

NO: R101

COUNCIL DATE: **May 16, 2016**

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## REGULAR COUNCIL

TO: **Mayor & Council**

DATE: **May 12, 2016**

FROM: **City Manager**

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

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

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## RECOMMENDATION

It is recommended that Council:

1. Approve Terry Waterhouse, Director, Public Safety Strategies, as a designate for election to the E-Comm Board;
2. Approve the individual chosen by the City of White Rock Council and the Township of Langley Council as a designate for election to the E-Comm Board;
3. Designate Terry Waterhouse, Director, Public Safety Strategies, as the City of Surrey's representative to the 2016 Annual General Meeting of the Shareholders of E-Comm; and
4. Authorize the City Clerk to forward a copy of Council's resolution to the Director of Corporate Communications & Governance of E-Comm 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

E-Comm (Emergency Communications) 9-1-1, is the largest emergency communications centre for British Columbia and is located in Vancouver B.C. E-Comm owns and operates one of the largest multi-agency public safety radio networks in North America. It is the largest multi-jurisdictional radio network of its kind in British Columbia and provides 9-1-1 service for 88% of the Province's 9-1-1 call volume including Metro Vancouver, 6 regional districts on Vancouver Island, as well as 16 other regional districts and communities across B.C.

Currently, the BC Ambulance Service within Metro Vancouver and Abbotsford, all police agencies in Metro Vancouver and Abbotsford and 11 fire agencies in Metro Vancouver use E-Comm's radio network to communicate with each other. As well E-Comm provides dispatch services to 16 police agencies and 18 fire departments.

In a letter, dated March 22, 2016 (Appendix "I"), the Director of Corporate Communications & Governance 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 the 2016/2017 term. Pursuant to the E-Comm Members Agreement, the three municipalities are entitled to designate two individuals for election to the Board.

Past practice has been that the Township of Langley and the City of White Rock alternate from year to year in designating the second representative to the Board. 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 are currently in discussion with respect to whom they will designate for election to the Board; however, they expect to make that decision shortly. To respond to the request from the E-Comm Director of Corporate Communications & Governance in a timely manner, it is recommended that Council approve Terry Waterhouse as a designate for election to the E-Comm Board and further advise that the City of Surrey will endorse the other designate for election to the Board as selected by the Councils of the City of White Rock and the Township of Langley.

The Director of Corporate Communications & Governance of E-Comm has advised in the attached letter that the City of Surrey is responsible for designating one individual to attend the Annual General Meeting (AGM) of the E-Comm Shareholders for purpose of voting the City's shares. The AGM is being held on June 16, 2016. The primary order of business at the AGM is the election of the E-Comm Board. It is recommended this year that Terry Waterhouse represent the City at the AGM.

## CONCLUSION

Based on the above discussion it is recommended that Council:

- Approve Terry Waterhouse, Director, Public Safety Strategies as a designate for election to the E-Comm Board;
- Approve the individual chosen by the City of White Rock Council and the Township of Langley Council as a designate for election to the E-Comm Board;
- Designate Terry Waterhouse, Director, Public Safety Strategies, as the City of Surrey's representative to the 2016 Annual General Meeting of the Shareholders of E-Comm; and
- Authorize the City Clerk to forward a copy of Council's resolution to the Director of Corporate Communications & Governance of E-Comm 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.

Vincent Lalonde, P.Eng.,  
City Manager

Appendix "I": Letter E-Comm, dated March 22, 2016

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cc. Fire Chief

March 22, 2016

Mayor Linda Hepner and Council  
City of Surrey  
13450 – 104 Avenue  
Surrey, BC  
V3T 1V8

TERMS SET  
7150-20  
MAR 23 2016

City Manager  
ER  
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Dear Mayor Hepner and Council,

**RE: E-Comm Board of Directors Designate — 2016-2017 Term**

The Annual General Meeting (the "Meeting") of the Shareholders (Members) of E-Comm *Emergency Communications for British Columbia Inc.* ("E-Comm") will be held on Thursday, June 16, 2016 and, at that time, the Board of Directors will be appointed by the shareholders for the 2016-2017 term.

