

Calgary Metropolitan Region Board  
**Governance Committee Meeting Agenda**  
 July 28, 2022 – 9:00 AM, Go-To Meeting  
**Meetings are recorded & live-streamed**

*CMRB Admin will utilize the recording function on GoToMeeting as a backup recording in case an internet connection is lost and CMRB's YouTube account is unable to record the meeting. When the recording function is enabled, you will hear an audio prompt notifying the meeting is being recorded*

***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 & Land Acknowledgement
2. Opening Remarks Clark
3. Adoption of Agenda All  
***For Decision: Motion to adopt and/or revise the Agenda***
4. Approval of Minutes (Attachment) All **3**  
***For Decision: Motion that the Committee approve the Minutes of the May 13, 2022 meeting***
5. Q2 Actuals (Attachment) Copping **5**  
***For Recommendation: Motion that the Committee receive for information and recommend for review by the Board the 2022 Q2 Actuals***
6. Governance Committee Efficiency (Attachment) Copping **7**  
***For Decision:***
  - A. *Motion that the Committee recommend to the Board that the Governance Committee remain a stand-alone committee*
  - B. *Motion that the Committee recommend to the Board the adoption of a consent agenda structure for all future meetings of the Board*
7. Roundtable All
8. Next Meeting: October 28, 2022 Clark
9. Adjournment

Governance Committee Members:

Mayor Peter Brown (Airdrie) Vice Chair	Reeve Delilah Miller (Foothills)
Councillor Gian-Carlo Carra (Calgary)	Councillor Kelly Killick-Smit (High River)
Mayor Jeff Colvin (Chestermere)	Mayor Tanya Thorn (Okotoks)
Mayor Jeff Genung (Cochrane)	Councillor Kevin Hanson (Rocky View)

Upcoming Meetings:

Board Meeting	Friday Sept 16 @ 9:30 AM	Mount Royal University
Land Use & Servicing Committee	Thursday Sept 8 @ 9:00 AM	GoTo Meeting
Governance Committee	Friday Oct 28 @ 9:00 AM	GoTo Meeting

Minutes of the Meeting of the Governance Committee  
of the Calgary Metropolitan Region Board on  
May 13, 2022, by Go-To Meeting

**Delegates in Attendance:**

Mayor Peter Brown – City of Airdrie  
Councillor Gian-Carlo Carra – City of Calgary  
Mayor Jeff Genung – Town of Cochrane  
Reeve Delilah Miller – Foothills County  
Councillor Kelly Killick-Smit – Town of High River  
Mayor Tanya Thorn – Town of Okotoks  
Councillor Kevin Hanson – Rocky View County

**CMRB Administration:**

Greg Clark, Chair  
Jordon Copping, Chief Officer  
Jaime Graves, Project Manager-Intermunicipal Servicing  
Liisa Tipman, Project Manager-Planning  
JP Leclair, GIS Analyst  
Shelley Armeneau, Office Manager

**1. Call to Order & Land Acknowledgment**

Chair Greg Clark called the meeting to order at 9:01 AM and Councillor Carra provided a land acknowledgment.

**2. Approval of Agenda**

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

**Motion:** That the Committee approve the agenda.

**Motion carried unanimously.**

**3. Approval of Minutes**

**Moved by** Mayor Brown, **Seconded by** Councillor Killick-Smit, accepted by Chair.

**Motion:** That the Committee approve the Minutes of the February 25, 2022 meeting.

**Motion carried unanimously.**

**4. Q1 Actuals**

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

**Motion:** That the Committee receive for information and recommend for review by the Board the 2022 Q1 Actuals.

**Motion carried unanimously.**

## 5. Financial Controls Overview

Jordon Copping provided a high-level review of the policies and administrative procedures relating to the oversight of fiscal expenditures for CMRB. He confirmed that the auditor reviews the control practices annually, and that the Governance Committee is responsible for providing direction on the creation of policies.

**Moved by** Mayor Brown, **Seconded by** Councillor Killick-Smit, accepted by Chair.

**Motion:** That the Committee receive for information an overview of financial controls of the CMRB.

**Motion carried unanimously.**

## 6. Committee Representatives

A member brought forward an item for discussion relating to composition of Committees. From a general governance perspective, it was suggested that having different representatives on each of the Committees and Board could provide more varied viewpoints and discussion opportunities. Members also discussed capacity issues, consistency and the option of moving the Governance Committee items up to the Board. The Chair noted that this could lead to longer and more frequent Board meetings.

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

**Motion:** That the Committee direct CMRB Administration to investigate and make recommendations to the Governance Committee regarding options to gain efficiencies, including potentially combining or eliminating Committees, and to include a review of Board meeting schedules and frequency of meetings.

