# Executive Committee

July 18, 2018, 9:00 a.m. – Noon

Edmonton Metropolitan Region Board Office
Capital Region Boardroom

**Notes:** Chair Abbott will be calling in for a portion of the meeting. Mayor Young is acting in the role of Chair.

<table>
<thead>
<tr>
<th>1. Opening</th>
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</table>
| **1.1 Quorum**  
*Action: Confirmation*  
*Lead: Mayor Young* |
| **1.2 Call to Order**  
*Action: Declaration*  
*Lead: Mayor Young* |
| **1.3 Chair’s Opening Remarks**  
*Action: Information*  
*Lead: Mayor Young* |

<table>
<thead>
<tr>
<th>2. Approval of Agenda</th>
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| *Action: Approval*  
*Lead: Mayor Young* |

**Recommended Motion:** That the Executive Committee approve the July 18, 2018 meeting agenda.

<table>
<thead>
<tr>
<th>3. Approval of Minutes</th>
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| *Action: Approval*  
*Lead: Mayor Young* |

**Recommended Motion:** That the Executive Committee approve the May 10, 2018 meeting minutes.

<table>
<thead>
<tr>
<th>4. Human Resources</th>
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</table>
4.1 Compensation Strategy
Action: Approval
Lead: Mayor Young/Interim CEO Sarnecki

**Recommended Motion:** That the Executive Committee endorse and recommend the Compensation Strategy to the Edmonton Metropolitan Region Board for approval.

4.2 CEO Compensation Guidelines
Action: Approval
Lead: Mayor Young/Interim CEO Sarnecki

**Recommended Motion:** That the Executive Committee endorse and recommend the CEO Compensation Guidelines to the Edmonton Metropolitan Region Board for approval.

4.3 CEO Recruitment
Action: Approval
Lead: Mayor Young/Interim CEO Sarnecki

**Recommended Motion:** That the Executive Committee move In Camera, in accordance with the provisions of Section 17 of the Freedom of Information and Protection of Privacy Act (FOIP), R.S.A. 2000, c.F-25.

**Recommended Motion:** That the Executive Committee move out of camera.

**Recommended Motion:** That the Executive Committee proceed with interviews with the candidates identified in camera.

5. Strategy

5.1 Shared Investment for Shared Benefit Process Options
Action: Approval
Lead: Mayor Young/Interim CEO Sarnecki

**Recommended Motion:** That the Executive Committee endorse and recommend to the Edmonton Metropolitan Region Board that a Task Force be appointed for the Shared Investment for Shared Benefit Project with Board workshops at key points in the project for input and direction.
6. Governance

6.1 Policy G005 – Board Meeting Procedures
Action: Approval
Lead: Mayor Young/Interim CEO Sarnecki

**Recommended Motion:** That the Executive Committee endorse and recommend Policy G005 – Board Meeting Procedures to the Edmonton Metropolitan Region Board for approval.

6.2 Governance Education
Action: Discussion
Lead: Mayor Young/Interim CEO Sarnecki

7. Advocacy & Communications

7.1 Advocacy Strategy/ Fall 2018 Advocacy Planning
Action: Approval
Lead: Mayor Young/Interim CEO Sarnecki

**Recommended Motion:** That the Executive Committee move In Camera, in accordance with the provisions of Section 21 of the Freedom of Information and Protection of Privacy Act (FOIP), R.S.A. 2000, c.F-25.

**Recommended Motion:** That the Executive Committee move out of camera.

**Recommended Motion:** That the Executive Committee endorse and recommend the Board Interviews Report, Fall 2018 Advocacy Planning to the Edmonton Metropolitan Region Board for information.

7.2 Fall 2018 Advocacy Plan Implementation Team
Action: Approval
Lead: Mayor Young/Interim CEO Sarnecki

**Recommended Motion:** That the Executive Committee endorse and recommend informal engagement of non-Executive Committee members as part of an Implementation Team for Fall 2018 Advocacy Plan to the Edmonton Metropolitan Region Board for information.

8. CEO Update
Action: Information
Lead: Interim CEO Sarnecki
<table>
<thead>
<tr>
<th></th>
<th>9. Next Meeting</th>
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</thead>
<tbody>
<tr>
<td></td>
<td>• September 13, 2018, 9:00 a.m. – Noon, EMRB Office</td>
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<th>10. In Camera</th>
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<td>Action: Approval</td>
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<td>Lead: Mayor Young</td>
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<th>11. Adjournment</th>
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<td>Action: Approval</td>
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<td>Lead: Mayor Young</td>
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**Recommended Motion:** That the Executive Committee meeting of May 10, 2018 be adjourned.
Executive Committee

Thursday, May 10, 2018
10:00 a.m. – 11:30 a.m.
Chateau Louis, Grand Ballroom
11727 Kingsway, Edmonton

Members:
Jodi Abbott, Board Chair
Bob Young, City of Leduc (Vice Chair)
Tanni Doblanko, Leduc County
Rod Shaigec, Parkland County
Barry Turner, Town of Morinville
Michael Walters, City of Edmonton (Alternate)

EMRB Staff & Consultants:
Malcolm Bruce, CEO
Neal Sarnecki, Project Manager
Stephanie Chai, Project Manager
Taylor Varro, Project Manager
Loreen Lennon, Communications Manager
Charlene Chauvette, Office Manager
Leslie Chivers, Operations Manager
Brandt Denham, GIS Coordinator
Amanda Borman, Executive Assistant
Raquel Chauvette, Administrative Assistant
Joseana Lara, Municipal Planning Intern

Guests:
William Choy, Town of Stony Plain (EMRB Vice Chair)
Linda Cochrane, City of Edmonton
Stephen Dafoe, Town of Morinville
Gibby Davis, City of Edmonton
Trevor Duley, City of St. Albert
Jordan Evans, Leduc County
Michelle Hay, City of Leduc
Larissa Hepp, Sturgeon County
Alanna Hnatiw, Sturgeon County
Brandy Kelly, City of Leduc
Stephane Labonne, Town of Morinville
Marnie Lee, Strathcona County
Kelly-Lynn Lewis, Leduc County
Nancy Lyzaniwski, Strathcona County
Linda Matties, Town of Stony Plain
Chantal McKenzie, City of Spruce Grove
Avril McCalla, City of Edmonton
Bill Minnes, Sturgeon County
Eleanor Mohammed, Town of Beaumont
Travis Peter, Sturgeon County
Kelly Vanderberghe, Leduc County
Julie Vizbar, Leduc County
Matthew Wispinski, City of Edmonton

1. Opening

1.1 Quorum

Quorum achieved; five of five voting members present.

1.2 Call to Order

Chair Abbott called the meeting to order at 9:53 a.m.
1.3 Chair’s Opening Remarks

2. Approval of Agenda

Motion: That the Executive Committee approve the May 10, 2018 meeting agenda.
Moved by: Mayor Rod Shaigec
Accepted by: Chair
Decision: Carried unanimously

3. Approval of Minutes

Motion: That the Executive Committee approve the March 8, 2018 and April 23, 2018 meeting minutes.
Moved by: Mayor Bob Young
Accepted by: Chair
Decision: Carried unanimously

4. Governance

4.1 2017/18 EMRB Annual Report Content

CEO Bruce provided an explanation of the 2017/18 EMRB Annual Report Content to members of the Executive Committee.

Motion: That the Executive Committee endorse the amended content and recommend the 2017/18 EMRB Annual Report Content to the Edmonton Metropolitan Region Board for approval subject to the approval of the audited financial statement.
Moved by: Councillor Michael Walters
Accepted by: Chair
Decision: Carried unanimously

4.2 Integrated Transportation Systems Working Group

The members of the Executive Committee agreed that the word Transit be added into the title of Item 4.2.

Motion: That the Executive Committee endorse and recommend the Integrated Transportation and Transit Systems Working Group Terms of Reference to the Edmonton Metropolitan Region Board for approval as amended.
Moved by: Councillor Michael Walters
Accepted by: Chair
Decision: Carried unanimously
5. Strategy

5.1 Recreation

Ms. Chai provided members of the Executive Committee with information on Recreation.

Motion: That the Executive Committee endorse and recommend that recreation (Option B) be included in the Metropolitan Region Servicing Plan to the Edmonton Metropolitan Region Board for approval.
Moved by: Councillor Michael Walters
Accepted by: Chair
Decision: Carried

5.2 2018-2023 Strategic Plan

Ms. Chai provided insight into the 2018-2023 Strategic Plan to members of the Executive Committee.

Motion: That the Executive Committee endorse and recommend the 2018-2023 Strategic Plan to the Edmonton Metropolitan Region Board for approval.
Moved by: Mayor Tanni Doblanko
Accepted by: Chair
Decision: Carried unanimously

5.3 2018-22 Business Plan

Motion: That the Executive Committee endorse and recommend the 2018-22 Business Plan to the Edmonton Metropolitan Region Board for approval.
Moved by: Mayor Barry Turner
Accepted by: Chair
Decision: Carried unanimously

6. Policy

6.1 Regional Transportation Priorities Evaluation Criteria Update

Mr. Sarnecki shared the Regional Transportation Priorities Evaluation Criteria Update with members of the Executive Committee.

Motion: That the Executive Committee endorse and recommend the Regional Transportation Priorities Evaluation Criteria to the Edmonton Metropolitan Region Board for approval.
Moved by: Mayor Tanni Doblanko
Accepted by: Chair
Decision: Carried unanimously

6.2 2018 Regional Transportation Priorities

**Motion:** That the Executive Committee endorse and recommend the 2018 Regional Transportation Priorities Report to the Edmonton Metropolitan Region Board for approval as amended.

**Moved by:** Mayor Tanni Doblanko

**Accepted by:** Chair

**Decision:** Carried unanimously

6.3 Policy G022 – Public Engagement Policy

Mr. Chivers provided members of the Executive Committee with information on Policy G022 – Public Engagement Policy.

**Motion:** That the Executive Committee recommend Policy G022 Public Engagement to the Edmonton Metropolitan Region Board for information.

**Moved by:** Councillor Michael Walters

**Accepted by:** Chair

**Decision:** Carried unanimously

6.4 Policy G005 – Board Meeting Procedures

Chair Abbott provided members of the Executive Committee with information regarding Policy G005 – Board Meeting Procedures.

**Motion:** That the Executive Committee endorse and recommend Policy G005 – Board Meeting Procedures to the Edmonton Metropolitan Region Board for approval.

**Moved by:** Mayor Bob Young

**Accepted by:** Chair

**Decision:** Carried unanimously

7. Advocacy

7.1 Advocacy Planning

Ms. Lennon provided information on Advocacy Planning to the members of the Executive Committee.

8. CEO Update

There are no further updates from CEO Bruce.
9. Next Meeting

- July 18, 2018, 9:00 a.m. – Noon, EMRB Office

10. In Camera

**Motion:** That the Executive Committee move in-camera, in accordance with the provisions of Section 24, and 27 of the Freedom of Information and Protection of Privacy Act (FOIP), R.S.A 200, c.F-25.

