 major contracts, with a combined value of more than £8 billion. As well as the main works packages, this included enabling or advance works, various frameworks, the design contracts, many disparate services, and notably the contract to design, build and maintain the trains which was procured on behalf of Transport for London as the operator of Crossrail.	Multiple Contracts	External	Crossrail defined its governance at two levels: -Corporate Governance – established by the Crossrail Board which sets out delegated authority levels for the Board, its committees and subcommittees as well as the scheme of delegated authorities for the executive directors of Crossrail. -Program governance – which sits beneath this and constitutes all the forums which, in aggregate, control the Crossrail Program in accordance with the Delivery Strategy.
UK	Timetabling for Northern and Thameslink/Great Northern services	The Thameslink Program, originally Thameslink 2000, is a £6 billion Program in south-east England to upgrade and expand the Thameslink rail network to provide new and longer trains between a wider range of stations to the north and to the south of London.	Multiple Contracts	External	Thameslink Program was responsible for development and delivery of the new infrastructure, in accordance with the requirements of the client, Department for Transport, up to the point at which it is accepted by the long-term operators of the infrastructure.



# Appendix B

## Governance Pillars - Key Success Factor description

# Accountability

Elements	Considerations	Attributes
Strategy/Policy	<ul style="list-style-type: none"> <li>Is the accountability for setting and implementing the relevant policy and strategy clear?</li> <li>Is it clear in the governance framework who is the sponsor?</li> <li>Is sponsor clear about accountabilities over the lifetime of the Program?</li> </ul>	<ul style="list-style-type: none"> <li>Unambiguous</li> <li>Clarity of role</li> <li>Set up to maintain stable scope and operating environment</li> <li>Defined values and desired behavior</li> <li>Objective</li> <li>Controls benefits and community impacts, as well as cost and schedule</li> </ul>
Requirement setting (owner's requirements )	<ul style="list-style-type: none"> <li>Does the governance framework clearly show who is accountable for setting requirements?</li> <li>Is it clearly shown how the Sponsor's requirements are controlled through the Program lifecycle?</li> </ul>	
Execution strategy	<ul style="list-style-type: none"> <li>Does the governance framework clearly show who is accountable for the execution strategy, and how it is controlled through the Program lifecycle?</li> </ul>	
Benefits realization	<ul style="list-style-type: none"> <li>Does the governance framework define accountability for the delivery of benefits?</li> </ul>	
Risk management strategy	<ul style="list-style-type: none"> <li>Does the governance framework define accountability for the management of risk?</li> <li>Is the risk allocation between stakeholders clearly specified?</li> </ul>	

# Authority

Elements	Considerations	Attributes
Types of authority	<ul style="list-style-type: none"> <li>Is there a clearly defined delegation of authority?</li> <li>Are critical decisions, reserved for higher-level decision-making, explicitly defined?</li> </ul>	<ul style="list-style-type: none"> <li>Clarity of role and extent of autonomy</li> <li>Defined values and desired behavior</li> <li>Rigorous, objective decision making</li> <li>Must govern benefits and community impacts, as well as cost and schedule</li> <li>Capacity to be “commercial” and to manage with a risk aware culture in uncertain environments</li> </ul>
Delegation	<ul style="list-style-type: none"> <li>Does the governance framework set out limits of delegation?</li> <li>Is the delegation of authority appropriate, allowing timely decisions?</li> </ul>	
Decision-making bodies	<ul style="list-style-type: none"> <li>Does the Program Director have the ability to make timely decisions required to maintain Program schedule?</li> <li>Are decision-making bodies sufficiently resourced with experienced individuals?</li> </ul>	
Decision-gates	<ul style="list-style-type: none"> <li>Does the execution strategy partition the Program into stages, punctuated by decision points where critical decisions are reserved for the appropriate levels of authority?</li> </ul>	
Decision-making routes	<ul style="list-style-type: none"> <li>Are routine and escalated decision routes clear and efficient?</li> <li>Are approval bodies described in the overall governance framework?</li> <li>Is there an integrated approvals framework?</li> </ul>	
Intervention	<ul style="list-style-type: none"> <li>Does the governance framework clearly identify the triggers for intervention by higher-level decision-makers?</li> </ul>	

