

CHAPTER 5: BOARD COMMITTEES

SECTION 1: COMMITTEE OPERATING GUIDELINES

1.1 OVERVIEW

- 1.1.1 The Board may appoint such committees it considers necessary and appropriate to assist the Board in carrying out its work. Current Standing Committees of the Board are:
- a. Finance
 - b. Governance
 - c. Human Resources
 - d. Freedom of Information
 - e. Service and Policy Complaint Review
- 1.1.2 The Board, through a resolution, may also establish task forces, advisory committees, or other temporary working groups as required from time to time.
- 1.1.3 The Terms of References in this chapter for each Committee define the role and responsibilities of each Committee and are set out separately. This section outlines the key guidelines governing how all Committees will operate to carry out their duties of stewardship and accountability.

1.2 PURPOSE

- 1.2.1 The purpose of the Committees is to increase the overall efficiency of the Board. Work is delegated to committees to support the Board in focusing on complex or specialized areas, while making optimal use of Directors' time and expertise.
- 1.2.2 Committees are dedicated to progressing key areas of Board responsibility and bringing their recommendations to the Board, to help the Board carry out its oversight duties in those areas.

1.3 TERMS OF REFERENCE

- 1.3.1 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.

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1.4 ACCOUNTABILITY

- 1.4.1 Committees are accountable to the Board for the work, powers and responsibilities delegated to them by the Board, in its sole discretion. Committees make recommendations to the Board, which the Board is not obligated to accept; the Board retains responsibility for collective decision making.
- 1.4.2 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.
- 1.4.3 Each Committee Chair will report on the Committee's work to the Board through minutes following each meeting and written reports as requested, and may be called upon to provide an oral report at the Board meeting.
- 1.4.4 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.

1.5 COMPOSITION AND APPOINTMENT

- 1.5.1 The Board's standing Committees are composed of a minimum of Board Directors as specified in their terms of reference.
- 1.5.2 Board Directors will identify the Committees on which they prefer to serve, having regard to their professional designations, skills and experience. The Governance Committee will review and recommend committee composition, taking into consideration each Director's expressed interest and preference as well as their professional designation, skills and experience, to ensure each committee has the complement of skills and experience required to undertake its work while balancing the size of committees and Director workload.
- 1.5.3 The Governance Committee recommends committee assignments and reassignments as needed, to the Board for approval.

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1.6 ANNUAL SCHEDULE

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

1.7 MEETING NOTICE

- 1.7.1 Committee meetings are scheduled throughout the year as needed, with sufficient notice to accommodate the schedules of Committee members.
- 1.7.2 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.
- 1.7.3 Additional meetings may be called with 24-hours' notice.

1.8 AGENDA AND MEETING MATERIALS

- 1.8.1 The Committee Chair, in consultation with the Executive Director, develops the agenda for each Committee meeting and the Executive Director shall maintain a record of the meetings.
- 1.8.2 The Executive Director makes best efforts to distribute the agenda and supporting materials for Committee meetings via a secure Board document portal at least three days in advance of a regular meeting, and as soon as they are available for a special meeting.

1.9 COMMITTEE CHAIRS' ROLE

- 1.9.1 The Committee Chair presides over all meetings of the Committee.
- 1.9.2 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.

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1.10 QUORUM

- 1.10.1 A majority of Directors of a Committee in attendance at an official meeting constitutes a quorum.
- 1.10.2 A meeting, at which quorum is present, is competent to exercise all or any of the authorities, powers and discretion vested in or exercisable by the Committee generally.
- 1.10.3 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.

1.11 MEETINGS IN PERSON AND VIRTUAL PARTICIPATION

- 1.11.1 Committee meetings shall be designated as in-person (as permitted by Public Health rules) or virtual (attended via video and/or audio).
- 1.11.2 Directors are expected to attend in-person meetings in person, or seek approval from the Chair in extenuating circumstances. For virtual meetings, or for Directors who must attend in-person meetings by virtual means, Directors are expected to use reliable video or audio technology that allows them to attend the full meeting, ensures they can be heard and are able to fully communicate.
- 1.11.3 Board Directors who attend virtually are deemed to be present at the meeting and counted in quorum, provided they are in contact for the majority of the meeting.
- 1.11.4 When attending a meeting virtually, Directors must take care to be in a private area that enables them to maintain the confidentiality of Board information and avoid distractions.

1.12 GUESTS AND THE PUBLIC

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

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- 1.12.2 Committee meetings are not open to members of the public if the items discussed fall under s.69 of the *Police Act*, contain privileged information, or are protected by relevant sections of the Freedom of Information and Protection of Privacy Act (FOIPPA).
- 1.12.3 Redacted minutes of Committee meetings are posted on the Board's website.
- 1.12.4 Board decisions on Committee recommendations are made public through a Regular Board meeting, provided the items do not fall under s.69 of the *Act*, contain privileged information, or are protected by relevant sections of the FOIPPA. Such decisions, along with information on the work of the Committee with respect to its recommendation will form part of a public Board meeting and be reflected in the minutes of said meeting.
- 1.12.5 Committees may invite, in consultation with the Chief Constable, such VPD personnel and other guests as may be considered desirable, to a portion of the meetings to assist in the discussion and consideration of the business of the Committee.

1.13 VOTING

- 1.13.1 Committees do not vote on decisions on behalf of the Board, unless authorized to do so. Votes by Committees are for the purpose of opening or adjourning a meeting, and making recommendations to the Board.
- 1.13.2 All Committee members, including the Committee Chair, have the right to vote. In the case of a tie vote, the Committee Chair does not have a second or casting vote.
- 1.13.3 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.
- 1.13.4 A tie vote constitutes a failed motion.

1.14 SESSIONS WITHOUT VPD EXECUTIVE OR STAFF

- 1.14.1 Each regular Committee meeting may include an *in-camera* meeting of Committee members (without the Chief Constable, VPD Executive, or VPD staff) at the beginning and/or end of each meeting.

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1.14.2 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.

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

1.15 CONFIDENTIALITY OF MEETINGS

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

1.16 ESTABLISHMENT OF SUB-COMMITTEES AND TASK FORCES

1.16.1 Prior to establishing a Subcommittee or Task Force, the Board must be in agreement about the overall goals and objectives, expectations, and authorities granted to the group.

1.16.2 A Terms of Reference must be drafted and approved prior to a Board resolution in establishing a Sub-committee or Task Force.

1.16.3 The Terms of Reference shall serve as a guiding document in outlining a clear purpose for the work of the group, and the procedural expectations that will apply.

1.16.4 Information outlined in the Terms of Reference shall include:

- a. Background about the project or undertaking: When it began, why it's happening, what is the question or problem being addressed, and should anyone outside of Board Directors be involved.
- b. Purpose: Are the goals to develop, guide, advise, provide, or other.
- c. Membership: The Directors and staff who will form the group.
- d. Duties and responsibilities of the group: advise, identify priorities, brainstorm, review documents, oversee an external review, connect with stakeholders, analyze data, develop draft protocols, provide feedback.

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- e. Decision making authorities: limitations of authority for the group, who has the ultimate authority for final decisions, and who external to the group is involved in decision making.
- f. Expectations: Attendance, agenda drafting, preparation, conduct of meeting, notes or minutes, length of assignment, level of time commitment, compensation and reimbursement, is there a Chair.

1.16.5 Communications between the Sub-Committee or Task Force shall be copied to the Executive Director.

1.16.6 The Board's Confidentiality and Conduct Policies apply to all work of the group.