

MAY 26 2014

ITEM: Urg. Bus ISC: CONFIDENTIAL  
PFC2014-0326  
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THE CITY CLERK'S OFFICE REPORT TO  
PRIORITIES AND FINANCE COMMITTEE  
2014 MAY 20

**CALGARY ARTS DEVELOPMENT AUTHORITY – APPOINTMENTS TO THE 2014 BOARD OF DIRECTORS**

**EXECUTIVE SUMMARY**

The Calgary Arts Development Authority (CADA) presents their recommendations to Council with respect to the 2014 CADA Board of Directors.

**ADMINISTRATION RECOMMENDATION(S)**

That the Priorities and Finance Committee recommend that Council:

1. Accept the resignation of Ms. Meg Van Rosendaal as a representative of CADA, and that she be thanked for her service;
2. Thank Ms. Patti Dibski and Ms. Judy MacLachlan for completing the maximum number of terms as representatives of CADA, as per CADA's Internal Policies;
3. Receive for information CADA's recommendations with respect to the 2014 CADA Board of Directors (Attachments 1 and 2);
4. Direct that Report PFC2014-0326 remain confidential under Section 17(1) of the *Freedom of Information and Protection of Privacy Act* until Council rises and reports on this matter;
5. Direct that Attachments 1 and 2 remain confidential until the completion of the 2014 June 13 Annual General Meeting of the Shareholder; and
6. Direct that Attachments 5 and 6 remain confidential pursuant to Section 17(1) of the *Freedom of Information and Protection of Privacy Act*.

**RECOMMENDATION OF THE PRIORITIES AND FINANCE COMMITTEE, DATED 2014 MAY 20:**

That Council:

1. Consider Report PFC2014-0326;
2. Keep Attachments 1 and 2 confidential pursuant to Section 17(1) of the *Freedom of Information and Protection of Privacy Act* until the completion of the 2014 June 13 Annual General Meeting of the Shareholder; and
3. Keep Attachments 5 and 6 confidential pursuant to Section 17(1) of the *Freedom of Information and Protection of Privacy Act*.

Excerpt of the Minutes of the Regular Meeting of Priorities and Finance Committee, dated 2014 May 20:

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“FORWARD, Moved by Councillor Keating, that the Priorities and Finance Committee recommend that Report PFC2014-0326 be forwarded for Council's consideration, as an item of Urgent Business, In Camera, to the 2014 May 26 Regular Meeting of Council and that the Report, Recommendations and Attachments 1, 2, 5 and 6 remain confidential pursuant to Section 17(1) of the Freedom of Information and Protection of Privacy Act.

CARRIED”

**PREVIOUS COUNCIL DIRECTION / POLICY**

At the 2013 November 04 Organizational Meeting of Council, Councillor Pincott was appointed to CADA for a term to expire in 2016.

At the 2012 May 07 Combined Meeting of Council, Council re-appointed, for a second term, Ms. Meg Van Rosendaal as a representative of CADA for a three (3) year term, expiring 2015 May.

At the 2011 April 11 Regular Meeting of Council, Council re-appointed, for a second term, Ms. Patti Dibski and Ms. Judy MacLachlan as representatives of CADA each for a three (3) year term, expiring 2014 May.

At the 2009 May 11 Combined Meeting of Council, Council appointed Ms. Meg Van Rosendaal as a representative of CADA for a three (3) year term, expiring 2012 May.

At the 2008 May 12 Combined Meeting of Council, Council appointed Ms. Patti Dibski and Ms. Judy MacLachlan as representatives of CADA for three (3) year terms, expiring 2011 May.

**BACKGROUND**

CADA plays a leadership role in realizing the potential of arts and culture in Calgary. As the City's designated arts development authority, CADA is the central hub that learns about, promotes, connects, advocates and leads strategic initiatives in the arts to animate Calgary as a vibrant cultural centre.