At present, Surrey Fire Chief Len Garis and Township of Langley Mayor Jack Froese represent the Township of Langley, and the Cities of Surrey and White Rock on our Board of Directors. 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.

The Board of E-Comm is focused on good governance and we are looking for effective directors for the benefit of all shareholders. An effective director will have competencies in many, or most, of the following areas: Knowledge of E-Comm or the public safety industry, knowledge of the role of a board, analytical skills including financial acumen, leadership skills, good communication skills, sound judgment, high integrity and the ability to influence others.

The E-Comm Board of Directors meets five times per year and provides oversight of the business and affairs of the company. Two additional sessions are also held annually for strategic planning and board education. There are three standing committees of the board (Audit, Governance and Human Resources and Compensation), each meeting five times per year. Participation on committees is voluntary, but recommended.

Although shareholders are required to elect directors every year at our Annual General Meeting, there is no limit on the number of terms any one director can serve. Indeed, we believe that it is in all shareholders' best interest when a director can serve multiple terms.

Because your municipality/organization is among a designated group of Members, we respectfully request that you confer with the others members of your grouping to establish mutually-agreeable nominees prior to informing us of your nominees. This will help to ensure a smooth nomination process.

We request that you advise the undersigned with written confirmation by May 17, 2016, of the name and contact information of your mutually-agreed upon nominees to the E-Comm Board.

Mayor Linda Hepner and Council  
City of Surrey  
March 22, 2016

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Please note that nominating a director is a separate process from designating a representative to vote your shares at the Annual General Meeting (AGM) in June. As such, I will be contacting the City of Surrey again at the end of 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.\* Please find attached, a Common Questions and Background document for additional information.

Yours truly,



Jody Robertson  
Director of Corporate Communications & Governance

t | 604-215 4956  
jody.robertson@ecomm911.ca

cc Chief Len Garis, City of Surrey  
Mayor Jack Froese, Township of Langley

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

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

contact information for Jody Robertson, Director of Corporate Communications & Governance

mail 3301 East Pender Street  
Vancouver, BC V5K5J3 email jody.robertson@ecomm911.ca tel 604-215-4956

## E-Comm Board of Directors: Common Questions & Background

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**Q** What is the role of the E-Comm Board of Directors?

**A** The E-Comm Board of Directors meets five times per year to provide oversight of the business and affairs of the company. Two additional sessions are also held annually for strategic planning and board education. There are three standing committees of the board (Audit, Governance, and Human Resources and Compensation), each also meeting five times per year. Participation on committees is voluntary, but recommended.

**Q** Who appoints the Board of Directors?

**A** The shareholders elect the Board of Directors at the Annual General Meeting (AGM) of the Company. Nominating entities advise the E-Comm Corporate Secretary prior to the AGM of the name of their nominee to be put before the shareholders-at-large at the AGM.

**Q** Why is the Board of Directors term only one year? Can we nominate someone for more than one term?

**A** The E-Comm Corporate Articles specify a term of one year. Nominating Entities may advise the Corporate Secretary in writing if they wish their nominee's name to stand for election for a specific number of terms (e.g. four). However, the Corporate Secretary must confirm in writing each year that the standing nomination remains intact, however there will be no further action for the Nominating Entity unless they wish to make a change from their previous direction.

In the case of Nominating Entities that are part of a grouping, the Corporate Secretary must receive written confirmation from each nominating entity of the standing nomination, including specification of number of terms. The direction must be consistent among all members of the grouping; otherwise all members of the grouping must be contacted each year asking for confirmation of the nomination.

**Q** If my organization/municipality is part of a grouping, do we have to agree on the nominee?

**A** The E-Comm Members' Agreement specifies that each designated group of members shall agree on their individual nominee. Consultation on a mutually-agreeable nominee should be undertaken prior to advising the E-Comm Corporate Secretary of the name of the nominee.

**Q** What is the difference between nominating a board director and sending someone to the AGM?

**A** The individual board nominees, once elected at the AGM, will serve on E-Comm's board throughout the coming year, attending various board and committee meetings, and participating in the supervision of the organization's affairs. Your organization's representative at the AGM is simply the person who attends the AGM that day on behalf of your organization, and votes your share on any resolutions or votes which occur at the AGM that day. That person's role and duties cease after the AGM has adjourned.

