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Policy:	G001– Corporate Bylaw and Policy Framework
Established Date:	September 9, 2010
Approved by:	Board

PURPOSE

To establish the process for development and approval of Board bylaws and policies and ensure consistent and regular reviews.

POLICY

The Board shall establish a consistent approach and philosophy for the development and approval of bylaws and policies.

GUIDELINES

1. Bylaws and policies shall be developed using a standard format to provide consistency of information.
2. Bylaws and policies shall be consistent with relevant Federal and Provincial government legislation and related regulations, the Board Regulation as well as with the Board's Growth Plan; Servicing Plan; the Vision, Mission and Value statements; bylaws; and policies.
3. Approved bylaws and policies are to be formally reviewed at least once every four years, or earlier at the Board's discretion.

Part A – Policies

4. Policies shall be reviewed and recommended by any relevant standing committee or task force before submitting to the Board for its approval.

Part B – Bylaws

5. Proposals for establishing or amending bylaws are required to go to the Governance and Human Resources Committee prior to being considered by the Board.



6. The Governance and Human Resources Committee, supported by Administration, shall provide a recommendation on whether a bylaw is the appropriate mechanism to address the matter at hand.
7. The Governance and Human Resources Committee, supported by Administration, shall assess the matter at hand and seek advice as required from legal counsel and/or Municipal Affairs.
8. Once approved by the Board, Administration shall submit the new or amended bylaw to the Minister of Municipal Affairs for consideration and approval.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
October 5, 2015	Amended	Change policy review schedule from three to four years
December 15, 2015	Amended	GPF amendment to add clause regarding review of new policy, and expanded purpose.
February 11, 2016	Approved	Approved by the Board
October 31, 2017	Amended	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Removal of reference to the Executive Committee.



Policy G003 Remuneration and Expenses for Board, Committee, and Task Force Members

Policy:	G003– Remuneration and Expenses for Board, Committee, and Task Force Members
Established Date:	September 13, 2012
Approved by:	Board

PURPOSE

Board, Committee, and Task Force members or their alternates receive reasonable remuneration for their time and expenses in keeping with comparable business standards and practices.

POLICY

Board, Committee, and Task Force members or their alternates shall be provided with fair and reasonable remuneration and reimbursement for expenses incurred while performing their official duties.

GUIDELINES

1. Per Diems

Board, Committee, and Task Force members or their alternates shall receive a per diem of

- a) \$200.00 per day for official duties as per s(1)(b).
 - i. A maximum of \$200.00 may be claimed for any one day.
 - ii. Mileage for ad hoc meetings may be claimed in accordance with Part 2.
 - iii. Per diem rates will be reviewed by EMRB Administration on a yearly basis to maintain equivalency with comparable business standards and practices.

- b) Official Duties includes the following:
 - i. Acting in the capacity of a voting member at scheduled regular or special Board, Committee, or Task Force meetings.

Board Members or alternates may voluntarily choose to attend any committee or task force meeting in the capacity of observer; however, such attendance does not constitute an official duty unless specified by the CEO and applied in an equitable and consistent manner for all attendees.



- ii. Board Member or alternate required attendance at authorized learning, training, or development seminars or conference, whether virtual or in person.

Board Members or alternates may voluntarily choose to attend EMRB sponsored webinars information sessions, or other training opportunities for interest or personal development; however, such attendance does not constitute an official duty unless specified by the CEO and applied in an equitable and consistent manner for all attendees.

2. Travel Related Allowances

- a) Board, Committee, and Task Force members or their alternates (while acting in the capacity of a voting member and/or performing official duties) travelling to and from Board, Committee, and Task Force meetings of the Board may receive a travel allowance on a per kilometer basis in accordance with the Government of Alberta *Travel, Meal and Hospitality Expenses Policy*.
- b) Reimbursement of parking costs for attendance at Board, Committee, and Task Force meetings will be provided with the submission of paid receipts to EMRB Administration.
- c) Board, Committee, and Task Force members or their alternates acting on behalf of the Board, and with CEO approval, may claim travel expenses.

Travel expenses include:

- i. The cost of air travel at the lowest available economy fares considerate of reasonable travel and connection times.
 - ii. Vehicle travel allowance on a per kilometer basis in accordance with the Government of Alberta *Travel, Meal and Hospitality Expenses Policy*.
 - iii. Expenses incurred for standard hotel, meals, parking, and taxi fares in accordance with EMRB *Policy H006 – Business and Travel Expense Policy*.
 - iv. Reimbursement for expenses for air travel, hotel, meals, parking, and taxi fare costs will require the submission of paid receipts.
- d) Employees and contractors of member municipalities will not be reimbursed for travel expenses under any circumstances.



Policy G003 Remuneration and Expenses for Board, Committee, and Task Force Members

3. Timely Submission of Expense Claims

- a) It is the obligation of all Board, Task Force and Committee Members/alternates, at a minimum, to submit all per diem and expense claims to EMRB Administration for review and reimbursement on a quarterly basis.
- b) Board, Task Force and Committee Members/alternates per diem and expense claims not submitted in a timely manner in accordance with S(3)(i), and notwithstanding S(3)(ii), shall be subject to the forfeiture of reimbursement if not submitted within 5 business days of the fiscal year end.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
October 5 2015	Amended	Clarity regarding ad-hoc meetings added.
March 9, 2015	Amended	Clarity regarding mileage for ad-hoc meetings, as per GPF's request
April 14, 2016	Approved	Approved by the Board
October 31, 2017	Amended	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Clarifying fair and reasonable remuneration.• Clarifying official duties.• Reference to GOA policy and EMRB Policy.• Guidelines regarding the timely submission of per diem and expense claims.



Policy:	G004 – Board, Committee and Task Force Meeting Minutes
Established Date:	September 9, 2010
Approved by:	Board

PURPOSE

To outline the approach to the taking of minutes and to specify the purpose of video and/or audio recordings of Board, Committee and Task Force meetings.

POLICY

Minutes will be recorded for the public sessions at all Board meetings to capture topics discussed, motions, and required actions.

Minutes are not a transcript and are never intended to provide a verbatim record of meetings; however, approved minutes will serve as the official Record of Decisions of the Board.

Pursuant to EMRB policies *G005 – Board Meeting Procedures* and *G013 – Committee and Task Force Meeting Procedures*, public sessions of Board, Committee and Task Force meetings will be video and/or audio recorded and made accessible to the public for a minimum of one year on the EMRB website. The retention schedule for these recordings will be made in accordance with the EMRB's information management policies.

Video and/or audio recordings do not represent the official record of Board, Committee and Task Force meetings .

GUIDELINES

1. EMRB Administration is responsible to prepare the minutes by noting the agenda and other topics as discussed and including brief comments documented to an extent appropriate to allow for clarity and general understanding of the subject at issue, in addition to documenting all motions, decisions and subsequent actions directed by the Board, Committee or Task Force.
2. If a Board, Committee and Task Force member is replaced by an alternate member at the meeting or vice versa, the minutes will indicate the same, as well as the time that the replacement occurred.



3. Draft minutes are submitted to Board, Committee or Task Force members for review with approval taking place at the next meeting. Meeting minutes are draft only, until approved by the Board, Committee or Task Force of the meeting in question.
 - a) Meeting minutes approved by the Board, Committee or Task Force shall be posted on the EMRB website within a reasonable interval following Board, Committee or Task Force approval.
4. All meeting minutes and recordings will be retained at the EMRB office.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
April 14, 2016	Approved	Approved by the Board
October 31, 2017	Amended	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Clarifying the purpose of minutes, use/provision of recordings.



Policy:	G005 – Board Meeting Procedures
Established 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 a respectful and 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*, (January 1, 2020), 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 the 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 and 3 of the Edmonton Metropolitan Region Board Regulation;
- f) "Chief Executive Officer" means the Chief Executive Officer of the EMRB or the designate of the Chief Executive Officer;
- g) "EMRB" means the Edmonton Metropolitan Region Board;
- h) "Format" of meetings is used to refer to a meeting that is either convened in person or through electronic forum as determined by the Chair, Appointed Chair, or Interim Chair and the Chief Executive Officer;
- i) "in camera" means a meeting or portion of a meeting closed to the public;



- j) "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;
- k) "participating municipality" means a municipality listed within the Schedule of the Edmonton Metropolitan Region Board Regulation;
- l) "point of order" means a demand by a Board Member that the Chair, Appointed 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 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;
- n) "postpone" means to delay the consideration of any matter, either:
 - v. to later in the meeting;
 - vi. a specified time and/or date;
 - vii. until the occurrence of an event, or;
 - viii. indefinitely.
- 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 Board Meetings.
- b) A Board meeting need not convene in person to be properly constituted – meetings may convene by alternative electronic forum; however, the full provisions of Policy G005 will apply.
- c) To the extent that a matter is not dealt with in this policy, the Board defaults to Robert's Rules of Order Newly Revised.
- d) The precedence of the rules governing the procedures of the Board is:
 - i. the *Municipal Government Act*;
 - ii. the *Edmonton Metropolitan Region Board Regulation*;
 - iii. this policy; and
 - iv. *Robert's Rules of Order Newly Revised*.
- e) The conduct of Board meetings is at the discretion of the Board; the Board may waive all or part of the provisions of this policy, with the exception of those provisions specified by 2(d)(i-ii) for a meeting or portion of a meeting if the Board Members approve by motion.
- f) Notwithstanding 2(e), the Chair, Appointed Chair or Interim Chair shall reserve the right to suspend or waive all or part of the provisions of this policy to:
 - i. facilitate and encourage Board discussion;
 - ii. limit or conclude debate;
 - iii. to assert order and decorum, and,
 - iv. to maintain orderly and respectful proceedings by the Board.



3. Regular Board Meetings

- a) Date, time, and format for regular 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) Alternative open public access may include the use of electronic media and/or live broadcast of Board meeting proceedings; however, any form of broadcast of Board meetings shall be limited to the express purpose of enabling public access. The Official record of Board proceedings remains as prescribed by *Policy G004 – Board Meeting Minutes*.
- d) EMRB Administration will develop and maintain process guidance to assist and support the Board in the effective conduct of meetings convened by alternative electronic forum or other means.
- e) 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*.
- f) 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.
- g) 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.
- h) Board Members, CAOs of participating municipalities or designate, 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. Special Board Meetings

- a) The date, time, and format for special meetings of the Board will be determined by the Chair, Appointed Chair, or Interim Chair and the Chief Executive Officer subject to 4(b).
- b) The Chair, Appointed Chair, or Interim Chair and the Chief Executive Officer will provide a minimum of 7 days written (email) notice to all Board Members prior to convening a special meeting of the Board.
- c) The remaining provisions specified by 3 (b-i) apply to all special meetings of the Board.

5. Emergency Board Meetings

- a) The date, time, and format for emergency meetings of the Board will be determined by the Chair, Appointed Chair, or Interim Chair and the Chief Executive Officer based on urgent, emergent or extraordinary circumstance subject to 5(b-c).
- b) The Chair, Appointed Chair, or Interim Chair and the Chief Executive Officer will endeavour to provide 24 hours written (email) notice to all Board Members prior to convening an emergency meeting of the Board; however, exigent circumstance may preclude the ability to provide the required advance notice.
- c) An emergency meeting of the Board shall only be convened in response to unforeseen circumstances that in the judgement and assessment of the Chair, Appointed Chair or Interim Chair and the Chief Executive Officer, require immediate action or response and present an imminent danger, or threaten harm to the Region and/or residents. Examples include but are not limited to natural and human made disasters, declared states of emergency, emergency evacuations etc.
- d) The remaining provisions specified by 3(b-i) apply to all emergency meetings of the Board.

6. Board Seating

- a) The Chair, Appointed Chair, or Interim Chair shall occupy the seat at the head of the board table.
- b) The seating assignments of Board Members shall be determined by EMRB Administration and will be subject to change from time to time.



7. Quorum

- a) Quorum is not required at Board meetings.

8. Duties of Officials

a) Duties of the Chair, Appointed Chair, or Interim Chair

- i. The Chair, Appointed Chair, or Interim Chair shall:
 - a. open and adjourn Board meetings;
 - b. chair Board meetings;
 - c. preserve order and decorum in Board meetings;
 - d. rule on all questions of procedure;
 - e. ensure that each Board Member who wishes to speak on a debatable motion is granted the opportunity to do so;
 - f. determine the speaking order when two or more Board Members or others wish to speak;
 - g. decides who, aside from Board Members, may address the Board;
 - h. encourage engagement and participation of all Board Members; and
 - i. facilitate open discussion and respectful debate.
- ii. When the Chair is not a representative of a participating municipality, they do 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 Edmonton Metropolitan Region Board Regulation:
 - a. provide the Board with information and advice with respect to the operation of the Board;
 - b. when requested, provide information and advice to the Chair, Appointed Chair, or Interim Chair and Board on procedural matters in Board meetings;
 - c. ensure minutes of the meetings of the Board are recorded and provide secretariat functions for Board meetings;
 - d. receive recommendations for motions and make them available to each Board Member; and
 - e. 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.

9. The Conduct of a Board Meeting

a) Regular Agenda

- i. The proposed regular agenda for each Board meeting shall be established by the Chair or Interim Chair and the Chief Executive Officer.
- ii. The proposed regular agenda shall include:
 - a. all recommendations for motions received in accordance with 11(a)(i-iii);
 - b. all matters scheduled to that Board meeting by prior motion of the Board; and
 - c. matters of business which warrant and require discussion and debate and a decision of the Board.
 - d. any other items of business as determined by the Chair, Appointed Chair, or Interim Chair and Chief Executive Officer.
 - e. any items transferred from the consent agenda as per 9(b)(ii)(c-d).



