

Calgary Metropolitan Region Board
Governance Committee Meeting Agenda

May 13, 2021 – 9:00 AM

Go-To Meeting

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

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|---|---------|-----------|
| 1. Call to Order & Opening Remarks | Clark | |
| 2. Adoption of Agenda
<i>For Decision:</i> Motion to adopt and/or revise the Agenda | All | |
| 3. Approval of Minutes (Attachment)
<i>For Decision:</i> Motion that the Committee approve the Minutes of April 8, 2021 meeting | All | 3 |
| 4. Q1 Actuals (Attachment)
<i>For Recommendation:</i> Motion that the Committee receive for information and recommend for review by the Board the 2021 Q1 Actuals | Copping | 7 |
| 5. Policy on Closed Sessions (Attachment)
<i>For Recommendation:</i> That the Committee recommend for approval to the Board the Policy on Closed Sessions. | Copping | 9 |
| 6. Meeting Protocols (Attachment)
<i>For Information:</i> Motion that the Committee receive for information the Board and Committee meeting protocols | Clark | 12 |
| 7. Board Chair Disclosure Update (Attachment)
<i>For Information:</i> Motion that the Committee receive for information a letter from Chair Clark updating his concurrent roles per the Board Conflict of Interest Policy | Clark | 13 |
| 8. Next Meeting: TBD | Clark | |
| 9. Adjournment | | |

Governance Committee Members:

Mayor Peter Brown (Airdrie)	Cllr Jamie Kinghorn (High River)
Cllr George Chahal (Calgary)	Mayor Bill Robertson (Okotoks)
Reeve Dan Henn (Rocky View)	Reeve Amber Link (Wheatland)
Reeve Suzanne Oel (Foothills)	
Mayor Jeff Genung (Cochrane)	
Mayor Marshall Chalmers (Chestermere) Vice Chair	

Greg Clark, Committee Chair

Upcoming Meetings:

Land Use & Servicing Committee & Indigenous Awareness Workshop	June 3 – 9:00 AM	GoTo Meeting
Board Meeting	Friday May 14 9:00 AM Friday May 21 9:00 AM Friday May 28 9:00 AM	GoTo Meeting
Governance Committee	TBD	GoTo Meeting
Advocacy Committee	TBD	GoTo Meeting

Minutes of the Meeting of the
Governance Committee
of the Calgary Metropolitan Region Board
on Thursday April 8, 2021 by Go-To Meeting

Delegates in Attendance:

Mayor Peter Brown – City of Airdrie
Councillor George Chahal – City of Calgary
Mayor Marshall Chalmers – City of Chestermere (Vice Chair)
Mayor Jeff Genung – Town of Cochrane
Reeve Suzanne Oel – Foothills County
Councillor Jamie Kinghorn – Town of High River
Mayor Bill Robertson – Town of Okotoks
Reeve Dan Henn – Rocky View County
Reeve Amber Link – Wheatland County
Deputy Reeve Scott Klassen – Wheatland County

CMRB Administration:

Greg Clark, Chair
Liisa Tipman, Project Manager–Land Use
Jaime Graves, Project Manager-Intermunicipal Servicing
JP Leclair, GIS Analyst
Shelley Armeneau, Office Manager

1. Call to Order

Chair Greg Clark called the meeting to order at 9:30 AM.

2. Approval of Agenda

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

Motion: That the Committee approve the agenda.

Motion carried unanimously.

3. Review Minutes

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

Motion: That the Committee approve the Minutes of the February 18, 2021 meeting.

Motion carried unanimously.

4. 2020 Draft Audited Financial Statements

Calvin Scott of Avail Chartered Accountants presented the draft audited financial statements to the Committee and noted the following:

- Bringing forward a clean opinion, with nothing of significance for the Committee to consider.

- No illegal acts or fraud
- No disagreements with management
- No difficulties encountered during the audit.

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

Motion: That the Committee recommend for approval to the Board the Audited Financial Statements.

Motion carried unanimously.

5. Appointment of Auditor

There was support from the Committee to engage Avail Chartered Accountants for another three years. Jordon will bring this item back to the Committee with an official proposal from Avail for recommendation to the Board. Chair Clark commented that in the future the Committee may want to consider a formal policy on appointment of auditors.

