

**BYLAW 16766 SIDE BY SIDE**

**LRT GOVERNANCE BOARD BYLAW REVIEW  
SIDE BY SIDE COMPARISON OF BYLAW 15659 and BYLAW 16766**

<b>SECTION</b>	<b>BYLAW 15659</b>	<b>BYLAW 16766</b>	<b>REASON FOR CHANGE</b>
<p><b>Preamble</b></p>	<p>Whereas, pursuant to section 145 of the Municipal Government Act, Council may pass bylaws dealing with the establishment and functions of council committees, and the procedure and conduct of council committees;</p> <p>Whereas pursuant to section 199 of the Municipal Government Act, Council or Council committee meetings may be conducted by electronic or other communication facilities if the requisite conditions are met.</p> <p>Edmonton City Council enacts:</p>	<p>Whereas, pursuant to: Sections 1(f), 145 and 203 of the Municipal Government Act, RSA 2000, c M-26, Council may by bylaw establish Council committees, prescribe conduct and procedural rules for them, and delegate powers, duties and function to them;</p> <p>Section 154 of the Municipal Government Act, the chief elected official is a member of every Council committee, unless a bylaw provides otherwise;</p> <p>Sections 195 to 199 of the Municipal Government Act, prescribe the legislative requirements for Council and committee meetings;</p> <p>Sections 1(xii), 1(j), 1(p), and 95 of the Freedom of Information and Protection of Privacy Act, RSA 2000 c F-25 (FOIP), make every Council committee a separate public body from Council that must appoint its own FOIP Head and prescribe a fee schedule, in accordance with the Act's requirements;</p> <p>Edmonton City Council enacts:</p>	<p>Additional sections applicable to all Council committees added</p> <p>References provide the statutory authority for provisions in the bylaw only – no substantive change</p>

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<p><b>Purpose</b></p> <p>current – s. 1 new – s. 1</p>	<p>1. The purpose of this bylaw is to establish the LRT Governance Board Bylaw and to prescribe powers, duties, structure and procedures for this Board.</p>	<p>1. The purpose of this bylaw is to continue the LRT Governance Board with a new mandate, terms of reference and authorities.</p>	<p>Purpose is now to continue the Board</p>
<p><b>Definitions</b></p> <p>current – s. 2 new – s. 2</p>	<p>2. In this bylaw, unless the context otherwise requires:</p> <p>a. “Administration” means the personnel, financial and other related resources of the City managed by the City Manager;</p> <p>b. “Board” means the LRT Governance Board established by this bylaw;</p> <p>c. “City” means the Municipal Corporation of the City of Edmonton;</p> <p>d. “City Manager” means the Chief Administrative Officer of the City or that person’s delegate;</p> <p>e. “Council” means the Municipal Council of the City of Edmonton;</p> <p>f. “LRT” means the light rail public transportation system in the city of Edmonton;</p> <p>g. “LRT Project” means the procurement, development, design and construction of the</p>	<p>2. In this bylaw, words have the same meaning as defined in the Municipal Government Act, except as expressly provided for in this bylaw:</p> <p>a. “Administrative Directive” means a directive, procedure or other guideline developed by the City Manager to govern the actions of the City’s administration;</p> <p>b. “Board” means the LRT Governance Board which is continued as a Committee of Council in this bylaw;</p> <p>c. “Chair” means the Chair of the LRT Governance Board;</p> <p>d. “City” means the municipal corporation of the City of Edmonton;</p> <p>e. “City Policy” means a policy passed by Council;</p> <p>f. “City Manager” means the chief administrative officer of the City or delegate;</p> <p>g. “Council” means the elected governing body of the City;</p>	<p>Adopting the definitions in the Municipal Government Act which governs the bylaw passing power is standard part of all bylaws.</p> <p><u>Summary of Changes:</u></p> <p>Deleted:</p> <ul style="list-style-type: none"> <li>• Administration</li> </ul> <p>Added:</p> <ul style="list-style-type: none"> <li>• Administrative Directive</li> <li>• Chair</li> <li>• City Policy</li> <li>• Evaluation Committee</li> <li>• Fairness Monitor</li> <li>• FOIP Act</li> <li>• FOIP Head</li> <li>• Municipal Government Act</li> <li>• P3</li> <li>• P3 Agreement</li> <li>• Procedures and Committees Bylaw</li> <li>• RFP</li> <li>• RFQ</li> <li>• Standing Committee</li> <li>• Valley Line</li> </ul> <p>Changed:</p> <ul style="list-style-type: none"> <li>• Council</li> <li>• LRT Project</li> </ul>