- iii. As a normal course of business, in camera sessions shall be offered in each 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*.
 - a. 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.
 - b. Where an emerging matter is identified, during the course of a board meeting, such item may be considered by the Chair or Interim Chair, as long as it meets the FOIP clause for inclusion.
 - c. 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 order of business at any Board meeting shall be consideration of the proposed agenda and adoption of it, subject to;
 - a. approval of the consent agenda, and
 - b. any amendment that the Board may approve to the order of business at a Board meeting shall be the order of the items on the adopted agenda.
 - v. 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) Consent Agenda
- i. The proposed consent agenda for each Board meeting shall be established by the Chair or Interim Chair and the Chief Executive Officer.
 - ii. The proposed consent agenda shall include:
 - a. All information-only items that do not require discussion, debate or a decision by the Board except routine approvals of meeting minutes, information updates and other ongoing routine matters of the Board;
 - b. It is understood and expected that all Board Members will have reviewed and are familiar with the consent agenda items prior to the commencement of each respective Board meeting;



- c. Should a Board Member wish to transfer an item from the consent agenda to the regular agenda, such requests will be honored and are not subject to debate;
 - d. Items transferred from the consent agenda to the regular agenda will be placed for discussion following the last substantive agenda item of the regular agenda and subject to the planned/scheduled adjournment of the meeting;
 - e. Correction to any items contained within the consent agenda should be raised and recorded when the approval motion for the consent agenda is before the Board;
 - f. A motion to approve the consent agenda shall occur prior to approval of the regular agenda to allow for the transfer of consent agenda items to the regular agenda, and for the regular agenda to be so constituted and approved.
- c) 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.
 - ii. Should the item lead to a motion, 9(d) below shall be followed.
- d) Process and Rules Governing Items for Decision
- i. 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 Board Member 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,
 - a. a Board Member may ask questions of the EMRB Administration or the Board Members on any motion or amendment to a motion; and
 - b. 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.
- e) Additional Guiding Actions
- i. All questions and debate at a meeting of the Board shall be directed through the Chair or Interim Chair.
 - ii. An elected Chair may participate in debate on any matter before the Board by relinquishing the chair.
 - iii. A non-elected Chair may participate in debate on any matter without relinquishing the Chair.
 - iv. An elected 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.
 - v. A Board Member who is speaking may be interrupted by the Chair or Interim Chair if:
 - a. the Board Member speaking is out of order;
 - b. the Board Member is raising matters that are not germane to the matter at hand; or
 - c. the matter being addressed by the Board Member speaking is outside the jurisdiction of the Board.
 - vi. A Board Member who is speaking may only be interrupted by another Board Member on:
 - a. a point of privilege; or
 - b. a point of order.
 - vii. The Board Member who is speaking when a point of order or privilege is raised shall cease speaking immediately.



- viii. The Chair or Interim Chair may grant permission:
 - a. to the Board Member raising the point to explain the point briefly; and
 - b. 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.
- ix. 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.
- x. 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 or Interim Chair.
- xi. Challenging the Ruling of the Chair or Interim Chair
 - a. 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; however, such challenge is wholly subject to 9(e)(xii)(b).
 - b. Challenge shall not be made when the Chair or the Board has suspended or waived provisions of Policy G005 as per 2(e) and 2(f)(i-ii)
 - c. 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.
 - d. 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.
 - e. The Board shall decide the challenge, by vote, without debate.
 - f. The decision of the Board on the challenge is final.
 - g. 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 9(d)(iii-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.



10. 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 9(d)(iii-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 10(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 10(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.

11. 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 14 calendar 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. 11(a)(i) does not apply to any of the motions set out in 11(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:
 - a. to raise a point of privilege;
 - b. to call for orders of the day;
 - c. to raise a point of order;
 - d. to withdraw a motion;
 - e. to recess or adjourn the meeting;
 - f. to challenge a ruling of the chair; or
 - g. to table a motion.



- x. When a motion has been made and is being considered, no Board Member may make any other motion except:
 - a. as set out in 11(a)(ix);
 - b. to amend the motion;
 - c. to refer the main motion to Administration, a Board Committee or some other person or group for consideration; or
 - d. to postpone consideration of the motion.
- xi. Motions shall have precedence in accordance with the order that they are listed in 11(a)(ix) and then in 11(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 11(a)(xii), if a motion is defeated, a Board Member may introduce a motion calling on the Board to renew the motion if 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.
- xvi. 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:
 - a. one amendment to the main motion; and
 - b. one amendment to the amendment to be advanced and considered at a time.
- vii. The Board must vote:
 - a. on an amendment to the amendment, if any, before voting on the amendment; and
 - b. 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.

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:
 - a. is debatable;
 - b. precludes any further amendment to the main motion, until the motion to refer has been addressed by the Board; and
 - c. 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:
 - a. includes all other motions; and
 - b. 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. Pursuant to Section 7.1 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:
 - a. to later in the meeting to enable the Board to deal with other more pressing matters; or
 - b. to a specified time and/or date; or
 - c. until the occurrence of an event; or
 - d. indefinitely.
 - ii. A motion to postpone:
 - a. includes the motion being postponed and all connected amendments; and
 - b. takes precedence over any other motion connected with the motion being postponed.
 - iii. A motion that has been postponed under 11(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. Pursuant to Section 7.1 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.
 - iv. A motion on notice is not debatable until a Board Member moves the motion.

12. 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 13(c).



13. Voting

- a) Subject to 8(a)(ii) each Board Member has one vote.
- b) A member's vote must be visible by other members and members of the public, regardless of the meeting method or platform used. The vote may be delivered verbally, by raising clearly identified voting cards, or other electronic means.
- c) 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.
- d) 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.

14. Information Requests

- a) A Board Member wishing to make an information request of EMRB 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.

15. 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, they



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, they will request a motion to adjourn the meeting.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
October 31, 2017	Amended	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
December 22, 2017	Amended	Clarified role of Vice Chair during debate.
February 8, 2018	Amended	Clarified meeting processes including who can remain for an in camera component of a meeting
April 9, 2018	Amended	Incorporated legal opinion regarding policy and ensured consistency of terminology
June 28, 2018	Amended	Clarified in camera attendees regarding CAOs
August 9, 2018	Amended	Specified that a CAO designate can attend in camera if the CAO is unavailable to attend a meeting
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Ability of the Board and Chair to waive policy provisions of G005;• Enabling electronic meetings, and public access;• Enabling a nonelected Chair to participate in debate without relinquishing Chair, and to make motions;• ensuring votes are visible regardless of platform used;• additional criteria for when the chair can limit debate; and• allowing alternates for all member municipalities.



Policy:	G006– Budgeting
Established Date:	September 9, 2010
Approved by:	Board

PURPOSE

To ensure that the EMRB maintains a viable financial position.

POLICY

The Board will approve an operational budget no later than the end of the first quarter of the fiscal year.

GUIDELINES

1. Subject to the scheduling of Board Meetings and endorsement by the Audit and Finance Committee, the Chief Executive Officer (CEO) will prepare a three-year budget for approval by the Board at the first meeting of the Board in the new fiscal year, and no later than the end of the first quarter of the fiscal year, whichever comes first.
2. The operating budget must include the anticipated amount of each of the following expenditures and transfers:
 - a) Anticipated expenditures required to enable the Board to carry out the Board Mandate, including ongoing key activities, and strategic initiatives.
 - b) Anticipated expenditures for EMRB Administration.
 - c) Anticipated expenditures to service debt obligations in respect of borrowings made to acquire, construct, remove or improve capital property.
 - d) As necessary, anticipated expenditures which provide for a depreciation or depletion allowance, or both, for any public utility it is authorized to provide.
 - e) Anticipated transfers to or from reserves.
 - f) Anticipated transfers to the capital budget.



3. The operating budget must include the estimated amount of the following sources of revenue and transfers:
 - a) Fees for services provided.
 - b) Grants received.
 - c) Transfers from or to the Board's accumulated surplus funds or reserves.
 - d) Any other source of revenue.
 - e) Subject to the scheduling of Audit and Finance Committee meetings, the CEO will present a draft three-year budget to the Audit and Finance Committee for review no later than the end of the last quarter of the fiscal year.
4. The Audit and Finance Committee will review and recommend the budgets for Board approval at the first meeting of the Board no later than the end of the first quarter of the fiscal year.
5. In the event of an anticipated budget deficit, the CEO will develop a contingency plan for review of the Audit and Finance Committee and recommendation to the Board.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
February 8, 2016	Update	Fixed typos, clarified budget date, separated business plan from budget due date.
April 14, 2016	Approved	Approved by the Board
October 31, 2017	Amend	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Addressing budget requirements only.• Clarifying budget content, timelines for completion and approval, and addition of provisions requiring contingency plans in the event of an anticipated deficit.



Policy G007 Insurance and Indemnification of Board Members and Employees

Policy:	G007 – Insurance and Indemnification of Board Members and Employees
Established Date:	September 9, 2010
Approved by:	Board

PURPOSE

To ensure Board members, employees and all assets owned by the Board are covered by insurance. The EMRB is prepared to indemnify or to reimburse its members and employees from and against the payment of the deductible portion of any claim arising as a result of any action brought or judgment obtained against the member or employee and, to the extent provided by law, imposed in those instances where:

1. all but the deductible portion of any claim is covered under the insurance coverage held by the EMRB;
2. the claim exceeds the insurance coverage limit; and/or
3. the expense is a fine.

POLICY

The EMRB shall maintain property insurance coverage for all physical assets, liability insurance for Board members and employees, and shall maintain adequate insurance to provide coverage for the reimbursement or indemnification of any members and employees performing any duty for the EMRB, whether remunerated or not, (hereinafter collectively referred to as “the named Party”) against any losses or expenses which they incurs as a result of any injury relating to, or any action brought, prosecution of or judgment obtained against them, arising out of their duties in that position; provided always that the legal liability for losses or expenses arises out of any act, error or omission during the performance of their duties which are or which they believes in good faith to be, within the scope of their position or employment with the EMRB. The EMRB retains the right to add additional insureds to the insurance policy as required.

GUIDELINES

1. The Board shall ensure all physical assets are insured for at least the acquired value.



Policy G007 Insurance and Indemnification of Board Members and Employees

2. The Board shall carry a minimum of \$10,000,000 comprehensive general liability insurance to indemnify or reimburse any named Party against any losses or expenses incurred by a named Party notwithstanding that those losses or expenses may exceed the limits of liability coverage available under the EMRB Comprehensive General Liability Policy and subject to the following conditions:
 - a) Reimbursement or indemnification will be provided for the payment of the deductible portion of any claim covered by insurance, any claim in excess of the insurance coverage limits and any fines or penalties levied or imposed against the named Party by reason of the named Party being charged with a violation of any statute or by-law, provided the named Party acted in good faith and within the course and scope of their authority in whatever actions resulted in the commission of an offence.
 - b) The EMRB insurers shall have the right to defend in the name of and on behalf of the named Party and make such investigation, negotiation, and settlement of any claim as they may deem necessary or expedient.
 - c) The named Party, upon being notified that any legal action may be or is being commenced against them, shall immediately notify the Chief Executive Officer.
 - d) Insurance coverage maintained by the EMRB extends to cover the named Party who has left their employment or position with the EMRB; provided the incident out of which a claim or demand arises, occurred during the time the named Party was employed or performing duties for the EMRB.
3. Insurance coverage shall be reviewed by the Audit and Finance Committee every two years. Any changes, if necessary, shall be recommended by the Audit and Finance Committee to the Board.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date



Policy G007 Insurance and Indemnification of Board Members and Employees

Revisions		
Date	Status	Comments
September 18, 2015	Update	Changed signatory, incorporated links to business plan risk matrix
May 10, 2016	Update	Incorporation of Directors insurance clause
May 26, 2016	Amend	Clarified insurance type in section 2 as per Governance, Priorities & Finance's request
June 9, 2016	Approved	Approved by the Board
October 31, 2017	Amend	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Incorporated indemnification of Board Members and Employees.



Policy:	G008 – Regional capital projects
Effective Date:	May 8, 2014
Approved by:	Board

PURPOSE

A process for the review and decision on all applications for funding of regional capital projects from the Board's participating municipalities.

POLICY

Applications from Board participating municipalities for the funding of regional capital projects shall be processed in a fair and timely manner.

GUIDELINES

a. TIMELINES

- i. Sponsoring municipalities must submit completed applications for regional capital projects to the Board no later than January 31 of any given year. There must be at least two Board participating municipalities sponsoring an application.
- ii. Administration will review applications to ensure all required material is complete and included with the application.
- iii. Chief Administrative Officers (CAO) Committee will review applications and make recommendations to the Executive Committee no later than March 15 of any given year.
- iv. Executive Committee will review recommendations from CAO Committee and make recommendations to the Board no later than April 30 of any given year.
- v. The Board will consider the Committee recommendations and make a decision on all applications no later than June 30 in any given year.

b. CHIEF ADMINISTRATIVE OFFICERS (CAO) COMMITTEE

- i. The role of the CAO Committee will be to provide recommendations to the Executive Committee on the completeness of the application, consideration for regional impact and financial impact on all municipalities.
- ii. Committee will consist of CAOs from the Board's participating municipalities. Designates will not be permitted.
- iii. A quorum shall consist of a minimum of 7 CAOs of which at least two are city CAOs, at least two are county CAOs and at least two are town CAOs.
- iv. Voting will be based on one member one vote.
- v. A voting majority will be 50% plus one of the CAOs attending a meeting.
- vi. The Chair will be the Chief Executive Officer of the Board and will have no voting powers.



