



RESORT MUNICIPALITY OF WHISTLER

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TERMS OF REFERENCE

STANDING COMMITTEE OF COUNCIL:

Governance and Ethics

Council Adoption: **[Insert]**

File No. **[Insert]**

CONTEXT

The Resort Municipality of Whistler (RMOW) is guided by the Official Community Plan (OCP) and community vision: "A place where our community thrives, nature is protected, and guests are inspired."

The Governance and Ethics Committee (GAESC) is a Standing Committee created under the *British Columbia Community Charter (CC)*. Section 141 of the *CC* provides that the Mayor may establish Standing Committees for matters considered to be better dealt with by Committee and may appoint persons to those committees. The Committee acts in an advisory capacity by providing advice and recommendations to Council and staff on current policy and strategic initiatives.

MANDATE

The Committee advises RMOW Staff and Council on enhancing Council's performance by focusing on governance and ethics, thereby maintaining the highest levels of public trust and confidence. The Committee evaluates Council effectiveness and makes recommendations for improvements within the limits of the *Community Charter* and Bylaws. It also establishes and leads ongoing development processes for Councillors. Additionally, the Committee develops and recommends changes to the Code of Conduct Bylaw and Conflict of Interest Guidelines for Council approval, while providing oversight, advice, and direction on the implementation. This mandate ensures that the Committee remains focused on its core purpose of enhancing governance and ethics within the Council, while fostering a culture of integrity and accountability.

COMPOSITION

The Committee includes three (3) voting members as follows:

- Councillor x3

The Committee includes five (5) non-voting members as follows:

- Chief Administrative Officer
- General Manager of Corporate Services and Public Safety
- General Manager of Community Engagement and Cultural Service
- Manager of Legislative Services/Corporate Officer – Staff Liaison
- Administrative Assistant of Legislative Services- Recording Secretary.

Section 141 of the CC provides that Committee members are appointed by the Mayor. This takes place at a Regular Council Meeting. At least half of the members of a standing committee must be Council members [section 141 CC] to a maximum of three Council members per committee.

Invited Guests

Invited guests are RMOW staff, organizational representatives, or individuals who are formally invited to attend a committee meeting to contribute to certain topics or discussions without being a permanent part of the Committee or voting members. Invited guests are invited to Committee meetings by the Recording Secretary at the request of the Chair. Committee members can recommend invited guests to the Chair for their consideration.

TERM APPOINTMENTS

Council members are appointed to the GAESC by the Mayor, typically for a two-year term. Under Section 144 of the CC, the Mayor has the authority to appoint new Council members to the Committee or rescind appointments as necessary. The Chair of the Committee shall be appointed by the Mayor. RMOW staff members are appointed to Committees based on their staff roles, as outlined in the composition section of this TOR.

COUNCIL PROCEDURE BYLAW AND ROBERT'S RULES OF ORDER

The provisions of "[Council Procedure Bylaw No. 2207, 2018](#)" (as amended) (Procedure Bylaw) govern the proceedings of the Committee. The most recent edition of Robert's Rules of Order applies to all Committee proceedings where the Procedure Bylaw is silent.

MEETING QUORUM AND VOTING

The meeting quorum shall consist of 50% of the voting members of the Committee. Motions must be supported by a simple majority vote. In a tie vote, the motion is defeated.

REPORTING OUT

Committee Meeting Minutes

Committee Meeting minutes serve as an official record of actions taken at a meeting. The minutes document the Committee's adherence to proper procedures and allow people not at the meeting to follow the decisions made. Committee Meeting minutes are taken by the Recording Secretary, approved by the Committee, included in the agenda package at a Regular or Closed Council Meeting (as applicable), and received by Council.

MINUTES AND AGENDAS

Meeting agendas and minutes will be administered in accordance with the Procedure Bylaw.

COMMITTEE ADVICE AND RECOMMENDATIONS

The Committee may provide information, advice, and recommendations to Council on current policy and strategic initiatives. Unless decision-making authority has been delegated to a committee by bylaw, committees' function solely as advisory bodies that provide recommendations to Council [section 154 (1) CC].

Information and Advice

The Committee can provide information and advice to Council by including their insights in the Meeting minutes; these minutes are received by Council. Council may be informed by the information and advice in the minutes; but cannot formally endorse or act upon recommendations by simply receiving the minutes.

Recommendations

As part of their role, the Committee will review, and provide recommendations on, policies, strategies, and projects (Initiatives) that relate to their mandate. Council will consider the Committee recommendations as part of Council's deliberation of the Initiative.

OPEN AND CLOSED MEETINGS

Except where the provisions of section 90 of the CC apply, all Committee Meetings will be open to the public.

