# GOVERNANCE MANUAL

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# A. INTRODUCTION

## 1. INTRODUCTION AND OVERVIEW

### BACKGROUND

The first reference to a Surrey Police Constable is from 1887, and while the Surrey Police Department (as it was then called) may have existed at this time, we know for sure that it existed from 1909 to 1951. In 1927 a member of the Surrey Police Department made the ultimate sacrifice when he was killed in the line of duty. In 1950 the Township of Surrey made the decision to contract policing to the Royal Canadian Mounted Police (RCMP) and the transition took place the following year. While the RCMP have provided police and law enforcement services to the city of Surrey from 1951 to the present, in transitioning back to an independent municipal police department, the city is in effect returning to its roots. A key step in the establishment of the Surrey Police Service (SPS) is the creation of the Board. The Board governs SPS and is established as an independent and autonomous authority pursuant to the *Police Act*.

The creation of SPS comes at a pivotal time in policing history. With calls for justice and policing reform across Canada and throughout North America, the Board is in a unique position to shape a policing service that is transparent, accountable and truly meets the needs of the community.

In this unprecedented opportunity, the Board will play a leadership role in designing, building and operationalizing a world-class, best-practices police service. Once SPS is fully operational, the Board will continue to play a key role in citizen engagement, community outreach, strategic planning and representing the community.

### BOARD MANUAL PURPOSES

This Board Manual has been drafted with reference to and supplements the *Police Act.* Its purpose is to clarify the roles and responsibilities of the Board, as defined in the *Police Act* and to ensure best practices in police governance. It should be read in conjunction with the *Police Act.* This Board Manual describes the Board's policies in carrying out its governance responsibilities under the *Police Act* related to the stewardship of SPS. Among other things, the Board Manual provides guidance on the roles and authorities of, and division of responsibilities among, the Province, the City, the Board, Board Chair and Vice Chair, Board Members, Board Committees, and the Chief Constable within the parameters of the *Police Act*. This Board Manual also describes the Board's processes with respect to its oversight responsibilities, sets out how the Board will communicate with and be accountable to the Governance and Community Partners, and describes expected standards of conduct of Board Members.

This Board Manual:

1. Provides Board Members with an understanding of the structure under which SPS operates and the ways in which Board Members are expected to carry out their duties and responsibilities.
2. Sets out expectations of the Board, Board Members, and Committees that include and go beyond legal requirements.
3. Assists the Board in discharging its responsibilities in the most effective manner possible.

## BOARD MANUAL STRUCTURE

This Board Manual is divided into the following sections:

**Section A Introduction** provides an overview of SPS and describes SPS's mandate, vision, values and strategy statements.

**Section B Governance Structure** sets out the overarching legal and governance framework under which SPS operates and outlines the general roles and responsibilities of the Board, the expectations of Board Members, position descriptions for the Board Chair, Vice Chair, Committee Chairs, the Chief Constable, the Executive Director, and the Ethics Advisor. It also outlines the guidelines and terms of reference for the Committees.

**Section C Governance Practices** outlines the operating guidelines and meeting procedures for the Board and its Committees.

**Section D Key Board Stewardship Processes** sets out policies to guide the Board in its functioning, including the orientation and ongoing professional development of Board Members, the process for appointments to the Board, evaluation of the Board and Committees, and the remuneration and expense policy for the Board.

**Section E Key Organizational Stewardship Processes** sets out the processes used by the Board for overseeing the performance of SPS as a whole, including processes for key areas of oversight such as strategic planning, risk management, service or policy complaints, and Chief Constable evaluation and succession planning.

**Section F Standards of Conduct** outlines the standards of conduct and policies by which Board Members are expected to operate.

**Appendices**

## BOARD MANUAL REVIEW

This Board Manual is designed to be a practical operating manual for Board Members and is a "living document." It can be changed and revised by the Board at any time provided it remains consistent with the *Police Act*. The Board formally reviews this Board Manual at least every two years and as it determines necessary to reflect developments in the Board's practice. Board Members are expected to review and

acknowledge their acceptance of the Board Manual after each formal review. Minor amendments and housekeeping items can be made by the Executive Director without a formal review or approval by the Board.

## 2. DEFINITIONS

**Administrative Policies** – means the standards, guidelines, and policies for the administration of SPS. This includes policies affecting the entire organization and all personnel.

**Annual Member Declaration** – means the declaration to be signed by Board Members annually to attest their agreement to the policies in the Board Manual.

**Annual Plans** – means SPS's annual plans as developed by the Chief Constable.

**Board** – means the Surrey Police Board.

**Board Chair** – means the person appointed by the Board, and includes the Vice Chair when the Vice Chair is acting in the place and stead of the Board Chair.

**Board Manual** – means this Surrey Police Board Governance Manual.

**Board Member** – means each individual appointed as a member of the Board in accordance with the *Police Act*.

**Board Competency Matrix** – means the matrix in Appendix H.5 developed by the Governance Committee which sets out the ideal skills, experiences, specific attributes and other competencies for the composition of the Board at any given time.

**Chief Constable** – means the Chief Constable of SPS appointed by the Board, and includes those persons to whom the Chief Constable has delegated responsibility to assume the role, duties and functions of the Chief Constable in an acting capacity when the Chief Constable is unavailable to act or with respect to a specific purpose.

**City** – means the corporation of the City of Surrey, and includes any department of the City.

**City Council** – means the municipal council for the City.

**Code of Conduct** – means the Board Member Code of Conduct and Conflict of Interest Policy in the Board Manual.

**Committee** – means any committee established by the Board in accordance with the Board Manual.

**Committee Chair** – means, for each standing Committee, the person appointed by the Committee as the Committee Chair. For any other Committees, the person appointed in accordance with the terms of reference for that Committee, or where the terms of reference make no provision, the person appointed by the Board to chair that Committee.

**Councillor** – means an elected councillor of the City of Surrey Council.

**Criminal Code** – means the *Criminal Code (Canada)*, R.S.C. 1985, c. C-45, as amended from time to time.

**Delegate** – means, with respect to address the Board at Board meetings, any person or group of persons who are not Board Members or SPS personnel.

**Deputy Chief Constable** – means each person holding the position of deputy chief constable of SPS.

**Director** – means the Director of Police Services referred to in the *Police Act*.

**Diversity and Equity Statement** – means the Diversity and Equity Statement in the Board Manual.

**Ethics Advisor** – means the person or firm hired or retained by the Board to act as Ethics Advisor.

**Executive Director** – means the person appointed by the Board as Executive Director for the Board.

**Executive Management** – means the Chief Constable and Deputy Chief Constables.

***FOIPPA*** – means the *Freedom of Information and Protection of Privacy Act* (BC), as amended.

***FOIPPA* Coordinator** – means the Executive Director or such other person designated by the Board from time to time.

**Governance and Community Partners** means those external entities, organizations and community groups with whom SPS regularly partners and/or interacts with or who are directly interested in and/or are affected by the decisions of SPS and the Board, which include, without limitation, the Province, City Council, the City, Indigenous communities and governments, all levels of government and governmental agencies, policing and law enforcement agencies, health authorities, school districts, not-for-profits, youth and social service agencies, educational institutions, business associations, cultural and religious organizations, Surrey taxpayers and the public.

**LOUs** – means any letters of understanding entered into from time to time to clarify, amend or otherwise implement the terms of any applicable collective agreement between the Board and SPS Unions.

**Ministry** – means the Ministry of Public Safety and Solicitor General.

**Personnel** – means sworn members and civilian employees and includes volunteers and students where the context so requires.

***Police Act*** – means the *Police Act* (BC), as amended.

**Policies** – means collectively the Administrative Policies and the Rules and Policing Standards.

**Province** – means the Provincial Government of British Columbia, including any ministry within the provincial government.

**RCMP** – means the Royal Canadian Mounted Police.

**Rules and Policing Standards** – means standards, rules, and policies relating to the prevention of neglect and abuse by SPS's constables and the efficient discharge of duties and functions by SPS and its constables.

**Senior Leadership Team** – includes Executive Management (the Chief Constable, Deputy Chief Constables), Superintendents, Inspectors, and senior civilian managers designated by the Chief Constable to be part of the Senior Leadership Team.

**Shared Services Agreement** –means any agreement, arrangement or memorandum of understanding entered into between SPS and other parties that define, outline and guide how shared services and/or joint operations will be carried out by and between SPS and those other parties.

**SPS** – means Surrey Police Service.

**Strategic Plan** – means the plan developed and approved by the Board that incorporates SPS's mandate, vision, mission, priorities, goals, and objectives, for a rolling five-year period.

**Union** – means any association or bargaining unit that represents Personnel.

**Vice Chair** – means the person appointed by the Board as the Vice Chair

# 3. MANDATE, VISION, VALUES, AND STRATEGY STATEMENTS OF SPS

In carrying out its governance responsibilities, the Board is guided by and upholds the following mandate, vision, values, priorities, goals and objectives for SPS:

## MANDATE

Pursuant to the *Police Act,*[1] SPS's policing and law enforcement mandate is to:

1. Enforce, in Surrey, all municipal bylaws, the Criminal Code, and the laws of British Columbia;
2. Generally, maintain law and order in Surrey; and
3. Prevent crime.

## VISION

SPS is a progressive, community-based police service that values diversity, partnerships, and accountability as it works to enhance public safety and community well-being.

## VALUES

SPS is grounded in strong values and beliefs, and it strives to embody these in all it does.

**Honour:** We serve our community with pride and can be depended on to uphold the public's trust in everything we do.

**Integrity:** We are honest, ethical and accountable, committed to doing what is right and to guarding the rights and security of others.

**Respect:** We recognize each person's inherent dignity and worth, and work to build strong, healthy, collaborative relationships within our community and team.

**Courage:** We respond to the moral and physical challenges of policing with purpose and determination – persevering in the face of adversity and fear.

**Compassion:** We work to listen, understand and help, responding to the suffering of others with empathy, humility, and concern.

**Inclusiveness:** We welcome and celebrate diverse peoples, cultures, and ideas, knowing that – together – we can achieve more.

[1] *S. 26(2) of the Police Act*

## PRIORITIES, GOALS, AND OBJECTIVES

Pursuant to the *Police Act,*[2] the Board, in consultation with the Chief Constable, determines the SPS priorities, goals and objectives taking into account:

1. The priorities, goals and objectives for policing and law enforcement in British Columbia established by the Ministry;[3]
2. The priorities, goals and objectives of City Council;[4] and
3. The needs of the communities served by SPS.[5]

[2] *S.26(4) of the Police Act*
[3] *S. 26(4.1)(a) of the Police Act*
[4] *S. 26(4.1)(b) of the Police Act*

## 4. DIVERSITY AND EQUITY STATEMENT

In furtherance of ensuring a qualified, competent and effective Board, as reflected in part by the Board Competency Matrix, the Board believes diversity is critical to SPS's continued success. This Diversity and Equity Statement serves to guide (1) the Board in appointing the Chief Constable and making its recommendations to City Council and the Lieutenant Governor in Council for the appointment of potential Board Members, and (2) the Chief Constable in appointing the Deputy Chief Constables with the oversight of the Human Resources and Compensation Committee.

The Board is committed to building a diverse and highly skilled Board and SPS leadership team.

The Board views diversity in terms of age, gender, sexual identity, ethnicity, geography, socioeconomic status, education, background, skill, competency, experience, and culture. In short, the Board values diversity of thought, perspective, and experience from various points of view. All elements of diversity are important to the Board.

The Board recognizes and embraces the broad and considerable benefits that can come from diversity: strong and effective governance, improved decision making, fewer blind spots, broader perspectives and ideas, and a different approach to issues, to name a few. Diversity ensures SPS has the opportunity to benefit from a variety of points-of-view and contributions, creating a strong organization. Equity ensures that potential Board Members and SPS leaders are treated impartially and fairly in the appointment process in a manner that considers each individual's needs and circumstances.

In an effort to embed diversity and equity into the Board, the Board has committed to:

1. Be proactive in identifying diverse Board and SPS leadership candidates.
2. Consider criteria that promotes diversity, in particular from the following identifiable groups – women, visible minorities, persons with disabilities and Indigenous peoples, as well as other diversity factors such as ethnicity, age, national origin, sexual orientation and socioeconomic status.
3. Consider the current level of representation of women and Black, Indigenous and People of Colour (BIPOC) on the Board and in SPS leadership positions along with other markers of diversity when determining Board needs or appointing Executive Management and in general with regard to succession planning for the Board and Executive Management.
4. Recognize recruitment is not a one-time event, and continue to foster relationships with diverse representatives.
5. Identify and communicate Board diversity gaps to the appointing bodies to inform appointments.
6. Promote diversity awareness through education and engagement.

7. Ensure equitable processes for the identification and consideration of potential candidates for Board and SPS leadership positions.
8. Engage regularly with the various communities in Surrey.
9. If specific diversity interests emerge, communicate these to the appointing bodies to inform appointments.
10. Consider all policy through an equity and diversity lens to ensure there are no unintended impacts to Surrey's diverse community.

The Board, through its Governance Committee, will review this Diversity and Equity Statement periodically and assess its effectiveness in promoting a diverse Board and SPS leadership team.

# B. GOVERNANCE STRUCTURE

## 1. GOVERNANCE FRAMEWORK

### LEGAL FRAMEWORK AND MULTI-PARTY ENVIRONMENT

SPS is established and governed by the Board under the authority of, and in accordance with the *Police Act* and operates in a multi-party environment that includes primarily the Province, the City, the Board, and the Chief Constable, plus other Governance and Community Partners.

The Board is composed of one individual who is a member of and appointed by City Council, one individual (non-Council member) appointed by City Council, and up to seven individuals appointed by the Lieutenant Governor in Council (none of whom can be a member of City Council).[6]

#### *POLICY VS. OPERATIONAL AUTHORITY*

The Board, the Chief Constable, the City, City Council, and the Province share responsibility for how SPS carries out its duties.

The primary responsibility of the Province is to establish overall standards of policing to ensure an adequate and effective level of policing and law enforcement is maintained throughout British Columbia. Through the Ministry and the Director, the Province is responsible for superintending policing and law enforcement functions, including policing policy, audits, inspections and reviews, police board appointments, and advice to boards and chief constables.

The primary responsibility of the City is to fund the operations of the Board and SPS and to approve SPS's annual budget. The City also provides certain administrative services to SPS pursuant to the Shared Services Agreement between the Board and the City. In this relationship, the Board has a responsibility under the Police Act to take in to account the public safety [7]priorities, goals and objectives of the City of Surrey.

The primary responsibility of the Board is to ensure it provides independent civilian oversight, governance, and strategic leadership to SPS, ensuring SPS carries out its mandate, duties and functions in a manner that is consistent with the *Police Act* and is reflective of the needs, values, and diversity of Surrey's communities.

Pursuant to the *Police Act,*[8] the Board appoints the Chief Constable and other employees. The Board works with the Chief Constable to establish the Strategic Plan and the annual strategic priorities, goals and objectives for SPS in a manner that is consistent with the *Police Act* and responsive to community needs. The Board also approves the budget for SPS, employs and monitors personnel strength, and provides

[6] *Section 23(1) of the Police Act*
[7] *Section 26 (4.1)(b) of the Police Act*
[8] *Sections 26, 27 and 28 of the Police Act*

oversight of SPS's operations. In overseeing SPS's operations, the Board ensures the development of rules for the administration of SPS and the effective implementation of programs and strategies to achieve SPS's priorities, goals, and objectives. The Board also is responsible for handling service or policy complaints.[9]

The Chief Constable has the primary responsibility for the day-to-day management and operation of SPS[10]. The Chief Constable, not the Board, is the sole authority for police operations.

### *INDEPENDENCE AND JURISDICTION OF THE BOARD*

The legislative intent behind the creation of the Board is to ensure SPS remains a separate and independent body from the City. A central tenet of policing in Canada and British Columbia is that the police are entitled to act independently from political interference. At the same time, the police are accountable for ensuring the level and quality of service provided to the community are equitable and impartial.

The Board's primary role is to steward SPS and provide independent civilian oversight, and in doing so, it must act in the best interests of SPS (taking into account the community it serves) to ensure SPS effectively meets its mandate.

### *RELATIONSHIP WITH THE MUNICIPALITY AND CITY COUNCIL*

The Board is responsible for ensuring, as much as possible, that SPS provides effective, efficient, and equitable policing and law enforcement within Surrey, while City Council provides the resources to achieve those objectives, through funding and, in part, through the use of City services pursuant to Shared Services Agreements to realize administrative efficiencies and financial benefits. Despite this funding and use of shared services, the Board must ensure the independence, security, and confidentiality interests of SPS are properly addressed, maintained and advanced, and the safety of the public is protected. The Board has adopted policies and procedures to monitor access to, and disclosure of, information under the authority of SPS.

## ACCOUNTABILITY

In stewarding SPS and ensuring it provides effective independent civilian oversight, the Board is accountable to the Province, the City, and the communities SPS serves, and reports regularly to the Province and the public on the financial and operational performance of SPS.

## GOVERNANCE GUIDING PRINCIPLES

The Board is committed to the highest standards of governance, grounded in accountability and transparency to Governance and Community Partners, and believes that a strong governance foundation

[9] *Section 171(1) of the Police Act*
[10] *Section 34 of the Police Act*

will enable SPS to be successful in achieving its mandate. In carrying out its governance responsibilities, the Board is guided by the following principles and values:

**Independent:** The decisions of the Board are free from political or partisan influence. Day-to-day policing decisions are reserved to SPS.

**Strategic:** The Board acts in a strategic, policy-oriented manner taking into consideration the interests of the community which SPS serves. Governance structure and practices facilitate strong alignment of decisions with the SPS priorities, goals and objectives approved by the Board.

**Diverse:** The Board embraces diverse views, skills, backgrounds, and perspectives in decision-making. Governance practices encourage diversity, equity, and inclusion.

**Sustainable:** The governance framework provides a balance of stability and flexibility to be responsive to the changing needs and interests of Governance and Community Partners.

**Contemporary:** The governance framework and decision-making are forward-looking and incorporate best practices and leading-edge thinking.

**Integrity:** The Board's decisions and actions promote and exhibit integrity, professionalism, accountability, and respect.

**Evaluative:** Frameworks, structures, and practices foster an environment of continuous improvement to encourage innovative thinking within the Board and SPS.

**Transparent and Accountable:** Clarity exists around roles, responsibilities, and lines of accountability. Individuals can follow and understand the decision-making process. Governance processes build trust within SPS, the Board, and the community that SPS serves.

**Collaborative and Inspiring:** The governance framework inspires all parties to work collaboratively to achieve the mandate, vision, mission and the SPS priorities, goals and objectives.

## BOARD, BOARD MEMBERS, BOARD CHAIR, AND VICE CHAIR

The Board is responsible for governing the activities and affairs of SPS and takes reasonable steps to ensure the priorities, goals, and objectives of SPS, as approved by the Board, are achieved. Board Members are also tasked to govern from a strategic level, the business and affairs of SPS. The standards of conduct expected of Board Members are set out in the Board Member Position Description and the Code of Conduct.

The Board is led by the Board Chair, elected every two years by the Board, whose principal role is to provide impartial leadership in guiding the Board, ensuring the Board operates without political interference, and orchestrating the Board's activities to allow the Board to effectively fulfill its oversight responsibilities. The Board Chair's role and specific responsibilities are set out in the Board Chair Position Description.

The Board Chair is supported by the Vice Chair, elected annually by the Board, who acts in the Board Chair's place when the Board Chair is unavailable or unable to act as the Board Chair due to a conflict of interest. The Vice Chair's role and specific responsibilities are set out in the Vice Chair Position Description.

The Board delegates to the Chief Constable overall responsibility for the day-to-day operations of SPS within the parameters and policies set by the Board. The Board's role and specific responsibilities are set out in the Board Terms of Reference.

## BOARD COMMITTEES AND TASK FORCES

The Board has established standing Committees with a mandate to:

1. Provide in-depth consideration and advice to the Board with respect to the oversight of particular aspects of SPS's activities
2. To the extent delegated, exercise particular powers or perform particular duties or functions of the Board

The Board standing Committees are:

- **Finance and Audit:** To assist the Board in fulfilling its oversight responsibilities relating to financial planning, budgeting, financial reporting and review and the system of internal controls, and financial risk management
- **Governance:** To assist the Board in fulfilling its oversight responsibilities related to the Board's governance philosophies, structures, policies, and processes as well as legal and compliance matters
- **Human Resources and Compensation:** To assist the Board in fulfilling its oversight responsibilities related to SPS's human resources philosophies, structures, policies and processes; the culture, values, norms and ethics at SPS; and the nature, capacity, recruitment, performance, and succession of SPS's leadership
- **Freedom of Information:** To assist the Board in fulfilling its oversight responsibilities related to the release of information in response to requests made under *FOIPPA*

The roles and specific responsibilities for each of these Committees are set out in the Terms of Reference for each of the Committees. The Board takes into consideration, but is not bound by, the recommendations of a Committee.

The Board may from time to time also establish task forces, advisory committees, or other temporary working groups as required.

## CHIEF CONSTABLE

The Chief Constable provides overall leadership to SPS in executing SPS's long and short-term strategies and plans within the parameters set by the Board. The Chief Constable has primary responsibility for managing SPS and day-to-day operations to ensure that priorities, goals, and objectives are effectively realized, financial and operational objectives are attained, and SPS's mandate is achieved. The Chief Constable delegates certain aspects of the day-to-day operations to Deputy Chief Constables and other Personnel. Despite any delegation by the Chief Constable, the Chief Constable remains responsible and accountable to the Board for any matter within the Chief Constable's authority and responsibility. The Chief Constable's roles and specific responsibilities are set out in the Chief Constable Position Description.

## EXECUTIVE DIRECTOR

The Executive Director provides support to the Board and leadership to ensure the Board fulfills its governance function and works to implement responsible and effective governance practices. The role and specific responsibilities of the Executive Director are set out in the Executive Director Position Description.

## ETHICS ADVISOR

The Ethics Advisor is an external individual who provides independent advice to the Board on situations that are of a confidential nature which may become public and which pose ethical questions or conflict of interest considerations. The Ethics Advisor's role and specific responsibilities are set out in the Ethics Advisor Position Description.

# 2. BOARD TERMS OF REFERENCE

## COMPOSITION AND APPOINTMENT

Pursuant to the requirements of *Police Act*, the Board is composed of up to nine members[11], as follows:

1. One person who is a member of and appointed from City Council
2. One person appointed by City Council who is not a member of City Council
3. Up to seven persons appointed, after consultation with the Director, by the Lieutenant Governor in Council

The Board establishes the composite skills, experiences, and competencies it requires and that are sought in potential Board candidates to meet its responsibilities and maximize its success. Such criteria are set out in a Board Competency Matrix which is developed, approved, reviewed, and updated by the Board (and supported by the Governance Committee) from time to time. When seeking candidates to fill Board vacancies, the Board shares this information with City Council and the Province, with the intention of informing the appointments of Board Members to fill needed gaps.

## REMOVAL

Board Members appointed by the Lieutenant Governor may be removed or replaced at the discretion of the Lieutenant Governor. Board Members appointed by City Council may be removed or replaced at the discretion of City Council. Provincial Board Member evaluations may be used by the Chair to provide the rationale for a request to remove a Board Member from their position.

## TERM OF OFFICE[12]

Terms for Board Members are determined as follows:

- Council Member: term is set by City Council, subject to a maximum term that is the lesser of 4 years or the length of time the Council Member serves as a member of City Council.
- Council appointee (non-Council member): term is set by City Council, subject to a maximum term of 4 years.
- Provincial appointees: are set by the Lieutenant Governor in Council, subject to a maximum term of 4 years.