**Q** Why do you contact us in March when the Board is not appointed by Shareholders until June?

**A** We provide sufficient notice of the process to allow for conferring with other members of member groupings, council and or other motions that may be required.

## **E-Comm Board of Directors: Common Questions & Background**

**Q** What do you recommend the council/board motion read?

**A** Exact wording is at the discretion of your organization, however Council/board motions should include the name of the nominee, specification of the E-Comm Board term (e.g. 2016-2017) and reference to election at the Annual General Meeting of E-Comm shareholders. For example "THAT (enter municipality/board/ organization name) nominate (name) to represent municipality/board/organization) on the E-Comm Board of Directors for the 2016-2017 term, such Board to be appointed by E-Comm shareholders at the June 16, 2016 Annual General Meeting."

**Q** What do directors receive for remuneration?

**A** Meeting rates are \$359 per meeting (for Directors who are not full-time employees of a Member, the Provincial Government or Special User), twice that amount for meetings longer than four hours in duration. Board meetings are generally less than four hours.

**Q** Who do I contact with questions?

**A** Jody Robertson, Director of Corporate Communications & Governance, 604-215-4956

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### **About the annual general meeting**

**Q** What is an AGM?

**A** A general meeting of all shareholders of E-Comm is required to occur at least once annually under the Business Corporations Act (BC), which regulates E-Comm's corporate governance.

**Q** What happens at an AGM?

**A** The compulsory items on the agenda are the election of directors, the appointment (or reappointment) of the auditors, and the presentation of previous year's financial statements. Usually, a number of additional items are also placed on the agenda, such as a general report from the directors, or presentations on new initiatives. Special business items could also be dealt with (such as changing the Corporate Articles), but shareholders would receive notice of any special business with the notice of meeting.

**Q** Who should attend AGM?

**A** A representative of the shareholder should attend the AGM to vote on the matters listed above including electing the board of directors.

**Q** What are shareholders entitled to vote on?

**A** Holders of Class A shares have one vote per share on all matters requiring a vote at the AGM, including any items of special business. Class B shares are generally non-voting, except for matters which involve certain fundamental changes – these are listed and specified in the E-Comm Corporate Articles.

**Q** What is the voting process at the AGM?

**A** Upon the representative of a shareholder arriving at the AGM, they sign in and are provided with a voting card. Votes are conducted by a simple show of hands (voting cards) unless a shareholder demands at the meeting that a formal ballot or "poll" vote occur on a particular resolution.

## **E-Comm Board of Directors: Common Questions & Background**

**Q** What if no one can attend, can we proxy our vote?

**A** Yes. A shareholder can appoint a proxyholder (in writing) to attend and vote on the shareholder's behalf at the AGM. The proxyholder need not be a member themselves.

Proxies must be in writing, must specify the name of the shareholder, the identity of the proxyholder, and reference the AGM in question. They must be signed by an authorized signatory of the shareholder. Proxies must be pre-registered with E-Comm at least 2 business days prior to the AGM.

**Q** How will my shares be voted if I return a proxy?

**A** Proxies usually grant the proxyholder the ability to vote on all matters at the meeting, in their discretion. If a shareholder wishes, it can restrict that discretionary power by stating in the proxy form that its shares must be voted in a certain manner on specified resolutions or votes which it anticipates will be before the meeting. Such language, if included, needs to be clear and unambiguous.

**Q** Can a proxy be revoked?

**A** Once granted, proxies can also be revoked, but written revocation signed by the shareholder must be given to E-Comm at least one business day prior to the AGM.

**Q** Who chairs the AGM?

**A** E-Comm's Corporate Articles specify that the chair of the Board of Directors will also chair the AGM.

**Q** How important is it that we send someone?

**A** As a shareholder of E Comm we strongly urge in-person attendance to ensure shares are represented.

**Q** What if I have a question about the AGM?

**A** Contact Jody Robertson, Director of Corporate Communications & Governance, at 604-215-4956