



CITY COUNCIL

**Friday, November 24, 2023
3:00 PM**

Henry Baker Hall, Main Floor, City Hall

Delegations wishing to address City Council respecting agenda item *CM23-35* must register with the Office of the City Clerk by 12:00 p.m. on Friday, November 24, 2023 by calling 306-777-7262 or emailing Clerks@Regina.ca and provide their full name and contact information. **The Clerk has waived the requirement for written submissions from delegations for this meeting only.** No new delegations will be accepted after the 12:00 p.m. deadline on Friday, November 24, 2023.



OFFICE OF THE CITY CLERK

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**Agenda
City Council
Friday, November 24, 2023**

Approval of Public Agenda

City Manager's Report

CM23-35 Regina Exhibition Association Ltd. (REAL) Board of Directors

Recommendation

That City Council:

1. Approve amendments to the Unanimous Membership Agreement (UMA) respecting Regina Exhibition Association Limited (REAL) as follows:
 - a. Decrease the minimum size of the Board of Directors from nine (9) to six (6);
 - b. Decrease the minimum number of voting directors from seven (7) to (3);
2. Approve the special resolution of the City as the sole member of REAL, as described in Appendix A;
3. Direct the City Solicitor and the Board of Directors of REAL, pursuant to Article 9.2 of the UMA, to take the necessary steps required to give effect to the amendments to the UMA, the articles of incorporation and continuance and REAL's bylaws as outlined in these recommendations;
4. Instruct the City Solicitor to make the amendments in these recommendations to the UMA;
5. Authorize the City Solicitor to take any steps necessary to file the amended articles of incorporation and continuance at the Saskatchewan Corporate Registry to bring effect to the changes outlined in these recommendations if the Board of Directors of REAL



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does not make the necessary filings;

6. Authorize the City Clerk to:
 - a. Execute the amended UMA after review and approval by the City Solicitor and once executed provide the same to REAL's Board of Directors;
 - b. Execute any other corporate documents that are required by the City to give effect to the changes approved by these recommendations; and
7. Appoint the following individuals as voting directors to REAL's boards of directors for the term November 24, 2023 – July 31, 2024 or until such time as their successor is appointed as follows:
 - a. Niki Anderson;
 - b. Barry Lacey;
 - c. Ly Pham;
 - d. Jennifer Johnson; and
 - e. Jeff May.
8. Delegate authority to the City Solicitor to negotiate and approve Indemnity Agreements between the City and the appointees to the REAL Board as further described in this report, any amendments to these Agreements and any ancillary agreements or documents required to give effect to the Agreements;
9. Authorize the City Clerk to execute the necessary Indemnity Agreements after review and approval by the City Solicitor.
10. Authorize the City Solicitor as the City's proxy, to exercise the City's voting rights at any required membership meeting, including:
 - a. to elect the individuals to the Board of Directors for the term lengths as indicated above; and
 - b. approve amendment to REAL's General Bylaws and articles of incorporation as described in these recommendations.

Adjournment