[11] *Section 23 of the Police Act.*
[12] *Section 24 of the Police Act.*

Board Members may be reappointed but Board Members who are Council or provincial appointees cannot serve more than 6 consecutive years.[13]

## OATH/SOLEMN AFFIRMATION OF OFFICE

A person appointed or re-appointed to the Board takes the oath or solemn affirmation prescribed in Section 1 of the *Police Oath/Solemn Affirmation Regulation*[14] before a Commissioner for Taking Affidavits for British Columbia prior to assuming office and exercising any power or performing any duty or function as a Board Member. A copy of the signed oath/affirmation is filed with the Province.[15]

## BOARD CHAIR AND VICE CHAIR

The Board is led by a Board Chair who provides impartial leadership in guiding the Board and orchestrates its activities in a manner that allows to effectively fulfill its independent oversight responsibilities.

The Board Chair is supported by a Vice Chair who acts in the Board Chair's place when the Board Chair is unavailable or if the Board Chair is in a real, potential, or apparent/perceived conflict of interest (as described in the Code of Conduct).

Pursuant to the *Police Act*, the Board elects a Chair and Vice Chair from amongst themselves once every two calendar years.[16] As well, if both the Board Chair and Vice Chair are absent or unable to Act, the Board Members present at a Board meeting must elect from among themselves a chair to preside at the meeting.[17]

## ROLE

The Board is responsible for governing the activities and affairs of SPS in accordance with the *Police Act* and ensures the duties and functions of SPS as set out in the *Police Act* are carried out effectively and priorities, goals and objectives of SPS as determined by the Board are achieved. The primary responsibility of the Board is to ensure that it provides independent civilian oversight, governance, and strategic leadership to SPS, ensuring SPS carries out its mandate in a manner that is consistent with the *Police Act* and is reflective of the needs, values, and diversity of Surrey's communities.

Pursuant to the *Police Act*, the Board has four main governance functions:

1. Act as employer of all sworn and civilian employees of SPS.

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[13] *Section 24(3) of the Police Act.*
[14] *In accordance with section 70(1) of the Police Act*
[15] *Section 2 of the Police Oath/Affirmation Regulation*
[16] *Section 25(1) of the Police Act.*
[17] *Section 25(4) of the Police Act.*

2. Provide primary financial oversight for SPS.
3. Establish the SPS priorities, goals and objectives, and policies that set direction for SPS.
4. Act as the authority for policy or service complaints, with the Board Chair being the discipline authority for complaints against the Chief Constable and Deputy Chief Constables.

The Board discharges its responsibilities, in part, by delegating day-to-day operations to the Chief Constable and supporting the Chief Constable in carrying out SPS's mandate.

## RESPONSIBILITIES

The Board as a whole is responsible for the following activities. Certain activities and responsibilities are supported by the Committees, as described in the Committee Operating Guidelines and the Terms of Reference for each Committee.

### *BOARD STEWARDSHIP AND GOVERNANCE EFFECTIVENESS*

With support from and taking into consideration the recommendations of the Governance Committee, the Board retains responsibility for managing its own affairs, including responsibility to:

1. Regularly review the composite skills, experiences, and competencies required for the Board to meet its responsibilities and communicate this information to City Council and the Province, as appointing bodies, to ensure they understand and consider the Board's needs when making Board appointments.
2. Create standing committees, task forces, advisory committees or other temporary working groups as needed from time to time to support the Board.
3. Assign spokesperson duties to the appropriate Board Member or the Executive Director as required.
4. Develop and approve policies contained in the Board Manual and update as required.
5. Evaluate the effectiveness of the Board, its Committees, the Board Chair, Vice Chair, and Committee Chairs.
6. Ensure new Board Members are provided with comprehensive orientation and all Board Members are provided ongoing professional development.
7. Develop a process to understand, identify, declare and manage Board Member conflicts of interest.
8. Obtain reasonable assurance that SPS operates at all times within applicable laws and to the highest ethical standards.

### *STRATEGY AND PLANS*

The Board has the responsibility to:

1. Participate with the Chief Constable in the development and approval of the priorities, goals, and objectives and a Strategic Plan for SPS considering, among other things:
    a. The priorities, goals, and objectives for policing and law enforcement in British Columbia established by the Ministry.
    b. The priorities, goals, and objectives of City Council.
    c. The needs of the communities served by SPS.
2. Within 30 days after their establishment or change, provide the SPS priorities, goals, and objectives to the Director.
3. At least annually, participate with the Chief Constable in developing key performance measures for achieving the Strategic Plan, and approve and monitor such measures.
4. Oversee the ongoing implementation and effectiveness of programs and strategies to achieve the Strategic Plan.

### *BUDGETING AND FINANCIAL CONSIDERATIONS*

With support from and taking into consideration the recommendations of the Finance and Audit Committee, the Board has the responsibility to:

1. Annually participate with the Chief Constable in the development of, and approve, SPS's provisional budget for the following year.
2. Submit SPS's provisional budget for the following year to City Council for approval by November 30th of each year. [18]
3. Approve any changes to SPS's provisional budget and ensure such changes are submitted to City Council for approval on or before March 1 of the year to which the provisional budget relates.[19]
4. Review (through the Finance and Audit Committee) expenditures and agreements to make expenditures to ensure they are aligned to the categories in the approved budget.[20]

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[18] *Section 27(1) of the Police Act.*

[19] *Section 27(2) of the Police Act. Note: new section 27(3.1) requires City Council to approve the budget by no later than May 15 of the year to which the provisional budget relates. If by May 15 there are items or amounts in the budget that have not yet been approved by City Council, City Council must promptly notify the Board and request the Director to determine whether the item or amount must be included in the budget.*

[20] *Section 27(6) of the Police Act.*

### *FINANCIAL AND OPERATIONAL INFORMATION, SYSTEMS AND CONTROL*

With support from and taking into consideration the recommendations of the Finance and Audit Committee, the Board has the responsibility to:

1. Ensure the Chief Constable establishes and applies appropriate accounting and financial reporting principles and internal controls, including an internal audit function.
2. Oversee and monitor the internal audit function.
3. Liaise with SPS's external auditor as required.
4. Review and approve the annual audited and quarterly financial statements and ensure financial results are reported in a manner that is understandable, accurate, and properly reflects the financial position of SPS.
5. Regularly receive and review reports from the Chief Constable relating to SPS's programs and operations.
6. Delegate contract and cheque signing authorities to the Chief Constable, and review and update such delegation as required.
7. Review and approve the appointment of the external auditor and the external auditor's fees.

### *POLICY, RULES, AND OVERSIGHT OF SPS OPERATIONS*

With support from and taking into consideration the recommendations of the relevant Committees, the Board has the responsibility to:

1. Participate with the Chief Constable in developing rules and policies guiding SPS's operations and approve and oversee the implementation of such rules and policies.
2. Ensure systems are in place for the implementation and integrity of SPS's information technology and records management systems.
3. Approve SPS's service and complaints policy and any amendments to such policy.
4. Be the discipline authority for policy or service complaints, with the Board Chair being the discipline authority for complaints against the Chief Constable and Deputy Chief Constables and cooperate with the Independent Investigations Office and Office of the Police Complaint Commissioner, as necessary.
5. Ensure policies and procedures are in place to govern the fair and reasonable disclosure of information pursuant to the provisions of *FOIPPA*.
6. Review and approve Shared Services Agreements between SPS and other jurisdictional police for providing policing services to one another.

7. Review, approve, and oversee Shared Services Agreements between the Board (and/or SPS) and the City for providing administrative and other support to the Board and SPS.

### *RISK MANAGEMENT*

The Board has the responsibility to:

1. Develop and oversee an enterprise risk management approach to identify, assess and manage both the strategic and operational risks associated with SPS.
2. Develop, review, and approve SPS's risk appetite statement for key areas of enterprise-wide risk.
3. With input from the Chief Constable, understand and regularly review SPS's key enterprise risks to SPS achieving its priorities, goals and objectives.
4. Oversee and monitor SPS's plans and systems for identifying and managing its risks.

### *BOARD LEADERSHIP*

The Board has the responsibility to:

1. Identify and elect the Chair and Vice Chair.
2. Identify and appoint the Executive Director and Ethics Advisor.
3. Appoint the Chief Constable.
4. Acting upon the advice and recommendations of the Chief Constable, appoint Deputy Chief Constables.
5. Approve the Chief Constable's Position Description.
6. Participate with the Chief Constable to develop and approve the Chief Constable's annual goals and objectives in a manner that is consistent with the Strategic Plan and the *Police Act*.
7. Annually evaluate the Chief Constable's performance considering the agreed-upon goals and objectives.
8. Satisfy itself as to the integrity of Executive Management, and that Executive Management create a culture of integrity throughout SPS.
9. Considering the advice of the Chief Constable and recommendation of the Human Resources and Compensation Committee, approve:
    a. The compensation philosophy and guidelines for SPS considering the City's guidelines for exempt staff.
    b. The remuneration of Chief Constable and Deputy Chief Constables.

c. SPS's collective bargaining agreement with its employees including any letters of understanding that materially amend or alter the terms of the collective agreement.

10. Oversee and approve the Executive Management succession plan, ensuring there are:

a. Processes to respond to an unplanned situation which requires an immediate replacement of Executive Management positions.

b. Criteria and processes for the recognition, promotion, and development of Executive Management positions consistent with the Strategic Plan and future leadership requirements.

### *HUMAN RESOURCES AND CULTURE*

The Board has the responsibility to approve and oversee SPS's human resources and organizational culture strategy to ensure it promotes SPS's priorities, goals, and objectives; encourages ethical practices, individual integrity and social responsibility; and furthers SPS's diversity and inclusion goals.

### *COMMUNICATION*

Since SPS operates within a highly public environment and the actions of SPS have a significant public impact, the Board must ensure communications with Governance and Community Partners are appropriate, effective and transparent. The Board has the responsibility to:

1. Understand SPS's key Governance and Community Partners, and their needs and expectations.
2. Taking into consideration the recommendations of the Governance Committee, review, approve and oversee the implementation and effectiveness of SPS's engagement strategy with Governance and Community Partners and ensure it aligns with *Provincial Policing Standard 6.I.2 Community Engagement* and provides an opportunity for community members to provide input into SPS's service and complaints policy.
3. Approve a communications policy for the Board and SPS that reflects the need for cooperation and consultation between SPS, City Council, and the Province.
4. Ensure all reporting requirements established under the *Police Act* are met.
5. Report to Governance and Community Partners through SPS's annual report on the Board's stewardship for the previous year and the performance of SPS.

## FORWARD CALENDAR

The Board organizes its work and responsibilities (as outlined in these Board Terms of Reference) according to a rolling 12-month forward calendar. The calendar is reviewed and updated at least annually and modified as required to address issues that arise.

## RELIANCE ON MANAGEMENT AND ADVISORS

In carrying out its responsibilities, the Board:

1. Relies on Executive Management to provide accurate, complete and timely information.
2. Having regard to SPS's internal resources and budget, is entitled to retain and rely on external professional services firms, consultants, advisors, and other experts as needed to fulfill its mandate.

## BOARD BUDGET

As part of the annual SPS budget development process and to be included as part of the SPS budget, the Board determines and approves the expenditures required to support its work and activities, which includes, among other things, any required consultant and advisory services, Board Member remuneration, if any, meeting expenses and related costs (travel, accommodation, etc.), Board Member education and professional development, support with evaluation processes for the Board and Board Members, and required support services.

## BOARD MEMBERSHIPS

The Board supports the purposes of both the BC Association of Police Boards and the Canadian Association of Police Governance and as such, is a member of both organizations unless the Board otherwise determines in its discretion. The Board authorizes membership in other organizations in its discretion.

# 3. BOARD CHAIR POSITION DESCRIPTION

## INTRODUCTION

Pursuant to the *Police Act*, the Board Chair is elected by the Board for a term of two years. As an independent Board, it is critical that the Board Chair ensures the Board operates independently and without political interference. This Board Chair Position Description highlights that importance by focusing on the role and responsibilities of the Board Chair.

## ROLE AND ACCOUNTABILITY

The Board Chair's primary role is to provide leadership to the Board, including facilitating and guiding the strategic direction, governance, and overall success of SPS in meeting its mandate, and ensuring the Board is organized properly, functions effectively and independently, and meets its obligations and responsibilities.

The Board Chair is accountable to the Board and represents the Board internally and externally unless another spokesperson is assigned by the Board.

## VOTING RIGHTS

The *Police Act*[21] provides that the Chair is a non-voting member of the Board and will only cast a vote in case of a tie, in which case, the Board Chair casts the deciding vote.

## RESPONSIBILITIES

The Board Chair has the responsibility to:

1. Board Meetings:
    a. With the Executive Director, coordinate the Board's forward calendar and annual schedule of Board meetings.
    b. With the Chief Constable and Executive Director, develop and set Board meeting agendas.
    c. Review pre-meeting information packages for completeness, with the goal of providing Board Members with sufficient information to enable and facilitate preparation for Board meetings.
    d. Chair Board meetings and facilitate a candid and full discussion of all key matters that come before the Board.

[21] *Section 25(5) of the Police Act*

e. Preside over the *in camera* portion of meetings of the Board, and review the results of those meetings with the Chief Constable if the Executor Director was not present at the *in camera* meeting.

f. Ensure Board decisions are clear, understandable, ethical, and responsible, and that Board Members speak with one voice after a decision is made.

g. Order the removal of any member of the public in attendance at meetings due to improper conduct or a concern for public safety.

2. Information and issues management:

a. Communicate with the Board and Chief Constable to ensure timely dissemination of information about major developments or initiatives that may impact SPS.

b. Work closely with the Chief Constable and the Executive Director to ensure effective relations and communications with Board Members, SPS, City Council, and others.

c. Ensure the Board receives timely, transparent, and adequate updates from the Chief Constable on all issues which impact the performance and effectiveness of SPS.

3. Board management:

a. Manage the affairs of the Board, including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities, and its processes are supportive of good governance.

b. Build consensus and develop teamwork within the Board, encourage an atmosphere of openness, trust and psychological safety and maintain a cohesive group without losing diversity of opinion and independent points of view.

c. Deal effectively with dissent and work constructively towards arriving at a decision and achieving consensus.

d. Be available to Board Members for questions, counsel, and discussions relating to SPS; proactively solicit the views, questions and concerns of Board Members.

e. Oversee issues raised with respect to conflicts of interest and standards of conduct under the Code of Conduct.[22]

f. Address concerns with behaviour of individual Board Members and address unproductive or non-inclusive Board dynamics.

[22] *Actual or perceived conflicts of interest with respect to the Board Chair are to be raised with the Governance Committee Chair in accordance with the Code of Conduct*

g. Defer to the Vice Chair to take the lead on any Board issues where the Board Chair may be in conflict, is unavailable or unable to act, and recognize the authority of the Vice Chair when so acting.

h. Review and assess Board Member and Committee member attendance and performance based on reporting requirements of the Province.

i. Meet with Board Members at least annually, on a one-on-one basis, to assess where the Board and/or Committees can operate more effectively and where the Board Chair could assist in improving the performance of the Board.

j. With the Executive Director, develop for approval of the Board, an annual Board budget, to be incorporated into the annual SPS budget.

4. Board Appointments

   a. Together with the chair of the Governance Committee, communicate, on behalf of the Board, with City Council and the Province to ensure they understand the process the Board has undertaken with respect to considering its composition and the specific Board requirements at that time.

5. SPS strategies and initiatives:

   a. In consultation with the Chief Constable, ensure major SPS initiatives and strategies have proper and timely Board understanding, consideration, approval, and oversight.

6. Working with Chief Constable:

   a. On behalf of the Board, act as the principal liaison with the Chief Constable, ensuring the Chief Constable is aware of the expectations and concerns of the Board.

   b. Act as a sounding board, counselor and mentor for the Chief Constable.

   c. Seek to ensure the Chief Constable presents to the Board all information necessary to allow the Board to effectively discharge its responsibilities:

      i. In a timely manner with a “no surprises approach”.

      ii. In accordance with any Board-approved communication policies.

      iii. Proactively where a matter could potentially cause reputational harm or negative media attention to SPS or the Board.

   d. Approve the Chief Constable’s expenses to the extent, if any, required by the Board’s signing authority delegation policy. This task may be delegated to the Executive Director to administer.

7. Communications:
   a. Act as the official spokesperson for the Board, if delegated by the Board.
   b. Ensure the Board is appropriately represented at official functions and meetings.
8. Disciplinary Authority:
   a. In accordance with the *Police Act*, act as the discipline authority for conduct complaints made against the Chief Constable or a Deputy Chief Constable, unless the Police Complaint Commissioner directs otherwise.[23]
9. Other:
   a. Together with the Vice Chair, lead the Executive Director's annual performance review.

## CHAIR SUCCESSION

On the advice and recommendations of the Governance Committee, the Board considers and approves the Chair's re-appointment and succession plan, taking into consideration the leadership competencies and independence needed for the role.

[23] *In processing complaints, the Board Chair follows the complaints process outlined in Part 11 of the Police Act. Prior to concluding an investigation or imposing any discipline, the Board Chair obtains the approval of the Board and may choose to involve the Vice Chair or other Board members in the process.*

# 4. VICE CHAIR POSITION DESCRIPTION

## INTRODUCTION

The Vice Chair works closely with the Board Chair to support and assist the Board Chair and provide an independent perspective pertaining to the Board's oversight activities, including taking the lead on Board issues and chairing meetings when the Board Chair is either unavailable or in a conflict of interest.

## APPOINTMENT

The election of the Vice Chair follows the same process as the election of the Board Chair.

## ROLE AND ACCOUNTABILITY

The Vice Chair's primary roles are to:

1. Support the Board Chair.
2. Chair Board meetings and take the lead on any Board issues when the Board Chair is either unavailable or may be in real, potential, or apparent/perceived conflict of interest, until such time as Board Chair is able to resume their responsibilities.

While presiding over a Board meeting or acting in the Board Chair's place, the Vice Chair has and may exercise all the same rights, powers, and authority of the Board Chair, including the responsibility to speak on behalf of the Board, if so delegated. While chairing a Board meeting, the Vice Chair will not have the right to vote, except to cast the deciding vote in the event of a tie.

## DUTIES AND RESPONSIBILITIES

The Vice Chair has the responsibility to:

1. Carry out the responsibilities of the Board Chair when the Board Chair is unavailable or unable to act as Board Chair due to a real, potential, or apparent/perceived conflict of interest.
2. Provide an independent perspective to the Board Chair pertaining to the Board's oversight activities and the management of issues raised with respect to conflicts of interest and standards of conduct.
3. Provide feedback to the Board Chair and act as a sounding board with respect to strategies, accountability, relationships, and other issues.
4. Perform any additional duties requested by the Board and Board Chair.

## VICE CHAIR SUCCESSION

On the advice and recommendations of the Governance Committee, the Board considers and approves the Vice Chair's re-appointment and succession plan, taking into consideration the leadership competencies and independence needed for the role.

# 5. BOARD MEMBER POSITION DESCRIPTION

Board Members are tasked to oversee the business and affairs of SPS as described in the Board Terms of Reference. This position description sets out how the Board expects each Board Member to discharge their duties and responsibilities and instill public confidence in the Board's governance of SPS. It supplements the Code of Conduct which all Board Members are expected to comply with.

## ROLE OF BOARD MEMBERS

The primary responsibility of the Board is to ensure it provides independent civilian oversight, governance, and strategic leadership to SPS, ensuring SPS carries out its mandate, duties and functions in a manner that is consistent with the *Police Act* and is reflective of the needs, values, and diversity of Surrey's communities.

Board Members are responsible for collectively governing the activities and affairs of SPS and ensuring the Board can effectively meet its responsibility to provide independent civilian oversight. In so doing, Board Members are expected to work collaboratively to ensure the Board makes effective and informed decisions that promote the achievement of SPS's duties and functions under the *Police Act* as well as the priorities, goals and objectives approved by the Board.

## FIDUCIARY RESPONSIBILITIES

In discharging their fiduciary responsibilities, each Board Member is expected to uphold the principles of the Code of Conduct. In stewarding SPS and providing independent civilian oversight, each Board Member should:

1. Act in the best interests of SPS as a whole (taking into account the community it serves) to ensure SPS effectively meets its mandate and role. This means that when participating in Board deliberations and decision-making, a Board Member should act impartially in considering and balancing the interests of all stakeholders, Governance and Community Partners, and other constituencies in Board decision-making.
2. Perform duties with due diligence, honesty, impartiality, and in good faith, and in accordance with the *Police Act*, the oath/affirmation of office, and any other applicable laws, regulations, rules or policies.
3. Be effective ambassadors of SPS.
4. Act with the highest standards of conduct, and in so doing, comply with all Board policies, the Code of Conduct, and all other applicable policies.
5. Fully disclose to the Board any actual, potential, or apparent interests that they have which may conflict with the Board's or SPS's interests or potentially impact the ability of the Board Member to make decisions in the best interest of SPS (considering the community it serves).

6. Maintain the confidentiality of information, including all information associated with closed and *in camera* meetings, in accordance with the Code of Conduct, until the Board decides the information may be disclosed.
7. Participate in ensuring the Board's work is effective and productive.
8. Participate on standing Committees, and other committees or bodies where needed (which may include the BCAPB), and become knowledgeable about the purpose and goals of the duties required of the Committees.[24]
9. Foster a strong and positive relationship between SPS, the Board, and Governance and Community Partners.

In carrying out their responsibilities, Board Members are expected to be actively engaged in and add value to the Board's work.

## STANDARDS OF CONDUCT

### *KNOWLEDGE AND PARTICIPATION*

Board Members are expected to:

1. Be knowledgeable about the vision, mission, values, strategy, risks, activities, Governance and Community Partners, and substantive issues affecting SPS and the community and political environment in which SPS operates.
2. Prepare for Board meetings by devoting the necessary time and attention to reading the Board agenda and information packages and otherwise being well-informed on relevant issues that come before the Board.
3. Be fully committed to Board duties and responsibilities.
4. Actively participate in Board activities that will enhance and expand the knowledge required to be an effective Board Member.

### *BOARD ACTIVITY AND INTERACTION*

During Board meetings, Board Members are expected to:

1. Exercise good judgment and act with integrity.
2. Bring their own experience, expertise, wisdom, judgment, and influence to bear constructively on issues.

[24] *Due to Board size, it is expected Board members may be required to participate on more than one Committee.*

3. Interact with fellow Board Members and management in a respectful, collaborative, and constructive manner, and demonstrate an openness to others' opinions and perspectives and the willingness to listen.
4. Speak and act independently while remaining a team player.
5. Participate fully and frankly in Board discussions, ask probing questions where appropriate, and express opinions in a clear and respectful manner even if they may seem contrary to other opinions.
6. Analyze issues from many perspectives and scenarios, considering the impact of decisions on all Governance and Community Partners and the Strategic Plan.
7. Advise the Board Chair and Executive Director in advance of introducing significant and previously unknown information at a Board meeting.
8. Understand the difference between governing and managing, focus inquiries on issues related to strategy, policy, systems, implementation, and results rather than issues relating to the day-to-day management and operations of SPS.
9. Respect the role and authority of the Chief Constable.
10. Ensure that copies of *in camera* materials held or downloaded by Board members (including any notes made by Board Members) are returned for secure disposal by the Executive Director in accordance with SPS's records retention policies.

Between meetings, each Board Member should be available as a support and resource to the Board Chair (and Vice Chair, where appropriate), the Executive Director and Chief Constable as needed, and should communicate, as necessary and appropriate, with the Board Chair and Executive Director.

