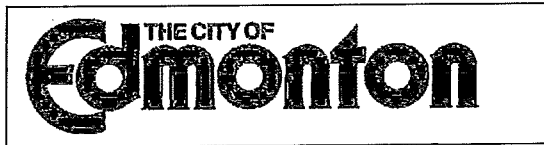




Position profile

LRT Governance Board Member



June, 2012

Position profile:

LRT Governance Board Member, The City of Edmonton

Introduction

Edmonton City Council has approved bylaw 15659 which requires the creation of a Governance Board of Directors whose mandate is to oversee the Governance of the construction of the new Southeast to West LRT. This document provides background on the City of Edmonton, the Edmonton Transit System, the LRT, the Bylaw, the board characteristics and ideal candidate profile, and recruitment process and timelines.

The City of Edmonton

In 1904, Edmonton was declared a city. The following year Edmonton was named the provincial capital of Alberta. Today, Edmonton is Canada's 6th largest city, offering all the amenities of a major urban centre plus a family-friendly environment that is safe, stimulating and rich with opportunity.

Edmonton is one of Canada's most ethnically diverse cities with more than 60 ethnic and cultural groups. Well known for its vibrant cultural life, diverse business community and outstanding river valley park system, Edmonton is a great place to call home. Check out the link below for more on why over one million people call Edmonton "home".

The Edmonton City Corporation provides the city of Edmonton with world-class leadership and management and staff providing the citizens of Edmonton with the appropriate oversight and attention required to run the cities assets and programs. The City's Corporate leadership team works to the highest standards ensuring as the city embraces the strategic direction "Way Forward" set by the Mayor and Council that essential resources are available to meet and exceed the expectations of all stakeholders.

www.edmonton.ca

City of Edmonton LRT overview

Edmonton Transit System

ETS is wholly owned and operated by the City of Edmonton and belongs to the Transportation Services Department. To effectively move Edmontonians, over 2100 ETS employees, provide over 2 million service hours annually using 900 buses and 74 LRV (Light Rail Vehicles), operating on 189 different bus routes, 6 Transit Garages, 26 Transit Centres, 15 LRT stations, over 6728 Bus stops, and 21 km of LRT track and delivering over 900,000 DATS trips. More information on ETS organization and fleet can be found in section 3.0.

The Way We Move Using Public Transit is the title of the 2011-2013 ETS Business Plan. You can see the full plan by clicking on the following link:

http://www.edmonton.ca/transportation/ETS_BusPlan_Jun23.pdf

Edmonton Transit System 2011 – 2013 Goal Statements:

Goal 1: Offer convenient ways to take transit – to be a transit system leader in offering customers convenient ways to take transit

Goal 2: Consistent and exceptional customer service – to provide the highest level of customer service to all customers across the transit system

Goal 3: Safe, secure and accessible transit system - to provide a safe, secure and accessible transit system that is consistent with growth

Goal 4: Attract, develop and retain exceptional workforce

Goal 5: Reduce impact on the environment – to reduce Transit's impact on the local environment through the reduction of greenhouse gas emissions

Goal 6: Grow transit ridership – grow ridership while reducing reliance on residential property tax

Goal 7: Optimize transit infrastructure & land use – support the increase in dwelling density by building transit oriented development

Goal 8: Maintain Transit Infrastructure – transit is planned and developed and is in a good state of repair, clean and safe. Maintain current inventory of infrastructure while accommodating future growth.

A major element of ETS is the Light Rail Transit (LRT) system which provides daily operation, engineering support and on-going maintenance of the LRT system. Operating out of D.L. MacDonald Transit Yards, LRT is responsible for engineering, maintenance and repair of LRT vehicles, facilities, tracks and rights-of-ways, communication systems, train control systems, traction power system and fare equipment. The section also is responsible for managing daily rail operations, LRT control and dispatch, as well as providing training to LRT motormen and maintenance staff.