**Moved by:** Mayor Bob Young

**Accepted by:** Chair

**Decision:** Carried Unanimously

**Members In Camera:**
Chair Jodi Abbott
Mayor Bob Young
Mayor William Choy
Councillor Stephen Dafoe
Mayor Tanni Doblanko
Councillor Kelly-Lynn Lewis
Councillor Linda Matties
Councillor Chantal McKenzie
Mayor Rod Shaigec
Mayor Barry Turner
Councillor Kelly Vandenberghe
Councillor Michael Walters

**Motion:** That the Executive Committee move out of camera.

**Moved by:** Mayor Bob Young

**Accepted by:** Chair

**Decision:** Carried unanimously

**Motion:** That the Executive Committee receive for information the Board direction to refer the two shortlisted CEO search candidates, along with its recommendation on final selection, to the Edmonton Metropolitan Region Board for approval.

**Moved by:** Mayor Tanni Doblanko

**Accepted by:** Chair

**Decision:** Carried unanimously
Motion: That the Executive Committee endorse and recommend that an internal administrative candidate be appointed by the Edmonton Metropolitan Region Board to the position of Interim CEO, with appropriate compensation, until such time as a permanent CEO is hired.

Moved by: Mayor Tanni Doblanko
Accepted by: Chair
Decision: Carried unanimously

11. Adjournment

Motion: That the Executive Committee meeting of May 10, 2018 be adjourned at 11:25 a.m.

Moved by: Mayor Tanni Doblanko
Accepted by: Chair
Decision: Carried unanimously
Compensation Strategy

**Recommended Motion:** That the Executive Committee endorse and recommend the Compensation Strategy to the Edmonton Metropolitan Region Board for approval.

**Background**

The EMRB is currently in the process of recruiting a new Chief Executive Officer. Through the recruitment process the lack of a Compensation Framework for the CEO and EMRB Administration became apparent. Previously, and in accordance with Administrative Policies, the Chair negotiated with the selected candidate the terms and conditions of employment and made a recommendation to the Executive Committee for endorsement and recommendation to the Board for approval. There is little in the way of guidance in the policy regarding compensation for the CEO or staff.

**Compensation Strategy**

The CEO has established several Administrative policies that address staff salaries, employee benefits, employee expenses, training, vacation, etc. to guide the human resource management of employees. The policies are adequate for current administrative purposes, however, as the EMRB grows and evolves it is critical that compensation strategy be developed to give direction to future hiring. The attached Compensation Strategy establishes principles and policies to bring structure and due diligence to the administration of compensation for the CEO and EMRB staff.

**Attachments**

1. EMRB Compensation Strategy
Introduction

- The Edmonton Metropolitan Region Board (EMRB) would benefit from the development of an overarching strategy to guide employee compensation (CEO and other employees).
- While the Board is governed by Policy H001 where CEO compensation is at the discretion of the Board Chair and Vice Chair, there is an absence of clear criteria to determine the compensation package of the CEO.
- The Executive Committee, in its task to structure a compensation package for an in-coming CEO, has identified a need to explore a compensation philosophy to guide the development of a compensation strategy for the Board.
- An immediate need also exists to set a compensation package for the CEO.
- The CEO has established several policies (H003 – Salary Administration, H006 Employee Benefits, H007 Hours of Work/Overtime and Overtime Pay, H008 Employee Expenses, H009 Employee Training and H001 Vacation and General Holidays) to guide the Human Resource Management of employees. These policies seem adequate but it is unknown if they might align with a compensation strategy for the overall organization since one does not exist.

Why is a Compensation Strategy required?

- The EMRB is a leader in Canada for its approach to regional planning. It is critical that our system to attract and retain employees is progressive; without our human capital it will be difficult to remain a leader in the field of regional/municipal planning and development.
- The EMRB has just adopted a new strategic plan requiring the CEO and EMRB staff to actively pursue goals of the plan, which will both stretch the organization and further promote a culture of accountability based on outcomes for employees and the Board.
- When an organization’s human resources strategy (including the compensation strategy) is aligned to the organization’s vision and strategic plan, pay and rewards can help propel the organization.
- At the Board level, a compensation strategy that is grounded by key philosophies will allow the Board and the CEO to create a compensation plan that anchors to the strategic plan of the organization.
- At the Board and employee level, a compensation strategy facilitates transparency by answering the question of ‘why’ when employees or the public question compensation practices. The compensation strategy can also guide compensation-related decision making and can be used as a tool for the recruitment of qualified applicants.

Fundamentals of a Compensation Strategy

A compensation strategy typically includes; 1) compensation philosophy with key principles approved by the governing board, 2) compensation elements that flow from the compensation philosophy that is operationalized by the board (for the CEO position) and by management (for all other positions) and, 3) a mechanism for regular review of the philosophy and the elements.
1) Compensation Philosophy: The EMRB shall determine what principles will guide the development of the compensation strategy. By having principles in place, it will be easier to determine the elements of compensation and provide guidance in decision making for the Board and the CEO. In the case of setting the CEO compensation, this could continue to reside with the Board Chair and Vice Chair but the philosophy would be the ‘guide post’ in setting the package. In the case of the employees, the CEO could use these ‘guide posts’ to ensure policy and practice alignment.

The following principles are proposed for setting the compensation philosophy. This is based on the rationale that compensation for employees should be considered with regard to the impact of the position in the organization, his/her value in the market place and contribution to the organization.

- **Transparency** in setting and reporting on the total compensation package of employees of the Board.
- **Accountability** for employee alignment with values, strategic plan and achieving performance objectives.
- **Competitiveness** to ensure that the EMRB can hire and retain the best talent.
- **Equity** among employees of the EMRB and across the appropriate comparator sectors.

2) Compensation Elements: The following elements could be considered as key to the compensation strategy. It is important to note that each element may be implemented differently based on the employee’s role in the organization. Specific suggestions are provided for the CEO role, and it is recommended that the CEO then determine relevance (against the compensation philosophy) to other employees in the organization.

- **Base Pay Position**

  Base pay typically refers to the gross annual or hourly regular salary of employees before deductions and does not include overtime or vacation pay. EMRB can consider reference points to determine base pay. Two such reference points are 1) Peer comparator groups, and 2) Pay at defined percentile.

  - **Peer comparator groups:** Peer comparator groups are essential in determining base pay given that remaining competitive with these defined groups will be important for recruitment into the EMRB. Two important factors in defining the comparator group is recruitment sector and geographic location from which candidates may come. It is recommended that the following peer comparator groups be considered by the Executive Committee.
<table>
<thead>
<tr>
<th>Peer Comparators</th>
<th>Chief Executive Officer</th>
<th>Professional Staff</th>
<th>Administrative Staff</th>
</tr>
</thead>
<tbody>
<tr>
<td>Recruitment Sector</td>
<td>-CEO of the Calgary Metropolitan Region Board -Municipal CAOs -Deputy Ministers -Senior Leadership of Arm’s Length Government Organizations (ie; health, post-secondary education) -Senior Leadership from relevant private sector (ie; land development, environment)</td>
<td>TBD – established by CEO</td>
<td>TBD – established by CEO</td>
</tr>
<tr>
<td>Geographic Draw Area</td>
<td>-National -Provincial</td>
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</tbody>
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- **Pay at defined percentile**: According to World at Work 2011/12, 83% of Canadian organizations report that they pay employees at the 50\(^{th}\) percentile in relation to the market. Given this, it is recommended to the Executive Committee that EMRB strive to achieve base pay at the 50\(^{th}\) percentile of agreed upon peer comparator groups. This would require regular market studies (recommend every 3 years) to examine the state of our compensation. Given that this element of the compensation framework will be implemented when employees already exist within the organization, compensation adjustments may be required, and an operational strategy will be required to be developed and implemented over time.

- **Annual Cost of Living Increase**

Where financially feasible, organizations provide an annual cost of living adjustment (COLA) to remain competitive and address inflationary increases. However, organizations are not always guided by established procedures in providing a COLA. It appears as though two practices exist at EMRB. For the previous CEO, a COLA of approximately 1% was awarded to the CEO. For employees, the CEO would budget approximately 3% and award a percentage to employees based on budget and performance (average staff increase was 1.4% in 2016 and 2.94% in 2017).

The EMRB must decide if an annual COLA should be offered to the CEO and the methodology to determine the amount of the COLA. The CEO should then determine if a COLA should be offered to employees and if so, the methodology used to determine the amount.
There are various options for determining an annual COLA amount.

- **Annual budget performance**: An organization can determine an amount annually based on the financial position of the organization. For example, should the organization have a surplus at year end then a portion of the surplus could be used to allocate a COLA percentage to the CEO (and/or the staff). The benefit of this approach is that the organization will only provide a COLA to employees if it is in a financial position to do so. However, the challenges with this approach are 1) it creates a level of uncertainty for the CEO and employees and could result in a pay lag (uncompetitive), and 2) the CEO and employees could work towards an annual surplus, which could be to the detriment of achieving other outcomes.

- **Use of an index to determine COLA**: Another approach for determining COLA, is to determine the amount based on a national or provincial index. For example, the Alberta Weekly Wage Index outlines the previous year’s annual cost of living and is published publicly. The benefit of this approach is that the CEO and employees are compensated with a COLA only if the economy dictates that the cost of living has increased. If it has not, then no COLA is awarded. The challenge in using an index is that employees (and the organization) can not accurately plan for a certain percentage increase. This can be mitigated by assessing economic indicators to estimate potential COLA adjustments on an annual basis.

- **Annual Performance/Variable Pay**

  In many organizations performance or variable pay is offered to CEOs and some or all employees. This type of pay is meant to create a culture of high performance and motivates employees to propel the organizations strategic outcomes. Performance/variable pay is not meant to compensate for specific duties of one’s role, rather it is meant to recognize the achievement of stretch targets. Performance pay is not guaranteed year over year, and in some organizations is considered ‘at risk’ pay.

  Performance or variable pay in public-sector related organizations is most often offered as an annual grid adjustment following the completion of an annual performance appraisal. Another option is to offer a cash payout as a percentage of the annual salary (ie., 10 -20% depending on level of position).

- **Annual Vacation Entitlement**

  Organizations offer their CEOs and employees an annual vacation entitlement. The current vacation entitlement provided for the EMRB CEO is 6 weeks (or 30 business days). It is our understanding from Optimum Talent, that this is industry standard for the level and responsibilities of the position. Employee vacation entitlement is outlined in policy H011.
• Benefits and Professional Development

Benefits are outlined in policy H006 and Employee Training and Development in policy H009. The following is a brief overview:

  o Health, Dental, Disability, and Life Insurance.
  o Pension: Most, if not all public sector related organizations offer a pension program for the CEO and the employees. At EMRB employees are covered under the Local Authorities Pension Plan. At this point in time the EMRB does not offer a Supplementary Retirement Plan when employees reach the maximum salary threshold (approximately $157,000). Deputy Ministers and certain management levels in the Government of Alberta are eligible for supplementary pension. This is not an offering for our CEO which could impact the competitiveness of the role.
  o Professional Development: Most organizations offer professional development for the CEO and for employees of the organization. At EMRB, the CEO and staff are allocated $3,500 annually for professional development activities. On occasion this allocation is increased on a special request basis (for example, for the Directors Education Program with the Institute of Corporate Directors).
  o Professional Memberships: Most organizations offer to pay for relevant professional membership fees of the CEO and core positions in the organization. At EMRB, the CEO and staff professional memberships are covered by the organization (i.e. APPI, ICD).
  o Other: For senior leadership positions in like organizations, the necessary equipment to perform duties (cell phone, computer, etc.) are offered. In the case of EMRB, the CEO is provided with a cell phone, laptop, tablet (if desired), parking, fixed monthly car allowance.

