



GOVERNANCE MANUAL

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A. INTRODUCTION

1. INTRODUCTION AND OVERVIEW

BACKGROUND

The first reference to a Surrey Police Constable is from 1887, and while the Surrey Police Department may have existed at this time, we know for sure that it existed from 1909 to 1951. In 1927 a member of the Surrey Police Department made the ultimate sacrifice when he was killed in the line of duty. In 1950 the Township of Surrey made the decision to contract policing to the RCMP and the transition took place the following year. While the RCMP have provided police and law enforcement services to the City of Surrey from 1951 to the present, in transitioning back to an independent municipal police department, the City is in effect returning to its roots. A key step in the establishment of SPS is the creation of the Board. The Board governs SPS and is established as an independent and autonomous authority pursuant to the Police Act.

The creation of the Surrey Police Service comes at a pivotal time in policing history. With calls for justice and policing reform across Canada and throughout North America, the Surrey Police Board is in a unique position to shape a policing service that is transparent, accountable and truly meets the needs of the community.

In this unprecedented opportunity, the Board will play a leadership role in designing, building and operationalizing a world-class, best-practices police service. Once the Surrey Police Service is established, the Board will continue to play a key role in citizen engagement, community outreach, strategic planning and representing the community.

BOARD MANUAL PURPOSES

The purpose of the Board manual is to codify the roles and responsibilities of the Board, as defined in the Police Act and to ensure best practices in police governance. The Board has developed and approved this Board Manual to describe the Board's policies in carrying out its governance responsibilities under the Police Act related to the stewardship of SPS. Among other things, the Board Manual provides guidance on the roles and authorities of, and division of responsibilities among, the Province, the City, the Board, Board Chair and Vice Chair, Board members, Board Committees, and the Chief Constable within the parameters of the Police Act. This Board Manual also describes the Board's processes with respect to its oversight responsibilities, sets out how the Board will communicate with and be accountable to its stakeholders and partners, and describes expected standards of conduct of Board members.

The purposes of the Board Manual are to:

1. Provide Board members with an understanding of the structure under which SPS operates and the ways in which Board members are required to carry out their duties and responsibilities.

2. Set out expectations of the Board, Board members, and Committees that include and go beyond legal requirements.
3. Assist the Board in discharging its responsibilities in the most effective manner possible.

BOARD MANUAL STRUCTURE

This Board Manual is divided into the following sections:

Section A Introduction provides an overview of the SPS and describes SPS’s mandate, vision, values and strategy statements.

Section B Governance Structure sets out the overarching legal and governance framework under which SPS operates, and outlines the general roles and responsibilities of the Board, the expectations of Board members, position descriptions for the Board Chair, Vice Chair, Committee Chairs, the Chief Constable, the Executive Director, and the Ethics Advisor. It also outlines the guidelines and terms of reference for the Committees.

Section C Governance Practices outlines the operating guidelines and meeting procedures for the Board and its Committees.

Section D Key Board Stewardship Processes sets out policies to guide the Board in its functioning, including the orientation and ongoing professional development of Board members, the process for appointments to the Board, evaluation of the Board and committees, and the remuneration and expense policy for the Board.

Section E Key Organizational Stewardship Processes sets out the processes used by the Board for overseeing the performance of SPS as a whole, including processes for key areas of oversight such as strategic planning, risk management, service or policy complaints, and Chief Constable evaluation and succession planning.

Section F Standards of Conduct outlines the standards of conduct and policies by which Board members are expected to operate.

Appendices

BOARD MANUAL REVIEW

This Board Manual is designed to be a practical operating manual for Board members and is a “living document”. It can be changed and revised by the Board at any time provided it remains consistent with the Police Act. The Board formally reviews this Board Manual at least every two years and as it determines necessary to reflect developments in the Board’s practice. Board members are expected to review and acknowledge their acceptance of the Board Manual after each formal review. Minor amendments and housekeeping items can be made by Board Staff without a formal review or approval by the Board.

2. MANDATE, VISION, VALUES, AND STRATEGY STATEMENTS OF SPS

In carrying out its governance responsibilities, the Board is guided by and upholds the following mandate, vision, values, priorities, goals and objectives for SPS:

MANDATE

Pursuant to the Police Act¹, SPS's policing and law enforcement mandate is to:

1. Enforce, in Surrey, all municipal bylaws, the criminal code, and the laws of British Columbia.
2. Generally maintain law and order in Surrey.
3. Prevent crime.

VISION

The Surrey Police Service is a progressive, community-based police service that values diversity, partnerships, and accountability as it works to enhance public safety and community well-being.

VALUES

SPS is grounded in strong values and beliefs and it strives to embody these in all it does.

Honour: We serve our community with pride and can be depended on to uphold the public's trust in everything we do.

Integrity: We are honest, ethical and accountable, committed to doing what is right and to guarding the rights and security of others.

Respect: We recognize each person's inherent dignity and worth, and work to build strong, healthy, collaborative relationships within our community and team.

Courage: We respond to the moral and physical challenges of policing with purpose and determination – persevering in the face of adversity and fear.

Compassion: We work to listen, understand and help, responding to the suffering of others with empathy, humility, and concern.

Inclusiveness: We welcome and celebrate diverse peoples, cultures, and ideas, knowing that – together – we can achieve more.

¹S. 26(2) of the Police Act

PRIORITIES, GOALS, AND OBJECTIVES

Pursuant to the Police Act², the Board, in consultation with the Chief Constable, determines the SPS priorities, goals and objectives taking into account (1) the priorities, goals and objectives for policing and law enforcement in British Columbia established by the Ministry³, (2) the priorities, goals and objectives of City Council⁴, and (3) the needs of the communities served by SPD⁵. (2) the priorities, goals, and objectives of City Council⁶, and (3) the needs of the communities served by SPS⁷.

² S.26(4) of the Police Act

³ S. 26(4.1)(a) of the Police Act

⁴ S. 26(4.1)(b) of the Police Act

⁵ In accordance with the standards established by the Director of Police Services under S. 40(1)(a.1)(ix) of the Police Act

⁶ S. 26(4.1)(b) of the Police Act

⁷ In accordance with the standards established by the Director of Police Services under S. 40(1)(a.1)(ix) of the Police Act

3. DIVERSITY AND EQUITY STATEMENT

In furtherance of ensuring a qualified, competent and effective Board, as reflected in part by the Board Skills and Experience Matrix, and Executive Management, the Board believes diversity is critical to SPS's continued success. The Diversity Statement serves to guide the Board in making its recommendations to the appointing bodies for potential Board members and the Chief Constable and Human Resources and Compensation Committee in making their recommendations to the Board for appointment of Executive Management.

The Board is committed to building a diverse and highly skilled Board and Executive.

The Board views diversity in terms of age, gender, sexual identity, ethnicity, geography, socioeconomic status, education, background, skill, competency, experience, and culture. In short, the Board values diversity of thought, perspective, and experience, representing various points of view. All elements of diversity are important to the Board.

The Board recognizes and embraces the broad and considerable benefits that can come from diversity: strong and effective governance, improved decision making, fewer blind spots, broader perspectives and ideas, and a different approach to issues, to name a few. Diversity ensures SPS has the opportunity to benefit from a variety of points-of-view, creating a strong organization.

In an effort to embed diversity and equity into the Board, the Board has committed to:

1. Be proactive in identifying diverse Board and Executive candidates;
2. Consider criteria that promotes diversity, in particular from the following identifiable groups – women, visible minorities, persons with disabilities and Indigenous peoples, as well as other diversity factors such as ethnicity, age, national origin, sexual orientation and socioeconomic status;
3. Consider the current level of representation of women and Indigenous peoples on the Board and in leadership positions along with other markers of diversity when determining Board needs or appointing the Chief Constable or Deputy Chief Constables and in general with regard to succession planning for the Board, Chief Constable, and Deputy Chief Constables;
4. Recognize recruitment is not a one-time event, and continue to foster relationships with diverse representatives;
5. Identify and communicate Board diversity gaps to the appointing bodies to inform appointments;
6. Engage regularly with the various communities in Surrey; and
7. If specific diversity interests emerge, communicate these to the appointing bodies to inform appointments

The Board, through its Governance Committee, will review this Diversity Statement periodically and assess its effectiveness in promoting a diverse Board and leadership team.

B. GOVERNANCE STRUCTURE

1. GOVERNANCE FRAMEWORK

LEGAL FRAMEWORK AND MULTI-PARTY ENVIRONMENT

SPS is established and governed by the Board under the authority of, and in accordance with, the Police Act and operates in a multi-party environment that includes primarily the Province, the City, the Board, and the Chief Constable, plus various stakeholders and partners. The Board is composed of the Mayor as Chair, one individual appointed by City Council, and up to seven individuals appointed by the Lieutenant Governor in Council.

POLICY VS. OPERATIONAL AUTHORITY

The Board, the Chief Constable, the City, City Council, and the Province share responsibility for how SPS carries out its duties.

The primary responsibility of the Province is to establish overall standards of policing to ensure an adequate and effective level of policing and law enforcement is maintained throughout British Columbia. Through the Ministry and the Director, the Province is responsible for superintending policing and law enforcement functions, including policing policy, audits, inspections and reviews, police board appointments, and advice to boards and chief constables.

The primary responsibility of the City is to fund the operations of the Board and SPS and approve SPS's annual operating budget. The City further provides certain administrative services to SPS pursuant to a Shared Services Agreement between the Board and the City.

The primary responsibility of the Board is to ensure it provides independent civilian oversight, governance, and strategic leadership to SPS, ensuring SPS carries out its mandate in a manner that is consistent with the Police Act and is reflective of the needs, values, and diversity of Surrey's communities.

Pursuant to the Police Act⁸, the Board appoints the Chief Constable and other employees. The Board works with the Chief Constable to establish the Strategic Plan and the annual strategic priorities, goals and objectives for SPS in a manner that is consistent with the Police Act and responsive to community needs. The Board also approves the overall budget for SPS, authorizes the financial resources for SPS, employs and monitors sworn and civilian personnel strength, and provides oversight of SPS's operations. In overseeing SPS's operations, the Board ensures the development of rules for the administration of SPS and the effective implementation of programs and strategies to achieve SPS's priorities, goals, and objectives. The Board also is responsible for handling service or policy complaints⁹.

⁸ Sections 26, 27 and 28 of the Police Act

⁹ S. 171(1) of the Police Act

The Chief Constable has the primary responsibility for the day-to-day management and operation of SPS. The Chief Constable, not the Board, is the sole authority for police operations.

INDEPENDENCE AND JURISDICTION OF THE BOARD

The legislative intent behind the creation of the Board is to ensure SPS remains a separate and independent body from the City. A central tenet of policing in Canada and British Columbia is that the police are entitled to act independently from political interference. At the same time, the police are accountable for ensuring the level and quality of service provided to the community are equitable and impartial.

The Board is accountable to the Province, the City, the community SPS serves, and other oversight and coordination bodies.

RELATIONSHIP WITH THE MUNICIPALITY AND CITY COUNCIL

The Board is responsible for ensuring, as much as possible, that SPS provides effective, efficient, and equitable policing and law enforcement within Surrey, while City Council provides SPS with an annual budget to achieve those objectives, including through the use of City services pursuant to Shared Services Agreements to realize administrative efficiencies and financial benefits. Despite this funding and use of shared services, the Board must ensure the independence, security, and confidentiality interests of SPS are properly addressed, maintained and advanced, and the safety of the public is protected. The Board has adopted policies and procedures to monitor access to and disclosure of information under the authority of SPS.

ACCOUNTABILITY

The Board is accountable to the Province and the communities SPS serves, and reports regularly to the Province and the public on the financial and operational performance of SPS.

GOVERNANCE GUIDING PRINCIPLES

The Board is committed to the highest standards of governance, grounded in accountability and transparency to all stakeholders and partners, and believes that a strong governance foundation will enable SPS to be successful in achieving its mandate. In carrying out its governance responsibilities, the Board is guided by the following principles and values:

Independent: The decisions of the Board are free from political or partisan influence. Day-to-day policing decisions are reserved to SPS.

Strategic: The Board acts in a strategic, policy-oriented manner taking into consideration the interests of the community which SPS serves. Governance structure and practices facilitate strong alignment of decisions with the SPS priorities, goals and objectives approved by the Board.

Diverse: The Board embraces diverse views, skills, backgrounds, and perspectives in decision-making. Governance practices encourage diversity.

Sustainable: The governance framework provides a balance of stability and flexibility to be responsive to the changing needs and interests of stakeholders.

Contemporary: The governance framework and decision-making are forward-looking and incorporate best practices and leading-edge thinking.

Integrity: The Board's decisions and actions promote and exhibit integrity, professionalism, accountability, and respect.

Evaluative: Frameworks, structures, and practices foster an environment of continuous improvement to encourage innovative thinking within the Board and SPS.

Transparent and Accountable: Clarity exists around roles, responsibilities, and lines of accountability. Individuals can follow and understand the decision-making process. Governance processes build trust within SPS, the Board, and the community that SPS serves.

Collaborative and Inspiring: The governance framework inspires all players to work collaboratively to achieve the mandate, vision, mission and the SPS priorities, goals and objectives.

GOVERNANCE AUTHORITY MATRIX

This Board Manual supplements the Police Act. It has been drafted with reference to and should be read in conjunction with the [Police Act](#).

In addition to the rights and authorities set out under the Police Act, the Board has approved a Governance Authority Matrix (Appendix H.2) that sets out in chart form the respective rights and responsibilities of the City, the Board, and the Chief Constable with respect to key governance items.

BOARD, DIRECTORS, BOARD CHAIR, AND VICE CHAIR

The Board oversees the management of the activities and affairs of SPS and takes reasonable steps to ensure that the priorities, goals, and objectives of SPS are achieved. Board members are also tasked to oversee the business and affairs of SPS. The standards of conduct expected of Board members are set out in the Board Member Position Description and the Code of Conduct.

The Board delegates to the Chief Constable overall responsibility for the day-to-day operations of SPS within the parameters and policies set by the Board. The Board's role and specific responsibilities are set out in the Board Terms of Reference.

The Board is led by the Board Chair who is the Mayor. The Board Chair's principal role is to provide leadership to the Board and communicate on behalf of the Board, acting as a direct liaison between the Board and the Chief Constable, and ensuring the Board operates without political interference. The Board Chair's role and specific responsibilities are set out in the Board Chair Position Description.

The Board Chair is supported by the Vice Chair who acts in the Board Chair's place when the Board Chair is unavailable or mayoral duties conflict with duties as the Board Chair. The Vice Chair's role and specific responsibilities are set out in the Vice Chair Position Description.

BOARD COMMITTEES AND TASK FORCES

The Board has established standing Committees with a mandate to:

- Provide in-depth consideration and advice to the Board with respect to the oversight of particular aspects of SPS's activities
- Exercise particular powers or perform particular duties or functions of the Board

The Board standing Committees are:

- **Finance and Audit:** To assist the Board in fulfilling its oversight responsibilities relating to financial planning, budgeting, financial reporting and review and the system of internal controls, and financial risk management
- **Governance:** To assist the Board in fulfilling its oversight responsibilities related to the Board's governance philosophies, structures, policies, and processes as well as legal and compliance matters
- **Human Resources and Compensation:** To assist the Board in fulfilling its oversight responsibilities related to SPS's human resources philosophies, structures, policies and processes; the culture, values, norms and ethics at SPS; and the nature, capacity, recruitment, performance, and succession of SPS's leadership
- **Freedom of Information:** To assist the Board in fulfilling its oversight responsibilities related to the release of information in response to requests made under FOIPPA

The roles and specific responsibilities for each of these Committees are set out in the Terms of Reference for each of the Committees. The Board takes into consideration but is not bound by the recommendations of a Committee.

The Board may from time to time also establish task forces, advisory committees, or other temporary working groups as required.

CHIEF CONSTABLE

The Chief Constable provides overall leadership to SPS senior leadership and sworn and civilian employees in executing SPS's long and short-term strategies and plans within the parameters set by the Board. The Chief Constable has primary responsibility for managing the SPS and day-to-day operations to ensure that priorities, goals, and objectives are effectively realized, financial and operational objectives are attained, and SPS's mandate is achieved. The Chief Constable delegates certain aspects of the day-to-day operations to Executive Management and other personnel within SPS. Despite any delegation by

the Chief Constable, the Chief Constable remains responsible and accountable to the Board for any matter within the Chief Constable's authority and responsibility. The Chief Constable's roles and specific responsibilities are set out in the Chief Constable Position Description.

EXECUTIVE DIRECTOR

The Executive Director provides support to the Board and leadership to ensure the Board fulfills its governance function and works to implement responsible and effective governance practices. The role and specific responsibilities of the Executive Director are set out in the Executive Director Position Description.

ETHICS ADVISOR

The Ethics Advisor is an external individual who provides independent advice to the Board on situations that are of a confidential nature which may become public and which pose ethical questions or conflict of interest considerations. The Ethics Advisor's role and specific responsibilities are set out in the Ethics Advisor Position Description.

2. BOARD TERMS OF REFERENCE

COMPOSITION AND REMOVAL

Pursuant to the requirements of Police Act, subject to the approval of the Ministry and Provincial Cabinet, the Board is composed of up to nine members¹⁰, as follows:

- The Mayor
- One person appointed by City Council
- Up to seven persons appointed, after consultation with the Director, by the Lieutenant Governor in Council

The Board, through the Governance Committee, establishes the composite skills, experiences, and competencies it requires and that are sought in potential Board candidates to meet its responsibilities and maximize its success. Such criteria are set out in a Board Competency Matrix which is developed, approved, reviewed, and updated by the Board (and supported by the Governance Committee) from time to time. Prior to the appointment of Board members, the Board shares this information with City Council and the Province, as appointing bodies.

Appointed Board members may be removed or replaced at the discretion of the Lieutenant Governor.

TERM OF OFFICE¹¹

Board members are appointed for a term of up to four years and may be reappointed up to maximum of six consecutive years. The term of office for each Board member, excluding the Mayor, is determined by the Lieutenant Governor in Council.

OATH OF OFFICE

A person appointed or re-appointed to the Board takes the oath or affirmation prescribed in Section 1 of the *Police Oath/Solemn Affirmation Regulation*¹² before a Commissioner for Taking Affidavits for British Columbia prior to assuming office and exercising any power or performing any duty or function as a Board member. A copy of the signed oath/affirmation is filed with the Province.¹³

BOARD CHAIR AND VICE CHAIR

The Board is led by a Board Chair who provides impartial leadership in guiding the Board and coordinating its activities in the best interests of SPS and the communities SPS serves. The Board Chair also acts as the

¹⁰ Sections 23 and 24 of the Police Act.

¹¹ s. 24(2) and (3) of the Police Act

¹² In accordance with section 70(1) of the Police Act

¹³ Section 2 of the Police Oath/Affirmation Regulation

discipline authority for complaints against the Chief Constable and Deputy Chief Constables. Pursuant to the Police Act, the Mayor is designated as the Board Chair.¹⁴

The Board Chair is supported by a Vice Chair who acts in the Board Chair's place when the Board Chair is unavailable or when their mayoral duties conflict with those as Board Chair. The Vice Chair is elected each year by the Board, in consultation with the Chair, and serves for a one-year term, which may be renewed.

ROLE

The Board is responsible for governing the activities and affairs of SPS in accordance with the Police Act and the SPS priorities, goals and objectives as determined by the Board. The primary responsibility of the Board is to ensure that it provides independent civilian oversight, governance, and strategic leadership to SPS, ensuring SPS carries out its mandate in a manner that is consistent with the Police Act and is reflective of the needs, values, and diversity of Surrey's communities.

Pursuant to the Police Act, the Board has four main governance functions:

1. Act as employer of all sworn and civilian personnel of SPS.
2. Provide primary financial oversight for SPS.
3. Establish the SPS priorities, goals and objectives, and policies that set direction for SPS.
4. Act as the authority for policy or service complaints, with the Board Chair being responsible for discipline matters related to the Chief Constable and Deputy Chief Constables.

The Board discharges its responsibilities by delegating day-to-day operations to the Chief Constable and supporting the Chief Constable in carrying out SPS's mandate.

RESPONSIBILITIES

The Board as a whole is responsible for the following activities. Certain activities and responsibilities are supported by the Committees, as described in the Committee Operating Guidelines and the Terms of Reference for each Committee.

BOARD STEWARDSHIP AND GOVERNANCE EFFECTIVENESS

The Board retains responsibility for managing its own affairs, including responsibility to:

1. Regularly review the competencies required for the Board to undertake its responsibilities and communicate with the bodies responsible for appointing Board members to ensure they understand the Board's needs.
2. Create standing Committees, task forces, advisory committees or other temporary working groups as needed from time to time to support the Board.

¹⁴ S.23 of the Police Act

3. Assign spokesperson duties to the appropriate Board Member or Staff as required.
4. Develop and approve policies contained in the Board Manual and update as required.
5. Evaluate the effectiveness of the Board and Committees.
6. Ensure new Board members are provided with comprehensive orientation and all Board members are provided ongoing professional development.
7. Monitor adequacy of insurance coverage and compliance with insurance policies for Board members.
8. Develop a process to understand, identify, declare and manage Board member conflicts of interest.
9. Obtain reasonable assurance that SPS operates at all times within applicable laws and to the highest ethical standards.