# Alignment

Elements	Considerations	Attributes
<p><i>Alignment with...</i></p> <p>Corporate governance and target operating model</p>	<ul style="list-style-type: none"> <li>Is the decision on the Delivery Model based on a firm understanding of the target operating model for the asset once in operation?</li> <li>Does the governance framework explain whether the Program can be delivered within the existing corporate governance framework or outline what changes are required?</li> </ul>	<ul style="list-style-type: none"> <li>Program success (meet all KPIs) is most important single objective</li> <li>Must govern benefits and community impacts, as well as cost and schedule</li> <li>Defined communication channels</li> <li>Relationship-building between Program and corporate staff</li> <li>Alignment with funders, stakeholders and the Program is critical</li> </ul>
Legislation	<ul style="list-style-type: none"> <li>Does the governance framework describe how alignment with legislation will be assessed?</li> <li>Does the governance framework describe the mechanisms to ensure Program objectives remain aligned with changing legislation?</li> </ul>	
Portfolio priorities	<ul style="list-style-type: none"> <li>Does the governance framework describe how alignment with other Programs in the corporate Program portfolio will be assessed?</li> </ul>	
Stakeholders	<ul style="list-style-type: none"> <li>Does the governance framework describe how alignment with stakeholder interests will be assessed and maintained?</li> </ul>	
Corporate culture and behaviors	<ul style="list-style-type: none"> <li>Has the governance framework been developed in consideration of cultural characteristics of the organizations involved?</li> </ul>	
Funders	<p>Has the governance framework considered:</p> <ul style="list-style-type: none"> <li>whether it is appropriate to include the funders in the governance system?</li> <li>whether funder governance arrangements are a constraint for decisions reserved to them?</li> </ul>	



# Disclosure

Elements	Considerations	Attributes
Regular reporting	<ul style="list-style-type: none"> <li>Define the information and reporting requirements for each governance body?</li> </ul>	<ul style="list-style-type: none"> <li>Consistent</li> <li>Establish transparent culture</li> <li>Focused on values, cost and schedule variance</li> <li>Healthy skepticism</li> <li>Attentive to detail</li> <li>Communicate early and automatically</li> </ul>
Exception reporting	<ul style="list-style-type: none"> <li>Define the exception conditions and escalation routes?</li> </ul>	
Conflicts of interest	<ul style="list-style-type: none"> <li>Describe how members resolve personal conflicts of interest?</li> </ul>	
Transparency	<ul style="list-style-type: none"> <li>Describe requirements for transparency of how, when and by whom decisions are made?</li> <li>Describe assurance and record keeping requirements, for information upon which decisions are made, and disclosed?</li> </ul>	
Assurance	<ul style="list-style-type: none"> <li>Include effective and independent challenge?</li> <li>Describe how the governance framework will be reviewed to make sure it remains fit for purpose throughout the Program delivery stages?</li> <li>Identify the triggers/conditions for consequential assurance?</li> </ul>	



## **Proposed Text of a Bylaw to Establish the Green Line Board**

**WHEREAS**, after considering revised Report GC2020-0583, Council approved the Green Line Stage 1 Program on June 16, 2020;

**AND WHEREAS**, Council has considered the governance structure required for the Green Line Stage 1 Program as described in Report GC2020-0772;

**AND WHEREAS**, Section 203 of the *Municipal Government Act*, R.S.A. 2000, c. M-26 provides that Council may by bylaw delegate its powers, duties or functions to a council committee which may include a board;

**AND WHEREAS**, by this Bylaw Council establishes the Green Line Board as a committee of Council to govern and oversee the Green Line Stage 1 Program as more specifically set forth in this Bylaw including the attached terms of reference;

**AND WHEREAS**, pursuant to this Bylaw and attached terms of reference, the Green Line Board is granted authority to make decisions and approve actions within its mandate.