• Expenses

  o Expenses are reimbursed based on the EMRB expense policy.

3) Mechanism for regular review of compensation strategy (philosophy and elements): If the EMRB strives to remain a leader in regional/municipal planning and development, it is important to continue to attract and retain the talent to implement the current and future strategies of the organization. As such, establishing a mechanism and regular review of the compensation philosophy and elements is recommended. Given the current terms of reference of the Executive Committee, it is recommended that the committee include a review of the compensation strategy in its work plan every three years.
**CEO Compensation Guidelines**

**Recommended Motion:** That the Executive Committee endorse and recommend the CEO Compensation Guidelines to the Edmonton Metropolitan Region Board for approval.

**Background**

The EMRB is currently in the process of recruiting a new Chief Executive Officer. Through the recruitment process, the lack of a Compensation Framework for the CEO and EMRB Administration became apparent. Previously, and in accordance with Administrative Policies, the Chair negotiated with the selected candidate the terms and conditions of employment and made a recommendation to the Executive Committee for endorsement and recommendation to the Board for approval. There is little in the way of guidance in the policy regarding compensation for the CEO or staff.

**CEO Compensation Guidelines**

As stated above, the compensation package for the CEO was negotiated by the Chair of the Board with the preferred candidate from the recruitment process. Only after the negotiation with the candidate was completed was the compensation package reviewed by the Executive Committee and then recommended to the Board. The Chair is provided with little direction or guidance in current Board policy. In this regard, the attached CEO Compensation Guidelines establish a framework for the Chair and Vice Chair to utilize in negotiations of compensation for the incoming CEO.

**Budget Implications**

The costs associated with the recruitment of a new CEO (contracting an executive search firm, etc.) were not anticipated at the time the 2018/19 budget was. Further, the direction and recommendation by the Committee regarding compensation for the new CEO is not currently covered by the Salaries and Benefits allocated in the budget. However, the budget does include a Risk and Stabilization Reserve for funding for emergent board priorities and unexpected expenses. In this regard, the implications to the budget can be mitigated and managed through the savings accrued during the period between the departure of the previous CEO and the start of the new CEO, and a minimal allocation from the Reserve fund.

**Attachment**

1. EMRB CEO Compensation Guidelines
CEO Total Compensation

The EMRB is in the process of recruiting a new CEO. There is an immediate need to determine the compensation package, which has been discussed by the Executive Committee. According to information outlined in the compensation strategy for the organization, there are key components that apply to the total compensation plan for the CEO. Below is a summary of the discussions to date as well as other items for consideration.

- **Base pay:**
  - The Executive Committee determined that comparators in the market for the CEO role are Municipal Chief Administrative Officers who have a similar level of complexity to the EMRB CEO role, Deputy Ministers, and relevant ADM positions (Health and Justice). The geographic draw area considered is Alberta. Based on a market analysis by Optimum Talent, the base pay agreed upon was a range to $240,000 - $285,000.
  - To add method to the range, a scale has been developed that aligns roughly to the range recommended by the Executive Committee. A grid with 7 levels is recommended (with a 3% difference between levels). Initial placement on the grid shall be determined by education, experience, and comparability for the considered candidate.

  3% grid steps

<table>
<thead>
<tr>
<th>Level 1</th>
<th>Level 2</th>
<th>Level 3</th>
<th>Level 4</th>
<th>Level 5</th>
<th>Level 6</th>
<th>Level 7</th>
</tr>
</thead>
<tbody>
<tr>
<td>$240,000</td>
<td>$247,200</td>
<td>$254,616</td>
<td>$262,255</td>
<td>$270,122</td>
<td>$278,225</td>
<td>$286,571</td>
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</table>

  An alternative to the 3% difference between levels is to move the grid steps to 4%, however this takes the range above what was agreed to by the Executive Committee.

  4% grid steps

<table>
<thead>
<tr>
<th>Level 1</th>
<th>Level 2</th>
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</tr>
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<tbody>
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<td>$259,584</td>
<td>$269,967</td>
<td>$280,765</td>
<td>$291,995</td>
<td>$303,674</td>
</tr>
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- **Annual cost of living adjustment:**
  - Based on the information in the proposed compensation framework, an annual cost of living adjustment based on Alberta’s Weekly Wage Index is recommended. Data is provided on the AWWI over the past 3 years for illustration purposes.
    - March 2018 - Increase of 2.7%
    - March 2017 - Decrease of 0.8%
    - March 2016 - Decrease of 2.2%
It is important to determine whether this COLA then impacts the established grid or is paid as a one time pay out (see note below regarding annual performance/variable pay).

- **Annual performance/variable pay:**
  - To remain competitive, it is recommended that the CEO would be eligible for annual performance pay based on outcomes and reflected through a grid adjustment. This grid adjustment would be based on achieving established measurable performance outcomes that are approved by the Board at the beginning of the fiscal year. At year end, the Board (via the Executive Committee) would conduct the annual performance review whereby the CEO would provide evidence of achieved outcomes. Then the Executive Committee of the Board would provide a summary of performance of the CEO and recommend to the Board an annual performance increment.
  - The Executive Committee could establish a rating scale for satisfactory performance, excellent performance, and exemplary performance. A few examples for illustration purposes are provided. If the CEO starts in the organization at level 3 and has satisfactory performance, no grid adjustment would be made (rationale; he/she is doing his/her job at a level the EMRB expects). If he/she has excellent performance he/she could move to a level 4 (a 3% grid adjustment), or exemplary performance he/she could move to a level 5 (a +6% grid adjustment).

<table>
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</tr>
</tbody>
</table>

- **Annual vacation entitlement:**
  - To remain competitive, the Executive Committee recommends that the 6 week (30 day) entitlement continue.

- **Benefits:**
  - Health, Dental, Disability & Life Insurance: It is recommended that the current benefit package remain in tact for the in-coming CEO.
  - Pension: It is recommended that the current pension package remain in place for the in-coming CEO. It is also recommended that the EMRB explore the addition of a supplementary pension package for the CEO.
  - Professional Development: It is recommended that the current professional development package remain in place for the in-coming CEO.
  - Professional Memberships: It is recommended that the cost of professional memberships be covered by the EMRB if deemed relevant to the role.
  - Other: cell phone, laptop, tablet (if desired), parking, fixed monthly car allowance.
• Expenses:
  o It is recommended that the CEO continue to be reimbursed according to the expense policies of the EMRB.
CEO Recruitment

**Recommended Motion:** That the Executive Committee proceed with interviews with the candidates identified in camera.

**Background**

- June 30, 2018 was the last working day for the EMRB CEO.
- As part of the selection process, an executive search firm was contracted to assist with the placement of a new CEO.
- A target date for a CEO appointment is August 2018 at the earliest and October 2018 at the latest.
- The Interim CEO will be available to help transition the new CEO into the role. This will help minimize any interruptions to operations and projects currently underway.

**CEO Recruitment Timeline**

- Given the short timeframe in which to hire a CEO, the Executive Committee’s mandate includes the recruitment and recommendation of a candidate for hiring to the Board.

<table>
<thead>
<tr>
<th>2018</th>
<th>May</th>
<th>June</th>
<th>July</th>
<th>August</th>
<th>September</th>
<th>October</th>
</tr>
</thead>
<tbody>
<tr>
<td>Finalization of recruitment firm</td>
<td>Posting closes</td>
<td>Executive Committee reviews long list</td>
<td>Candidate recommend to the Board for hiring</td>
<td>Earliest start time for Candidate</td>
<td>Latest start time for Candidate</td>
<td></td>
</tr>
<tr>
<td>Position posted with four week timeline</td>
<td>Candidates are narrowed to a long list</td>
<td>Candidates further narrowed to short list</td>
<td>Interviews scheduled, conducted, and candidate selected for recommendation to the Board</td>
<td></td>
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Shared Investment for Shared Benefit Process Options

**Recommended Motion:** That the Executive Committee endorse and recommend to the Edmonton Metropolitan Region Board that a Task Force be appointed for the Shared Investment for Shared Benefit Project with Board workshops at key points in the project for input and direction.

**Background**

There is a strong desire from members to define shared investment for shared benefit for the Edmonton Metropolitan Region. While implemented in various regions throughout the world, there is no uniformity to defining this outcome. Each definition is a solution unique to its region. The Board will create a made in EMRB solution that is right for the Edmonton Metropolitan Region with recommendations on how it might be implemented.

**Project Governance Approach**

A process for overseeing the project has yet to be determined. The governance manual specifies that the Board may delegate duties to Committees, Task Forces, and other individuals of the Board. In this regard, the Board currently has two committees (Executive, and Audit & Finance) and two Task Forces (Regional Agriculture Master Plan, and Metropolitan Region Servicing Plan). The Committees and Task Forces are supported by designated Project Managers who work with the each committee or task force for the life of the project.
Based on Board policy and precedent, the Shared Investment for Shared Benefit project would typically be overseen by a Task Force appointed by the Board. However, there has been an expressed desire by some Members that the project oversight be conducted by the Board itself rather than by a Task Force.

EMRB Administration evaluated 3 options for the Committee’s consideration:

1. Board Oversight
2. Task Force Oversight
3. Task Force with Board Workshops at key points in the project

<table>
<thead>
<tr>
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<th>Pros</th>
<th>Cons</th>
</tr>
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</table>
| 1. Board | • Full oversight and involvement throughout project  
• Ensures robust discussion  
• All members have an ability to participate  
• Board approves each step throughout process | • More challenging to schedule meetings  
• Extended timeframe to likely due to scheduling difficulties  
• Significant time commitment required by all members |
| 2. Task Force | • Board maintains approval over key decisions  
• Task Force can do most of the work, bringing forth thoughts for Board consideration and discussion  
• Easier to schedule meetings  
• Quicker timeframe  
• More nimble and efficient | • Board has limited oversight  
• Board only has partial involvement at defined key points in the project  
• Potential for Task Force members to be perceived as having greater influence |
| 3. Task Force & Board Workshops | • Board maintains approval over key decisions  
• Board has more input and oversight on the direction of project  
• Task Force can do most of the work bringing forth thoughts for Board consideration and discussion  
• Easier to schedule meetings  
• Time commitment of entire Board is minimized  
• More nimble and efficient | • Scheduling of Workshops may be a challenge |

**EMRB Administration Recommendation:**

That the Board use a Task Force for the Shared Investment for Shared Benefit initiative, and host Board workshops at key times to ensure that Board input and direction is being taken into account.
Policy G005 – Board Meeting Procedures

**Recommended Motion:** That the Executive Committee endorse and recommend Policy G005 – Board Meeting Procedures to the Edmonton Metropolitan Region Board for approval.

