

Calgary Metropolitan Region Board
Governance Committee Meeting Agenda

April 16, 2020 – 9:30 AM

Go-To Meeting

The purpose of this meeting is to convene, discuss and make decisions regarding recommendations to be made to the Calgary Metropolitan Region Board.

- | | | | |
|---|--------------|---------|-----------|
| 1. Call to Order & Opening Remarks | | Sheard | |
| 2. Adoption of Agenda | | All | |
| 3. Approval of Minutes | (Attachment) | All | 3 |
| <i>For Decision: Motion that the Committee approve the Minutes of February 21, 2020</i> | | | |
| 4. Q1 Actuals | (Attachment) | Copping | 6 |
| <i>For Decision: Motion that the Governance Committee receive and recommend for review by the Board the 2019 Q1 Actuals</i> | | | |
| 5. Signing Authority Policy Amendment | (Attachment) | Copping | 8 |
| <i>For Decision: Motion that the Committee Recommend for approval the attached Signing Authority Policy to the Board</i> | | | |
| 6. Conflict of Interest Policy | (Attachment) | Copping | 12 |
| <i>For Decision: Motion that the Committee amend the Outside Activities section of the Conflict of Interest Policy as per the included language and recommend this amended Outside Activities language to the Board for approval</i> | | | |
| 7. Performance Evaluation Process for Chair & CO | (Attachment) | Copping | 17 |
| <i>For Decision: Motion that the Committee recommend for approval to the Board the Performance Evaluation Process for the Chair & Chief Officer</i> | | | |
| 8. Committee Terms of Reference Review | (Attachment) | Copping | 21 |
| <i>For Review: Motion that the Committee direct Administration to make changes to the Terms of Reference Template</i> | | | |

9. Appeal/Reconsideration Mechanism Copping
For Information: Motion that the Committee receive an
 an update on the development of this mechanism.

Closed Session (Pursuant to Section 21 of FOIP)

10. Chair & Chief Officer Goals for 2020 Sheard
 11. Board Chair Term Sheard
 12. Schedule Next Meeting – Proposed date: May 14 Sheard
 13. Adjournment

Governance Committee Members:

Mayor Peter Brown (Airdrie)	Cllr Jamie Kinghorn (High River)
Cllr George Chahal (Calgary)	Mayor Bill Robertson (Okotoks)
Mayor Marshall Chalmers (Chestermere)	Cllr Jerry Gautreau (Rocky View)
Councillor Larry Spilak, Vice Chair (Foothills)	Cllr Glenn Koester (Wheatland)

Christopher Sheard, Committee Chair

Upcoming Meetings:

Land Use & Servicing Committee	May 7 @ 9:30 AM	Go-To Meeting
Board Meeting	April 24 @ 9:30 AM	Go-To Meeting
Advocacy Committee	TBD	

Minutes of the meeting of
the Governance Committee of
the Calgary Metropolitan Region Board
held at Mount Royal University
on Friday February 21, 2020

Delegates in Attendance:

Mayor Peter Brown – City of Airdrie
Councillor George Chahal – City of Calgary
Mayor Marshall Chalmers – City of Chestermere
Reeve Suzanne Oel – Foothills County
Mayor Bill Robertson – Town of Okotoks
Councillor Jamie Kinghorn – Town of High River
Reeve Amber Link – Wheatland County

CMRB Administration:

Chris Sheard, Chair
Jordon Copping, Chief Officer
Shelley Armeneau, Office Manager

1. Call to Order

Called to order at 8:00 AM

2. Adoption of Agenda

Moved by Mayor Brown, **Seconded by** Mayor Robertson, accepted by Chair.

Motion: That the Governance Committee approve the agenda of the meeting.

Motion carried unanimously.

3. Approval of Minutes

Moved by Mayor Chalmers, **Seconded by** Mayor Brown, accepted by Chair.

Motion: That the Governance Committee approve the Minutes of the January 30, 2020 meeting.

Motion carried unanimously.

4. Public Engagement Policy

Moved by Reeve Oel, **Seconded by** Mayor Brown, accepted by Chair.

Motion: That the Governance Committee recommend for approval to the Board the Public Engagement Policy.