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	<p>Southeast and West LRT; and</p> <p>h. "Member" means a person appointed to the Board pursuant to this bylaw.</p>	<p>h. "Evaluation Committee" means the group of individuals tasked with the responsibility for evaluating LRT Project proposals and selecting the preferred proponent on the basis of the prescribed criteria;</p> <p>i. "Fairness Monitor" means an individual retained by the City to monitor and report on the fairness of a competitive procurement process;</p> <p>j. "FOIP Act" means the Freedom of Information and Protection of Privacy Act, RSA 2000 c F-25;</p> <p>k. "FOIP Head" means the individual or group appointed as a public body's official with the responsibility for exercising the powers, and performing the powers and duties ascribed to a FOIP Head by the FOIP Act;</p> <p>l. "LRT" means light rail transit;</p> <p>m. "LRT Project" means the southeast to downtown portion of the Valley Line;</p> <p>n. "member" means an individual appointed to the Board;</p> <p>o. "Municipal Government Act" means the Municipal Government Act, RSA 2000 c M-26;</p>	<p>Reasons:</p> <p>Definition section is used for terms that are used throughout the bylaw simply to shorten the length of the text</p> <p>The Municipal Government Act only provides for one City employee – the City Manager. Under the City Administration Bylaw 12005, the City Manager has the power to manage the City's personnel and resources, so all delegations of authority and direction flow through the City Manager to Administration. Administration was not used in the bylaw, and so was deleted.</p> <p>Additional definitions were required to simplify the draft and to provide for new issues:</p> <ul style="list-style-type: none"> <li>• The original bylaw provided for standard agreement approvals. The new bylaw provides for a P3 Procurement involving a fairness monitor, P3 Agreement, RFP and RFQ, Evaluation Committee</li> <li>• FOIP Act requires provision appointing the FOIP head for the committee</li> </ul>

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		<p>p. "P3" means a public-private partnership;</p> <p>q. "P3 Agreement" means the agreement defining the terms and conditions governing the City's legal relationship with the contractor that will design, build, finance, operate and maintain the LRT Project;</p> <p>r. "Procedures and Committees Bylaw" means Bylaw 12300 which establishes Council's Standing Committees and prescribes procedures for Council and Council committees;</p> <p>s. "RFP" means the request for proposal component of the competitive procurement process that will be conducted to select the contractor that will enter into the P3 Agreement;</p> <p>t. "RFQ" means the request for qualifications portion of the competitive procurement process for the LRT Project;</p> <p>u. "Standing Committee" has the same meaning as prescribed by the Procedures and Committees Bylaw;</p> <p>v. "Valley Line" means the City's southeast to west LRT system.</p>	<ul style="list-style-type: none"> <li>• Differentiated between Administrative Directives and City Policy. The former is not binding on a Council committee – is a direction from the City Manager to Administration. The latter is Council's policy on City matters, such as trees, environmental assessments, public engagement etc.</li> <li>• Role for Chair is prescribed in the new bylaw</li> </ul> <p>Changed definition of Council to more descriptive than circular definition – standard for all bylaws.</p> <p>Changed LRT Project to identify the portion of the Valley Line that will be procured through the upcoming P3 process that the LRT Governance Board will have the delegated authority to approve.</p>

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<p><b>Rules for Interpretation</b> current – s. 3 new – s. 3 to 5</p>	<p>3. The marginal notes and headings in this bylaw are for reference purposes only.</p>	<p>3. Marginal notes and headings in this bylaw are for ease of reference purposes only, and are not intended to have legal meaning.</p> <p>4. In the event of a conflict between this bylaw and an enactment, the enactment governs.</p> <p>5. Any reference to an enactment in this bylaw includes any amendments, or successor or replacement enactments and any applicable regulations or orders issued under the authority of an enactment.</p>	<p>Standard provisions in all bylaws</p>
<p><b>Establishment</b> current – s. 4 new – s. 6</p>	<p>4. The LRT Governance Board is hereby established as a committee of Council.</p>	<p>6. The LRT Governance Board, established under Bylaw 15659 is continued as a Committee of Council.</p>	<p>Continues the Board as a committee of Council</p>
<p><b>Mandate</b> current – s. 5 new – s. 6</p>	<p>5. The mandate of the Board is oversight of the LRT Project.</p>	<p>7. The mandate of the Board is to employ its expertise in the financing, design, construction, operations and maintenance aspects of light rail transit systems and P3 arrangements to approve the terms of the City’s RFP, including the form and content of the P3 Agreement, for the LRT Project.</p>	<p>The word “oversight” can mean many things and includes everything from line by line scrutiny of all documents to audit after a project is complete.</p> <p>The new mandate describes why the board was created and the purpose delegated to it by Council with respect to the delegated authority to approve the P3 agreement terms</p>
<p><b>Terms of Reference</b> current – N/A</p>	<p>Not in current bylaw</p>	<p>8. In exercising its mandate, the Board will: a. review and consider all public</p>	<p>The City’s Procedures and Committees Bylaw 12300 requires that terms of reference be included in Council committee</p>

