

CHAPTER 3: TERMS OF REFERENCE

SECTION 1: BOARD TERMS OF REFERENCE

1.1 INTRODUCTION

- 1.1.1 The legislative intent behind the creation of a municipal police board is to ensure that the municipal police department remains a separate and independent body from the municipality. The police board has a unique relationship with City Council and it exists, in part, to insulate the police department from the political decision making process. Nevertheless it is City Council - in this case Vancouver City Council - that provides the funding for the operation of the Vancouver Police Department (“VPD”) and this necessitates a collaborative and constructive working relationship between the VPD and its Board, and the Vancouver City bureaucracy and Council.
- 1.1.2 The primary responsibility of the VPB is to ensure that it provides oversight and direction to the VPD in a fashion that is consistent with the *Police Act* and its fiduciary responsibility to the citizens of Vancouver. The Board works with the Chief Constable and the Senior Leadership team to develop and approve a strategic plan, an annual plan/budget and objectives, and policies. The Chief Constable and the Senior Leadership Team are responsible for the day-to-day management and operation of the Vancouver Police Department within the parameters of the Strategic Plan, the annual plan/budget, and objectives and policies approved by the Board.
- 1.1.3 The Board operates by delegating certain of its authorities to the Chief Constable (and through the Chief Constable to the VPD Executive) and by reserving certain powers for the Board. These Terms of Reference are prepared to assist the Board and VPD leadership in clarifying responsibilities and ensuring effective communication between the Board and VPD Executive.
- 1.1.4 Only the Chair or designate may speak on behalf of the whole Board, and then only after consensus of the Directors. Individual Board Directors, including the Chair and Committee Chairs, are expected to refrain from stating opinions or providing direction to the Chief Constable or VPD staff without the express support of the Board as a whole.

1.2 COMPOSITION

- 1.2.1 Part 5, Section 23(1) of the *Police Act* sets the composition of the VPB. Board Directors include:
- a. The Mayor of Vancouver who shall be the Board Chair;
 - b. One Director nominated by Vancouver City Council; and
 - c. Up to seven Directors appointed by the Provincial Government.

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- 1.2.2 All Board Directors of the VPB, other than the Chair, are appointed and their terms of office set by the order of the Lieutenant Governor in Council based on recommendations put forward by the Attorney General, after consultation with the Director of the Police Services Division.
- 1.2.3 Board Directors other than the Chair are appointed to a term not to exceed four years, although they may be re-appointed. They cannot hold office for more than six consecutive years. Appointments are staggered in order to have some continuity from year to year.

1.3 DUTIES AND RESPONSIBILITIES

The Board as a whole is responsible for the seven areas of oversight and activities described in the following sections:

- 1.3.1 Board Governance Effectiveness
- 1.3.2 Strategic and Annual Planning
- 1.3.3 Financial and Operational Informational Systems and Control
- 1.3.4 Risk and Control Systems
- 1.3.5 Human Resources Oversight
- 1.3.6 Oversight of VPD Operational Policy and Rules; and
- 1.3.7 Oversight of Communications.

It is the responsibility of every Board Director to attend to their duties and responsibilities in each of these seven areas as described in the following pages, and to be familiar with all VPB and VPD policies governing the Board's oversight in these areas, in accordance with the *Police Act*.

Certain Board activities and responsibilities are supported by Board Committees, as described in the Committee Operating Guidelines and the Terms of Reference for each Committee.

1.3.1 BOARD GOVERNANCE EFFECTIVENESS

A. Responsibilities

The Board retains responsibility for managing its own affairs, including the responsibility to:

- a. Regularly review the skills, experience and competencies required for the Board to undertake its responsibilities, identify gaps and upcoming needs in board composition,

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- and communicate with the bodies responsible for appointing Board Directors to ensure they understand the Board's needs and priorities.
- b. Create standing Committees, task forces, advisory committees or other temporary working groups as needed from time to time to support the Board.
 - c. Develop terms of reference for the Board, the Board Chair, Vice-Chair, individual Board Directors, the Chief Constable, Executive Director and Ethics Advisor.
 - d. Develop operating guidelines that provide direction to the Board regarding matters such as meeting frequency, information requirements, and other operating guidelines that facilitate the effective operation of the Board. Develop and approve Board policies and processes contained in the Board Governance Manual and update as required.
 - e. Oversee Board composition, Board structure, VPB staffing and the VPB budget to ensure capacity commensurate with the scope of Board responsibilities.
 - f. Develop the Board's Mission, Vision and Values in alignment with the Mission, Vision and Values of the VPD; identify and document the Board's 5-year Focus and Priorities in alignment with the VPD strategic plan.
 - g. Evaluate the effectiveness of the Board, Committees and individual Directors.
 - h. In accordance with Board Orientation and Education Policy (Chapter 6 Section 5), ensure new Board Directors attend mandatory comprehensive orientation training; that all Board Directors attend and/or complete all required professional development and board education provided by VPB; and that all Directors are encouraged to obtain relevant external governance development.
 - i. Monitor adequacy of insurance coverage and compliance with insurance policies for Board Directors.
 - j. Develop a process to understand, identify, declare and manage Board Director conflicts of interest.
 - k. Obtain reasonable assurance that VPB and VPD operate at all times within applicable laws and to the highest ethical standards.
 - l. Determine the appropriate balance between Board meetings that are open to the public vs closed, taking into account the requirements set out in s.69 (2) of the *Police Act*.