STRATEGY AND PLANS

The Board has the responsibility to:

1. Participate with the Chief Constable in the development and approval of the Strategic Plan that incorporates the SPS priorities, goals, and objectives taking into account, among other things:
 - i. The priorities, goals, and objectives for policing and law enforcement in British Columbia established by the Ministry.
 - ii. The priorities, goals, and objectives of City Council.
 - iii. The needs of the communities served by SPS.
2. Within 30 days after their establishment or change, provide the SPS priorities, goals, and objectives to the Director.
3. At least annually, participate with the Chief Constable in developing key performance measures for achieving the Strategic Plan, and approve and monitor such measures.
4. Oversee the ongoing implementation and effectiveness of programs and strategies to achieve the Strategic Plan.

OPERATIONAL AND CAPITAL PLAN AND BUDGET

The Board has the responsibility to:

1. Annually participate with the Chief Constable and the City of Surrey in the development of, and approve, SPS's annual operational and capital budget.
2. Submit SPS's annual provisional budget for the following year to City Council for approval.

3. Approve any changes to SPS's annual provisional budget and ensure such changes are submitted to City Council for approval of the year in question.

FINANCIAL AND OPERATIONAL INFORMATION, SYSTEMS AND CONTROL

The Board has the responsibility to:

1. Ensure the Chief Constable establishes and applies appropriate accounting and financial reporting principles and internal controls, including an internal audit function.
2. Oversee and monitor the internal audit function.
3. Liaise with SPS's external auditor as required.
4. Review and approve the annual audited and quarterly reviewed financial statements and ensure financial results are reported fairly and accurately.
5. Regularly receive and review reports from the Chief Constable relating to SPS's programs and operations.
6. Delegate contract and cheque signing authorities to the Chief Constable, and review and update such delegation as required.
7. Annually review and approve the remuneration and expense policy for Board members.
8. Review and approve the appointment of the external auditor and the external auditor's fees.

POLICY, RULES, AND OVERSIGHT OF SPS OPERATIONS

The Board has the responsibility to:

1. Participate with the Chief Constable in developing rules and policies guiding SPS's operations, and approve and oversee the implementation of such rules and policies.
2. Ensure systems are in place for the implementation and integrity of SPS's information technology and records management systems.
3. Act as the Discipline Authority for complaints against the Chief Constable and Deputy Chief Constables and for registered service or policy complaints and cooperate with the Independent Investigations Office and Office of the Police Complaint Commissioner, as necessary.
4. Ensure policies and procedures are in place that govern the fair and reasonable disclosure of information pursuant to the provisions of FOIPPA.
5. Review, approve, and oversee shared services agreements between SPS and other jurisdictional police for providing policing services to one another.
6. Review, approve, and oversee shared services agreements between the Board (and/or SPS) and the City from providing administrative and other support to the Board and SPS.

RISK MANAGEMENT

The Board has the responsibility to:

1. Develop and oversee an enterprise risk management strategy to identify, assess and manage both the strategic and operational risks associated with SPS.
2. Develop, review, and approve SPS's risk appetite statement for key areas of enterprise-wide risk.
3. With input from the Chief Constable, understand and regularly review SPS's key enterprise risks to SPS achieving its priorities, goals and objectives.
4. Oversee and monitor SPS's plans and systems for identifying and managing its risks.

BOARD LEADERSHIP

The Board has the responsibility to:

1. Identify and elect the Vice Chair.
2. Identify and appoint the Executive Director and Ethics Advisor.
3. Appoint the Chief Constable and Deputy Chief Constables (Executive Management).
4. Acting upon the advice and recommendations of the Chief Constable, appoint Executive Management.
5. Approve the Chief Constable's position description.
6. Participate with the Chief Constable to develop and approve the Chief Constable's annual goals and objectives in a manner that is consistent with the Strategic Plan and the Police Act.
7. Annually evaluate the Chief Constable's performance based on stated goals and objectives.
8. Satisfy itself as to the integrity of the Chief Constable and Executive Management, and that the Chief Constable and Executive Management create a culture of integrity throughout SPS.
9. Acting upon the advice of the Chief Constable and on the recommendation of the Human Resources and Compensation Committee, approve:
 - a. The compensation philosophy and guidelines for SPS taking into account the City's guidelines for exempt staff.
 - b. The remuneration of the Executive Management.
 - c. SPS's collective bargaining agreement with its employees.
10. Consider the recommendation of the Human Resources and Compensation Committee in approving the remuneration of the Chief Constable.

11. Oversee and approve the Chief Constable and Executive Management succession plan, ensuring there are:
 - a. Processes to respond to an unplanned situation which requires an immediate replacement of the Chief Constable and/or other Executive Management positions;
 - b. Criteria and processes for the recognition, promotion, and development of the Chief Constable and Executive Management positions consistent with the Strategic Plan and future leadership requirements.

HUMAN RESOURCES AND CULTURE

The Board has the responsibility to approve and oversee SPS's human resources and organizational culture strategy to ensure it promotes SPS's priorities, goals, and objectives; encourages ethical practices, individual integrity and social responsibility; and furthers SPS's diversity and inclusion goals.

COMMUNICATION

Since SPS operates within a highly public environment and the actions of SPS have a significant public impact, the Board must ensure communications with the Province, City Council and other stakeholders (including the public) and partners are appropriate, effective and transparent. The Board has the responsibility to:

1. Understand SPS's key stakeholders and partners, and their expectations.
2. Review, approve and oversee the implementation and effectiveness of SPS's engagement strategy with SPS's stakeholders and partners.
3. Approve a communications policy for the Board and SPS that reflects the need for cooperation and consultation between SPS, City Council, and the Province.
4. Ensure all reporting requirements established under the Police Act are met.
5. Report to SPS's stakeholders and partners through SPS's annual report on the Board's stewardship for the previous year and the performance of SPS.

FORWARD CALENDAR

The Board organizes its work and responsibilities (as outlined in these Board Terms of Reference) according to a rolling 12-month forward calendar. The calendar is reviewed and updated at least annually and modified as required to address issues that arise.

RELIANCE ON MANAGEMENT AND ADVISORS

In carrying out its responsibilities, the Board:

1. Relies on the Chief Constable and Executive Management to provide it with accurate, complete and timely information.
2. Having regard to SPS's internal resources and budget, is entitled to retain and rely on external professional services firms, consultants, advisors, and other experts as needed to fulfill its mandate.

BOARD BUDGET

Within the parameters of the annual operating budget for SPS approved by City Council, the Board determines and approves an annual budget to support its work and activities, which considers, among other things, any required consultant and advisory services, Board member remuneration, if any, meeting expenses and related costs (travel, accommodation, etc.), Board member education and professional development, and required support services.

BOARD MEMBERSHIPS

The Board supports the purposes of both the BC Association of Police Boards and the Canadian Association of Police Governance and as such, is a member of both organizations unless the Board otherwise determines in its discretion. The Board authorizes membership in other organizations in its discretion.

3. BOARD CHAIR POSITION DESCRIPTION

INTRODUCTION

Pursuant to the Police Act, the Board Chair is designated as the Mayor. The role and responsibilities of the Board Chair are distinctly separate from that of the Mayor. As an independent Board, it is critical that the distinction between these roles is maintained to ensure the Board operates without political interference. This Board Chair Position Description highlights that distinction by focusing on the role and responsibilities of the Board Chair.

ROLE AND ACCOUNTABILITY

The Board Chair's primary role is to provide leadership to the Board, including guiding the Board and ensuring the Board is organized properly, functions effectively and independently, and meets its obligations and responsibilities and acts in the best interests of SPS and the public.

The Board Chair is accountable to the Board and represents the Board internally and externally.

VOTING RIGHTS

The Police Act¹⁵ provides that in case of a tie vote at a meeting of the Board, the Board Chair may cast the deciding vote. The Board has interpreted this section to mean that the Board Chair is not entitled to vote, except to cast the deciding vote in the event of a tie.

MANAGING CONFLICTING ROLES

As the Chair of the Board, the Mayor provides a direct link between the Board and City Council and plays an important role in sharing information with the Board concerning the City's priorities, goals and objectives and putting considerations for SPS in the broader context of the City's policy. The Board Chair's role as Mayor is paramount, and as such, there may be times where the Chair's duties and responsibilities as Mayor may conflict with or be in opposition to the Chair's duties and responsibilities as Board Chair.¹⁶

Where there is a conflict between the Board Chair's responsibilities as Board Chair and the Board Chair's responsibilities as Mayor, the Vice Chair will step in to lead the Board in dealing with such issues, having the same powers and authority as the Board Chair would if there were not a conflict.

RESPONSIBILITIES

The Board Chair has the responsibility to:

¹⁵ Section 25(3) of the Police Act

¹⁶ Examples may include situations where City Council has espoused a position contrary to the SPS (e.g., concerning SPS's budget or policing priorities).

1. Board Meetings:

- a.** With the Executive Director, coordinate the Board's forward calendar and annual schedule of Board meetings.
- b.** With the Chief Constable and Executive Director, develop and set Board meeting agendas.
- c.** Review pre-meeting information packages for completeness, with the goal of providing Board members with sufficient information to enable them to prepare for the meeting.
- d.** Chair Board meetings and facilitate a candid and full discussion of all key matters that come before the Board.
- e.** Preside over the *in camera* portion of meetings of the Board, review the results of those meetings with the Chief Constable., if the Executor Director was not present at the in camera meeting
- f.** Ensure Board decisions are clear, understandable, ethical, and responsible, and that Board members speak with one voice after a decision is made.
- g.** Order the removal of any member of the public in attendance at meetings due to improper conduct or a concern for public safety.

2. Information and issues management:

- a.** Communicate with the Board and Chief Constable to ensure timely dissemination of information about major developments or initiatives that may impact policing.
- b.** Work closely with the Chief Constable and the Executive Director to ensure effective relations and communications with Board members, SPS, City Council, and others.
- c.** Ensure the Board receives adequate and regular updates from the Chief Constable on all issues which impact the performance and effectiveness of SPS.

3. Board management:

- a.** Manage the affairs of the Board, including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.
- b.** Build consensus and develop teamwork within the Board, encourage an atmosphere of openness and trust and maintain a cohesive group without losing diversity of opinion and independent points of view.
- c.** Deal effectively with dissent and work constructively towards arriving at a decision and achieving consensus.
- d.** Be available to Board members for questions, counsel, and discussions relating to SPS.

- e. Oversee issues raised with respect to conflicts of interest and standards of conduct under the Code of Conduct.¹⁷
 - f. Defer to the Vice Chair to take the lead on any Board issues where there would be a conflict with the Board Chair's duties as Mayor or the Board Chair is unavailable or unable to act, and recognize the authority of the Vice Chair when so acting.
 - g. Review and assess Board and Committee member attendance and performance.
 - h. Meet with Board members at least annually, on a one-on-one basis, to assess where the Board and/or Committees can operate more effectively and where the Board Chair could assist in improving the performance of the Board.
 - i. With the Executive Director, develop for approval of the Board, an annual Board budget, to be incorporated into the annual SPS budget.
4. Board Appointments
- a. Together with the Chair of the Governance Committee, communicate, on behalf of the Board, with City Council and the Province to ensure they understand the process the Board has undertaken with respect to considering its composition and the specific Board requirements at that time.
5. SPS strategies and initiatives:
- a. In consultation with the Chief Constable, ensure major SPS initiatives and strategies have proper and timely Board understanding, consideration, approval, and oversight.
6. Working with Chief Constable:
- a. On behalf of the Board, act as the principal liaison with the Chief Constable, ensuring the Chief Constable is aware of the expectations and concerns of the Board.
 - b. Act as a sounding board, counselor and mentor for the Chief Constable.
 - c. Seek to ensure the Chief Constable presents to the Board all information necessary to allow the Board to effectively discharge its responsibilities.
 - d. Approve the Chief Constable's expenses to the extent, if any, required by the Board's signing authority delegation policy.
7. Communications:
- a. Act as the official spokesperson for the Board, if delegated by the Board.

¹⁷ Actual or perceived conflicts of interest with respect to the Board Chair are to be raised with the Governance Committee Chair in accordance with the Code of Conduct

- b.** Ensure the Board is appropriately represented at official functions and meetings.
- 8.** Disciplinary Authority:
 - a.** In accordance with the Police Act, act as the discipline authority for conduct complaints made against the Chief Constable or a Deputy Chief Constable, unless the Police Complaint Commissioner directs otherwise.¹⁸
- 9.** Other:
 - a.** Together with the Vice Chair, lead the Executive Director's annual performance review.

¹⁸ *In processing complaints, the Board Chair follows the complaints process outlined in Part 11 of the Police Act. Prior to concluding an investigation or imposing any discipline, the Board Chair obtains the approval of the Board and may choose to involve the Vice Chair or other Board members in the process.*

4. VICE CHAIR POSITION DESCRIPTION

INTRODUCTION

As the Chair of the Board, the Mayor provides a direct link between the Board and City Council. Recognizing that the duties of Mayor are paramount and place significant time constraints on the Mayor's role as Board Chair, and that the role of Mayor and Board Chair may occasionally conflict, the Vice Chair works closely with the Board Chair to support and assist the Board Chair and provide an independent perspective pertaining to the Board's oversight activities, including taking the lead on Board issues and chairing meetings when the Board Chair is unavailable or the Board Chair's duties conflict with their duties as Mayor.

APPOINTMENT

The Vice Chair is elected by the Board members from amongst themselves¹⁹ for a one-year term and may be appointed for additional, consecutive terms. As the Vice Chair plays a key role in supporting the Board Chair, it is necessary for Board members to consider the Board Chair's input.

Board members must self-identify as candidates for Vice Chair. If only one Board member agrees to act as Vice Chair, that person is acclaimed as Vice Chair. If a slate of candidates is identified, each candidate has the opportunity to speak for up to five minutes. After all presentations are completed, a secret ballot is taken. Voting rules for Board meetings apply.

ROLE AND ACCOUNTABILITY

The Vice Chair's primary roles are to:

- Support the Board Chair
- Chair Board meetings and take the lead on any Board issues when the Board Chair is unavailable or where there would be a conflict with the Board Chair's duties as Mayor, until such time as Board Chair is able to resume their responsibilities

While presiding over a Board meeting or acting in the Board Chair's place, the Vice Chair has and may exercise all the same rights, powers, and authority of the Board Chair, including the responsibility to speak on behalf of the Board. While presiding at a Board meeting, the Vice Chair will not have the right to vote, except to cast the deciding vote in the event of a tie.

¹⁹ S.25(2) of the Police Act requires the Board members present at a meeting to elect a chair to act when the Board Chair is unavailable or unable to act.

DUTIES AND RESPONSIBILITIES

The Vice Chair has the responsibility to:

- 1.** Provide an independent perspective to the Board Chair pertaining to the Board's oversight activities and the management of issues raised with respect to conflicts of interest and standards of conduct.
- 2.** Together with the Chair of the Governance Committee, meet as needed with Board members to assess their suitability for Board committees, discuss performance issues, and provide general guidance and advice.
- 3.** Together with the Chair of the Human Resources and Compensation Committee, meet with the Chief Constable to evaluate and review the Chief Constable's performance and compensation and assess succession planning needs for the Chief Constable.
- 4.** Provides feedback to the Board Chair and acts as a sounding board with respect to strategies, accountability, relationships, and other issues.
- 5.** Perform any additional duties requested by the Board.

VICE CHAIR SUCCESSION

The Board considers and approves the Vice Chair's re-appointment and succession plan, taking into consideration the leadership competencies and independence needs for the role.

5. BOARD MEMBER POSITION DESCRIPTION

Board members are tasked to oversee the business and affairs of SPS as described in the Board Terms of Reference. This position description sets out how the Board expects Board members to discharge their duties and responsibilities and instill public confidence in the Board's governance of SPS.

ROLE OF BOARD MEMBERS

Board members are responsible for collectively governing the activities and affairs of SPS and in so doing, work collaboratively to ensure the Board makes effective and informed decisions that promote the achievement of SPS's priorities, goals and objectives.

FIDUCIARY RESPONSIBILITIES

In discharging their fiduciary responsibilities, all Board members should:

- Act in the best interests of SPS as a whole
- Perform their duties with due diligence, honesty, impartiality, and in good faith, and in accordance with the Police Act, their oath/affirmation of office, and any other applicable laws, regulations, rules or policies
- Be effective ambassadors of SPS
- Act with the highest standards of conduct, and in so doing, comply with all Board policies, the Code of Conduct, and all other policies applicable to them
- Fully disclose to the Board any actual, potential, or apparent interests that they have which may conflict with SPS's interests
- Maintain the confidentiality of information, including all information associated with closed and *in camera* meetings, in accordance with the Code of Conduct, until the Board decides the information may be disclosed
- Participate in ensuring the Board's work is effective and productive
- Participate on standing Committees, and other Committees where needed (which may include the BCAPB), and become knowledgeable about the purpose and goals of the duties required of the Committees²⁰
- Foster a strong and positive relationship between SPS, the Board, and the community

In carrying out their responsibilities, Board members are expected to be actively engaged in and add value to the Board's work.

²⁰ Due to Board size, it is expected Board members may be required to participate on more than one committee.

STANDARDS OF CONDUCT

KNOWLEDGE AND PARTICIPATION

Board members are expected to:

- Be knowledgeable about the vision, mission, values, strategy, risks, activities, stakeholders and partners, and substantive issues affecting SPS and the community and political environment in which SPS operates
- Prepare for Board meetings by devoting the necessary time and attention to reading the Board agenda and information packages and otherwise being well-informed on relevant issues that come before the Board
- Be fully committed to Board duties and responsibilities
- Participate in Board activities that will enhance and expand the knowledge required to be an effective Board member

BOARD ACTIVITY AND INTERACTION

During Board meetings, Board members are expected to:

- Exercise good judgment and act with integrity
- Bring their own experience, expertise, wisdom, judgment, and influence to bear constructively on issues
- 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
- Speak and act independently while remaining a team player
- 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
- Analyze issues from many perspectives, considering the impact of decisions on SPS's internal and external stakeholders and partners and the Strategic Plan.
- Advise the Board Chair and Executive Director in advance of introducing significant and previously unknown information at a Board meeting
- Understand the difference between governing and managing, focus inquiries on issues related to strategy, policy, implementation, and results rather than issues relating to the day to day management and operations of SPS

- Respect the role of the Chief Constable

Between meetings, each Board member should be available as a support and resource to the Board Chair, the Executive Director and Chief Constable as needed, and should communicate, as necessary and appropriate, with the Board Chair and Executive Director.

ATTENDANCE

Board members are expected to maintain excellent Board meeting attendance, arriving on time and remaining for the duration of the Board meeting. Ideally, Board members are expected to make attempts to attend meetings in person but, in exceptional circumstances, may attend by teleconference, video conference or such other technology that permits the Board member to be heard.

Board members who are not able to attend a Board meeting should advise the Executive Director at least one week prior to the Board meeting.

Recognizing the critical role of the Police Board, Board attendance will be monitored on an ongoing basis. Should a Board member be absent from multiple meetings, the member will work with the Board Chair to determine the most appropriate course of action that meets the needs of the Board and Board member.

RELATIONSHIP WITH EMPLOYEES

Board members may direct questions or concerns on SPS's performance to the Chief Constable through Board meetings, or through the Board Chair²¹. Board members should also demonstrate a willingness and availability for individual consultation with the Board Chair, Executive Director, or Chief Constable as needed.

Board members must respect the role of the Chief Constable and the reporting relationship of employees.²²The Board acts collectively and no Board member has the authority to direct any employee of SPS.

COMMUNICATIONS

No Board member should speak on behalf of SPS in their capacity as a Board member without explicit authority from the Board.

Once Board decisions are made, Board members are expected to support those decisions in a positive manner and speak with one voice. Board members must not express any dissent from Board decisions to

²¹ This does not prevent Committee Chairs from engaging with those members of Executive Management or the SPS who are designated by the Chief Constable to be responsible for the areas which the Committees are tasked with leading on behalf of the Board.

²² This does not prevent Board members from engaging with employees of SPS on social occasions or during site visits.

any person outside the Board, or discuss matters in a manner that would conflict with their fiduciary responsibilities.

BOARD MEMBER REMUNERATION AND EXPENSE

Board members are entitled to such remuneration and reimbursement of expenses as outlined in Board Member *Per Diem* Policy, as may be updated and approved by the Board from time to time.

6. CHIEF CONSTABLE POSITION DESCRIPTION

INTRODUCTION

The Chief Constable is the leader of the Surrey Police Service and is an employee of the Board pursuant to s. 26(3) of the Police Act. The Chief Constable is responsible for the administration and operations of policing in Surrey. The Chief Constable will work with the Board to develop the SPS mission, vision, values and strategic plan. The Chief Constable will operationalize the SPS strategic plan and provide leadership to a team of over 1,000 employees, both sworn and civilian to deliver outstanding police services

APPOINTMENT AND ACCOUNTABILITY

The Board appoints the Chief Constable, who is accountable to the Board. The Executive Director also operationally supports the Chief Constable as needed to facilitate the advancement of Board objectives.

