

**Report to / Rapport au:**

**OTTAWA POLICE SERVICES BOARD  
LA COMMISSION DE SERVICES POLICIERS D'OTTAWA  
POLICY & GOVERNANCE COMMITTEE  
COMITÉ DES POLITIQUES ET DE LA GOUVERNANCE**

**20 December 2016 / 20 décembre 2016**

**Submitted by / Soumis par:**

**Executive Director, Ottawa Police Services Board / Directrice exécutive,  
Commission de services policiers d'Ottawa**

**Contact Person / Personne ressource:**

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**SUBJECT: BOARD COMMITTEES REVIEW**

**OBJET: EXAMEN DES COMITÉS DE LA COMMISSION**

**REPORT RECOMMENDATIONS**

**That the Policy & Governance Committee receive this report for discussion.**

**RECOMMANDATIONS DU RAPPORT**

**Que la Comité des politiques et de la gouvernance prenne connaissance du présent rapport pour discussion.**

**BACKGROUND**

At its meeting on 25 April 2016, the Board approved the following motion:

**That the Ottawa Police Services Board direct Board staff to conduct a review of the committee procedures and practices of other large boards in the country and report back to the Board's Policy & Governance Committee, and that the Committee make recommendations to the Board with regard to committee structure and mandate to ensure that they continue to meet the**

## **Board's expectations of transparency and accountability and contribute to an efficient and effective decision-making process.**

The first part of the motion dealing with committee procedures and practices was addressed in June 2016 when the Board approved changes to its practices aimed at improving accountability and transparency of committee meetings and minutes. Those measures include: posting committee agendas and items online; reports from committee chairs at regular Board meetings; inclusion of committee minutes in Board agendas; and revisions to the style of minute taking.

The second part of the motion, requesting the Policy & Governance Committee to make recommendations to the Board on the committee structure and mandate, remains to be addressed. Issues that could be encompassed in such a review would include – but not be limited to – the number and type of committees; the number of members on the committees; and the terms of reference for each committee. Questions that could be addressed include: are the current four committees still effective and serving a useful purpose; are they fulfilling the mandates assigned to them; are there areas within the Board's mandate currently not being adequately addressed that could be dealt with by the committees - do the committees need to change; and is the number of members on each committee appropriate.

In addition to the review of committee mandates and structure requested by the Board earlier in the year, a review of committee membership is required at this time due to the change in Board membership. In mid-November, City Council appointed Councillor Hubley to the Board, replacing Councillor Harder. Board Member Hubley has expressed a wish to participate on the Committees but there are currently no vacancies.

## **DISCUSSION**

### **Board Committee Policy**

The Ottawa Police Services Board has established four committees to assist it in performing its responsibilities. The terms of reference for the four committees are set out in the Board Committees Policy (Policy GA-4) attached as Document 1. There are currently four committees, each comprised of three board members:

- Complaints Committee
- Finance & Audit Committee
- Human Resources Committee
- Policy & Governance Committee.

The committees meet as required. To date in 2016, the committees have met the following number of times:

Complaints Committee:	0
Finance & Audit Committee:	4
Human Resources Committee:	5
Policy & Governance Committee:	4.

The committees have no decision-making powers, with the exception that the Human Resources Committee has delegated authority to deal with reviews of grievances from members of the Police Service. In practice, the Committee has not dealt with any grievances for many years as the Ottawa Police Association bypasses the Board review process and files directly for conciliation/arbitration with the Ontario Police Arbitration Commission. In 2016 there have been no new grievances filed.

With the exception of the Complaints Committee, which reviews specific policy or service complaints at the request of the complainant in accordance with the Police Services Act, the other committees are primarily used as a mechanism to allow for informal feedback and discussion between the Chief of Police, his staff, and Board members, or between the committee members themselves if it is strictly a board issue, on matters that will be coming to the Board. Any recommendations the committees make are forwarded to the Board for consideration at a subsequent meeting, either in public or closed session depending on the subject.