B. Best Interest and Governance Standards

The Board is responsible for overseeing the business affairs and operational performance of VPD and supervising the Chief Constable who is responsible for ensuring day-to-day operations at VPD are conducted effectively. The Board and each Director must at all times prioritize the best interests of VPD as a whole over personal, individual, political or specific constituent interests.

As a statutory body, the Board and each Director has specific obligations to:

- a. Adhere to their legal, fiduciary and moral responsibilities and accountabilities for the

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- governance of the VPD.
- b. Maintain independence from VPD and VPB administration and management, political affiliation and interest groups.
 - c. Protect the confidentiality and security of information while remaining responsive, transparent and accessible to the public and the VPD.

The Board governs collaboratively, focusing its energy on strategic and policy matters by delegating operational tactics and administrative detail to the Chief Constable. The Board maintains a clear distinction between the Board's responsibility for governance and policy oversight, and the Chief Constable's role as the chief executive officer of VPD. The Board provides direction and monitors the performance of the VPD through the Strategic Plan and the establishment of policies, metrics, checks and balances that ensure the Chief Constable manages the day-to-day operations in accordance with the Mission, Vision, Values, strategic goals and regulatory requirements.

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

C. Relationship with the VPD

Board Directors have no direct authority over members of VPD and shall not interfere with VPD's operational decisions and responsibilities or with the day-to-day operation of VPD. 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 shall adhere to the following principles with respect to their relationship and responsibilities:

- a. Respect each other's roles, interests, accountabilities, lines of authority and decision-making processes.
- b. Promote mutual understanding by sharing information in a way that promotes transparency, openness, and trust.
- c. Prioritize building and maintaining the quality of the relationship between the Board, the Chief Constable and management.
- d. Accept joint accountability for the quick and effective resolution of issues or conflicts.

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1.3.2 STRATEGIC AND ANNUAL BUSINESS PLANS

In context with the *Act* and general best practices for boards, the VPB has set out its responsibilities as working with the Chief Constable and Senior Leadership Team to:

- a. Develop and approve a written mission, vision and values for the VPD.
- b. Develop and approve a documented strategic planning process that meets the needs of the VPB and the VPD.
- c. Approve annually, a business plan to monitor the progress of the VPD's Strategic Plan, which identifies outcomes and target measures used to determine the success of the strategies and activities at year-end. This plan should take into account, among other things, the external opportunities, threats and risks facing the VPD, internal strengths and weaknesses, and the funding capabilities of the City of Vancouver.
- d. Ensure that the Chief Constable and Senior Leadership Team work closely with the City of Vancouver in the development of an annual budget that is consistent with the strategic plan, and that the budget is approved by VPB prior to its presentation to Council; ensure that the Chief Constable and the Senior Leadership Team present the VPD budget to City Council on or before November 30.
- e. Review and monitor, on at least a quarterly basis, the performance of the VPD against the strategic plan and annual operating budget.

1.3.3 FINANCIAL & OPERATIONAL INFORMATION, SYSTEMS & CONTROL

The Board has the responsibility to:

- a. Ensure the Chief Constable establishes and applies appropriate accounting and financial reporting principles and internal controls, including an internal audit function.
- b. Oversee and monitor the internal audit function.
- c. Liaise with VPD's external auditor as required.
- d. Review and approve the annual audited and quarterly reviewed financial statements and ensure financial results are reported fairly and accurately.
- e. Regularly receive and review reports from the Chief Constable relating to VPD's programs and operations.
- f. Delegate contract and cheque signing authorities to the Chief Constable, and review and update such delegation as required.
- g. Annually review the remuneration and expense policy for Board Directors.
- h. Review and approve the appointment of the external auditor and the external auditor's fees.