**Motion carried unanimously.**

## 7. Roundtable

The Committee members discussed the Chair evaluation process, and in particular, the manner in which feedback is provided by Board members. A member would like to see a more standardized form for Board members to complete to make it easier to respond and in order to track improvements.

## 8. Next Meeting Friday July 28, 2022.

## 9. Adjourned @ 10:07 AM.

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**CMRB Chair, Greg Clark**

<b>Agenda Item</b>	<b>5</b>
<b>Submitted to</b>	<b>Governance Committee</b>
<b>Purpose</b>	<b>Present to the Governance Committee for Recommendation</b>
<b>Subject</b>	<b>CMRB 2022 Q2 Actuals</b>
<b>Meeting Date</b>	<b>July 28, 2022</b>
<i>That the Committee receive for information and recommend for review by the Board the 2022 Q2 actuals</i>	
<p>Background</p> <ul style="list-style-type: none"> <li>The CMRB has been funded by the Government of Alberta through the Alberta Community Partnership grant program.</li> </ul>	
<p>Attachments</p> <ul style="list-style-type: none"> <li>Q2 Actuals</li> </ul>	

## 1. Introduction

CMRB Administration has compiled the Q2 Actuals for review by the Governance Committee.

## 2. Recommendation

That the Governance Committee receive for information and recommend for review by the Board the 2022 Q2 Actuals.

	2022 Budget	2022 Q2 Budget	2022 Q2 Actuals	Q2 Variance	YTD Budget	YTD Actual	YTD Variance
<b>REVENUE</b>							
GoA Grant	\$1,000,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Interest on GIC	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Withdrawal from Reserves	\$937,000.00	\$200,000.00	\$312,089.68	-\$112,089.68	\$567,000.00	\$580,291.97	\$13,291.97
<b>TOTAL Revenue</b>	<b>\$1,937,000.00</b>	<b>\$200,000.00</b>	<b>\$312,089.68</b>	<b>-\$112,089.68</b>	<b>\$567,000.00</b>	<b>\$580,291.97</b>	<b>\$13,291.97</b>
<b>EXPENDITURES</b>							
<b>CAPITAL EXPENSES</b>							
Computers & Hardware	\$6,000.00	\$1,500.00	\$0.00	\$1,500.00	\$3,000.00	\$0.00	\$3,000.00
Office Furniture	\$6,000.00	\$1,500.00	\$0.00	\$1,500.00	\$3,000.00	\$0.00	\$3,000.00
Phone/Internet Hardware	\$3,000.00	\$750.00	\$0.00	\$750.00	\$1,500.00	\$0.00	\$1,500.00
<b>TOTAL CAPITAL EXPENSES</b>	<b>\$15,000.00</b>	<b>\$3,750.00</b>	<b>\$0.00</b>	<b>\$3,750.00</b>	<b>\$7,500.00</b>	<b>\$0.00</b>	<b>\$7,500.00</b>
<b>OPERATING EXPENSES</b>							
<b>STAFFING COSTS</b>							
Salary	\$655,000.00	\$164,000.00	\$168,362.31	-\$4,362.31	\$333,000.00	\$337,722.81	-\$4,722.81
Benefits	\$124,000.00	\$31,000.00	\$22,192.82	\$8,807.18	\$62,000.00	\$45,960.55	\$16,039.45
Board Chair	\$110,000.00	\$27,500.00	\$27,660.49	-\$160.49	\$55,000.00	\$54,720.49	\$279.51
<b>TOTAL STAFFING COSTS</b>	<b>\$889,000.00</b>	<b>\$222,500.00</b>	<b>\$218,215.62</b>	<b>\$4,284.38</b>	<b>\$450,000.00</b>	<b>\$438,403.85</b>	<b>\$11,596.15</b>
OFFICE LEASE	\$87,000.00	\$21,750.00	\$19,058.30	\$2,691.70	\$43,500.00	\$38,790.35	\$4,709.65
<b>OFFICE OPERATING COST</b>							
General Operating Costs	\$36,000.00	\$9,000.00	\$11,444.10	-\$2,444.10	\$18,000.00	\$21,913.81	-\$3,913.81
Professional Fees	\$30,000.00	\$7,500.00	\$10,250.00	-\$2,750.00	\$15,000.00	\$11,377.50	\$3,622.50
<b>TOTAL OFFICE OPERATION COSTS</b>	<b>\$66,000.00</b>	<b>\$16,500.00</b>	<b>\$21,694.10</b>	<b>-\$5,194.10</b>	<b>\$33,000.00</b>	<b>\$33,291.31</b>	<b>-\$291.31</b>
TRAVEL COSTS	\$30,000.00	\$7,500.00	\$42.23	\$7,457.77	\$15,000.00	\$42.23	\$14,957.77
<b>MEETING COSTS</b>							
Meeting Venue/Catering	\$40,000.00	\$10,000.00	\$2,807.47	\$7,192.53	\$20,000.00	\$4,033.62	\$15,966.38
Per Diem	\$55,000.00	\$13,750.00	\$3,635.33	\$10,114.67	\$27,500.00	\$4,298.96	\$23,201.04
<b>TOTAL MEETING COSTS</b>	<b>\$95,000.00</b>	<b>\$23,750.00</b>	<b>\$6,442.80</b>	<b>\$17,307.20</b>	<b>\$47,500.00</b>	<b>\$8,332.58</b>	<b>\$39,167.42</b>
<b>CONSULTANT COSTS</b>							
Growth/ Servicing Plan	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Regional Initiatives	\$600,000.00	\$150,000.00	\$42,316.26	\$107,683.74	\$300,000.00	\$55,261.16	\$244,738.84
REF Consultants	\$80,000.00	\$20,000.00	\$4,320.37	\$15,679.63	\$40,000.00	\$6,170.49	\$33,829.51
<b>TOTAL CONSULTANT COSTS</b>	<b>\$680,000.00</b>	<b>\$170,000.00</b>	<b>\$46,636.63</b>	<b>\$123,363.37</b>	<b>\$340,000.00</b>	<b>\$61,431.65</b>	<b>\$278,568.35</b>
CONTINGENCY	\$75,000.00	\$18,750.00	\$0.00	\$18,750.00	\$37,500.00	\$0.00	\$37,500.00
<b>TOTAL EXPENDITURE</b>	<b>\$1,937,000.00</b>	<b>\$484,500.00</b>	<b>\$312,089.68</b>	<b>\$172,410.32</b>	<b>\$974,000.00</b>	<b>\$580,291.97</b>	<b>\$393,708.03</b>