### *ATTENDANCE*

Board Members are expected to maintain excellent Board meeting attendance, arriving on time and remaining for the duration of the Board meeting. Ideally, Board Members are expected to make attempts to attend meetings in person but, in exceptional circumstances, may attend by teleconference, video conference or such other technology that permits the Board Member to be heard.

Board Members who are not able to attend a Board meeting should advise the Executive Director at least one week prior to the Board meeting.

Recognizing the critical role of the Board, Board attendance will be monitored on an ongoing basis. Should a Board Member be absent from multiple meetings, the member will work with the Board Chair to determine the most appropriate course of action that meets the needs of the Board and Board Member.

### *RELATIONSHIP WITH EMPLOYEES*

Board Members may direct questions or concerns on SPS's performance to the Chief Constable through Board meetings, or through the Board Chair or Executive Director.[25] Board Members should also demonstrate a willingness and availability for individual consultation with the Board Chair, Executive Director, or Chief Constable as needed.

Board Members must respect the role and authority of the Chief Constable and the reporting relationship of employees.[26] The Board acts collectively and no Board Member has the authority to direct any employee of the Board or SPS.

Board Members are expected to abide by Surrey Police Service Policy AD 5.7 *Human Rights and Respectful Workplace* in dealings with other Board Members or employees of the Board or SPS.

Section F of this Manual outlines the consequences where Board Members do not meet the expectations outlined in this position description or fail to abide by the Code of Conduct.

### *COMMUNICATIONS*

No Board Member should speak on behalf of the Board or SPS without explicit authority from the Board.

Once Board decisions are made, Board Members are expected to support those decisions in a positive manner and speak with one voice. Board Members must not express any dissent from Board decisions to any person outside the Board or discuss matters in a manner that may conflict with or compromise their fiduciary responsibilities.

### *BOARD MEMBER REMUNERATION AND EXPENSE*

Board Members are entitled to such remuneration and reimbursement of expenses as outlined in Board Member Stipend Policy, as may be updated and approved by the Board from time to time.

## *BOARD MEMBERS REQUIRING POLICE SERVICES*

Should a Board Member require police services from SPS, they should proceed via established channels (i.e., the non-emergency line or 911 in case of emergency).

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[25] *This does not prevent Committee Chairs from engaging with Executive Management or other Personnel who are designated by the Chief Constable to be responsible for the areas which the Committees are tasked with leading on behalf of the Board.*

[26] *This does not prevent Board members from engaging with employees of SPS on social occasions or during site visits.*

# 6. CHIEF CONSTABLE POSITION DESCRIPTION

## INTRODUCTION

The Chief Constable is the leader of SPS and is an employee of the Board pursuant to the *Police Act.*[27] The Chief Constable is responsible for the administration and operations of policing in Surrey. The Chief Constable will work with the Board to develop the SPS mission, vision, values and Strategic Plan. The Chief Constable will operationalize the Strategic Plan and provide leadership to all SPS Personnel to deliver outstanding police services.

## APPOINTMENT AND ACCOUNTABILITY

The Board appoints the Chief Constable, who is accountable to the Board. The Executive Director also operationally supports the Chief Constable as needed to facilitate the advancement of Board objectives.

## ROLE

The Chief Constable is accountable for the effective command and leadership of SPS and has direct responsibility for the overall operation of SPS within the parameters set by the Director, the Board, and provincial and federal legislation. The Chief Constable will work with key Governance and Community Partners to develop and implement comprehensive public safety strategies to achieve the highest standards of policing and public safety. The Chief will inspire a positive and engaging work environment for all SPS employees that is safe, respectful, inclusive and based on a culture of service excellence, innovation, and teamwork.

The Chief Constable is the "face" and primary spokesperson for SPS. Public communication for SPS's activities will normally be conducted by the Chief Constable.

## DUTIES AND RESPONSIBILITIES

1. Strategic Planning
    a. In consultation with the Board and key Governance and Community Partners, develop and implement the strategic planning process, in alignment with SPS's vision, mission and values and with standards of policing excellence. Use the strategic planning process to build the Strategic Plan for the Board's input and approval and recommend modifications to the Strategic Plan as necessary over time in response to environmental change.
    b. Take the actions needed to communicate and implement the Strategic Plan.

[27] *S. 26(3) of the Police Act.*

c. Build organizational and personal objectives/metrics to measure SPS's progress towards its Strategic Plan. Regularly report to the Board and the public on these metrics.

d. Ensure a planning process is in place to regularly review and renew the Strategic Plan.

e. Ensure SPS's values are established, communicated, and promoted.

2. Board Support

a. Build strong working relationships with the Board Chair, the Board and its Committees.

b. Keep the Board proactively informed of significant strategic, operational, administrative, and financial matters relevant to the successful implementation of the Strategic Plan, annual budget, and the Policies.

c. Regularly report to the Board on the agreed upon public safety metrics (both organizational and personal), presenting strategic options to enhance SPS's success.

d. Act as the principal link between SPS management and the Board, while familiarizing the Board and its Committees with SPS's senior management.

e. Attend meetings of the Board and other meetings as requested by the Board.

f. Meet on a regular basis with the Board Chair.

g. Report to the Board on issues relating to the *Police Act*.

3. Community Engagement

a. Develop a visible, credible, inclusive, and respected profile externally for SPS. Build relationships with the community to foster a climate of openness and trust.

b. Lead the development, implementation and sustainment of a proactive public engagement and communications model.

c. Proactively inform the Board of emerging policing or public safety issues that may be of concern to staff and to Governance and Community Partners.

d. The Chief Constable or delegate shall speak on behalf of SPS, ensuring that all statements reflect the Strategic Plan, Annual Plans and the Policies. The Board Chair and the Chief Constable shall consult, as needed, to ensure the proper coordination, timing, and dissemination of information to meet particular circumstances.

e. Develop appropriate relationships with the media.

4. Human Resources

a. Provide leadership to Personnel and engage Personnel in the development and sustainment of an inclusive, supportive, and safe workplace.

b. Provide leadership and guidance to the Senior Leadership Team, ensuring responsibilities, authorities and deliverables are clearly established.

c. Develop and sustain an effective organizational structure, with management succession planning, and effective employee training and development programs.

d. Foster a culture that promotes ethical practices and encourages individual integrity and accountability.

e. Develop, for Board approval, human resources policies and practices that reflect SPS values.

f. Ensure sustainable recruitment, development, and retention plans are developed and implemented.

g. Build a workforce that reflects the community that SPS serves.

h. Ensure excellence in occupational health and safety with a commitment to employee well-being and success.

i. Maintain and encourage a climate of constructive engagement with the Unions.

5. External Relationships

a. Sustain open, collaborative, and constructive working relationships with the City and City Council. Work with other City leaders on initiatives of mutual benefit and overlapping accountabilities.

b. Sustain good working relationships with the Provincial government, including the Ministry of Justice and the Attorney General and the Ministry of Public Safety and Solicitor General.

c. Sustain good working relationships with other police departments throughout British Columbia, and with police associations across Canada to keep current with the activities of policing in Canada.

d. Identify and form relationships/working partnerships with Governance and Community Partners to deliver on the objectives and goals of the Strategic Plan.

6. Administration

a. Establish effective control, coordination, and measurement systems for all SPS operations and activities.

b. Ensure the integrity of internal control and management systems.

c. Identify the principal risks to SPS, review these risks with the Board regularly and implement appropriate systems to manage those risks.

**d.** Authorize the commitment of resources and enter into legally binding commitments in the ordinary course of business in keeping with delegated authorities and authority levels. Major commitments, exposures and risks are reported to the Board on a timely basis.

**e.** While respecting SPS's independence, explore opportunities to share resources with the City and other police organizations to enhance operational efficiency and effectiveness.

**f.** Ensure all SPS activities are conducted in accordance with laws, regulations, sound business practices, and the Policies (including any internal Code of Conduct for SPS's employees).

**g.** Integrate employee performance plans with organizational plans and systems.

**h.** Ensure SPS's programs and policies are consistent with the Strategic Plan.

**i.** Assist the Board in developing best-practice financial and operational governance.

**j.** Ensure that SPS's reporting requirements are met in a timely and appropriate manner.

**k.** In consultation with the City and the Board's Finance Committee, develop the annual SPS budget and any budget amendments for Board approval and then present the Board approved budget and budget amendments to City Council for approval in accordance with the requirements of the *Police Act*.

**l.** Implement the annual budget and report progress against the budget to the Board on a regular basis.

***7.*** *Police Act*

**a.** In accordance with the provisions of the *Police Act* Part 11, act as discipline authority for conduct complaints (public trust and internal discipline complaints) made against SPS sworn members.

**b.** Report to the Board on *Police Act* matters as required.

# 7. EXECUTIVE DIRECTOR POSITION DESCRIPTION

## INTRODUCTION

The Executive Director supports the effective functioning of the Board and acts as a key resource for the Board, providing research, strategic direction, and best practice advice and pertinent information as it affects Board oversight pertaining to budget, policy, and strategy.

## APPOINTMENT AND ACCOUNTABILITY

The Board appoints the Executive Director. The Executive Director is accountable to the Board and reports directly to the Board Chair. The Executive Director also operationally supports the Chief Constable as needed to facilitate the advancement of Board objectives.

The Executive Director is a senior employee of the Board and is supported by an executive assistant.

## ROLE

The Executive Director supports the Board on all governance matters and plays a key role in the administration of the Board's governance of SPS.

## DUTIES AND RESPONSIBILITIES

The Executive Director:

1. Liaises with and between the Board Chair, the Chief Constable, and Board Members to support effective Board governance of SPS.
2. Supports the Board (and as required, represents the position of the Board) in managing various relationships with SPS and Governance and Community Partners.
3. Coordinates the administration of the orientation, onboarding, and professional development program for all Board Members.
4. Supports the Board by overseeing and coordinating annual strategic planning, enterprise risk management processes, Committee meetings, and other events.
5. Together with the Board Chair and the Chief Constable, creates and maintains the Board's forward calendar.
6. Attends all Board and Committee meetings (including *in camera* meetings unless excused by the Board Chair), ensures proper meeting minutes are recorded, and maintains attendance records.
7. Conducts research on various assignments and updates the Board or presents findings in a manner that enables the Board to make decisions or respond publicly.

8. Supports the Board's governance needs and priorities including the development of practices and policies, annual reports and budgets.
9. Keeps up to date on evolving corporate governance practices and trends applicable to police boards, advising the Governance Committee and the Board.
10. With direction from the Board, develops, maintains and coordinates the regular review and updates of policies, processes, and documentation related to the Board Manual, Board evaluation processes, strategic planning workshops, and Governance and Community Partner meetings.
11. Supervises, delegates and directs an executive assistant to:
    a. Ensure that minutes of Board meetings are filed with the Police Services Division following their adoption by the Board.
    b. Ensure that an accurate record is kept of all Board proceedings, hearings, inquiries, correspondence, and that relevant current and historical Board documents are electronically available to Board Members.
12. Supports the Board's process for the Chief Constable's annual performance review including gathering and consolidating feedback to give to the Board as needed.
13. Informs and outlines Board policies, procedures, and related matters to Governance and Community Partners.
14. Oversees the Board's public communications including media relations, website maintenance, webcasting of Board meetings, and social media information to achieve a more public profile and ensure information about the Board is communicated appropriately and in a timely manner.
15. Responds to and/or coordinates all requests for information under *FOIPPA* on behalf of the Board and ensures accurate records management procedures are followed.
16. Maintains custody and control of Board records.
17. Oversees all external reviews, to ensure they are completed on time and according to SPS standards.
18. Coordinates and manages the Board process for service or policy complaints, including issuing correspondence at the direction of the Board.
19. Coordinates with the City clerk to identify opportunities for the Board to update City Council on various police initiatives.
20. Carries out any other appropriate duties and responsibilities as assigned by the Board.

## CONFIDENTIALITY

The Executive Director keeps all matters before the Board in strict confidence, limiting discussion to Board Members, Board employees and seconded personnel and those members of SPS and City staff to the extent required for the performance of their duties for the Board. This also extends to any professional services firms, consultants, advisors, and other experts retained by the Board or authorized by the Board Chair to the degree required to perform their services for the Board.

# 8. ETHICS ADVISOR POSITION DESCRIPTION

## INTRODUCTION AND ROLE

Occasionally, Board Members and Executive Management are faced with situations that are of a confidential nature that may become public at a later date and pose ethical considerations or concerns.

The Ethics Advisor provides independent, external, informed and objective advice as and when needed on ethical matters.

## APPOINTMENT

The Ethics Advisor is selected and appointed by the Board for a term of two years, which may be renewed. The Ethics Advisor must be independent of SPS and the Board, meaning that they must not be a Board Member, the Executive Director, the Chief Constable, or any other employee of SPS. In addition, the Ethics Advisor must be free from any relationship that might interfere with the exercise of their independent judgment as the Ethics Advisor.

The Ethics Advisor is not an employee of the Board but is retained by the Board on a contract basis on the terms determined by the Board. The Ethics Advisor may be removed or replaced by the Board in accordance with the Ethics Advisor's terms of engagement.

## COMPETENCIES

In addition to being independent, the Ethics Advisor has broad experience including but not limited to governance and legal experience, a reputation for good judgment, strong interpersonal skills, and sensitivity to the expectations, practices, and needs of SPS and the Board, including the requirement to operate independently and free from political interference.

## ADVICE

The Ethics Advisor is accessible to Board Members, the Board Chair, the Vice Chair, the Executive Director, the Chief Constable, Executive Management, and other senior staff as and when needed. The Ethics Advisor may attend any or all of a portion of any Board meeting as determined by the Board.

## RESPONSIBILITIES

The Ethics Advisor has the responsibility to:

1. Report to the Board as required on activities associated with the position.
2. Assist the Governance Committee as needed in monitoring, recommending amendments to, and reviewing as needed the Code of Conduct.

3. Counsel and provide advice on matters referred by Board Members, the Board Chair, the Vice Chair, the Executive Director, the Chief Constable, and Executive Management.
4. Provide written opinions, if requested, with appropriate protections.
5. Be accessible to Board Members, the Board Chair, the Vice Chair, the Executive Director, the Chief Constable, and Executive Management as needed.

## CONFIDENTIALITY

In carrying out their role and responsibilities, the Ethics Advisor keeps all matters confidential and ensures appropriate confidentiality protections are put in place with respect to the provision of any advice and written opinions for which their counsel is sought.

## REMUNERATION

The Ethics Advisor is compensated at amounts determined by the Board as provided in the Ethics Advisor's terms of engagement.

# 9. FINANCE AND AUDIT COMMITTEE TERMS OF REFERENCE

## INTRODUCTION

Under the *Police Act*, the Board has primary oversight responsibility for SPS's operational plans and budgeting process, financial reporting, accounting systems, internal controls, compliance, and financial and operational risk management. The purpose of the Finance and Audit Committee is to assist the Board in fulfilling this oversight responsibility.

The Chief Constable has day-to-day responsibility for SPS's budget development, financial reporting, information systems, risk management, and internal controls.

## COMPOSITION

Ideally the Committee will be composed of three Board Members, with one Board Member elected by the Committee to be chair. On an annual basis the Committee will elect a chair.

Ideally, a majority of the Committee members are "financially literate" and at least one member has "accounting or related financial expertise."[28]

Administrative duties are delegated to the Executive Director, who works with the Committee Chair to establish meeting dates and agenda content. In addition to the Chief Constable, SPS senior finance staff will attend meetings as required.

## FREQUENCY OF MEETINGS

Committee meets as often as necessary to carry out their responsibilities. Meetings outside the regular meeting schedule are convened at the call of the Committee Chair.

## RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee assumes the following responsibilities:

### *BUDGET DEVELOPMENT AND FINANCIAL PLANNING*

1. Review and make recommendations to the Board in respect of the budget development process and guidelines for SPS.

[28] *"Financially literate" means that the Board member has the ability to read and understand a set of financial statements in accordance with Canadian Generally Accepted Accounting Principles. Having "accounting or related financial expertise" means the Board member has the ability to understand and fully analyze financial statements and the related notes which present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by SPS's financial statements.*

2. Provide input and feedback to the Chief Constable during the annual budget development process, including:
    a. Review underlying assumptions that have been used in the annual budget, including budget risks and uncertainties.
    b. Review the annual budget for consistency with SPS's strategic and financial plans.
3. Recommend the annual and multi-year budgets (if applicable) to the Board for approval.
4. Annually assess the SPS Human Resource Information Systems (payroll, etc.) to ensure compliant reporting and audits are completed.

### *BUDGET MONITORING AND FINANCIAL REPORTING*

1. Ensure the Board receives timely, meaningful reports that keep it properly informed of SPS's financial situation.
2. On behalf of the Board, review expenditures and agreements to make expenditures using principles of flexibility and pragmatism to ensure that they are made within the broad categories contemplated in the overall budget approved by City Council (and/or the Director, as the case may be) and within the Chief Constable's spending authority.[29]
3. Review financial statements and any other internal financial reports prior to receipt by the Board.
4. Review and recommend for approval to the Board, financial information that will be forwarded to City Council or made publicly available, including the financial content of the annual report and any reports required by the Board, City Council, or the Province.
5. Understand the impact of any new or pending developments in general accounting and reporting standards that may affect SPS.
6. Determine whether appropriate accounting methods are being applied.
7. Monitor actual Board spending relative to the annual Board budget.
8. At least annually, review the expenses of the Board Chair, Board Members, and the Chief Constable.

### *FINANCIAL AUDIT*

1. Discuss with the Chief Constable and the external auditor:
    a. All proposed changes in accounting policy.

[29] *Section 27(6) of the Police Act.*

   b. The impact and presentation of all significant risks or uncertainties.
   c. Compliance with accounting standards.
   d. Significant adjustments and presentation issues arising out of the audit process.
   e. All estimates or judgments of management that may be material to financial reporting.

2. Review and recommend for approval by the Board the audited annual financial statements in conjunction with the report of the external auditor and ensure they are understandable, accurate, and properly reflect the financial position of SPS.
3. Oversee the external audit process including:
   a. Reviewing the terms of the external auditor's engagement and reasonableness of the proposed audit fees.
   b. Determine whether the performance of the external audit is satisfactory, effective, and meets SPS's requirements.
   c. Determining whether the Chief Constable has provided full and open disclosure to the external auditor's inquiries.
   d. Reviewing problems, if any, experienced by the external auditor in performing the audit.
   e. Reviewing any recommendations of the external auditor and responses of the Chief Constable.

### *LEVEL OF SPENDING AUTHORITY FOR MANAGEMENT AND THE BOARD*

1. Together with the Chief Constable, develop and recommend for Board approval a comprehensive statement of delegated authorities for contract signing and approval of expenditures.

### *EXPENDITURES*

1. Review major capital expenditure requests and any expenditures outside the Board-approved budget or Chief's delegated spending authority, and recommend for Board approval.
2. Oversee SPS's plans and expenditures to ensure they provide sufficient facilities and equipment for SPS.

### *INTERNAL CONTROLS*

1. Through discussions with the Chief Constable as well as the external and internal auditors, obtain reasonable assurance that SPS's financial and operational risk management, internal control systems, and information systems are appropriately designed, reliable and operating effectively.

2. Oversee SPS's internal audit function and the internal audit relationship with the internal auditor.

### *RISK MANAGEMENT*

1. Ensure the Chief Constable has established an enterprise risk management process in which risk identification, risk appetite, risk tolerance and risk mitigation is determined, registered, monitored and report.
2. Review and assess the effectiveness of SPS's Integrated Risk Management processes and framework.
3. Review and recommend to the Board SPS's Corporate Risk Profile and subsequent mitigation plans.
4. Ensure SPS reports on risks identified within SPS's Corporate Risk Profile and other risk assessments, and ensure the annual audit plan considers one or more of the risks.
5. Review significant risks affecting SPS's ability to fulfil its mandate and ensure that appropriate risk mitigation plans have been implemented.
6. Receive regular reports from the Chief Constable on the management of material enterprise, financial and operational risks to SPS.
7. Review and approve SPS's insurance coverage of material organizational risks and uncertainties.
8. Review any litigation, claim, or contingency that could have a material financial effect to SPS.
9. Receive assurances of compliance with employer and statutory remittance requirements.

### *POLICY OVERSIGHT*

1. Ensure organizational policies meet the Director's policing standards, and to provide oversight over such policies, particularly those related to financial, information and risk management.
2. Confirm that appropriate policies and procedures are in place to monitor compliance with applicable laws and regulatory obligations and ascertain their adequacy and levels of compliance.

### *OTHER RESPONSIBILITIES*

1. Stay informed on emerging best practices in governance relative to the Committee's mandate and recommend any changes to the Governance Committee.
2. Review such other matters that the Committee or the Board deems advisable or timely.

# 10. GOVERNANCE COMMITTEE TERMS OF REFERENCE

## INTRODUCTION

Under the *Police Act*, the Board has primary oversight responsibility for the effective governance and oversight of SPS.

The purpose of the Governance Committee is to provide a focus on governance that will enhance the Board and SPS's performance, and to fulfil the Board's obligations and oversight responsibilities related to SPS's governance philosophies, structures, policies, and processes.

## COMPOSITION

Ideally the Committee will be composed of three Board Members, with one Board Member elected by the Committee to be chair. On an annual basis the Committee will elect a chair.

Administrative duties will be delegated to the Executive Director, who will work with the Committee Chair to establish meeting dates and agenda content. In addition to the Chief Constable, senior SPS staff will attend meetings as required.

## FREQUENCY OF MEETINGS

Committee meets as often as necessary to carry out their responsibilities. Meetings outside the regular meeting schedule are convened at the call of the Committee Chair.

## RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee has the following responsibilities:

### *BOARD GOVERNANCE*

1. At least every two years, review the Board Manual and related policies and recommend any changes to the Board.
2. Together with the Board Chair, Committee Chairs, and Executive Director, develop the annual work plan and calendar for the Board and Committees.
3. Together with the Executive Director, update the Board on changes to applicable law, provincial policy, or relevant trends in police board and public sector governance that may affect the responsibilities of Board Members.
4. Ensure programs are in place for new Board Member orientation and ongoing Board Member professional development, and regularly review and recommend any changes to the Board.

5. Develop and recommend for approval by the Board a process for evaluating the effectiveness of Board meetings, Committee meetings and the Board, and recommend any necessary changes to the Board.
6. Lead and support the annual review processes to evaluate the Board.
7. Annually review and update the Board Competency Matrix and Board Member recruitment profile for approval by the Board.
8. On at least an annual basis, review SPS management's report of the key governance risks, and management's systems and control plans to manage such risks.

### *COMPLIANCE*

1. Regularly review and ensure the adequacy of the Code of Conduct and report to the Board regarding compliance with such policy.
2. Oversee the function and work of, and relationship with, the Ethics Advisor and make recommendations to the Board as may be appropriate.
3. Oversee the process for responding to complaints made about the services or policies of SPS.
4. Ensure SPS has in place appropriate and effective procedures to address issues raised concerning alleged breaches of key administrative and policing policies, including alleged irregularities in respect of accounting, financial reporting, internal control, and workplace matters.

### *EXTERNAL RELATIONSHIP MANAGEMENT*

1. Regularly review and consider reports in respect of SPS's relationships with City Council, jurisdictional police services, and other law enforcement agencies within Canada, and where appropriate, provide the Board with advice or recommendations regarding such reports.
2. Periodically review and assess SPS's relationships with and communication to Governance and Community Partners.
3. Regularly review SPS's service and complaints policy and recommend any changes to the Board for approval; ensure community members have had an adequate opportunity to provide input into such policy prior to it being finalized for recommendation to the Board.[30]
4. Recommend to the Board resolutions to be proposed at the annual general meetings of the Canadian Association of Police Governance and the BC Association of Police Boards.

