



Governance Manual

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A. Introduction and Overview¹

1. Introduction

Background

The City is undertaking the Green Line LRT expansion to expand the City's existing integrated transit network, improve mobility in Calgary's north and southeast, and enhance the quality of life for all Calgarians.

Council has approved Stage 1 of the alignment (the Program), which involves the design, construction and implementation of twenty kilometres of LRT track from 16 Ave N to 126 Avenue SE (Shephard station). The Program is the City's largest infrastructure project in its history, and with unprecedented investments from Canada, the Province and the City.

Given the significance of the Program to the City, Council approved the creation of the Board to improve decision making, accommodate the speed at which the Program is moving, and bring in dedicated experts to provide guidance to the Program team on delivering megaprojects. The Board's members include independent qualified professionals with governance and program delivery expertise.

The Board is established as a committee of Council pursuant to the GL Bylaw and its purpose is to govern, oversee and ensure the successful Delivery of the Program. Upon completion of the Delivery phase, the Program will be handed over to City transit operations.

Governance Manual Purposes

Recognizing the challenge in successfully delivering mega projects, the Board is established to ensure the Program is executed successfully and sustains public support in a fluid political environment. Of critical importance to the success of the Program is ensuring all parties understand and are aligned on their respective roles in the governance of the Program.

The Board has developed and approved this Governance Manual to describe and clarify the Board's role and responsibilities and policies in the governance of the Program. Among other things, the purposes of the Governance Manual are to:

1. Provide Board members with an understanding of the structure under which the Program operates and is governed.
2. Provide guidance on roles and authorities of, and division of responsibilities among the Program's key governance players within the authority delegated by Council.

¹ Capitalized terms in this Governance Manual are defined in the Definitions section in Appendix 1 of this Governance Manual

3. Assist the Board in discharging its responsibility to govern the successful Delivery of the Program in the most effective manner possible.

This Governance Manual supplements the Funding Agreements and the GL Bylaw. It has been drafted with reference to and should be read in conjunction with these documents.

Capitalized terms in this Governance Manual are defined in the Definitions section in Appendix 1 of this Governance Manual.

2. Overview

Governance Manual Structure

This Governance Manual is divided into the following sections:

1. **Section A: Introduction and Overview** provides an overview of the Program, Board and Board Manual and describes the legal framework and multi-party system of governance under which the Board operates (and the roles of each of the governance players in that multi-party system).
2. **Section B: Governance Structure** outlines the mandate, role and responsibilities of the Board, the expectations of individual Board members, position descriptions for the Board Chair, Vice Chair, CEO, and Board Secretariat. It also outlines the guidelines and terms of reference for the Board's Committees.
3. **Appendices** include the definitions that apply for this Governance Manual, the form of Annual Declaration for Board members, the Governance Authority Matrix for the Board and Committees and other governance players, and the GL Bylaw.

Governance Manual Review

This Governance Manual is designed to be a practical operating manual for Board members and is a "living document". It can be changed and revised by the Board at any time provided it remains consistent with the Board Mandate as delegated by Council. The Board formally reviews this Governance Manual annually and as it determines necessary to reflect developments in the Board's practice.

All Board members are expected to review and acknowledge their agreement to carry out their responsibilities in accordance the Governance Manual every year by signing the Annual Declaration.

3. Legal Framework and Multi-Party System of Governance

Legal framework and Multi-Party System of Governance

The Board is established by Council under the GL Bylaw as a committee of Council, pursuant to Council's authority under the MGA to delegate its powers, duties or functions to a council committee (which may include a board). The GL Bylaw sets out the Board Mandate and the composition of the Board, as well as the Board's duties and authorities, and meeting expectations.

The Board is composed of a minimum of three and a maximum of nine members², with one of the members being the City Manager. All other members are independent members with a range of expertise in areas required for the oversight of the delivery of a megaproject comparable to the Program.

Multi-Party Authority

The Program operates in a multi-party system of governance that includes Canada, the Province, the City, the Board, and the CEO who all share responsibility for the Delivery of the Program.

Canada's Responsibility

Through its commitment and investment in the Investing in Canada Infrastructure Program, the primary responsibility of Canada is to support sustainable and inclusive communities while driving economic growth by providing financial support for projects approved by Canada. Canada has entered into the Bilateral Agreement with the Province to provide contribution funding to the Province to fund identified projects, including the Program. Under the Funding Agreements, Canada retains the right to approve any material changes to the Program but otherwise has no involvement in Program Delivery.³

The Province's Responsibility

The primary responsibility of the Province is to administer the funding provided by Canada for the Program and meet the Province's funding commitment for the Program. The Bilateral Agreement and the Grant Agreement assure that Canada is kept informed on the Program's progress. Under the Grant Agreement, the Province retains the right to approve any material changes to the Program but otherwise has no involvement in the Program or its subsequent operation and is not a decision maker or advisor to the Program or the City.⁴

Canada and the Province have each established oversight committees through which they are informed about the Program and consider material Program changes.

² Sections 6-11 of the GL Bylaw.

³ Sections 9.2 of the Bilateral Agreement.

⁴ Sections 3.2 and 5 of the Grant Agreement.

The City's Responsibility

The City is the Program Sponsor and is responsible for the Program's business case. Its primary responsibilities are to meet its own funding commitment for the Program under the Grant Agreement, set the Program's Scope, Capital Budget, and Delivery Date, and ensure the Program is delivered within these parameters. The City, through Council, retains overall responsibility and decision-making authority for approving the Program's Scope, Capital Budget, the Delivery Date, and real estate matters relating to the Program, as well as any changes to such elements. The City must advise the Province of any proposed material Program changes, together with any relevant information.⁵ For these purposes, the Board and City have interpreted a Program change to be material if there is a change in the Program's Scope, Capital Budget, and Delivery Date.

The City also retains responsibility for overseeing the implementation of all Council policies relevant to the Program.⁶ In addition, the City Manager retains responsibility for approving and overseeing the implementation of the City's administrative policies applicable to the City and Program and the granting of any exemptions from such policies necessary for the Delivery of the Program.⁷ The City works with the CEO and Program team to support the Delivery of the Program as and where needed. The City Manager and City Clerk are authorized to execute the approved Project Agreements with the Project Cos on behalf of the Program.⁸

The Board's Responsibility

The City has delegated authority for Delivery of the Program to the Board. The Board's singular mandate and accountability pursuant to the GL Bylaw,⁹ is "to use its collective expertise to govern and oversee the successful Delivery of the Program". The Board does this by providing independent oversight, governance and strategic leadership of the activities and affairs involved in the Program, ensuring the Program is delivered in a manner that is consistent with the Funding Agreements and meets the Scope, Capital Budget, and Delivery Date set by the City.

In consultation with the CEO, the Board defines how the Program will be delivered by reviewing and approving the Program Plans. The Board oversees and monitors the Delivery of the Program by reviewing the Program's performance and effectiveness in relation to the Program Plans.

The CEO's Responsibility

The Board appoints the CEO whose primary responsibility is the day-to-day management and operation of the Program, including providing direction to the Program team, within the parameters set out in the Program Plans and operational policies approved by the Board and City.

⁵ Section 9, *Public Transit and Green Infrastructure Project Act (Alberta)*, C. P-43.8, 2019.

⁶ Sections 12 and 13 of the *Terms of Reference attached to the GL Bylaw*

⁷ Sections 12 and 13 of the *Terms of Reference attached to the GL Bylaw*.

⁸ Section 25, *GL Bylaw*.

⁹ Section 5 of the *GL Bylaw*.

B. Governance Structure

1. Governance Framework and Governance Guiding Principles

Authority of the Board

The governance structure of the Board has been endorsed by the City as the most effective way to deal with the complex challenges and demanding timelines for the Program. While the Board, as a committee of Council, does not have a separate legal existence from Council, it has been structured in such a way so as to deliver the following advantages of an independent governance framework:

- Singular focus with unambiguous accountability and authority
- Nimble, focused, high-quality and credible decision-making
- High performance culture aligned with needs of the Program
- Human resource policies that enable the attraction and retention of management expertise
- Controls that align with the requirements of the Program
- Individuals experienced in the governance of projects having the magnitude, complexity and level of public scrutiny of the Program
- Paramountcy of the Program's best interests while balancing the needs of Funding Partners and all Program stakeholders

Pursuant to the GL Bylaw, the Board remains directly accountable to the City and reports to Council (through the Priorities and Finance Committee) in a transparent, formalized way. However, the Board controls the Program Plans and the City may not interfere with the Board's work unless the Board is unable to deliver within the Board Mandate. To allow for a level of independence in the Delivery of the Program, the Program's operating environment is separated from that of the City. In addition, the Board is composed of a majority of independent, qualified professionals who are free from political or partisan influence while also sensitive to the needs of the Funding Partners and all Program stakeholders. The Board has the authority to hire Program Senior Executives and staff at market compensation levels¹⁰ and depart from or adapt City administrative policies to Program requirements with the approval of the City Manager (as a Board Member).¹¹ The Board also has the authority to approve and recommend execution of the Project Agreements by the City Manager and City Clerk.

At the same time, the City support aspects of the Program's work. As such, successful Delivery of the Program demands effective collaboration between the Program team and the City. The City and Program team develop and approve scope and process charters which guide their relationship, define their

¹⁰ Section 24, GL Bylaw.