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## NOTES

1. Grant funding from GoA has been approved but has yet to be deposited.
2. CPP and EI payments are unequal through the year, anticipate balanced salary budget at year end.
3. Annual payments for printing, Altalis and insurance were made in Q2, anticipate balanced office operations budget at year end.
4. Under budget because of delay in beginning other initiatives work due to delay in Growth Plan approval.

Agenda Item 5i

<b>Agenda Item</b>	<b>6</b>
<b>Submitted to</b>	<b>Governance Committee</b>
<b>Purpose</b>	<b>For Recommendation</b>
<b>Subject</b>	<b>Governance Committee Efficiency</b>
<b>Meeting Date</b>	<b>July 28, 2022</b>

- A.** *Motion that the Committee recommend to the Board that the Governance Committee remain a stand-alone committee*
- B.** *Motion that the Committee recommend to the Board the adoption of a consent agenda structure for all future meetings of the Board.*

#### Background

- 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.
- Terms of Reference (TOR) were developed for some Committees of the Board as the Board focused on organizational start-up and meeting the requirements of the regulation in the Growth and Servicing Plans.
- During the May 13, 2022 Governance Committee meeting a motion was passed directing administration to *'investigate and make recommendations to the Governance Committee regarding options to gain efficiencies, including potentially combining or eliminating Committees, and to include a review of Board meeting schedules and frequency of meetings.'*
- In 2021 CMRB Administration was directed to normalize the TOR for committees of the Board for consistency and clarity. The purpose of normalizing the TOR was to articulate roles and responsibilities of the committees and provide details regarding mandate, authority, and membership. Governance Committee TOR were updated and approved by the Board in September 2021, and are available [here](#).
- In 2021 the Board decided to collapse the functions of the Advocacy Committee into the Board as the committee did not meet frequently.
- The Governance Committee is charged with making recommendations to the Board in three main areas:
  - Board Governance and Operation,
  - Finance, and
  - Human Resources

Attachments: Terms of Reference – Governance Committee, available [here](#)

## 1. Introduction

As the CMRB matures as an organization, the structure of Board has continued to evolve. Committees have been created, merged and dissolved. The Board is a unique entity in corporate governance as it encourages multiple elected officials from each municipality to participate in Committees. Standard governance practice is that committees of a board are created exclusively from members of the Board.

This flexibility allows for broader range of perspectives to be brought to different tables working to advance the mandate of the CMRB. However, at the last meeting of the Governance Committee, it was noted that there is a great deal of overlap between membership of the Board and the Governance Committee. This led to the observation that there is often repeated dialogue at the Board table which begs the question, what is the most efficient use of time for elected officials and staff?

## 2. Background

### 2.1 Number of Meetings

Since inception, the number of meetings held by the Board and the Governance Committee has varied widely, determined by the workload of Board. The below chart details the meetings of the Board and the Governance Committee.

