



## Notice of Meeting and Meeting Agenda Governance Committee

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Wednesday, January 24, 2018

1:30 PM

6th Floor Boardroom  
625 Fisgard St.  
Victoria, BC V8W 1R7

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**PRESENT:**

Directors: R. Windsor (Chair), B. Desjardins (Vice-Chair), A. Finall, D. Howe, B. Isitt, W. McIntyre, D. Murdock, C. Plant, J. Ranns, S. Price (Ex Officio)

### 1. Approval of Agenda

### 2. Adoption of Minutes

[17-881](#) Minutes for Adoption

**Recommendation:** That the minutes from the September 6, 2017 Governance Committee meeting be adopted as circulated.

**Attachments:** [Minutes: September 6, 2017 Governance Committee Meeting](#)

### 3. Chair's Remarks

### 4. Presentations/Delegations

### 5. Committee Business

[18-041](#) Governance Committee Terms of Reference

**Recommendation:** That the Governance Committee recommend to the Capital Regional District Board: That the Terms of Reference for the 2018 Governance Committee, as attached in Appendix A, be approved.

**Attachments:** [Staff Report 2018 Committee Terms of Reference](#)  
[Governance Committee Terms of Reference 2018](#)

[18-036](#) Bylaw No. 4223 - A Bylaw To Amend Bylaw No. 3343

**Recommendation:**

1. That Bylaw No. 4223 - A Bylaw to Amend Bylaw No. 3343 be introduced and read a first and second time.
2. That Bylaw No. 4223 be read a third time.
3. That Bylaw No. 4223 be adopted.

**Attachments:** [Staff Report - Bylaw No. 4223](#)  
[Bylaw No. 4223](#)

### Notice of Motion

2. [17-865](#) Motion: Director Plant - Board Chair Elections

**Recommendation:** That the Governance Committee recommend to the Capital Regional District Board:  
That the Board consider asking the Province to allow for a regional district board chair to serve for two years without requiring another election.

**Attachments:** [Motion with Notice: Director Plant - Board Chair Elections](#)

**6. New Business**

**7. Adjournment**

Next Meeting: March 28, 2018

## Meeting Minutes

### Governance Committee

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Wednesday, September 6, 2017

1:30 PM

6th Floor Boardroom  
625 Fisgard St.  
Victoria, BC V8W 1R7

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**PRESENT:**

J. Ranns (Chair), N. Jensen (Vice Chair), S. Brice, C. Stock (for A. Finall), C. Hamilton, B. Isitt, W. McIntyre, S. Price, B. Desjardins (Board Chair, ex-officio)

**STAFF:** R. Lapham, Chief Administrative Officer; N. Chan, Chief Financial Officer; C. Nielson, Senior Manager, Human Resources; B. Reems, Corporate Officer; J. Cuthbert, Committee Clerk (recorder)

**ALSO PRESENT:** Marcia McNeil, Attorney, Sheen Arnold McNeil

**REGRETS:** Director C. Plant

The meeting was called to order at 1:32 pm.

#### 1. Approval of Agenda

**MOVED by Director Brice, SECONDED by Director Price,  
That the agenda be approved as circulated.  
CARRIED**

#### 2. Adoption of Minutes

2.1. [17-597](#) Minutes of the June 7, 2017 Governance Committee Meeting

**MOVED by Director Brice, SECONDED by Director Price,  
That the minutes of the previous meeting be adopted as circulated.  
CARRIED**

#### 3. Chair's Remarks

The Chair spoke to the serious misconduct policy and then invited Director McIntyre to speak to the upcoming Salt Spring Island Referendum. Director McIntyre spoke to the Salt Spring Island Referendum coming up on Saturday, September 9th, the process involved between the two trustees and two committees, there have been lots of public sessions, and to the amount of voter turnout at the advanced polls.

#### 4. Presentations/Delegations

There were none.

## 5. Committee Business

### 5.1. [17-629](#) Electronic Participation at Capital Regional District (CRD) Southern Gulf Islands Electoral Area Commission Meetings

Mr. Reems spoke to the amendment of the bylaw.

