



City of
Saskatoon

ORIENTATION AND REFERENCE MANUAL ADVISORY COMMITTEES

CITY CLERK'S OFFICE

Revised – December 2020

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MESSAGE FROM THE CITY CLERK

ORIENTATION AND REFERENCE MANUAL ADVISORY COMMITTEES

Each year City Council appoints citizens of Saskatoon to its advisory committees. These Committees play an important part in civic governance by providing representation from a broad spectrum of the community to assist City Council in its policy-making role.

The purpose of this booklet is to familiarize you with the procedures of advisory committees and the environment in which they operate. In addition to a broad overview of general responsibilities and processes, each of the Terms of Reference for the Advisory Committees are included. I hope this information will provide members with a strong foundation to create a positive experience in serving on an advisory committee.

Joanne Sproule
City Clerk

GENERAL INFORMATION

Agendas - Distributed electronically on the Wednesday prior to the week of the meeting.

In light of public health and safety concerns due to the spread of COVID-19, all Advisory Committee meetings are currently held remotely. Much of the information that follows in this section will be applicable only once in-person meetings are permitted within City Hall.

Meeting Rooms - There are three Committee Rooms in City Hall. Committee Rooms A and B are on the Second Floor, North Wing. Committee Room E is located in the basement of the South Wing, with entrance off of 4th Avenue North. All rooms are accessible. Meetings will typically be held in Committee Room E in order to facilitate live-streaming of the meeting. Your agenda will outline where meeting is held.

Refreshments - Refreshments and/or lunch is provided for most meetings. Since the meetings are public, Committee members are asked to come a few minutes prior to the meeting to have lunch and please use their discretion when eating during a meeting.

Services Provided to Members

Committee members shall serve without remuneration.

The City will make every effort to ensure that there are no barriers to public participation. Any requests for services not listed below will be considered on a case-by-case basis.

Childcare Expenses

Citizen members will be reimbursed for childcare expenses for all Committee meetings attended upon submission of a receipt to the City Clerk's Office.

Parking Permits or Bus Tickets

Citizen members can be provided with temporary parking permits or bus tickets for attendance at Committee meetings. The temporary parking permit will enable the member to park free of charge in any metered spot, subject to any other regulations which are posted. The temporary parking permit is to be used for Committee meetings only. Committee members are prohibited to park anywhere on the block surrounding City Hall, on 3rd Avenue across from City Hall, on 24th Street across from City Hall, on 23rd Street across from City Hall and mid-block between 4th Avenue and 5th Avenue, on 4th Avenue across from City Hall, or the Sturdy Stone parkade. A map of the restricted parking around City Hall is attached as APPENDIX D.

Hearing Assistance

Committee Rooms A and E have been equipped with systems to enhance sound. Should members require an interpreter, the City Clerk's Office will arrange for same, through the Saskatchewan Deaf and Hard of Hearing Services, and will cover the costs.

Visual Assistance

Arrangements have been made with the Saskatoon Library to utilize the JAWS (Job Access with Speech) system as required. This can be facilitated through the City Clerk's Office.

MUNICIPAL STRUCTURE AND AUTHORITY

The City of Saskatoon is a corporate body and obtains its powers from provincial legislation, called enabling legislation, as do all municipalities in Canada. These powers are limited to only those granted by the Provincial Government, and are exercised on behalf of the citizens of Saskatoon by an elected City Council.

Effective January 1, 2003, the City of Saskatoon enabling legislation is *The Cities Act*. This legislation gives all cities in the Province general powers, called areas of jurisdiction for bylaws and natural person powers for administrative matters. The Act also lists the things which a City is not allowed to do. The Act is based on the concept that elected municipal Councils should be primarily answerable to their electorate, and not to an individual Minister or Provincial Department. This provides Councils with the flexibility to deal with unique issues which arise in their communities.

The Cities Act gives Councils the right to delegate decision-making authority to the Administration and Committees, subject to the limitations prescribed in the Act.

City Council, comprised of the Mayor and ten Councillors, decides what programs will be delivered, the level of service, and the allocation of human and financial resources. The Administration's role is to carry out the policy and directions set by City Council.

Attached, as APPENDIX A, is the reporting structure for Advisory Committees.

HOW POLICY IS MADE

Policy is a principle or a plan of a government that is used to guide social, economic and physical development in our community. Programs are the specific initiatives developed to achieve the policy goals. City Council sets policy and the Administration establishes the programs necessary to carry out the policy.

It's confusing sometimes to differentiate between "policy matters" and "administrative matters". The boundary between them often gets blurred. The following example may be helpful:

The determination of the level of service regarding public swimming is a policy issue for Council to decide. It is then up to the Administration to provide these services in accordance with the policy set by Council. Council does not get involved in decisions such as how many lifeguards there should be, or how many times a program should be offered.

City Council gets its ideas for policy amendments or new policies from various sources:

- Council Members
- Standing Policy Committees
- Citizens
- Advisory Committees
- Administration

Once the appropriate review has been done in one of the Standing Policy Committees, with input from the Administration and other affected bodies, a report is prepared and submitted to City Council for the final decision.

ROLE OF THE ADVISORY COMMITTEE

How are Advisory Committees established and what is their purpose?

City Council has established a number of Advisory Committees pursuant to *The Cities Act* and Part V of *The Procedures and Committees Bylaw No. 9170*. There are five Advisory Committees: Diversity, Equity and Inclusion Advisory Committee, Municipal Heritage Advisory Committee, Public Art Advisory Committee, Saskatoon Accessibility Advisory Committee and Saskatoon Environmental Advisory Committee. The Terms of Reference for each are attached to this manual as APPENDIX E.

Advisory Committees are made up of volunteer members of the public and stakeholder organizations appointed by City Council. They are to provide unbiased policy advice to municipal government on a range of municipal issues and processes within the mandate of the respective Committees. Advocacy or the championing of a particular issue is generally not the purpose of an Advisory Committee.

Each of the City of Saskatoon Advisory Committees provide advice to Council, through a Standing Policy Committee on policy matters related to that Committee's mandate. Just as City Council does not get involved in the day-to-day operations of the Administration, the Advisory Committees do not address administrative matters but focus on higher-level policy issues.

Advisory Committees have a secondary role to provide education and awareness programs on issues relating to their mandate. In this case, a budget must be approved by City Council and the Administration must be consulted to ensure that there is no duplication of services and that the initiative supports the mandate of the Committee.

As part of a Committee's education and awareness component, there may be opportunities to participate with other organizations in events that are happening in the community. This would involve participation by Advisory Committee members on the planning committees for these events and could include co-sponsoring such an event, provided that it relates to the mandate of the Committee.

Where does an Advisory Committee get its work from?

City Council

City Council may refer matters to an Advisory Committee for feedback or for information. The Advisory Committee is also welcome to submit comments and/or request to speak to City Council on any matter within its mandate that is before City Council.

Standing Policy Committees (SPCs)

The SPCs may also refer matters to an Advisory Committee for feedback or for the Advisory Committee's information. The Advisory Committee is also welcome to submit comments and/or request to speak to a SPC on any matter within its mandate that is on the agenda.

Citizens or Other Groups

From time to time a citizen or groups will write to an Advisory Committee commenting or requesting to speak to the Advisory Committee. Communications to an Advisory Committee shall be forwarded to the appropriate SPC for consideration and referral to the Advisory Committee, unless the comment or request to speak relates to a matter already on the Advisory Committee's agenda.

Advisory Committees

Advisory Committees are advisory to City Council and each Advisory Committee reports to City Council through a specified Standing Policy Committee. (Please see Appendix "A".) Advisory Committees bring their reports and recommendations to the appropriate Standing Policy Committee for consideration and deliberation. Delegations from the Advisory Committees are heard by the Standing Policy Committees and by City Council.

The Administration acts as a resource for Advisory Committees. Advisory Committees do not direct the work of the Administration. (Please see "Role of the Non-Voting Resource Members" section in this manual.) If the Advisory Committee requires resources not appointed to the Committee or if the Advisory Committee requires a written report from the Administration, the request should be forwarded to the appropriate SPC for a decision.

Advisory Committees will develop a work plan early in each year identifying anything within its mandate it wants to achieve. Examples of work an Advisory Committee may want to consider is reviewing any policies or bylaws relevant to its mandate, the development of potential education campaigns or materials, reviewing matters currently under consideration by City Council and providing policy advice where warranted.

Subcommittees and Working Groups

An Advisory Committee may form subcommittees and working groups within its membership as may be necessary to address specific issues within its mandate. Subcommittees shall draw upon voting members of the Committee and the Chair of the subcommittee shall be a voting member. Issues identified outside of the Committee's mandate may be the subject of an ad hoc committee established by the SPC.