#### **Board Procedure By-law No. 3 of 2014**

The Board's Procedure By-law also addresses board committees, as follows:

– Committees of the Board

33. (1) Subject to the provisions of section 34 of the Police Services Act, Committees may be established by the Board at any time as is deemed necessary for the consideration of matters within the jurisdiction of the Board.
- (2) The rules governing the procedure of the Board and the conduct of Members shall be observed in all Committee meetings so far as they are applicable.
- (3) Subject to the provision of any general or special Act, the Board, in establishing any Committee, shall set forth Terms of Reference of the Committee and such other provisions as the Board shall deem proper.

Committees shall report on their work to the Board as required under the Terms of Reference.

- (4) Members shall be appointed to Committees by the Board and reviewed on an annual basis.
- (5) Each Committee shall appoint a Chair of the Committee.
- (6) Members who are not Members of a specific Committee may attend meetings of that Committee and may, with the consent of the Chair of that Committee, take part in the discussion, but shall not be counted in the quorum or entitled to make motions or to vote at these meetings.
- (7) The Chair, ex-officio, is a member of every Committee and is entitled to participate in and vote at Committee meetings.
- (8) The Board may establish Ad Hoc Committees of limited duration, to inquire and report on a particular matter or concern. An Ad Hoc Committee shall dissolve automatically upon submitting its final report to the Board.
- (9) The Board may establish Public Advisory Committees to report on matters within the jurisdiction of the Board, and members of the public may be invited to participate in such committees as the Board deems appropriate.
- (10) No sub-groups of Committees shall be established without approval of the Board.

### **Police Services Act**

The Police Services Act provides the following guidance on the establishment of committees by police services boards.

- Section 34 of the Police Services Act allows that “a board may delegate to two or more of its members any authority conferred on it by this Act, except the authority to bargain under Part VIII, which the board may delegate to one or more members.”
- Furthermore, section 61(9) of the Police Services Act allows that, “A board that is composed of more than three members may appoint a committee of not fewer than three members of the board (two of whom constitute a quorum for the purpose of this subsection) to review a complaint and to make recommendations to the board after the review and the board shall consider the recommendations and shall take any action, or no action, in response to the complaint as the board considers appropriate.”

**CONSULTATION**

In addressing the first part of the Motion approved by the Board in April 2016, a survey was undertaken of the 11 other largest boards in Ontario plus Winnipeg, Vancouver, Calgary and Edmonton of their practices with regard to committees. A summary of that data is attached as Document 2. The survey includes information on the types of committees, and how many members serve on them

**FINANCIAL IMPLICATIONS**

There are no financial implications associated with this report.

**SUPPORTING DOCUMENTATION**

Document 1 – Policy on Board Committees (GA-4)

Document 2 – Survey Results of Large Boards.

**CONCLUSION**

The Board has asked the Policy & Governance Committee to review the mandate and structure of the Board's four committees and report back to the Board with its recommendations. This report provides background information and seeks direction from the Committee on how it wishes to proceed with its review. The Committee may wish to retain the assistance of a consultant who can conduct a thorough review of the Board's governance structure.

**Document 1**

Policy Number: <b>GA-4</b>	Policy Subject: <b>BOARD COMMITTEES</b>
LEGISLATIVE REFERENCE / AUTHORITY	<i>Police Services Act</i> , sections 34 & 61(9)
DATE APPROVED	26 June 2006
DATE REVIEWED	2007, 2010, 2013
DATES AMENDED	24 September 2007 01 November 2010, 28 October 2013
DATE TO BE REVIEWED	2016
REPORTING REQUIREMENT	Addressed through Annual Report on Board Performance

**LEGISLATIVE REFERENCE / AUTHORITY**

Section 34 of the *Police Services Act* states that, “A Board may delegate to two or more of its members any authority conferred on it by this *Act*, except the authority to bargain under Part VIII, which the Board may delegate to one or more members.”

Section 61(9) of the *Police Services Act* states that, “A board that is composed of more than three members may appoint a committee of not fewer than three members of the board (two of whom constitute a quorum for the purpose of this subsection) to review a complaint and to make recommendations to the board after the review and the board shall consider the recommendations and shall take any action, or no action, in response to the complaint as the board considers appropriate.”

**BOARD POLICY**

The Ottawa Police Services Board has established four standing committees to assist it in performing its responsibilities, as is permitted under the *Act*. This policy sets out the general principles for the functioning of these committees and the terms of reference for each.

