

BOARD CHARTER

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1 INTRODUCTION AND CONTEXT

THIS BOARD CHARTER IS AN INTEGRAL COMPONENT OF THE EMRB GOVERNANCE SYSTEM AND SERVES TO REPRESENT THE COLLABORATIVE MANNER AND APPROACH OF THE BOARD IN WORKING COLLECTIVELY TO FULFIL THE MANDATE OF THE EMRB. THE CHARTER ACKNOWLEDGES THE INCREMENTAL STRENGTHS GAINED IN WORKING TOGETHER AND LEVERAGES THIS COOPERATIVE INFLUENCE IN DRIVING AND ACHIEVING IMPROVED OUTCOMES AND SHARED BENEFITS FOR THE REGION.

The Board embraces and finds inspiration in the rich and distinct character and histories of the 13 member municipalities that comprise the EMRB. The Board Charter seeks to support the continued development of a unified Region and building a culture of trust that welcomes the diversity of rural and urban perspectives and respects the uniqueness of individual communities.

The Board Charter serves as an affirmation on the part of all Board Members to acknowledge that the success of the EMRB requires a regional mindset appropriately balanced and informed by an intrinsic understanding and appreciation of the realities inherent in each member municipality.

The success of the Board and the ability of the EMRB to create the conditions necessary for thriving economies and livable, sustainable communities requires concerted collaborative efforts and a firm commitment to understand, respect and be responsive to the multitude of challenges and opportunities across the Region.

The Board Charter is further supported by the comprehensive EMRB Governance System which provides clearly documented administrative, finance, governance and human resource policies and procedures to ensure consistency in EMRB operational practices, and transparency and accountability to member municipalities, key stakeholders, regional residents, and the Government of Alberta.

In addition, the Governance System incorporates a robust committee and task force model to assist the Board in fulfilling its role in organizational oversight and accountability, and to support and inform the Board in data driven and evidence-based decision-making.

2 THE BOARD MANDATE

THE WORK OF THE BOARD IS GROUNDED IN THE EDMONTON METROPOLITAN REGION BOARD REGULATION.

AS DEFINED BY THE REGULATION, THE BOARD SHALL:

- a) Strive towards consensus regarding matters before the Board.
- b) Promote the long-term sustainability of the Edmonton Metropolitan Region.
- c) Ensure environmentally responsible land-use planning.
- d) Ensure growth management and efficient use of land.
- e) Develop policies regarding the coordination of regional infrastructure and investment and service delivery.
- f) Promote the economic well-being and competitiveness of the Edmonton Metropolitan Region.
- g) Develop policies outlining how the Board should engage the public on the Growth Plan and the Servicing Plan.

IN FULFILLING ITS MANDATE, THE BOARD SHALL FURTHER:

- a) Prepare a Growth Plan.
- b) Prepare a Servicing Plan.
- c) Advise and make recommendations to the Minister regarding the implementation of the Growth Plan and the Servicing Plan.
- d) Facilitate the resolution of issues arising from the preparation and implementation of the Growth Plan and the Servicing Plan.
- e) Develop and implement policies for the sharing of costs for regional projects for the Edmonton Metropolitan Region.

3 FOUNDATIONAL GOVERNING PRINCIPLES

THE FOLLOWING FOUNDATIONAL PRINCIPLES FORM THE BASIS FOR THE EMRB GOVERNING MODEL:

1. COLLABORATION: WORKING TOGETHER

We are committed to working together and with management, thinking and acting with a focus on strategy, to achieve common goals. Individually and collectively, Board members will act with clearly defined functions and roles.

2. INNOVATION: CREATIVE AND NIMBLE

We are leaders that seek, embrace, and adopt approaches that result in the most efficient and effective outcomes which lead to the region's long-term sustainability and resilience.

3. TRUST: RESPECT FOR DIVERSITY OF THOUGHT

We recognize diversity throughout the region, will foster healthy relationships and build trust by taking ownership of our results. Upholding high standards of conduct and behaviour, we invite rich debate and encourage the contribution of differing perspectives.