Annual Reporting and Work Plan Development

Each Advisory Committee shall submit an annual report, in the prescribed form [See APPENDIX B], outlining the previous year's accomplishments and a work plan for the upcoming year, to City Council through the appropriate SPC. The annual report is intended to update City Council on progress goals and initiatives, and to provide an update on any outstanding issues or recommendations within its mandate. This report shall be submitted by March 31 and serve to demonstrate how the Committee remains relevant and current. In considering the report, Council will determine whether it requires continuation of the Committee or any changes to the mandate or membership.

Advisory Committees shall also report on major initiatives or matters referred by either Council or the SPC.

ROLE OF THE CHAIR AND VICE CHAIR

The Chair and Vice Chair are elected by the voting members of the Committee at its organizational meeting held in January. Usually the Chair is the Committee's most experienced and knowledgeable member and, as such, the Committee can benefit from their knowledge.

The Chair, assisted by the Committee Assistant, is responsible for the proper conduct of all meetings in accordance with *The Procedures and Committees Bylaw* and follows the agenda. The Chair ensures that debate on issues is confined to members of the Committee and relates to the item under discussion. They will encourage input from all members of the Advisory Committee. The Chair ensures that questions to members of the public do not become debates.

In enforcing the rules, it is necessary that the Chair exercise tact and common sense – procedural deviations/ variations are minor as long as no one's rights are being infringed upon and the progress of the meeting isn't harmed. The main thing is to make sure that nobody is being prevented from exercising their right to be heard and that the will of the majority is carried out. The Committee Assistant is knowledgeable in procedural matters and will assist the Chair in carrying out these duties.

The Chair is allowed to participate in the debate, although care should be taken to debate under the same rules that apply to others, so as not to be seen as abusing the power of the Chair.

The Chair votes on all matters. The Chair may have to prompt motions if nothing is coming forward from the Committee members. The Chair can state the motion that needs to be made and invite someone to propose it.

The Chair, unless another member is selected by the Advisory Committee, is the only Committee member authorized to speak to the media or at SPC or Council. Communications shall be made on behalf of the Committee and convey the Committee's message, not personal opinion.

As outlined in each of the Advisory Committee's Terms of Reference, the Chair shall mentor and serve as a role model to the youth member of the Committee.

The Chair is also responsible for advising the City Clerk's Office in writing of a member's resignation or absence from three consecutive meetings and any breach of the Code of Conduct by a member.

The Vice Chair carries out the duties of the Chair when they are not able to.

ROLE AND CONDUCT OF ADVISORY COMMITTEE MEMBERS

City Council has appointed you as a member of the Advisory Committees to play an important part in civic governance by providing representation from a broad spectrum of the community to assist City Council in its policy-making role.

Committee members are expected to familiarize themselves with the applicable Terms of Reference and shall participate in the orientation session. They must attend meetings regularly and actively participate in same. The agenda should be reviewed along with any materials in advance of the meeting.

During meetings, members must wait to be recognized by the Chair before speaking, speak through the Chair, and maintain appropriate decorum and language in accordance with *The Procedures and Committees Bylaw*.

When a Committee member is addressing the Chair, all other Committee members shall remain quiet, refrain from interrupting the speaker, and refrain from carrying on a private conversation in such a manner that disturbs the speaker.

Committee members who have been appointed as representatives of a particular body or agency are expected to report back to that body or agency regarding the activities of the Committee and, where appropriate, to bring to the Committee the views of the agency they represent.

Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees

Please refer to Policy C01-003, which includes the Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees and provides further details of the requirements for members. Members will be required to sign an acknowledgement that the Code of Conduct has been received and the member agrees to comply. The Policy is included as Appendix F. The City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees will be provided to you electronically for acknowledgement of compliance.

The Code of Conduct provides guidance to Committee members on the conduct required by law or expected of them in the fulfilment of their duties as members of an Advisory Committee. The Code is not intended to be exhaustive. If issues outside the explicit rules should arise, they should be addressed in accordance with the general principles set out in the document, or through the exercise of sound business and ethical judgment. The Code does not override the requirements of the law, and if there is any inconsistency between them and any applicable law, the applicable law governs.

Committee members shall act honestly and in good faith in exercising the duties of their office to the best of their abilities. In doing so, a number of specific principles are applicable:

Corporate Opportunities

Members must not take personal advantage of, or divert to their own benefit, commercial opportunities they learn about in the course of carrying out their duties as a member.

A member must not engage in any financial transactions, contracts, or private arrangements for personal profit, which accrue from or are based upon the member's position or authority, or upon confidential or non-public information the member gains by reason of such position or authority.

Confidentiality

Some Committees may receive confidential information in the course of their duties. It is expected that confidentiality be respected by all Committee members.

Conflict of Interest

A member is required to declare a conflict of interest whenever the Committee is discussing a matter that has financial implications for the member or group/organization that the member represents. It also includes if the member knows or ought reasonably to know that in the making of the decision there is an opportunity to further his/her private interests or the private interests of a closely connected person.

The member shall not participate in debate or vote on the matter, but shall leave the meeting during discussion of the matter, and the Committee Assistant will so indicate in the minutes. The member shall not attempt in any way before, during or after the meeting, to influence the voting on the matter.

Anti-Harassment Policy

City Council has adopted a City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees which is appended to Policy C01-003. It is to ensure a respectful working environment free of harassment, including sexual, sexual orientation, racial, religious, verbal or physical harassment.

Preferential Treatment

Members must not act in their official role to assist organizations or persons in their dealings with the Committee or The City of Saskatoon if this may result in preferential treatment to that organization or person.

Resources or City of Saskatoon Property

Members must not use Committee resources or services or City of Saskatoon property to pursue their private interests or the interests of a closely connected person.

Gifts, Benefits and Entertainment

Members must not solicit or accept benefits, entertainment or gifts in exchange for, or as a condition of the exercise of their duties or as an inducement for performing an act associated with the member's duties or responsibilities for the Committee.

Remuneration

There is no remuneration paid to a member and a member shall not accept remuneration from any source for services rendered.

ROLE OF THE NON-VOTING RESOURCE MEMBERS

Council Member

City Council appoints one Councillor to each of the Advisory Committees as a non-voting resource member. The appointed Councillor acts as a liaison to the Committee by providing information when appropriate on Council's initiatives within the Committee's mandate.

City's Administration

Representatives of the City's Administration that are expected to attend Advisory Committee meetings are outlined in each of the Terms of Reference. Appointments are at the discretion of the General Manager of the Departments specifically outlined in the Terms of Reference.

The Administration are appointed as non-voting resource members. They will respond to questions and provide verbal information for matters being considered by the Advisory Committee. Verbal reports regarding specific issues may be provided but will be identified with the City Clerk's Office in advance of the meeting so they may be listed on the agenda; however, verbal updates should not carry the agenda. The Administration may occasionally engage with an Advisory Committee on an initiative. However, any direction to the Administration to work or report on a matter must come from Council or the appropriate SPC.

Advisory Committees are not "working groups" for the Administration. To distinguish between the two, a working group meets with the Administration and the Administration brings forward to Council the recommendations of the working group. Advisory Committees are advisory to Council and bring forward independent recommendations to City Council through the appropriate Standing Policy Committee.

When reports and recommendations are initiated by Advisory Committees, the Administration will inform the General Manager assigned to the SPC to ensure the Administration is in a position to address the matters, if necessary, when they are before the SPC.

MEETING RULES AND PROCEDURES

City Council and all of its committees are operated in accordance with *The Procedures and Committees Bylaw* which has been drafted in accordance with the provisions of *The Cities Act* and basic principles of parliamentary procedure.

Parliamentary procedure is not meant to be restrictive or prevent free expression of opinion, but to serve as a protection of the rights of all - the majority, the minority, individual and absent members, and the public. The purpose of parliamentary procedure is to expedite business, maintain order, ensure justice and make sure that the will of the body is accomplished properly and fairly. The rules are designed to help, not hinder, the process. The City Clerk's Office is responsible to City Council for ensuring that the business of each of Council's Committees is conducted accordingly.

The following are the procedures which relate to Advisory Committees:

Agendas (Order of Business)

Agendas for meetings are prepared by the Committee Assistant, usually in consultation with the Chair. Preparing an agenda in advance provides transparency for the Committee member. The public and Committee members will know ahead of time what will be discussed. Distribution typically occurs no later than 4:00 p.m. on the Wednesday of the week immediately preceding the Committee meeting.

An agenda template is followed and adjusted as necessary depending on matters that are up for discussion. The agenda template is attached as APPENDIX C.

Minutes

The City Clerk's Office prepares minutes which includes background and context for the benefit of future researchers, as well as an indication of the topic of discussion, particularly when a presentation is made by the public. The minutes are a record of what the Committee did at a meeting, and not a record of what individual members said.

