

**THE GOVERNANCE POLICY  
OF THE  
SASKATOON BOARD OF POLICE COMMISSIONERS**

**Approved by the Board  
March 19, 2009**

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# CHAPTER ONE: INTRODUCTION

## 1. THE PURPOSE OF THE GOVERNANCE POLICY

The Saskatoon Board of Police Commissioners (the “Board”) is established pursuant to *The Police Act, 1990* (the “Act”) and is governed by that Act and its Regulations. The Board is specifically created by Saskatoon Bylaw No. 7531 “*The Saskatoon Board of Police Commissioners Bylaw*” (the “Bylaw”). The Board has a number of accountability requirements and internal policies for various aspects of its operations.

The need for effective governance is well recognized and has received much attention in both private and public sectors. Members of the Board believe that strong governance practices are essential to the success of the organization and a comprehensive governance policy and manual is a key tool for efficiency, effectiveness, transparency, and accountability.

## 2. USE AND DEVELOPMENT OF POLICY

It is the Board’s intention that the Governance Policy will at all times guide and inform the actions of the Board. The Board recognizes that good governance is not a static concept and therefore the governance practice and policies of the Board may be amended, repealed, or added to as the Board deems fit.

The Board shall maintain at all times a current record of the Governance Policy. Because the Board is committed (subject only to the limitations permitted or required by the Act and Bylaw, and by provincial and federal law) to openness and transparency in its deliberations and decision-making, the Board will at all times ensure that the Governance Policy is available for review by the public.

The Board will review and update (if required) all Board policies annually as part of its strategic planning process, or as circumstances require.

## **CHAPTER TWO: THE LEGAL REGIME**

### **1. THE POLICE ACT, 1990**

*The Police Act, 1990* is the provincial incorporation statute of the Board. The *Act* provides the legal authority, limitations and requirements for the powers and duties of the Board. Under no circumstances can the Board establish any policies or directives that are in violation of the *Act* or its Regulations.

Section 25 of the *Act* provides that a municipality is responsible for the maintenance of law and order within its boundaries. The municipality shall provide policing services to maintain a reasonable standard of law enforcement and adequate and reasonable facilities required for those policing services. For those purposes, the City of Saskatoon has established its own Police Service.

Section 27 of the *Act* provides that a municipality with a population of 5,000 or more shall establish, by bylaw, a Board of Police Commissioners. The Board is to include the Mayor and, where the Board consists of more than three Board members, two members of council in addition to the Mayor and two or more other persons other than members of council, as members at large.

### **2. THE SASKATOON BOARD OF POLICE COMMISSIONERS BYLAW**

The Saskatoon Board of Police Commissioners Bylaw establishes the Board of Police Commissioners for the City of Saskatoon and provides for the appointment of its members as required by the *Act*. The Bylaw is at Schedule “A”.

The Bylaw provides that the Board shall consist of five members consisting of:

- (a) the Mayor;
- (b) two members of Council; and
- (c) two other persons other than members of Council.

The members of the Board, other than the Mayor, are appointed annually, for a term of January 1 to December 31 of the year of appointment. Members are appointed by Council, and Council may reappoint a member of the Board for a further term. When a Board member who holds office as a member of Council loses office as a member of Council, that member also loses office as a Board member.

Board members serve a maximum of six (6) years.

A member who misses three (3) successive meetings of the Board without reasonable excuse may be removed from the Board.

### **3. OBLIGATIONS OF THE BOARD UNDER THE ACT AND BYLAW**

#### **A. Responsibility for Police Service**

Section 31 of the *Act* provides that the Board is responsible:

- (a) *for the delivery of policing services within the municipality of Saskatoon;*  
*and*
- (b) *for:*
  - (i) *providing general direction, policy and priorities; and*
  - (ii) *developing long terms plans;*

for the Police Service.

Section 31 also provides that the Board may make directives that are not inconsistent with the *Act* or the *Act's* Regulations, setting general policy for the governing and administration of the Police Service.

#### **B. The Board as Employer**

Section 31 of the *Act* provides that for the purposes of the *Act*, as well as *The Trade Union Act*, the Board is deemed to be the employer of all of the personnel of the Police Service. The Chief of Police, and any person holding the position of Deputy Chief of Police, are deemed to be agents of the Board for employment matters.

Although the Board is the employer of the Chief, Deputies, police officers, and civilian employees of the Police Service, it is only the Chief of Police who is directly appointed by the Board. With respect to all other employees of the Police Service, the Board designates positions only. It is the power and the responsibility of the Chief to appoint any personnel to the positions designated by the Board and to assign their duties.

The employment of members of the Police Service (other than Executive Officers, Deputy Chiefs, civilian employees and the Chief) is governed by a Collective Bargaining Agreement between the Board and the Saskatoon City Police Association. The employment relationship between the Board and the Executive Officers is governed by a Collective Agreement between the Board and the Saskatoon City Police Executive Officers' Association. In-scope civilian employees are represented by CUPE. The Board directly employs the Chief of Police and the Deputy Chiefs.

**C. Financial**

Pursuant to section 33 of the *Act* and section 11 of the Bylaw, on or before the 1<sup>st</sup> day of April in each year, the Board is required to submit to Council for consideration and approval the Board's estimates of all money required for the current year for the Board and the Saskatoon Police Service.

Where Council does not approve the estimates submitted by the Board, Council is to cause the estimates to be returned to the Board together with Council's reasons for not approving the estimates. The Board is then required to submit revised estimates to Council for Council's approval.

If Council does not approve the revised estimates, Council shall determine the gross amount of the estimates. Council's determination in this case is final.

Where Council has approved the estimates or determined the gross amount of the estimates, the Board is then required by the *Act* and Bylaw to submit a copy of the estimates to the Saskatchewan Police Commission.

The Board cannot, without the prior approval of Council, authorize the expenditure of any monies in excess of the estimates approved by Council, or authorize any expenditure of monies for any matter or purpose not included in the estimates.

**D. Complaints**

The process for public complaints is outlined in sections 37 through 52 of the *Act*. Public complaints are handled by the Public Complaints Commission established pursuant to section 16 of the *Act*.

A member of the public may make a public complaint to any of:

- (a) the Public Complaints Commission;
- (b) the Police Service;
- (c) the Special Investigations Unit of the Federation of Saskatchewan Indian Nations;
- (d) the Board of Police Commissioners;
- (e) the Department of Justice; or
- (f) a detachment of the RCMP.

When the Board receives a complaint with respect to the Police Service, a member of the Police Service, or the Chief, the Board must:

- (a) transmit the complaint to the Public Complaints Commission;
- (b) provide a copy of the transmittal to the complainant; and
- (c) provide copies of the complaint to the Department of Justice, the Chief, and to any member who is the subject of the complaint.

The Chief will provide the Board quarterly, *in camera*, with a written report respecting all public complaints received, categorized as to nature of complaint, date of complaint and a summary of the status of all on-going public complaint investigations.

The Chief will provide the Board with an annual written report respecting the status of all public complaints received during the preceding year at the first regular Board meeting following May 30<sup>th</sup>, *in camera*.

Investigations may also be taken without public complaint. These complaints are dealt with pursuant to sections 54 through 55.1 of the *Act*.

**E. Discipline**

All matters relating to discipline of any member of the Police Service are completely within the jurisdiction of the Chief.

All matters relating to discipline of a Chief are completely within the jurisdiction of the Board.

**F. Civil Claims**

Section 32 of the *Act* provides that where a claim for damages is made, or a civil action is instituted against a member as the result of an act committed while acting in the scope of employment as a member, the Board shall:

- (a) *retain and pay for the services of legal counsel to act on behalf of that member; and*
- (b) *pay any sum required in connection with a judgment or settlement of a claim for damages and costs awarded against the member.*

**G. Grievances**

Grievances from either the Saskatoon City Police Association or the Saskatchewan City Police Executive Officers' Association are dealt with at the first stage by the Chief. As agent for the Board, the Chief may resolve such grievances at this stage on behalf of the Board.