Motion carried unanimously.

5. Consolidation of LUC ISC

The Committee discussed the consolidation of the two committees and suggested that the two vice-chairs remain in place until the annual election process, at which time one vice-chair would be elected for the proposed Regional Planning Committee. An edit was made to the Resources and Budget section before circulation to the Board in March.

Moved by Mayor Brown, **Seconded by** Mayor Robertson, accepted by Chair.

Motion: That the Governance Committee recommend for approval to the Board the consolidation of LUC and ISC.

Motion carried unanimously.

6. Terms of Reference for Committees

As per direction from the Board, the Governance Committee members reviewed and discussed the current Terms of Reference for all CMRB committees. The Committee directed Administration to circulate the Terms of Reference to member municipality staff for further input. Once feedback has been gathered, this item will come back to a future meeting.

7. Performance Evaluation Process for Chair & CO

Administration took note of the feedback provided by the Committee on the performance evaluation process.

Moved by Reeve Link, **Seconded by** Councillor Kinghorn, accepted by Chair.

Motion: That the Governance Committee provide feedback on the proposed Performance Evaluation Process for the Chair and Chief Officer.

Motion carried unanimously.

8. Appeal/Dispute Resolution Mechanism

Committee members reviewed this item and made the following comments:

- a. Eliminate option "Appeal to the Minister of Municipal Affairs"
- b. Administration to consult with Municipal Government Board to ask if they would consider creating a review track specific to CMRB.
- c. Consider discussion on IREF process and whether the Board should be removed from that decision.
- d. Bring back to Governance Committee meeting for additional vetting before going to the Board.

Moved by Mayor Robertson, **Seconded by** Reeve Oel, accepted by Chair.

Motion: That the Governance Committee provide input to craft the next version of the document to share for input with the CAOs.

Motion carried unanimously.

Closed Session

The Committee moved into a closed Session @ 9:22 AM

The Committee returned to public session @ 9:26 AM

Motion Arising:

Moved by Councillor Kinghorn, **Seconded by** Reeve Link, accepted by Chair.

Motion: That the Governance Committee direct Administration to draft a letter to the Minister of Municipal Affairs and circulate to the Committee for final comments, with the intent to send out no later than February 28, 2020.

Motion carried unanimously.

9. Next Meeting

Friday March 20 @ 8 AM, MRU Room EC2015

10. Adjourned at 9:32 AM.

CMRB Chair, Christopher Sheard

Agenda Item	4
Submitted to	Governance Committee
Purpose	Present to the Governance Committee for Recommendation
Subject	CMRB 2020 Q1 Actuals
Meeting Date	April 16, 2020
That the Governance Committee RECEIVE AND RECOMMEND for review by the Board the 2020 Q1 actuals	
<p>Background</p> <ul style="list-style-type: none"> The CMRB has been funded by the Government of Alberta through the Alberta Community Partnership grant program. 	
<p>Attachments</p> <ul style="list-style-type: none"> Q1 Actuals 	

1. Introduction

CMRB Administration has compiled the Q1 Actuals for review by the Governance Committee.

2. Recommendation

That the Governance Committee receive for information and recommend for review by the Board the 2019 Q1 Actuals.

