

DATE: November 14, 2017**FILE:** 0530-20**TO:** Chair and Directors
Committee of the Whole**FROM:** Marc Rutten
Acting Chief Administrative OfficerSupported by Marc Rutten Acting
Chief Administrative Officer***M Rutten*****RE: Board Appointments to External Organizations & Policy Update**

Purpose

The purpose of this report is to recommend Comox Valley Regional District (CVRD) appointments to certain organizations and to present a revised board policy regarding external appointments to align with CVRD practice.

Recommendations from the Chief Administrative Officer

1. THAT appointments be made to the following external organizations and that remuneration and expenses are paid for each, provided remuneration and/or expenses are not paid directly by the external organization:
 - Vancouver Island Regional Library Board: Director _____ (member) and Director _____ (alternate member) for 2018; and
 - Community Justice Centre of the Comox Valley: Director Grieve (appointee) for the remainder of the 2015 - 2018 term.
2. THAT the board approve the revised policy guideline for effective board structure and governance supports dated September 30, 2008, as attached in Appendix A to this report dated November , 2017.

Executive Summary

Each year the CVRD appoints representation to external organizations in response to requests and pursuant to legislative requirements. These appointments serve to support the board's objective of becoming an effective and efficient governing body by maintaining connectivity with community groups, service organizations and various agencies.

Among others, the Vancouver Island Regional Library (VIRL) requires regional district representation on their board as part of the CVRD's participation in the regional library district. Appointments of a member and alternate member are made annually in accordance with the *Library Act* and is provided for the board's consideration for 2017.

When not restricted to do so, the board has commonly set appointments to external organizations for the elected official's term of office. While this practice has allowed consistency in the representation from the regional district, multi-year appointments are not provided for within the current board policy which stipulates that they be made on an annual basis.

Staff are proposing that the board policy regarding external appointments be amended to provide for appointments to be made annually or for multiple years. It is important to note that all appointments could be replaced or rescinded at any time at the discretion of the board.

Prepared by:

J. Martens

Jake Martens
Manager of Legislative Services

Concurrence:

J. Warren

James Warren
General Manager of Corporate
Services

Background/Current Situation

Participation by directors on external committees and boards is recognized as an important part of community engagement and good governance, supporting greater connectivity and leading to better informed decisions. Further, these appointments are considered important to represent regional district interests and represent the interests of the community.

The board has established a clear policy framework for appointments to external bodies that articulates the rationale, reporting structure and role of board representatives.

Term of Appointment

The board policy on external appointments stipulates that such appointments be on an annual basis. This conflicts with board practice which has been to appoint directors for their term of office, where appropriate. The recommendation above provides for an amendment to the policy to align the practice and policy guideline.

Appointments

Two appointments are proposed for the board's consideration:

- Vancouver Island Regional Library
Regional district representation is legislatively required as part of the CVRD's participation in the regional library district. Appointments of a member and alternate member are made annually in accordance with the *Library Act* and the letter of request from the VIRL is provided as Appendix B.
- Community Justice Centre of the Comox Valley (CJC)
The CJC works to promote, advance and implement the principles of restorative justice in the Comox Valley. On May 31, 2016 the board appointed Director Edwin Grieve to the Community Justice Centre of the Comox Valley. This appointment expired at the end of 2016 and is proposed for renewal.

Policy Analysis

The CVRD board policy on effective board structure and governance supports the appointment of regional district representation to ensure that the board is able to make community decisions based on environmental responsibility, fiscal accountability, social equality and cultural diversity.

Options

The board may choose to appoint directors to both the Vancouver Island Regional Library and Community Justice Centre of the Comox Valley or limit the appointments to only the mandatory appointment to the VIRL.

The board may also choose to leave the policy guideline for effective board structure and governance supports in its current form. If so, the length of appointments going forward will be proposed in accordance with the policy.

It is noted that formal appointments to external organizations may not be required in certain circumstances as attendance and participation in board or agency meetings can sometimes be accommodated in an informal nature.

Financial Factors

The financial implications of providing remuneration and expenses to directors related to these external appointments should be considered, however, these costs are estimated to be minimal and are generally provided for in the CVRD's financial plan.

Legal Factors

Following the 2013 BC Court of Appeals decision of *Schlenker v Torgrimson*, elected officials were exposed to considerable risk of disqualification arising from a financial conflict of interest where an elected official was appointed to an external organization and that elected official was also voting on an expenditure of money for that organization.

In 2016, in response to this decision, new regulations were enacted to allow elected local government officials to be appointed by their local government to serve on certain society or corporate boards, without risk of being in conflict. The Conflict of Interest Exceptions Regulation, B.C. Reg 91/2016 provides local government elected officials with some specific relief for this type of situation, provided that they are appointed by the governing body to the board of the society.

Regional Growth Strategy Implications

CVRD representation on external organizations is recognized as a valuable mechanism for ensuring that the decisions and recommendations made by the board are in keeping with community and regional initiatives and priorities. In addition, appointments to external organizations allow CVRD directors to communicate regional objectives to the organization.

Intergovernmental Factors

Director appointments to external organizations are desired where the relationship between the regional district and the community organization or government agency is deemed important to achieving the regional district's mandate and goals. Participation provides an opportunity to identify and advance interests in the spirit of cooperation.

Interdepartmental Involvement

Legislative services provides support to the directors and external organizations.

Citizen/Public Relations

Board involvement in community affairs is recognized as an important component of citizen/public relations.