If the grievance is not resolved at the first stage, the grievance then comes to the Board at an *in camera* meeting. The Board will:

- hear from the Association
- hear from the Chief (or his designate) on behalf of the Service
- allow reply from the Association
- reserve its decision
- consider the issue *in camera* without the Service or the Association being present
- issue its decision in writing, with reasons

If the Board denies the grievance, the matter then proceeds in accordance with the respective Collective Bargaining Agreement. Any negotiated resolution reached after the Board has heard the grievance must be approved by the Board.

## **CHAPTER THREE: STANDARDS OF PERFORMANCE**

### **1. DISTINCTION BETWEEN THE OVERALL INTERESTS OF THE BOARD AND SERVICE AND THE INTERESTS OF PARTICULAR STAKEHOLDERS**

In every circumstance, members of the Board are bound by a duty to act in the best interest of the Board and its mandate, a principle founded on the conviction that decisions taken in the best interests of the Board and its mandate will also uphold the long-term interests of the citizens of Saskatoon. Members of the Board must be scrupulous in distinguishing between the overall interests of the Board and the interests of particular stakeholders. Board members must avoid the promotion of any personal interests, including those of any other member of the public, group or organization.

### **2. DISCLOSURE OF CONFLICT OF INTEREST**

A conflict of interest is a conflict between an individual's personal interests and his or her public duty. A conflict may exist whether or not a monetary benefit has been or may be conferred, and it includes both actual and perceived conflicts. The obligations of Board members in respect of conflict of interest are outlined in the Conflict of Interest Guidelines (Schedule "B"). Board members must avoid placing themselves in a conflict of interest situation.

The Conflict of Interest Guidelines also confirm that section 17 of *The Interpretation Act, 1995* applies to Board members. The Board is a body corporate (or corporation) pursuant to *The Police Act, 1990*. Section 17 of *The Interpretation Act, 1995* refers to the obligations of a director of a corporation, and therefore applies to members of the Board.

Section 17 is also found at Schedule "B" and contains specific requirements for the disclosure by a Board member of any actual or potential conflict of interest.

3. **FIDUCIARY DUTY, THE DUTY OF CARE, AND DUE DILIGENCE**

Section 16 of *The Interpretation Act, 1995* (Schedule “C”) also applies to the Board and Board members. The “statutory duty of care” as set out in section 16 of *The Interpretation Act, 1995*, requires that every Board member, in exercising his or her powers and performing his or her duties, shall:

- (a) act honestly and in good faith with a view to the best interests of the Board;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- (c) comply with *The Police Act, 1990* and its Regulations.

A member is not liable for a breach of the above duties if he or she relies in good faith on financial statements or audits or on professional advice, such as a legal opinion.

**CHAPTER FOUR:  
ROLES, RELATIONSHIPS, RESPONSIBILITIES -  
THE FRAMEWORK OF ACCOUNTABILITY**

**1. THE BOARD**

*The Police Act, 1990* gives the Board its responsibility:

- (a) *for the delivery of policing services within the municipality of Saskatoon;*  
*and*
- (b) *for:*
  - (i) *providing general direction, policy and priorities; and*
  - (ii) *developing long terms plans.*

To fulfill its responsibilities, the Board exercises judgment in:

- establishing the Service's strategic direction;
- monitoring the Service's resources; and
- monitoring the Service's performance.

The Board is ultimately responsible to the citizens of Saskatoon for the performance of the Police Service.

**2. THE CHAIR**

The Chair of the Board provides leadership and presides over the activities of the Board. He or she is the formal link between the Board and the Chief, the Service, City Council, the Saskatchewan Police Commission, the Minister of Justice, and the public.

The responsibilities of the Chair of the Board are:

- managing the Board;
- developing an effective Board;
- fostering a positive working relationship with other Board members and the Chief;
- representing the Board to the public and other interested parties as required; and
- developing relationships.

3. **COMMITTEES**

The Board may create committees to perform assigned tasks. Results of committee deliberations flow through to regular Board meeting with recommendations where they are considered by the Board.

Use of a committee does not absolve the Board from responsibility for the committee's work or decisions.

4. **THE SECRETARY TO THE BOARD**

The Secretary to the Board manages the day to day operation of the Board in keeping with the strategic direction and objectives set out by the Board and is subject to available financial and human resources.

5. **RELATIONSHIP OF THE BOARD TO THE CHIEF**

It is incumbent on the Board and the Chief to develop an effective working relationship. The Board will periodically review the effectiveness of that relationship. The Board must work with the Chief to build a relationship of openness and trust. In addition, the Board should establish an accountability relationship for the Chief to the Board. The Board will establish a set of objectives through the corporate planning process described in Chapter Six that the Chief is accountable for achieving.

In 2002, the Board approved a policy on division of responsibilities between the Board and the Chief (Schedule "D"). While the Board is responsible for the delivery of policing services and general direction, policy and priorities, the Chief is responsible for:

- (a) the management, administration and operation of the Police Service;
- (b) the maintenance of law and order in the municipality; and
- (c) the maintenance of discipline within the Police Service.

For these purposes, the Chief may make directives necessary to carry out the daily administration and operations of the Police Service.

Because *The Police Act, 1990* entrusts operational decisions to the Chief, the Board must not participate in the day-to-day management of the Police Service, or over the day-to-day delivery of policing services, such as investigations and the like.

The Board should be concerned less with transactions than with setting the foundations, direction and objectives. Schedule “D” differentiates the roles and responsibilities of the Board and the Chief. However, there may be situations in which necessary decisions involve both an operational and a policy component.

Although the *Act* entrusts operations to the Chief, the Board does not passively react to the Chief’s proposals, but questions and examines their appropriateness to the overall interests of the Police Service and the community.

The Chief takes direction only from the Board as a whole, not from any individual Board member.

An effective Board should have the ability to function independently of the Chief. The Board will ensure that it has sufficient expertise to carry out its duties and bring a balanced judgment to the assessment of the Chief and the Police Service and the merit of Service proposals.

<p style="text-align: center;"><b>CHAPTER FIVE: JOB DESCRIPTIONS, SELECTION CRITERIA, COMPETENCY PROFILES AND EVALUATION</b></p>
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**1. JOB DESCRIPTIONS FOR THE BOARD CHAIR, BOARD MEMBERS, AND SECRETARY TO THE BOARD**

The Board will ensure that individual responsibilities for the key positions of Board Chair, Board Members and Secretary to the Board are clearly delineated through explicit job descriptions.

**A. Job Description for Board Member**

Mandate:

All members of the Board are responsible for the effective governance of the Police Service and ensuring that the Police Service has the resources to carry out its objectives.

Main Responsibilities:

- attend meetings as regularly scheduled and as deemed necessary by the Board;
- maintain confidentiality of any information disclosed or discussed at a meeting of the Board or part of a meeting of the Board that was closed to the public;
- participate in establishing overall long-term and short-term goals, objectives and priorities in fulfilling the mandate of the Board;
- recommend policies and programs to the Board including strategic planning, risk assessment/management and communications strategies;
- participate in monitoring and evaluating the performance of the Chief through annual review;
- participate in monitoring and evaluating the effectiveness of the Police Service through regular review of programs and activities;
- prepare for and participate in the discussions and the deliberations of the Board;
- foster a positive working relationship with other Board members and the Chief;

and

- ensure that the Board complies with its statutory obligations.

Core attributes, competencies and experience:

- understanding of the distinction between the strategic and policy setting role of the Board and the operational responsibilities of the Chief;
- capability to give leadership to the development of the Board and the Police Service;
- commitment to the vision, mission, values and strategic goals of the Board;
- ability to work as a member of a team;
- respect for and tolerance of the views of others;
- recognition of the time commitment and the willingness to devote the time and energy necessary to perform the role of a board member; and
- enthusiasm and capacity for resolving challenging issues.

**B. Job Description for the Chair**

Mandate:

The Chair of the Board, in addition to fulfilling all of the responsibilities of a Board member, provides leadership to and presides over the activities of the Board, particularly concerning the Board's:

- review and approval of the Strategic Plan;
- monitoring use of the Service's financial resources;
- monitoring the Service's performance; and
- relationship with the Chief, the Service, the Saskatchewan Police Commission, the Minister of Justice, and the public.

