Report – Executive Policy Committee – April 5, 2006

Item No. 8 Indemnification of the Officers and Directors of The WFC Interim Steering Committee Inc.
File F-5

EXECUTIVE POLICY COMMITTEE RECOMMENDATION:

On April 5, 2006, the Executive Policy Committee concurred in the administrative recommendation and submits the following to Council:

1. That an indemnification be provided for those Officers and Directors of The WFC (Winnipeg Football Club) Interim Steering Committee Inc. representing the City and Winnipeg Enterprises Corporation.

2. That an indemnification be provided for that member of Winnipeg Enterprises Corporation appointed through the Office of the Chief Administrative Officer.

3. That the Proper Officers of the City be authorized to do all things necessary to implement the intent of the foregoing.

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DECISION MAKING HISTORY:

EXECUTIVE POLICY COMMITTEE RECOMMENDATION:

On April 5, 2006, the Executive Policy Committee concurred in the administrative recommendation and submitted the matter to Council.

RE: INDEMNIFICATION OF THE OFFICERS AND DIRECTORS OF THE WFC INTERIM STEERING COMMITTEE INC.

FOR SUBMISSION TO: Executive Policy Committee

ORIGINAL REPORT SIGNED BY: Chief Financial Officer

REPORT DATE: February 15, 2006

RECOMMENDATION:

That the City provide an indemnification for those officers and directors of The WFC Interim Steering Committee Inc. representing the City and Winnipeg Enterprises Corporation and further, that the City provide an indemnification for that member of Winnipeg Enterprises Corporation appointed through the Office of the Chief Administrative Officer.

REPORT SUMMARY

KEY ISSUES:

IMPLICATIONS OF THE RECOMMENDATION(S):

General Implications
X None
Í For the organization overall and/or for other departments
Í For the community and/or organizations external to the City of Winnipeg
Í Involves a multi-year contract
Comment(s):

Policy Implications
X No
Í Yes
Comment(s):

Environmental Implications
X None
Í Yes
Comment(s):

Human Resources Implications
X No
Í Yes
Comment(s):

Financial Implications

- Within approved current and/or capital budget
- Current and/or capital budget adjustment required

Comment(s): There are no direct financial implications. However, the provision of liability protection does expose the City to financial risk.

REASON FOR THE REPORT:

Council must approve an indemnification agreement of this nature.

HISTORY:

By way of agreement made March 17, 2000 between the Province of Manitoba ("the Province") and The City of Winnipeg ("the City") and the Winnipeg Enterprises Corporation ("Enterprises") by the terms of which each of the Province, the City and Enterprises determined to participate in a long term plan for fiscal viability of the Winnipeg Football Club and to that end, to continue as one through the incorporation of The WFC Interim Steering Committee Inc. ("the Steering Committee").

DISCUSSION:

Paragraph 8 of the above referenced agreement provides that the officers and directors of the Steering Committee will be provided with an indemnification of the nature and to the extent that a Corporation may provide pursuant to Section 119 of *The Corporations Act* (Manitoba) by the Province with respect to its representatives acting as directors and, if applicable, officers; by Enterprises with respect to its representatives and those of the City acting as directors and, if applicable, officers; and by the Province and Enterprises jointly with respect to that individual acting as a director and if applicable, an officer, who qualifies by reason of holding the office of President of the Winnipeg Football Club.

Having in mind that once the operations of Enterprises are wound down, that is, upon completion of the assignment of the Stadium Lease to the Winnipeg Football Club as directed by Council on May 18, 2005, Enterprises will have divested itself of all assets thereby rendering the above indemnification of little or no value to the individual volunteer.

Under the circumstances, the right course of action would be for the City to provide such indemnification in addition to that provided by Enterprises. At this time the indemnification extends to Mr. Brad Content and Mr. Edward Kennedy as representative of Enterprises and Mr. Jeff Thompson and Mr. Gene Dunn as representatives of the City as well as jointly with the Province to the President of the Winnipeg Football Club. Further, such indemnification should extend to any appointments made pursuant to a resolution adopted by Council at its meeting held May 18, 2005 whereby Council directed that the operation of the Enterprises be continued through one member to be appointed by the Chief Administrative Officer.

Financial Impact Statement Date: February 9, 2006

Project Name:

Indemnification to the directors and officers of the Winnipeg Enterprises Administrative Steering Committee

COMMENTS:

If Council chooses to indemnify the officers and directors of the Steering Committee, there is no direct financial impact however there is financial risk.

Original signed by Carrie Erickson

IN PREPARING THIS REPORT THERE WAS CONSULTATION WITH AND CONCURRENCE BY:

The Legal Services, Corporate Services Department

THIS REPORT SUBMITTED BY:

Nancy DeVisser
Administrative Assistant
Office of the CFO

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