

Calgary Metropolitan Region Board
Governance Committee Meeting Agenda

December 16, 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 September 2, 2021 meeting | All | 3 |
| 4. Terms of Reference Overview (Attachment)
<i>For Information:</i> Motion that the Committee receive for information the Board approved Governance Committee Terms of Reference | Copping | 6 |
| 5. Vice Chair Selection (Attachment)
<i>For Information:</i> Motion that the Committee receive for information the Vice Chair Selection Process | Copping | 11 |
| 6. Q3 Actuals (Attachment)
<i>For Recommendation:</i> Motion that the Committee receive for information and recommend for review by the Board the 2021 Q3 Actuals | Copping | 12 |
| 7. Board Chair & Chief Officer Performance Review (Attachment)
<i>For Information:</i> Motion that the Committee receive for information an update on the Board Chair and Chief Officer Performance Review Process | Clark | 14 |

8. Motions – Receiving for Information (Attachment) Copping **19**
For Decision: *That the Committee direct Administration to investigate alternative procedures to the Committee making a, 'Motion to Receive for Information', as well as other procedural best practices, and bring back these procedures for discussion by the Committee and Recommendation to the Board.*
9. 2021 Audit & Annual Report (Verbal) Copping
For Information: *Motion that the Committee receive for information a verbal update on the 2021 Audit and Annual Report*
10. Next Meeting: TBD Clark
11. Adjournment

Governance Committee Members:

Mayor Peter Brown (Airdrie)
 Cllr Gian-Carlo Carra (Calgary)
 Mayor Jeff Colvin (Chestermere)
 Mayor Jeff Genung (Cochrane)
 Reeve Delilah Miller (Foothills)
 Cllr Kelly Killick-Smit (High River)
 Mayor Tanya Thorn (Okotoks)
 Councillor Kevin Hanson (Rocky View)
 Mayor Pat Fule (Strathmore)
 Reeve Amber Link (Wheatland)

Greg Clark, Committee Chair

Upcoming Meetings:

Board Meeting	Friday January 21 @ 9:30 AM Friday March 11 @ 9:30 AM	MRU/Hybrid MRU/Hybrid
Land Use & Servicing Committee	Thursday February 3 @ 9:00 AM	GoTo Meeting
Governance Committee	TBD	GoTo Meeting

Minutes of the Meeting of the
Governance Committee
of the Calgary Metropolitan Region Board
on Thursday September 2, 2021 by Go-To Meeting

Delegates in Attendance:

Mayor Peter Brown – City of Airdrie
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
Reeve Dan Henn – Rocky View County
Deputy Reeve Scott Klassen – Wheatland County

CMRB Administration:

Greg Clark, Chair
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 9:00 AM.

2. Approval of Agenda

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

Motion: That the Committee approve the agenda.

Motion carried unanimously.

3. Review Minutes

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

Motion: That the Committee approve the Minutes of the May 13, 2021 meeting.

Motion carried unanimously.

4. Q2 Actuals

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

Motion: That the Committee receive for information and recommend for review by the Board the 2021 Q2 Actuals.

Motion carried unanimously.

5. 2022 Budget

Committee members discussed the proposed budget, including more specifics on project costs. It was noted the projects listed are preliminary and will be subject

to the new Board's discretion as to what project work will be undertaken and how funds are allocated to those projects.

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

Motion that the Committee review and recommend approval to the Board the proposed CMRB 2022 Budget.

Motion carried unanimously.

6. Terms of Reference Update

Discussion on how advocacy issues are advanced and whether a separate committee is needed for these items was had. Jordon Copping noted that a Board member can add an advocacy item to the agenda one week prior to a meeting.

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

Motion that the Committee recommend for approval by the Board the draft Terms of Reference for the Governance Committee, and the Land Use and Servicing Committee.

Motion carried unanimously.

Motion Arising:

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

Motion that the Committee recommend to the Board that the Advocacy Committee be dissolved, and that CMRB Administration recommend options to the Board regarding how matters of advocacy be dealt with in the future.

Motion carried unanimously.

7. Appointment of Auditor

Following discussions on this item, a member requested that after the next three year cycle CMRB goes out to bid to select an auditor for transparency reasons.

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

Motion: That the Committee recommend for approval by the Board extension of the audit contract with AVAIL LLP Chartered Professional Accountants for three years, ending after audit 2023 is complete.