COMMITTEE PRIORITIES

Committee priorities are directed by Council. The Chair, in collaboration with the Staff Liaison, is responsible for developing the workplan to align with these Council-directed priorities and legislative requirements.

The Committee does not direct staff work plans. The Committee should not instruct municipal staff assigned to the Committee on what tasks are to be completed or how tasks should be completed.

MEETING SCHEDULE

The meeting schedule for the Committee shall be determined in October for the following year to provide sufficient notice to members. Invites for the following calendar year will be sent to all members in October.

Meeting cadence will be determined by the Committee. This cadence will be flexible and contingent to having content and agenda items. Meetings may be added if there are time sensitive or significant items to review or canceled if there are few or no agenda items. The decision to schedule an additional meeting or cancel a meeting will be made by the Chair and Staff Liaison with as much advance notice as possible.

MEETING FORMAT

Committee meetings are preferably held in-person. An electronic link will be made available for members that cannot attend in-person. All meetings will be open to the public electronically except where the provisions of section 90 of the CC apply.

CODE OF CONDUCT

Committee members, excluding RMOW staff, are required to comply with the Code of Conduct Bylaw No. 2397, 2023 (as amended or updated from time to time). RMOW staff must adhere to the most current version of the RMOW Employee Handbook or, if applicable, their collective agreement.

RESPONSIBILITIES OF COMMITTEE MEMBERS

All Committee Members

Each Committee member has the following responsibilities:

- Attend orientation and training as required;

- At the request of the Chair and Staff Liaison, provide input into Committee workplan, and meeting agendas;
- Commit time to:
 - review of meeting materials distributed before the meeting, and
 - complete any tasks assigned by the Committee
- Adhere to Committee working agreements as determined collaboratively by the Committee at the first meeting;
- Notify the Chair and Recording Secretary in advance if unable to attend a meeting;
- Adhere to the Code of Conduct Bylaw.

Committee Chair

Committee Chairs have the following additional responsibilities:

- Act as the official representative of the Committee;
- Provide overall leadership for the Committee including, chairing meetings, facilitating discussion, and ensuring meetings achieve their objectives;
- Connect with the Staff Liaison in advance of each Committee meeting to:
 - Confirm need for the meeting (i.e. if a meeting will go ahead as scheduled, if an additional meeting is needed, or a meeting is not needed and will be canceled),
 - Confirm meeting objectives,
 - Provide input into the meeting agenda and materials (using the Committee priorities as guidance), and
- Other items as relevant.
- Act as a bridge/liaison between the Committee and Council to:
 - provide the Committee with Council's perspective on matters coming before the Committee, where a perspective has been expressed by Council, and
- Share topics that cross the Council table relevant to the Committee mandate with the Committee.

Vice-Chair

A Vice-Chair will be appointed at the start of any GAESC meeting where the Chair is absent. The Vice-Chair has the following responsibilities:

- perform the responsibilities of the Chair as stated above if the Chair is unavailable.

Staff Liaison

Staff Liaison has the following responsibilities:

- Act as the official staff representative of the Committee;
- Provide support and subject matter expertise to the Committee;
- Ensure any financial needs of the Committee are allocated in the municipal budget including:
 - Room and equipment bookings,
 - Food and beverage, and
 - Facilitation expenses, as needed;
- Serve as a bridge between the Committee and RMOW departments and staff; and
- Connect with the Chair in advance of each meeting to:
 - Confirm need for the meeting (i.e. if a meeting will go ahead as scheduled, if an additional meeting is needed, or a meeting is not needed and will be canceled),
 - Confirm meeting objectives,
 - Provide a draft meeting agenda and proposed materials (using the Committee priorities as guidance), and
 - Other items as relevant.

Recording Secretary

The Recording Secretary has the following responsibilities:

- With input from the Chair and Staff Liaison, prepare agenda packages and meeting materials and distribute to members ahead of each meeting;
- Organize and support the logistical aspects of meetings including:
 - Meeting invitations including invited guests,
 - Logistical aspects of meetings (i.e. meeting room bookings, electronic links, etc.), and
 - Advise and manage any changes to the meeting schedule and dates;
- Act as point of contact for Committee members; and
- Prepare meeting minutes.

COMMITTEE SELF-EVALUATION

In support of continuous improvement, Committee members will participate in a biennial self-evaluation process to reflect on their collective performance, identify areas for improvement, and take proactive steps to enhance the Committee's effectiveness and impact. The evaluation will occur before the end of each two-year term.

COMMITTEE DISSOLUTION

The Mayor has the authority to dissolve a Standing Committee.