ROLE

The Chief Constable is accountable for the effective command and leadership of SPS and has direct responsibility for the overall operation of the newly created SPS within the parameters set by the Director of Police Services, the Police Board, provincial and federal legislation. The Chief Constable will work with key stakeholders and partners to develop and implement comprehensive public safety strategies to achieve the highest standards of policing and public safety. The Chief will inspire a positive and engaging work environment for all SPS employees that is safe, respectful, inclusive and based on a culture of service excellence, innovation, and teamwork.

The Chief Constable is the “face” and primary spokesperson for SPS. Public communication for SPS’s activities will normally be conducted by the Chief Constable.

DUTIES AND RESPONSIBILITIES

1. Strategic Planning

- a. In consultation with the Police Board and key stakeholders, develop and implement the strategic planning process, in alignment with SPS’s vision, mission and values and with standards of policing excellence. Use the strategic planning process to build the 5-year SPS Strategic Plan for the Police Board’s input and approval.
- b. Take the actions needed to communicate and implement the Strategic Plan.
- c. Build organizational and personal objectives/metrics to measure SPS’s progress towards its Strategic Plan. Regularly report to the Police Board, the public, and key stakeholders on these metrics.

- d. Modify the Strategic Plan as necessary over time in response to environmental change. Ensure a planning process is in place to renew the 5-year Strategic Plan.
 - e. Ensure SPS's values are established, communicated, and promoted.
- 2. Police Board Support**
- a. Build strong working relationships with the Police Board Chair, the Police Board and Police Board Committees.
 - b. Keep the Police Board proactively informed of significant strategic, operational, administrative, and financial matters relevant to the successful implementation of the 5-year Strategic Plan, annual budget, and SPS policies.
 - c. Regularly report to the Police Board on the agreed upon public safety metrics (both organizational and personal), presenting strategic options to enhance SPS's success.
 - d. Act as the principal link between senior management and the Police Board, while familiarizing the Police Board and its Committees with SPS's senior management.
 - e. Attend meetings of the Police Board and other meetings as requested by the Police Board.
 - f. Meet on a regular basis with the Police Board Chair.
 - g. Report to the Police Board on issues relating to the *Police Act*.
- 3. Community Engagement**
- a. Develop a visible, credible, inclusive, and respected profile externally for SPS. Build relationships with the community to foster a climate of openness and trust.
 - b. Lead the development, implementation and sustainment of a proactive public engagement and communications model.
 - c. Proactively inform the Board of emerging policing or public safety issues that may be of concern to the community, staff, the City or other key stakeholders.
 - d. The Chief Constable or his/her delegate shall speak on behalf of SPS, ensuring that all statements reflect the current strategy, plans and policies approved by the Police Board. The Police Board Chair and the Chief Constable shall consult, as needed, to ensure the proper coordination, timing, and dissemination of information to meet particular circumstances.
 - e. Develop appropriate relationships with the media.
- 4. Human Resources**
- a. Provide leadership to staff (sworn police officers and civilian staff) and engage staff in the development and sustainment of an inclusive, supportive, and safe workplace.

- b.** Provide leadership and guidance to the senior management team responsible for the major divisions of SPS, ensuring responsibilities, authorities and deliverables are clearly established.
 - c.** Develop and sustain an effective organizational structure, with management succession planning, and effective employee training and development programs.
 - d.** Foster a culture that promotes ethical practices and encourages individual integrity and accountability.
 - e.** Develop, for Police Board approval, Human Resources policies and practices that reflect SPS values.
 - f.** Ensure sustainable recruitment, development, and retention plans are developed and implemented.
 - g.** Build a workforce that reflects the community SPS serves.
 - h.** Ensure excellence in occupational health and safety with a commitment to employee well-being and success.
 - i.** Maintain and encourage a climate of constructive engagement with the appropriate unions.
- 5.** External Relationships
 - a.** Sustain open, collaborative, and constructive working relationships with the City of Surrey and its Council. Work with other City leaders on initiatives of mutual benefit and overlapping accountabilities.
 - b.** Sustain good working relationships with the Provincial government, including the Ministry of Justice and the Attorney General and the Ministry of Public Safety and Solicitor General.
 - c.** Sustain good working relationships with other police departments in Metro Vancouver, Vancouver Island, and with police associations across Canada to keep current with the activities of policing in Canada.
 - d.** Identify and form relationships/working partnerships with other external partners (e.g. Fraser Health, Surrey School District, not-for-profits, etc.) to deliver on the objectives and goals of the Strategic Plan.
- 6.** Administration
 - a.** Establish effective control, coordination, and measurement systems for all SPS operations and activities.
 - b.** Ensure the integrity of internal control and management systems.

- c.** Identify the principal risks to SPS, review these risks with the Police Board regularly and implement appropriate systems to manage the risks
 - d.** Authorize the commitment of resources and enter into agreements, contracts, leases, etc. in the ordinary course of business in keeping with authority levels and the Strategic Plan. Major commitments, exposures and risks are reported to the Board on a timely basis.
 - e.** While respecting SPS's independence, explore opportunities to share resources with the City of Surrey and with other police organizations to enhance operational efficiency and effectiveness.
 - f.** Ensure all SPS activities are conducted in accordance with laws, regulations, SPS's Code of Conduct, sound business practices, and Board-approved policies.
 - g.** Integrate employee performance plans with organizational plans and systems.
 - h.** Ensure SPS's programs and policies are consistent with the Strategic Plan.
 - i.** Assist the Police Board in developing best-practice financial and operational governance.
 - j.** Ensure that SPS's reporting requirements are met in a timely and appropriate manner.
 - k.** In close consultation with the City, develop the annual SPS budget for Police Board approval and then present the Police Board approved annual budget to Surrey City Council for approval.
 - l.** Implement the annual budget and report progress against the budget to the Police Board on a regular basis.
- 7. Police Act**
- a.** In accordance with the provisions of the *Police Act* Part 11, act as discipline authority for conduct complaints (public trust and internal discipline complaints) made against SPS sworn members.
 - b.** Report to the Board on Police Act matters as required.

7. EXECUTIVE DIRECTOR POSITION DESCRIPTION

INTRODUCTION

The Executive Director supports the effective functioning of the Board and acts as a key resource for the Board, providing research, strategic direction, and best practice advice and pertinent information as it affects Board oversight pertaining to budget, policy, and strategy.

APPOINTMENT AND ACCOUNTABILITY

The Board appoints the Executive Director. The Executive Director is accountable to the Board and reports directly to the Board Chair. The Executive Director also operationally supports the Chief Constable as needed to facilitate the advancement of Board objectives.

The Executive Director is a senior employee of the Board and is supported by an executive assistant.

ROLE

The Executive Director supports the Board on all governance matters and plays a key role in the administration of the Board's governance of SPS.

DUTIES AND RESPONSIBILITIES

The Executive Director:

1. Liaises with and between the Board Chair, the Chief Constable, and Board members to support effective Board governance of SPS.
2. Supports the Board (and as required, represents the position of the Board) in managing various relationships with SPS, City Council, and other internal and external stakeholders and partners.
3. Coordinates the administration of the orientation, onboarding, and professional development program for all Board members.
4. Supports the Board by overseeing and coordinating annual strategic planning, Board Committee meetings, and other events.
5. Together with the Board Chair and the Chief Constable, creates and maintains the Board's forward calendar.
6. Attends all Board and committee meetings (including *in camera* meetings unless excused by the Board Chair), ensures proper meeting minutes are recorded, and maintains attendance records.
7. Conducts research on various assignments and updates the Board or presents findings in a manner that enables the Board to make decisions or respond publicly.

8. Supports the Board's governance needs and priorities including the development of practices and policies, annual reports and budgets.
9. Keeps up to date on evolving corporate governance practices and trends applicable to police boards, advising the Governance Committee and the Board.
10. With direction from the Board, develops, maintains and coordinates the regular review and updates of policies, processes, and documentation related to the Board Manual, Board evaluation processes, strategic planning workshops, and stakeholder meetings.
11. Supervises, delegates and directs an executive assistant to:
 - a. Ensure that minutes of Board meetings are filed with the Police Services Division following their adoption by the Board.
 - b. Ensure that an accurate record is kept of all Board proceedings, hearings, inquiries, correspondence, and that relevant current and historical Board documents are electronically available to Board members.
12. Supports the Board's process for the Chief Constable's annual performance review including gathering and consolidating feedback to give to the Board as needed.
13. Informs and outlines Board policies, procedures, and related matters to the public and SPS's stakeholders and partners.
14. Oversees the Board's public communications including media relations, website maintenance, webcasting of Board meetings, and social media information to achieve a more public profile and ensure information about the Board is communicated appropriately.
15. Responds to and/or coordinates all *Freedom of Information* requests on behalf of the Board and ensures accurate records management procedures are followed.
16. Maintains custody and control of Board records.
17. Oversees all external reviews, to ensure they are completed on time and according to standards.
18. Coordinates and manages the process for Board service or policy complaints, including issuing correspondence at the direction of the Board.
19. Coordinates with the City clerk to identify opportunities for the Board to update City Council on various police initiatives.
20. Carries out any other appropriate duties and responsibilities as assigned by the Board.

CONFIDENTIALITY

The Executive Director keeps all matters before the Board in strict confidence, limiting discussion to Board members, Board employees and seconded personnel and those members of SPS and City staff to the extent required for the performance of their duties for the Board. This also extends to any professional

services firms, consultants, advisors, and other experts retained by the Board or authorized by the Board Chair to the degree required to perform their services for the Board.

8. ETHICS ADVISOR POSITION DESCRIPTION

INTRODUCTION AND ROLE

Occasionally, Board members, the Chief Constable, and Executive Management are faced with situations that are of a confidential nature that may become public at a later date and pose ethical considerations or concerns.

The Ethics Advisor provides independent, external, informed and objective advice as and when needed on ethical matters.

APPOINTMENT

The Ethics Advisor is selected and appointed by the Board for a term of two years, which may be renewed. The Ethics Advisor must be independent of SPS and the Board, meaning that they must not be a Board member, the Executive Director, the Chief Constable, or any other employee of SPS. In addition, the Ethics Advisor must be free from any relationship that might interfere with the exercise of their independent judgment as the Ethics Advisor.

The Ethics Advisor is not an employee of the Board but is retained by the Board on a contract basis on the terms determined by the Board. The Ethics Advisor may be removed or replaced by the Board in accordance with the Ethics Advisor's terms of engagement.

COMPETENCIES

In addition to being independent, the Ethics Advisor has broad experience, a reputation for good judgment, strong interpersonal skills, and sensitivity to the expectations, practices, and needs of SPS and the Board, including the requirement to operate independently and free from political interference.

ADVICE

The Ethics Advisor is accessible to Board members, the Board Chair, the Vice Chair, the Executive Director, the Chief Constable, Executive Management, and other senior staff as and when needed. The Ethics Advisor may attend any or all of a portion of any Board meeting as determined by the Board.

RESPONSIBILITIES

The Ethics Advisor has the responsibility to:

1. Report to the Board at least annually on activities associated with the position.
2. Assist the Governance Committee as needed in monitoring, recommending amendments to, and annually reviewing the Code of Conduct.
3. Counsel and provide advice on matters referred by Board members, the Board Chair, the Vice Chair, the Executive Director, the Chief Constable, and Executive Management.

4. Provide written opinions, if requested, with appropriate protections.
5. Be accessible to Board members, the Board Chair, the Vice Chair, the Executive Director, the Chief Constable, and Executive Management as needed.

CONFIDENTIALITY

In carrying out their role and responsibilities, the Ethics Advisor keeps all matters confidential and ensures appropriate confidentiality protections are put in place with respect to the provision of any advice and written opinions for which their counsel is sought.

REMUNERATION

The Ethics Advisor is compensated at amounts determined by the Board.

9. FINANCE AND AUDIT COMMITTEE TERMS OF REFERENCE

INTRODUCTION

Under the Police Act, the Board has primary oversight responsibility for SPS's operational plans and budgeting process, financial reporting, accounting systems, internal controls, compliance, and financial and operational risk management. The purpose of the Finance and Audit Committee is to assist the Board in fulfilling this oversight responsibility.

The Chief Constable has day-to-day responsibility for SPS's budget development, financial reporting, information systems, risk management, and internal controls.

COMPOSITION

Ideally the Committee will be composed of three Board Directors, with one Director elected by the Committee to be Chair. On an annual basis the Committee will elect a Chair.

Ideally, a majority of the Committee members are "financially literate" and at least one member has "accounting or related financial expertise".²³

Administrative duties will be delegated to the Board Executive Director, who will work with the Committee Chair to establish meeting dates and agenda content. SPS Staff will attend meetings as required.

FREQUENCY OF MEETINGS

Committee members meet at least four times per year and as many other times as necessary to carry out their responsibilities. Meetings outside the regular meeting schedule are convened at the call of the Committee Chair.

RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee assumes the following responsibilities:

BUDGET DEVELOPMENT AND FINANCIAL PLANNING

1. Review and make recommendations to the Board in respect of the budget development process and guidelines for SPS.

²³ "Financially literate" means that the Board member has the ability to read and understand a set of financial statements in accordance with Canadian Generally Accepted Accounting Principles. Having "accounting or related financial expertise" means the Board member has the ability to understand and fully analyze financial statements and the related notes which present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by SPS's financial statements.

2. Provide input and feedback to the Chief Constable during the annual budget development process, including:
 - a. Review underlying assumptions that have been used in the annual budget, including budget risks and uncertainties.
 - b. Review the annual budget for consistency with SPS's strategic and financial plans.
3. Recommend the annual and multi-year operating and capital budgets to the Board for approval.

BUDGET MONITORING AND FINANCIAL REPORTING

1. Ensure the Board receives timely, meaningful reports that keep it properly informed of SPS's financial situation.
2. Review quarterly financial statements and any other internal financial reports prior to receipt by the Board.
3. Review and recommend for approval to the Board, financial information that will be forwarded to City Council or made publicly available, including the financial content of the annual report and any reports required by the Board, City Council, or the Province.
4. Review any new or pending developments in general accounting and reporting standards that may affect SPS.
5. Determine whether appropriate accounting methods are being applied.
6. Monitor actual Board spending relative to the annual Board budget.
7. At least annually, review the expenses of the Board Chair, Board members, and the Chief Constable.

FINANCIAL AUDIT

1. Discuss with the Chief Constable and the external auditor:
 - a. All proposed changes in accounting policy.
 - b. The impact and presentation of all significant risks or uncertainties.
 - c. Compliance with accounting standards.
 - d. Significant adjustments and presentation issues arising out of the audit process.
 - e. All estimates or judgments of management that may be material to financial reporting.
2. Review and recommend for approval by the Board the audited annual financial statements in conjunction with the report of the external auditor and ensure they are understandable, accurate, and properly reflect the financial position of SPS.
3. Oversee the external audit process including:

- a. Reviewing the terms of the external auditor's engagement and reasonableness of the proposed audit fees.
- b. Determine whether the performance of the external audit is satisfactory, effective, and meets SPS's requirements.
- c. Determining whether the Chief Constable has provided full and open disclosure to the external auditor's inquiries.
- d. Reviewing problems, if any, experienced by the external auditor in performing the audit.
- e. Reviewing any recommendations of the external auditor and responses of the Chief Constable.

LEVEL OF SPENDING AUTHORITY FOR MANAGEMENT AND THE BOARD

1. Together with the Chief Constable, develop and recommend for Board approval a comprehensive statement of delegated authorities for operating and capital expenditures and contract signing.

CAPITAL EXPENDITURES

1. Review capital requests and recommend for Board approval.
2. Oversee SPS's capital plans and expenditures to ensure they provide sufficient facilities and equipment for SPS.

INTERNAL CONTROLS

1. Through discussions with the Chief Constable as well as the external and internal auditors, obtain reasonable assurance that SPS's financial and operational risk management, internal control systems, and information systems are properly designed, reliable and operating effectively.
2. Oversee SPS's internal audit function and the internal audit relationship with the internal auditor.

RISK MANAGEMENT

1. Receive regular reports from the Chief Constable on the management of material financial and operational risks to SPS.
2. Review and approve SPS's insurance coverage of material organizational risks and uncertainties.
3. Review any litigation, claim, or contingency that could have a material financial effect to SPS.

POLICY OVERSIGHT

The Committee has responsibility to ensure organizational policies meet the Director's policing standards, and to provide oversight over such policies, particularly those related to financial, information and risk management.

Confirm that appropriate policies and procedures are in place to monitor compliance with applicable laws and regulatory obligations and ascertain their adequacy and levels of compliance.

OTHER RESPONSIBILITIES

1. Stay informed on emerging best practices in governance relative to the Committee's mandate and recommend any changes to the Governance Committee.
2. Review such other matters that the Committee or the Board deems advisable or timely.

10. GOVERNANCE COMMITTEE TERMS OF REFERENCE

INTRODUCTION

Under the Police Act, the Board has primary oversight responsibility for the effective governance and oversight of SPS.

The purpose of the Governance Committee is to provide a focus on governance that will enhance the Board and SPS's performance, and to fulfil the Board's obligations and oversight responsibilities related to SPS's governance philosophies, structures, policies, and processes.

COMPOSITION

Ideally the Committee will be composed of three Board Directors, with one Director elected by the Committee to be Chair. On an annual basis the Committee will elect a Chair.

Administrative duties will be delegated to the Board Executive Director, who will work with the Committee Chair to establish meeting dates and agenda content. SPS Staff will attend meetings as required.

FREQUENCY OF MEETINGS

Committee members meet at least four times per year and as many other times as necessary to carry out their responsibilities. Meetings outside the regular meeting schedule are convened at the call of the Committee Chair.

RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee has the following responsibilities:

BOARD GOVERNANCE

1. At least every two years, review the Board Manual and related policies and recommend any changes to the Board.
2. Together with the Board Chair, Committee Chairs, and Executive Director, develop the annual work plan and calendar for the Board and Committees.
3. Update the Board on changes to applicable law, provincial policy, or relevant trends in police board and public sector governance that may affect the responsibilities of Board members.
4. Ensure programs are in place for new Board member orientation and ongoing Board member professional development, and regularly review and recommend any changes to the Board.

5. Develop and recommend for approval by the Board a process for evaluating the effectiveness of Board meetings, Committee meetings and the Board, and recommend any necessary changes to the Board.
6. Lead and support the annual review processes to evaluate the Board.
7. Annually review the composition of the Board as a whole, develop recommendations regarding necessary Board member competencies, and ensure that the Board's needs are communicated to the appointing bodies.

COMPLIANCE

1. Regularly review and ensure the adequacy of the Code of Conduct and report to the Board regarding compliance with such policy.
2. Oversee the function and work of, and relationship with, the Ethics Advisor and make recommendations to the Board as may be appropriate.
3. Oversee the process for responding to complaints made about the services or policies of SPS.
4. Ensure SPS has in place appropriate and effective procedures to address issues raised concerning alleged breaches of key administrative and policing policies, including alleged irregularities in respect of accounting, financial reporting, internal control, and workplace matters.

EXTERNAL RELATIONSHIP MANAGEMENT

1. Regularly review and consider reports in respect of SPS's relationships with City Council, jurisdictional police services, and other law enforcement agencies within Canada, and where appropriate, provide the Board with advice or recommendations regarding such reports.
2. Periodically review and assess SPS's relationships with and communication to its stakeholders and partners.
3. Recommend to the Board resolutions to be proposed at the annual general meetings of the Canadian Association of Police Governance and the BC Association of Police Boards.

POLICY OVERSIGHT

The Committee has responsibility to oversee the development, implementation and effectiveness of the following policies:

1. Policies contained within the Board Manual.
2. Policies relating to the general direction, management, and operation of SPS, except to the extent specifically delegated to other Committees pursuant to such Committee's Terms of Reference.

OTHER

1. Stay informed on current best practices in governance relevant to the mandate of all Committees and recommend any changes to the Board.
2. Review such other matters that the Committee or Board deems advisable and timely.

11. HUMAN RESOURCES AND COMPENSATION COMMITTEE TERMS OF REFERENCE

INTRODUCTION

Primary responsibility for the day-to-day human resource management, performance management, labour relations, employee health and safety, and career planning for SPS employees lies with the Chief Constable and is overseen by the Board.

The purpose of the Human Resources and Compensation Committee is to assist the Board in fulfilling its oversight and employer responsibilities under the Police Act as it relates to SPS's human resource and compensation structures, policies, and processes, and to ensure that there is a plan for personal development and continuity for the Chief Constable and Executive Management.

COMPOSITION

Ideally the Committee will be composed of three Board Directors, with one Director elected by the Committee to be Chair. On an annual basis the Committee will elect a Chair.

Administrative duties will be delegated to the Board Executive Director, who will work with the Committee Chair to establish meeting dates and agenda content. SPS Staff will attend meetings as required.

FREQUENCY OF MEETINGS

Committee members meet at least four times per year and as many other times as necessary to carry out their responsibilities. Meetings outside the regular meeting schedule are convened at the call of the Committee Chair.

RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee has the following responsibilities:

HUMAN RESOURCES

- 1.** Together with the Chief Constable oversee the development of the Chief Constable's performance metrics for recommendation to the Board.
- 2.** Recommend for approval by the Board a performance evaluation process for the Chief Constable, and annually review and recommend changes as required.
- 3.** Lead the Chief Constable's annual performance review.

