

# CENTRAL SAANICH POLICE BOARD

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## BOARD GOVERNANCE MANUAL





## TABLE OF CONTENTS

A. DEFINITIONS .....	3
B. ROLES AND RESPONSIBILITIES .....	5
1. BOARD TERMS OF REFERENCE .....	5
2. BOARD CHAIR TERMS OF REFERENCE .....	11
3. ACTING CHAIR TERMS OF REFERENCE .....	15
4. BOARD MEMBER TERMS OF REFERENCE .....	17
5. CHIEF CONSTABLE TERMS OF REFERENCE .....	21
6. BOARD SECRETARY TERMS OF REFERENCE .....	26
7. FINANCE AND AUDIT COMMITTEE TERMS OF REFERENCE .....	28
8. GOVERNANCE COMMITTEE TERMS OF REFERENCE .....	32
9. HUMAN RESOURCES AND COMPENSATION COMMITTEE TERMS OF REFERENCE .....	34
C. GOVERNANCE PRACTICES .....	36
1. BOARD OPERATING PROCEDURES .....	36
2. COMMITTEE OPERATING GUIDELINES .....	44
D. BOARD MEMBER CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY .....	49
E. ANNUAL DIRECTOR DECLARATION .....	55
APPENDIX A. BOARD POLICIES .....	56
APPENDIX B. KEY BOARD STEWARDSHIP PROCESSES .....	57
1. BOARD MEMBER ORIENTATION .....	57
2. BOARD COMPOSITION AND SUCCESSION PLANNING .....	60
3. BOARD, BOARD CHAIR, ACTING CHAIR, COMMITTEE, AND INDIVIDUAL BOARD MEMBER EVALUATION ...	61
APPENDIX C. KEY ORGANIZATIONAL STEWARDSHIP PROCESSES .....	62
1. STRATEGIC AND ANNUAL PLANNING .....	62
2. RISK MANAGEMENT .....	63
3. FINANCIAL AND BUDGETARY OVERSIGHT .....	64
4. HUMAN RESOURCES OVERSIGHT .....	66
5. SERVICE OR POLICY COMPLAINTS AND CONDUCT COMPLAINTS .....	70
6. COMMUNICATIONS AND COMMUNITY OUTREACH .....	71
7. RECORDS MANAGEMENT AND ACCESS TO INFORMATION .....	74



## A. DEFINITIONS

In this Board Manual, the following capitalized terms have the meanings set out below.

**Annual Plans** – means the Service’s annual operating and capital plans as developed by the Chief Constable.

**Acting Chair** – means the person appointed by the Board as the Acting Chair.

**Annual Declaration** – means the annual declaration signed by Board members to attest their agreement to the policies in the Board Manual.

**Board** – means the Central Saanich Police Board, which governs the affairs of the Service.

**Board Chair** – means the Mayor.

**Board Manual** – means this Board Manual which describes the Board’s policies in carrying out its governance responsibilities under the Police Act related to the stewardship of Service.

**Board members** – means collectively the individuals who are appointed to act as members of the Board in accordance with the Police Act.

**Board Skills and Experience Matrix** – means the matrix developed by the Governance Committee to identify the ideal skills, experiences, specific attributes, and other competencies for the composition of the Board at any given time.

**Chief Constable** – means the Chief Constable of Service, as appointed by the Board. Where relevant, references to “Chief Constable” in the Board Manual include those persons to whom the Chief Constable has delegated responsibility.

**Code of Conduct** – means the Board Member Code of Conduct and Conflict of Interest Policy in the Board Manual.

**Committees** – mean standing committees of the Board, and include the Finance and Audit Committee, the Governance Committee, and the Human Resources Committee.

**Committee Chairs** – mean the persons appointed by the Board to chair each of the Committees.

**Delegate** – means any person or group of persons who are not Board members or Service employees.

**Deputy Chief** – mean the deputy chief constable of the Service, as appointed by the Chief Constable.

**Director** – means the Director of Police Services as defined in the Police Act.

**Board Secretary** – means the person appointed by the Board as Board Secretary for the Board.

**FOIPPA** – means the *Freedom of Information and Protection of Privacy Act* (BC), as amended.

**Management** – means the Chief Constable, Deputy Chief, and the Manager of Executive Services.

**Mayor** – means the Mayor of Municipal Council.

**Ministry** – means the Ministry of Public Safety and Solicitor General for the Province.



**Municipality** – means the Municipality of Central Saanich, and refers to any Service of the Municipality, including Municipal Council.

**Municipal Council** – means the municipal council for the Municipality, who has legislative and administrative power to make decisions on behalf of the Municipality.

**Police Act** – means the *Police Act* (BC), RSBC 1967, Chapter 367, as amended.

**Province** – means the province of British Columbia and refers to any ministry within the BC provincial government.

**Service** – means the Central Saanich Police Service.

**Strategic Plan** – means Service’s overarching vision, mission, and most recent strategic plan, which embodies the Service’s annual priorities, goals, and objectives.



## B. ROLES AND RESPONSIBILITIES

### 1. BOARD TERMS OF REFERENCE

#### COMPOSITION AND REMOVAL

Pursuant to the requirements of Police Act, the Board is composed of up to seven members<sup>1</sup>, as follows:

- The Mayor
- One person nominated by the Municipal Council
- Up to five persons appointed by the Province

All Board members, other than the Board Chair, are appointed and their terms of office set by the order of the Lieutenant Governor in Council based on the recommendations put forward by the Ministry, after consultation with the Director.

The Board, through the Governance Committee, determines the composite skills, experiences, and competencies it requires and that are sought in potential Board candidates to meet its responsibilities and maximize its success. Prior to the appointment of Board members in any given period, the Board shares this information with Municipal Council and the Province, as appointing bodies.

Board members may only be removed or replaced at the discretion of the Province or Municipal Council, as the case may be. If a Board member is absent from three consecutive meetings without reasonable excuse, the Board may make a recommendation to the Province or Municipal Council to revoke the appointment of the Board member.

#### TERM OF OFFICE

Board members are appointed for a term of up to four years and may be reappointed up to maximum of six consecutive years.<sup>2</sup> Where possible, appointments are staggered to provide continuity from year to year.

#### OATH OF OFFICE

A person appointed or re-appointed to the Board takes the oath or affirmation prescribed in Section 1 of the *Police Oath/Solemn Affirmation Regulation*<sup>3</sup> before assuming office and exercising any power or performing any duty or function as a member of the Board. The oath or affirmation must be made before

<sup>1</sup> S. 23 of the Police Act. Persons who are councillors of Municipal Council cannot be appointed to the Board (s.24(1) of the Police Act). In addition, all Board members must be independent of the Service, meaning that they must be independent of the management and free from any relationship that might interfere with the exercise of their independent judgment as a Board member.

<sup>2</sup> s. 24(3) of the Police Act

<sup>3</sup> In accordance with section 70(1) of the Police Act



the Chief Constable, or alternately, before a Commissioner for Taking Affidavits for British Columbia. A copy of the signed oath/affirmation is filed with the Province.<sup>4</sup>

## BOARD CHAIR AND ACTING CHAIR

The Board is led by a Board Chair who provides impartial leadership in guiding the Board and coordinating its activities in the best interests of Service and the communities it serves. Pursuant to the Police Act, the Mayor is designated as the Board Chair.<sup>5</sup>

The Board Chair is supported by an Acting Chair who acts in the Board Chair's place when the Board Chair is unavailable or when their Mayoral duties conflict with those as Board Chair. The Acting Chair is elected each year by the Board and serves for a one-year term, which may be renewed.

## ROLE

The Board is responsible for governing the activities and affairs of the Service in accordance with the Act and the strategic plan, priorities, goals, and objectives set by the Board. The primary responsibility of the Board is to ensure that it provides independent civilian oversight, governance, and strategic leadership to the Service, ensuring the Service carries out its mandate in a manner that is consistent with the Police Act and is reflective of the needs, values, and diversity of Central Saanich's communities.

Pursuant to the Police Act, the Board has four main governance functions:

1. Act as employer of all sworn and civilian staff of the Service
2. Provide primary financial oversight for the Service
3. Establish priorities, goals and objectives, and policies that set direction for the Service
4. Act as the authority for policy and service complaints (with the Board Chair being the discipline authority for complaints against the Chief Constable and Deputy Chief)

The Board discharges its responsibilities by delegating day-to-day operations to the Chief Constable and supporting the Chief Constable in carrying out the Service's mandate. Under the direction of the Chief Constable, management and other members of the Service as delegated by the Chief Constable are responsible for managing the policing and law enforcement operations, activities, and other affairs of the Service.

## RESPONSIBILITIES

The Board as a whole is responsible for the following activities. Certain activities and responsibilities are supported by the Committees, as described in the Committee Operating Guidelines and the Terms of Reference for each Committee.

<sup>4</sup> Section 2 of the Police Oath/Affirmation Regulation

<sup>5</sup> S.23 of the Police Act



## ***BOARD STEWARDSHIP AND GOVERNANCE EFFECTIVENESS***

Taking into consideration the recommendations of the Governance Committee, the Board retains responsibility for managing its own affairs, including responsibility to:

- Create and appoint standing Committees and ad hoc committees or other temporary working groups as needed to support the Board
- Approve policies contained in the Board Manual and amendments to such policies
- Ensure processes are implemented to assess the effectiveness of the Board, Committees, Board Chair, Acting Chair, and Board members, and the Board/Chief Constable relationship
- Obtain reasonable assurance that the Service always operates within applicable laws (including but not limited to the Police Act and FOIPPA) and to the highest ethical standards
- Identify and elect the Acting Chair and appoint the Board Secretary
- Approve an annual budget to support the Board's work and activities

## ***STRATEGY AND PLANS***

The Board has the responsibility to:

- At least annually, participate with the Chief Constable in the development of and approve a strategic plan that incorporates the Service's priorities, goals, and objectives and in accordance with the Police Act<sup>6</sup>, considers, among other things:
  - The opportunities and risks facing the Service
  - The priorities, goals, and objectives for policing and law enforcement in British Columbia established by the Ministry
  - The priorities, goals, and objectives of Municipal Council
- Within 30 days after their establishment or change, provide the priorities, goals, and objectives to the Director
- At least annually, participate with the Chief Constable in developing key performance measures for achieving the strategic plan, and approve and monitor such measures
- Oversee the ongoing implementation and effectiveness of programs and strategies to achieve the Service's strategic plan, priorities, goals, and objectives

## ***OPERATIONAL AND CAPITAL PLAN AND BUDGET***

Taking into consideration the recommendations of the Finance and Audit Committee, the Board has the responsibility to:

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<sup>6</sup> Section 26(4) and (4.1) of the Police Act



- Annually review and approve the Service's annual operational and capital budget
- On or before November 30 each year and together with the Chief Constable, present the Service's annual provisional budget for the following year to Municipal Council for approval<sup>7</sup>
- Approve any changes to the Service's annual provisional budget and ensure such changes are submitted to Municipal Council for approval on or before March 1 of the year in question

### ***FINANCIAL AND OPERATIONAL INFORMATION, SYSTEMS AND CONTROL***

Taking into consideration the recommendations of the Finance and Audit Committee, the Board has the responsibility to:

- Ensure the Chief Constable establishes and applies appropriate accounting and financial reporting principles and internal controls
- Review and approve the annual audited and quarterly reviewed financial statements and ensure financial results are reported fairly
- Delegate contract and cheque signing authorities to the Chief Constable, and review and update them as required
- Annually review and approve the remuneration and expense policy for Board members
- Review and approve the appointment of the external auditor and the external auditor's fees

### ***POLICY, RULES, AND OVERSIGHT OF THE SERVICE'S OPERATIONS***

The Board has the responsibility to:

- Participate with the Chief Constable in developing rules and policies guiding the Service's operations, and approve and oversee the implementation of such rules and policies, including:
  - Key organizational policies
  - Rules consistent with the Police Act, regulations, and the Province's policing standards relating to:<sup>8</sup>
    - The standards, guidelines, and policies for the administration of the Service
    - The prevention of neglect and abuse by its constables
    - The efficient discharge of duties and functions by the Service and its constables
- Ensure systems are in place for the implementation and integrity of the Service's information technology and records management systems

<sup>7</sup> If the Board and Municipal Council cannot agree on components of the annual budget, s.27 of the Police Act provides a mechanism for the Director to resolve such issues. The Board, Chief Constable, and Municipal Council will use best efforts to agree on the annual budget and will only resort to this mechanism as a last resort.

<sup>8</sup> s.28 of the Police Act





- Act as the Discipline Authority for complaints against the Chief Constable and Deputy Chief and for registered service or policy complaints and cooperate with the Independent Investigations Office and Office of the Police Complaint Commission as necessary

### **RISK MANAGEMENT**

The Board has the responsibility to:

- With input from the Chief Constable, understand and regularly review the Service's key risks to achieving its strategic priorities
- Oversee and monitor the Service's plans and systems for identifying and managing its risks

### **LEADERSHIP AND HUMAN RESOURCES**

Taking into consideration the recommendations of the Human Resources Committee, the Board has the responsibility to:

- Appoint the Chief Constable<sup>9</sup> and Deputy Chief, subject to the approval of the Ministry, and approve the Chief Constable's Terms of Reference
- Participate with the Chief Constable to develop and approve the Chief Constable's annual goals and objectives in a manner that is consistent with the Police Act
- Satisfy itself as to the integrity of the Chief Constable and Management, and that the Chief Constable and Management create a culture of integrity and inclusivity throughout Service
- Approve:
  - The compensation philosophy and guidelines for the Service, with consideration for collective agreements and the Municipality's guidelines for exempt staff
  - The compensation of the Chief Constable and the Deputy Chief
  - The Service's collective bargaining agreement with its employees
  - Succession plans for the Chief Constable and Deputy Chief
  - The Service's human resources and organizational culture strategy to ensure it promotes the Service's strategic plan, priorities, goals, and objectives and encourages ethical practices, individual integrity, equity, inclusivity, and social responsibility

### **COMMUNICATION**

The Board must pay particular attention to the fact that the Service operates within a highly public environment and is accountable to the Province, Municipal Council, and the communities it serves. The

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<sup>9</sup> The Chief Constable has primary responsibility on behalf of the Service for the day-to-day operations of the Service and the organizational processes described in the appendix to this Board Manual and may delegate certain aspects to members of Management and administration. References in this Board Manual to "Chief Constable" include those persons to whom the Chief Constable has delegated responsibility.



actions of the Service have a significant public impact and, therefore, the Board must ensure communications with the Province, Municipal Council, stakeholders, rightsholders, and partners are appropriate, effective, and transparent. The Board has the responsibility to:

- Understand the Service's key stakeholders, rightsholders, and partners and their expectations, and approve and oversee an engagement strategy for their engagement
- Ensure all reporting requirements established under the Police Act are met
- Annually report to the Service's stakeholders, rightsholders, and partners on the financial results and results against the Service's strategic priorities

## WORKPLAN

The Board organizes its work and responsibilities (as outlined in these Board Terms of Reference) according to a rolling 12-month workplan. The workplan is reviewed and updated at least annually and modified as required to address issues that arise.

## RELIANCE ON MANAGEMENT AND ADVISORS

In carrying out its responsibilities, the Board:

- Relies on the Chief Constable to provide it with accurate and complete information
- Having regard to the Service's internal resources and budget, is entitled to retain and rely on external professional services firms, consultants, advisors, and other experts as needed to fulfill its mandate

## BOARD MEMBERSHIPS

The Board supports the purposes of both the BC Association of Police Boards and the Canadian Association of Police Governance and as such, is a member of both organizations unless the Board otherwise determines in its discretion. The Board authorizes membership in other organizations in its discretion.