### **SHORT TITLE**

1. This Bylaw may be cited as the "Green Line Board Bylaw".

### **PURPOSE**

2. The Purpose of this Bylaw is to establish the Green Line Board as a committee of Council.

### **DEFINITIONS**

3. (1) In this Bylaw,
  - (a) "*Administrative Leadership Team*" means The City's administrative leadership team as constituted by the City Manager which, for purposes of this Bylaw shall include The City's Director of Supply Management and Director of Calgary Transit;
  - (b) "*Affordability*" means the sum of all capital costs compared to the sum of all available funding with respect to the Program, as approved by Council;
  - (c) "*Board*" means the Green Line Board established by this Bylaw;
  - (d) "*City Manager*" means the individual appointed by Council as its chief administrative officer pursuant to Bylaw 8M2001;
  - (e) "*Confidential Information*" means information, whether oral, written or in electronic form and includes information that pertains to design, approvals, land acquisition, procurement, and construction, that is

identified as confidential or would reasonably be considered as confidential but excluding any information:

- i. possessed by a Board member prior to receipt from The City;
  - ii. published or available to the general public other than through a breach of this Bylaw;
  - iii. obtained from a third party with a valid right to disclose it, provided that the third party is not under a confidentiality obligation, directly, or indirectly, to The City;
  - iv. independently developed by a Board member who had no knowledge of or access to Confidential Information;
  - v. disclosed by a Board member with the prior written approval of The City;
  - vi. required, in the reasonable opinion of the City Solicitor and General Counsel, to be disclosed by operation of law or requirement of a court, governmental agency, or administrative tribunal; or
  - vii. information disclosed by The City pursuant to a request to access records under Part 1 of FOIP;
- (f) “*Council*” means the municipal council of The City;
- (g) “*Delivery*” means the design-development, procurement, construction and commissioning of the Program.
- (h) “*FOIP*” means the *Freedom of Information and Protection of Privacy Act*, RSA 2000 c F-25, as amended or any statute enacted in its place;
- (i) “*Funding Agreements*” means agreements between The City and the federal and/or provincial governments that set out the terms and conditions of funding of the Program;
- (j) “*Green Line Program Team*” means the team of individuals required to complete the Program;
- (k) “*LRV Purchase*” means the purchase of low-floor light rail transit vehicles for the Program;
- (l) “*Program*” means the Green Line Stage 1 Program extending from 126th Avenue Southeast to 16<sup>th</sup> Avenue North as approved by Council (which may be divided into Segments 1, 2A, and 2B), but excluding Bus Rapid Transit improvements.

- (m) “*Project Agreements*” means the contracts entered into between Project Cos and The City in respect of the Program, and the contract for the LRV Purchase;
  - (n) “*Project Co*” means a special purpose vehicle that enters into a Project Agreement with The City;
  - (o) “*Substantial Completion*” shall have the same meaning as defined in the Project Agreement(s); and
  - (p) “*The City*” means the municipal corporation of The City of Calgary.
- (2) Any schedules attached to this Bylaw form part of the Bylaw.
  - (3) If this Bylaw refers to any statute, regulation or bylaw, the reference is to the statute, regulation or bylaw as amended, whether amended before or after the commencement of this Bylaw, and includes reference to any statute, regulation or bylaw that may be substituted in its place.

#### **ESTABLISHMENT AND TERM**

- 4. The Board is hereby established as a committee of Council. The Board shall exist until such time as this Bylaw is repealed by Council.

#### **MANDATE**

- 5. The mandate of the Board is to use its collective expertise to govern and oversee the successful Delivery of the Program, and to carry out Council direction provided to administration and to the Board related to Delivery of the Program.

#### **COMPOSITION OF THE BOARD**

- 6. The Board shall consist of a minimum of three and a maximum of nine members.
- 7. The Board members shall have a range of expertise in areas such as governance, leadership, procurement, engineering design, construction, project management, urban design, and P3 transactions in respect of projects comparable to the Program.
- 8. Board members shall not be subject to the recruitment and appointment process specified in Council Policy CP2016-03 titled, “Governance and Appointments of Boards, Commissions and Committees”. Board members do not have to be residents of Calgary. Notwithstanding the Procedure Bylaw 35M2017, Board membership shall not be reviewed annually at The City’s Organizational Meeting.
- 9. The City Manager shall be a member of the Board at all times.
- 10. Notwithstanding section 154(2) of the *Municipal Government Act*, neither the Mayor nor any member of Council shall be a member of the Board.