**GENERAL PRINCIPLES**

1. The function of a Board committee is to assist the Board with its tasks in the exercise of its authority and responsibilities.

2. The Board may establish standing or ad hoc committees to inquire into and report on any matter within the jurisdiction of the Board.
3. The Board defines the mandate of committees and appoints the committee membership by resolution. Each Committee shall appoint a Chair of the Committee. If the Board Chair is not appointed to a committee, he/she is an ex officio member of all committees.
4. Expectations and authority shall be clearly defined in order to not conflict with authority delegated to the Chief of Police.
5. Committees shall deal through the Board Executive Director with the Chief, or his/her designate(s), when services are required from staff to assist the committee.<sup>1</sup>
6. The Board may delegate tasks and projects to the committees, and each committee shall obtain direction from the Board for its activity or mandate and shall report back on its activities on a regular basis.
7. Committees make recommendations to the Board unless specific authority is delegated to a committee to make a decision.
8. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. The Board Chair may designate a committee Chair to speak to the media regarding deliberations of the committee.
9. Membership on Board committees and external committees shall be reviewed annually and revised accordingly.
10. The general principles contained in this policy apply to any group that is formed by Board action, whether or not it is called a committee and regardless of whether the group includes non-Board members. It does not apply to committees formed under the authority of the Chief.
11. To meet its legislated responsibilities under the *Police Services Act* and to assist the Board in fulfilling its duties, the Board will have four standing committees (terms of reference for each of the committees are set out below):

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<sup>1</sup> Section 31(3) of the *Police Services Act* states: "The board may give orders and directions to the chief of police, but not to other members of the police force, and no individual member of the board shall give orders to any member of the police force."

- a) Complaints Committee
- b) Finance and Audit Committee
- c) Human Resources Committee
- d) Policy and Governance Committee.

## **COMMITTEE TERMS OF REFERENCE**

### **A. COMPLAINTS COMMITTEE**

#### **1. LEGISLATIVE REFERENCE / AUTHORITY**

- Police Services Act section 61(9)
- Board's Complaints Policy (*Reference Board Policy GA-9*)

#### **2. PURPOSE**

To review complaints about policies or services of the Ottawa Police Service at the request of the complainant.

#### **3. COMPOSITION AND OPERATIONS**

1. The Committee shall be composed of three or more members appointed by the Board, with one member designated by the Committee to serve as Chair.
2. The Committee shall operate in a manner consistent with the provisions of the Board's Complaints Policy and the Board's Policy Manual.
3. The Committee shall meet as required, at the call of the Chair or by agreement of the Committee.
4. The Board Executive Director shall consult with the Chair on the agenda development, be responsible for preparation and distribution of the agenda package and shall maintain a record of the meetings.
5. The Committee may invite such Board members and outside parties, and in consultation with the Chief such employees, as may be deemed desirable to attend meetings and assist in the discussion and consideration of the business of the committee.

#### **4. ROLES AND RESPONSIBILITIES**



1. Upon receipt of a request for a review pursuant to section 63(5) of the *Police Services Act*, immediately notify the Chief in writing and request the materials set out in the Board's Complaints Policy.
2. Within 30 days of receiving the request, review the complaint and submit a recommendation to the Board, including a recommendation on whether or not to hold a public meeting.

#### 5. ACCOUNTABILITY

1. The Committee shall review the terms of reference for the Committee at least once every three (3) years and make recommendations to the Board as required.
2. The Committee shall keep a record of its meetings and the meeting minutes shall be submitted to all Board members along with the Committee's recommendations.

### **B. FINANCE AND AUDIT COMMITTEE**

#### 1. LEGISLATIVE REFERENCE / AUTHORITY

*Police Services Act* section 34.

#### 2. PURPOSE

To assist the Board in fulfilling its responsibilities in the areas of financial planning, budget preparation and monitoring, auditing, quality assurance and risk management.

#### 3. COMPOSITION AND OPERATIONS

1. The Committee shall be composed of three (3) members appointed by the Board, with one member designated by the Committee to serve as Chair.
2. The Committee shall operate in a manner consistent with the provisions of the Board's Policy Governance Manual.
3. The Committee shall meet at least three times a year.
4. The Committee shall meet at the call of the Chair, or by agreement of the Committee.