## 2. BOARD CHAIR TERMS OF REFERENCE

### INTRODUCTION

Pursuant to the Police Act, the Board Chair is designated as the Mayor. The role and responsibilities of the Board Chair are distinctly separate from that of Mayor. As an independent Board, it is critical that the distinction between these roles is maintained to ensure the Board operates without political interference. This Board Chair Terms of Reference highlights that distinction by focusing on the role and responsibilities of the Board Chair.

### ROLE AND ACCOUNTABILITY

The Board Chair's primary role is to provide leadership to the Board in guiding the Board, including ensuring the Board is organized properly, functions effectively and independently, and meets its obligations and responsibilities and acts in the best interests of the Service and the public.

The Board Chair is accountable to the Board and represents the Board internally and externally, including acting as a spokesperson on behalf of the Board. The Board Chair works closely with the Chief Constable and the Board Secretary to ensure effective relations and communications with Board members, the Service, the Municipality, and the public.

### VOTING RIGHTS

The Police Act<sup>10</sup> provides that in case of a tie vote at a meeting of the board, the Board Chair may cast the deciding vote. The Board has interpreted this section to mean that the Board Chair is not entitled to vote unless there is a tie vote amongst other Board members, in which case the Board Chair may cast a vote to decide the matter.

### MANAGING CONFLICTING ROLES

As the Chair of the Board, the Mayor provides a direct link between the Board and Municipal Council and plays an important role in sharing information with the Board concerning the Municipality's priorities and putting considerations for the Service in the broader context of the Municipality's policy. The Board Chair's role as Mayor is paramount, and as such, there may be times where the Chair's duties and responsibilities as Mayor may conflict with or be in opposition to the Chair's duties and responsibilities as Board Chair.<sup>11</sup>

Where there is a conflict between the Board Chair's responsibilities as Board Chair and the Board Chair's responsibilities as Mayor, the Acting Chair will step in to lead the Board in dealing with such issues. In such circumstances, the Board Chair may speak to the issue.

<sup>10</sup> Section 25(3) of the Police Act

<sup>11</sup> Examples may include situations where Municipal Council has espoused a position contrary to the Service (e.g., concerning the Service's budget or policing priorities).



## RESPONSIBILITIES

The Board Chair has the responsibility to:

### ***MANAGING THE ACTIVITIES OF THE BOARD***

- Chair Board meetings (including open, closed, and *in camera* sessions of Board meetings) and ensure that appropriate issues are addressed
- Ensure the coordination of the agenda, information packages and related events for Board meetings, in conjunction with the Chief Constable and the Board Secretary
- In collaboration with the Chief Constable and the Board Secretary, ensure data requested by Board Members or Board Committees is provided and meets their needs
- Facilitate a candid and full discussion of all key matters that come before the Board
- Build consensus and develop teamwork within the Board, encourage an atmosphere of openness and trust and maintain a cohesive group without losing diversity of opinion and independent points of view
- Deal effectively with dissent and work constructively towards arriving at a decision and achieving consensus
- Ensure major Service strategic initiatives have proper and timely Board understanding, consideration, oversight, and approval
- Maintain liaison and communication with all Board members and Committee Chairs to coordinate input from Board members and optimize the effectiveness of the Board and Committees
- Oversee issues raised with respect to conflicts of interest and standards of conduct under the Code of Conduct<sup>12</sup> and, allow the Acting Chair to chair and take the lead on any Board issues where there would be a conflict with the Board Chair's duties as Mayor
- Ensure Board decisions are clear, understandable, ethical, and responsible, and that Board members speak with one voice after a decision is made
- Order the removal of any member of the public in attendance at meetings due to improper conduct or a concern for public safety
- Receive reports from the Chief Constable under BC Policing Standard 1.7 as required regarding the use of force and use of weapons and make any further inquiries into the incident(s) that the Board Chair deems necessary

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<sup>12</sup> Actual or perceived conflicts of interest with respect to the Board Chair are to be raised with the Governance Committee Chair in accordance with the Code of Conduct



- Communicate with the Board and the Chief Constable to ensure timely dissemination of information about major developments or initiatives that may impact policing, particularly Municipality, provincial or federal initiatives that may have come to the Board Chair's attention
- Ensure the Board receives adequate and regular updates from the Chief Constable on all significant issues which impact the performance and effectiveness of the Service
- Work with the Governance Committee to review and assess Board Member attendance and performance
- Ensure that the Board is appropriately approving strategy and monitoring the Service's progress against achieving that strategy
- Meet with Board members annually, on a one-on-one basis, for the purpose of assessing where the Board and/or Board Committees can operate more effectively and where the Board Chair could assist in improving the performance of the Board
- Review the results of closed *or in camera* sessions of Board meetings with the Chief Constable and report any decisions taken or action items arising from such sessions that are to be recorded in the minutes of the Board meeting to the Board Secretary

### **BOARD APPOINTMENTS**

- Work with the Governance Committee to ensure that, at least annually, ensure that a Board Skills and Experience Matrix is developed
- When a vacancy or re-nomination occurs, work with the Governance Committee and the Ministry to prepare a skills profile for the position
- Communicate, on behalf of the Board, with the Municipality and the Province to ensure that they understand the process that the Board has undertaken with respect to considering its composition and the specific Board requirements at that time
- Work with the Governance Committee to recommend to the Board the appointment of Board Committee Chairs and members, and report the requirements for, performance and suitability of those Board Committees to the Board

### **WORKING WITH THE SERVICE**

- Act as the principal liaison between the Board and the Chief Constable, including helping to define problems, reviewing strategy, and ensuring the Chief Constable is aware of concerns of the Board<sup>13</sup>
- Ensure that the Board is monitoring and evaluating the performance of the Chief Constable and ensuring the accountability of the Chief Constable to the Board.

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<sup>13</sup> *This is not a supervisory relationship. It is a relationship based on collaboration and dialogue to ensure appropriate accountability between the Chief Constable and the Board.*



- In collaboration with the Chief Constable, ensure that Service strategy, policies and performance are appropriately represented to the Board

### **COMMUNICATIONS**

- Act as the official spokesperson for the Board, in consultation with the Chief Constable, and other Board Members as appropriate prior to speaking on operational issues
- Facilitate the vital need for communication between the Municipal Council, the Board and the Chief Constable, recognizing that this responsibility is made easier as the Board Chair is also the Mayor
- Ensure that the Board is appropriately represented at official functions and meetings
- Appoint a Board Member as a spokesperson for specific matters, as required
- Designate a Committee Chair to speak to the media regarding deliberations of the Board Committee, as required

### **DISCIPLINARY AUTHORITY**

- In accordance with the Police Act, act as the discipline authority for conduct complaints made against the Chief Constable or the Deputy Chief, unless the Police Complaint Commissioner directs otherwise<sup>14</sup>

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<sup>14</sup> In processing complaints, the Board Chair follows the complaints process outlined in Part 11 of the Police Act. Prior to concluding an investigation or imposing any discipline, the Board Chair obtains the approval of the Board and may choose to involve the Acting Chair or other Board members in the process.



### 3. ACTING CHAIR TERMS OF REFERENCE

#### INTRODUCTION

As the Chair of the Board, the Mayor provides a direct link between the Board and Municipal Council. Recognizing that the duties of Mayor are paramount and place significant time constraints on the Mayor's role as Board Chair, and that the role of Mayor and Board Chair may occasionally conflict, the Acting Chair works closely with the Board Chair to support and assist the Board Chair and provide an independent perspective pertaining to the Board's oversight activities, including taking the lead on Board issues and chairing meetings when the Board Chair is unavailable or the Board Chair's duties conflict with their duties as Mayor.

#### APPOINTMENT

The Acting Chair is appointed annually by the Board for a one-year term and may be appointed for additional, consecutive terms.

The Acting Chair is appointed from the Board members.<sup>15</sup> A Board member may be considered for appointment as Acting Chair only if they are nominated by two other Board members who believe the nominee has the leadership competencies and independence necessary for the role of Acting Chair. Prior to being appointed, all nominees may speak to the nomination for up to five minutes. After all nominee presentations are completed, a secret ballot vote is taken from all Board members and the nominee who receives the majority of ballot votes becomes the Acting Chair. If there is a tie vote, a second ballot vote is taken. If on the second vote, the nominees remain tied, the Acting Chair is decided by the flip of a coin.

#### ROLE AND ACCOUNTABILITY

The Acting Chair's primary roles are to:

- Support the Board Chair
- Chair Board meetings and take the lead on any Board issues when the Board Chair is unavailable or where there would be a conflict with the Board Chair's duties as Mayor, until such time as Board Chair is able to resume their responsibilities

While presiding over a Board meeting or acting in the Board Chair's place, the Acting Chair has and may exercise all the same rights powers, and authority of the Board Chair, including the responsibility to speak on behalf of the Board. While presiding at a Board meeting, the Acting Chair will not have the right to vote, except to cast the deciding vote in the event of a tie.

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<sup>15</sup> Section 25 of the Police Act



## DUTIES AND RESPONSIBILITIES

The Acting Chair has the responsibility to:

- Provide an independent perspective to the Board Chair pertaining to the Board's oversight activities and the management of issues raised with respect to conflicts of interest and standards of conduct
- Together with the Chair of the Governance Committee, meet as needed with Board members to assess their suitability for Board committees, discuss performance issues, and provide general guidance and advice
- Together with the Chair of the Human Resources Committee, meet with the Chief Constable to evaluate and review the Chief Constable's performance and compensation and assess succession planning needs for the Chief Constable
- Provides feedback to the Board Chair and acts as a sounding board with respect to strategies, accountability, relationships, and other issues
- Perform any additional duties requested by the Board

## ACTING CHAIR SUCCESSION

The Board considers and approves the Acting Chair's re-appointment and succession plan, taking into consideration the leadership competencies and independence needs for the role.





## 4. BOARD MEMBER TERMS OF REFERENCE

Board members make up the Board and as such they are tasked to oversee the business and affairs of the Service as described in the Board Terms of Reference. This Terms of Reference sets out how the Board expects Board members to discharge their duties and responsibilities and instill public confidence in the Board's governance of the Service.

### ROLE OF BOARD MEMBERS

Board members are responsible for collectively governing the activities and affairs of the Service and in so doing, work collaboratively to ensure the Board makes effective and informed decisions that promote the achievement of the Service's strategic plan, priorities, goals, and objectives.

### FIDUCIARY RESPONSIBILITIES

In discharging their responsibilities, all Board members should:

- Bring a point of view to Board deliberations, but in doing so, always keep the best interests of the Service paramount
- Perform their duties with due diligence, honesty, impartiality, and in good faith, and in accordance with the Police Act, their oath/affirmation of office, and any other applicable laws, regulations, rules, or policies
- Be effective ambassadors of the Service
- Act with the highest standards of conduct, and in so doing, comply with all Board policies, the Code of Conduct, and all other policies applicable to them
- Fully disclose to the Board any actual, potential, or apparent interests that they have which may conflict with the Service's interests in accordance with the Code of Conduct
- Keep information, including all information associated with closed and *in camera* meetings and information related to internal matters within the Service, confidential and in accordance with the Code of Conduct, until the Board decides that the information may be disclosed
- Participate in ensuring the Board's work is effective and productive
- Participate as Committee Chairs and members where needed and become knowledgeable about the purpose and goals of the duties required of that Committee
- Foster a strong and positive relationship between the Service, the Chief Constable, the Board, and the community

In carrying out their responsibilities, Board members are expected to be actively engaged in and add value to the Board's work.



## STANDARDS OF CONDUCT

### *BOARD MEETINGS AND WORKING WITHIN THE BOARD*

As members of the Board, Board members are expected to:

- Be knowledgeable about the vision, mission, values, strategy, risks, activities, stakeholders and partners, and substantive issues affecting the Service and the community and political environment in which the Service operates
- Regularly attend the entirety of Board meetings prepared to discuss items on the agenda, having read all reports and background material provided and exercising voting rights
- When participating at Board meetings:
  - Focus discussion on issues related to strategy, policy, and results rather than issues related to day-to-day management and operations
  - Exercise good judgment and act with integrity
  - Interact with fellow Board members and management in a respectful, collaborative, and constructive manner, and demonstrate an openness to others' opinions and perspectives and the willingness to listen
  - Refrain from using their cell phones, electronic devices, and other distractions, unless required for purposes of discharging their duties at the Board meeting
  - Speak and act independently while remaining a team player
  - Participate fully and frankly in Board discussions, ask probing questions where appropriate, and express opinions in a clear and respectful manner even if they may seem contrary to other opinions
  - Analyze issues from many perspectives, considering the impact of decisions on the Service's internal and external environments and stakeholders, rightsholders, and partners and on the Service's strategy
- Assist the Board in making effective and informed decisions that promote the achievement of the vision, mission, and goals of the Service
- Advise the Board Chair and the Board Secretary in advance of introducing significant and previously unknown information at a Board meeting
- Demonstrate a willingness and availability for individual consultation with the Board Chair or Chief Constable as needed
- Adequately prepare for the duties expected of a Board Member and bring their knowledge and expertise when dealing with the affairs of the Service
- Ensure that Board matters are given their prompt and full attention by responding in a timely manner to emails and phone calls from other Board members or the Board Secretary



- Be a full partner with the Board Chair and work with the other Board Members so that the Board functions as a unit. This does not mean that consensus needs to be reached on every issue, however, it should mean that there has been full debate and Board Members accept the decision of the majority
- Not purporting to speak on behalf of the Board unless authorized by the Board to do so

Once Board decisions are made, Board members are expected to support those decisions in a positive manner and speak with one voice. Board members may not express to any person outside the Board any personal dissent from the Service's policies, practices, or decisions.

### **ATTENDANCE**

Board members are expected to maintain an excellent Board meeting attendance. Ideally, Board members are expected to attend meetings in person but may attend by teleconference/video conference where necessary.

Board members who are not able to attend a Board meeting should advise the Board Secretary at least one week prior to the Board meeting. Should a Board member be absent from three consecutive meetings without reasonable cause, the Board may recommend to the appointing body to revoke the appointment of the Board member.

### **RELATIONSHIP WITH THE SERVICE**

Board members may direct questions or concerns on the Service's performance to the Chief Constable through Board meetings, or through the Board Chair. Board members should also demonstrate a willingness and availability for individual consultation with the Board Chair, Board Secretary, or Chief Constable as needed.

Board members must respect the position of the Chief Constable and the organizational structure of employees.<sup>16</sup> The Board acts collectively and no Board member has the authority to direct any member of the Service. All authority of the Board flows through the approved motions of the Board, which are contained within approved minutes of the Board.

Board members understand that the authority of the individual police officer to investigate crime, arrest suspects and lay information before the Justice of the Peace comes from the common law, Criminal Code and other statutory authority and must not be interfered with by any political or administrative body, including the Board. Board Members shall not interfere with the Service's operational decisions and responsibilities or with the day-to-day operation of the Service.

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<sup>16</sup> This does not prevent Committee Chairs from engaging with those members of the Service who are designated by the Chief Constable to be responsible for the areas which the Committees are tasked with leading on behalf of the Board. This also does not prevent Board members from engaging with members of the Service on social occasions or during site visits.



### ***COMMUNICATIONS***

The Chief Constable is the “face” and primary spokesperson for the Service and the Board Chair (or Acting Chair in absence of the Board Chair) is the primary spokesperson for the Board. Public communication for the Service’s activities will normally be conducted by the Chief Constable. Public communication for Board activities will normally be conducted by the Board Chair.