Minutes have a collective, not a personal, focus. What individuals said is less significant than the precise wording of proposals and the decisions made by the group, and no member has the inherent right to have his or her comments on the record.

The minutes are distributed at least 48 hours before the next meeting to the Committee. Any Committee member may make a motion amending the minutes to correct any errors or omissions.

Commencement of Meeting and Quorum

The Chair shall take the chair and commence the meeting at the time specified for the meeting and as soon as quorum is present. Quorum requires that a majority of voting members are in attendance. Until meetings are able to be held in person, meetings held via teleconference will begin with the Chair confirming those in attendance by asking members to verbally acknowledge they are present.

If quorum is not present within 15 minutes of the time specified for the meeting, the meeting shall stand adjourned until the next regularly scheduled meeting. No business whatsoever will be conducted in the absence of a quorum. If the Committee loses its quorum during the meeting, the meeting will be adjourned.

Special Meetings

A special meeting may be called whenever requested to do so in writing by the Chair or by a majority of the Committee members. There is a requirement for the City Clerk's Office to provide 24 hours' notice of any special meeting.

Motions and Debate

Motions do not need to be seconded except to reconsider or rescind.

There shall be no limit to the number of times a member may speak to a question.

A motion requesting that a motion be put to a vote is not allowed.

Informal discussion of a subject shall be permitted when no motion has been made.

Voting

Every member of the Committee in attendance, including the Chair, must vote on every issue, unless excused due to a conflict of interest. If a member does not vote in the affirmative, then it is assumed that he or she is voting in the negative. If a Committee member abstains from voting, the Committee member is deemed to have voted in the negative.

There is no need, particularly for routine matters, that voting be a formal, drawn-out process. However, a vote is still required even though it may be apparent from the discussion that there is consensus.

Recorded votes are not done at Advisory Committees unless there is a request from a Committee member to do so.

Public/In Camera

City Council has determined that all meetings of Advisory Committees are to be held in public, with the exception of those which deal with matters that are deemed to be confidential under *The Local Authority Freedom of Information and Protection of Privacy Act*. There are virtually no items which Advisory Committees deal with which fit these criteria.

Meetings held by email for Advisory Committees (~~email and/or teleconference~~) are not permitted. Email meetings are not transparent as there is no opportunity for public input.

Communications

Communications to an Advisory Committee shall be forwarded to the appropriate SPC for consideration and referral to the Advisory Committee, unless the comment or request to speak relates to a matter already on the Advisory Committee's agenda.

Budget

All Committees have a budget, which is administered by the City Clerk's Office, and covers items such as photocopying and refreshments. In addition, most Committees have a programming budget for undertaking initiatives within their mandate.

Each year's programming budget is prepared the previous spring and Committees are asked for their budget proposal. The budget proposal is submitted to the SPC to which the Advisory Committee reports for review, and onward submission to the Administration for placement in Preliminary Budget documents for approval by City Council. The Preliminary Budgets are reviewed by City Council in late November.

If Advisory Committees are under budget at the end of the year, unused funds are returned to the City. The Committee will not be penalized in the next year for not using its entire previous budget.

Conferences

Members of Advisory Committees may attend conferences provided funds have been provided for in the City's approved Operating Budget, attendance is approved by the Committee, and the conference will be of direct benefit to the City of Saskatoon.

Conference attendees must abide by the same rules as civic employees regarding reimbursement of expenses. The Committee Assistant will provide this information.

ROLE OF THE CITY CLERK'S OFFICE

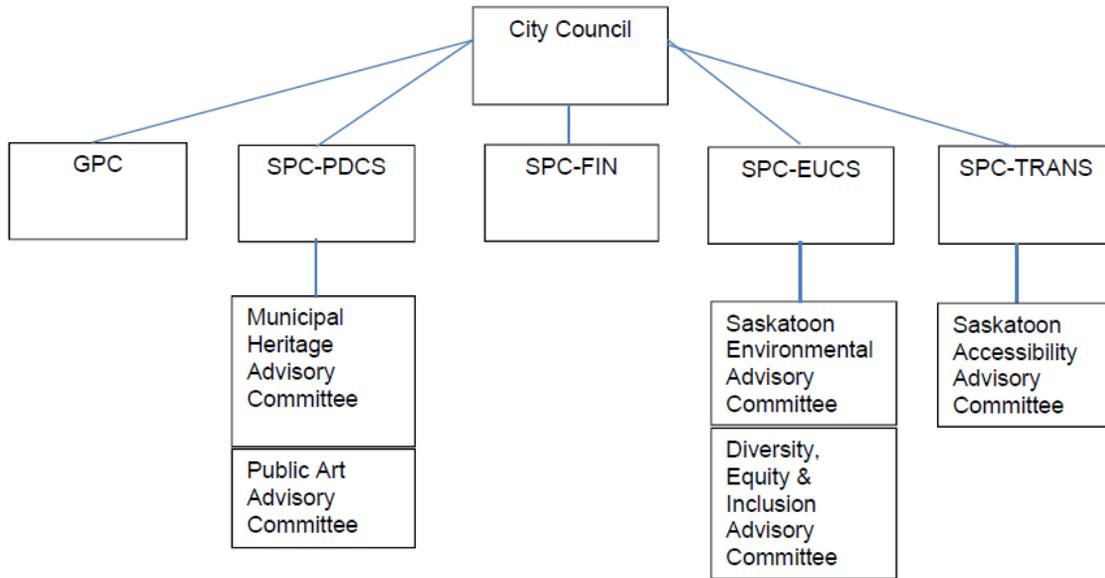
The City Clerk's Office provides administrative support to each meeting of the Advisory Committee, typically by way of a Committee Assistant.

The Committee Assistant prepares the agendas in consultation with the Chair, attends each meeting of the Advisory Committee, records the minutes, and aids in the preparation of correspondence from the Committee, the annual reporting and other administrative support such as paying invoices and liaising with the Administration. The Committee Assistant also assists the Chair in their duties, when requested, particularly relating to meeting procedure.

The Committee Assistant represents the City Clerk on all procedural matters. Advisory Committees are expected to follow any procedural advice or directive of the Committee Assistant.

APPENDIX A

Reporting Structure for Advisory Committees



APPENDIX B

ANNUAL REPORT AND WORK PLAN TEMPLATE

[Date of Report]

Secretary, [insert SPC advisory committee reports to]

**Re: [past year] Annual Report and [current year] Work Plan – [insert name of advisory committee]
(File No. CK. _____)**

The mandate of the _____ (the Committee) is to provide advice on matters relating to _____. The Committee provides guidance on a variety of topics including:

- List topics

Committee Membership

Membership on the Committee for the year [past year] was as follows:

- List members

The [current year] membership on the Committee is as follows:

- List members

Work Plan Goals and Accomplishments

The work plan goals of the Committee in [year] were as follows. Under each goal, a summary of the accomplishments of the Committee is provided. In addition, Appendix 1 provides a summary of key topics and resolutions by meeting, and Appendix 2 provides a summary of [year] expenditures.

In addition, the following were also completed by the Committee:

[Insert any additional matters the committee wishes to report on.]

[past year] Reports and Communications

Matters Referred by SPC or City Council

1. Subject – Referring Body

Reports/Recommendations Submitted to City Council:

1. Subject – Date submitted

Reports/Recommendations Submitted to the Standing Policy Committee on _____:

1. Subject – Date submitted

Reports/Recommendations Submitted to the Governance and Priority Committee:

1. Subject – Date submitted

Communication by Committee Representatives (Chair, Vice-Chair, or designate) to the local media:

1. Matter Communicated – Date

Work Plan for [current year]

In [current year], Committee will:

- List

ATTACHMENTS

1. Appendix 1 – [past year] Meeting Summary
2. Appendix 2 – [past year] Expenditures

Yours truly,

[Insert name of Chair]

Chair

[Insert Committee]

Appendix 1 – [Year] Meeting Summary – Key Topics and Resolutions

Meeting	Summary – Key Topics and Resolutions
January	
February	
March	
April	
May	
June	
September	
October	
November	

Appendix 2 – [Year] Expenditure

Date	Description	Amount
	Total	

APPENDIX C

AGENDA TEMPLATE [ADVISORY COMMITTEE NAME]

[Date of meeting] [start – end time]
[Location]

1. CALL TO ORDER

The Chair will call the meeting order once quorum is determined.

2. CONFIRMATION OF AGENDA

A motion is required to confirm the agenda as presented, or as amended.

3. DECLARATION OF CONFLICT OF INTEREST

Members can declare any conflict of interest on any matter that is on the agenda and provide a reason. If a member is late to a meeting, the Chair should determine with that member if they wish to declare conflict on any remaining matters.

