



MEMO

Date: Monday, December 18, 2023

To: Strategic Priorities and Policy Committee

From: Lori Da Silva, CEO, RBC Place London

Subject: RBC Place London Board By-Law Recommendations

Recommendation:

At the Friday, October 27th Board meeting of the London Convention Centre Corporation operating as RBC Place London, the Board of Directors approved the attached recommendations to By-Law No. 6866-270, A by-law respecting the London Convention Centre Corporation in sections three through nine. Please find attached the by-law recommendations incorporated into the current by-law and highlighted in yellow for review and consideration of Council with the details of each recommendation below. The goal of these recommendations is to ensure excellent representation on the RBC Place London Board of Directors, succession planning and strong board governance.

Background:

Through the City of London Act 1992, Council established the London Convention Centre Corporation as a local board of the Corporation of the City of London for the purpose of maintaining, operating, managing, and promoting the facility. Power to oversee the venue was established under a by-law under subsection 5(3) of the Municipal Act, 2001, as amended.

Most recently the by-law was updated under Bill No. 371 2018 with a third reading on October 16, 2018. At this time, structured classes were established for Directors who are not members of Council under section 5.(2).

The attached By-Law document highlights areas recommended for changes for Council review. The focus of edits includes: business sectors to be represented on the board based on sectors that meet for conferences, growing sectors in London, potential growth areas; board nomination process with the board taking the leadership conducting interviews, and presenting recommended candidates to Civic Administration for appointment; updating qualifications for appointments based on residency and/or working relationship in London and recognition of the important surrounding communities; ability for past chair to remain on the board as a voting member, for an additional two years while in the role of past chair to maintain board history and aid in succession planning.

The London Convention Centre Corporation Board of Directors operating as RBC Place London Board, recommends these by-law edits to reflect current market conditions, trends, and best practices to ensure a strong governance board.

Specific By-Law Recommendation:

Section:

Convention Centre

3.iii add specific location details of areas currently included in the by-law specifically King Street, "currently a patio" and the parcel of land on the east of the venue is "currently known as Municipal parking lot #15".

Board

4. (1) (v) marketing or public relations, "or human resources;"

(vi) digital media, "or technology"

(x) "arts & culture"

(2) Council shall "review and approve" nominations for individuals for appointment under subsection (1)

(4) (c) in any other manner determined by "London Convention Centre Corporation Board acting reasonably;"

(d) Interviews will be conducted by "members of the London Convention Centre Corporation Board; and the Civic Administration shall submit a list of names of "the London Convention Centre Corporation Board recommended individuals to Council for formal review and appointments:"

Term

5. (4) ...for three successive meetings without being authorized to do so by, "the Board or if the Director no longer is engaged in their identified sector, a resident of London or working in London as identified in 6.(2)."

Qualifications

6. (2) ...either be residents "or employed in the City of London." ..."or employed in other municipalities or neighbouring Indigenous lands,..."

Executive

9. (2) The Chair and vice chair are eligible for reappointment, "maximum 2-year terms."

(3) "The Term of Chair and Past Chair can be additional years to the maximum 6-year term for Directors as detailed in item 5(3)."

c.c. RBC Place London Board of Directors

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WHEREAS the *City of London Act, 1992* (Chapter Pr49, Statutes of Ontario, 1992) authorizes Council to establish the London Convention Centre Corporation for the purpose of maintaining, operating, managing, and promoting the London Convention Centre Corporation, to provide for the Corporation's board of directors, to prescribe the extent of the Corporation's powers, and to define generally the Corporation's responsibilities to the City.

AND WHEREAS pursuant to the *City of London Act, 1992*, S.O. 1992 c.Pr49, the London Convention Centre Corporation is a local board of The Corporation of the City of London;

AND WHEREAS subsection 5(3) of the *Municipal Act, 2001*, as amended, provides that a municipal power shall be exercised by by-law;

AND WHEREAS section 9 of the *Municipal Act, 2001*, as amended, provides that a municipality has the capacity, rights, powers and privileges of a natural person for the purpose of exercising its authority under this or any other Act;

AND WHEREAS subsection 10(1) of the *Municipal Act, 2001*, as amended, provides that a municipality may provide any service or thing that the municipality considers necessary or desirable for the public;

AND WHEREAS subsection 10(2) of the *Municipal Act, 2001*, as amended, provides that a municipality may pass by-laws respecting: in paragraph 1, Governance structure of the municipality and its local boards, paragraph 3, Financial management of the municipality and its local boards, paragraph 5, Economic, social and environmental well-being of the municipality and in paragraph 7, services and things that the municipality is authorized to provide under subsection 10(1);