### ***REMUNERATION AND EXPENSES***

Membership on the Board is a voluntary position and Board members are not remunerated for time devoted to Board business. However, Board members are entitled to reimbursement of reasonable expenses required to carry out their Board duties in accordance with the Municipality’s Expense Reimbursement Policy.



## 5. CHIEF CONSTABLE TERMS OF REFERENCE

### INTRODUCTION

Pursuant to the Police Act<sup>17</sup>, the Chief Constable has, under the direction of the Board, general supervision and command over the Service and must exercise the powers and perform the duties under the Police Act and any other enactment and ensure compliance with the Director's standards as they relate to the Service.

The Chief Constable needs to ensure the Service performs the duties and functions respecting the preservation of peace, the prevention of crime and offences against the law, and the administration of justice assigned to it.<sup>18</sup> This Chief Constable Terms of Reference highlights the Chief Constable's role and responsibilities in discharging these duties.

### ROLE AND ACCOUNTABILITY

The Chief Constable has general authority to make the operational and administrative decisions required to operate the Service. The Chief Constable's primary role is to provide overall leadership to the Service senior leadership and sworn and civilian employees in executing the Service's long and short-term strategies and plans within the parameters set by the Police Act and by the Board through the strategic plan, annual plan and budget, priorities, goals, and objectives of the Service.

### RESPONSIBILITIES

The Chief Constable has primary responsibility for managing the overall organization and day-to-day operations of the Service through the following responsibilities. Certain activities and responsibilities are delegated to and supported by members of the Service as determined in the Chief Constable's discretion.

#### ***SERVICE PRIORITIES, GOALS, AND OBJECTIVES***

- In consultation with the Board, determine the priorities, goals, and objectives of the Service<sup>19</sup>
- Annually report to the Board on the implementation of programs and strategies to achieve the Service's priorities, goals, and objectives<sup>20</sup>

#### ***STRATEGIC AND ANNUAL OPERATING PLANS***

- In consultation with the Board, develop and recommend the strategic planning process for the Board's approval
- Work closely with the Board to develop the strategic plan and related key performance indicators for the Board's approval

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<sup>17</sup> Section 34 of the Police Act.

<sup>18</sup> Section 34 of the Police Act.

<sup>19</sup> Section 26(4) of the Police Act.

<sup>20</sup> Section 26(5) of the Police Act.



- Implement the strategic plan and regularly monitor and report to the Board on its implementation progress and progress against the key performance indicators
- In consultation with the Board (through the Finance and Audit Committee), Municipality staff, and the Service, develop the annual budget for Board approval
- Implement the annual budget and regularly monitor and report to the Board on the Service's progress against the budget

### ***ORGANIZATIONAL AND HUMAN RESOURCE LEADERSHIP***

- Provide leadership and vision to the Service
- Develop a visible, credible, and respected profile for the Service
- Provide leadership and guidance to the Service's executive team and ensure that responsibilities and authorities within the Service are clearly established
- Develop and maintain a sound, effective organizational structure
- Develop management succession plans, progressive employee training and development programs and review them annually with the Board (through the Human Resources Committee)
- Foster a culture that promotes ethical and inclusive practices and encourages individual integrity and accountability
- Develop, for Board approval (through the Human Resources Committee), the compensation philosophy and guidelines for the Service, taking into account collective agreements and the Municipality's guidelines for exempt staff
- Develop recommendations for Board approval (through the Human Resources Committee) regarding the appointment and remuneration of the Deputy Chief
- Maintain and encourage a climate of constructive engagement with the police union
- Develop and recommend to the Board (through the Human Resources Committee), a set of personal objectives that the Chief Constable will be responsible for achieving over the next performance period
- On behalf of the Board, strive to keep employees informed on labour matters affecting them, their jobs, and the Service in general

### ***RISK MANAGEMENT***

- Identify the principal risks to the Service, review these risks with the Board regularly and implement appropriate systems to manage these risks

### ***ORGANIZATION AND ADMINISTRATION***

- Establish effective control and coordination mechanisms for all operations and activities of the Service



- Establish and monitor systems for the implementation and integrity of the Service's internal control, information technology, and records management systems
- In conjunction with the Board (through the Finance and Audit Committee), develop a delegation of authority policy for spending and contractual commitments
- Authorize the commitment of resources and enter into agreements, contracts, leases, etc. in the ordinary course of business provided however, that major commitments, exposures, and risks shall be reported to the Board on a regular and timely basis in accordance with Board-approved delegation of authority policies
- While respecting the Service's need for independence, explore opportunities to share resources with the Municipality and with other police organizations that will enhance the Service's operational efficiency and effectiveness
- Ensure that all the activities of the Service are conducted in accordance with applicable laws and regulations, the Code of Conduct, sound business practice and in accordance with the policies and practices approved by the Board
- Assist the Board in the development of rules and policies required for the appropriate oversight of the Service
- Ensure that Service programs and policies are consistent with the strategies and plans approved by the Board
- Ensure that all Service reporting requirements are met in a timely and appropriate manner

### **COMMUNICATIONS**

- Lead the development and implementation of a proactive communications strategy
- Personally build relationships with community leaders and with the media to foster a climate of openness and trust
- Manage and oversee the required interfaces between the Service and the public and act as the principal spokesperson for the Service
- Direct that all official media releases be provided to the Board, as soon as is practical following release

### **POLICE ACT COMPLAINTS**

- Act as discipline authority for conduct complaints made against officers of the Service<sup>21</sup>

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<sup>21</sup> Part 11 of the Police Act.



### **BOARD AND GOVERNANCE SUPPORT**

- Ensure the Board is fully informed about all major issues that may be of concern to the community, as soon as is practicable
- Attend regularly scheduled meetings of the Board and other meetings (including Committee meetings), as requested by the Board
- Coordinate Service staff attendance at *in camera* meetings of the Board as requested by the Board
- Keep the Board fully informed of all significant risk issues, along with significant strategic, operational, financial, and other matters relevant to the success of the implementation of the Service's strategic plan, budget and rules and policies
- Act as a principal link between the Service's executive team and the Board
- Provide the Board, at Board and Committee meetings, with exposure to Management and other Service staff as appropriate
- Meet on a regular basis with the Board Chair for the purpose of exchanging timely information so that the Board can be briefed, if necessary, but also so that areas of potential coordination, overlap, or conflict with the Municipality can be identified and addressed
- Ensure that their actions and those of the Service will not compromise the independence of the Board

### **RELATIONSHIP WITH THE BOARD**

The Chief Constable is appointed and employed by, and is accountable to, the Board.<sup>22</sup> The Board instructs the Chief Constable through approved Board policies, and detailed operational policies are developed by the Chief Constable in furtherance of Board policy.

The Chief Constable's reporting relationship is to the full Board and not to any individual Board member or the Board Chair. Decisions or instructions of individual Board members or Committees are not binding on the Chief Constable except in those instances when the Board has specifically authorized such exercise of authority.

Where a Board member requests information or assistance without Board authorization, the Chief Constable has the option of bringing such requests to the Board if, in the Chief Constable's judgment, a material amount of staff time or funds are required to fulfill the request.

### **RELATIONSHIP WITH THE MUNICIPALITY**

The Service, under the Chief Constable's leadership, is created as an independent organization reporting to the Board. It is imperative, however, that the Chief Constable be sensitive to police issues and developments which may impact or require coordination with Municipal staff, officials, or resources. The Chief Constable is responsible for maintaining an open, collaborative, and constructive working

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<sup>22</sup> Part 5 and Section 26(1) of the Police Act.





relationship with Municipal Officials and political leadership that fosters timely, informative communication exchanges and avoids surprises.

### ***RELATIONSHIPS WITH THE PROVINCE AND OTHER EXTERNAL AGENCIES***

The Chief Constable is responsible to:

- Maintain good working relationships with the Province, especially the Ministry and Police Services Division
- Maintain good working relationships with other police Services across Canada to keep current with the activities of policing in Canada
- Maintain membership in federal and provincial police associations
- Communicate effectively with federal, provincial, and municipal political and administrative leadership in the context of the strategy, annual plan and objectives approved by the Board
- Approve significant public service commitments and/or acceptance of outside board appointments by the Service's management
- Obtain Board approval prior to acceptance of significant public service commitments and outside board appointments



## 6. BOARD SECRETARY TERMS OF REFERENCE

### APPOINTMENT AND ACCOUNTABILITY

The Board, in consultation with the Chief Constable, appoints the Board Secretary. For Board related activities, the Board Secretary is accountable to the Board and reports to the Board Chair.

The Board Secretary is also a staff member of the Service and in this capacity, reports operationally to the Chief Constable.

### ROLE

The Board Secretary supports the Board by providing resources, information, and communication links between the Board and Service management, with particular emphasis on facilitating the flow of information.

### DUTIES AND RESPONSIBILITIES

The Board Secretary has specific responsibility to:

- Serve as the administrative link between the Board, the Chief Constable, Committees, and members of the community
- Manage and organize the flow of information and documentation between the Service and the Board
- Ensure the smooth running of activities of the Board and Committees by organizing meetings, assisting in setting agendas in consultation with the Board Chair or Committee Chair and the Chief Constable and ensuring proper notice is given for all meetings
- Notify Board members, Service staff and Municipality staff of dates when materials must be received for inclusion in the meeting packages
- Ensure the agenda material for public Board meetings is posted to the Board portal of the Service website at least five (5) days prior to the meeting
- Ensure that minutes from each Board and Committee meeting are prepared and distributed to Board members and Committee members, respectively, as soon as practically possible after the meetings
- Ensure that minutes of Board meetings are filed with the Police Services Division following their adoption by the Board
- Prepare correspondence to reflect Board and Committee decisions
- Ensure that an accurate record is kept of all Board and Committee proceedings and correspondence, and provide procedural, historical and policy information to the Board, as required
- Maintain custody and control of Board records



- Maintain a schedule of monitoring and other reports to be received by the Board and Committees and ensure that all Board members are kept fully informed on any developments upon which they may have to act
- Review correspondence, reports, and current legislation in preparation for Board meetings and, as needed, to ensure that the Board is fully briefed
- Conduct research, analysis and writing reports for, and on behalf of, the Board, as required
- Maintain and update the Board Manual, as required
- Liaise with municipal and provincial government officials and with staff from other police boards
- Act as the Board's coordinator for the purposes of FOIPPA access requests and manage service and policy complaints filed with the Board, to ensure legislative requirements are met

## CONFIDENTIALITY

The Board Secretary must keep all matters before the Board in strict confidence, limiting discussion to Board Members and those members of the Service and Municipality staff required for the performance of their duties.

## CONFLICT OF INTEREST

If there is a conflict of interest, actual, potential, or perceived, on any matter, between the Board Secretary's responsibilities within the Service and the Board Secretary's responsibilities to the Board, the Board Secretary is responsible to draw it to the attention of the Board through the Board Chair.



## 7. FINANCE AND AUDIT COMMITTEE TERMS OF REFERENCE

### INTRODUCTION

Under the Police Act, the Board has primary oversight responsibility for the Service's operational plans and budgeting process, financial reporting, accounting systems, internal controls, compliance, and financial and operational risk management. The purpose of the Finance and Audit Committee is to assist the Board in fulfilling these oversight responsibilities by reviewing:

- Budget development processes and financial planning
- Financial information that will be provided to the Board, Municipal Council, and other stakeholders and partners
- The systems of internal controls established by the Board and the Service, periodically reviewing the Service's risk management controls and policies, and ensuring compliance with policies, plans, procedures, laws, and regulations
- Any audit processes outside of the Municipality audit

The Chief Constable has day-to-day responsibility for the Service's budget development, financial reporting, information systems, risk management, and internal controls.

### COMPOSITION

The Finance and Audit Committee is composed of at least two Board members appointed by the Board, with one member designated as Chair of the Committee. As noted in the Committee Operating Guidelines and Board Manual, Committee members are appointed by the Board on the recommendation of the Governance Committee and Acting Chair.

Ideally, all Committee members are "financially literate" and at least one member has "accounting or related financial expertise".<sup>23</sup>

### RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee assumes the following responsibilities:

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<sup>23</sup> "Financially literate" means that the Board member can read and understand a set of financial statements in accordance with Canadian Generally Accepted Accounting Principles (GAAP). GAAP means GAAP for Canadian local governments as established by the Public Sector Accounting Board (PSAB) of the Chartered Professional Accountants (CPA) of Canada and the Provincial Ministry of Community, Sport, and Cultural Development, for presentation to Municipal Council as required under Section 167 of the Community Charter.

Having "accounting or related financial expertise" means the Board member can understand and fully analyze financial statements and the related notes which present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Service's financial statements.



### ***BUDGET DEVELOPMENT AND FINANCIAL PLANNING***

- Review the budget development and financial planning process and guidelines for the Service and make recommendations to the Board for revisions as required
- Provide input and feedback to the Chief Constable during the annual budget development process, including:
  - Review underlying assumptions that have been used in the annual budget, including budget risks and uncertainties
  - Review the annual budget for consistency with the Service's strategic and financial plans
  - Identify inconsistencies between the Service and Municipality budget processes that require resolution in order for the Board to comply with its statutory obligations

### ***FINANCIAL STATEMENTS AND OTHER FINANCIAL REPORTING***

- Review and recommend for approval to the Board, financial information that will be forwarded to the Municipality or made publicly available, including:
  - The financial content of the annual report and any reports required by the Board, Municipality, or Province
  - Any Management report that accompanies published financial statements (to the extent that such a report discusses the financial position or operating results) for consistency of disclosure with financial statements themselves
- Review normal periodic internal financial information provided to the Board, including:
  - Quarterly financial operating statements
  - Any audited financial statements
- Ensure that:
  - The Board receives timely, meaningful reports that keep it properly informed of the Service's financial situation and that provide the information required for decision making
  - All financial reports to the Board clearly display the financial results of each principal area of activity and include actual-to-budget variance and year-to-date results and reflect events to date and known factors which may influence either revenue or expense components
- Review and discuss:
  - The appropriateness of financial management policies and financial reporting practices used by the Service
  - Any significant proposed changes in financial reporting and financial management policies and practices to be adopted by the Service



- Any new or pending developments in accounting and reporting standards that may affect the Service
- Be responsible for reporting proposed Service operating and capital budgets to the Municipality and the Municipal Council for approval

### ***LEVEL OF SPENDING AUTHORITY FOR MANAGEMENT AND THE BOARD***

- Develop with the Chief Constable, a comprehensive statement of authorities for operating and capital expenditures and present those authorities to the Board for approval
- Monitor compliance through the audit process, and other identified mechanisms, and recommend to the Board any changes which may be necessary from time to time
- Oversee the capital plans and expenditures to provide sufficient facilities and equipment for the Service

### ***RISK MANAGEMENT, INTERNAL CONTROL AND INFORMATION SYSTEMS, COMPLIANCE***

- Through discussions with the Chief Constable as well as any external auditor and the Municipality's internal auditors, obtain reasonable assurance that the financial and operational risk management, internal control systems, and information systems of the Service are properly designed, reliable, operating effectively to produce accurate, appropriate, and timely management and financial information
- Receive regular reports from the Chief Constable on the management of material financial and operational risks of the Service
- Review the Service's insurance coverage of material organizational risks and uncertainties
- Monitor compliance with statutory and regulatory obligations

### ***FINANCIAL POLICY DEVELOPMENT***

The Service financial policies generally follow those of the Municipality. The Committee is responsible to review significant, unique financial policies developed by the Service's Finance Division that are "exceptions" to this rule and recommend exceptions to the Board where appropriate.

