

Calgary Metropolitan Region Board
Governance Committee Meeting Agenda

July 2, 2020 – 1:30 PM

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
<i>To adopt and/or revise the Agenda</i> | All |
| 3. Approval of Minutes (Attachment)
<i>For Decision:</i> Motion that the Committee approve the Minutes of April 16, 2020 | All |
| 4. Policy for Members to Bring Agenda Items (Attachment)
<i>For Decision:</i> That the Committee recommend for approval by the Board the proposed Amended Procedural Policy on Motions | Copping |
| 5. Policy on Email Votes (Attachment)
<i>For Decision:</i> That the Committee recommend for approval by the Board the proposed Amended Procedural Policy on Motions | Copping |
| 6. Board Chair Recruitment Subcommittee (Attachment)
<i>For Decision:</i> That the Committee create a Board Chair Recruitment Subcommittee

<i>For Decision:</i> That the Committee authorize the Chief Officer to retain the services of an executive search firm | Copping |
| 7. Appeal/Reconsideration Mechanism
<i>For Decision:</i> That the Governance Committee recommend for approval by the Board a two path Appeal Mechanism | Copping |
| 8. Schedule Next Meeting | Sheard |
| 8. 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	Sept 3 @ 9:30 AM	Go-To Meeting
Board Meeting	July 17 @ 9:30 AM	Go-To Meeting
Advocacy Committee	TBD	

Minutes of the meeting of
the Governance Committee of the
Calgary Metropolitan Region Board held by
GoToMeeting on Thursday April 16, 2020

Delegates in Attendance:

Mayor Peter Brown – City of Airdrie
Councillor George Chahal – City of Calgary
Mayor Marshall Chalmers – City of Chestermere
Councillor Larry Spilak – Foothills County
Mayor Bill Robertson – Town of Okotoks
Councillor Jerry Gautreau – Rocky View County
Councillor Jamie Kinghorn – Town of High River
Councillor Glenn Koester – Wheatland County

CMRB Administration:

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

1. Call to Order

Called to order at 9:38 AM.

2. Adoption of Agenda

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

Motion: That the Committee approve the agenda of the meeting, adding 6.1 Process for Adding Agenda Items.

Motion carried unanimously.

3. Approval of Minutes

Moved by Mayor Chalmers, **Seconded by** Councillor Chahal, accepted by Chair.

Motion: That the Committee approve the Minutes of the February 21, 2020 meeting.

Motion carried unanimously.

4. Q1 Actuals

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

Motion: That the Committee receive and recommend for review by the Board the Q1 Actuals.

Motion carried unanimously.

5. Signing Authority Policy Amendment

Members reviewed the amended Signing Authority Policy and recommended changes for CMRB Administration to implement and recirculate for an email vote and, if approved, be placed on the next Board agenda for approval.

6. Conflict of Interest Policy

CMRB Administration took feedback from the Committee to:

- o Identify and circulate by email the section of the Regulation that describes Directors' duties at the Board table, and to provide clarification on Board members' fiduciary duty when discussing CMRB issues in public.
- o Explore whether CMRB policies should be submitted to the Minister of Municipal Affairs for approval to ensure they are in alignment with the Regulation.

Moved by Councillor Kinghorn, **Seconded by** Mayor Robertson, accepted by Chair.

Motion: That the Committee amend the Outside Activities section of the Conflict of Interest Policy as per the included language and recommend the amended Outside Activities language to the Board for approval.

Motion carried unanimously.

6.1 Process for Adding Agenda Items

The City of Airdrie asked for a discussion on the procedure for allowing walked-on last minute additions to agendas that are new subject material. They highlighted concerns around the lack of time to research significant motions coming forward that committee members and their administration have not had time to consider. Options suggested were tabling an item to the next meeting or bringing forward a notice of motion for consideration at an upcoming meeting. Chair Sheard noted that members have the option to bring forward an item to CMRB Administration for addition to the agenda package prior to the one week in advance deadline. Direction was given to Administration to create a proposed process to bring to the next Governance Committee meeting.