4. Together with the Chief Constable lead the development of succession plans to deal with a planned or unplanned departure of the Chief Constable and members of Executive Management, for recommendation to the Board.
5. Together with the Chief Constable, annually review SPS's management structure to ensure a robust leadership plan for the future of SPS, and recommend any required changes to the Board.
6. Conduct an exit interview with the Chief Constable and any member of Executive Management leaving SPS.
7. Regularly review SPS's human resources strategies and policies of SPS, ensuring they support the achievement of the Strategic Plan, and recommend any required changes to the Board.
8. Regularly review and monitor the results of any survey, reports, and other methods to measure employee engagement and the health of SPS's organizational culture.
9. Work with the Chief Constable to ensure SPS has an effective employee wellness program in place, and regularly review, monitor and modify the program, as appropriate.
10. Together with the Chief Constable, regularly review SPS staffing levels and processes for attracting, retaining, training, developing, motivating, and tracking the performance of SPS sworn and civilian personnel.
11. Together with the Chief Constable, ensure labour negotiations, strategies, and policies reflect the SPS's priorities, goals, and objectives.
12. Review and recommend to the Board for approval, bargaining committees and mandates for negotiation of collective agreements with certified bargaining units.
13. Review, recommend to the Board for approval, and monitor the implementation of SPS's collective bargaining agreement with its employees.
14. Receive regular updates on collective bargaining/interest arbitrations, material grievance patterns/trends and update the Board.
15. Together with the Chief Constable, review and monitor SPS's recruitment and diversity and inclusion policies and internal demographics to ensure they meet SPS's priorities, goals, and objectives and reflect continued progress in building a diverse and inclusive workforce which reflects the make-up of the communities served by SPS.
16. Monitor and regularly review the effectiveness of any secondment agreements, and personnel-related Shared Services Agreements with the City, and make any recommendations to the Board in respect of such arrangements.
17. Assist the Board Chair in processing complaints against the Chief Constable and Deputy Chiefs, as required.

18. Monitor the handling of significant internal discipline matters to assess the appropriateness of settlements or conclusions.
19. Review any new and significant organizational changes and human resource initiatives programs, or priorities, and recommend any changes to the Board.
20. On at least an annual basis, review SPS management's report of the key operational, reputational, and human resource risks, and management's systems and control plans to manage such risks.

COMPENSATION

1. Together with the Board Chair, lead the Chief Constable's compensation review strategy.
2. Together with the Chief Constable, review and recommend to the Board SPS's philosophy and guidelines for Executive Management and other management compensation.
3. Review any exempt compensation policies of the City applicable to SPS and recommend any exceptions or changes.
4. Oversee SPS's compensation philosophy, guidelines, and policies and recommend any changes to the Board.
5. Regularly review the Board Member *Per Diem* Policy and recommend any changes to the Board.

POLICY OVERSIGHT

The Committee has the responsibility to oversee the implementation and effectiveness of human resource and workplace standards policies, including with respect to hiring, compensation and evaluations, diversity and inclusion, employee benefits, respectful workplace and occupational health and safety, and shared services.

Confirm that appropriate policies and procedures are in place to monitor compliance with applicable laws and regulatory obligations and ascertain their adequacy and levels of compliance.

OTHER

1. Stay informed on current best practices in governance relevant to the Committee's mandate and recommend any changes to the Governance Committee.
2. Review such other matters that the Committee or Board deems advisable and timely.

12. FREEDOM OF INFORMATION COMMITTEE TERMS OF REFERENCE

INTRODUCTION

The Board has primary oversight responsibility for ensuring that information is disclosed by the Board in a fair and reasonable manner and in accordance with the standards and requirements of FOIPPA.

Although the Board Chair is the designated the “head” of the Board as a public body under FOIPPA, the Executive Director acts as the Board’s FOIPPA Coordinator and has day-to-day responsibility for ensuring the Board complies with FOIPPA, including managing correspondence with respect to access to information requests, notifying third parties, transferring requests, preparing draft responses, and severing records.

The purpose of the Freedom of Information Committee is to assist the Board in fulfilling its obligations and responsibilities under FOIPPA, including related to the release of information in response to information requests and to the collection, use and disclosure of personal information.

COMPOSITION

The Freedom of Information Committee is a committee of the whole.

FREQUENCY OF MEETINGS

Committee members meet as often as necessary to deal with FOIPPA requests and to carry out their responsibilities. Meetings are convened at the call of the Board Chair.

RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee assumes the following responsibilities:

1. In consultation with the Executive Director and the Board Chair, review information requests and recommend the release of information or, where appropriate and permitted under FOIPPA, recommend refusal of the release of information.
2. Periodically receive and review reports from the Executive Director concerning the number, nature, and management of information requests, the collection, use, and disclosure of personal information, compliance with FOIPPA provisions, and the status of any investigations by the Information and Privacy Commissioner.
3. Report to the Board concerning the management of information requests and the collection, use and disclosure of personal information.
4. Where the Committee determines it is necessary, refer an information request to the Board.
5. Oversee the process and policies for receiving, reviewing, and managing information requests.

6. Oversee the process and policies for collecting, using, and disclosing personal information, and make recommendations to the Board for any required changes.
7. Approve the engagement of legal counsel or other expertise as may be required to assist the Committee in undertaking its responsibilities, including responding to information requests and any investigations by the Information and Privacy Commissioner.
8. Make recommendations to the Board in connection with public disclosure of the Board's compliance activities with respect to FOIPPA.
9. Review and approve the entering into of any mediation or review process with the Office of the Information and Privacy Commissioner by the Executive Director or legal counsel on behalf of the Board.

C. GOVERNANCE PRACTICES

1. BOARD OPERATING GUIDELINES AND MEETING PROCEDURES

INTRODUCTION

The Terms of Reference for the Board define the role and responsibilities of the Board. The following outlines how the Board operates to carry out its duties of stewardship and accountability, including its procedures for holding Board meetings.

BEST INTERESTS AND GOVERNANCE STANDARDS

The Board is responsible for overseeing the affairs and conduct of activities of SPS and supervising the Chief Constable who is responsible for ensuring day-to-day operations at SPS are conducted effectively. Although Board members bring a point of view to Board deliberations, the best interests of SPS as a whole must be paramount at all times.

As a statutory body, the Board must:

1. Operate in all ways mindful of its obligations, responsibilities and accountabilities for the governance of SPS.
2. Be independent of SPS administration and management, political affiliation, and interest groups.
3. Be open, transparent and accessible to the public and SPS, while mindful of the need for confidentiality and security of information.
4. Be responsive to the community served by SPS.

The Board governs collaboratively and in a way that encourages strategic leadership rather than administrative detail. The Board maintains a clear distinction between Board governance and the Chief Constable's role as the chief executive officer of SPS. The Board directs, controls, and motivates SPS through the careful establishment of broad organizational policies reflecting the community's values, and ensures the Chief Constable carries out day-to-day operations and develops detailed policing and operational processes in accordance with Board-approved policies.

The Board establishes a collegial and cooperative relationship with officials of the Ministry, including the Police Services Division, the Independent Investigations Office, and the Office of the Police Complaint Commissioner, and fulfills all reporting requirements established under the Police Act.

RELATIONSHIP WITH SPS

Board members have no direct authority over members of SPS and do not interfere with SPS's operational decisions and responsibilities or with the day-to-day operation of SPS. The authority of individual police officers to investigate crime, arrest suspects, and lay information before the Justice of the Peace comes

from the common law, the Criminal Code, and other statutory authority and must not be interfered with by any political or administrative body, including the Board.

To maintain the importance of this distinction, the Board and Chief Constable commit to the following guiding principles with respect to their relationship and responsibilities:

1. Acknowledge the importance of goodwill between each other.
2. Respect each other's roles, interests and accountabilities.
3. Give each other the benefit of the doubt, accept honest mistakes and seek explanations before reacting.
4. Recognize and respect each other's decision-making process and lines of authority.
5. Promote common understanding and share information to the fullest extent possible in an atmosphere that promotes clarity, transparency, openness, and trust.
6. Achieve quick and effective resolution of issues.
7. Build stronger relationships.
8. Acknowledge that the Board's mandate is summarized as general oversight and setting of policing policy.
9. Recognize that the Chief Constable is responsible for daily policing and all operational matters.

MEETINGS OF THE BOARD

The Board meets as often as necessary to transact the Board's business and carry out its duties effectively.

Board meetings may be called as required to transact the Board's business by the Board Chair or, in the Board Chair's absence or unavailability, by the Vice Chair.

Over the course of a meeting year, the Board normally holds a series of regularly scheduled meetings and may hold special meetings and strategic sessions.

ANNUAL SCHEDULE AND NOTICE OF REGULAR MEETINGS

Typically, the Board holds ten regular meetings, and one strategic planning session per calendar year. The Board's regular meeting schedule (including the date, time, and location) for an upcoming meeting year is typically approved by the Board in the fall of year prior. Once approved, the annual schedule is provided to Board members and published on the Board's website. Notice of upcoming regular Board meetings are also provided at the previous regularly scheduled Board meeting. The Board may cancel or change the date, time, or location of any meeting if the Board determines the circumstances require, and any such changes are published on the Board's website.

SPECIAL MEETINGS

The Board Chair may call additional meetings that do not appear in the annual schedule to address special or emergent issues. Notice of any special meetings are provided to Board members at least 24 hours prior to such meeting or as soon as is practicable in the circumstances. The meeting notice specifies the item of business to be transacted at the meeting, and no business other than that described in the notice may be discussed at a special meeting. Notice for such meetings are provided by electronic means or the most efficient method in the circumstances as approved by the Board Chair. Such notices are also published on the Board portal of SPS's website.

COMMUNITY AND MEDIA NOTIFICATION

The public is notified of the time, place, and business of all open sessions of Board meetings by the schedule posted on the Board's website and by notification included on the meeting agenda.

ACCIDENTAL FAILURE TO SEND NOTICE

The accidental failure to send notice of a meeting to a Board member, or any accidental irregularity in connection with the giving of notice or the conduct of a meeting does not invalidate any proceedings of the Board meeting.

OPEN, CLOSED AND *IN CAMERA* SESSIONS OF BOARD MEETINGS

Board meetings are normally comprised of:

1. An open session;
2. A closed session; and
3. An *in camera* session.

OPEN SESSIONS

The Board is committed to the principles of accountability and transparency and to conducting its business in sessions which are open to the communities and public which are served by SPS. In accordance with the Police Act, all open sessions of Board meetings are open to the public and the Board does not exclude any person from its open sessions, except for improper conduct or public safety.

PARTICIPATION IN OPEN MEETINGS AND DECORUM

Members of the public may attend open sessions of Board meetings either in person or online using the participation facilities set up by the Board for that purpose and specified in the meeting notice. Any member of the public who wishes to attend open sessions of Board meetings are subject to space and technology restrictions. For attendance in person, priority is given to Board members and invited guests

and any remaining space is then made available to others on a first come, first served basis. All members of the public may view Board meetings through SPS's online platform.

Members of the public attending an open session of a Board meeting may not participate in discussion or debates and/or sit at the table, except where the Board Chair has given approval in advance of the meeting or during the meeting. At the end of each open session of a Board meeting, members of the public will have an opportunity to ask questions, as described in this policy.

All persons attending the open session of a Board meeting (whether in-person or online) are expected to behave in a respectful and civil manner. The Board Chair may remove any person in attendance due to improper conduct or public safety.

CLOSED SESSIONS

Closed sessions of Board meetings are attended only by Board members, the Executive Director, the Chief Constable, Executive Management, and other persons invited by the Board for specific agenda items. All other meeting attendees must leave the meeting if requested to do so by the Board Chair.

IN CAMERA SESSIONS

In addition to open and closed sessions or meetings of the Board, and in accordance with good governance principles, the Board may hold *in camera* sessions to provide a forum for Board members to meet with and without the Chief Constable or Executive Management present.

In camera sessions are attended by Board members and the Chief Constable in the first instance, and then by Board members only. The Executive Director also attends unless the Executive Director is excused by the Board Chair.

GUESTS

Guests may be invited to attend or speak at an open, closed, or *in camera* session of a Board meeting, with the approval of the Board Chair given at least 7 days in advance of the meeting, or at the sole discretion of the Board Chair during the meeting.

CRITERIA FOR OPEN, CLOSED AND IN CAMERA SESSIONS

Pursuant to the Police Act²⁴, the Board may hold closed or *in camera* meetings if the subject matter being considered concerns the following matters:

1. **Public security**, the disclosure of which could reasonably be expected to seriously impair effective policing or law enforcement.

²⁴ S.69 of the Police Act

2. **A person's financial or personal affairs**, if the person's interest in the matter outweighs the public interest in the matter.
3. **Personnel matters**, including labour contract discussions, labour management relations, layoffs or other personnel matters.
4. **Private information**, that a person has requested he or she be allowed to give in private to the Board or a Committee.

Without limiting the full scope of such matters, the following will normally be considered in an *in camera* session of the Board meeting:

1. Chief Constable appointment, performance, compensation, and succession planning matters.
2. Matters affecting the quality and effectiveness of Board or Committee meetings.
3. Internal governance matters, such as Board evaluations.
4. Meetings with external advisors or consultants where needed (e.g., auditors, legal counsel, compensation consultants).
5. Any other sensitive matter that a Board member may wish to be addressed.

Following the *in camera* meeting, the Board Chair reviews the results of the meeting with the Chief Constable and Executive Director as appropriate.

CONFIDENTIALITY OF CLOSED AND IN CAMERA SESSIONS

Deliberations and materials considered in closed or *in camera* sessions of Board meetings are confidential. All participants and attendees must respect this confidentiality.

Materials that are prepared for or distributed in closed or *in camera* sessions may only be published or otherwise released after approval of the Board Chair, after consultation with the Board and Chief Constable and Executive Director. Materials that contain personal information as well as the views, opinions, and contributions of specific individuals in attendance at meetings should be retrieved from all Board members once they have been dealt with, for secure disposal by the Executive Director in accordance with any applicable records retention policies of SPS.

AGENDA AND SUPPORTING MATERIALS

DETERMINING THE AGENDA

The Board Chair, in consultation Chief Constable and Executive Director, develops the agenda for each Board meeting. Board members may request items be added to the agenda through the Executive Director, with approvals by the Chair.

In developing agendas for Board meetings, the Board Chair will determine the designation of items for consideration in open, closed, or *in camera* session, at first instance and through consultation with the

Chief Constable and Executive Director. In determining the designation of items, overall consideration will be given to the criteria specified in these Board Operating Guidelines and Meeting Procedures.

Meeting agendas will reflect open, closed, and *in camera* sessions, and items designated for closed and *in camera* sessions will indicate the basis for designation with reference to the categories and criteria for closed or *in camera* items.

In developing meeting agendas, the Board Chair (in consultation with Chief Constable and Executive Director) has flexibility to decide the nature of business and order of discussion but ensures that all open meeting agendas include opportunities to receive delegations and questions from the public. Delegations and questions from the public are managed in the manner outlined in this policy.

DISTRIBUTION OF AGENDA AND MEETING MATERIALS

Under normal circumstances, the Executive Director makes best efforts to distribute the agenda and supporting materials to Board members via a secure Board document portal at least four days in advance of a regular meeting, and as soon as they are available for a special meeting.

The agenda and supporting materials for the open portion of the Board meeting, are posted to the Board portal on SPS's website at least two days before the Board meeting.

Where the Board Chair, in consultation with the Executive Director, determines that circumstances warrant, supporting materials may be distributed separately from the agenda or handed out at the meeting.

BOARD CHAIR AND VICE CHAIR'S ROLE AT MEETINGS

The Board Chair presides over all meetings of the Board. Should the Board Chair not be available or able to chair the meeting for any reason, the Vice Chair acts in the Board Chair's place. Should neither the Board Chair or Vice Chair be present or available, the Board elects an acting chair for the meeting until such time the Board Chair or Vice Chair is available.

PARTICIPATION IN MEETINGS

MEETINGS IN PERSON

Where possible, Board members are expected to attend meetings in person. However, in exceptional circumstances, a Board member may participate in a Board meeting by teleconference, videoconference, or such other technology that permits the person to be heard. In such case, the Board member is deemed to be present at the meeting and counted in quorum.

VIRTUAL PARTICIPATION

Provided all Board members agree in advance, the Board Chair may determine that a Board meeting be held entirely by means of a teleconference or video conference or other electronic means allowing all

Board members participating in the meeting to hear each other. Board members who participate in a meeting in such manner are deemed to be present at the meeting and are counted in quorum.

PROCEDURES AT BOARD MEETINGS

QUORUM

A quorum for meetings is a majority of the number of Board members then in office. A meeting of the Board, where notice has been given, and at which a quorum is present, is competent to exercise all or any of the authorities, powers, and discretion vested in or exercisable by the Board generally.

The Chair calls the meeting to order after the time fixed for the meeting, once quorum is present. If quorum is not present within 30 minutes after the fixed time for the meeting, the Executive Director records the name of the Board members present and the Chair adjourns the meeting. If a quorum is lost during a meeting and not regained within 15 minutes, the Chair adjourns the meeting.

ACHIEVING CONSENSUS

During Board meetings, Board members strive to achieve consensus on any recommendations, decisions or resolutions that are presented for discussion and approval. The Board Chair facilitates open and constructive communication amongst Board members so that consensus can be reached.

In the spirit of reaching consensus, Board members are encouraged to interact with fellow Board members and management in a respectful, collaborative, and constructive manner, and to strive to find a solution or reach a decision that makes sense and is in the best interests of SPS.

VOTING

Where consensus cannot be met, decisions are made by a majority of votes.

Unless a Board member has declared a conflict of interest, each Board member, other than the Board Chair, has equal voting privileges. Except for the Board Chair, Board members may not abstain from voting unless required to do so due to a conflict of interest. Voting by proxy is not permitted.

The Police Act²⁵ provides that in case of a tie vote, the Board Chair may cast the deciding vote. The Board has interpreted this section to mean that the Board Chair is not entitled to vote except to cast the deciding vote in the event of a tie. If the Board Chair elects not to cast a deciding vote, the motion fails.

Where a Board member has declared a conflict of interest with respect to a particular agenda item, the Board member is not entitled to vote on that agenda item. Depending on the issue, the Board member may also need to recuse themselves from the discussion at the direction of the Board Chair.

²⁵ Section 25(3) of the Police Act

Voting is conducted by a show of hands, a roll call (voice), electronically (email), consensus, or otherwise in such manner that clearly evidences a Board member's vote and is accepted by the Board Chair.

A declaration by the Board Chair that a motion has been carried and an entry to that effect in the minutes of the meeting are evidence of the action taken, without proof of the number or proportion of the votes recorded in favour or against such resolution. Any Board member may ask at the time of the vote that the Board member's individual vote in favour of or against the motion be recorded in the minutes.

DELEGATES

Any Delegate may address the Board at an open session of a Board meeting (time permitting) on any topic that:

1. Relates to SPS police services or policies.
2. Affects a segment of the community, as opposed to a single individual.
3. Relates to a strategy of policing, as opposed to a single action by one or more officers.
4. Relates to the Board's oversight mandate, as opposed to day-to-day police operations.

Delegates may not address the Board with respect to any matter that relates to a conduct complaint within the jurisdiction of the Office of the Police Complaint Commissioner or is a substantial repeat of information presented by the Delegate to the Board within the previous six months. The Executive Director keeps track of such matters and if appropriate, refers the Delegate to the appropriate oversight body.

A Delegate that wishes to address the Board at an open session of a Board meeting may do so by making a written request to the Executive Director specifying the topic on which the Delegate wishes to speak. The Board will consider the request at the next Board meeting and the Executive Director will advise the applicant of the Board's official decision. If a request has extenuating circumstances that requires an expedited process, the Executive Director will seek Board approval prior to the next Board meeting. The Executive Director may limit the number of Delegates appearing at any given open session of a Board meeting if the allotted agenda time does not allow for all Delegate requests to be accommodated. In addition, a Delegate may not address the Board more than twice in a calendar year (or within 6 months) without prior approval of the Board.

A Delegate that has been approved to speak at an open session of the Board meeting must provide a written submission and a list of persons attending to the Executive Director, to be distributed with the meeting materials. At the Board meeting, the Delegate is provided the opportunity to present to the Board, for a maximum of five minutes (unless extended by the Board). Upon completion of the presentation, Board members may ask questions for the purposes of clarification and obtaining additional, relevant information.

When addressing the Board, Delegates are expected to act respectfully and adhere to all practices established by the Board Chair for constructive discussions and maintaining decorum at the meeting.

OPPORTUNITY FOR QUESTIONS FROM THE PUBLIC

At the end of each open session of a Board meeting, the Board provides members of the public with the opportunity to ask questions or seek clarification related to the business discussed at the meeting. The agenda specifies how much time is allotted for this purpose.

Members of the public who attend the meeting through the Board's online platform may email their questions to the Board through this online platform and the Executive Director will provide such questions to the Board Chair at the meeting for response or follow up, time permitting. If the question does not relate to business discussed at the meeting, the Board Chair may request the Chief Constable to speak to the questioner outside of the meeting.

CONSENT RESOLUTIONS

Whenever there is a matter of urgency that requires the Board's immediate attention, the Board Chair may direct the Executive Director to circulate a consent resolution to Board members which deals with the matter. A resolution approved electronically (via email or the Board's document sharing portal) and consented to by all Board members entitled to vote on that resolution has the same force and effect as if passed at a properly constituted Board meeting. Such consent resolution is ratified at the next regular Board meeting.