LRT has identified a series of projects to be completed over the next three years which will improve LRT operations. The major project for which the LRT governance board is being created is the new Southeast to West LRT (SE to West LRT) which is a low-floor urban line that will run from Mill Woods to Lewis Farms. Public input helped shape the route, stop/station locations and other details during the Concept Planning phase. Council approved the Southeast and West LRT Concept Plans on January 19, 2011, and the Downtown LRT Concept Plan on February 15, 2012.

All 27 km are now in the preliminary design phase. During this phase, the City will conduct a more detailed analysis of how the LRT will operate, as well as how the system will integrate into the existing and planned transportation network and adjacent communities. This phase is expected to be completed by 2013.

Please see attached as appendix A, the concept plan by the City of Edmonton, for the Southeast to West LRT line.

Governance review

At the November 26, 2010, Edmonton City Council passed the following motion: That Administration bring a bylaw and terms of reference, for creating an LRT Governance Board, comprised of members of Administration and citizens with specific expertise, with authority to make decisions on behalf of the City in the development of the future LRT.

Background: Council introduced the concept of project governance based on the Canada Line Rapid Transit Inc. (Canada Line) LRT Project from Vancouver. As part of these discussions, Council considered the need for a committee to fast-track LRT construction. Certain governance characteristics from Canada Line were considered worth pursuing by Council, namely:

- Membership in a committee without politicians.
- Committee structure to include persons who were qualified to ensure the presence of management expertise in the areas of finance, engineering, design and development.
- A committee that would remain operational only for the duration of the construction.
- Decisions to be made expeditiously with a need to avoid delays.
- A vehicle for public consultation if required.
- Through extensive review and due diligence, Bylaw 15659 was passed.

Bylaw 15659

The LRT Governance Board is hereby established as a committee of Council. The mandate of the Board is oversight of the LRT Project. Subject to the provisions of this bylaw, all other City bylaws, and Provincial and Federal laws, the Board, in fulfilling its mandate, will ensure best practices are undertaken to:

- determine the best construction delivery method of the LRT line established by Council;
- determine and negotiate the terms and conditions for procurement;
- select the contractors required for the construction of the LRT;
- monitor and control expenditures within the budgets approved by Council for the LRT Project;
- do all things necessary to complete the LRT Project, including: community consultation; communication with the public; applying for all permits required for the LRT Project, including environmental permits; utility coordination; and scope changes from the defined LRT Project, schedule changes, and contract change orders that exceed the delegated authority of the Administration under Bylaw 12005, the City Administration Bylaw; and
- prepare and submit to Council a semi-annual report summarizing the number of tender-calls, sole source contracts, agreements, settlements, judgements, leases, land acquisitions and land dispositions which involve a revenue or expenditure of \$100,000 or greater.

Policies and directives

- The Board must review all City Policies and Administrative Directives that relate to the fulfilment of its mandate.
- The Board may resolve to exempt the LRT Project from an Administrative Directive, and must report this exemption to Council as part of its semi-annual report.
- The Board may request Council to exempt it from a Council Policy.

Recommendations

- The Board will assist the City Manager with budget requests to Council.

Approval authority

- allocate funds made available by Council and other orders of Government;

- approve and enter into any and all sole-source agreements not related to the acquisition or disposition of land or an estate or interest in land which exceed the delegated authority of the City Manager, where the expenditure or revenue is included in an approved budget passed by Council:
 - that provide for an expenditure or fixed revenue, or a non-fixed or percentage revenue, and if the sole source agreement is for a specified term, the term shall not exceed ten (10) years (including renewals);
 - to retain the services of any individual or corporation, other than legal counsel, for purposes related to the LRT Project;
- award all tender calls which exceed the delegated authority of the City Manager, where the expenditure or revenue is included in an approved budget passed by Council;
- approve and enter into all agreements and contracts which exceed the delegated authority of the City Manager, and where the funds are included in an approved budget of Council, involving:
 - the acquisition of a fee simple interest in land at or below fair market value;
 - the acquisition of a fee simple interest in land up to 20% above fair market value, providing this difference does not exceed \$2 million dollars;
 - the sale or disposition of a fee simple interest in land at fair market value;
 - a lease of land at or above fair market value where the City is lessor, provided that the term shall not exceed ten (10) years (including renewals);
 - a lease of land up to 20% below fair market value where the City is lessor, provided that the term shall not exceed ten (10) years (including renewals) and the difference shall not exceed \$2 million dollars;
 - a lease of land at or below fair market value where the City is lessee, provided that the term shall not exceed ten (10) years (including renewals);
 - a lease of land up to 20% above fair market value where the City is lessee, provided that the terms shall not exceed ten (10) years (including renewals) and the difference shall not exceed \$2 million dollars; and
 - a disposition or acquisition of an interest in land (not described above) at fair market value, or the acquisition of an interest in land (not described above) at or below fair market value;