7. Performance Evaluation Process for Chair & CO

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

Motion: That the Committee recommend for approval to the Board the Performance Evaluation Process for the Chair and Chief Officer.

Motion carried unanimously.

8. Committee Terms of Reference

The Committee provided feedback to CMRB Administration to create a template for Committee Terms of Reference, including a quorum requirement, simple majority voting and remote participation.

9. Appeal/Dispute Resolution Mechanism

Jordan Copping advised that he had the opportunity to have preliminary discussions with representatives from the Municipal Government Board and Municipal Affairs and they are effectively open to the possibility of having appeals from CMRB be heard at the Municipal Government Board level. This item will come back to the next meeting with a further update.

Moved by Mayor Chalmers, **Seconded by** Councillor Kinghorn, accepted by Chair.

Motion: That the Governance Committee receive an update on the development of this mechanism.

Motion carried unanimously.

Closed Session

The Committee moved into a closed Session @ 11:16 AM.

Mayor Robertson left the meeting @ 11:40 AM

The Committee returned to public session @ 11:54 PM

10. Chair & Chief Officer Goals for 2020

Motion Arising:

Moved by Councillor Spilak, **Seconded by** Councillor Gautreau, accepted by Chair.

Motion: That the Governance Committee approve the Chair and Chief Officer Goals for 2020.

Motion carried unanimously.

11. Next Meeting: Friday May 14 @ 9:30 AM, via GoToMeeting

12. Adjourned at 11:58.

CMRB Chair, Christopher Sheard

Agenda Item	4
Submitted to	Governance Committee
Purpose	For Decision
Subject	Introduction of a Motion concerning a subject matter not on an Agenda
Meeting Date	July 2, 2019
That the Governance Committee RECOMMEND FOR APPROVAL BY THE BOARD the proposed amended Procedural Policy on Motions.	
<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 the June 21, 2019 Board meeting the following Motion was passed. <i>That the Calgary Metropolitan Region Board consider a policy on the issue of reintroduction of previously defeated motions.</i> • In October 2019, the Board passed a Procedural Policy on Motions. • At the April 16, 2020 meeting of the Governance Committee, it was requested that Administration bring forward a policy which would address the ability of members to bring forward motions concerning a subject matter not on an Agenda. 	
<p>Attachments</p> <ul style="list-style-type: none"> • Proposed amended policy 	

Introduction

At the April 16, 2020 meeting of the Governance Committee, it was requested that Administration bring forward a policy which would address the ability of members to bring forward motions concerning a subject matter not on an Agenda. This concern arose in response to members bringing forward motions with little or no advance warning. This left other members with little or no time to examine the motion and understand the implications of the motion.

Administration decided to amend the existing Procedural Policy on Motions rather than draft a unique policy.

Recommendation

That the Governance Committee RECOMMEND FOR APPROVAL BY THE BOARD the amended Procedural Policy on Motions.

Procedural Policy

Policy Purpose

The Procedural Policy is intended to provide guidance on the procedure to be followed during Board and Committee meetings.

Scope

This policy applies to all Board and Committee meetings but does not apply to subcommittees of the Board nor does it apply to IREF Applications.

Policy

1. Defeated Motions

In the event a motion is defeated by the Board or Committee, the question shall not be introduced for a period of six (6) months, except with the unanimous consent of all members.

During a Board or Committee meeting a member may allow a motion to be brought back to the table sooner than six months, if agreed upon by a vote of the Board or Committee.

Any circumstance arising not covered by this Policy, the Chair shall have consideration for Roberts Rules of Order.

The Board or Committee shall not reconsider any motion more than once, following which the question shall not be introduced for a period of six (6) months, except with the unanimous consent of all members.

2. Introduction of a Motion concerning a subject matter not on an Agenda

In the event that a member would like to introduce a motion concerning a subject matter not on an Agenda the member must circulate the wording of the motion, along with any supporting documentation, to CMRB Administration at least seven (7) days in advance of the start of the meeting.