**Background**

- On February 8, 2018 the Board passed the following motion:

  *That during In Camera sessions of the Board or Committee meeting, attendees shall include; Board members or Alternates; CAOs and the CEO, EMRB staff or other expert advisors as appropriate and only where relevant for the topic under discussion.*

- This change is incorporated into the new redline policy for review.

- One Legal recommendation to accommodate this change to policy is a confidentiality agreement between the Board and the Member Municipality CAOs be signed as the CAOs have no fiduciary obligation to the Board. The Board may also wish to assume the limited risk of having the CAOs in the room, which is the current status quo.

- While incorporating the change, an opportunity presented itself for a more holistic review.

- Legal advice was sought to ensure compliance to the new MGA and Regulation. Minor changes were made throughout to solidify linkages to the newly approved legislation and to provide clarity.

- To reduce Conflict of Interest It is recommended that, if the elected Vice Chair is filling the role of Chair (due to absence of the appointed non-elected chair) then the Elected Chair pass off the role of Chair to the CEO for the duration of any motion being debated to which the Elected Chair wishes to speak, and until said motion is disposed.

- On June 14, 2018 the Board referred the policy back to administration to clarify in camera attendees.

**Attachments**

1. G005 – Board meeting procedures
POLICY

The Board shall conduct Board Meetings efficiently, effectively and in an orderly manner in accordance with approved guidelines.

GUIDELINES

1. DEFINITIONS IN THIS POLICY:
   a. “Act” means the Municipal Government Act, R.S.A. 2000, c.M-26, any regulations thereunder, and any amendments or successor legislation thereto;
   b. “adjourn” used in relation to any meeting means to terminate the meeting;
   c. "amend a motion previously adopted" means to bring forward to a later meeting an amendment to a previously successful motion;
   d. “Board” means Edmonton Metropolitan Region Board;
   e. "Board Member" means a representative of a participating municipality on the Board and includes a person appointed to act in the representative’s place pursuant to s. 2(2) of the Regulation;
   f. “Chief Executive Officer” means the Chief Executive Officer of the Board or the designate of the Chief Executive Officer;
   g. “EMRB” means the Edmonton Metropolitan Region Board;
   h. "in camera" means a meeting or portion of a meeting closed to members of the public;
   i. "in camera" means the portion of a meeting at which only Board Members and other persons specified within this policy may attend;
   j. “orders of the day” means a requirement that the Chair, Appointed Chair, or Interim Chair or Interim Chair return to the pre-determined agenda, including adjourning at the pre-determined time, unless a motion to extend the discussion occurring at that time or a motion to extend the meeting is adopted;
   k. “participating municipality” means a municipality listed in the schedule of the Board Regulation;
   l. “point of order” means a demand by a Board Member that the Chair, Appointed Chair, or Interim Chair or Interim Chair enforce the rules of procedure;
   m. “point of privilege” means a request made to the Chair, Appointed Chair, or Interim Chair or Interim Chair by a Board Member on any matter related to the rights and privileges of Board Members and includes:
      i. the comfort of Board Members
Policy G005  
Board Meeting Procedures

ii. the conduct of Board employees or members of the public in attendance at the meeting;  
iii. the accuracy of the reports of the Board’s proceedings; and  
iv. the reputation of the Board and the Board Members;  
m. “postpone” means to delay the consideration of any matter, either:  
i. to later in the meeting;  
ii. a specified time and/or date;  
iii. until the occurrence of an event, or;  
iv. or indefinitely  
n. “public meeting” means a meeting of the Board at which members of the public may attend and may be invited to make verbal and/or written submissions to the Board;  
o. “recess” means to take a short break in the order of business or an agenda item of a meeting with the intent of returning to that order of business or agenda item at the same meeting;  
p. “reconsider” means to bring forward for consideration of the Board a motion that has already been brought before, and voted upon by the Board, earlier in the same meeting.  
q. “refer” means to send a pending motion or agenda item to a Board committee or administration for investigation and report;  
r. “Regulation” means the Edmonton Metropolitan Region Board Regulation, AR 189/2017, as amended or replaced from time to time;  
s. “renew” means to bring forward to a later meeting a previously defeated motion;  
t. “table” means to lay the impending question aside temporarily when something else of immediate urgency has arisen.

2. APPLICATION AND INTERPRETATION  
   a. This policy shall apply to all meetings of the Board.  
   b. To the extent that a matter is not dealt with in this policy, the Board shall have regard to Robert’s Rules of Order Newly Revised.  
   c. The precedence of the rules governing the procedures of the Board is:  
      i. the Municipal Government Act;  
      ii. Edmonton Metropolitan Region Board Regulation;  
      iii. this policy; and  
   d. The Board may waive all or part of the provisions of this policy for a meeting or portion of a meeting if the Board Members approve by motion.

3. REGULAR AND SPECIAL MEETINGS  
   a. Date and time for meetings of the Board will be determined by the Chair, Appointed Chair, or Interim Chair and the Chief Executive Officer.  
   b. All meetings will be open to members of the public except for the in camera portion of the meeting.  
   c. The Board has the authority to move in camera if a matter to be discussed is within one of the exceptions to disclosure in Division 2 of Part 1 of the Freedom of Information and Protection of Privacy Act or is of a class prescribed or otherwise described in a regulation made under s. 708.04(8) of the Municipal Government Act.
d. During the in camera portion of a meeting, the Board may not pass a motion, except a motion to revert to a meeting held in public.

e. Before closing any part of a meeting to the public, the Board must by motion approve:
   i. The part of the meeting that is to be closed, and
   ii. The basis on which the part of the meeting is to be closed.

f. Board Members, CAOs of participating municipalities or designates, and the CEO shall attend the in camera portion of a meeting. The Board may also allow Board employees or expert advisors to attend the in camera portion of a meeting as the Board considers appropriate and relevant to the topic of discussion. The minutes of the meeting must record the names of those persons who attended the in camera portion of the meeting and the reasons for allowing them to attend.

4. BOARD SEATING
   a. The Chair, Appointed Chair, or Interim Chair shall occupy the seat at the head of the board table.
   b. The seats of the Board Members shall be chosen by Board administration.

5. QUORUM
   a. No quorum is required at Board meetings.

6. DUTIES OF OFFICIALS
   a. Duties of the Chair, Appointed Chair, or Interim Chair
      i. The Chair shall:
         I. open and adjourn Board meetings;
         II. chair Board meetings;
         III. preserve order and decorum in Board meetings;
         IV. rule on all questions of procedure;
         V. ensure that each member of the Board who wishes to speak on a debatable motion is granted the opportunity to do so;
         VI. determine the speaking order when two or more members of the Board or others wish to speak; and
         VII. decides who, aside from members of the Board, may address the Board.

   b. The Interim Chair does not have voting rights.

   c. When the Chair is not a representative of a participating municipality he/she does not have voting rights. However, when the Chair is a representative of a participating municipality, the Chair does have voting rights.

   d. When the Chair is a member of the Board but does not represent a municipality, he/she shall not have a vote. However, when the Chair (or Vice Chair) is a member of the Board and represents their municipality, the Chair does have voting rights.

   b. Duties of the Vice Chair
      i. The Vice Chair shall chair Board meetings when the Chair, Appointed Chair, or Interim Chair is absent or unable to act as Chair and shall have all the powers
and responsibilities of the Chair under this policy during the absence or incapacity of the Chair.

II. The Vice Chair does have voting rights as a member on the Board Board Member representing their municipality.

c. Duties of the Chief Executive Officer

i. The Chief Executive Officer shall, subject to the Municipal Government Act and the Board Regulation:

I. provide the Board with information and advice with respect to the operation of the Board;

II. when requested, provide information and advice to the Chair, Appointed Chair, or Interim Chair and Board on procedural matters in Board Meetings;

III. ensure all minutes of the meetings of the Board are recorded and provide secretariat functions for Board Meetings;

IV. receive recommendations for resolutions motions and make them available to each Board Member; and

V. Review proposed policies to ensure compliance with this policy and to advise the proponent and the Board of the existence of complementary and conflicting provisions in other policies.

7. THE CONDUCT OF A BOARD MEETING

a. Agenda

i. The proposed agenda for each Board Meeting shall be established by the Chair or Interim Chair and the Chief Executive Officer.

ii. The proposed agenda shall include:

I. all recommendations for resolutions motions received in accordance with 9.a.i; 9.a.ii; and 9.a.iii;

II. all matters scheduled to that Board Meeting by prior resolution motion of the Board; and

III. such other items of business as determined by the Chair, Appointed Chair, or Interim Chair and Chief Executive Officer.

iii. As a normal course of business, in-camera camera sessions shall be offered in each committee and board meeting. The in-camera camera sessions are meant to serve to discuss any matter within one of the exceptions to disclosure in Division 2 of Part 1 of the Freedom of Information and Protection of Privacy Act or which is of a class prescribed or otherwise described in a regulation made under s. 708.04(8) of the Municipal Government Act. (s) that is highly confidential and if shared publicly could put the organization at risk and/or matters of performance of the CEO and/or Board. Such items must be allowable as per the FOIP Act. Through the Chair or Interim Chair, a Board Member may request 7 days in advance of the meeting an item be added to the in-camera camera session. The request submission must be made in advance of the meeting and be accompanied with rationale and reference to the appropriate FOIP clause for inclusion. Where an emerging matter is identified.
during the course of a committee or board meeting, such item may be considered by the Chair or Interim Chair, as long as it meets the FOIP clause for inclusion. In establishing the agenda, the Chair or Interim Chair and Chief Executive Officer may establish a specific time for the introduction of and debate on any agenda item.

iv. The first order of business at any Board Meeting shall be consideration of the proposed agenda and adoption of it, subject to any amendment that the Board may approve.

v. The order of business at a Board Meeting shall be the order of the items on the adopted agenda.

vi. After adoption of the agenda, the Board may alter the order of the items on the agenda, by vote, for convenience of the meeting.

b. Process and Rules Governing Items for Information
   i. Following the presentation of the specific topic, the Chair shall ask Board Members if they have questions. The Chair shall conclude the item with a summary.
   ii. Should the item lead to a motion, 7 (c) below shall be followed.

c. Process and Rules Governing Items for Decision Debate
   i. Motions are the core business of the Board. Before a motion is made, a Board Member or administration will introduce the item. The Chair may also ask another Board Member or the CEO to provide additional context or information if appropriate which shall be presented in such a way so as not to influence the upcoming debate. Note, that this is information providing and not to be presented in a way to influence the upcoming debate.
   ii. A motion shall then be made by a motion must be made by a Board Member before the Board can debate an item before the Board by reading it into the record. The Board Member making the motion may speak either in favour of, or in opposition to, the motion.
   iii. A seconder to a motion is not required. However, before a motion may be debated by the Board, the motion shall be accepted by the Chair.
   iv. Before the debate begins, the Chair will ask Board Members if they have questions about the item. The primary purpose of questions is to promote understanding of the matter in front of the Board therefore,
      i. a Board Member may ask questions of the EMRB administration or the Board Members on any motion or amendment to a motion; and
ii. A Board Member may speak to answer questions put by other Board Members.

v. The Chair shall then open the floor to debate. All Board Members shall be given the opportunity to participate in the debate.

vi. The Chair shall ask the Board Member making the motion to make closing comments on the debate.

vii. The Chair shall call the question on the motion and announce the result.

d. Additional Guiding Actions

i. All questions and debate at a meeting of the Board shall be directed through the Chair or Interim Chair.

ii. The Chair may participate in debate on any matter before the Board by relinquishing the chair. All discussion at a meeting of the Board shall be directed through the Chair or Interim Chair. A Board Member who has made a motion may speak either in favour of, or in opposition to, the motion.