Motion carried unanimously.

The Committee thanked Mayor Chalmers for his work as Vice Chair.

8. Next Meeting: TBD
9. Adjourned @ 10:06 AM.

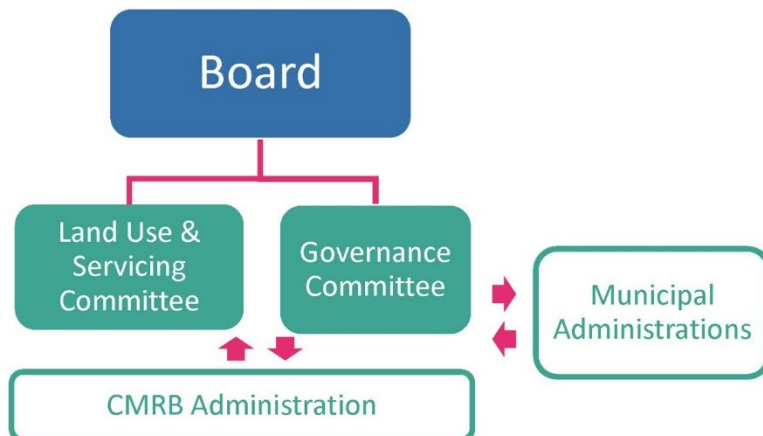
CMRB Chair, Greg Clark

DRAFT

Agenda Item	4
Submitted to	Governance Committee
Purpose	For Information
Subject	Terms of Reference Overview
Meeting Date	December 16, 2021
<i>Motion that the Committee receive for information the Board approved Governance Committee Terms of Reference.</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 Board has the authority to strike committees and determine their mandate. 	
<p>Attachments</p> <ul style="list-style-type: none"> Approved Terms of Reference – Governance Committee here 	

1. Introduction

As part of onboarding new Committee members following the 2021 municipal elections, the Committee purpose, authority and responsibilities are documented in the Terms of Reference. The following graphic is useful in illustrating the relationship between Board, Committees of the Board and administrations.



Recommendation

That the Governance Committee receive for information the Board approved Governance Committee Terms of Reference

Terms of Reference Governance Committee Updated September 17, 2021

Authority

The Governance Committee is established by the Calgary Metropolitan Region Board (“the Board”) and reports to the Board through the Committee Chair. The Committee Chair shall provide leadership to the Committee members in fulfilling the mandate set out in these Terms of Reference.

Purpose

The purpose of the Governance Committee (“the Committee”) is to provide a focus on governance that will enhance the Board’s performance. The Committee shall be a standing committee of the Board.

1. Responsibilities of the Governance Committee

The Governance Committee shall oversee, and provide advice and direction, to the Board in three primary areas:

- a. Board governance and operations
- b. Finance
- c. Human Resources.

As well, the Committee will be responsible for such other matters as may be assigned to them from time to time. The Committee Chair shall work with the Chief Officer and the Board Chair in planning Committee meetings and agendas.

a. Board Governance Duties

With assistance from the Board Chair, the Chief Officer, and others as required, the Committee shall review and recommend to the Board:

- i. Policies and procedures by which the Board operates
- ii. Roles and responsibilities for the Board Chair and Chief Officer
- iii. The Terms of Reference for all standing committees of the Board.

b. Finance Duties

With assistance from the Board Chair and the Chief Officer, the Committee shall monitor the financial affairs of the Board, including the preparation of financial statements and annual audits, and shall make such reports and recommendations to the Board as it considers appropriate.

c. Human Resources

With assistance from the Board Chair and the Chief Officer, the Committee will monitor and provide direction regarding the Board's human resources policies and practices. In the event of a need to recruit a Chief Officer or Board Chair, the Committee will oversee the recruitment process, and will make a recommendation to the Board for appointment.

2. Chair

The Committee Chair shall be the Board Chair, unless otherwise directed by the Board.

3. Vice Chair

The Committee shall appoint a Vice Chair from amongst themselves in alignment with the Board and Committee Vice Chair Selection Process Policy.

4. Committee Membership

The Committee will be comprised of at least three (3) Board members selected by the Board. Each member municipality may have up to one (1) elected member on the Committee. Alternate members may attend provided they are a member of a participating municipality's council and are well briefed on the current status of the Committee initiatives and agenda. The Chair will be an "ex officio" member of the Committee. The term of membership shall be for the duration of their appointment or office.