**MOVED by Director Desjardin, SECONDED by Alternate Director Stock  
That the Governance Committee recommend to the Capital Regional District Board:**

1. That Bylaw 4206, "Capital Regional District Board Procedures Bylaw, 2012, Amendment Bylaw No. 6, 2017," be introduced and read a first and second time;
2. That Bylaw 4206, "Capital Regional District Board Procedures Bylaw, 2012, Amendment Bylaw No. 6, 2017," be read a third time; and
3. That Bylaw 4206, "Capital Regional District Board Procedures Bylaw, 2012, Amendment Bylaw No. 6, 2017," be adopted.

**CARRIED**

### 5.2. [17-619](#) Reporting of Serious Misconduct Policy

Mr. Neilson spoke to the report.

A discussion ensued regarding the following:

- Serious Misconduct regarding elected officials mentioned in the report.
- Item 7.1 in the report and the wording around this section specifically the "good faith" policy.
- Table 1 regarding complaints being made aware to the board chair adding a third party to reporting.
- The work being done by staff to have this policy implemented.
- That staff would be more comfortable knowing that the CAO will advise the Board Chair of any reports made under the policy.

**MOVED by Director Desjardins, SECONDED by Alternate Director Stock,  
That this report be received for information and be forwarded to the Capital Regional District Board for information.**

**CARRIED**

## 6. New Business

The Chair mentioned the possibility of an off-site meeting at Hartland. This will be discussed at the next meeting to determine whether or not this will be planned for a future meeting.

## 7. Adjournment

**MOVED by Alternate Director Stock, SECONDED by Director McIntyre,  
That the September 06, 2017 Governance Committee meeting be adjourned at 2:05 pm.  
CARRIED**

\_\_\_\_\_  
CHAIR

CERTIFIED CORRECT:

\_\_\_\_\_  
COMMITTEE CLERK

**REPORT TO THE GOVERNANCE COMMITTEE  
MEETING OF WEDNESDAY, JANUARY 24, 2018**

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**SUBJECT**     **2018 BOARD STANDING AND SELECT COMMITTEES – TERMS OF REFERENCE**

**ISSUE**

To establish the terms of reference for the 2018 Board Standing and Select Committees.

**BACKGROUND**

Terms of reference (TOR) serve to clarify the mandate, responsibilities and procedures governing committees and provide a point of reference and guidance for the committees and their members. This year, the TOR are being considered by each committee and will be forwarded to the Board for approval.

Under the *Local Government Act* and the CRD Board Procedures Bylaw, the CRD Board Chair has the authority to establish Standing Committees and appoint members. The CRD Board has the authority to establish Select Committees and the authority to establish Advisory Committees to provide advice and recommendations to the Board or a Board Standing Committee.

The 2018 committee structure remains largely the same as in 2017. The 2018 Terms of Reference have been updated to reflect that Committee meetings will occur every two months or at the call of the Chair, and to update the name of the support department in section 5 to Corporate Services.

Deleted from the 2018 Terms of Reference are those strategic priorities that have been considered and resolved for no further action, completed or operationalized, including:

- Reviewing the standing and select committee structure and making recommendations to the Board Chair;
- Developing a governance model to address and determine priorities for advocacy initiatives;
- Developing a Board self-evaluation process;
- Determining the role of the CRD in current governance conversations.

With the initiation of the new Corporate Services department, staff will be developing additional legislative and corporate controls in areas such as policy review and development, business continuity and emergency planning, action tracking, and electronic records management.

**ALTERNATIVES**

*Alternative 1:*

That the Governance Committee recommend that the 2018 Terms of Reference, as attached in Appendix A, be approved.

*Alternative 2:*

That the terms of reference be referred back to staff for further review.

**IMPLICATIONS**

The TOR that have been developed for each committee identify the mandate or purpose of the committee, its establishment and authority, composition, procedures and staff resources. Committees are generally structured around specific service areas. Where applicable, other committees that report through each of the committees have been identified. The 2018 committee structure is largely unchanged from 2017. The only governance amendments recommended are those required to bring the Terms of Reference in line with current ongoing initiatives and organizational structure as identified.

**Next Steps**

Following the confirmation by each Committee of their TOR and approval by the CRD Board, the TOR

will be posted to the CRD website.

**RECOMMENDATION**

That the Governance Committee recommend to the Capital Regional District Board:

That the Terms of Reference for the 2018 Governance Committee, as attached in Appendix A, be approved.

