



NM 2011-11  
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2011 MAR 25 A 9:21  
THE CITY OF CALGARY  
CITY CLERK'S

**NOTICE OF MOTION**  
CC 661 (R2009-05)

NM2011- March 24

**RE: LIAISON FOR WHOLLY-OWNED SUBSIDIARIES**  
**ALDERMAN PETER DEMONG**

WHEREAS The City has a number of wholly-owned subsidiaries (WOS):

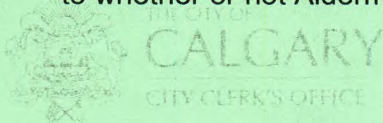
AND WHEREAS recent questions regarding oversight of the City's WOS's have given rise to concerns about Council's role and responsibilities, as well as its ability to be fully effective;

AND WHEREAS there is a conflict whenever a Member of Council is appointed on the Board of Directors of a WOS corporation because of Canadian corporate law and governance rules;

AND WHEREAS there may be areas in which WOS policies and decisions may need to be better explained and communicated to Council ensuring a good flow of information both ways;

NOW THEREFORE BE IT RESOLVED, Council directs that the Council Governance Task Force in conjunction with the City Manager and City Solicitor include in their project, and prepare a report, to come back to Council by May 9, 2011 on the merits of and proposed terms of reference for creating a wholly-owned Corporate Subsidiary Intermediary or Liaison officer position whose role it would be to monitor, analyze, query, understand, liaison and communicate with WOS's (inter alia) and report back through the Legislative Resource Group and Audit Committee on a timely and regular basis as to risk exposure, governance questions, capital and operational expenditure trends, policy shifts and potential policy gaps (inter alia) along with other suggested oversight and communication improvement mechanisms for Council to consider regarding the City's various WOS's;

AND BE IT FURTHER RESOLVED; that with the creation of this position consideration be given to whether or not Aldermanic appointments on these boards is still required.



*[Handwritten Signature]*  
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Signature of Member(s) of Council



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AND FURTHER BE IT RESOLVED, that consideration also be given to such person being granted WOS Board meeting access whether that be voting, non-voting, intervener or observer status;

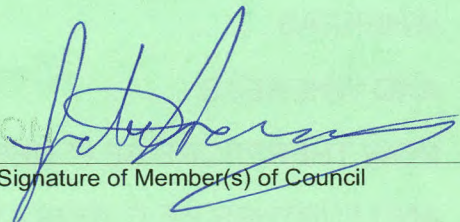
AND FURTHER BE IT RESOLVED, that consideration be given to such person being granted the right of full confidential requisition and access to all information required in the performance of their duties;

AND FURTHER BE IT RESOLVED, that Council consider such position to be funded through an appropriate cost-recovery mechanism whereby the city WOS's each contribute an annual proportionate retainer based on pro-forma budget allocations of resources requested by the liaison and agreed upon by Council;

AND FURTHER BE IT RESOLVED, that with regards to candidate qualifications, preference be shown to those with financial, capital and venture market, government and business experience and possibly also an accredited Director's designation.



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Signature of Member(s) of Council