

Council Member Appointment and Proxy Form

River Valley Alliance

Recommendation:

1. That the appointment of Councillor Don Iveson to the River Valley Alliance is hereby revoked and Councillor Jane Batty is hereby appointed to serve as a City of Edmonton representative on the River Valley Alliance Board of Directors, for a term commencing upon appointment and ending at the close of the River Valley Alliance Annual General Meeting in 2012.
2. That Mayor Stephen Mandel, Councillor Linda Sloan, and Councillor Jane Batty, in that order, be authorized to serve as the City of Edmonton's proxy holder to act on behalf of the City of Edmonton at General Meetings (Annual, Special or Extraordinary as the case may be), of the River Valley Alliance.
3. That Mayor Stephen Mandel be authorized to sign the River Valley Alliance proxy form, as outlined in Attachment 1 of the March 2, 2011, Corporate Services Department report 2011COC049.
4. That the March 2, 2011, Corporate Services Department report remain private until approved by Council, pursuant to sections 17, 21, 23 and 24 of the *Freedom of Information and Protection of Privacy Act*.

Report Summary

This report recommends that Council appoint a new Councillor to the River

Valley Alliance Board of Directors to replace an appointee that wishes to step down, and to execute a new proxy form to reflect the City's appointments to the Board of Directors.

Report

- At the February 28, 2011, Council meeting, Councillor Don Iveson requested that he be replaced as an appointee to The River Valley Alliance due to conflicting meeting dates with his appointment to a different board.
- At the October 26, 2010, Council meeting, Councillors Don Iveson and Linda Sloan were confirmed as Council's appointees to The River Valley Alliance Board of Directors for the term October 26, 2010, until the close of the Alliance's annual general meeting in 2012.
- At the March 10, 2010, City Council meeting, Council set the City of Edmonton's proxy for voting purposes at general and special meetings of The River Valley Alliance as, and in the following order, Mayor Stephen Mandel, Councillor Don Iveson, and Councillor Linda Sloan.
- This report provides Council with the process to appoint a different Councillor to The River Valley Alliance; and, as the proxy appointment's are normally the Mayor and those Councillors formally appointed by the City of Edmonton, recommends the issuance of a new proxy.

Legal Implications

- The City of Edmonton is a member of the non-profit

- company called The River Valley Alliance (the “Company”).
- Section 32 of the Articles of Association for The River Valley Alliance requires the Council of each member of the Company to appoint municipal directors.
 - The City of Edmonton is required to appoint two directors.
 - Section 35 of the Articles of Association permits a member to revoke the appointment of a municipal director and replace that director with another appointee until the following annual general meeting, by giving the Company notice in writing of the change.
 - Section 31 of the Articles of Association requires each member to prepare a proxy form and deposit it with the Executive Director of the Company.
 - The proxy form identifies the person(s) who may cast the member’s vote. The proxy remains in effect until revoked in writing by the member.
 - The proxy currently lists the Mayor as the person casting the City’s vote, but in his absence, Councillor Don Iveson may exercise it, and in the absence of both the Mayor and Councillor Don Iveson, Councillor Linda Sloan may cast the City’s vote.
 - As Councillor Don Iveson will no longer be attending meetings of the Company, it is recommended that the proxy be amended to include the Councillor replacing Councillor Don Iveson.
 - Council must authorize the Mayor to sign the proxy on its behalf.

Justification of Recommendation

1. As a Member of The River Valley Alliance, and in accordance with the Articles of Association for The River Valley Alliance, a Member may revoke the appointment of a Municipal Director and may replace that appointment with a new appointee.
2. As a Member of The River Valley Alliance, the City of Edmonton may execute a proxy form to authorize a person to act on behalf of the municipality at general meetings. It is recommended that a new proxy form be executed to reflect the change in the City’s appointees to The River Valley Alliance.
3. It is recommended that the individual authorized to act on behalf of the City of Edmonton, for the purpose of signing the proxy form, be the Mayor, or in his absence, another attending the meeting.
4. Discussion regarding appointments should be conducted in private and remain private until approved by Council.

Attachments

1. The River Valley Alliance Proxy

The River Valley Alliance Proxy

The River Valley Alliance

PROXY

The City of Edmonton, of the Province of Alberta, being a member of The River Valley Alliance (the "Company") hereby appoints Mayor Stephen Mandel or in his absence Councillor Linda Sloan or in her absence Councillor Jane Batty as its nominee to attend, vote, and act for it and on its behalf at General Meetings (or Annual or Special or Extraordinary as the case may be) of the Company and at any and all adjournments thereof, with full power of substitution, and the undersigned hereby revokes all other proxies given by the undersigned which might be used in respect of such meetings and any and all adjournments thereof.

DATED THIS 2nd day of March, 2011

Per: _____
 (MEMBER SIGNATURE)
 for the Council of the City of Edmonton

 Mayor, City of Edmonton
 (TITLE)