

**CHAPTER 3: TERMS OF REFERENCE**

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**SECTION 4: BOARD DIRECTOR TERMS OF REFERENCE**

**4.1 OVERVIEW**

- 4.1.1 As described in the Board Terms of Reference, Board Directors are responsible for collectively governing the activities and affairs of VPB and working collaboratively to ensure the Board makes effective and informed decisions that promote the achievement of VPD's priorities, goals and objectives.
- 4.1.2 These Individual Director Terms of Reference establish the Board's expectations of how Directors discharge their duties and responsibilities and instill public confidence in the Board's governance of VPD.
- 4.1.3 Board Directors should be guided by the Board's Mission, Vision and Values as outlined in Chapter 1.4 of this Manual.

**4.2 CODE OF CONDUCT**

- 4.2.1 The Code of Conduct in Chapter 2 of this Manual presents the minimum standards of conduct required of all Board Directors.
- 4.2.2 This Code of Conduct outlines individual Board Director accountabilities, requirements to adhere to a Conflict of Interest Policy, Confidentiality Policy and laws and ethical standards.
- 4.2.3 Each Board Director shall review and sign the Code of Conduct at the time of appointment, and review the Code annually. In doing so, each Director acknowledges that they are bound by this Code of Conduct and the policies therein for the duration of their term of office, and that certain of their fiduciary obligations survive following the end of their Board service.

**4.3 CONTRIBUTION AND ENGAGEMENT**

- 4.3.1 In carrying out their responsibilities, Board Directors are expected to be actively engaged in and add value to the Board's work.
- 4.3.2 As a general expectation, each Director is expected to serve on at least one committee(s).
- 4.3.3 VPB Directors are expected to dedicate time to fully invest in the effort required to prepare and participate in the business of the Board, and also to behave in a collaborative consensus-based manner.

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**4.4 OVERALL PARTICIPATION AND EXPECTATIONS**

- 4.4.1 Board Directors are expected to be knowledgeable about the legislative context, vision, mission, values, strategy, risks, activities, stakeholders and partners, and substantive issues affecting VPB and VPD; read the Act, the Board Governance Manual, the BC Police Board Handbook; and be familiar with all documentation stored in the VPB Board portal;
- 4.4.2 Board Directors shall adhere to the Orientation and Education Policy and onboarding timeline as outlined in Chapter 6 Section 5 of this Manual, making best efforts to attend all board orientation and education opportunities provided by VPB.
- 4.4.3 To fulfill their fiduciary responsibilities, Directors should not vote on a Board decision unless they have exercised the due diligence necessary to achieve sufficient understanding of the risks and implications of the decision to be accountable for its outcomes.
- 4.4.4 Following their review of the Board meeting materials, direct their informational, operational and data-seeking questions to the Chair, Vice-Chair, Executive Director or relevant Committee Chair in advance of the Board meeting, in order to reserve meeting time for strategic, policy and oversight-oriented dialogue.
- 4.4.5 To assist in making informed decisions, Directors should undertake their own research and external study to develop an independent perspective on matters before the Board.
- 4.4.7 A Director is expected to take accountability for promoting a culture of collegiality, collaboration and respectful discourse in all Board interactions with other Directors, with the Chief Constable and with all stakeholders and the public.
- 4.4.8 Directors shall demonstrate a willingness and availability for individual consultation with the Chair or Chief Constable.
- 4.4.9 Once a decision has been reached by the Board, individual Directors must support Board decisions in a positive manner and speak with one voice. Board Directors must not express any dissent from Board decisions to any person outside the Board, or discuss matters in a manner that would conflict with their fiduciary responsibilities.
- 4.4.10 Directors may not speak on behalf of the Board unless authorized by the Board to do so. Board Directors shall adhere to the Board's Communications Policy as outlined in Chapter 6 Section 3 of this Manual.

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- 4.4.11 Board Directors should make best efforts to ensure Board matters receive timely and full attention by responding promptly to emails and phone calls from the Board Chair, Executive Director, other Board Directors or the Board Office.
- 4.4.12 Board Directors must respect the role of the Chief Constable.
- 4.4.13 Directors are a support and resource to the Board Chair, the Executive Director and Chief Constable as needed, and may communicate, as necessary and appropriate, with the Board Chair and Executive Director.
- 4.4.14 It is imperative that Directors seek to foster a strong and positive relationship between the Police Department and the community.

### **4.5 ATTENDANCE**

- 4.5.1 Board Directors must make best efforts to attend all Board and designated Committee meetings, participate in discussions and exercise voting rights. Should a Director be unable to attend a Board or Committee meeting, the Director is expected to advise the Board Office.
- 4.5.2 Recognizing the critical role of the Police Board, Board Director attendance will be monitored on an ongoing basis. Should a Director be absent from three or more meetings in a year, the Director will work with the Board Vice-Chair to determine the most appropriate course of action that meets the needs of the Board and Board Director.
- 4.5.3 Should a Director be absent from three or more meetings in a year without reasonable cause, the Board may make a recommendation to the Director of Police Services or to Council to revoke the appointment of the Board Director.
- 4.5.4 In the event of an absence the Director is expected to review the minutes and materials of the meeting and be knowledgeable about those proceedings and deliberations.

### **4.6 BOARD AND COMMITTEE MEETINGS**

- 4.6.1 During Board meetings, Directors are expected to:
- a. Arrive on time and remain for the duration of the Board meeting;
  - b. Bring their own experience, expertise, wisdom, judgment, and influence to bear constructively on issues, while striving to take a broad view of the issues; avoid taking an advocacy position for a specific interest or stakeholder group;

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- c. 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; avoid speaking in a directive tone;
  - d. Exercise independence of thought while remaining a team player;
  - e. 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;
  - f. Analyze issues from many perspectives, considering the impact of decisions on VPD's internal and external stakeholders and partners and the Strategic Plan.
  - g. Support the Board and Chair in striving towards consensus; if consensus is not possible following fulsome debate, Directors are expected to accept and uphold decisions made by the majority;
  - h. Refrain from introducing significant and previously unknown information at a Board meeting; send new topics to the Executive Director and Chair in advance;
  - i. Understand the difference between governing and managing; focus inquiries on issues related to strategy, policy, implementation, and results rather than issues relating to day to day management and operations.
  - j. Avoid distractions; limit use of cell phones and if attending remotely, ensure conditions are conducive to full engagement in proceedings.
  - k. Respect the role of the Chief Constable.
- 4.6.2 Board Directors shall advise the Chair and the Executive Director in advance, in order to table significant and previously unknown information at a Board meeting. Such advice will be made IN writing with contextual information wherever possible, to enable Board review prior to any discussion. Topics may be deferred at the Chair's discretion if prior notice has not been received.

### **4.7 RELATIONSHIP WITH THE VPD**

- 4.7.1 The Board acts collectively and no Board Director has the authority to direct any employee of VPD. All authority of the Board flows through the approved motions of the Board which are contained within approved Minutes of the Board.
- 4.7.2 A Director understands that the authority of the individual 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.

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- 4.7.3 Directors shall not interfere with the Police Department's operational decisions and responsibilities or with the day-to-day operation of the Police Department.
- 4.7.4 Board members may direct questions or concerns on VPD's performance to the Chief Constable through Board meetings, or through the Board Chair.

**4.8 BOARD MEMBER REMUNERATION AND EXPENSES**

- 4.8.1 Board members are entitled to such remuneration and reimbursement of expenses as outlined in the *Per Diem Policy* in Chapter 6 Section 11 of this Manual, as may be updated and approved by the Board from time to time.