MINUTES

OFFICIAL RECORDS

The Executive Director ensures there are minutes of the proceedings for all open and closed Board meetings and all Board hearings and inquiries.

The minutes and records maintained by the Executive Director are the official records of the Board.

All minutes must set out the date, time, and location of the Board meeting, the attendance of Board members, a summary of the discussion, and a record of the Board's decisions, as well as any follow-up action items arising out of the meeting. Opinions or views expressed by participants at Board meetings are considered personal information and confidential and must not be recorded in the minutes.

APPROVAL AND DISTRIBUTION OF MINUTES

- **Minutes of Open Sessions:** Minutes of open sessions of Board meetings are approved as soon as practicable at the next Board meeting or by consent resolution, following which such approved minutes are published on the Board portal on SPS's website, or by such other method as determined appropriate by the Board, in a timely manner.

- **Minutes of Closed Sessions:** Minutes of closed sessions of Board meetings are distributed only to Board members and other individuals as authorized by the Board and are confidential unless resolved otherwise by the Board.

Minutes of closed sessions are approved as soon as practicable at the next closed session of a Board meeting or by consent resolution.

- **Minutes of *In Camera* Sessions:** The Executive Director records only the results of any decisions taken or actions item arising. Minutes of *in camera* sessions are approved as soon as practicable by the Board and are confidential.

RECORDS RETENTION

In accordance with the Police Act, all approved minutes of the Board's meetings, hearings, and record of its inquiries, are retained by the Executive Director and filed with the Police Services Division.

2. COMMITTEE OPERATING GUIDELINES

INTRODUCTION

The Board may appoint such committees it considers necessary and appropriate to assist the Board in carrying out its work.

The Board may also establish task forces, advisory committees, or other temporary working groups as required from time to time.

Current standing Committees of the Board are:

- Finance and Audit
- Governance
- Human Resources and Compensation
- Freedom of Information

The Terms of Reference for each Committee defines the role and responsibilities of each Committee and are set out separately. The following outlines the key guidelines governing how all Committees will operate to carry out their duties of stewardship and accountability.

PURPOSE

The purpose of the Committees is to provide in-depth concentration in key areas of Board responsibility and to help the Board carry out its work.

TERMS OF REFERENCE REVIEW

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.

ACCOUNTABILITY

On such terms as it sees fit, the Board may delegate any but not all of its powers and responsibilities to one or more Committees. Each Committee is accountable to the Board.

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.

COMPOSITION AND APPOINTMENT

The Board's standing Committees are ideally composed of three Board members.

Board members will identify the Committees on which they prefer to serve, having regard to their professional designations, skills and experience.

The Board Chair is responsible for appointing Board members to Committees²⁶ and will make best efforts to assign Board members based on their identified preference.

MEETINGS

ANNUAL SCHEDULE

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

MEETING NOTICE

A Committee's regular meeting schedule (including the date, time, and location) for an upcoming meeting year is typically approved by the Committee at least four to six months in advance. Once approved, the annual schedule is provided to Committee members and included in the Board calendar. 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.

Additional meetings (meetings that are not included on the annual schedule) may be called with 24 hours notice.

A meeting, and the notice issued to convene the meeting, will be deemed valid with respect to each Member in attendance at that meeting and for all business transacted during that meeting, and each such Member will be therefore be precluded from later challenging the validity of the meeting or the business transacted therein.

AGENDA AND MEETING MATERIALS

The Committee Chair, in consultation with the Executive Director, develops the agenda for each Committee meeting.

The Executive Director makes best efforts to distribute the agenda and supporting materials for Committee meetings via a secure Board document portal at least four days in advance of a regular meeting, and as soon as they are available for a special meeting.

²⁶ *The Board Chair is not obligated to be a member of any Committee, but may do so at the Board Chair's discretion.*

COMMITTEE CHAIR'S ROLE

The Committee Chair presides over all meetings of the Committee. 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.

QUORUM

Quorum for the transaction of business at a Committee meeting is a majority of appointed Board members.

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.

MEETINGS IN PERSON AND VIRTUAL PARTICIPATION

Where possible, Committee members are expected to attend regular Committee meetings in person. However, in exceptional circumstances a Committee member may participate in a Committee meeting by teleconference, videoconference, or such other technology that permits the person to be heard. In such case, the Committee member is deemed to be present at the meeting and counted in quorum.

Provided all Committee members agree in advance, the Committee Chair may determine that a Committee meeting be held entirely by means of a teleconference or video conference or other electronic means allowing all Committee members participating in the meeting to hear each other. Committee members who participate in a meeting in such manner are deemed to be present at the meeting and are counted in quorum.

GUESTS

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

Committee meetings are not open to members of the public. However, a Committee may invite, in consultation with the Chief Constable, such SPS personnel and other guests as may be considered desirable, to attend all or a portion of meetings and assist in the discussion and consideration of the business of the Committee.

VOTING

All Committee members, including the Committee Chair, have the right to vote. 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. In the case of a tie vote, the Committee Chair does not have a second or casting vote. A tie vote constitutes a failed motion.

IN CAMERA SESSION WITHOUT MANAGEMENT

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

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

CONFIDENTIALITY OF MEETINGS

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

CONSENT RESOLUTIONS

A resolution approved electronically (via email or the Board's document sharing portal) and consented to by all Committee members entitled to vote on that resolution has the same force and effect as if passed at a properly constituted Committee meeting.

MINUTES

The Executive Director ensures there are minutes of the proceedings drafted for all Committee meetings. Minutes are not taken of the *in camera* portion of Committee meetings, however, the Executive Director ensures there are records of all recommendations of the Committee made at an *in camera* session or made outside of a meeting.

All minutes must set out the date, time, and location for the Committee meeting, the attendance of Committee members, a summary of the discussion, and a record of the formal actions, recommendations, and resolutions of the Committee taken. Opinions or views expressed by participants at Committee meetings are considered personal information and confidential and must not be recorded in the minutes.

Committee members are provided with draft minutes of each Committee meeting as soon as possible after each meeting. Minutes of Committee meetings are approved as soon as practicable at the next Committee meeting or by consent resolution. Once approved by the Committee, the minutes serve as the official record of the meeting. Committee minutes are placed on the following Board meeting agenda for information.

RECOMMENDATIONS AND REPORTING

After each Committee meeting, the Committee Chair provides a report that summarizes what the Committee has been working on since it last reported to the Board, what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda. The report should have sufficient detail to inform the Board about the Committee's work and enable a reasonable discussion of the matters being brought forward by the Committee for discussion or approval, including a reasonable analysis of the information, alternatives considered, risk considerations, recommendations, and impact to the Strategic Plan.

Each Committee makes periodic recommendations to the Board in respect of the subject on which it was created to provide advice. The Board takes into consideration but is not bound by Committee recommendations.

MANAGEMENT SUPPORT

The Executive Director works with the Committee Chair to establish meeting agendas and with SPS personnel to prepare meeting materials.

In addition, each Committee Chair will advise the Chief Constable when the Committee wishes to use SPS personnel as Committee support. The Chief Constable designates Executive Management and/or staff support as appropriate to each Committee.

EXTERNAL ADVISORS

In carrying out its responsibilities, each Committee:

1. Relies on the Chief Constable to provide it with accurate and complete information.
2. Having regard to SPS's internal resources and budget, and subject to Board approval, is entitled to retain and rely on external professional services firms, consultants, advisors, and other experts as needed to fulfill its mandate.

D. KEY BOARD STEWARDSHIP PROCESSES

4. BOARD MEMBER ORIENTATION AND PROFESSIONAL DEVELOPMENT

INTRODUCTION

The Chief Constable and Board (through the Chair of the Governance Committee) ensure there is an orientation program for new Board members. The Orientation Program uses materials and resources that inform and educate Board members on SPS's governance framework, its services and programs, operations, current issues, strategies and key risks.

GOALS

The orientation is aimed at increasing a Board member's familiarity with SPS and equipping Board members with sufficient information and resources that will facilitate fully informed decisions and effective contribution by Board members. The goals of the orientation program are to:

- 1.** Ensure that each new Board member has a clear understanding of the Board's governance framework, including the role of the Board, its supporting committees, and expectations of Board member performance.
- 2.** Help new Board members build an understanding of SPS, its operations and working environment including its:
 - a.** Mandate, vision, mission, and strategy.
 - b.** Priorities, goals, and objectives.
 - c.** Operational and financial performance.
 - d.** Major risks and risk management strategy.
 - e.** Key performance indicators.
- 3.** Get to know and understand individuals involved with SPS, including:
 - a.** Fellow Board members.
 - b.** Chief Constable and Executive Management.
 - c.** Executive Director and Executive Director's staff.
- 4.** Build an understanding of SPS's main relationships, including those with the City and City Council, the Province (through the Minister of Public Safety and Solicitor General, the Independent

Investigations Office, Office of the Police Complaint Commission, and the Director of Police Services), other law enforcement and police agencies and communities served by SPS.

BOARD MEMBER ORIENTATION PROGRAM

Each new Board member participates in an orientation session(s) consisting of an initial orientation and review of key documents. In their first year, new Board members are encouraged to attend one meeting of each Board Committee meetings regardless of what Committee they are a member of.

The orientation session(s) uses materials and resources that inform and educate Board members on SPS's priorities, goals and objectives; key stakeholders and partners; operations; and current issues.

INITIAL ORIENTATION

The table in Appendix 4 sets out the anticipated steps in the orientation process and identifies respective roles and responsibilities for each component. The table is a guideline only and can be adjusted as required to accommodate the needs of each Board member. The Board member is also assigned to a senior Board member as a resource.

BOARD MEMBER ONGOING PROFESSIONAL DEVELOPMENT

GENERAL

Every new Board member is required to complete Police Board training offered through the Minister of Public Safety and Solicitor General. In addition to this preliminary governance training, SPS is committed to ongoing professional development of its Board members and provides ongoing educational opportunities to continuously deepen the Board's understanding of SPS and its operating environment. This may take place during regular Board or Committee meetings, retreats, or on an individual basis, determined by the needs of the Board and/or Board members. Development may also address educational needs specific to SPS's context and the role, responsibilities, and duties of the Board and Board members.

The Board recognizes that educational opportunities may lay outside of SPS's organizational capacity and therefore, Board members may pursue course offerings provided by the Government and/or third-party institutions. The Executive Director regularly distributes a listing of available third-party offerings related to Board member and/or police board educational opportunities. In addition, if a Board member wishes to take advantage of a professional development opportunity not previously identified and seeks reimbursement from SPS for expenses related to the opportunity, the Board member must obtain prior approval from the Chair of the Governance Committee. Board members are expected to share their learnings with the Board upon completion of the development opportunity.

When considering possible development opportunities, Board members should keep in mind the following:

1. Do they have sufficient time left in their tenure to make the best use of the opportunity?
2. How will this opportunity benefit the Board and/or SPS?
3. Is this consistent with SPS's priorities, goals, and objectives?

FUNDING FOR PROFESSIONAL DEVELOPMENT

The annual Board budget will provision for conferences and seminars to allow for professional development for Board Members. Board members who wish to take training outside of pre-approved conferences, seminars and webinars (BC Association of Police Boards and Canadian Association of Police Governance) may seek approval from the Board for any related expenditures including course/conference costs and associated travel.

5. BOARD COMPOSITION AND SUCCESSION PLANNING

INTRODUCTION

The authority to appoint Board members rests with City Council and the Lieutenant Governor in Council. These appointing bodies run their own independent processes to advertise vacancies and to identify, evaluate and appoint candidates for Board vacancies. The Board, through the Governance Committee, has the opportunity and responsibility to provide advice to the appointing bodies regarding the needs of SPS and the criteria those appointing bodies are encouraged to consider when making appointments.

PROCESS FOR IDENTIFYING CANDIDATE BOARD MEMBERS

1. The Governance Committee annually reviews the Board Skills and Experience Matrix against the Strategic Plan and updates the Matrix if required, for approval by the Board.
2. The Governance Committee annually conducts a skills and experience gap analysis and develops a Board member recruitment profile, taking into consideration the Board's Diversity Statement. The Board member recruitment profile is reported to the Board for approval.
3. Once approved by the Board, the Executive Director forwards the Board member recruitment profile to the appointing bodies.

6. BOARD AND COMMITTEE EVALUATION

INTRODUCTION

As part of its dedication to excellence in its governance practices, the Board is committed to regular evaluations of the effectiveness of the Board and Board Committees. Board evaluation provides Board members with an opportunity each year to examine how the Board, Committees and Committee Chairs and Board members are performing and to identify opportunities for improvement. The objective of these assessments is to contribute to a process of continuous improvement in the Board's execution of its responsibilities.

PROCESS

The Governance Committee oversees the implementation of the evaluation process and recommends the method, content and timing for all evaluations and reviews them with the Board. The process may evolve based on and taking into account the Board's stage of development and past Board evaluation processes and results and may include, but is not limited to, the following:

1. Surveys;
2. Interviews with each Board member;
3. Facilitated group discussions with the Board; and/or
4. Perspectives developed from Chief Constable and Executive Management team members who regularly interact with the Board.

The Governance Committee, with Board approval, may engage an external consultant to assist in the design and implementation of an evaluation process.

The Governance Committee (either directly or through an external consultant) reviews the evaluation results and develops recommendations to the Board at the next Board meeting following the evaluations, or as soon as possible thereafter:

1. The Governance Committee Chair reports on the evaluation process undertaken, the results and any recommendations;
2. The Board determines what, if any, actions shall be undertaken for the upcoming year.

BOARD EVALUATION

OBJECTIVE

The objective of the Board evaluation process is to assess the overall performance of the Board in keeping with the Board's responsibilities and governance framework.

AREAS TO BE EVALUATED

Board evaluation is designed to review the effectiveness of Board and may cover areas such as:

1. The quality of Board meetings.
2. Board dynamics, including the quality of the discussion.
3. The appropriateness and sufficiency of financial and operational reporting and briefing packages.
4. The quality of the relationships between Board and the Chief Constable.
5. Board's practices with respect to ethical conduct and acting in the public interest.
6. Board member orientation and ongoing training and development.
7. Board processes with respect to Board composition, succession & evaluation, strategic planning, risk management, Chief Constable evaluation and succession, and other key areas of organizational stewardship.
8. Board's relationship with the City, Province, other jurisdictional governments, the community, and other key stakeholders and partners.

COMMITTEE EVALUATION

OBJECTIVE

The objective of a Committee evaluation is to assess the overall performance and functioning of the Committee and thus contribute to the Board's overall performance. Committee evaluation is usually carried out in conjunction with the Board evaluation.

AREAS TO BE EVALUATED

Committee evaluation covers such areas as:

1. The appropriateness of the Committee's terms of reference.
2. The composition of the Committee.
3. The contributions of the Committee to the Board's work.
4. The quality of Committee information and meetings, including Committee dynamics.
5. The quality of reporting to the Board.
6. The overall effectiveness of the Committee.

7. BOARD MEMBER *PER DIEM* POLICY

COMPENSATION FOR BOARD MEMBERS

INTRODUCTION

Board members, other than the Mayor as Board Chair, are eligible to receive a *per diem* for Board service. The *per diem* is not designed to compensate a Board member for actual hours worked. Rather, it is in the nature of an honorarium or stipend designed to express appreciation for contributed hours. In addition, Board members will be reimbursed to cover out-of-pocket expenses (e.g., parking, travel costs, etc.) incurred while carrying out their Board duties. Extraordinary expenses are reviewed and reimbursed on a case-by-case basis by the Human Resources and Compensation Committee.

Per Diems are not paid for:

1. Participation at social events or awards/recognition ceremonies.
2. Informal meetings with Board and SPS personnel.
3. Externally organized workshops, events, or professional development sessions, unless specifically authorized by the Board based on the level of work and responsibility involved and the benefit to the Board of having the Board member participate.

The Executive Director submits a *per diem* payment form to SPS at the end of each month and Board members are paid monthly. Board members will receive a T4 at year end. Income tax, CPP and any other statutory deductions are deducted from fees prior to payment, unless otherwise exempt.

BOARD AND COMMITTEE MEETING FEES

Board Members who attend Board/Committee meetings are entitled to a meeting fee of \$273 per meeting (of 4 hours or less in duration) and \$548 per meeting (of 4 to 8 hours in duration). If the Board meets for more than 8 hours consecutively, a further *per diem* will be paid. These rates include meetings via video or teleconference.

Travel time is not eligible for reimbursement.

This *per diem* is paid for attendance at:

1. Regular and special Board meetings.
2. Regular and special Committee meetings of which the Board member is a member.
3. Attendance at official Board meetings of the BC Association of Police Boards and the Canadian Association of Police Boards by Board members who are also members of those boards. A further *per diem* of \$100 is paid for any day spent travelling (outside the Lower Mainland or Vancouver Island) before or after such the meeting. This is in addition to payment for travel and meals made under SPS's travel policy.

4. Official Board workshops organized by SPS (e.g., annual strategic planning workshop).
5. Joint board-to-board meetings with key stakeholders and partners.
6. Formal briefings or presentations at the request of the Board.
7. Promotional Interviews or Board member Interviews.
8. Training sessions for police boards (not including webinars).
9. Speaking on behalf of the Board at a swearing-in ceremony.
10. Annual performance reviews (e.g., of the Chief Constable)
11. Other special meetings determined by the Board.
12. Meetings at the request of the Chief Constable approved by the Chair.

PER DIEM FOR OTHER MEETINGS AND ACTIVITIES

A flat *per diem* of \$150 is paid for:

1. Facility tours, orientations, and educational presentations organized by the Board.
2. Participation in a police ride-along (maximum once annually).
3. Training Webinars.
4. Other similar activities arranged and approved by the Board.

A *per diem* of \$50 is paid for meetings that are short in duration (less than one hour) that does not require advance preparation by board members such as provincial check-ins and updates by the Chief Constable.

A *per diem* of \$200 is paid for each day attended at a conference (BCAPB, CAPG, etc.) exclusive of per diems paid for out of pocket expenses such as meals and travel.

ATTENDANCE IN AN OFFICIAL CAPACITY AT SOCIAL EVENTS

In the course of the year, Board members are invited to various social events in their official capacity. For some of these events, there is a charge for attendance. The cost of Board members' tickets to social events are paid for by SPS where all of the following apply:

1. Board members have been invited in their official capacity.
2. The event takes place in Surrey.
3. The event is directly related to the work of the Board or SPS.

Social events at BCAPB and CAPG Annual Conferences and AGMs will be paid for by the Board. Where events are primarily for the purposes of fundraising, tickets will not be paid for by SPS. In addition, tickets for partners or other accompanying persons will not be paid for by SPS.

ANNUAL REVIEW OF BOARD COMPENSATION

The amounts paid to Board members is reviewed annually by the Human Resources and Compensation Committee who ensures such amounts paid (including *per diem* rates) remain appropriate and in line with similar boards.

RECORDS

The Executive Director keeps records of all fees and expenses paid to Board members on behalf of SPS. *Per diem* expenditures will be reported publicly on an annual basis.

E. KEY ORGANIZATIONAL STEWARDSHIP PROCESSES

The following pages provide a high-level overview of the Board’s practices in the following key areas of organizational stewardship:

- 1.** Strategic Planning.
- 2.** Risk Management.
- 3.** Chief Constable Succession Planning.
- 4.** Chief Constable Evaluation.
- 5.** SPS Culture and Human Resource Oversight.
- 6.** Employment and Collective Bargaining Oversight.
- 7.** Financial and Budgetary Oversight.
- 8.** Service or Policy Complaints and complaints against the Chief or Deputy Chief Constables.
- 9.** Governance Partner and Stakeholders Relations Oversight.
- 10.** Communications and Community Engagement.
- 11.** Privacy, FOIPPA, and Records Oversight.
- 12.** Information Technology Oversight.
- 13.** Legal and Compliance Oversight.
- 14.** Rules and Policy Development.

1. STRATEGIC PLANNING

SPS's strategic planning process is a collaborative process between the Chief Constable and the Board. The process consists of several levels of planning activities, as follows:

1. Long-term Strategic Plan Development: At least once every five years, the Chief Constable meets with the Board to present the Chief Constable's current view of SPS's opportunities and risks facing SPS and the funding capabilities of City Council, and to ensure alignment regarding the Strategic Plan for the next five years. The Board and Chief Constable further develop the five-year plan to ensure it aligns with local and provincial public safety strategies.
2. The SPS Priorities, Goals, and Objectives Development: Annually, the Board, in consultation with the Chief Constable, establishes the priorities, goals, and objectives for the coming year. Upon Board approval and with feedback from the Board and taking into account the Strategic Plan, the Chief Constable develops and updates Annual Plans to articulate how SPS will work in the coming year to achieve the SPS priorities, goals, and objectives, including the specific programs, strategies and activities to be undertaken and the key performance metrics to measure the expected impacts or outcomes.
3. Board Approval: Upon approval, the Board provides the annual SPS priorities, goals, and objectives to the Director within 30 days.²⁷
4. Key Performance Metrics: The Chief Constable develops metrics for the Strategic and Annual plans for approval by the Board.

The Chief Constable reports at mid-year and year-end²⁸ to the Board concerning the progress against the Annual Plans and key performance metrics. The Board and Chief Constable determine any required actions or adjustments to priorities to meet changing operational, investigative, administrative, or community needs. The Board and Chief Constable report annually to SPS's stakeholders and partners on SPS's performance.