AND WHEREAS subsection 216(1) of the *Municipal Act, 2001*, as amended, provides that without limiting sections 9 and 10 of the Act, those sections authorize a municipality to pass a by-law to change a local board;

AND WHEREAS subsection 216(2) of the *Municipal Act, 2001*, as amended, provides that in the event of a conflict between a by-law described in subsection 10(1) of the Act and any provision of this or any other Act or in the event of a conflict with a regulation made under any other Act, the by-law prevails;

AND WHEREAS the Council for the City of London considers it necessary to provide a convention centre;

AND WHEREAS it is deemed expedient to pass this by-law;

THEREFORE the Municipal Council of The Corporation of the City of London enacts as follows:

LONDON CONVENTION CENTRE CORPORATION BY-LAW

DEFINITIONS

1. In this by-law.

“Board” means the board of directors of the Corporation;

“City” means The Corporation of the City of London;

“Corporation” means the London Convention Centre Corporation established under section 2;

“Council” means the Municipal Council of the City;

“hospitality sector” includes visitors accommodation and victualling, events and attractions.

CORPORATION ESTABLISHED

2. The London Convention Centre Corporation is established.

CONVENTION CENTRE

3. (i) The maintenance and management of the land, buildings and structures located on the north side of York Street in the City of London and known as London Convention Centre, owned by the City, upon the Centre being ready for and capable of use for its intended purpose, is entrusted to the Corporation until such time as the City may by by-law assume such maintenance and management.

(ii) The maintenance and management of the King Street Pedestrian Bridge between the hotel property fronting on King Street in the City of London (operating under the name Hilton Hotel as of the date of this by-law) and the London Convention Centre, including the City's responsibility for maintenance and repair under the agreement made September 19, 1995, between the City, BG Preeco 3 Ltd. and Truscan Realty Limited, is assigned to the Corporation until such time as the City may by by-law assume such maintenance and management.

(iii) The maintenance and management of the land owned by the City comprising the parcel between the London Convention Centre and King Street, **currently a patio** and the parcel on the east side of the London Convention Centre extending from King Street to York Street, **currently known as Municipal parking lot #15** and as shown as Site “B” and Site “C” on “Schedule A”, of this by-law is, entrusted to the Corporation until such time as the City may by by-law assume such maintenance and management.

BOARD

4. (1) The Board of the Corporation shall be composed of the Mayor as a member *ex officio* and ten members appointed by Council:

(a) two of whom shall be Members of Council;

(b) seven of whom may be engaged full-time in or otherwise representative of one of the following sectors of the community:

- (i) hospitality;
 - (ii) travel and transportation;
 - (iii) health care;
 - (iv) business;
 - (v) marketing or public relations or human resources;
 - (vi) digital media or technology;
 - (vii) sports;
 - (viii) agriculture or agrifoods; or
 - (ix) education;
 - (x) arts & culture;
- (c) one member-at-large, who may or may not be engaged either full-time or part-time in any sector mentioned in part (b), above;

(2) Council shall review and approve nominations for individuals for appointment under subsection (1).

(3) If an individual engaged in a sector mentioned in part (1) (b) above, is nominated to the Council, the Council shall first satisfy itself that the individual can generally represent the sector, and can fairly serve the best interests of the Corporation and the sector having regard to the individual's personal interests.

- (4) Expressions of interest of individuals in serving as directors may be solicited:
- (a) by advertising in a newspaper having general circulation in the municipality;
 - (b) by a posting on the Corporation's and/or the City's website; and/or
 - (c) any other manner determined by the Board , acting reasonably;
 - (d) interviews will be conducted by members of the Board;

and the Civic Administration shall submit a list of names of London Convention Centre Corporation Board recommended individuals to Council, for formal review and appointments.

TERM

5. (1) Members of Council appointed as Directors shall be appointed for a term not exceeding their term in office as Member of the Council that appoints them.

(2) Directors who are not members of Council shall be set at eight members and be structured in three (3) classes, consisting of a Class 1 (2 members), Class 2 (1 member) and Class 3 (5 members), and structured in such a manner as to provide for future staggering of board member replacement.

(3) Directors are eligible for re-appointment to the Board for up to six consecutive years.