- vii. Recommendations to the Executive Committee will be approved by motions of the CAO Committee.
 - viii. Minutes will be recorded for all CAO Committee meetings.
- c. REGIONAL PROJECTS
- i. Regional capital project applications must be submitted as a completed Business Case to the Board for approval.
 - ii. Municipalities are encouraged to contact Administration, should there be questions about the information requested.
- d. BUSINESS CASE GUIDELINES
- i. Sponsoring Municipalities and Contact Information
 - I. A letter or letters signed by the Mayor and/or the CAO of each municipality involved in sponsoring the project confirming Council approval, by motion, of the project.
 - II. Transit projects will require letter of endorsements from the Mayor and/or CAO of each of the three transit operators (City of Edmonton, City of St. Albert, and Strathcona County).
 - ii. Project Name and Description
 - I. Context, Need, Project Objectives.
 - iii. Project Timelines
 - I. Anticipated start date and anticipated completion date.
 - iv. Regional Impact
 - I. Include the broader range of public policy objectives – environmental, social and economic.
 - II. Consistency with the Growth Plan Principles and Policies.
 - III. Where does this project fit within the policy areas of the Growth Plan ?
 - v. Cost / Benefit
 - I. Include other options considered.
 - II. Identify the impact of not proceeding with the project.
 - vi. Total Project Cost – Financial Analysis
 - I. Detail the sources of funding including amounts of funding requested from each funding source and the conditions of each funding source.
 - II. Amount of funding requested from the Board.
 - III. Risk mitigating strategies that should include a financial plan to support the operating cost of the project.
 - vii. Implementation Plan
 - I. Identify any linkages with other projects underway or planned.
 - viii. Council Resolution(s)
 - I. Include copy of a resolution from each of the sponsoring municipalities.
 - ix. Supporting Documentation
 - I. Administrative reports to the sponsoring Councils with all supporting documents including any feasibility studies.
- e. ROLES & RESPONSIBILITIES



- i. Sponsoring Municipalities shall:
 - I. Prepare regional capital project application which includes a covering letter, business case and all supporting documents.
 - II. Secure funding from other levels of government.
 - III. Obtain approval from their sponsoring Municipal Council.
 - IV. All participating municipalities sponsoring the project are responsible for all cost overruns for a regional capital project unless otherwise approved by the Board.
 - V. Oversee the implementation of the project and for project reporting as identified in the Board funding agreement.
 - VI. Be responsible for all costs associated with the development of an application. Sponsoring municipalities' overhead costs, its direct or indirect operating or administrative costs, and, more specifically, its costs related to planning, engineering, architecture, supervision, management, and other activities that is carried out by its applicant's staff are not eligible for funding.
 - VII. Responsible to inform the Board in writing when funding from other sources is secured.
 - VIII. All sponsoring municipalities are required to sign the Board funding agreement.
- ii. Administration
 - I. Responsible to coordinate the business case applications for review by the CAO Committee.
 - II. Responsible to coordinate the meeting for the CAO review and prepare the minutes from the meeting.
 - III. Responsible to prepare cost sharing formula analysis for each regional project and cumulative effect (multiple projects). The cost sharing formulas are included in the Growth Plan..
 - IV. Prepares funding agreement, as required, to include terms and conditions and reporting requirements for each project (*i.e. Audited Financial Statements*).
 - V. Administers cost sharing formula on behalf of member municipalities.
 - VI. Is available to assist sponsoring municipalities with completing business cases for regional projects.
 - VII. Supports Executive Committee with preparing the recommendation to the CRB approval of regional projects.
 - VIII. Supports Executive Committee with management of Board regional project budget and reporting.
- iii. Board Committees
 - I. A Committee of CAOs is the first reviewer of regional capital project applications and makes a recommendation to the Governance, Priorities, & Finance Committee on regional capital projects based on the criteria outlined in this policy.
 - II. Audit & Finance Committee will provide the Board with a recommendation and summary of its review of the regional capital project applications.



- III. Audit & Finance Committee may refer any application to any other Board committee or task force for comments and support.
- IV. Audit & Finance Committee may request the sponsoring municipalities make a presentation about the regional capital project.
- V. Audit & Finance Committee will coordinate the presentation of the regional capital project to the Board.
- a. The Board
 - I. Review and decide all regional capital project applications.
 - II. Approved project applications may be subject to terms and conditions as determined by the Board.

Nolan Crouse, Board Chair

Revisions		
Date	Status	Comments
October 31, 2017	Amend	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure



Policy:	G009– Appointment of Auditor
Established Date:	September 9, 2010
Approved by:	Board

PURPOSE

Section 708.09(1) of the *Municipal Government Act* (Alberta) requires the Board to submit audited financial statements to the Minister of Municipal Affairs

POLICY

The Board shall appoint an independent auditor to conduct an annual audit at fiscal year end and to prepare audited financial statements.

GUIDELINES

1. The Board shall approve the appointment of an auditor recommended by the Chief Executive Officer and endorsed by the Audit and Finance Committee, to a maximum four-year term, prior to December 31 of the year the previous appointment is to expire.
2. The contracted agreement with an appointed auditor shall terminate upon completion of the audit performed in the fourth year of the maximum term of the auditor.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
April 14, 2016	Approved	Approved by the Board
October 31, 2017	Amended	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Clarifying process.• Referencing the <i>MGA</i> S708.09(1), whereby an annual audit is a legislated obligation of the Board.



Policy G010

Selection of an Elected Board Chair, Non-Elected Board Chair or Interim Board Chair, Board Vice Chair, and Board Chair Review

Policy:	G010 – Selection of an Elected Board Chair, Non-Elected Board Chair or Interim Board Chair, Board Vice Chair, and Board Chair Review
Established Date:	September 9, 2010
Approved by:	Board

PURPOSE

To establish the process for selecting an Elected Board Chair (that is, the appointment of a Chair that is a representative of a participating municipality), a Non-Elected Board Chair (that is, the appointment of a Chair that is not a representative of a participating municipality), or Interim Board Chair, and Vice-Chair of the Board; and to establish the process for reviewing the Board Chair.

POLICY

In accordance with Section 4(1-6) of the Edmonton Metropolitan Region Board Regulation, the Board may select a Chair from among the representatives of the participating municipalities. Authority is also granted to the Board under the Regulation to appoint a Non-Elected Board Chair. The Regulation also provides that the Minister of Municipal Affairs or the Board may appoint an Interim Chair of the Board who is not a representative from a participating municipality of the Board.

The process established for selecting an Elected Board Chair, a Non-Elected Board Chair or Interim Chair is at the discretion of the Board; however, the selection process shall be approved by the Board. This selection process should be carried out in sufficient time to ensure that a Chair or Interim Chair is in place prior to the conclusion of the mandate of an existing Chair or Interim Chair. In addition, Board policy stipulates that a Board Chair review must be conducted every two years from the date of the Board Chair assuming the position of Board Chair.

GUIDELINES

Part A – Determining the Type of Board Chair

1. The Board may determine whether it wishes to select an elected or non-elected Board Chair.
2. As part of the Board Chair review process, the Governance and Human Resources Committee will recommend the type of Board Chair (elected or non-elected) for approval by the Board.



Policy G010 Selection of an Elected Board Chair, Non-Elected Board Chair or Interim Board Chair, Board Vice Chair, and Board Chair Review

Part B – Selection of an Elected or Non-Elected Board Chair

1. Following a municipal election or a Board decision/requirement to appoint a new elected Board Chair
 - a) The Chief Executive Officer (CEO) or designate shall recommend a process for electing the Board Chair, for review and approval by the Board.
 - b) The CEO or designate shall circulate the Role and Authorities of Board Chair and Vice-Chair (*Policy G014, Role and Authorities of Board Chair and Vice-Chair*) to all Board members and solicit Board Chair nominations, providing a date in which all nominations must be received.
 - c) Upon nomination, the CEO or designate shall confirm with the Board member as to their ability and willingness to fulfill the role of Board Chair. The Board member must confirm that they wish to remain a nominee for the role of Board Chair.
 - d) Once all nominations have been received and nominated members have confirmed their nomination status, the CEO or designate shall send an email with list of nominees to Board members prior to the meeting at which the election shall take place.
 - e) At a regularly scheduled or special meeting of the Board, the CEO or designate shall administer the selection process of the Board Chair by secret ballot.
 - f) Prior to the ballot, all standing nominees shall be provided an opportunity of no more than five minutes to address the Board.
 - g) Each Board member receives one vote; the successful nomination of the Board Chair requires a simple majority vote (i.e., fifty (50) percent plus one of total membership).
 - i. In cases where no nominee has received the required votes per Part B, Section 1(g), then another secret ballot shall be conducted with the two nominees who received the most votes;
 - a. Each nominee, at this stage, shall be provided an opportunity of no more than five minutes to address the Board,
 - b. Each nominee, at this stage, has an opportunity to withdraw from the process.
 - ii. If more than two (2) nominees are tied with the most votes, another secret ballot shall be conducted.
 - iii. If a tie remains after this secret ballot then the names of those nominees shall be placed in a hat, and two (2) names drawn after which another secret ballot shall be conducted.



Policy G010

Selection of an Elected Board Chair, Non-Elected Board Chair or Interim Board Chair, Board Vice Chair, and Board Chair Review

4. Board Chair review

- a) The Governance and Human Resources Committee will recommend a process and date for the Board Chair Review, for approval by the Board.
- b) The Board Chair must provide written expression of interest to the Board of their desire to stay serving as Board Chair.
- c) The CEO will circulate the Role and Authorities of the Board Chair and Vice-Chair (*Policy G014, Role and Authorities of Board Chair and Vice-Chair*), to all Board members.
- d) At a regularly scheduled or special meeting of the Board, the CEO will administer the Board Chair review process by secret ballot.
- e) Prior to the ballot, the Board Chair will be provided an opportunity of no more than five minutes to address the Board.
- f) The Board Chair will hand over Chair duties to the Board Vice Chair for the purpose of the vote.
- g) The Board Chair will be excused from the Board Chair Review vote, and the Board Chair's municipally designated alternate, if applicable, will fill the role of the Board Chair's municipality for the Board Chair Review vote.
- h) Each Board member receives one vote; the review of the Board Chair requires a simple majority vote (i.e., fifty (50) percent plus one of total membership).
- i) If the Board Chair review process determines a new Board Chair is to be selected, the Board will follow the process as outlined in this policy in Part B, Section 1 or 2.
- j) After a Board Chair Review, the Board Chair will remain in position until after the Board elects a new Board Chair.



Part C – Selection of an Interim Chair for the Board

Eight months prior to each municipal election and subject to any contracted term of the incumbent Chair, the CEO or designate shall recommend a process to the Board to facilitate a decision as to whether the Board wish to continue with an Elected or Non-Elected Chair or recommend an Interim Chair to the Province.

1. Should the Board determine that an Interim Board Chair is in its best interests
 - a) The CEO or designate shall so advise the Government of Alberta Board Liaison and formally notify the Deputy Minister of Municipal Affairs in writing of the Boards intention to recommend the appointment of an Interim Chair.
 - b) The CEO will recommend a process in accordance with Part B, Section 2 of this policy.
 - c) The CEO will formally notify the Deputy Minister of Municipal Affairs in writing of the decision of the Board; the Minister of Municipal Affairs will, by Ministerial Order, appoint the Interim Chair.
2. Annual Performance Review
 - a) Each year, after consulting with the Government of Alberta Board Liaison, and/or the Department of Municipal Affairs, the Governance and Human Resources Committee shall recommend a process to assist the Board in conducting an annual performance review of the Interim Board Chair for Board approval.
3. Term
 - a) An Interim Board Chair shall remain in position until after the:
 - i. Ministerial Order expires or is rescinded;
 - ii. The Interim Board Chair resigns; or
 - iii. A Board Chair has been elected by the Board.



Policy G010
**Selection of an Elected Board Chair,
Non-Elected Board Chair or Interim Board Chair,
Board Vice Chair, and Board Chair Review**

Part D – Selection of the Vice-Chair for the Board

1. The Board Vice-Chair may only be filled by a representative of a participating municipality.
2. The process for electing the Board Vice Chair will follow the same process for the Board Chair in accordance with Part B, Section 1(a-i).

Part E – Order of Precedence

1. The Board Vice-Chair shall not be filled by a Board alternate.
2. In the absence of the Vice Chair, the Chair of the Governance and Human Resources Committee will assume the role of Vice Chair.
3. In the event that the Chair or Vice-Chair or Chair of the Governance and Human Resources Committee is not available, the CEO shall seek a voluntary interim Chair from the Board for emergent needs.
4. In extraordinary circumstances only, and at the discretion of the Board, the Vice Chair role may be performed by the CEO.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date



Policy G010 Selection of an Elected Board Chair, Non-Elected Board Chair or Interim Board Chair, Board Vice Chair, and Board Chair Review

Revisions		
Date	Status	Comments
May 28, 2015	Revised	Added Board Chair Review process
June 17, 2015	Revised	Amended with input from Governance, Priorities and Finance Committee
July 20, 2015	Revised	Cleaned up Part C – Selection of Vice Chair for the Board
August 13, 2015	Approved	Approved with amendments
August 20, 2015	Revised	Incorporated Board amendments
August 30, 2016	Amended	Clarified role of Board Chair after Board Chair Review
October 13, 2016	Approved	Board approved
October 31, 2017	Amended	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Process to determine the type of Board Chair.• Process for selection and appointment of Non-Elected Board Chair.• Clarifying guidance in relation to selection and appointment of Interim Chair.• Selection process for Vice Chair.• Order of precedence in the absence of Chair and Vice Chair.



Policy G011

Board Member and Committee Member Code of Conduct and Ethics

Policy:	G011 – Board Member and Committee Member Code of Conduct and Ethics
Established Date:	September 9, 2010
Approved by:	Board

PURPOSE

To ensure that Board and Committee Members conduct themselves in a professional manner as applicable and defined by the Board Charter, and as per the Code of Conduct and Ethics herein.

POLICY

The Board, Committee Members and alternates are required to conduct themselves in a professional manner in keeping with the Board Charter and ensuring integrity and impartiality in their decision making and in adhering to the policies, guidelines and procedures established by the Board.

GUIDELINES

1. Definitions

- a) A “private interest” of a Board or Committee Member does not include an interest;
 - i. in a matter that is of general application, or
 - ii. that affects a person as one of a broad class of the public, or
 - iii. that affects the compensation or benefits of a Member, or
 - iv. an interest that is trivial.
- b) A “financial interest” means anything of monetary value, whether or not the value is readily ascertainable.
- c) A “relative” includes spouse, children, stepchildren, legal dependents, parents, siblings, in-laws, grandparents, grandchildren, nieces, nephews, aunts, uncles and first cousins;



- d) For the purposes of this Code, a person is “directly associated” with a Member if that person is
- i. the Member’s spouse or adult interdependent partner;
 - ii. a corporation having share capital and carrying on business, or activities for profit or gain and the Member is a director, or senior officer of the corporation;
 - iii. a private corporation carrying on business or activities for profit or gain and the Member owns or is the beneficial owner of shares of the corporation;
 - iv. a partnership
 - a. of which the Member is a partner, or
 - b. of which one of the partners is a corporation directly associated with the Member by reason of clause 1(b) or 1(c), or
 - v. a person or group of persons acting with the express or implied consent of the Member.

2. Administration

- a) The Chair/Interim Chair will administer the Board and Committee Member Code of Conduct and Ethics (the Code) for the Board.
- b) All Board and Committee members are required to adhere to the Code and for acting in a manner that reflects the Code.
- c) Conflicts between the private interests of the Board and Committee members and their duty to the public and the member municipalities not specifically addressed in this Code shall be resolved in keeping with the intent of the Code.

3. Interpretation

- a) Any questions regarding the interpretation and application of this Code should be directed to the Chair/Interim Chair.



4. Confidentiality

- a) Board and Committee members shall fully adhere to the requirements of the *Freedom of Information and Protection of Privacy Act* and not divulge confidential information regarding the Board, stakeholders, contractors, suppliers, or employees to anyone other than persons who are authorized to receive such information. Board and Committee members will respect the confidentiality of issues determined by the Board to be confidential, including but not limited to matters of a deliberative nature.

5. Impartiality

- a) Board and Committee members are expected to conduct their duties and exercise decision-making authority with impartiality in all regards.