### ***FINANCIAL AUDIT***

- Oversee any internal audit function which may be established as well as the internal audit relationship with the auditor and Service management
- Review the planning and results of any external audit activities and the ongoing relationship with the external auditor

### ***OTHER RESPONSIBILITIES***

- Review any litigation, claim or contingency that could have a material financial effect on the Service



- At least annually, review the expenses of the Board Chair, individual Board members, and the Chief Constable
- Monitor actual Board spending relative to the annual Board budget
- Stay informed on emerging best practices in governance relative to the Committee's mandate and recommend any changes to the Governance Committee
- At least annually, review the Committee's Terms of Reference and recommend any changes to the Governance Committee
- Review such other matters that the Committee or Board deems advisable and timely



## 8. GOVERNANCE COMMITTEE TERMS OF REFERENCE

### INTRODUCTION

Under the Police Act, the Board has primary oversight responsibility for the effective governance and oversight of the Service. The purpose of the Governance Committee is to provide a focus on governance that will enhance the Board and the Service's performance. The Governance Committee assesses and makes recommendations regarding Board effectiveness and ongoing Board member development and leads the process for recommending Board member appointment criteria to the Province for consideration when appointing Board members.

### COMPOSITION

The Committee is composed of at least two Board members appointed by the Board, with one designated as Chair. As noted in the Committee Operating Guidelines and Board Manual, Committee members are appointed by the Board on the recommendation of the Governance Committee and Acting Chair.

### RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee assumes the following responsibilities:

#### ***BOARD GOVERNANCE***

- Initiate an annual review of the Board Manual and seek Board approval of necessary amendments
- Receive and consider suggested amendments to the Board Manual from the Chief Constable
- Together with the Board Chair, Committee Chairs, and Board Secretary, develop the annual work plan calendar for the Board and Committees
- Develop and recommend for approval by the Board a process for evaluating the effectiveness (e.g., general performance and governance processes) of the Board, Board Chair, Acting Chair, Committee Chairs, and Board members, and recommend any necessary changes to the Board
- Lead and support the annual review processes to evaluate the Board, Board Chair, Acting Chair, Committee Chairs, and Board members, and recommend any necessary changes to the Board
- Lead an annual process to evaluate the Board Secretary's performance
- Annually review the composition of the Board as a whole and develop recommendations regarding the qualities and skills for potential Board members, taking into consideration the Board's short-term needs and long-term succession plans, and ensure that the Board's needs are communicated to the appointing bodies
- Ensure that the Board Chair and the Police Services Division have relevant information on vacancies, appointments, and reappointments of Board members and the most up to date Board Governance Manual





- Lead Board member orientation and ongoing professional development to assist Board members in being fully prepared for their role
- Provide initial orientation about the Board's role, practices, issues, and objectives to a new Board Chair, as required
- Annually ensure Board members to sign the Annual Declaration

### ***COMPLIANCE***

- Annually review the Code of Conduct and recommend revisions to the Board, as required, and report to the Board regarding compliance with such policy
- Oversee the process for responding to complaints made about the services or policies of the Service
- Ensure the Service has in place appropriate and effective procedures to address issues raised by sworn and civilian employees or other parties concerning alleged breaches of key administrative and policing policies, including alleged irregularities in respect of accounting, financial reporting, internal control, and workplace matters

### ***OTHER RESPONSIBILITIES***

- Stay informed on emerging best practices in governance relative to the mandate of all Committees and recommend any changes to the Board
- At least annually, review the Committee's Terms of Reference and recommend any changes to the Board
- Review such other matters that the Committee or Board deems advisable and timely



## 9. HUMAN RESOURCES AND COMPENSATION COMMITTEE TERMS OF REFERENCE

### INTRODUCTION

The purpose of the Human Resources and Compensation Committee is to assist the Board in fulfilling its oversight and employer responsibilities under the Police Act as it relates to the Service's human resource and compensation matters, and to ensure that there is a plan for continuity and development of the Chief Constable and Management.

Primary responsibility for the day-to-day human resource management, performance management, labour relations, employee health and safety, and career planning for the Service employees lies with the Chief Constable and is overseen by the Board.

### COMPOSITION

The Committee is composed of at least two Board members appointed by the Board, with one member designated as Chair. As noted in the Committee Operating Guidelines, Committee members are appointed by the Board on the recommendation of the Governance Committee and Acting Chair.

### RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee has the following responsibilities:

#### *HUMAN RESOURCES AND COMPENSATION*

- Together with the Chief Constable and the Acting Chair, oversee the development of the Chief Constable's goals and objectives for recommendation to the Board
- Recommend a performance evaluation process for the Chief Constable and, when approved, lead the implementation of the evaluation process together with the Acting Chair
- In conjunction with the Municipality, recommend an appropriate level of compensation for the Chief Constable and Deputy Chief and lead the Chief Constable's and Deputy Chief's compensation review strategy
- Oversee the development of and monitor the Service's compensation philosophy and guidelines, including protocols and service agreements with other police services and the Municipality's human resources Services to ensure continued appropriateness, taking into account collective agreements and the Municipality's guidelines for exempt staff
- Oversee the development of and monitor the Service's human resource policies and practices to satisfy itself as to:
  - The integrity of the Chief Constable and Management
  - The Chief Constable and Management create and maintain a culture of integrity, trust, courage, and respect throughout the Service



- Compliance with applicable federal and provincial human rights laws
- Together with the Chief Constable, review and monitor the Service's recruitment, employment equity, and diversity and inclusion policies and internal demographics to ensure they:
  - Meet the Service's strategic priorities, goals, and objectives and reflect continued progress in building an equitable, diverse, and inclusive workforce which reflects the make-up of the communities served by the Service
  - Promote employment equity and are effective in overcoming systemic racism and other cultural biases
- Review with the Chief Constable, any significant outside commitments the Chief Constable is considering before the commitment is made, including commitments to act as a director or trustee of for-profit and not-for-profit organizations
- Together with the Chief Constable, ensure labour negotiations, strategies, and policies reflect the Service's strategic priorities, goals, and objectives
- Review and recommend to the Board for approval, bargaining committees and mandates for negotiation of collective agreements with certified bargaining units
- Review, recommend to the Board for approval, and monitor the implementation of the Service's collective bargaining agreement with its employees
- Receive regular updates on collective bargaining/interest arbitrations and update the Board
- Monitor Service processes for attracting, retaining, developing, and motivating and tracking the performance of uniform and civilian employees to ensure the ongoing health and long-term sustainability of the organization
- Monitor and regularly review the effectiveness of any secondment agreements and personnel-related shared services agreements with the Municipality
- Annually review the Chief Constable's and Management's development and succession processes and plans to ensure timely and effective continuity of leadership and to ensure that an adequate number of individuals are being identified and developed to provide choice when senior ranks and Chief Constable succession is considered by the Board

### ***OTHER RESPONSIBILITIES***

- Stay informed on emerging best practices in governance relative to the Committee's mandate and recommend any changes to the Governance Committee
- At least annually, review the Committee's Terms of Reference and recommend any changes to the Governance Committee
- Review such other matters that the Committee or Board deems advisable and timely



## C. GOVERNANCE PRACTICES

### 1. BOARD OPERATING PROCEDURES

#### INTRODUCTION

The Terms of Reference for the Board define the role and responsibilities of the Board. The following outlines how the Board operates to carry out its duties of stewardship and accountability, including its procedures for holding Board meetings.

#### BEST INTERESTS AND GOVERNANCE STANDARDS

As a statutory body responsible for overseeing the affairs and conduct of activities of the Service, the Board must always keep the best interests of the Service paramount and be seen to:

- Operate in all ways mindful of its civic trusteeship obligation to the public and accountability for the governance of the Service
- Be independent of Service administration and management, political affiliation, and interest groups
- Be subject to the needs of confidentiality and security, open, transparent, and accessible to both the public and the Service
- Be responsive to the community served by Service

These Board Operating Procedures outline how the Board operates to ensure it meets these principles.

#### RELATIONSHIP WITH THE SERVICE

The Board governs collaboratively and in a way that encourages strategic leadership rather than administrative detail. In doing so, the Board maintains a clear distinction between Board governance and the Chief Constable's role as the chief executive officer of the Service.

To maintain the importance of this distinction, the Board and Chief Constable commit to the following guiding principles with respect to their relationship and responsibilities:

- Acknowledge the importance of goodwill between each other
- Respect each other's roles, interests, and accountabilities
- Give each other the benefit of the doubt, accept honest mistakes, and seek explanations before reacting
- Recognize and respect each other's decision-making process and lines of authority
- Promote common understanding and fully share information in an atmosphere that promotes clarity, transparency, openness, and trust
- Promote common understanding and quick and effective resolution of issues



- Build stronger relationships
- Acknowledge that the Board's mandate is summarized as general oversight and setting of policing policy
- Recognize that the Chief Constable is responsible for daily policing and all operational matters

### MEETINGS OF THE BOARD

The Board meets as often as necessary to transact the Board's business and carry out its duties effectively. Over the course of a meeting year, the Board normally holds a series of regularly scheduled monthly meetings and may hold special meetings and strategic sessions.

#### *MEETING SCHEDULE AND NOTICE*

The Board typically approves its annual regular meeting schedule for the next year by the end of November of the previous year, unless otherwise decided by the Board. Once approved, the annual regular meeting schedule and location is provided to Board members and published on the Service's website which serves as notice to the public and Board members of the meeting. Notice of upcoming regular Board meetings are also provided at the previous regularly scheduled Board meeting.

The Board may cancel or change the date, time, or location of any meeting, if the Board determines the circumstances require and notice of any such changes are provided to Board members and published on the Board portal of the Service's website as soon as possible.

The accidental failure to send notice of a meeting to a Board member, or any accidental irregularity in connection with the giving of notice or the conduct of a meeting does not invalidate any proceedings of the Board meeting.

#### *SPECIAL MEETINGS*

The Board Chair may call additional meetings that do not appear in the annual schedule to address special or emergent issues (special meetings). Notice of any special meetings are provided to Board members at least 24 hours prior to such meeting or as soon as is practicable in the circumstances. The meeting notice specifies the item of business to be transacted at the meeting, and no business other than that described in the notice may be discussed at a special meeting. Notice for such meetings are provided by electronic means or the most efficient method in the circumstances as approved by the Board Chair. Such notices are also published on the Board portal of the Service's website.

### OPEN, CLOSED AND *IN CAMERA* SESSIONS OF BOARD MEETINGS

Board meetings are normally comprised of:

1. An open session;
2. A closed session; and
3. An *in camera* session.



### **OPEN SESSIONS**

The Board is committed to the principles of accountability and transparency and to conducting its business in sessions which are open to the communities and public which are served by the Service. In accordance with the Police Act,<sup>24</sup> all open sessions of Board meetings are open to the public and the Board does not exclude any person from its open sessions, except for improper conduct or public safety.

### **PARTICIPATION IN OPEN MEETINGS AND DECORUM**

Members of the public may attend open sessions of Board meetings either in person or online for that purpose and specified in the meeting notice. Any member of the public who wishes to attend open sessions of Board meetings are subject to space and technology restrictions.

Members of the public attending an open session of a Board meeting may not participate in discussion or debates and/or sit at the table, except where the Board Chair has given approval in advance of the meeting or during the meeting. At the end of each open session of a Board meeting, members of the public will have an opportunity to ask questions, as described in this policy.

All persons attending the open session of a Board meeting (whether in-person or online) are expected to behave in a respectful and civil manner. The Board Chair may remove any person in attendance due to improper conduct or public safety.

### **CLOSED SESSIONS**

Closed sessions of Board meetings are attended only by Board members, the Board Secretary, the Chief Constable, Management, and other persons invited by the Board for specific agenda items. All other meeting attendees must leave the meeting if requested to do so by the Board Chair.

### **IN CAMERA SESSIONS**

In addition to open and closed sessions or meetings of the Board, and in accordance with good governance principles, the Board may hold *in camera* sessions to provide a forum for Board members to meet with and without the Chief Constable or Management present.

*In camera* sessions are attended by Board members and the Chief Constable in the first instance, and then by Board members only. The Board Secretary also attends unless the Board Secretary is excused by the Board Chair.

### **CRITERIA FOR CLOSED AND IN CAMERA SESSIONS**

Pursuant to the Police Act<sup>25</sup>, the Board may hold closed or *in camera* meetings if the subject matter being considered concerns the following matters:

- **Public security**, the disclosure of which could reasonably be expected to seriously impair effective policing or law enforcement

<sup>24</sup> Section 69(1) of the Police Act.

<sup>25</sup> S.69 of the Police Act



- **A person's financial or personal affairs**, if the person's interest in the matter outweighs the public interest in the matter
- **Personnel matters**, including labour contract discussions, labour management relations, layoffs, or other personnel matters
- **Private information**, that a person has requested he or she be allowed to give in private to the Board or a Committee

Without limiting the full scope of such matters, the following will normally be considered in an *in camera* session of the Board meeting:

1. Chief Constable appointment, performance, compensation, and succession planning matters
2. Matters affecting the quality and effectiveness of Board or Committee meetings
3. Internal governance matters, such as Board and Board member evaluations
4. Meetings with external advisors or consultants where needed (e.g., auditors, legal, compensation)
5. Any other sensitive matter that a Board member may wish to be addressed

Following an *in camera* meeting, the Board Chair provides feedback to the Chief Constable and Board Secretary as appropriate.

### **CONFIDENTIALITY OF CLOSED AND IN CAMERA SESSIONS**

Deliberations and materials considered in closed or *in camera* sessions of Board meetings are confidential. All participants and attendees must respect this confidentiality and not share any information from such sessions unless specifically authorized by the Board.

## **AGENDA AND SUPPORTING MATERIALS**

### **DETERMINING THE AGENDA**

The Board Chair, in consultation with the Acting Chair, Chief Constable, and Board Secretary, develops the agenda for each Board meeting. Meeting agendas will reflect open, closed, and *in camera* sessions, and items designated for closed and *in camera* sessions will indicate the basis for designation with reference to the categories and criteria for closed or *in camera* items as specified in these Board Operating Procedures.<sup>26</sup>

### **AGENDA AND MEETING MATERIALS**

The agenda and supporting materials of the open portion of regular and special Board meetings, as well as the agenda for any closed or *in camera* portion of a meeting (together with the Board's reasons for holding such agenda item in a closed or *in camera* session) are posted on the Service's website typically at least five (5) days prior to the meeting.

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<sup>26</sup> Section 69(3) of the Police Act.



Where the Board Chair, in consultation with the Board Secretary, determines that circumstances warrant, supporting materials may be distributed separately from the agenda or handed out at the meeting.

Generally, the Board deals with matters in the order established by the order of business and as shown on the agenda. The Board Chair may, in their discretion, alter the order established to facilitate the business of the meeting. The general order of business for Board meetings is as follows:

1. Call the Meeting to Order
2. Adoption of the Agenda
3. Approval of Previous Minutes
4. Presentations and Delegations
5. New Business
6. Committee Reports
7. New Business and Discussion Items
8. Information and Correspondence
9. Public Input
10. Closed Session
11. In Camera Session
12. Adjournment

### BOARD CHAIR AND ACTING CHAIR'S ROLE AT MEETINGS

The Board Chair presides over all meetings of the Board. Should the Board Chair not be available or able to chair the meeting for any reason, the Acting Chair acts in the Board Chair's place and may exercise all the same rights, powers, and authority of the Board Chair. Should neither the Board Chair or Acting Chair be present or available, the Board elects an acting chair for the meeting until such time the Board Chair or Acting Chair is available.

### PARTICIPATION IN MEETINGS

Board meetings may be conducted in person, through electronic means or in combination, as determined in the Board Chair's discretion, provided Board members are able to participate effectively and have their votes recorded. Board members who participate in a meeting in such manner are deemed to be present at the meeting and are counted in quorum.