Submitted by:	Kristen Morley, JD, General Manager, Corporate Services
Concurrence:	Robert Lapham, RPP, MCIP, Chief Administrative Officer,

Attachments: Appendix A – 2018 Terms of Reference

# Terms of Reference



## **GOVERNANCE COMMITTEE**

### **PREAMBLE**

The Capital Regional District (CRD) Governance Committee is a standing committee established by the CRD Board to make recommendations to the Board regarding items related to governance and corporate administration. The committee will also provide advice to the Board on agenda items for Committee of the Whole meetings.

The Committee's official name is to be:

Governance Committee

### **1.0 PURPOSE**

To consider matters and make recommendations to the Board or to the Committee of the Whole as required or directed by the Chair, regarding:

- a) Board, committee and commission governance and meeting procedures
- b) General governance issues such as communication, access and accountability processes
- c) Corporate administration and operations such as but not limited to:
  - Administrative, personnel and labour management matters
  - Internal and external communications systems
  - Intergovernmental relations
- d) Identification of items of regional interest and/or items that are relevant to more than one standing committee that are better suited for consideration at a Committee of the Whole meeting

The Committee may also make recommendations to the Board to advocate to provincial and federal governments to maintain and fulfil their roles.

### **2.0 ESTABLISHMENT AND AUTHORITY**

- a) The committee will make recommendations directly to the Capital Regional District Board for consideration;
- b) The Board Chair will appoint the Committee Chair, Vice Chair and committee members; and
- c) It is expected the committee will meet every two months or at the call of the Chair.

### **3.0 COMPOSITION**

- a) The Chair, Vice Chair and members are appointed annually by the Board Chair;



- b) The committee may include current and past CRD Board Chairs.
- c) All Board members are permitted to participate in standing committee meetings, but not vote, where an item of local significance is on the agenda (Board resolution Nov. 12, 2014).

#### **4.0 PROCEDURES**

- a) The Committee shall meet at the call of the Committee Chair, in consultation with the Corporate Officer; and
- b) The agenda will be finalized in consultation between staff and the Committee Chair and any Committee member may make a request to the Chair to place a matter on the agenda.
- c) With the approval of the Committee Chair and Board Chair, committee matters of an urgent or time sensitive nature may be forwarded directly to the Board for consideration
- d) A quorum is a majority of the committee membership and is required to conduct committee business

#### **5.0 RESOURCES AND SUPPORT**

- a) The CAO and Corporate Officer will provide strategic support and act as a liaison;
- b) Minutes and agendas are prepared and distributed by the Corporate Services Department; and
- c) The Executive Services Department will provide additional administrative support as required.



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**REPORT TO CRD GOVERNANCE COMMITTEE  
MEETING OF WEDNESDAY, JANUARY 24, 2018**

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**SUBJECT**      **Approval of Bylaw 4223; a Bylaw to amend Bylaw No. 3343 being “Officers’, General Managers’ and Management Staff’s Bylaw No.1, 2006”**

**ISSUE**

To update Bylaw No. 3343, *Officers’, General Managers’, and Management Staff’s Bylaw No. 1, 2006*, following the appointment of the General Manager, Corporate Services (Corporate Officer).

**BACKGROUND**

The CRD Board appointed Kristen Morley as Corporate Officer / General Manager of Corporate Services in December 2017. In accordance with the *Local Government Act*, CRD Bylaw 3343 establishes the CRD’s Officer positions and titles, and these are listed in Schedule A of that Bylaw. Previously the title of the CRD’s Corporate Officer was Senior Manager of Legislative and Corporate Services, and as such requires updating.

Further, Schedule A listed the role of General Manager of Technology and Initiatives. This role is no longer in place, with the retirement of the incumbent in 2017.

**ALTERNATIVES**

**Alternative 1**

That the Governance Committee recommend to the CRD Board:

1. That Bylaw No. 4223, cited as “Officers’, General Managers’ and Management Staff’s Bylaw No.1, 2006, Amendment Bylaw No.4, 2018” be introduced and read a first and second time.
2. That Bylaw No. 4223 be read a third time.
3. That Bylaw No. 4223 be adopted.