Committee members, and their alternate, must review and commit to abide by the provisions of the Code of Conduct Policy.

5. Quorum

Quorum is defined as a simple majority (50% plus one) of the membership of the Committee.

6. Governance

Decisions of the Committee will be determined by a simple majority with each member holding a single vote. Decisions of the Committee will form the basis for recommendations to the Board, which will make the final decision on all matters forwarded by the Committee.

7. Reporting

Periodically, the Chief Officer, Chair, or Vice Chair may report to the Board on matters within the Committee's responsibilities. The Committee shall work and liaise with other committees of the Board, as necessary.

8. Meeting Process

The Committee is required to conduct its meetings in public unless a matter to be discussed is within one of the exceptions to disclosure in Division 2 of Part 1 of the Freedom of Information and Protection of Privacy Act, pursuant to s 708.04 of the Municipal Government Act. In the event that a portion of a meeting is closed to the public, the Closed Session Policy will apply to Committee members and all other individuals present during the closed portion of the meeting.

Proposed meeting dates will be set according to Committee needs, and every effort will be made to confirm meeting dates at least three weeks in advance. Committee meetings will be recorded and made available to the public by the CMRB website, where possible. Meeting minutes will be kept by CMRB Administration and reviewed by the Committee. Following approval, the minutes will be posted to the CMRB website. The meetings may be viewed by members of the public.

The Chair will determine who may speak during the meeting at their discretion.

9. Support and Resources

The Committee will be supported by the Chief Officer and CMRB Administration, member municipality administrations, external consultants, and professionals as necessary and as directed by the Chief Officer. The Committee will make available to new members of the Committee a suitable onboarding process. The Member Per Diem Policy applies to Committee members.

10. Amendments to the Terms of Reference

The Committee may, from time to time, consider changes to its Terms of Reference and recommend proposed changes to the Terms of Reference to the Board for consideration and approval.

Agenda Item	5
Submitted to	Governance Committee
Purpose	For Information
Subject	Vice Chair Selection Process
Meeting Date	December 16, 2021
<i>Motion that the Committee receive for information the Vice Chair Selection Process Policy</i>	
<p>Summary</p> <ul style="list-style-type: none"> • The Committee must select a Vice Chair of the Committee. • The approved Vice Chair Selection Process Policy is attached. The policy includes a description of the eligibility, term, role, nomination and voting process. • The Committee will vote on the Committee Vice Chair at the next Governance Committee meeting if more than one individual is nominated for the role. CMRB Administration will receive nominations from Governance Committee members by noon on January 14, 2022. As previously done, Committee members will be notified as nominations are received. • Members may nominate or self nominate a Vice Chair during a meeting or via email to the Chief Officer. 	
<p>Attachments</p> <ul style="list-style-type: none"> • CMRB Vice Chair Selection Process Policy here 	

1. Introduction

A Vice Chair is to be selected by the Governance Committee. Nominations for the Vice Chair will be received by noon on January 14, 2022, in advance of the next Governance Committee meeting. Per the approved policy attached, the selection of the Vice Chair requires the support of a simple majority of the Committee; one member one vote.

2. Recommendation

That the Committee receive for information the Vice Chair Selection Process Policy.

Agenda Item	6
Submitted to	Governance Committee
Purpose	Present to the Governance Committee for Recommendation
Subject	CMRB 2021 Q3 Actuals
Meeting Date	December 16, 2021
<i>That the Committee receive for information and recommend for review by the Board the 2021 Q3 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"> Q3 Actuals 	

Introduction

CMRB Administration has compiled the Q3 Actuals for review by the Governance Committee.

Recommendation

That the Governance Committee receive for information and recommend for review by the Board the 2021 Q3 Actuals.

