

To: Board of Management

From: Calvin J. White
Chief Executive Officer

Subject: **BOARD COMPOSITION**

Date: 2006-12-11

Purpose:

To recommend changes to the composition of the Board of Management and a selection process for non Councillor positions on the Board.

Recommendations:

It is recommended that:

- 1. two positions on the Board of Management be changed from Foundation Board representatives to citizen representatives; and**
- 2. the Nominating Committee recruit and recommend nominees for the five non Councillor positions on the Board of Management (one Foundation representative, four citizen representatives).**

Financial Implications and Impact Statement:

There are no financial implications arising from this report.

Background:

Currently there are eleven members on the Board of Management: six City of Toronto Councillors; three representatives from the Toronto Zoo Foundation; and two citizen members with scientific backgrounds. All members are appointed by and serve at the pleasure of City Council.

At present there are two vacancies on the Board. Two Toronto Zoo Foundation representatives resigned in early 2006 and these positions were not filled while discussions were ongoing regarding relationship issues between the Zoo and Foundation.

Comments/Discussion:

As we enter a new term for the Board of Management, this is the appropriate time to make changes in the composition of non-political representatives on the Board. The Toronto Zoo is

moving ahead with some major projects, such as the North Site Redevelopment project, the Learning Centre, the Regional Centre of Expertise for education for sustainable development, Chinese, Korean and Aboriginal projects, and likely a major fundraising campaign. To be successful going forward, the Zoo should build its board structure with members that have a skill set that supports this future direction.

At this point in the evolution of the Zoo, I believe it would in the best interests of the Zoo to fill two of the three Foundation positions on the Board of Management with citizen representatives that have qualifications that fit well with the governance role of the Board and in particular these major initiatives. In later years, depending on the Zoo's goals and priorities, the qualifications of the citizen representatives could be different than what is needed today. The Foundation Board will continue to have input and involvement in the Zoo through its one seat on the Board, subject to the signing of a new contract.

Process:

It is recommended that candidates for the two additional citizen positions be recruited using the same process that is in place for the two scientist representatives on the Board. For the scientist representatives:

- candidates are recruited by invitation by the Board of Management;
- a Nominating Committee of the Board selects and recommends the nominees to Council for appointment through the appropriate standing committee; and
- as approved by the Board on 2004-05-18, the Nominating Committee is comprised of the Chair, the Vice Chair and one other board member.

It is important that the composition of the Board of Management encompass the skills and expertise closely aligned with its vision and mandate. To ensure satisfactory oversight candidates with the following qualifications would be sought:

- Senior level experience at a large private, public or non-government organization.
- A reputation for excellence in their field, such that they are recognized and respected by their professional colleagues.
- An interest in zoos and the role that zoos play in wildlife conservation.
- A commitment to the Zoo's vision and experience that relates well to the Zoo's future direction.

Conclusions:

It is important that the composition of the Board of Management encompass the skills and expertise closely aligned with its vision and mandate.

Calvin J. White
Chief Executive Officer