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

Motion: That the Committee receive for information the report from Administration on appointment of auditors.

Motion carried unanimously.

6. Draft Dispute Resolution and Appeal Bylaw

Committee members discussed the Bylaw and the following motions were made:

Motion Arising #1:

Moved by Reeve Henn, **Seconded by** Reeve Oel, accepted by Chair.

A friendly amendment to add "and Growth Plan" was accepted by the mover.

Motion: That the CMRB Administration be directed to add sub c) decisions that are contrary to CMRB administration recommendation which for the purposes of this bylaw shall mean REF and Growth Plan implementation decisions by the Board that were contrary to recommendations by CMRB administration to Section 3.1 of the draft bylaw.

Motion Fails.

Motion Arising #2:

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

Motion: That CMRB Administration amend the Bylaw as follows:

- In Section 4 Notice of Dispute, any reference to 5 days or less be referred to as business days.
- Change 8.4 to read: At the discretion of either the Appellant, ~~or the Respondents~~ either a written or an oral hearing may be requested from the land and property rights tribunal.

Motion carried unanimously.

Motion Arising #3:

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

Motion: That CMRB Administration strike the last sentence of 10.1 of the Bylaw, removing "Nothing in the foregoing shall be interpreted to derogate from a Complainant's ability to elect to proceed directly to an appeal hearing pursuant to Section 6.8(b) of this Bylaw."

Motion carried.

Motion Arising #4:

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

Motion: That in 8.1 of the Terms of Reference Quorum be defined as 100% or all 3 of the participating members of the Committee.

Motion carried unanimously.

Main Motion

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

Motion: That the Committee review and recommend approval to the Board of Directors the Dispute Resolution and Appeal Process Bylaw as amended, and the Dispute Resolution Committee Terms of Reference, as amended.

Motion carried.

7. Review Per Diem Policy

Members discussed whether changes should be made to the Per Diem Policy as a result of the shift to virtual meetings. There was agreement to leave the policy as is. Members will continue to be able to claim the per diem, but not mileage.

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

Motion: That the Committee receive for information Administration's report on the Per Diem Policy.

Motion carried unanimously.

Due to time constraints, items #8 Meeting Protocols and #9 Board Chair Disclosure Update will come forward to the next meeting.

8. Next Meeting: Thursday May 13 @ 9:00 AM.

9. Adjourned @ 12:05 PM.

CMRB Chair, Greg Clark

Agenda Item	4
Submitted to	Governance Committee
Purpose	Present to the Governance Committee for Recommendation
Subject	CMRB 2021 Q1 Actuals
Meeting Date	May 13, 2021
<i>That the Committee receive and recommend for review by the Board the 2021 Q1 actuals</i>	
<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 	

Introduction

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

Recommendation

That the Governance Committee receive for information and recommend for review by the Board the 2021 Q1 Actuals.