Main responsibilities:

- ensure proceedings of Board meetings are followed;
- be a member *ex officio* of all committees and attend committee meetings as appropriate;
- develop and maintain an effective Board structure;
- foster a positive working relationship with other Board members and the Chief;
- ensure that the policies essential for achieving the mandate of the Board are developed and applied;
- provide guidance and leadership to the Chief on key issues, as mandated by the Board;
- represent the Board to the public and to other stakeholders;
- develop relationship and represent the Board as required; and
- be a signing authority on behalf of the Board.

The Board may appoint a Vice-Chair to carry out the responsibilities of the Chair, in the absence of the Chair.

C. **Job Description for Secretary to the Board**

Main responsibilities:

- sign, along with the Chair, all contracts and agreements entered into by the Board;
- signing authority for Board-approved expenditures;
- have custody of, and keep up-to-date, *Saskatoon Board of Police Commissioners Police Pension Plan Bylaw No. 1876*;
- take charge of and safely keep all documents and records of the Board;
- report and be accountable to the Board;
- receive all correspondence addressed to the Board and ensure that it is placed on

the Board's next agenda when appropriate;

- prepare and distribute agendas of Board meetings, both regular and special, communicate the resolutions and instructions of the Board to the appropriate parties, and conduct the official correspondence of the Board;
- attend all meetings of the Board, both regular and special, and truly record in the minutes all resolutions and proceedings of the Board;
- have custody of the seal of the Board;
- arrange for payment of invoices from the Board's solicitor and provide quarterly reports to the Board regarding the status of expenditures;
- coordinate and provide general oversight of activities of any external resources contacted by the Board, and arrange for payment of invoices;
- appoint an Acting Secretary in absence of the Secretary;
- provide advice to the Board on procedural matters; and
- ensure that the Board conducts its business in accordance with its legislative responsibilities pursuant to *The Police Act, 1990*.

## 2. **COMMITTEES**

The Board may establish standing or ad hoc committees as required. The Board shall establish terms of reference for all of its committees and regularly review such terms of reference.

## 3. **ASSESSMENT OF BOARD AND COMMITTEE PERFORMANCE**

The Board will establish a mechanism for assessing its capacity and evaluating its performance. The Board will conduct a formal Board evaluation at least once every two (2) years and an informal/short-form review annually as part of its strategic planning process. The Board will report the results of the performance evaluation in a Board Activity Report in its public agenda. In addition to the performance evaluation results, the Report should include information on such things as Board activities (e.g. number of

Board meetings held, number of community meetings held, ceremonial events attended, number of Council presentations, etc.), the hours of commitment, and Board training undergone (see Chapter 8).

The Board evaluation will allow the Board to determine:

- whether key responsibilities in the Board policy manual are being fulfilled;
- the adequacy and timeliness of information being received;
- the appropriateness of meeting agendas and meeting time allotted;
- how well Board members are working together, appropriateness of communication and discussion, degree of consensus achieved on key issues, etc.; and
- overall level of the Board's effectiveness.

#### **4. DEVELOPMENT OF COMPETENCY PROFILES AND RECOMMENDATIONS FOR APPOINTMENTS**

Council appoints three Council members (which must include the Mayor) and two public members to comprise the five members of the Board.

The collective skill set of a Board is made up of the individual skill sets that each member brings to the Board. The Board shall therefore:

- determine the collective skill set required for the Board to successfully achieve its mandate of providing sound governance and oversight to the Service;
- develop and regularly review the detailed job description for Board members; and
- determine, each time a vacancy is about to occur, the required skill set that is necessary to achieve the collective skill set of the Board, and provide that information to Council, along with the Board member job description.

5. **ASSESSMENT OF THE CHIEF**

The Board will conduct a review of the performance of the Chief at least once each year not later than December 31<sup>st</sup>. The review will consist of both a written evaluation as well as an *in camera* session between the Chief and the Board. The purpose of the annual performance review will be to assess the Chief's performance against goals and objectives, as well as to set goals and objectives for the upcoming 12 month period and beyond.

## **CHAPTER SIX: CORPORATE PLANNING**

### **1. THE PLANNING CYCLE**

The Board has responsibility for establishing the overall policy of the Service and formulating its strategic direction.

Strategic planning establishes the Service's priorities, objectives, strategies, performance indicators and desired impact. It commits the Service to a planned strategic direction over a specific planning period, normally two to three years.

The Strategic Plan is the outcome of a process in which the key imperatives, objectives, priorities, and environmental assessment for the present and longer term are collectively analyzed against the mandate of the Board. The Plan ensures that everyone involved in the delivery of policing services is aware of the priorities, strategic direction and objectives of the Service. The Plan is a tool which guides the actions of the Board, the Chief, and the Service in a forward looking cohesive effort to address the delivery of policing services. It is also an effective means of communicating the objectives of the Board and Service to the public and stakeholders in a coherent and transparent fashion.

The Board's Strategic Plan results from an in-depth analysis of the organization and its environment by the Board, the Chief and senior management of the Service. The Chief, in consultation with the Board, formulates the strategic direction and drafts the Strategic Plan. The Board is responsible for assessing and approving the Plan. This activity may be spread over a number of meetings and may involve requests to the Chief for clarification or elaboration. The exercise culminates in a critical Board decision to approve the Strategic Plan.

In strategic planning, Board members will bring their individual expertise and specialist knowledge to the formulation of Board policy and assisting the Chief in developing the Strategic Plan.

The Board's roles are:

- to provide direction and counsel to the Chief in the strategic planning process;
- to approve the strategic direction/priorities and the Strategic Plan for the Service;
- to periodically challenge the assumptions, identified alternatives and assessments in the Strategic Plan; and
- to monitor the Chief's success and the Service's success in implementing the approved priorities and direction of the Strategic Plan,

in the public interest.

In establishing the strategic direction, the Board will need to be satisfied that the Chief and the Service have considered all of the relevant factors that will influence the future direction of the Service. Once approved, the Strategic Plan provides a basis for evaluating the performance of the Chief and the Service.

The Chief reports to the Board on how the Service is performing in relation to the objectives set out in the strategic plan and the actual result of the past year on an annual basis. The regular monitoring of the Service's performance assists the Board in its decision making process.

Part of effective planning is monitoring of progress and of new developments. Accordingly, the Board will ensure that the Secretary organizes and maintains an annual calendar of monitoring and other reports received by the Board. The Board will require reports to appear as an agenda item on the date that they are scheduled to appear, and the Board will require the Chief to formally respond and advise if a report is not going to meet a scheduled deadline.

## 2. **RISK IDENTIFICATION AND MANAGEMENT**

The Board must maintain a thorough understanding of the principal risks inherent in the Service's activities and its external environment. The Board ensures that the principal risks of the Services' operations have been identified and that appropriate systems to monitor and manage these risks have been implemented.

As part of each strategic planning cycle, the Board, in conjunction with the Chief, will undertake a risk assessment of both internal and external risks to the Police Service, such assessment to encompass up to a 5 year projection.

The Chief will report quarterly to the Board, at the *in camera* session, on principal risks to the Service's operations, so that the Board may provide general direction and counsel to the Chief in respect of these risks.

## 3. **FINANCIAL MANAGEMENT**

Pursuant to section 33 of the *Act* and section 11 of the Bylaw, on or before April 1<sup>st</sup> in each year, the Board is required to submit to Council for consideration and approval the Board's estimates of all money required for the current year for the Board and the Service.

In order to comply with these requirements:

- (a) the Capital Budget must be approved by the Board at or before its October meeting, so that it may be submitted to the City Comptroller by October 31<sup>st</sup>; and
- (b) the Operating Budget must be approved by the Board at or prior to its January meeting so that it can be submitted to the City Comptroller by January 31<sup>st</sup>.