(4) The seat of an appointed member of the Board becomes vacant if the Director is absent from the meeting of the Board for three successive meetings without being authorized to do so by the Board, or if the Director no longer is engaged in their identified sector, a resident of London or working in London as identified in 6.(2).

QUALIFICATIONS

6. (1) Each Director shall be at least eighteen years of age and not an undischarged bankrupt or mentally incompetent person.

(2) Seventy-five percent (75%) of the Directors who are not Members of Council or the Mayor shall either be residents or employed in the City of London. The balance of the Directors, other than the Mayor and Members of Council, may be residents or employed in other municipalities or neighbouring Indigenous lands within 100 kilometres of the municipal boundaries of the City.

NO REMUNERATION

7. Directors shall serve without remuneration.

CITY OFFICIAL

8. (1) The City Manager is designated to attend meetings of the Board and its committees and to participate in their deliberations (but, for clarity, will not be entitled to vote at such meetings).

(2) The City Manager may from time to time direct another appointed official of the City to represent the Civic Administration and, whenever this is done, the City Manager's representative is authorized to exercise all the rights and powers of the City Manager conferred under subsection (1).

EXECUTIVE

9. (1) The Board shall appoint from its members, a chair and vice chair who shall not be Members of Council.

(2) The chair and vice chair are eligible for reappointment, maximum 2 years terms.

(3) The term of Chair and Past Chair can be additional years to the maximum 6-year term for Directors as detailed in item 5 (3).

BOARD MEETINGS

10. (1) The Board shall hold at least six meetings each year and the interval between one meeting and the next shall not exceed ninety (90) days.

(2) Notice of any meeting of the Board specifying the time and the place for the holding of such meeting shall be given to every Director not less than five business days prior to the date of the meeting.

(3) A majority of Directors may requisition a special meeting of the Board by serving a copy of the requisition on the chair or the vice-chair of the Board.

(4) The chair of the Board may call a special meeting of the Board at any time whether or not he or she has received a requisition under subsection (2).

(5) A quorum for the transaction of business at meetings of the Board shall be a majority of the members of the Board and no business shall be transacted unless the requisite quorum is present at the commencement of business.

PROCEDURE

11. The Board shall pass by-laws governing its proceedings, the calling and conduct of its meetings, and the keeping of its minutes, records and decisions.

COMMITTEES

12. (1) The Board may appoint such committees as it determines necessary to conduct the business of the Board.

(2) Each committee appointed shall be composed of not fewer than three members of the Board and shall perform such duties and undertake such responsibilities as the Board specifies and shall report to the Board.

(3) Any member of the Board may be the chair or vice-chair of a committee.

CONFLICT OF INTEREST

13. The *Municipal Conflict of Interest Act* applies to the Board and its committees.

GENERAL MANAGER

14. (1) Subject to section 16, the Board shall, with approval of the Council, appoint a General Manager who shall be the Chief Executive Officer of the Corporation.

(2) The General Manager shall attend meetings of the Board and its committees and participate in their deliberations but is not entitled to vote or be the Chair or Vice-chair.

(3) The Board shall by by-law or resolution define the duties of the General Manager for the proper conduct of the business of the Corporation.

(4) The person holding the position of General Manager of the Corporation on the day this by-law comes into force shall be deemed to have been appointed pursuant to subsection (1) and section 16 on the terms and conditions established by Council.

SECRETARY

15. (1) The Board shall appoint a Secretary of the Corporation who shall:

- (a) give notice of the meetings of the Board;
- (b) keep all minutes of meetings and proceedings of the Board;
- (c) record without note or comment all resolutions, decisions and other proceedings at a meeting of the Board whether it is closed to the public or not; and,
- (d) perform such duties, in addition to those set out in clauses (a), (b) and (c), as the Board may from time to time direct.

(2) The Secretary may be an employee of the Corporation.

PERSONNEL

16. (1) The Corporation may, in accordance with practices and procedures approved from time to time by Council,

- (a) appoint, hire or otherwise engage officers, employees, agents or others;
- (b) determine the qualifications, responsibilities, duties and positions and terms and conditions of employment or service of persons appointed, hired or otherwise engaged by the Corporation;
- (c) establish classifications for persons appointed, hired or otherwise engaged by the Corporation, and reclassify, transfer or promote any such person;
- (d) determine the remuneration, salaries and benefits of, and any payments to, officers, servants, agents or others; and,
- (e) suspend, discharge or otherwise terminate employment or services.

