



IN CAMERA

REPORT

Report Date: April 4, 2022
Contact: James Bradley
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VanRIMS No.: 08-2000-21
Meeting Date: April 12, 2022

TO: Vancouver City Council
FROM: Deputy City Manager
SUBJECT: EasyPark By-Law Amendment

IN CAMERA RATIONALE

This report is recommended for consideration by Council on the In Camera agenda as it relates to Section 165.2(1) of the *Vancouver Charter*:

- (a) personal information about an identifiable individual who holds or is being considered for a position as an officer, employee or agent of the city or another position appointed by the city;
- (k) negotiations and related discussions respecting the proposed provision of an activity, work or facility that are at their preliminary stages and that, in the view of the Council, could reasonably be expected to harm the interests of the city if they were held in public.

RECOMMENDATIONS

- A. THAT Council delegate the City's authority as the majority Class A and sole Class B shareholder in the capital of the Vancouver Parking Corporation dba EasyPark ("EasyPark") to the City's Director of Legal Services to take the actions necessary to amend EasyPark's Bylaws to set the maximum number of terms that a person can serve as a director of EasyPark to four.
- B. THAT Council delegate the City's authority as the majority Class A shareholder in the capital of EasyPark to the City's Director of Legal Services to vote in favour of the appointment to the EasyPark Board of Directors of Sheryl Lee, Barry MacDonald, Marg Vandenberg, and Tom Wong for a term of two years.

REPORT SUMMARY

This report seeks Council direction to:

- amend the EasyPark Bylaws to change the maximum number of terms a Director can serve on the EasyPark Board from three to four, and
- vote in favour of the appointment of the following existing City-appointed EasyPark Directors whose terms are set to expire at EasyPark’s June 2022 Annual General Meeting, for an additional term of two years to the EasyPark Board of Directors: Sheryl Lee, Barry MacDonald, Marg Vandenberg and Tom Wong.

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COUNCIL AUTHORITY/PREVIOUS DECISIONS

In November 2020, Council directed Staff to negotiate and execute a share purchase agreement with the Downtown Vancouver Association (“DVA”). The objective of this transaction was to obtain City of Vancouver control over who is appointed to EasyPark’s Board of Directors, to improve the transparency of EasyPark’s operational and financial performance for the City of Vancouver, and, to appropriately align the strategic direction and financial and operational objectives of EasyPark and the City of Vancouver.

On June 8, 2021, Council approved a set of resolutions concerning EasyPark’s governance and mandate in camera (shown in Appendix A).

CITY MANAGER’S COMMENTS

The City Manager recommends approval of the foregoing.

REPORT**The EasyPark Board of Directors**

In June 2021, the City purchased Class A shares in the capital of EasyPark from the Downtown Vancouver Association’s (DVA), which resulted in the City becoming the majority Class A shareholder in the capital of EasyPark.

Currently, EasyPark's Board consists of nine directors:

- A member of City Council,
- Two City staff members,
- Two DVA representatives, and
- Four external independent directors.

Per the EasyPark Bylaws, each Board Director is appointed for a two-year term, with a maximum of three terms per director. Table 1 below shows the current EasyPark Board membership.

How EasyPark Board Directors are appointed

Per the EasyPark Bylaws, the owners of the Class A shares in the capital of EasyPark have the right to elect EasyPark's Board of Directors. As the City owns the majority of the issued and outstanding Class A shares in the capital of EasyPark, the City can choose EasyPark's four external independent directors in addition to the member of City Council and the two City staff members who serve on the EasyPark Board.

Director terms expiring in 2022

EasyPark's annual general meeting is scheduled for June 16, 2022. The terms of the four aforementioned Board members will expire in June 2022. Two of the four directors – Sheryl Lee (currently Board Chair) and Barry MacDonald – will be reaching the end of their respective third terms, which means, under the current EasyPark Bylaws, neither are eligible to be reappointed to the Board. Both of these Board members are long-serving Board Directors and bring substantial expertise and experience to the Board. Both Sheryl Lee and Barry MacDonald have told City staff that they will agree to remain on the EasyPark Board for an additional two-year term should Council approve this Report's recommendations.

Allowing a fourth term

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In order to allow the present EasyPark Board to continue serving and to maintain stability, EasyPark's Bylaws need to be amended. Staff also wishes to have the flexibility to retain strong directors on the EasyPark Board beyond three terms in the future. Consequently, Staff recommends that Council delegate its authority to the City's Director of Legal Services to:

- A. take the actions necessary to amend EasyPark's Bylaws to set the maximum number of terms that a person can serve as a director of EasyPark to four.
- B. to vote in favour of the appointment to the EasyPark Board of Directors of Sheryl Lee, Barry MacDonald, Marg Vandenberg, and Tom Wong for a term of two years.

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Other options

If the EasyPark Bylaws are not amended to allow members to serve a fourth term, both Sheryl Lee and Barry MacDonald could not be reappointed to the Board and the City would have to appoint two other directors to replace them. If Council does not wish to approve these recommendations, amend EasyPark's Bylaws, and retain the present EasyPark Board of Directors, then staff will return to Council with recommendations for two new directors.

TABLE 1. CURRENT EASYPARK BOARD OF DIRECTORS COMPOSITION

DIRECTOR	APPOINTING ENTITY	CURRENT TERM EXPIRY	CURRENT TERM NUMBER
1. Sheryl Lee (<i>Board chair</i>)	City Council	2022 AGM	Third
2. Patrice Impey (<i>Vice Board chair</i>)	City Council	2023 AGM	First
3. Margaret Wittgens	City Council	2023 AGM	First
4. Councillor Kirby-Yung	City Council	2023 AGM	First
5. Graham McGarva	Downtown Vancouver Association	2023 AGM	Second
6. Sharman King	Downtown Vancouver Association	2023 AGM	First
7. Marg Vandenberg	City Council	2022 AGM	Second
8. Tom Wong	City Council	2022 AGM	First
9. Barry Macdonald	City Council	2022 AGM	Third

Implications

Financial

There are no financial implications.

Legal

The slight modification to the EasyPark Bylaws are the only legal implications of this report's recommendations.

CONCLUSION

This report seeks Council direction to amend the EasyPark Bylaws to extend the maximum number of terms a Director can serve on the EasyPark Board from three to four and to approve the appointment to the EasyPark Board of Directors of Sheryl Lee, Barry MacDonald, Marg Vandenberg, and Tom Wong for a term of two years.

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**APPENDIX A
RESOLUTIONS APPROVED BY COUNCIL IN CAMERA ON JUNE 8, 2021 CONCERNING
EASYPARK GOVERNANCE AND MANDATE**

1. *THAT Council approve a reduction of the number of directors that serve on the Vancouver Parking Corporation dba EasyPark ("EasyPark") Board of Directors from ten to nine.*
2. *THAT Council approve a change to the City of Vancouver's representation on EasyPark's Board of Directors to include one Council member and two City of Vancouver staff members.*
3. *THAT Council appoint the General Manager, Finance, Risk and Supply Chain and the General Manager, Real Estate and Facilities Management, or designates to be selected by the aforementioned General Managers and approved by the City Manager, to serve on the EasyPark Board of Directors, as well as one Councillor subject to expressions of interest and a recommendation brought by the Mayor for Council approval.*

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5. *THAT Council delegate the City of Vancouver's authority as the majority Class A and sole Class B shareholder in the capital of EasyPark to the City's Director of Legal Services to take the actions necessary to bring effect to A, B, and C above, including voting in favour of changes to the Bylaws of EasyPark.*

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