#### 4. **INTEGRITY OF INTERNAL CONTROL AND INFORMATION SYSTEMS**

Internal control consists of the policies and procedures established and implemented alone, or in concert with other policies or procedures, to manage and control a particular activity or particular risk (or both) to which the organization is exposed or in which it is engaged.

The factors which together comprise the control environment are:

- a Board that is actively concerned with sound corporate governance and understands and diligently discharges its responsibilities by ensuring the Service is appropriately and effectively managed and controlled;
- management, guided by the Chief, that actively manages and operates the Service in a sound and prudent manner;
- the provision of information to the Board which allows the Board to participate in formulating the strategic direction and holding the Chief accountable for achieving objectives;
- solid and reliable organizational and procedural control supported by an effective management information system; and
- an independent audit mechanism to monitor the effectiveness of the organizational and procedural controls.

The Board has the responsibility to ensure that:

- the Service's control and information systems and its management practices are sound;
- the Board reviews the management, information and control systems of the Service annually or as required; and
- appropriate and effective internal controls and financial reporting mechanisms are in place.

In addition, the Board will ensure the integrity of documentation surrounding its own activities and shall develop a policy with respect to retention of documents of the Board and the preservation and collection of its resolutions.

## **5. SUCCESSION PLANNING**

The Board recognizes that sound succession planning is critical for ongoing effective management of the delivery of policing services.

To this end, the Board will ensure that it has a succession plan in place for the Chief of Police, and that the Chief has a succession plan in place for his or her senior personnel. Part of the strategic planning process will include a long range succession plan that sets out a framework for preparing for changes in the work force. The Chief will prepare promotion policies and a succession plan for annual review and approval by the Board.

## **CHAPTER SEVEN: BOARD MEETINGS**

The following shall be the rules governing meetings of the Board.

### **1. REGULAR AND SPECIAL MEETINGS:**

- (1) Regularly scheduled Board meetings will be held at 12:00 p.m. at City Hall on the third Thursday of each month.
- (2) The Board may dispense with the holding of a regularly scheduled meeting of the Board or change the date, time or place of a regularly scheduled meeting.
- (3) The Board may hold special meetings as required, at the call of the Chair.

### **2. NOTICE OF MEETINGS:**

- (1) Notice of a Board meeting shall not be required. Nevertheless, if in the opinion of the Secretary, it is feasible the Board's Secretary may advertise the date, time and place of a regularly scheduled meeting of the Board by:
  - (a) Placing an advertisement in a newspaper circulating in Saskatoon on the weekend preceding the date of the meeting;
  - (b) Posting a notice on the bulletin board in the lobby of City Hall no later than the Friday preceding the date of the meeting; and
  - (c) Posting a notice of the City's webpage no later than the Friday preceding the date of the meeting.
- (2) If all members of the Board consent, a member may participate in a meeting of the Board or a Committee of the Board by means of telephone or other communications facilities that permit all persons participating in the meeting to hear each other, and a member participating in the meeting by these means is deemed to be present at that meeting.

### **3. MEETINGS TO BE IN PUBLIC:**

- (1) All meetings of the Board shall be open to the public except for matters related to:
  - (a) Contract negotiations;
  - (b) Discipline;
  - (c) Conduct of personnel;

- (d) Security of police operations

which items shall be considered in private session. The Board may consider other matters in private session if, in the opinion of the Board, it would be in the best interest of the Police Service and the public to do so, and the Board has passed a resolution that the matter be considered in private session.

**4. PROCEDURES AND RULES:**

- (1) When any matter arises relating to Board procedure which is not covered by this policy, the matter shall be decided by reference to *Bourinot's Rules of Order of Parliamentary Procedure*.
- (2) In the event of any conflict between the provisions of this policy and those contained in *Bourinot's Rules of Order of Parliamentary Procedure*, the provisions of this policy shall apply.

**5. CHAIR:**

- (1) The Chair shall:
  - (a) preside at all meetings of the Board;
  - (b) preserve order and meetings of the Board;
  - (c) enforce the rules of the Board; and
  - (d) decide questions of privilege and points of order.

The Chair shall decide all questions of procedure. The Chair may take part in the debate and vote on all questions.

**6. VICE CHAIR:**

- (1) The Board shall appoint a Vice Chair.
- (2) The Vice Chair is to act as the Chair if:
  - (a) The Chair is unable to perform the duties of Chair; or
  - (b) The office of Chair is vacant.

**7. ACTING CHAIR:**

- (1) The Board shall appoint an Acting Chair if:
  - (a) both the Chair and the Vice Chair are unable to perform the duties of Chair; or
  - (b) both the offices of Chair and Vice Chair are vacant.

**8. AGENDA:**

- (1) The Secretary shall prepare the agenda for Board meetings and distribute copies of the agenda along with all reports or communications to be dealt with at the meeting, to each member of the Board at least 48 hours before the next Board meeting.

**9. ORDER OF BUSINESS:**

- (1) The order of business of every regularly scheduled Board meeting shall be as follows:

- i) Public Meeting:

- (a) Minutes/delegations/presentations;
- (b) Correspondence/City Council referrals;
- (c) Routine/statistical reports;
- (d) Responses to Board referrals;
- (e) Other Board inquiries.

- ii) In Camera Meeting:

- (a) Minutes/delegations;
- (b) Correspondence/complaints;
- (c) Information items;
- (d) Union matters;
- (e) Legal matters;
- (f) General matters;
- (g) Board issues.

- (2) The business shall, in all cases, be taken up in the order in which it stands on the agenda unless otherwise determined upon motion passed by a vote of the majority of the members present.

**10. COMMENCEMENT OF MEETING:**

- (1) The Chair will commence the meeting at the time specified for the meeting and as soon as quorum is present.
- (2) If neither the Chair nor Deputy Chair is present within 5 minutes of the time specified for the meeting and a quorum is present, the Acting Chair shall take the Chair and commence the meeting until the arrival of the Chair or Vice-Chair.
- (3) If a quorum is not present within 15 minutes of the time specified for the meeting, the Board meeting shall be adjourned until the next regularly scheduled Board meeting.

**11. QUORUM:**

- (1) A quorum of the Board is three (3) members of the Board.

**12. MINUTES:**

- (1) The Secretary shall record the minutes of each Board meeting and shall distribute copies of the minutes of the last Board meeting to each Board member of the Board at least 48 hours before the next Board meeting.
- (2) Any member of the Board may request that a portion of the minutes be read aloud.
- (3) Any member of the Board may make a motion amending the minutes to correct any mistakes.

**13. COMMUNICATIONS:**

- (1) Communications which are written to the Board, but which do not request an opportunity to speak to the Board, shall be dealt with by the Secretary in the following manner:
  - (a) all communications which relate specifically to a matter already on the agenda of a Board meeting shall be referred by the Secretary, whenever possible, to the Board meeting dealing with that matter;
  - (b) all other communications shall be referred by the Secretary, in consultation with the Chair, to:
    - (i) a regularly scheduled Board meeting along with a recommendation as to the appropriate action to be taken with respect to the correspondence;
    - (ii) a Board committee; or
    - (iii) the police administration.
- (2) Where a communication has been referred directly to a Board committee or to the police administration, the Secretary shall report this action to the Board.
- (3) The Board may change or cancel the referral of any communication to a Board committee or the police administration.
- (4) In order to be referred to the next regularly scheduled Board meeting a communication must be received by the Secretary on or before 5:00 pm of the Friday before the regularly scheduled Board meeting.
- (5) Notwithstanding subsections (1) and (4), the Board may consider any communication.

- (6) Communications requesting an opportunity for a delegation to speak to the Board shall be dealt with in accordance with section 14.