¹¹ Sections 12 and 13 of the Terms of Reference attached to the GL Bylaw.

respective roles, responsibilities and accountabilities in the Delivery of the Program, and outline how each party will implement their respective responsibilities. As the relationship between the Program team and the City is critical to the successful Delivery of the Program, the Board oversees the relationship to ensure a common vision, clear roles and responsibilities, and effective, transparent communication and collaboration.

Although the Board has been structured to ensure a level of independence from the City, it is not a legal entity in its own right. As a municipal committee of Council, the Board is accountable to the public (through the City) and all Board decisions are subject to judicial review by any party who feels it has been unjustly or unfairly treated by a Board decision. Critical to the successful Delivery of the Program is ensuring the Board and Program team at all times operate, and are seen to operate, fairly, with integrity, and in the interests of the Program and its stakeholders. The Board oversees the Program's practices and application of policies and processes to ensure they are carried out in a fair and transparent manner.

Governance Guiding Principles

The Board is committed to the highest standards of project governance, grounded in accountability and transparency to all stakeholders and partners for the Program, and believes that a strong governance foundation will enable the successful Delivery of the Program. To foster a culture of collaboration, transparency, and a shared vision for the Program, the Board, CEO and City are guided by the following common principles and values. These principles and values guide the governance of the Program, decision-making by the Board, and the relationship and interactions between the Board, CEO and City:

Principle	Explanation
Trust	Governance and decision-making processes should build and inspire trust. This requires frequent, open and honest communications and a no-surprises approach with a view to resolving issues as soon as possible.
Consistency	Governance and decision-making processes should be consistent in practice and grounded in clear parameters and principles and consistent processes.
Nimble and Responsive	Decision-making should be carried out quickly and efficiently to allow parties to be responsive to the rapidly changing needs and interests of governance partners and stakeholders and ensure the Program continues to move forward in a successful, timely manner. Decisions should not be caught up in bureaucracy and there should be sufficient resource capacity to enable nimble decision-making.
Collaboration	The governance and decision-making framework should inspire all players to work together collaboratively to deliver the Program successfully in a way that achieves the City's vision for the Green Line.
Transparency and Disclosure	All players should be transparent and open in their dealings with one another and with governance partners and stakeholders while also respecting and balancing the need for confidentiality for commercially

	sensitive matters as and when appropriate. Internal and external stakeholders should be able to follow and understand decision-making processes and reasons for decisions.
Alignment	Structures and practices facilitate, where possible, strong alignment of vision, objectives, strategic priorities and purpose for the Program, recognizing that all parties are working towards the common interest of One Calgary. Parties should not be negotiating against one another.
“Triple Bottom Line” Approach	Frameworks, structures, practices and key performance indicators (both formal and informal) should foster a singular, consistent focus on the successful Delivery of Program goals and objectives, with a “triple bottom line” approach underlying all strategies and actions in keeping with the City’s Triple Bottom Line Policy and Framework.
Proactive Communication	Decision-making should encourage regular, proactive communication and planning ahead to think through different outcomes, scenarios and contingencies.
Accountability and Authority	Governance and decision-making processes should lay out clear roles and responsibilities, and ensure players are delegated the right level of accountability and authority to support nimble, focused decision-making

Governance Authority Matrix

Included in this Governance Manual is a Governance Authority Matrix (Appendix 3) that sets out in chart form a summary of the respective responsibilities and authorities of the Board, the CEO, the City, and Council with respect to key governance functions. The terms of reference for the Board, any Committees, and the CEO provide more detailed descriptions of the areas of responsibility allocated to them in the Governance Authority Matrix.

Board, Directors, Board Chair, and Vice Chair

The Board is responsible for governing the activities and affairs involved in the Delivery of the Program ensuring they meet the Scope, Capital Budget, and Delivery Date. The Board delegates to the CEO overall responsibility for the day-to-day operations and execution of the Program within the parameters and policies set by the Board. The Board’s role and specific responsibilities are set out in the Board Mandate, Role and Responsibilities. The standards of conduct expected of Board members are set out in the Board Member Position Description and the Code of Conduct.

The Board is led by the Board Chair. The Board Chair’s principal role is to provide leadership to the Board and communicate on behalf of the Board, acting as a direct liaison between the Board and the CEO, and ensuring the Board operates autonomously but within its mandate delegated by Council. The Board Chair also provides regular guidance to the CEO. The Board Chair’s role and specific responsibilities are set out in the Board Chair Position Description.

The Board Chair is supported by the Vice-Chair. The Vice Chair's role and specific responsibilities are set out in the Vice Chair Position Description.

Committees

The Board may from time to time establish Committees and Committee Chairs and assign senior executive responsibilities as the Board considers appropriate.¹² The purpose of Committees is to address time limited projects or assist the Board in fulfilling its mandate. The Board will review, from time to time, the scope of such Committees.

The Board has established the following Committees to provide in-depth concentration and advice to the Board as needed from time to time with respect to the oversight of particular aspects of the Program:

- **Budget and Risk:** To provide advice to and assist the Board in fulfilling its oversight responsibilities related to the Program Plans, as well as risk management and procurement policies and practices for the Program.
- **Governance and HR:** To provide advice to and assist the Board in fulfilling its oversight responsibilities related to the Board's governance and human resource philosophies, structures, policies, and processes, as well as the Board's oversight of relationships and communication between the Program and the City departments and business units.
- **Planning:** To provide advice to and assist the Board in fulfilling its oversight responsibilities related to the planning process and activities for governance partner, stakeholder and community consultation, engagement and communication.

The roles and responsibilities for each of these Committees are set out in their respective Terms of Reference. The Committees have no decision-making power and may only advise the Board in carrying out its responsibilities.

CEO¹³

The CEO provides overall leadership to the Program team in executing Program Delivery within the parameters set by the Board. The CEO has primary responsibility for managing the overall organization and day-to-day operations and execution of the Program to ensure the Program is successfully delivered, financial and operational objectives are attained, and the Board's mandate is achieved. The CEO may delegate certain aspects of the day-to-day operations of Program to members of the Program team and ensures the Program team carries out the Program within the parameters set out in the Program Plans and operational policies approved by the Board and City. The CEO's roles and specific responsibilities are set out in the CEO Position Description.

¹² Section 14.1, GL Bylaw.

¹³ The CEO has primary responsibility on behalf of the Program for the day-to-day operations and activities of the Program and the organizational processes described in this Governance Manual and may delegate certain aspects to members of the Program team. References in this Governance Manual to "CEO" include those persons on the Program team to whom the CEO has delegated responsibility.

Board Secretariat

The Board Secretariat provides strategic support to the Board in fulfilling its governance functions and provides leadership to ensure the Board works to implement responsible and effective governance practices. The role and specific responsibilities of the Board Secretariat are set out in the Board Secretariat Position Description included in this Governance Manual.

2. Board Mandate, Role and Responsibilities

Role

The Board is responsible for governing the activities and affairs involved in the Delivery of the Program. The Board's Mandate is set out in the GL Bylaw, which is included in Appendix 4 of this Governance Manual. The GL Bylaw also sets out the composition of the Board¹⁴, as well as the Board's duties and authorities, and meeting expectations. This Board Mandate, Role and Responsibilities supplements the GL Bylaw for specific areas of authority delegated to the Board.

Responsibilities

Program Delivery

The Board has the responsibility to:

1. Review and approve the Program Plans.
2. Approve the allocation of funding within the Capital Budget.
3. Review and approve the key performance indicators for achieving the Delivery of the Program.
4. Receive regular reports from the CEO and monitor the forecasts of potential achievement of the Program Plans against the key performance indicators, and reviewing actions required to maintain the outcomes and plans in those documents.
5. Oversee and monitor the ongoing implementation and effectiveness of the Program Plans and review and approve any amendments thereto, provided that such amendments do not involve changes to the Scope, Capital Budget or Delivery Date.¹⁵
6. Provide guidance, advice and oversight on planning, technical and design matters relating to key design aspects of the Program as approved by Council.
7. Review and approve the completion of each stage gate in Delivery prior to the movement to the next stage gate for the Program.

¹⁴ Sections 6 to 11 of the GL Bylaw.

¹⁵ Changes to Scope, Capital Budget or Delivery Date must be approved by City Council on recommendation of the Board – Section 3 of the GL Bylaw.

Financial and Operational Information, Systems and Controls

The Board has the responsibility to:

1. Ensure the CEO applies accounting, financial and operational reporting principles and internal controls that are established by the City for the Program.
2. Regularly receive and review reports from the CEO relating to the Program's activities, operations, expenditures, and achievement of the Program Plans.
3. Together with the CEO and City Manager, regularly review the delegations under the Delegation of Authority and approve any amendments as may be appropriate.
4. Oversee the implementation of information technology project management and document management systems for the Program and integration with City systems.

Risk Management

The Board has the responsibility to:

1. Review and approve the Program's risk tolerance levels for key areas of Program-wide risk.
2. Oversee the development and implementation of risk management policies and risk mitigation strategies for the management of material Program risks.
3. With input from the CEO, understand and regularly review the Program's material risks to achieving the successful Delivery of the Program.
4. Oversee and monitor the CEO's plans and systems for identifying, assessing and managing the Program's material risks.
5. Oversee regulatory reviews and approvals, including environmental approvals.