5. The Board Executive Director shall consult with the Chair on the agenda development, be responsible for preparation and distribution of the agenda package and shall maintain a record of the meetings.
6. The Committee may invite such Board members and outside parties, and in consultation with the Chief such employees, as may be deemed desirable to attend meetings and assist in the discussion and consideration of the business of the committee.

#### 4. ROLES AND RESPONSIBILITIES

##### Budget & Financial Planning

1. Provide input into the development of fiscal policies, objectives and priorities.
2. Provide input and feedback to staff during the annual budget development process.
3. Review annually the budget development process and guidelines, and make recommendations to the Board for revisions as required.
4. Review the annual budget for consistency with the Service's long range financial plans.
5. Review periodically the Service's long range financial plans to ensure stability and consistency with strategic directions for the organization.
6. Review quarterly financial statements and any audited financial statements provided to the Board.

##### Audit & Quality Assurance

8. Provide input into the annual Audit Work plan.
9. Review the results of any internal and external audits.
10. Review the annual consolidated report on the operations of the Ottawa Police Service's Quality Assurance Section.

#### 5. ACCOUNTABILITY

1. The Committee shall review the terms of reference for the Committee at least once every three (3) years and make recommendations to the Board as required.

2. The Committee shall keep a record of its meetings and the meeting minutes shall be available to all Board members upon request.

### **C. HUMAN RESOURCES COMMITTEE**

#### **1. LEGISLATIVE REFERENCE / AUTHORITY**

*Police Services Act* section 34.

#### **2. PURPOSE**

To assist the Board in fulfilling its oversight and employer responsibilities under the *Police Services Act* in relation to human resource and compensation matters.

#### **3. COMPOSITION AND OPERATIONS**

1. The Committee shall be composed of three (3) members appointed by the Board, with one member designated by the Committee to serve as Chair.
2. The Committee shall operate in a manner consistent with the provisions of the Board's Policy Governance Manual.
3. The Committee shall meet as required, at the call of the Chair or by agreement of the Committee.
4. The Board Executive Director shall consult with the Chair on the agenda development, be responsible for preparation and distribution of the agenda package, and shall maintain a record of the meetings.
5. The Committee may invite such Board members and outside parties, and in consultation with the Chief such employees, as may be deemed desirable to attend meetings and assist in the discussion and consideration of the business of the committee.

#### **4. ROLES AND RESPONSIBILITIES**

1. To develop Board collective bargaining objectives and a strategy for negotiations with the respective Associations, in consultation with the Chief of Police (or designate), labour relations advisor and/or legal counsel<sup>2</sup>.

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<sup>2</sup> *Police Services Act*. Section 120(2) "One legal counsel and one other advisor for each of the bargaining committee and the board may participate in the bargaining sessions".

2. A member of the Committee will participate in collective bargaining sessions with the associations.
3. Review and render decisions on grievances referred to the Board by the associations in accordance with the processes outlined in their respective collective agreements.
4. Annually review and recommend compensation for the Chief of Police, Deputy Chiefs, Director General and General Counsel, taking their submissions into account.
5. Annually review the performance of the Board's Executive Director.
6. Annually review the performance evaluation process for the Chief of Police and Board Executive Director, and recommend changes if necessary.
7. Review with the Chief, or designate(s), existing management resources and plans, including recruitment and training programs, to ensure that qualified personnel will be available for succession to executive positions in the Police Service, and report the results of the review to the Board at least once a year.
8. Communicate on a regular basis with representatives of other large boards in the Province to stay abreast of trends and strategies in collective bargaining.

#### 5. ACCOUNTABILITY

1. The Committee shall review the terms of reference for the Committee at least once every three (3) years and make recommendations to the Board as required.
2. The Committee shall keep a record of its meetings and the meeting minutes shall be available to all Board members on a confidential basis upon request.

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Section 120(4) "The chief of police, or if the parties consent, another person designated by the chief of police may also attend the parties' bargaining sessions in an advisory capacity."