**14. DELEGATIONS:**

- (1) Delegations wishing to speak to the Board, solely on a matter which is already on the agenda of a Board meeting, shall submit a written application to the Secretary outlining the item on the agenda to which they wish to speak before 5:00 p.m. on the day immediately preceding a regularly scheduled Board meeting.
- (2) The Secretary shall refer any application to speak to the Board, solely on a matter which is already on the agenda of a Board meeting, to the Board meeting dealing with that matter, whenever possible.
- (3) Delegations wishing to speak to the Board, on a matter which is not on the agenda of a Board meeting, shall submit a written application to the Secretary outlining concisely the subject matter which the delegation wishes to place before the Board before 5:00 p.m. on the Friday before the next regularly scheduled Board meeting at which the delegation wishes to speak.
- (4) The Secretary shall refer any application to speak to the Board, on a matter which is not already on the agenda of a Board meeting, to:
  - (a) the next regularly scheduled Board meeting; or
  - (b) whenever possible, the regularly scheduled Board meeting at which the delegation requests to speak.
- (5) Each delegation shall be limited to one speaker, except where the Board permits otherwise, and the total time allowed for any one delegation to make its presentation shall be 5 minutes.
- (6) The Secretary may refuse to place any request to speak on the agenda of the Board if subsections (1) and (3) are not followed.

**15. SCANDALOUS, CRIMINAL OR OFFENSIVE COMMUNICATIONS OR DELEGATIONS:**

- (1) Notwithstanding Sections 13 and 14 if, in the opinion of the Secretary, a communication or an application to speak to the Board, is scandalous, criminal or offensive to the accepted rules of addresses to a public body, or contains inappropriate personal information, the Secretary shall refer the matter to a meeting of the Board *in camera* for direction as to its disposition.

**16. COMMUNICATION OR DELEGATIONS AS TO POLICE OPERATIONS:**

- (1) If, in the opinion of the Secretary, a communication or an application to speak to the Board is primarily in relation to police operations, the Secretary shall, in consultation

with the Chair, refer the communication or application to police administration. Such referral shall be reported to the Board. The Board may change or cancel the referral to police administration.

**17. MEMBER'S ENQUIRY:**

- (1) A member of the Board may make an enquiry at any meeting of the Board regarding any matter to:
  - (a) any committee of the Board;
  - (b) the police administration.
- (2) All enquiries must be in writing and delivered to the Secretary.
- (3) The Secretary shall refer all answers to enquiries to a Board meeting.
- (4) The Chair may rule that any enquiry is out of order as not constituting a proper enquiry and refuse to put forward the enquiry.
- (5) Any member of the Board may request further information if they feel the reply to an enquiry is insufficient, but this request must be approved by the Board.

**18. MOTIONS – GENERAL:**

- (1) A motion is properly before the Board once it has been moved by a member and has been accepted by the Chair.
- (2) When a motion is under debate no other motions may be made, except:
  - (a) to refer the motion to a Board committee or the police administration;
  - (b) to amend the motion;
  - (c) to defer the motion to a fixed date;
  - (d) to request that the motion be put to a vote; or
  - (e) to adjourn the meeting.
- (3) Any motions allowed under subsection (1) shall be considered in the order in which they were moved.

**19. MOTION TO DEFER TO A FIXED DATE:**

- (1) If a majority of the Board decides to defer a motion to a fixed date, the motion can not be considered by the Board until the fixed date.
- (2) Notwithstanding subsection (1), the Board may consider a deferred motion before the fixed date if all members of the Board agree that the motion may be considered before that date.

- (3) The only amendment allowed to a motion to defer to a fixed date is to change the date.

**20. REQUEST THAT MOTION BE PUT TO VOTE:**

- (1) A motion requesting that a motion be put to a vote cannot be amended or debated.
- (2) If a motion requesting that a motion be put to a vote is passed by the Board, the original motion shall immediately be put to a vote of the Board without any amendment or debate.
- (3) If a motion requesting that a motion be put to a vote is not passed by the Board, the original question may be amended or debated.

**21. MOTION TO ADJOURN:**

- (1) A motion to adjourn is allowed at any time during a Board meeting, except:
  - (a) when a member of the board is speaking;
  - (b) when the members of the Board are voting on a motion;
  - (c) when it has been requested that a motion be put to a vote;
  - (d) when no other intermediate proceeding has been considered since the last motion to adjourn was made at the meeting.
- (2) A motion to adjourn shall be decided without debate.

**22. MOTION TO AMEND:**

- (1) Any motion may be amended, except:
  - (a) a motion requesting that a motion be put to a vote; or
  - (b) a motion to adjourn the Board meeting.
- (2) A motion to amend a motion shall not:
  - (a) reverse the affirmative or negative intent of the original motion; or
  - (b) substantially change the intent of the original motion.
- (3) Once a motion to amend has been made, the original motion is set aside until the amendment has been decided.
- (4) Any member of the Board may make a motion to amend, but only one amendment to an amendment shall be allowed until the amended motions are voted on by the Board.
- (5) Amendments shall be put to the Board in the reverse order to the order in which they were moved.

**23. MOTIONS CONTRARY TO RULES:**

- (1) The Chair may refuse to put to the Board a motion which is, in the opinion of the Chair, contrary to the rules of the Board.

**24. MOTION TO RESCIND OR RECONSIDER:**

- (1) A motion to rescind or reconsider a resolution or bylaw shall only be considered by the Board if at least one of the following conditions are met:
  - (a) notice has been given of the proposed motion to rescind or reconsider as required by Section 22;
  - (b) by unanimous vote of all members of the Board, the Board agrees to consider a motion to rescind or reconsider; or
  - (c) a Board committee or the police administration recommends that the Board consider a motion to rescind or reconsider.
- (2) A motion to rescind or reconsider a resolution or bylaw shall not be required if more than six months has passed since the resolution or bylaw was considered.
- (3) A motion to rescind or reconsider a resolution shall require at least four votes to pass, regardless of the number of Board members present and voting at the meeting.

**25. WITHDRAWAL OF MOTIONS:**

- (1) The mover of a motion may withdraw it at any time prior to a vote being taken or prior to the motion being amended.

**26. DISTINCT PROPOSITIONS:**

- (1) When a motion under consideration contains distinct propositions, the vote upon each proposition may be taken separately, if requested by a member of the Board.

**27. NOTICE OF MOTION:**

- (1) A motion introducing a new matter shall not be considered by the Board unless notice of the motion has been submitted in writing to the Secretary at a previous regular meeting of the Board. Proper notice of a motion shall consist of submitting a copy of the motion to the Secretary at a regular Board meeting.
- (2) The Board may, by unanimous consent of the members present, waive the requirement for notice.
- (3) All notices of motion received by the Secretary shall be considered at the next regular Board meeting.

**28. MOTIONS ARISING FROM COMMUNICATIONS:**

- (1) For the purposes of this section, “new communication” shall refer to a communication regarding a matter not already on the Board agenda.
- (2) Except as provided in subsections (3) and (4), no motion arising from a new communication to Board shall be considered by the Board until the next regular meeting of the Board.
- (3) The Board may consider a motion arising from a communication to the Board at a current regular meeting of the Board if:
  - (a) it is a motion to accept the information as received;
  - (b) it is a motion to refer the matter to a Board committee or the police administration.
- (4) The Board may, by unanimous consent of the members present, agree to consider any motion at a current regular meeting of the Board.

**29. POINT OF ORDER:**

- (1) When any member of the Board believes that another member of the board has not followed the rules of procedure of the Board, they may ask that the Chair rule on a point of order.
- (2) When a point of order is raised, the member of the Board speaking shall immediately wait until the Chair decides the point of order raised.
- (3) A point of order must be raised immediately at the time the rules of procedure of the Board are breached.
- (4) The member of the Board against whom a point of order is raised may be granted permission by the Chair to explain.
- (5) A point of order is not subject to amendment or debate.

**30. LEGAL ADVICE:**

- (1) Where a majority of the members present at a Board meeting wish to hold a part of the meeting in private to receive legal advice, the Board may adjourn for a period of time sufficient to receive legal advice.

**31. VOTING OF BOARD:**

- (1) A member of the Board attending a Board meeting shall vote at the meeting on a matter before the Board and no abstentions shall be permitted.
- (2) If there is an equal number of votes for and against a motion, the motion is defeated.

**32. VOTING OF CHAIR:**

- (1) The Chair shall vote on all questions.