	2020 Budget	2020 Q1 Budget	2020 Q1 Actuals	Q1 Variance
REVENUE				
GoA Grant	\$1,750,000.00	\$0.00	\$0.00	\$0.00
Interest on GIC	\$40,000.00	\$10,000.00	\$10,704.35	\$704.35
Withdrawal from Reserves	\$900,000.00	\$700,000.00	\$700,000.00	\$0.00
TOTAL Revenue	\$2,690,000.00	\$710,000.00	\$710,704.35	\$704.35
EXPENDITURES				
CAPITAL EXPENSES				
Computers & Hardware	\$6,000.00	\$1,500.00	\$0.00	\$1,500.00
Office Furniture	\$6,000.00	\$1,500.00	\$0.00	\$1,500.00
Phone/Internet Hardware	\$3,000.00	\$750.00	\$0.00	\$750.00
TOTAL CAPITAL EXPENSES	\$15,000.00	\$3,750.00	\$0.00	\$3,750.00
OPERATING EXPENSES				
STAFFING COSTS				
Salary	\$645,000.00	\$168,000.00	\$168,100.47	-\$100.47
Benefits	\$117,000.00	\$29,250.00	\$24,927.45	\$4,322.55
Board Chair	\$140,000.00	\$35,000.00	\$26,363.00	\$8,637.00
TOTAL STAFFING COSTS	\$902,000.00	\$232,250.00	\$219,390.92	\$12,859.08
OFFICE LEASE	\$80,000.00	\$20,000.00	\$19,639.65	\$360.35
OFFICE OPERATING COST				
General Operating Costs	\$36,000.00	\$9,000.00	\$15,398.37	-\$6,398.37
Professional Fees	\$30,000.00	\$18,000.00	\$16,041.25	\$1,958.75
TOTAL OFFICE OPERATION COSTS	\$66,000.00	\$27,000.00	\$31,439.62	-\$4,439.62
TRAVEL COSTS	\$45,000.00	\$11,250.00	\$4,009.80	\$7,240.20
MEETING COSTS				
Meeting Venue/Catering	\$55,000.00	\$13,750.00	\$4,841.79	\$8,908.21
Per Diem	\$75,000.00	\$18,750.00	\$0.00	\$18,750.00
TOTAL MEETING COSTS	\$130,000.00	\$32,500.00	\$4,841.79	\$27,658.21
CONSULTANT COSTS				
Growth/ Servicing Plan	\$1,200,000.00	\$300,000.00	\$117,579.59	\$182,420.41
REF Consultants	\$144,000.00	\$36,000.00	\$12,089.64	\$23,910.36
TOTAL CONSULTANT COSTS	\$1,344,000.00	\$336,000.00	\$129,669.23	\$206,330.77
CONTINGENCY	\$108,000.00	\$27,000.00	\$0.00	\$27,000.00
TOTAL EXPENDITURE	\$2,690,000.00	\$689,750.00	\$408,991.01	\$280,758.99

Notes

1. Interest accrual higher than budgeted for Q1. This is anticipated to decrease markedly for the rest of the year.
2. Salary budget is front-loaded for the year because of how CPP and EI is paid
3. General operating costs overbudget for Q1 due to unbudgeted training expense
4. Professional fees budget is front-loaded for the year due to audit payment

Agenda Item 4 Attachment

Agenda Item	5
Submitted to	Governance Committee
Purpose	For Recommendation
Subject	CMRB Signing Authority
Meeting Date	April 16, 2020
That the Governance Committee RECOMMEND FOR APPROVAL the attached Signing Authority Policy to the BOARD.	
<p>Background</p> <ul style="list-style-type: none"> • The CMRB Regulation grants the Board the authority to create internal governance policies and processes. • At its inaugural meeting on March 22, 2018, the Board approved a signing policy which requires review. • The policy was updated in October 2020. • In light of challenges posed by current COVID-19 pandemic, changes to the policy are proposed to assist functioning of the CMRB. 	
<p>Attachments</p> <ul style="list-style-type: none"> • Draft proposed policy and G-01 Policy Updated Oct 2019 	

Introduction

In order to function effectively the Board was required to grant signing authority to specific officers. The updated policy removes the requirement to review the policy within a specific time frame, the requirement to review the policy rests solely at the discretion of the Board.

Proposed Changes

The below changes are proposed:

Policy Standard 1 – Grants signing authority to the Vice-Chair of the Board.

Policy Standard 2 – Changes 'signed' to 'approved.'

Policy Standard 3 - Changes 'signed' to 'approved.'

Changes 'cheque' to 'payment.'

Policy Standard 5 – Grants signing authority to the Vice-Chair of the Board.

Policy Standard 6 – Grants signing authority to the Vice-Chair of the Board.

Policy Standard 7 – Adds a standard in the event of payment to the Vice-Chair of the Board.

Recommendation

That the Governance Committee approve and recommend for approval by the Board the proposed policy.

Proposed Governance Policy G-01 Signing Authority

Policy Statement

To allow the Calgary Metropolitan Region Board (CMRB) statutory corporation to function effectively, the Board is required to grant signing authority to Board officials.