4. UNIFIED: ONE VOICE

We are champions for the Region, implementing the collective decision(s) of the Board and working toward our shared outcomes.

5. INFORMED: FACT AND EVIDENCE-BASED

We will base decisions as guided and informed by pertinent and current information that is subject to effective scrutiny and risk management. Success will be assessed through continuous monitoring, evaluation, and reporting.

6. OPEN AND TRANSPARENT: ACCOUNTABILITY

We acknowledge formal and effective processes for information sharing and decision making are essential. Creating an environment in which comprehensive information can be shared openly with the Board, between Board members, and with external stakeholders is equally important.

4 ROLES AND RESPONSIBILITIES OF BOARD MEMBERS

CONSISTENT WITH THE VISION OF THE BOARD TO BE A HIGHLY STRATEGIC AND ENGAGED, THE ROLES AND RESPONSIBILITIES OF EACH BOARD MEMBER INCLUDE:

1. Attend scheduled Board, Committee, and Task Force meetings as appointed, including all special Board meetings.
2. Instill a strategic focus and inspire a compelling citizen-centric Board vision.
3. Review and evaluate Board meeting materials in advance of discussion.
4. Foster effective interpersonal relationships and work collaboratively with colleagues in collectively meeting the obligations of the Board.
5. Actively participate and in Board debate and discussion as may be required.
6. Demonstrate a working knowledge of the EMRB Regulation & other provincial obligations, the EMR Growth Plan, Metropolitan Region Servicing Plan, EMRB Policy Framework and Policy Suite, and EMRB Strategic and Business Plans including current EMRB Strategic Initiatives.
7. Keep up to date and informed of issues and trends that may influence the Region and may potentially impact the Board mandate.
8. Report on the activities and decisions of the Board to respective municipal councils.
9. Represent the Region and be prepared to speak at events, meetings and other such occasions as may be requested or required.
10. Maintain confidentiality as appropriate.

5 BOARD CULTURE AND PRACTICES

THE FOLLOWING ARE ADVANCED BY THE BOARD AS IDEALS OF RESPECTFUL CULTURE AND SUPPORTIVE PRACTICES IN ORDER TO ESTABLISH AND MAINTAIN TRUST AND FOSTER A SAFE AND RESPECTFUL WORKING ENVIRONMENT.

BOARD CULTURAL IDEALS

1. LISTEN GENEROUSLY - Be open and receptive to new ideas and unique points of view. Listen carefully for the contributions of others and appreciate the legitimacy and value of diverse views, opinions, and perspectives.
2. TALK STRAIGHT - Speak candidly and respectfully, allow space for learning, ask questions, and build a shared understanding of complex and difficult issues.
3. SUPPORT AND APPRECIATE ONE ANOTHER - Commit to the premise we are all in this together and serve as the champion of one another. Recognize and celebrate the contributions of colleagues and our shared achievements.
4. HONOUR THE COMMITMENT OF ONE ANOTHER - Accept and respect the commitment of each Board Member to the mandate and vision for the Region.
5. BE INCLUSIVE - Hear all voices, provide leadership to foster and create a sense of belonging so that individually and collectively Board Members may offer and contribute their best work.
6. SEEK ALIGNMENT AND STRIVE FOR CONSENSUS - Vigorous and respectful debate is an indicator of a healthy Board. Endeavour to enable a constructive challenge function with the principal objective of facilitating the best possible solutions and outcomes.
7. ONE VOICE - The Board represents an agreed shared vision, strategy, and regional priorities.