Attachments: Appendix A – CVRD board policy; Principles of an effective board structure
Appendix B – 20171101 VIRL letter Re: Appointment to VIRL Board

Subject: Principles of an Effective Board Structure – Board Appointments to External Organizations

Category: Governance

Policy Reference: 0530-00

Policy Statement: To meet the Comox Valley Regional District board’s objective of becoming an effective and efficient governing body, the regional board structure for board appointments to external organizations will be based on the following principles:

Committee appointment

1. (a) For the CVRD board to appoint a director to an external organization:
 - (i) Clear expectations must be articulated;
 - (ii) Be in compliance with board bylaws and board policies;
 - (iii) Shall be relevant to the CVRD board’s strategic plan and annual objectives; and
 - (iv) It must be perceived by the CVRD board to add value to the governance of the entity.
- (b) External organization appointments ~~shall~~may be on an annual ~~or multi-year~~ basis.

Terms of reference

2. In the case of an external organization appointment, the external organization’s terms of reference ~~shall~~may be received and accepted by the board prior to the appointment.

Reporting

3. (a) The CVRD board must receive all minutes of external organizations to which the CVRD board appoints a representative;
- (b) A regular process of reporting to the CVRD board must be established; and
- (c) Any recommendations requiring action or approval for action by the CVRD board must first be considered by the CVRD board.

Staffing

4. The chief administrative officer may assign a staff person to act as a key contact between the CVRD and all external organizations to which the board has appointed a representative

Role of board representative

5. (a) The chair of the CVRD board shall recommend the representative of the CVRD board to any external organizations. The representative shall be expected to act in a liaison capacity only and will not be expected to advocate on behalf of the external organization;
- (b) The CVRD board’s representative will be expected to always reflect a regional perspective on all issues before an external organization to which that director has been appointed;
- (c) On any policy issues wherein a CVRD board policy has not been articulated, or a change has been requested, the board’s representative will report back to the CVRD board and request direction;

- (d) The CVRD board’s representative will be expected to function within the policies and resolutions of the CVRD board.

Role of external organization chair

6. Shall provide a request in writing supported by a resolution of the external organization to seek support from the regional board on matters.

Legal requirements

7. All committees of the CVRD board shall be established and operate in compliance with all applicable legislation including the *Local Government Act*.

Approval History

Policy adopted:	September 30, 2008
Policy amended:	



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November 1, 2017

Original sent via email

Chair Bruce Jolliffe
 Comox Valley Regional District
 600 Comox Rd.
 Courtenay, BC V9N 3P6

Rec'd 20171101
 File: 7960-02
 Directors Correspondence
 R.Dyson
 J.Warren
 J. Martens

Dear Chair Jolliffe,

Re: Appointment to the 2018 Vancouver Island Regional Library Board

As the new year approaches, it is time to consider your representation on the Board of Trustees of Vancouver Island Regional Library – the fifth largest library system in British Columbia serving more than 410,000 residents on Vancouver Island, Haida Gwaii, and Bella Coola on the Central Coast. Vancouver Island Regional Library enhances lives through universal access to knowledge, lifelong learning, and literacy in the communities we serve.

As per the *British Columbia Library Act*: "Each municipality and/or regional district that is party to the regional library district must, by resolution, appoint a representative and an alternate representative each December at the first meeting of the municipal council or regional district board. A member of the library board holds office for a term of one year: January 1 - December 31, or for the remainder of the year for which the appointment is made. A member is eligible for reappointment, but no member may serve for more than eight consecutive years. Reappointment of sitting members is encouraged in the interest of continuity..."

The *Library Act* also stipulates that "...members of a library board are not entitled to be paid by the library board for their services but may be reimbursed by it for reasonable travelling and out of pocket expenses, including child care expenses, necessarily incurred by them in performing their duties under this Act. (2) A library board may not reimburse a member for any expenses if another body reimburses the member for the expenses or pays the expenses."

Provincial legislation requires certified resolutions be submitted to Vancouver Island Regional Library by December 15, 2017. VIRL Board of Trustees also requires its members to complete a *Statement of Financial Disclosure* on an annual basis (a copy of the form on file with your municipality/district is acceptable). Thus, please find enclosed both a 2018 Appointment form and statement of financial disclosure form for your appointed Board member and Alternate member.

Strong Libraries ■ Strong Communities

Bella Coola Bowser Campbell River Chemainus Comox Cortes Island Courtenay Cowichan Cowichan Lake Cumberland Gabriola Island Gold River Hornby Island Ladysmith Masset Nanaimo Harbourfront Nanaimo North Nanaimo Wellington Parksville Port Alberni Port Alice Port Clements Port Hardy Port McNeill Port Renfrew Quadra Island Qualicum Beach Queen Charlotte Sandspit Sayward Sidney/North Saanich Sointula Sooke South Cowichan Tahsis Tofino Ucluelet Union Bay Woss



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Please complete the enclosed forms and return with a copy of the certified resolution by December 15, 2017 to the attention of Heather Mink Zuvich, Executive Assistant, by mail, email: hminkzuvich@virl.bc.ca or fax: 250.758.2482.

If you require additional information, please contact Ms. Mink Zuvich by phone: 250-729-2310 or email. Thank you for your continued support of Vancouver Island Regional Library!

Sincerely,

A handwritten signature in black ink that reads "Rosemary Bonanno". The signature is fluid and cursive.

Rosemary Bonanno, BA MLS
Executive Director

CC: Russell Dyson, CAO, Comox Valley Regional District

RB/hmz

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