**D. POLICY AND GOVERNANCE COMMITTEE****1. AUTHORITY / LEGISLATIVE REFERENCE / AUTHORITY**

*Police Services Act section 34.*

**2. PURPOSE**

To develop and evaluate performance associated with all Board policies related to governance and police service delivery.

**3. COMPOSITION AND OPERATIONS**

1. The Committee shall be composed of three members appointed by the Board, with one member designated by the Committee to serve as Chair.
2. The Committee shall operate in a manner consistent with the provisions of the Board's Policy Governance Manual.
3. The Committee shall meet at least four times a year.
4. The Committee shall meet at the call of the Chair, or by agreement of the Committee.
5. The Board Executive Director shall consult with the Chair on the agenda development, be responsible for preparation and distribution of the agenda package and shall maintain a record of the meetings.
6. The Committee may invite such Board members and outside parties, and in consultation with the Chief such employees, as may be deemed desirable to attend meetings and assist in the discussion and consideration of the business of the committee.

**4. ROLES AND RESPONSIBILITIES**

1. Take the lead in identifying the need for new policies.
2. Develop new policies, procedures and tools that will enhance the performance of the Board and the Police Service.
3. Develop an annual work plan for the Board.
4. Provide input throughout the development phase of the Business Planning process.
5. Review Board policies at least once every three (3) years and submit results of review, including recommended revisions, to Board.

6. Review the Board's committee structure at least once every three (3) years to assess its continued appropriateness.
7. Review the Board's annual performance self-evaluation process on an annual basis and make recommendations for changes to the Board.
8. Review the Ottawa Police Service Board's Finance and Administration Procedure Manual, in consultation with the Director General, at least once every four (4) years and make recommendations for revisions to the Board as required.
9. Prior to vacancies occurring on the Board, assess the composition and skill set of the Board, and make recommendations to appointing body regarding the qualities and skills needed to achieve the collective skill set required by the Board.
10. Provide input into Board member orientation and ongoing development needs.
11. At the request of the Board, undertake any other corporate governance initiatives that may be necessary or desirable to contribute to the success of the Board.

## 5. ACCOUNTABILITY

1. The Committee shall review the terms of reference for the Committee at least once every three (3) years and make recommendations to the Board as required.
2. The Committee shall keep a record of its meetings and the meeting minutes shall be available to all Board members upon request.

## Document 2 – Staff Survey of Large Boards – May 2016

Board	Committees	Names of Committees	Composition	Advertised	Detailed Minutes	Minutes made public
Durham	Yes	Finance HR Negotiations Strategic Policy & Planning	3 or 4 Board members  Command staff are invited depending on Agenda items and ED attends as well	Have posted agendas on the web site for meetings but have not been consistent. Will be posting agendas online and noting meetings open to the public in monthly media release announcing the date of the full Board meeting. Will post agendas for private meetings also, noting it will be closed.	Summary of the meeting	The summary is provided for the full Board at the next Board meeting and is shared publicly if the meeting was open.
Halton	No standing committees	n/a	Have appointed ad hoc committees and an Appointment committee in the past	n/a	Yes. Minutes were kept and forwarded to the Board for confirmation	No

<b>Board</b>	<b>Committees</b>	<b>Names of Committees</b>	<b>Composition</b>	<b>Advertised</b>	<b>Detailed Minutes</b>	<b>Minutes made public</b>
<b>Hamilton</b>	Yes	Budget Subcommittee (public) Bargaining Committee (confidential)	3 members of the Board	Meeting dates will be posted on website going forward	Unsure (new committee)	If minutes are kept they will be presented to the Board for approval in the public forum
<b>London</b>	No standing committees	Appoint committees for specific tasks, short term from time to time	n/a	n/a	n/a	n/a
<b>Niagara</b>	Yes	HR Committee: - Bargaining /Negotiations - Grievance Finance Committee: - Business Planning Committee Administration Committee: - Accommodatio	All board members (Committee of the Whole)  All board members  All board members	Yes – media release and agenda posted 2 days before meeting	Yes, detailed minutes	Yes – reported back on the regular monthly public Board agenda for adoption.