6. Conflict of Interest

- a) Board and Committee members are required to voluntarily and immediately disclose to the Chair/Interim Chair any situation or change in circumstance which is potentially a conflict, an apparent conflict of interest or may be perceived to be a conflict of interest.
- b) Upon disclosure of any potential conflict of interest on the part of a Board or Committee Member, the Chair/Interim Chair shall;
 - i. Review the materiality of any potential conflict and make a determination with regard to relevance regarding the matter and potential remedy;
 - ii. When the Chair/Interim Chair cannot reasonably make an informed determination, and as warranted, will seek opinion/interpretation regarding the matter and obtain recommendations for resolution from independent legal counsel to the Board;
 - iii. As appropriate and subject to matters of personal confidentiality or the protection of personal information under the *Freedom of Information and Privacy Act*, will determine any requirement to inform the Board.



7. Acceptance of Gifts

- a) Board and Committee members shall not accept fees, gifts, or other benefits, regardless of their value, that are connected directly or indirectly with the performance of their duties as Board and Committee members, or may be construed as having been received in exchange for the performance of their duties as Board and Committee members, from any individual, organization or corporation, other than:
 - i. The exchange of gifts between relatives or friends;
 - ii. Tangible gifts exchanged as a result of protocol, hospitality, or social obligation, provided the value of the tangible gift is less than \$200.00 (in aggregate from the same source in a calendar year);
- b) Members may accept tickets and invitations to events if the value of the ticket(s) is worth less than \$400.00. The value of tickets from one source are cumulative over a year.
- c) Should a Board or Committee member be uncertain as to the application of 7(a) in a specific circumstance, they shall seek guidance and direction from the Chair/Interim Chair in proceeding.

8. Furthering Private Interests

- a) Board and Committee members are in conflict of interest and in violation of this Code if they:
 - i. Are party to a decision in the course of carrying out their duties with the knowledge the decision might further a private interest of the Board member, Committee member or a person directly associated with a Member ;
 - ii. Use their public role to influence or seek to influence a Board decision which could further a private interest of the Board member, Committee member or a person directly associated with a Member; or
 - iii. Make use of, obtain any advantage, and/or communicate information not available to the general public gained by the Board or Committee member in the course of carrying out their duties, to further or seek to further a private interest of the Board member, Committee member or a person directly associated with a Member.



- b) Board Members or Committee members shall disclose to the Chair/ Interim Chair any circumstance that may be perceived to further private interest as specified in Section 8. Upon disclosure of any potential furtherance of private interests on the part of a Board or Committee Member, the Chair/Interim Chair shall;
 - i. Review the materiality of any potential furtherance of private interests and make a determination with regard to relevance and potential remedy, including but not limited to recusal from any relevant decision-making on the part of the Board Member or Committee member;
 - ii. When the Chair/Interim Chair cannot reasonably make an informed determination, and as warranted, will seek opinion/interpretation regarding the matter and obtain recommendations for resolution from independent legal counsel to the Board.

9. Financial Interests

- a) If Board or Committee members directly or indirectly own or have an interest in any land, building, lease, mortgage, good, service or contract which is offered for option, sale, lease or assignment to the Board, they shall disclose the situation to the Chair/Interim Chair.
- b) Board Members or Committee members shall disclose to the Chair/ Interim Chair any circumstance or interest as specified in 9(a). Upon disclosure of any interest on the part of a Board or Committee Member, the Chair/Interim Chair shall;
 - i. Review the materiality of any interest and make a determination with regard to relevance and potential remedy, including but not limited to recusal from any relevant decision-making on the part of the Board Member or Committee member;
 - ii. When the Chair/Interim Chair cannot reasonably make an informed determination, and as warranted, will seek opinion/interpretation regarding the matter and obtain recommendations for resolution from independent legal counsel to the Board.

10. Failure to Disclose

- a) Failure on the part of Board Members or Committee Members to voluntarily disclose as required in parts 6, 8, and 9 of these guidelines may be deemed a violation of the Code of Conduct and Ethics.



11. Respect for Board Members, Committee Members and Employees

- a) Board and Committee members shall conduct themselves in a professional and responsible manner at all times.
- b) Board and Committee members shall have appropriate regard and respect for other Board and Committee members and EMRB Administration personnel at all times.
- c) Board and Committee members shall direct any comments on staff performances to the Chief Executive Officer and shall not make public comment regarding EMRB Administration personnel.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
September 18, 2015	Revised	Added Task Force to the policy.
October 13, 2016	Approved	Approved by the Board
October 31, 2017	Amended	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Referencing the Board Charter.• Clarifying Chair roles and responsibility in relation to voluntary disclosures and provision of guidance and direction to Board and Committee Members.



Policy:	G012 – Committee and Task Force Terms of Reference
Established Date:	November 14, 2013
Approved by:	Board

PURPOSE

To establish common terms of reference for committees and task forces.

POLICY

This policy provides the requirements for common terms of reference that Board committees and task forces shall apply in carrying out their specific mandates.

GUIDELINES

All committees and task force terms of reference will be established with their own specific description, mandate, meeting procedures, work plan and deliverables. Unless deemed otherwise by the Board, all committees and task forces will share the following common terms:

1. Authority

- a) All meeting groups established by the Board are considered advisory bodies to the Board and therefore must, by approved motion, provide recommendation(s) to the Board for a decision.
- b) All meeting groups established under the guidance of a specific committee or task force are required to seek support for any recommended motions by their sponsoring committee or task force before proceeding to the Board for a decision.

2. Amendments to the Terms of Reference

- a) Committee and task force terms of reference require review and approval of the Board.
- b) At any time, a committee or task force may consider changes to its Terms of Reference and recommend the proposed changes to the to the Board for review and approval.



3. Principles

Board committees and task forces will operate with the following principles:

- a) Committees exist to conduct the work of the Board. Committees are established to help the Board in fulfilling its responsibilities to provide governance and oversight of the organization. As such, all activities of the committees are under the purview of the Board.
- b) Task forces carry out specific, time limited or non-recurring tasks. Task forces will be used to engage Board members in strategy and policy work (i.e., not operational) and will be further supported by subject matter experts, as warranted, to fulfill their respective terms of reference.
- c) Committees and task forces will strive to achieve consensus where possible, providing an opportunity for members to voice different perspectives.
- d) The CEO assigns EMRB personnel to support Board committees and task forces. EMRB personnel are not members of board committees and therefore are not entitled to vote. The role of EMRB personnel on a board committee is to provide data, information, and perspective to the committee.
- e) Committee and task force members have no authority to direct EMRB personnel; only the Board may provide direction to the Chief Executive Officer (CEO) and it will be the CEO's responsibility to provide further direction to EMRB personnel as warranted.
- f) Board committees and task forces do not have authority to alter policies of the Board. Policy decisions are the responsibility of the Board.
- g) Board committees and task forces do not speak, act, or make decisions for the Board, unless formally authorized by the Board for a specific and time-limited purpose.
- h) Pursuant to *Policy G012 – Committee and Task Force Terms of Reference* Board committees and task forces operate with terms of reference and an annual work plan outlining and defining the committee or task force mandate, accountability, roles and responsibilities, operating protocols, and key deliverables. Committee and task force Terms of Reference and work plans will require review and approval of the Board.
- i) Board members are assigned to participate in at least one committee or task force.



4. Membership and Membership Terms

Member municipality representation on committees and task forces shall be established by Board approved Terms of Reference for each committee or task force.

5. Appointment and Term of the Chair and Vice-Chair

- a) Each committee and task force will be led by a Chair and supported by a Vice-Chair.
 - i. These positions will be chosen by members of the committee or task force in question among the Board members appointed to the committee or task force in question.
 - ii. The selection by the committee or task force will need to be approved by the Board.
- b) For committees, the Chair and Vice-Chair terms will be for two years and may be extended for additional two-year terms with the approval of the Board.
- c) For task forces, unless otherwise determined by the Board, the Chair and Vice-Chair terms will align with the duration of the task force.

6. Chair and Vice-Chair Duties

- a) The Chair shall:
 - i. open and adjourn meetings;
 - ii. chair meetings;
 - iii. preserve order and decorum in meetings;
 - iv. rule on all questions of procedure;
 - v. ensure that each 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 members or others wish to speak; and
 - vii. decides who, aside from members of, may address the committee or task force.
 - viii. have voting rights as a member representing their municipality.



- b) The Vice-Chair shall chair meetings when the 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. The Vice-Chair has voting rights as a member representing his/her municipality.
- c) The Chair and Vice Chair shall meet with administration to prepare for upcoming meetings.

7. Ex-Officio

- a) The Board Chair will be considered non-voting ex-officio in all meeting groups unless otherwise specified in the terms of reference of the respective committee or task force.
- b) The CEO will be considered non-voting ex-officio in all meetings groups.

8. Decision Making

- a) Decisions, recommendations, and actions determined by each committee or task force will be informed and made in the best interest of the Edmonton Metropolitan Region.
- b) Only elected officials designated as voting members of a committee or task force, or designated alternate, may vote. Each member will have one vote.
- c) All motions must be moved by a voting member. Motions require a simple majority of members in attendance to pass a motion (50 percent plus one).

9. Quorum

Quorum is defined as 50 percent plus one of standing membership.

10. Dispute Resolution

Committee and task force Chairs are accountable for ensuring effective and collaborative meeting operations and decision making. Where the efforts of the Chair are unable to resolve a dispute, the matter will be brought to the applicable standing committee or the Board for discussion and resolution.



11. Supports

- a) Committees and task forces will be supported by the Chief Executive Officer (CEO), EMRB Administration, and others as deemed warranted by the CEO and within the scope of work and budget approved by the Board.
- b) The Chief Executive Officer may establish an administrative working or advisory group as deemed necessary to support a committee or task force project.

12. Communications

The Chief Executive Officer will act as the single point of contact for all communications requests for the Board and will determine the response required. This may include responses required from the Board Chair/Interim Chair, a committee or task force Chair, members, EMRB Administration, or the Chief Executive Officer.

13. Stakeholder Engagement

In their respective work plans, each committee and task force shall determine whether stakeholder engagement is planned and for what purpose. Administration will recommend relevant stakeholder engagement strategies.

14. Meeting Procedures

In its terms of reference, each committee and task force may determine that additional meeting procedures are warranted. At minimum, the terms of reference will ensure alignment with the following meeting procedures:

- a) Date, time, and format for meetings will be determined by the Chair and the Chief Executive Officer.
- b) The proposed agenda for each meeting shall be established by the Chair with support from the Chief Executive Officer or his/her delegate.
 - i. The proposed agenda shall include:
 - a. all recommendations for resolutions received prior to a vote occurring;
 - b. all matters scheduled to that meeting by prior resolution of the committee or task force; and
 - c. such other items of business as determined by the Chair.



- c) In camera items
 - i. Section 708.041 (2) of the *Municipal Government Act* (MGA) allows a committee or task force to close all or part of its meetings to the public 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*.
 - ii. Any persons attending an *in-camera* session shall respect confidentiality surrounding the matters discussed.
- d) When the Chair or Interim Chair is satisfied that all the business and purposes of a meeting have been addressed, the Chair or Interim Chair may adjourn or request a motion to adjourn the meeting.
- e) All meetings will be open to members of the public except for the in camera portion of the meeting.
- f) As per Section 708.041(1) of the *Municipal Government Act*, any committee and task force must conduct their meetings in public. This applies to all members of the Board (elected officials and their alternates), administrative representatives from member municipalities and any third party or members of the public invited by the Board, committee or task force to participate in specific agenda items.
- g) All motions arising from committees and task forces are a matter of public record.

15. Reporting

Committees and task forces are required to provide the Board with regular status and progress updates as it relates to their mandate and planned deliverables.

- a) Committee and task force Chairs are responsible to review and approve their respective meeting minutes.
- b) All committees and task forces will provide EMRB Administration with approved meeting minutes in sufficient time to be included with the next regular Board meeting agenda package.
- c) Committee and task force meeting agendas and supporting background materials will be provided to task force and committee members one week in advance of a scheduled meeting, or as determined by the Chair of the committee or task force in question.



Policy G012 Committee and Task Force Terms of Reference

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
November 16, 2015	Revised	Provision regarding chair positions being occupied by municipally appointed Board Member.
February 8, 2016	Revised	Clarify CAO ability to vote, typos.
March 9, 2016	Revised	Removal of provision regarding chair positions being occupied by municipally appointed Board Member, as per GPF's request.
April 18, 2016	Revised	Removal of conflict regarding Board Chair's ability to vote.
May 27, 2016	Revised	Clarified authority of a task force reporting to the Board as per GPF's request
September 8, 2016	Approved	Board approved policy
October 31, 2017	Amended	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Ported simplified provisions from <i>G013 – Committee and Task Force Procedures</i> and <i>G015 – Roles and Responsibilities of Committee and Task Force Members</i>.• Revised to update MGA references.• Revised to clarify reporting requirements and responsibilities of task force and committee chairs.• Clarified that principles include striving for consensus where possible. Added provisions for committees and task forces to consider if/how stakeholder engagement will occur.



Policy:	G013 – Committee of the Whole Membership and Meeting Procedures
Established Date:	April 8, 2021
Approved by:	Board

PURPOSE

To regulate the proceedings of Committee of the Whole and its membership.

POLICY

Committee of the Whole (the “Committee”) provides an informal, inclusive, and open strategic discussion forum to raise, address, and formulate potential resolutions to ongoing, new, urgent, or emergent topical issues, challenges, or opportunities and to explore and formulate suitable response strategies, ideas, activities, or actions.

The Committee shall conduct its meetings efficiently, effectively and in a respectful and orderly manner in accordance with approved guidelines.

GUIDELINES

1. Application and Interpretation
 - a) This policy shall apply to Committee of the Whole meetings.
 - b) A Committee of the Whole meeting need not convene in person to be properly constituted – meetings may convene by alternative electronic forum; however, the full provisions of Policy G013 will apply.
 - c) To the extent that a matter is not dealt with in this policy, the Committee has voluntary regard and reference to Robert’s Rules of Order Newly Revised.
 - d) The precedence of the rules governing the procedures of the Committee is:
 - i. the *Municipal Government Act*;
 - ii. the *Edmonton Metropolitan Region Committee Regulation*;
 - iii. this policy; and
 - iv. *Robert’s Rules of Order Newly Revised*.
 - e) The conduct of Committee of the Whole meetings is at the discretion of the Committee; the Committee may waive all or part of the provisions of this policy.



