



City of
Peterborough

To: **Members of the General Committee**

From: **John Kennedy, City Clerk**

Meeting Date: **December 2, 2019**

Subject: **Report CLSCLK19-025**
City of Peterborough Holdings Inc. Board Appointments

Purpose

A report to present recommendations from the City of Peterborough Holdings. Inc. (COPHI) Board and its Governance and Nominating Committee respecting appointments to the Board of COPHI.

Recommendations

That, if Council chooses to adopt the recommendations of COPHI's Board and its Governance and Nominating Committee respecting appointments to the Board of COPHI, as set out in Appendix A of Report CLSCLK19-025, that Council adopt the following resolution:

- a) That, notwithstanding Section 4.2 of the COPHI Shareholder Direction and Shareholder Declaration, dated July 30, 2012, Ms. Nancy Brown Andison, Ms. Louise Lalonde and Ms. Arlynn Dupuis be re-appointed to the COPHI Board for three-year terms expiring December 31, 2022; and,
- b) That, notwithstanding Sections 4.2 and 4.7 of the COPHI Shareholder Direction and Shareholder Declaration, dated July 30, 2012, Mr. Scott Baker, Mr. David Bignell and Mr. David Paterson be re-appointed to the COPHI Board for a one-year term expiring December 31, 2020.

Budget and Financial Implications

There are no direct budget or financial implications as a result of the adoption of the recommendations.

Background

Correspondence attached as Appendix A was received from COPHI on November 18, 2019 requesting the appointments listed above.

The letter notes that the appointments of Baker, Bignell and Paterson will result in their terms extending past nine (9) years due to their key roles which will assist during the transition phases for COPHI.

Section 4.7 of the Shareholder Direction and Shareholder Declaration states that “The term of office for a director who is not a member of the City of Peterborough Council will be three years or until his or her successor is elected. No non-member of Council shall serve greater than a total of nine continuous years as a director...”.

The letter also states that the Board will be comprised of ten members in 2020, eventually reducing to a lower number when the succession plan and transition is complete.

The Shareholder Direction and Shareholder Declaration states in Section 4.2 that the “...Corporation shall be managed by the Board, which shall consist of no less than seven (7) and no more than nine (9) directors, including the Mayor or designate from Council and one (1) other member of Council.”

Section 4.2 of the Shareholder Direction and Shareholder Declaration provides that Council will “consider candidates nominated by the nominating committee of the Board (the "Nominating Committee") but shall not be obliged to select such candidates. It is expected that the Nominating Committee will develop a process to identify and evaluate potential Board candidates in order to recommend a slate of candidates acceptable to the Shareholder.” Section 4.4 of the Shareholder Direction and Shareholder Declaration outlines the expected qualifications of candidates.

The Board provides this information to Council for consideration and approval.

Submitted by,

John Kennedy
City Clerk

Contact Name:

Phone: 705-742-7777 Ext. 1799

Toll Free: 1-855-738-3755

Fax: 705-742-4138

E-Mail: jkennedy@peterborough.ca

Attachment:

Appendix A – Correspondence from COPHI dated November 18, 2019