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<p>new – s. 8</p>		<p>and private reports and proceedings, and Council and Standing Committee decisions relating to the LRT Project;</p> <p>b. evaluate LRT Project procurement matters and reports in relation to legal, trade agreement, risk management, industry best practice, and due diligence requirements;</p> <p>c. reference City Policy and Administrative Directive requirements that are applicable to decisions to be made by the Board;</p> <p>d. consider LRT Project decisions in light of alignment with what would be in the best interest of the Valley Line system as a whole;</p> <p>e. require the City Manager’s advice with respect to budgets and expenditures for the LRT Project;</p> <p>f. consider Fairness Monitor recommendations; and</p> <p>g. make decisions that optimize Council approved budgets and financial commitments for the LRT Project.</p>	<p>bylaws.</p> <p>The mandate contains a broad description of the purpose for the committee. The terms of reference expand on how the board will exercise its authority to fulfill its mandate.</p>

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<p><b>Board Powers, Duties and Functions</b></p> <p>current – s. 6 and 9</p> <p>new – s. 9 to 11</p>	<p>See sections that follow on Duties and Approving Authority</p>	<p>9. The Board will receive and review reports on all aspects of the LRT Project procurement, and provide direction to the City Manager on them.</p> <p>10. The Board will approve a competitive procurement process to select the contractor that will be awarded the P3 Agreement, including:</p> <ul style="list-style-type: none"> <li>a. approving the terms of the RFQ, including evaluation criteria and protocols, clarification and addenda;</li> <li>b. directing the City Manager to issue the RFQ;</li> <li>c. selection of the short list of respondents to the RFQ;</li> <li>d. approving the terms of the RFP, including evaluation criteria and protocols, clarification and addenda, and the form of the P3 Agreement that will be issued with the RFP; and</li> <li>e. advising on the composition of the Evaluation Committee.</li> </ul> <p>11. The Chair and the City Manager will jointly report to Council semi-annually, or as required, on key decisions and progress made on the LRT Project procurement.</p>	<p>The powers, duties and functions the board requires to approve a competitive P3 procurement are different from the ones included in the current bylaw.</p>

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<p><b>Duties</b> current – s. 6 and 9 new – s. 9 to 11 (above)</p>	<p>6. Subject to the provisions of this bylaw, all other City bylaws, and Provincial and Federal laws, the Board, in fulfilling its mandate, <b>will ensure best practices are undertaken to:</b></p> <ul style="list-style-type: none"> <li>a. determine the best construction delivery b. method of the LRT line established by Council;</li> <li>b. determine and negotiate the terms and conditions for procurement;</li> <li>c. select the contractors required for the construction of the LRT;</li> <li>d. monitor and control expenditures within the budgets approved by Council for the LRT Project;</li> <li>e. do all things necessary to complete the LRT Project, including:               <ul style="list-style-type: none"> <li>i. community consultation;</li> <li>ii. communication with the public;</li> <li>iii. applying for all permits required for the LRT Project, including environmental</li> </ul> </li> </ul>	<p>See Terms of Reference section (above) and Board Powers, Duties and Functions section (above)</p>	<p>Exercise of all delegated authority is subject to legislative authorities.</p> <p>Requirement to follow legal requirements is in the Terms of Reference and the interpretive provisions provide that the bylaw is subordinate to all enactments.</p> <p>The current function of the Board is to “<b>ensure best practices are undertaken to</b>” determine the best construction method, negotiate the terms of procurements, select construction contractors and to “do all things necessary” for the LRT Project.</p> <p>Ensuring that best practices are undertaken does not actually give the board any approving authorities. This creates a governance and approval issue. The board can only comment on reports brought forward and has no power to direct the administration to change an approach. The word “ensure” is too vague for this purpose.</p> <p>Under the new bylaw, the Board has the power to approve the RFP itself, including:</p> <ul style="list-style-type: none"> <li>• review reports on the LRT</li> <li>• approve the procurement</li> </ul>