SUPPORTIVE BOARD PRACTICES

- i. Actively participate in conversations with a commitment to build alignment and consensus through inclusive and engaged discussion and in reaching acceptable compromise.
- ii. Stay focused on the issue being debated and come to meetings prepared.
- iii. Acknowledge and utilize Board Member knowledge, skills, and expertise.
- iv. Build and maintain a close working relationship with Board colleagues and the CEO - seek additional opportunities for personal engagement and relationship development.
- v. View constructive disagreement and discussion as a positive and healthy practice for the Board.
- vi. Address issues and challenges through the Board forum and established channels of communication.
- vii. Deal with conflicts in a timely and issues focused manner and seek to resolve issues internally.
- viii. Notify the Board Chair and/or CEO of any relevant information and supporting materials before meetings to ensure a no surprise environment.
- ix. Keep other Members of the Board fully informed, and when available, provide early information regarding emerging issues and concerns.

APPENDICES

APPENDIX 1: TERMS OF REFERENCE – COMMITTEE OF THE WHOLE

Approved by the Edmonton Metropolitan Region Board on April 8, 2021.

PURPOSE

The 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.

OVERVIEW

The Committee is convened by the Edmonton Metropolitan Region Board (the “Board”) to focus on strategic topics to support and enable critical issue examination, allow for in-depth discussion, obtain diverse input, gain broad perspectives, and facilitate a comprehensive shared understanding of complex issues in order to explore and formulate potential suitable response strategies, ideas, activities or actions for potential consideration of the Board.

To provide an informal and open strategic discussion forum which supports and encourages candid dialogue, the Committee shall not be bound by formal Committee proceedings or rules of order.

The scope of matters for consideration by the Committee is not limited; however, this Committee is not intended to subsume those duties and responsibilities as are already prescribed within the purview of existing Board Committees and their respective Terms of Reference.

Topics and subject matter may include, but is not limited to:

- Future thought and strategy.
 - Shifts in the regional operating environment and context.
 - Changes in internal and external influences and assumptions.
 - Emerging priorities.
 - Risks, issues, challenges, and opportunities.
 - Educational and learning opportunities.
 - Board performance.
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ACCOUNTABILITY TO THE BOARD

The Committee is intended as an informal and open strategic discussion forum, and has no authority to commit the Board.

The Committee will keep and maintain minutes of its meetings for review as may be required and requested by the Board.

MEMBERSHIP

The Committee shall be comprised of:

- Full Board Membership (13)
- EMRB Chief Executive Officer (CEO) (1)

The Board Chair, Interim Chair or Appointed Chair shall serve as Chair of the Committee.

In the absence of the Board Chair, Interim Chair or Appointed Chair, the Board Vice Chair shall serve as Chair of the Committee.

In the absence of the Board Chair, Interim Chair, Appointed Chair or Board Vice Chair, the CEO shall serve as Chair of the Committee.

Alternates for each appointed member municipality shall be identified.

QUORUM

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

SUB-COMMITTEES

Not Applicable

VOTING

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.

The Committee may explore and formulate strategies, ideas, activities, or actions; however, agreement on such matters is wholly subject to consensus of the Committee in proceeding.

Development of recommended motions that may result from informal Committee discussion shall be advanced through the Board Agenda development process as per G013 – Committee of the Whole Membership and Meeting Procedures.

The vote on such recommended motions arising from Committee business shall only occur during a Regular or Special Board Meeting.

MEETINGS

The Committee will meet four (4) to six (6) times per year.

Additional meetings may be called to address specific items at the call of the Board Chair. Reasonable notice shall be provided, preferably seven (7) days notice by email.

Meetings are open to the public, and subject to FOIP.

Meetings may be held in camera at the discretion of the Chair and pursuant to relevant FOIP provisions.

DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee will be expected to advance for discussion, such matters as, but not limited to:

- The dynamic strategic and governing context of the Board.
 - Emerging issues, challenges, or opportunities or shifts in the strategic and operating environment.
 - Issues and trends that may influence the Region and may potentially impact the Board mandate as assessed through a working knowledge of the EMRB Regulation, Strategic Plan, EMR Growth Plan and current Strategic Initiatives, MRSP, and EMRB policies.
 - Thought leadership and forward thinking with regard to the future direction and priorities for the organization.
 - Strategic or policy matters which may require Board generative discussion and perspective.
 - Improving Board governing practices, processes, and outcomes.
 - Implications for committee work plans and Board forward agenda.
 - Board Education sessions and guest speakers to enhance collective competency in a specific area, consistent with a Board development plan.
 - Focus on framing decisions, testing management and committee recommendations, and assessing risks and implications.
 - Board functionality and performance.
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APPENDIX 2: TERMS OF REFERENCE – GOVERNANCE AND HUMAN RESOURCES COMMITTEE

Approved by the Edmonton Metropolitan Region Board on April 8, 2021.

PURPOSE

The Governance and Human Resources Committee (the “Committee”) has been established to oversee the effectiveness of the governing system including the Board’s role in managing its sole employee, the CEO. Further, the Committee has been established to advise Management and the Board regarding all matters related to the governance of the organization and ensure governance practices and processes add value to the EMRB.

OVERVIEW

The Committee is appointed by the Edmonton Metropolitan Region Board (the “Board”).

The Committee approves, monitors, evaluates, advises and makes recommendations, in accordance with these Terms of Reference and as specified in the Board Charter, on matters with respect to:

- Corporate and Board policy - Administrative, Governance, and Human Resources (Board and CEO).
 - CEO performance and compensation,
 - Board Chair performance,
 - Board evaluation,
 - Board development, and
 - Other duties the Board may delegate from time to time.
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ACCOUNTABILITY TO THE BOARD

The Committee has no authority to direct Management or commit the Board, unless specifically authorized by the Board through the Committee Terms of Reference.

The Committee will report to the Board following each meeting by distributing minutes of its meetings to the Board. When a Board meeting closely follows a Committee meeting, the Committee Chair will provide a verbal report to the Board and the minutes will be circulated at the next Board meeting.

MEMBERSHIP

The Committee shall be composed of 5-7 appointed members of the Board consisting of:

- the Committee Chair,
- the Board Chair (voting),
- the City of Edmonton,
- 3-5 additional Board Members (to include at least 1 County, 1 Town and 1 City), and
- the CEO (ex-officio, non-voting).

The Chair of the Committee shall be appointed by the Board. The Vice Chair is elected by the Committee at its first meeting.

Committee members will be appointed by the Board at the first organizational meeting of the Board following a municipal election.

The Board may choose to replace up to one half of the committee members every two years.

Alternates for each appointed member municipality shall be identified.

QUORUM

A majority of appointed committee members (50 per cent plus one) shall constitute a quorum, represented in person or by telephone or other telecommunications device that permits participation.

SUB-COMMITTEES

When deemed necessary and subject to budget, the Committee may form a sub-committee to deal with a specific issue or deliverables within the Committee's mandate.

The composition of the sub-committee and a description of the assignment shall be defined in a Terms of Reference.

Sub-committees must have at least one committee member to act as Chair of the sub-committee with the remaining members consisting of elected or non-elected representatives or a combination of both.

Consideration should be given to the size of a sub-committee to ensure its effectiveness and that sub-committee members possess the desired skills, core competencies, and experience to contribute to the particular assignment.

The Committee is accountable to the Board for the work of any sub-committee.

VOTING

Each committee member will have one vote. The Committee will work towards consensus. In the event of a tie, the motion is defeated.

MEETINGS

The Committee meets six (6) times per year in the first year and thereafter may meet more or less frequently in the execution of its duties and responsibilities.

Additional meetings outside of its normal schedule may be called to address specific items and are at the discretion of the Chair of the Committee.

Reasonable notice shall be provided, preferably seven (7) days notice by email.

The schedule of meetings shall be determined based on the timelines and outputs (or deliverables) of the Committee.

Meetings are open to the public and are subject to FOIP.

DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Governance and HR Committee will be responsible to perform the following duties:

i. Board Policy

- a. Develop or ensure comprehensive Governance policies are in place.
- b. Review non-financial Board policies.

ii. CEO Evaluation and Succession Planning

- a. Review and recommend the process to evaluate the CEO's performance.
- b. Succession Planning for the CEO.
- c. Recruitment of CEO.

iii. Board Performance Review/Evaluation and Development

- a. Recommend a process to assess the effectiveness of the Board in achieving its mandate and specific goals.
- b. Develop and recommend a multi-year board development plan and process.

iv. Annual Report

- a. Review and recommend to the Board.

i. Statutory Obligations

- a. Ensure that the Edmonton Metropolitan Region Board meets its statutory obligations and conducts its affairs in accordance with legal and regulatory requirements.

v. Legal and Regulatory Compliance

- a. Annually review Management's assessment of compliance with laws, regulations, disclosure requirements and leading practice, as they relate to the responsibilities outlined in these Terms of Reference.

vi. Risk Management

- a. Review and recommend to the Board risk management policies and practices.

APPENDIX 3: TERMS OF REFERENCE – AUDIT AND FINANCE COMMITTEE

Approved by the Edmonton Metropolitan Region Board on April 8, 2021.

PURPOSE

The Audit and Finance Committee (the “Committee”) provides strategic leadership and advice to the Board regarding its financial oversight, compliance, financial risk management, external reporting, and internal control policies and practices.

OVERVIEW

The Committee is appointed by the Edmonton Metropolitan Region Board (the “Board”).

The Committee monitors, evaluates, advises and makes recommendations, in accordance with these Terms of Reference and as specified in the Board Charter, on matters with respect to:

- the annual budget,
 - the external audit,
 - financial reporting,
 - audit and financial policies and practices, and
 - other duties the Board may delegate from time to time.
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ACCOUNTABILITY TO THE BOARD

The Committee has no authority to direct Management or commit the Board unless specifically authorized by the Board through the Committee Terms of Reference.

The Committee will report to the Board following each meeting by distributing minutes of its meetings to the Board. When a Board meeting closely follows a committee meeting, the Committee Chair will provide a verbal report to the Board and the minutes will be circulated at the next Board meeting.

MEMBERSHIP

The Committee shall be composed of a 5-7 appointed members of the Board, consisting of:

- the Committee Chair,
- the City of Edmonton,
- 4-6 additional Board Members (to include at least 1 County, 1 Town and 1 City),
- the Board Chair (ex-officio, non-voting), and
- the CEO (ex-officio, non-voting).

Committee members should be financially literate; with at least one member having accounting or related financial experience. "Financially literate" means the ability to read and understand financial statements of the complexity normally presented by the Board and "accounting or related experience" means the ability to analyze and interpret a full set of financial statements, including notes.

If this requirement does not exist within the Board, the Board shall provide financial literacy training for all members of this committee, and all members are required to take the training. The Board may also choose to supplement this committee with professional accounting and finance experience obtained through a third party to provide oversight and advice to the Committee.

The Chair of the Committee shall be appointed by the Board. The Vice Chair is elected by the Committee at its first meeting.

Committee members will be appointed by the Board at the first organizational meeting of the Board following a municipal election.

The Board Chair is an ex-officio, non-voting member of this committee, and does not count for quorum.

The Board may choose to replace up to one half of the Committee members every two years.

Alternates for each appointed member municipality shall be identified.

QUORUM

A majority of appointed committee members (50 per cent plus one) shall constitute quorum, represented in person or by telephone or other telecommunications device that permits participation.

SUB-COMMITTEES

When deemed necessary and subject to budget, the Committee may form a sub-committee to deal with a specific issue or deliverables within the Committee's mandate.

The composition of the sub-committee and a description of the assignment shall be defined in a Terms of Reference.

Sub-committees must have at least one committee member to act as Chair of the sub-committee with the remaining members consisting of elected or non-elected representatives or a combination of both.

Consideration should be given to the size of sub-committee to ensure its effectiveness and that sub-committee members possess the desired skills, core competencies and experience to contribute to the particular assignment.