	2021 Budget	2021 Q1 Budget	2021 Q1 Actuals	Q1 Variance
REVENUE				
GoA Grant	\$1,500,000.00	\$0.00	\$0.00	\$0.00
Interest on GIC	\$0.00	\$0.00	\$0.00	\$0.00
Withdrawal from Reserves	\$650,000.00	\$0.00	\$0.00	\$0.00
TOTAL Revenue	\$2,150,000.00	\$0.00	\$0.00	\$0.00
EXPENDITURES				
<u>CAPITAL EXPENSES</u>				
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
<u>OPERATING EXPENSES</u>				
STAFFING COSTS				
Salary	\$655,000.00	\$169,000.00	\$168,383.58	\$616.42
Benefits	\$117,000.00	\$29,250.00	\$28,443.30	\$806.70
Board Chair	\$140,000.00	\$35,000.00	\$47,394.00	-\$12,394.00 ¹
TOTAL STAFFING COSTS	\$912,000.00	\$233,250.00	\$244,220.88	-\$10,970.88
OFFICE LEASE	\$87,000.00	\$21,750.00	\$18,398.67	\$3,351.33
OFFICE OPERATING COST				
General Operating Costs	\$36,000.00	\$9,000.00	\$6,036.71	\$2,963.29
Professional Fees	\$30,000.00	\$7,500.00	\$0.00	\$7,500.00
TOTAL OFFICE OPERATION COSTS	\$66,000.00	\$16,500.00	\$6,036.71	\$10,463.29
TRAVEL COSTS	\$35,000.00	\$8,750.00	\$0.00	\$8,750.00
MEETING COSTS				
Meeting Venue/Catering	\$55,000.00	\$13,750.00	\$0.00	\$13,750.00
Per Diem	\$55,000.00	\$13,750.00	\$3,000.00	\$10,750.00
TOTAL MEETING COSTS	\$110,000.00	\$27,500.00	\$3,000.00	\$24,500.00
CONSULTANT COSTS				
Growth/ Servicing Plan	\$250,000.00	\$62,500.00	\$0.00	\$62,500.00
Regional Initiatives	\$500,000.00	\$125,000.00	\$0.00	\$125,000.00
REF Consultants	\$100,000.00	\$25,000.00	\$0.00	\$25,000.00
TOTAL CONSULTANT COSTS	\$850,000.00	\$212,500.00	\$0.00	\$212,500.00
CONTINGENCY	\$75,000.00	\$18,750.00	\$0.00	\$18,750.00
TOTAL EXPENDITURE	\$2,150,000.00	\$542,750.00	\$271,656.26	\$271,093.74

Agenda Item 4i

Notes:

1 There were two Board Chairs for February and March.

Agenda Item	5
Submitted to	Governance Committee
Purpose	For Recommendation
Subject	Policy on Closed Sessions
Meeting Date	May 13, 2021
<i>That the Committee recommend for approval to the Board the Policy on Closed Sessions.</i>	
<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 CMRB must conduct all business in public unless the matter to be discussed meets the criteria for a closed session as defined in Sections 16 through 29 of the <i>Freedom of Information and Protection of Privacy (FOIP) Act</i>. • The CMRB currently does not have a policy on who may participate in closed session discussions. • This policy is intended to give greater clarity on this issue. 	
<p>Attachments</p> <ul style="list-style-type: none"> • Proposed Policy on Closed Sessions 	

1. Introduction

As the CMRB matures as an organization, further policies are required to give clarity on how the Board conducts business.

2. Recommendation

That the Committee recommend for approval to the Board the Policy on Closed Sessions.

Policy on Closed Sessions

Policy Purpose

This policy is intended to define when a closed session may be called, and who may participate in a closed session.

Scope

This policy applies to CMRB Board and Committee meetings.

Policy

1. The CMRB must conduct all business in public unless the matter to be discussed meets the criteria for a closed session as defined in Sections 16 through 29 of the *Freedom of Information and Protection of Privacy (FOIP) Act*.
2. Participants in a closed session shall include:
 - a. All CMRB Representatives, as defined in the *Calgary Metropolitan Board Regulation* Sections 2(2) through 2(6);
 - i. For clarity, this includes the chief elected representative of each participating municipality and each designate assigned to either the Board or one or more Committees.
 - b. The Chair of the Board, unless the Chair of the Board is the topic of discussion for the closed session, or the Representatives vote to exclude the chair using the voting procedure in Clause 4 of this policy;
 - c. In the absence of the Chair, the Vice Chair of the Board or Committee shall preside over the closed session.
3. Participants in a closed session may include:
 - a. The CMRB Chief Officer;
 - b. The designated representative of the Government of Alberta;
 - c. Additional CMRB staff;
 - d. Professional resources (eg. legal counsel, auditors, etc.);
 - e. Other individuals as requested by the CMRB Board or Committee.

Agenda Item 5

4. The voting structure in place for the Board or Committee shall be used to resolve any dispute about the participation of any persons listed in Clause 3 above.
 - a. For further clarity, this means the voting structure defined in Section 5 of the *Calgary Metropolitan Region Board Regulation* applies to Board meetings, and a simple majority applies to Committee meetings.

5. Only a single Representative of each participating municipality shall be allowed to speak in a closed session; any additional Representatives are permitted to attend as observers only.

