

Proposed Structure for the Calgary 2026 Bidding Corporation

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This memorandum describes the proposed corporate governance structure for a potential bidding corporation for the 2026 Olympic & Paralympic Winter Games (“BidCo”).

Incorporating Statute

A number of Acts were considered as potential incorporating statutes under which a BidCo would be formed including the *Business Corporations Act* (Alberta), the *Societies Act* (Alberta), and the *Canada Not-for-profit Corporations Act* (“CNCA”). The *Business Corporations Act* provides a governance structure commonly used by for-profit corporations that should be familiar to stakeholders as well as BidCo Members who have previous experience in the corporate sector. However, the *Business Corporations Act* is not commonly used by not-for-profit corporations. This could result in some unforeseen governance issues and may be confusing to some of the organizations that BidCo would interact with. It may be simplest to incorporate BidCo under the *Societies Act* as it provides relatively broad flexibility when creating the BidCo governance structure. However, certain rules for governance procedures under the *Societies Act* are unstated or would be left to the discretion of the BidCo to define. Having a more defined corporate structure setting forth fundamental rules and procedures to address certain issues can be beneficial.

While BidCo could be incorporated under the *Business Corporations Act* or the *Societies Act*, after careful consideration, the recommendation is that BidCo be incorporated as a not-for-profit corporation pursuant to the CNCA. The CNCA contains modern and well-defined governance principles and standards. The CNCA is also well-recognized across Canada and internationally as a statute that is commonly used by non-profit corporations. Further, the CNCA provides additional name protection that would allow a BidCo to operate across Canada without registering its name in every province. BidCo would still need to register in those provinces where it is carrying on activities. BidCo Members, such as the federal government, should be comfortable and familiar with the provisions of the CNCA. Once a corporation is formed under the CNCA, it can be difficult to make changes affecting the rights of its Members. Therefore, it was critical for the Members to carefully consider BidCo’s governance structure before BidCo is incorporated.

BidCo Governance Structure

The BidCo governance structure should provide its Members with appropriate representation and certain decision-making powers, yet still enable BidCo to efficiently prepare and submit a bid. The Members’ priority should be to elect Directors who have knowledge and skills essential for the creation and submission of a bid. It is recommended that the Members also consider the creation of an Advisory Committee that would not have any control over the BidCo governance or operations, but would provide advice to the Board of Directors. The Members should also work together to appoint Directors and an Advisory Committee that supports inclusiveness and diversity.

BidCo Members

The following parties are proposed to be BidCo Members:

- The City of Calgary;
- Canadian Olympic Committee;
- Federal Government;
- Provincial Government
- Canadian Paralympic Committee; and
- The Town of Canmore.

Based on the above Members, the BidCo governance structure would consist of six classes of membership, one class for each Member. BidCo members would not take an active role in BidCo's governance, but would elect the directors to sit on BidCo's board, and would also approve fundamental changes to BidCo's corporate structure. The rights of each membership class in respect to decision making by the Board of Directors and election of Directors are described below.

BidCo Board of Directors

Based on past experience it is recommended that the Board be kept to as small as a number as practically possible. Based on the proposed representative model set out below, it is recommended that the Board consist of not more than 19 Directors, elected by each of the classes of Members as follows:

- The City of Calgary – 3 Directors;
- Canadian Olympic Committee – 3 Directors;
- Federal Government – 3 Directors;
- Provincial Government – 3 Directors;
- Canadian Paralympic Committee – 1 Director;
- The Town of Canmore – 1 Director; and
- Up to 4 “at large” Directors appointed by the members on a consensus basis. These at large Directors would not include the Board Chair and, to meet the Members objective of ensuring meaningful Indigenous participation, would include two representatives of Indigenous Peoples.
- 1 “at large” Director who would act as the Board Chair. The Board Chair would be appointed by the Members on a super-majority (rather than a consensus) basis, requiring approval from each of The City, Canadian Olympic Committee, Federal Government and Provincial Government.

The following recommendations will guide the appointment rights of each Member:

- Each government Member with the ability to elect 3 Directors nominate and elect one “key” government administrator, as well individual(s) who are not government employees.
- Each government Member with the ability to elect 3 Directors nominate and elect at least one Director who has a background in Sport, either as an Athlete, Coach, Volunteer or Administrator to ensure that the Board has a broad and diverse focus from Sport.
- Elected officials should be excluded from sitting on the Board.

It is further recommended that the Members work together on selection of their representative and at large Directors to ensure that, on an overall basis, the Board has a membership that includes the participation of community leaders, indigenous peoples, business leaders and sport leaders and is reflective of our diverse society including newcomers; and addresses gender equity. The Board of Directors would govern BidCo, and take actions such as appointing BidCo's officers, establishing Board

committees, and approving BidCo's budget and strategic plan. The Board of Directors would strive for consensus whenever possible, but decisions would be made by majority vote. Certain identified core decisions will be decided on a "super-majority" basis to give Directors elected by those Membership class with the right to elect 3 Directors (such as The City) the ability to effectively block a proposed action that may not be in the best interest of BidCo and its stakeholders as a whole. These core decisions would include the following:

- Appointment of the CEO of BidCo (note that the approval rights for the appointment of the Chair are referenced above)
- Approval of the Budget of BidCo and of material changes to the Budget
- Approval of the Vision and Strategic Plan of BidCo and material changes to the Strategic Plan
- Approval of the Terms of Reference for Board Committees and the Delegation of Authority to Officers

BidCo Advisory Committee

In order to facilitate broader community input to the Board of Directors and to facilitate the development of Ambassadors for the BidCo, it is also recommended that a BidCo Advisory Committee be formed whose purpose would be to include stakeholders from the broader community who could enhance and promote community support for the bid, and provide guidance, feedback and advice to the Board of Directors. The Advisory Committee would allow the Board to widen the inclusion of input from community, indigenous peoples, sport, business, culture, labour and athletes. The Advisory Committee's mandate would clearly state that the Committee would not have any control over BidCo governance or operations. The number of individuals on the Advisory Committee could be significantly larger than the Board of Directors to enhance inclusiveness. The Advisory Committee would meet approximately once every quarter to receive updates on BidCo's activities and to provide feedback to the Board and Officers.

BidCo Officers

The BidCo officers would consist of at least a Chief Executive Officer, Chief Financial Officer, and a Corporate Secretary. The CEO would be appointed by the Board on a super-majority basis. Other officers could be appointed on an as needed basis.

BidCo Committees

The BidCo Board may create several different committees to handle key deliverables with terms of reference to be developed for each committee. These committees could include: Finance, Audit, Nomination, and potentially an Ethics Committee and a Human Resources Committee. Because the BidCo Board of Directors is relatively small, it should be able to effectively conduct its work without forming an Executive Committee.

Policies

To help mitigate potential conflicts of interest, it is recommended that BidCo develop and adopt a comprehensive conflict of interest and ethics policy as well as a confidentiality policy. Directors should be periodically reminded of these policies.