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[30] *Section 173.1 of the Police Act requires the Board to provide an opportunity for community members to provide input into SPS's service and complaints policy and any amendments to such policy.*

### *POLICY OVERSIGHT*

1. Oversee the development, implementation and effectiveness of the following policies:
   a. Policies contained within the Board Manual.
   b. Policies relating to the general direction, management, and operation of SPS, except to the extent specifically delegated to other Committees pursuant to such Committee's Terms of Reference.

### *OTHER*

1. Stay informed on current best practices in governance relevant to the mandate of all Committees and recommend any changes to the Board.
2. Review such other matters that the Committee or Board deems advisable and timely.

# 11. HUMAN RESOURCES AND COMPENSATION COMMITTEE TERMS OF REFERENCE

## INTRODUCTION

The purpose of the Human Resources and Compensation Committee is to assist the Board in fulfilling its oversight and employer responsibilities under the *Police Act* as it relates to overseeing the Chief Constable and SPS's human resource and compensation structures, policies, and processes, and to ensure that there is a plan for personal development and continuity for Executive Management.

Primary responsibility for the day-to-day human resource management, performance management, labour relations, employee health and safety, and career planning for Personnel lies with the Chief Constable and is overseen by the Board.

## COMPOSITION

Ideally the Committee will be composed of three Board Members, with one Board Member elected by the Committee to be chair. On an annual basis the Committee will elect a chair.

Administrative duties will be delegated to the Executive Director, who will work with the Committee Chair to establish meeting dates and agenda content. In addition to the Chief Constable, senior SPS human resources personnel will attend meetings as required.

## FREQUENCY OF MEETINGS

Committee meets as often as necessary to carry out their responsibilities. Meetings outside the regular meeting schedule are convened at the call of the Committee Chair.

## RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee has the following responsibilities:

### *HUMAN RESOURCES*

1. Together with the Chief Constable oversee the development of the Chief Constable's performance metrics for recommendation to the Board.
2. Recommend for approval by the Board a performance evaluation process for the Chief Constable, and annually review and recommend changes as required.
3. Lead the Chief Constable's annual performance review.
4. Support the Chief Constable in the development of succession plans to deal with a planned or unplanned departure of Executive Management.

5. Together with the Chief Constable, annually review SPS's management structure to ensure a robust leadership plan for the future of SPS and recommend any required changes to the Board.
6. Conduct an exit interview with any Executive Management leaving SPS.
7. Regularly review SPS's human resources strategy and policies of SPS, ensuring they support the achievement of the Strategic Plan, and recommend any required changes to the Board.
8. Regularly review and monitor the results of any survey, reports, and other methods to measure employee engagement and the health of SPS's organizational culture.
9. Work with the Chief Constable to ensure SPS has an effective employee wellness program in place, and regularly review, monitor and ensure the modification of the program, as appropriate.
10. Together with the Chief Constable, regularly review SPS staffing levels and processes for attracting, retaining, training, developing, motivating, and tracking the performance of Personnel.
11. Together with the Chief Constable, ensure labour negotiations, strategies, and policies reflect the SPS priorities, goals, and objectives.
12. Review and recommend to the Board for approval, bargaining committees and mandates for negotiation of collective agreements with certified bargaining units.
13. Monitor the implementation of SPS's collective bargaining agreement with its employees.
14. Receive regular updates on collective bargaining/interest arbitrations, material grievance patterns/trends and update the Board.
15. Review and recommend to the Board for approval any LOUs that require prior Board approval (as outlined in the Board's Employment and Collective Bargaining Oversight process document in this Manual).
16. Together with the Chief Constable, review and monitor SPS's recruitment and diversity and inclusion policies and internal demographics to ensure they meet SPS's priorities, goals, and objectives and reflect continued progress in building a diverse and inclusive workforce which reflects the make-up of the communities served by SPS.
17. Monitor and regularly review the effectiveness of any secondment agreements, and personnel-related Shared Services Agreements with the City, ensuring they are consistent with SPS's human resources strategy, and make any recommendations to the Board in respect of such arrangements.
18. Assist the Board Chair in processing complaints against the Chief Constable and Deputy Chiefs, as required.
19. Monitor the handling of significant internal discipline matters to assess the appropriateness of settlements or conclusions.

20. Review any new and significant organizational changes and human resource initiatives programs, or priorities, and recommend any material organizational chart changes to the Board.
21. On at least an annual basis, review SPS management's report of the key operational, reputational, and human resource risks, and management's systems and control plans to manage such risks.

### *COMPENSATION*

1. Together with the Board Chair, lead the Chief Constable's compensation review strategy.
2. Together with the Chief Constable, review and recommend to the Board SPS's philosophy and guidelines for Senior Leadership Team compensation.
3. Review any exempt compensation policies of the City and recommend any exceptions or changes.
4. Oversee SPS's compensation philosophy, guidelines, and policies and recommend any changes to the Board.
5. Regularly review the Board Member *Stipend* Policy and recommend any changes to the Board.

### *POLICY OVERSIGHT*

1. Oversee the implementation and effectiveness of human resource and workplace standards policies, including with respect to hiring, compensation and evaluations, diversity and inclusion, employee benefits, respectful workplace and occupational health and safety, and shared services.
2. Confirm that appropriate policies and procedures are in place to monitor compliance with applicable laws and regulatory obligations and ascertain their adequacy and levels of compliance.

### *OTHER*

1. Stay informed on current best practices in governance relevant to the Committee's mandate and recommend any changes to the Governance Committee.
2. Review such other matters that the Committee or Board deems advisable and timely.

# 12. FREEDOM OF INFORMATION COMMITTEE TERMS OF REFERENCE

## INTRODUCTION

The Board has primary oversight responsibility for ensuring that information is disclosed by the Board in a fair and reasonable manner and in accordance with the standards and requirements of *FOIPPA.*

Although the Board Chair is the designated the "head" of the Board as a public body under *FOIPPA*, the Executive Director acts as the Board's *FOIPPA* Coordinator and has day-to-day responsibility for ensuring the Board complies with *FOIPPA*, including managing correspondence with respect to access to information requests, notifying third parties, transferring requests, preparing draft responses, and severing records.

The purpose of the Freedom of Information Committee is to assist the Board in fulfilling its obligations and responsibilities under *FOIPPA*, including related to the release of information in response to information requests and to the collection, use and disclosure of personal information.

## COMPOSITION

The Freedom of Information Committee is a committee of the whole.

## FREQUENCY OF MEETINGS

Committee meets as often as necessary to carry out their responsibilities. Meetings outside the regular meeting schedule are convened at the call of the Committee Chair.

## RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee assumes the following responsibilities:

1. In consultation with the Executive Director and the Board Chair, review information requests and recommend the Board release the requested information or, where appropriate and permitted under *FOIPPA*, recommend the Board refuse the release of such information.
2. Periodically receive and review reports from the Executive Director concerning the number, nature, and management of information requests, the collection, use, and disclosure of personal information, compliance with *FOIPPA* provisions, and the status of any investigations by the Information and Privacy Commissioner.
3. Report to the Board concerning the management of information requests and the collection, use and disclosure of personal information.
4. Where the Committee determines it is necessary, refer an information request to the Board.
5. Oversee the process and policies for receiving, reviewing, and managing information requests.

6. Oversee the process and policies for collecting, using, and disclosing personal information, and make recommendations to the Board for any required changes.
7. Approve the engagement of legal counsel or other expertise as may be required to assist the Committee in undertaking its responsibilities, including responding to information requests and any investigations by the Information and Privacy Commissioner.
8. Make recommendations to the Board in connection with public disclosure of the Board's compliance activities with respect to *FOIPPA*.
9. Review and approve the entering into of any mediation or review process with the Office of the Information and Privacy Commissioner by the Executive Director or legal counsel on behalf of the Board.

# C. GOVERNANCE PRACTICES

## 1. BOARD OPERATING GUIDELINES AND MEETING PROCEDURES

### INTRODUCTION

The Terms of Reference for the Board define the role and responsibilities of the Board. The following outlines how the Board operates to carry out its duties of stewardship and accountability, including its procedures for holding Board meetings.

### BEST INTERESTS AND GOVERNANCE STANDARDS

The Board is responsible for overseeing the affairs and conduct of activities of SPS and supervising the Chief Constable who is responsible for ensuring day-to-day operations at SPS are conducted effectively. As further outlined in the Board Member position description and Code of Conduct, although Board Members bring a point of view to Board deliberations, the best interests of SPS as a whole (taking into account the entire community it serves) must be paramount at all times.

As a statutory body, the Board must:

1. Operate in all ways mindful of its obligations, responsibilities and accountabilities for the governance of SPS.
2. Be independent of SPS administration and management, political affiliation, and interest groups.
3. Be open, transparent and accessible to the public and SPS, while mindful of the need for confidentiality and security of information.
4. Be responsive to the community served by SPS.

The Board governs collaboratively and in a way that encourages strategic leadership rather than administrative detail. The Board maintains a clear distinction between Board governance and the Chief Constable's role as the chief executive officer of SPS. The Board directs, controls, and motivates SPS through the careful establishment of broad organizational policies reflecting the community's values, and ensures the Chief Constable carries out day-to-day operations and develops detailed policing and operational processes in accordance with Board-approved policies.

The Board establishes a collegial and cooperative relationship with officials of the City and the Ministry, including the Police Services Division, the Director, the Independent Investigations Office, and the Office of the Police Complaint Commissioner, and fulfills all reporting requirements established under the *Police Act*.

## RELATIONSHIP WITH SPS

Board Members have no direct authority over members of SPS and do not interfere with SPS's operational decisions and responsibilities or with the day-to-day operation of SPS. The authority of individual police officers to investigate crime, arrest suspects, and lay information before the Justice of the Peace comes from the common law, the Criminal Code, and other statutory authority and must not be interfered with by any political or administrative body, including the Board.

To maintain the importance of this distinction, the Board and Chief Constable commit to the following guiding principles with respect to their relationship and responsibilities:

1. Acknowledge the importance of goodwill between each other.
2. Respect each other's roles, interests and accountabilities.
3. Give each other the benefit of the doubt, accept honest mistakes and seek explanations before reacting.
4. Recognize and respect each other's decision-making process and lines of authority.
5. Promote common understanding and share information in a timely manner and with a "no-surprises approach" to the fullest extent possible in an atmosphere that promotes clarity, transparency, openness, and trust.
6. Achieve quick and effective resolution of issues.
7. Build stronger relationships.
8. Acknowledge that the Board's mandate is summarized as general oversight and setting of policing policy.
9. Recognize that the Chief Constable is responsible for daily policing and all operational matters.

## MEETINGS OF THE BOARD

The Board meets as often as necessary to transact the Board's business and carry out its duties effectively.

Board meetings may be called as required to transact the Board's business by the Board Chair or, in the Board Chair's absence or unavailability, by the Vice Chair.

Over the course of a meeting year, the Board normally holds a series of regularly scheduled meetings and may hold special meetings and strategic sessions.

### *ANNUAL SCHEDULE AND NOTICE OF REGULAR MEETINGS*

Typically, the Board holds ten regular meetings, and one strategic planning session per calendar year. The Board's regular meeting schedule (including the date, time, and location) for an upcoming meeting year is

typically approved by the Board in the fall of year prior. Once approved, the annual schedule is provided to Board Members and published on the Board's website. Notice of upcoming regular Board meetings are also provided at the previous regularly scheduled Board meeting. The Board may cancel or change the date, time, or location of any regular Board meeting if the Board determines the circumstances require, and any such changes are published on the Board's website.

Typically the Board does not hold meetings in August and December.

### *Special Meetings*

The Board Chair may call additional meetings that do not appear in the annual schedule to address special or emergent issues. Notice of any special meetings are provided to Board Members at least 24 hours prior to such meeting or as soon as is practicable in the circumstances. The meeting notice specifies the item of business to be transacted at the meeting, and no business other than that described in the notice may be discussed at a special meeting. Notice for such meetings are provided by electronic means or the most efficient method in the circumstances as approved by the Board Chair. Such notices are also published on the Board website.

### *Community and Media Notification*

The public is notified of the time, place, and business of all open sessions of Board meetings by the schedule posted on the Board's website and by notification included on the meeting agenda.

### *Failure to Send Notice*

The inadvertent failure to send notice of a meeting to a Board Member, or any inadvertent irregularity in connection with the giving of notice or the conduct of a meeting does not invalidate any proceedings of the Board meeting.

## Open, Closed and *In camera* Sessions of Board Meetings

Board meetings are normally comprised of:

1. An open session;
2. A closed session; and
3. An *in camera* session.

### *Open Sessions*

The Board is committed to the principles of accountability and transparency and to conducting its business in sessions which are open to the communities and public which are served by SPS. In accordance with the

*Police Act*, all open sessions of Board meetings are open to the public and the Board does not exclude any person from its open sessions, except for improper conduct or public safety.

### *PARTICIPATION IN OPEN MEETINGS AND DECORUM*

Members of the public may attend open sessions of Board meetings either in person or online using the participation facilities set up by the Board for that purpose and specified in the meeting notice. Any member of the public who wishes to attend open sessions of Board meetings are subject to space and technology restrictions. For attendance in person, priority is given to Board Members and invited guests; any remaining space is then made available to others on a first come, first served basis. All members of the public may view Board meetings through SPS's online platform.

Members of the public attending an open session of a Board meeting may not participate in discussion or debates and/or sit at the table, except where the Board Chair has given approval at least 7 days in advance of the meeting or the Board has given approval during the meeting. At the end of each open session of a Board meeting, members of the public will have an opportunity to ask questions, as described in this policy.

All persons attending the open session of a Board meeting (whether in-person or online) are expected to behave in a respectful and civil manner. The Board Chair may remove any person in attendance due to improper conduct or public safety.

### *CLOSED SESSIONS*

Attendance at closes sessions of the Board meetings is at the discretion of the Board. Closed sessions are attended only by Board Members, the Executive Director and Executive Management. The Board may invite and/or permit additional persons to attend all or a portion of a closed session to assist in the discussion and consideration of specific agenda items. All other meeting attendees must leave the meeting if requested to do so by the Board Chair.

### *IN CAMERA SESSIONS*

In addition to open and closed sessions or meetings of the Board, and in accordance with good governance principles, the Board may hold *in camera* sessions to provide a forum for Board Members to meet with and without Executive Management present.

*In camera* sessions are attended by Board Members and the Chief Constable in the first instance, and then by Board Members only. The Executive Director also attends unless the Executive Director is excused by the Board Chair. The Board may invite and/or permit additional persons to attend a portion of an *in camera* session to assist the Board in the discussion and consideration of specific agenda items.

### *GUESTS*

The Board appreciates the value of having SPS Personnel and others attend Board meetings (open, closed and/or *in* camera sessions) to respond to questions, make presentations, provide information and make recommendations to assist the Board in its deliberations and to assist in discussions and consideration of the business of the Board. Such persons may be invited to attend or speak at Board meetings at the discretion of the Board.

### *CRITERIA FOR OPEN, CLOSED AND IN CAMERA SESSIONS*

Pursuant to the *Police Act,*[31] the Board may hold closed or *in camera* meetings if the subject matter being considered concerns the following matters:

1. **Public security**, the disclosure of which could reasonably be expected to seriously impair effective policing or law enforcement.
2. **A person's financial or personal affairs**, if the person's interest in the matter outweighs the public interest in the matter.
3. **Personnel matters**, including labour contract discussions, labour management relations, layoffs or other personnel matters.
4. **Private information**, that a person has requested to give in private to the Board or a Committee.

Without limiting the full scope of such matters, the following will normally be considered in an *in camera* session of the Board meeting:

1. Chief Constable appointment, performance, compensation, and succession planning matters.
2. Matters affecting the quality and effectiveness of Board or Committee meetings.
3. Internal governance matters, such as Board evaluations.
4. Meetings with external advisors or consultants where needed (e.g., auditors, legal counsel, compensation consultants).
5. Any other sensitive matter that a Board Member may wish to be addressed.

Following the *in camera* meeting, the Board Chair reviews the results of the meeting with the Chief Constable and Executive Director as appropriate.

[31] *Section69 of the Police Act*

### *CONFIDENTIALITY OF CLOSED AND IN CAMERA SESSIONS*

Deliberations and materials considered in closed or *in camera* sessions of Board meetings are confidential. All participants and attendees must respect this confidentiality.

Materials that are prepared for or distributed in closed or *in camera* sessions may only be published or otherwise released after approval of the Board Chair, after consultation with the Board and Chief Constable and Executive Director. Materials that contain personal information as well as the views, opinions, and contributions of specific individuals in attendance at meetings should be retrieved from all Board Members once they have been dealt with, for secure disposal by the Executive Director in accordance with any applicable records retention policies of the Board.

## AGENDA AND SUPPORTING MATERIALS

### *DETERMINING THE AGENDA*

The Board Chair, in consultation Chief Constable and Executive Director, develops the agenda for each Board meeting. Board Members may request items be added to the agenda through the Executive Director, with approvals by the Board Chair.

In developing agendas for Board meetings, the Board Chair will determine the designation of items for consideration in open, closed, or *in camera* session, at first instance and through consultation with the Chief Constable and Executive Director. In determining the designation of items, overall consideration will be given to the criteria specified in these Board Operating Guidelines and Meeting Procedures.

Meeting agendas will reflect open, closed, and *in camera* sessions, and items designated for closed and *in camera* sessions will indicate the basis for designation with reference to the categories and criteria for closed or *in camera* items.

In developing meeting agendas, the Board Chair (in consultation with Chief Constable and Executive Director) has flexibility to decide the nature of business and order of discussion.

### *DISTRIBUTION OF AGENDA AND MEETING MATERIALS*

Under normal circumstances, the Executive Director makes best efforts to distribute the agenda and supporting materials to Board Members via a secure Board document portal at least four days in advance of a regular meeting, and as soon as they are available for a special meeting.

The agenda and supporting materials for the open portion of the Board meeting, are posted to the Board website at least two days before the Board meeting.

Where the Board Chair, in consultation with the Executive Director, determines that circumstances warrant, supporting materials may be distributed separately from the agenda or handed out at the meeting.

## BOARD CHAIR AND VICE CHAIR'S ROLE AT MEETINGS

The Board Chair presides over all meetings of the Board. Should the Board Chair not be available or able to chair the meeting for any reason, the Vice Chair acts in the Board Chair's place. Should neither the Board Chair or Vice Chair be present or available, the Board elects an acting chair for the meeting until such time the Board Chair or Vice Chair is available.

## PARTICIPATION IN MEETINGS

### *MEETINGS IN PERSON*

Where possible, Board Members are expected to attend meetings in person. However, in exceptional circumstances or in the case of illness, a Board Member may participate in a Board meeting by teleconference, videoconference, or such other technology that permits the person to be heard. In such case, the Board Member is deemed to be present at the meeting and counted in quorum.

### *VIRTUAL PARTICIPATION*

Provided all Board Members agree in advance, the Board Chair may determine that a Board meeting be held entirely by means of a teleconference or video conference or other electronic means allowing all Board Members participating in the meeting to hear each other. Board Members who participate in a meeting in such manner are deemed to be present at the meeting and are counted in quorum.

## PROCEDURES AT BOARD MEETINGS

### *QUORUM*

A quorum for meetings is a majority of the number of Board Members then in office. A meeting of the Board, where notice has been given, and at which a quorum is present, is competent to exercise all or any of the authorities, powers, and discretion vested in or exercisable by the Board generally.

The Board Chair calls the meeting to order after the time fixed for the meeting, once quorum is present. If quorum is not present within 30 minutes after the fixed time for the meeting, the Executive Director records the name of the Board Members present, and the Board Chair adjourns the meeting. If a quorum is lost during a meeting and not regained within 15 minutes, the Board Chair adjourns the meeting.

### *ACHIEVING CONSENSUS*

During Board meetings, Board Members strive to achieve consensus on any recommendations, decisions or resolutions that are presented for discussion and approval. The Board Chair facilitates open and constructive communication amongst Board Members so that consensus can be reached.

Consensus means finding a decision, solution, or proposal acceptable enough that all Board Members can support it and can see that the decision provides a reasonable balance of the interests of all Governance and Community Partners and allows Board Members to meet their fiduciary duties. In the spirit of reaching consensus, Board Members are encouraged to interact with fellow Board Members and management in a respectful, collaborative, and constructive manner, and to strive in as timely a manner as possible to find a solution or reach a decision that makes sense for SPS, given its mandate and the priorities, goals, and objectives approved by the Board.

### *TIME ALLOCATION*

To ensure effective Board meetings, Board members must be mindful of the time they take to ask questions and discuss issues. An important balance must be struck between the time taken on any one agenda item and the Board members' understanding of an issue. For any one agenda item a Board member has 5 minutes to ask questions. Should the Board member be unsatisfied with the time allotment, the Board Chair has the discretion to waive the time limit at the request of the Board member or adjust the timing of agenda items and Board Member questions as needed to ensure the effective facilitation of the meeting. Board members are invited to ask questions of any materials ahead of time or after the meeting concludes through the Executive Director if required.

### *VOTING*

Where consensus cannot be met, decisions are made by a majority of votes.

Unless a Board Member has declared a conflict of interest, each Board Member, other than the Board Chair, has equal voting privileges. Except for the Board Chair who is not entitled to vote except in the event of a tie, Board Members may not abstain from voting unless required to do so by the Board due to an actual, potential, or apparent conflict of interest (as described in the Code of Conduct). Voting by proxy is not permitted.

The *Police Act*[32] provides that in case of a tie vote, the Board Chair must cast the deciding vote.

Where a Board Member has declared a conflict of interest with respect to a particular agenda item, the Board Member is not entitled to vote on that agenda item. Depending on the issue, at the direction of the Board Chair, the Board Member may be excluded from participating in the discussion on the matter.

[32] *Section 25(5) of the Police Act*

Voting is conducted by a show of hands, a roll call (voice), electronically (email), consensus, or otherwise in such manner that clearly evidences a Board Member's vote and is accepted by the Board Chair.

A declaration by the Board Chair that a motion has been carried and an entry to that effect in the minutes of the meeting are evidence of the action taken, without proof of the number or proportion of the votes recorded in favour or against such resolution. Any Board Member may ask at the time of the vote that the Board Member's individual vote in favour of or against the motion be recorded in the minutes.

### *Opportunity for Public Comment on Decision Items on the Agenda*

The Board recognizes that public participation in its processes enhances the responsiveness of SPS to community priorities and concerns. At each regular board meeting, the Board will provide an opportunity for members of the public to offer comment on decisions items on the meeting agenda prior to directors opening debate and voting on the items. Comments that do not relate to a decision item on the meeting agenda may be ruled out of order.

Members of the public who attend the meeting through the Board's online platform may email their comments to the Board through the Executive Director, who will provide the comments to the Board Chair at the meeting.

## Consent Resolutions

Whenever there is a matter of urgency that requires the Board's immediate attention, the Board Chair may direct the Executive Director to circulate a consent resolution to Board Members which deals with the matter. A resolution approved electronically (via email or the Board's document sharing portal) and consented to by all Board Members entitled to vote on that resolution has the same force and effect as if passed at a properly constituted Board meeting. Such consent resolution is ratified at the next regular Board meeting.

## Minutes

### *Official Records*

The Executive Director ensures there are minutes of the proceedings for all open and closed Board meetings and all Board hearings and inquiries.

The minutes and records maintained by the Executive Director are the official records of the Board.