Notwithstanding 7.b.iv: a Board Member may ask questions of administration or other Board Members on any motion or amendment to a motion:

iii. The Chair may make a motion on any matter on the agenda but before doing so the Chair must relinquish the chair to the Vice Chair until the vote on the motion has been taken. The Vice Chair, while acting in the role of the Chair, may participate in debate by relinquishing the Chair. In this circumstance the CEO will fill the role of Vice Chair until a vote on the motion has been taken.

iv. A Board Member who has made a motion may speak last to close the debate.

v. The Chair may participate in debate on any matter before the Board by relinquishing the chair.

vi. The Chair may make a motion on any matter on the agenda but before doing so the Chair must relinquish the chair to the Vice Chair until the vote on the motion has been taken.

vii. The Vice Chair, while acting in the role of Chair, may participate in debate by relinquishing the Chair. In this circumstance the CEO will fill the role of Vice Chair until the motion is completed.

A member of the Board who is speaking may be interrupted by the Chair or Interim Chair if:

I. the Board Member speaking is out of order; or

II. the matter being addressed by the Board Member speaking is outside the jurisdiction of the Board.

iii. A member of the Board who is speaking may only be interrupted by another Board Member on:

   i. a point of privilege; or

   ii. a point of order.

iv. The Board Member who is speaking when a point of order or privilege is raised shall cease speaking immediately.
The Chair or Interim Chair may grant permission:

I. to the Board Member raising the point to explain the point briefly; and

II. to the Board Member who was speaking to respond briefly; but otherwise a point of order or privilege is not debatable or amendable. The Chair or Interim Chair must rule on a point of order or privilege and no vote will be taken unless there is a challenge by a member of the Board Member to the ruling.

The Chair or Interim Chair may seek advice from the Chief Executive Officer on a point of order or privilege, or to determine whether a matter is within the jurisdiction of the Board.

Items that are on the agenda and do not have a recommended motion may be discussed by the Board at the discretion of the Chair/Interim Chair.

e. **Challenging the Ruling of the Chair or Interim Chair**

i. Any member of the Board Member may challenge the ruling of the Chair or Interim Chair on a point of order or privilege and state the terms of the challenge.

ii. When there is a challenge to the ruling of the Chair or Interim Chair, all further debate shall cease until the challenge has been dealt with by the Board.

iii. If a ruling of the Chair or Interim Chair is challenged, the Chair or Interim Chair shall briefly state the reasons for the Chair’s or Interim Chair’s ruling and then put the question to the Board.

iv. The Board shall decide the challenge, by vote, without debate.

v. The decision of the Board on the challenge is final.

vi. If the Chair or Interim Chair refuses to put the challenge to the Board, the Board may request the Vice Chair to assume the chair in order that the challenge to the Chair’s or Interim Chair’s ruling can be put to the Board in accordance with the provisions of 7.c.iii to 7.c.v. The result of the vote is as binding as if conducted under the Chair or Interim Chair and the Chair or Interim Chair shall abide by the result.

8. **MAINTAINING ORDER IN BOARD MEETINGS**

a. **Order in Board Meetings – Board Members**

i. The Chair or Interim Chair may call to order any member of the Board Member who is out of order.

ii. A member of the Board Member who is called to order must cease talking or otherwise engaging in the activity specified by the Chair or Interim Chair in the call to order.

iii. When a Board Member has been called to order but persists in breaching the order of the Board, the Chair or Interim Chair may name the member Board Member and declare the offence.

iv. The Chief Executive Officer shall ensure the offence is noted in the minutes.

v. If a member of the Board Member who has been named apologizes to the Board and withdraws the offensive statement or action, then the Chair or Interim Chair may direct that the notation of the offence be removed from the minutes.
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vi. A Board Member who is called to order or named may immediately thereafter challenge the ruling of the Chair or Interim Chair and state the terms of the challenge.

vii. When there is a challenge to the ruling of the Chair or Interim Chair, all further debate shall cease until the challenge has been dealt with by the Board.

viii. A challenge of the Chair’s or Interim Chair’s ruling shall follow those procedures outlined in 7.c.iii to 7.c.v.

b. Order in Board Meetings – The Public
   i. Only Board Members, the Chief Executive Officer, and those individuals authorized by the Chief Executive Officer may be present on the floor of the Board Meeting.
   
   ii. A person not listed in section 8.b.i may be present on the floor of the Board Meeting if that person has first received the approval of the Chair or Interim Chair.

   iii. The Chief Executive Officer, an employee or consultant authorized by the Chief Executive Officer may address the Board from the floor of the Board Meeting, if recognized by the Chair or Interim Chair.

   iv. A person not listed in 8.b.i may address the Board from the public gallery with permission of the Chair or Interim Chair. A Board Member may, through the Chair or Interim Chair, request permission for an employee of the participating municipality to address the Board.

   v. No person present in the public gallery or on the floor of the Board Meeting shall cause any disturbance, interrupt any speaker or interfere with the action of the Board.

   vi. The Chair or Interim Chair may call to order any person on the floor or in the public gallery who has created a disturbance and may expel that person from the Board Meeting.

9. RULES FOR MOTIONS
   a. Motions
      
      i. Unless the Board agrees otherwise by vote or the motion is a recommendation from a Board Committee, a motion to be made at a Board Meeting must be given to the Chief Executive Officer in writing at least seven days before the Board Meeting at which the motion is to be considered.

      ii. The Chief Executive Officer shall make all motions filed under 9.a.i available to the Board Members at the earliest possible time.

      iii. 9.a.i does not apply to any of the motions set out in 9.a.ix.

      iv. A motion must be made prior to a vote occurring.

      v. A recommendation in a report is not a motion until a Board Member moves it.

      vi. The Board shall consider only one motion at a time.

      vii. After a motion has been moved, it may not be withdrawn without the consent of the Board.

      viii. A friendly amendment may be made by a Board Member to a motion that is on the floor.
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The following motions are not debatable by the Board:

I. to raise a point of privilege;
II. to call for orders of the day;
III. to raise a point of order;
IV. to withdraw a motion;
V. to recess or adjourn the meeting;
VI. to challenge a ruling of the chair; or
VII. to table a motion.

When a motion has been made and is being considered, no Board Member may make any other motion except:

I. as set out in 9.a.viii;
II. to amend the motion;
III. to refer the main motion to administration, a Board Committee or some other person or group for consideration; or
IV. to postpone consideration of the motion.

Motions shall have precedence in accordance with the order that they are listed in 9.a.viii and then in 9.a.ix(2), 9.a.ix(3) and 9.a.ix(4).

If a motion is voted on by the Board, a Board Member who voted on the prevailing side may move, at the same meeting or continuation thereof, that the vote be reconsidered, provided that the vote has not caused an irrevocable action.

If a motion fails, the same motion (one with the same intent) shall not be renewed unless one year has passed since the date that the motion was defeated.

Notwithstanding 9.a.xi, if a motion is defeated, a Board Member may introduce a motion calling on the Board to renew the motion if:

I. the Board Member who wishes to have the Board renew a motion provides previous notice by setting out in writing what special or exceptional circumstances warrant further debate; and
II. the Board grants leave to a Board Member to introduce a motion calling on the Board to renew the motion.

If a motion succeeds, a Board Member may introduce a motion calling on the Board to rescind the motion or amend a motion previously adopted provided that the Board Member sets out in writing what special or exceptional circumstances warrant further debate.

A motion to rescind, renew or amend a motion previously adopted may not be introduced where the vote on the original motion has caused an irrevocable action.

The Board may consider in camera only matters outlined in 3.c of this policy.

The Board may not vote on motions in camera except a motion to revert to a meeting held in public.

a. Amendments to Motions
   i. A Board Member who moved a motion may not move an amendment to it.
ii. Any Board Member, other than the Board Member who moved the main motion, may move to amend a motion.

iii. The Board Member who moved the main motion may move an amendment to the amendment.

iv. A Board Member may move a friendly amendment to a motion that is on the floor.

v. The amendment must be accepted by the original mover to be considered friendly.

vi. The Chair or Interim Chair shall allow only:
   I. one amendment to the main motion; and
   II. one amendment to the amendment to be advanced and considered at a time.

vii. The Board must vote:
   I. on an amendment to the amendment, if any, before voting on the amendment; and
   II. on any amendment before voting on the main motion.

viii. When an amendment is on the floor, the Board may debate only the merits of the amendment and shall not debate the merits of the motion to which it is applied.

ix. The Chair or Interim Chair shall not put the main motion under debate to a vote until all amendments to it have been put to a vote of the Board.

x. Once all amendments to the main motion have been voted on, the Chair or Interim Chair shall put forth the main motion under debate to the Board for a vote, incorporating the amendments that have been passed by the Board.

xi. Notwithstanding anything in this section, a Board Member who has moved a motion may restate the motion to include a proposed amendment if no other Board Member objects.

b. Motions to Refer
   i. Any Board Member may move to refer any main motion, and any pending amendments, to a Board Committee or administration for investigation and report.

   ii. A motion to refer:
      I. is debatable;
      II. precludes any further amendment to the main motion, until the motion to refer has been addressed by the Board; and
      III. shall include instructions indicating, who the receiving body is, what the receiving body is to do and the date by which the Board requires a response.

   iii. The Chair or Interim Chair shall refuse to accept a motion to refer that would have the effect of defeating the motion to which it applies.

   iv. Once the receiving body commences its deliberations, the receiving body may recommend for adoption any amendment to the resolution motion so referred without regard to any amendments considered by the Board prior to the referral.

   v. The resolution motion proposed by the receiving body shall be as if introduced to
the Board for the first time and the Board shall be free to consider any amendment to it.

c. Splitting a Motion
   i. When a motion is lengthy, complicated or contains a series of independent issues dealing with different subjects, a Board Member may request that the motion be split into parts so that each part may be voted upon individually.
   ii. A Board Member who requests that a motion be split into parts may reword the parts so that the syntactical integrity of each part is maintained, but in doing so shall not change the intent of each part.
   iii. The Chief Executive Officer may, on the request of the Chair or Interim Chair, assist with phrasing the motions that would result from a motion being split so that the motions may be dealt with most effectively by the Board.