- f) Notwithstanding 2(e), the Chair, Appointed Chair or Interim Chair shall reserve the right to suspend or waive all or part of the provisions of this policy to:
 - i. facilitate and encourage Committee discussion;
 - ii. limit or conclude debate;
 - iii. to assert order and decorum, and,
 - iv. to maintain orderly and respectful proceedings by the Committee.

2. Membership

- a) The Committee shall be comprised of:
 - i. Full Board Membership (13)
 - ii. EMRB Chief Executive Officer (CEO) (1)
- b) Alternates for each appointed member municipality shall be identified.

3. Committee Chair

- a) The Board Chair, Interim Chair or Appointed Chair shall serve as Chair of the Committee.
 - i. In the absence of the Board Chair, Interim Chair or Appointed Chair, the Board Vice-Chair shall serve as Chair of the Committee.
 - ii. In the absence of the Board Chair, Interim Chair, Appointed Chair or Board Vice-Chair, the CEO shall serve as Chair of the Committee.
- b) The Board Vice-Chair shall serve as the Vice-Chair of the Committee.

4. Meetings

- a) Date, time, and format for meetings of the Committee will be determined by the Chair, Appointed Chair, or Interim Chair and the Chief Executive Officer.
- b) While the intent is for meetings to be held in public as much as possible, the Chair, Appointed Chair, or Interim Chair and the Chief Executive Officer, may, pursuant to FOIP, hold in camera sessions.



- c) Alternative open public access may include the use of electronic media and/or live broadcast of Committee meeting proceedings; however, any form of broadcast of Committee meetings shall be limited to the express purpose of enabling public access. The Official record of Committee proceedings will follow the provisions prescribed by *Policy G004 – Committee Meeting Minutes*.
- d) EMRB Administration will develop and maintain process guidance to assist and support the Committee in the effective conduct of meetings convened by alternative electronic forum or other means.
- e) Committee Members, CAOs of participating municipalities or designate, and the CEO shall attend in camera sessions. The Committee may also allow EMRB employees or expert advisors to attend the in camera sessions as the Committee 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 session and the reasons for allowing them to attend.

5. Quorum

- a) Quorum is defined as no fewer than 2/3 Board Members from participating municipalities.

6. Duties of Officials

a) Duties of the Chair, Appointed Chair, or Interim Chair

- i. The Chair, Appointed Chair, or Interim Chair shall:
 - a. open and adjourn Committee meetings;
 - b. chair Committee meetings;
 - c. preserve order and decorum in Committee meetings;
 - d. rule on all questions of procedure;
 - e. ensure that each Committee Member who wishes to speak is granted the opportunity to do so;
 - f. determine the speaking order when two or more Committee Members or others wish to speak;
 - g. decides who, aside from Committee Members, may address the Committee;
 - h. encourage engagement and participation of all Committee Members; and
 - i. facilitate open discussion and respectful debate.



b) Duties of the Vice Chair

- i. The Vice Chair shall chair Committee 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.

c) Duties of the Chief Executive Officer

- i. The Chief Executive Officer shall, subject to the *Municipal Government Act* and the Edmonton Metropolitan Region Committee Regulation:
 - a. provide the Committee with information and advice with respect to the operation of the Committee;
 - b. when requested, provide information and advice to the Chair, Appointed Chair, or Interim Chair and Committee on procedural matters in Committee meetings; and
 - c. ensure minutes of the meetings of the Committee are recorded and provide secretariat functions for Committee meetings.

7. The Conduct of a Committee Meeting

a) Agenda

- i. The proposed agenda for each Committee meeting shall be established by the Chair or Interim Chair and the Chief Executive Officer.
- ii. The proposed agenda shall include:
 - a. Board matters of business which warrant and require discussion and debate of the Committee;
 - b. any other items of business as determined by the Chair, Appointed Chair, or Interim Chair and Chief Executive Officer; and
 - c. any items transferred from other EMRB committees and task forces.

b) Additional Guiding Actions

- i. All questions and debate at a meeting of the Committee shall be directed through the Chair or Interim Chair.
- ii. An elected Chair may participate in debate on any matter before the Committee by relinquishing the chair.
- iii. A non-elected Chair may participate in debate on any matter without relinquishing the Chair.



- iv. A Committee Member who is speaking may be interrupted by the Chair or Interim Chair if:
 - a. the Committee Member speaking is out of order;
 - b. the Board Member is raising matters that are not germane to the matter at hand; or
 - c. the matter being addressed by the Committee Member speaking is outside the jurisdiction of the Committee.

a) Order in Committee Meetings – The Public

- i. Only Committee Members, the Chief Executive Officer, and those individuals authorized by the Chief Executive Officer may be present on the floor of the Committee meeting.
- ii. A person not listed in section 7(a)(i) may be present on the floor of the Committee 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 Committee from the floor of the Committee meeting, if recognized by the Chair or Interim Chair.
- iv. A person not listed in 7(a)(i) may address the Committee from the public gallery with permission of the Chair or Interim Chair. A Committee Member may, through the Chair or Interim Chair, request permission for an employee of the participating municipality to address the Committee.
- v. No person present in the public gallery or on the floor of the Committee meeting shall cause any disturbance, interrupt any speaker or interfere with the action of the Committee.
- 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 Committee meeting.

8. Voting

- a) The Committee is an informal strategic discussion forum only, and therefore no motions whatsoever shall be advanced for a vote of the Board during the meetings of this Committee.



9. Information Requests

- a) A Committee Member wishing to make an information request of EMRB Administration shall present it to the Committee at the appropriate time on the agenda of a Committee 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 Committee Member wishes the information to appear on a subsequent agenda, the information will be forwarded directly to all Committee 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 Committee 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 Committee to approve the request either at the same meeting or a future meeting.
- f) If a Committee Member who has made an information request wishes to withdraw the request at the appropriate time on the agenda, that Committee Member shall so inform the Committee.

10. Adjourning the Meeting

- a) When a Chair or Vice Chair (and acting as Chair in the meeting) is satisfied that all the business and purposes of a meeting have been addressed, they may adjourn the meeting.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date



Revisions		
Date	Status	Comments
April 8, 2021	Approved	Approved by the Board.



Policy G014

Roles and authorities of the Board Chair, Interim Chair, and Vice Chair

Policy:	G014 – Roles and authorities of the Board Chair, Interim Chair, and Vice Chair
Established Date:	September 9, 2010
Approved by:	Board

PURPOSE

This policy clarifies the Board Chair's or Interim Board Chair, and Vice-Chair's role and responsibilities.

POLICY

This role description outlines the delegated authorities provided to the Board Chair, Interim Board Chair or Vice-Chair required to carrying out his/her duties on behalf of the Board and ensure compliance with the Regulation and any Ministerial Orders that are active.

For the purposes of this policy, reference to the Board Chair also means to include Interim Board Chair.

GUIDELINES

1. Position Summary

- a) The Chair of the Edmonton Metropolitan Region Board is responsible to provide leadership to the Board to ensure its functions effectively. The Chair will lead the Board and Executive Committee to carry out governance functions, develop teamwork, and facilitate cohesive Board culture.
- b) The Chair will ensure the Board satisfies the requirements of the Edmonton Metropolitan Region Board Regulation, as amended or replaced from time to time (the "Regulation"), and provide oversight of management.
- c) The Chair will develop and maintain effective relationships and communication with the Chief Executive Officer, member municipalities and key regional stakeholders.
- d) The Chair will promote awareness of the Board's mandate, goals, and outcomes of the Regulation.



2. Authorities

- a) The Edmonton Metropolitan Region Board (formerly the Capital Region Board) was created in April 2008 with the promulgation by the Province of Alberta of the Capital Region Board Regulation. The Board is defined as a corporation that has some of the powers and duties of a regional services commission under the *Municipal Government Act* (Alberta). The Regulation, as updated periodically by the Province, outlines the authorities and responsibilities of the Board including the requirement to prepare and implement the Edmonton Metropolitan Region Growth Plan, the Servicing Plan, and the administration of the Regional Evaluation Framework. The Regulation and EMRB Policies govern the overall operations of the Board.
- b) In accordance with *Policy G005 Board Meeting Procedures*, an elected Chair has voting rights as a member of the Board representing his/her municipality. An appointed (non-elected) Chair, either by the Minister or by the Board does not have voting rights.
- c) The Chair will help facilitate the debate on matters before the Board. The Chair may participate in debate on any matter before the Board by relinquishing the Chair. 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.

3. Remuneration

Board Chair remuneration is outlined in Schedule A.

4. Responsibilities

Board Chair responsibilities are outlined in Schedule B.

5. Time Commitment

Duties of the Chair will average approximately fifty (50) hours per month and may include evenings and weekends. The nature of the roles and responsibilities of the position is such that the time commitment required will vary from month to month based on the activities and schedule of the EMRB.



Policy G014 Roles and authorities of the Board Chair, Interim Chair, and Vice Chair

6. Board Vice-Chair

- a) In instances when the Chair rescinds his/her role during a Board meeting (refer to *Policy G005*) or at any other time, the Board Vice-Chair is authorized to perform the responsibilities and have the authority of the Board Chair.
- b) The remuneration approach for compensating the Board Vice-Chair when performing his/her duties, including temporarily assuming the Board Chair duties, will be based on meeting per diems pursuant to *Policy G003 Remuneration and Expenses Board and Committee and Task Force Members*.

7. Contract for Service

When a new Board Chair is selected, the EMRB Administration shall be directed by the Board to execute a contract for service, which outlines agreed authorities, responsibilities, time commitment and remuneration as described in this policy wherein.

B2021-06, February 11, 2021

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
July 23, 2015	Revised	Ensured consistency between policies. Fixed technical errors.
August 31, 2015	Revised	Incorporated input from Governance, Priorities and Finance Committee
September 10, 2015	Approved	Approved by the Board
October 31, 2017	Amend	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
December 10, 2020	Revised	Incorporated input from the Board by updating Board Chair job description, related time commitment. Schedule A also updated to reflect revised remuneration rate
February 11, 2021	Approved	Approved by the Board



Policy G014 Roles and authorities of the Board Chair, Interim Chair, and Vice Chair

Policy:	Schedule A G014– Roles and authorities of the Board Chair, Interim Chair, and Vice Chair
Established Date:	September 9, 2010
Approved by:	Board

SCHEDULE A

1. Board Chair Rate of Remuneration

The remuneration approach used by the EMRB is a combination of a monthly flat rate and a meeting per diem. The Board Chair will be paid a retainer of \$3,000 per month in addition to meeting per diems pursuant to EMRB *Policy G003 Remuneration and Expenses Board and Committee and Task Force Members*.

2. Other Expenses

Pursuant to EMRB *Policy G003 Remuneration and Expenses Board and Committee and Task Force Members*, the Board Chair is entitled to receive expense reimbursement for mileage and parking.



Policy:	Schedule B G014– Roles and authorities of the Board Chair, Interim Chair, and Vice Chair
Established Date:	September 9, 2010
Approved by:	Board

SCHEDULE B

1. Board Chair Responsibilities

a) Leadership and Governance

- i. The Board Chair is responsible to the members of the Edmonton Metropolitan Region Board;
- ii. Support Board members in exercising of their fiduciary responsibilities under the Regulation;
- iii. Provide leadership and guidance to the Board in support of it functioning as a cohesive body;
- iv. Take steps to ensure that the resources available to the Board are adequate to support its work;
- v. Provide direction and advice to Board Members as required to assist the Board in acting and functioning independently from management in fulfilling its fiduciary obligations;
- vi. Provide advice, counsel, and mentorship to the CEO and members of the Board;
- vii. Serve as a representative of the organization;
- viii. Support Board members in advancing and achieving the Board mandate and regional priorities to the federal and provincial governments and other regional stakeholders;
- ix. Attend external events as needed;
- x. Designated by the Board and in EMRB policy as one of the signing officers for certain Board documents and financial matters; and
- xi. Act as the primary media spokesperson for the Board.



b) Board, Committee, and Task Force Meetings

- i. Prepare for and preside over meetings of the Board and Executive Committee in accordance with the Regulation and EMRB Policies;
- ii. Facilitate full and candid Board discussions, ensure all members express their views on key Board matters and assist the Board in achieving a consensus;
- iii. Prepare for and attend, as an ex-officio member, the Audit and Finance Committee as required;
- iv. Support task forces as identified in the task force terms of reference; and
- v. Help ensure action items established by the Board are tracked and appropriate follow-up action is taken as necessary.

c) Management Relationship

- i. The CEO will report to the Board through the Board Chair.
- ii. Act as a liaison between the Board and management to ensure direction of the Board is understood and carried out; and
- iii. In conjunction with CEO and administrative staff, ensure that the Board receives appropriate and timely information, materials and reports to permit the Board to discharge its duties and responsibilities.

d) Other Duties

- i. Carry out other duties as requested by the Board as circumstances require; and
- ii. In consultation with the Executive Committee, complete a CEO annual performance evaluation.



Policy:	G016– Member Municipality Representation on Committees and Task Forces
Established Date:	November 14, 2013
Approved by:	Board

PURPOSE

To determine municipal membership, Chairs and Vice-Chairs for each of the Board’s committees and task forces.

POLICY

To inform the development and implementation of regional strategic and corporate initiatives in the execution of the Board mandate under the Edmonton Metropolitan Region Board Regulation, the Board is supported through committees and project-focused task forces comprised of elected officials from member municipalities, subject matters and technical experts from member municipalities, as well as project managers and consultant specialists.

Pursuant to *Policy G012 – Committee and Task Force Terms of Reference*, the membership for committees and task forces must be approved by the Board.

GUIDELINES

At a regularly scheduled or special meeting of the Board, the Chief Executive Officer (CEO) will administer the selection process.

Part A – Determining Membership of Standing Committees

1. Each standing committee will include representation from each grouping type of member municipalities (i.e., cities, towns, counties).
2. The following process will be used to determine membership:
 - a) In the first round of voting:
 - i. Within each municipality type grouping, each municipality will have an opportunity to identify their interest in participating in one or more of the standing committees.
 - ii. The CEO will facilitate a secret ranked ballot among the municipalities belonging to each municipality type grouping.
 - iii. Each municipality will have one ranked ballot.