Any proposed motion concerning a subject matter not on an Agenda received after this cut off would not be placed on the Agenda for the upcoming meeting but would be placed on the Agenda for the following meeting.

In the event a member would like to introduce a motion concerning a subject matter not on an Agenda without giving seven days notice the member must receive 2/3 of support of the Board or Committee of the Board in order to add the subject matter to the Agenda.

Agenda Item	5
Submitted to	Governance Committee
Purpose	For Decision
Subject	Conducting Board and Committee Votes via Email
Meeting Date	July 2, 2019
That the Governance Committee RECOMMEND FOR APPROVAL BY THE BOARD the proposed Amended Procedural Policy on Motions	
<p>Background</p> <ul style="list-style-type: none"> • The CMRB Regulation grants the Board the authority to create internal governance policies and processes. • The advent of the COVID 19 pandemic has changed the way business has been conducted from holding meetings virtually to changing our approval processes. • In 2020 there have been three instances where the Board was asked to vote on an item via email. In one of those instances all Board members voted to approve the motion, in the other two CMRB Administration did not receive enough votes from members to approve the motion. • As there was no official policy regarding email votes on motions, the motions had to come to the next Board meeting for approval. • In order to address these concerns, this is a draft policy to conduct Board and Committee votes via Email. 	
<p>Attachments</p> <ul style="list-style-type: none"> • Proposed amended policy 	

Introduction

In order to ensure the efficient operations of the Board the proposed policy will codify how email votes by the Board and Committees of the Board will be conducted.

Recommendation

That the Governance Committee RECOMMEND FOR APPROVAL BY THE BOARD the amended Procedural Policy on Motions.

Agenda Item 5

Procedural Policy on Motions

Policy Purpose

The Procedural Policy is intended to provide guidance on the procedure to be followed during Board and Committee meetings.

Scope

This policy applies to all Board and Committee meetings but does not apply to subcommittees of the Board nor does it apply to IREF Applications.

Policy

1. Defeated Motions

In the event a motion is defeated by the Board or Committee, the question shall not be introduced for a period of six (6) months, except with the unanimous consent of all members.

During a Board or Committee meeting a member may allow a motion to be brought back to the table sooner than six months, if agreed upon by a vote of the Board or Committee.

Any circumstance arising not covered by this Policy, the Chair shall have consideration for Roberts Rules of Order.

The Board or Committee shall not reconsider any motion more than once, following which the question shall not be introduced for a period of six (6) months, except with the unanimous consent of all members.

(Section 2 is the subject of an earlier agenda item and has yet to be approved.)

2. Introduction of a Motion concerning a subject matter not on an Agenda

In the event that a member would like to introduce a motion concerning a subject matter not on an Agenda the member must circulate the wording of the motion, along with any supporting documentation, to CMRB Administration at least seven (7) days in advance of the start of the meeting.

Any proposed motion concerning a subject matter not on an Agenda received after this cut off would not be placed on the Agenda for the upcoming meeting but would be placed on the Agenda for the following meeting.

In the event a member would like to introduce a motion concerning a subject matter not on an Agenda without giving seven (7) days notice the member must receive 2/3 of support of the Board or Committee of the Board in order to add the subject matter to the Agenda.

3. Conducting Board and Committee votes via Email

In the event the Board, a Committee of the Board or CMRB Administration determines that it is in the best interests of the CMRB to conduct a vote via email the following procedures shall be followed.