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	<p>permits;</p> <p>iv. applying for all permits required for the LRT Project, including environmental permits;</p> <p>v. utility coordination; and</p> <p>vi. scope changes from the defined LRT Project, schedule changes, and contract change orders that exceed the delegated authority of the Administration under Bylaw 12005, the City Administration Bylaw; and</p> <p>f. prepare and submit to <b>Council a semi-annual report summarizing the number of tender-calls, sole source contracts, agreements, settlements, judgements, leases, land acquisitions and land dispositions which involve a revenue or expenditure of \$100,000 or greater.</b></p>		<ul style="list-style-type: none"> <li>• process, approve the terms of the RFQ,</li> <li>• select RFQ respondents from a short list, approve the terms of the RFP</li> <li>• advise on the composition of the selection committee for the successful proponent.</li> </ul> <p>Under the current bylaw, the Board provides semi-annual reports on expenditures over \$100,000. In a P3 procurement there is only one contract award so this reporting on particular expenditures would never be employed.</p> <p>The new bylaw requires the Chair and the City Manager to jointly report to Council on key decisions and progress made on the project. This reporting will provide Council with hands on information about the procurement from administration and its expert Council committee at the same time.</p> <p>The terms of reference in the new bylaw require the Board to reference all applicable City Policies and Administrative Directives and to consider all legal and trade agreement</p>

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			<p>requirements in making decisions on the procurement. This board is accounted for in the City's budget process. The last two sections of the current bylaw are not required.</p>
<p><b>Policies and Directives</b> current – s. 7 new – s. 8</p>	<p>7(1) The Board must review all City Policies and Administrative Directives that relate to the fulfillment of its mandate.  (2) The Board may resolve to exempt the LRT Project from an Administrative Directive, and must report this exemption to Council as part of its semi-annual report.  (3) The Board may request Council to exempt it from a Council Policy.</p>	<p>See Terms of Reference section 8(c): reference City Policy and Administrative Directive requirements that are applicable to decisions to be made by the Board;</p>	<p>Council committees are not bound by the Administrative Directives issued by the City Manager to City employees.  The board's terms of reference in the new bylaw require it to consider all applicable City policies (issued by Council) and Administrative Directives (issued by the City Manager) in the exercise of its mandate and authorities</p>
<p><b>Recommendations</b> current – s. 8 new – N/A</p>	<p>8. The Board will assist the City Manager with budget requests to Council.</p>	<p>Not in new bylaw</p>	<p>Not necessary - City Manager is required to prepare and present City budgets to Council</p>
<p><b>Approval Authority</b> current – s. 9 new – s. 9 to 11</p>	<p>9. In order to fulfill its duties, the Board has the authority to:  a. allocate funds made available by Council and other orders of Government;  b. approve and enter into any and all sole-source agreements not related to the acquisition or</p>	<p>See above - The Board's Powers, Duties and Functions are in the preceding section</p>	<p>None of the authorities in these sections is necessary in a P3 procurement. Unlike a design-build procurement, all decisions are included in the comprehensive P3 agreement which is included in the RFP when issued by the City.  The other non-expenditure items</p>

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	<p>disposition of land or an estate or interest in land which exceed the delegated authority of the City Manager, where the expenditure or revenue is included in an approved budget passed by Council:</p> <ul style="list-style-type: none"> <li>i. that provide for an expenditure or fixed revenue, or a non-fixed or percentage revenue, and if the sole source agreement is for a specified term, the term shall not exceed ten (10) years (including renewals);</li> <li>ii. to retain the services of any individual or corporation, other than legal counsel, for purposes related to the LRT Project;</li> <li>c. award all tender calls which exceed the delegated authority of the City Manager, where the expenditure or revenue is included in an approved budget passed by Council;</li> <li>d. approve and enter into all agreements and contracts which exceed the delegated authority of the City Manager, and where the funds are included in an approved budget of Council, involving:</li> </ul>		<p>are not required as follows:</p> <ul style="list-style-type: none"> <li>• allocation of funds is done through Council's budget process</li> <li>• there is only one agreement in a P3 procurement – the P3 Agreement which is in the RFP when issued. There is no need for any specific agreement authorities</li> <li>• determination of settlements up to a \$500,000 are delegated to the City Manager (and down to the City Solicitor) via the City Administration Bylaw</li> <li>• determination of all other settlements is delegated to the Executive Committee of Council</li> <li>• advising on litigation is also delegated to the Executive Committee</li> <li>• the P3 Agreement has dispute resolution provisions that will be followed instead of traditional litigation method</li> </ul>