Procurement and Land Acquisition

The Board has the responsibility to:

1. Review and recommend for Council approval any amendments to the procurement strategy for the Program.
2. Review and approve the procurement evaluation manuals for material procurements.
3. Ensure appropriate processes are in place to identify and manage conflicts of interest with respect to procurements.
4. Ensure procurement practices and agreements for the Program comply with the Trade Agreements and all procurement policies applicable to the Program.
5. Review and approve the entering into of RFQs, RFPs, Project Agreements and other material Program agreements in accordance with the GL Bylaw and an approval matrix approved by the Board.

6. Oversee the implementation of a conflict of interest protocol for procurement processes.
7. Receive and review regular reports concerning the fairness and integrity of the application of the Program's procurement policies and processes.
8. Review and approve a contracts management policy for the Program.
9. Review and approve a land acquisition policy for the Program.
10. Receive and review regular reports concerning the acquisition or disposition of land required for the Program.

Policy Oversight

The Board has the responsibility to:

1. Ensure the application of relevant Council and administrative policies to the Program and review and recommend to the City Manager any exceptions or modifications to the application of the City's administrative policies for the Program, where appropriate.¹⁶
2. Oversee the development of policies unique to the Program to guide Program operations and approve and oversee the implementation of such policies for the Program.¹⁷
3. Oversee the implementation within the Program of and compliance with all applicable Council, administrative, and unique Program policies, including conflict of interest, whistleblower and procurement policies.

Safety and Sustainability Oversight

The Board has the responsibility to:

1. Regularly receive and review reports from the CEO and monitor the Program team's plans, systems implementation, and performance relative to safety matters for the Program.
2. Review the Program team's preparedness for response to major safety or security incidents, including the adequacy of systems for reporting and managing actual or potential incidents.
3. Regularly receive and review reports from the CEO with respect to plans to conduct performance assessments¹⁸ relating to environmental and sustainability matters for the Program, including key issues to be addressed and compliance with relevant Council and City policies and the Funding Agreements.

¹⁶ Examples of such policies that may be relevant to the Program or for which the Program may seek an exception or modification include all relevant Council policies, the City's Respectful Workplace and other applicable HR Policies, Privacy/FOIP matters, Whistle-Blower Policy, and the City's procurement policies.

¹⁷ Examples of such policies include the Delegation of Authority, risk management policies, and compensation policies.

¹⁸ In accordance with the Funding Agreements and the Program KPIs, environmental performance assessments include but are not limited to greenhouse gas emissions assessments and climate change resilience assessments.

4. Review community, security, environmental, and safety issues and incidents and ensure the Program team is taking appropriate action in respect of those matters.
5. Make periodic visits to major Program sites in order to become familiar with the nature of Program operations.

Program Leadership and Human Resources

The Board has the responsibility to:

1. Appoint the CEO and approve the CEO's position description and remuneration.
2. Review and approve the compensation structure, recruitment process, evaluation criteria, and related policies for the Program team.¹⁹
3. Review and approve the Program team's organizational structure and composition and approve the appointment, compensation, supervision, management, and terms of employment of the Program Senior Executives (as determined by the Board and CEO).²⁰
4. Participate with the CEO to develop and approve the CEO's annual goals and objectives for managing the Program in a manner consistent with the Board Mandate.
5. Monitor and regularly evaluate the CEO's performance in executing the Program.
6. Oversee and approve the CEO and Program Senior Executive emergency succession plan, ensuring there are processes to respond to an unplanned situation which requires an immediate replacement of the CEO and/or the Program Senior Executives.
7. Satisfy itself as to the integrity of CEO and the Program Senior Executives.
8. Oversee the Program's human resources and organizational culture strategy to ensure it complies with and is aligned with all applicable Council and City administrative policies, encourages ethical practices, individual integrity and social responsibility, and furthers the City's equity, diversity and inclusion goals.

Communication

The Board has the responsibility to:

1. Oversee the effectiveness of the relationships, communications, reporting, disclosures, and public relations between the Program, the Program's funding partners, Council, and other partners and stakeholders, including ensuring the City's communications policies and protocols under the Funding Agreements are followed, are effective and transparent, and build and maintain positive relationships.

¹⁹ Section 24 of the GL Bylaw.

²⁰ Section 24 of the GL Bylaw.

2. Monitor and oversee the effectiveness of the relationship, communications, and resolution of conflicts between the Program team and the City.

Engagement and Consultation

The Board has the responsibility to:

1. Understand the Program's key partners and stakeholders and their expectations.
2. Review, approve and oversee the implementation and effectiveness of the Program's stakeholder relations and community engagement strategy with the Program's key partners and stakeholders.
3. Ensure the duty to consult Indigenous Peoples has been appropriately met in accordance with the requirements of the Funding Agreements.

Legal

The Board has the responsibility to:

1. Oversee the implementation and effectiveness of the Project Agreements and other agreements related to the Program.
2. Oversee legal issues and the settlement of claims in relation to the Program, provided that if the claim proceeds to arbitration (e.g., notice of arbitration) or litigation (e.g., statement of claim), recommend to the City Manager and the City Solicitor and General Counsel whether to settle actions, claims, litigation or demands by or against the City related to the Program where funds are required to be drawn against the Capital Budget.²¹
3. Advise the City Solicitor and General Counsel and the City's Manager of Litigation of any litigation or potential litigation related to the Program.²²
4. Recommend to the City Solicitor and General Counsel the retention of external legal counsel to assist with disputes related to the Program and to otherwise support the Program.²³
5. Regularly receive and review statistical and status reports outlining the number, nature and management of FOIP requests relating to the Board.²⁴

Board Stewardship and Governance Effectiveness

The Board retains responsibility for managing its own affairs, including responsibility to:

1. Identify and appoint the Vice Chair and Board Secretariat.

²¹ Section 9 of the Terms of Reference attached to the GL Bylaw.

²² Section 10 of the Terms of Reference attached to the GL Bylaw.

²³ Section 11 of the Terms of Reference attached to the GL Bylaw.

²⁴ Section 30 of the GL Bylaw indicates the City Clerk (or delegate) acts as FOIP Head of the Board and supports the Board in responding to FOIP requests related to the Board.

2. Regularly review and determine the skills and competencies required for the Board to undertake its responsibilities, develop recommendations regarding necessary Board competencies and candidates for Board vacancies, and together with the City Manager, share this information (through the Board Chair) with Council as the appointing body to ensure it understands the Board's needs in appointing Board members.
3. Annually review remuneration for the Board Chair, the Vice-Chair, and Board members, including for Board members acting as Committee chairs, and make recommendations to Council as appropriate.²⁵
4. Create Committees as needed to support the Board, appoint Board members and others to such Committees as required, and develop and review terms of reference for such Committees.
5. Develop and approve amendments to the Governance Manual and any governance policies or protocols for the governance of the Program.
6. Evaluate the effectiveness of the Board, Board Chair, Vice Chair, and Board members, as well as the Board/CEO relationship and the relationship among the Board, CEO, and City.
7. Ensure new Board members are provided with comprehensive orientation and ongoing professional development appropriate to their role as Board members.
8. Monitor the adequacy of insurance coverage and compliance with the City's insurance policies for Board members.
9. Develop a process to understand, identify, declare and manage Board member conflicts of interest that is aligned with applicable City policies, including the Code of Conduct.
10. Obtain reasonable assurance that the Program operates at all times within applicable laws and to the highest ethical standards.
11. Adopt and implement meeting protocols²⁶ and operating processes for the Board and Committees.

Independent Oversight Advice

The Board is entitled to retain and rely on such independent subject matter experts, consultants or other advisors as and when needed to review, facilitate open discussions, and provide independent, external, informed and objective advice and recommendations related to:

1. Key aspects of the Program and Program Plans, technical and commercial issues, the related control framework, and the effectiveness of risk mitigation and implementation strategies.
2. The Program team's strategies and performance relating to community, security, environmental, and safety matters.

²⁵ Section 29, GL Bylaw.

²⁶ Section 26 of the Terms of Reference attached to the GL Bylaw require the Board to follow the procedural rules for Committees of Council under Council's Procedure Bylaw (35M2017) except as modified by the GL Bylaw.

3. The effectiveness of the Program's governance, the Board's effectiveness, and the relationships among all governance parties.

In engaging independent advisors, the Board must ensure compliance with the Trade Agreements, the Funding Agreements, and the Program's procurement policies.²⁷

Workplan

The Board organizes its work and responsibilities according to a 12-month workplan. The calendar is reviewed and updated at least annually and modified as required to address issues that arise.

Board Member Meeting Attendance

Unless a Board member resigns, Board members may only be removed or replaced at the discretion of Council, on recommendation of the Board Chair and City Manager.²⁸ If a Board member's annual attendance record²⁹ is less than 80% of Board meetings without reasonable excuse, the Board Chair and City Manager may make a recommendation to Council to revoke the appointment of the Board member.

Board Budget

Within the parameters of the Control Budget approved by the Board, the Board determines and approves an annual budget to support its work and activities, which takes into account any required consultant and advisory services, Board member remuneration, meeting expenses and related costs (travel, accommodation, etc.), Board member education and professional development, and required support services.