### PROCEDURES AT BOARD MEETINGS

#### *QUORUM*

A quorum for meetings is a majority of the number of Board members then in office. A meeting of the Board, where notice has been given, and at which a quorum is present, is competent to exercise all or any of the authorities, powers, and discretion vested in or exercisable by the Board generally.

The Chair calls the meeting to order after the time fixed for the meeting, once quorum is present. If quorum is not present within 30 minutes after the fixed time for the meeting, the Board Secretary records the name





of the Board members present and the Board Chair adjourns the meeting. If a quorum is lost during a meeting and not regained within 15 minutes, the Chair adjourns the meeting.

### **MEETING PROCEDURES AND VOTING**

Unless a Board member has declared a conflict of interest, each Board member other than the Board Chair has equal voting privileges. Pursuant to the Police Act<sup>27</sup>, the Board Chair does not vote unless there is a tie vote amongst other Board members, in which case, the Board Chair may cast the deciding vote.

Where a Board member has declared a conflict of interest with respect to a particular agenda item, the Board member is not entitled to vote on that item of business for which the conflict is declared and abstains from voting. Depending on the issue, the Board member may also need to recuse themselves from the discussion.

Motions are decided by a show of hands, a roll call (voice), consensus, or otherwise in such manner that clearly evidences a Board member's vote and is accepted by the Board Chair of the meeting. Voting by proxy is not allowed.

Prior to taking a vote, Board members strive to achieve a consensus on any recommendations that are presented for discussion and approval. The Board Chair facilitates open and constructive communication amongst Board members so that consensus can be reached. In the spirit of reaching consensus, Board members are encouraged to interact with fellow Board members and management in a respectful, collaborative, and constructive manner, and to strive to find a solution or reach a decision that makes sense and is in the best interests of Service.

Where consensus cannot be met, questions arising are decided by a majority of votes. In the case of an equality of votes, the Board Chair may cast the deciding vote pursuant to the Police Act.<sup>28</sup>

A declaration by the Board Chair that a motion has been carried and an entry to that effect in the minutes of the meeting are evidence of the action taken, without proof of the number or proportion of the votes recorded in favour or against such resolution. Any Board member may ask at the time of the vote that the Board member's individual vote in favour of or against the motion be recorded in the minutes. Board members may not abstain from voting unless required to due to a conflict of interest.

### **DELEGATES**

Any Delegate may address the Board at an open session of a Board meeting on any topic that relates to public safety and policing. Delegates may not address the Board with respect to any matter that relates to a conduct complaint against officers of the Service but will be referred to the appropriate oversight body, which is the Office of the Police Complaints Commissioner.

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<sup>27</sup> Section 25(3) of the Police Act provides that in case of a tie vote at a meeting of the board, the Board Chair may cast the deciding vote. The Board has interpreted this section to mean that the Board Chair is not entitled to vote unless there is a tie vote amongst other Board members, in which case the Board Chair may cast a vote to decide the matter.

<sup>28</sup> Section 25(3) of the Police Act.



A Delegate that wishes to address the Board at an open session of a Board meeting may do so by making a written request of the Board Secretary at least fourteen (14) days before the date of the Board meeting, specifying the topic on which the Delegate wishes to speak. The Delegate's written request should include an outline of the topic or issue upon which the Delegate wishes to address the Board, the name(s) of the person(s) who will appear before the Board, and a copy of any materials that will be presented. The Board Secretary may provide the Delegate with an authorized form for submitting such requests. The Board Chair, in consultation with the Chief Constable and Board Secretary, determines if the request is within the Board's mandate and scope, and if so, may place the request on the next Board meeting agenda.

Should a Delegate present themselves without prior notice to a Board meeting or present an item considered of urgent importance to the Board Chair after the fourteen (14) day notice period, the Board, by majority vote at the meeting or by poll if the matter is of an urgent nature, may agree to hear the Delegate at the meeting or the next meeting of the Board.

Delegates are restricted to presentations of ten (10) minutes and must address their remarks only to the stated business. Notwithstanding the foregoing, the time allotted for any Delegation may be extended at the discretion of the Board Chair. Board members may not enter into debate with the Delegate upon completion of their presentation but may ask questions only for clarification and to obtain additional, relevant information.

When addressing the Board, Delegates are expected to act respectfully and adhere to all practices established by the Board Chair for constructive discussions and maintaining decorum at the meeting, including:

- Not speaking disrespectfully of any person
- Not shouting or immoderately raising their voice or use profane vulgar or offensive language
- Not disobeying the rules of procedure or a decision of the Board Chair
- Assume personal responsibility for any personal statement they provide to the Board or, upon request of the Board, give the source of their information

The Board Chair may curtail any Delegate, any question of a Delegate or debate during a Delegate presentation for disorder or any other breach of this policy and where the Board Chair rules that the Delegate is concluded, the Delegate must immediately withdraw from the Board meeting.

### ***CLOSING QUESTION PERIOD***

At the end of each open session of a Board meeting, the Board provides a period during which members of the public may ask questions related to the business discussed at the meeting. The closing question period is limited to a maximum of ten (10) minutes unless otherwise agreed to by the Board.

The Board Chair will recognize members of the public wishing to ask questions, and where appropriate, will direct the question to an individual member of the Board or a member of the Service present for response or follow-up.



## CONSENT RESOLUTIONS

Whenever there is a matter of urgency that requires the Board's immediate attention, the Board Chair may direct the Board Secretary to circulate a consent resolution to Board members which deals with the matter. A resolution approved electronically and consented to by all Board members entitled to vote on that resolution has the same force and effect as if passed at a properly constituted Board meeting. Such consent resolution is ratified at the next regular Board meeting.

## MEETING MINUTES

### OFFICIAL RECORDS

The Board Secretary ensures there are minutes of the proceedings for all open and closed Board meetings and all Board hearings and inquiries. Minutes are not taken of *in camera* meetings, however, the Board Secretary ensures there are records of all decisions of the Board made at a closed or *in camera* session or made outside of a meeting.

The minutes and records maintained by the Board Secretary are the official records of the Board.

All minutes must set out the date, time, and location of the Board meeting, the attendance of Board members, a summary of the discussion, and a record of the Board's decisions, as well as any follow-up action items arising out of the meeting. Opinions or views expressed by participants at Board meetings are considered personal information and confidential and must not be recorded in the minutes.

### APPROVAL AND DISTRIBUTION OF MINUTES

- **Minutes of Open Sessions:** Minutes of open sessions of Board meetings are approved as soon as practicable at the next Board meeting or by consent resolution, following which such approved minutes are published on the Service's website, or by such other method as determined appropriate by the Board, in a timely manner
- **Minutes of Closed Sessions and Decisions of *In Camera* Sessions:** Minutes of closed sessions and recorded decisions of *in camera* sessions of Board meetings are distributed only to Board members and other authorized individuals; such minutes and records are approved as soon as practical at the next closed session of a Board meeting or by consent resolution and are confidential unless otherwise determined by the Board

### RECORDS RETENTION

In accordance with the Police Act<sup>29</sup>, all approved minutes of the Board's meetings, hearings, and record of its inquiries, are retained by the Board Secretary and filed with the Police Services Division.

<sup>29</sup> Sections 28(2), 69(3) and 71 of the Police Act.



## 2. COMMITTEE OPERATING GUIDELINES

### ESTABLISHMENT OF BOARD COMMITTEES

The Board may appoint such committees it considers necessary and appropriate to assist the Board in carrying out its work. The Board may also ad hoc committees or other temporary working groups to address time limited projects. The Board may also establish review panels to meet legislative requirements and may assign Board members as liaisons to the Service committees, as needed. Review panel members and chairs are appointed by Board resolution.

Current Committees of the Board are:

- Finance and Audit
- Governance
- Human Resources

The Terms of Reference for each Committee define the role and responsibilities of each Committee and are set out separately. The following outlines the key guidelines governing how all Committees will operate to carry out their duties of stewardship and accountability.

### PURPOSE

The purpose of the Committees is to provide in-depth concentration in key areas of Board responsibility and to help the Board carry out its work.

### TERMS OF REFERENCE REVIEW

Committees review their own Terms of Reference at least annually and submit any changes to the Governance Committee for review and recommendation to, and approval by, the Board.

### ACCOUNTABILITY

On such terms as it sees fit, the Board may delegate any, but not all, of its powers and responsibilities to one or more Committees. Each Committee is accountable to the Board and keeps a record of its meetings. Each Committee Chair provides oral reports to the Board, or other reports to the Board as requested, on matters within the Committee's responsibilities that are relevant to the Board and Service.

The Committees have no authority to direct management, speak for, commit, or make decisions on behalf of the Board unless specifically authorized by the Board through the applicable Committee Terms of Reference or otherwise.

### COMPOSITION

The specific composition of each Committee is set out each Committee's terms of reference. Committee Chairs and members are appointed by the Board by way of resolution. A Committee member may serve on more than one committee at a time.



The Board Chair is an ex-officio member of all Committees where the Board Chair is not appointed as a full member. Where the Board Chair is an ex-officio member of a Committee, they are not counted in establishing quorum and may not vote.

### **FREQUENCY OF MEETINGS AND OPERATIONS**

Members of each Committee meet at least four times per year and as many other times as necessary carry out their responsibilities. Meetings outside the regular meeting schedule are convened at the call of the relevant Committee Chair.

Each Committee may invite such Board members and outside parties, and in consultation with the Chief Constable such Service employees, as may be deemed desirable to attend meetings and assist in the discussion and consideration of the business of the particular Committee.

### **MEETINGS**

#### ***ANNUAL SCHEDULE***

Committees meet as often as necessary to carry out their responsibilities. The frequency of Committee meetings is determined by the Committee Chair in accordance with the Committee Terms of Reference. Meetings are scheduled a year in advance where possible.

#### ***MEETING NOTICE***

Notice of Committee meetings should be issued at least five (5) clear days in advance of the meeting and accompanied by the proposed agenda and any supporting materials, unless notice is waived by Committee members. The Committees will meet at a time that is mutually agreeable to all Committee members. A Committee may cancel or change the date, time, or location of any meeting with 24-hours' notice if the Committee Chair determines the circumstances require.

#### ***AGENDA AND MEETING MATERIALS***

The Committee Chair, in consultation with the Board Secretary and the key Service management liaison for the Committee, develops the agenda for each Committee meeting.

#### ***COMMITTEE CHAIR'S ROLE AND TERMS OF REFERENCE***

The Committee Chair presides over all meetings of the Committee. Should the Committee Chair not be available or present to chair the meeting for any reason, the Committee chooses an acting chair for the meeting. The Committee Chair has the responsibility to:

- Ensure the Committee meets as many times as is necessary to carry out its duties effectively
- Establish the agenda for each Committee meeting, in collaboration with the Board Chair, Committee members, the Board Secretary and relevant Service management, as appropriate
- Ensure sufficient time during Committee meetings to fully discuss agenda items
- Preside at all meetings of the Committee, including in camera sessions



- Encourage all Committee members to ask questions and express viewpoints in a constructive and respectful manner during meetings
- Deal effectively with dissent and working constructively towards arriving at a decision and achieving consensus
- Report on the activities, findings and any recommendations following each meeting of the Committee
- Take all reasonable steps to ensure that Committee members receive written information and are exposed to presentations from Service management to fulfill the duties set out in the Committee's Terms of Reference
- Ensure resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently
- Deal directly with the Chief Constable, or designated Service management liaison, when services are required from Service staff to assist the Committee
- Coordinate with the Committee to retain, oversee, compensate, and terminate independent advisors to assist the Board Committee in its activities
- Carry out any other appropriate duties and responsibilities relevant to the role of Committee Chair

### ***QUORUM***

Quorum for the transaction of business at a Committee meeting is a majority of appointed members.

### ***PARTICIPATION IN MEETINGS***

Committee meetings may be conducted in person, through electronic means or in combination, as determined in the Committee Chair's discretion, provided Committee members are able to participate effectively and have their votes recorded. Board members who participate in a meeting in such manner are deemed to be present at the meeting and are counted in quorum.

### ***GUESTS***

Any Board member may attend any Committee meeting provided that such Board member who is not a member of the Committee but attends a Committee meeting is not counted as quorum or as a voting member.

Committee meetings are not open to members of the public. However, a Committee may invite, in consultation with the Chief Constable, such Service personnel and other guests as may be considered desirable, to attend all or a portion of meetings and assist in the discussion and consideration of the business of the Committee.



### **VOTING**

Prior to taking a vote, Board members strive to achieve a consensus on any recommendations that are presented for discussion and approval. Where consensus cannot be met, questions arising are decided by a majority of votes of the Committee members present. In the case of an equality of votes, the Committee Chair does not have a second or casting vote.

### **IN CAMERA SESSION WITHOUT MANAGEMENT**

Each regular Committee meeting includes an *in camera* meeting of Committee members (without the Chief Constable or Service management) at the end of each meeting. The purpose of such meetings is to meet with external advisors, service providers, or consultants where needed, address matters affecting the quality and effectiveness of the Committee meeting, address internal governance matters for the Committee, and discuss any other sensitive matter that the Committee or a Committee member may wish to be addressed.

The Board Secretary attends all Committee *in camera* meetings unless excused by the Committee Chair.

### **CONFIDENTIALITY OF MEETINGS**

Deliberations and materials of Committee meetings are confidential. All participants and attendees must respect this confidentiality.

### **CONSENT RESOLUTIONS**

A resolution approved electronically (via email or otherwise) and consented to by all Committee members entitled to vote on that resolution has the same force and effect as if passed at a properly constituted Committee meeting.

### **MINUTES**

The Board Secretary ensures there are minutes of the proceedings drafted for all Committee meetings. Minutes are not taken of the *in camera* portion of Committee meetings, however, the Board Secretary ensures there are records of all recommendations of the Committee made at an *in camera* session or made outside of a meeting.

All minutes must set out the date, time, and location for the Committee meeting, the attendance of Committee members, a summary of the discussion, and a record of the formal actions, recommendations, and resolutions of the Committee taken. Opinions or views expressed by participants at Committee meetings are considered personal information and confidential and must not be recorded in the minutes.

Minutes of Committee meetings are approved as soon as practicable at the next Committee meeting or by consent resolution. Once approved, the minutes serve as the official record of the meeting and are retained by the Board Secretary.



## RECOMMENDATIONS AND REPORTING

Each Committee makes periodic recommendations to the Board in respect of the subject on which it was created to provide advice unless specific authority is delegated to the Committee to make decisions. The Board takes into consideration but is not bound by Committee recommendations.

## ACCOUNTABILITY TO THE BOARD

Information, materials, and recommendations that require Board review and approval should ideally be submitted at least seven (7) days prior to the next scheduled Board meeting. At each Board meeting, the Committee Chair provides a report that summarizes what the Committee has been working on since it last reported to the Board, what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda. The report should have sufficient detail to inform the Board about the Committee's work and enable a reasonable discussion of the matters being brought forward by the Committee for discussion or approval, including a reasonable analysis of the information, alternatives considered, risk considerations, recommendations, and impact to the Service's strategic plan, goals, priorities, and objectives.

## MANAGEMENT SUPPORT

The Board Secretary works with the Committee Chair to establish meeting agendas and prepare meeting materials. In addition, each Committee Chair will advise the Chief Constable when the Committee wishes to use Service staff as Committee support. The Chief Constable designates Service management and/or staff support as appropriate to each Committee.