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1.3.4 RISK AND CONTROL SYSTEMS

In context with the *Act* and general best practices for boards, the VPB has set out its risk oversight responsibilities as follows:

- a. Work with the Chief Constable and Senior Leadership Team to develop and regularly review risk management factors and mitigating strategies and systems to identify, assess and manage both the strategic and operational risks associated with VPD.
- b. Develop, review, and approve the Board's risk management document for key areas of enterprise-wide risk.
- c. Direct Senior Leadership to ensure systems are in place for the implementation, security and integrity of the VPD's internal control and information technology systems.
- d. Require such reporting, testing and third party validations as may be required to satisfy the Board that important threats and risks have been anticipated and mechanisms are in place to prevent and mitigate those risks.

1.3.5 HUMAN RESOURCES OVERSIGHT

In context with the *Act* and general best practices for boards, the VPB has set out the Board's human resources oversight responsibilities within the following categories as further outlined in Chapter 8 Section 1 of this Manual, *Board Guidelines on Human Resources*:

- a. Employer of all sworn and civilian employees
- b. Employment of Chief Constable
- c. Interim Chief Constable
- d. Employment of Deputy Chief Constables and Superintendents
- e. Employment of Special Municipal Constables
- f. Employment of Executive Director
- g. Employment of Board Office Staff
- h. Oversight of VPD Executive
- i. Relationship to City of Vancouver Human Resources
- j. Collective Bargaining
- k. Exempt Employees
- l. Labour Relations
- m. Employment Equity
- n. Suspension
- o. Disciplinary Action and Discharge

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1.3.6 OVERSIGHT OF VPD OPERATIONAL POLICIES

Under the *Police Act* the Board has a policy-making mandate which it fulfills in overseeing, reviewing and approving new policies or substantive changes to existing operating policies. In addition to the Board's own policies detailed in Chapter 6 of this manual, the VPB is accountable for ongoing review and approval of substantive policies governing the operations of VPD, as detailed in Chapter 7 of this manual.

It is important for the Board to operate at a governance level in exercising its accountability for oversight of VPD policies. The Board is accountable to satisfy itself that the important VPD policies exist and are current, and that there are internal operational controls in place within VPD to ensure policy compliance.

In context with the *Police Act* and general best practices for boards, the VPB has set out its responsibilities for oversight of VPD operational policy and rules as follows:

- a. Working with the Chief Constable and Senior Leadership Team to identify those operational rules and policies which require VPB approval;
- b. Ensuring mechanisms are in place to monitor compliance with all significant rules, policies and procedures by which the VPD is operated;
- c. Ensuring systems are in place which are designed to ensure that the Board and VPD operate at all times within applicable laws and regulations, and to the highest ethical and moral standards.

1.3.7 OVERSIGHT OF COMMUNICATIONS

VPB and the Vancouver Police Department operate within a highly public environment and the actions of VPD have a significant public impact. Therefore the Board must ensure communications with the Province, City Council and other stakeholders, rights holders (including the public) and partners are appropriate, effective and transparent.

The Board has the responsibility to:

- a. Understand VPD's key stakeholders, rights holders and partners, and their expectations.
- b. Review, approve and oversee the implementation and effectiveness of VPD's engagement strategy with VPD'S stakeholders, rights holders, community members and partners.
- c. Approve a communications policy for the Board and VPD that reflects the need for cooperation and consultation between VPD, City Council, and the Province.
- d. Ensure all reporting requirements established under the *Police Act* are met.

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- e. Report to VPB's stakeholders and partners through VPB's annual report on the Board's stewardship for the previous year.

1.4 FORWARD CALENDAR

- 1.4.1 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. See Board Calendar.

1.5 RELIANCE ON MANAGEMENT AND ADVISORS

- 1.5.1 In carrying out its responsibilities, the Board relies on the Chief Constable and Senior Executive to provide it with accurate, complete and timely information.
- 1.5.6 Having regard to VPD's internal resources and budget, the Board is entitled to retain and rely on external professional services firms, consultants, advisors, and other experts as needed to fulfill its mandate.

1.6 BOARD BUDGET

- 1.6.1 Within the parameters of the annual operating budget for VPD approved by City Council, the Board determines and approves an annual budget to support its work and activities, which considers, among other things, any required consultant and advisory services, Board Director remuneration, if any, meeting expenses and related costs (travel, accommodation, etc.), Board Director education and professional development, and required support services.
- 1.6.2 Further information on the Financial Authorities in relation to the Board's direct expenses can be found in Chapter 8 Section 2 of this Manual, *Financial Authority Guidelines*.