

April 29, 2019

To: His Worship the Mayor  
And Members of City Council

Re: Executive Committee: The Regina Exhibition Association Limited (REAL) Board of  
Director Appointments

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**RECOMMENDATION**

**RECOMMENDATION OF THE EXECUTIVE COMMITTEE  
- APRIL 17, 2019**

That the Executive Director Financial Strategy & Sustainability, as the City of Regina's proxy, be authorized to exercise the City's voting rights at the upcoming REAL annual general meeting to appoint the following individuals to the Board of Directors:

Walid Awadly – May 1, 2019 to April 30, 2020  
Blain Kezama – May 1, 2019 to April 30, 2021  
Sandra Masters – May 1, 2019 to April 30, 2021  
Collin Pullar – May 1, 2019 to April 30, 2022  
David Sinclair – May 1, 2019 to April 30, 2022  
Sandra Bellegarde – May 1, 2019 to April 30, 2022  
Wayne Morsky – May 1, 2019 to April 30, 2022

The Committee adopted a resolution to concur in the recommendation contained in the report.

Tim Reid, Sandra Masters and Ken Budzak, representing Regina Exhibition Association Limited addressed and answered questions of the Committee.

Recommendation #2 does not require City Council approval.

Councillors: John Findura (Chairperson), Jerry Flegel, Bob Hawkins, Jason Mancinelli, Mike O'Donnell, Andrew Stevens and Barbara Young were present during consideration of this report by the Executive Committee.

The Executive Committee, at the **PRIVATE** session of its meeting held on April 17, 2019, considered the following report from the Administration:

**RECOMMENDATION**

1. That the Executive Director Financial Strategy & Sustainability, as the City of Regina's proxy, be authorized to exercise the City's voting rights at the upcoming REAL annual general meeting to appoint the following individuals to the Board of Directors:

Walid Awadly – May 1, 2019 to April 30, 2020  
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Sandra Bellegarde – May 1, 2019 to April 30, 2022  
Wayne Morsky – May 1, 2019 to April 30, 2022

2. That this report be forwarded to the April 29, 2019 meeting of City Council for approval.

## CONCLUSION

As the sole voting membership holder of REAL, the City of Regina (City) must exercise its voting rights at the REAL annual general meeting to appoint members to the Board of Directors. There are seven positions on REAL's Board of Directors to be filled for 2019.

Administration requires delegated authority from City Council in order to exercise the City's voting rights at REAL's annual general meeting in accordance with the direction provided by City Council.

## BACKGROUND

Effective January 1, 2014, The Regina Exhibition Association Limited ("REAL") was continued under *The Non-profit Corporations Act, 1995* (Saskatchewan) (the "Act"), with the City becoming its sole voting member. This change in structure made REAL a "municipal corporation" of the City. As the sole voting membership holder of REAL, the City must exercise its voting rights at the REAL annual general meeting.

## DISCUSSION

### **Board of Director Appointments**

The Articles of Incorporation and Unanimous Member Agreement (UMA) in place relating to REAL provide for a Board of Directors that is structured as follows:

- a) Seven to Thirteen voting Directors that are nominated by REAL's Governance/Nominating Committee;
- b) One non-voting Director to be appointed by the Ministry of Agriculture; and
- c) One non-voting Director to be appointed by City Council (which has previously been identified to be the City Manager).

In order to ensure consistency and the maintenance of ongoing operations, the Board of Directors have staggered terms. The current Board of Directors is structured with eleven members as follows:

Blaine Kezama – term expiring April 30, 2019

David Sinclair – term expiring April 30, 2019  
Karen Gibbons – term expiring April 30, 2019  
W. Michael Fix – term expiring April 30, 2019  
Sandra Masters – term expiring April 30, 2019  
Gordon Selinger – term expiring April 30, 2020  
Ken Budzak – term expiring April 30, 2020  
Marty Meloche – term expiring April 30, 2020  
Grant Wasnik – term expiring April 30, 2021  
Kathleen McCrum – term expiring April 30, 2021  
Tiffany Stephanson – term expiring April 30, 2021

This report is seeking delegated authority to exercise the City's voting rights to fill the seven vacant positions with staggering terms. Of the seven appointments, two are returning members and five are new members. The recommended appointments result is four appointments ending April 30, 2020, five appointments ending April 30, 2021 and four appointments ending April 30, 2022 to limit turn-over of members of the Board of Directors each year to provide consistency.

The UMA outlines appointments be for three-year terms. The recommended staggered appointment will allow REAL to balance the number of board members with expiring terms each year and fully achieve three-year terms in the future. The exception to this will be if a member vacates their position early, which would result in a less than three-year appointment being recommended to keep a balanced number of terms ending each year.

Aside from the City Council and Ministry of Agriculture appointments which are directly provided, REAL relies upon its Governance/Nominating Committee to assess potential candidates for the Board of Directors and then recommend a slate of candidates to City Council for appointment. Under this arrangement, City Council has the authority to approve the slate of candidates or request that the Governance and Nominating Committee bring forward an alternate slate of candidates.

The Governance and Nominating Committee assessed 22 applicants and short-listed twelve for further consideration.

The Governance and Nominating Committee has identified the following seven individuals as desirable appointees to the Board of Directors.

Walid Awadly – May 1, 2019 to April 30, 2020	(Reappointment)
Blain Kezama – May 1, 2019 to April 30, 2021	(Reappointment)
Sandra Masters – May 1, 2019 to April 30, 2021	(Reappointment)
Collin Pullar – May 1, 2019 to April 30, 2022	
David Sinclair – May 1, 2019 to April 30, 2022	(Reappointment)
Sandra Bellegarde – May 1, 2019 to April 30, 2022	
Wayne Morsky – May 1, 2019 to April 30, 2022	

If approved, the thirteen voting member Board composition will be:

<u>REAL Board of Directors</u>	<u>Term of Office Expires</u>
Gordon Selinger	April 2020
Ken Budzak	April 2020
Marty Meloche	April 2020
Walid Awadly	April 2020
Blain Kezama	April 2021
Grant Wasnik	April 2021
Kathleen McCrum	April 2021
Sandra Masters	April 2021
Tiffany Stephanson	April 2021
Collin Pullar	April 2022
David Sinclair	April 2022
Sandra Bellegarde	April 2022
Wayne Morsky	April 2022

## RECOMMENDATION IMPLICATIONS

### Financial Implications

None with respect to this report.

### Environmental Implications

None with respect to this report.

### Policy and/or Strategic Implications

The City's partnership relationship with REAL has changed over time as the facilities have changed. The presence of a professional and qualified Board of Directors will ensure that proper corporate oversight is present to support the stewardship and management of key City assets going forward.

### Other Implications

None with respect to this report.

### Accessibility Implications

None with respect to this report.

## COMMUNICATIONS

After all Board appointments are finalized, REAL will notify the successful appointees.

DELEGATED AUTHORITY

The recommendation contained in this report requires City Council approval.

Respectfully submitted,

EXECUTIVE COMMITTEE

A handwritten signature in black ink, appearing to be 'J. Nicol', written in a cursive style.

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Jim Nicol, Secretary