	2021 Budget	2021 Q3 Budget	2021 Q3 Actuals	Q3 Variance	YTD Budget	YTD Actual	YTD Variance
REVENUE							
GoA Grant	\$1,500,000.00	\$1,500,000.00	\$0.00	-\$1,500,000.00	\$1,500,000.00	\$0.00	-\$1,500,000.00
Interest on GIC	\$0.00	\$0.00	\$8,714.17	\$8,714.17	\$0.00	\$8,714.17	\$8,714.17
Withdrawal from Reserves	\$650,000.00	\$0.00	\$48,785.86	\$48,785.86	\$600,000.00	\$648,785.86	\$48,785.86
TOTAL Revenue	\$2,150,000.00	\$1,500,000.00	\$57,500.03	-\$1,442,499.97	\$2,100,000.00	\$657,500.03	-\$1,442,499.97
EXPENDITURES							
CAPITAL EXPENSES							
Computers & Hardware	\$6,000.00	\$1,500.00	\$687.97	\$812.03	\$4,500.00	\$687.97	\$3,812.03
Office Furniture	\$6,000.00	\$1,500.00	\$0.00	\$1,500.00	\$4,500.00	\$0.00	\$4,500.00
Phone/Internet Hardware	\$3,000.00	\$750.00	\$0.00	\$750.00	\$2,250.00	\$0.00	\$2,250.00
TOTAL CAPITAL EXPENSES	\$15,000.00	\$3,750.00	\$687.97	\$3,062.03	\$11,250.00	\$687.97	\$10,562.03
OPERATING EXPENSES							
STAFFING COSTS							
Salary	\$655,000.00	\$161,000.00	\$159,122.21	\$1,877.79	\$494,000.00	\$492,060.72	\$1,939.28
Benefits	\$117,000.00	\$29,250.00	\$28,443.30	\$806.70	\$87,750.00	\$85,329.90	\$2,420.10
Board Chair	\$140,000.00	\$35,000.00	\$15,947.11	\$19,052.89	\$105,000.00	\$98,912.11	\$6,087.89
TOTAL STAFFING COSTS	\$912,000.00	\$225,250.00	\$203,512.62	\$21,737.38	\$686,750.00	\$676,302.73	\$10,447.27
OFFICE LEASE	\$87,000.00	\$21,750.00	\$18,838.73	\$2,911.27	\$65,250.00	\$53,738.14	\$11,511.86
OFFICE OPERATING COST							
General Operating Costs	\$36,000.00	\$9,000.00	\$5,340.79	\$3,659.21	\$27,000.00	\$14,156.42	\$12,843.58
Professional Fees	\$30,000.00	\$7,500.00	\$5,201.87	\$2,298.13	\$22,500.00	\$20,284.74	\$2,215.26
TOTAL OFFICE OPERATION COSTS	\$66,000.00	\$16,500.00	\$10,542.66	\$5,957.34	\$49,500.00	\$34,441.16	\$15,058.84
TRAVEL COSTS	\$35,000.00	\$8,750.00	\$0.00	\$8,750.00	\$26,250.00	\$0.00	\$26,250.00
MEETING COSTS							
Meeting Venue/Catering	\$55,000.00	\$13,750.00	\$0.00	\$13,750.00	\$41,250.00	\$0.00	\$41,250.00
Per Diem	\$55,000.00	\$13,750.00	\$15,700.00	-\$1,950.00	\$41,250.00	\$30,500.00	\$10,750.00
TOTAL MEETING COSTS	\$110,000.00	\$27,500.00	\$15,700.00	\$11,800.00	\$82,500.00	\$30,500.00	\$52,000.00
CONSULTANT COSTS							
Growth/ Servicing Plan	\$250,000.00	\$62,500.00	\$0.00	\$62,500.00	\$187,500.00	\$250,000.00	-\$62,500.00
Regional Initiatives	\$500,000.00	\$125,000.00	\$4,612.50	\$120,387.50	\$375,000.00	\$28,828.13	\$346,171.87
REF Consultants	\$100,000.00	\$25,000.00	\$25,491.55	-\$491.55	\$75,000.00	\$37,450.90	\$37,549.10
TOTAL CONSULTANT COSTS	\$850,000.00	\$212,500.00	\$30,104.05	\$182,395.95	\$637,500.00	\$316,279.03	\$321,220.97
CONTINGENCY	\$75,000.00	\$18,750.00	\$39,228.80	-\$20,478.80	\$56,250.00	\$47,417.21	\$8,832.79
TOTAL EXPENDITURE	\$2,150,000.00	\$534,750.00	\$318,614.83	\$216,135.17	\$1,615,250.00	\$1,159,366.24	\$455,883.76

1

2

3

4

Notes:

- 1 GoA funding was budgeted to be received in Q3 but was received in Q4
- 2 The consultant budget is spread evenly over four quarters, total expenditure will be on budget at year end
- 3 REF consultant budget is evenly distributed over the year. A large number of REF applications were processed in Q2 and Q3 and invoices were paid in Q3
- 4 The contingency budget is spread evenly over four quarters, total expenditure will be on budget at year end

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Agenda Item	7
Submitted to	Governance Committee
Purpose	For Information
Subject	Board Chair and Chief Officer Performance Review
Meeting Date	December 16, 2021
<i>Motion that the Committee receive for information an update on the Board Chair and Chief Officer Performance Review Process.</i>	
<p>Background</p> <ul style="list-style-type: none"> As part of developing a review process for the Board Chair and Chief Officer it was requested that more specific goals be developed for both roles 	
<p>Attachments</p> <ul style="list-style-type: none"> Board Chair and Chief Officer Performance Review Process 	

Introduction

Clear goals allow the Directors to measure the success of the Board Chair and the Chief Officer.

The Performance Review Process sets out a timeline to evaluate the performance of the Board Chair and Chief Officer against current-year goals, and to establish goals for the upcoming year. Due to the municipal election, the onboarding of a new Board and the selection of a Vice Chair, the start of the process has been impacted. However, the following timeline proposes to conclude the process before the end of Q1 as per the process.

Board Chair

- Jan 24, 2022: Complete Step 4 in the Performance Review process – Board Chair (Chair) to provide written summary of tracking against goals for the year to the Vice Chair.
- Jan 24: Begin Step 5 – Vice Chair begins 360 Feedback process
- By Feb 8: 360 Feedback process complete
- By Feb 18: Vice Chair to meet with the Board to finalize feedback.

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- By Feb 21: Vice Chair to provide feedback to Board Chair to inform goal setting for 2022
- By Feb 25: Finalize goal-setting, send to the Board.
- Mar 11: Complete steps 1 and 2 – Board review and approval of CO goals

Chief Officer

- By Dec 31: Complete Step 3 in the Performance Review process – Chief Officer (CO) to provide written summary of tracking against goals for the year.
- By Jan 7: Begin Step 4 – CO and Chair agree to 360 Feedback process
- By Jan 14: 360 Feedback process complete
- Jan 21: Complete Step 5 – Review CO performance with the Board
- By Feb 11: Provide feedback to CO, start process of goal-setting for 2022
- By Feb 25: CO and Chair finalize goal-setting, send to Board
- Mar 11: Complete Steps 1 and 2 – Board review and approval of CO goals

Recommendation

That the Committee receive for information an update on the Board Chair and Chief Officer Performance Review Process.

Approved 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. A review session between the Chief Officer and the Board will also be coordinated by the Board Chair.

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 Decision
Subject	Motions to 'Receive for Information'
Meeting Date	December 16, 2021
<p><i>Motion that the Committee direct Administration to investigate alternative procedures to the Committee making a, 'Motion to Receive for Information', as well as other procedural best practices, and bring back these procedures for discussion by the Committee and recommendation to the Board.</i></p>	
<p>Summary</p> <ul style="list-style-type: none"> • At the December 3, 2021 meeting of the Board a discussion arose regarding the necessity to make a 'Motion to Receive for Information' when the Board is not making a decision on an agenda item. • Multiple viewpoints were put forward and the issue was delegated to the Governance Committee for further review. • Administration is seeking authority from the Committee to investigate other potential procedural tools which the Board and Committees may use when an agenda item is being brought forward for the purpose of informing the Board or Committee. • In addition, Administration is seeking authority to do a broader procedural review and bring back any potential best practices to increase the clarity, efficacy and efficiency of Board and Committee meetings. <ul style="list-style-type: none"> ○ This will include looking at meeting procedures of similar organizations such as the EMRB. 	
<p>Attachments</p> <ul style="list-style-type: none"> • None 	

1. Introduction

The CMRB is a not-for-profit crown corporation constituted under the Municipal Government Act. The MGA and the Calgary Metropolitan Region Board Regulation gives the CMRB the authority to determine procedures for conducting meetings. The CMRB is

not bound to conduct itself as a municipal council and is only beholden to the requirements outlined in the MGA and the Regulation.

2. Recommendation

Motion that the Committee direct Administration to investigate alternative procedures to the Committee making a, 'Motion to Receive for Information', as well as other procedural best practices, and bring back these procedures for discussion by the Committee and Recommendation to the Board.