

NO: R047

COUNCIL DATE: April 17, 2023

REGULAR COUNCIL

TO: **Mayor & Council**

DATE: **April 13, 2023**

FROM: **General Manager, Corporate Services**

FILE: **0540-20**

SUBJECT: **E-Comm 9-1-1 Board of Directors Designate for Election and Designate to the 2023 Annual General Meeting**

RECOMMENDATION

The Corporate Services Department recommends that Council:

1. Approve Terry Waterhouse, General Manager, Community Services, as a designate for election to the E-Comm Board of Directors (the "Board");
2. Endorse the individual chosen by the Township of Langley as a designate for election to the Board;
3. Designate Terry Waterhouse, General Manager, Community Services, as the City of Surrey's representative to the 2023 Annual General Meeting ("AGM") and generally for any required business prior to the 2024 AGM of the Shareholders of E-Comm; and
4. Authorize the City Clerk to forward a copy of the resolution to E-Comm, the City of Langley, City of White Rock and the Township of Langley.

INTENT

The purpose of this report is to request Council's approval to designate a City of Surrey representative for election to the Board, endorse the individual chosen by the Township of Langley as a designate for election to the Board and designate a City of Surrey representative to the 2023 AGM to the Shareholders of E-Comm, and to represent the City generally for any required business prior to the 2024 AGM.

BACKGROUND

E-Comm is the largest emergency communications centre in British Columbia with the largest multi-jurisdictional radio network of its kind in the province. In addition, E-Comm owns and operates one of the largest multi-agency public safety radio networks in North America and is the first point of contact for 9-1-1 callers in Metro Vancouver as well as 25 regional districts and communities across the province. E-Comm receives approximately 2 million 9-1-1 calls each year, comprising 99% of the province's annual 9-1-1 call volume.

The City of Surrey, White Rock, Langley and the Township of Langley are in the same "Class A" E-Comm shareholders grouping (the "Grouping").

Pursuant to the E-Comm Members Agreement, the four municipalities in the Grouping are entitled to designate two individuals for election to the Board. The seat rotation is outlined in Corporate Report No. R079; 2019 - E-Comm 9-1-1: Board of Directors Seat Rotation and Designate for Election and Designate to the 2019 Annual General Meeting (Appendix "I"). As per the Grouping's decision, the two Board seats have been designated based on approximate population representation. Accordingly, one seat is dedicated to the City of Surrey with the remaining three municipalities sharing the second seat on a rotational basis. The General Manager, Community Services has represented the City on the E-Comm Board of Directors and at the AGM of the Shareholders of E-Comm for the past six years.

DISCUSSION

In a letter from E-Comm dated March 29, 2023 (attached to this report as Appendix "II"), it is requested that the name of the mutually agreed nominees to the Board be submitted to E-Comm by May 8, 2023. It is recommended that Council approve Terry Waterhouse, General Manager, Community Services, as a designate for election to the Board for the 2023/2024 term. It is further recommended that the City advise E-Comm that the City of Surrey will endorse the other designate for election to the Board as selected by the Council of the Township of Langley and approved by the City of Langley and the City of White Rock.

In addition to the above, the Corporate Secretary of E-Comm has advised that the City of Surrey is responsible for designating one individual to attend the AGM of the E-Comm Shareholders for the purpose of voting the City's shares. The primary order of business at the AGM is the election of the E-Comm Board and it is recommended that Terry Waterhouse, General Manager, Community Services represent the City at the AGM. Mr. Waterhouse will also represent the City for any required business, including attendance at any special meetings called until the next AGM in 2024.

LEGAL SERVICES REVIEW

This report has been reviewed by Legal Services.

CONCLUSION

It is recommended that Council pass a resolution to approve Terry Waterhouse, General Manager, Community Services, as a designate for election to the Board, endorse the individual chosen by the Township of Langley as a designate for election to the Board, designate Terry Waterhouse, General Manager, Community Services, as the City of Surrey's representative to the 2023 AGM and any required business prior to the 2024 AGM of the Shareholders of E-Comm; and that the resolution be sent to E-Comm, the City of Langley, the City of White Rock and the Township of Langley.