## EXTERNAL ADVISORS

In carrying out its responsibilities, each Committee:

1. Relies on the Chief Constable to provide it with accurate and complete information
2. Having regard to the Service's internal resources and budget, and subject to Board approval, is entitled to retain and rely on external professional services firms, consultants, advisors, and other experts as needed to fulfill its mandate





### D. BOARD MEMBER CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY

The Service is committed to the highest standards of ethics and integrity. The purpose of this Code of Conduct is to establish minimum standards of conduct expected and required of all Board members, and to support ethical decision-making at the Service in a manner that instills public confidence in the abilities and integrity of the Board. In most situations, personal values and integrity will guide Board members to the correct decisions and actions. However, the Code of Conduct provides a practical framework designed to help Board members better understand the Service's values, and to fully appreciate what is expected in terms of appropriate practices and behaviour.

While covering a wide range of practices and procedures, the Code of Conduct is not exhaustive, and it is acknowledged that no articulation of policies, guidelines, and procedures to govern conduct can anticipate all situations. The Code of Conduct applies to all Board members.

The provisions of the Code of Conduct are in addition to, and not in substitution for, any Board member's obligation to the Service imposed upon by law or as outlined in the Board Manual. Any Board member uncertain of their duties in any circumstance should raise this concern with the Board Chair to obtain appropriate guidance and advice.

The Code of Conduct will be reviewed and updated by the Board from time to time as required. Any amendments to the Code of Conduct must be approved by the Board.

#### COMPLIANCE WITH LAWS AND ETHICAL STANDARDS

Board members are expected to comply with the spirit and letter of all laws, regulations, policies, and procedures applicable to the Service and Board members, including the Police Act and any other applicable laws. In addition, Board members are expected to conduct themselves in such a way as to continuously protect the Service's reputation and to conduct all business on behalf of the Service fairly and honestly.

In their relationship with the Service, no Board members should commit or condone an unethical or illegal act or instruct another Board member, employee, supplier, or stakeholder to do so. In addition, Board members must refrain from engaging in conduct that would discredit or compromise the integrity of the Board or the Service.

#### CONFIDENTIALITY

The Board is responsible for ensuring the security and confidentiality interests of the Service and the safety interests of the public and the Service are protected. The advancement joint ventures or shared services between the Service and Municipal Council or any other agency can only occur where the Board is satisfied that confidentiality and security issues have been properly addressed.

At all times, Board members are expected to:



- Maintain the security and confidentiality of all confidential information (including but not limited to the Service's financial, legal, and personnel information) and the Service's records and not reveal or make use of such information or records except as authorized in performing their duties
- Not use the Service's confidential information or assets to further their private interests or those of their friends, relatives, associates, or community members
- Keep confidential any information disclosed or discussed at a closed or *in camera* meeting of the Board, as required under the oath of office
- Ensure they are familiar with and understand the applicable sections of FOIPPA and avoid disclosing any verbal or written information meant to be confidential and personal concerning the Service, its officers, staff members, or others
- Take care to guard against inadvertent breaches of confidentiality by following these practices:
  - Minimize notetaking during confidential meetings and presentations
  - Minimize retention of confidential documents or reports from meetings (and if in doubt, leave written material to be shredded)
  - Adhere to all rules concerning the protection of electronic Board packages and information
  - Annually sign the Annual Board Member Declaration and abide by the terms of the Board Manual, including this Code of Conduct

Board members may only disclose confidential information to external third parties when disclosure is authorized or required by law or an enactment in a court proceeding. Any other external disclosure of confidential information is subject to prior approval of the Board Chair.

### CONFLICTS OF INTEREST

Board members are expected to perform their duties conscientiously and in a manner that will not put their personal interests in conflict with the best interests of the Service. Nothing undermines respect for decisions or confidence in decision makers more than a conflict of interest. Conflicts provide a ground on which aggrieved persons can challenge the decisions (or the decision-maker). In general, a conflict exists when Board members use, or are perceived to use their position to benefit themselves, their friends, family, associates, or constituents. To properly discharge their duties to the Service, Board members must be loyal without conflict to the interests of the Service. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and memberships on other boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the Service's services.

Board members should be guided by the principle that preserving the appearance of integrity is as important as actual integrity.



### ***TYPES OF CONFLICTS***

A conflict of interest arises when a Board member's personal interests supersede or compete with the Board member's dedication and duty of loyalty to the interests of the Service. This could arise from a real, potential, or apparent conflict of interest:

1. A "real" conflict of interest occurs when a Board member exercises official power or performs an official duty or function and knows that in doing so, there is the opportunity to further a private interest
2. A "potential" conflict of interest occurs when there exists some private interest that could influence the performance of the Board member's duty or function or the exercise of a power, but the Board member has not yet exercised that duty or function
3. An "apparent" conflict of interest exists where a reasonably well-informed person might reasonably hold the apprehension that a conflict of interest exists on the part of the Board Member

### ***DISCLOSURE AND MANAGEMENT OF CONFLICTS***

At all times, Board members are expected to:

1. Fully and promptly disclose to the Board the nature and extent of any interest (actual, potential, or apparent) a Board member has in any current or proposed matter, contract, transaction, or arrangement involving the Service.
2. Avoid any situation that could or could appear to interfere with the Board member's judgment in making decisions in the best interests of the Service. Examples of situations that present a conflict of interest include, but are not limited to, the following:
  - Influencing the purchase of goods or services for the Service from a company or firm in which a Board member has financial interest
  - Using confidential or non-public information obtained as a Board member to further the Board member's private interest or that of any other person
  - Serving on the board of another organization and being in possession of information confidential to the Service that is of importance to a matter being considered by the board of the other organization
  - Participating in or attempting to influence the appointment or hiring of a related person to the Service
  - Using their office to influence the hiring or appointment of a family member or related person by the Board or the Service
  - Using the Service's resources or facilities for a Board member's personal benefit
  - Any employment, association, or activity, including political activity, that is, or may reasonably be seen to be, incompatible with the Board member's duties, or otherwise be seen to impair



their ability to discharge their duties in an impartial fashion, or cast doubt on the integrity or impartiality of the Board or the Service

3. Board members should not accept entertainment, gifts or benefits that grant or may appear to grant preferential treatment to an individual or entity that conducts activities with the Service. Similarly, no Board member may offer entertainment, gifts, or benefits to secure preferential treatment for the Service.
4. Board members should fully and promptly disclose to the Board any situation where friends, family members or associates of the Board member (either as an employee or consultant) provide services to the Service.

Where a Board member finds themselves in an actual, potential, or apparent conflict of interest, they must disclose the conflict to the Board Secretary and other Board members prior to discussion of the matter in question to enable the Board to resolve unclear situations and determine how to manage the conflict before any difficulty can arise. The Board member may, depending on the circumstances, be required to abstain from voting, recuse themselves from discussion of the matter, or taking other actions that impact the outcome of the activity, as decided by the Board.

In all cases, conflicts brought to the attention of the Board, the Board Chair, the Acting Chair, or the Board Secretary must be resolved in a manner that preserves and enhances public confidence and trust in the objectivity and impartiality of the Board, which may include voluntary resignation by the Board member.

### ***CONFLICTS REQUIRING RESIGNATION***

Any Board member (other than the Board Chair who is Mayor) who wishes to seek public office must take a leave of absence from the Board if nominated as a candidate and must resign as a Board member if elected.

Any Board member who wishes to apply for employment with the Service must first resign their position as a Board member.

### ***CONFLICTS INVOLVING THE BOARD CHAIR***

As the Chair of the Board, the Mayor provides a direct link between the Board and Municipal Council and plays an important role in sharing information with the Board concerning Municipal Council's priorities and putting considerations for the Service in the broader context of Municipal Council's policy. The Board Chair's role as Mayor is paramount, and as such, there may be times where their duties and responsibilities as Mayor may conflict with or be in opposition to their duties and responsibilities as Board Chair.<sup>30</sup>

Where there is a conflict between the Board Chair's responsibilities as Board Chair and the Board Chair's responsibilities as Mayor, the Acting Chair will step in to lead the Board in dealing with such issues.

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<sup>30</sup> Examples may include decisions concerning the Service's budgeting priorities and needs or the oversight of policing policies.



### **ADVICE CONCERNING CONFLICTS OF INTEREST**

If a Board member is in doubt whether a situation involves a conflict, the Board member should seek the advice of the Board Chair (or the Acting Chair, in the case of a conflict involving the Board Chair).

### **NOTIFICATION**

Board members who are concerned that another Board member may have a conflict of interest must bring the matter to the attention of the Board Chair (or the Acting Chair, in the case of the Board Chair) as soon as practicable.

### **DIVERSITY, HARASSMENT AND DISCRIMINATION**

The Service is committed to maintaining an environment that supports diversity that is respectful, inclusive, and free from harassment of any nature. Board members are expected to uphold the spirit and principles of the Service's human resources policies relating to employment equity, diversity and inclusion, harassment, and employee safety. In addition, Board members are expected to act honestly and fairly without discrimination based on race, color, religion, age, sex, sexual orientation, ethnic origin, disability, or any other grounds prohibited by human rights legislation.

### **BREACH**

Should a Board member be found to have contravened the provisions, spirit and intent of this Code of Conduct, the Board has the ability, through the Board Chair, to dispense progressive action to address the behaviour, consisting of: first a verbal notification, then a written warning, then a final written warning, followed by a recommendation to the appointing body to revoke the appointment of the Board member. In the case of the Board Chair who cannot be removed from the Board, the Acting Chair steps in to lead the Board.

### **PROTOCOL FOR INTERACTIONS WITH THE SERVICE'S EMPLOYEES**

Board members may find themselves dealing directly with the Service's employees from time to time for a variety of reasons. Board members do not have any direct authority over the Service's staff members, save and except as outlined in the Board Manual and Police Act. All authority of the Board flows through approved resolutions and minutes of the Board.

In addition, the authority of the individual police officer to investigate crime, arrest suspects, and lay information before the justice of the peace comes from the common law, Criminal Code, and other statutory authority, and must not be interfered with by any political or administrative body, including the Board or an individual Board member.

In all situations, Board members must be sensitive to the nature and frequency of contact with Service staff and must respect the position of the Chief Constable and the organizational structure of Service employees. The purpose of this protocol is to protect both Board members and the Service from perceived conflicts of interest:



- Board members must not interfere with the Service's operational decisions and responsibilities or with the day-to-day operation of the Service
- Board members must not use their positions as Board members to attempt to influence the decisions or actions of Service's employees
- On Board related issues, Board members may not communicate directly with employees (except in the case of Committee Chairs who are tasked with interacting with designated members of management). Such enquires should be made to the Chief Constable
- Board members should avoid business contact with the Service's employees<sup>31</sup>, unless it is not practical to have someone else conduct the business on their behalf
- Board members must also refrain from directing any of the Service's employees in their performance of their duties

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<sup>31</sup> This does not prevent Committee Chairs from engaging with those key senior employees who are designated by the Chief Constable to be responsible for the areas which the Committees are tasked with leading on behalf of the Board. This also does not prevent Board members from engaging with employees of the Service on social occasions or during site visits with Service members.



### E. ANNUAL DIRECTOR DECLARATION

I, \_\_\_\_\_, am a Board member of the Board. I confirm that I have read and understood this Board Manual (including the Board Member Code of Conduct and Conflict of Interest Policy).

I confirm that I am bound to adhere to the terms of this Board Manual (including the Board Member Code of Conduct and Conflict of Interest Policy) and all other policies applicable to the Board and I undertake to do so.

A direct or indirect conflict with my duty as a Board member may arise because of:

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I declare that other than disclosed above, I do not have any relationships, interests, positions, or compensation that could compromise, or be perceived to compromise, my ability to exercise judgment, as a Board member, with a view to the best interests of the Surrey Police Service.

I agree to promptly provide an updated declaration annually or as may be required by changed circumstances.

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Printed Name

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Signature

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Date



## Appendix A. BOARD POLICIES

The Board has approved the following governance policies for the Board and Service. Board members are expected to review and abide by the terms of these policies.

1. Financial Accountability Policy
2. Risk Management Policy
3. Board Member Remuneration and Expense Policy





## Appendix B. KEY BOARD STEWARDSHIP PROCESSES

### 1. BOARD MEMBER ORIENTATION

#### INTRODUCTION

It is imperative that all appointees receive an orientation regarding their role and responsibility as a Board member. The Governance Committee ensures that an initial orientation session is scheduled and completed as soon as is practicable, after a Board member is appointed. Upon appointment, the Board Secretary contacts the appointee and provides them with the Board Manual and other relevant information.

#### BOARD ONBOARDING PROGRAM

The most effective way to support and engage a new Board member is through a Board onboarding program. The goals of such program are to assist new Board members to:

- Quickly understand their role and responsibility on, and to, the Board
- Familiarize themselves with historical information and decisions made at the Board level
- Become familiar with the different operating roles of the Board (finance, human resources, and governance)
- Have an experienced Board member available to support and answer any questions

As a member of the team supporting the onboarding efforts, the role of the experienced Board member is to facilitate the transfer of materials and assist the new Board Member to realize the above goals. The following is a checklist of items to consider including in the onboarding program:

- With the Board Secretary:
  - Overview of Board members and the meeting process
  - Review of the Police Act, Board Manual, relevant Board and Committee meeting minutes, and Board member information, key policing standards and policies, key Service policies, a schedule of upcoming Board and Committee meetings
  - Review of key Board Committees and respective Committee Chairs
  - Discussions concerning how to:
    - Review Board meeting minutes
    - Review financials
    - Ask questions during a meeting
    - Raise an item for review or vote during a meeting
  - Clarification of expectations for support and engagement (over and above meetings)



- “Get acquainted” sessions with the Chief Constable, Board Chair, and Governance Committee Chair to review:
  - The Service’s mandate, mission, vision, and strategic plan
  - The Service’s priorities, goals, and objectives for the coming year as well as the anticipated budget
  - Key challenges and opportunities
  - The Service’s operational environment, stakeholders and partners and community
  - The Service’s practices, major risks and risk management strategies, budgeting and financial reporting process, and internal control environment
- With the Chief Constable or delegated Service staff:
  - “Ride-alongs”
  - Facility tours
- Meetings with community partners, where appropriate
- Attendance at:
  - At least one meeting of each Committee (regardless of what Committee the Board member is a part of)
  - Swearing-in ceremonies
  - Community events
  - Key social functions
  - The annual meeting with the Police Union
  - Annual Commendations and Exemplary Service Medals ceremony
  - Participation in briefings to Municipal Council

Ideally, the mentorship of a new Board member last takes place over three (3) months from appointment as follows:

TIMING	ITEMS
As soon as possible upon appointment	Office orientation
Within one month of appointment	Q&A session with new Board member
Within two months of appointment	Board Meeting (pre-meeting review and post-meeting support)
Within two months of appointment	Board Workshop Session support
After three months of appointment	Ongoing support as required



The Board Secretary assists new Board members in making the necessary arrangements for their onboarding program.

### **BOARD MEMBER ONGOING EDUCATION AND PROFESSIONAL DEVELOPMENT**

A Board member is responsible to become informed on the policies, business, and affairs of the Service and substantive issues impacting the Service and the community, and to participate in Board activities that will enhance and expand the knowledge required to be an effective Board member. Board members, as representatives of the community, should seek to foster a strong and positive relationship between the Service and the community. It is important that Board members avail themselves of training opportunities and become knowledgeable about the policing profession and about the practice of good governance.

Board members are encouraged to participate in relevant training sessions and conferences and to take advantage of other training opportunities that will increase their knowledge and capabilities as a Board Member, including but not limited to:

- Board member orientation sessions provided by the Police Services Division
- Training sessions, including those offered by the BC Association of Police Boards, Canadian Association of Police Governance, the Justice Institute of BC, and the Service
- Briefings on the Police Complaint Process
- Meetings with outgoing and former Board members as appropriate

Board members are reimbursed for travel expenses to attend training sessions and conferences in accordance with the Municipality's Expense Reimbursement Policy.