3. Board Chair Position Description

Introduction

The Board is led by the Board Chair who is recommended by the City Manager and appointed by Council.³⁰ The initial Board Chair serves for a period ending February 28, 2021 or such other date as determined by Council. The subsequent Board Chair serves until the Board Chair's resignation, disability, or death, or until removed and replaced at the discretion of Council, on recommendation of the City Manager.

This Board Chair Position Description outlines the roles and responsibilities of the Board Chair.

²⁷ The Trade Agreements and Funding Agreements prohibit sole/single sourcing of any advisors, regardless of the anticipated budget for such advisors.

²⁸ Section 20 of the GL Bylaw.

²⁹ The attendance record for all Board members is reported on an annual basis to the Board and the Priorities and Finance Committee.

³⁰ Section 14 of the GL Bylaw.

Role and Accountability

As chair of the Board, the Board Chair's primary role is to provide leadership to the Board in guiding the Board and coordinating its activities, including ensuring the Board is organized properly, functions effectively and autonomously, meets its mandate, obligations, and responsibilities, and acts in the best interests of the Program.

The Board Chair is accountable to the Board and represents the Board internally and externally (with the Program's funding partners and other stakeholders as required), including acting as a spokesperson on behalf of the Board.

Responsibilities

The Board Chair has the responsibility to:

Board Meetings

1. With the CEO and Board Secretariat:
 - a. Coordinate the Board's workplan and annual schedule of Board meetings; and
 - b. Develop and set Board meeting agendas.
2. Review pre-meeting information packages for completeness, with the goal of providing Board members with sufficient background information to enable them to prepare for the meeting.
3. Chair Board meetings and facilitate a candid and full discussion of all key matters that come before the Board.
4. Manage the Board to allow enough time for discussion of complex issues.
5. Ensure major Program initiatives, strategies and issues have proper and timely Board understanding, consideration, oversight, and approval.
6. Ensure proper minutes are recorded and presented to subsequent meetings.
7. Preside over the closed portion of Board meetings, review the results of those meetings with the CEO as appropriate, and report any action items arising therefrom that are to be recorded in the meeting minutes to the Board Secretariat.
8. Ensure Board decisions are clear, understandable, ethical, and responsible.

Board management:

1. Manage the affairs of the Board, including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.
2. Build consensus and develop teamwork within the Board, encourage an atmosphere of openness and trust without political or partisan influence, and maintain a cohesive group without losing diversity of opinion and independent points of view.

3. Deal effectively with dissent and work constructively towards arriving at a decision and achieving consensus.
4. Foster ethical and responsible decision making.
5. Ensure that each Board member is contributing to the Board's work and that Board policies are respected.
6. Keep the Board up to date on all significant developments within the Program, both at and between meetings.
7. Be available to individual Board members for questions, counsel, and discussions relating to the Program.
8. Oversee issues raised with respect to conflicts of interest and standards of conduct under the Code of Conduct.³¹
9. Review and assess Board member attendance and performance, and together with the City Manager, determine whether to recommend revocation of the Board member's appointment in the event of poor attendance or poor performance.
10. Meet with Board members at least annually, on a one-on-one basis, to assess where the Board can operate more effectively and where the Board Chair could assist in improving the performance of the Board.
11. With the Board Secretariat, develop for approval of the Board, an annual Board budget.

Board Appointments:

1. Together with the City Manager, communicate, on behalf of the Board, with Council to ensure they understand the process the Board has undertaken with respect to considering its composition and make recommendations regarding the appointment of candidates for Board vacancies.

Communications:

1. Work closely with the CEO and the Board Secretariat to ensure effective relations and communications with Board members, the Program team, the City, Council, the Province, Canada, and the public.
2. Act as the official spokesperson for the Board.
3. Appoint a Board member as a spokesperson for specific Board matters, as required.

³¹ Actual or perceived conflicts of interest with respect to the Board Chair are to be raised with the Vice Chair.

CEO Performance:

1. Lead and participate in the development of annual performance goals and objectives for, as well as the annual evaluation of, the CEO.
2. On behalf of the Board and together with the Vice Chair as needed, ensure the CEO:
 - a. Is aware of concerns and expectations of the Board and the Program's key stakeholders and partners.
 - b. Presents to the Board all information necessary to allow the Board to effectively discharge its responsibilities.
3. Together with the Vice Chair as needed, act as a sounding board, counselor and mentor for the CEO.
4. At least monthly, review and approve the CEO's expenses.

Other:

1. Lead and participate in the development of a succession plan for the CEO in the event of a situation requiring a replacement of the CEO.
2. Perform such additional duties as may be delegated by the Board from time to time, including executive responsibilities on behalf of the Program for so long as deemed necessary to assist with the functioning of the Program.

4. Vice Chair Position Description

Appointment

The Vice Chair is appointed annually by the Board from among the Board members for a one-year term and may be appointed for additional, consecutive terms.

Role and Accountability

The principal role of the Vice Chair is to support the Board Chair and preside at all meetings of the Board and Board members in the Board Chair's absence. The Vice Chair also takes the lead on any Board matters when the Board Chair is unavailable, until such time as Board Chair is able to resume their responsibilities.

Duties and Responsibilities

The Vice Chair has the responsibility to:

1. Preside at all meetings of the Board and Board members in the Board Chair's absence and when doing so:

- a. Conduct Board meetings in an efficient, effective and focused manner
 - b. Exercise all the same rights, powers, and authority of the Board Chair, including the responsibility to speak on behalf of the Board.
2. Provide feedback to the Board Chair and acts as a sounding board with respect to strategies, accountability, relationships, and other issues.
3. Support the Board Chair in their work and take on work aspects as requested by the Board Chair.
4. Together with the Board Chair as needed, act as a sounding board, counselor and mentor for the CEO.
5. Participate in the development of annual performance goals and objectives for the CEO as well as the CEO's annual evaluation.
6. Perform any additional duties requested by the Board.
7. Make themselves available to individual Board members for questions, counsel and discussions relating to the Program.

5. Board Member Position Description

Board members make up the Board and as such they are tasked to oversee the Delivery of the Program as described in the Board Responsibilities. This position description sets out how the Board expects Board members to discharge their duties and responsibilities and instill public confidence in the Board's governance of the Program.

Role of Board Members

Board members are responsible for collectively governing the activities of the Program and in so doing, work collaboratively to ensure the Board makes effective and informed decisions that promote the singular goal of a successful Program Delivery.

Fiduciary Responsibilities

In discharging their responsibilities, all Board members should:

1. Act in the best interests of the Program as a whole and in accordance with the Board mandate set by Council, and not in their own self-interest, nor in the interest of any particular stakeholder, partner, entity or group.
2. Be an effective ambassador of the Program.
3. Perform Board duties with integrity, impartiality, transparency, and in good faith.

4. Act with the highest standards of conduct, and in so doing, comply with all Board policies, the Code of Conduct (and any exceptions thereto as set out in the GL Bylaw) and all other City and Council policies applicable to them.
5. Fully and proactively disclose to the Board, the Board Secretariat, and the City Solicitor and General Counsel any actual, potential, or apparent interests that they have which may conflict with the Program's interests.³²
6. Keep confidential information, including all information associated with closed sessions of Board meetings, confidential³³ until the Board decides that the information may be disclosed.
7. Participate in ensuring the Board's work is effective and productive and participate in Board and Board member evaluation processes.
8. Participate as a member of any Committee established by the Board as needed and become knowledgeable about the purpose responsibilities of the particular Committee on which they are appointed to serve.
9. Foster a strong and positive relationship between the Board, the CEO and Program team, the City, Council, the Province, Canada, Indigenous Peoples, and the community, business, and other key stakeholders of the Program.

In carrying out their responsibilities, Board members are expected to be actively engaged in, and add value to, the Board's work. Board members cannot hide behind the concept of collective decision-making or see the presence of other, more experienced, Board members as relieving them of their individual obligations. However, Board members can reasonably rely on the CEO and experts for information in carrying out their duties, as described in the Board Responsibilities.

In addition, once Board decisions are made, Board members are expected to support those decisions in a positive manner and speak with one voice. Board members may not express to any person outside the Board any personal dissent from the Board's or Program's policies, practices or decisions. No Board member should speak on behalf of the Program in their capacity as a Board member without explicit authority from the Board.

Standards of Conduct

Knowledge and Participation

Board members are expected to:

³² Disclosure of conflicts of interest should be done both formally (through signing of the Annual Declaration and as and when required in any procurement evaluations manual) and informally (as the Board member becomes aware of actual, potential or apparent conflicts of interest).

³³ Section 18 of the GL Bylaw sets out limitations for the disclosure of Confidential Information (as defined in the GL Bylaw).

1. Be knowledgeable about the intended outcomes for the Program, the risks, activities, stakeholders, partners, and substantive issues affecting the Program, and the community, business, and political environments in which the Program will be executed.
2. Prepare for Board meetings by devoting the necessary time and attention to be well-informed on relevant issues that come before the Board (by reading pre-read information packages and/or otherwise).
3. Respond promptly to emails, phone calls and other communication from other Board members, the Board Chair or the Board Secretariat.
4. Organize themselves to be able to attend entire Board meetings.
5. Participate in Board activities that will enhance and expand the knowledge required to be an effective Board member.
6. Annually review and attest their agreement to the Governance Manual.