If a member declares conflict he/she must excuse themselves from discussion and voting on the matter and leave the room.

If a member is absent from a meeting where they have conflict of interest on an item, they shall declare it at the next regular scheduled meeting.

4. ADOPTION OF MINUTES

The Chair will ask if there are any errors or omissions in the minutes and will call for a motion that the minutes be adopted as presented or amended.

5. UNFINISHED BUSINESS

This is where any matters that were on a previous agenda did not get addressed. They should be addressed under Unfinished Business to ensure they don't get delayed again. This would also be where a matter would be added if it was deferred from a previous meeting.

6. VERBAL UPDATES

This is a standing item on the agenda but updates do not carry an agenda.

6.1 REPORT OF THE CHAIR

This is opportunity for the Chair to provide a verbal update on his/her activities since the last meeting.

An example of what the Chair could report on is if they provided information to the media on a certain matter. Another example might be if they presented to Council or Committee just provide a brief report on how it went.

6.2 COMMITTEE OR RESOURCE MEMBER UPDATE

To provide an opportunity for a Committee or resource member to update on issues, trends, events, etc. that pertain to the Committee's mandate.

These must be reported to the City Clerk's Office prior to the agenda being released.

7. REFERRALS FROM COUNCIL OR COMMITTEE

This is where items would be placed that are referred to the Advisory Committee from Council or SPC.

8. WORK PLAN CONSIDERATION

In accordance with the Committee's Terms of Reference, it shall submit an annual report outlining the previous year's accomplishments and a work plan for the upcoming year.

At the first meeting, the Committee should begin to consider preparing the Annual Report in the prescribed form, which will include the upcoming year's work plan.

8.1 WORK PLAN AND REFERRALS TO STANDING POLICY COMMITTEE

This is a standing item on the agenda for the Committee, and/or any subcommittees, to provide updates regarding items on its work plan and any matters being referred to the Standing Policy Committee for consideration.

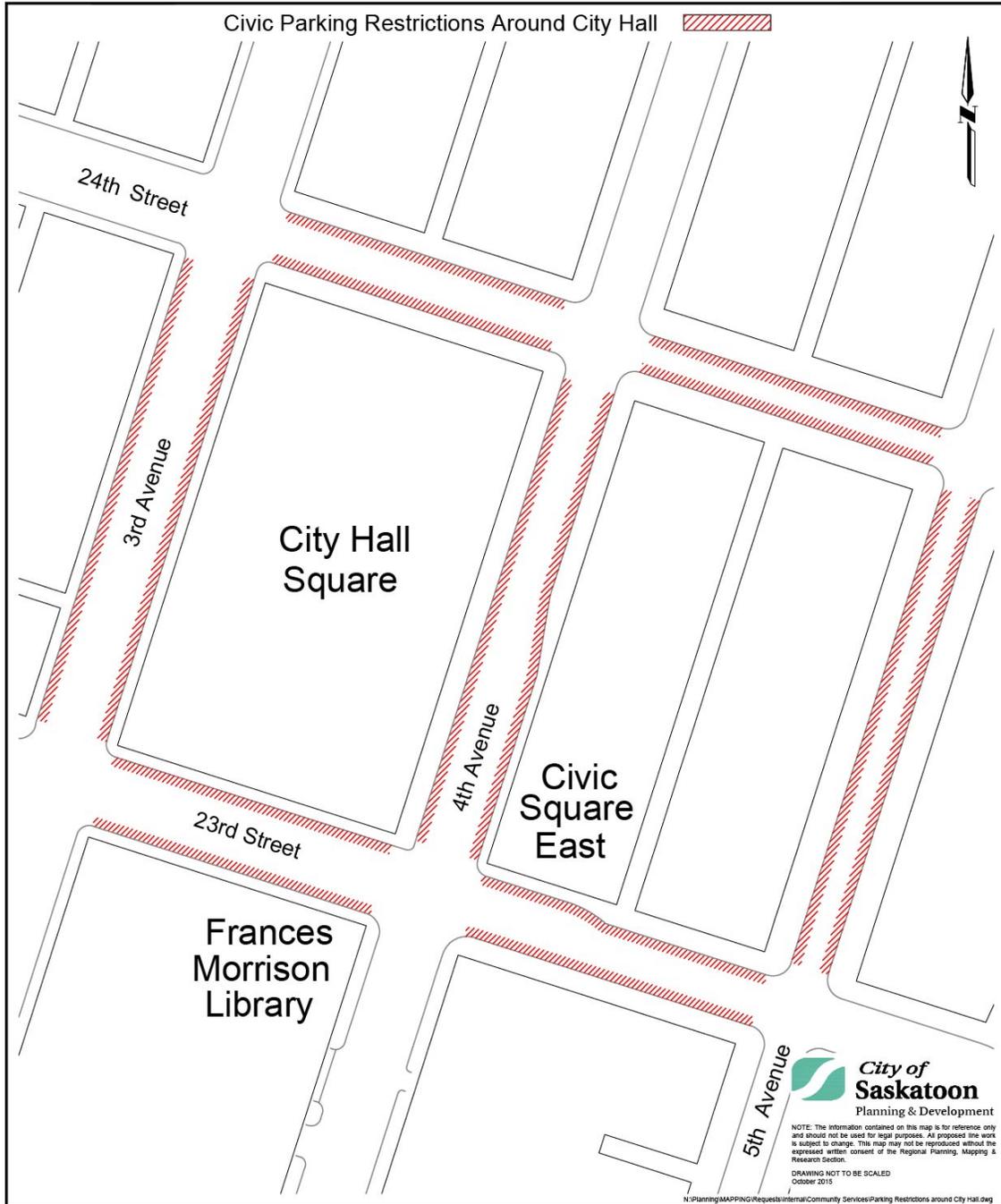
9. BUDGET - STATEMENT OF EXPENDITURES FOR [CURRENT YEAR]

The Committee Assistant will provide a spreadsheet containing budgetary figures that the Committee can work with throughout the year. This is a standing item on the agenda. All expenditures must be approved by the Committee and reported publicly.

10. ADJOURNMENT

Once the order of business has been completed the meeting will be adjourned.

APPENDIX D



APPENDIX E

Terms of Reference for Advisory Committees:

1. Diversity, Equity & Inclusion Advisory Committee
2. Municipal Heritage Advisory Committee
3. Public Art Advisory Committee
4. Saskatoon Accessibility Advisory Committee
5. Saskatoon Environmental Advisory Committee

APPENDIX F

[Policy C01-003 Appointments to Civic Boards, Commissions, Authorities, and Committees](#)

CITY OF SASKATOON COUNCIL POLICY

NUMBER
C01-003

POLICY TITLE <i>Appointments to Civic Boards, Commissions, Authorities, and Committees</i>	ADOPTED BY: <i>City Council</i>	EFFECTIVE DATE <i>April 17, 1978</i>
		UPDATED TO <i>February 10, 2014</i>
ORIGIN/AUTHORITY <i>Committee on Committees Report No. 3-1978; Legislation and Finance Committee Reports 25-1981 and 3-1984; Committee of the Whole Report No. 4-1993; Legislative Report No. 15-2006; and Executive Committee Reports 5-1997, 14-1998, 13-2002, 1-2006, 13-2007, 1-2010 and 2-2014</i>	CITY FILE NO. <i>CK. 225-1</i>	PAGE NUMBER <i>1 of 7</i>

1. PURPOSE

To ensure the impartiality and accountability of Boards, Commissions, Authorities and Committees under the jurisdiction of the Corporation of the City of Saskatoon.

2. GENERAL POLICY

All appointments to Boards, Commissions, Authorities and Committees under the jurisdiction of the Corporation of the City of Saskatoon shall be made by City Council.

2.1 Application of Policy

In the case of statutory Boards, Commissions, Authorities and Committees (including the Saskatoon Public Library Board and the Board of Police Commissioners), where the provisions of this Policy are in conflict with provincial legislation, the provincial legislation shall take precedence.

2.2 Advertising

Citizen vacancies on Boards, Commissions, Authorities, and Committees shall be advertised on an annual basis, in September of the previous year. Separate advertising shall be undertaken for appointments to the Boards of Credit Union Centre, Saskatoon Public Library, Centennial Auditorium, Saskatoon Police Commission and Mendel Art Gallery.

CITY OF SASKATOON COUNCIL POLICY

NUMBER
C01-003

POLICY TITLE	EFFECTIVE DATE	UPDATED TO	PAGE NUMBER
<i>Appointment to Civic Boards, Commissions, Authorities and Committees</i>	<i>April 17, 1978</i>	<i>February 10, 2014</i>	<i>2 of 7</i>

2.3 Application Process

- a) Only individuals who complete and submit standard application forms, available through the City Clerk's Office, will be considered for appointment to Civic Boards, Commissions, Authorities and Committees. Individuals applying to serve on any of City Council's Boards, Commissions, Authorities and Committees shall also be required to submit a resume and two reference letters with their application.
- b) Current members requesting to be reappointed to any of City Council's Boards, Commissions, Authorities and Committees shall be required to submit a new application, available through the City Clerk's Office, but shall not be required to submit a resume or reference letters.

