

CHAPTER 5: BOARD COMMITTEES

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**SECTION 3: GOVERNANCE COMMITTEE TERMS OF REFERENCE**

**3.1 PURPOSE**

- 3.1.1 The Vancouver Police Board (VPB or “the Board”) has primary responsibility for the effective governance oversight of the Vancouver Police Department (VPD or “the Department”).
- 3.1.2 The purpose of the Governance Committee (the “Committee”) is to provide a focus on governance that will enhance the Board performance; and to fulfill the Board’s obligations and oversight responsibilities related to VPD’s governance philosophies, structures, policies, and processes.
- 3.1.3 The Committee assesses and makes recommendations regarding Board effectiveness and ongoing Board Director development, and leads the process for recommending Board Director appointment criteria to the Government for consideration when appointing Directors.

**3.2 COMPOSITION**

- 3.2.1 The Committee shall be composed of three or more Directors appointed by the Board, with one Director designated as Chair.
- 3.2.2 Appointment of Committee members will be in accordance with relevant sections of the *Vancouver Police Board Governance Manual*.
- 3.2.3 The Chief Constable and/or delegate may attend and support the Committee as needed.

**3.3 OPERATIONS**

- 3.3.1 The Committee shall operate in a manner consistent with provisions of the *Vancouver Police Board Governance Manual*.
- 3.3.2 The Committee shall meet at least three times each year and as many additional times as necessary to carry out their responsibilities.
- 3.3.3 The Committee shall meet at the call of the Chair, or agreement of the Committee.

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- 3.3.4 The Board Executive Director shall consult with the Chair on the agenda development, be responsible for preparation and distribution of the agenda package and shall maintain a record of the meetings.
- 3.3.5 Once approved by the Committee, minutes of Committee meetings shall be posted on the Board's website.
- 3.3.6 The Committee may invite such Board Directors and outside parties, and in consultation with the Chief Constable such employees, as may be deemed desirable to attend meetings and assist in the discussion and consideration of the business of the Committee.

### 3.4 DUTIES AND RESPONSIBILITIES

- 3.4.1 Subject to the powers and duties of the Board, the Committee has the responsibilities in the following areas:
1. Board Governance
  2. Policy Development and Oversight
  3. Compliance
  4. External Relationship Management

#### **Board Governance**

- a. Conduct an evaluation of the Board's effectiveness on an annual basis. Using such tools as Board evaluations and individual director evaluations, ensure that the Board is a high performing one, which keeps pace with best practices in the field of Board operations.
- b. Develop recommendations regarding the qualities and skills for potential Board Directors, taking into consideration the Board's short-term needs and long-term succession plans.
- c. Annually track and report on Directors' attendance at Board and Committee meetings in keeping with good governance practice.
- d. Work with the Board Chair and Police Services to ensure they have relevant information and feedback on Board Directors' attendance and support, vacancies, appointments and reappointments of Board Directors. When vacancies on the Board occur, ensure that the Board's needs are communicated to Ministry of Public Safety and Solicitor General representatives, and urge Board participation in the recruitment process.
- e. Review and assist in developing effective Board Director orientation and ongoing development to assist Board Directors in being fully prepared for their roles.

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- a. Coordinate and lead an annual Planning Workshop to discuss and review Board oversight issues such as strategic direction, succession planning, risk management, financial sustainability, leadership etc. Monitor discussion items.
- f. Monitor the progress of the VPD's annual Street Check Audit.
- g. Monitor the VPD's community engagement through the annual 'Community Matters' Outreach report, the minutes of the African Descent and Indigenous Advisory Committees, and receive updates engagement with other advisory committees, stakeholders and rights holders.
- h. Assess the needs of the Board and its committees in terms of frequency and location of meetings; agendas; discussion papers, reports and information; conduct of meetings.
- i. Recommend a work plan to the Board, based on the Board's five year 'Focus and Priorities' document.

### **Policy Oversight**

- b. Review and update as necessary the Board's Governance Manual by which the Board operates and which guides the Vancouver Police Board.
- c. Review and amend as necessary VPD non-operating policies.
- d. Review the per diem rate for Board Directors at least every five years to ensure its continued appropriateness, as per the Per Diem policy.
- e. Ensure the work program of the Board is such that it is a leader in governance practices.

### **Compliance**

- a. Review the effectiveness of the Code of Conduct, and report to the Board as needed on the application of these for Board Directors.
- b. Retain and oversee the work of an Ethics Advisor.
- c. Coordinate an annual report to the Board from the Ethics Advisor which includes a review of the application of the Code of Conduct and Conflict of Interest Policy, as well as work of the Ethics Advisor over the previous year, and any recommendations for improvement in this area.
- d. Annually require Directors to sign an acknowledgement that they have reread the Code of Conduct and Conflict of Interest Policy and are unaware of any matters that contravene the Code or Policy.
- e. Work towards ensuring that legislation supporting the Board's function is adequate to meet its needs. Where the Board identifies inadequacies, liaise with appropriate Provincial representatives to communicate and recommend changes.
- f. On annual basis review the achievement of the goals/objectives and priority focus areas of the Board for input into the VPB Annual Report.

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### **External Relationships Management**

- a. Recommend to the Board resolutions to be proposed at the AGM of the Canadian Association of Police Governance (CAPG) and the BC Association of Police Boards (BCAPB) if scheduling permits. Where scheduling does not permit the resolutions to come forward to the Governance committee first, they shall go directly to the Board.
- b. Periodically review Board communications policies, including evaluating the roles and effectiveness of the Board spokesperson(s).
- c. Identify key stakeholders and rights holders and ensure active communication is in place with them.

### **3.5 ACCOUNTABILITY**

- 3.5.1 The Committee shall review the terms of reference for the Committee annually and make recommendations to the Board as required.
- 3.5.2 The Committee shall prepare an annual work plan and calendar of meetings at the beginning of each new Board calendar year.
- 3.5.3 The Committee shall keep a record of its meetings and the Chair shall provide oral reports to the Board, or other reports to the Board as requested, on the Committee's work.