Rob Costanzo
General Manager, Corporate Services

Appendix "I": Corporate Report No. R079; 2019 - E-Comm 9-1-1: Board of Directors Seat Rotation and Designate for Election and Designate to the 2019 Annual General Meeting
Appendix "II": Letter dated March 29, 2023 from E-Comm

CORPORATE REPORT

NO: R079

COUNCIL DATE: May 13, 2019

REGULAR COUNCIL

TO: Mayor & Council

DATE: May 8, 2019

FROM: General Manager, Corporate Services

FILE: 7150-20 (E-Comm)

SUBJECT: E-Comm 9-1-1: Board of Directors Seat Rotation and Designate for Election and Designate to the 2019 Annual General Meeting

RECOMMENDATION

The Corporate Services Department recommends that Council:

1. Approve the following rotation of the two shared E-Comm 9-1-1 ("E-Comm") Board of Director seats beginning with the 2019 E-Comm Annual General Meeting and continuing forward:
 - City of Surrey – one dedicated, continuing Board of Director seat;
 - City of Langley – two-year term (beginning the 2019 Annual General meeting);
 - City of White Rock – two-year term (beginning the 2021 Annual General meeting); and
 - Township of Langley – four-year term (beginning the 2023 Annual General meeting).
2. Approve Terry Waterhouse, General Manager, Policing Transition, as a designate for election to the E-Comm Board of Directors ("Board");
3. Endorse the individual chosen by the City of Langley as a designate for election to the Board;
4. Designate Terry Waterhouse, General Manager, Policing Transition, as the City of Surrey's representative to the 2019 Annual General Meeting ("AGM") of the Shareholders of E-Comm; and
5. Authorize the City Clerk to forward a copy of the resolution to E-Comm, the City of Langley, City of White Rock and the Township of Langley.

INTENT

The purpose of this report is to request Council's approval of the proposed seat rotation for the E-Comm Board, designate a City of Surrey representative for election to the Board, endorse the individual chosen by the City of Langley as a designate for election to the Board and designate a City of Surrey representative to the 2019 AGM to the Shareholders of E-Comm.

BACKGROUND

E-Comm is the largest emergency communications centre in BC. E-Comm owns and operates one of the largest multi-agency public safety radio networks in North America and is the first point of contact for 9-1-1 callers in Metro Vancouver and 25 other regional districts and communities across BC. E-Comm is the largest multi-jurisdictional radio network of its kind in BC and is responsible for approximately 1.6 million 9-1-1 calls a year, which is 99% of the province's 9-1-1 call volume.

The City of Surrey, the City of White Rock and the Township of Langley have been in the same "Class A" E-Comm shareholders grouping (the "Grouping") since 1998. Since 1999, the City of Surrey has exclusively occupied one of the two Board seats, while the Township of Langley and the City of White Rock alternated the second seat from year to year.

In 2018, the City of Langley also became a Class A shareholder and joined the Grouping. Pursuant to the E-Comm Members Agreement, the four municipalities in the Grouping are entitled to designate two individuals for election to the Board. At that time, the Grouping determined that the City of Surrey would retain one seat on the Board and would endorse the individual chosen by the City of White Rock, the City of Langley and the Township of Langley to occupy the second seat.

DISCUSSION

In early 2019, the four municipalities in the Grouping determined that the sharing of the two allotted Board seats would be most equitable based on approximate population representation. A schedule has been set out that dedicates one seat to the City of Surrey with the remaining three municipalities sharing the second seat on a rotational basis beginning at the 2019 Annual General meeting ("AGM") scheduled for June 20, 2019.

The schedule for the shared seat is as follows:

- City of Langley – two-year term (beginning at the 2019 AGM);
- City of White Rock – two-year term (beginning at the 2021 AGM); and
- Township of Langley – four-year term (beginning at the 2023 AGM).

In a letter from E-Comm dated March 29, 2019 (attached to this report as Appendix "I"), it is requested that the name of the mutually agreed nominees to the Board be submitted to E-Comm by May 17, 2019. It is recommended that Council approve Terry Waterhouse, General Manager, Policing Transition, as a designate for election to the Board for the 2019/2020 term. It is further recommended that the City advise E-Comm that the City of Surrey will endorse the other designate for election to the Board as selected by the Council of the City of Langley and approved by the City of White Rock and the Township of Langley.

In addition to the above, the Corporate Secretary of E-Comm has advised that the City of Surrey is responsible for designating one individual to attend the AGM of the E-Comm Shareholders for the purpose of voting the City's shares. The primary order of business at the AGM is the election of the E-Comm Board and it is recommended that Terry Waterhouse, General Manager, Policing Transition represent the City at the AGM.

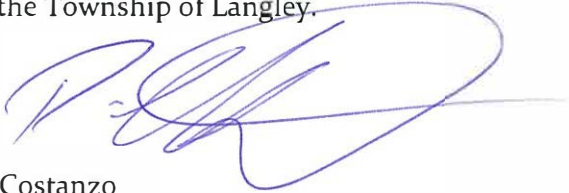
SUSTAINABILITY CONSIDERATIONS

The work of this report supports the objectives of the City's Sustainability Charter 2.0. In particular, this work relates to the Sustainability Charter 2.0 theme of Public Safety. Specifically, the proposed seat rotation supports the following Desired Outcomes ("DO"):

- Community Safety and Emergency Services Do2: Police and fire services provide timely and reliable responses across the City; and
- Community Safety and Emergency Services Do5: Surrey is recognized and perceived as a leader in establishing and maintaining collaborative partnerships for community safety and well-being.