Board Activity and Interaction

During Board meetings, Board members are expected to:

1. Exercise good judgment and act with integrity.
2. Bring their own experience, expertise, wisdom, judgment, and influence to bear constructively on issues.
3. Interact with fellow Board members, the Board Secretariat, the CEO, the Program team, and City in a respectful, collaborative, and constructive manner, and demonstrate an openness to others' opinions and perspectives and the willingness to listen.
4. Refrain from using their cell phones, electronic devices, and other distractions, unless required for purposes of discharging their duties, at the Board meeting.
5. Speak and act independently while remaining a team player.
6. Participate fully and frankly in Board discussions, ask probing questions where appropriate, and express opinions in a clear and respectful manner regardless of whether such opinions may appear contrary to other opinions.
7. Analyze issues from many perspectives, considering the impact of decisions on the successful Delivery of the Program as well as on the Program's stakeholders, partners, and key relationships.
8. Whenever possible, advise the Board Chair, Board Secretariat and CEO in advance of introducing significant and previously unknown information at a Board meeting.
9. Understand the difference between governing and managing, focus inquiries on issues related to strategy, policy, implementation, and results rather than issues relating to the day-to-day execution of the Program.
10. Respect the role of the CEO.

Between meetings, each Director should be available as a support and resource to the Board Chair and CEO as needed, and should communicate, as necessary and appropriate, with the Board Chair and Board Secretariat.

Attendance

Board members are expected to maintain an excellent Board and Committee meeting attendance.³⁴

Board members who are not able to attend a Board meeting should advise the Board Secretariat at least one week prior to the Board meeting. Should a Board member's annual meeting attendance record be less than 80% without reasonable cause³⁵, the Board Chair and City Manager may recommend to Council that the Board member's appointment be revoked.³⁶

Relationship with Employees

Board members may direct questions or concerns on the Program Delivery to the CEO through Board meetings, or through the Board Chair. Board members should also demonstrate a willingness and availability for individual consultation with the Board Chair, Board Secretariat, or CEO as needed.

Board members must respect the position of the CEO and the organizational structure of the Program team. The Board acts collectively and no Board member has the authority to direct any Program team member.³⁷

Communications

The CEO is the "face" and primary spokesperson for the Program and the Board Chair (or Vice Chair in absence of the Board Chair) is the primary spokesperson for the Board. Public communication for Program activities will normally be conducted by the CEO. Public communication for Board activities will normally be conducted by the Board Chair.

6. Chief Executive Officer Position Description

[Under development by City HR Department – to be inserted once finalized and approved]

³⁴ The target is 100% attendance. Anything less than 80%, without extenuating circumstances, would create cause for revocation of the Board member's appointment.

³⁵ Section 5.6 of the Code of Conduct - Reasonable cause includes, but is not limited to, advance approval by the Board of the Board member's absence or where the Board member is required to refrain from participating in the Board meeting due to a conflict of interest, in accordance with the Code of Conduct.

³⁶ Sections 13 and 20 of the GL Bylaw.

³⁷ This does not prevent Committee members from engaging with those members of the Program team who are designated by the CEO to be responsible for the areas over which the Board has established a Committee to support. This also does not prevent Board members from engaging with Program team members on social occasions or during site visits with the Program team.

7. Board Secretariat Position Description

Appointment and Accountability

The Board appoints the Board Secretariat. The Board Secretariat is accountable to the Board and reports directly to the Board Chair. The Board Secretariat also operationally supports the CEO as needed.

The Board Secretariat is a senior employee of the Board and may be supported by an executive assistant in coordinating and preparing for Board meetings and other support as required.

Role

The Board Secretariat supports the effective functioning of the Board on all governance matters and plays a key role in the administration of the Board's governance of the Program.

Duties and Responsibilities

The Board Secretariat:

1. Liaises with and between the Board Chair, the CEO, and Board members to support effective Board governance and oversight of the Program.
2. Supports the Board in managing its relationship with Council and overseeing the management of various relationships with the Program team, the City, the Province, Canada, Indigenous Peoples, partners and stakeholders.
3. Coordinates the administration of the orientation, onboarding, and professional development program for all Board members.
4. Oversees and coordinates Board meetings and if required, meetings of the Committees.
5. Together with the Board Chair and the CEO, creates and maintains the Board's workplan.
6. Coordinates meetings, prepares and coordinates the distribution of Board agendas, information packages, resolutions, correspondence, and records, in conjunction with the Board Chair, the CEO, and the City Clerk (or delegate) and in accordance with the guidelines in the Governance Manual and the GL Bylaw.
7. Ensures the Board's annual schedule, communication procedures, Board meeting notices, and agendas are filed with the City Clerk (or delegate) and published on the City's website and Green Line website.³⁸
8. Attends all Board meetings (including closed sessions of Board meetings unless excused by the Board Chair), ensures proper meeting minutes are recorded and filed with the City Clerk (or delegate), and maintains attendance records.

³⁸As required under the Procedure Bylaw.

9. Maintains any action lists for Board meetings.
10. Keeps up to date and advise the Board on evolving corporate governance practices and trends applicable to project governance boards.
11. With direction from the Board, develops, maintains, coordinates the regular review of and updates to the Governance Manual and related documents.
12. Ensures that an accurate record is kept of all Board proceedings, correspondence, and relevant current and historical Board documents, and is electronically available to Board members.
13. Ensures annual attestation by all Board members of the Governance Manual and Code of Conduct.
14. Supports the Board's processes for the CEO's annual performance review and the evaluation of the Board and Board members.
15. Coordinates with and supports the City Clerk (or a delegate of the City Clerk) to review and respond to all FOIP requests on behalf of the Board and Program team and ensure consistent and accurate disclosure records management procedures are developed and followed.³⁹
16. Coordinates with the City Clerk (or delegate) to provide the Board at each regular Board meeting with statistical and status reports outlining the number, nature and management of FOIP requests relating to the Board.
17. Together with the City Clerk (or a delegate of the City Clerk), coordinates the Board's public communications including media relations, website maintenance, webcasting of Board meetings, and social media information to achieve a more public profile and ensure information about the Board is communicated appropriately.
18. Provides advice and support to the Board, City Manager and CEO as needed in the oversight and implementation of the Code of Conduct (including the reporting and management of any conflicts of interest) and Confidentiality Agreements.⁴⁰
19. Coordinates the annual execution by Board members of the Annual Declaration and provides advice and support the Board as needed on the implementation of the practices outlined in the Governance Manual.
20. Maintains custody and control of Board records.

³⁹ Section 30 of the GL Bylaw indicates the City Clerk (or delegate) acts as FOIP Head of the Board and supports the Board in responding to FOIP requests related to the Board.

⁴⁰ As the Code of Conduct is a Council policy, the City Manager has ultimate responsibility for ensuring enforcement of the Code of Conduct and reporting to Council on matters concerning the Code of Conduct. Similarly, the Confidentiality Agreements are entered into by Board members with the City, and as such, the City Manager has ultimate responsibility for ensuring enforcement of the Confidentiality Agreements. The Board Secretariat may provide advice or information to the Board (and the City Manager as a member of the Board) on the implementation of the Code of Conduct and Confidentiality Agreements.

21. Coordinates with the City Manager or City Auditor, external auditor, funding auditor or their respective designates, access to all Board records as required.⁴¹
22. Together with the City Clerk and Board Chair, coordinates meetings of the Board with the Priorities and Finance Committee and coordinates the preparation and distribution of information packages in preparation for such meetings.
23. Carries out any other appropriate duties and responsibilities as assigned by the Board.

Confidentiality

The Board Secretariat upholds the terms of the Confidentiality Agreement and keeps all matters before the Board in strict confidence, limiting discussion to Board members and those members of the Program team, the City, and Council staff required for the performance of their duties.

8. Budget and Risk Committee Terms of Reference

Role of the Committee

The Budget and Risk Committee supports the Board in the oversight of the Program Plans and complies with the policies and directives⁴², including the application of accounting, financial and operating reporting principles and controls, that are established by the City for the Program. The Committee also supports the Board in the oversight of plans for the identification, assessment, and management of risks relating to the Delivery of the Program.

Composition

The Committee is composed of at least three Board members, with one member designated as Chair of the Committee. Committee members are appointed by the Board on the recommendation of the Governance and Human Resources Committee. In addition, the Board Chair is an *ex officio* member of the Committee, and if present at a Committee meeting, has all of the rights and privileges of other members of the Committee.⁴³

Ideally, all members of the Committee are financially literate and at least one member of the Committee has financial planning or risk management expertise, and one member has large project technical and commercial expertise.

⁴¹ Sections 28 and 29 of the Terms of Reference attached to the GL Bylaw.

⁴² Section 12 and 13 of the Terms of Reference attached to the GL Bylaw.

⁴³ Section 14.1 of the GL Bylaw.

Frequency of Meetings

During the first year of Board operations, Committee members shall meet at least eight times.⁴⁴ Thereafter, Committee members meet at least four times per year and as many other times as necessary to carry out their responsibilities. Meetings outside the regular meeting schedule are convened at the call of the Committee Chair.

Responsibilities

Subject to the powers and duties of the Board, the Committee assumes the following responsibilities:

Program Delivery

1. Review and make recommendations to the Board in respect of the Program Plans and allocations for the Capital Budget and the annual operating budget.
2. Review and make recommendations to the Board with respect to the development of key performance indicators for achieving the Delivery of the Program.

