

**B: BOARD CHAIR TERMS OF REFERENCE**

**1. Introduction**

- A. The Chair of the Vancouver Police Board is the Mayor of Vancouver [*Police Act* Part 5, s.25 (1)]. The role and responsibilities of the Board Chair are distinctly separate roles from that of Mayor. The following document highlights that distinction by focusing on the role and responsibilities of the Board Chair.
- B. The Vancouver Police Board was established by legislation that ensures the Vancouver Police Department reports to an independent Board rather than directly to the City of Vancouver or the Province of B.C. A significant challenge for the Board Chair is to ensure the Board operates without political interference.
- C. The Chair's primary roles are to:
  - i) chair Board meetings and to manage the affairs of the Board, including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities; and
  - ii) work closely with the Chief Constable (the Chief), to ensure effective relations and communications with Board members, the Vancouver Police Department (VPD), the City and the public.
- D. The Chair works closely with the Executive Director, who works for the Vancouver Police Board and reports to the Board through the Board Chair.
- E. The Chair is an *ex-officio* member of committees where the Chair is not appointed as a full member.
- F. Part 5, s.25(3) provides that in case of a tie vote at a meeting of the Board, the Board Chair may cast the deciding vote. The Board has interpreted this section of the *Act* to mean that the Board Chair only votes in the case of a tie vote.
- G. The Board Chair demonstrates commitment to the division of responsibilities between management (the VPD) and the Board by operating within the mandate outlined in these terms of reference.
- H. The Chair shall develop goals for the Board and for the Board Chair annually as a result of the annual Board assessment process and review these with the Governance Standing Committee prior to soliciting Board approval.
- I. The Chair's performance will be reviewed annually by the Governance Standing Committee incorporating feedback developed as a result of the Board assessment process.

**2. Managing the activities of the Board**

The Chair has the responsibility to:

- A. Chair Board meetings and ensure that appropriate issues are addressed;
- B. Ensure the co-ordination of the agenda, information packages and related events for Board meetings in conjunction with the Chief and the Executive Director;
- C. In collaboration with the Chief and the Executive Director, ensure data requested by Board members or committees of the Board is provided and meets their needs;
- D. Facilitate a candid and full discussion of all key matters that come before the Board;
- E. Build consensus and develop teamwork within the Board; encourage an atmosphere of openness and trust, maintaining a cohesive group without losing diversity of opinion and independent points of view;
- F. Communicate with the Board and the Chief Constable to ensure timely information about major developments or initiatives that may impact policing, particularly City, Provincial or Federal initiatives that may have come to the Board Chair's attention;
- G. Ensure the Board receives adequate and regular updates from the Chief on all significant issues which impact the performance and effectiveness of the VPD;
- H. With respect to appointments to the Board:
  - i) Work with the Governance Standing Committee, at least annually, to ensure it has developed a matrix that identifies the skills, experience and background that the ideal VPB should possess;
  - ii) When a vacancy or re-nomination occurs, the Chair shall work with the Governance Standing Committee, the Police Service Division/Ministry of Public Safety and the Solicitor General to prepare a skills profile for the position (e.g. the type of expertise/skill required such as financial or legal, and/or other specific requirements); and
  - iii) Communicate, on behalf of the Board, with the City and the Province to ensure they understand the process that the Board has been through with respect to considering its composition and the specific Board requirements at that time.
- I. Recommend the committee members and committee chair appointments to the Board for approval and review, and report to the Board the need for, and the performance and suitability of, those committees;
- J. Ensure major VPD strategic initiatives have proper and timely Board understanding, consideration, oversight and approval;
- K. Maintain a liaison and communication with all Board members and committee chairs;

- L. Review Board member conflict of interest issues as they arise;
- M. Review and assess Board member attendance and performance;
- N. Ensure that the Board is appropriately approving strategy and monitoring VPD's progress against achieving that strategy;
- O. Maintain liaison and communication with all Board members and committee chairs to co-ordinate input from Board members, and optimize the effectiveness of the Board and its committees;
- P. Meet with Board members annually on a one-on-one basis for the purpose of assessing where the Board and/or committees can operate more effectively and where the Board Chair could assist in improving the performance of the Board;
- Q. Chair the *in camera* meetings of the Board at every Board meeting and review the results of those meetings with the Chief; and
- R. Provide authorization for any business travel of Board members and staff outside of BC.

**3. Working with management**

The Chair has the responsibility to:

- A. Act as the principal liaison between the Board and the Chief, including helping to define problems, reviewing strategy, and ensuring the Chief is aware of concerns of the Board. This is not a supervisory relationship. It is a relationship based on collaboration and dialogue to ensure appropriate accountability between the Chief and the Board;
- B. Ensure that the Board is monitoring and evaluating the performance of the Chief, and ensuring the accountability of the Chief to the Board; and
- C. In collaboration with the Chief, ensure that VPD strategy, policies and performance are appropriately represented to the Board.

**4. Conduct complaints against the Chief Constable and Deputy Chief constables**

- A. As set out in s.76 of the *Police Act*, the Chair is the discipline authority for conduct complaints (internal discipline or public trust complaints) made against the Chief Constable or a Deputy Chief Constable.
- B. In processing complaints the Chair shall have regard to the complaints process outlined in Part 11 of the *Police Act*. In addition:
  - i) The Chair may, at his discretion, use the Board Office and Board Counsel as resources to assist in the processing of any conduct complaints against the Chief Constable and Deputy Chief Constables.
  - ii) The Chair shall obtain the approval of the Board before concluding an investigation or imposing any discipline.

**5. Communications**

The Chair has the responsibility to:

- A. Act as the official spokesperson for the Board in consultation with the Chief Constable prior to speaking on operational issues;
- B. Facilitate the vital need for communication between the City, the Board and the Chief Constable, recognizing that this responsibility is made easier as the Board Chair is also the Mayor;
- C. Ensure the Board is appropriately represented at official functions and meetings; and
- D. Appoint a Board Member as a spokesperson for specific matters as required.

**6. Board Chair's senior staff member**

If desired by the Board Chair, the Chair's senior staff member may undertake an enhanced security clearance so that they can review *in camera* Board reports and provide advice to the Chair. It is not intended that the Chair's staff member attend *in camera* meetings, or attend any meetings in place of the Chair. The staff member shall adhere to the Board's Conflict of Interest Guideline, and will sign an annual acknowledgement and a confidentiality agreement to that effect.