(a) Vote by the Board

- i. In the event it is deemed appropriate for the Board to vote on an item via email CMRB Administration will identify a deadline (date and time) by which members must respond. This deadline will be no shorter than five (5) full working days from when the vote is circulated via email unless otherwise directed by the Board.
- ii. The email shall contain the background information and motion wording for members to make an informed decision.
- iii. CMRB Administration will send a reminder email to Board members 24 hours in advance of the deadline.
- iv. The voting structure will be the same as outlined in Section 5 of the Calgary Metropolitan Region Board Regulation.
 - 5 (1) Subject to section 708.03(2) of the Act and section 4(4) and (6) of this Regulation, each representative has one vote.
 - (2) If a decision of the Board is to be made by a vote, the decision must be supported by not fewer than 2/3 of the representatives from participating municipalities that collectively have at least 2/3 of the population in the Calgary Metropolitan Region.
 - (3) Subject to section 2(5), if a representative is not present for a vote of the Board, or abstains from voting, the representative is deemed to have voted in the affirmative.
- v. Once the deadline for voting has passed, CMRB Administration will circulate the results of the vote to all Member Municipalities.
- vi. The results of the vote will be documented in minutes and reviewed for approval at the next Board meeting.

(b) Vote by a Committee of the Board

- i. In the event it is deemed appropriate for a Committee of the Board to vote on an item via email CMRB Administration will identify a deadline, date and time, by which members must respond. This deadline will be no shorter than five (5) full working days from when the vote is circulated via email.
- ii. The email shall contain the background information and motion wording for members to make an informed decision.

- iii. CMRB Administration will send a reminder email to Committee members 24 hours in advance of the deadline.
- iv. The voting structure will require a simple majority of Committee to approve the Motion. In the event the Committee has more than one representative per municipality each member municipality will have one (1) vote.
- v. Once the deadline for voting has passed, CMRB Administration will circulate the results of the vote to all Member Municipalities.
- vi. The results of the vote will be documented in minutes and reviewed for approval at the next Committee meeting.

Agenda Item	6
Submitted to	Governance Committee
Purpose	For Decision
Subject	Board Chair Recruitment Subcommittee
Meeting Date	July 2, 2020
<i>Motion that the Governance Committee create a Board Chair Recruitment Subcommittee</i>	
<p>Background</p> <ul style="list-style-type: none"> • At the December 13, 2019 meeting the Board directed the Governance Committee to create a recruitment process for a new Board Chair. • A proposed process was discussed by both the Governance Committee and the Board. Direction from the Board was to truncate the process. • It was previously anticipated the new Board Chair would need to be ready to assume their duties for January 1, 2021. 	
<p>Attachments</p> <ul style="list-style-type: none"> ○ None 	

1. Introduction

At the December 13, 2019, meeting the Board directed the Governance Committee to create a Board Chair Recruitment process.

2. Background

The original plan was for the Board Chair to transition out at the end of 2020, once the Growth and Servicing Plan was completed and submitted to the Minister. It was previously anticipated the new Board Chair would need to be ready to assume their duties for January 1, 2021.

3. Revised Board Chair Recruitment Process (for information)

- June 2020 - Create a Board Chair Recruitment Sub-committee as a sub-committee of the Board. The Chief Officer is available to provide support for the sub-committee.
- June 2020 – Board approval of updated Board Chair job description.
- June 2020 – CMRB Administration to retain recruitment services.
- September 2020 - Board Chair Recruitment Sub-Committee recommend to the Board the preferred candidate as well as an alternate candidate.
- September 2020 – Board approval of preferred and alternate candidates.
- September 2020 – Chief officer make offer to preferred candidate.
- November 2020 – Introduce incoming Board Chair.

4. Recommendation

Motion that the Governance Committee create a Board Chair Recruitment Subcommittee.