2.4 Criteria for Appointments

The following criteria should be considered in making appointments:

- a) Expressed interest of the individual.
- b) Basic qualifications criteria established pursuant to Section 2.5 below.
- c) Past involvement and demonstrated contribution of time and effort.
- d) No individual, excluding members of City Council, should serve on more than one Civic Board, Commission, Authority or Committee at the same time, except where it is considered to be essential and in the public good.
- e) Applicants must reside within the boundaries of the City of Saskatoon.

CITY OF SASKATOON COUNCIL POLICY

NUMBER

C01-003

POLICY TITLE	EFFECTIVE DATE	UPDATED TO	PAGE NUMBER
<i>Appointment to Civic Boards, Commissions, Authorities and Committees</i>	<i>April 17, 1978</i>	<i>February 10, 2014</i>	<i>3 of 7</i>

2.5 Basic Qualifications Criteria

The City will, where possible, establish basic qualifications criteria for members of each Board, Commission, Authority, and Committee; will consider such criteria when making appointments (as per 2.4 above); and will make the criteria available to those interested in applying for appointment. Input will be sought from the Boards of the Credit Union Centre, Saskatoon Public Library, Centennial Auditorium, Saskatoon Police Commission and Mendel Art Gallery on an annual basis as to specific skills and abilities required.

2.6 Appointment of Civic Employees

- a) City Council may appoint Civic employees to Boards, Commissions, Authorities or Committees provided that:
 - i) The employee has special relevant expertise to contribute; and/or
 - ii) The appointment is necessary by virtue of the employee's office; and
 - iii) There will be no detrimental effect on the employee's normal responsibilities.
- b) Members of the Civic Administration will not sit on civic advisory committees but may attend meetings as resource persons and to present reports.

2.7 Representation on Boards, Commissions, Authorities and Committees

City Council has resolved that appointments to positions on Boards, Commissions, Authorities and Committees be truly representative of the population of women and men of the City of Saskatoon and, therefore, wishes to achieve gender equity for all Boards, Commissions, Authorities and Committees. City Council has also adopted a Cultural Diversity and Race Relations Policy.

CITY OF SASKATOON COUNCIL POLICY

NUMBER
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POLICY TITLE	EFFECTIVE DATE	UPDATED TO	PAGE NUMBER
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2.8 Declaring Conflict of Interest

Refer to the City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees adopted by City Council on January 9, 2006 (Attachment 1 and Attachment 2).

2.9 Length of Appointments

- a) Appointments shall be for the duration of the term defined in the constitution or terms of reference of the Board, Commission, Authority or Committee as approved by City Council or as otherwise specified by bylaw or Council resolution but shall be no greater than two years.
- b) No member-at-large may serve more than six consecutive years on a Civic Board, Commission, Authority or Committee.
- c) After a break of three years, individuals may be reappointed to a Civic Board, Commission, Authority or Committee on which they have served the six-year maximum.
- d) Notwithstanding subsection b), the terms of members of Boards and Commissions undertaking major capital projects such as expansion or relocation may, at the discretion of City Council, exceed the six-year maximum.
- e) Notwithstanding subsection b), City Council may, at its discretion, exceed the six-year maximum term for members of quasi-judicial boards.

2.10 Deemed Resignation

Members who miss three meetings in a row without explanation shall be deemed to have resigned from that Board, Commission, Authority or Committee.

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2.11 Services Provided to Members

The following services will be provided to members of Civic Boards, Commissions, Authorities and Committees:

- a) Childcare Expenses – Citizen members will be reimbursed for childcare expenses for all meetings attended, up to a maximum of \$7.50 per hour and upon submission of a receipt to the City Clerk's Office.
- b) Parking Permits and Bus Tickets – Citizen members will be provided with temporary parking permits or bus tickets for attendance at Committee meetings.
- c) Hearing Assistance – Committee Rooms A and E have been equipped with systems to enhance the sound. Should members require an interpreter, the City Clerk's Office will arrange for same, through the Saskatchewan Deaf and Hard of Hearing Services, and will cover the costs.
- d) Visual Assistance – Arrangements have been made with the Saskatoon Library to utilize the JAWS (Job Access with Speech) system as required. This can be facilitated through the City Clerk's Office. (JAWS is a program that translates written text into speech for the use of people who are visually impaired.)

The City will make every effort to ensure that there are no barriers to public participation. Any requests for services not listed above will be considered on a case-by-case basis.

3. RESPONSIBILITIES

3.1 Appointees

- a) As part of the condition of accepting an appointment, the appointee shall agree to abide by the mandate, objectives and terms of reference of the Board, Commission, Authority or Committee.

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- b) Appointees shall be responsible for advising the City Clerk's Office or the Secretary of the Board, Commission, Authority or Committee if they are unable to attend a meeting.
- c) Appointees shall be responsible for adhering to the Code of Conduct (see Attachment 1 and Attachment 2 to this policy).

3.2 Appointed City Employees

In addition to Section 3.1 above, City employees are expected to respect and represent the official views of the City and act in conformity with City policies and practices. It is expected that appointed officials would report important matters to their superiors in the normal manner, and could ensure that other civic operations would be represented and relevant activities and interests would be coordinated with appropriate City departments.

3.3 City Manager

Recommend Civic employees for appointments to Boards, Commissions, Authorities and Committees.

3.4 Boards, Commissions, Authorities, and Committees

Pursuant to Section 2.5 of this Policy, recommend qualifications criteria to the Executive Committee of City Council for consideration and approval.

3.5 City Clerk

- a) Administer appointments to Civic Boards, Commissions, Authorities and Committees program; and
- b) Recommend updates to the policy.

CITY OF SASKATOON COUNCIL POLICY

NUMBER
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3.6 Executive Committee

- a) Make recommendations for appointments to Civic Boards, Commissions, Authorities and Committees;
- b) Review qualifications and criteria for appointments to Civic Boards, Commissions, Authorities and Committees; and
- c) Consider amendments to the policy.

3.7 City Council

- a) Approve appointments to Civic Boards, Commissions, Authorities and Committees; and
- b) Approve amendments to the policy.

City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees

*(Adopted by resolution of the Council for The City of Saskatoon
dated January 9, 2006)*

1. Purpose and Objective

The purpose of this document is to provide guidance to members of Civic Boards, Commissions, Authorities and Committees appointed by The City of Saskatoon on the conduct required by law or expected by them in the fulfilment of their duties as members of Civic Boards, Commissions, Authorities and Committees. The guidelines are not intended to be exhaustive. If issues outside the explicit guidelines should arise, they should be addressed in accordance with the general principles set out in this document, or through the exercise of sound business and ethical judgment. These guidelines do not override the requirements of the law, and if there is any inconsistency between them and the applicable law, the applicable law governs.

2. Duties of Members

Members of Civic Boards, Commissions, Authorities and Committees are expected to familiarize themselves with the statute, bylaws and/or terms of reference applicable to such Civic Board, Commission, Authority or Committee, and should participate in any training or orientation sessions offered by The City of Saskatoon for such Civic Board, Commission, Authority or Committee.

Members of Civic Boards, Commissions, Authorities and Committees shall act honestly and in good faith in exercising the duties of their office to the best of their abilities. In doing so, a number of specific principles are applicable:

2.1 *Corporate Opportunities*

Members must not take personal advantage of, or divert to their own benefit, commercial opportunities they learn about in the course of carrying out their duties as a member.

A member must not engage in any financial transactions, contracts, or private arrangements for personal profit, which accrue from or are based upon the member's position or authority, or upon confidential or non-public information the member gains by reason of such position or authority.

2.2 *Duty to Protect Confidential Information*

Members are bound to maintain the confidentiality of information received by them as such in their capacity as members of such Civic Board, Commission, Authority or Committee. Information which is confidential, proprietary to the Civic Board, Commission, Authority, Committee or The City of Saskatoon or non-public must not be divulged to anyone other than persons who are authorized to receive the information.

2.3 *Duty to Avoid Conflicts of Interest*

Members must avoid any conflict of interest, or the appearance of a conflict between their own personal interests or the interests of any closely connected person, and the interests of the Civic Board, Commission, Authority or Committee or The City of Saskatoon. Members must attempt to avoid not only actual conflict, but the potential for conflict.