**33. RECORDED VOTE:**

- (1) Before a vote is taken by the Board, any member of the Board may request that the vote be recorded.
- (2) If a vote is recorded, the minutes must show the names of the members of the Board present and whether each member voted for or against the proposal.

**34. SPEAKING:**

- (1) No member of the Board shall:
  - (a) speak more than once to the same motion, except to explain a material portion of his or her speech which may have been misquoted or misunderstood; or
  - (b) speak for longer than 5 minutes on the same motion.
- (2) Notwithstanding subsection (1), a majority of the members of the Board present may give any member of the Board leave to speak to the same motion more than once or for longer than 5 minutes.
- (3) The member of the Board who has moved the motion under debate may reply once to the speeches given by the other members of the Board regarding the motion.

**35. APPEAL:**

- (1) Any member of the Board may appeal any ruling of the Chair to the whole of the Board.
- (2) A ruling of the Chair must be appealed immediately after the ruling is made or the ruling will be final.

**36. UNFINISHED BUSINESS:**

- (1) Any matters of business which remain on the agenda at the time the Board concludes its meeting shall be put on the agenda of the next regularly scheduled Board meeting.

**37. PERSONS ALLOWED AT BOARD TABLE:**

- (1) In addition to members of the Board, the following persons shall be allowed to sit at the Board table during Board meetings:
  - (a) the Secretary;
  - (b) the Board's legal counsel;
  - (c) the Chief of Police;
  - (d) the Deputy Chiefs of Police;
  - (e) such other members of the police administration as authorized by the Chair;  
and
  - (f) such persons as are permitted by the Chair.
- (2) Unless authorized by the Chair, no person shall be permitted beyond the foot of the Board table.

**38. LEAVING THE MEETING:**

- (1) Every member of the Board who leaves a Board meeting before the meeting is over, whether intending to return to the meeting or not, shall notify the Chair and the Secretary.

**39. SUSPENSION OF RULES:**

- (1) Any or all of the rules contained in this policy may be suspended for any one meeting by a unanimous vote of all the members of the Board present.

<p style="text-align: center;"><b>CHAPTER EIGHT: ORIENTATION AND EDUCATION</b></p>
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**1. BOARD MEMBERS**

On-going training and professional development on matters of governance will be available should the Board's self-assessment determine its desirability.

The Board will report annually (and publicly) on individual member training and training of the Board as a whole.

**2. NEW BOARD MEMBERS**

The Secretary to the Board will provide new Board members with a orientation package on the Board and their roles and responsibilities as Board members. As needed, the Secretary will also provide an orientation session and education program in governance for new Board members.

## **CHAPTER NINE: COMMUNICATIONS**

### **1. NATURE OF COMMUNICATIONS**

The Board should ensure that it communicates effectively, with the Chief, Council, and the public. These communications should focus both on plans and on progress in fulfilling them. Communications should also encompass the tasks and challenges facing the Board and the Service in fulfilling its mandate.

The Board will develop a communications policy and communications plan for annual review.

### **2. DISCLOSURE OF COMMUNICATIONS AMONG BOARD, THE CHIEF, AND STAKEHOLDERS**

The Chair of the Board is the spokesperson for the Board. Formal external communication of Board activities and Board messages is the responsibility of the Chair, with the assistance of the Secretary, through various channels such as speeches, press releases and briefings.

## **CHAPTER TEN: BOARD CONSIDERATIONS**

### **1. INDEMNIFICATION**

Section 16 of *The Interpretation Act, 1995* (see Schedule “C”) provides for indemnification of members of the Board so long as the member acts honestly and in good faith with a view to the best interests of the corporation and had reasonable grounds for believing that his or her conduct was lawful.

Section 16 also provides that a member of the Board is not personally liable for any debt, liability, obligation, act or default of the Board.

It has been clearly established in Saskatchewan that the Board is not vicariously liable, as employer, for the actions of any member of the Police Service, and is not a proper party to be sued in such actions.

The Board will indemnify its members or former members against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, that the member reasonably incurs with respect to any civil, criminal, administrative, investigative or other proceeding in which the member is involved because of his or her membership on the Board, if:

- (a) the member acted honestly and in good faith with a view to the best interests of the Board; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the member had reasonable grounds for believing that the member’s conduct was lawful.

### **2. CONFIDENTIALITY**

Section 27(15) of the *Act* provides that the Board may conduct meetings in private that relate to contract negotiations, personnel, security or any other matter where, in the

Board's opinion, there are privacy issues that require the matter to be dealt with in private.

Confidentiality of Board activities consisting of *in camera* work, committee work, and internal discussions (i.e. discussions among Board members, Chief and staff) should always be respected. Sensitive information in many areas such as human resources, strategic planning and policy could cause damage if inappropriately released to other stakeholders and the public. The frankness of the discussions at Board meetings *in camera* requires that both their nature and their content be kept confidential. This includes the results of any votes taken *in camera* or the positions taken by any individual Board member or other participants in *in camera* sessions.

### **3. INDEPENDENT ADVISORS**

The Board may retain independent advisors as circumstances require.

**Bylaw No. 7531**

**The Saskatoon Board of Police  
Commissioners Bylaw**

**Codified to Bylaw No. 8261  
December 1, 2003**

## **BYLAW NO. 7531**

### **The Saskatoon Board of Police Commissioners Bylaw**

The Council of The City of Saskatoon enacts as follows:

#### **Title**

1. This Bylaw may be cited as "The Saskatoon Board of Police Commissioners Bylaw".

#### **Purpose**

2. The purpose of this Bylaw is to establish a board of police commissioners for The City of Saskatoon and provide for the appointment of its members as required by *The Police Act, 1990*, S.S. 1990, Chapter P-15.01.

#### **Definitions**

3. In this Bylaw:
  - (a) "Act" means *The Police Act, 1990*;
  - (b) "Board" means the Saskatoon Board of Police Commissioners;
  - (c) "City" means The City of Saskatoon;
  - (d) "Council" means the Council of The City of Saskatoon;
  - (e) "Mayor" means the Mayor of The City of Saskatoon.

#### **Establishment of Board**

4. A board of police commissioners for the City to be known as The Saskatoon Board of Police Commissioners is hereby established.

**Responsibilities**

5. The Board shall have the responsibilities set out in the *Act*.

**Membership of Board**

6. The Board shall consist of five members as follows:
  - (a) the Mayor;
  - (b) two members of Council; and,
  - (c) two other persons, other than members of Council, as members at large.

(Effective January 1, 2004 – Bylaw No. 8261)

**Appointment**

7.
  - (1) The members of the Board, other than the Mayor, shall be appointed annually for a term of January 1 to December 31 of the year of appointment.
  - (2) Council may reappoint a member of the Board for a further term.
  - (3) Where a Board member who holds office as a member of Council loses office as a member of Council that Board member also loses office as a Board member.
  - (4) Where a vacancy occurs on the Board, the Council, within one month of the occurrence of the vacancy, shall appoint a person to replace the former Board member for the remaining term of the former Board member.

**Chairperson and Vice-Chairperson**

8. The Board shall appoint one of its members to be Chairperson and another member to be Vice-Chairperson.

### **Illness or Inability to Act**

9. (1) Where a Board member other than the Mayor is ill or otherwise unable to perform his or her duties, Council may appoint a person to act during the illness or inability of that Board member.
- (2) Where the Mayor is ill or otherwise unable to perform his or her duties, the person appointed as presiding officer of Council:
  - (a) shall act instead of the Mayor; and
  - (b) shall fulfil the duties of and may exercise all the powers conferred on the Mayor pursuant to the *Act*.

### **Quorum and Meetings**

10. (1) Three Board members shall constitute a quorum.  
(Effective January 1, 2004 – Bylaw No. 8261)
- (2) The Board shall hold its meetings open to the public, except the Board may meet in camera to consider any of the following matters:
  - (a) contract negotiations;
  - (b) personnel matters;
  - (c) reports and opinions from a solicitor for the Board;
  - (d) reports from the Complaints Investigator; and
  - (e) reports relating to security and to specific police operations which the Board decides should be considered in private.