All minutes must set out the date, time, and location of the Board meeting, the attendance of Board Members, a summary of the discussion, and a record of the Board's decisions, as well as any follow-up action items arising out of the meeting. Opinions or views expressed by participants at Board meetings are considered personal information and confidential and must not be recorded in the minutes.

### *APPROVAL AND DISTRIBUTION OF MINUTES*

1. **Minutes of Open Sessions:** Minutes of open sessions of Board meetings are approved as soon as practicable at the next Board meeting or by consent resolution, following which such approved minutes are published on the Board website, or by such other method as determined appropriate by the Board, in a timely manner.
2. **Minutes of Closed Sessions:** Minutes of closed sessions of Board meetings are distributed only to Board Members and other individuals as authorized by the Board and are confidential unless resolved otherwise by the Board.

   Minutes of closed sessions are approved as soon as practicable at the next closed session of a Board meeting or by consent resolution.
3. **Minutes of *In Camera* Sessions:** The Executive Director records only the results of any decisions taken or actions item arising. Minutes of *in camera* sessions are approved as soon as practicable by the Board and are confidential.

### *RECORDS RETENTION*

In accordance with the *Police Act*, all approved minutes of the Board's meetings, hearings, and record of its inquiries, are retained by the Executive Director and filed with the Director of Police Services.

# 2. COMMITTEE OPERATING GUIDELINES

## INTRODUCTION

The Board may appoint such committees it considers necessary and appropriate to assist the Board in carrying out its work.

The Board may also establish task forces, advisory committees, or other temporary working groups as required from time to time.

Current standing Committees of the Board are:

- Finance and Audit.
- Governance.
- Human Resources and Compensation.
- Freedom of Information.

The Terms of Reference for each Committee defines the role and responsibilities of each Committee and are set out separately. The following outlines the key guidelines governing how all Committees will operate to carry out their duties of stewardship and accountability.

## PURPOSE

The purpose of the Committees is to provide in-depth concentration in key areas of Board responsibility and to help the Board carry out its work. The Committees further act as a liaison between SPS Personnel and the Board providing support and direction, and a forum to exchange information and to focus on detailed review and analysis to ensure reports are responsive to the requirements of the Board and appropriately inform Board decision-making.

## TERMS OF REFERENCE REVIEW

Committees review their own Terms of Reference at least annually and submit any changes to the Governance Committee for review and recommendation to, and approval by, the Board.

## ACCOUNTABILITY

On such terms as it sees fit, the Board may delegate any, but not all of, its powers and responsibilities to one or more Committees. Each Committee is accountable to the Board.

The Committees have no authority to direct management, speak for, commit to or make decisions on behalf of the Board unless specifically authorized by the Board through the applicable Committee Terms of Reference or otherwise.

## COMPOSITION AND APPOINTMENT

The Board's standing Committees are ideally composed of three Board Members.

Board Members will identify the Committees on which they prefer to serve, having regard to their professional designations, skills and experience.

The Board Chair is responsible for appointing Board Members to Committees[33] and will make best efforts to assign Board Members based on their identified preference.

## MEETINGS

### *ANNUAL SCHEDULE*

Committees meet as often as necessary to carry out their responsibilities. The frequency of Committee meetings is determined by the Committee Chair in consultation with the Executive Director in accordance with the Committee Terms of Reference. Efforts will be made to align Committee meetings with regularly scheduled Board meetings to create efficiencies in meeting schedules.

### *MEETING NOTICE*

A Committee's regular meeting schedule (including the date, time, and location) for an upcoming meeting year is typically approved by the Committee at least four to six months in advance of the relevant year. Once approved, the annual schedule is provided to Committee members and included in the Board calendar. A Committee Chair may cancel or change the date, time, or location of any meeting with 24 hours notice, if the Committee Chair determines the circumstances require.

Additional meetings (meetings that are not included on the annual schedule) may be called with 24 hours notice.

The inadvertent failure to send notice of a meeting to a Committee member, or any inadvertent irregularity in connection with the giving of notice or the conduct of a meeting does not invalidate any proceedings of any Committee meeting.

### *AGENDA AND MEETING MATERIALS*

The Committee Chair, in consultation with the Executive Director, develops the agenda for each Committee meeting.

[33] *The Board Chair is not obligated to be a member of any Committee but may do so at the Board Chair's discretion.*

The Executive Director makes best efforts to distribute the agenda and supporting materials for Committee meetings via a secure Board document portal at least four days in advance of a regular meeting, and as soon as they are available for a special meeting.

### *Committee Chair's Role*

The Committee Chair presides over all meetings of the Committee. Should the Committee Chair not be available or present to chair the meeting for any reason, the Committee chooses an acting chair for the meeting.

### *Quorum*

Quorum for the transaction of business at a Committee meeting is a majority of appointed Board Members.

If there is no quorum present within 30 minutes of the meeting start or quorum is lost during a meeting and not regained within 15 minutes, the Committee Chair adjourns the meeting.

### *Meetings in Person and Virtual Participation*

Committee meetings are typically held virtually unless the Committee agrees to meet in person.

### *Guests*

Any Board Member may attend any Committee meeting provided that a Board Member will be compensated only for attending meetings of the Committee of which they are a member. Such visiting Board Member is not counted as quorum or as a voting member.

Committee meetings are not open to members of the public. However, a Committee may invite, in consultation with the Chief Constable, such Personnel and other guests as may be considered desirable, to attend all or a portion of meetings and assist in the discussion and consideration of the business of the Committee.

### *Voting*

All Committee members, including the Committee Chair, have the right to vote. Prior to taking a vote, Committee members shall strive to achieve a consensus on any recommendations that are presented for discussion and approval. Where consensus cannot be met, questions arising are decided by a majority of votes of the Committee members present (including the Committee chair). In the case of a tie vote, the Committee Chair does not have a second or casting vote. A tie vote constitutes a failed motion.

### *IN CAMERA SESSION WITHOUT MANAGEMENT*

Each regular Committee meeting may include an *in camera* meeting of Committee members (without Executive Management or other persons excused by the Committee Chair) at the beginning and/or end of each meeting. The purpose of such meetings is to meet with external advisors, service providers, or consultants where needed, address matters affecting the quality and effectiveness of the Committee meeting, address internal governance matters for the Committee, and discuss any other sensitive matter that the Committee or a Committee member may wish to be addressed.

The Executive Director attends all Committee *in camera* meetings unless the Executive Director is excused by the Committee Chair.

### *CONFIDENTIALITY OF MEETINGS*

Deliberations and materials of Committee meetings are confidential. All participants and attendees must respect this confidentiality.

## CONSENT RESOLUTIONS

A resolution approved electronically (via email or the Board's document sharing portal) and consented to by all Committee members entitled to vote on that resolution has the same force and effect as if passed at a properly constituted Committee meeting.

## MINUTES

The Executive Director ensures there are minutes of the proceedings drafted for all Committee meetings. Minutes are not taken of the *in camera* portion of Committee meetings, however, the Executive Director ensures there are records of all recommendations of the Committee made at an *in camera* session or made outside of a meeting.

All minutes must set out the date, time, and location for the Committee meeting, the attendance of Committee members, a summary of the discussion, and a record of the formal actions, recommendations, and resolutions of the Committee taken. Opinions or views expressed by participants at Committee meetings are considered personal information and confidential and must not be recorded in the minutes.

Committee members are provided with draft minutes of each Committee meeting as soon as possible after each meeting. Minutes of Committee meetings are approved as soon as practicable at the next Committee meeting or by consent resolution. Once approved by the Committee, the minutes serve as the official record of the meeting. Committee minutes are placed on the following Board meeting agenda for information.

## RECOMMENDATIONS AND REPORTING

After each Committee meeting, the Committee Chair provides a report that summarizes what the Committee has been working on since it last reported to the Board, what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda. The report should have sufficient detail to inform the Board about the Committee's work and enable a reasonable discussion of the matters being brought forward by the Committee for discussion or approval, including a reasonable analysis of the information, alternatives considered, risk considerations, recommendations, and impact to the Strategic Plan.

Each Committee makes periodic recommendations to the Board in respect of the subject on which it was created to provide advice. The Board takes into consideration but is not bound by Committee recommendations.

## MANAGEMENT SUPPORT

The Executive Director works with the Committee Chair to establish meeting agendas and with SPS staff to prepare meeting materials.

In addition, each Committee Chair will advise the Chief Constable when the Committee wishes to use SPS staff as Committee support. The Chief Constable designates staff support as appropriate to each Committee.

## EXTERNAL ADVISORS

In carrying out its responsibilities, each Committee:

1. Relies on the Chief Constable to provide it with accurate and complete information.
2. Having regard to SPS's internal resources and budget, and subject to Board approval, is entitled to retain and rely on external professional services firms, consultants, advisors, and other experts as needed to fulfill its mandate.

# D. KEY BOARD STEWARDSHIP PROCESSES

## 3. BOARD MEMBER ORIENTATION AND PROFESSIONAL DEVELOPMENT

### INTRODUCTION

The Board (through the Governance Committee) and Chief Constable ensure there is an appropriate orientation program for new Board Members. The Orientation Program uses materials and resources that inform and educate Board Members on SPS's governance framework, its services and programs, operations, current issues, strategies and key risks.

### GOALS

The orientation is aimed at increasing a Board Member's familiarity with SPS and equipping Board Members with sufficient information and resources that will facilitate fully informed decisions and effective contribution and exercise of fiduciary duties by Board Members. The goals of the orientation program are to:

1. Ensure that each new Board Member has a clear understanding of the Board's governance framework, including the role of the Board and legal duties of individual Board Members, its supporting committees, and expectations of Board Member performance.
2. Help new Board Members build an understanding of SPS, its operations and working environment including its:
    a. Mandate, vision, mission, and strategy.
    b. Priorities, goals, and objectives.
    c. Operational and financial performance.
    d. Major risks and risk management strategy.
    e. Key performance indicators.
3. Get to know and understand individuals involved with SPS, including:
    a. Fellow Board Members.
    b. Executive Management.
    c. Executive Director and Board staff.

4. Build an understanding of SPS's relationships with key Governance and Community Partners.

## BOARD MEMBER ORIENTATION PROGRAM

Each new Board Member participates in an orientation session(s) consisting of an initial orientation and review of key documents. In their first year, new Board Members are encouraged to attend one meeting of each Board Committee meetings regardless of what Committee they are a member of.

The orientation session(s) uses materials and resources that inform and educate Board Members on SPS's priorities, goals and objectives; key Governance and Community Partners; operations; and current issues.

### *INITIAL ORIENTATION*

The table in Appendix 2 sets out the anticipated steps in the orientation process and identifies respective roles and responsibilities for each component. The table is a guideline only and can be adjusted as required to accommodate the needs of each Board Member. The Board Member is also assigned to a senior Board Member as a resource.

## BOARD MEMBER ONGOING PROFESSIONAL DEVELOPMENT

### *GENERAL*

Every new Board Member is required to complete police board training on the role and duties of police boards and police board members, which is offered through the Ministry of Public Safety and Solicitor General. In addition to this governance training program, SPS is committed to the professional development of its Board Members and provides ongoing educational opportunities to continuously deepen the Board's understanding of SPS, its operating environment, and effective Board performance. This may take place during regular Board or Committee meetings, retreats, or on an individual basis, as determined by the needs of the Board and/or individual Board Members. Development may also address educational needs specific to SPS's context and the role, responsibilities, and duties of the Board and Board Members.

The Board recognizes that educational opportunities may lay outside of SPS's organizational capacity and therefore, Board Members may pursue course offerings provided by the Government and/or third-party providers. The Executive Director regularly distributes a listing of available third-party offerings related to board member and/or police board educational opportunities.

If a Board Member wishes to take advantage of a professional development opportunity not previously identified and seeks reimbursement for and fees and expenses related to the opportunity, the Board Member must obtain prior approval from both the Board Chair and Chair of the Finance and Audit Committee. Board Members are expected to share their learnings with the Board upon completion of the development opportunity, ideally in the form of a written summary, highlighting key takeaways/messages

and emerging issues that may impact police governance, operational priorities and/or objectives, and strategic planning.

When considering possible development opportunities, Board Members should keep in mind the following:

1. Do they have sufficient time left in their tenure to make the best use of the opportunity?
2. How will this opportunity benefit the Board and/or SPS?
3. Is this consistent with SPS's priorities, goals, and objectives?

### *CONFERENCE ATTENDANCE*

All Board Members are eligible to attend BCAPB and CAPG conferences (both in Metro Vancouver and out of town).

Subject to budget funding availability, the following conditions must be met for Board Members to attend additional conferences:

1. The Board Member must obtain approval from the Board to attend additional conferences (both in Metro Vancouver and out of town).
2. Priority is given to conferences in Metro Vancouver to minimize travel costs. Accommodation for conferences in Metro Vancouver will not be paid for by the Board.
3. A Board Member may only request, and be eligible to attend, one additional conference per year.
4. A post-conference report to the Board is required (with the exception of BCAPB and CAPG conferences).
5. If the Board Member wishes to make recommendations on learnings from the conference, a written report is required.
6. Stipends and out-of-pocket expenses are reimbursed as outlined in Board Member *Stipend* Policy, as may be updated and approved by the Board from time to time.
7. Priority will be given to Board Members who have not attended a conference in the last 12 months.

### *FUNDING FOR PROFESSIONAL DEVELOPMENT*

The annual Board budget will provide for professional development (conferences, seminars, webinars, etc.) for Board Members. Board Members who wish to take training outside of those pre-approved opportunities require approval from both the Board Chair and Chair of the Finance and Audit Committee prior to participation or incurring any costs (including course/conference fees and travel expenses).

# 4. BOARD COMPOSITION AND SUCCESSION PLANNING

## INTRODUCTION

The authority to appoint Board Members rests with City Council and the Lieutenant Governor in Council. These appointing bodies run their own independent processes to advertise vacancies and to identify, evaluate and appoint candidates for Board vacancies. The Board, through the Governance Committee, has the opportunity and responsibility to provide advice to the appointing bodies (City or Province) regarding the needs of the Board and SPS and the criteria those appointing bodies are encouraged to consider when making appointments.

## PROCESS FOR IDENTIFYING CANDIDATE BOARD MEMBERS

1. The Governance Committee annually reviews the composition of the Board as a whole and develops recommendations regarding necessary Board Member competencies. This involves:
    a. Reviewing the Board Competency Matrix and determining if any changes need to be made to the skills, experience, attributes needed for the Board as a whole, taking into consideration the Strategic Plan, SPS's risk framework and diversity, equity, and inclusion framework, as well as the Board's Diversity and Equity Statement.
    b. Conduct an analysis of the skills and experiences of current Board Members as against the desired Board Competency Matrix to assess if there are any gaps to be addressed.
    c. Develop a Board Member recruitment profile, taking into consideration the Strategic Plan and the Board's Diversity and Equity Statement, and recommend the updated Board Competency Matrix and Board Member recruitment profile to the Board for approval.
    d. Identify potential candidates that meet the needs outlined in the Board Member recruitment profile.
2. Once approved by the Board, the Executive Director forwards the Board Member recruitment profile and recommended potential candidates to the appointing bodies.

# 5. BOARD AND COMMITTEE EVALUATION

## INTRODUCTION

As part of its dedication to excellence in its governance practices, the Board is committed to regular evaluations of the effectiveness of the Board, Committees, and Board Members. Board evaluation provides Board Members with an opportunity each year to examine how the Board, Committees and Board

Members are performing and to identify opportunities for improvement. The objective of these assessments is to contribute to a process of continuous improvement in the Board's execution of its responsibilities.

### *PROCESS*

The Governance Committee oversees the implementation of the evaluation process and recommends the method, content and timing for all evaluations and reviews them with the Board. The process may evolve depending on the Board's stage of development, the type of evaluation contemplated (see below), and results from past Board evaluation processes and may include, but is not limited to, the following:

1. Surveys.
2. Interviews with each Board Member.
3. Facilitated group discussions with the Board.
4. Perspectives developed from Executive Management who regularly interact with the Board.

The Governance Committee, with Board approval, may engage an external consultant to assist in the design and implementation of an evaluation process.

The Governance Committee (either directly or through an external consultant) reviews the evaluation results and develops recommendations to the Board at the next Board meeting following the evaluations, or as soon as possible thereafter:

1. The Governance Committee Chair reports on the evaluation process undertaken, the results and any recommendations.
2. The Board determines what, if any, actions shall be undertaken for the upcoming year.

## BOARD EVALUATION

### *OBJECTIVE*

The objective of the Board evaluation process is to assess the overall performance of the Board in keeping with the Board's responsibilities and governance framework.

### *AREAS TO BE EVALUATED*

Board evaluation is designed to review the effectiveness of Board and may cover areas such as:

1. The quality of Board meetings.
2. Board dynamics, including the quality of the discussion.
3. The appropriateness and sufficiency of financial and operational reporting and briefing packages.

4. The quality of the relationship between Board and the Chief Constable.
5. Board's practices with respect to ethical conduct and acting in the public interest.
6. Board Member orientation and ongoing training and development.
7. Board processes with respect to Board composition, succession & evaluation, strategic planning, risk management, Chief Constable evaluation and succession, and other key areas of organizational stewardship.
8. Board's relationship with Governance and Community Partners.

## COMMITTEE EVALUATION

### *OBJECTIVE*

The objective of a Committee evaluation is to assess the overall performance and functioning of the Committee and its contribution to the Board's overall performance. Committee evaluation is usually carried out in conjunction with the Board evaluation.

### *AREAS TO BE EVALUATED*

Committee evaluation covers such areas as:

1. The appropriateness of the Committee's terms of reference.
2. The composition of the Committee.
3. The contributions of the Committee to the Board's work.
4. The quality of Committee information and meetings, including Committee dynamics.
5. The quality of reporting to the Board.
6. The overall effectiveness of the Committee.

## BOARD MEMBER SELF-EVALUATION

### *OBJECTIVE*

The objective of a Board Member self-evaluation is to allow Board Members to reflect on their own performance to build on their areas of strengths while assessing their needs for continuing professional development and support in connection with their role on the Board. Board Member self-assessments are typically carried out by way of a confidential short survey or questionnaire to be completed by the Board Member, followed by a one-on-one meeting with the Board Chair to discuss any nuances around their self-assessment or future aspirations.

### *AREAS TO BE EVALUATED*

Board Member self-evaluation covers such areas as:

1. The Board Member's understanding of SPS's context, mandate, priorities, goals, objectives and Strategic Plan.
2. The Board and Board Member's degree of engagement.
3. Assessment of one's own skill set (identification of skills and degree of skills).
4. Areas of desired learning (training and development areas, identification of desire for Board leadership positions, etc.).
5. Opportunity to raise any concerns.

## BOARD CHAIR, VICE CHAIR, AND COMMITTEE CHAIR EVALUATIONS

### *OBJECTIVE*

The objectives of Board Chair, Vice Chair, and Committee chair evaluations are to improve the overall performance of the Board by providing feedback on their performance and identifying areas of strength and opportunities for improvement. Such evaluations are typically carried out by an experienced third party to provide Board Members with a sense of comfort in the process as well as to preserve confidentiality of responses and ensure feedback is delivered in a constructive manner.

### *AREAS TO BE EVALUATED*

Board Chair and Committee chair evaluations cover such areas as:

1. Board Chair and Vice Chair:
    a. The ability to effectively facilitate Board meetings and manage the Board.
    b. The quality of interaction and relationships with the Chief Constable, Board Members, and Governance and Community Partners.
    c. Effectiveness in representing the Board internally and externally.
    d. Continuity in the role.
2. Committee Chairs:
    a. The ability to facilitate Committee meetings and manage the Board.
    b. The quality of interaction and relationships with the Chief Constable and senior Personnel liaisons to the Committee.

c. Continuity in the role.

# 6. APPOINTMENT OF BOARD CHAIR AND VICE CHAIR

The Board Chair and Vice Chair are elected by the Board Members from amongst themselves every two years. The role and responsibilities of the Board Chair and Vice Chair are described in their respective position descriptions in this Manual. As the Board Chair plays a key role in overall Board performance and effectiveness and in supporting the Chief Constable, it is important for the Board Chair to demonstrate emotional intelligence, credibility and influence in Board meetings, and exceptional communication and facilitation skills to promote meaningful dialogue.

Not every Board Member makes a good Board Chair or Vice Chair. Planning for Board leadership succession involves consideration of the future role requirements, SPS's Strategic Plan, and the desired attributes and skills for the role, as well as an open and transparent process to consider and evaluate candidates and choose the Board Chair and Vice Chair. Relevant considerations as well as the Board's process for electing the Board Chair and Vice Chair are set out below.

## CONSIDERATIONS

### *KEY ATTRIBUTES FOR THE BOARD CHAIR ROLE*

The Board Chair sets the tone at the top for the Board, orchestrates the Board's work, elevates individual and Board-wide performance, manages boardroom dynamics, and nurtures relationships with Governance and Community Partners where appropriate. A strong Board Chair requires a combination of character, commitment and competencies. While these vary depending on SPS's context, strategy, priorities, goals and objectives, the following are core attributes that the Board Chair should be able to demonstrate to be successful in the role:

| CHARACTER | COMMITMENT | COMPETENCIES |
|---|---|---|
| • Ethical values<br>• Transparency<br>• Team orientation<br>• Comfort with ambiguity<br>• Steady-hand | • Committed to SPS's mandate and success<br>• Available time and energy<br>• Flexibility when urgent matters arise | • Governance knowledge<br>• Strategic focus<br>• Strong facilitation skills<br>• Interpersonal and communication skills<br>• Courage and curiosity |

### *Vice chair not Guaranteed to be the Future Board Chair*

As the Surrey Police Board context and strategy changes, the future chair may not necessarily be the current Vice Chair. There is no automatic right for the Vice Chair to become the next Board Chair. The role of Vice Chair provides good learning and experience for potential future Board Chairs; however, the selection process prioritizes the attributes, skills, and characteristics needed for the role at that time.

### *Considerations in Electing City Council Member as the Board Chair*

The Board is free to select the City Council member as Chair. However, it's important to recognize that the City Council member has two roles: councillor for the City and Board Member for the Board. There will be times that the City Council member will be in a clear conflict of interest and not able to act as Chair (for example, when the Board approves the department's budget). There may be other times when there is a perception of a conflict as a result of issues being considered by the Board and the municipal context at that time. The Chair must be diligent in managing conflicts of interest and may need to recuse themselves from Board discussions and defer to the Vice Chair. Sometimes real, potential, or apparent conflicts of interest can create a difficult dynamic on the Board. Conflicts of interest are bound to arise regardless of who is chosen as Chair and can often be effectively managed, but this is an important consideration when deciding who to select as Board Chair.

## BOARD CHAIR SELECTION PROCESS

The Police Act requires Board members to elect a Board Chair and Vice Chair from their members every 2 years.[34] As well, if the office of Board Chair or Vice Chair becomes vacant, the Board must elect a new Board Chair or Vice Chair at the net meeting of the Board after the vacancy occurs.[35] Beyond that, the process to appoint and elect a Board Chair and Vice Chair is up to the discretion of the Board. The Board has developed the following process to allow Board members to identify and evaluate potential leaders against the position criteria and choose the Board Chair and Vice Chair through an open and transparent process. Other features of this process include:

- Consensus among Board Members on the desired skills and attributes of the next Board Chair.
- A nomination period for Board Members to self-select or put colleagues forward for the role.

[34] *Police Act section 25.*
[35] *Police Act section 25.*

- A standardized Expression of Interest application (outlining how the Board Member meets the desired skills and attributes for the role) to allow Board Members to evaluate potential leaders in a consistent way.
- A confidential election process.

