



TO:	CHAIR AND MEMBERS INVESTMENT AND ECONOMIC PROSPERITY COMMITTEE MEETING ON MAY 8, 2012
FROM:	CATHY SAUNDERS CITY CLERK
SUBJECT:	LONDON CONVENTION CENTRE CORPORATION

RECOMMENDATION

That, on the recommendation of the City Clerk, with the concurrence of the Chief Financial Officer, City Treasurer, the attached proposed by-law (Appendix “A”) **BE INTRODUCED** at the Municipal Council meeting on May 22, 2012 for the purpose of repealing By-law A.-5357-298 entitled “A by-law respecting the London Convention Centre Corporation” and replace it with a new by-law which addresses the following matters:

- i) remove references to the Board of Control;
- ii) amend the membership of the Board of Directors to require that a minimum of 75 percent of the citizen appointments to the Board be comprised of City of London residents;
- iii) amend the membership of the Board of Directors to provide for a maximum of two members-at-large appointments to be residents of communities within 100 kilometres of the City of London; and,
- iv) amend the notice requirements of meetings.

PREVIOUS REPORTS PERTINENT TO THIS MATTER
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Item #4 – Investment and Economic Prosperity Committee – March 5, 2012

BACKGROUND

The London Convention Centre Corporation Board submitted the attached (Appendix “B”) correspondence, dated February 17, 2012 requesting that Municipal Council repeal and replace the current London Convention Centre Corporation (LCC) By-law, with a new by-law, to reflect the following changes:

- remove references to the Board of Control;
- amend the membership of the Board of Directors to require that a minimum of 75 percent of the citizen appointments to the Board be comprised of City of London residents;
- amend the membership of the Board of Directors to provide for a maximum of two members-at-large appointments to be residents of communities within 100 kilometres of the City of London;
- amend the powers and make up of an Executive Committee to be comprised of the Chair, Vice-Chair and two directors at large that “may exercise all the powers of the Board in the direction of the management and affairs of the Corporation”; and,
- amend the notice requirements of meetings.

The Civic Administration has provided preliminary comments to the LCC with respect to the proposed changes to the LCC By-law which are reflected in the draft by-law attached (Appendix “B”) to the above-noted correspondence.

The following summarizes the significant proposed amendments requested by London Convention Centre:



	Current By-law	Proposed By-law
Board of Directors	<p>Ten members comprised of:</p> <ul style="list-style-type: none"> • two members of Council • one member from the hospitality sector • one member from the travel and transportation sector • one member from the business sector • two members not engage in any sectors listed above • one member from the marketing or public relations sector • one member from the unincorporated association known as Emerging Leaders 	<p>Ten members comprised of:</p> <ul style="list-style-type: none"> • two members of Council • Six members from the following sectors: <ol style="list-style-type: none"> i. Hospitality ii. Travel and transportation iii. Health care iv. Business v. Marketing or public relations vi. Digital media vii. Sports viii. Agriculture or agrifoods ix. Education • one member not engaged in the sectors listed above • one member from a “not-for-profit corporation Emerging Leases – London Community Network
Appointment Term	<p>Directors who are not members of Council:</p> <ul style="list-style-type: none"> • shall be appointed for the term of thirty-six months commencing December 1st in the year of their appointment • may serve as long as they remain eligible • position may become vacant if a member is absent for three successive month without authorization from Council 	<p>Directors who are not members of Council:</p> <ul style="list-style-type: none"> • shall be appointed for more than thirty-six month and such term may not exceed the term of Council • are eligible for re-appointment to the Board for up to five consecutive years • positions may become vacant if absent for three successive months without authorization from the Executive Committee
Qualifications	<ul style="list-style-type: none"> • shall be a resident of London 	<ul style="list-style-type: none"> • shall be at least 18 years of age and not an undischarged bankrupt up or mentally incompetent • 75% of the Directors who are not members of Council, shall be residents of the City. The remaining members may be residents of any municipality and county within a 100 kilometre radius of the geographic region of the City
Executive Committee	<ul style="list-style-type: none"> • 	<ul style="list-style-type: none"> • Shall consist of the chair, vice-chair and two directors at large • Shall possess and may exercise all fothe powers of the Board in the management and direction of the affairs and business of the Corporation • Shall hold at least eight meetings, timing of which shall not exceed 45 days
Meetings	<ul style="list-style-type: none"> • 9 monthly meetings per year with intervals not exceeding 60 days 	<ul style="list-style-type: none"> • 6 meetings per year with intervals not exceeding 90 days • Notice of meetings shall be given at least 48 hours prior to the date of the meeting • Board may waive notice • Directors may participate in a meeting by conference telephone or other communications • A resolution in writing is as valid as if it had been passed at a meeting of the Directors



Discussion

The London Convention Centre (LCC) was incorporated by private legislation, the *City of London Act, 1992*, S.O. 1992 c.Pr49. Subsection 2(1) of the Act permit the City to pass by-laws establishing a corporation under the name “London Convention Centre Corporation”, the object of which is to maintain, operate, manage, market and promote the Convention Centre for the benefit of the City and the residents of the City of London. Pursuant to section 197 of the Act, the LCC is a local board of the City.

By-law A.-5357-298 establishes the LCC and sets out its governance, including the number and appointments of directors and officers, procedural matters, including the calling of meetings, financial and accounting procedures and reporting, and other general operating matters.

The following summarizes the Civic Administrations concerns with some of the amendments being proposed:

- The proposed change to the Board of Directors requires the support of 2/3rd of the whole of Council
- Section 4(3) provides for the Executive Committee to determine the appropriate means of advertising for submission of nominations, instead of the Civic Administration. The Civic Administration recommends that the current practice remain in place.
- Section 4(4) provides for the Executive Committee to submit names of nominees for Council’s consideration, instead of the Civic Administration. The Civic Administration recommends that the current practice remain in place.
- Committee may wish to further explore the proposed changes to the qualifications for members of the Board of Directors. Current, Directors must be residents of the City of London. The proposed amendment would require 75 percent of the Directors to be residents of the City of London, with a provision for the Directors being residents of any municipality and county within a 100 kilometres radius of the geographic region of the City. The Civic Administration recommends that this be further amended to indicate residents of any municipality within 100 kilometres of the municipal boundary of the City of London as to further clarify.
- Section 9 establishes an Executive Committee who may exercise all the powers of the Board, subject to any restrictions placed on the Committee by the Board. The Civic Administration does not recommend that the proposed Executive Committee be established as the actions and activities of the LCC should be conducted at open meetings of the Board of Directors.
- Section 10 recommends that 48 hours notice of meetings be provided. Given that the amendments suggest that the Board meet only 6 times a year, it is recommended that at least 5 days notice of meetings be given.
- Section 10 recommends that the Board of Directors be authorized to sign a resolution in lieu of the meeting. It is recommended that this provision be deleted as this would not provide for open and transparent meetings of the Board of Directors and would be in conflict with section 238 of the *Municipal Act, 2001* and section 23 of the By-law.
- It is recommended that section 17 be further amended to provide that the budget presented shall be in such detail and form as specified by the Municipality.
- Although no amendments are being suggested by the LCC with respect to section 24 – Open Meetings of the by-law, it is recommended that this section of the by-law be amended to reflect the requirements as set out in section 239 of the *Municipal Act, 2001*.

The by-law attached as Appendix “A” to this report is reflective of the changes recommended above.

RECOMMENDED BY:	CONCURRED BY:
CATHY SAUNDERS CITY CLERK	MARTIN HAYWARD CHIEF FINANCIAL OFFICER, CITY TREASURER

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