Recommends to Council the

- settlement of all actions, claims or demands against the City where the amount paid by the City exceeds the City Manager's delegated authority;
- settlement of all actions, claims, or demands by the City, where the difference between the amount claimed by the City exceeds the City Manager's delegated authority; and
- settlement of any other action, claim or demand referred to it by the City Manager;
- approve and enter into all documents, consents, approvals, acknowledgements and certificates required for or incidental to any agreement, contract, settlement and tender; and
- may instruct the City Manager on any litigation or potential litigation involving the City related to the LRT Project.

Accountability composition appointment

- The Board is accountable to Council for the exercise of all powers, duties and functions delegated to it under this bylaw.

Structure

- The Board will consist of a minimum of four (4) and a maximum of six (6) members with expertise in finance, design, transportation planning or transportation/civil engineering.
- Neither the Mayor nor Councillors may be Members of the Board
- Initial Members will be recruited by a search consultant retained by the City Manager and appointed by City Council, in accordance with Council policies and procedures.
- Appointments after the initial appointments will be made by Council, from recommendations made by the Board.
- Prior to appointment as a Member, each Applicant must sign an acknowledgement that he or she will abide by the Board's Code of Conduct and Conflict of Interest Guidelines
- The Chair of the Board will be chosen by the Members of the Board at its first meeting.
- Members of the Board are appointed until the Board is terminated, and serve at the pleasure of the Council.
- A Member may resign at any time by notice in writing to the Chair, and the Chair may resign at any time by notice in writing to the City Manager, who will report the Chair's resignation to Council.

Position profile:

LRT Governance Board Member, The City of Edmonton

- The Board may vote to continue with fewer Members, as long as the membership is no less than four (4).

Procedures

- At its first meeting, the Board will establish a schedule for meetings to include at least four meetings for the year.
- At the last regular meeting of a calendar year, the Board will adopt an annual schedule for the following year to include at least four meetings, and will file the schedule with the Office of the City Clerk.
- The Board may change the time, date or location of any meeting by Special Resolution, if notice is given in accordance with section 19 of this bylaw.
- The City Manager will deliver copies of the agenda and reports to Members three (3) days before each regular Board meeting.
- The Chair may call a special meeting of the Board at any time and must do so if a majority of Members so request in writing, including a statement of purpose of the meeting.
- A special meeting requested by Members must be held within 14 days after the request is received.
- If a matter is not specified in the notice of the special Board meeting, it may not be dealt with unless all Members are present and the Board passes a motion, by majority vote, to deal with the matter.
- Notice of Board meetings not approved in their annual schedule or cancellation of a previously called meeting must comply with section 19 of this bylaw and be filed with the Office of the City Clerk a minimum of 48 hours prior to the meeting.
- For all meetings requiring notice, the notice must: (a) be issued a minimum of 24 hours prior to the meeting date; (b) be in writing and specify the time, date, location and purpose of the meeting; (c) be delivered or telefaxed to each Member;
- The Board may conduct meetings by means of electronic or other communication facilities according to procedures adopted by the Board.
- Quorum for the Board is a majority of existing appointed Members.
- As soon as there is quorum after the time for commencement of a meeting: (a) the Chair must call the meeting to order; or (b) if the Chair is absent, the Members must elect a Member to be presiding officer for that meeting.
- If there is no quorum within half an hour after the time set for the meeting, the City Manager will record the names of the Members present and the meeting will be adjourned to the time of the next regular meeting.