CONCLUSION

It is recommended that Council pass a resolution to confirm the arrangement for sharing two seats on the E-Comm Board of Directors, approve Terry Waterhouse, General Manager, Policing Transition, as a designate for election to the Board, endorse the individual chosen by the City of Langley as a designate for election to the Board, designate Terry Waterhouse, General Manager, Policing Transition, as the City of Surrey's representative to the 2019 AGM of the Shareholders of E-Comm; and that the resolution be sent to E-Comm, the City of Langley, the City of White Rock and the Township of Langley.



Rob Costanzo
General Manager, Corporate Services

Appendix "I": Letter dated March 29, 2019 from E-Comm

VIA EMAIL – c/o clerks@surrey.ca

March 29, 2023

Mayor Brenda Locke and Council
 City of Surrey
 13450 104 Avenue
 Surrey, BC V3T 1V8

Dear Mayor Locke and Council,

RE: E-Comm Board of Directors Designate — 2023-2024 Term

The Annual General Meeting (the "Meeting") of the shareholders (the "Members") of E-Comm *Emergency Communications for British Columbia Inc.* ("E-Comm") will be held on Thursday, June 22, 2023 and, at that time, the Board of Directors (the "Board") will be elected by the Members for the 2023-2024 term.

Selection of Nominee for 2023-2024 Term

The Members' Agreement sets out how the Board of Directors will be elected. For your reference, we attach a copy of section 4.2 of the Members' Agreement, headed "Designation and Election of Directors" as Schedule "A" of this letter.

Your organization falls into the Designated Grouping that is described in subsection 4.2.1.5. Under Section 4.2.1.5, your Designated Group of Members is entitled to nominate two mutually agreed upon individuals for election to the Board of Directors of E-Comm. At present, your grouping is comprised of these municipalities:

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

Nominee Request

Terry Waterhouse, City of Surrey and Fire Chief Ed Wolfe, City of White Rock represent your municipality on the E-Comm Board of Directors.

Since 2020, the E-Comm Board of Directors has seen 12 of the 18 nominated Directors turnover, affecting the Board's ability to govern the organization effectively. Given the significant transformation underway at E-Comm and the considerable learning curve that new Directors experience before feeling fully engaged and able to contribute, the re-nomination of Terry Waterhouse and Ed Wolfe will provide the organization with consistency as we continue to move E-Comm forward.

Because your Designated Grouping must mutually agree upon your nominee, **we respectfully request that the City of Surrey confer with the other members of your grouping to confirm the re-nomination of Terry Waterhouse and Ed Wolfe for the coming term.**

Alternate Nominees

In the event that the Designated Grouping does not re-nominate the current Directors, it is requested that the nominees possess the experience, skills, and attributes to effectively serve the best interests of all Members and our other stakeholders. These nominees do not need to be elected officials and can be city staff or another



individual connected to your municipality. E-Comm is specifically looking to fill the gaps identified in the Board of Directors 2022 Skills Matrix, which highlighted the need for Directors with the following expertise:

- Financial Literacy and Audit
- Information Technology
- Risk and Compliance
- Stakeholder Relations

We understand that per the Designated Grouping's nomination schedule, the Township of Langley is slated to serve on the E-Comm Board in the 2023-2027 term. E-Comm Management has identified a selection of potential alternate nominees from the municipalities in your Designated Grouping and included them here for your consideration:

- Barb Martens, Councillor
- Sandra Ruff, Director of Finance
- Steve Scheepmaker, Director of Corporate Administration

Next steps

Following discussion within your Designated Grouping, we kindly request that you reply to us with written confirmation by Monday, May 8, 2023, of your nominee's name and contact information to the E-Comm Board for the 2023-2024 term.

FAQ

We have included an FAQ document which provides additional information regarding the nomination of Directors to the E-Comm Board as Schedule "B".

AGM Voting Representative

Please note that nominating a director is a separate process from designating a representative to vote your share(s) at the Annual General Meeting (the "AGM") in June. As such, we will contact you again in mid-May with the Notice of AGM and request that you designate one individual to attend the Annual General Meeting of the Shareholders to vote the City of Surrey share(s). If you prefer, you can designate your nominee to vote your share(s), which is quite common amongst Shareholders.

If you have any questions, do not hesitate to get in touch with me using the contact information below.

Sincerely,



Sarah Sidhu
Corporate Secretary

c | 236.334.2221
e | sarah.sidhu@ecomm911.ca

cc Terry Waterhouse, City of Surrey
Chief Ed Wolfe, City of White Rock
Jennifer Ficocelli, City of Surrey, City Clerk