11. No member of the administration of The City, other than the City Manager, shall be a member of the Board.
12. Three members of the Board shall serve for an initial term of three years and the remaining Board members shall serve for an initial term of four years. Board members may be reappointed after serving their initial terms for additional terms of four years.
13. Initial members of the Board shall be recommended by the City Manager and appointed by Council, and subsequent Board members shall be recommended by the Board Chair and City Manager and appointed by Council. Initial Board members shall be appointed not later than 120 days after Council passes this Bylaw and, thereafter, Board members shall be recommended and appointed no later than 90 days after a Board member vacancy comes into effect.
14. The Chair of the Board shall be recommended by the City Manager and appointed by Council. The Board shall appoint the Vice-Chair on an annual basis from among the Board members. The initial Board Chair shall serve for a period ending no later than December 31, 2020.
15. A Board member may resign at any time by notice in writing to the Chair, and the Chair may resign at any time by notice in writing to the City Manager. The City Manager shall report Board member resignations to Council.
16. Prior to appointment as a Board member, each individual must sign an acknowledgement that the individual will adhere to the standards described in the Code of Conduct for Citizen Members Appointed to Council Established Boards, Commissions and Committees (CC045). Board members shall be required to execute a confidentiality agreement for the Program.
17. Board members are subject to the Code of Conduct for Citizen Members Appointed to Council Established Boards, Commissions and Committees (CC045) except as otherwise provided in this Bylaw, or where the Code of Conduct conflicts with this Bylaw in which case this Bylaw shall prevail.
18. Notwithstanding the provisions of the Code of Conduct for Citizen Members Appointed to Council Established Boards, Commissions and Committees (CC045), Board members shall have an obligation to keep all Confidential Information strictly confidential and not disclose Confidential Information outside of The City. Board members may share Confidential Information with Council and administration of The City as appropriate and in furtherance of the Board's mandate and duties.
19. Board members shall use due diligence and reasonable efforts to carry out the Board's duties and mandate as specified in this Bylaw.
20. Council may revoke the appointment of a Board member without cause.
21. Members of Council and of the administration of The City may attend closed sessions of Board meetings only on invitation from the Board Chair.

## **INDEMNIFICATION OF BOARD MEMBERS**

22. The City shall indemnify citizen members of the Board pursuant to the Indemnification of Council Citizen Appointments to Council Established Municipal Boards, Commissions, Authorities and Committees (CC040) and, at the discretion of the City Manager and the City Solicitor and General Counsel, The City may enter into indemnification agreements with, and provide supplemental insurance for, citizen members of the Board to address liability that may arise from their service as Board members.

## **ALLOCATION OF PROGRAM FUNDS**

23. The Board shall approve the allocation of Program funds made available by Council pursuant to the Program budget approved by Council.

## **DUTIES AND AUTHORITIES**

### **Green Line Program Team and Senior Executive**

24. Notwithstanding Bylaw 8M2001 (the bylaw establishing the position of the City Manager), the Board shall review and approve:
- a. the recruitment, hiring, compensation, supervision, management, and terms of employment of the Program's most senior executive responsible for managing the Program and Green Line Program Team; and
  - b. the structure and composition of the Green Line Program Team,
- and may establish a compensation structure, evaluation criteria, recruitment process, and related policies, specific to the Green Line Program Team that may be separate from comparable City compensation structures and policies, and, as appropriate, to recruit and/or retain skilled staff for the Program.

### **Execution of Contracts**

25. The Board shall approve the final Project Agreements and shall recommend execution of the Project Agreements to the City Manager if the funds required for the execution of the Project Agreements are included in an approved budget of Council for the Program. Notwithstanding the Execution of Contracts Bylaw 43M99, the Project Agreements shall be properly executed if signed by the City Manager and the City Clerk. Amended or additional Funding Agreements negotiated and agreed to by The City shall be properly executed if signed by the City Manager and the City Clerk.
26. Other than the Project Agreements and Funding Agreements, contracts required for implementation and completion of the Program shall be executed in accordance with a delegation of authority approved by the City Manager under Execution of Contracts Bylaw 43M99 for the Program, if the funds required for the execution of the contracts is included in an approved budget of Council.

27. The Board may approve the entering into contracts to retain the services of any individual or corporation, other than legal counsel, for purposes related to the Program provided that the required funds are included in an approved budget of Council.

