

NO: **R071**

COUNCIL DATE: **April 23, 2012**

REGULAR COUNCIL

TO: **Mayor & Council**

DATE: **April 11, 2012**

FROM: **City Manager**

FILE: **7150-20 (E-Comm)**

SUBJECT: **Designates for Election to the E-Comm Board and for the E-Comm Annual General Meeting**

RECOMMENDATION

It is recommended that Council:

1. approve Chief Len Garis as a designate for election to the E-Comm Board;
2. approve Township of Langley Councillor Charlie Fox as chosen by the City of White Rock Council and the Township of Langley Council as the other designate for election to the E-Comm Board;
3. designate Chief Len Garis as the representative of City of Surrey to the Annual General Meeting of the Shareholders of E-Comm to be held on June 21, 2012; and
4. authorize the City Clerk to inform the Corporate Secretary of E-Comm of Council's resolution in relation to this report and to forward a copy of this report and the related Council resolution to the Township of Langley and the City of White Rock as information.

BACKGROUND

In a letter, dated April 2, 2011 (copy attached), the Corporate Secretary for E-Comm has requested that the City of Surrey in consultation with the Township of Langley and the City of White Rock designate members for election to the E-Comm Board of Directors for 2012/2013. Pursuant to the E-Comm Members Agreement, the three municipalities are entitled to designate two individuals for election to the Board.

By agreement between the municipalities, Chief Len Garis has served as a representative to the Board since its inception in 1998. Past practice has been that the Township of Langley and the City of White Rock alternate designating the other representative to the Board from year to year. This year it is Langley's turn to designate an individual to the Board.

DISCUSSION

The City of White Rock and the Township of Langley have endorsed each of Surrey Fire Chief, Len Garis, and Township of Langley Councillor Charlie Fox for election to the Board. Councillor Fox was selected by the Councils of the City of White Rock and the Township of Langley.

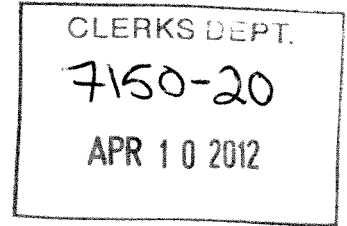
The Corporate Secretary of E-Comm has advised in the attached letter that the City is responsible for designating one individual to attend the annual General Meeting of the E-Comm Shareholders for purposes of voting the City's shares. The AGM is being held on June 21, 2012. The primary order of business at the AGM is the election of the E-Comm Board. In previous years, the City has designated Chief Garis to represent the City at the AGM.

Murray Dinwoodie
City Manager

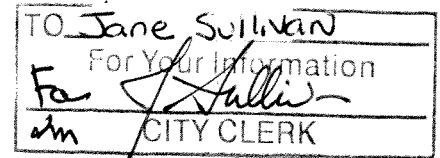
Attachment: Letter, dated April 2, 2012 from E-Comm

c.c. Fire Chief Len Garis

April 2, 2012



Her Worship Mayor Watts and Council
 City of Surrey
 142545 – 56th Avenue
 Surrey, BC
 V3X 3A2



Dear Mayor Watts and Council:

RE: E-Comm Board of Directors Designate — 2012/2013 Year

The Annual General Meeting (the "Meeting") of the Shareholders (Members) of E-Comm *Emergency Communications for Southwest British Columbia Inc.* ("E-Comm") will be held on Thursday, June 21, 2012 and, at that time, the Board of Directors will be appointed by the shareholders for the 2012/2013 year.

Section 4.2 of the E-Comm Members' Agreement provides for the designation of an individual(s) by a Member or a Designated Group of Members for election to the Board of Directors within a time period sufficient for the individual's name to be placed before the Class A Members at the Meeting.

Our records indicate the following shares are held by the group to which you belong:

	Class A	Class B
Township of Langley	-	3
City of Surrey	2	1
City of White Rock	2	-

Pursuant to Section 4.2.1.5 of the E-Comm Members' Agreement, the above entities are entitled to designate two mutually-agreed upon individuals for election to the Board of Directors of E-Comm. We would request that you confer with the other members of your group to designate the appropriate individuals. At present, Township of Langley Councillor Charlie Fox and Surrey Fire Chief Len Garis represent the Township of Langley, Surrey and White Rock on our Board of Directors.

In the next couple of years the Board of E-Comm will be focused on working with E-Comm management to successfully carry out Vision 2020, our Strategic Plan. To this end, the Board of E-Comm is looking for directors who add skills and experience that will specifically contribute to E-Comm's successful achievement of Vision 2020. Attached to this letter is the Board of Directors skills matrix outlining competencies Boards generally seek in their directors. We hope you will find this helpful in your decision-making.

