



TERMS OF REFERENCE

GOVERNANCE AND ETHICS STANDING COMMITTEE

Council Adoption on: MMMM,DD,YYYY

1. PURPOSE OF COMMITTEE

1.1. The primary function of the Governance and Ethics Standing Committee (“GAESC” or the “Committee”) is to provide a focus on governance and ethics that will enhance the performance of Council while maintaining the highest levels of public trust and confidence. Within the limits of the *Community Charter* and relevant bylaws, the Committee is intended to provide oversight, advice and direction with respect to the implementation of the Council Governance Manual. The Committee will also address other issues related to the improvement and optimization of the ongoing governance functions of Council and Committees of Council, with a particular focus on public engagement.

2. COMPOSITION OF COMMITTEE

- 2.1. The Committee shall be comprised of three Councillors. All Councillors are voting members.
- 2.2. Quorum shall consist of two Councillors.
- 2.3. Committee members shall be appointed by the Mayor.
- 2.4. Administrative function of the Committee will be supported by staff as required.
- 2.5. The Chair of the Committee shall be appointed by the Mayor.
- 2.6. The Corporate Officer is the primary staff liaison for the Committee and shall ensure there are adequate resources for meetings, and that meeting minutes are properly recorded and submitted to Council.

3. ROLE AND RESPONSIBILITIES

Subject to the powers and duties of Council, the Committee will exercise the following authority, powers, and duties:

3.1. Governance:

- a) In accordance with section 1 of the *Community Charter* [Principles of municipal governance], municipalities and their councils are recognized as an order of government that:
 - i. is democratically elected, autonomous, responsible and accountable,
 - ii. is established and continued by the will of the residents of their communities, and
 - iii. provides for the municipal purposes of their communities.
- b) The Committee will review current standards and leading practice in municipal governance as well as the Council Governance Manual. Specifically, the Committee is responsible for:
 - i. Reviewing annually the characteristics of a high-performing Council;
 - ii. In consultation with Committees of Council, reviewing the terms of reference for Committees as needed;

- iii. Ensuring that the Council Governance Manual is current, relevant and well understood by Council;
- iv. Considering key gaps and opportunities in the broader municipal governance context and recommending initiatives designed to address any potential shortcomings or opportunities for important improvements; and
- v. Supporting self-awareness, ongoing learning and internal Council oversight with respect to good governance habits, strong internal controls, and adherence to senior legislative requirements as related to Council decision-making processes.

3.2. Ethics:

- a) The Lower Mainland Local Government Association defines ethics as follows:
Ethics are a system of moral principles... They are the rules of conduct by which society, groups and individuals decide to live by... They describe the way we strive to work with our colleagues, elected officials, community partners and members of the public.
- b) The Committee will be responsible for oversight and updating of the Council Governance Manual, including oversight of the Code of Conduct and Conflict of Interest Guidelines, as follows:
 - i. Ensuring that the Council Governance Manual is current, applicable and actively in-use within the organization, making recommendations for potential revisions when required;
 - ii. Monitoring compliance with, and periodically reviewing, the Code of Conduct and Conflict of Interest Guidelines; and
 - iii. Assisting Councillors in interpreting and implementing the Code of Conduct and Conflict of Interest Guidelines.

3.3. Council Evaluation:

- a) The Committee will support the process of undertaking a Council performance evaluation at least once a year. This annual process will be managed by the Committee, as follows:
 - i. Prepare the Council Evaluation Questionnaire based on the terms of reference and Operating Guidelines for Council as set out in the Council Governance Manual and the characteristics of a high performance Council;
 - ii. Review the Questionnaire with Council and distribute it to each Councillor for discussion and recommendations;
 - iii. Review the characteristics of high performing Councils with Council;
 - iv. Have Council undertake the performance evaluation; and
 - v. Report to Council on the outcome of the Council performance evaluation.

3.4. Accountability:

- a) The Committee shall report its discussions to Council by distributing the minutes of its meetings and, where appropriate, by oral report at an upcoming Council meeting.

4. PROCEDURES

- 4.1. All matters of order, privilege and procedure not provided for in these terms of reference, the *Community Charter* or Council Procedure Bylaw are governed by Roberts' Rules of Order.
- 4.2. The Legislative Services Department will arrange for the Legislative Services Administrative Assistant to be the Recording Secretary.
- 4.3. The Committee will meet quarterly or as required by the Chair.

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