²⁸ S.26(5) of the Police Act requires the Chief Constable to report to the Board each year on the implementation of programs and strategies to achieve the priorities, goals, and objectives.

2. RISK MANAGEMENT

SPS's ongoing strategies and activities expose SPS to a wide variety of risks in virtually all aspects of its operations. A key responsibility of the Board is to oversee the management of these risks and ensure an effective enterprise-wide approach to managing risk for SPS. The Board ensures SPS has a thorough risk management program pursuant to which material, strategic, financial, reputational, governance, operational, and other risks are identified, and systems are implemented to manage or eliminate those risks. The risk management process consists of the following activities:

1. The Board meets with the Chief Constable to review and discuss areas of risk that may impact SPS during transition and ongoing operations. With Board input, the Chief Constable develops a risk acceptance statement which describes the amount and type of risk SPS is willing to accept in pursuit of its Strategic Plan. The Chief Constable also develops a risk management policy which defines objectives, responsibilities, monitoring, and reporting under SPS's enterprise risk management framework. The Board approves the risk acceptance statement and risk management policy.
2. Consistent with the risk acceptance and risk tolerance statements and risk management policy, the Chief Constable establishes a risk assessment matrix, key risk metrics, processes, procedures, and mechanisms to identify, estimate, implement control strategies, create measurements of expected outcome, analyze deviations from expected outcomes to monitor material risks and obtains feedback and approval from the Board.
3. The Chief Constable regularly reviews SPS's material financial, and non-financial risks and reports to the Board at each Board meeting on SPS's management of these risks.
4. At least annually, the Board reviews SPS's material risks in light of the risk appetite statement as well as the effectiveness of SPS's risk management policies and procedures²⁹.
5. Where appropriate (i.e., considering SPS's internal resources, budget, and in consultation with the Chief Constable), the Board may consult with one or more external consultants to provide an independent overview of any or all of SPS's key risks and risk management strategies.

²⁹ SPS Policy AD 8.5 Audit Process may be referred to during this annual review.

3. CHIEF CONSTABLE SUCCESSION PLANNING

The purpose of succession planning is to ensure that, as SPS grows and changes, sustaining leadership is in place for SPS to achieve its strategic objectives. Under the leadership of the Human Resources Committee, the Chief Constable succession planning process consists of the following activities:

1. The Board establishes a fair, inclusive and transparent process for the selection and appointment of the Chief Constable, and ensures the Chief Constable has in place a fair, inclusive and transparent process for the selection and appointment of Senior Management and sworn and civilian personnel.
2. The Board selects and appoints the Chief Constable. In consultation with the Chief Constable, approves the appointment of the Deputy Chief Constables, and delegates the authority to appoint all other sworn and civilian personnel to the Chief Constable.
3. Together with the Chief Constable, the Board annually reviews and updates a succession plan for the Chief Constable position that includes:
 - a. A description of the key attributes to the Chief Constable's position.
 - b. A description of the key attributes needed for a person stepping into the Chief Constable's role on an interim basis in the event of an unplanned departure of the Chief Constable.
 - c. An assessment of potential Chief Constable successor candidates against the key attributes.
 - d. A talent management succession plan to support the development of potential Chief Constable candidates with reference to the key attributes.
 - e. An assessment of potential candidates who could fill the Chief Constable's role on an interim basis should there be an emergency or unplanned departure of the Chief Constable.
4. The Chief Constable annually drafts or updates internal processes for succession of Executive Management positions (e.g., establishes criteria for each key position, develops and regularly reviews a management succession plan for Deputy Chiefs and other members of Senior Management, designs SPS's leadership assessment and development plans and processes, monitors progress of potential candidates), and reviews those plans with the Board.
5. The Chief Constable provides periodic updates (at least annually) on the progress to build leadership talent and succession capability at SPS, as well as assessments of the most likely successors for the Chief Constable, Deputy Chiefs, and other Executive Management positions. In developing and monitoring management succession plans, the Chief Constable seeks to develop diverse candidate pools for succession where feasible in accordance with the Board's Diversity Statement.

4. CHIEF CONSTABLE EVALUATION

The evaluation of the Chief Constable is one of the most important responsibilities of the Board. The evaluation process provides a formal opportunity for the Board and Chief Constable to have a constructive discussion regarding the performance of SPS and the Chief Constable's leadership at SPS. The evaluation process is carried out under the leadership of the Human Resources and Compensation Committee with input from the Board. The Chief Constable evaluation process consists of the following activities:

1. Each year, the Chief Constable prepares annual performance goals and objectives for the following year, specifying how progress against each target will be measured. The goals and objectives are developed with reference to the Strategic Plan and Annual Plans, and may include areas such as leadership and strategy, police services delivery, communication, human resources management, financial management, governance partner and stakeholder relations, and community knowledge. The Chief Constable shares those targets with the Human Resources and Compensation Committee, who reviews and, if necessary, amends them, in consultation with the Chief Constable. The targets are then presented to the full Board for discussion, revision if required, and approval.
2. Approximately six months after the targets are approved, the Human Resources and Compensation Committee and Chief Constable review and discuss the Chief Constable's targets and progress against them.
3. Annually under the purview of the Human Resources and Compensation Committee, the Chief Constable prepares a written self-assessment, rating the Chief Constable's performance against their general responsibilities and previously agreed-upon annual goals and objectives.
4. The Human Resources and Compensation Committee annually recommends to the Board the specific evaluation processes to be undertaken, the areas to be evaluated, and whether or not to retain an external consultant to assist with the evaluation.
5. The Human Resources and Compensation Committee obtains confidential input on the Chief Constable's performance from all Board members (and where appropriate, at the Board's discretion, from the Chief Constable's direct reports and from SPS's stakeholders and other partners), consolidates all feedback and considers it together with the Chief Constable's written self-appraisal, and discusses the results in confidence with the Board.
6. The Board determines its evaluation of the Chief Constable.
7. The Chair and the Chair of the Human Resources and Compensation Committee provide the Chief Constable with a written summary of the Board's evaluation and meet with the Chief Constable to discuss the summary.
8. The Chief Constable may provide the Board with a written response to the review, through the Chair.

9. The Chief Constable may receive periodic performance feedback during the year from the Chair.

5. SPS CULTURE, VALUES AND HUMAN RESOURCE OVERSIGHT

The Board sets the foundations for and monitors the base elements of SPS's human resources, including leadership recruitment, talent development, compensation and health and safety, and values necessary to deliver on its vision and strategic priorities. The Board ensures SPS develops and sustains a diverse and inclusive workforce which reflects the make-up of the communities served by SPS. The Chief Constable continues shaping this foundation by ensuring the appropriate human resources and values are demonstrated and supported throughout SPS to effectively deliver on its strategic priorities, goals, and objectives, including the goal of a diverse and inclusive workforce. The process for overseeing SPS's values and human resources is carried out under the leadership of the Human Resources and Compensation Committee with input from the Board, and consists of the following activities:

CULTURE AND HR STRATEGY

1. The Board meets with the Chief Constable annually to develop an understanding of the current and desired culture for SPS in light of its vision, values, priorities, goals, and objectives, and to ensure alignment regarding the leadership, talent development, and human resource structures required to deliver on these priorities.
2. The Chief Constable develops an overall human resource strategy and obtains feedback from the Board.
3. The Chief Constable finalizes the draft human resource and workplace culture strategy and presents it to the Board for approval.
4. The Board reviews and approves the human resource and workplace culture strategy.
5. The Board also reviews any related human resource risks.
6. The Chief Constable and the Board agrees on a set of key performance measures by which to measure progress against the approved human resources strategy.
7. To understand the health of human capital and culture at SPS and progress against its strategic priorities, the Chief Constable regularly (at least quarterly) reports to the Board (through the Human Resources and Compensation Committee) on the process, progress, and the implementation of SPS's human resource strategy, including the results of any surveys, reports or other methods to measure employee engagement and the health of the organizational culture.

HR POLICY OVERSIGHT

1. At least annually, the Board (through the Human Resources and Compensation Committee) reviews the effectiveness of SPS's key human resource and workplace culture policies³⁰, provides guidance, and approves any desired changes.

SHARED SERVICES

1. The Chief Constable develops a working protocol with the City for the utilization of any required human resource services of the City and obtains feedback from the Board.
2. The Board oversees the terms of any shared service arrangements with the City and ensures they are consistent with SPS's human resources strategy.

EXECUTIVE DIRECTOR POSITION DESCRIPTION AND PERFORMANCE REVIEW

1. The Board approves the position description for, and appointment of the Executive Director and any other personnel required to assist the Executive Director.
2. The Board annually reviews the performance of the Executive Director, through a formal process led by the Board Chair and Human Resources and Compensation Committee.

³⁰ Examples of such policies may include Recruitment, Diversity and Inclusion, Healthy Workplace, Workplace Safety, Organizational Culture, Employee Wellness and Support, Career Development, Performance Planning and Review, and Staff Recognition.

6. EMPLOYMENT AND COLLECTIVE BARGAINING OVERSIGHT

The Board hires, negotiates, and enters into contractual arrangements with the Chief Constable and Deputy Chief Constables. Pursuant to the *Police Act*³¹, the Board is also the employer of all sworn and civilian personnel of SPS and has the ultimate responsibility for the negotiation of any collective agreement with the association or bargaining unit that represents SPS's employees (other exempt sworn and civilian personnel who are not covered under any such collective agreement). The process for overseeing SPS's collective bargaining is carried out under the leadership of the Human Resources and Compensation Committee with input from the Board, and consists of the following activities:

EMPLOYER

The Board establishes all job classifications for its exempt employees as well as an exempt job classification appeal process, recognizing the Board's authority as the employer.

COLLECTIVE BARGAINING

1. Together with the Chief Constable, the Board develops, approves, and regularly reviews SPS's labour negotiations strategies.
2. Following receipt of notice to commence collective bargaining, the Board approves the Terms of Reference and membership of SPS's Bargaining Committee. The membership of the Bargaining Committee is established by the Chief Constable.
3. During collective bargaining, the Board receives regular updates from the Chief Constable on the progress of collective bargaining/interest arbitrations and any issues for consideration and ensures the bargaining process is conducted in accordance with the applicable provisions of the *Labour Relations Code* (BC) and the *Police Act*.
4. Once finalized by the bargaining parties and ratified by the Union, the Board reviews and ratifies the proposed terms of a collective bargaining agreement and forwards to City Council for information.
5. At least quarterly, the Chief Constable reports to the Board concerning the implementation and effectiveness of SPS's collective bargaining agreement with its employees as well as any developments or areas of concern.
6. At least annually, the Board reviews the effectiveness of its labour negotiations strategies and policies and approves any desired changes.

³¹ *Section 26 of the Police Act*

UNION RELATIONSHIP

Despite the Board being the employer under the Police Act, as a result of the delegations made to the Chief Constable, the Chief Constable remains the primary contact for, and with respect to, Unions. This does not preclude the Board from meeting with Unions as necessary from time to time, with the Chief Constable present.

7. FINANCIAL AND BUDGETARY OVERSIGHT

The financial health of SPS has an impact on its ability to meet its priorities, goals, and objectives. The Board is responsible for ensuring SPS provides effective and efficient services in accordance with an annual budget approved and funded by City Council. As such, the Board, supported by the Finance and Audit Committee, oversees the development of SPS's annual budget and financial strategies which involves the following activities:

1. In conjunction with the annual strategic business planning process, the Chief Constable develops the annual operating and capital budget and funding needs to achieve SPS's Annual Plans and obtains feedback from the Board.
2. The Board approves a provisional operating and capital budget for SPS and submits the provisional budget to City Council on or before November 30³² preceding the year in question.
3. Together with the Chief Constable, the Board meets with City Council (or designated committee) to review the provisional budget and receives feedback from City Council.
4. Together with the Chief Constable, the Board submits any changes to the budget to City Council on or before March 1 of the year in question.³³ The Board and Chief Constable may meet with City Council to review the final budget and receive feedback.
5. If the Board and City Council cannot agree on whether an item or amount should be included in the budget, the Board may apply to the Director for a binding determination.³⁴ Although the Police Act authorizes the Director to resolve budget disputes between the City and the Board, if such a dispute arises, the Board will act in good faith to review SPS's budget needs and operational requirements to ensure alignment with the priorities, goals and objectives of the Province and City Council with the goal of resolving such disputes with the City directly. Budget disputes will in practice only be referred to the Director as a last resort where the City and the Board reach an impasse.
6. Together with the Chief Constable, the Board ensures the appropriate complement of financial, expense/travel, procurement, and delegation of authority policies are in place for SPS and

³² S.27(1) of the Police Act

³³ S.27(2) of the Police Act

³⁴ S.27(3) of the Police Act

provides the strategic direction for these policies. The policies are developed by the Chief Constable in accordance with the Police Act and are reviewed and approved by the Board.

- 7.** While core policing activities to provide policing and law enforcement in Surrey must be funded by City Council,³⁵ the Board recognizes that sponsorships and donations may be used to enhance and extend SPS's services, with the overall aim of increasing public safety. Together with the Chief Constable, the Board establishes, approves, and oversees a policy for partnering with police foundations or other fundraising organizations for this purpose.
- 8.** At least monthly, the Chief Constable reviews SPS's internal controls, financial risks, and monthly operational and financial performance and progress against SPS's strategies, plans, policies, and approved budget. The Board also receives reports from the Chief Constable at each of its regular meetings on the implementation of the fundraising/sponsorship policy and the receipt of donated funds and sponsorships.
- 9.** At each public Board meeting, the Chief Constable provides financial variance reports and financial statements to the Board and reports on SPS's progress on its annual operating and capital plans against the budget. SPS may not make any extraordinary expenditures that are not contained within the approved budget without prior approval from City Council in accordance with the Police Act. As such, the Board ensures all expenditures made by SPS are within the approved budget and discusses variations, future considerations, concerns, and methods of management with the Chief Constable. The Chief Constable implements any actions agreed upon by the Board, including seeking any required additional approval from City Council, and follows up with the Board as necessary.
- 10.** At least annually, the Board reviews and, if necessary, provides guidance to the Chief Constable with respect to SPS's system of internal controls and risk management systems to ensure the integrity of SPS's financial statements.
- 11.** Annually, the Chief Constable prepares financial statements and an annual report outlining SPS's performance and progress against strategic priorities, goals, and objectives. The Board reviews and approves the annual report and financial statements and annually reports to the Minister on SPS's performance.³⁶

³⁵ *S.27 of the Police Act*

³⁶ *S.4.2(2)(iii) of the Police Act*

8. SERVICE OR POLICY COMPLAINTS AND CONDUCT COMPLAINTS

The Board is responsible for taking action to respond to complaints made about the services or policies of SPS and certain conduct complaints. In overseeing complaints against SPS, the Board carries out the following activities:

SERVICE OR POLICY COMPLAINTS

1. Service or policy complaints are complaints made about the general direction, management, or operation of SPS, or about the inadequacy or inappropriateness of SPS's:
 - a. Staffing or resource allocation.
 - b. Training programs or resources.
 - c. Standing orders or policies.
 - d. Ability to respond to requests for assistance.
 - e. Internal procedures.
2. Service or policy complaints may be made at any time directly to the Police Complaint Commissioner (or any person designated by the Commissioner), to the Board Chair, or any SPS constable on duty who is assigned to receive and register such complaints.³⁷
3. Immediately upon a service or policy complaint being made, the Board receives a copy of such complaint and processes such complaint in accordance with the complaints process outlined in Part 11 of the Police Act.

When determining which of the above courses of action it is necessary to take, and to respond adequately to a complaint, the Board is required to give consideration to whether the complaint includes allegations of discriminatory policies or practices, and whether, as a result, at a minimum the matter is to be referred to the Chief Constable for investigation, or for a study or investigation to be initiated.³⁸

4. At least quarterly, the Board through the Chief Constable or a committee designated by the Chief Constable, receives and reviews service or policy complaints and investigation reports (including the status of any active investigations, actions taken, and other relevant information).
5. At least annually, the Board reviews the process for responding to service or policy complaints together with the Chief Constable and Executive Director and makes any adjustments or amendments as necessary.

³⁷ Part 11 of the Police Act

³⁸ 1. Provincial Policing Standard 6.1.1: Promoting Unbiased Policing

CONDUCT COMPLAINTS AGAINST THE CHIEF CONSTABLE AND DEPUTY CHIEF CONSTABLES

1. Conduct complaints against the Chief Constable and Deputy Chief Constables may consist of a public trust complaint (a complaint alleging a breach of professional conduct regulation and any internal code of conduct for SPS's employees) or an internal discipline complaint (a complaint relating to the acts or omissions of a person that affects the relationship between the officer, as employee, and SPS, as the employer).
2. Pursuant to the Police Act³⁹, the Board Chair is the discipline authority for all conduct complaints made against the Chief Constable or a Deputy Chief Constable, and processes such complaints in accordance with the complaints process outlined in Part 11 of the Police Act, unless the Police Complaints Commissioner determines a different course of action is required.
3. In processing any conduct complaints against the Chief Constable or Deputy Chief Constables, the Board Chair may retain the services of legal counsel as a resource.
4. The Board Chair seeks the approval of the Board, and ultimately the Office of the Police Complaints Commissioner, prior to concluding any investigation or imposing any discipline in connection with such conduct complaint.

CONDUCT COMPLAINTS

1. Pursuant to the Police Act⁴⁰, the Chief Constable is the discipline authority for all conduct complaints made against other members of SPS.
2. In processing such conduct complaints, the Chief Constable processes such complaints in accordance with the complaints process outlined in Part 11 of the Police Act.
3. The Chief Constable immediately notifies the Board of any serious or sensitive complaints against its officers and at least monthly, provides the Board with a statistical analysis of conduct complaints made against officers as well as an update on the status of any serious or sensitive complaints.

³⁹ Section 76 of the Police Act

⁴⁰ Section 76 of the Police Act

9. GOVERNANCE PARTNER AND STAKEHOLDER RELATIONS OVERSIGHT

Establishing and maintaining strong and effective communication and working relationships with its governance partners, including the Province, City Council, City of Surrey, Indigenous communities, other jurisdictional police, and SPS's other stakeholders and partners. These relationships play a role in funding, policing service and delivery, data collection, policy creation, and help to increase public awareness on policing issues, priorities, and strategies affecting SPS and the larger community. By understanding this environment and by working strategically with its governance partners and key stakeholders, SPS strengthens its ability to meet its strategic priorities. As these relationships hold strategic importance and risk for SPS, the Board has an oversight role in governance partner and stakeholder relations. This involves the following activities:

1. Annually, the Board meets with the Chief Constable to review the needs and concerns of SPS's governance partners and key stakeholders, as well as the engagement strategy with such partners and stakeholders. The discussion includes how SPS's activities impact such partners and stakeholders, the current quality and strength of these relationships, goals set in relation to developing or changing these relationships, and how those relationships are effectively managed.
2. In discussions with the Chief Constable, the Board ensures there is clarity on who within SPS is responsible for the relationships, and the strategic priorities for each relationship.
3. Together with the Chief Constable, the Board ensures there is alignment between the Board and Chief Constable on the key messages that should be used in these relationships, the role of each party in engaging with such partners and stakeholders, as well as the method and frequency for communicating those messages on behalf of the Board and SPS.
4. The Board receives, reviews, and discusses regular reports from the Chief Constable to ensure all mandatory and recommended reporting to SPS's governance partners and stakeholders is being conducted appropriately and effectively.
5. As the primary funder of SPS, the Board has a unique working relationship with City Council. There are a number of ways the Board interacts with City Council, as follows:
 - a. To ensure a productive and positive working relationship exists with the City, the Board meets at least annually with City Council to review the work of SPS and receive feedback from City Council.
 - b. The Board ensures all communications with City Council regarding budget preparation and approval are conducted in accordance with established protocols.
 - c. The Chief Constable notifies the Board as soon as practicable of any request for SPS to make a formal presentation to City Council.
 - d. The Board ensures all formal communications between the Board, the City and City Council are conducted through the Board Chair unless otherwise specified by the Board.

- e. Where practicable, a Board member designated by the Board and the Chief Constable (or person designated by the Chief Constable) will attend all presentations to City Council. The Chief Constable takes all reasonable steps to brief the Board member of key issues prior to attending such a presentation.

10. COMMUNICATIONS AND COMMUNITY ENGAGEMENT

INTRODUCTION

On-going, high-quality community engagement is an essential component of success for SPS. It enables SPS to understand the needs of those that SPS serves, informs the department's strategic plan and priorities, increases public trust and confidence in policing, and supports SPS' value of building strong, healthy, collaborative relationships with the community. The process of stakeholder engagement also increases overall accountability of SPS to the communities it serves.

This policy outlines the Board's high-level approach to community engagement, and the Board's role.

OBJECTIVES

The Board's approach to community engagement is intended to:

- Promote an understanding by community stakeholders of civilian police governance, the Board, and its mandate
- Ensure the department has an appropriate community engagement strategy and community relations function
- Ensure the department and Board understand community stakeholder attitudes and opinions
- Enable the Board to understand the demographic makeup of the communities served by SPS, in particular local First Nation(s) and Indigenous communities
- Incorporate community stakeholder perspectives and priorities into the discussions that lead to the department's priorities, goals and objectives
- Provide the Board with insight into citizen satisfaction with, and attitudes toward, police services
- Create a culture within the department where community engagement is embedded as a valued and recognized activity for officers and staff at all levels
- Protect and enhance the public perception of, and trust and confidence in, SPS

ROLES AND RESPONSIBILITIES

SPS

SPS is responsible and accountable for planning and executing a comprehensive program of community engagement that builds trust and confidence in SPS and its programs and services.