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	<p>i. the acquisition of a fee simple interest in land at or below fair market value;</p> <p>ii. the acquisition of a fee simple interest in land up to 20% above fair market value, providing this difference does not exceed \$2 million dollars;</p> <p>iii. the sale or disposition of a fee simple interest in land at fair market value;</p> <p>iv. a lease of land at or above fair market value where the City is lessor, provided that the term shall not exceed ten (10) years (including renewals);</p> <p>v. a lease of land up to 20% below fair market value where the City is lessor, provided that the term shall not exceed ten (10) years (including renewals) and the difference shall now exceed \$2 million dollars;</p> <p>vi. a lease of land at or below fair market value where the City is lessee, provided that the term shall not exceed ten (10) years (including renewals);</p>		<ul style="list-style-type: none"> <li>the City Manager is the signing authority for the City and has the delegated authority to sign all City contracts acting alone – a board would not “enter into” any type of contract. The City Manager or delegate has the authority to do that for the City.</li> <li>The City (as a corporate legal entity) issues and awards all tenders. Council committees do not have any legal existence so cannot “enter into” contracts. The City awards tenders in accordance with standard public procurement practices</li> </ul>

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	<p>vii. a lease of land up to 20% above fair market value where the City is lessee, provided that the terms shall not exceed ten (10) years (including renewals) and the difference shall not exceed \$2 million dollars; and</p> <p>viii. a disposition or acquisition of an interest in land (not described above) at fair market value, or the acquisition of an interest in land (not described above) at or below fair market value;</p> <p>e. recommends to Council the:</p> <ul style="list-style-type: none"> <li>i. settlement of all actions, claims or demands against the City where the amount paid by the City exceeds the City Manager's delegated authority;</li> <li>ii. settlement of all actions, claims, or demands by the City, where the difference between the amount claimed by the City exceeds the City Manager's delegated authority; and</li> <li>iii. settlement of any other action, claim or demand</li> </ul>		

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	<p>referred to it by the City Manager;</p> <p>f. approve and enter into all documents, consents, approvals, acknowledgements and certificates required for or incidental to any agreement, contract, settlement and tender; and</p> <p>g. may instruct the City Manager on any litigation or potential litigation involving the City related to the LRT Project.</p>		
<p><b>Accountability</b></p> <p>current – s. 10 new – N/A</p>	<p>10. The Board is accountable to Council for the exercise of all powers, duties and functions delegated to it under this bylaw.</p>	<p>Not in new bylaw</p>	<p>All Council committees report to Council and this Board has an express reporting requirement in the new bylaw</p>
<p><b>Membership</b></p> <p>current – s. 11 to 13 and 16 new – s. 12 to 15</p>	<p>See sections on Composition, Appointment and Remuneration that follow.</p>	<p>12. Members appointed under the authority of Bylaw 15659 continue to be appointed to the Board on the same terms and under the same conditions as the appointment made under Bylaw 15659.</p> <p>13. If a member ceases to be a member for any reason, the Board may make recommendations to Council for the appointment of a replacement member, but the Board may continue to meet as long as four appointed members remain.</p> <p>14. The Chair will continue to act as</p>	<p>Continued existing membership rules into this bylaw</p>

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		<p>Chair until the Board completes its work, but if the Chair ceases to act, the Board may appoint another Chair from its members.</p> <p>15. The Board may select a vice Chair to perform the Chair's duties if the Chair is absent or otherwise unable to perform the Chair's duties.</p>	
<p><b>Composition</b></p> <p>current – s. 11 and 12 new – s. 12 to 15</p>	<p>11. The Board will consist of a minimum of four (4) and a maximum of six (6) members with expertise in finance, design, transportation planning or transportation/civil engineering.</p> <p>12. Neither the Mayor nor Councillors may be Members of the Board</p>	<p>See Membership section above:</p> <p>12. Members appointed under the authority of Bylaw 15659 continue to be appointed to the Board on the same terms and under the same conditions as the appointment made under Bylaw 15659.</p>	<p>The Board is continued on the same terms and conditions as currently exist.</p> <p>As the Board ends after the P3 Agreement is signed, and recommends its own replacement members, there is no need for repetition of appointment rules in the new bylaw.</p>
<p><b>Appointment</b></p> <p>current – s. 13 new – s. 13</p>	<p>13(1) Initial Members will be recruited by a search consultant retained by the City Manager and appointed by City Council, in accordance with Council policies and procedures.</p> <p>(2) Appointments after the initial appointments will be made by Council, from recommendations made by the Board.</p> <p>(3) Prior to appointment as a Member, each Applicant must sign an acknowledgement that he or she will abide by the Board's Code of</p>	<p>See Membership section above:</p> <p>13. If a member ceases to be a member for any reason, the Board may make recommendations to Council for the appointment of a replacement member, but the Board may continue to meet as long as four appointed members remain.</p>	<p>Existing procedures incorporated into new bylaw and spent procedures no longer required.</p>