Monitoring and Reporting

1. Ensure the Board receives timely, meaningful reports that keep it properly informed of the Program's progress against the Program Plans, and including but not limited to:
 - a. Internal financial and operational reports, including forecasts to support Funding Agreement management.
 - b. Major Program milestones, critical path events, and progress to completion.
 - c. Forecasts for achieving the Capital Budget, Scope, and Delivery Date, including variance analysis.
 - d. Forecasts for the anticipated Capital Budget for the Program.
 - e. Proposed mitigation strategies where the Capital Budget, Scope, and Delivery Date are not being met.
 - f. Claims arising from Program contracts, including the claims process and settlements of claims.
 - g. Material issues or disputes relating to contractors and Program contracts.
 - h. Updates to contingency management plans, showing use of contingencies and projected final expenditures.

⁴⁴ The GL Bylaw requires the Board to meet at least eight times in the first year. In order to properly support the Board in areas of oversight delegated to the Committee, the Committee also meets at least eight times in its first year.

- i. Information about the Program's financial risks and controls.
2. Review and make recommendations to the Board in relation to financial information that will be forwarded to the Priorities and Finance Committee of Council or made publicly available.
3. Monitor all expenditures under the Capital Budget, including updated costs of consultants' contracts.

Delegation of Spending and Contractual Authority

1. Together with the CEO and City Manager, regularly review the delegations under the Delegation of Authority and recommend any amendments as may be appropriate.
2. Review real property transactions and any related amendments for the acquisition or disposition of real property as required for the Program and make recommendations to the Board as appropriate in accordance with the GL Bylaw.

Financial and Operational Information, Systems and Controls

1. Receive and review regular reports from the CEO concerning the application of accounting, financial and operational reporting principles and internal controls that are established by the City for the Program.
2. Receive and review regular reports concerning the implementation and effectiveness of information technology project management and document management systems for the Program and integration with City systems.
3. Obtain reasonable assurance that the Program's financial and operational risk management, internal control systems, and information systems are properly designed, reliable, and operating effectively.

Risk Management

1. Together with the CEO, develop and recommend for Board approval risk tolerance levels for the Delivery of the Program.
2. Oversee the development and implementation of risk management policies and risk mitigation strategies for the management of material Program risks.
3. Oversee the development and implementation of contingency management plans and use of contingency reserves for the Program.
4. Receive and review regular reports from the CEO on the management of material financial, procurement, operational (including staffing and resourcing), and reputational risks impacting the successful Delivery of the Program, including the plans, processes and systems for identifying and managing those risks, and ensure those plans, processes and systems are effective.

5. Oversee regulatory reviews and approvals, including environmental approvals, and receive regular updates on their status.

Procurement

1. Oversee the development of exceptions, modifications, or companion procurement policies and processes for the Program to supplement applicable City procurement policies and recommend to the Board and City Manager for approval.
2. Review and recommend for Board approval the procurement evaluation manuals for material procurements.
3. Review the proposed material terms and risk allocations of RFQs, RFPs, Project Agreements and other agreements related to the Program and recommend to the Board for approval those requiring Board approval in accordance with a Board-approved approval matrix.
4. Receive and review reports of an independent procurement fairness monitor⁴⁵ on the integrity and fairness of the procurement processes for the Project Agreements (specifically, light rail vehicles and design-build-finance agreements).
5. Oversee the compliance of all consultants' contracts with Trade Agreements, Funding Agreements and the Program's procurement policies.

Independent Oversight

1. Review and advise the Board on the need for the retention of independent subject matter experts, consultants or other advisors in accordance with the Trade Agreements, Funding Agreements and the Program's procurement policies⁴⁶ to provide independent and objective advice and recommendations related to key aspects of the Program Plans, the related control framework, and the effectiveness of risk mitigation and implementation strategies.

Policy Oversight

Oversee the following organizational documents and/or policies:

1. Program Plans.
2. Delegation of Authority and approval matrix.
3. Procurement policies.

⁴⁵ Section 3(e) of the Terms of Reference attached to the GL Bylaw.

⁴⁶ The Trade Agreements and Funding Agreements prohibit sole/single sourcing of any advisors, regardless of the anticipated budget for such advisors.

Other Responsibilities

1. Review any litigation or legal claim that could have a material effect on the successful Delivery of the Program.
2. Review the expenses of the Board Chair and individual Board members on a quarterly basis.
3. Monitor actual Board spending relative to the annual Board budget.
4. Review such other matters that the Committee or the Board deems advisable or timely.

9. Governance and HR Committee Terms of Reference

Purpose

The Governance and HR Committee (Committee) is established to inform and enhance the Board's approach to the oversight of the Program's governance, leadership and human resource structures and oversee the relationships and communication between the Program and The City of Calgary Departments and Business Units.

Composition

The Committee is composed of at least three Board members determined by the Board, with one designated as Chair. In addition, the Board Chair is an *ex officio* member of the Committee, and if present at a Committee meeting, has all of the rights and privileges of other members of the Committee.⁴⁷

Frequency of Meetings

The Committee meets quarterly and as many other times as the Committee Chair determines is necessary.

Responsibilities

The Committee has the following responsibilities:

Board Governance

1. Review and advise the Board on:
 - a. Any recommended changes to the Governance Manual and related policies.

⁴⁷Section 14.1 of the GL Bylaw.

- b. The content and implementation of programs for new Board member orientation and ongoing annual Board member professional development.
 - c. Processes for evaluating the effectiveness of Board meetings and the Board, Board Chair, Vice Chair, Board members, and Board Secretariat.
 - d. Any recommended changes to the Board's composition, including recommendations for the establishment of a Recruitment Committee for the recruitment of additional or replacement Board members.
 - e. Appointments of members to Committees.
 - f. Relationships with Program funding partners (City of Calgary, Province of Alberta, Government of Canada), as reported to the Committee by the CEO.
2. Support the annual review processes to evaluate the Board, Board Chair, Vice Chair, Board members and Board Secretariat.
3. Review and advise the Board on the adequacy of insurance coverage, indemnifications and compliance with the City's insurance and indemnification policies for Board members.
4. Annually review remuneration for the Board Chair, the Vice-Chair, and Board members, including for Board members acting as Committee chairs, and make recommendations to Council as appropriate.⁴⁸
5. Oversee and ensure compliance with the Code of Conduct (including the reporting and management of any conflicts of interest with respect to Board members).
6. Undertake an annual review of the "Competency and Skills Matrix", as approved by the Board, and oversee annual training for Board members on safety and security (including cyber security) matters.

Compliance and Reporting

- 1.** Review regular reports from the CEO on:
 - a.** An assessment of whether Program contracts, including the Trade Agreements, Funding Agreements, Project Agreements and other agreements, are being adhered to in accordance with applicable contractual terms and laws.
 - b.** Whether Program policies and applicable Council and City policies are being complied with, including conflict of interest, whistleblower, and procurement policies.
 - c.** Program structure, staffing, and overall management of the Program team.
 - d.** The effectiveness of the relationship, communications, and resolution of conflicts between the Program team and The City of Calgary Departments or Business Units.

⁴⁸ *Section 29, GL Bylaw.*

- e. Whistleblower reports, as received by the CEO, on a quarterly basis.
 - f. Completion of annual training for the Program team on Code of Conduct and safety and security (including cyber security) matters.
2. Advise whether exceptions, modifications or supplemental policies may be needed to City administrative policies to allow for successful Delivery of the Program.
3. Oversee the implementation of the Conflict of Interest Protocol for procurement processes (the “Protocol”), as follows:
 - a. Receive copies of conflict of interest matter determinations and copies of any reconsideration determinations from the conflict of interest adjudicator (the “Adjudicator”).
 - b. Oversee the process followed by the Adjudicator in arriving at a reconsideration determination, such as whether the Adjudicator:
 - i. followed the process described in the Protocol,
 - ii. considered the relevant information received in relation to the conflict of interest matter (including information from the original requester and the Program team), and
 - iii. made the determination in a fair and consistent manner, having regard to previous determinations with similar facts and issues.
 - c. Request and receive legal advice from the City Solicitor or her delegate, the Manager, Legal Services – Green Line, or The City’s external counsel as may be required during the course of the Committee’s oversight role.
 - d. Meet with the Adjudicator as required at the discretion of the Committee during the course of the Committee’s oversight role.
 - e. Consider reconsideration determinations in a timely manner (having regard to the nature of the issues raised in the request for reconsideration) as part of its regularly scheduled meetings, and in exceptional circumstances, the Chair may call an ad hoc meeting to consider an urgent reconsideration determination.
 - f. In consultation with the Chair of the Board, refer the matter to the Board for final resolution if the Committee determines the reconsideration determination requires further review and consideration.

Human Resources

- 1.** Advise the Board on and assist the Board with:
 - a.** The development of the CEO's annual goals and objectives.
 - b.** The CEO's annual performance review.

- c. The development of a succession plan to respond to an unplanned situation which requires an immediate replacement of the CEO and the Program Senior Executives.
 - d. The compensation structure, recruitment process, evaluation criteria and related policies for the Program team and the appropriateness thereof for the successful Delivery of the Program.⁴⁹
 - e. The structure and composition of the Program team.
 - f. The determination of the CEO's remuneration.
- 2. Support the Board's review of significant organizational changes for the Board and assist the Board as needed with respect to the hire or replacement of the CEO and the Program Senior Executives.
- 3. Review the results of any survey, reports, and other methods to measure the health, engagement, and integrity of the culture of the Program team.