The process outlined below is not meant to be prescriptive and can be amended by the Board as it sees fit, as long as the process meets the requirements of the Police Act.

### *PROCESS OUTLINE*

| | STEP | DETAILS | LEAD | TIMELINE |
|---|---|---|---|---|
| 1. | Prepare | • Review the Board Chair role description and desired skills and attributes to confirm if any updates or changes are warranted based on SPS's current context, strategy, priorities, goals, and objectives.<br>• If the Board Chair or Vice Chair roles are updated, make corresponding changes to the Expression of Interest forms | Governance Committee (GC) | 2 – 3 months ahead of the Chair and Vice Chair selection |
| 2. | Open the Nominations Period | • Notify Board Members that there is an upcoming Board Chair and Vice Chair election<br>• Share the updated Board Chair and Vice Chair positions Descriptions and announce the 2-week period in which nominations for the positions will be accepted via an email confirmation to the GC Chair | GC Chair | 1 month ahead of Chair and Vice Chair selection |
| 3. | Submit nominations | • Board members interested in the Board Chair or Vice Chair position to notify the GC Chair<br>• Board members may also nominate colleagues on the Board for the Board Chair and Vice Chair roles via email to the GC Chair | Board Members | 1 month ahead of Chair and Vice Chair selection |
| 4. | Notify candidates and request Expressions of Interest | • GC Chair to notify candidates of their nomination via email<br>• Share a copy of the Expression of Interest form and request candidates complete and return by a specified date | GC Chair | 2 weeks ahead of Chair and Vice Chair selection |
| 5. | Circulate Candidate | • Through the Board portal, distribute the completed Expression of Interest Forms and | GC Chair | 1 week ahead of |

| | STEP | DETAILS | LEAD | TIMELINE |
|---|---|---|---|---|
| | information to Board members | Board Chair and Vice Chair position Descriptions to the Board | | Chair and Vice Chair Selection |
| 6. | Hold confidential vote for Board Chair and Vice Chair | • Each Board Chair candidate has the opportunity to speak for up to five minutes at a closed Board meeting to present how they meet the desired skills and attributes for the role.<br>• Board Members who are not candidates may meet in camera for general discussion prior to the vote.<br>• Following the *in camera* meeting, all Board Members (other than the current Board Chair, who is not eligible to vote) will cast an anonymous vote (on a paper ballot) for their preferred candidates for both Board Chair and Vice Chair. | Current Board Chair | At selection meeting |
| 8. | Appoint new Chair and Vice Chair | • Executive Director tallies the votes in the presence of the Board and announce the results.<br>• Board Members pass a resolution confirming the outcome to appoint the new Board Chair and Vice Chair for a 2-year term. | Executive Director<br><br>Board members | At selection meeting |

# 7. BOARD MEMBER REMUNERATION POLICY

## AUTHORITY

This policy is aligned with the Provincial Treasury Board Remuneration Guidelines.

## PURPOSE

An appropriate remuneration policy for work performed by Board Members supports good governance. The maximum remuneration level should underscore the importance and professional nature of the Board's work and attract and retain qualified individuals to serve at the same time as recognizing that service on the Board entails an element of public service, accountability and fiscal prudence.

The purposes of this policy are to:

1. Ensure a consistent and transparent approach to remuneration and expense reimbursement of Board members.
2. Affirm the importance and professional nature of the work that Board Members perform.
3. Establish proportionality of remuneration of the Board and comparable provincial agencies and boards, as well as police boards in other Canadian jurisdictions.
4. Attract and retain highly-qualified individuals who reflect the diverse communities of Surrey and the Board's commitment to diversity and inclusion and true and lasting reconciliation with Indigenous Peoples.
5. Enable fiscal prudence and public accountability.

## REMUNERATION FRAMEWORK

1. Remuneration amounts provided to Board members may be differentiated to recognize the time commitment required to fulfil different roles and responsibilities on the Board.
2. Remuneration cannot exceed the maximum amounts specified in the policy.
3. Remuneration must not exceed the budgeted amount approved by the Board in the provisional policing budget submitted to the City.

### *RETAINERS*

Retainers are payable for overall service to the Board, including preparation and travel time for meetings, formal training, meetings with external interested parties, facility tours, orientation and educational presentations, participation in evaluation processes, social events and attendance at relevant conferences.

Retainers may be paid quarterly or annually for service rendered.

The following retainers are in effect:

- $500 per month for each Board Member.
- An additional $500 per month for the Board Chair.
- An additional $150 per month for the Vice Chair who does not Chair a Committee.
- An additional $150 per month for a Chair of each Committee.

### *MEETING FEES*

Meeting fees are not paid for preparation time for Board meetings or Board Member education, formal training, meetings with external interested parties, participation in evaluation processes, facility tours,

orientation and educational presentations, social functions associated with Board business, or attendance at conferences.

Meeting fees will be paid for each meeting of the Board or Committees, including workshops, and to be paid a meeting fee, the Board Member must be present within 15 minutes of the call to order and until the meeting is adjourned, unless an absence during this period is approved by the Board Chair.

The following meeting fees in effect:

- $450 for chairing a Board or Committee meeting.
- $350 for attending, but not chairing, a Board or Committee meeting to which the Board Member is appointed.
- Each Board Member is limited to a maximum of 30 meeting fees in a year.

### *ANNUAL REVIEW OF POLICY AND BOARD COMPENSATION*

This policy and the amounts paid to Board Members are reviewed annually by the Human Resources and Compensation Committee who ensures such amounts paid remain appropriate and in line with similar boards.

### *RECORDS*

The Executive Director keeps records of all fees and expenses paid to Board Members. Board Member remuneration expenditures are reported publicly on an annual basis.

Remuneration paid to Board Members is subject to personal income tax withholding and is to be reported annually to the Canada Revenue Agency on a T4 Supplementary Slip.

# E. KEY ORGANIZATIONAL STEWARDSHIP PROCESSES

The following pages provide a high-level overview of the Board's practices in the following key areas of organizational stewardship:

1. Strategic Planning.
2. Risk Management.
3. Chief Constable Succession Planning.
4. Chief Constable Evaluation.
5. SPS Culture and Human Resource Oversight.
6. Employment and Collective Bargaining Oversight.
7. Financial and Budgetary Oversight.
8. Service or Policy Complaints and complaints against the Chief or Deputy Chief Constables.
9. Governance and Community Partners Relations Oversight.
10. Communications and Community Engagement.
11. Privacy, *FOIPPA*, and Records Oversight.
12. Information Technology Oversight.
13. Legal and Compliance Oversight.
14. Rules and Policy Development.

# 1. STRATEGIC PLANNING

SPS's strategic planning process is a collaborative process between the Chief Constable and the Board. The process consists of several levels of planning activities, as follows:

1. **Long-term Strategic Plan Development:** At least once every two years, the Chief Constable meets with the Board to present the Chief Constable's current view of SPS's opportunities and risks facing SPS and the funding capabilities of City Council, and to ensure alignment regarding the Strategic Plan for the next five years. The Chief also reviews SPS's community engagement plan with the Board and provides the Board with any updates or changes in the needs, interests, or concerns of the Governance and Community Partners, to inform the development of the Strategic Plan.
2. **Provincial and Municipal Priorities, Goals and Objectives:** The Board (typically through the Board Chair or such other Board Members as determined by the Board) and Chief Constable meet with the Minister and City Council (typically annually or as appropriate) to understand their respective priorities goals and objectives and impact on the SPS.
3. **Strategic Plan Development Methodology:** Executive Management (and such other senior Personnel as determined by the Chief Constable) designs the methodology for developing the Strategic Plan, including the consultation plan with the Governance and Community Partners and other relevant parties. The Board reviews and provides feedback on the methodology as appropriate.
4. **SPS Strategic Plan, Priorities, Goals and Objectives Development:** The Board and Executive Management (and such other senior Personnel as determined by the Chief Constable) annually participate in a strategic planning workshop to develop and align on SPS's long term strategic goals and SPS's annual priorities, goals and objectives, taking into account the priorities, goals and objectives of the Minister and City Council.[36] Executive Management then develops or updates the Strategic Plan as needed to ensure it aligns with local and provincial public safety strategies and the outcomes of the strategic planning workshop.
5. **SPS Priorities, Goals, and Objectives Submission:** The Board provides input into, reviews and approves the Strategic Plan and SPS's priorities, goals and objectives for the coming year. Within 30 days of approval,[37] the Board provides the SPS priorities, goals, and objectives to the Director.

[36] *Section 26(4.1) of the Police Act.*

6. **Annual Plan Development:** Based on the SPS priorities, goals, and objectives established by the Board, the Chief Constable develops the Annual Plans, for Board feedback and approval, to articulate how SPS will work in the coming year to achieve the SPS priorities, goals, and objectives, including the specific programs, strategies and activities to be undertaken and the key performance metrics to measure the expected impacts or outcomes.
7. **Key Performance Metrics:** The Chief Constable develops metrics for the Strategic Plan and Annual Plans for approval by the Board.
8. **Reporting and Progress:** At each Board meeting, the Board and Executive Management ensure the meeting agenda includes reasonable time to have a more in-depth discussion on a different aspect of the Strategic Plan (including but not limited to initiatives being undertaken, progress, impacts, potential risks or challenges, and other relevant matters). As well, the Chief Constable formally reports at mid-year and year-end[38] to the Board regarding the progress against the Annual Plans and key performance metrics. The Board and Chief Constable determine any required actions or adjustments to priorities to meet changing operational, investigative, administrative, or community needs. The Board and Chief Constable report annually to Governance and Community Partners on SPS's performance.

## 2. RISK MANAGEMENT

SPS's ongoing strategies and activities expose SPS to a wide variety of risks in virtually all aspects of its operations. A key responsibility of the Board is to oversee the management of these risks and ensure an effective enterprise-wide approach to managing risk for SPS. The Board ensures SPS has a thorough risk management program pursuant to which material, strategic, financial, reputational, governance, operational, and other risks are identified, and systems are implemented to manage or eliminate those risks. The risk management process consists of the following activities:

1. The Board meets with the Chief Constable to review and discuss areas of risk that may impact SPS. With Board input, the Chief Constable develops a risk appetite statement which outlines the amount and type of risk SPS is willing to accept in key areas in pursuit of its Strategic Plan. The Chief Constable also develops a risk management policy which includes the risk appetite statement and defines objectives, responsibilities, monitoring, and reporting under SPS's enterprise risk

[38] *S.26(5) of the Police Act requires the Chief Constable to report to the Board each year on the implementation of programs and strategies to achieve the priorities, goals, and objectives.*

management framework. The Board approves the risk appetite statement and risk management policy.

2. Consistent with the risk appetite statement and risk management policy, the Chief Constable establishes a risk assessment matrix, key risk metrics, processes, procedures, and mechanisms to identify, estimate, implement control strategies, create measurements of expected outcome, analyze deviations from expected outcomes to monitor material risks and obtains feedback and approval from the Board.
3. The Chief Constable regularly reviews SPS's material financial, and non-financial risks and reports to the Board at each Board meeting on SPS's management of these risks.
4. At least annually, the Board reviews SPS's material risks in light of the risk appetite statement as well as the effectiveness of SPS's risk management policies and procedures.[39] As well, at each Board meeting, the Board and Executive Management ensure the meeting agenda includes reasonable time to have a more in-depth discussion on a key area of risk or interconnected risks and potential impact to the Strategic Plan.
5. Where appropriate (i.e., considering SPS's internal resources, budget, and in consultation with the Chief Constable), the Board may consult with one or more external consultants to provide an independent overview of any or all of SPS's key risks and risk management strategies.

## 3. CHIEF CONSTABLE SUCCESSION PLANNING

The purpose of succession planning is to ensure that, as SPS grows and changes, sustaining leadership is in place for SPS to achieve its strategic objectives. Under the leadership of the Human Resources and Compensation Committee, the Chief Constable succession planning process consists of the following activities:

1. The Board establishes a fair, inclusive and transparent process for the selection and appointment of Executive Management, and ensures the Chief Constable has in place a fair, inclusive and transparent process for the selection and appointment of all other Personnel.
2. The Board selects and appoints the Chief Constable. In consultation with and taking into consideration the recommendations of the Chief Constable, the Board appoints the Deputy Chief Constables, and delegates the authority to appoint all other Personnel to the Chief Constable.
3. Together with the Chief Constable, the Board annually reviews and updates a succession plan for the Chief Constable position that includes:

[39] SPS Policy AD 8.5 Audit Process may be referred to during this annual review.

a. A description of the key attributes needed for the Chief Constable's position over the long-term.

b. A description of the key attributes needed for a person stepping into the Chief Constable's role on an interim basis in the event of an unplanned departure of the Chief Constable.

c. An assessment of potential Chief Constable successor candidates against the key attributes.

d. A talent management succession plan to support the development of potential Chief Constable candidates with reference to the key attributes.

e. An assessment of potential candidates who could fill the Chief Constable's role on an interim basis should there be an emergency or unplanned departure of the Chief Constable.

4. The Chief Constable annually drafts or updates internal processes for succession of senior management positions (e.g., establishes criteria for each key position, develops and regularly reviews a management succession plan for Deputy Chief Constables and other members of the Senior Leadership Team, designs SPS's leadership assessment and development plans and processes, monitors progress of potential candidates), and reviews those plans with the Board.

5. The Chief Constable provides periodic updates (at least annually) on the progress to build leadership talent and succession capability at SPS, as well as assessments of the most likely successors for Executive Management and Senior Leadership Team positions. In developing and monitoring management succession plans, the Chief Constable seeks to develop diverse candidate pools for succession where feasible in accordance with the Board's Diversity and Equity Statement.

## 4. CHIEF CONSTABLE EVALUATION

The evaluation of the Chief Constable is one of the most important responsibilities of the Board. The evaluation process provides a formal opportunity for the Board and Chief Constable to have a constructive discussion regarding the performance of SPS and the Chief Constable's leadership at SPS. The evaluation process is carried out under the leadership of the Human Resources and Compensation Committee with input from the Board. The Chief Constable evaluation process consists of the following activities:

1. Each year, the Chief Constable prepares annual performance goals and objectives for the following year, specifying how progress against each target will be measured. The goals and objectives are developed with reference to the Strategic Plan and Annual Plans, and may include areas such as leadership and strategy, police services delivery, communication, human resources management, financial management, community relations, and community knowledge. The Chief Constable shares those targets with the Human Resources and Compensation Committee, who reviews and, if necessary, amends them, in consultation with the Chief Constable. The targets are then presented to the full Board for discussion, revision if required, and approval.

2. Approximately six months after the targets are approved, the Human Resources and Compensation Committee and Chief Constable review and discuss the Chief Constable's targets and progress against them.
3. Annually, the Chief Constable prepares a written self-assessment, rating the Chief Constable's perception of their performance against their general responsibilities and previously agreed-upon annual goals and objectives.
4. The Human Resources and Compensation Committee annually recommends to the Board the specific evaluation processes to be undertaken, the areas to be evaluated, and whether to retain an external consultant to assist with the evaluation.
5. The Human Resources and Compensation Committee obtains confidential input on the Chief Constable's performance from all Board Members (and where appropriate, at the Board's discretion and in collaboration with the Chief Constable, from the Chief Constable's direct reports and from Governance and Community Partners), consolidates all feedback in summary form (without attribution to individual respondents) and considers it together with the Chief Constable's written self-appraisal, and discusses the results in confidence with the Board.
6. The Board finalizes its evaluation of the Chief Constable.
7. The Board Chair and the chair of the Human Resources and Compensation Committee provide the Chief Constable with a written summary of the Board's evaluation and meet with the Chief Constable to discuss the summary.
8. The Chief Constable may provide the Board with a written response to the review, through the Board Chair.
9. The Chief Constable may receive periodic performance feedback during the year from the Board Chair.

## 5. SPS CULTURE, VALUES AND HUMAN RESOURCE OVERSIGHT

The Board sets the foundations for and monitors the base elements of SPS's human resources, including leadership recruitment, talent development, compensation and health and safety, and values necessary to deliver on its vision and strategic priorities. The Board ensures SPS develops and sustains a diverse and inclusive workforce which reflects the make-up of the communities served by SPS. The Chief Constable continues shaping this foundation by ensuring the appropriate human resources and values are demonstrated and supported throughout SPS to effectively deliver on its strategic priorities, goals, and objectives, including the goal of a diverse and inclusive workforce. The process for overseeing SPS's values

and human resources is carried out under the leadership of the Human Resources and Compensation Committee with input from the Board, and consists of the following activities:

### *CULTURE AND HR STRATEGY*

1. The Board meets with the Chief Constable annually to develop an understanding of the current and desired culture for SPS in light of its vision, values, priorities, goals, and objectives, and Strategic Plan and to ensure alignment regarding the leadership, talent development, and human resource structures required to deliver on these priorities.
2. The Chief Constable develops an overall human resource and workplace culture strategy and obtains initial feedback from the Human Resources and Compensation Committee.
3. The Chief Constable finalizes the draft human resource and workplace culture strategy and presents it to the Human Resources and Compensation Committee for recommendation to the Board.
4. The Board reviews and approves the human resource and workplace culture strategy, taking into consideration the recommendations of the Human Resources and Compensation Committee.
5. The Human Resources and Compensation Committee reviews any related human resource risks.
6. The Chief Constable and the Board agrees on a set of key performance measures by which to measure progress against the approved human resources strategy.
7. To understand the health of human capital and culture at SPS and progress against its strategic priorities, the Chief Constable regularly (at least quarterly) reports to the Board (through the Human Resources and Compensation Committee) on the process, progress, and the implementation of SPS's human resource and workplace culture strategy, including the results of any surveys, reports or other methods to measure employee engagement and the health of the organizational culture.

### *HR POLICY OVERSIGHT*

1. At least annually, the Board (through the Human Resources and Compensation Committee) reviews the effectiveness of SPS's key human resource and workplace culture policies[40], provides guidance, and approves any desired changes.

### *SHARED SERVICES*

1. The Chief Constable develops a working protocol with the City for the utilization of any required human resource services of the City and obtains feedback from the Human Resources and Compensation Committee.
2. The Board (through the Human Resources and Compensation Committee) oversees the terms of any Shared Service Agreements with the City and ensures they are consistent with SPS's human resources strategy.

### *EXECUTIVE DIRECTOR POSITION DESCRIPTION AND PERFORMANCE REVIEW*

1. The Board approves the position description for, and appointment of the Executive Director and any other personnel required to assist the Executive Director.
2. The Board annually reviews the performance of the Executive Director, through a formal process led by the Board Chair and Human Resources and Compensation Committee.

## 6. EMPLOYMENT AND COLLECTIVE BARGAINING OVERSIGHT

Pursuant to the *Police Act*[41], the Board is the employer of all Personnel. The Board hires, and negotiates and enters into contractual arrangements with, the Chief Constable and Deputy Chief Constables. The Board enters into, and has the ultimate responsibility for, any collective agreements with the Union (including any letters of understanding that amend or alter a collective agreement), and ultimate authority for the employment terms that apply to exempt employees.

### *EXEMPT JOB CLASSIFICATIONS*

The Board establishes all job classifications for its exempt employees as well as an exempt job classification appeal process, recognizing the Board's authority as the employer.

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[40] Examples of such policies may include Recruitment, Diversity and Inclusion, Healthy Workplace, Workplace Safety, Organizational Culture, Employee Wellness and Support, Career Development, Performance Planning and Review, and Staff Recognition.

[41] *Section 26 of the Police Act*

### *COLLECTIVE BARGAINING*

The process for overseeing SPS's collective bargaining is carried out under the leadership of the Human Resources and Compensation Committee with input from the Board, and consists of the following activities:

1. Together with the Chief Constable, the Board develops, approves, and regularly reviews SPS's labour negotiations strategies.
2. Following receipt of notice to commence collective bargaining, the Board approves the Terms of Reference for a Bargaining Committee. The membership of the Bargaining Committee is established by the Chief Constable and approved by the Board. The Board may wish to include a member of the Human Resources & Compensation Committee attend as an observer.
3. During collective bargaining, the Board receives regular updates from the Chief Constable on the progress of collective bargaining/interest arbitrations and any issues for consideration and ensures the bargaining process is conducted in accordance with the applicable provisions of the *Labour Relations Code* (BC) and the *Police Act*.
4. Once finalized by the bargaining parties and ratified by the Union, the Board reviews and ratifies the proposed terms of a collective bargaining agreement and forwards to City Council for information.
5. At least quarterly, the Chief Constable reports to the Board concerning the implementation and effectiveness of SPS's collective bargaining agreement with its employees as well as any developments or areas of concern.
6. At least annually, the Board reviews the effectiveness of its labour negotiations strategies and policies and approves any desired changes.
7. Letters of Understanding:

   From time to time, the Chief Constable may require letters of understanding to clarify, amend or otherwise implement the terms of any applicable collective agreement between the Board and SPS Unions.

   Without requiring prior Board approval, the Chief Constable may, on behalf of the Board, enter into LOUs that:

   a. Address housekeeping matters (formatting, updating references and similar amendments),
   b. Change language to improve clarity, provided such changes do not alter meaning or scope of the agreement provisions, or

c. Clarify procedures to implement the collective agreement provided that the Board must be promptly informed of such amendments and their nature.

The Chief Constable must seek prior Board review and approval for LOUs that:

a. Amend or affect compensation or benefits awarded under the Collective Agreement, including with respect to entitlement or calculation methodologies,

b. Have the effect of creating or altering a financial obligation of SPS which has not been included or contemplated in a Board approved budget,

c. Impose a burden on SPS's operational resources or systems,

d. Involve changes to third party benefits, or

e. May impact on the reputation of the Board or SPS.

LOUs meeting these conditions must first be discussed with and reviewed by the Human Resources Committee who will suggest any necessary changes or recommend such LOUs to the Board for approval, if determined appropriate.

### *UNION RELATIONSHIP*

Despite the Board being the employer under the *Police Act*, the Chief Constable is the primary contact for the Unions. This does not preclude the Board from meeting with Unions as necessary from time to time, with or without the Chief Constable present. Designation as primary contact does not empower the Chief Constable to enter into legal binding commitments on behalf of the Board unless such authority has been delegated by the Board to the Chief Constable in the signing authority policy or by resolution on a case-by-case basis.

## 7. FINANCIAL AND BUDGETARY OVERSIGHT

The financial health of SPS has an impact on its ability to meet its priorities, goals, and objectives. The Board is responsible for ensuring SPS provides effective and efficient services in accordance with the annual budget prepared by the Board, as approved and funded by City Council. As such, the Board, supported by the Finance and Audit Committee, oversees the development of SPS's annual budget and financial strategies which involves the following activities:

1. In conjunction with the annual strategic business planning process, the Chief Constable develops the Annual Plans, identifies the funding needed to achieve the Annual Plans, and obtains feedback from the Board and Finance and Audit Committee to develop the annual budget needed for such plans.