The Committee is accountable to the Board for work of any sub-committee.

VOTING

Each committee member will have one vote. The Committee will work towards consensus, as much as possible. In the event of a tie, the motion is defeated

MEETINGS

The Committee meets a minimum of four (4) times per year and may meet more frequently in the execution of its duties and responsibilities.

Additional meetings outside of its normal schedule may be called to address specific items and are at the discretion of the Chair of the Committee.

Reasonable notice shall be provided, preferably seven (7) days notice by email.

The schedule of meetings shall be determined based on the timelines and outputs (or deliverables) of the Committee.

Meetings are open to the public and are subject to FOIP.

DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Audit and Finance Committee will be responsible to perform the following duties:

i. Annual Budget

- a. Recommend the remuneration of the Board Chair.
- b. Recommend the requisition of funds, if needed.
- c. Recommend the annual budget.
- d. Recommend Board remuneration.

ii. External Audit

- a. Review and recommend the appointment of external auditors and fees.
- b. Act as the Board's liaison with external auditors.
- c. Review the performance of the external auditors.

iii. Financial Reporting

- a. Review and recommend to the Board, the annual audited and unaudited financial statements.
- b. Review and approve quarterly financial statements.
- c. Monitor the financial reporting to the Board and recommend changes, as required.

iv. Audit and Financial Policies and Practices

- a. Develop or ensure comprehensive financial policies are in place.
- b. Review financial Board policies.
- c. Review and recommend financial practices.
- d. Review and recommend investment policies.
- e. Review such matters that the Committee or the Board deems advisable or timely.

v. Statutory Obligations

- a. The Audit and Finance Committee shall ensure that the Edmonton Metropolitan Region Board meets its statutory obligations and conducts its affairs in accordance with legal and regulatory requirements.
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APPENDIX 4: TERMS OF REFERENCE - MRSP STANDING COMMITTEE

Approved by the Edmonton Metropolitan Region Board on April 8, 2021.

BACKGROUND

On December 12, 2019, the Edmonton Metropolitan Region Board (EMRB) approved the inaugural EMRB Metropolitan Region Servicing Plan Report followed by the approval to stand up an MRSP Standing Committee, on February 13, 2020.

In the development of the Metropolitan Region Servicing Plan (MRSP), the need for specific oversight was identified by the MRSP Task Force to ensure the implementation of the MRSP proceeded in a timely manner and served to meet the intended objectives of a servicing plan, as specified by the Edmonton Metropolitan Region Board Regulation.

PURPOSE

To provide a term of reference to define the scope and authorities of a MRSP Standing Committee, to oversee the implementation and ongoing evolution of the regional servicing plan consistent with the plan objectives.

DESCRIPTION

The Edmonton Metropolitan Region Servicing Committee (the "Committee") provides strategic leadership, advice and direction for the implementation and integration of the inaugural MRSP outcomes with the Edmonton Metropolitan Region Growth Plan (the "Growth Plan") based on the work of the regional Collaboratives. The initial four regional Collaboratives include solid waste, stormwater, fire/EMS, and emergency management.

The Committee reviews and recommends approval of projects for funding identified by the Regional Collaboratives to support or enable their work in accordance with approved workplans. The Committee is responsible for alignment of the priorities of the regional Collaboratives with those of the Board and regional Growth Plan.

The Committee will ensure the standing up of the four Collaboratives occurs in a staged manner throughout 2020, starting with solid waste. The Committee maintains knowledge of the progress and direction of the service areas currently identified as outside of the MRSP in order to understand alignment with the objectives of the Growth Plan.