Independent Oversight

- 1. Review and advise the Board on the need for the retention of independent subject matter experts, consultants or other advisors in accordance with the Trade Agreements, Funding Agreements and the Program's procurement policies⁵⁰ to provide independent and objective advice and recommendations related to the effectiveness of the Board's governance of the Program and its relationship with all governance parties.

Policy Oversight

Oversee the following organizational documents and/or policies:

- 1. Governance Manual and related documents.
- 2. CEO Succession Plan.

Other Responsibilities

- 1. Review such other matters that the Committee or the Board deems advisable or timely.

⁴⁹ Section 24 of the GL Bylaw.

⁵⁰ The Trade Agreements and Funding Agreements prohibit sole/single sourcing of any advisors, regardless of the anticipated budget for such advisors.

10. Planning Committee Terms of Reference

Purpose

The Planning Committee (Committee) is established to inform and enhance the Board's approach to the oversight of the Program's planning process and activities for governance partner, stakeholder and community engagement and communications, including providing guidance, advice and oversight on planning and technical and design matters relating to key design aspects of the Program as approved by Council.

Composition

The Committee is composed of at least three Board members determined by the Board, with one designated as Chair. In addition, the Board Chair is an *ex officio* member of the Committee, and if present at a Committee meeting, has all of the rights and privileges of other members of the Committee.⁵¹

Frequency of Meetings

The Committee meets quarterly and as many other times as the Committee Chair determines is necessary.

Responsibilities

The Committee has the following responsibilities:

Planning and Technical

1. Provide guidance, advice and oversight on substantive planning and technical design matters relating to key design aspects of the Program approved by Council, such as the alignment, interfaces, and stations.

Stakeholder and Community Engagement

1. Meet regularly with the CEO to review and understand the expectations, concerns, and objectives for each of the Program's governance partners and stakeholders, including any expectations for engagement with Indigenous Peoples.
2. Oversee the development of strategies, policies, and key performance measures for community engagement with the Program's key governance partners and stakeholders.
3. Oversee the development of community engagement strategies to build stakeholder and public support for the Program's initiatives.

⁵¹Section 14.1 of the GL Bylaw.

4. Participate in community or stakeholder engagement activities as suggested by the CEO and as determined appropriate by the Committee and Board.

Communications

1. Provide guidance and advice as needed on the development and implementation of communications plans, strategies and initiatives.

Reporting

1. Receive and review regular reports from the CEO on:
 - a. Planning and technical design of key design aspects of the Program, such as the alignment, stations, and interfaces.
 - b. The implementation of the Program's community engagement and communications strategies, policies, and plans.
 - c. The quality and strength of the Program's relationships with its governance partners, key stakeholders and communities, including the results of any surveys, reports, or other measures to assess such effectiveness.
 - d. The status of engagement with Indigenous Peoples.
 - e. The level of community and stakeholder satisfaction with the Program Delivery.
 - f. Any material issues of interest to the communities impacted by the Program.
 - g. The management of any areas of concern.
 - h. Any other developments that have a significant and material effect on the Delivery of the Program and the communities affected by the Program.

Independent Oversight

2. Review and advise the Board on the need for the retention of independent subject matter experts, consultants or other advisors in accordance with the Trade Agreements, Funding Agreements and the Program's procurement policies⁵² to provide independent and objective advice and recommendations related to the oversight of key aspects of stakeholder communications, community engagement and oversight, technical design, and implementation of the planning and scope of the Program as approved by Council.

Policy Oversight

Oversee the following Program documents and/or policies:

⁵² The Trade Agreements and Funding Agreements prohibit sole/single sourcing of any advisors, regardless of the anticipated budget for such advisors.

3. Stakeholder Relations and Community engagement strategy.
4. Stakeholder Relations and Community engagement plan.
5. Planning and technical design concepts.

Other Responsibilities

Review such other matters that the Committee or the Board deems advisable or timely.

C. Appendices

1. Definitions

Adjudicator – means the conflict of interest adjudicator for conflict of interest matter determinations.

Annual Declaration – means the annual declaration signed by Board members to attest their agreement to the responsibilities, practices, and policies in the Governance Manual.

Bilateral Agreement – means the Canada-Alberta Integrated Bilateral Agreement for the Investing in Canada Infrastructure Program between Canada and the Province, dated April 3, 2018.

Board – means the Green Line Board established by the GL Bylaw, which governs and oversees the Program Delivery.

Board Chair – means the person appointed by Council, on recommendation of the City Manager, to act as chair of the Board.

Board Mandate – means the mandate of the Board, as set out in the GL Bylaw and Section B of the Governance Manual.

Board members – means collectively the individuals who are appointed to act as members of the Board in accordance with the GL Bylaw.

Board Secretariat – means the person(s) appointed by the Board as Board Secretariat for the Board.

Canada – means the government of Canada and refers to any ministry within the government of Canada.

Capital Budget – means the funding approved by Council, the Province, and Canada for the Program, excluding financing costs for the Program.⁵³

CEO – means the CEO of the Program, as appointed by the Board. Where relevant, references to “CEO” in the Governance Manual include those persons to whom the CEO has delegated responsibility, including the Program Senior Executives and Program team members.

City – means the municipal corporation of The City of Calgary, and refers to any department of the City, including Council.

City Manager – means the individual appointed by Council as its chief administrative officer pursuant to Council’s Bylaw 8M2001.

City Policies – means the standards, guidelines and policies approved by the City Manager that are applicable to the Program.

Code of Conduct – means Policy CC045 Code of Conduct for Citizen Members Appointed to Council Established Boards, Commissions and Committees, as amended from time to time.

⁵³ Section 3(e.1) of the GL Bylaw.

Committees – mean any working group (temporary or otherwise) composed of Board members and established by the Board to address time limited projects or to assist the Board in fulfilling its mandate, and includes, without limitation, the Budget and Risk Committee, the Governance and HR Committee, and the Planning Committee.

Confidentiality Agreements – mean the confidentiality agreements entered into by the Board members and Board Secretariat with the City, upon appointment to their office.

Council – means the municipal council for the City of Calgary, who has legislative and administrative power to make decisions on behalf of the City of Calgary.

Council Policies – means the standards, guidelines, and policies approved by Council that are applicable to the Program.

Delegation of Authority – means a delegation of authority policy for the entering into of financial commitments and execution of contracts on behalf of the Program, as established by the Board and approved by the City Manager, as may be amended from time to time. Currently, this consists of the Delegation of Authority by the City Manager Policy (under Execution of Contracts Bylaw 43M99) as modified by the GL Bylaw.⁵⁴

Delivery – means the design-development, procurement, construction and commissioning of the Program.

Delivery Date – means the final date by which the Program is to be completed, as set out in the Funding Agreements.

FOIP – means the Freedom of Information and Protection of Privacy Act (Alberta), as amended.

Funding Agreements – means the Bilateral Agreement and Grant Agreement, as well as any other agreement pursuant to which funding of the Program is provided.

GL Bylaw – means Bylaw Number 21M2020 Being a bylaw of the City of Calgary to Establish the Green Line Board as a Committee of Council, as may be amended from time to time.

Governance Authority Matrix – means the authority matrix in Appendix 3 which sets out the respective rights and responsibilities of the Board, the CEO, the City, and Council with respect to key items of governance, as updated and approved by the Board.

Governance Manual – means this Governance Manual which describes the Board's policies in carrying out its governance responsibilities related to the stewardship of the Program.

Grant Agreement – means the Grant Agreement Public Transit and Green Infrastructure Project between the Province and the City, dated January 30, 2019.

Green Line – means the green line LRT expansion in the City's integrated transit network.

Indigenous Peoples – means the indigenous individuals and communities impacted by the Green Line.

⁵⁴ Sections 25 to 28 of the GL Bylaw.

LRT – means light rail transit.

MGA – means the *Municipal Government Act* (Alberta), as amended.

Priorities and Finance Committee – means the Priorities and Finance Committee of Council.

Program – means the Green Line Stage 1 Program, as defined by the Scope.

Program Plans – means the governing documents and plans for the Delivery of the Program, which may include a program charter, key performance indicators, a program management plan with detailed budget, schedule and other relevant plans for Delivery, a contingency management plan for managing potential scenarios or uncertainties (including a contingency reserve), risk management policies, and other relevant governing documents for Program Delivery.

Program Policies – means the standards, guidelines and policies approved by the Board that are applicable to the Program and those City Policies for which the Board and Program team have obtained an exemption or modification in the application to the Program (including but not limited to the Delegation of Authority and relevant City procurement policies).

Program Senior Executives – includes the individuals in the most senior executive-level positions at the Program, as constituted by the Board and CEO, who are designated by the CEO to be responsible for key aspects of the Program.

Program team – includes the team of individuals required to complete the Program as constituted by the CEO, Program Senior Executives, and may include employees, contractors, consultants, and City employees seconded to the Program.

Project Agreements – means the contracts entered into between certain special purpose vehicles (Project Cos) and the City in respect of the Program, and the contract for the purchase of low-floor light rail transit vehicles for the Program.

Protocol – means the Conflict of Interest Protocol for procurement processes.

