

**TERMS OF REFERENCE FOR INDEPENDENT REVIEW OF CODE OF
CONDUCT BY-LAW**

BETWEEN

CITY OF VANCOUVER

(the “City”)

AND

REECE HARDING

(the “Reviewer”)

Purpose

1. On July 24, 2024, Council directed staff to retain an independent third party to conduct a review of the Code of Conduct By-law (the “Code”).
2. The purpose of this Terms of Reference document (the “Terms of Reference”) is to set out the scope, process and schedule of the Reviewer’s review of the Code.
3. The City seeks an independent review of the Code for the following reasons:
 - a. The Integrity Commissioner’s 2023 Annual Report referenced that the scope of the Integrity Commissioner’s role is “...not always clear”;
 - b. An independent review provides the benefit of external objectivity and expertise; and
 - c. To ensure that the scope of the Integrity Commissioner’s role in providing oversight of the conduct of Council and Advisory Board members is clear and that the text and operation of the Code is effective.

4. The City has retained the Reviewer to review the Code in accordance with these Terms of Reference.
5. The City has retained the Reviewer, in the capacity as legal counsel to the City, to conduct the review and provide legal advice regarding the Code.

Scope

6. The City has retained the Reviewer to:
 - a. Assess whether the scope of the Integrity Commissioner's role, as provided for under the Code, is sufficiently clear:
 - i. Ensuring the scope of the Integrity Commissioner's role is appropriate and does not overlap with other legislation or the jurisdiction of other oversight bodies (ex. Ombudsperson, etc.);
 - ii. Determining whether there is overly broad scope, and overlapping jurisdictions, that may have resulted in an excessive number of complaints and abuse of the complaint process;
 - b. Assess whether the text and operation of the Code is effective in meeting the Code's purposes of setting out:
 - i. the rules Council members and advisory board members must follow in fulfilling their duties and responsibilities as elected or appointed officials; and
 - ii. the powers and procedures of the Integrity Commissioner in exercising oversight over Council members and advisory board members;
 - c. Assess whether the scope of the Code is appropriate and in accordance with best practices;
 - d. Assess whether the processes and procedures provided for under the Code in respect of the complaint process are appropriate and in accordance

with best practices, and whether an appeal process may need to be included; and

- e. Provide recommendations, where applicable, to address any weaknesses or concerns identified in the review of items (a) to (d) above.

(Collectively, the “Matters on Review”)

Review Process

7. The review shall be conducted in an independent and impartial manner.
8. In gathering information during the conduct of the review, the Reviewer will make reasonable efforts to provide an opportunity for the following persons to provide information as to their experiences and views as to the operation of the Code, through either written submissions or interviews:
 - a. Members of Council; and
 - b. The City of Vancouver’s Integrity Commissioner.
9. The Reviewer may also seek to speak with any other persons that the Reviewer determines may have relevant information as to the operation of the Code, including City staff. City staff shall cooperate with requests from the Reviewer in respect of the review.
10. The Reviewer shall have access to any documents and information in the possession or control of the City that are relevant to the review, other than those documents or information which are subject to solicitor client privilege.

Confidentiality

11. All written submissions supplied to the Reviewer by individuals, along with all information collected and notes taken by the Reviewer during interviews and during the Review, will be supplied, disclosed and received in confidence by the Reviewer and treated by the Reviewer as confidential, subject to the Reviewer

disclosing information in the Report to be submitted under paragraph 13 of the Terms of Reference, in which case the Reviewer will only reference information obtained from written submissions submitted by individuals or interviews of individuals on an anonymous basis.

12. The information collected and notes taken by the Reviewer during interviews will be treated as:
 - a. Personal information supplied or disclosed in confidence; and
 - b. The collection of information for the purpose of providing legal advice to the City,

such that they are not subject to disclosure under the *Freedom of Information and Protection of Privacy Act*, R.S.B.C. 1996, c. 165.

Delivery of Report

13. At the conclusion of the review, the Reviewer shall prepare a privileged and confidential report (the “Report”) addressing the Matters on Review.
14. The Report will be prepared for Mayor and Council and delivered by the Reviewer to the City Manager.
15. Upon receipt of the Report, the City Manager shall, as soon as reasonably practicable, call an in camera meeting at which time the Report will be presented to Mayor and Council.
16. The Reviewer shall attend the in camera meeting to present the Report, provide legal advice and respond to any questions regarding the Report.
17. Council may resolve to release the findings of the Report to the public, which may necessitate the preparation of a revised report which discloses the Reviewer’s findings but which does not disclose confidential information or privileged information, unless the privilege is subsequently waived by Council.

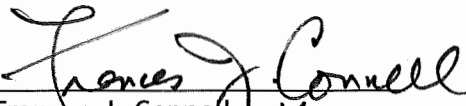
Schedule

18. The Reviewer shall conduct the review in a timely manner and shall deliver the Report to the City Manager within 60 days of the date of the Terms of Reference.
19. Notwithstanding section 18, if the Reviewer cannot reasonably complete the review and deliver the Report within 60 days, the Reviewer may submit a request for an extension to the City Manager which request shall include the current status of the review and the basis for the requested extension (the "Extension Request"). Upon receipt of the Extension Request, the City Manager may grant an extension to a specified date.

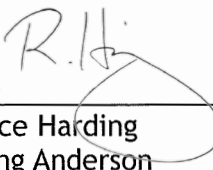
Solicitor-Client Privilege

20. Except as otherwise set out in these Terms of Reference, the Reviewer's notes, documents and information obtained to assist in the review, any Report and any advice and recommendations provided by the Reviewer to the City will under all circumstances and for all purposes be protected by solicitor-client privilege.

DATED this 8th day of October, 2024 in the Province of British Columbia.



Frances J. Connell, K.C.
City of Vancouver, Director of Legal Services



Reece Harding
Young Anderson