Agenda Item	6
Submitted to	Governance Committee
Purpose	For Discussion
Subject	Meeting Protocols
Meeting Date	May 13, 2021
<i>Motion that the Committee receive for information the Board and Committee meeting protocols</i>	
<p>Background</p> <ul style="list-style-type: none"> As we move into the decision-making phase of the development of the Growth and Servicing Plans it will become increasingly important to ensure meetings are run efficiently, consistently, and equitably. All Board and Committee members have very busy schedules, which makes it all the more important that we also keep to time for Board and Committee meetings. The voting process imposed by the Regulation is also a consideration, as absent members are deemed to vote in the affirmative. Should one or more members leave a meeting that is running long this may have unintended consequences. The Chair is asking members of the Governance Committee to consider whether a formal policy is required that speaks to starting and in particular ending meetings on time, and if so, whether any incomplete agenda items are carried over to the next meeting or if the meeting is adjourned and continued at a later date. The Committee may also wish to consider including a provision that the meeting may carry on past the end time by either majority, 2/3 majority or unanimous agreement of the Board or Committee. The other alternative is to leave this up to the discretion of the Chair. That is a valid option and worked well in the Land Use and Servicing Committee meeting on April 1, 2021, but may create challenges should members differ on whether a meeting should end at its designated time or carry on to complete some or all of the agenda. 	

1. Recommendation

The Governance Committee receive for information the Board and Committee meeting protocols.

Agenda Item	7
Submitted to	Governance Committee
Purpose	For Information
Subject	Board Chair Disclosure Update
Meeting Date	May 13, 2021
<i>That the Committee receive for information a letter from Chair Clark updating his concurrent roles per the Board Conflict of Interest Policy.</i>	
<p>Background</p> <ul style="list-style-type: none"> • Chair Clark’s contract began on January 4, 2021 • Chair Clark submitted a letter to the Governance Committee in accordance with the Conflict of Interest Policy disclosing concurrent roles on February 8, 2021. • An additional letter is being brought forward to update Chair Clark’s disclosure of concurrent roles dated March 31, 2021. 	
<p>Attachments</p> <ul style="list-style-type: none"> • Letter from Chair Clark - March 31, 2021 	

Recommendation

That the Governance Committee receive for information a letter from Chair Clark updating his concurrent roles per the Board Conflict of Interest Policy.

March 31, 2021

Mayor Marshall Chalmers
Vice-Chair, Governance Committee
Calgary Metropolitan Region Board
105 Marina Rd
Chestermere, AB T1X 1V7

Via Email

Dear Mayor Chalmers,

In accordance with the CMRB Conflicts of Interest Policy I write to share an update with you and the Governance Committee to my concurrent roles. I have recently joined the Alberta Association of Former MLAs as a Director at Large. I affirm that this role does not create a conflict of interest or a conflict of commitment in my capacity as Chair of the Calgary Metropolitan Region Board.

Attached please find an updated disclosure list.

I would be happy to meet with the Committee or any individual Committee member at any time should you have questions.

Sincerely,



Greg Clark
Chair, CMRB

cc. CMRB Governance Committee:

Mayor Peter Brown
Councillor George Chahal
Mayor Jeff Genung
Reeve Suzanne Oel
Councillor Jaime Kinghorn
Mayor Bill Robertson
Reeve Daniel Henn
Reeve Amber Link

Agenda Item 7i Attachment

Greg Clark Concurrent Roles

1. **Board Chair**, Balancing Pool. The Balancing Pool manages certain assets, revenues and expenses arising from the transition to competition in Alberta's electricity industry.
2. **President**, IKM Solutions Inc. IKM Solutions is my personal holding company through which I undertake occasional management consulting contracts.
3. **Board Member**, cSPACE Projects. cSPACE is a not-for-profit arts incubator based in Calgary, AB.
4. **Minority Shareholder**, RA2 Inc. RA2 is a marketing, research and communications firm based in Calgary, AB.
5. **Minority Shareholder**, Collabware Inc. Collabware is a software developer focused on records management software based in Vancouver, BC.
6. **Director at Large**, Alberta Association of Former MLAs. The AAFMLA is a voluntary group of former members of Alberta's Legislative Assembly.