2. The Board approves a provisional budget for SPS and submits the provisional budget to City Council on or before November 30[42] preceding the year in question.
3. Together with the Chief Constable, the Board meets with City Council (or designated committee) to review the provisional budget and receives feedback from City Council.
4. Together with the Chief Constable, the Board submits any changes to the budget to City Council on or before March 1 of the year in question.[43] The Board and Chief Constable may meet with City Council to review the final budget and receive feedback.
5. If the Board and City Council cannot agree on whether an item or amount should be included in the budget, the Board may apply to the Director for a binding determination.[44] Although the *Police Act* authorizes the Director to resolve budget disputes between the City and the Board, if such a dispute arises, the Board will act in good faith to review SPS's budget needs and operational requirements to ensure alignment with the priorities, goals and objectives of the Province and City Council with the goal of resolving such disputes with the City directly. Budget disputes will in practice only be referred to the Director as a last resort where the City and the Board reach an impasse.[45]
6. Together with the Chief Constable, the Board (through the Finance and Audit Committee) ensures the appropriate complement of financial, expense/travel, procurement, and delegation of authority policies are in place for SPS and provides the strategic direction for these policies. The policies are developed by the Chief Constable in accordance with the *Police Act* and are reviewed by the Finance and Audit Committee and approved by the Board.
7. While core policing activities to provide policing and law enforcement in Surrey must be funded by City Council,[46] the Board recognizes that sponsorships and donations may be used to enhance and extend SPS's services, with the overall aim of increasing public safety. Together with the Chief Constable, the Board establishes, approves, and oversees a policy for partnering with police foundations or other fundraising organizations for this purpose.
8. At least monthly, the Chief Constable reviews SPS's internal controls, financial risks, and monthly operational and financial performance and progress against SPS's strategies, plans, policies, and approved budget with the Finance and Audit Committee. The Board also receives reports from the

[42] *S.27(1) of the Police Act*
[43] *S.27(2) of the Police Act*
[44] *S.27(3) of the Police Act*
[45] *Note: new section 27(3.1) requires City Council to approve the budget by no later than May 15 of the year to which the provisional budget relates. If by May 15 there are items or amounts in the budget that have not yet been approved by City Council, City Council must promptly notify the Board and request the Director to determine whether the item or amount must be included in the budget.*
[46] *S.27 of the Police Act*

Chief Constable at each of its regular meetings on the implementation of the fundraising/sponsorship policy and the receipt of donated funds and sponsorships.

9. At each public Board meeting, the Chief Constable provides financial variance reports and financial statements to the Board and reports on SPS's progress against the budget. SPS may not make any extraordinary expenditures that are not contained within the approved budget without prior approval from City Council in accordance with the *Police Act*.[47] As such, the Board (through the Finance and Audit Committee) ensures all expenditures made by SPS are within the approved budget and discusses variations, future considerations, concerns, and methods of management with the Chief Constable. In doing so, the Finance and Audit Committee may apply principles of flexibility to ensure that such expenditures are made within the broad categories contemplated in the overall budget approved by City Council.
10. The Chief Constable implements any actions agreed upon by the Board, including seeking any required additional approval from City Council, and follows up with the Board as necessary.
11. At least annually, the Board (through the Finance and Audit Committee) reviews and, if necessary, provides guidance to the Chief Constable with respect to SPS's system of internal controls and risk management systems to ensure the integrity of SPS's financial statements.
12. Annually, the Chief Constable prepares financial statements and an annual report outlining SPS's performance and progress against the SPS priorities, goals, and objectives. The Finance and Audit Committee reviews and the Board approves the annual report and financial statements and annually reports to the Minister on SPS's performance.[48]

## 8. SERVICE OR POLICY COMPLAINTS AND CONDUCT COMPLAINTS

The Board is responsible for taking action to respond to complaints made about the services or policies of SPS and certain conduct complaints. In overseeing complaints against SPS, the Board carries out the following activities:

### *SERVICE OR POLICY COMPLAINTS*

1. Service or policy complaints are complaints made about the general direction, management, or operation of SPS, or about the inadequacy or inappropriateness of SPS's:
    a. Staffing or resource allocation.

[47] *Section 27(6) of the Police Act.*
[48] *S.4.2(2)(iii) of the Police Act*

b. Training programs or resources.

c. Standing orders or policies.

d. Ability to respond to requests for assistance.

e. Internal procedures.

2. Service or policy complaints may be made at any time directly to the Police Complaint Commissioner (or any person designated by the Commissioner), to the Board Chair, or any SPS constable on duty who is assigned to receive and register such complaints.[49]

3. The Board approves a service and complaints policy for SPS taking into consideration the recommendations of the Governance Committee. At least annually, the Governance Committee reviews the service and complaints policy and recommends any needed changes to the Board for approval. In doing so, the Governance Committee ensures community members have had an adequate opportunity to provide input into such policy as required under the *Police Act* prior to it being finalized for recommendation to the Board.[50]

4. Immediately upon a service or policy complaint being made, the Board receives a copy of such complaint and processes such complaint in accordance with the complaints process outlined in Part 11 of the *Police Act*.

   When determining which of the available courses of action to take, and to respond adequately to a complaint, the Board is required to give consideration to whether the complaint includes allegations of discriminatory policies or practices, and whether, as a result, at a minimum the matter is to be referred to the Chief Constable for investigation, or for a study or investigation to be initiated.[51]

5. At least quarterly, the Board through the Chief Constable or a committee designated by the Chief Constable, receives and reviews service or policy complaints and investigation reports (including the status of any active investigations, actions taken, and other relevant information).

6. At least annually, the Board reviews the process for responding to service or policy complaints together with the Chief Constable and Executive Director and makes any adjustments or amendments as necessary.

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[49] *Part 11 of the Police Act*

[50] *Section 173.1 of the Police Act requires the Board to provide an opportunity for community members to provide input into SPS's service and complaints policy and any amendments to such policy.*

[51] Provincial Policing Standard 6.1.1: Promoting Unbiased Policing

### *CONDUCT COMPLAINTS AGAINST THE CHIEF CONSTABLE AND DEPUTY CHIEF CONSTABLES*

1. Conduct complaints against the Chief Constable and Deputy Chief Constables may consist of a public trust complaint (a complaint alleging a breach of professional conduct regulation and any internal code of conduct for SPS's employees) or an internal discipline complaint (a complaint relating to the acts or omissions of a person that affects the relationship between the officer, as employee, and SPS, as the employer).
2. Pursuant to the *Police Act,*[52] the Board Chair is the discipline authority for all conduct complaints made against the Chief Constable or a Deputy Chief Constable. The Board Chair processes such complaints in accordance with the complaints process outlined in Part 11 of the *Police Act*, unless the Police Complaints Commissioner determines a different course of action is required.
3. In processing any conduct complaints against the Chief Constable or Deputy Chief Constables, the Board Chair may retain the services of legal counsel as a resource.
4. The Board Chair seeks the approval of the Board, and ultimately the Office of the Police Complaints Commissioner, prior to concluding any investigation or imposing any discipline in connection with such conduct complaint.

### *CONDUCT COMPLAINTS*

1. Pursuant to the *Police Act,*[53] the Chief Constable is the discipline authority for all conduct complaints made against other members of SPS (other than Deputy Chief Constables), unless any of sections 117(9), 113.1(2), 134 or 135(1) of the *Police Act* applies in which case, the discipline authority is the person permitted to be designated as such in the *Police Act*.[54]
2. In processing such conduct complaints, the Chief Constable processes such complaints in accordance with the complaints process outlined in Part 11 of the *Police Act*.
3. The Chief Constable immediately notifies the Board of any serious or sensitive complaints against sworn members and at least monthly, provides the Board with a statistical analysis and summary of conduct complaints made against sworn members as well as an update on the status of any serious or sensitive complaints.

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[52] *Section 76 of the Police Act*

[53] *Section 76 of the Police Act*

[54] *See section 76 "discipline authority" (a)(i-iv) for who can be the discipline authority under each of those sections.*

## 9. GOVERNANCE AND COMMUNITY PARTNER RELATIONS OVERSIGHT

The Board is responsible for establishing and maintaining strong and effective communication and working relationships with Governance and Community Partners. These relationships play a role in funding, policing service and delivery, data collection, policy creation, and help to increase public awareness on policing issues, priorities, and strategies affecting SPS and the larger community. By understanding this environment and by working strategically with its key Governance and Community Partners, SPS strengthens its ability to meet its strategic priorities. As these relationships hold strategic importance and risk for SPS, the Board has an oversight role in Governance and Community Partners relations. This involves the following activities:

1. Annually, the Board meets with the Chief Constable to review the needs and concerns of key Governance and Community Partners, as well as the engagement strategy with such Governance and Community Partners. The discussion includes how SPS's activities impact such Governance and Community Partners, the current quality and strength of these relationships, goals set in relation to developing or changing these relationships, and how those relationships are effectively managed.
2. In discussions with the Chief Constable, the Board ensures there is clarity on who within SPS is responsible for leading the relationships, and the strategic priorities for each relationship.
3. Together with the Chief Constable, the Board ensures there is alignment between the Board and Chief Constable on the key messages that should be used when communicating with the Governance and Community Partners, the role of each party in engaging with Governance and Community Partners, as well as the method and frequency for communicating those messages on behalf of the Board and SPS.
4. The Board receives, reviews, and discusses regular reports from the Chief Constable to ensure all mandatory and recommended reporting to Governance and Community Partners is being conducted appropriately and effectively.
5. As the primary funder of SPS, the Board has a unique working relationship with City Council. There are a number of ways the Board interacts with City Council, as follows:
    a. To ensure a productive and positive working relationship exists with the City, the Board meets at least annually with City Council to review the work of SPS and receive feedback from City Council.
    b. The Board ensures all communications with City Council regarding budget preparation and approval are conducted in accordance with established protocols.
    c. The Chief Constable notifies the Board as soon as practicable of any request for SPS to make a formal presentation to City Council.

d. The Board ensures all formal communications between the Board, the City and City Council are conducted through the Board Chair unless otherwise specified by the Board.

e. Where practicable, the Board Chair (or the Vice Chair, if the Board Chair is the City councillor) and the Chief Constable (or person designated by the Chief Constable) will attend all presentations to City Council. The Chief Constable takes all reasonable steps to brief the Board Member of key issues prior to attending such a presentation.

# 10. COMMUNICATIONS AND COMMUNITY ENGAGEMENT

## INTRODUCTION

On-going, high-quality community engagement is an essential component of success for SPS. It enables SPS to understand the needs of those that SPS serves, informs SPS's strategic plan and priorities, increases public trust and confidence in policing, and supports SPS' value of building strong, healthy, collaborative relationships with the community. The process of community and public engagement also increases overall accountability of SPS to the communities it serves.

This policy outlines the Board's high-level approach to community engagement, and the Board's role.

## OBJECTIVES

The Board's approach to community engagement is intended to:

1. Promote an understanding by Governance and Community Partners of civilian police governance, the Board, and its mandate.
2. Ensure SPS has an appropriate community engagement strategy and community relations function.
3. Ensure SPS and Board understand Governance and Community Partners attitudes and opinions and can work effectively to promote unbiased policing.
4. Enable the Board to understand the demographic makeup of the communities served by SPS, in particular local First Nation(s) and Indigenous communities.
5. Incorporate community perspectives and priorities into the discussions that lead to SPS's priorities, goals and objectives.
6. Provide the Board with insight into citizen satisfaction with, and attitudes toward, police services.
7. Create a culture within SPS where community engagement is embedded as a valued and recognized activity for Personnel at all levels.
8. Protect and enhance the public perception of, and trust and confidence in, SPS.

## ROLES AND RESPONSIBILITIES

### *SPS*

SPS is responsible and accountable for planning and executing a comprehensive program of community engagement that builds trust and confidence in SPS and its programs and services and promotes unbiased policing.

At its core, the SPS engagement framework should facilitate dialogue with, and input from, key Governance and Community Partners who are affected by SPS decisions, look for opportunities to incorporate advice

received and recommendations made into decisions to the maximum extent possible, provide feedback on how their input has been considered and incorporated, and identify opportunities to work in partnership with communities.

### *BOARD*

The Board's role in community engagement includes:

1. Championing engagement as a core value of SPS.
2. Identifying risks associated with changing community expectations of policing.
3. Approving high level objectives of SPS' community engagement consistent with Provincial Policing Standards.
4. Ensuring SPS has a comprehensive and effective approach to community engagement.
5. Monitoring the effectiveness of SPS' community engagement, and the strength of key Governance and Community Partners relationships.
6. Incorporating Governance and Community Partners views in the Board's discussions related to SPS' priorities, goals and objectives and SPS's service and complaints policy.
7. Overseeing and understanding how the Chief Constable and other Personnel are engaging with SPS's Governance and Community Partners as part of an overall SPS community engagement plan, including to obtain input into SPS's service and complaints policy in accordance with applicable Provincial Policing Standards.

The Board engages directly with Governance and Community Partners in the following ways:

1. Through the website, social media and otherwise, provides information about the Board, including the Board's scope and mandate, the Board's operations and activities, and how Governance and Community Partners may engage with the Board.
2. Provides opportunities for Governance and Community Partners to address the Board as part of the open session of a Board meeting.
3. Engages strategically with key Governance and Community Partners (as determined in collaboration with the Chief Constable and key Personnel) to build or enhance their relationship with SPS, understand their perspectives, and gain insight into SPS' performance and opportunities for improvement as part of the SPS overall engagement strategy.

### *BALANCING INTERESTS*

The Board must ensure that all decisions are made within the parameters of the *Police Act* and Provincial Policing Standards and are aligned with SPS's strategic direction.

As such, in the decision-making process, the Board analyzes all available information, including divergent community perspectives, and makes consensus-based decisions by balancing legislation, strategic direction, resource requirements, and community needs.

***PROVINCIAL POLICING STANDARDS***

This Community Engagement Policy has been reviewed and was drafted to align with the expectations of Provincial Policing Standard 6.1.2, Community Engagement.

## 11. PRIVACY, *FOIPPA*, AND RECORDS OVERSIGHT

The Board must ensure the disclosure of information is fair and reasonable and in accordance with *FOIPPA*. This involves the following activities:

1. For purposes of *FOIPPA*, the Board designates the Board Chair as Head for all information requests for records that directly concern or relate to the Board or Board Members, and the Chief Constable as Head for all other information requests. The Executive Director acts as the *FOIPPA* Coordinator on behalf of the Board and receives all access to information requests related to the Board. The Chief Constable also designates the *FOIPPA* Coordinator to receive and handle all access to information requests.
2. The Board supports the principle of fair and reasonable disclosure of information to facilitate public participation. The Board makes available to the public all materials in connection with open sessions of Board meetings (including agendas, materials, and minutes). These are regularly available to the public on the Board website. Disclosure of such items are only restricted if *FOIPPA* provisions restrict their disclosure as determined by the Board Chair.
3. All access to information requests related to the Board or a Board Member are made to the Executive Director who provides such requests to and consults with the Freedom of Information Committee in determining whether to approve the release of such information and, if so, the parameters under which the requested information may be released. Depending on the nature of the information request, the Freedom of Information Committee makes a recommendation to the Board who has the final decision-making authority with respect to the release of information relating to the Board or a Board Member.
4. As required, the Executive Director provides the Freedom of Information Committee with statistical and status reports outlining the number, nature, and management of information requests relating to the Board, the collection, use, and disclosure of personal information and compliance with *FOIPPA* provisions, and the status of any investigations by the Information and Privacy Commissioner.

5. The Board, through the Freedom of Information Committee, regularly reviews its process and policies for receiving, reviewing, and managing information requests relating to the Board and for collecting, using, and disclosing personal information, and makes any adjustments as necessary.
6. Board and SPS records are retained in accordance with a Records Management Policy and procedures approved by the Board. The Executive Director is responsible for the custody and control of Board records and the Chief Constable is responsible for the custody and control of SPS records.

## 12. INFORMATION TECHNOLOGY OVERSIGHT

To effectively carry out its work, SPS relies on certain information management/information technology (IM/IT) infrastructure, services, and applications including: (1) those that are provincially or federally mandated to be used by all police agencies across Canada (e.g., PRIME-BC, JUSTIN, NPSNet), (2) those IM/IT operations that are carried out as part of any Shared Services Agreement between SPS and the RCMP or other jurisdictional police (e.g., the network supporting the Operations Communications Centre to manage dispatch of 911 calls), and (3) IM/IT systems that are specific to SPS (e.g., administrative systems such as those relating to recruitment, payroll, accounting).

As these have a significant impact to the delivery of critical programs and services by SPS, the Board has a role in overseeing the implementation and integrity of SPS's IM/IT systems. This involves the following activities:

1. Annually, the Board receives, reviews and approves SPS's strategy and approach for IM/IT in delivering its programs and services as developed by the Chief Constable.
2. At least quarterly, the Board receives reports from the Chief Constable on the integrity and performance of SPS's IM/IT programs in achieving SPS's program/service delivery goals and discusses these programs and related policies with the Chief Constable.
3. Together with the Chief Constable, the Board annually reviews and assesses the success and effectiveness of SPS's IM/IT infrastructure strategy, programs and policies.

## 13. LEGAL AND COMPLIANCE OVERSIGHT

### *COMPLIANCE WITH LAWS AND POLICING STANDARDS*

The Board is responsible for ensuring that SPS operates at all times within applicable laws and the provincial policing standards and to the highest ethical standards. This involves the following activities:

1. At least quarterly, the Board receives reports from the Chief Constable on SPS's compliance with all applicable laws, the provincial policing standards and SPS's material legal agreements[55], and offers guidance as needed.
2. At least quarterly, the Chief Constable reports to the Board regarding the status of any litigation, claim or contingency that could have a material impact to SPS.
3. At least annually, the Board reviews, and together with the Chief Constable, determines the effectiveness of SPS's programs, policies and material legal agreements.
4. The Board Chair receives any notices from the Director proposing to undertake any inspection, evaluation or review of SPS and its compliance with provincial policing standards. As soon as possible, the Board Chair reviews such notices with the Chief Constable, the Executive Director, and the Board, ensuring a prompt, coordinated, cooperative, and complete response to such notice.
5. The Executive Director provides updates to the Board at the Board's regular meetings regarding the status of any inspections, evaluations or reviews being undertaken by the Director.

### *LEGAL COUNSEL*

Pursuant to the Shared Services Agreement, the Board may use legal services available from the SPS General Counsel or the City's legal department, where in the opinion of the Board: (1) there is no conflict of interest; (2) the advice can be provided within the necessary time frame; (3) the necessary legal expertise exists; and (4) the General Counsel or the City's legal department has the resources available. The Board may retain outside legal counsel on all other matters or where the Board determines the independence and/or jurisdiction of the Board is best served by retaining outside counsel.

### *INDEMNIFICATION*

Pursuant to the terms of the City's By-Law No. 15912, the conduct of defence, cost of proceedings and indemnification of employees for torts committed in the performance of their duties or who have been charged with an offence against an enactment of British Columbia or Canada or a local government bylaw in connection with the performance of their duties, may be conducted, paid or reimbursed by the Board or the City as may be applicable or appropriate in the circumstances, or as otherwise set out in the collective agreement (for employees who are covered by a collective agreement) and/or the indemnification policies approved by the Board and forming part of the Administrative Policies. Except to

[55] *SPS's material legal agreements may include the Shared Services Agreements, membership participation agreements with other partners for integrated services, agreements pursuant to which SPS provides policing services to other jurisdictions, memorandums of understanding or arrangements with the RCMP or other bodies, and other agreements material to the administration and operation of SPS.*

the extent specifically provided in a collective agreement or the Administrative Policies, the Board has final approval over any indemnification requests.

## 14. RULE AND POLICY DEVELOPMENT

Pursuant to the *Police Act,*[56] the Board is responsible for making rules consistent with the *Police Act*, regulations and the Director's standards relating to:

1. The standards, guidelines and policies for the administration of SPS (Administrative Policies), and
2. The prevention of neglect and abuse by its constables and the efficient discharge of duties and functions by SPS and its constables (Rules and Policing Standards).

The process to develop, review and approve the Policies includes the following activities:

1. The Chief Constable is responsible for the development and implementation of the Policies, as needed, which must be approved by the Board.
2. At least every two years (or sooner as required), the Chief Constable, together with the applicable Committee reviews the Policies and updates them as necessary, for approval by the Board.
3. Once approved, the Board ensures all Policies are filed with the Director.[57]
4. The Chief Constable implements all Policies. Day-to-day professional operational decisions in respect of the Policies are made by the Chief Constable and team as delegated by the Chief Constable.
5. The Chief Constable provides reports to the Board at the Board's regular meetings regarding the implementation of and compliance with all Policies, including the following:
    a. Annual reports on the collective (but not individual) activities of sworn members as well as the activities of SPS over the previous year.
    b. Policing, law enforcement, and crime prevention reports.
    c. Reports on the administration of complaints.

[56] *s.27 of the Police Act*
[57] *Part 5 of the Police Act (section 28) such policies are only enforceable after they have been filed*

d. Reports regarding relevant trends, significant changes in policing policies and standards, anticipated adverse media coverage, external or internal material changes (including changes in assumptions upon which any policy was previously based).

6. The Chief Constable makes reasonable attempts to provide such other operational reports as may be requested by the Board from time to time.

# F. STANDARDS OF CONDUCT

## 1. BOARD MEMBER CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY

The Board is committed to the highest standards of ethics and integrity. The purpose of this Code of Conduct is to establish minimum standards of conduct expected and required of all Board Members, and to support ethical decision-making at SPS. In most situations, personal values and integrity will guide Board Members to the correct decisions and actions. However, the Code of Conduct provides a practical framework designed to help Board Members better understand SPS's values, and to fully appreciate what is expected in terms of appropriate practices and behaviour in discharging their fiduciary responsibilities, including the responsibility to act in the best interests of SPS (taking into account the community it serves).

While covering a wide range of practices and procedures, the Code of Conduct is not exhaustive, and it is acknowledged that no articulation of policies, guidelines and procedures to govern conduct can anticipate all situations. The Code of Conduct applies to all Board Members.

The provisions of the Code of Conduct are in addition to, and not in substitution for, any Board Member's obligation to SPS imposed upon by law or as outlined in the Board Manual. Any Board Member uncertain of their duties in any particular circumstance should raise this concern with the Board Chair or the Ethics Advisor in order to obtain appropriate guidance and advice.

The Code of Conduct is reviewed by the Governance Committee at least every two years and updated by the Board from time to time as required. Any amendments to the Code of Conduct must be approved by the Board.

### COMPLIANCE WITH LAWS AND ETHICAL STANDARDS

Board Members are expected to comply with the spirit and letter of all laws, regulations, policies, and procedures applicable to SPS and Board Members, including the *Police Act*. In addition, Board Members are expected to conduct themselves in such a way as to continuously protect SPS's reputation and to conduct all business on behalf of SPS fairly and honestly.

In their relationship with SPS, no Board Members should commit or condone an unethical or illegal act or instruct another Board Member, employee, supplier, or others to do so. In addition, Board Members must refrain from engaging in conduct that would discredit or compromise the integrity of the Board or SPS.

### CONFIDENTIALITY

The Board is responsible for ensuring the security and confidentiality interests of SPS and the safety interests of the public and SPS are protected. At all times, Board Members are expected to:

1. Uphold the oath/solemn affirmation of office, including the responsibility to ensure the confidentiality interests of SPS.[58]
2. Maintain the security and confidentiality of all confidential information (including but not limited to SPS's financial, legal, and personnel information) and SPS's records and not reveal or make use of such information or records except as authorized in performing their duties.
3. Not use SPS's confidential information or assets to further their private interests or the interests of their friends, relatives, associates, or employers.
4. Keep confidential any information disclosed or discussed at a closed or *in camera* session of a Board or committee meeting, as required under the oath/solemn declaration of office.
5. Ensure they are familiar with and understand the applicable sections of *FOIPPA* and avoid disclosing any verbal or written information meant to be confidential and personal concerning SPS, its Personnel, or others.
6. Take reasonable care to guard against inadvertent breaches of confidentiality by following these practices:
    a. Minimize notetaking during confidential meetings and presentations and ensure that any such notes or other materials that contain personal information are securely disposed of in accordance with any applicable records retention policies for SPS.
    b. Minimize retention of confidential documents or reports from meetings (and leave written material with the Executive Director to be securely disposed of in accordance with applicable records retention policies).
    c. Adhere to all rules concerning the protection of electronic Board packages and information and the downloading and retention of information.
    d. Annually sign the Annual Member Declaration and abide by the terms of the Board Manual, including this Code of Conduct.

