

#### C11: GOVERNANCE COMMITTEE TERMS OF REFERENCE

The fundamental purposes of the Governance Committee (the “Committee”) is to identify and adopt a governance framework that sustains the independence of each Board member and enables the Metro Vancouver Transit Police Board of Directors (the “Board”) and its Committees to exercise fair and effective oversight of the Metro Vancouver Transit Police by:

- acting in the public interest;
- establishing rules respecting: the standards, guidelines and policies for the administration of the Metro Vancouver Transit Police; the prevention of neglect and abuse by the Transit Police Officers and the efficient discharge of duties and functions by the Transit Police personnel; and
- ensuring that the Metro Vancouver Transit Police carries out its responsibilities in accordance with the *Police Act*, the regulations and Minister's orders, and other relevant legislation.

The work of the Governance Committee can be characterized as falling into three broad categories: Governance of the Board, Director Recruitment and Development, and Governance of the Metro Vancouver Transit Police. The purposes of the Committee under each category are:

##### A. Board Governance

- Develop and recommend to the Board, and maintain, a set of governance policies, structures and processes which are consistent with the governance framework adopted by the Committee, and with applicable law;
- in consultation with Committee Chairs, make recommendations consistent with such framework, regarding the size, composition and terms of reference of the Committees of the Board; and

- Support cooperation among Committees to ensure appropriate risk assessment and mitigation, effective strategic planning and necessary internal communication.

#### **B. Director Recruitment and Development**

- Lead and support all efforts to recruit, develop and maintain a Board that in aggregate constitutes a highly effective and efficient Board;
- Ensure orientation, education and training mechanisms are current and relevant so that the Directors may govern the Board and the Metro Vancouver Transit Police in accordance with the principles and policies described above; and
- Ensure appropriate peer evaluation and succession planning.

#### **C. Governance of the Metro Vancouver Transit Police (“MVTP”)**

- Oversee the governance structure of the MVTP, including its relationship with TransLink through TSML, to determine whether it is compliant with all applicable legal requirements, and make recommendations to the Board where appropriate or necessary;
- Oversee the MVTP policies and practices and be satisfied that they are compliant with applicable legal, regulatory and contractual requirements;
- Ensure that the MVTP policies and practices support the purposes and goals of the South Coast BC Transportation Authority while maintaining the degree of independence required by a police service; and
- Confirm that the MVTP maintains effective cooperative relationships with jurisdictional police, and with the communities within which it operates and where appropriate provide reports or recommendations to the Board in this respect.

## Composition

The Committee will be composed of at least two board members including the Committee Chair. The Board Chair is an *ex officio* member of the Committee but is not counted in establishing quorum.

## Staff Support

The Board Secretary will provide staff support to the Committee.

## Advisors/Resources

To assist with good Governance and Board effectiveness, the Governance Committee Chair has the authority to retain external advisors and resources up to \$25,000, to be approved on an annual basis prior to budget projections each August.

## Duties and Responsibilities

Subject to the powers and duties of the Police Board, the Committee shall:

### 1. Governance of the Board

- i. at least every two years, review the Board Governance Manual including the Police Board terms of references, Committee terms of reference; Board Chair terms of reference, ~~Chief Officer and Board Secretary position descriptions,~~ the Code of Conduct and any other ~~position descriptions or~~ materials contained in the Board Manual and make recommendations as appropriate; ~~note – the Chief Officer Terms of Reference to be referred to the Human Resources Committee for comment;~~
- ii. ensure appropriate structures and procedures are in place to allow the Committees to communicate or meet together as needed for the Police Board to function effectively;
- iii. periodically review and assess the Board's Communications Policy;
- iv. liaise with the Police Board Chair to monitor the relationship with the TransLink Board and make recommendations to the Board accordingly; and

**Commented [A1]:** Review of Chief Officer and Board Secretary position descriptions moved to the HR Committee Terms of Reference

- v. ensure the Committee remains up to date as to changes to applicable law, provincial policy, or relevant trends in public sector governance, that may affect the duties, responsibilities and potential liability of Directors, and inform the Board as necessary.

## **2. Director Recruitment and Development**

- i. develop and recommend to the Police Board the Board Skills and Experience Profile/Job Description;
- ii. annually review the composition of the Police Board as a whole and recommend, if necessary, changes to the Police Board Skills and Experience Profiles;
- iii. as vacancies arise, assist the Police Board to review the skills and experience required on the Police Board, update the Board Skills and Experience Profile/Job Description, identify any gaps that should be filled and communicate the Police Board's needs to the Minister;
- iv. investigate education sessions and ensure programs are in place for new board member orientation and ongoing board member development;
- v. assist the Board and Board Committees with the annual self-evaluation process;
- vi. assist and support the annual review processes (including a review by the Police Board and discussion with management) for evaluating the effectiveness of the Police Board, Committees, the Board Chair, Committee Chairs, and board members.

## **3. Governance of the Metro Vancouver Transit Police**

- i. at least annually, review the governance framework for MVTP, and make recommendations to the Board as appropriate;
- ii. where appropriate, receive and review, and direct the creation of MVTP policies to ensure such policies are appropriate in the context of the MVTP environment and appropriate policing environment and that the Committee is satisfied that they are in compliance with the MVTP governance framework and applicable law and policy;
- iii. review the relationship with TransLink including overseeing the MOU with TransLink and make recommendations to the Board in respect of the MOU;
- iv. receive and consider reports in respect of MVTP relationships with jurisdictional police services and other law enforcement agencies within Canada and where

appropriate provide the Board with advice or recommendations regarding such reports;

- v. where appropriate, review Memoranda of Understanding (“MOUs”) between the MVTP and other parties and make recommendations to the Board in respect of such MOUs;
- vi. ensure effective oversight of the MVTP’s ongoing risk management, together with other Committees as appropriate;
- vii. ensure effective oversight of MVTP compliance with regulatory requirements and receive a report once a year from management on this matter; and
- viii. assume other related responsibilities as assigned to the Committee by the Police Board.

#### **Accountability**

The Committee will report its discussions to the Police Board by distributing the minutes of its meetings and, where appropriate, by oral report at the next meeting of the Police Board of every major matter considered since the Police Board’s last meeting.

#### **Committee Timetable**

The timetable for the Committee’s activities is set out in the Police Board and Committee calendar.