d. Tabling Motions
   i. A motion may be tabled by a vote of the Board, with the exception of a Regional Evaluation Framework (REF) application.
   ii. A motion to table:
      i. includes all other motions; and
      ii. takes precedence over any other motion connected with the motion being tabled.
   iii. A motion that has been tabled may be raised from the table at any time by a vote of the Board.
   iv. If a motion to raise a motion from the table is defeated, it may only be made again after the Board has addressed some other matter or business.
   v. When a tabled motion is raised from the table, it is brought back with all motions connected with it, exactly as it was when laid on the table.
   vi. A motion fails if it is not raised from the table within one year of being tabled.
   vii. Section 5.1 of the Framework, a motion to table such determination to another meeting is not permitted. If the Board is unable to make a determination and additional information is necessary to duly make the decision, the Board has the capacity to refer the matter to Administration to bring forward additional information to assist with making the decision.

e. Postponing Motions
   i. A motion may be postponed, with the exception of a Regional Evaluation Framework (REF) application:
      I. to later in the meeting to enable the Board to deal with other more pressing matters; or
      II. to a specified time and/or date; or
      III. until the occurrence of an event; or
      IV. indefinitely.
   ii. A motion to postpone:
      I. includes the motion being postponed and all connected amendments; and
II. takes precedence over any other motion connected with the motion being postponed.

iii. A motion that has been postponed under 9.f.i(1) or 9.f.i(4) may be considered at any time by a vote of the Board.

iv. If a motion to consider a postponed motion is defeated, it may only be made again after the Board has addressed some other matter or business.

v. When a motion that has been postponed is brought back to the Board, it is brought back with all motions connected with it, exactly as it was when postponed.

vi. If a motion has been postponed to a specified time and/or date or until the occurrence of an event, the motion is automatically placed on an agenda for consideration at that time and date or upon the occurrence of the event.

vii. Section 5.1 of the Regional Evaluation Framework, a motion to postpone such determination to another meeting is not permitted. If the Board is unable to make a determination and additional information is necessary to duly make the decision, the Board has the capacity to refer the matter to Administration to bring forward additional information to assist with making the decision.

f. Notice of Motion
   i. Prior to the Board adjourning a regular Board Meeting, Board Members will be given an opportunity to bring a notice of motion by reading into the minutes the notice of motion and by providing the Chief Executive Officer with a written copy of the notice.
   
   ii. A notice of motion given at one regular Board Meeting will automatically appear on the agenda of the next regular Board Meeting unless otherwise directed or agreed upon by the Chair/Interim Chair or Chief Executive Officer or the Notice Provider.
   
   iii. A notice of motion cannot be made at a special Board Meeting.
   
   iv. A motion on notice is not debatable until a Board Member moves the motion.

10. RECORDED VOTES
    a. Any time before a vote is taken by the Board, a Board Member may request that the vote be recorded.
    b. When a vote is recorded, the minutes must indicate which Board Member requested the recorded vote and list the municipalities voting for or against the motion. Additionally, those municipalities that are absent will be recorded in the minutes even though their vote is recorded in favour as per 11.d.

11. VOTING
    a. Subject to 6.a.ii each Board Member has one vote.
    b. A motion will be carried when it is supported by not fewer than 2/3 Board Members from participating municipalities that collectively have at least 2/3 of the population of the Edmonton Metropolitan Region.
    c. If the representative of a participating municipality that is a town is unable to attend a meeting of the Board, the Board, on request of the participating municipality, shall
provide for an alternative method of representation for the participating municipality at that meeting.

d. Subject to 11.c, if a Board Member is not present when a vote of the Board is taken, or abstains from voting, the Board Member is deemed to have voted in the affirmative.

12. INFORMATION REQUESTS

a. A Board Member wishing to make an information request of administration shall present it to the Board at the appropriate time on the agenda of a regular Board Meeting.

b. If the Chief Executive Officer is unable to answer the information request at the meeting, the Chief Executive Officer will forward the request to the appropriate entity for a response.

c. Unless the information request specifies that the Board Member wishes the information to appear on a subsequent agenda, the information will be forwarded directly to all Board Members.

d. If the Chief Executive Officer determines that the requested information should not be supplied, as the corporation has an obligation to keep it private under the provisions of the Freedom of Information and Protection of Privacy Act, the Chief Executive Officer shall file a response with the Board stating the reasons for withholding the information.

e. If the Chief Executive Officer determines that the time and cost of compiling the information will be considerable, the Chief Executive Officer shall request a resolution motion of the Board to approve the request either at the same meeting or a future meeting.

f. If a Board Member who has made an information request wishes to withdraw the request at the appropriate time on the agenda, that Board Member shall so inform the Board.

13. ADJOURNING THE MEETING

a. When the Chair or Vice Chair (and acting as Chair in the meeting) is a voting member Board Member or Interim Chair and is satisfied that all the business and purposes of a meeting have been addressed, he/she Chair or Interim Chair may adjourn the meeting or request a motion to adjourn the meeting. No second is required and the Chair shall accept the adjournment.

b. Any Board Member may move to adjourn the meeting at any time.
## Revisions

<table>
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<tr>
<th>Date</th>
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<tr>
<td>October 31, 2017</td>
<td>Amend</td>
<td>Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure</td>
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<td>December 22, 2017</td>
<td>Amend</td>
<td>Clarified role of Vice Chair during debate.</td>
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<tr>
<td>February 8, 2018</td>
<td>Amend</td>
<td>Clarified meeting processes including Clarified who can remain for an in camera component of a meeting</td>
</tr>
<tr>
<td>April 9, 2018</td>
<td>Amend</td>
<td>Incorporated legal opinion regarding policy and ensured consistency of terminology</td>
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Policy: G005 – Board meeting procedures

Effective Date: April 11, 2013

Approved by: Board

PURPOSE

To regulate the proceedings of Board meetings.

POLICY

The Board shall conduct Board Meetings efficiently, effectively and in an orderly manner in accordance with approved guidelines.

GUIDELINES

1. DEFINITIONS IN THIS POLICY:
   a. “Act” means the Municipal Government Act, R.S.A. 2000, c.M-26, any regulations thereunder, and any amendments or successor legislation thereto;
   b. “adjourn” used in relation to any meeting means to terminate the meeting;
   c. "amend a motion previously adopted" means to bring forward to a later meeting an amendment to a previously successful motion;
   d. “Board” means Edmonton Metropolitan Region Board;
   e. "Board Member" means a representative of a participating municipality on the Board and includes a person appointed to act in the representative’s place pursuant to s. 2(2) of the Regulation;
   f. “Chief Executive Officer” means the Chief Executive Officer of the Board or the designate of the Chief Executive Officer;
   g. “EMRB” means the Edmonton Metropolitan Region Board;
   h. "in camera" means a meeting or portion of a meeting closed to members of the public;
   i. "orders of the day" means a requirement that the Chair, Appointed Chair, or Interim Chair return to the pre-determined agenda, including adjourning at the pre-determined time, unless a motion to extend the discussion occurring at that time or a motion to extend the meeting is adopted;
   j. “participating municipality” means a municipality listed in the schedule of the Board Regulation;
   k. “point of order” means a demand by a Board Member that the Chair, Appointed Chair, or Interim Chair enforce the rules of procedure;
   l. “point of privilege” means a request made to the Chair, Appointed Chair, or Interim Chair by a Board Member on any matter related to the rights and privileges of Board Members and includes:
      i. the comfort of Board Members
      ii. the conduct of Board employees or members of the public in attendance at the meeting;
iii. the accuracy of the reports of the Board’s proceedings; and
iv. the reputation of the Board and the Board Members;

m. “postpone” means to delay the consideration of any matter, either:
i. to later in the meeting;
ii. a specified time and/or date;
iii. until the occurrence of an event, or;
iv. indefinitely

n. “recess” means to take a short break in the order of business or an agenda item of a meeting with the intent of returning to that order of business or agenda item at the same meeting;
o. "reconsider" means to bring forward for consideration of the Board a motion that has already been brought before, and voted upon by the Board, earlier in the same meeting.
p. “refer” means to send a pending motion or agenda item to a Board committee or administration for investigation and report;
q. “Regulation” means the Edmonton Metropolitan Region Board Regulation, AR 189/2017, as amended or replaced from time to time;
r. "renew" means to bring forward to a later meeting a previously defeated motion;
s. "table" means to lay the impending question aside temporarily when something else of immediate urgency has arisen.

2. APPLICATION AND INTERPRETATION
a. This policy shall apply to all meetings of the Board.
b. To the extent that a matter is not dealt with in this policy, the Board shall have regard to Robert’s Rules of Order Newly Revised.
c. The precedence of the rules governing the procedures of the Board is:
i. the Municipal Government Act;
ii. Edmonton Metropolitan Region Board Regulation;
iii. this policy; and
d. The Board may waive all or part of the provisions of this policy for a meeting or portion of a meeting if the Board Members approve by motion.

3. REGULAR AND SPECIAL MEETINGS
a. Date and time for meetings of the Board will be determined by the Chair, Appointed Chair, or Interim Chair and the Chief Executive Officer.
b. All meetings will be open to members of the public except for the in camera portion of the meeting.
c. The Board has the authority to move in camera if a matter to be discussed is within one of the exceptions to disclosure in Division 2 of Part 1 of the Freedom of Information and Protection of Privacy Act or is of a class prescribed or otherwise described in a regulation made under s. 708.04(8) of the Municipal Government Act.
d. During the in camera portion of a meeting, the Board may not pass a motion, except a motion to revert to a meeting held in public.
e. Before closing any part of a meeting to the public, the Board must by motion approve:
i. The part of the meeting that is to be closed, and
ii. The basis on which the part of the meeting is to be closed.

f. Board Members, CAOs of participating municipalities, and the CEO shall attend the in camera portion of a meeting. The Board may also allow Board employees or expert advisors to attend the in camera portion of a meeting as the Board considers appropriate and relevant to the topic of discussion. The minutes of the meeting must record the names of those persons who attended the in camera portion of the meeting and the reasons for allowing them to attend.

4. BOARD SEATING
   a. The Chair, Appointed Chair, or Interim Chair shall occupy the seat at the head of the board table.
   b. The seats of the Board Members shall be chosen by Board administration.

5. QUORUM
   a. No quorum is required at Board meetings.

6. DUTIES OF OFFICIALS
   a. Duties of the Chair, Appointed Chair, or Interim Chair
      i. The Chair, Appointed Chair, or Interim Chair shall:
         I. open and adjourn Board meetings;
         II. chair Board meetings;
         III. preserve order and decorum in Board meetings;
         IV. rule on all questions of procedure;
         V. ensure that each Board Member who wishes to speak on a debatable motion is granted the opportunity to do so;
         VI. determine the speaking order when two or more Board Members or others wish to speak; and
         VII. decides who, aside from Board Members, may address the Board.
      ii. When the Chair is not a representative of a participating municipality he/she does not have voting rights. However, when the Chair is a representative of a participating municipality, the Chair does have voting rights.
   b. Duties of the Vice Chair
      I. The Vice Chair shall chair Board meetings when the Chair, Appointed Chair, or Interim Chair is absent or unable to act as Chair and shall have all the powers and responsibilities of the Chair under this policy during the absence or incapacity of the Chair.
      II. The Vice Chair does have voting rights as a Board Member representing their municipality.
   c. Duties of the Chief Executive Officer
      i. The Chief Executive Officer shall, subject to the Municipal Government Act and the Board Regulation:
         I. provide the Board with information and advice with respect to the operation of the Board;
II. when requested, provide information and advice to the Chair, Appointed Chair, or Interim Chair Chair and Board on procedural matters in Board Meetings;

III. ensure all minutes of the meetings of the Board are recorded and provide secretariat functions for Board Meetings;

IV. receive recommendations for motions and make them available to each Board Member; and

V. review proposed policies to ensure compliance with this policy and to advise the proponent and the Board of the existence of complementary and conflicting provisions in other policies.

