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APPOINTMENT OF DIRECTORS YORK REGION RAPID TRANSIT CORPORATION

The Rapid Transit Public/Private Partnership Steering Committee recommends the adoption of the recommendations contained in the following report, May 10, 2007, from the Commissioner of Corporate Services:

1. RECOMMENDATIONS

It is recommended that:

1. By special resolution, that until otherwise determined, the number of directors of York Region Rapid Transit Corporation shall be six (6), of whom four (4) shall constitute a quorum for the transaction of business of any meeting of the Board of Directors.
2. Regional Council, as the sole shareholder of York Region Rapid Transit Corporation, appoint the following as directors of the corporation:
 - Regional Chair Bill Fisch
 - Mayor Frank Scarpitti
 - Mayor David C. Barrow
 - Mayor Linda Jackson
 - Regional Councillor Jim Jones
 - Regional Councillor Joyce Frustaglio
3. Regional Council enact the resolutions attached as Attachment No. 1 to this report to effect the foregoing recommendations.
4. The Regional Chair be authorized to sign the resolutions on behalf of Regional Council, as shareholder.

2. PURPOSE

The purpose of this report is to recommend that Regional Council, as sole shareholder of York Region Rapid Transit Corporation, appoint the Board of Directors.

3. BACKGROUND

This report was deferred at the meeting of April 12, 2007, with a request for additional information. A companion report entitled "Directors' and Officers' Liability" prepared by the Regional Solicitor will be on this agenda, and which seeks to address the further information that was requested by the Steering Committee.

In July, 2003, the York Region Rapid Transit Corporation was incorporated under the *Municipal Act, 2001*, with a view ultimately to undertake certain aspects of the York Region Rapid Transit Plan. Regional Council directed that the initial directors of the corporation be the members of the Rapid Transit Steering Committee. As a result of the 2006 municipal elections, the composition of the Board of Directors must now be amended to reflect the new composition of the Steering Committee. Accordingly, it is recommended that the Board of Directors comprise the following members:

- Regional Chair Bill Fisch
- Mayor Frank Scarpitti
- Mayor David C. Barrow
- Mayor Linda Jackson
- Regional Councillor Jim Jones
- Regional Councillor Joyce Frustaglio

This will require a Resolution of Regional Council as shareholder to appoint the Board. It should be noted that at the time of incorporation, a Unanimous Shareholders' Declaration was executed which substantially vested the powers of the directors in Regional Council as sole shareholder. This declaration will remain in force despite the change in composition of the Board.

4. FINANCIAL IMPLICATIONS

There are no financial implications associated with this report.

5. LOCAL MUNICIPAL IMPACT

There is no local municipal impact associated with this report.

6. CONCLUSION

Regional Council has previously directed that the composition of the Board of Directors of the York Region Rapid Transit Corporation be the same as that of the Rapid Transit Steering Committee. Accordingly it is recommended that Regional Council, as sole shareholder, appoint a new Board of Directors in accordance with this policy. It is also recommended that the resolutions attached as Attachment No. 1 be enacted to give effect to this recommendation and that the Regional Chair be authorized to execute the resolutions on behalf of the shareholder.

For more information on this report contact Janis Vanderburgh, Senior Counsel,
Corporate Services Department.

The Senior Management Group has reviewed this report.

(The attachment referred to in this clause is attached to this report.)