At its core, the SPS engagement framework should facilitate dialogue with, and input from, key groups who are affected by SPS decisions, look for opportunities to incorporate stakeholder advice and recommendations into decisions to the maximum extent possible, provide feedback to stakeholders on

how their input has been considered and incorporated, and identify opportunities to work in partnership with communities.

BOARD

The Board's role in community engagement includes:

- Championing engagement as a core value of SPS
- Identifying risks associated with changing community expectations of policing
- Approving high level objectives of SPS' community engagement consistent with Provincial Policing Standards
- Ensuring SPS has a comprehensive and effective approach to community engagement
- Monitoring the effectiveness of SPS' community engagement, and the strength of key stakeholder relationships
- Incorporating community stakeholder views in the Board's discussions related to SPS' priorities, goals and objectives
- Engaging directly with targeted community stakeholders as part of an overall SPS community engagement plan

The Board engages directly with community stakeholders in the following ways:

- Through the website, social media and otherwise, provides information about the Board, including the Board's scope and mandate, the Board's operations and activities, and how stakeholders may engage with the Board
- Provides opportunities for community stakeholders to address the Board as part of the open session of a Board meeting
- Engages strategically with key stakeholders to build or enhance their relationship with SPS, understand their perspectives, and gain insight into SPS' performance and opportunities for improvement as part of the SPS overall engagement strategy.

STAKEHOLDERS

Community stakeholders are the people, communities and organizations affected by SPS' services and operations, and include, but are not limited to:

- Community organizations and special interest groups (e.g., advocacy groups, youth groups, seniors groups, religious groups)
- Neighbourhood crime prevention groups
- Municipal Council and other levels of government
- Community services organizations
- First Nation(s) and Indigenous leaders and communities
- School districts
- Business groups, including networking and professional associations representing businesses

- Members of the public

BALANCING INTERESTS

The Board must ensure that all decisions are made within the parameters of the *Police Act* and Provincial Policing Standards and are aligned with SPS' strategic direction.

As such, in the decision-making process, the Board analyzes all available information, including divergent stakeholder perspectives, and makes consensus-based decisions by balancing legislation, strategic direction, resource requirements, and stakeholder needs.

PROVINCIAL POLICING STANDARDS

This Stakeholder Engagement Policy has been reviewed and was drafted to align with the expectations of Provincial Policing Standard 6.1.2, Community Engagement which comes into effect on July 30, 2023.

11. PRIVACY, FOIPPA, AND RECORDS OVERSIGHT

The Board must ensure the disclosure of information is fair and reasonable and in accordance with FOIPPA. This involves the following activities:

1. For purposes of FOIPPA, the Board designates the Board Chair as Head for all information requests for records that directly concern or relate to the Board or Board members, and the Chief Constable as Head for all other information requests. The Executive Director acts as the FOIPPA Coordinator on behalf of the Board and receives all access to information requests related to the Board. The Chief Constable also designates a FOIPPA Coordinator to receive and handle all access to information requests.
2. The Board supports the principle of fair and reasonable disclosure of information to facilitate public participation. The Board makes available to the public all materials in connection with open sessions of Board meetings (including agendas, materials, and minutes). These are regularly available to the public on the Board portal of SPS's website. Disclosure of such items are only restricted if FOIPPA provisions restrict their disclosure as determined by the Board Chair.
3. All access to information requests related to the Board or a Board member are made to the Executive Director who provides such requests to and consults with the Freedom of Information Committee in determining whether to approve the release of such information and, if so, the parameters under which the requested information may be released. Depending on the nature of the information request, the Freedom of Information Committee makes a recommendation to

the Board Chair who has the final decision-making authority with respect to the release of information relating to the Board or a Board member.

4. At each regular Board meeting, the Executive Director provides the Board with statistical and status reports outlining the number, nature, and management of information requests relating to the Board, the collection, use, and disclosure of personal information and compliance with FOIPPA provisions, and the status of any investigations by the Information and Privacy Commissioner.
5. The Board, through the Freedom of Information Committee, regularly reviews its process and policies for receiving, reviewing, and managing information requests relating to the Board and for collecting, using, and disclosing personal information, and makes any adjustments as necessary.
6. Board and SPS records are retained in accordance with a Records Management Policy and procedures approved by the Board. The Executive Director is responsible for the custody and control of Board records and the Chief Constable is responsible for the custody and control of SPS records.

12. INFORMATION TECHNOLOGY OVERSIGHT

To effectively carry out its work, SPS relies on certain information management/information technology (IM/IT) infrastructure, services, and applications including: (1) those that are provincially or federally mandated to be used by all police agencies across Canada (e.g., PRIME-BC, JUSTIN, NPSNet), (2) those IM/IT operations that are carried out as part of any Shared Services Agreement between SPS and the RCMP or other jurisdictional police (e.g., the network supporting the Operations Communications Centre to manage dispatch of 911 calls), and (3) IM/IT systems that are specific to SPS (e.g., administrative systems such as those relating to recruitment, payroll, accounting).

As these have a significant impact to the delivery of critical programs and services by SPS, the Board has a role in overseeing the implementation and integrity of SPS's IM/IT systems. This involves the following activities:

1. Annually, the Board receives, reviews and approves SPS's strategy and approach for IM/IT in delivering its programs and services as developed by the Chief Constable.
2. At least quarterly, the Board receives reports from the Chief Constable on the integrity and performance of SPS's IM/IT programs in achieving SPS's program/service delivery goals and discusses these programs and related policies with the Chief Constable.
3. Together with the Chief Constable, the Board annually reviews and assesses the success and effectiveness of SPS's IM/IT infrastructure strategy, programs and policies.

13. LEGAL AND COMPLIANCE OVERSIGHT

COMPLIANCE WITH LAWS AND POLICING STANDARDS

The Board is responsible for ensuring that SPS operates at all times within applicable laws and provincial policing standards and to the highest ethical standards. This involves the following activities:

1. At least quarterly, the Board receives reports from the Chief Constable on SPS's compliance with all applicable provincial policing standards, laws and SPS's material legal agreements⁴¹, and offers guidance as needed.
2. At least quarterly, the Chief Constable reports to the Board regarding the status of any litigation, claim or contingency that could have a material impact to SPS.
3. At least annually, the Board reviews, and together with the Chief Constable, determines the effectiveness of SPS's programs, policies and material legal agreements.
4. The Board Chair receives any notices from the Director proposing to undertake any inspection, evaluation or review of SPS and its compliance with provincial policing standards. As soon as possible, the Board Chair reviews such notices with the Chief Constable, the Executive Director, and the Board, ensuring a prompt, coordinated, cooperative, and complete response to such notice.
5. The Executive Director provides updates to the Board at the Board's regular meetings regarding the status of any inspections, evaluations or reviews being undertaken by the Director.

LEGAL COUNSEL

The Board may use legal services available from the City's legal department, where in the opinion of the Board: (1) there is no conflict of interest; (2) the advice can be provided within the necessary time frame; (3) the necessary legal expertise exists; and (4) the City's legal department has the resources available. The Board may retain outside legal counsel on all other matters or where the Board determines the independence and/or jurisdiction of the Board is best served by retaining outside counsel.

INDEMNIFICATION

The conduct of defence, cost of proceedings and indemnification of employees for torts committed in the performance of their duties or who have been charged with an offence against an enactment of British Columbia or Canada or a local government bylaw in connection with the performance of their duties, may be conducted, paid or reimbursed by the Board or the City as may be applicable or

⁴¹ SPS's material legal agreements may include the Shared Services Agreements, membership participation agreements with other partners for integrated services, agreements pursuant to which SPS provides policing services to other jurisdictions, memorandums of understanding or arrangements with the RCMP or other bodies, and other agreements material to the administration and operation of SPS.

appropriate in the circumstances, or as otherwise set out in the collective agreement (for employees who are covered by a collective agreement) and/or the indemnification policies approved by the Board and forming part of the department's administrative policies. Except to the extent specifically provided in a collective agreement or the administrative policies, the Board has final approval over any indemnification requests.

14. RULE AND POLICY DEVELOPMENT

Pursuant to the Police Act⁴², the Board is responsible for making rules consistent with the Police Act, regulations and the Director's standards relating to:

- The standards, guidelines and policies for the administration of SPS (Administrative Policies), and
- The prevention of neglect and abuse by its constables and the efficient discharge of duties and functions by SPS and its constables (Rules and Policing Standards)

The process to develop, review and approve SPS policies includes the following activities:

1. The Chief Constable is responsible for the development and implementation of Administrative Policies and the Rules and Policing Standards, as needed, which must be approved by the Board.
2. At least every two years (or sooner as required), the Chief Constable, together with the applicable Committee reviews SPS Policies and updates them as necessary, for approval by the Board.
3. Once approved, the Board ensures all approved Administrative Policies and Rules and Policing Standards are filed with the Director.⁴³
4. The Chief Constable implements all Administrative Policies and Rules and Policing Standards. Day-to-day professional operational decisions in respect of the Administrative Policies and Rules and Policing Standards are made by the Chief Constable and team as delegated by the Chief Constable.
5. The Chief Constable provides reports to the Board at the Board's regular meetings regarding the implementation of and compliance with all Rules and Policing Standards, including the following:
 - a. Annual reports on the collective (but not individual) activities of SPS's sworn personnel as well as the activities of SPS over the previous year.
 - b. Policing, law enforcement, and crime prevention reports.
 - c. Reports on the administration of complaints.
 - d. Reports regarding relevant trends, significant changes in policing policies and standards, anticipated adverse media coverage, external or internal material changes (including changes in assumptions upon which any policy was previously based).
6. The Chief Constable makes reasonable attempts to provide such other operational reports as may be requested by the Board from time to time.

⁴² s.27 of the Police Act

⁴³ Part 5 of the Police Act (section 28) such policies are only enforceable after they have been filed

F. STANDARDS OF CONDUCT

1. BOARD MEMBER CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY

SPS is committed to the highest standards of ethics and integrity. The purpose of this Code of Conduct is to establish minimum standards of conduct expected and required of all Board members, and to support ethical decision-making at SPS. In most situations, personal values and integrity will guide Board members to the correct decisions and actions. However, the Code of Conduct provides a practical framework designed to help Board members better understand SPS's values, and to fully appreciate what is expected in terms of appropriate practices and behaviour.

While covering a wide range of practices and procedures, the Code of Conduct is not exhaustive, and it is acknowledged that no articulation of policies, guidelines and procedures to govern conduct can anticipate all situations. The Code of Conduct applies to all Board members.

The provisions of the Code of Conduct are in addition to, and not in substitution for, any Board member's obligation to SPS imposed upon by law or as outlined in the Board Manual. Any Board member uncertain of their duties in any particular circumstance should raise this concern with the Board Chair or the Ethics Advisor in order to obtain appropriate guidance and advice.

The Code of Conduct will be reviewed and updated by the Board from time to time as required. Any amendments to the Code of Conduct must be approved by the Board.

COMPLIANCE WITH LAWS AND ETHICAL STANDARDS

Board members are expected to comply with the spirit and letter of all laws, regulations, policies, and procedures applicable to SPS and Board members, including the Police Act. In addition, Board members are expected to conduct themselves in such a way as to continuously protect SPS's reputation and to conduct all business on behalf of SPS fairly and honestly.

In their relationship with SPS, no Board members should commit or condone an unethical or illegal act or instruct another Board member, employee, supplier, or stakeholder to do so. In addition, Board members must refrain from engaging in conduct that would discredit or compromise the integrity of the Board or SPS.

CONFIDENTIALITY

The Board is responsible for ensuring the security and confidentiality interests of SPS and the safety interests of the public and SPS are protected. At all times, Board members are expected to:

- Maintain the security and confidentiality of all confidential information (including but not limited to SPS's financial, legal, and personnel information) and SPS's records and not reveal or make use of such information or records except as authorized in performing their duties
- Not use SPS's confidential information or assets to further their private interests or those of their friends, relatives or associates
- Keep confidential any information disclosed or discussed at a closed or *in camera* session of a Board or committee meeting, as required under the oath of office
- Ensure they are familiar with and understand the applicable sections of FOIPPA and avoid disclosing any verbal or written information meant to be confidential and personal concerning SPS, its officers, staff members, or others
- Take care to guard against inadvertent breaches of confidentiality by following these practices:
 - Minimize notetaking during confidential meetings and presentations
 - Minimize retention of confidential documents or reports from meetings (and if in doubt, leave written material to be shredded)
 - Adhere to all rules concerning the protection of electronic Board packages and information
 - Annually sign the Annual Board Member Declaration and abide by the terms of the Board Manual, including this Code of Conduct

Board members may only disclose confidential information to third parties when disclosure is required by law or an enactment in a court proceeding. Any other external disclosure of confidential information is subject to prior approval of the Board Chair.

CONFLICTS OF INTEREST

Nothing undermines respect for decisions or confidence in decision makers more than a conflict of interest. Conflicts provide a ground on which aggrieved persons can challenge the decisions (or the decision-maker). In general, a conflict exists when Board members use, or are perceived to use, their position to benefit themselves, their friends, family, associates, or constituents. To properly discharge their duties to SPS, Board members must be loyal without conflict to the interests of SPS. Board members should be guided by the principle that preserving the appearance of integrity is as important as actual integrity.

TYPES OF CONFLICTS

A conflict of interest arises when a Board member's personal interests supersede or compete with the Board member's dedication and duty of loyalty to the interests of SPS. This could arise from a real, potential, or apparent conflict of interest:

1. A “real” conflict of interest occurs when a Board member exercises official power or performs an official duty or function and knows that in doing so, there is the opportunity to further a private interest.
2. A “potential” conflict of interest occurs when there exists some private interest that could influence the performance of the Board member’s duty or function or the exercise of a power, but the Board member has not yet exercised that duty or function.
3. An “apparent” conflict of interest exists where a reasonably well-informed person might reasonably hold the apprehension that a conflict of interest exists on the part of the Board member.

DISCLOSURE AND MANAGEMENT OF CONFLICTS

At all times, Board members are expected to:

- Fully and promptly disclose to the Board the nature and extent of any interest (actual, potential, or apparent) a Board member has in any current or proposed matter, contract, transaction, or arrangement involving SPS
- Avoid any situation that could, or could appear to, interfere with the Board member’s judgment in making decisions in the best interests of SPS. Examples of situations that present a conflict of interest include, but are not limited to, the following:
 - Influencing the purchase of goods or services for SPS from a company or firm in which a Board member has financial interest
 - Using confidential or non-public information obtained as a Board member to further the Board member’s private interest
 - Serving on the board of another organization and being in possession of information confidential to the SPS that is of importance to a matter being considered by the board of the other organization
 - Using their office to influence, or attempting to influence the hiring or appointment of a family member or related person by the Board or SPS
 - Using SPS’s resources or facilities for a Board member’s personal benefit
 - Any employment, association or activity, including political activity, that is, or may reasonably be seen to be, incompatible with the Board member’s duties, or otherwise be seen to impair their ability to discharge their duties in an impartial fashion, or cast doubt on the integrity or impartiality of the Board or SPS
- Board members should not accept entertainment, gifts or benefits that grant or may appear to grant preferential treatment to an individual or entity that conducts activities with SPS. Similarly,

no Board member may offer entertainment, gifts or benefits in order to secure preferential treatment for SPS

- Board members should fully and promptly disclose to the Board any situation where friends, family members or associates of the Board member (either as an employee or consultant) provide services to SPS

Where a Board member finds themselves in an actual, potential or apparent conflict of interest, they must disclose the conflict to the Executive Director and other Board members prior to discussion of the matter in question to enable the Board to resolve unclear situations and determine how to manage the conflict before any difficulty can arise. The Board member may, depending on the circumstances, be required to abstain from voting, recuse themselves from discussion of the matter, or take other actions that impact the outcome of the activity, as decided by the Board.

In all cases, conflicts brought to the attention of the Board, the Board Chair, the Vice Chair, or the Executive Director must be resolved in a manner that preserves and enhances public confidence and trust in the objectivity and impartiality of the Board, which may include voluntary resignation by the Board member.

CONFLICTS REQUIRING RESIGNATION

Any Board member (other than the Board Chair who is Mayor) who wishes to seek public office must take a leave of absence from the Board if nominated as a candidate and must resign as a Board member if elected.

Any Board member who wishes to apply for employment with SPS must first resign their position as a Board member.

CONFLICTS INVOLVING THE BOARD CHAIR

As the Chair of the Board, the Mayor provides a direct link between the Board and City Council and plays an important role in sharing information with the Board concerning City Council's priorities and putting considerations for SPS in the broader context of City Council's policy. The Board Chair's role as Mayor is paramount, and as such, there may be times where their duties and responsibilities as Mayor may conflict with or be in opposition to their duties and responsibilities as Board Chair.⁴⁴

Where there is a conflict between the Board Chair's responsibilities as Board Chair and the Board Chair's responsibilities as Mayor, the Vice Chair will step in to lead the Board in dealing with such issues.

⁴⁴ Examples may include decisions concerning SPS's budgeting priorities and needs or the oversight of policing policies.

ADVICE CONCERNING CONFLICTS OF INTEREST

If a Board member is in doubt whether a situation involves a conflict, the Board member should seek the advice of the Board Chair (or the Vice Chair, in the case of a conflict involving the Board Chair), the Executive Director or the Ethics Advisor.

NOTIFICATION

Board members who are concerned another Board member may have a conflict of interest must bring the matter to the attention of the Board Chair (or the Vice Chair, in the case of the Board Chair) as soon as practicable. Board members who are not comfortable raising the issue with the Board Chair (or Vice Chair) may seek the advice of the Ethics Advisor who may provide advice or recommend an appropriate course of action.

DIVERSITY, HARASSMENT AND DISCRIMINATION

SPS is committed to maintaining an environment that supports diversity that is respectful, inclusive, and free from harassment of any nature. Board members are expected to uphold the spirit and principles of SPS's diversity and inclusion policy, safe workplace policy, and any other organizational policies relating to harassment, employee safety, diversity and inclusion. In addition, Board members are expected to act honestly and fairly without discrimination based on race, color, religion, age, sex, sexual orientation, ethnic origin, disability or any other grounds prohibited by human rights legislation.

BREACH

Should a Board member be found to have contravened the provisions, spirit and intent of this Code of Conduct, the Board has the ability, through the Board Chair, to dispense progressive action to address the behaviour, consisting of: first a verbal notification, then a written warning, then a final written warning, followed by a recommendation to the appointing body to revoke the appointment of the Board member. In the case of the Board Chair who cannot be removed from the Board, the Vice Chair steps in to lead the Board.

PROTOCOL FOR INTERACTIONS WITH SPS'S EMPLOYEES

Board members may find themselves dealing directly with SPS's employees from time to time for a variety of reasons. Board members do not have any direct authority over SPS personnel, save and except as outlined in the Board Manual and the Police Act. All authority of the Board flows through approved resolutions and minutes of the Board.

In addition, the authority of a 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 or any Board member.

In all situations, Board members must be sensitive to the nature and frequency of contact with SPS personnel, and must respect the position of the Chief Constable and the organizational structure of SPS. The purpose of this protocol is to protect both Board members and SPS from perceived conflicts of interest:

- Board members must not interfere with SPS’s operational decisions and responsibilities or with the day-to-day operation of SPS
- Board members must not use their positions as Board members to attempt to influence the decisions or actions of SPS personnel
- On Board related issues, Board members may not communicate directly with SPS personnel (except in the case of Committee Chairs who are tasked with interacting with designated Executive Management). Such enquires should be made to the Chief Constable
- Board members should avoid business contact with SPS personnel unless it is not practical to have someone else conduct the business on their behalf. This does not prevent Committee Chairs from engaging with those key senior employees who are designated by the Chief Constable to be responsible for the areas which the Committees are tasked with leading on behalf of the Board. This also does not prevent Board members from engaging with employees of SPS on social occasions or during site visits with SPS members.
- Board members must refrain from directing any of SPS personnel in their performance of their duties

USE OF SOCIAL MEDIA

- Board members must recognize that as public figures, the use of social media accounts including personal posts, comments to posts, likes and shares on controversial or political matters may be viewed as official positions or statements by the Board and/or may harm the reputation of the Board. As such, Board members should use caution in the use of social media in this context and are urged to use discretion.

2. BOARD MEMBER INDEMNIFICATION AND LIABILITY COVERAGE

Members are protected under the *Police Act* from being held personally liable for actions they take, or fail to take, in the performance of their duties as board members⁴⁵, or for any torts committed by any

⁴⁵ s. 21(2) of the Police Act

employee of the Board⁴⁶ The exceptions are if the board has been guilty of dishonesty, gross negligence or malicious or wilful misconduct.

Despite exclusion from liability, from time to time, Members may be included in the claims of third parties and there are often costs associated with those claims, including defending the claim, seeking removal of the Member as a party to the claim, etc. The Board Chair, as the mayor of the City, is indemnified for such costs under s.738 of the *Local Government Act*, and provincially appointed Members, including the City Council appointee, are indemnified by the Province⁴⁷. Members having specific questions about indemnification should contact the Province or, in the case of the Board Chair, the City's designated representative.

