

## **VOTE THE SHARE - CALGARY TECHNOLOGIES INC. 2017 ANNUAL MEETING OF SHAREHOLDERS**

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### **EXECUTIVE SUMMARY**

This report recommends that Council authorize the Manager, Partnership Management, Lori Kerr to represent The City of Calgary ("The City") at the Calgary Technologies Inc. (CTI) 2017 annual meeting of shareholders and exercise all the powers and voting rights of The City as a shareholder of CTI.

### **ADMINISTRATION RECOMMENDATIONS**

That Council authorize the Manager, Partnership Management, Lori Kerr on behalf of The City of Calgary, to represent The City of Calgary and exercise all the powers and voting rights of The City of Calgary as a shareholder of Calgary Technologies Inc. at the 2017 September 27 annual meeting of shareholders.

### **PREVIOUS COUNCIL DIRECTION / POLICY**

On 2016 July 4, Council approved the recommendations in C2016-0586 authorizing the Manager, Partnership Management, Community Services on behalf of The City of Calgary, to represent The City of Calgary and exercise all the powers and voting rights of The City of Calgary as a shareholder of Calgary Technologies Inc. at the 2016 July 26 annual meeting of shareholders; and authorizing the Mayor to execute the Shareholder Resolution to approve the extension of the terms of Michael Whitt, board chair, and Simon Vincent, vice chair, by one year past the term limits defined in Calgary Technology Inc.'s bylaws, and to amend the bylaws to permanently exempt the Vice-President Research of the University of Calgary from term limits.

On 2015 October 19, at Council's Organizational Meeting, Council appointed three citizens Michael Whitt, Heather Herring and Trent Johnsen to serve on CTI's Board of Directors until Council's 2016 Organizational Meeting.

On 2015 July 20, Council approved the recommendation in C2015-0633 appointing The City Solicitor, Glenda Cole, to represent The City of Calgary and exercise all the powers and voting rights of The City of Calgary as a shareholder of Calgary Technologies Inc. at the 2015 annual general meeting of shareholders.

On 2014 October 20, at Council's Organizational Meeting, Council appointed three citizens, Michael Whitt, Gord Follett and Henry Jung, to serve on CTI's Board of Directors until Council's 2015 Organizational Meeting. Prior to 2014, Council typically appointed two citizens and The City's Chief Technology Officer to the Board and the latter voted The City's share at CTI annual general meetings.

### **BACKGROUND**

Calgary Technologies (CTI), operating as Innovate Calgary, is one of The City's Civic Partners. CTI is a non-profit corporation incorporated under the *Business Corporations Act* (Alberta). CTI is owned by three shareholders – The City, the University of Calgary and the Calgary Chamber of Commerce.

### **INVESTIGATION: ALTERNATIVES AND ANALYSIS**

CTI's annual meeting of shareholders is scheduled for 2017 September 27. Regular business to be conducted at the meeting will include: approval of the minutes of the 2016 Annual General Meeting, presentation and approval of CTI's 2016-17 audited financial statements; appointment of the board of directors; and appointment of auditors.

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It is necessary for Council to authorize a representative to vote The City's share at the annual meeting of shareholders. Given the familiarity with The City's involvement with CTI, Administration recommends that Council authorize the Manager, Partnership Management, Lori Kerr to represent The City and exercise all the powers and voting rights of The City as a shareholder of CTI at the annual meeting of shareholders.

**Stakeholder Engagement, Research and Communication**  
N/A

**Strategic Alignment**  
N/A

**Social, Environmental, Economic (External)**  
No implications were identified.

**Financial Capacity**  
**Current and Future Operating Budget:**  
No implications were identified.

**Current and Future Capital Budget:**  
No implications were identified.

**Risk Assessment**  
There are no risks associated with this report.

**REASONS FOR RECOMMENDATIONS:**

Council authorization is required to authorize the Manager, Partnership Management, Lori Kerr to represent The City of Calgary and exercise all the powers and voting rights as a shareholder at Calgary Technologies Inc.'s 2017 annual meeting of shareholders.

**ATTACHMENT**  
N/A