A member is in a conflict of interest where the member, a closely connected person¹, or a Corporation in which the member or closely connected person has a controlling interest², has a pecuniary interest³ in a matter before the Civic Board, Commission, Authority or Committee.

¹Closely connected person means agent, business partner, family (spouse or partner, parent or child) or employer of the member.

²Controlling interest means an interest that a person has in a Corporation if the person beneficially owns, directly or indirectly, or exercises control or direction over shares of the Corporation carrying more than 25% of the voting rights attached to all issued shares of the Corporation.

³A member has a pecuniary interest in the matter if the member or someone in the member's family has a controlling interest in, or is a director or senior officer of a Corporation that could make a financial profit from or be adversely affected financially by a decision or recommendation of the Civic Board, Commission, Authority or Committee, or the member or closely connected person could make a financial profit from or be adversely affected financially by a decision or recommendation of the Civic Board, Commission, Authority or Committee.

If the Civic Board, Commission, Authority or Committee is considering a matter where a conflict of interest, or a perceived conflict of interest, exists, the conflicted member shall:

- disclose the conflict of interest;
- leave the meeting during the discussion of the matter;
- abstain from attempting, in any way, whether before, during or after the meeting, to influence the voting on the matter; and
- abstain from voting on the matter.

3. Ethical Guidelines

In fulfilling their duties and obligations, members should adhere to the following guidelines:

3.1 *City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees*

The Council for The City of Saskatoon has adopted the City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees attached as Schedule “A”, which forms part of this Code of Conduct. All members are bound by the City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees in all of their activities on behalf of the Civic Board, Commission, Authority or Committee.

3.2 *Preferential Treatment*

Members must not act in their official role to assist organizations or persons in their dealings with the Civic Board, Commission, Authority or Committee or The City of Saskatoon if this may result in preferential treatment to that organization or person.

3.3 *Civic Boards, Commissions, Authorities and Committees Resources or City of Saskatoon Property*

Members must not use Civic Board, Commission, Authority or Committee resources or services or City of Saskatoon property to pursue their private interests or the interests of a closely connected person. Resources or property includes real and tangible items such

as equipment and intangible items such as reports, information, proprietary rights, patents, trademarks, copyrights, logos, name and reputation.

3.4 *Gifts, Benefits and Entertainment*

Members must not solicit or accept benefits, entertainment or gifts in exchange for, or as a condition of the exercise of, their duties or as an inducement for performing an act associated with the member's duties or responsibilities for the Civic Board, Commission, Authority or Committee.

Members may accept gifts, hospitality or other benefits associated with their official duties and responsibilities if such gifts, hospitality or other benefits:

- are within the bounds of propriety, a normal expression of courtesy or within the normal standards of hospitality;
- would not raise questions about the member's objectivity and impartiality; and
- do not compromise the integrity of the Civic Board, Commission, Authority, Committee or The City of Saskatoon.

An improper gift or benefit should be refused or returned to the person offering it as soon as possible. If there is no opportunity to refuse or return an improper gift or benefit, or where the refusal or return may be perceived as offensive for cultural or other reasons, the gift or benefit must be disclosed and turned over to The City of Saskatoon to make a suitable disposition of the item.

3.5 *Remuneration*

A member shall not accept remuneration from any source for services rendered as a member of the Civic Board, Commission, Authority or Committee. A member may accept such remuneration as may be approved by the Council for The City of Saskatoon. Remuneration does not include gifts, benefits and entertainment as described in subsection 3.4, reimbursement of actual and reasonable expenses incurred by the member in the performance of the member's duties, provided the same is approved by the Civic Board, Commission, Authority, Committee or The City of Saskatoon or is pursuant to a policy approved by The City of Saskatoon, or any pay a member

receives from the member's employer if the member attends to the member's duties of office for the Civic Board, Commission, Authority or Committee during normal working hours of the member's employment with the member's employer.

3.6 *Public Comment*

The Civic Board, Commission, Authority or Committee chair should act as the spokesperson for the Civic Board, Commission, Authority or Committee, and should be the only person who makes official public comments for the Civic Board, Commission, Authority or Committee, unless alternate arrangements are approved by the Civic Board, Commission, Authority or Committee in special cases.

4. **Investigation Process**

The following process shall be utilized to deal with complaints (including, without limitation, complaints alleging breach of the City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees or other aspects of this Code of Conduct) involving members of the Civic Board, Commission, Authority or Committee:

4.1 *Complaints Forwarded to Chair and City Clerk*

All complaints pertaining to breaches of this Code of Conduct, including the City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees, shall be forwarded to the chair, or if the complaint is in respect of the chair, to the vice-chair, and the City Clerk. The City Clerk and the chair, or vice-chair if the complaint is in respect of the chair, shall be responsible for arranging such an investigation as deemed appropriate in the circumstances.

4.2 *Cooperation with Investigation*

Every member must cooperate fully with an investigation under this Code of Conduct, including the City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees, whether he or she is the subject of the complaint or not.

4.3 *Report of Results*

The City Clerk and the chair, or vice-chair if the complaint is in respect of the chair, shall jointly report the results of the investigation to the Executive Committee of Council for The City of Saskatoon.

4.4 *Executive Committee of Council*

The Mayor shall convene a meeting of the Executive Committee to consider the report. The member whose conduct is the subject of the complaint is entitled to make submissions to Executive Committee respecting the subject matter of the complaint. If the Executive Committee concludes that the allegations are well-founded, the Executive Committee shall determine if sanctions are warranted. Sanctions may include, but are not limited to, a recommendation to Council for The City of Saskatoon to remove the individual as a member of the Civic Board, Commission, Authority or Committee.

5. Post Service Reminders

When a member leaves a Civic Board, Commission, Authority or Committee, The City Clerk shall provide a written reminder of the member's responsibility not to make use of confidential information or take improper advantage of knowledge gained due to the member's previous position with the Civic Board, Commission, Authority or Committee.

Schedule “A”

City of Saskatoon Anti-Harassment Policy for Members of Civic Boards, Commissions, Authorities and Committees

(Adopted by resolution of the Council for The City of Saskatoon dated January 9, 2006)

1. Purpose and Objective

The purpose and objective of this Policy is to ensure a respectful working environment free of harassment, including sexual, sexual orientation, racial, religious, verbal or physical harassment.

2. Definitions

2.1 *Sexual and Sexual Orientation Harassment* - behaviour related to sexuality or sexual orientation that may be verbal or physical and is offensive, unsolicited and unwelcome. It is not limited to, but includes:

- unwelcome banter, teasing or jokes;
- innuendoes or taunting about a person’s clothing, body or sexual activities;
- displaying of pornographic or sexually explicit material;
- sexually related leering or other gestures, or unwelcome physical contact or invasion of personal space;
- condescending or patronizing behaviour, threats, promises, innuendos or reprisals whether direct or indirect, relating to a person’s sex or sexual orientation; and
- refusing to work with or have contact with others because of their gender or sexual orientation.

2.2 *Racial and Religious Harassment* - behaviour which disrespects or causes humiliation to people because of their race, colour, national or ethnic origin, or the adornments and rituals associated with religious beliefs. It is not limited to, but includes:

- slurs, gestures, innuendoes or taunts about a person’s racial or religious background;
- unwelcome banter, teasing or jokes relating to a person’s race or religion;

- displaying racist, derogatory or offensive pictures, materials or graffiti; and
- refusing to work with or have contact with others because of their racial or religious background.

2.3 *Verbal Harassment* - behaviour which is aimed at denigrating, intimidating or threatening a person, whether directly or indirectly. It may or may not overlap with other forms of harassment. It does not include spirited, but respectful expressions of opinion or debate not aimed at the individual, or his or her personal attributes, background or beliefs.

3. Rights, Obligations and Responsibilities of Members

- 3.1 This Policy has as its goal the creation and maintenance of a respectful working environment, and the eradication of harassment.
- 3.2 Every employee of the Civic Board, Commission, Authority or Committee (which includes employees of The City of Saskatoon providing assistance or services to the Civic Board, Commission, Authority or Committee) and members have the right to a respectful working environment free from harassment. Harassment is a form of discrimination, which violates people's human rights and dignity. Everyone in the working environment has a responsibility to ensure that all persons are treated with respect, and to ensure that harassment does not occur. Harassment of an employee, members or the general public will not be condoned or tolerated.
- 3.3 This Policy is meant to augment all Provincial legislation relating to harassment free workplaces for employees, City of Saskatoon Workplace Harassment Policy A04-016 and The City of Saskatoon Respectful Workplace Policy A04-022, which policies The City of Saskatoon has adopted in relation to its employees.
- 3.4 Members of the Civic Board, Commission, Authority or Committee are the leaders and role models for the Civic Board, Commission, Authority or Committee and should lead by example and conduct in building and maintaining a working environment that is respectful and harassment free.
- 3.5 Members should be vigilant in working to prevent disrespectful behaviour and harassment before it starts, by being polite,

courteous and respectful and practice good conflict resolution methods in dealings with employees, other members and the public.