Agenda Item	7
Submitted to	Governance Committee
Purpose	For Decision
Subject	CMRB Appeal or Reconsideration Mechanism
Meeting Date	July 2, 2020
That the Governance Committee Recommend for APPROVAL by the Board a two path Appeal Mechanism.	
<p>Summary</p> <ul style="list-style-type: none"> • The <i>Municipal Government Act</i> (MGA) requires the CMRB to approve an appeal mechanism or dispute resolution mechanism by bylaw for the purposes of resolving disputes arising from actions taken or decisions made by the growth management board. • In response to a request of all ten municipalities by the Chair, Rocky View County submitted a proposal detailing potential mechanisms to be explored by the CMRB. • At its May 2018 meeting, the Governance Committee provided the following direction to CMRB Administration, <i>“Convene a workshop of member CAOs, providing them with resources needed -including legal if necessary, in order to make a recommendation to the Board regarding a dispute resolution mechanism or appeal process that will satisfy the requirements of the legislation and provide a workable mechanism for the Board in the future.”</i> • CAO workshops were held on July 11, September 11 and December 5, 2018. These meetings were productive and led to a consensus position among the CAOs that there is need to develop a dispute resolution mechanism. This mechanism would be used to mediate disagreements between municipalities in the event a challenge is filed against a recommendation of approval of an IREF application by CMRB Administration. • At the September 2019 Board meeting, the Governance Committee recommended Proposed Option 2 of the CMRB Dispute Resolution Mechanism for approval by the Board. • At the October 2019 meeting of the Board, this issue was referred back to the Governance Committee for further discussion. • At the February 21, 2020 meeting of the Governance Committee the following direction was given to Administration: <ul style="list-style-type: none"> ○ Eliminate option “Appeal to the Minister of Municipal Affairs” 	

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

1. Introduction

The MGA requires the creation of an appeal or dispute resolution mechanism. There are several dispute mechanisms which could be considered by the Board including, but not limited to: mediation, arbitration, mediation-arbitration, referral to an adjudicative body or referral to the courts.

However, Section 13 of the CMRB Regulation states:

(4) Subject to an appeal or dispute resolution mechanism established under section 708.23(1) of the *Act* or as otherwise provided in the Framework, a participating municipality has no right to a hearing before the Board in respect of its approval or rejection of a statutory plan.

(5) Subject to section 708.23(1) of the *Act*, a decision of the Board under this section is final and not subject to appeal.

(6) This section applies only to statutory plans to be adopted by a participating municipality after the establishment of the Framework.

It is important to note that the Regulation recognizes the supremacy of the Board in approving statutory plans which are reviewed under the Interim Region Evaluation Framework (IREF).

2. Background

The full text of the pertinent section of the MGA and of the CMRB Regulation are as below.

Municipal Government Act

708.23(1) A growth management board must at its inception establish by bylaw an appeal mechanism or dispute resolution mechanism, or both, for the purposes of resolving disputes arising from actions taken or decisions made by the growth management board.

(2) Section 708.08(2) and (3) apply to a bylaw made under this section as if the bylaw were made under that section

CMRB Regulation

Approval of statutory plan

- 13(1)** Statutory plans to be adopted by a participating municipality that meet the criteria set out in the Framework must be submitted to the Board for approval.
- (2)** In accordance with the Framework, the Board may approve or reject a statutory plan.
- (3)** A statutory plan referred to in subsection (1) has no effect unless it is approved by the Board under subsection (2).
- (4)** Subject to an appeal or dispute resolution mechanism established under section 708.23(1) of the *Act* or as otherwise provided in the Framework, a participating municipality has no right to a hearing before the Board in respect of its approval or rejection of a statutory plan.
- (5)** Subject to section 708.23(1) of the *Act*, a decision of the Board under this section is final and not subject to appeal.
- (6)** This section applies only to statutory plans to be adopted by a participating municipality after the establishment of the Framework.

3. Work to Date

At the request of the Governance Committee CMRB Administration convened three CAO workshops in an attempt to reach a consensus position on what type of appeal/dispute resolution mechanism would best suit the needs of the CMRB.

The three workshops were successful in framing the issue, exploring the need and applicability of such a mechanism, and determining in what circumstances an appeal mechanism would best serve the needs of the CMRB.

There was wide-ranging discussion at all three workshops, and consensus was reached that a mediation process should be implemented for IREF decisions where another municipality lodges a challenge against a recommendation of approval from the CMRB Administration (this will be discussed further below); however, there was no consensus reached on two critical issues:

1. Whether or not an appeal mechanism should remain internal to the Board or if there should be an external body to which a member can appeal.
 - There were three options discussed on this topic:
 - i. That an appeal should be made to an external body, such as the Municipal Governance Board.
 - ii. That an appeal should be made to the Minister of Municipal Affairs.
 - iii. That it should be a reconsideration process by the CMRB.
2. Whether the appeal mechanism should be available on decisions other than IREF decisions.