Policy Standards

1. The Board grants signing authority to the Chair of the Board, the Vice-Chair of the Board, and the Chief Officer of the Board.
2. Any payment valued at less than \$10,000 may be approved by one of the approved signing authorities.
3. Any payment greater than \$10,000 must be approved by both the Chair and the Chief Officer.
4. All other legal documents may be signed by one of the designated signing authorities.
5. Any cheque payable to the Chief Officer must be signed by the Chair or the Vice-Chair.
6. Any cheque payable to the Chair must be signed by the Chief Officer or the Vice-Chair.
7. Any cheque payable to the Vice - Chair must be signed by the Chief Officer or the Chair.

Review

The policy will be reviewed at the discretion of the Board.

Effective Date

The policy comes into effect upon passage by the Board and signing by the Board Chair.

Chris Sheard
Chair

Date

Updated Governance Policy G-01 Signing Authority

Policy Statement

To allow the Calgary Metropolitan Region Board (CMRB) statutory corporation to function effectively, the Board is required to grant signing authority to Board officials.

Policy Standards

1. The Board grants signing authority to the Chair of the Board, the Vice Chair of the Board and the Chief Officer of the Board.
2. Any cheque less than \$10,000 may be signed by one of the approved signing authorities.
3. Any cheque greater than \$10,000 must be signed by two of the approved signing authorities.
4. All other legal documents may be signed by one of the designated signing authorities.
5. Any cheque payable to the Chief Officer must be signed by the Chair, and in the absence of the Chair, the Vice Chair.
6. Any cheque payable to the Chair must be signed by the Chief Officer.
7. All cheques may be reviewed quarterly by the Chair and the Vice Chair.

Review

The policy will be reviewed at the discretion of the Board.

Effective Date

The policy comes into effect upon passage by the Board and signing by the Board Chair.



Chris Sheard
Chair

October 24, 2019
Date

Agenda Item	6
Submitted to	Governance
Purpose	For Decision
Subject	CMRB Conflict of Interest Policy
Meeting Date	April 16, 2020
<p>Motion that the Governance Committee amend the Outside Activities section of the Conflict of Interest Policy as per the included language and recommend this amended Outside Activities language to the Board for approval.</p>	
<p>Background</p> <ul style="list-style-type: none"> • A clear conflict of interest policy helps Board members and staff make appropriate decisions when faced with ethical considerations. A policy cannot cover all eventualities, but the spirit of the policy should guide the actions of all Board members and staff. • Having a clear policy will help guide decisions of CMRB staff, consultants and contractors. • At the October 18, 2019 meeting of the Governance Committee it was requested that the Conflict of Interest Policy be updated to give more clarity in the Business Interests section. Specifically, the Committee requested the policy be amended to include 'pecuniary interest' as defined by the <i>Municipal Government Act</i>. • The Governance Committee reviewed the Procedure on January 30, 2020 and recommended it for approval by the Board. • At the February 21, 2020, meeting the Board approved the Policy and requested that the Governance Committee: <ul style="list-style-type: none"> ○ Review the Outside Activities portion of the policy and come back to the Board with recommendations. 	
<p>Attachments</p> <ul style="list-style-type: none"> • Updated Conflict of Interest Policy (included for context but only the Outside Activities portion is being discussed as part of this agenda item). 	

1. Introduction

A clear, concise conflict of interest policy guides CMRB staff, consultants, contractors and Board members in the use and dissemination of sensitive information. As the Board matures as an organization, policies will be evergreened to reflect best practices and provide more clarity.

2. Background

The original Conflict of Interest Policy was passed by the Board in June, 2018. At the direction of the Governance Committee this policy has been updated to include 'pecuniary interest' as defined by the *Municipal Government Act*.

The Governance Committee reviewed the Policy on January 30, 2020, requested the below changes, and are recommending the attached version.