- 3.6 Members should, both individually and as a group, attempt to deal with concerns as they arise so that such concerns are resolved without the necessity of complaints having to be made.
- 3.7 Members who believe they have been harassed have a right to bring their concerns to the attention of the chair, or, if the complaint is in respect of the chair, to the vice-chair.
- 3.8 Members who believe employees or members of the public have been harassed have a responsibility to bring these concerns to the attention of the chair, or if the complaint is in respect of the chair, to the vice-chair. Members who are in breach of this Policy may be subject to sanctions as set out in the City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees.
- 3.9 Members of the general public who engage in harassment may be subject to sanctions up to and including denial of access to services of the Civic Board, Commission, Authority or Committee.
- 3.10 People accused of harassment must be informed of the complaint against them. They shall receive fair treatment, including appropriate supports, and be kept informed throughout the process, including being given access to any written complaints.
- 3.11 People who threaten to retaliate against a complainant or a witness for taking part in an investigation will be subject to sanctions.
- 3.12 Complainants will not be uprooted from his/her workplace or have his/her working conditions change as a result of remedial action against a harasser.
- 3.13 At any stage in the resolution process, both the complainant and the alleged harasser have the right to consult with and be represented by anyone of their choice.
- 3.14 Malicious complaints may result in sanctions being taken against the complainant.

4. Confidentiality

To protect the interests of the complainant, the alleged harasser and any others who may report incidents of harassment, confidentiality will be maintained throughout the investigatory procedure to the extent possible.

All records will be kept confidential except where disclosure is required by the sanction or other remedial process.

Confidentiality must be distinguished from anonymity. It is fundamental that individuals accused of a breach of this Policy, and subject to possible sanctions, be informed of the allegations; this information will include the identity of the complainant. The complainant who wishes his/her complaint dealt with must, therefore, be prepared to be identified.

5. Process and Code of Conduct

The City Clerk and the chair, or if the complaint is against the chair, the vice-chair, and the City Clerk shall treat all complaints seriously, and ensure that complaints are investigated through the process set out in the City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees.

Investigation appropriate to the circumstances will depend upon the nature and severity of the alleged conduct, and may include:

- Informal resolution - which may include face-to-face discussions, facilitated or mediated discussions, verbal or written statements and may be concluded with or without formal reports; and/or
- Formal investigation
 - may be used if informal resolution does not work or is inappropriate for the circumstances;
 - a formal investigation may be conducted by City of Saskatoon staff or external agencies retained by The City of Saskatoon; and
 - a formal investigation will result in a report to the Executive Committee or the Council for The City of Saskatoon as required by the City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees.

Directors' Code of Conduct

(Board of Directors – Statutory Corporations)

(Adopted by resolution of the Council for The City of Saskatoon dated January 9, 2006)

1. Purpose and Objective

The purpose of this document is to provide guidance to directors on the conduct required by law or expected by the Corporation of them in the fulfilment of their duties as directors of the Corporation. The guidelines are not intended to be exhaustive. If issues outside the explicit guidelines should arise, they should be addressed in accordance with the general principles set out in this document, or through the exercise of sound business and ethical judgment. These guidelines do not override the requirements of the law, and if there is any inconsistency between them and the applicable law, the applicable law governs.

2. Fiduciary Duties

The fiduciary duties of the directors of a non-profit corporation are stated in Section 109(1)(a) of *The Non-Profit Corporations Act*, which states:

“every director and officer of a corporation, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of the Corporation.”

This is often also termed the “Duty of Loyalty”. It leads to a number of other specific principles:

2.1 Corporate Opportunities

Directors must not take personal advantage of, or divert to their own benefit, commercial opportunities they learn about in the course of carrying out their duties as a director.

A director must not engage in any financial transactions, contracts, or private arrangements for personal profit, which accrue from or are based upon the director's fiduciary position or authority, or upon confidential or non-public information the director gains by reason of such position or authority.

2.2 *Duty to Protect Confidential Information*

Directors are bound by their fiduciary duty to the Corporation to maintain the confidentiality of information received by them in their capacity as directors. Information which is confidential, proprietary to the Corporation or non-public must not be divulged to anyone other than persons who are authorized to receive the information.

2.3 *Duty to Avoid Conflicts of Interest*

As a fiduciary of the Corporation, directors must avoid any conflict of interest, or the appearance of a conflict between their own personal interests or the interests of any closely connected person, and the interests of the Corporation. Directors must attempt to avoid not only actual conflict, but the potential for conflict.

A director is in a conflict of interest where the director, a closely connected person¹ or a Corporation in which the director or closely connected person has a controlling interest², has a pecuniary interest³ in a matter before the board.

A first step in avoiding or responding to a conflict of interest is to disclose the interest. Financial assets or investments which are directly or indirectly connected to the nature of a director's work should be disclosed in writing to the Corporation, or entered into the minutes of a meeting of directors. The disclosure should include the nature and the extent of the interest.

¹Closely connection person means agent, business partner, family (spouse or partner, parent or child) or employer of the director.

²Controlling interest means an interest that a person has in a corporation if the person beneficially owns, directly or indirectly, or exercises control or direction over shares of the corporation carrying more than 25% of the voting rights attached to all issued shares of the corporation.

³A director has a pecuniary interest in the matter if the director or someone in the director's family has a controlling interest in, or is a director or senior officer of a corporation that could make a financial profit from or be adversely affected financially by a decision of the corporation, or the director or closely connected person could make a financial profit from or be adversely affected financially by a decision of the corporation.

If the board is considering a matter where a conflict of interest, or a perceived conflict of interest, exists, the conflicted director shall:

- disclose the conflict of interest;
- leave the meeting during the discussion of the matter;
- abstain from attempting, in any way, whether before, during or after the meeting, to influence the voting on the matter; and
- abstain from voting on the matter.

3. **Duty of Care**

Section 109(2) of *The Non-Profits Corporations Act* speaks to the director's duty of care to the Corporation. It states that every director must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In fulfilling the duty of care, directors have a responsibility to ensure that systems are in place to provide directors with the information they need to make informed decisions, and that board decisions are sound and made pursuant to proper procedures.

4. **Regulatory Duties**

Various federal and provincial statutes impose or extend liability to directors (e.g., the liability for unpaid employees' wages under *The Labour Standards Act*, the liability for unremitted GST under the *Excise Tax Act*, the liability for unremitted source deductions on employees' pay, and the like). Directors must be satisfied that management has implemented appropriate safeguards to ensure the Corporation complies with such legislation.

5. **Ethical Guidelines**

In fulfilling their duties and obligations, directors should adhere to the following guidelines:

5.1 *Directors' Anti-Harassment Policy*

The Corporation has adopted the Directors' Anti-Harassment Policy attached as Schedule "A", which forms part of this Code of

Conduct. All directors are bound by the Directors' Anti-Harassment Policy in all of their activities on behalf of the Corporation.

5.2 *Preferential Treatment*

Directors must not act in their official role to assist organizations or persons in their dealings with the Corporation if this may result in preferential treatment to that organization or person.

5.3 *Corporate Property*

Directors must not use corporate property or services to pursue their private interests or the interests of a closely connected person. Corporate property includes real and tangible items such as equipment and intangible items such as reports, information, proprietary rights, patents, trademarks, copyrights, logos, name and reputation.

5.4 *Gifts, Benefits and Entertainment*

Directors must not solicit or accept benefits, entertainment or gifts in exchange for, or as a condition of the exercise of, their duties or as an inducement for performing an act associated with the director's duties or responsibilities with the Corporation.

Directors may accept gifts, hospitality or other benefits associated with their official duties and responsibilities if such gifts, hospitality or other benefits:

- are within the bounds of propriety, a normal expression of courtesy or within the normal standards of hospitality;
- would not raise questions about the director's objectivity and impartiality; and
- do not compromise the integrity of the Corporation.

An improper gift or benefit should be refused or returned to the person offering it as soon as possible. If there is no opportunity to refuse or return an improper gift or benefit, or where the refusal or return may be perceived as offensive for cultural or other reasons, the gift or benefit must be disclosed and turned over to the Corporation to make a suitable disposition of the item.

5.5 *Remuneration*

A director shall not accept remuneration from any source, including the Corporation, for services rendered as a director of the Corporation. A director may accept remuneration if approved by the Council for The City of Saskatoon. Remuneration does not include gifts, benefits and entertainment as described in subsection 5.4, reimbursement of actual and reasonable expenses incurred by the director in the performance of the director's duties, provided the same is approved by the board of directors or is pursuant to a policy approved by the board of directors, or any pay a director receives from the director's employer if the director attends to the director's duties of office for the Corporation during normal working hours of the director's employment with the director's employer.