(2) The remuneration, salaries and benefits determined under clause (1)(d) shall not exceed the maximum remuneration, salaries and benefits established from time to time by Council for the senior heads of its civic departments.

BUDGET

17. (1) The Corporation shall prepare annually or more frequently, as required by the City, a budget of estimated revenue and expenditure in a form that is satisfactory to the City.

(2) The Corporation shall submit the estimates to the City as required in a form that is satisfactory to the City.

ANNUAL REPORT

18. (1) The Corporation shall cause to be prepared an annual report which shall include audited financial statements of the Corporation.

(2) The audited financial statements, for each fiscal year, will be in accordance with generally accepted accounting principles as recommended by the Public Sector Accounting Board of the Canadian Institute of Chartered Accountants;

(3) The Corporation shall submit the annual report to Council as required.

ACCOUNTING RECORDS

19. (1) The Corporation shall keep proper books of account and accounting records with respect to all financial and other transactions of the Corporation, including, and without limiting the generality of the foregoing,

- (a) records of all sums of money received from any source whatsoever and disbursed in any manners whatsoever; and
- (b) records of all matters with respect to which receipts and disbursement take place in consequence of the maintenance, operation and management of the Corporation

(2) The Corporation shall keep or cause to be kept and maintained all such books of accounts and accounting records as the City may require

EXAMINATION OF BOOKS, ETC.

20. The Corporation shall make all of its books and records available at all times to such persons as the Council may require and shall provide certified true copies of such minutes, documents, books, records or any other writing as Council may require.

INVENTORY OF PERSONAL PROPERTY

21. (1) The Corporation shall, in accordance with good business practice, keep and maintain an accurate inventory of its personal property and provide Council with an inventory thereof as Council may require.

(2) The inventory shall include separate inventories of the personal property for the Convention Centre.

INFORMATION, ETC.

22. (1) The Council may require the Corporation:

- (a) to provide information, records, accounts, agendas, notices or any paper or writing; and
- (b) to make a report on any matter,

as Council determines, relating to the carrying out of the purposes and objects of the Corporation.

(2) The Corporation shall:

- (a) file with the City all such information records, accounts, agendas, notices, paper and all other materials as Council may require; and
- (b) make such reports within the time specified by Council and containing such content as Council may require.

STATEMENTS

23. (1) The Corporation shall from time to time provide the City as requested with statements of:

- (a) revenues and expenses;
- (b) profit and loss; and
- (c) such financial matters or operating expenses as Council may require.

(2) The statements referred to in subsection (1) shall be in such form as the City may require.

OPEN MEETINGS

24. (1) The meetings of the Board and the Corporation shall be open to the public and no person shall be excluded from a meeting except for improper conduct as determined by the Board.

Exceptions

(2) The Board may close a meeting, or a part of the meeting to the public only in accordance with section 239 of the *Municipal Act, 2001*

(3) Despite subsections (1) and (2), meetings of the Board may in accordance with the *City of London Act, 1992*, SO. 1992 C.Pr49 section 18, be closed to the public in respect of:

- (a) personnel matters, including matters related to wages, salaries and benefits;

- (b) litigation and communications respecting solicitor-client relationship, including legal opinions and advice; and,
- (c) proposed or actual contracts with persons and their financial results and proposing or holding conventions, meetings, receptions, trade shows, conferences and other events.

INDEMNIFICATION

25. (1) Subject to subsection (2), every Director and officer of the Corporation and his or her heirs, executors, administrators and other legal personal representatives may from time to time be indemnified and saved harmless by the Corporation from and against,

- (a) any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his or her office; and
- (b) all other costs, charged and expenses that he or she sustains or incurs in respect to the affairs of the Corporation

(2) No Director or officer of the Corporation shall be indemnified by the Corporation in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of any duty or responsibility imposed upon him or her under any Act unless, in an action brought against him or her in his or her capacity as director or officers, he or she has achieved complete or substantial success as a defendant.

(3) The Corporation may purchase and maintain insurance for the benefit of a director or officer thereof, except insurance against a liability, cost, charge or expense of the director or officer incurred as a result of his or her failure to exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of the Corporation, exercising in connection therewith the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

BY-LAWS PREVIOUS

26. By-law A.-5357-298, as passed on July 5, 1993 and all of its amendments are hereby repealed.

EFFECTIVE DATE

27. This by-law comes into force and effect on the day it is passed.

PASSED in Open Council on_____.

Josh Morgan
Mayor

Michael Schulthess
City Clerk

First Reading
Second Reading –
Third Reading