

## **Calgary Parking Authority Summary of Governance Structure & Succession Plan**

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The Calgary Parking Authority (CPA) is governed by a nine-member Board of Directors. Each year, the Board is selected by The City of Calgary. The current board includes four public members, The City of Calgary's Chief Financial Officer, The City's General Manager of Transportation, and two Councillors.

Chair – Fred Clemens  
Vice-Chair – Sebastien Gittens  
Councillor Gian Carlo Carra  
Councillor Sean Chu  
Eric Sawyer, CFO (City of Calgary)  
Mac Logan, General Manager of Transportation (City of Calgary)  
John Pantazopoulos  
Lisha Hassanali  
Ellen Chidley

The Board is governed by its own Charter and Terms of Reference, and City of Calgary Bylaw 28M2002. The Board uses a skills-based matrix to recruit for vacancies, following The City's new processes for Boards, Commissions and Committees (CP2016-03).

Committees of the Board are also governed by their own Committee Charter and Terms of Reference. These committees and a brief description of each are as follows:

**Governance Committee** – Ensures the CPA Board fulfills its legal, ethical, and functional responsibilities through adequate governance and internal operations oversight. The Committee responsibilities include maintenance of governance processes and documentation, review of Board and Committee structure and appointments, as well as Board performance and compensation.

**Audit Committee** – Provides governance and oversight on CPA's financial reporting, internal control system, risk management and the external audit function. Recommendations of the Committee, such as approval of annual financial statements, are presented to the CPA Board as applicable.

**Strategic Asset Advisory Committee** – Provides oversight of the CPA's land and assets – including implementation of processes and procedures, programs, plans and reports to the Board including any budgets. Oversight of the Committee further extends to the acquisition and disposition of CPA land and assets. SAAC updates are regularly provided to the CPA Board to ensure all Board members are adequately informed of significant considerations with respect to CPA's land and assets..

**ParkPlus Committee** – Oversees the development of ParkPlus proposals and plans for the CPA Board to consider, with the goal to maximize return on the ParkPlus System and other CPA IP or systems. The Committee further provides technical guidance to the CPA Board and updates on initiatives with respect to the ParkPlus System and other CPA IP and technology, relative to patents and IP commercialization and distribution.

The Terms of Reference for the Board and each Committee are reviewed and updated on an annual basis. There have been no significant changes to the Terms of Reference for the CPA Board or any CPA Committee in the past year.

A short-term succession plan was presented to the Governance Committee on May 11, 2017 to ensure a contingency plan is in place for assignments of responsibility important for internal control.

A long-term succession plan is currently under discussion.

The CPA utilizes a consistent and transparent recruitment and selection process for staff. A behavioural based interview process is performed, along with rigorous screening processes.