- The agenda for the adjourned meeting will be dealt with at the beginning of the next regular meeting, unless a special meeting is called before or after the next regular meeting to deal with the business of the adjourned meeting.
- The Board will follow the procedural rules for Standing Committees under Bylaw 12300, the Procedures and Committees Bylaw.
- The City Manager will make a replayable audio-recording of all Board meetings except those portions held in private. The City Manager will supervise access to the recordings.

Finance and administration

- The budget of the Board will be submitted by the City Manager in accordance with City budget procedures.
- Agreements entered into by the Board must be forwarded to the City Manager for execution.
- Administrative resources to the Board, as determined by the City Manager in consultation with the Board, will be provided by the City Manager.
- The Board must review the provisions of this bylaw, including the mandate and composition, with the option that it may be repassed in its present or an amended form following a review, and make a recommendation to Council by March 31, 2014.

Candidate profile

Qualified individuals cannot be an employee or an officer of The City of Edmonton.

Experience

Given the Board's strategic priorities, and the associated challenges and opportunities, the Board members, as a group, should possess the following skills and experience, with each director contributing knowledge, experience, and skills in at least one or two domains.

- Previous Board experience;
- Policy considerations surrounding the establishment and delivery of a wide variety of road and transit services and the public environment of transportation;
- Understanding of the linkages between transportation and land use planning;
- Transportation operations similar in scope to The City of Edmonton's operations;
- Strategic planning;
- Capital project oversight;
- Complex procurement processes;
- Real estate development;
- Environmental strategies;
- Corporate leadership;
- Finance;
- Audit and internal controls;
- Legal;
- Risk management;
- Information technology, e-commerce;
- Marketing and communications;
- Human resource processes;
- Labour relations experience;
- Public engagement processes;
- Knowledge of the local government environment; and
- Credibility with federal, provincial and municipal governments.
- Within the context of the required board skills requirements, consideration will be given to diversity of gender, cultural heritage, regional representation and personal transportation experience.

Personal characteristics

- Integrity and accountability;
- Demonstrated high ethical standards and integrity in their personal and professional dealings, and who are willing to act on, and remain accountable for, their Boardroom decisions;
- Appreciation for the Board's responsibility to the public;
- Informed judgment;
- Ability to provide wise, thoughtful counsel on a broad range of issues;
- Ability for creative and flexible thinking;
- Financial literacy;
- Mature confidence;
- Preference for Board and team performance over individual performance;
- Respect for others;
- High performance standards;
- A history of achievements that reflect high standards for themselves and others;
- Ability to commit to time required to fulfil duties;
- Ability to provide advice and make decisions in the best interest of the organization without regard to partisan politics; and
- No real or perceived conflicts.

Compensation

- An annual retainer of \$10,000 for a member, and \$15,000 for the Board Chair (orientation and education included in retainer);
- \$750 for a Board meeting up to and including four (4) hours in any day;
- \$1500 for a Board meeting over four hours in any day;

Recruitment process and timeline

- *Candidate Statement of Interest* - The short listed candidates for the Board will be asked to complete a Candidate Statement of Interest which requires detailed information and disclosure regarding potential conflicts of interest.
- *Short List and Interviews* - The Caldwell Partners will review the credentials and backgrounds of candidates identified from all sources and create a short list of individuals whom the City Council would like to consider.
- City Council will then appoint between 4 and 6 Directors according to council procedures and conditions

Procedure for candidacy

Send resumes or nominations as soon as possible to:

Les Gombik

Partner

Caldwell Partners

Suite 2000, 520 Fifth Avenue SW

Calgary, AB T2P 3R7

403-265-8780

lgombik@caldwellpartners.com

Drew Railton

Partner

Caldwell Partners

Suite 2000, 520 Fifth Avenue SW

Calgary, AB T2P 3R7

403-265-8780

drailton@caldwellpartners.com

Chelsea Socol

Associate

Caldwell Partners

165 Avenue Road

Toronto, ON M5R 3S4

416-934-2237

csocol@caldwellpartners.com

Jennifer Copeland

Project Coordinator

Caldwell Partners

Suite 2605, 650 West Georgia Street

Vancouver, BC V6B 4N9

604-629-7157

jcopeland@caldwellpartners.com

Position profile:

LRT Governance Board Member, The City of Edmonton

Caldwell Partners 13

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BRINGING OUR CITY VISION TO LIFE

May 2012

Southeast to West LRT Mill Woods Town Centre to Lewis Farms Transit Centre

BACKGROUND

The Concept Plan for the entire SE to West LRT was approved by Council by the end of February 2012.