**Alternative 2**

That Bylaw No. 4223, cited as “Officers’, General Managers’ and Management Staff’s Bylaw No.1, 2006, Amendment Bylaw No.4, 2018” not be approved and that staff be directed to provide a revised amendment Bylaw.

**IMPLICATIONS**

**FINANCIAL IMPLICATIONS**

There are no financial implications to Alternative 1 or Alternative 2.

**ORGANIZATIONAL IMPLICATIONS**

**Alternative 1**

The amendments are administrative and do not change any intent of the Officers defined by the CRD Board.

**Alternative 2**

Currently the Officer titles are out of date in Schedule A and will require amending in accordance with Section 234 of the Local Government Act.

**CONCLUSION**

Schedule A of Bylaw No. 3343 details Officer positions of the CRD as required of the Local Government Act. With recent title changes and retirements, this Bylaw requires updating. The legislation provides that Officer positions must be established by Bylaw. Bylaw No. 4223 captures the necessary updates.

**RECOMMENDATION**

That the Governance Committee recommend to the CRD Board:

1. That Bylaw No. 4223, cited as “Officers’, General Managers’ and Management Staff’s Bylaw No.1, 2006, Amendment Bylaw No.4, 2018” be introduced and read a first and second time.
2. That Bylaw No. 4223 be read a third time.
3. That Bylaw No. 4223 be adopted.

Submitted by:	Chris Neilson, MBA, CHRP, Senior Manager Human Resources
Concurrence:	Kristen Morley, JD, General Manager, Corporate Services
Concurrence:	Robert Lapham, MCIP, RPP, Chief Administrative Officer

Appendix 1: Bylaw No. 4223, cited as “Officers’, General Managers’ and Management Staff’s Bylaw No.1, 2006, Amendment Bylaw No.4, 2018”

**CAPITAL REGIONAL DISTRICT**

**BYLAW NO. 4223**

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**A BYLAW TO AMEND BYLAW NO. 3343 BEING "OFFICERS', GENERAL MANAGERS' AND MANAGEMENT STAFF'S BYLAW NO.1, 2006"**

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WHEREAS Bylaw No. 3343, "Officers', General Managers' and Management Staff's Bylaw No.1, 2006" establishes Officer positions of the Capital Regional District;

AND WHEREAS position titles for Officer positions may change from time to time, and may be amended by Bylaw

AND WHEREAS Acting appointments may be made from time to time without that appointment being deemed an Officer of the Capital Regional District;

NOW THEREFORE the Board of the Capital Regional District, in open meeting assembled, enacts as follows:

- 1. Bylaw No. 3343, "Officers', General Managers' and Management Staff's Bylaw No.1, 2006", is amended as follows:
  - a. by deleting Schedule "A" in its entirety and replacing it with Schedule "A" attached to and forming part of this bylaw.
- 2. This bylaw may be cited as "Officers', General Managers' and Management Staff's Bylaw No.1 2006, Amendment Bylaw No.4, 2018."

READ A FIRST TIME THIS	24th	day of	January	2018
READ A SECOND TIME THIS	24th	day of	January	2018
READ A THIRD TIME THIS	24th	day of	January	2018
ADOPTED THIS	24th	day of	January	2018

\_\_\_\_\_  
**CHAIR**

\_\_\_\_\_  
**CORPORATE OFFICER**

**SCHEDULE "A"**

**OFFICERS**

**Role**

In accordance with Sections 234 and 235 of the *Local Government Act*:

Chief Administrative Officer

In accordance with Sections 234 and 237 of the *Local Government Act*:

Chief Financial Officer

In accordance with Section 234 and 236 of the *Local Government Act*:

Corporate Officer / General Manager, Corporate Services

In accordance with Section 234 of the *Local Government Act*:

General Manager, Integrated Water Services

General Manager, Parks and Environmental Services

General Manager, Planning and Protective Services



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## **Motion**

Committee: **Governance Committee**  
Agenda Date: **Wednesday, December 06, 2017**  
Put Forward by Director: **Colin Plant**

### **Preamble**

Whereas regional district directors now have four-year terms;

### **Motion**

That the Board consider asking the Province to allow for a regional district board chair to serve for two years without requiring another election.

### ***Legislative Process—to include the phrase:***

That it be recommended to the Capital Regional District Board

Yes  No