- Clarity on the term “members” to clarify where that also applies to staff and contractors.
- Include reference that ties the receipt of a gift to the GOA policy as it exists from time to time.
 - Upon review of the GoA gift policy for elected officials, it was determined that is a much broader policy than was contemplated during the discussion with the Governance Committee. It was noted by a Board member that each Board, Committee and sub-committee member is already governed by their municipality’s policy and that this could be adopted by the Board for greater clarity.
 - For staff, the policy has remained the same as in the original policy. This reflects language contained in Code of Conduct and Ethics for the Public Service of Alberta.
- The Board reviewed the Policy at the February 21, 2020, meeting and requested that the Governance Committee:
 - Review the Outside Activities portion of the policy and come back to the Board with recommendations.

3. Discussion

Outside Activities

Members, Staff and contractors must avoid participating in outside activities that conflict with the interests and work of the CMRB. Members will discuss any potential conflicts with the CMRB Chair and/or the Chief Officer.

The Outside Activities portion of the policy is a common provision in other examples of this type of policy. The original intent was to cover situations where a Member or Staff may have outside interests which conflict with the work of the CMRB. A potential example of a conflict could be if a Member or Staff is involved with an organization whose mandate impacts, or is impacted by the CMRB, in a non-complimentary way.

The intent of inclusion of this section was to ensure that any other activities a Board member undertakes outside of their duties as a municipal councillor or a Member of the CMRB would be covered in case of a conflict of interest.

The CMRB is a unique organization. The mandate and regulation governing the organization was developed by the Government of Alberta, in consultation with the ten member municipalities.

However, participation by the member municipalities in the organization is not voluntary, as per the *Calgary Metropolitan Region Board Regulation*. This creates a unique dynamic where a member municipality, represented at the Board by an elected member of council, is mandated to participate in the organization.

The intent of the inclusion was never to limit Members from discharging their responsibilities to their municipalities, whether or not this is agreeable to other Members.

There are two potential paths forward to eliminate the difference of interpretation of this section of the policy.

1. Eliminate this section – The updated policy contains provisions more clearly addressing the issue of pecuniary interest of a Member and contains a section addressing Volunteer Activity.
2. Amend this section – include additional language to make it clear that this section of the policy is not intended to interfere with the work a Member undertakes as part of their duties as an elected official of a member municipality. The updated section (amended portion highlighted) would read:

Outside Activities

Members, Staff and contractors must avoid participating in outside activities that conflict with the interests and work of the CMRB. Members, Staff and contractors will discuss any potential conflicts with the CMRB Chair and/or the Chief Officer.

This policy is not intended to impact the ability of Members to discharge their duties as officials elected to represent their municipalities.

4. Recommendation

CMRB Administration recommends that the Governance Committee amend the Outside Activities section of the Conflict of Interest Policy as per the included language and recommend this amended Outside Activities language to the Board for approval.

5. Policy

Policy Brief and Purpose

The Conflict of Interest policy is intended to help CMRB Board, Committee and sub-Committee Members (Members), CMRB Staff (Staff) and contractors make appropriate decisions when the issues they face involve ethical considerations. The policy cannot cover all scenarios but provides guidance in support of day-to-day decisions.

Scope

This policy affects all CMRB Members, Staff, and contractors.

Policy

Members, Staff and contractors must not use their status or position with the CMRB to influence or gain a benefit or advantage for themselves or others outside of the CMRB's mandate.

Members, Staff and contractors must take reasonable steps to avoid situations where they may be placed in a real or apparent conflict between their private interests and the interests of the CMRB. In other words, actions or decisions that members, Staff or contractors take on behalf of the CMRB must not provide them with an opportunity to further their pecuniary interests.

Gifts and Gratuities

Members are bound by the gift and gratuity policy of the municipal council to which they are elected.

Staff must not accept or receive gifts and gratuities other than the normal exchange of gifts between friends or business colleagues, tokens exchanged as part of protocol or the normal presentation of gifts to people participating in public functions.

Outside Activities

Members, Staff and contractors must avoid participating in outside activities that conflict with the interests and work of the CMRB. Members, Staff and contractors will discuss any potential conflicts with the CMRB Chair and/or the Chief Officer.

Pecuniary Interests

If Members or Staff have a pecuniary interest, as defined in the *Municipal Government Act*, in a matter before the Board or any of its Committees, that Member or Staff must follow the CMRB Pecuniary Conflict of Interest Procedure.