## 2. BOARD COMPOSITION AND SUCCESSION PLANNING

### INTRODUCTION

Pursuant to the Police Act<sup>32</sup>, the Board is composed the Mayor as Board Chair, one individual appointed by Municipal Council, and up to five individuals appointed by the Province through the Lieutenant Governor in Council in consultation with the Director. Although final authority to appoint Board members or fill vacancies rests with Municipal Council and the Province, as appointing bodies, the Board, through the Governance Committee, has the opportunity and responsibility to provide advice to the appointing bodies regarding the needs of the Service.

### PROCESS FOR IDENTIFYING CANDIDATE BOARD MEMBERS

On behalf of the Board, the Governance Committee annually reviews the Service's Strategic Plan and considers the skills, experience, background, and diversity of the Board in relationship to the Service's strategy, priorities, goals, and objectives.

The Governance Committee identifies what competencies are needed on the Board, with reference to an ideal Board Skills and Experience Matrix. This matrix identifies general skills, which all Board members should possess, as well as the experiences and specific attributes (including diversity, leadership, professional designations, and other personal characteristics) which would best complement those possessed by other Board members. Through this, the Governance Committee recommends the criteria to the Board for consideration and evaluates current Board members against these criteria to identify any potential gaps and priority needs for the Board. The Governance Committee also identifies those candidates who have the potential for a leadership position on the Board as an Acting Chair or Committee Chair. The Board Skills and Experience Matrix is reviewed and updated annually by the Governance Committee.

The Governance Committee develops a recruitment profile based on the needed competencies considerations (including the reasons for such criteria) and communicates this to the appointing bodies.

The appointing bodies run their own, independent processes to identify, evaluate and appoint potential candidates for their respective vacancies. When appointments are made, they notify the Board Secretary on behalf of the Board.

### APPOINTMENT OF ACTING CHAIR AND COMMITTEE MEMBERS

The Board appoints the Acting Chair, Committee members, and Committee Chairs from amongst Board members and may consider the recommendations of the Governance Committee.

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<sup>32</sup> Section 23(1) of the Police Act



### 3. BOARD, BOARD CHAIR, ACTING CHAIR, COMMITTEE, AND INDIVIDUAL BOARD MEMBER EVALUATION

#### INTRODUCTION

As part of its dedication to excellence in its governance practices, the Board is committed to regular evaluations of the effectiveness of the Board, the Board Chair, the Acting Chair, Committees, and individual Board members. Board evaluation provides Board members with an opportunity each year to examine how Board, Committees, Committee Chairs, and individual Board members are performing and to identify opportunities for improvement in the Board's execution of its responsibilities. The objective of these assessments is to contribute to a process of continuous improvement in the Board's execution of its responsibilities.

Typically, the evaluations assess the quality of meetings, dynamics, and the quality of the Board's relationship with the Chief Constable and Service management, the oversight processes of the organization and the Chief Constable, Board training and evaluation processes, and individual performance. The Board's evaluation process is intended to be appropriate to the Board's stage of development and considers past evaluation processes and results. The evaluation method may vary from time to time and may include, but is not limited to the following activities:

- The Governance Committee annually reviews and recommends to the Board the specific Board, Committee, Board Chair, Acting Chair, and/or individual Board member evaluation processes to be undertaken (which includes method, participants, content, and timing), the areas to be evaluated, and whether to retain an external consultant to assist with the evaluation
- The evaluation process is implemented as agreed upon by the Board
- At the next Board meeting following the evaluations, the Governance Committee reports the results (without attribution to any Board member) of general themes and any recommendations, and the Board discusses the results and recommendations and determines what, if any, actions should be taken for the upcoming year
  - Following completion of individual Board member evaluations, the Acting Chair meets with each Board member (including the Board Chair) and provides feedback to the Board member on their contribution to Board functioning and potential areas to consider for further development. The Governance Committee Chair meets with the Acting Chair to provide similar feedback



## Appendix C. KEY ORGANIZATIONAL STEWARDSHIP PROCESSES

The following pages provide a high-level overview of the Board's practices in the following key areas of organizational stewardship:

1. Strategic Planning and Annual Planning
2. Risk Management
3. Financial and Budgetary Oversight
4. Human Resources Oversight (including Chief Constable evaluation and succession planning)
5. Service or Policy Complaints Oversight
6. Communications and Community Outreach Oversight
7. Records Management Oversight

### 1. STRATEGIC AND ANNUAL PLANNING

The Service's strategic planning process is a collaborative process between the Chief Constable and the Board. The process consists of several levels of planning activities, as follows:

1. **Long-term Strategic Plan Development:** At least once every three years, the Chief Constable meets with the Board to:
  - a. Develop a strategic planning process that meets the needs of the community, Board and Service; and
  - b. Present the Chief Constable's current view of the Service's opportunities and risks facing the Service's and the funding capabilities of the Municipality, review progress of the previous strategic plan, and align on a Strategic Plan for the next three years.

The Board approves the Service's strategic planning process and Strategic Plan.

2. **Annual Priorities, Goals, and Objectives:** By November 1 of each year, the Board determines, in consultation with the Chief Constable, the process to be followed for the next year for the Board to meet its Police Act obligations<sup>33</sup> to establish and approve the Service's priorities, goals and objectives for the coming year. The Board also meets annually with the Chief Constable to establish and approve the Service's priorities, goals, and objectives for the coming year, considering the Strategic Plan as well as:
  - a. The priorities, goals, and objectives for policing and law enforcement in British Columbia established by the Minister; and
  - b. The priorities, goals, and objectives of Municipal Council.

<sup>33</sup> S.26(4) and (4.1) of the Police Act



The Board approves the annual priorities, goals, and objectives and provides them to the Director within 30 days of Board approval.<sup>34</sup>

3. **Annual Plans:** The Chief Constable drafts or updates the Annual Plans to articulate how the Service will work in the coming year to achieve its priorities, goals, and objectives, including the specific programs, strategies and activities to be undertaken. The Chief Constable also develops key performance metrics to measure the expected impacts or outcomes. The Board reviews and approves these Annual Plans and related metrics.

The Chief Constable reports at mid-year and year-end<sup>35</sup> to the Board concerning the progress against the Annual Plans and key performance metrics. The Board and Chief Constable determine any required actions or adjustments to priorities to meet changing operational, investigative, administrative, or community needs. The Board and Chief Constable report annually to the Service's stakeholders and partners on the Service's performance.

## 2. RISK MANAGEMENT

The Service's ongoing strategies and activities expose the Service to a wide variety of risks in virtually all aspects of its operations. A key responsibility of the Board is to oversee the management of these risks and ensure an effective enterprise-wide approach to managing risk for the Service.

The Board ensures that the Service has a thorough risk management program pursuant to which material, strategic, financial, reputational, governance, operational, and other risks are identified, and systems are implemented to manage or eliminate those risks. The risk management process consists of the following activities:

- The Board, led by the Finance and Audit Committee, meets with the Chief Constable annually to identify areas of risk that may impact the Service and to develop or review any related risk management policies. The Board approves the risk management policies
- Consistent with the risk management policies, the Chief Constable establishes processes, procedures, and mechanisms to identify, manage, and monitor material risks and obtains feedback and approval on these from the Board
- The Chief Constable regularly (at least quarterly) reports to the Board on the management of the Service's material (financial and non-financial) risks
- At least annually, the Board conducts a risk review where it reviews material risks, as well as the effectiveness of the Service's policies and procedures to identify and manage risk
- Periodically, as determined necessary by the Board, the Board receives independent reports of the external accounting firm and other outside advisors related to the Service's risks

<sup>34</sup> S. 26(4.2) of the Police Act

<sup>35</sup> S.26(5) of the Police Act requires the Chief Constable to report to the Board each year on the implementation of programs and strategies to achieve the priorities, goals, and objectives.



### 3. FINANCIAL AND BUDGETARY OVERSIGHT

The financial health of the Service has an impact on its ability to meet its strategic plan, priorities, goals, and objectives. The Board is responsible for ensuring the Service provides effective and efficient services in accordance with an annual budget approved and funded by Municipal Council. As such, the Board, supported by the Finance and Audit Committee, oversees the development of the Service's annual budget and financial strategies which involves the following activities:

#### BUDGET PREPARATION

1. In conjunction with the annual strategic business planning process, the Chief Constable develops the annual operating and capital budgets, and funding needs to achieve the Service's Annual Plans and obtains feedback from the Board. The Finance and Audit Committee liaises with the Service's finance staff to provide advice, keep the Board apprised of issues, and seek direction from the Board, where required. The Board approves provisional operating and capital budgets, appeals to the base budget, business cases for new initiatives and new and non-recurring funding requests before they are submitted to Municipal Council. The Board submits the provisional budget to Municipal Council on or before November 30<sup>36</sup> of the prior year.
2. Together with the Chief Constable, the Board meets with Municipal Council to review the provisional budget and receives feedback from Municipal Council. Communication with the Municipal Council regarding budgetary matters is in accordance with the established Procedures for Council Consideration of the Police Board Budget (see Financial Accountability Policy in Appendix A). Prioritization of appeals and non-recurring funding requests require endorsement by the Board.
3. Together with the Chief Constable, the Board submits any changes to the budget to Municipal Council on or before March 1 of the year in question.<sup>37</sup> The Board and Chief Constable meet with Municipal Council to review the final budget and receive feedback.
4. If the Board and Municipal Council cannot agree on whether an item should be included in the budget, the Board may apply to the Director for a binding determination.<sup>38</sup> The Board strives to resolve disputes directly with Municipal Council and takes this step as a last resort.

#### FINANCIAL OVERSIGHT AND CONTROL

1. Together with the Chief Constable, the Board ensures the appropriate complement of financial, procurement, and delegation of authority policies are in place for the Service and provides the strategic direction for these policies. The policies are developed by the Chief Constable in accordance with the Police Act and are reviewed and approved by the Board.
2. The Board provides financial oversight in accordance with the Municipal Financial Accountability Policy (Appendix A of the Board Manual). The Chief Constable submits monthly financial variance

<sup>36</sup> S.27(1) of the Police Act

<sup>37</sup> S.27(2) of the Police Act

<sup>38</sup> S.27(3) of the Police Act





reports to the Board and reports on the Service's progress on its annual operating and capital plans against the budget. The Board works with the Chief Constable to establish a monthly reporting "dashboard" to ensure the Board is kept up to date financially and operationally.

- a. The Service may not make any extraordinary expenditures or agree to make any expenditures that are not contained within the approved budget without prior approval from Municipal Council.<sup>39</sup> As such, the Board ensures all expenditures made by the Service are within the approved budget and discusses variations, future considerations, concerns, and methods of management with the Chief Constable. The Chief Constable implements any actions agreed upon by the Board, including seeking any required additional approval from Municipal Council with the Board, and follows up with the Board as necessary.
3. At least annually, the Board reviews and, if necessary, provides guidance to the Chief Constable with respect to the Service's system of internal controls and risk management systems to ensure the integrity of the Service's financial statements.
4. Annually, the Chief Constable prepare financial statements and an annual report outlining the Service's performance and progress against strategic priorities, goals, and objectives. The Board reviews and approves the annual report and financial statements and annually reports to the Minister on the Service's performance.<sup>40</sup>

### EXPENDITURES FOR LEGAL AND OTHER PROFESSIONAL SERVICES

Approval of the Board is required prior to awarding contracts for legal and other professional services related to Board business. All legal and other professional services accounts are subject to the review and approval of the Board prior to payment. The accounts must be itemized and contain the appropriate documentation of the service provided.

### DONATIONS AND SPONSORSHIP

While core policing activities to provide policing and law enforcement in the Municipality must be funded by Council<sup>41</sup>, the Board supports the principle that sponsorships and donations may be used to enhance and extend the Service services, with the overall aim of increasing public safety. The Chief Constable reports all donations to the Board.

<sup>39</sup> Section 27(6) of the Police Act

<sup>40</sup> S.4.2(2)(iii) of the Police Act

<sup>41</sup> Section 27 of the Police Act



## 4. HUMAN RESOURCES OVERSIGHT

### CHIEF CONSTABLE SUCCESSION PLANNING

The purpose of succession planning is to ensure that, as the Service changes, the right leadership is in place for the Service to achieve its strategic objectives. Under the leadership of the Human Resources Committee, the Chief Constable succession planning process consists of the following activities:

1. The Board establishes a fair and transparent process for the selection and appointment of the Chief Constable and Deputy Chief, and ensures the Chief Constable has in place a fair and transparent process for the selection and appointment of other management and sworn and civilian employees
2. The Board selects and appoints the Chief Constable, approves the appointment of the Deputy Chief, and delegates authority to appoint other management and sworn and civilian Service employees to the Chief Constable
3. Together with the Chief Constable, the Board annually reviews and updates a succession plan for the Chief Constable position that considers both the long-term succession of the Chief Constable as well as a plan for the appointment of an interim Constable to deal with an unplanned or temporary departure of the Chief Constable
4. The Chief Constable annually drafts or updates internal processes for succession of the Deputy Chief and other management positions and reviews those plans with the Board, considering the Service's diversity and inclusion philosophies and other human resource policies
5. The Chief Constable provides periodic updates (at least annually) on the system to build leadership talent and succession capability at the Service

### CHIEF CONSTABLE EVALUATION

The evaluation of the Chief Constable is one of the most important responsibilities of the Board and provides a formal opportunity for the Board and Chief Constable to have a constructive discussion regarding the Service's performance and the Chief Constable's leadership. The evaluation process is carried out under the leadership of the Human Resources Committee with input from the whole Board and consists of the following activities:

1. Each year, the Chief Constable prepares annual performance goals and objectives for the following year with reference to the Strategic Plan, specifying how progress against each target will be measured. The Chief Constable shares those targets with the Human Resources Committee, who reviews and if necessary, amends them, in consultation with the Chief Constable. The targets are then presented to the full Board for discussion, revision if required, and approval.
  - a. The Board is committed to the principle of equal opportunity without regard to race, colour, place of origin, ancestry, gender, age, marital status, family status, sexual orientation, religious beliefs, mental or physical abilities, for employment, promotions, training and career opportunities for all candidates and Service employees. As such, at a minimum, the goals and



objectives shall include the identification of and appropriate actions to overcome systemic racism and other cultural biases as a component.

2. Semi-annually and annually, the Human Resources Committee and Chief Constable review and discuss the Chief Constable's goals and objectives and progress against them.
3. The Human Resources Committee annually recommends to the Board the specific Chief Constable evaluation processes to be undertaken, areas to be evaluated, and whether to retain an external consultant to assist with the evaluation. The evaluation process is outlined in the Chief Constable Annual Evaluation Process (see Appendix A).
4. The Human Resources Committee leads (either directly or through the external consultant) the Board's evaluation of the Chief Constable based on the chosen evaluation process and consolidates all feedback and considers it together with the Chief Constable's own assessment. The Human Resources Committee discusses it in confidence with the Board.
5. The Acting Chair and the Chair of the Human Resources Committee provide the Chief Constable with a written summary of the Board's evaluation and meet with the Chief Constable to discuss the summary.
6. The Chief Constable may provide the Board with a response to the review, through the Acting Chair.

### SERVICE CULTURE AND HUMAN RESOURCE OVERSIGHT

The Board is the legal employer of all sworn and civilian employees in the Service<sup>42</sup> and is responsible for ensuring all employees are provided with the accommodation, equipment, and supplies necessary for the fulfilment of their duties and functions.<sup>43</sup> The Board is also responsible for approving the compensation philosophy and related guidelines for the Service, taking into account collective agreements and the Municipality's guidelines for exempt staff.