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<p><b>Chair</b></p> <p>current – s. 14 to 15 new – s. 14 to 15</p>	<p>Conduct and Conflict of Interest Guidelines</p> <p>14. The Chair and the Vice-Chair of the Board will be chosen annually by the Members of the Board.</p> <p>15(1) Members of the Board are appointed until the Board is terminated, and serve at the pleasure of the Council.</p> <p>(2) A Member may resign at any time by notice in writing to the Chair, and the Chair may resign at any time by notice in writing to the City Manager, who will report the Chair's resignation to Council.</p> <p>(3) The Board may vote to continue with fewer Members, as long as the membership is no less than four</p>	<p>See Membership section above:</p> <p>14. The Chair will continue to act as Chair until the Board completes its work, but if the Chair ceases to act, the Board may appoint another Chair from its members.</p> <p>15. The Board may select a vice Chair to perform the Chair's duties if the Chair is absent or otherwise unable to perform the Chair's duties.</p>	<p>Existing Chair continues and simplified language for replacement process.</p>
<p><b>Remuneration</b></p> <p>current – s. 16 new – s. 12</p>	<p>16(1) Remuneration for Board Members will be:</p> <p>a. An annual retainer of \$10,000 for a member, and \$15,000 for the Board Chair (orientation and education included in retainer);</p> <p>b. \$750 for a Board meeting up to and including four (4) hours in any day;</p> <p>c. \$1500 for a Board meeting</p>	<p>See Membership section above:</p> <p>12. Members appointed under the authority of Bylaw 15659 continue to be appointed to the Board on the same terms and under the same conditions as the appointment made under Bylaw 15659</p>	<p>See above – existing rules continue</p>



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<p><b>Procedures and Conduct</b> current – s. 17 to 23 new – s. 16 to 21</p>	<p>over four hours in any day;  See sections that follow.</p>	<p>16. The Board will conduct its proceedings in accordance with the Procedures and Committees Bylaw, except for as otherwise provided for in this bylaw.  17. The Board will provide its annual meeting schedule to the City Manager and provide at least 48 hours notice when a special meeting is called by the Chair.  18. Quorum is established by the presence of a majority of appointed members.  19. The Board may employ the electronic meeting procedures as provided for in Schedule “C” to the Procedures and Committees Bylaw.  20. The Board may close its meetings to the public in the manner permitted by the Municipal Government Act.  21. The members of the Board will maintain the confidentiality of all records and information pertaining to the LRT Project and the procurement process.</p>	<p>Meeting procedures and other matters are already in the Municipal Government Act and the Procedures and Committees Bylaw.  Supplemented general rules by:</p> <ul style="list-style-type: none"> <li>• permitting electronic participation in the manner permitted for Council meetings</li> <li>• establishing quorum as a majority of the members appointed</li> <li>• expressly providing that the board may close its meetings – it will have to do this to determine the provisions of the RFP. The procurement process must remain secret until publicly disclosed to prevent any bidder from acquiring an unfair advantage.</li> </ul>
<p><b>Meetings</b> current – s. 17 new – s. 16 to 21</p>	<p>17(1) The Board will establish an annual meeting schedule that provides for at least four Board meetings each calendar year, and</p>	<p>See Procedures and Conduct section:  16. The Board will conduct its proceedings in accordance with the</p>	<p>Meeting procedures covered by the Municipal Government Act and Procedures and Committees Bylaw.</p>

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	<p>will deliver a copy of the schedule to the City Manager.</p> <p>(2) Repealed</p> <p>(3) The Board may change the time, date or location of any meeting by Special Resolution, if notice is given in accordance with section 19 of this bylaw.</p> <p>(4) The City Manager will deliver copies of the agenda and reports to Members three (3) days before each regular Board meeting</p>	<p>Procedures and Committees Bylaw, except for as otherwise provided for in this bylaw.</p> <p>19. The Board may employ the electronic meeting procedures as provided for in Schedule "C" to the Procedures and Committees Bylaw.</p>	
<p><b>Call of Special Meetings</b></p> <p>current – s. 18 new – N/A</p>	<p>18(1) The Chair may call a special meeting of the Board at any time and must do so if a majority of Members so request in writing, including a statement of purpose of the meeting.</p> <p>(2) A special meeting requested by Members must be held within 14 days after the request is received</p> <p>(3) If a matter is not specified in the notice of the special Board meeting, it may not be dealt with unless all Members are present and the Board passes a motion, by majority vote, to deal with the matter.</p> <p>(4) Notice of special Board meetings, additional regular Board meetings, or re-scheduled or</p>	<p>Not in new bylaw</p>	<p>Not required – already in the Municipal Government Act and Procedures and Committees Bylaw</p>