Volunteer Activity

If Members, Staff or contractors are involved in volunteer work, the activity must not influence or conflict with decisions relating to the CMRB outside of providing potential insights in support of meeting the CMRB's mandate.

Pre-Separation

Members and Staff considering a new offer of appointment or employment must be aware of and manage any potential conflicts of interest between their current position and their future circumstance and must remove themselves from any decisions affecting their new appointment or employment.

Post-Separation

Once members and staff have left the CMRB, they must not disclose confidential information that they became aware of during their time with the CMRB and must not use their contacts with their former colleagues to gain an unfair advantage for their current circumstance.

Sanctions for Members found Contravening the Policy

The Board (excluding the Member(s) who is subject of the complaint) will determine by simple majority what sanctions (if any) will be imposed, during a closed session of the Board.

The Chair will recommend to the Board the application of sanctions which may include:

- a. no sanctions be imposed
- b. letter of reprimand addressed to the Board or Committee Member,
- c. requesting the Board or Committee member issue a letter of apology,
- d. a letter of reprimand addressed to the Municipal Council and CAO of the municipality which the Board or Committee Member is representing,
- e. publication of a letter of reprimand addressed to the Board or Committee member,
- f. a letter to the Municipal Council and CAO of the municipality which the Board or Committee member is representing requesting that a new representative to CMRB be appointed, or
- g. other appropriate sanctions as determined by the Board.

The Board will decide through a simple majority which sanctions, if any, to impose on a Member.

Agenda Item	7
Submitted to	Governance Committee
Purpose	For Discussion
Subject	Performance Evaluation for Chair & CO
Meeting Date	March 20, 2020
The Governance Committee recommend for approval by the Board the proposed performance evaluation process for the Chair and Chief Officer.	
<p>Background</p> <ul style="list-style-type: none"> • At the December 13, 2019 meeting the Board directed the Governance Committee to develop a performance evaluation process for the Chair and Chief Officer. • A draft performance evaluation process for both was brought to the February 21 Governance Committee meeting for feedback. 	
<p>Attachments</p> <ul style="list-style-type: none"> ○ Draft Performance Review Process 	

1. Introduction

At the December 13, 2019 meeting the Board directed the Governance Committee to develop a performance evaluation for the Chair and Chief Officer.

The CMRB is still a relatively new organization and, as directed by the Governance Committee, Administration is developing policies and processes as the need arises. The Board has requested the Governance Committee develop a Performance Evaluation Process for the Independent Chair and for the Chief Officer.

The Canadian Association of Municipal Administrators (CAMA) provides multiple resources including the CAO Performance Evaluation Toolkit. This toolkit has provided the basis for the proposed evaluation process. For ease of use, the review process for both the Independent Chair and the Chief Officer are very similar. It was determined that Conroy Ross's Evaluation Cycle is the best template to use for performance evaluation for both individuals.

2. Recommendation

Motion that the Governance Committee recommend for approval by the Board the proposed performance evaluation for the Chair and Chief Officer.

Draft Performance Review Process

Purpose

A formalized review process for both the Independent Board Chair and the Chief Officer will provide Board members the opportunity to:

- provide feedback on how the Independent Board Chair and the Chief Officer are performing in their roles, and
- offer constructive criticism on ways the Independent Board Chair and the Chief Officer can further support the Board in meeting its organizational goals.

It should be noted that this process is not the only method to offer feedback. Board, Committee and Sub-Committee members are encouraged to reach out to the Independent Board Chair or the Chief Officer to provide constructive performance feedback as necessary.

Independent Board Chair Performance Review Process



Figure 1: Steps in the Independent Board Chair Performance Review Process

Step 1. The Independent Board Chair will set goals and strategic targets on an annual basis that support the Board in achieving its organizational mandate. These goals and targets will be submitted to the Board for its approval during Q1 of the fiscal year.

Step 2. The Board will discuss and approve the goals during Q1 of the fiscal year.