#### **CONTRACTS AUTHORIZED BY THE BOARD**

28. All contracts, including any amended or additional Funding Agreements, the Project Agreements approved and recommended for execution by the Board and executed by the City Manager and the City Clerk, and any other contracts executed in accordance with the delegation of authority approved by the City Manager under Execution of Contracts Bylaw 43M99 for the Program, are valid and binding on The City.

#### **REMUNERATION**

29. The City Manager shall set the remuneration for the Board Chair and Board members.

#### **FOIP**

30. The City Clerk, or a delegate of the City Clerk, will act as the FOIP Head of the Board, and shall support the Board in responding to FOIP requests for records and compliance with FOIP.
31. The City's FOIP fee schedule will apply to FOIP requests for records of the Board in the custody or control of the Board.
32. Nothing in this Bylaw shall be interpreted as precluding The City from disclosing information that The City may be required or ordered to disclose under FOIP.

#### **TERMS OF REFERENCE**

33. The Terms of Reference for the Board shall be as set out in Schedule A to this Bylaw.

#### **COMING INTO FORCE**

34. This Bylaw comes into force on the date it is passed.



## **SCHEDULE A**

### **Green Line Board Terms of Reference**

#### **DEFINITIONS**

1. The definitions set forth in the Green Line Board Bylaw shall apply to this Terms of Reference.

#### **DUTIES AND AUTHORITY**

##### **Program Implementation**

2. In delivering the Program, the Board shall not do anything, or fail to do anything, that would result in The City being in breach of any contracts or agreements associated with the Program.
3. The Board shall oversee and ensure best practices are implemented by the Green Line Program Team with respect to matters including:
  - a. the development of all procurement documents, including the approval of modifications to the procurement documents, and coordination with business units of The City;
  - b. the construction and implementation of the Program in a manner consistent with estimates, budgets and plans approved by Council;
  - c. the management and execution of obligations arising under contracts associated with the Program, including Funding Agreements;
  - d. the protection of the integrity of the Program procurement processes in accordance with the applicable law and trade agreements to ensure a fair, open, and transparent competitive procurement process, including the avoidance of conflict of interest;
  - e. the receipt and review of reports of an independent procurement fairness monitor;
  - f. the evaluation of submissions in response to the Requests for Qualifications and the Requests for Proposals issued for the Program, including development of the evaluation process and the recommended "short-list";
  - g. the management of scope changes to the Program as requested by The City, the Project Cos or contractors;

- h. the management and oversight of the implementation of the Program and of The City's contractual obligations with regard to the Program;
  - i. the management of interfaces between The City and each Project Co;
  - j. the receipt, review, clarification and approval of invoices in respect of the Program;
  - k. the management of all delays and the project schedule of the Program;
  - l. the assessment of whether Substantial Completion(s) under the Project Agreement(s) have been achieved;
  - m. the assessment of whether Program contracts are being performed in accordance with the applicable contractual terms;
  - n. the management of communications and public relations (including as required by the Funding Agreements);
  - o. the Green Line Program Team's reporting relationship to the Administrative Leadership Team; and
  - p. the acquisition or disposition of land required for the Program.
4. The Board may approve any recommended "short-list" and shall be responsible for the award of the work to proponents or bidders that are successful in the competitive procurement processes.
5. The Board will receive reports from the Technical and Risk Committee.

#### **Affordability of the Program**

6. The Board shall monitor the Affordability of the Program and advise Council if material changes to the scope, schedule, or funding are required.

#### **Frequency of Reporting**

7. The Board shall report on the Program to the Priorities and Finance Committee on a quarterly basis, and more frequently as required by extraordinary circumstances or at the discretion of the Board.

#### **Information Technology**

8. The Board shall oversee the implementation of information technology, project management and document management systems for the Program that are compatible with City systems and meet City requirements.

#### **Legal Matters**

9. The Board shall not have authority to settle actions, claims, litigation or demands by or against The City related to the Program, but may make recommendations regarding these issues to the City Manager and the City Solicitor and General Counsel for their consideration where funds that would be paid as part of any settlement would be drawn against a Program budget, and such funds are included in a Program budget approved by Council.
10. The Board shall advise the City Solicitor and General Counsel and The City's Manager of Litigation of any litigation or potential litigation related to the Program.
11. The Board shall not have the authority to retain external legal counsel but may make recommendations to the City Solicitor and General Counsel for the retention of external legal counsel to assist with disputes related to the Program and to otherwise support the Program. External counsel shall be retained by, and report to, the City Solicitor and General Counsel.