### **Financial Estimates**

11. (1) On or before the first day of April in each year, the Board shall submit to Council for consideration and approval its estimates of all money required for the current year for the Board and the Saskatoon Police Service.
- (2) Where Council does not approve the estimates, it shall follow the procedure set out in Section 33 of the *Act*.

**Financial Statement**

12. The Board shall submit an annual financial statement to Council.

**Directives**

13. The Board may make directives that are not inconsistent with the *Act* or the regulations made thereunder, setting general policy for the governing and administration of the Saskatoon Police Service.

**Bylaw No. 5728 Repealed**

14. Bylaw No. 5728, "A bylaw of The City of Saskatoon to establish and define the powers and duties of the Saskatoon Board of Police Commissioners", is repealed.

**Coming into Force**

15. This Bylaw comes into force upon its passage.

Read a first time this                      5th                      day of February                      , 1996.

Read a second time this                      5th                      day of February                      , 1996.

Read a third time and passed this                      5th                      day of February                      , 1996.

          "Henry Dayday"            
Mayor

          "Janice Mann"            
City Clerk

“SEAL”

Thursday, February 15, 2001  
at 12 Noon in Committee Room A  
City Hall, Saskatoon, SK.

**MINUTES**

**OPEN TO THE PUBLIC**

**BOARD OF POLICE COMMISSIONERS**

**5. Saskatoon Board of Police Commissioners  
Conflict of Interest Guidelines**

The Secretary noted that the Board, at its meeting held on January 18, 2001 was advised by the City Solicitor that although the Board of Police Commissioners does not have formal conflict of interest guidelines, Board members follow the same procedure as set out for City Council. The Board resolved that the City Solicitor draft formal conflict of interest guidelines for members of the Board of Police Commissioners.

In this regard, the Board received a copy of letter dated February 6, 2001, from Solicitor Warwick submitting proposed Conflict of Interest Guidelines for the Board's consideration as follows:

1. For the purposes of these Conflict of Interest Guidelines "conflict of interest" means any personal or financial interest a member of the Board, a member's spouse or a member's child may have in a matter being considered by the Board and includes any interest which may influence or prejudice a member of the Board in making their decision.
2. When a member of the Board has a conflict of interest in any matter before the Board, the members shall declare that they have an interest and be excused from the meeting and the member shall not vote on the matter.
3. No member of the Board who has a conflict of interest in any matter before the Board shall take part in any discussions, negotiations or decision-making with respect to the matter, or participate in any other way in the Board's consideration of the matter.
4. No member of the Board who has a conflict of interest in any matter before the Board shall attempt in any way, whether before, during or after the meeting, to influence the voting on the matter.

5. The Board recognizes that in addition to the conflict of Interest Guidelines outlined above, Sections 16 and 17 of *The Interpretation Act, 1995*, also apply to it.

Moved by Commissioner Roe, Seconded by Commissioner Heidt,

That the formal Conflict of Interest Guidelines for members of the Saskatoon Board of Police Commissioners be adopted.

Carried.

(10) On the application of an interested person, a court may determine that a person mentioned in subsection (9) is entitled to indemnity from the corporation in accordance with subsection (9).

(11) A corporation may purchase and maintain insurance for the benefit of a person mentioned in subsection (9) against liability for any costs, charges or expenses mentioned in subsection (9) incurred by that person:

(a) in his or her capacity as an officer or director of the corporation, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the corporation; or

(b) in his or her capacity as an officer or director of another body corporate where he or she acts or acted in that capacity at the corporation's request, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the body corporate.

1995, c.I-11.2, s.16; 1998, c.C-45.2, s.476; 1999, c.25, s.3; 2001, c.9, s.8.

#### Conflict of interests

17(1) In this section, "associate", when used to indicate a relationship with any person, means:

(a) a body corporate of which that person beneficially owns, directly or indirectly, more than 10% of any class of voting equity securities of the body corporate that are outstanding at that time;

(b) a partner, other than a limited partner, of that person;

(c) a trust or estate in which that person has a beneficial interest or serves as a trustee or in a capacity similar to a trustee; or

(d) any other person who has the same residence as that person.

(2) An officer or a director of a corporation shall disclose in writing to the corporation, or request to have entered in the minutes of meetings of directors, the nature and extent of his or her interest or his or her associate's interest where the officer or director:

(a) is a party to a material contract or proposed material contract with the corporation; or

(b) is an officer or director of or has a material interest in or is an associate of any person who is a party to a material contract or proposed material contract with the corporation.

(3) A director shall make the disclosure required by subsection (2):

(a) at the meeting at which a proposed material contract is first considered;

(b) if the director or the director's associate was not then interested in a proposed material contract, at the first meeting after the director or the associate becomes interested;

- (c) if the director or the director's associate becomes interested after a material contract is made, at the first meeting after the director or the associate becomes interested; or
  - (d) if a person who is interested in a material contract or whose associate is interested in a material contract later becomes a director, at the first meeting after he or she becomes a director.
- (4) An officer who is not a director shall make the disclosure required by subsection (2):
- (a) immediately after he or she becomes aware that a material contract or proposed material contract is to be considered or has been considered at a meeting of directors;
  - (b) if the officer or the officer's associate becomes interested after a material contract is made, immediately after the officer or the associate becomes interested; or
  - (c) if a person who is interested in a material contract or whose associate is interested in a material contract later becomes an officer, immediately after he or she becomes an officer.
- (5) If a material contract or proposed material contract is one that, in the ordinary course of the corporation's business, would not require approval by the directors, an officer or director shall disclose in writing to the corporation, or request to have entered in the minutes of meetings of directors, the nature and extent of his or her interest or his or her associate's interest immediately after the officer or director becomes aware of the contract or proposed contract.
- (6) No director mentioned in subsection (2) shall vote on any resolution to approve a material contract unless the contract is:
- (a) a contract relating primarily to his or her remuneration as a director of the corporation; or
  - (b) a contract for indemnity or insurance pursuant to subsection 16(9) or (11).
- (7) For the purposes of this section, a general notice to the directors by an officer or director, declaring that he or she or any of his or her associates is an officer or director of or has a material interest in a person and is to be regarded as interested in any contract made with that person, is a sufficient declaration of interest in relation to any contract made with that person.
- (8) A material contract between a corporation and one or more of its officers or directors, or between a corporation and another person of which an officer or director of the corporation is an officer or director or in which he or she has a material interest or which is an associate of an officer or director, is neither void nor voidable by reason only of that relationship or by reason only that a director with an interest in the contract or whose associate has an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors or committee of directors that authorized the contract, if:
- (a) the officer or director disclosed his or her interest in accordance with subsection (3), (4), (5) or (7), as the case may be;
  - (b) the contract was approved by the directors; and
  - (c) the contract was reasonable and fair to the corporation at the time it was approved.

## c. I-11.2

## INTERPRETATION, 1995

**Crown not bound**

14 No enactment binds the Crown or affects the Crown or any of the Crown's rights or prerogatives, except as is mentioned in the enactment.

1995, c.I-11.2, s.14.

**Existing Aboriginal and treaty rights**

14.1 No enactment abrogates or derogates from the existing Aboriginal and treaty rights of the Aboriginal peoples of Canada that are recognized and affirmed by section 35 of the *Constitution Act, 1982*.

1996, c.48, s.2.

**Proclamations**

15(1) If the Lieutenant Governor is authorized to do an act by proclamation, the proclamation shall be issued only pursuant to an order of the Lieutenant Governor in Council.

(2) It is not necessary to mention in a proclamation of the Lieutenant Governor that it is issued pursuant to an order of the Lieutenant Governor in Council.

(3) If a proclamation does not state when it takes effect, the proclamation is deemed to take effect on the day on which it is issued.

(4) Publication of a proclamation may be made by publishing in the Gazette:

(a) the proclamation; or

(b) a notice describing the act done by proclamation and the date the proclamation becomes effective.

(5) A proclamation or notice mentioned in subsection (4) shall be published in the Gazette within:

(a) one month of the date of its issue; or

(b) any greater period that the Attorney General may order.

