

November 1, 2023

Janet Pilon  
City Clerk  
City of Hamilton  
71 Main Street West  
Hamilton, ON L8P 4Y5

Dear Ms. Pilon:

I am writing on behalf of the Board of Directors of Royal Botanical Gardens (RBG) to seek City Council's support to update the Memorandum of Understanding (MOU) between RBG and the City in regard to the City's two appointees to RBG's Board of Directors.

Previously, MOUs were updated at the start of every new Council and the current MOU expired in November 2022.

If the City is amenable, RBG would like to propose changing the duration article of the MOU so that the MOU does not need to be updated with every new Council, but rather, as required, by either party.

Please refer to the attached Appendix for the proposed change to the duration article.

For Council's reference, I have attached the most recent signed MOU and a new Word version with the proposed changes in article 4.

There is one additional minor change in article 5 (c) to reflect the Consultation process described in article 6.

Please let me know if City Council requires any further information to consider this request.

Sincerely,



Nancy Rowland, CEO  
Royal Botanical Gardens

cc: Keith Scott, Chair, Board of Directors, Royal Botanical Gardens

Attachments

## APPENDIX

### Proposed Change

#### 4. DURATION

~~This MOU shall be in effect until the expiry of the term of Council which commenced on December 1, 2018.~~ This MOU shall be in effect as of the date of its last signature and will continue to apply until such time as a new MOU has been approved and signed by both parties, or until it is terminated upon agreement of the parties or upon reasonable notice given by either party to the other. This MOU supersedes and replaces any previous MOUs or other agreement between the parties dealing with the subject matter hereof.

At any point, either party through its Council or Board may request a review.

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THIS MEMORANDUM OF UNDERSTANDING DATED THE 3<sup>rd</sup> DAY OF December, 2018

**BETWEEN**

**ROYAL BOTANICAL GARDENS**

**OF THE FIRST PART**

**AND**

**CITY OF HAMILTON**

**OF THE SECOND PART**

## **1. DEFINITIONS**

In this Memorandum of Understanding:

“**Act**” means the *Royal Botanical Gardens Act, 1989*.

“**Royal Botanical Gardens**” means the non-share capital corporation established in the Act under the name Royal Botanical Gardens.

“**Chair**” means the Chair of the Governing Board of Royal Botanical Gardens.

“**Board**” means the Board of Directors of Royal Botanical Gardens.

“**Council**” means the Council for the City of Hamilton.

“**MOU**” means this Memorandum of Understanding.

## **2. PURPOSE**

The purpose of this MOU is to clarify the City of Hamilton’s intention regarding appointment of citizens and/or elected officials to the Board of Directors of Royal Botanical Gardens.



### **3. LEGISLATIVE AUTHORITY**

Royal Botanical Gardens is the largest botanical garden in Canada, comprising over 2700 acres. Initiated in 1920 s by the Hamilton Board of Parks Management, a botanical garden was included in the plans for beautification of the City's northwest entrance and enlightenment of its citizens. In 1930 King George V granted a Royal Charter to the Royal Botanical Gardens which opened to the public in 1932 as Royal Botanical Gardens. Royal Botanical Gardens was incorporated through an Act of the Provincial Legislature of Ontario in 1941.

Royal Botanical Gardens is a scientific, educational, cultural and tourism institution governed by the Royal Botanical Gardens Act, 1989.

Under the Act, Royal Botanical Gardens is governed and controlled by the Board, which is composed of not more than twenty-four (24) members, of whom a maximum of six (6) persons may be appointed by the Council of the City of Hamilton which was constituted as a body corporate by the City of Hamilton Act. 1999. S.O. 1999, c.14, Schedule C, and which has every power and duty of the former Regional Municipality of Hamilton-Wentworth under any special Act, pursuant to subsection 5(3) of the said City of Hamilton Act. 1999.

### **4. DURATION**


This MOU shall commence as of the date of its last signature and will be in effect until the expiry of the term of Council which commences on December 1, 2018.

At any point, either party (Council or Board) may request a review.

### **5. GUIDING PRINCIPLES**

The City and Board agree that they will adhere to the following principles in their relationship:

- a) The City acknowledges that its current financial commitment to Royal Botanical Gardens is substantially less than it was when the Act was passed.
- b) In consultation with Royal Botanical Gardens, the City agrees to appoint a maximum of two members to the Board of Royal Botanical Gardens.
- c) The City may appoint elected officials and/or citizens appointees to the Board.

- 
- d) As permitted by paragraph 5 of subsection 4(1) of the Act, the Board agrees to appoint an equal number of persons in the stead of the number of persons who are not appointed by the Council of the City of Hamilton under clause (b) above, for a term to be determined by by-law.

## **6. CONSULTATION**

The City and the Board recognize that the skills and dedication of Board members is essential to good governance. They therefore agree that:

- a) Royal Botanical Gardens will provide to the City a profile of the skills needed and commitment required of individual Board members to inform the nomination process.
- b) RBG will advise the City on the suitability of potential candidates and/or participate in the citizen appointment process as requested by the Clerk's Office.
- c) The City will inform potential candidates of the expectations of Board members prior to confirmation of appointment.

## **7. EXPECTATIONS OF BOARD MEMBERS**

Acceptance of a nomination to the RBG Board means acceptance of the following specific responsibilities:

- a) Membership in RBG
- b) Participation in orientation to RBG
- c) Attendance at Board meetings
- d) Participation on at least one Board Committee
- e) Attendance at a reasonable number of RBG functions
- f) Support for RBG fund-raising
- g) Annual donation to RBG (appropriate to own financial resources)

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In addition, Board members are expected to respect the principles of:

- a) Solidarity behind a Board decision once it is taken.
- b) Confidentiality of Board discussions.
- c) Support for (not direction of) staff to direct and manage RBG affairs within the policy directives of the Board, including respect for institutional structure and channels of communication.

APPROVED  
AS TO FORM  
*[Signature]*  
LEGAL SERVICES

**CITY OF HAMILTON**

*[Signature]*  
NAME: Fred Eisenberger  
POSITION: Mayor  
DATE:

*[Signature]*  
NAME: Janet Pilon  
POSITION: Acting City Clerk  
DATE:

**ROYAL BOTANICAL GARDENS**

*[Signature]*  
NAME: Ruth Lee  
POSITION: Chair  
DATE:

*[Signature]*  
NAME: Mark Runciman  
POSITION: Chief Executive Officer  
DATE:

WITNESS NAME: \_\_\_\_\_

WITNESS NAME: \_\_\_\_\_

We have authority to bind the Corporation

OFFICE OF THE CLERK  
APPROVED BY COUNCIL  
DATE: April 25, 2018  
AUTHORITY: AP&A 18-005 Item 8(a)  
INTL: CW YEAR/FILE: 2018-13516

THIS MEMORANDUM OF UNDERSTANDING DATED THE \_\_\_ DAY OF \_\_\_\_\_,  
2018~~2023~~

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**OF THE FIRST PART**

**AND**

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#### CITY OF HAMILTON

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NAME: ~~Fred Eisenberger~~ ~~Andrea Horwath~~  
POSITION: Mayor  
DATE:

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NAME: ~~Chris Murray~~ ~~Mike Zegarac~~ ~~Janette Smith~~  
POSITION: ~~Interim~~ City Manager  
DATE:

#### ROYAL BOTANICAL GARDENS

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NAME: ~~Ruth Lee~~ ~~Keith Scott~~  
POSITION: ~~Chair~~  
DATE:

NAME: Mark RuncimanNancy Rowland  
POSITION: Chief Executive Officer  
DATE:

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