Board	Committees	Names of Committees	Composition	Advertised	Detailed Minutes	Minutes made public
		<ul style="list-style-type: none"> <li>n Steering Committee</li> <li>- Information Technology Committee</li> <li>- Licencing</li> <li>- Policy &amp; Governance</li> <li>- Public Complaints</li> <li>General Business Committee</li> </ul>	Chair & Vice Chair			
<b>Ottawa</b>	Yes	<ul style="list-style-type: none"> <li>Complaints</li> <li>Finance &amp; Audit</li> <li>Human Resources</li> <li>Policy &amp; Governance</li> </ul>	3 board members on each committee	no	yes	no
<b>Peel</b>	Yes	Audit	– 2 members & meets twice/year	No	Only record decisions – not	Depending on Committee – they go on a public or in-camera

Board	Committees	Names of Committees	Composition	Advertised	Detailed Minutes	Minutes made public
		<p>Executive Personnel Items Committee –</p> <p>Facilities Committee</p> <p>Policy Committee</p> <p>Public Complaints &amp; Litigations</p> <p>Long Term Disability</p>	<p>3 members; meets twice/year (does reviews for Chief, Deputies and ED)</p> <p>– 3 members meets as required</p> <p>– 3 members meets as required</p> <p>– 3 members (new committee –framing terms of reference)</p> <p>– 2 members – deals with a specific HR matter</p>		detailed	agenda for either information or approval
<b>Sudbury</b>	No	Appoint a bargaining committee at the	2 board members, CAO, Deputy Chief & HR Advisor	n/a	n/a	n/a

<b>Board</b>	<b>Committees</b>	<b>Names of Committees</b>	<b>Composition</b>	<b>Advertised</b>	<b>Detailed Minutes</b>	<b>Minutes made public</b>
		time of contract negotiations				
<b>Toronto</b>	Under review – following responses are prior to review	16 committees, sub-committees & working groups.	varied	Generally not advertised	Some committees have detailed verbatim minutes, some just action items, other very little records.	Only Central Joint Health & Safety Minutes – redacted minutes from this committee are included on the public board agendas.
<b>Waterloo</b>	No					
<b>Windsor</b>	Haven't met recently	Human Resources Committee  Finance Committee	(1 member)  (2 members)	unknown	Yes	unknown
<b>York</b>	Yes	Bargaining Committee	Determined prior to negotiations  3 Board members, legal counsel &	No	Minutes taken by legal staff	No

Board	Committees	Names of Committees	Composition	Advertised	Detailed Minutes	Minutes made public
			support staff			
<b>Calgary</b>	Yes	Governance Finance & Audit Complaint Oversight	Each member is required to sit on 2 committees (except councillors) = 6 members per committee excluding the Chair (x/officio on all)	No	Yes – summary reports inform the minutes for the full board meeting – committees make recommendations and not decisions	Yes
<b>Vancouver</b>	Yes	HR Finance Governance	Composed of 4-5 Board members and meet roughly quarterly	Not advertised Not open to the public	Keep detailed minutes	Redacted as appropriate and posted online
<b>Winnipeg</b>	Yes	Governance Committee Budget & Finance Committee Risk Management & Audit Committee Indigenous	Each comprised of 3 members, appointed by the Chair. The Chair is a member of all committees by virtue of his office.	No	Committee meeting minutes are prepared that are essentially a record of the subject discussed, the disposition, and action items Board staff prepare	Available to the public. Committees generally do not have decision-making authority and their meetings are not “meetings of the police board” within the meaning of subsection 34(2) of <i>The Police</i>

Board	Committees	Names of Committees	Composition	Advertised	Detailed Minutes	Minutes made public
		Liaison Committee  Strategic Planning Steering Committee  Committee of the Whole (for quarterly private meetings with the Chief and other private meetings as needed related to policy and budget development)  Police Chief Recruitment Committee (established as needed)			confidential meeting notes with more detail of the discussion, for the sake of having them available for future reference.	<i>Services Act</i> (Manitoba), which provides as follows:  <b>Public meetings</b> <b>34(2)</b> Subject to subsection (3), meetings of the police board must be open to the public and the board must give public notice of its meetings in the prescribed manner.  <b>Exception</b> <b>34(3)</b> The police board may exclude the public from all or part of a meeting in order to consider matters involving public security or sensitive financial or personal information.