⁴⁶ s. 20(2) of the Police Act

⁴⁷As part of the provincial government's Board member onboarding process for appointees, Members were provided indemnification documentation - *Indemnity Form (FIN 170: Government Appointees to Agencies, Board and Commissions Indemnity)*

G. APPENDICES

1. DEFINITIONS

Administrative Policies – means the standards, guidelines, and policies for the administration of SPS. This includes policies affecting the entire organization and all personnel.

Annual Plans – means SPS’s annual operating and capital plans as developed by the Chief Constable.

Board – means the Surrey Police Board.

Board Chair – means the Mayor. Where relevant, references to the “Board Chair” in the Board Manual include the Vice Chair when the Vice Chair is acting in the place and stead of the Board Chair when the Board Chair is unavailable or unable to act.

Board Manual – means this Board Manual.

Board member – means each individual appointed as a member of the Board in accordance with the Police Act.

Board Skills and Experience Matrix – means the matrix developed by the Governance Committee to identify the ideal skills, experiences, specific attributes and other competencies for the composition of the Board at any given time.

Chief Constable – means the Chief Constable of SPS appointed by the Board. Where relevant, references to “Chief Constable” in the Board Manual include those persons to whom the Chief Constable has delegated responsibility.

City – means the corporation of the City of Surrey, and includes any department of the City.

City Council – means the municipal council for the City.

Code of Conduct – means the Board Member Code of Conduct and Conflict of Interest Policy in the Board Manual.

Committee – means any committee established by the Board in accordance with the Board Manual.

Committee Chair – means the person appointed by the Board to chair a Committee.

Delegate – means any person or group of persons who are not Board members or SPS personnel.

Deputy Chief Constable – mean each deputy chief constable of SPS appointed by the Chief Constable.

Director – means the Director of Police Services referred to in the Police Act.

Diversity Statement – means the Diversity Statement in the Board Manual.

Ethics Advisor – means the person or firm hired or retained by the Board to act as Ethics Advisor.

Annual Declaration – means the annual declaration to be signed by Board members to attest their agreement to the policies in the Board Manual.

Executive Director – means the person appointed by the Board as Executive Director for the Board.

Executive Management – includes the Deputy Chiefs and any personnel in a senior executive-level position who are designated by the Chief Constable to be responsible for key strategic areas within SPS.

FOIPPA – means the *Freedom of Information and Protection of Privacy Act* (BC), as amended.

Governance Authority Matrix – means the authority matrix in Appendix H.2 which sets out the respective rights and responsibilities of the Board members, Board, and Chief Constable with respect to key items of governance.

Mayor – means the Mayor of the City.

Ministry – means the Ministry of Public Safety and Solicitor General.

Personnel – includes sworn officers, civilian employees, volunteers, and students.

Police Act – means the *Police Act* (BC), as amended.

SPS Executive – refers to the Chief Constable and Deputy Chief Constables.

Province – means the province of British Columbia, including any ministry within the provincial government.

RCMP – means the Royal Canadian Mounted Police.

Rules and Policing Standards – means standards, rules, and policies relating to the prevention of neglect and abuse by SPS's constables and the efficient discharge of duties and functions by SPS and its sworn personnel.

Senior Management Team – means the Chief Constable, Deputy Chief Constables, Inspectors and Senior Civilian Managers and Officers of Inspector rank and Senior Civilian Managers.

Shared Services Agreement – means any agreement and any related memorandums of understanding that guide the ongoing operations of SPS, and outline how operations will be shared and carried out by other bodies on behalf of SPS, including but not limited to the Shared Services Agreement between the City and the Board and/or SPS.

SPS – means the Surrey Police Service.

Strategic Plan – means SPS's mandate, vision, mission, priorities, goals, and objectives, for a rolling five-year period.

Vice Chair – means the person appointed by the Board as the Vice Chair.

POLICE BOARD

2. GOVERNANCE AUTHORITY MATRIX

The Governance Authority Matrix below sets out the roles of the City Council, Board, and Chief Constable in the governance of SPS.

FUNCTION	REVIEW ⁴⁸	CITY COUNCIL ⁴⁹	BOARD	CHIEF CONSTABLE
SPS's Direction				
<ul style="list-style-type: none"> Mandate Vision, Values 	N/A 5 Years	Set by legislation Consulted	Adopt Contribute/Approve/ Adopt	Adopt Develop/Recommend/ Adopt
<ul style="list-style-type: none"> Strategic Priorities, Goals, & Objectives⁵⁰ 	Annual	Consulted	Contribute/Approve/ Adopt	Develop/Recommend/ Adopt
<ul style="list-style-type: none"> Rules 	Annual	Informed	Approve	Develop/Recommend/ Adopt
SPS Board Composition	Annual			
<ul style="list-style-type: none"> Identify required skills 		Receive for Information	Lead/Approve	N/A
<ul style="list-style-type: none"> Provide information on incumbent Board member performance 		N/A	Lead	N/A
<ul style="list-style-type: none"> Appoint Board Members 		Appoint (one member)	N/A	N/A
<ul style="list-style-type: none"> Appoint Vice Chair & Committee Chairs 		N/A	Appoint	N/A
<ul style="list-style-type: none"> Appoint Ethics Advisor & Executive Director 		N/A	Appoint/Oversee	Consulted
<ul style="list-style-type: none"> Appoint Committee members 		N/A	Appoint	N/A
<ul style="list-style-type: none"> Set Board member compensation⁵¹ 	2 Years	Receive for Information ⁴⁶	Approve	N/A
Board Stewardship	2 Years	N/A		
<ul style="list-style-type: none"> Board Member Orientation and Education 			Lead	Participate
<ul style="list-style-type: none"> Board and Board member Evaluation 			Lead	Participate
<ul style="list-style-type: none"> Chair and Vice Chair Evaluation 			Lead	Participate

⁴⁸ Review refers to the time frame in which the policy will be reviewed; it does not refer to the activities (many of which are annual)

⁴⁹ The Minister of Public Safety and Solicitor General for British Columbia approves SPS's mandate, through legislation. Pursuant to the Police Act, the Mayor of Surrey is the Board Chair, the City appoints one Board member, and the Lieutenant Governor in Council appoints up to seven Board members.

⁵⁰ Pursuant to the Police Act, the Province approves SPS's strategic priorities, goals and objectives.

⁵¹ Board compensation and the Board budget are approved by City Council as part of SPS'S OVERALL budget

POLICE BOARD

FUNCTION	REVIEW ⁴⁸	CITY COUNCIL ⁴⁹	BOARD	CHIEF CONSTABLE
<ul style="list-style-type: none"> Committee Chair Evaluation 			Lead	Participate
Board Budget⁴⁶	Annual	Approve (as part of SPS budget approval) ⁴⁶	Develop/Recommend	Contribute
Board Governance Policies				
<ul style="list-style-type: none"> Governance Authority Matrix 	2 Years	N/A	Develop/Approve/Implement	Contribute/Implement
<ul style="list-style-type: none"> Board Manual (Terms of Reference, Position Descriptions, Board policies and processes) 	Annual		Develop/Approve/Implement	Support
<ul style="list-style-type: none"> Board Member Code of Conduct & Conflict of Interest Policy 	Annual		Develop/Approve/Implement	Support
Finance	Annual			
<ul style="list-style-type: none"> Police Service Annual Operating Budget 		Approve	Contribute/Recommend/Oversee	Develop/Recommend/Implement
<ul style="list-style-type: none"> Police Service Capital Budget 		Approve	Contribute/Recommend/Oversee	Develop/Recommend/Implement
<ul style="list-style-type: none"> Internal Audit 		N/A	Approve/Oversee	Support
Cash management and cheque signing authority	2 Years			
<ul style="list-style-type: none"> Payments under \$_____ (but within approved annual operating budget) 		N/A	Receive for Information	Approve
<ul style="list-style-type: none"> Payments over \$_____ (but within approved annual operating budget) 		N/A	Approve	Recommend
Contract Signing Authority	2 Years	N/A		
<ul style="list-style-type: none"> Contracts within delegated authority from Board 			Receive for Information	Approve
<ul style="list-style-type: none"> Contracts outside delegated authority from Board 			Approve	Recommend
SPS Reporting and Operations	As Required	N/A		
<ul style="list-style-type: none"> Financial/Operational/Risk Management Reports 			Receive Information/Discuss for	
<ul style="list-style-type: none"> Policing, Law Enforcement, and Crime Prevention Reports 			Receive Information/Discuss for	
<ul style="list-style-type: none"> Service or Policy Complaint Reports 			Approve/Receive Information/Discuss for	Develop/Recommend
<ul style="list-style-type: none"> FOIPPA Reports 			Receive Information/Discuss for	Develop

POLICE BOARD

FUNCTION	REVIEW ⁴⁸	CITY COUNCIL ⁴⁹	BOARD	CHIEF CONSTABLE
<ul style="list-style-type: none"> Other Reports 			Receive for Information/Discuss	
SPS Human Resources <ul style="list-style-type: none"> Hire/fire Chief Constable Chief Constable evaluation Chief Constable compensation Chief Constable succession planning Organizational Structure/HR Strategy Qualified/Certified Constable Training SPS culture and diversity strategy SPS succession planning (Deputy Chiefs and Executive Management) SPS hire/fire (Deputy Chiefs and Executive Management, Special Municipal Constables, Bylaw Enforcement Officers) SPS hire/fire (other employees) SPS executive compensation philosophy SPS collective bargaining agreement 	2 Years	Informed Informed Informed N/A N/A N/A N/A N/A N/A N/A Informed Informed	Lead/Approve Lead/Approve Approve Lead/Approve Approve Receive for Information Approve Review/Approve Review/Approve Receive for Information Approve Approve	N/A Participate N/A Support Develop/Recommend/Implement Develop/Approve Develop/Recommend/Implement Develop/Recommend/Implement Lead/Recommend Approve Recommend Participate/Recommend
Risk Management <ul style="list-style-type: none"> Risk Appetite Statement and Policy Identification of major risks SPS's plans to avoid, mitigate risks SPS Enterprise Risk Management systems 	2 Years	Informed	Contribute/Approve Discuss/Approve/Oversee Approve/Oversee Oversee	Contribute/Recommend Identify/Recommend Develop/Recommend Develop/Approve/Implement Participate/Report
Risk Review			Oversee	Participate/Report
Information Technology <ul style="list-style-type: none"> Technology Strategy Evaluation of the IT strategy 	2 Years	N/A	Approve/Oversee Oversee	Contribute/Recommend/Implement Participate/Report

POLICE BOARD

FUNCTION	REVIEW ⁴⁸	CITY COUNCIL ⁴⁹	BOARD	CHIEF CONSTABLE
Shared Services Agreements with City of Surrey and Jurisdictional Police	Annual	Approve ⁵²	Approve/Oversee	Recommend/ Implement
Complaints & Investigations <ul style="list-style-type: none"> Service or policy complaints Chief Constable Conduct Deputy Chief Constable Conduct Independent Investigations Office Cooperation Office of the Police Complaint Commission Cooperation 	As Required	N/A	Lead/Oversee/ Recommend Action ⁵³ Lead/Oversee/Investigate Oversee Cooperate Cooperate	Report Participate Investigate/ Report Cooperate Cooperate
Communication and Outreach <ul style="list-style-type: none"> Government Relations Strategy (Provincial, Municipal, Indigenous Communities) Community Relations Strategy & Engagement Plan 	2 Years	Participate/Informed Participate/Informed	Approve/Contribute/ Participate/Oversee Approve/Contribute/ Participate/Oversee	Recommend/ Contribute/Participate Recommend/ Contribute/Participate
Compliance and Legal Issues <ul style="list-style-type: none"> Compliance review Code of Conduct reports Conflicts of Interest reports Privacy, FOIPPA Release of Information, and Records Policies Retention of External Counsel for FOIPPA Investigations FOIPPA Mediation/Review Process with Office of the Privacy Commissioner 	As required	N/A	Oversee Oversee Oversee Approve/Oversee Approve/Oversee Approve/Lead/Oversee	Report Report Report Recommend/Report Recommend Recommend
Service Policies	2 Years	N/A		

⁵² Shared services with other jurisdictions will be approved by those jurisdictions

⁵³ Sections 168-173 of the Police Act describes the process for handling service or policy complaints and requires the Board to recommend action and provide explanation to the complainant, the Director, and the Police Complaint Commissioner (the Police Complaint Commissioner may review the Board decisions and recommend further action)

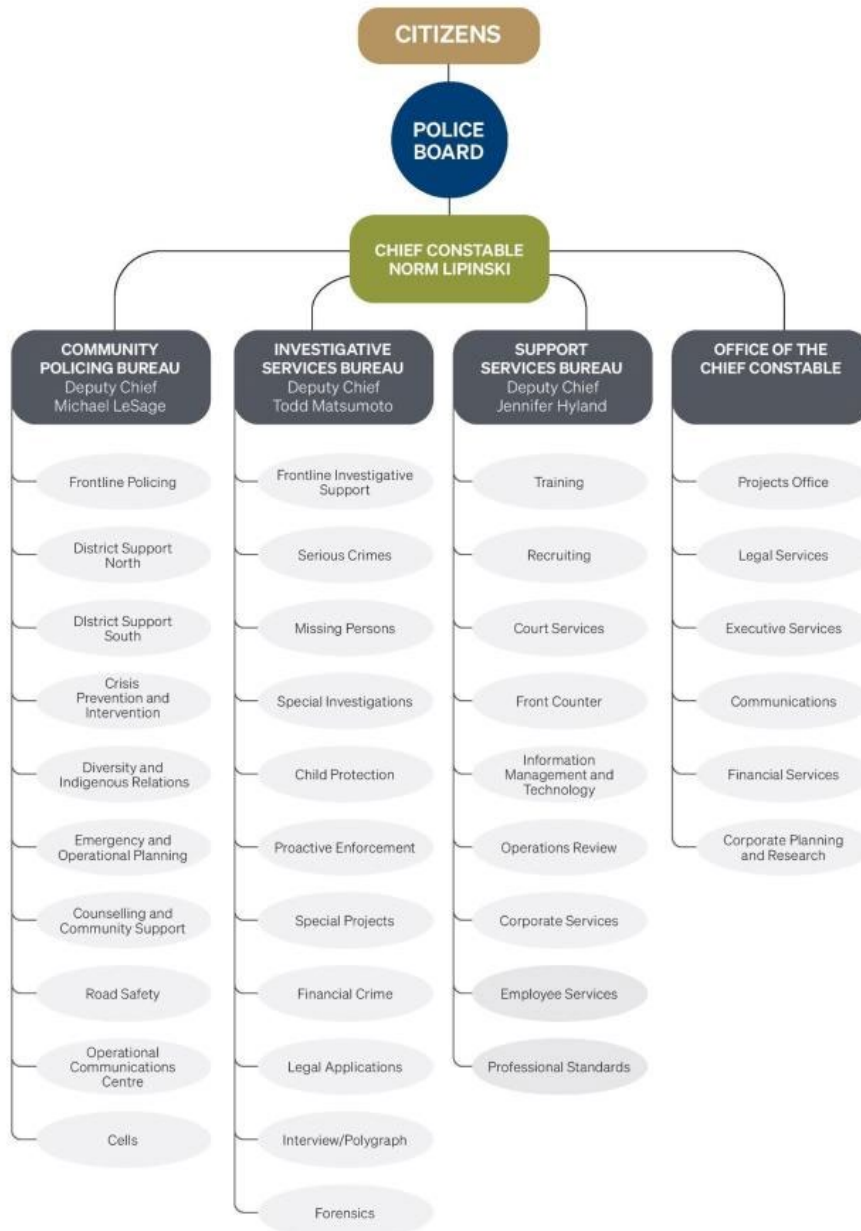
POLICE BOARD

FUNCTION	REVIEW ⁴⁸	CITY COUNCIL ⁴⁹	BOARD	CHIEF CONSTABLE
<ul style="list-style-type: none"> Key Corporate Organizational Policies⁵⁴ 			Approve/Oversee	Develop/Recommend/Implement
<ul style="list-style-type: none"> Policing Policies and Standards⁵⁵ 			Approve	Develop/Recommend/Implement

⁵⁴ This includes policies affecting the entire organization and all employees (such as Delegation of Signing Authority, Spending Authorities, Procurement, Borrowing, Investment, Enterprise Risk Management, Diversity & Inclusion, Healthy Workplace, Workplace Safety, Employee Conduct, Pensions & Collective Agreements, IT & Social Media, Records Management, Department Continuity and Disaster Recovery, Sustainability, Chief Succession, Chief and Executive Compensation, and other policies as applicable)

⁵⁵ This includes development and oversight of policies and rules dealing with the effective discharge of police duties and functions as well as the prevention of neglect/abuse (such as service or policy complaints, Independent Investigations Office Interaction, Office of the Police Complaint Commission Interaction, Internal Discipline Matters, Unbiased Policing, Police Stops/Street Checks, Building Video Surveillance, Firearms & Ammunitions, Intermediate Weapons, Conducted Energy Weapons, Police Service Dogs, Missing Persons, Vascular Neck Restraint, Use of Force, Vulnerable Persons, Police Pursuits, other policies as applicable)

3. SPS ORGANIZATIONAL STRUCTURE



4. BOARD ORIENTATION

ORIENTATION - MONTH ONE

It is anticipated that materials described below will be provided to the new Board member immediately upon appointment, and that the initial orientation meeting will be scheduled with the new Board member preferably within one to two weeks of the initial appointment. The Chair, through the Executive Director, schedules the initial orientation meeting for new Board members.

The initial orientation meetings are expected to take up to six hours, over two sessions, and may include the information described below:

WHO	ACTION
<p>1. Executive Director</p>	<p>Send welcome letter and the following materials to new Board member (additional materials may be delivered depending on the needs of the Board and the new Board member):</p> <ul style="list-style-type: none"> • Board, and Senior Leadership Team biographies • The Board Manual • The <i>Police Act</i> • The most recent financial and accountability report • Compensation and expense guidelines • Key SPS administrative policies approved by the Board • Key policing standards and policies • Minutes from three previous Board & Committee meetings • Organization chart • Summary of SPS's insurance, including liability insurance for Board members • Details of any material litigation or disputes involving SPS • A schedule of dates for upcoming Board & Committee meetings <p>Request from new Board member:</p> <ul style="list-style-type: none"> • Annual Declaration form • Headshot and biographical information for publication (website)

WHO	ACTION
<p>2. Board Chair, Vice Chair, and Chief Constable</p>	<p>Meet with new Board member to discuss the following matters, among other matters:</p> <ul style="list-style-type: none"> • SPS’s mission, vision, mandate, values and strategic plan • SPS’s priorities, goals, and objectives for the coming year as well as the anticipated budget • Key challenges, opportunities, and risks and related strategies <p>Performance and conduct expectations and key stewardship processes</p> <ul style="list-style-type: none"> • Major issues and governance considerations • Proposed committee assignment, if any • Typical Board agenda and meeting package and Board meeting practices, etc. • Division of responsibilities between the Board & Chief Constable
<p>3. Chief Constable</p>	<p>Meet with the new Board member to give an overview of:</p> <ul style="list-style-type: none"> • SPS’s operational environment, stakeholders and partners and community • SPS’s practices, major risks and risk management strategies, budgeting and financial reporting process, and internal control environment <p>Arrange for the new Board member to tour SPS’s headquarters.</p> <p>Arrange for new Board member to go on a Ride Along</p> <p>Arrange for new Board member to meet with members of Executive Management</p> <p>Provide an overview of</p> <ul style="list-style-type: none"> • Complaint procedure • Policing and policing policies • Recruitment • Training • Union

WHO	ACTION
4. Executive Director	Meet with new Board member to review Board technology and communication facilities and to answer any questions from orientation program

ORIENTATION – DURING THE QUARTERLY MEETING CYCLE AFTER APPOINTMENT

WHO	ACTION
1. Board member	Attend a meeting of each Committee (regardless of what Committee the Board member is a member of)

ORIENTATION – MONTH SIX

WHO	ACTION
1. Board Chair and Executive Director	Meet with new Board member to obtain feedback on orientation process, determine comfort level with role, and determine if more information, training, or mentorship is required for the new Board member
2. New Board member	Complete Board Orientation Evaluation Form provided by Executive Director

5. BOARD COMPETENCY MATRIX (TBD)

ADDED IN PDF OF 2022 VERSION

6. ANNUAL MEMBER DECLARATION

I, _____, am a member of the Surrey Police Board.

I confirm I have read, understand and agree to comply with the Surrey Police Board Manual, including the Board Member Code of Conduct and Conflict of Interest Policy, (the “Board Manual”).

Pursuant to the Board Member Code of Conduct and Conflict of Interest Policy, I am required to disclose any direct or indirect conflict that may arise from my Board membership. I hereby disclose a direct or indirect conflict with my duty as a Board member may arise because of:

I declare that other than disclosed above, I do not have any relationships, interests, positions or compensation that could compromise, or be perceived to compromise, my ability to exercise judgment, as a Board member.

I agree to promptly provide an updated declaration promptly as a result of changed circumstances, and in any event, annually.

Printed Name

Signature

Date