	Board	Governance Committee
2018	6	4
2019	9	5
2020	10	7
2021	13	5
2022 (to date)	5	3

Prior to the COVID pandemic, when meetings were held exclusively in person, an effort was made to hold Governance Committee meetings just before Board meetings, to reduce the amount of travel time for members.

During the June 2022 Board meeting, a motion was passed that all Committee meetings be held virtually, eliminating the need for travel for Committee members, enshrining a significant efficiency in the operation of the Board.



## 2.2 Ongoing Governance Committee Initiatives

There are currently three significant outstanding initiatives which fall under the Governance Committee's purview. It is important for all members to be aware of these initiatives as, if the functions of the Committee are merged with another Committee or the Board, the workload of those initiatives will be transferred to that body.

### A. CMRB Member Funding Model

CMRB has been funded since inception through the Alberta Community Partnerships (ACP) Grant program. The Government of Alberta (GoA) has communicated that annual grant levels will move from \$2 million in 2019 to \$1 million in 2022/23. CMRB annual expenditure has varied, but the average has been less than \$2 million per year.

EMRB and CMRB are funded to the same level each year. EMRB has had a member requisition in place for a number of years. This requisition is used to fund EMRB activities above and beyond what the provincial grant covers. EMRB activities are determined by its board.

CMRB Administration has previously compiled five potential funding models for consideration. This conversation was put on hold until the Growth Plan was approved by the Minister of Municipal Affairs.

### B. Change of Fiscal Year

Currently, CMRB's fiscal year aligns with the calendar year. This is due to the Board coming into existence January 1, 2018. The GoA runs on a fiscal year of April 1 – March 31. This discrepancy may result in cash flow issues in the future, particularly as CMRB accesses its financial reserves.

It is the intent of CMRB Administration to align CMRB's fiscal year with that of the GoA starting April 1, 2023. This will require a minor audit to be completed of the three months from January 1 – March 31, 2023.

### C. Change in Budgeting Approach

Historically, CMRB has budgeted based on function. This was most efficient as there was a single project to be delivered, the drafting and passing of the Growth and Servicing Plans. As the CMRB moves past this stage and into more diverse projects, it is appropriate for the CMRB to begin budgeting on a project basis. This will give more direct linkage to the cost each project which the Board is undertaking and will help inform what member funding, if any, is required.

## 2.3 Pros and Cons of a Standing Governance Committee

The following table summarizes the pros and cons of retaining a stand-alone governance committee structure:

<b>Pros of a standing Governance Committee</b>	<b>Cons of a standing Governance Committee</b>
<ul style="list-style-type: none"> <li>- Allows for more broad participation from municipal councils in the work of the CMRB</li> <li>- Discussion, debate and direction from elected members is held in committee, rather than at the Board.</li> <li>- Previously, TAG has suggested working groups of the Committee comprised of both committee members and municipal staff to tackle complex issues. If the committee is dissolved, this will add work to the Board.</li> <li>- Board meeting agendas are often very full. Additional Board agenda items may result in delayed decisions or longer Board meetings, which can be difficult to plan for.</li> </ul>	<ul style="list-style-type: none"> <li>- Additional time commitment from elected members</li> <li>- Can result in redundant conversations taking place at both Committee and Board.</li> <li>- An additional cost of per diem expenses to the Board</li> <li>- Additional time commitment from municipal administrations, given their supporting role to Governance Committee</li> </ul>

### 3. Opportunities for Efficiency

The Board has changed significantly since inception in 2018. Not only are there fewer members around the table, but there is a different tone around the Board table today. When the Board was new, there was a greater desire amongst members to vet every decision at the Board table.

#### 3.1 Consent Agenda of the Board

A consent agenda groups the routine, procedural, informational and self-explanatory items typically found in an agenda. These items are then presented to the board in a single motion. Consent agendas are popular because they help streamline meetings and allow the focus to be on more substantive agenda items.

For certain *pro forma* items, such as review of quarterly figures or a policy renewal, a new motion for Committees can be introduced where an item is not recommended for approval by the Board, but rather recommended to be added to a Consent Agenda of the Board. This will reduce the number of redundant conversations held at the Board.

#### 3.2 Frequency of Governance Committee Meetings

Governance Committee meetings are generally driven by the need to review quarterly financials and the annual audit. If the Committee is comfortable with delaying quarterly

financial reviews, quarterly financials may be reviewed at a later meeting, or via an email vote. This could reduce the frequency of Governance Committee meetings.

## **4. Recommendation**

- A.** That the Committee recommend to the Board that the Governance Committee remain a stand-alone committee
- B.** That the Committee recommend to the Board the adoption of a consent agenda structure for all future meetings of the Board.

## **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.