The Concept Plan defines:

- where LRT tracks will be located along the route
- where the LRT stations will be located
- how people will access communities and businesses

The SE to West LRT is in the preliminary design phase, which includes:

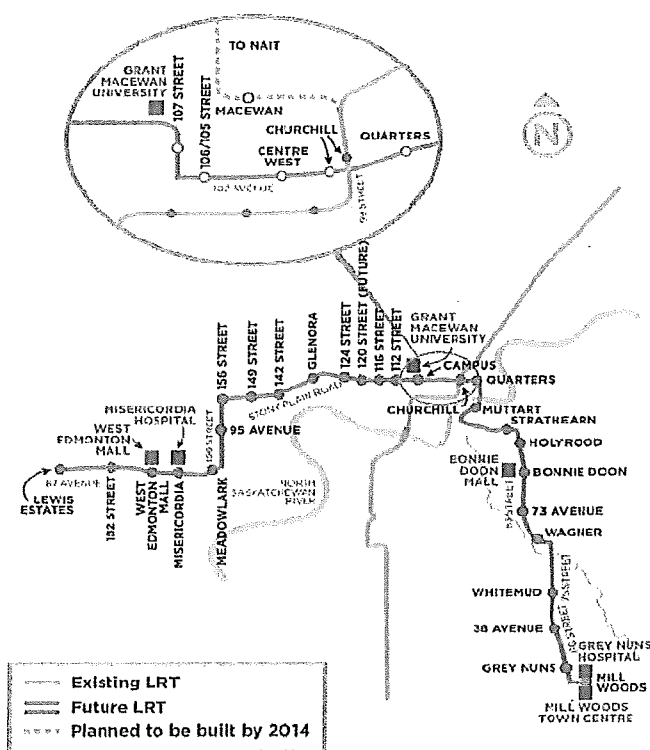
- Visually integrating the system into the existing landscape and communities.
- LRT stop/station aesthetics.
- Landscape architecture aesthetics.
- Public art opportunities (to be managed by the Edmonton Arts Council.)
- Connectivity to existing transportation forms, such as walking and cycling, as well as park and ride.
- Understanding impacts to stakeholders and working with stakeholders to lessen those impacts where possible.
- Mitigation of commuter parking demand in residential and business areas.

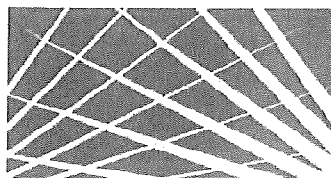
Preliminary design is scheduled to be complete by the end of 2013 and is to be followed by detailed design and construction. Timing of construction will be determined by City Council. The 13.1 km section from Mill Woods to City Centre West will be constructed first, due to a required Operations and Maintenance facility to be located in the southeast.

This largely street-level LRT line will use low-floor LRT vehicles and will extend from Mill Woods Town Centre in the southeast of Edmonton to Lewis Farms Transit Centre at the city's west end.

HIGHLIGHTS

- travel time for entire, 27 km line approximately 60 minutes—around 30 minutes each for Lewis Farms Transit Centre to downtown or Mill Woods Town Centre to downtown
- over 100,000 daily boardings expected, with trains running every five minutes during peak hours
- low-floor urban vehicles and operations, including step-free boarding





TRANSFORMING | EDMONTON

BRINGING OUR CITY VISION TO LIFE



CONNECTIONS

The SE to West LRT will connect with important destinations, including:

West Edmonton Mall
Misericordia Hospital
Muttart Conservatory
Jasper Gates

Mill Woods Town Centre
Bonnie Doon Mall
Meadowlark Mall
MacEwan University

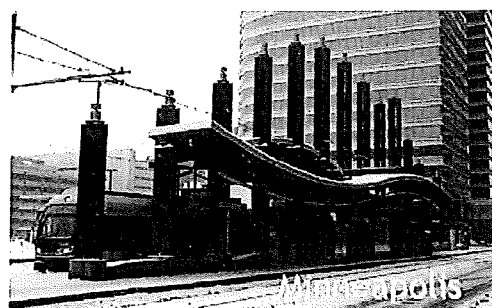
Grey Nuns Hospital
Churchill Station and Churchill Square
The Quarters
Oliver Square

URBAN LRT

Edmonton's current LRT system can best be described as a "suburban" system. The City's LRT Network Plan calls for a change in approach to an "urban" LRT system that improves connections between the LRT and city life.

An urban LRT system means:

- building smaller scale stops that are spaced closer together
- providing better links to a greater number of destinations, with more direct transit, pedestrian and cyclist connections as well as bicycle parking at each stop/station
- maximizing openness of space to create a safe environment
- reducing speeds in congested areas to support safe, pedestrian-oriented communities
- investing in landscaping, streetscaping, and architectural features to improve visual appeal



WHAT TO EXPECT

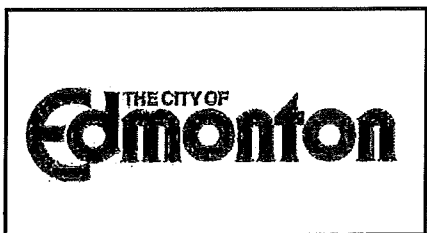
In total, there are 27 street-level stops and two stations planned from Lewis Farms to Mill Woods Town Centre. The two stations will be elevated with elevators and escalators. One will be at West Edmonton Mall and the other at the Misericordia Hospital. Stop and station sizes are based on projected ridership.

The character of urban style low-floor LRT integrates with the city it serves. With this in mind, the level of integration on the SE to West LRT will be different from what is seen on Edmonton's existing system. In most areas, there will be no gates, bells, fences, or crossing arms as there are on the existing system. The LRT right-of-way will be clearly marked, and crossings will be no less safe than road crossings are today.

While the SE to West LRT does not physically connect with Edmonton's existing LRT system, passengers will have direct access to Edmonton's existing LRT at the shared Churchill station.

FIND OUT MORE ABOUT THE SE TO WEST LRT PROJECT

- visit edmonton.ca/SEtoWestLRT
- call the LRT Projects Information Centre at 780-496-4874 or email lrtprojects@edmonton.ca



Light Rail Transit Governance Board Members

The City of Edmonton, Alberta

Now in the preliminary engineering phase, the \$3.5 billion southeast to west LRT expansion project is one of many initiatives that will play an important role in achieving Edmonton's Strategic Plan. It will enhance mobility, strengthen neighbourhoods and enrich lives. This project is part of a comprehensive multi-billion dollar LRT Network Plan – a blueprint for Edmonton's LRT development over the next 40 years.

Reporting to City Council and created by a City of Edmonton bylaw, the LRT Governance Board is charged with overseeing the construction of Edmonton's LRT Extension and ensuring that best practices are undertaken. The Board's governance mandate will include oversight of management decisions affecting construction, procurement, contractor selection, expense control, community consultation and communication, permits, utility co-ordination and transactions greater than \$100,000.

The Caldwell Partners have been retained by the City to invite expressions of interest for membership on this new and independent Board of Directors. In addition to previous Board experience, the incoming Directors will have collective leadership expertise in construction, project finance, transportation planning, design and board governance. A history of service to the community would also be a valuable asset. Directors will be expected to attend a minimum of four annual meetings plus additional sessions deemed necessary by the

All responses to Caldwell Partners are confidential. Please indicate your interest in **Project 120531** at www.caldwellpartners.com/apply.php

Chair. They will also lead oversight committees during the course of planning, design, public consultation and construction of the LRT Extension.

All responses to Caldwell Partners are confidential. Please indicate your interest in Project 120531 at www.caldwellpartners.com/apply.php.

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