- iv. The municipality within each municipal type grouping with the most votes for a specific committee will be deemed the representative of that municipal type grouping and be allowed to name a member of the committee, and alternate, among its elected officials.
 - b) In the second round of voting, assuming the committee allows for more than four members:
 - i. The CEO will ask interested member municipalities, regardless of municipality type grouping, to put forward their candidacy for a secret ranked ballot among the interested municipalities.
 - ii. Each municipality will have one ranked ballot.
 - iii. Pending the number of positions to be filled, the municipalities with the most votes for a specific committee will be allowed to name a member of the committee, and alternate, among its elected officials.
 - c) In cases where there is a tie (same number of votes) then a “run off” process will be used to determine the municipal representatives for that committee:
 - i. A tie of two (2) or more municipalities with the most votes will result in either:
 - a. For cases where the number of tied municipalities equal the positions available, then all are to be deemed successfully elected; or
 - b. For cases where there are more tied municipalities than positions available, then a second ballot may be conducted, or the names of these municipalities will be drawn until all vacant positions have been filled.
3. In the event where there are no municipal candidates for a particular type of municipality grouping determined for a specific committee, then no vote will occur and that seat will remain vacant until the next membership selection process takes place.
4. Pending exceptional circumstances, the representatives from the municipality shall remain the same for the duration of the committee member’s term.
5. The Board will review the membership of standing committees every two years and it will determine if there are any circumstances that warrant a membership selection process.



Part B - Determining Membership of Task Forces

1. For each task force established by the Board, municipal membership will be determined by approved Terms of Reference.
2. Each task force will include representation from each grouping type of member municipalities (i.e., cities, towns, counties). The same voting process outlined in Part A of this policy will be facilitated by the CEO.
3. The Board may appoint additional representation from one or more municipality type (city, town, and county) if it deems that a task force would benefit from appointing additional representatives from member municipalities that have subject-matter expertise and/or may be more impacted by the project than other municipalities.
4. Task force membership may include both Board members and/or other elected officials from member municipalities.
5. Member municipality representation is limited to a maximum of one representative for each Task Force, and one alternate unless otherwise determined by the Board.
6. Task force membership will remain consistent for the term of the project unless otherwise determined by the Board.
7. For task forces that will have a fixed number of municipal representatives, the CEO will facilitate a secret ranked ballot:
 - a. Each Board member will be able to provide a ranked vote;
 - b. The municipalities with the most votes will be deemed to be on the task force;
 - c. In cases where there is a tie (same number of votes) then a “run off” process will be used to determine the municipal representatives for the task force:



- d. A tie of two or more municipalities with the most votes will result in either:
 - i. For cases where the number of tied municipalities equal the positions available, then all are to be deemed successfully elected; or
 - ii. For cases where there are more tied municipalities than positions available, then a second ballot may be conducted, or the names of these municipalities will be drawn until all vacant positions have been filled.

- 6. Once appointed, a municipal task force member will need to identify an alternate from their council who will be able to attend meetings should the task force member be absent. Pending exceptional circumstances, the alternate shall remain the same for the duration of the task force member's term.

Part C - Selection of Chairs and Vice-Chairs for Committees and Task Forces

The selection, appointment and terms of committee and task force Chairs and Vice-Chairs will be determined pursuant to *Policy G012 – Committee and Task Force Terms of Reference*.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date



Policy G016 Member Municipality Representation on Committees and Task Forces

Revisions		
Date	Status	Comments
September 18, 2015	Revised	Addition of the phrase “task force” to help clarify, added sub-region to committee selection process
February 8, 2016	Revised	Removed Board Chair from administering the selection process.
April 14, 2016	Approved	Approved by the Board
October 31, 2017	Amended	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Clarifying policy purpose and ranked ballot process.



Policy:	G017– Monitoring and Evaluating Board Performance
Established Date:	November 14, 2013
Approved by:	Board

PURPOSE

This policy provides the basis of the Board’s monitoring and evaluation framework.

POLICY

The Board is expected to establish a clear sense of direction, key metrics and performance indicators, and monitor and evaluate its performance on a regular basis. In doing so, the Board is evaluating itself and its work..

GUIDELINES

1. Strategic and Business Planning

The Board will develop a rolling three-year strategic plan and business plan.

2. Scope

The Board will monitor and evaluate its progress and performance in:

- a) Fulfilling its fiduciary duties as set out in the *Municipal Government Act* and the EMRB Regulation;
- b) Achieving the strategic direction the Board set out for the organization; and
- c) Working effectively as a regional growth management board.



3. Governance and Human Resources Committee

To further develop this framework and to ensure due attention, the Board has the Governance and Human Resources Committee under its oversight with the mandate to:

- a) Monitor and report on the Board's progress as set out in its approved strategic, business, and Growth plans;
- b) Monitor and evaluate the overall functioning of the EMRB's various governance structures, including but not limited to group cohesiveness, ability to work collectively, and respect for differences.
- c) Identify risks and issues that may be inhibiting the Board's progress and propose solutions;
- d) Identify emerging issues and opportunities to the Board; and
- e) Monitor Key Performance Indicators and report regularly to the Board.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
February 8, 2016	Update	Update the committee name to reflect Board structure.
April 14, 2016	Approved	Approved by the Board
October 31, 2017	Amended	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Replacing the Executive Committee by the new Governance and Human Resources Committee.• Clarifying language around monitoring and evaluation while maintaining the spirit of the original provisions.



Policy:	G018– Geographic Information Systems
Established Date:	December 11, 2014
Approved by:	Board

PURPOSE

To define the role of the Edmonton Metropolitan Region Geographic Information Services (EMRGIS), which aims to expand regional capacity to deliver regional geographic information services that support regional initiatives through the collaboration of the Edmonton Metropolitan Region Board and the Edmonton Metropolitan Region municipalities.

POLICY

The Board shall develop and maintain a shared regional Geographic Information System (GIS), and related services, that provides equitable access to members and promotes informed regional decision-making as directed in the Edmonton Metropolitan Region Growth Plan.

GUIDELINES

1. EMRGIS encompasses both a Geographic Information System (GIS) and related services that the Board provides to member municipalities.
2. EMRGIS shall act as a centralized hub of regional spatial data and provide complementary services to member GIS systems and services. EMRGIS is not intended to replace existing or future GIS systems or services provided by members to their communities.
3. EMRGIS will focus on the collection, assembly and maintenance of regional data and information used in spatial analytics and data visualization that support regional decision-making and initiatives by the Board. Where resources permit, EMRGIS will also provide related GIS support to members, such as GIS education and capacity development, advisory and consultation services, analysis and mapping, etc.
4. EMRGIS shall facilitate access, sharing and analysis of regional datasets to member municipalities and the public where appropriate.
5. The Board shall ensure that delivery of EMRGIS is cost effective and balances the needs of individual municipal members with the needs of the Board, as a whole.



6. The Board shall ensure that the EMRGIS can be readily accessed while also ensuring that appropriate security is in place to protect information when necessary.
7. Member municipalities shall respond to all administration or member municipality requests for data related to the EMRGIS Strategy and Implementation Plan and/or Growth Plan.
8. Original data creators/owners will retain complete ownership and authority over their data.
9. The Board shall develop and maintain processes and guidelines for data submissions and updates from data owners as well as ad hoc data request procedures.
10. The Board believes in an open data structure where appropriate and only share licensed or restricted data with the full consent of the data owner.
11. EMRGIS shall support Board regional initiatives.

PRINCIPLES

This policy will be realized through the guiding principles defined in the EMRGIS Strategy and Implementation Plan:

1. **Autonomy** – All municipal members will respect the self-determination of other municipalities and their control over land use planning and data within the context of the regional plan.
2. **Collaboration** – All municipal members will work together to support the planning efforts of the region including free sharing of relevant non-confidential data sets.
3. **Equity** – All municipal members will be treated in a way that is equitable, consistent, and congruent and to ensure the benefits of EMRGIS are available to all municipal members.
4. **Flexibility** – All municipal members will be expected to identify options that work best for themselves while also fitting in with the needs of the region including data standards and technology platforms.



5. Mutuality – Working together in the region will be the key to achieving a consistent level of data quality and data access to any of the member municipalities.
6. Sustainability – All municipal members will seek decisions which encourage sustainable data acquisition and maintenance practices.
7. Transparency – The results of decision-making processes in relation to spatial data and technology platforms that relate to the regional plan will be transparent to the stakeholders.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
February 9, 2016	Amended	Added public to recipient list in Guideline 4. Added support for current and future Board initiatives in Guideline 11)
March 9, 2016	Amended	Clarified Guideline 11 to be inclusive of all Board regional initiatives, as per GPFs request.
April 14, 2016	Approved	Approved by the Board
October 31, 2017	Amended	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Updating the EMRB name.• Incorporating mission statement from EMRGIS terms of reference under the purpose statement.



Policy:	G019 – Board Membership Review Process
Established Date:	September 10, 2015
Approved by:	Board

PURPOSE

To establish a process for the Board to review its membership both in terms of designated *participating municipalities* and potential participation by non-members.

POLICY

This policy establishes a process for the Board to assess and provide a recommendation to the Minister of Municipal Affairs on the criteria for determining designated *participating municipalities* pursuant to the EMRB Regulation. The designated *participating municipalities* can only be changed with the approval of the Minister of Municipal Affairs and subsequent to an amendment to the EMRB Regulation.

The policy also establishes a process for the Board to consider requests by non-members to participate in the work of the EMRB. Section 6(a) of the EMRB Regulation provides that the Board may develop policies allowing for the participation of non-members. The terms ‘participation’ and ‘non-members’ are not defined in the EMRB Regulation. The participation of non-members, including other non-member municipalities, by virtue of Board policy does not confer member status upon those members (e.g., a non-member municipality does not become a *participating municipality* as per the meaning under the EMRB Regulation).

GUIDELINES

Part A: Membership Review for *Participating Municipalities*

1. The Board may conduct a membership review of *participating municipalities* once every four years upon the Board passing a motion to do so.
2. A membership review cannot take place within the one-year period leading up to a municipal election, or within the one-year period after a municipal election.



3. Criteria used by the Board for recommending to the Minister of Municipal Affairs a designation as an EMRB *participating municipality*:
- a) Municipalities designated as a County, or specialized municipality, or with an urban population of 5,000 or greater, within the Board boundary; and
 - b) A *participating municipality* of the Board must be contiguous to another *participating municipality*.

4. Process

Upon the passing of a motion to conduct a membership review

- a) The Board shall notify the Minister of Municipal Affairs the Board is undergoing a membership review.
- b) The Board shall invite any non-member municipalities who meet the criteria in the Membership Review in Part A section 1(c) — to join the Board.
 - i. If an eligible non-member municipality wishes to join the Board, it will need to provide a written position supported by a Council motion, within 90 calendar days of the Board motion to review its membership.
 - ii. If an eligible non-member municipality does not submit a written position supported by a Council motion, it will be assumed the municipality wishes to remain a non-member .
- c) Motions to join or withdraw the EMRB as a *participating municipality* must be worded as follows:

JOIN	WITHDRAW
<p><i>That the _____ of _____ wishes to become a "participating municipality" of the Board pursuant to the EMRB Regulation, and requests that: (a) the Minister of Municipal Affairs and the Lieutenant Governor in Council take such steps as are required to enact a regulation replacing or amending the EMRB Regulation to give effect to this request, and; (b) the Board pass a resolution to support this request by the _____ of _____.</i></p>	<p><i>That the _____ of _____ wishes to terminate its status as a "participating municipality" pursuant to the EMRB Regulation and requests that: (a) the Minister of Municipal Affairs and the Lieutenant Governor in Council take such steps as are required to enact a regulation replacing or amending the EMRB Regulation to give effect to this request, and; (b) the Board pass a resolution to support this request by the _____ of _____.</i></p>



- g) A municipality may withdraw its motion requesting to change its Board membership status, within the 90-calendar day window, with another council motion requesting a withdraw of the original motion.
- h) Upon completion, the CEO shall present the results of the membership review to the Board at the next scheduled Board meeting.
- i) The Board may make the following motions in support:

JOIN	WITHDRAW
<p><i>That the Board supports _____ of _____'s request to become a "participating municipality" pursuant to the EMRB Regulation, and request that the Minister of Municipal Affairs and Lieutenant Governor in Council take such steps as are required to enact a regulation replacing or amending the EMRB Regulation to give effect to the request of _____ of _____.</i></p>	<p><i>That the Board supports the _____ of _____'s request to terminate its status as a "participating municipality" pursuant to the EMRB Regulation, and request that the Minister of Municipal Affairs and Lieutenant Governor in Council take such steps as are required to enact a regulation replacing or amending the EMRB Regulation to give effect to the request of _____ of _____.</i></p>

- j) Voting Structure
 - i. If the Board supports a change in Board membership, the Board shall review the voting structure taking the proposed membership into account.
 - ii. The CEO shall undertake a voting structure review and propose a modified voting structure with the fundamental 2/3 double majority (by population and representation) as the voting structure outlined in the EMRB Regulation.
 - iii. The final voting structure shall be presented to the Board for review.
 - iv. The recommendation to the Province shall occur based on the approved motion and in conjunction with the requested change in membership.
- k) Notifying the Province
 - i. The Province shall be notified upon the Board taking an official position on the listing of participating municipalities and the associated change to voting structure:
 - a. If the Board supports a change in membership, the Board must request the Minister of Municipal Affairs and Lieutenant Governor in Council take such steps as are required to enact a regulation replacing or amending the Board Regulation with an updated list of participating municipalities.



Part B: Review of Participation by Non-Members

1. For the purpose of this policy, 'participation of non-members' shall mean the active presence in meetings of persons that do not officially represent a *participating municipality* as defined under the EMRB Regulation.

2. The Board may invite the participation of non-members as it deems warranted.
 - a) For regular and/or ongoing participation of the same non-member(s), their roles and responsibilities, including voting privileges, if any, will be defined in each committee or task force terms of reference.

 - b) The ad hoc participation of non-member (e.g., special guests) will not require any specific terms of reference.

3. The Board will review the participation of non-members in committees and task forces at the same time it reviews the membership for those committees and task forces pursuant to *Policy G-012 – Committee and Task Force Terms of Reference*.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
June 26, 2015	Created	Created
August 25, 2015	Amended	Amended with comments made by Governance, Priorities and Finance Committee meeting
September 10, 2015	Approved	Approved by the Board
April 5, 2016	Amended	Linked Membership and voting
October 13, 2016	Approved	Approved by the Board
October 31, 2017	Amended	Non-material changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Clarifying purpose statement.• Differentiation between the participation of a non-member municipality, and a <i>participating municipality</i> as per the EMRB Regulation.• Clarifying the voting structure review considerate of new participating municipalities.



Policy:	G020– Housing Policy
Effective Date:	May 11, 2017
Approved by:	Board

PURPOSE

To define the roles and responsibilities for the Board in Communities and Housing.