5.6 *Public Comment*

The board chair should act as the spokesperson for the board, and should be the only person who makes official public comments for the Corporation, unless alternate arrangements are approved by the board in special cases.

5.7 *Board Independence of Management*

The board should establish appropriate structures and procedures to enable it to exercise objective judgment on corporate affairs independent of management. At minimum, board independence requires that a sufficient number of directors not be employed by the Corporation, and not be closely related to the Corporation or its management through significant economic, family or other ties. This guideline does not prevent interest group representatives from being appointed as directors.

6. **Investigation Process**

The board has approved the following process to deal with complaints (including, without limitation, complaints alleging breach of the Directors' Anti-Harassment Policy or other aspects of this Code of Conduct) involving members of the board:

6.1 *Complaints Forwarded to Chair*

All complaints pertaining to breaches of this Code of Conduct, including the Directors' Anti-Harassment Policy, shall be forwarded to the chair, or if the complaint is in respect of the chair, to the vice-chair, who shall provide copies to the board of directors, and arrange such an investigation as deemed appropriate in the circumstances.

6.2 *Cooperation with Investigation*

Every director must cooperate fully with an investigation under this Code of Conduct, including the Directors' Anti-Harassment Policy, whether he or she is the subject of the complaint or not.

6.3 *Report of Results*

The results of the investigation will be reported to the chair, or, if the complaint is in respect of the chair, to the vice-chair.

6.4 *Board Consideration*

The chair, or, if the complaint is in respect of the chair, the vice-chair, shall convene a meeting of the board to consider the report. The director whose conduct is the subject of the complaint is entitled to make submissions to the board respecting the subject matter of the complaint, but shall not participate in the board's decision. If the board concludes that the allegations are well-founded, the board shall determine if sanctions are warranted. Sanctions may include, but are not limited to, revocation of appointments to committees or offices of the Corporation, revocation of appointments to other boards as a nominee of the Corporation, or a recommendation to the Executive Committee of the Council for The City of Saskatoon to remove the individual as a director of the Corporation.

6.5 *City Right*

This Code of Conduct does not and cannot restrict the ability of Council for The City of Saskatoon to remove a director from the board if it thinks fit.

7. Post Service Reminders

When a director leaves a board, the Corporation should provide a written reminder of the director's responsibility not to make use of confidential information or take improper advantage of knowledge gained due to the director's previous position with the board.

8. Subsidiaries

The same principles apply to directors when serving on the board of a subsidiary company.

I acknowledge receipt of the above Code of Conduct and the attached Directors' Anti-Harassment Policy and agree that they bind me in my conduct as a director of _____.

I acknowledge that my appointment is subject to compliance with the Directors' Code of Conduct and the Directors' Anti-Harassment Policy, and that breach of the same may result in sanctions, up to and including my removal from the board of directors.

Date

Signature of Director

Schedule “A”

Directors’ Anti-Harassment Policy

(Board of Directors – Statutory Corporations)

(Adopted by resolution of the Council for The City of Saskatoon dated January 9, 2006)

1. Purpose and Objective

The purpose and objective of this Policy is to ensure a respectful working environment free of harassment, including sexual, sexual orientation, racial, religious, verbal or physical harassment.

2. Definitions

2.1 *Sexual and Sexual Orientation Harassment* - behaviour related to sexuality or sexual orientation that may be verbal or physical and is offensive, unsolicited and unwelcome. It is not limited to, but includes:

- unwelcome banter, teasing or jokes;
- innuendoes or taunting about a person’s clothing, body or sexual activities;
- displaying of pornographic or sexually explicit material;
- sexually related leering or other gestures, or unwelcome physical contact or invasion of personal space;
- condescending or patronizing behaviour, threats, promises, innuendos or reprisals whether direct or indirect, relating to a person’s sex or sexual orientation; and
- refusing to work with or have contact with others because of their gender or sexual orientation.

2.2 *Racial and Religious Harassment* - behaviour which disrespects or causes humiliation to people because of their race, colour, national or ethnic origin, or the adornments and rituals associated with religious beliefs. It is not limited to, but includes:

- slurs, gestures, innuendoes or taunts about a person’s racial or religious background;
- unwelcome banter, teasing or jokes relating to a person’s race or religion;
- displaying racist, derogatory or offensive pictures, materials or graffiti; and

- refusing to work with or have contact with others because of their racial or religious background.

2.3 *Verbal Harassment* - behaviour which is aimed at denigrating, intimidating or threatening a person, whether directly or indirectly. It may or may not overlap with other forms of harassment. It does not include spirited, but respectful expressions of opinion or debate not aimed at the individual, or his or her personal attributes, background or beliefs.

3. **Rights, Obligations and Responsibilities of Directors**

3.1 The Corporation has as its goal the creation and maintenance of a respectful working environment, and the eradication of harassment.

3.2 Every employee of the board, including employees of The City of Saskatoon providing assistance or services to the Corporation, and directors have the right to a respectful working environment free from harassment. Harassment is a form of discrimination, which violates people's human rights and dignity. Everyone in the working environment has a responsibility to ensure that all persons are treated with respect, and to ensure that harassment does not occur. The Corporation does not condone and will not tolerate harassment of its employees, directors or the general public.

3.3 This Policy is meant to augment all Provincial legislation relating to harassment-free workplaces for employees, The City of Saskatoon Workplace Harassment Policy A04-016 and The City of Saskatoon Respectful Workplace Policy A04-022, which Policies the Corporation has adopted, *mutatis mutandis*, in relation to its employees.

3.4 Directors are the leaders and role models for the Corporation and should lead by example and conduct in building and maintaining a working environment that is respectful and harassment free.

3.5 Directors should be vigilant in working to prevent disrespectful behaviour and harassment before it starts, by being polite, courteous and respectful and practice good conflict resolution methods in dealings with employees, other directors and the public.

- 3.6 Directors should, both individually and as a group, attempt to deal with concerns as they arise so that such concerns are resolved without the necessity of complaints having to be made.
- 3.7 Directors who believe they have been harassed have a right to bring their concerns to the attention of the chair, or, if the complaint is in respect of the chair, to the vice-chair.
- 3.8 Directors who believe employees or members of the public have been harassed have a responsibility to bring these concerns to the attention of the chair, or if the complaint is in respect of the chair, to the vice-chair. Directors who are in breach of this Policy may be subject to sanctions as set out in the Directors' Code of Conduct.
- 3.9 Members of the general public who engage in harassment may be subject to sanctions up to and including denial of access to services of the Corporation.
- 3.10 People accused of harassment must be informed of the complaint against them. They shall receive fair treatment, including appropriate supports, and be kept informed throughout the process, including being given access to any written complaints.
- 3.11 People who threaten to retaliate against a complainant or a witness for taking part in an investigation will be subject to sanctions.
- 3.12 Complainants will not be uprooted from his/her workplace or have his/her working conditions change as a result of remedial action against a harasser.
- 3.13 At any stage in the resolution process, both the complainant and the alleged harasser have the right to consult with and be represented by anyone of their choice.
- 3.14 Malicious complaints may result in sanctions being taken against the complainant.

4. Confidentiality

To protect the interests of the complainant, the alleged harasser and any others who may report incidents of harassment, confidentiality will be maintained throughout the investigatory procedure to the extent possible.

All records will be kept confidential except where disclosure is required by the sanction or other remedial process.

Confidentiality must be distinguished from anonymity. It is fundamental that individuals accused of a breach of this Policy, and subject to possible sanctions, be informed of the allegations; this information will include the identity of the complainant. The complainant who wishes his/her complaint dealt with must, therefore, be prepared to be identified.

5. Process and Directors' Code of Conduct

The chair, or if the complaint is against the chair, the vice-chair, shall treat all complaints seriously, and ensure that complaints are investigated through the process set out in the Directors' Code of Conduct.

Investigation appropriate to the circumstances will depend upon the nature and severity of the alleged conduct, and may include:

- Informal resolution - which may include face-to-face discussions, facilitated or mediated discussions, verbal or written statements and may be concluded with or without formal reports; and/or
- Formal investigation
 - may be used if informal resolution does not work or is inappropriate for the circumstances;
 - a formal investigation may be conducted by a board member or members appointed by the chair or by an external agency, including The City of Saskatoon, retained by the chair;
 - the duties of the chair shall be taken by the vice-chair if the complaint is against the chair;
 - if a director or directors conduct the investigation, that director or directors shall not take part in the board's decision pursuant to the Directors' Code of Conduct; and
 - formal investigation will result in a report to the board to be dealt with by the board as required by the Directors' Code of Conduct.