7. THE CONDUCT OF A BOARD MEETING
   a. Agenda
      i. The proposed agenda for each Board Meeting shall be established by the Chair or Interim Chair and the Chief Executive Officer.
      ii. The proposed agenda shall include:
           I. all recommendations for motions received in accordance with 9.a.i; 9.a.ii; and 9.a.iii;
           II. all matters scheduled to that Board Meeting by prior motion of the Board; and
           III. such other items of business as determined by the Chair, Appointed Chair, or Interim Chair and Chief Executive Officer.
      iii. As a normal course of business, in camera sessions shall be offered in each committee and board meeting. The in camera sessions are meant to serve to discuss any matter within one of the exceptions to disclosure in Division 2 of Part 1 of the Freedom of Information and Protection of Privacy Act or which is of a class prescribed or otherwise described in a regulation made under s. 708.04(8) of the Municipal Government Act. Through the Chair or Interim Chair, a Board Member may request 7 days in advance of the meeting an item be added to the in camera session. The request must be accompanied with rationale and reference to the appropriate FOIP clause for inclusion. Where an emerging matter is identified, during the course of a committee or board meeting, such item may be considered by the Chair or Interim Chair, as long as it meets the FOIP clause for inclusion. In establishing the agenda, the Chair or Interim Chair and Chief Executive Officer may establish a specific time for the introduction of and debate on any agenda item.
      iv. The first order of business at any Board Meeting shall be consideration of the proposed agenda and adoption of it, subject to any amendment that the Board may approve.
      v. The order of business at a Board Meeting shall be the order of the items on the adopted agenda.
      vi. After adoption of the agenda, the Board may alter the order of the items on the agenda, by vote, for convenience of the meeting.
b. Process and Rules Governing Items for Information
   i. Following the presentation of the specific topic, the Chair shall ask Board Members if they have questions. The Chair shall conclude the item with a summary.
   ii. Should the item lead to a motion, 7 (c) below shall be followed.

c. Process and Rules Governing Items for Decision
   i. Motions are the core business of the Board. Before a motion is made, a Board Member or administration will introduce the item. The Chair may also ask another Board Member or the CEO to provide additional context or information if appropriate which shall be presented in such a way so as not to influence the upcoming debate.
   ii. A motion shall then be made by a reading it into the record. The Board Member making the motion may speak either in favour of, or in opposition to, the motion.
   iii. A seconder to a motion is not required. However, before a motion may be debated by the Board, the motion shall be accepted by the Chair.
   iv. Before the debate begins, the Chair will ask Board Members if they have questions about the item. The primary purpose of questions is to promote understanding of the matter in front of the Board therefore,
      I. a Board Member may ask questions of the EMRB administration or the Board Members on any motion or amendment to a motion; and
      II. a Board Member may speak to answer questions put by other Board Members.
   v. The Chair shall then open the floor to debate. All Board Members shall be given the opportunity to participate in the debate.
   vi. The Chair shall ask the Board Member making the motion to make closing comments on the debate.
   vii. The Chair shall call the question on the motion and announce the result.

d. Additional Guiding Actions
   i. All questions and debate at a meeting of the Board shall be directed through the Chair or Interim Chair.
   ii. The Chair may participate in debate on any matter before the Board by relinquishing the chair.
   iii. The Chair may make a motion on any matter on the agenda but before doing so the Chair must relinquish the chair to the Vice Chair until the vote on the motion has been taken. The Vice Chair, while acting in the role of the Chair, may participate in debate by relinquishing the Chair. In this circumstance the CEO will fill the role of Vice Chair until a vote on the motion has been taken.
   iv. A Board Member who is speaking may be interrupted by the Chair or Interim Chair if:
      I. the Board Member speaking is out of order; or
      II. the matter being addressed by the Board Member speaking is outside the jurisdiction of the Board.
v. A Board Member who is speaking may only be interrupted by another Board Member on:
   I. a point of privilege; or
   II. a point of order.
vi. The Board Member who is speaking when a point of order or privilege is raised shall cease speaking immediately.
vii. The Chair or Interim Chair may grant permission:
   I. to the Board Member raising the point to explain the point briefly; and
   II. to the Board Member who was speaking to respond briefly; but otherwise a point of order or privilege is not debatable or amendable. The Chair or Interim Chair must rule on a point of order or privilege and no vote will be taken unless there is a challenge by a Board Member to the ruling.
viii. The Chair or Interim Chair may seek advice from the Chief Executive Officer on a point of order or privilege, or to determine whether a matter is within the jurisdiction of the Board.
ix. Items that are on the agenda and do not have a recommended motion may be discussed by the Board at the discretion of the Chair/Interim Chair.
e. Challenging the Ruling of the Chair or Interim Chair
   i. Any Board Member may challenge the ruling of the Chair or Interim Chair on a point of order or privilege and state the terms of the challenge.
   ii. When there is a challenge to the ruling of the Chair or Interim Chair, all further debate shall cease until the challenge has been dealt with by the Board.
   iii. If a ruling of the Chair or Interim Chair is challenged, the Chair or Interim Chair shall briefly state the reasons for the Chair’s or Interim Chair’s ruling and then put the question to the Board.
   iv. The Board shall decide the challenge, by vote, without debate.
v. The decision of the Board on the challenge is final.
vi. If the Chair or Interim Chair refuses to put the challenge to the Board, the Board may request the Vice Chair to assume the chair in order that the challenge to the Chair’s or Interim Chair’s ruling can be put to the Board in accordance with the provisions of 7.c.iii to 7.c.v. The result of the vote is as binding as if conducted under the Chair or Interim Chair and the Chair or Interim Chair shall abide by the result.

8. MAINTAINING ORDER IN BOARD MEETINGS
   a. Order in Board Meetings – Board Members
      i. The Chair or Interim Chair may call to order any Board Member who is out of order.
      ii. A Board Member who is called to order must cease talking or otherwise engaging in the activity specified by the Chair or Interim Chair in the call to order.
      iii. When a Board Member has been called to order but persists in breaching the order of the Board, the Chair or Interim Chair may name the Board Member and declare the offence.
      iv. The Chief Executive Officer shall ensure the offence is noted in the minutes.
v. If a Board Member who has been named apologizes to the Board and withdraws the offensive statement or action, then the Chair or Interim Chair may direct that the notation of the offence be removed from the minutes.

vi. A Board Member who is called to order or named may immediately thereafter challenge the ruling of the Chair or Interim Chair and state the terms of the challenge.

vii. When there is a challenge to the ruling of the Chair or Interim Chair, all further debate shall cease until the challenge has been dealt with by the Board.

viii. A challenge of the Chair’s or Interim Chair’s ruling shall follow those procedures outlined in 7.c.iii to 7.c.v.

b. Order in Board Meetings – The Public

i. Only Board Members, the Chief Executive Officer, and those individuals authorized by the Chief Executive Officer may be present on the floor of the Board Meeting.

ii. A person not listed in section 8.b.i may be present on the floor of the Board Meeting if that person has first received the approval of the Chair or Interim Chair.

iii. The Chief Executive Officer, an employee or consultant authorized by the Chief Executive Officer may address the Board from the floor of the Board Meeting, if recognized by the Chair or Interim Chair.

iv. A person not listed in 8.b.i may address the Board from the public gallery with permission of the Chair or Interim Chair. A Board Member may, through the Chair or Interim Chair, request permission for an employee of the participating municipality to address the Board.

v. No person present in the public gallery or on the floor of the Board Meeting shall cause any disturbance, interrupt any speaker or interfere with the action of the Board.

vi. The Chair or Interim Chair may call to order any person on the floor or in the public gallery who has created a disturbance and may expel that person from the Board Meeting.

9. RULES FOR MOTIONS

a. Motions

i. Unless the Board agrees otherwise by vote or the motion is a recommendation from a Board Committee, a motion to be made at a Board Meeting must be given to the Chief Executive Officer in writing at least seven days before the Board Meeting at which the motion is to be considered.

ii. The Chief Executive Officer shall make all motions filed under 9.a.i available to the Board Members at the earliest possible time.

iii. 9.a.i does not apply to any of the motions set out in 9.a.ix.

iv. A motion must be made prior to a vote occurring.

v. A recommendation in a report is not a motion until a Board Member moves it.

vi. The Board shall consider only one motion at a time.

vii. After a motion has been moved, it may not be withdrawn without the consent of the Board.
viii. A Board Member may make a friendly amendment to motion that is on the floor.

ix. The following motions are not debatable by the Board:
   I. to raise a point of privilege;
   II. to call for orders of the day;
   III. to raise a point of order;
   IV. to withdraw a motion;
   V. to recess or adjourn the meeting;
   VI. to challenge a ruling of the chair; or
   VII. to table a motion.

x. When a motion has been made and is being considered, no Board Member may
   make any other motion except:
   I. as set out in 9.a.ix;
   II. to amend the motion;
   III. to refer the main motion to administration, a Board Committee or some
        other person or group for consideration; or
   IV. to postpone consideration of the motion.

xi. Motions shall have precedence in accordance with the order that they are listed
    in 9.a.ix and then in 9.a.x.

xii. If a motion is voted on by the Board, a Board Member who voted on the
     prevailing side may move, at the same meeting or continuation thereof, that the
     vote be reconsidered, provided that the vote has not caused an irrevocable
     action.

xiii. If a motion fails, the same motion shall not be renewed unless one year has
      passed since the date that the motion was defeated.

xiv. Notwithstanding 9.a.xi, if a motion is defeated, a Board Member may introduce a
     motion calling on the Board to renew the motion if:
     I. the Board Member who wishes to have the Board renew a motion
        provides previous notice by setting out in writing what special or
        exceptional circumstances warrant further debate; and

xv. If a motion succeeds, a Board Member may introduce a motion calling on the
     Board to rescind the motion or amend a motion previously adopted provided that
     the Board Member sets out in writing what special or exceptional circumstances
     warrant further debate.