POLICY

The Board will develop and implement a Regional Planning Framework that supports a 10-year rolling Regional Housing Plan. The goal is to help create sustainable and inclusive communities by meeting identified housing needs through an equitable distribution of housing across the Housing Continuum in all sub-regions.

GUIDELINES

1. The Board will establish a 10-year rolling regional housing plan where housing needs will be identified and a regional and sub-regional planning model that will be developed for regional and sub-regional plans. These plans will identify specific targets to address existing needs and future growth-generated needs for Non-Market and Market Affordable Housing including recommendations on the appropriate distribution of Non-Market Housing.
2. The Board will ensure the plans meet the needs of Market Affordable Housing in all regional municipalities.
3. The Board shall work together with the provincial government and housing stakeholders to implement Board Housing Plans.
4. The Board shall advocate on Non-Market and Market Affordable Housing in accordance with the most recently Board and Provincially-approved Growth Plan.
5. The Board shall advocate for complete communities to accommodate peoples' daily needs for living at all ages and income levels and that can provide the necessary and related support services, including existing or planned public/accessible transit service.
6. The Board shall advocate for changes to federal and provincial legislation to enable meeting identified housing needs.
7. The Board shall assist with the ending of homelessness through advocacy and support of municipalities implementing programs and policies in partnership with community agencies and the Province.



8. The Board will hold, at a minimum, five community and housing symposiums within 10 years.
9. The Board shall provide the necessary structure to ensure the Board is able to effectively deal with the community and housing outcomes as well as ensuring integration with other functional areas.

PRINCIPLES

This policy will be realized through the following guiding principles defined in the Board Housing Plan Strategy and Implementation Plan:

1. Advocacy - Recognition that Non-Market Housing requires sustainable, predictable and adequate levels of funding in the form of capital and operating dollars from the provincial government, with support from the federal government.
2. Partnerships - Leverage partnerships with the private sector, public sector and not-for-profit organizations to provide a broad range of affordable and safe housing for all income levels that meets the diverse needs of the region.
3. Globally Competitive - Respect the unique needs of the regional municipalities and create choice and diversity of housing options to enable the region to attract and retain the workforce necessary to be globally competitive.
4. Integrated Planning - The location of housing is based on integrated planning for efficient land-use that considers access to necessary amenities like transit and support services and that achieves affordable, appropriate types of housing stock and densities for both renters and owners.
5. Diversity and Inclusion - Plans sustainable, inclusive, and complete communities that respect and support households of all income levels who represent the diversity of people who live in the region.
6. Leadership - Foster collaboration among regional municipalities, other orders of government, not-for-profit organizations, and industry to enable sustainable communities and meet regional housing needs based on prioritized housing investment and implementing innovative housing solutions.

Nolan Crouse, Board Chair

Revisions		
Date	Status	Comments
May 11, 2017	Approved	Approved by the Board
October 31, 2017	Amend	Non-substantive changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure



Policy:	G022 – Stakeholder Engagement
Established Date:	October 11, 2018
Approved by:	Board

PURPOSE

To outline when and how the Board shall engage stakeholders.

POLICY

Pursuant to the EMRB Regulation, the EMRB is required to engage the public on the Growth Plan and the Servicing Plan.

The Board is committed to relationship building and meaningful stakeholder engagement and will actively assess the Board's work to determine the appropriate scope of engagement and approach to be used, as well as any required resources.

For the purposes of this policy, 'stakeholder engagement' is not limited to formal consultation and may include various approaches within the stakeholder engagement continuum (e.g., inform, consult, involve, collaborate, empower) to meet and dialogue with individuals or groups who have an interest or role in achieving the organization's intended outcomes.

GUIDELINES

1. The Board is required, as part of the process to develop or substantially review the Growth Plan and/or Servicing Plan, to approve a stakeholder engagement plan that will include strategies aimed at collecting and assessing the input of:
 - a) Member Municipalities: Board Members, Elected officials, and Administration;
 - b) Other orders of governments;
 - c) Indigenous Governance Bodies: Treaty Six First Nations and the Métis Nation of Alberta within the Region;
 - d) Experts: relevant regional industry and organizational experts;
 - e) Public: Residents of the Edmonton Metropolitan Region; and
 - f) Any other stakeholders as deemed warranted by the Board.



2. Pursuant to *Policy G012 – Committee and Task Force Terms of Reference*, each committee and task force shall determine as part of their respective work plans whether stakeholder engagement is planned, and Administration will recommend a relevant stakeholder engagement approach to be used, as well as any required resources.

B2021-20, April 8, 2021

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
October 11, 2018	Approved	Approved by the Board
April 8, 2021	Approved	Approved by the Board, with revisions including: <ul style="list-style-type: none">• Removal of administrative provisions.• Addition of provisions for engagement related to other aspects of the Board's work.



Policy:	F001 – Delegation of Authorities
Established Date:	September 9, 2010
Approved by:	Board

PURPOSE

The delegation of spending authorities, financial authorities and signing authorities is a key internal measure in the expenditure management process to provide organizational clarity regarding authorities as delegated by position, and appropriate financial controls to ensure prudent fiscal stewardship and the effective management of funds.

POLICY

The Board and those duly delegated EMRB Administration authorities, as specified by the Delegation of Spending Authority, Financial Authority and Legal Signing Authority, will initiate expenditures, commit funds, perform transactions, certify and approve the purchase of goods and services, and enter contractual obligations in a transparent, ethical, fair, and effective manner that upholds ethical business practices, adheres to accepted good financial practices, and serves to provide the best value for money.

GUIDELINES

1. General

- a) In the execution of sound financial controls, the Board and the Chief Executive Officer shall determine and establish by policy, appropriate expenditure management process controls and financial authority limits through a Board approved Delegation of Authority.
- b) All spending activities must be approved within the budgetary process or by Board resolution.
- c) Only designated positions, as per this policy, will be delegated spending authority, financial authority and signing authority duly authorized to conduct expenditure activities on behalf of the Board.
- d) The Board and all delegated authorities will adhere to the highest possible standards of business ethics, professional courtesy, and technical competence in all expenditure practices and transactions.



2. Delegation of Spending Authority (SA) / Financial Authority (FA) / Signing Authority

POSITION	SPENDING AUTHORITY		FINANCIAL AUTHORITY			
	(1)Expenditure Initiation (SA)	(2)Expenditure Commitment (SA)	(3)Certification (FA)	(4)Payment (FA)	FA LIMIT	LEGAL SIGNING AUTHORITY
Board Chair (or Interim Chair)	NO	NO	YES	YES	> \$10,000.00	YES
Vice-Chair	NO	NO	YES	YES	> \$10,000.00	YES
Chief Executive Officer	NO	NO	YES	YES <i>SECOND APPROVER ONLY</i>	< \$10,000.00	YES
Director	YES	YES	NO	YES <i>SECOND APPROVER ONLY</i>	>\$10,000 <i>SECOND APPROVER ONLY</i>	NO
Office Manager	YES	YES	NO (*YES)	NO (*YES)	< \$5,000 <i>*OPERATIONS / ADMIN ITEMS ONLY AS PER APPROVED BUDGET</i>	NO
Executive Assistant	YES	YES	NO	NO	-	NO

3. Delegation Guide

- a) Expenditure initiation is the authority to incur expenditures or to obtain goods or services that will result in the expenditure of funds. It is the first step in the expenditure process.
- b) Expenditure commitment is the authority to ensure there is a sufficient unencumbered budget before entering into a contract or other arrangement before a commitment is made.



- c) Certification is the authority to certify, before making a payment for the performance of work, the supply of goods or the rendering of services, that:
 - i. the work has been performed, the goods have been supplied or the services have been rendered;
 - ii. the terms and conditions of the contract or the agreement have been met, including price, quantity and quality; and,
 - iii. the payee is entitled to or eligible for payment.
- d) Payment is the authority to requisition payments for good or services received/provided.

4. Segregation of Duties

- a) Segregation of duties is a critical internal Board financial control to effectively safeguard EMRB assets, reduce the risk of error, and minimize the potential for fraud.
 - i. The same individual cannot exercise expenditure initiation (1), certification (2) and payment (3) on the same transaction.
 - ii. Exceptions to the segregation of duties may be authorized in writing by the Chief Executive Officer in instances of low-risk and low-value transactions or involving routine and ongoing matters, and as per the Board approved budget.
- b) Current Chief Executive Officer approved exemptions include:
 - i. Office Manager – Admin/Operations - Transactions <\$5000,00.

5. Auditable Evidence

- a) For all delegated authorities within the expenditure management process, EMRB Administration shall retain auditable evidence by ensuring sufficient documentation exists to demonstrate financial verifications have taken place and delegated authorities are exercise in accordance with this policy.
- b) Internal or independent persons auditing a transaction should be able to reach the same conclusions as the delegated authority providing certification authority.



- c) The following financial documentation should be retained in paper or electronic format:
 - i. contracts
 - ii. receipt documents
 - iii. purchase orders
 - iv. invoices
 - v. emails
 - vi. any other information supporting certification

6. Signing Authority – General

- a) The Board shall delegate signing authority to the Chair (Interim Chair), Vice-Chair, and the Chief Executive Officer.
- b) All cheques under \$10,000 issued on behalf of the Board will require two signatures – the delegated financial payment authority, and a secondary delegated approver.
- c) All cheques of \$10,000 or greater issued on behalf of the Board will require two signatures – the Chair (or Interim Chair) and the Chief Executive Officer.
- d) In the absence of the Chair (or Interim Chair), the Vice-Chair (Interim Vice Chair) shall be delegated and authorized to approve and sign cheques of \$10,000 or greater.
- e) All cheques payable to the Chair must be signed by the Vice-Chair (Interim Vice Chair).
- f) In the absence of the Chief Executive Officer, the Acting Chief Executive Officer shall be delegated and authorized to approve and sign cheques of 10,000 or greater.
- g) All cheques payable to the Chief Executive Officer, regardless of amount, requires the signature of the Chair (or Interim Chair) or when absent, by the Vice Chair (Interim Vice Chair).

B2021-07, February 11, 2021
BOARD APPROVAL: Motion # and Date



Revisions		
Date	Status	Comments
October 28, 2015	Updated	Clarified 'Opening' process, adjusted purchase amounts
December 18, 2015	Amended	Governance Priorities & Finance Committee amendment to refer 12.b. back to section 7.
February 12, 2016	Amended	Clarified, if possible, minimum submissions.
April 14, 2016	Approved	Approved by the Board
October 31, 2017	Amend	Non-substantive changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
January 2021	Revised	Revised to include delegation of spending, financial and signing authorities, segregation of duties, auditable evidence.
February 11, 2021	Approved	Approved by the Board



Policy:	F002 – Procurement
Established Date:	September 9, 2010
Approved by:	Board

PURPOSE

To conduct the corporate procurement activities, including tendering and purchasing on behalf of the Board in the most effective, fair, open and transparent manner possible.

POLICY

The EMRB and delegated authorities only, and as further specified by *Policy F001 Delegation of Authorities*, will initiate expenditures, commit funds, and approve the purchase of goods and services in an effective, expedient, transparent, fair, and efficient manner and providing the best value.

GUIDELINES

1. The EMRB and delegated authorities will adhere to the highest possible standards of business ethics and professional courtesy and adhere to accepted contemporary procurement principles and practices as prescribed by this policy.
2. The EMRB and delegated authorities will provide fair and equitable treatment to all suppliers. and maintain the confidentiality of third-party information as required under the *Freedom of Information and Protection of Privacy Act*, RSA 2000, c. F-25.
3. All purchasing activities must be approved within the budgetary process or by Board resolution
4. Purchases – General
 - a) Purchasing methods, regardless of whether the purchase is for goods, services or a combination of goods and services will be determined by the total dollar value category.
 - b) The total dollar value category will always be a combination of “like items” (i.e. screen, keyboard, and processor or a computer). Under no circumstances are items to be separated or split into two or more contracts to circumvent this policy.



- c) All purchases, when received, will be included in the current year's budget, or as otherwise approved by the Board and will be authorized in accordance with *Policy F001 Delegation of Authorities*.

5. Competitive Process

- a) The purpose of the competitive process is to ensure the needs of the EMRB are identified and accessible to the widest market possible.
- b) In identifying purchasing opportunities to the widest market base, the policy strives to ensure the acquisition of goods and or services or a combination of goods and services will be at the lowest cost to the EMRB while maintaining appropriate standards of quality, service levels and time.

6. Purchasing Methods

- a) Purchases less than \$75,000 – The Chief Executive Officer (CEO) may determine, at their discretion, to request a formal or informal quote(s).
- b) Purchases greater than \$75,000 – All procurement of goods or services or a combination of goods and services over \$75,000 with the exception of construction, will be subject to a competitive process and must be advertised under the requirements of the applicable trade agreement in the absence of an applicable exemption.
- c) Construction \$200,000 and over – All construction projects \$200,000 and over will be subject to a competitive process and must be advertised under the applicable trade agreement(s) in the absence of an applicable exception.
- d) The following competitive processes may be used:
 - i. Request for Quotation (RFQ).
 - ii. Request for Proposal (RFP).
 - iii. Invitation to Tender (ITT).
 - iv. Request for Information (RFI), and;
 - v. any other competitive process that the Chief Executive Officer (CEO) determines complies with the requirements of the applicable trade agreements and is consistent with the objective and requirements of this policy.



- e) Notices for all procurement using a competitive process shall be posted Alberta Purchasing Connection website (<http://www.purchasingconnection.ca/>). Additional means of providing notices may be used, in the discretion of the Chief Executive Officer (CEO).

7. Contract Period

- a) The length of a contract will be dependent upon the nature of the contracted good or service, market conditions, and general industry standard for the good/service being acquired but shall not exceed 5 years unless otherwise approved by the Board.

8. Sole Source

- a) Applies to goods or services where only one supplier is able to meet the requirements of a procurement.
- b) A decision to “sole source” is at the discretion of the CEO subject to a maximum duration as defined in Section 7(i).
- c) The best price, delivery arrangements, service level expectations and any other relevant factors should be negotiated with each supplier.

9. Professional Services

- a) Professional services are generally considered as a contract for service. (i.e. need for specialized services such as a subject matter specialist consultant, legal counsel, or auditor).
 - i. Such services are generally required over a shorter term or on a specified project basis and are never intended to provide ongoing regularized operational capacity.
- b) This type of services may be unique and or specialized and may be required to be formalized through the competitive bid process as determined under Section 6.
- c) Professional Service should be evaluated as to the extent of the competitive process required and criteria may include industry standard for remuneration, availability of suppliers; nature of service/work required, internal capacity and future needs.
 - i. Repetitive engagement may suggest a human resource capacity deficit and more cost-effective longer-term solutions may be appropriate for consideration.