- While much of the discussion on this topic focussed on appeals relating to a denied IREF application, there were municipal representatives who wanted to explore the possibility that the appeal mechanism could have broader applicability.

Considering the lack of consensus among the ten members, the Chief Officer of the CMRB has put forward a two pronged methodology for consideration by the Committee.

4. Appeal vs. Reconsideration Process

The below chart identifies pros and cons of each potential process. CMRB Administration recommends that the second option, refer the matter to arbitration before a single arbitrator, be removed from consideration.

Mechanism	Pros	Cons
Appeal to the Municipal Government Board	External body – perception of independence	Cedes primacy of the CMRB on decisions in the Region
	Potential to access the expertise of individuals from outside the Region	Requires legislative change
		Timing no longer controlled by the Board – likely longer process
		Increased cost to municipalities
Refer the matter to arbitration before a single arbitrator in accordance with the <i>Alberta Arbitration Act</i>	External body – perception of independence	Cedes primacy of the CMRB on decisions in the Region
	Potential to access expertise of individuals from outside the Region	Increased cost to municipalities
	Requires no legislative changes	Timing no longer controlled by the Board – potentially longer process
Reconsideration process by the CMRB	Requires no legislative changes	Internal body – perception of bias
	Timing remains in control of the Board	No ability to access expertise of individuals from outside the Region
	Limited additional cost to municipalities	
	Cedes primacy of the CMRB on decisions in the Region	

In discussion with staff at the Municipal Government Board (MGB) it was determined that the MGB could create an appeal process to address appeals brought against decisions of a Growth Management Board by members of the GMB. This would require direction from the Minister to ask the MGB to undertake such work.

5. Applicability of the Appeal/Reconsideration Mechanism

The CMRB has been enabled to provide a number of coordinating functions to member municipalities in the Region. The Regulation provides significant latitude in the range of endeavours the Board can direct Administration to undertake as long as those endeavours are focused on benefiting the members of the Region. One key role of the Region is to develop the Growth and Servicing Plans, the policies necessary to implement these plans, and the Regional Evaluation Framework necessary to ensure member municipalities are meeting the agreed upon commitments made in Growth and Servicing Plans.

The Board has the authority to determine which Board decisions will be subject to an appeal/reconsideration mechanism.

Scope	Pros	Cons
Applicable solely to REF/IREF decisions	IREF decisions follow an agreed upon process, measured against mutually agreed upon criteria	Does not apply to all decisions of the Board
	IREF decisions give a clear approval/ refusal – clear what is being appealed	
	Recognizes the role of the Board	
Applicable to all decisions of the Board	Applies to all decisions of the Board	Other decisions of the Board are not measured against a mutually agreed upon criteria
		The Board has an existing procedural policy motion in place
		Creates potential to use appeal process to bog down the work of the Board

It is the opinion of CMRB Administration that limiting the scope of the appeal/reconsideration mechanism to REF/IREF decisions is the most appropriate use of this tool. This is because REF/IREF decisions:

- follow an agreed upon process,
- are subjected to third party evaluation, and

- are measured against a mutually agreed upon criteria.

Other decisions made by the Board are not made or measured in this way, therefore there is no basis to appeal/reconsider a decision.

6. Recommendation

In light of the variety of REF/IREF decisions which are made by the Board it is recommended that Board adopt two pathways to allow for members of the Board to contest a decision of the Board.

The Participating Municipality appealing the decision of the Board shall have the option of choosing either the reconsideration of a decision by the Board or choosing to appeal the decision to the MGB through a newly designed process specifically tailored to Growth Management Boards.

Chart 1 outlines the two potential pathways which could be selected by the Participating Municipality appealing the decision of the Board.

7. Next Steps

If the Committee agrees to refer the below processes to the Board for discussion the Chief Officer will begin further work to develop the processes more fully for greater understanding.

Chart 1 – Decision Flowchart