The Board sets the foundations for and monitors the elements of the Service's human resources necessary to deliver on the Strategic Plan, ensuring the Chief Constable and Management create and maintain a culture of integrity, trust, courage, and respect throughout the Service. The Board also ensures the Service builds and develops a diverse, and inclusive workforce which reflects the make-up of the communities served by the Service. The Chief Constable continues shaping this foundation by ensuring the appropriate leadership, structures, compensation, talent, interactions, and behaviours are in place and lived throughout the Service to effectively deliver on its strategic priorities, goals, and objectives, including the goal of an equitable, diverse, and inclusive workforce and an open and respectful workplace. The process for overseeing the Service's culture, human resources and compensation is carried out under the leadership of the Human Resources Committee with input from the whole Board, and consists of the following activities:

1. The Board (through the Human Resources Committee) meets with the Chief Constable annually to develop an understanding of the current and desired culture for the Service considering the strategic

<sup>42</sup> Section 26(3) of the Police Act.

<sup>43</sup> Part 5 of the Police Act.



priorities, goals, and objectives, and to ensure alignment regarding the leadership, talent, and human resource structures required to deliver on these priorities.

2. The Chief Constable develops an overall human resource and workplace culture strategy and compensation philosophy (including key performance measures by which to measure progress) and obtains feedback from the Human Resources Committee. The Chief Constable finalizes the draft strategy and compensation philosophy and presents them to the Human Resources Committee to review and recommend approval by the Board. The Human Resources Committee reviews the strategy and philosophy with the Chief Constable and any related human resource and workplace culture risks.
3. Acting on the advice and recommendations of the Chief Constable and Human Resources Committee, the Board approves the human resource and workplace culture strategy and compensation philosophy, taking into account collective agreements and the Municipality's guidelines for exempt staff.
  - a. Compensation for employees who are exempt from union membership will normally follow agreements reached by the Municipality with its exempt staff or as established by individual contracts, or as otherwise determined by the Board.
4. To understand the health of the Service's human resources and progress against its strategic priorities, the Chief Constable regularly updates the Human Resources Committee on the process, progress, and the implementation of the Service's human resource and workplace culture initiatives, including the results of any surveys, reports, or other methods to measure the health of the organizational culture. Among other things, information reviewed by the Human Resources Committee should allow the Committee to satisfy itself that:
  - a. The relationship between the Service and its employees is frank, fair, and respectful and respects their rights.
  - b. Meaningful progress is made to overcome systemic racism and other cultural biases.
5. At least annually, the Human Resources Committee reviews the effectiveness of the Service's key human resource and compensation policies and practices, provides guidance, and recommends any desired changes for approval by the Board, where required.

### ***RELATIONSHIP TO MUNICIPALITY'S HUMAN RESOURCES SERVICE***

To support the Service's activities, the Service uses several human resource services provided by the Municipality. The Chief Constable develops a working protocol with the City for the utilization of any required human resource services of the Municipality and obtains feedback from the Human Resources Committee as needed.

The Board oversees the terms of any shared service arrangements with the City and ensures they are consistent with SPD's human resources and culture strategy.



### EMPLOYMENT AND COLLECTIVE BARGAINING OVERSIGHT

The Board hires, negotiates, and enters into contractual arrangements with the Chief Constable and Deputy Chief. Pursuant to the *Police Act*<sup>44</sup>, the Board is also the employer of all sworn and civilian personnel at the Service and has ultimate responsibility for the negotiation of any collective agreement with the association or bargaining unit that represents the Service's employees (other than the Chief Constable, Deputy Chief and other exempt employees). The process for overseeing the Service's collective bargaining is carried out under the leadership of the Human Resources Committee with input from the whole Board, and consists of the following activities:

1. Together with the Chief Constable, the Board develops, approves, and regularly reviews the Service's labour negotiations strategies.
2. Following receipt of notice to commence collective bargaining, the Board approves the mandate and membership of the Service's bargaining committee. The Board appoints a Board member to the bargaining committee, but such Board member shall not take part in direct negotiations.
3. During collective bargaining, the Board receives regular updates from the bargaining committee on the progress of collective bargaining/interest arbitrations and any issues for consideration and ensures the bargaining process is conducted in accordance with the applicable provisions of the *Labour Relations Code* (BC) and the *Police Act*.
  - a. Any direction, instructions, and decisions during the bargaining process are provided via the bargaining committee unless otherwise instructed by the Board.
  - b. The Board may utilize the services of the Municipality's human resources Service or other expertise it determines necessary, for collective bargaining with bargaining units of employees of the services, unless otherwise determined by the Board.
4. Once finalized and if acceptable, the Board reviews and ratifies the proposed terms of a collective bargaining agreement (including salaries, benefits, hours of work, working conditions, holidays and vacations, special leave, reclassification procedures, grievance procedures, and other conditions of employment) and forwards to Municipal Council for information.
5. At least quarterly, the Chief Constable reports to the Board concerning the implementation and effectiveness of the Service's collective bargaining agreement with its employees as well as any developments or areas of concern.
6. At least annually, the Board reviews the effectiveness of its labour negotiations strategies and policies and approves any desired changes.

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<sup>44</sup> Section 26 of the *Police Act*



### 5. SERVICE OR POLICY COMPLAINTS AND CONDUCT COMPLAINTS

The Board is responsible for taking action to respond to complaints made about the services or policies of the Service and certain conduct complaints. In overseeing complaints against the Service, the Board carries out the following activities:

#### SERVICE OR POLICY COMPLAINTS

1. Service or policy complaints are complaints made about the general direction, management, or operation of the Service, or about the inadequacy or inappropriateness of the Service's Staffing or resource allocation, training programs or resources, standing orders or policies, ability to respond to requests for assistance, or internal procedures. Service or policy complaints may be made at any time directly to the Commissioner (or any person designated by the Commissioner), to the Board Chair, or any Service constable on duty who is assigned to receive and register such complaints.<sup>45</sup>
2. Immediately upon a service or policy complaint being made, the Board receives a copy of such complaint and processes such complaint in accordance with the complaints process outlined in Part 11 of the Police Act.
3. At least quarterly, the Board through the Chief Constable or a committee designated by the Chief Constable, receives and reviews service or policy complaint and investigation reports (including the status of any active investigations, actions taken, and other relevant information).
4. At least annually, the Board reviews the process for responding to service or policy complaints together with the Chief Constable and makes any adjustments or amendments as necessary.

#### CONDUCT COMPLAINTS AGAINST THE CHIEF CONSTABLE AND DEPUTY CHIEF

1. Conduct complaints against the Chief Constable and Deputy Chiefs may consist of a public trust complaint (a complaint alleging a breach of professional conduct regulation and any internal code of conduct for the Service's employees) or an internal discipline complaint (a complaint relating to the acts or omissions of a person that affects the relationship between the officer, as employee, and the Service, as the employer).
2. Pursuant to the Police Act<sup>46</sup>, the Board Chair is the discipline authority for all conduct complaints (whether public trust or internal discipline) made against the Chief Constable or Deputy Chief and processes such complaints in accordance with the complaints process outlined in Part 11 of the Police Act.
3. In processing any conduct complaints against the Chief Constable or Deputy Chief, the Board Chair may in their discretion retain the services of legal counsel as a resource.

<sup>45</sup> Part 11 of the Police Act

<sup>46</sup> Section 76 of the Police Act



4. The Board Chair seeks the approval of the Board prior to concluding any investigation or imposing any discipline in connection with such conduct complaint.

### **CONDUCT COMPLAINTS AGAINST OTHER MEMBERS OF THE SERVICE**

1. Pursuant to the Police Act<sup>47</sup>, the Chief Constable is the discipline authority for all conduct complaints (whether public trust or internal discipline) made against all other members of the Service and the Board has no authority over such complaints.
2. In processing such conduct complaints, the Chief Constable processes such complaints in accordance with the complaints process outlined in Part 11 of the Police Act.
  - a. **Disciplinary Action and Discharge:** Discipline procedures for officers shall be in accordance with the Police Act. The Chief Constable is responsible for ensuring the Service has investigation and discipline guidelines in place for civilian employees and that such guidelines are consistent with labour law principles.
3. The Chief Constable immediately notifies the Board of any serious or sensitive complaints against its officers and at least monthly, provides the Board with a statistical analysis of conduct complaints made against officers as well as an update on the status of any serious or sensitive complaints.
  - a. **Reassignment or Suspension of an Officer:** Upon being notified that an officer is being investigated because of a complaint or because of an allegation that the officer committed an offence under a federal or provincial enactment, the Board may, until the completion of the investigation, reassign, transfer, or suspend the officer, in accordance with section 110 of the Police Act. The Board may also consider whether it is authorized to discontinue the officer's pay and allowances and, if so, whether it should discontinue the pay and allowances under the circumstances.

## **6. COMMUNICATIONS AND COMMUNITY OUTREACH**

Effective community engagement is at the heart of the Service's purpose and values to build trust and confidence and ensure the Service delivers the services required by the Central Saanich communities. Primary responsibility to engage with the community lies with the Service. The Board's role with respect to community engagement is to oversee the Service's community engagement plan and engage with the community as requested by the Chief Constable.

### **COMMUNITY RELATIONS**

The Board's mandate includes the initiation of policies that reflect community need and enhance the effectiveness of the Service. The Board considers the viewpoints and needs of both the community and the

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<sup>47</sup> Section 76 of the Police Act





Service, and serves as a communication link to enhance understanding and working relationships amongst the Service, the public it serves and Municipal Council.

The Board operates within a highly public environment and recognizes that the actions of the Service have a significant public impact. Accordingly, the Board endeavors to:

- Provide opportunities for the community to give input on areas of interest or concern to them
- Invite a person or persons to appear as a Delegate and present comments to the Board
- Together with the Chief Constable, share statistical information and crime trends with Municipal Council, community organizations, businesses and members of the public, and ensure timely reporting of any other developments that have a significant and material effect on the Service
- Ensure that a report on the financial performance of the Service is available to the public on a regular basis
- Build relationships with board members of other police Services at the provincial and national levels and, where possible, have at least one representative at meetings of the BC Association of Police Board, the Canadian Association of Police Governance and special consultations with government

### INTERNAL COMMUNICATIONS

As a general principle, Board Members acting in their official capacity as Board members and in the performance of their official duties, should have timely access to information under the control of the Service. Board members must direct all requests for such information and advice to the Chief Constable, or as otherwise determined in consultation with the Chief Constable.

The Board also ensures that internal mechanisms are in place to:

- Ensure a common understanding of strategic issues and directions within the Service
- Provide opportunities for employee input and feedback
- Maintain open communications links among the Service, the Board and the Police Union.

### MEDIA RELATIONS

The Board recognizes the value in having consistent messaging to ensure a cohesive public profile. To this end, the Board Chair is the official spokesperson for the Board. For specific matters or in special circumstances, the Board Chair or Board may appoint a Board Member as a spokesperson. The following principles apply with respect to media relations activities:

- Media inquiries made to any member of the Board should be directed to the Board Chair





- The Board spokesperson will consult with the Board prior to responding to media requests for interviews on significant or sensitive matters and, as appropriate, consult with the Chief Constable
- The Board spokesperson must be careful to speak only on matters within the jurisdiction and mandate of the Board, and to avoid speaking about matters that fall under the jurisdiction of the Chief Constable
- Where operational matters under the jurisdiction of the Chief Constable are likely to spark significant public interest or debate, the Chief Constable will inform, where practicable, Board Members before a public statement is made
- If warranted by the significance and seriousness of the matter, the Chief Constable and/or Board Chair may consult with the Board before information is released to ensure that public release is appropriate and justified, and to receive advice on the format and tone of the communication

### SERVICE SUBMISSIONS TO THE MUNICIPAL COUNCIL

In consideration of the Board's governance responsibility for the Service under the Act, all formal reports and information to be tabled with the Municipal Council or any of its committees with respect to the budgetary requirements and operations of the Service shall be tabled with the Board first.

The Board must be notified, as soon as is practicable, of any request to the Service to make a formal presentation to the Municipal Council, a standing committee of Council or other Municipal Service.

Wherever practicable, a Board Member and the Chief Constable (or designate) shall be in attendance when a sworn member or civilian employee in the Service makes a formal presentation to the Municipal Council or a standing committee of Municipal Council, unless it is an administrative matter or to monitor Council or a Committee's discussion. The Chief Constable must take all reasonable steps to ensure that the Board member is briefed prior to attending a Service presentation to Municipal Council or a standing committee of Municipal Council.

### MUNICIPAL COUNCIL COMMUNICATIONS

Formal communication between the Board, Municipal Council and the Municipality is conducted through the Board Chair, unless otherwise specified by the Board. The Board strives to ensure a positive and productive working relationship with Municipal Council.

The Board's annual work plan includes a minimum of one annual meeting with Municipal Council to promote opportunities for dialogue between the Board and Municipal Council. Communications with the Municipal Council regarding budget preparation and approval should be conducted in accordance with the established protocols.



## 7. RECORDS MANAGEMENT AND ACCESS TO INFORMATION

The Service and the Board are subject FOIPPA and the Board is responsible for ensuring that information disclosed by the Service is fair and reasonable and in accordance with FOIPPA.

This involves the following activities:

### **BOARD MEMBER DUTIES**

Board members have a duty to understand the applicable sections of FOIPPA and must avoid disclosing any verbal or written material that is meant to be confidential concerning the Service, its officers, personnel, or clients.

### **FOIPPA HEAD**

For purposes of FOIPPA,<sup>48</sup> the Board designates the Board Chair as Head for all information requests for records that directly concern or relate to governance matters, and the Chief Constable as Head for all operational requests. In addition, the following persons are authorized to perform any duty or exercise any function of the Head:

- Any person designated by the Board as FOIPPA Head
- Any person retained to provide legal advice respecting FOIPPA matters

### **PUBLIC INFORMATION**

1. The Board supports the principle of fair and reasonable disclosure of information to facilitate public participation. The Board makes available to the public all Board meeting materials for open sessions of Board meetings (including agendas, reports, and minutes as well as the agendas for any closed or *in camera* Board meetings). Disclosure of such items are only restricted if FOIPPA provisions restrict their disclosure as determined by the Board Chair.
  - a. Notwithstanding that the Board may be in receipt of reports made by the Service, the Service is considered the originator of the reports. Requests for Service reports and records that are not considered at the open sessions of Board meetings are transferred to the Service for processing in accordance with FOIPPA.
2. All access to information requests related to the Board or a Board member are made to the Board Secretary who provides such requests to and consults with the Freedom of Information Committee in determining whether to approve the release of such information and, if so, the parameters under which the requested information may be released. Depending on the nature of the information request, the Freedom of Information Committee makes a recommendation to the Board Chair who has the final decision-making authority with respect to the release of information relating to the Board or a Board member.

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<sup>48</sup> Section 77 of FOIPPA.



3. At each regular Board meeting, the Board Secretary provides the Board with statistical and status reports outlining the number, nature, and management of information requests relating to the Board, the collection, use, and disclosure of personal information and compliance with FOIPPA provisions, and the status of any investigations by the Information and Privacy Commissioner.
4. The Board, through the Freedom of Information Committee, regularly reviews its process and policies for receiving, reviewing, and managing information requests relating to the Board and collecting, using, and disclosing personal information, and makes any adjustments as necessary.

Board records are retained in the Board office or at a designated archive storage facility in accordance with any applicable records management policy and procedures approved by the Board. The Board Secretary is responsible for the custody and control of Board records.