1995, c.I-11.2, s.15.

## CORPORATIONS

**Corporate rights and powers**

16(1) This section and section 17 apply to a corporation continued or established by or pursuant to an enactment other than *The Business Corporations Act, The Non-profit Corporations Act, 1995, The Co-operatives Act, 1996, The New Generation Co-operatives Act, The Credit Union Act, 1998* or *The Crown Corporations Act, 1993*.

(2) In this section and section 17, "directors" means the persons charged with the management and control of a corporation.

(3) A corporation has perpetual succession and may:

(a) sue and be sued in its corporate name;

(b) contract in its corporate name;

- (c) have a seal and change the seal at pleasure;
  - (d) acquire, hold and dispose of property other than land;
  - (e) regulate its own procedure and business.
- (4) If a corporation has a name consisting of an English form, a French form, an English form and a French form or a combined English and French form, the corporation may use and be designated by that form.
- (5) A majority of members of a corporation has the power to bind the corporation.
- (6) Every officer and director of a corporation, in exercising his or her powers and in performing his or her duties, shall:
- (a) act honestly and in good faith with a view to the best interests of the corporation;
  - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
  - (c) comply with the enactment by or pursuant to which the corporation is governed.
- (7) An officer or director is not liable for a breach of his or her duty pursuant to subsection (6) if he or she relies in good faith on:
- (a) financial statements of the corporation represented to the officer or director by an officer of the corporation or in a written report of the auditor of the corporation to reflect fairly the financial condition of the corporation; or
  - (b) a report of a lawyer, accountant, engineer, appraiser or other person whose position or profession lends credibility to his or her statement.
- (8) No officer or director of a corporation is personally liable for any debt, liability, obligation, act or default of the corporation.
- (9) Except with respect to an action by or on behalf of the corporation to procure a judgment in its favour, a corporation shall indemnify an officer or director of the corporation, a former officer or director of the corporation or a person who acts or acted at the corporation's request as an officer or director of a body corporate of which the corporation is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses reasonably incurred by him or her respecting any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been an officer or director of that corporation or body corporate, if:
- (a) he or she was substantially successful on the merits of his or her defence of the action or proceeding;
  - (b) he or she acted honestly and in good faith with a view to the best interests of the corporation; and
  - (c) he or she had reasonable grounds for believing that his or her conduct was lawful.

Approved by Board of Police Commissioners  
January 11, 2002  
Revised – June 9, 2005

## The Saskatoon Board of Police Commissioners' Policy on Division of Responsibilities between the Board and the Chief

### A. Overall Role Responsibilities

1. The Board is responsible for the delivery of policing services within the municipality, and for:
  - (a) providing general direction, policy and priorities; and
  - (b) developing long-term plans,  
  
for the police service.
2. The Chief is, subject to the general direction of the Board and *The Police Act, 1990*, responsible for:
  - (a) the management, administration and operation of the police service;
  - (b) the maintenance of law and order in the municipality; and
  - (c) the maintenance of discipline within the police service.
3. The Board and Chief, in carrying out their respective roles and responsibilities, will foster a collaborative, open, and mutually respectful relationship to ensure the optimum delivery of policing services in Saskatoon.
4. The Chair, or in the absence of the Chair, the Vice Chair, acting on the direction of the Board may give directions to the Chief, but not to other members of the Saskatoon Police Service, and no individual member of the Board, including the Chair, shall give orders or directions to any member of the Saskatoon Police Service.
5. The Board shall not direct the Chief with respect to specific operational decisions, or with respect to the day-to-day operation of the Saskatoon Police Service.

**B. Communications**

1. The Chief undertakes to report to Board meetings in a timely fashion on all such matters as are necessary to ensure that the Board has the information it needs to fulfill its responsibilities.
2. All reports intended for inclusion on the Board's agenda for its regular meetings shall be in the form and manner as prescribed by the Board from time to time.
3. Should the Chief consider it desirable to provide the Board with information between meetings, such information will be sent directly by the Chief to the Board corporate secretary, who will be responsible to distribute the information to all Board members. When exigent circumstances necessitate information be provided to the Board immediately, the Chief will pass the information verbally to the Chair or, in the absence of the Chair, to the Vice-Chair. The Chair or Vice-Chair who has received the information will be responsible to ensure that the other Board members are notified, if appropriate.
4. All communications and requests by the Board to the Chief will, except in unusual circumstances, be through the regular procedures of Board meetings.
5. The Board Chair, or in the absence of the Chair, the Vice-Chair, will be responsible for communications with the media on all matters within the Board's mandate, and the Chief will be responsible for communications with the media on all matters within his/her mandate. The Board and the Chief agree to advise each other of media communications (whenever possible) in advance, and to coordinate their responses (through the Chief and the Chair) whenever possible or appropriate.

**C. Personnel**

1. For greater clarity, the Board is the employer for the purposes of *The Trade Union Act* and the Saskatchewan Human Rights Code; and the Chief is the Board's agent.
2. The Board is responsible to ensure the staffing of the Saskatoon Police Service is adequate to deliver policing service within the municipality. The Chief appoints the individuals who fill those positions and assigns their duties. The Board and Chief will work together to determine the appropriate staffing levels.

3. Subject to *The Municipal Police Recruiting Regulations*, the Board sets general direction, policy and priorities on hiring practices. The Chief implements overall policy and direction by establishing the specifics of hiring procedures.
4. The Chief has exclusive control of discipline (including termination) of all police personnel. The Board has no involvement. The Chief's discipline of CUPE personnel is subject to grievance to the Board. The Chief will report to the Board on the outcome of all disciplinary matters.

#### **D. Financial Matters**

##### *1. Contracts*

All police property is owned by the Saskatoon Board of Police Commissioners.

All contracts for purchase or sale of items or services must be individually approved by Board resolution, except for those which have been delegated to the Chief by the Board. The Chief may, in turn, delegate any matters which are delegated to him/her.

The Board delegates the following matters to the Chief:

- (a) all routine purchases or sale of goods and services which are within the approved budget, provided that The City of Saskatoon Purchase of Goods, Services and Work Policy has been followed and the purchase is not disputed;
- (b) all routine purchases on approved capital budget items provided that they are within budget, that The City of Saskatoon Goods, Services and Work Policy is followed, and that the matter is not disputed. (The Chief shall report to the Board semi-annually the Capital Budget items purchased or sold and contracts awarded by him/her which are over \$25,000.) (The Chief may authorize capital project over expenditures of up to \$25,000 provided that the scope of the project has not changed. All such over expenditures are to be reported to the Board);
- (c) all operational contracts for service provided they have no negative budget impact; and

- (d) all renewals of funding agreements which do not have an impact on program levels or service delivery.

2. *Budget*

The Board has final responsibility for the establishment of the annual budget proposal to City Council and final accountability to City Council for the expenditure of the monies granted.

The budget proposal shall be established in accordance with the general direction and long-term plans of the Board and in accordance with the Chief's requirement to ensure adequate law enforcement within the City.

The Board, in consultation with the Chief, shall establish budget reporting procedures which provide the Board with sufficient information to fulfill its responsibility of ultimate accountability to Council.

3. *Audits*

The Board, in consultation with the Chief, shall establish such auditing services and schedules, as may be necessary, to ensure that the Chief has the information which he/she needs to fulfill their operational mandate, and the Board has the information it needs to fulfill its oversight mandate.

**E. Commencement and Settlement of Lawsuits**

1. Lawsuits on behalf of the Saskatoon Board of Police Commissioners and unfair labour practice applications can only be commenced by authorization of the Board.
2. Lawsuits on behalf of the Chief can be commenced by the Chief but only on the understanding that the Board has no financial obligation regarding the lawsuit unless it has been previously negotiated with the Chief, or is specially authorized by the Board.
3. The Board retains the right, subject to *The Police Act, 1990*, the Chief's contract of employment and the Executive Officers and Police Association contracts to have the carriage of any action against any member of the Saskatoon Police Service for which it is required to pay, including settlement of the matter.