Step 3. In the event that the term of the Independent Board Chair's contract finishes in Q4 of the fiscal year, the Board will decide on renewal of the Independent Board Chair's contract in Q3 of the fiscal year.

Step 4. A report will be provided by the Independent Board Chair to the Vice-Chair of the Board outlining the goals and targets achieved during the fiscal year. These will be submitted to the Vice-Chair two (2) months before fiscal year end.

Step 5. The Vice-Chair of the Board will lead a 360 feedback review of the Independent Board Chair's performance. Feedback will be collected through surveys and interviews with Board Members, the Chief Officer, and any other stakeholders as mutually agreed to between the Vice-Chair of the Board and Independent Board Chair.

Step 6. 360 feedback will be consolidated and reported to the Board. The Board will discuss and agree to performance recommendations which will be communicated to the Independent Chair by the Vice-Chair. This process should occur early in Q1 of the fiscal year such that the 360 feedback recommendations can inform the Independent Chair's goal setting as described in Step 1.

Chief Officer Performance Review Process



Figure 2: Steps in the Chief Officer Performance Review Process

Step 1. The Chief Officer, in discussion with the Board Chair, will set goals and strategic targets on an annual basis that support the Board in achieving its organizational mandate. These goals and targets will be submitted to the Board for its approval during Q1 of the fiscal year.

Step 2. The Board will discuss and approve the goals during Q1 of the fiscal year.

Step 3. A report will be provided by the Chief Officer to the Independent Board Chair outlining the goals achieved during the fiscal year. These will be submitted to the Vice-Chair two (2) months before fiscal year end.

Step 4. The Independent Board Chair will lead a 360 feedback review of the Chief Officer's performance. Feedback will be collected through surveys and interviews with Board Members, CMRB Administration, and any other stakeholders as mutually agreed to between the Independent Board Chair and the Chief Officer.

Step 5. 360 Feedback will be consolidated and reported to the Board. The Board will discuss and agree to performance recommendations which will be communicated to the Chief Officer by the Independent Board Chair. This should occur early in Q1 of the fiscal year such that the 360 feedback recommendations can inform the Chief Officers' goal setting as described in Step 1.

Agenda Item	8
Submitted to	Governance Committee
Purpose	For Review
Subject	Terms of Reference
Meeting Date	February 21, 2020
Motion that the Governance Committee direct Administration to make changes to the Terms of Reference Template.	
<p>Background</p> <ul style="list-style-type: none"> • At the December 13, 2019 meeting the Board directed the Governance Committee to review Terms of Reference for all committees • Updated Terms of Reference for the Governance Committee were approved by the Board at the November 22, 2019 meeting. 	
<p>Attachments –</p> <p>Template for Terms of Reference</p>	

1. Introduction

At the December 13, 2019 meeting the Board directed the Governance Committee to review the Terms of Reference (TOR) for all committees.

2. Background

The CMRB is still a relatively young organization and, as such, is still discovering which organizational structure best suits its needs. The review of the TOR for all of the Committees provides an opportunity to determine if the existing TOR for the committees meet the current needs of the Board.

The attached template for Committee Terms of Reference provides standardization to all Committee Terms of Reference. Once the Governance Committee provides feedback on the template, standardized Terms of Reference will be circulated to member municipality administrations for feedback before being brought back to the Committee for approval.

3. Key Questions

- Should Committees have a requirement for quorum?
- Should the voting structure of Committees remain a simple majority?
- Should the answers to the two previous questions be the same for all Committees or should it vary?

4. Recommendation

Motion that the Governance Committee direct Administration to make changes to the Terms of Reference Template.

Committee Terms of Reference Template

Authority

A summary describing:

- A. the authority which is vested in the Committee,
- B. whether the Committee is temporary or permanent.
 - i. if temporary, the time limits under which the Committee operates.

Purpose

A brief description of the high level purpose of the Committee.

Responsibilities of the Committee

Provide details of the scope of work for the Committee. For some Committees this section will be relatively brief, for others it will be quite detailed.

Resources of the Committee

Provide detail to the support given to the Committee from the CMRB Administration.

Committee Membership

Provide details on the size of the Committee

Governance

Provide details on the governance of the Committee including such things as quorum and voting structure.