OUTCOMES

Based on the MRSP guiding principles the intended outcomes of the Committee are to:

- Provide ongoing leadership and advice to the Board, to include:
 - Approval of workplans of the regional Collaboratives.
 - Report on progress and performance of the Collaboratives.
 - Monitor development, opportunities, and challenges for all service areas.
 - Monitor risks and mitigation strategies arising from implementation.
 - Prioritize and recommend projects requiring Board resources (e.g., budget for SME expertise to complete studies, research and data) for Board approval to advance the goals and objectives of the regional Collaboratives.
 - Recommend strategic initiatives for participation in by member municipalities as identified by the regional Collaboratives. Member municipalities will have the option to opt in or out of any strategic initiative brought forward to the Board.
 - Oversight for the alignment, integration, and implementation of strategic initiatives of the MRSP with the Growth Plan.

TERMS OF REFERENCE

1. AUTHORITY

The Committee shall be established by the Board and is considered an advisory body to the Board and therefore must, by a passed motion, provide recommendation(s) to the Board for decision.

2. AMENDMENTS TO THE TERMS OF REFERENCE

At any time, the Committee may consider changes to these Terms of Reference and recommend the proposed changes to the Board for review and approval.

3. MEMBERSHIP

The membership of the Committee shall be comprised of elected municipal representation from the member municipalities, or designated alternates. The membership may include five members to include a representative from one city, one town, two counties, the City of Edmonton, and may be supplemented by subject matter expertise, as required.

4. TERM

The term of the Committee will be determined by the Board. The Board may elect to have alternating periods for members of the Committee. Members should be prepared to serve for a minimum of two years. New appointments may be made following a municipal election.

5. APPOINTMENT AND TERM OF THE CHAIR AND VICE CHAIR

The Board will appoint a Chair and Vice Chair. The Chair and Vice Chair must be appointed members of the Board.

6. EX-OFFICIO

The Board Chair and Chief Executive Officer, any representative from the province, subject matter experts are non-voting ex-officio members of the Committee.

7. DECISION MAKING

- a. Decisions, recommendations, and actions determined by the Committee will be driven by the desired outcome to do what is in the best interest of the Edmonton Metropolitan Region.
- b. Only elected officials are designated as voting members of the Committee. 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 support and pass a motion (50 percent plus one).

8. QUORUM

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

9. DISPUTE RESOLUTION

The Committee Chair is accountable for ensuring effective and collaborative committee operations and decision making. Where the Chair's efforts are unable to resolve a dispute, the matter will be brought to the Board for discussion and resolution.

10. SUPPORT/RESOURCES

The Committee will be supported by the Chief Executive Officer, and an assigned staff member from Board Administration, and/or consultant resources, as required.

11. COMMUNICATIONS

The Chief Executive Officer will act as the single point of contact for all communications requests for the Committee and will determine the appropriate level of response required in consultation with the Committee Chair.

12. MEETING FREQUENCY

At the first meeting of the Committee, a schedule of meetings will be established and approved by the Committee.

The frequency of the meetings will be determined and established to align with the workplan for the Committee. Where warranted, the Committee Chair may call a meeting outside of the approved schedule.

13. MEETING AGENDAS AND MINUTES

- a. All meeting agendas, minutes, reports, briefings and supporting materials will be provided in an electronic format.
- b. In general, meeting agendas and pre-read materials will be provided at least one week in advance of a scheduled meeting.
- c. The Committee will include its meeting minutes with the next Board meeting agenda package.

14. STATUS OF MEETINGS

- a. Committee meetings are open to the public including all members of the Board (elected officials and their alternates), administrative representatives from all Board member municipalities and members of the public. The Committee may invite individuals from the province, industry, the public or other Board, Committee, to participate in specific agenda items. Matters emerging and voted on by the Committee will become a matter of public record.
- b. Section 602.08 (1) of the *Municipal Government Act* (MGA) states that a committee may 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.
- c. All members (elected and administrative) attending the in-camera session shall respect the confidentiality of the in-camera items.

15. REPORTING

The Committee reports to the Board, and provides regular updates, advice and recommendations on the progress of workplans, and projects for the regional Collaboratives. Provides recommendations to resolve existing issues, and additional service areas and progress as it relates to its mandate and expected outcomes of implementation of the MRSP in support of the Growth Plan.



Edmonton Metropolitan Region Board

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