The effectiveness of the Board as a whole is greatly enhanced when a Member's nominee has board experience, in a private or public company, and can remain a director of E-Comm year-over-year. Although we are required to elect directors every year at our Annual General Meeting, we believe that it is in the best interests of our shareholders, E-Comm, and the Board as a whole, to have directors serve for more than one year. To the extent possible, we encourage you to consider the continuity of appointment of your nominee, whether an existing director or a new appointment.

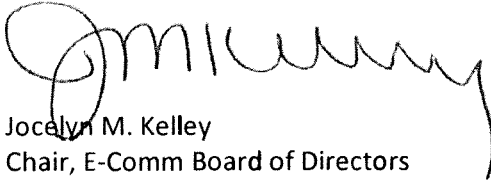
.../2

While the Members' Agreement allows Members to nominate any directors of their choice, your nominee will be more effective if there is no real or perceived conflict of interest between your nominee and E-Comm.

Because your municipality/organization is among a designated group of Members, we ask that you confer with the others members of your group to establish mutually-agreeable nominees. **We request that you advise Jody Robertson, Corporate Secretary, with written confirmation by May 25, 2012, of the name and contact information of your nominee to the E-Comm Board.**

Please note that nominating a director is a separate process from designating a representative to vote your shares at the Annual General Meeting (AGM). As such, Jody will be contacting you again in May with information on the AGM and requesting that you designate one individual to attend the Annual General Meeting of the Shareholders for the purposes of voting the City of Surrey's shares.

Yours truly,



Jocelyn M. Kelley
Chair, E-Comm Board of Directors

f| 604.215.4933 (confidential fax)

Attachment: Skills Matrix

contact information for Jody Robertson, Corporate Secretary:

mail 3301 East Pender Street
Vancouver, BC V5K5J3

email jody.robertson@ecomm911.ca

tel 604.215.4956

Board of Directors — Skills Matrix

Legend	0	No application or minimal application – no direct or relevant experience or knowledge
	1	Basic application – limited experience or knowledge in the area
	2	Skilled application – I have the experience and knowledge described

Skill	Experience Description	Level		
		0	1	2
Government Relations	Serving an active role in municipal, provincial or federal government, or senior management experience in political and public consultation, or strategic government relations.			
Committee/Board/Chair Expertise	Prior or current experience as a board member of a major organization (public, private or non-profit sectors).			
Corporate Governance Expertise	Experience relating to corporate governance, including acting as the chair of a corporate governance and/or nominating committee of a board of directors (public, private or non-profit sectors) or serving in a senior role as either general counsel and/or corporate secretary, including accumulating expertise in this regard as a result of a role in a law firm. May include formal education (e.g. ICD.D or Chartered Directors Course designations) or other academic training relating to the corporate governance profession.			
Financial Expertise	Senior executive experience or consulting in financial accounting and reporting and corporate finance, especially with respect to debt and equity markets. Comprehensive knowledge of internal financial controls and GAAP. Expertise in auditing, evaluating or analyzing financial statements. May have formal education in this regard.			
Financially Literate	Individual having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by E-Comm’s financial statements.			

Skill	Experience Description	Level		
		0	1	2
Strategic Planning and Focus	Experience with planning, evaluation, and implementation of a strategic plan. This includes a demonstrated ability to focus on longer term goals and strategic outcomes, as separate from day-to-day management and operational experience.			
Public Safety	Experience in the public safety industry with a strong knowledge of operational processes, business issues, regulatory requirements, and technology.			
Corporate Leadership Experience	Executive experience driving strategic insight and direction to encourage innovation and conceptualize key trends to continuously challenge the organization to sharpen its vision while achieving significant organic growth.			
Human Resources Expertise	Experience or board compensation committee participation with a thorough understanding of compensation, benefit and pension programs, human capital planning, legislation and agreements. This includes specific expertise in executive compensation programs including base pay, incentives, equity and perquisites. Understanding of management of human capital planning, including retention, succession, training and recruitment.			
Information Technology Expertise	Executive or consulting experience with information technology. May have formal education in this regard.			
Telecommunication Experience	Executive experience or consulting experience in the wireless telecommunication industry or having specialized knowledge or experience in the government regulation of telecommunications, voice and data networks and infrastructure			
Member/Customer Relations Experience	Experience in member/customer relations management.			

Skill	Experience Description	Level		
		0	1	2
Sustainable Business Practices Expertise	Experience in industry regulations, public policy and the fostering of a corporate culture related to health, safety, environment and social responsibility and other constituents of sound sustainable development practices and reporting and their application to corporate success.			
Communication and/or Public Relations Expertise	Senior executive or consulting experience within a communications or public relations firm or serving in a senior executive communications or public relations capacity within another corporation.			
Media/Public Speaking Expertise	Experience in representing organizations in diverse audience settings.			
Other Skills	Please describe.			