



**CITY OF KINGSTON**  
**REPORT TO COUNCIL**

Report No.: 10-227

**TO:** Mayor and Council  
**FROM:** Carolyn Downs, City Clerk  
**RESOURCE STAFF:** same  
**DATE OF MEETING:** July 20, 2010  
**SUBJECT:** Approval of the Extension of the Terms of Appointment to the KEDCO Board of Directors

**EXECUTIVE SUMMARY:**

The term of appointment of three members of the Kingston Economic Development Corporation (KEDCO) Board of Directors will expire on December 31, 2010. As this is an election year, the incoming Council may not have sufficient time to nominate new members to the Board by that date. Should that be the case, the Board will not be able to achieve quorum for the Board meetings.

In order to address the non-quorum issue, the Board has requested the extension of the term of two of the members until new appointments are made.

**RECOMMENDATION:**

THAT Council recommend to the Board of Directors of KEDCO that the terms of appointment for Doug Green and Dean Byrnes to the KEDCO Board of Directors be extended to March 31, 2011, or the date that the Council is able to make recommendations to fill vacancies on the KEDCO Board, whichever occurs first.

**AUTHORIZING SIGNATURES:**

ORIGINAL SIGNED BY CITY CLERK Carolyn Downs, City Clerk	ORIGINAL SIGNED BY CHIEF ADMINISTRATIVE OFFICER Gerard Hunt, Chief Administrative Officer
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**CONSULTATION WITH THE FOLLOWING COMMISSIONERS:**

Cynthia Beach, <i>Sustainability &amp; Growth</i>	N/R
Terry Willing, <i>Community Services</i>	N/R
Denis Leger, <i>Transportation, Properties &amp; Emergency Services</i>	N/R
Jim Keech, <i>President and CEO, Utilities Kingston</i>	N/R

*(N/R indicates consultation not required)*

July 20, 2010

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**OPTIONS/DISCUSSION:**

The KEDCO Board of Directors is comprised of eight directors at large, three City Councillors and the Mayor of the City of Kingston. Quorum requires that seven directors, one of whom must be a member of City Council or the Mayor, be present at any meeting of the board of directors. The term of appointment to the Board of three of the members at large is scheduled to expire on December 31, 2010. One of these members has indicated that he will not be applying to return to serve on the Board.

Although staff will be advertising to fill vacancies on Committees and Boards in advance of the expiry of appointments, it is unlikely that recommendations can be made to Council prior to the end of December. The new Council will be required to appoint members to sit on the Nominations Committee, and then the Nominations Committee will have to convene a meeting. Following the meeting, the Nominations Committee report will be submitted to City Council for approval. The Council meetings scheduled for December will be held on December 7 and December 21. The December 7<sup>th</sup> meeting will be the inaugural meeting of the new Council. No City business will be included on that agenda. It is anticipated that Committee appointments will be made at the December 21 meeting. Based on this schedule, Council will not be in a position to make the necessary appointments to the 2011 KEDCO Board prior to the end of December. Therefore, the board will not be able to achieve quorum for their Board meetings.

On June 14, 2010, the KEDCO Board of Directors approved the following motion:

*"Motion from the KEDCO Board of Directors to the current City Nominations Committee and/or City Council that the current term expiry dates for KEDCO Directors Doug Green and Dean Byrnes be extended to March 31, 2011."*

Approval of this recommendation will allow the Board to continue to conduct its business until the new appointments are made early in January, 2011. Therefore, staff supports this recommendation of the Board.

**EXISTING POLICY/BY LAW:**

Nominations to the KEDCO Board of Directors for the period ending December 31, 2010, were confirmed by Council at the Council meeting held on December 1, 2009.

**NOTICE PROVISIONS:**

None.

**ACCESSIBILITY CONSIDERATIONS:**

None.

**FINANCIAL CONSIDERATIONS:**

There will be no financial impact by extending the term of members of the KEDCO board.

**CONTACTS:**

Jeff Garrah, Chief Executive Officer, KEDCO

**OTHER CITY OF KINGSTON STAFF CONSULTED:**

None.

**EXHIBITS ATTACHED:**

Exhibit A – Letter from KEDCO Board of Directors, dated June 17, 2010

June 17, 2010

Carolyn Downs, City Clerk  
City of Kingston  
216 Ontario Street  
Kingston ON K7L 2Z3

DEPARTMENT OF  
THE CITY CLERK

JUN 18 2010

RECEIVED

**Re: KEDCO Board of Directors Appointments**

As you are aware the terms of three (3) KEDCO board members will expire on December 31, 2010. As this is an election year and the incoming council may not be in a position to appoint replacements or extending the terms of current board members, we will face a situation where the board and therefore KEDCO will not be able to function as quorum for the board will not be able to be achieved.

I am writing on behalf of the board to request that a staff report be prepared and presented to Council on KEDCO's behalf. To ensure that KEDCO can continue to operate until such time as the new City Council appoints a nomination's committee and appoints three of its members to the board (please note that the mayor is automatically appointed to the board upon his/her being sworn in as the mayor) we request that the terms of appointment for Dean Byrnes and Doug Green be extended to March 31, 2011 or the date that the Council Nomination's committee is able to fill vacancies on the KEDCO Board, whichever occurs first.

For your information, the KEDCO board is comprised of eight (8) directors at large appointed in the manner that has been agreed to between KEDCO and City Council; three (3) City councillors; and the Mayor of the City of Kingston. Quorum requires that seven (7) directors, one of which must be a member of City Council or the Mayor, be present at any meeting of the board of directors. With the end of the term of three (3) at large directors and three (3) City Councillors, the board will not be able to meet quorum until such time as City Council appoints replacements for either the directors at large or City Council members to the KEDCO board.

On June 14<sup>th</sup>, 2010, the following motion was approved by the KEDCO Board of Directors:

*"Motion from the KEDCO Board of Directors to the current City Nominations Committee and/or City Council that the current term expiry dates for KEDCO Directors Doug Green and Dean Byrnes be extended to March 31, 2011." Moved by David Rutenberg, and seconded by Debi Wells. – Motion Carried.*

Sincerely,



Shai Dubey  
Board Chair, Kingston Economic Development Corporation

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