The City of Calgary (the Shareholder) is the owner of all the issued shares of CADA. The *Unanimous Shareholder Agreement of The City of Calgary, with respect to the business and affairs of the CADA (the Agreement)*, reserves to the Shareholder the exclusive authority to elect, re-elect, appoint and remove Directors, fill vacancies, and fix remuneration. Pursuant to paragraph 2.3 of the *Agreement*, the Board of Directors has the authority to develop and recommend to the Shareholder on matters of business and affairs of CADA, including recommendations with respect to the election, re-election, appointment, and removal of Directors, as well as filling of vacancies.

According to Section 4.01 of Bylaw No.1, being a Bylaw relating generally to the transaction of the business and affairs of CADA, CADA shall consist of not fewer than three (3) and not more than fifteen (15) Directors. CADA's current membership is detailed in Attachment 3. The election of Directors takes place at the first Meeting of Shareholders, and at each annual Meeting of Shareholders, and all the Directors then in office shall retire but, if qualified, are eligible for re-

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election. The number of Directors to be elected is the number of Directors then in office unless the Shareholder determines otherwise. The election shall be by ordinary resolution.

As per CADA's Relevant Bylaws and Internal Policies (Attachment 4), where a vacancy occurs at any time in the membership, it may be filled by City Council, and CADA's Governance and HR Committee is expected to make recommendations respecting appropriate skill sets and individuals to fill the vacancy. Directors are generally appointed to three (3) year terms, with the first year of a Director's first appointment being probationary. Director term lengths are staggered, to ensure that no more than one-third of the Board is renewed in any given year. Directors may serve a maximum of two terms, for a total of six (6) years of service. At the discretion of the Governance and HR Committee, exceptions to the director term lengths may be made to maintain effective Board function.

### INVESTIGATION: ALTERNATIVES AND ANALYSIS

On 2014 April 29, the City Clerk's Office received CADA's recommendations with respect to the 2014 CADA Board of Directors (Attachments 1 and 2). The Governance & HR Committee of CADA determined that these appointments address existing skill gaps within the Board. The biographical profiles of the recommended and returning CADA Directors are detailed in Attachment 5.

In accordance with Bylaw No.1, being a Bylaw relating generally to the transaction of the business and affairs of CADA, the election of the Directors shall take place at the first meeting of Shareholders, to be held on 2014 June 13.

The City Clerk's Office also received notification that three existing Directors will be leaving CADA at or before the 2014 June Annual General Meeting (Attachment 6). Ms. Meg Van Rosendaal resigned on 2013 September 17, and Ms. Patti Dibski and Ms. Judy MacLachlan both served the maximum terms as per CADA's Internal Policies.

### Stakeholder Engagement, Research and Communication

The Governance and Human Resources Committee (GHRC) of CADA manages the Corporation's annual board recruitment process. In late 2013 and early 2014, the GHRC followed the following process:

- Development of a board skills profile and gap analysis to identify specific skills required on the board;
- Review of nominations against board skill profile;
- Candidate interviews (with Board Chair, GHRC Chair, and President & CEO); and
- Nominations for new board members presented to the Board of Directors by the Governance and HR Committee.

### Strategic Alignment

The development of governance practices that allow for open and transparent decision-making are supported by Legislative Services through the management of Council's public advisory boards in an effective and efficient manner (Corporate Administration Strategy 3Z1.2).

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

No social, environmental, or external economic implications have been identified.

**Financial Capacity**

**Current and Future Operating Budget:**

No current and future operating budget impacts have been identified.

**Current and Future Capital Budget:**

No current and future capital budget impacts have been identified.

**Risk Assessment**

There are no significant risks associated with the recommendations of this report.

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

The Calgary Arts Development Authority presents their recommendations to Council with respect to the 2014 CADA Board of Directors.

**ATTACHMENT(S)**

1. Calgary Arts Development Authority Board of Director Appointments – 2014 April 29 Letter;
2. Calgary Arts Development Board Terms Profile;
3. CADA's Composition;
4. Relevant Bylaws and Internal Policies;
5. Calgary Arts Development Authority Ltd. 2014 Board Member Bios; and
6. Calgary Arts Development Authority Directors Leaving CADA.