

February 26, 2018

To: His Worship the Mayor  
And Members of City Council

Re: Buffalo Pound Water Treatment Corporation (Buffalo Pound) – Election of Directors

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RECOMMENDATION

**RECOMMENDATION OF THE EXECUTIVE COMMITTEE  
- FEBRUARY 14, 2018**

1. That the Executive Director, Financial & Corporate Services, as the City's proxy, be authorized to exercise the City's voting rights in Buffalo Pound at the upcoming membership meeting to elect the following individuals to the Board of Directors for a three-year term, ending April, 2021:
  - a. Grant Ring - new appointment
  - b. Dave Richards - reappointment
  
2. That a meeting between the City of Moose Jaw and City of Regina take place at the earliest opportunity to discuss the criteria used to appoint future nominees to the board especially with respect to gender and diversity balance.

*EXECUTIVE COMMITTEE - FEBRUARY 14, 2018*

The Committee adopted a resolution to concur in the recommendation contained in the report after adding an additional recommendation as follows:

- That a meeting between the City of Moose Jaw and City of Regina take place at the earliest opportunity to discuss the criteria used to appoint future nominees to the board especially with respect to gender and diversity balance.

Mayor Michael Fougere, Councillors: Lorri Bresciani (Chairperson), Sharron Bryce, Jerry Flegel (teleconference), 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 February 14, 2018, considered the following report from the Administration:

RECOMMENDATION

1. That the Executive Director, Financial & Corporate Services, as the City's proxy, be authorized to exercise the City's voting rights in Buffalo Pound at the upcoming membership meeting to elect the following individuals to the Board of Directors for a three-year term, ending April, 2021:

Grant Ring - new appointment  
Dave Richards - reappointment

2. That this report be forwarded to the February 26, 2018 meeting of City Council.

### CONCLUSION

The City of Regina and the City of Moose Jaw are the voting membership holders of Buffalo Pound and, pursuant to the *Unanimous Membership Agreement* between the two Cities and Buffalo Pound, must exercise their voting rights at a membership meeting to appoint members to the Board of Directors as have been recommended by the Governance and Nominating Committee. There are six positions on Buffalo Pound's Board of Directors. Two of these positions are required to be filled, including one new appointment and one reappointment.

Administration requires delegated authority from City Council to exercise the City's voting rights at a membership meeting in accordance with the direction provided by City Council.

### BACKGROUND

Effective January 1, 2016, Buffalo Pound Water Treatment Corporation (Buffalo Pound) was incorporated under *The Non-profit Corporations Act, 1995* (Saskatchewan) (the Act), with the City of Regina and City of Moose Jaw being the voting members.

Pursuant to a Unanimous Membership Agreement between the two Cities and Buffalo Pound, Directors of Buffalo Pound are to be nominated by a Governance and Nominating Committee, which consists of two members of the current Board and the City Managers from each City. Once a slate of candidates is put forward by the Governance and Nominating Committee, each City Council may vote to appoint the slate of candidates or direct that the Governance and Nominating Committee bring forward an alternative slate of candidates. If the two Cities cannot agree to appoint the slate of candidates being proposed after two (2) attempts, then a final slate of candidates will be brought forward to each Council, but only the approval of the City of Regina will be required, as the City of Regina is the majority membership owner.

The purpose of this report is to put forward the names of two appointments to the Board of Directors of the Buffalo Pound Water Treatment Corporation.

### DISCUSSION

The Articles of Incorporation and *Unanimous Member Agreement* in place relating to Buffalo Pound provide for a Board of Directors that is structured as follows:

- a) Five (5) to nine (9) voting directors as nominated by the Governance and Nominating Committee.

The Board currently consists of the following six (6) members:

Buffalo Pound Water Board of Directors	Term of Office Expires
Chuck McDonald	April, 2018
Dave Richards	April, 2018
Judy May	April, 2019
Dale Schoffer	April, 2019
Ben Boots	April, 2020
Daryl Posehn	April, 2020

Two Board member's terms will expire in April 2018. One member, Mr. Chuck McDonald, has opted not to seek reappointment while the other, Mr. Dave Richards, has indicated he is desirous of being reappointed to the Board for another three-year term. In the fall of 2017, Buffalo Pound publicly advertised for interest in appointment to the Board of Directors through a number of different media. Eight individuals with a variety of professional backgrounds put forward their names. The Governance and Nominating Committee held interviews with three of the applicants. Based on the Skills and Experience Matrix developed by the Board, the Committee agreed to put forward the name of Grant Ring for appointment as director by the Councils of the two cities. The Committee is also recommending that Dave Richards, an existing Board member, be reappointed.

As outlined above, the Governance and Nominating Committee has identified the two individuals listed below as desirable appointees to the Board of Directors. Both the new appointment and the reappointment to the Buffalo Pound Board would be three-year term terms.

Buffalo Pound Water Board of Directors	Term of Office Expires	Appointment Type
Dave Richards	April, 2021	Reappointment
Grant Ring	April, 2021	New appointment

Based on these appointments, the six members on the new Buffalo Pound's Board of Directors will comprise of the following:

Buffalo Pound Water Board of Directors	Term of Office Expires	Appointment Type
Judy May	April, 2019	Current member

Dale Schoffer	April, 2019	Current member
Ben Boots	April, 2020	Current member
Daryl Posehn	April, 2020	Current member
Dave Richards	April, 2021	Reappointment
Grant Ring	April, 2021	New appointment

This report is seeking delegated authority to exercise the City’s voting rights to fill the two positions on the Board of Directors.

RECOMMENDATION IMPLICATIONS

Financial Implications

None related to this report.

Environmental Implications

None related to this report.

Policy and/or Strategic Implications

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 assets going forward.

Other Implications

None related to this report.

Accessibility Implications

None related to this report.

COMMUNICATIONS

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

DELEGATED AUTHORITY

The recommendations contained in this report require City Council approval.

Respectfully submitted,

EXECUTIVE COMMITTEE

A handwritten signature in black ink, appearing to read 'J. Nicol', with a stylized flourish at the end.

Jim Nicol, Secretary