## **POLICIES AND DIRECTIVES**

12. The Board shall review and comply with all relevant Council policies.
13. The City Manager may exercise discretion to determine the application and interpretation of administrative policies as these apply to the Program.

## **BOARD MEETINGS**

### **Regular Board Meetings**

14. At its first meeting, the Board shall establish a schedule for meetings to include at least eight meetings for the first year of Board meetings. The Chair, in consultation with the City Clerk, shall establish the date and time of the first Board meeting.
15. At the last regular meeting of each calendar year, the Board shall adopt an annual schedule for the following year to include at least four meetings and the Board shall file the schedule with the City Clerk.
16. The Board may conduct meetings by means of telephone, electronic or other communication facilities according to procedures adopted by the Board and the Board shall file the schedule and communication procedures with the City Clerk.
17. The Board may implement procedural rules and processes for the Board, provided such rules and processes do not contravene this Bylaw.
18. The City Clerk, or a delegate of the City Clerk, shall deliver copies of the Board agenda and reports to Board members for regularly scheduled Board meetings at least three days before each regular Board meeting.

### **Special Board Meetings**

19. The Board Chair may call additional meetings of the Board, change the time, date or location of any meeting, or cancel previously scheduled meetings of the Board by giving 14 days prior written notice to Board members.

20. The Board Chair may call additional meetings of the Board in accordance with Section 22.
21. The Board Chair shall call a special meeting of the Board if a majority of Board members request a special meeting, in writing.
22. Board meetings held in accordance with Section 20 or 21 shall be scheduled in accordance with the following:
  - a. The notice of the meeting shall include a description of the purpose of the meeting;
  - b. A special meeting requested by Board members shall be held no later than 14 calendar days after the request is received by the Board Chair;
  - c. If a matter is not specified in the notice of the special Board meeting, that matter shall not be dealt with unless all Board members are present and the Board passes a motion, by majority vote, to deal with the matter; and
  - d. Notice of the meeting and notice of cancellation of a previously scheduled meeting shall be filed with the City Clerk a minimum of 48 hours prior to the meeting and shall:
    - i. be issued a minimum of 48 hours prior to the meeting date;
    - ii. be in writing and specify the time, date, location and purpose of the meeting; and
    - iii. be delivered, emailed, or faxed to each Board member.

#### **QUORUM AND PROCEEDINGS**

23. The quorum for a Board meeting shall be a majority of existing appointed Board members.
24. As soon as there is quorum after the time for commencement of a meeting:
  - a. the Chair shall call the meeting to order; or
  - b. if the Chair is absent, the Vice-Chair shall be the presiding officer; or
  - c. if both the Chair and Vice-Chair are absent, the Board members must elect a Board member to be the presiding officer for that meeting.
25. If there is no quorum within half an hour after the time set for the meeting, the City Clerk shall record the names of the Board members present and the meeting shall be adjourned to the time of the next regular meeting. The agenda for the adjourned meeting shall be dealt with at the beginning of the next regular meeting, unless a special meeting is called before or after the next regular meeting to deal with the business of the adjourned meeting.

26. The Board shall follow the procedural rules for Committees of Council under the Procedure Bylaw, except as may be modified by this Bylaw. The Board may suspend the procedures for regular and special board meetings contained in this Bylaw or the Procedure Bylaw (35M2017).

## **PUBLIC MEETINGS**

27. With respect to meetings of the Board, the following shall apply:
- a. Meetings of the Board shall be open to the public. The Board may, but is not required to, permit members of the public to speak to specific items on the Board's agenda. The Chair of the Board shall determine, prior to the publication of the agenda, which agenda items, if any, require public participation. The City Clerk will note this Board Chair determination in the public agenda. The Board may, by majority vote, require an item to have public participation at a following Board meeting.
  - b. The Board shall have the authority to close portions of the meetings at its own motion in accordance with the provisions of section 197 of the *Municipal Government Act*.