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<p><b>Notice</b></p> <p>current – s. 19 new – s. 17</p>	<p>cancelled meetings must comply with the requirements of section 19.</p> <p>19. For all meetings requiring notice, the notice must:</p> <ul style="list-style-type: none"> <li>a. Repealed</li> <li>b. be in writing and specify the time, date, location and purpose of the meeting; and</li> <li>c. be delivered to:                             <ul style="list-style-type: none"> <li>i. each Member;</li> <li>ii. the City Manager; and</li> <li>iii. the public in the same manner that notice of Council meetings is provided to the public;</li> </ul> </li> </ul> <p>at least 24 hours prior to the meeting.</p>	<p>See Procedures and Conduct section:</p> <p>17. The Board will provide its annual meeting schedule to the City Manager and provide at least 48 hours notice when a special meeting is called by the Chair.</p>	<p>Provisions in Municipal Government Act, Procedures and Committees Bylaw provide for this, but notice of meeting at least 48 hours in advance instead of the 24 mandated by the Municipal Government Act.</p>
<p><b>Electronic Meetings</b></p> <p>current – s. 20 new – s. 16 and 20</p>	<p>20. The Board may conduct meetings by means of electronic or other communication facilities according to procedures adopted by the Board, provided that:</p> <ul style="list-style-type: none"> <li>a. Notice of the meeting and the way in which it is to be conducted is given in accordance with section 19;</li> </ul>	<p>See Procedures and Conduct section:</p> <p>16. The Board will conduct its proceedings in accordance with the Procedures and Committees Bylaw, except for as otherwise provided for in this bylaw.</p> <p>19. The Board may employ the electronic meeting procedures as provided for in Schedule “C” to the</p>	<p>Previous section as provided for in Schedule C to the Procedures and Committees Bylaw</p>

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	<p>b. The facilities used enable the public to watch or listen to the meeting at the place specified in the notice;</p> <p>c. The City Manager is present at the place specified for the meeting; and</p> <p>d. The facilities used for the meeting enable all the participants to watch or listen to one another.</p>	<p>Procedures and Committees Bylaw.</p>	
<p><b>Quorum</b></p> <p>current – s. 21 new – s. 13 and 18</p>	<p>21. Quorum for the Board is a majority of existing appointed Members.</p> <p>21.1 Members participating by electronic means or via other communication facilities are deemed to be present for the purposed of quorum.</p>	<p>See Procedures and Conduct section:</p> <p>13. If a member ceases to be a member for any reason, the Board may make recommendations to Council for the appointment of a replacement member, but the Board may continue to meet as long as four appointed members remain.</p> <p>18. Quorum is established by the presence of a majority of appointed members.</p>	<p>As provided for in previous section. Not necessary to add provision dealing with role of member participating electronically</p>
<p><b>Proceedings</b></p> <p>current – s. 22 new – s. 14 and 15</p>	<p>22(1) As soon as there is quorum after the time for commencement of a meeting:</p> <p>a. the Chair must call the meeting to order; or</p>	<p>See Procedures and Conduct section – simplified:</p> <p>14. The Chair will continue to act as Chair until the Board completes its work, but if the Chair ceases to act, the Board may appoint another Chair</p>	<p>As provided for in previous section</p>

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	<p>b. if the Chair is absent, the Vice-Chair, but if both are absent, the Members must elect a Member to be presiding officer for that meeting; but</p> <p>c. if the Chair and Vice Chair who would otherwise preside at the meeting is participating by electronic means or via other communication facilities, the Members must select a presiding officer from the Members physically present at the place specified for the meeting.</p> <p>(2) If there is no quorum within half an hour after the time set for the meeting, the City Manager will record the names of the Members present and the meeting will be adjourned to the time of the next regular meeting.</p> <p>(3) The agenda for the adjourned meeting will be dealt with at the beginning of the next regular meeting, unless a special meeting is called before or after the next regular meeting to deal with the business of the adjourned meeting.</p> <p>(4) The Board will follow the procedural rules for Standing Committees under Bylaw 12300, the Procedures and Committees</p>	<p>from its members.</p> <p>15. The Board may select a vice Chair to perform the Chair's duties if the Chair is absent or otherwise unable to perform the Chair's duties.</p>	