     A motion to rescind, renew or amend a motion previously adopted may not be
     introduced where the vote on the original motion has caused an irrevocable action.

b. Amendments to Motions
   i. A Board Member who moved a motion may not move an amendment to it.
   ii. Any Board Member, other than the Board Member who moved the main motion,
       may move to amend a motion.
   iii. The Board Member who moved the main motion may move an amendment to
        the amendment.
   iv. A Board Member may move a friendly amendment to a motion that is on the floor
   v. The amendment must be accepted by the original mover to be considered
      friendly.
   vi. The Chair or Interim Chair shall allow only:
I. one amendment to the main motion; and
II. one amendment to the amendment to be advanced and considered at a time.

vii. The Board must vote:
   I. on an amendment to the amendment, if any, before voting on the amendment; and
   II. on any amendment before voting on the main motion.
viii. When an amendment is on the floor, the Board may debate only the merits of the amendment and shall not debate the merits of the motion to which it is applied.
n. The Chair or Interim Chair shall not put the main motion under debate to a vote until all amendments to it have been put to a vote of the Board.
x. Once all amendments to the main motion have been voted on, the Chair or Interim Chair shall put forth the main motion under debate to the Board for a vote, incorporating the amendments that have been passed by the Board.
xii. Notwithstanding anything in this section, a Board Member who has moved a motion may restate the motion to include a proposed amendment if no other Board Member objects.

c. Motions to Refer
   i. Any Board Member may move to refer any main motion, and any pending amendments, to a Board Committee or administration for investigation and report.
   ii. A motion to refer:
      I. is debatable;
      II. precludes any further amendment to the main motion, until the motion to refer has been addressed by the Board; and
      III. shall include instructions indicating, who the receiving body is, what the receiving body is to do and the date by which the Board requires a response.
   iii. The Chair or Interim Chair shall refuse to accept a motion to refer that would have the effect of defeating the motion to which it applies.
   iv. Once the receiving body commences its deliberations, the receiving body may recommend for adoption any amendment to the motion so referred without regard to any amendments considered by the Board prior to the referral. The motion proposed by the receiving body shall be as if introduced to the Board for the first time and the Board shall be free to consider any amendment to it.

d. Splitting a Motion
   i. When a motion is lengthy, complicated or contains a series of independent issues dealing with different subjects, a Board Member may request that the motion be split into parts so that each part may be voted upon individually.
   ii. A Board Member who requests that a motion be split into parts may reword the parts so that the syntactical integrity of each part is maintained, but in doing so shall not change the intent of each part.
   iii. The Chief Executive Officer may, on the request of the Chair or Interim Chair, assist with phrasing the motions that would result from a motion being split so that the motions may be dealt with most effectively by the Board.
e. Tabling Motions
   i. A motion may be tabled by a vote of the Board, with the exception of a Regional Evaluation Framework (REF) application.
   ii. A motion to table:
      i. includes all other motions; and
      ii. takes precedence over any other motion connected with the motion being tabled.
   iii. A motion that has been tabled may be raised from the table at any time by a vote of the Board.
   iv. If a motion to raise a motion from the table is defeated, it may only be made again after the Board has addressed some other matter or business.
   v. When a tabled motion is raised from the table, it is brought back with all motions connected with it, exactly as it was when laid on the table.
   vi. A motion fails if it is not raised from the table within one year of being tabled.
   vii. Section 5.1 of the Regional Evaluation Framework, a motion to table such determination to another meeting is not permitted. If the Board is unable to make a determination and additional information is necessary to duly make the decision, the Board has the capacity to refer the matter to Administration to bring forward additional information to assist with making the decision.

f. Postponing Motions
   i. A motion may be postponed, with the exception of a Regional Evaluation Framework (REF) application:
      I. to later in the meeting to enable the Board to deal with other more pressing matters; or
      II. to a specified time and/or date; or
      III. until the occurrence of an event; or
      IV. indefinitely.
   ii. A motion to postpone:
      I. includes the motion being postponed and all connected amendments; and
      II. takes precedence over any other motion connected with the motion being postponed.
   iii. A motion that has been postponed under 9.f.i or 9.f.i may be considered at any time by a vote of the Board.
   iv. If a motion to consider a postponed motion is defeated, it may only be made again after the Board has addressed some other matter or business.
   v. When a motion that has been postponed is brought back to the Board, it is brought back with all motions connected with it, exactly as it was when postponed.
   vi. If a motion has been postponed to a specified time and/or date or until the occurrence of an event, the motion is automatically placed on an agenda for consideration at that time and date or upon the occurrence of the event.
   vii. Section 5.1 of the Regional Evaluation Framework, a motion to postpone such determination to another meeting is not permitted. If the Board is unable to make a determination and additional information is necessary to duly make the
decision, the Board has the capacity to refer the matter to Administration to bring forward additional information to assist with making the decision.

g. Notice of Motion
   i. Prior to the Board adjourning a regular Board Meeting, Board Members will be given an opportunity to bring a notice of motion by reading into the minutes the notice of motion and by providing the Chief Executive Officer with a written copy of the notice.
   ii. A notice of motion given at one regular Board Meeting will automatically appear on the agenda of the next regular Board Meeting unless otherwise directed or agreed upon by the Chair/Interim Chair or Chief Executive Officer or the Notice Provider.
   iii. A notice of motion cannot be made at a special Board Meeting.
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   a. Any time before a vote is taken by the Board, a Board Member may request that the vote be recorded.
   b. When a vote is recorded, the minutes must indicate which Board Member requested the recorded vote and list the municipalities voting for or against the motion. Additionally, those municipalities that are absent will be recorded in the minutes even though their vote is recorded in favour as per 11.d.

11. VOTING
   a. Subject to 6.a.ii each Board Member has one vote.
   b. A motion will be carried when it is supported by not fewer than 2/3 Board Members from participating municipalities that collectively have at least 2/3 of the population of the Edmonton Metropolitan Region.
   c. If the representative of a participating municipality that is a town is unable to attend a meeting of the Board, the Board, on request of the participating municipality, shall provide for an alternative method of representation for the participating municipality at that meeting.
   d. Subject to 11.c, if a Board Member is not present when a vote of the Board is taken, or abstains from voting, the Board Member is deemed to have voted in the affirmative.

12. INFORMATION REQUESTS
   a. A Board Member wishing to make an information request of administration shall present it to the Board at the appropriate time on the agenda of a regular Board Meeting.
   b. If the Chief Executive Officer is unable to answer the information request at the meeting, the Chief Executive Officer will forward the request to the appropriate entity for a response.
   c. Unless the information request specifies that the Board Member wishes the information to appear on a subsequent agenda, the information will be forwarded directly to all Board Members.
   d. If the Chief Executive Officer determines that the requested information should not be supplied, as the corporation has an obligation to keep it private under the provisions of
the Freedom of Information and Protection of Privacy Act, the Chief Executive Officer shall file a response with the Board stating the reasons for withholding the information.

e. If the Chief Executive Officer determines that the time and cost of compiling the information will be considerable, the Chief Executive Officer shall request a motion of the Board to approve the request either at the same meeting or a future meeting.

f. If a Board Member who has made an information request wishes to withdraw the request at the appropriate time on the agenda, that Board Member shall so inform the Board.

13. ADJOURNING THE MEETING

a. When the Chair or Vice Chair (and acting as Chair in the meeting) is a voting Board Member and is satisfied that all the business and purposes of a meeting have been addressed, he/she may adjourn the meeting or request a motion to adjourn the meeting. No second is required and the Chair shall accept the adjournment.

b. When the Chair or Interim Chair is a non-voting Board Member and is satisfied that all the business and purposes of a meeting have been addressed, he/she will request a motion to adjourn the meeting.

Dr. Jodi L. Abbott, Board Chair

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<td>December 22, 2017</td>
<td>Amend</td>
<td>Clarified role of Vice Chair during debate.</td>
</tr>
<tr>
<td>February 8, 2018</td>
<td>Amend</td>
<td>Clarified meeting processes including who can remain for an in camera component of a meeting</td>
</tr>
<tr>
<td>April 9, 2018</td>
<td>Amend</td>
<td>Incorporated legal opinion regarding policy and ensured consistency of terminology</td>
</tr>
<tr>
<td>June 28, 2018</td>
<td>Amend</td>
<td>Clarified in camera attendees regarding CAOs</td>
</tr>
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Advocacy Strategy/ Fall 2018 Advocacy Planning

**Recommended Motion:** That the Executive Committee endorse and recommend the Board Interviews Report, Fall 2018 Advocacy Planning to the Edmonton Metropolitan Region Board for information.

**Background**

- March 8, 2018: The Executive Committee, identified as responsible for Board advocacy in its Terms of Reference, directed Administration to begin preparation of an Advocacy Plan, subject to the results of Strategic Plan development.

- May 10, 2018: As per a discussion on a Fall 2018 Advocacy Planning, Administration was asked to interview all Board members to establish their experience, interest, and preparedness for assisting in EMRB advocacy planning and implementation of the Fall 2018 Advocacy Plan.

- June 14, 2018: The EMRB Strategic Plan 2018-2023 received Board approval.

- June 7-29, 2018: One-on-one interviews were held with all Board Members.

**Rationale**

- The *Board Interviews Report* includes an outline of the Interview schedule; the conversation questions asked and a compilation of answers, as well as Framework for the Fall 2018 Advocacy Plan.

- The Report will form the basis of discussions and further direction – possibly in a focused Board Retreat/Discussion – on the final Fall 2018 Advocacy Plan.

**Attachment:**

1. **Board Interviews Report, Fall 2018 Advocacy Planning** – *to be distributed confidentially to Executive Committee members.*
Fall 2018 Advocacy Plan Implementation Team

**Recommended Motion:** That the Executive Committee endorse and recommend informal engagement of non-Executive Committee members as part of an Implementation Team for Fall 2018 Advocacy Plan to the Edmonton Metropolitan Region Board for information.

**Background**

- The February 8, 2018 Executive Committee Terms of Reference identify the Executive Committee as responsible for Advocacy and Communications:
  
  o “Provide strategic leadership in the development, and oversee the implementation, of the Board’s Advocacy and Communication Plan to improve key relationships to enable the achievement of the Board’s goals with Regional Stakeholders, Other orders of Government, Municipal Councils, and Media.”

- At the May 10, 2018 Executive Committee meeting, a proposal to begin Advocacy Planning by interviewing Executive Committee members for their input on How to Speak with One Voice, How to Stay Consistent in Messaging, and Who Speaks When, with What Urgency on What Subject, was extended to include consultation with all Board members.

- Interviews with all Board members were held in June and completed on June 29, 2018. Four non-Executive Committee members expressed desire to be part of the strategic discussions going forward, and be considered for an “Advocacy Implementation Team”.

**An Advocacy Implementation Team**

- The Executive Committee may accommodate and access the skills of these four non-Executive Board members for the Fall 2018 Advocacy Plan through informal engagement of non-Executive Committee members as part of an Implementation Team for Fall 2018 Advocacy Plan.

- This informal engagement would be done by requesting assistance from Board members as deemed appropriate in the execution of any Advocacy Plan activities once a final plan is approved by the Board.

- Importantly, although four have expressly requested to participate, any Board member could be requested to act as part of the Implementation Team, depending on the task at hand.

**Status**

- Next steps will be development of details of the Fall 2018 Advocacy Plan task assignments.