Board Members may only disclose confidential information to third parties when disclosure is required by law or an enactment in a court proceeding. Any other external disclosure of confidential information is subject to prior approval of the Board Chair (or Vice Chair where the potential disclosure is by the Board Chair).

## CONFLICTS OF INTEREST

Nothing undermines respect for decisions or confidence in decision makers more than a conflict of interest. Conflicts provide a ground on which aggrieved persons can challenge the decisions (or the decision-maker).

[58] B.C. Reg. 136/2002

In general, a conflict exists when Board Members use, or are perceived to use, their position to benefit themselves, their friends, family, associates, employers, or constituents. To properly discharge their duties to SPS, Board Members must be loyal without conflict to be able to act in the interests of SPS (taking into account the broad community it serves). This means that when participating in Board deliberations and decision-making, a Board Member should act and be perceived to act impartially in considering and balancing the interests of all stakeholders, Governance and Community Partners, and other constituencies in Board decision-making. Board Members should be guided by the principle that preserving the appearance of integrity is as important as actual integrity.

### *TYPES OF CONFLICTS*

A conflict of interest arises when a Board Member's position or personal interest or the interest of another constituency supersedes, competes with or impact the Board Member's dedication and duty to act in the best interests of SPS and the communities it serves. This could arise from a real, potential, or apparent/perceived conflict of interest:

1. A "real" conflict of interest occurs when a Board Member exercises official power or performs an official duty or function and knows that in doing so, there is the opportunity to further a private or professional interest.
2. A "potential" conflict of interest occurs when there exists some private interest or position that could influence the performance of the Board Member's duty or function or the exercise of a power, but the Board Member has not yet exercised that duty or function.
3. An "apparent" or "perceived" conflict of interest exists where a reasonably well-informed person might reasonably hold the apprehension that a conflict of interest exists on the part of the Board Member or actions suggest that it would be reasonable to conclude that the Board Member has pre-judged the matter to an extent that they could not act impartially in Board decision-making.

The following principles guide in determining whether or not a situation presents a real, potential, or apparent conflict of interest:

1. Conflicts of interest are not limited to contracts or transactions in which a Board Member may have a direct or indirect material interest; conflicts also apply to any matter considered by the Board if the Board Member's interest could result in the creation of a duty or interest that materially conflicts with that Board Member's duty or ability to act impartially and in the best interests of SPS (taking into account the community it serves).
2. A conflict of interest exists if a Board decision *could* be influenced; it is not necessary for the influence to have taken place. This underscores the importance of avoiding the appearance/perception of a conflict, as often, an apparent/perceived conflict can have similar consequences or reputational damage than a real conflict.

3. In determining whether there is a conflict of interest, a Board Member should always consider the potential impacts to SPS and avoid real, potential or apparent/perceived conflicts that could impact SPS's ability to effectively meet its mandate, priorities, goals, and objectives.
4. A practical test for Board Members to consider is how an apparent/perceived conflict could hypothetically play out in the media or on social media if disclosed. If a situation could lead to a negative headline for SPS or the Board, it should be appropriately managed.
5. The City Council member on the Board is in a unique position on the Board by virtue of their position with City Council. Such a member is recognized at law to be a political actor who is elected by voters to represent particular points of view.[59] While a political actor may express particular viewpoints publicly or otherwise, such person should take care to avoid taking actions or making public statements that would be reasonable to conclude they have pre-judged the matter to an extent that they could not act impartially in Board decision-making. As well, there may be times where such person's duties and responsibilities as City Councillor may conflict with or be in opposition to their duties and responsibilities as a Board Member (examples may include situations where City Council has espoused a position contrary to the SPS – for example, concerning SPS's budget or policing priorities). In such circumstances, the City Council member may need to recuse themselves from the discussion.

### *DISCLOSURE AND MANAGEMENT OF CONFLICTS*

At all times, Board Members are expected to:

1. Fully and promptly disclose to the Board the nature and extent of any interest (real, potential, or apparent) a Board Member has in any current or proposed matter, contract, transaction, or arrangement involving SPS.
2. Fully and promptly disclose to the Board if the Board Member is being investigated and/or has been charged with a federal criminal or provincial offence, including under administrative law (i.e., Motor Vehicle Act Immediate Roadside Prohibition).
3. Avoid any situation or actions that could, or could appear to, interfere with the Board Member's judgment and ability to make decisions impartially and in the best interests of SPS (taking into account the communities it serves). Examples of situations that present a conflict of interest include, but are not limited to, the following:
    a. Influencing the purchase of goods or services for SPS from a company or firm in which a Board Member has financial or other interest.

[59] *Newfoundland Telephone Co. v. Newfoundland (Board of Commissioners of Public Utilities),* [1992] 1 R.S.C. 623 at 637.

b. Using confidential or non-public information obtained as a Board Member to further the Board Member's private interest or that of another party.

c. Serving on the board of another organization and being in possession of information confidential to SPS that is of importance to a matter being considered by the board of the other organization.

d. Using their office to influence, or attempting to influence the hiring or appointment of a family member or related person by the Board or SPS.

e. Using SPS's resources or facilities for a Board Member's personal benefit .

f. Any employment, association or activity, including political activity, that is, or may reasonably be seen to be, incompatible with the Board Member's duties, or otherwise be seen to impair their ability to discharge their duties in an impartial fashion, or cast doubt on the integrity or impartiality of the Board or SPS.

g. Any situation where a Board Member's duty of loyalty to SPS and another organization conflict or can be perceived to conflict.

4. Board Members should not accept entertainment, gifts or benefits that grant or may appear to grant preferential treatment to an individual or entity that conducts activities with SPS. Similarly, no Board Member may offer entertainment, gifts or benefits in order to secure preferential treatment for SPS.

5. Board Members should fully and promptly disclose to the Board any situation where friends, family members or associates of the Board Member (either as an employee or consultant) provide services to SPS.

6. Should a Board Member feel another Board Member is in a conflict (real, potential or apparent/perceived), the Board Member should bring their concerns first to the Board Member that they believe to be in the conflict. In the case that the issue is not solved between the two Board Members, the issue should be brought to the attention of the Chair and Executive Director. If the Chair and Executive Director believes the issue to be unsolved, the Chair may direct the Executive Director to obtain a legal opinion and brought to the full Board for a decision. In the case that the issue is related to the Chair, the Vice Chair will take the above steps in relation to the Chair.

Where a Board Member is, or may be, in a real, potential or apparent/perceived conflict of interest, they must disclose the conflict to the Executive Director and other Board Members prior to discussion of the matter in question to enable the Board to resolve unclear situations and determine how to manage the conflict before any difficulty can arise. The Board Member may, depending on the circumstances, be required to abstain from voting, not participate in discussion of the matter, not receive Board materials related to the matter, or take other actions that impact the outcome of the activity, as decided by the Board. The Board Member may also be required to resign from the Board depending on the situation.

In all cases, conflicts brought to the attention of the Board, the Board Chair, the Vice Chair, or the Executive Director must be resolved in a manner that preserves and enhances public confidence and trust in the objectivity and impartiality of the Board and its ability to effectively provide independent civilian oversight of SPS.

### *CONFLICTS REQUIRING RESIGNATION*

Any Board Member who wishes to seek public office must take a leave of absence from the Board if nominated as a candidate and must resign as a Board Member if elected.

Any Board Member who wishes to apply for employment with SPS must first resign their position as a Board Member.

### *CONFLICTS INVOLVING THE BOARD CHAIR*

Where there is a real, potential or apparent/perceived conflict involving the Board Chair, the Vice Chair will step in to lead the Board in dealing with such issues.

### *ADVICE CONCERNING CONFLICTS OF INTEREST*

If a Board Member is in doubt whether a situation involves a conflict, the Board Member should seek the advice of the Board Chair (or the Vice Chair, in the case of a conflict involving the Board Chair), the Executive Director or the Ethics Advisor.

### *NOTIFICATION*

Board Members who are concerned another Board Member may have a conflict of interest must bring the matter to the attention of the Board Chair (or the Vice Chair, in the case of the Board Chair) as soon as practicable. Board Members who are not comfortable raising the issue with the Board Chair (or Vice Chair) may seek the advice of the Ethics Advisor who may provide advice or recommend an appropriate course of action.

## DIVERSITY, HARASSMENT AND DISCRIMINATION

SPS is committed to maintaining an environment that supports diversity that is respectful, inclusive, and free from harassment of any nature. Board Members are expected to uphold the spirit and principles of the Board's Diversity and Equity Statement in this Manual as well as SPS's diversity and inclusion policy, safe workplace policy, and any other organizational policies relating to harassment, employee safety, diversity and inclusion. In addition, Board Members are expected to act honestly and fairly without discrimination based on race, color, religion, age, sex, sexual orientation, ethnic origin, disability or any other grounds prohibited by human rights legislation.

## PROTOCOL FOR INTERACTIONS WITH SPS'S EMPLOYEES

Board Members may be dealing directly with SPS's employees from time to time for a variety of reasons. Board Members do not have any direct authority over Personnel, save and except as outlined in the Board Manual and the *Police Act*. All authority of the Board flows through approved resolutions and minutes of the Board.

In addition, the authority of a police officer to investigate crime, arrest suspects, and lay information before the justice of the peace comes from the common law, Criminal Code and other statutory authority, and must not be interfered with by any political or administrative body, including the Board or any Board Member.

In all situations, Board Members must be sensitive to the nature and frequency of contact with Personnel, and must respect the position of the Chief Constable and the organizational structure of SPS. The purpose of this protocol is to protect both Board Members and SPS from perceived conflicts of interest:

1. Board Members must not interfere with SPS's operational decisions and responsibilities or with the day-to-day operation of SPS.
2. Board Members must not use their positions as Board Members to attempt to influence the decisions or actions of Personnel.
3. On Board related issues, Board Members may not communicate directly with Personnel (except in the case of Committee Chairs who are tasked with interacting with designated Executive Management). Such enquires should be made to the Board Chair, relevant Committee Chair, or Chief Constable.
4. Board Members should avoid business contact with Personnel unless it is not practical to have someone else conduct the business on their behalf. This does not prevent Committee Chairs from engaging with those employees who are designated by the Chief Constable to be responsible for the areas which the Committees are tasked with leading on behalf of the Board. This also does not prevent Board Members from engaging with employees of SPS on social occasions or during site visits with SPS employees.
5. Board Members must refrain from directing any of Personnel in their performance of their duties.

## USE OF SOCIAL MEDIA

Board Members must recognize that as public figures, the use of social media accounts including personal posts, comments to posts, likes and shares on controversial or political matters may be viewed as official positions or statements by the Board and/or may harm the reputation of the Board. As such, Board Members must use caution in the use of social media in this context and use discretion.

### BREACH

Should a Board Member be found to have contravened the provisions, spirit and intent of this Code of Conduct, the Manual, and relevant organizational policies, the Board has the ability, through the Board Chair, to dispense progressive action to address the behaviour, consisting of the following actions carried out in the following order:

1. A verbal notification.
2. A written warning.
3. A final written warning with a requirement for additional education and training.
4. A recommendation to the full Board to censure the Board Member from participation in the closed and/or in camera portions of Board meetings and receiving confidential Board materials related to such meetings.
5. A recommendation by the Chair to the relevant appointing body, with the endorsement of the Board, to revoke the appointment of the Board Member. In the case of the Board Chair, the Vice Chair steps in to lead the Board until the matter can be resolved.

### *MEMBER*

Failure of a Board Member to maintain confidentiality as described above may result in the Board Chair (or Vice Chair where the issue is with the Board Chair) censuring the Board Member from participation in the closed and/or in camera portions of Board meetings as well as from receiving confidential Board materials.

## 2. BOARD MEMBER INDEMNIFICATION AND LIABILITY COVERAGE

Board Members are protected under the *Police Act* from being held personally liable for actions they take, or fail to take, in the performance of their duties as Board Members,[60] or for any torts committed by any employee of the Board[61] The exceptions are if the board has been guilty of dishonesty, gross negligence or malicious or wilful misconduct.

Despite exclusion from liability, from time to time, Board Members may be included in the claims of third parties and there are often costs associated with those claims, including defending the claim, seeking removal of the Board Member as a party to the claim, etc. The appointed City Council member is indemnified for such costs under s. 738 of the *Local Government Act*, and provincially appointed Board

[60] *s. 21(2) of the Police Act*
[61] *s. 20(2) of* the *Police Act*

Members, including the City Council appointee, are indemnified by the Province.[62] Board Members having specific questions about indemnification should contact the Province or, in the case of the appointed City Council member, the City's designated representative.

[62]As part of the provincial government's board member onboarding process for appointees, Board Members were provided indemnification documentation - *Indemnity Form (FIN 170: Government Appointees to Agencies, Board and Commissions Indemnity*

# G. APPENDICES

## 1. BOARD ORIENTATION

### *ORIENTATION - MONTH ONE*

It is anticipated that materials described below will be provided to the new Board Member immediately upon appointment, and that the initial orientation meeting will be scheduled with the new Board Member preferably within one to two weeks of the initial appointment. The Board Chair, through the Executive Director, schedules the initial orientation meeting for new Board Members.

The initial orientation meetings are expected to take up to six hours, over two sessions, and may include the information described below:

| WHO | ACTION |
|---|---|
| **1.** Executive Director | Send welcome letter and the following materials to new Board Member (additional materials may be delivered depending on the needs of the Board and the new Board Member):<br>• Board and Exempt Management Biographies.<br>• The Board Manual.<br>• The *Police Act.*<br>• The most recent financial and accountability report.<br>• Compensation and expense guidelines.<br>• Key Administrative Policies.<br>• Key policing standards and policies.<br>• Minutes from three previous Board and Committee meetings.<br>• Organization chart.<br>• Summary of SPS's insurance, including liability insurance for Board Members.<br>• Details of any material litigation or disputes involving SPS.<br>• A schedule of dates for upcoming Board and Committee meetings. |

| WHO | ACTION |
|---|---|
| | Request from new Board Member:<br>• Annual Member Declaration form.<br>• Headshot and biographical information for publication (website). |
| 2. Board Chair Vice Chair, Chief Constable, and Executive Director | Meet with new Board Member to discuss the following matters, among other matters:<br>• SPS's mission, vision, mandate, values and strategic plan.<br>• SPS's priorities, goals, and objectives for the coming year as well as the anticipated budget.<br>• Key challenges, opportunities, and risks and related strategies.<br>Performance and conduct expectations and key stewardship processes<br>• Major issues and governance considerations.<br>• Proposed Committee assignment, if any.<br>• Typical Board agenda and meeting package and Board meeting practices, etc.<br>• Division of responsibilities between the Board & Chief Constable. |
| 3. Chief Constable | Meet with the new Board Member to give an overview of:<br>• SPS's operational environment, Governance and Community Partners.<br>• SPS's practices, major risks and risk management strategies, budgeting and financial reporting process, and internal control environment.<br>Arrange for the new Board Member to tour SPS's headquarters.<br>Arrange for new Board Member to go on a Ride Along.<br>Arrange for new Board Member to meet with members of Executive Management.<br>Provide an overview of: |

| WHO | ACTION |
|---|---|
| | • Complaint procedure.<br>• Policing and policing policies.<br>• Recruitment.<br>• Training.<br>• Union. |
| **4.** Executive Director | Meet with new Board Member to review Board technology and communication facilities and to answer any questions from orientation program. |

### *ORIENTATION – DURING THE QUARTERLY MEETING CYCLE AFTER APPOINTMENT*

| WHO | ACTION |
|---|---|
| **1.** Board Member | Attend a meeting of each Committee (regardless of what Committee the Board Member is a member of).<br>Complete Police Board Governance Training program prescribed by the Province (ideally, within first 6 months of appointment). |

### *ORIENTATION – MONTH SIX*

| WHO | ACTION |
|---|---|
| **1.** Board Chair and Executive Director | Meet with new Board Member to obtain feedback on orientation process, determine comfort level with role, and determine if more information, training, or mentorship is required for the new Board Member. |
| **2.** New Board Member | Complete Board Orientation Evaluation Form provided by Executive Director. |

### *CHAIR ORIENTATION*

| WHO | ACTION |
|---|---|
| **1.** Executive Director | Meet with new Board Chair and Vice Chair to review attributes, practices, and expectations for the Chair role. |

| WHO | ACTION |
|---|---|
| **2.** New Board Chair and Vice Chair | Compete any applicable chair training program to understand principles of effective training. |

## 2. BOARD COMPETENCY MATRIX (PROVINCIAL)

**This form is a resource suggested by the Province but may be changed or tailored as needed for the needs of the Board.**

BRITISH COLUMBIA | Ministry of Finance

Crown Agencies and
Board Resourcing Office (CABRO)
gov.bc.ca/cabro

**COMPETENCY MATRIX**
*for Governing Boards*

**INSTRUCTIONS**
- Complete the matrix below. Leave the field blank if it does not apply.
- If you require more space, attach a separate sheet.

***Freedom of Information and Protection of Privacy Act (FOIPPA)*** – The personal information on this form is collected for the purpose of administering a variety of statutes that authorize the appointment of individuals to public sector organizations under the authority of section 26(a) of the FOIPPA. Questions about the collection or use of this information can be directed to the Crown Agencies and Board Resourcing Office by email at abc@gov.bc.ca or by telephone at 604 660-0465.

**PART A – GENERAL INFORMATION**

| NAME OF BOARD OR PUBLIC SECTOR ORGANIZATION | DATE COMPLETED DD / MMM / YYYY |
|---|---|
| Surrey Police Board | |

**PART B – COMPETENCIES [*enter the name of each board member and check ( ✓ ) the competencies that apply* in the bottom three rows]**

| NAME OF COMPETENCY | | | | | | | | | | | | | NOTES |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Accounting | | | | | | | | | | | | | |
| Communications | | | | | | | | | | | | | |
| Cyber Security / Privacy | | | | | | | | | | | | | |
| Enterprise Risk Management | | | | | | | | | | | | | |
| Finance / Investment Management | | | | | | | | | | | | | |
| Governance | | | | | | | | | | | | | |
| Human Resources / Recruitment | | | | | | | | | | | | | |
| Information Technology | | | | | | | | | | | | | |
| Labour Relations | | | | | | | | | | | | | |

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| NAME OF BOARD OR PUBLIC SECTOR ORGANIZATION | DATE COMPLETED DD / MMM / YYYY |
|---|---|
| Surrey Police Board | 19 / Sep / 2023 |

**PART B – COMPETENCIES CONTINUED [*enter the name of each board member and check ( ✓ ) and add in the competencies that apply* in the bottom three rows]**

| NAME OF COMPETENCY | | | | | | | | | | | | | NOTES |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Leadership Experience | | | | | | | | | | | | | |
| Legal | | | | | | | | | | | | | |
| Public Sector Knowledge | | | | | | | | | | | | | |
| Real Estate Development | | | | | | | | | | | | | |
| Strategic Planning Experience | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |

**PART C – DIVERSITY**

Describe how diversity is incorporated on the board (i.e. gender balance, ethnicity, geographic representation and/or other diversity requirement).

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Clear Form

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# 3. BOARD CHAIR & VICE CHAIR EXPRESSION OF INTEREST

## PART I – PERSONAL INFORMATION

| | | |
|---|---|---|
| Name: | | |
| Home Address: | | |
| Mailing Address: | | |
| Telephone: Work | Home | Mobile |
| Email Address: | | |

## PART II – EXPRESSION OF INTEREST FOR THE FOLLOWING POSITIONS

- ☐ Board Chair
- ☐ Vice Chair

## PART III – KEY ATTRIBUTES FOR THE BOARD CHAIR AND VICE CHAIR ROLE

*Shared for information and to support your responses throughout the Expression of Interest.*

The Board Chair sets the tone at the top for the Board, orchestrates the Board's work, elevates individual and Board-wide performance, manages boardroom dynamics, and nurtures relationships with Governance and Community Partners where appropriate. A strong Board Chair requires a combination of character, commitment and competencies. While these vary depending on SPS's context, strategy, priorities, goals and objectives, the following are core attributes that the Board Chair should be able to demonstrate to be successful in the role:

| CHARACTER | COMMITMENT | COMPETENCIES |
|---|---|---|
| • Ethical values<br>• Transparency<br>• Team orientation<br>• Comfort with ambiguity<br>• Steady-hand | • Committed to SPS's mandate and success<br>• Available time and energy<br>• Flexibility when urgent matters arise | • Governance knowledge<br>• Strategic focus<br>• Strong facilitation skills<br>• Interpersonal and communication skills<br>• Courage and curiosity |

The Vice Chair's primary roles are to:

- Support the Board Chair
- Chair Board meetings and take the lead on any Board issues when the Board Chair is either unavailable or may be in an actual, potential or perceived conflict of interest, until such time as Board Chair is able to resume their responsibilities.

As such, the core attributes expected of the Board Chair are relevant to a successful Vice Chair as well.

## PART IV – MOTIVATION AND TIME

| | |
|---|---|
| What motivates you to serve as the Board Chair and/or Vice Chair? | • |
| Do you have the time and flexibility to serve in the capacity of Board Chair and/ or Vice Chair? Please explain. | • |

## PART V – BACKGROUND AND EXPERIENCE

**1.** EMPLOYMENT – Please list relevant employment history.

| Organization | Position | Dates | |
|---|---|---|---|
| | | Started | Completed |
| | | | |
| | | | |
| | | | |
| | | | |

**2.** BOARD EXPERIENCE – Please list all past and current board positions. List experience as a chair of a board, board committee, or special projects committee.

| Organization | Position | Dates | |
|---|---|---|---|
| | | Started | Completed |
| | | | |
| | | | |
| | | | |
| | | | |

**3.** EDUCATION – Please list educational background and academic qualifications.

| School/Institution | Course, Program, Major | Certification, Diploma, Degree Attained | Year Attained |
|---|---|---|---|
| | | | |
| | | | |
| | | | |
| Special Courses | Course Content, Duration, etc. | | Year Completed |
| | | | |
| | | | |
| | | | |

## PART V: STATEMENT OF INTEREST

Please describe how you meet the specific criteria from the Board Chair and/or Vice Chair position description and the core attributes of the role.

## PART VI – ACCOUNTABILITY, ATTESTATION AND CONSENT

I, _____:

Print Name

1. Attest to the veracity of the information provided in this Expression of Interest.
2. Consent to the Board receiving this Expression of Interest for use in the assessment of potential Board Chair and Vice Chair candidates.

_____ _____

Signature Date

## 4. ANNUAL MEMBER DECLARATION

I, _____, am a member of the Surrey Police Board.

I confirm I have read, understand and agree to comply with the Surrey Police Board Manual, including the Board Member Code of Conduct and Conflict of Interest Policy, (the "Board Manual").

Pursuant to the BC Police Act and the Board Member Code of Conduct and Conflict of Interest Policy, I am required to disclose any direct or indirect conflict that may arise from my Board membership. I hereby disclose a direct or indirect conflict with my duty as a Board Member may arise because of:

_____

_____

_____

I declare that other than disclosed above, I do not have any relationships, interests, positions or compensation that could compromise, or be perceived to compromise, my ability to exercise judgment, as a Board Member.

I agree to promptly provide an updated declaration promptly as a result of changed circumstances, and in any event, annually.

_____

Printed Name

_____ _____

Signature Date