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<p><b>Recordings</b> current – s. 23 new – N/A</p>	<p>Bylaw, except for the procedures for participating in meetings from remote locations under Schedule C.</p> <p>23(1) The City Manager will make a replayable audio-recording of all Board meetings except those portions held in private.</p> <p>(2) The City Manager will supervise access to the recordings.</p> <p>(3) Recordings may only be transcribed by resolution of Council unless they are required:</p> <ul style="list-style-type: none"> <li>a. by the City Manager in connection with litigation, or</li> <li>b. by the City Auditor in connection with any audit, investigation or study being undertaken.</li> </ul> <p>(4) The City Manager must retain all audio-recordings of meetings for three years from the date of the meeting</p>	<p>Not in new bylaw</p>	<p>See next section. The Municipal Government Act and the City Administration Bylaw require the City Manager is required to manage minutes including recordings and records</p> <p>The majority of each meeting will necessarily have to be closed to protect the integrity of the procurement</p>
<p><b>City Manager's Role</b> current – N/A new – s. 22 to 27</p>	<p>Not in current bylaw</p>	<p>22. The City Manager will establish the Evaluation Committee and appoint members to it.</p> <p>23. The City Manager will provide resources and support as required to the Evaluation Committee</p>	<p>Under the City Administration Bylaw, the City Manager has delegated authority to act as the City's signing authority and to establish rules for the administration - including procurement for the corporation.</p>

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		<p>24. The City Manager will award the P3 Agreement to the successful proponent identified by the Evaluation Committee</p> <p>25. The City Manager will prepare reports on all aspects of the procurement process, comply with Board direction and answer Board inquiries.</p> <p>26. The City Manager will provide resources to the Board for its operations, including the provision of meeting space and staff, minute taking, records management, and recording public portions of Board meetings.</p> <p>27. The City Manager will act as the FOIP Head for the Board, and the City's FOIP fee schedule will apply to FOIP Act requests for Board records unless the Board passes a resolution appointing another individual or group of individuals to perform the FOIP Head's functions in the manner required by the FOIP Act.</p>	<p>The corporation, not the Board, is the procuring authority and therefore must make the award to the successful proponent</p> <p>There is now an express requirement for the City Manager to comply with board direction.</p> <p>The City Manager always has the obligation to prepare budgets, resource Council committees and manage the City's FOIP and records processes. The FOIP Act requires an express acknowledgement of its requirements.</p>
<p><b>Budget</b> current – s. 24 new – N/A</p>	<p>24. The budget of the Board will be submitted by the City Manager in accordance with City budget procedures.</p>	<p>Not in new bylaw</p>	<p>Not required – the Municipal Government Act and the City Administration Bylaw require the City Manager to prepare budgets for the City</p>

<b>SECTION</b>	<b>BYLAW 15659</b>	<b>BYLAW 16766</b>	<b>REASON FOR CHANGE</b>
<p><b>Contracts</b> current – s. 25 new – N/A</p>	<p>25. Agreements entered into by the Board must be forwarded to the City Manager for execution.</p>	<p>Not in new bylaw</p>	<p>City Manager is the City's signing authority under the City Administration Bylaw</p>
<p><b>Resources</b> current – s. 26 new – s. 26</p>	<p>26. Administrative resources to the Board, as determined by the City Manager in consultation with the Board, will be provided by the City Manager.</p>	<p>See City Manager's role (above):  26. The City Manager will provide resources to the Board for its operations, including the provision of meeting space and staff, minute taking, records management, and recording public portions of Board meetings.</p>	<p>Direction to support is in the City Manager's role section</p>
<p><b>Bylaw Review</b> current – s. 27 new – N/A</p>	<p>27(1) The Board must review the provisions of this bylaw, including the mandate and composition, with the option that it may be repassed in its present or an amended form following a review, and make a recommendation to Council by March 31, 2015.  (2) This Bylaw expires on March 31, 2015</p>	<p>Review provision not in new bylaw  Termination date is in next section</p>	<p>Council committees exist to serve Council so reporting and review of mandate and terms of reference are within Council's purview.  The board will cease to operate after the P3 Agreement is signed so further bylaw review is not required in any event.</p>
<p><b>General</b> current – s. 27(2) new – s. 28 and 29</p>	<p>As per above section:  27(2) This Bylaw expires on March 31, 2015</p>	<p>28. Bylaw 15659 is repealed.  29. This bylaw expires 90 days after the date on which the P3 Agreement is signed or July 17, 2017, whichever is earliest.</p>	<p>The necessary sections of the existing bylaw are incorporated into the new bylaw by reference. It can be repealed as spent.  The Civic Agencies Policy requires a termination date. The board will cease to operate after the P3 Agreement is signed. All civic agencies are required to have an end date before the next</p>



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			general election to afford the new Council an opportunity to evaluate whether it needs particular boards or mandates.