



Case Study – Implementing Extraordinary Governance

Organization – EPCOR Centre for the Performing Arts (Centre)

The Centre was created in 1976 under the Companies Act of Alberta to build and manage Calgary's premiere downtown performing arts centre. As a charitable organization with significant public and private funding, the Centre was accountable to both civic and provincial governments.

Members of the Centre included government representatives, private supporters, key personnel at performing arts companies and honorary appointees. The board, on the other hand, was fully independent from the performing arts companies that used the facility – even though several of those resident companies were key components in the growth and success of the Centre.

In 2008, with plans being made to transform the Centre and add new companies, they took the unprecedented step of inviting representatives of the resident companies (either a key member of management or a director) to join the Centre's board.

The Centre asked Governance Studio to help them revise their Articles to implement the new structure.

"I haven't seen another arts organization anywhere in the world that has implemented such an extraordinary governance structure."

~ Johann F. Zietsman, President and CEO ~

Project – Update Articles to put the new governance model into action

Objectives for the project were to:

- Redefine "members"
- Engage directors from resident companies and account for the built in conflicts of interest tell Vermilion's governance story, highlighting its significant best practices
- Remove historic provisions that were no longer needed
- Rewrite the Articles in plain language

Outcome – Centre members unanimously approved the revised Articles

"Governance Studio brought the critical thinking and imagination needed to create a framework that makes our innovative governance structure work for us."

~ John B. McWilliams, Board Chair ~