10. Confidentiality

- a) All information acquired through the tender process will be held in the strictest confidence to the extent permitted by the *Freedom of Information and Protection of Privacy Act* and limited to the CEO and EMRB personnel responsible for the tender evaluation, and recommendations regarding tender submissions.
- b) At no time whatsoever will details of tender submissions be discussed with any supplier other than the awarded supplier.
- c) Until such time the actual award has been formalized, suppliers will not be informed of any such decision.
- d) Upon finalization of the award, notifications will be disseminated in accordance with Section 8.
- e) Any inquiries from suppliers regarding notifications should be directed to the CEO or designate responsible for the tender process, and as externally identified at the commencement of the tender process.

11. Application of Trade Agreements and Exceptions

- a) Nothing in this Policy shall be interpreted to preclude the ERMB from relying upon an exception in the applicable trade agreements which would permit the EMRB to proceed with procurement without using a competitive process, provided that the relevant criteria are met.

12. Purchasing Ethics

- a) The EMRB shall treat all suppliers in a fair, open, and transparent manner.
- b) Any information that is given to one supplier will be given to all suppliers in the tendering process. Such information will be disseminated via written notification by means of mailed hard copy or by comparable electronic notification i.e., email and written attachment.
- c) At no time whatsoever will any Board or EMRB Administration personnel or contractors imply any commitment of any kind to any supplier until such time the CEO or designate has provided formal notifications to suppliers.

B2021-07, February 11, 2021
BOARD APPROVAL: Motion # and Date



Revisions		
Date	Status	Comments
October 28, 2015	Update	Clarified 'Opening' process, adjusted purchase amounts
December 18, 2015	Amend	Governance Priorities & Finance Committee amendment to refer 12.b. back to section 7.
February 12, 2016	Amend	Clarified, if possible, minimum submissions.
April 14, 2016	Approved	Approved by the Board
October 31, 2017	Amend	Non-substantive changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
January 2021	Revised	Significant editorial revision for greater process clarity – roles and responsibilities. Removal of non-policy administrative direction for incorporation into separate administrative standard operating procedures document
February 11, 2021	Approved	Approved by the Board.



Policy:	F005 – Financial and Activity Reporting
Established Date:	September 9, 2010
Approved by:	Board

PURPOSE

To ensure the Board, the Audit & Finance Committee, and the Government of Alberta receive regular and accurate quarterly financial statements and an annual report of activities required by *Municipal Government Act Revised Statutes of Alberta 2000 Chapter M-26 , June 10, 2020*

POLICY

EMRB Administration will prepare and present financial statements on a fiscal year quarterly basis for review and approval of the Board.

The Board will receive a consolidated EMRB Annual Report including activities and achievements, and audited financial statements, for review and approval.

The EMRB Annual Report and audited financial statements will be provided in a time and manner consistent with the reporting requirements under the Terms and Conditions of the Municipal Affairs - Alberta Community Partnerships (ACP) Conditional Grant Agreement (CGA), and in accordance with Section 708.09(1) of the *Municipal Government Act*.

GUIDELINES

1. The fiscal year of the Board shall commence April 1 and end March 31.
2. The Board is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal controls and exercises these responsibilities through the Board.
3. The Chief Executive Officer (CEO) is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian public sector accounting standards, and for such internal controls as management determines is necessary to enable the preparation of financial statements that are free from material misstatement.



4. The CEO will present quarterly financial statements at the first Board meeting following the fiscal quarter end (following Audit & Finance Committee review and recommendation) for review and approval of the Board.
 - i. Quarterly financial statements will account for all revenues and expenditures (operations and capital) and will include a budget forecast and supporting rationale/explanatory notes.
5. Assessment and Reporting of Capitalization
 - i. The Board will capitalize expenditures of a non-recurring nature that cost \$2,500 or more and which have an estimated life of more than one year.
 - ii. Capital assets are recorded at cost.
 - iii. Purchases will be categorized and amortized as set out below. In the year of acquisition, a half amortization will be charged and in the year of disposition a half amortization will be charged.
 - a. Furniture and Equipment – declining balance at a 20% rate.
 - b. Computer – declining balance at a 30% rate.
 - c. Leasehold Improvements – straight line on life of asset.
 - d. A list of all capital assets and their related amortization will be maintained and reviewed annually by May 31 to assess reasonableness.
 - e. Assets are removed from the list when disposed or written down to a value of less than \$200.
6. Auditors appointed in accordance with Policy G-009 will, at the fiscal year end, and in a time and manner consistent with the reporting requirements under the Terms and Conditions of the Municipal Affairs - Alberta Community Partnerships Conditional Grant Agreement and in accordance with Section 708.09(1) of the *Municipal Government Act*, provide audited financial statements for the period April 1 to March 31, to the Audit & Finance Committee for review and endorsement to the Board.



B2021-07, February 11, 2021
BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
October 28, 2015	Update	Adjust year end date to match Province's year end date
December 15, 2015	Amend	Governance Priorities & Finance Committee amendment, paragraph 2 under Policy, unaudited changed to audited.
February 11, 2016	Approved	Approved by the Board
October 31, 2017	Amend	Non-substantive changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
January 2021	Revised	Revised to reflect ACP CGA reporting requirements, MGA financial and activity reporting requirements Revised to include Board and CEO responsibilities for financial reporting. Revised to include assessment and reporting of capitalization. BOARD APPROVAL: Motion # and Date
February 11, 2021	Approved	Approved by the Board



Policy:	F006 – Investments
Effective Date:	September 9, 2010
Approved by:	Board

PURPOSE

To provide direction on the investment of Board funds.

POLICY

Investing Board funds in a manner that will provide security of principal while satisfying cash flow requirements, providing optimum returns and conforming to Section 250(2)(a) to (d) of the *Municipal Government Act*.

GUIDELINES

1. Investments should be purchased taking into account the following:
 - a. Compliance with the MGA – This means that each investment purchased complies with Section 250 (2)(a) to (d) of the MGA Revised Statutes of Alberta 2000, Chapter M-26 or any subsequent update.
 - b. Capital Preservation – This means that the principal amount of each investment is safe from losses arising from changes in market conditions or issuer default. The Board will ensure that sufficient diversification exists within its investment portfolio.
 - c. Cash flow requirements – This means that investments mature when cash is needed to meet operating and capital obligations which might reasonably be foreseen in the short and longer term. Use of cash flow forecasts and matching of such to maturity dates will avoid interim borrowing costs.
 - d. Investment earnings – This means that the portfolio will be managed such that an optimum rate of return is achieved while adhering to this policy's guidelines.
2. The Chief Executive Officer must approve all investment activity.
3. The Chief Executive Officer will report the following information to the Audit & Finance Committee and the Board at a minimum on a quarterly basis:
 - a. Specific investments including nature, maturity, amount, yield, percent of total portfolio.
 - b. Total investment portfolio.



Nolan Crouse, Board
Chair

Revisions		
Date	Status	Comments
October 5, 2015	Amend	Provide coverage for future MGA updates
February 11, 2016	Approved	Approved by the Board
October 31, 2017	Amend	Non-substantive changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure



Policy:	F007 – Reserves
Established Date:	September 9, 2010
Approved by:	Board

PURPOSE

To establish specific reserves for emergent financial needs and to set aside funds for the replacement of existing equipment and future projects.

POLICY

The Board recognizes that the ongoing commitment of funds to specific reserves provides for contingency funding and flexibility.

GUIDELINES

1. All reserve transactions, re-designations, and revisions in excess of the discretionary threshold of \$5,000.00, and new reserve requests, must be ratified (endorsement and recommendation) by the Audit & Finance Committee.
2. All reserves must be fully described and must include a purpose, application and approval and as listed and appended to Policy F007. Unless otherwise stated, all funds are considered committed for the specific purpose as outlined by the reserve.
3. All reserve accounts must be represented in the Board's financial statements.
4. All reserves must be reviewed annually by the Chief Executive Officer and the Audit & Finance Committee to determine if the reserves are still required. When the original intent of the reserve has been met or changed, any remaining amounts in the reserve shall, through an appropriate review process by the Chief Executive Officer, Audit & Finance Committee and approval by the Board, be either returned to surplus or re-designated. The Audit & Finance Committee will endorse and recommend any changes to reserves to the Board.
5. Reserves can be funded from either internal or external sources.
6. Interest will not be paid to these reserves; but will accrue to general revenue
7. Approval to re-designate reserve funds or approval for inter-reserve transfers in excess of the discretionary threshold of \$5,000.00 shall be obtained prior to the transaction occurring through endorsement and recommendation of the Audit & Finance Committee and approval through Board resolution.
8. All expenditures from reserves in excess of the discretionary threshold of \$5,000.00 must have prior approval through the annual operating or capital budget; or from an approved carryover project; or by Board resolution.
9. All Board reserves shall be administered by the Chief Executive Officer and in accordance with generally accepted accounting principles.



APPENDIX 1

LIST OF CURRENT RESERVES

RESERVE NAME	RESERVE AMOUNT (MAXIMUM)	PURPOSE	APPLICATION	APPROVAL(S)
Board Stabilization Reserve	\$100,000	To provide a supplemental reserve to execute regional priorities or manage unanticipated operational pressures.	Unanticipated, new or emergent Regional priorities or operational pressures that are unfunded or funded in-part. Regional priority or operational pressure does not constitute an item for which Core Operating or Strategic Funding is applicable and available. Requires Business Case for approver consideration.	1. Audit & Finance Committee endorsement and recommendation. 2. Board approval.

B2020-43, June 5, 2020

BOARD APPROVAL: Motion # and Date



Revisions		
Date	Status	Comments
June 6, 2016	Amend	Delegated ability to approve reserves to Governance Priorities & Finance Committee
September 8, 2016	Approve	Approved by the Board
October 31, 2017	Amend	Non-substantive changes to ensure compliance with the new MGA, Regulation, Growth Plan, and approved Board Governance Structure
March 6, 2018	Amend	Removed CRB in item 4.
June 13, 2019	Amend	Clarification to Guideline 1. Revision to Guideline 2 requiring listing of reserve. Clarification of approvals in Guidance 4. Addition of Appendix 1 Table Re-ordering of guidelines and clarification of approvals. Addition of Board Stabilization Reserve Change to reflect current Chair signature field Establishment of \$5K discretionary threshold
June 5, 2020	Amend and Approve	Remove Board Chair signatory from appendix and Approved by the Board



Policy:	F008 – Requisition of Participating Municipalities
Established Date:	December 10, 2020
Approved by:	Board

PURPOSE

To prescribe the process to requisition participating municipalities for operating costs related to the operations of the Board and capital costs where authorized by the Board in accordance with the *Edmonton Metropolitan Region Board Regulation - Powers and Duties of the Board S.6(b)*.

GUIDELINES

A. PROCESS

1. The fiscal year for the Board will commence on April 1 and end March 31.
2. As per Policy G006, the Chief Executive Officer (CEO) will prepare a draft three-year budget for endorsement of the Audit & Finance (A&F) Committee and approval of the Board no later than the end of the first quarter of the fiscal year.
3. In preparing the draft budget, the CEO will determine anticipated operating expenditures and all sources of revenue, including the estimated annual aggregate requisition amount required from participating municipalities (as defined by EMRB Regulation Schedule), in order to establish a balanced budget.
4. Based on the estimated annual aggregate amount of requisitioned municipal contributions, EMRB Administration will prepare the *Master Cost Sharing Formula Spreadsheet*, in accordance with the Board approved municipal cost allocation formula and include a requisition calculation for each participating municipality.
5. The *Master Cost Sharing Formula Spreadsheet* will be included as a supporting Appendix within the draft budget briefing package advanced for Audit & Finance Committee review and endorsement.
6. Upon endorsement of the Audit & Finance Committee, the draft budget briefing package and supporting Appendix (*Master Cost Allocation Formula Spreadsheet*) will be provided for the review and approval of the Board as per the timeline prescribed by Policy G006(1) and F008(2).



7. Upon Board approval of the budget, and no later than the first week of the second quarter of the fiscal year, whichever comes first, EMRB Administration will prepare and issue an individual requisition invoice to each of the participating municipalities providing the specific requisition calculation amount for each respective municipality and requisitioning the provision of funds on the part of the municipality.
8. The requisition invoice shall further contain the date of issue and include a formal notice statement advising municipalities the terms of remittance require full payment of the requisition within net 60 days.

B. FORM OF PAYMENT

1. Remittance of requisitioned municipal funds are payable by cheque to:

Edmonton Metropolitan Region Board
Suite 1100 Bell Tower
10104 103 Avenue
Edmonton, AB T5J 0H8

C. REMITTANCE STATUS REVIEW

1. At the first regularly scheduled meeting of the A&F Committee convened after the net 60 deadline for remittance of requisitioned municipal funds has passed, the A&F Committee will review the status of remittance for each participating municipality.
 - i. Should any municipality have failed to remit the requisitioned municipal funds before the due date, and such remittance remains outstanding, the CEO shall send a written reminder notice to the respective municipal administration, with copies to the A&F Committee and the EMRB Office Manager, requesting remittance within 30 days.
 - ii. Should the requested remittance remain outstanding after an additional 30 days from the date of issuance of the first written reminder notice, the CEO shall send a second written reminder notice to the respective Municipal Chief Administrative Officer (CAO), with copies to the A&F Committee and the EMRB Office Manager, requesting remittance within 30 days.
 - iii. Should the requested remittance remain outstanding after an additional 30 days from the date of issuance of the second written reminder notice, such status shall be referred by the CEO to the A&F Committee to obtain further direction.



D. DEFAULT OR NON-PAYMENT OF REQUISITIONED MUNICIPAL FUNDS.

1. Default or non-payment of requisitioned municipal funds on the part of a participating municipality as authorized by the *Edmonton Metropolitan Region Board Regulation - Powers and Duties of the Board S.6(b)* exceeds the scope of Policy F008.

B2020-92, December 10, 2020

BOARD APPROVAL: Motion # and Date

Revisions		
Date	Status	Comments
November 3, 2020	Draft	Initial draft policy for review.
November 12, 2020	Draft	Endorsed and Recommended by the Audit & Finance Committee.
December 10, 2020	Approved	Approved by the Board.