## **INSPECTION OF RECORDS**

28. During normal office hours, the Board shall allow the City Manager or City Auditor, external auditor, funding auditor, or their respective designates, access to all books, records and accounts held by the Board.
29. The Board shall assist The City officials referred to in Section 28 to obtain and inspect any books, records, accounts or other financial information pertaining to the Board that are held by the Board.



## Green Line Board Member Desired Skills Criteria – DRAFT

Notes: Category 1 = Character and Collaboration

Category 2 = Competency

Category 3 = Commitment

PROFESSIONAL EXPERIENCE	
CATEGORY	CRITERIA
<b>Diversity</b>	We value diversity of expertise, talent and opinion which creates an innovative and collaborative environment. We are committed to a respectful and inclusive workplace and welcome applications from all qualified individuals.
<b>Executive Leadership</b>	Experience as a President, Chief Executive Officer or senior leader of a business or public-sector organization.
<b>General Business Experience</b>	Experience in conducting business in Canada. Understanding of business norms and laws.
<b>Finance and Audit</b>	Examples of experience or expertise would include: <ul style="list-style-type: none"> <li>▪ executive officer responsible for financial reporting and cost management in a business or non-profit organization (e.g. CFO, Comptroller or Treasurer);</li> <li>▪ Professional designation in finance or accounting (e.g. Chartered Professional Accountant or Chartered Financial Analyst).</li> </ul>
<b>Human Resources</b>	Experience or expertise in a leadership role or providing professional advice with respect to human resources management.
<b>Urban Design</b>	Experience with integrating large infrastructure, preferably rail transit, into the urban realm of a city. An understanding of the needs and desires of citizens and transit customers and the required quality of experience of a transit customer.
<b>Engagement &amp; Consultation with Public Stakeholders</b>	Experience with engagement and consultation practices.
<b>Change Management</b>	Experience leading or participating in significant organizational change.
<b>Mega or Large Project Experience</b>	Experience with planning, delivery and oversight of large or mega capital projects, either as an executive, consultant or board member.
<b>Governance</b>	Significant experience and expertise (e.g., more than three years) serving on a board of directors for a complex organization.
<b>Risk Management</b>	Experience and expertise in a leadership role or as a consultant with respect to understanding of and management of risk.
<b>Legal</b>	A solid understanding of corporate, contract, public sector procurement and/or regulatory law.
<b>Complex Transactional Expertise</b>	Experience with management of complex commercial transactions.

DESIRED PERSONAL TRAITS		
CATEGORY		CRITERIA
1	<b>Alignment with Program Culture Values</b>	An unwavering commitment to Program Performance - safety, quality, highest levels of integrity and ethical behavior, accountable for schedule and budget performance measures.
1	<b>Mature Leadership</b>	Experience-driven perspective and emotionally self-aware.
1	<b>Strategic Thinker</b>	Generates and applies unique business insights to challenges and opportunities. An ability to challenge conventional thinking; while respecting and not undermining public sector achievements and values.
1	<b>Good Communicator and Influencer</b>	Expresses thoughts and ideas clearly and with respect for the views of others and listens actively. Has credibility with program leadership and management, other directors and the shareholder.
1	<b>Independent Mind</b>	Unfettered from speaking their mind honestly on all issues.
1	<b>Emotional Intelligence</b>	Be aware of, control and express emotions, and handle interpersonal relationships judiciously and empathetically.
2	<b>Acumen</b>	Track record of wise judgment and history of achievements that reflect high standards for themselves and others, including a business philosophy consistent with transparent and accountable decision making.
2	<b>Open Minded</b>	Ability to listen and be open to changing way of thinking.
2	<b>Good Collaborator</b>	Ability to negotiate with fairness, respect and integrity.
2	<b>Team Player</b>	Committed to the role of the board as a whole, will work to resolve issues, treats others respectfully and supportively, flexible in arriving at solutions.
3	<b>Appreciation of both Public and Private-Sector needs and values</b>	Will respect Council and administration and commit to the long-term vision and objectives for the Program and the required level of risk tolerance.
3	<b>Passion</b>	Ability to understand and communicate passion for the Program.
3	<b>Available</b>	Not overloaded with other responsibilities.
3	<b>Duty</b>	Strong understanding of need for commitment to the long-term objectives of the Program and a duty to act in the interests of the citizens of Calgary. Commits to individual responsibility as a member and the collective accountability of the Board.