Province – means the province of Alberta and refers to any ministry within the Alberta provincial government.

RFPs – means Requests for Proposals in relation to Program procurements.

RFQs – means Requests for Qualifications in relation to Program procurements.

Scope – means the scope for the Program, defined by Council as extending from 126th Avenue Southeast to 16th Avenue North, Calgary, as approved by Council and as may be amended by Council from time to time (which may be divided into Segments 1, 21A and 2B), but excluding Bus Rapid Transit improvements.

Sponsor – means the sponsor of the Program, which is the City.

Trade Agreements – mean the New West Partnership Trade Agreement (NWPTA), the Canadian Free Trade Agreement (CFTA), and the Canada-European Union Comprehensive Economic Trade Agreement (CETA), which set out procurement practices that must be followed by the City and the Program.

Vice Chair – means the person appointed by the Board as the Vice Chair.

2. Annual Board Member Declaration

I, _____, am a Board member of the Board.

1. I have read and understood this Governance Manual and I have sought guidance from the Board Chair or Board Secretariat for any part of the Governance Manual that I do not understand.
2. I have read and understood the Code of Conduct and Supplemental Guidance Document and I have sought guidance from the City Manager (or delegate) or Board Secretariat for any part of the Code of Conduct that I do not understand.
3. I confirm that I am bound to adhere to the terms of this Governance Manual (including the Code of Conduct) and all other policies applicable to the Board and I undertake to do so.
4. I declare that:

[Delete the statement below that does not apply as of the date of signing this Annual Board Member Declaration]

- a. I am not in a conflict of interest with respect to my duties and role as a Board member. I further represent and warrant that to the best of my knowledge and belief, my spouse, partner, children, parents, mother or father-in-law, son or daughter-in-law, or someone who shares the home with me, and I do not have any interests, activities or relationships, financial or otherwise, nor are we providing any services to any persons or entities that would cause to be created a perceived, potential or actual conflict of interest with respect to my duties and role as a Board member. I acknowledge that a financial interest, for purposes of this paragraph, may include employment, stock ownership, a creditor or debtor relationship or a prospective employee or employer relationship with any such persons or entities.
 - b. I have listed on Schedule A all of the relationships that my spouse, partner, children, parents, mother or father-in-law, son or daughter-in-law, or someone who shares the home of with me, or I have with the persons or entities that result in a perceived, potential or actual conflict of interest with respect to my duties and role as a Board member.
5. I agree to immediately disclose in writing to the City Manager, Board Chair, or Board Secretariat any situation that may be reasonably construed as constituting a perceived, potential or actual conflict of interest in connection with my duties and role as a Board member.
 6. Unless authorized in writing by the Board, it shall also be a conflict of interest for me to use, and I shall not use, information acquired through my position as a Board member for my personal gain, the personal gain or any member of my immediate family, or in a manner that would result in a benefit of any third party.

7. I agree to promptly provide an updated declaration annually or as may be required by changed circumstances.
8. I acknowledge and agree that the City Manager and Board may, in their discretion, prescribe certain requirements to resolve or mitigate any perceived, potential or actual conflict of interest, disclosed or otherwise, with respect to my duties and role as a Board member.
9. For the purposes of this declaration, “Conflict of interest” has the meaning given to it in the Code of Conduct.

Printed Name

Signature

Date

SCHEDULE A TO THE ANNUAL BOARD MEMBER DECLARATION

[List of all persons or entities that may create a perceived, potential or actual conflict of interest with respect to a Board member's duties and role as a Board member.]

Please describe:

1. Name of the entity with whom you, your spouse, partner, child, parents, mother or father-in-law son or daughter-in-law, or someone who shares your home with you have a perceived, potential or actual conflict of interest.
2. Who has the relationship with this entity? Is it you, your spouse, partner, child, parents, mother or father-in-law, son or daughter-in-law, or someone who shares your home with you?
3. What is the nature of the relationship: is the relationship personal, financial, an employment relationship, or of some other nature?
4. What is the current status of the relationship?
5. What additional information would be helpful for the City Manager and the Board Chair?

3. Governance Authority Matrix

The Governance Authority Matrix below sets out the roles of the Board, CEO, the City, and Council in the governance of the Green Line Program (Program). It takes into account the authorities delegated in the GL Bylaw as well as effective practices for the governance of megaprojects.

Function	Board	Committees	CEO	City (including relevant City Department)	City Council ⁵⁵
Program Direction & Implementation					
• Program Vision and Outcomes	Adopt		Adopt	Lead development/Adopt	Set
• Program and GL Board Mandate	Adopt		Adopt	Lead development/Adopt	Set
• Scope, Capital Budget, Delivery Date	Adopt/Approve Allocation	Budget & Risk	Adopt	Lead development/Adopt	Set
• Program Plans & progress	Review/Approve/Oversee	Budget & Risk	Develop/Recommend/Adopt/Implement	Input/Support	Informed
Board Composition		Governance & HR			
• Identify required skills	Lead/Approve				
• Appoint Board Members	Board Chair to Recommend (additional candidates)	Governance & HR		Recommend Initial Members (City GM)	Appoint
• Appoint Board Chair	Informed/Adopt		Informed	Recommend Chair (City GM)	Appoint Chair
• Appoint Vice Chair, Board Secretariat	Appoint/Oversee				
• Assign Committee membership	Appoint				
• Provide information to the City on incumbent board member performance	Board Chair Leads	Governance & HR			
Board Stewardship		Governance & HR			
• Board Member Orientation and Education	Lead		Participate		

⁵⁵ Pursuant to the Green Line Bylaw, the GL Board reports on the Program to the Priorities & Finance Committee of City Council on a quarterly basis. All references to City Council include the Priorities & Finance Committee.

Function	Board	Committees	CEO	City (including relevant City Department)	City Council ⁵⁵
<ul style="list-style-type: none"> Board and Board member Evaluation 	Approve process/Lead	Governance & HR	Participate		
<ul style="list-style-type: none"> Board Chair, Vice Chair and Board Secretariat Evaluation 	Approve process/Lead	Governance & HR	Participate		
<ul style="list-style-type: none"> Board member indemnification and liability coverage 	Adopt	Governance & HR		Set (Insurance & Risk)	
<ul style="list-style-type: none"> Board member remuneration & expense policy 	Recommend/ Adopt	Governance & HR			Set
Board Budget	Develop/Adopt	Governance & HR			
Board Governance Policies		Governance & HR			
<ul style="list-style-type: none"> Governance Authority Matrix 	Develop/Approve/ Implement		Support		
<ul style="list-style-type: none"> Governance Manual (Board policies) 	Develop/Approve/ Implement	Governance & HR	Support		
<ul style="list-style-type: none"> Standards of Conduct for Board Members 	Adopt/ Implement	Governance & HR			Set (CC045 Code of Conduct)
Independent Oversight & Retention of Experts	Retain as needed	Governance & HR Budget & Risk Planning			
<ul style="list-style-type: none"> Retain independent subject matter experts for various aspects of Program implementation 			Retain as needed		
Program Delegation of Authority and Procurement					
<ul style="list-style-type: none"> Project Agreements within approved Council Budget 	Approve/ Recommend execution/ Oversee	Budget & Risk	Recommend/Develop	Execute (City GM and City Clerk)	

Function	Board	Committees	CEO	City (including relevant City Department)	City Council ⁵⁵
<ul style="list-style-type: none"> Amendments to Existing Funding Agreements (Province, Federal Government) and Additional Funding Agreements with additional funding partners 	Adopt/Oversee	Budget & Risk	Adopt/Implement	Execute once approved by City (City GM & City Clerk)	Approve
<ul style="list-style-type: none"> All other general agreements related to the Program within approved Council Budget 	Approve/ Recommend execution/ Oversee	Budget & Risk	Recommend/Develop	Execute (in accordance with Delegation of Authority)	
<ul style="list-style-type: none"> Contracts management policy 	Approve/Oversee	Budget & Risk			
<ul style="list-style-type: none"> Effectiveness & compliance with procurement policies and practices 	Receive & Review Reports	Budget & Risk	Report		
<ul style="list-style-type: none"> Implementation of Conflict of Interest Protocol for procurement processes 	Oversee	Governance & HR			
Financial & Operations					
<ul style="list-style-type: none"> Financial & operational information, systems & controls 	Oversee/Receive reports	Budget & Risk	Report	Support	
<ul style="list-style-type: none"> Delegation of spending and contractual authority 	Approve/oversee	Budget & Risk	Recommend		
Safety					
<ul style="list-style-type: none"> Safety oversight and incident review 	Oversee/Receive reports		Develop/Recommend/Implement	Support	
Planning and Technical					
<ul style="list-style-type: none"> Planning and technical design matters for key design aspects of Program 	Oversee/Provide guidance	Planning	Develop/Recommend/Implement/Report	Support	Approve key design aspects
Land Planning & Sustainability					
<ul style="list-style-type: none"> Land acquisition policy 	Approve/Oversee		Recommend/Implement		
<ul style="list-style-type: none"> Land acquisitions/dispositions review and monitoring 	Oversee/Receive reports		Approve/Report/ Collaborate	Collaborate (Real Estate)	

Function	Board	Committees	CEO	City (including relevant City Department)	City Council ⁵⁵
<ul style="list-style-type: none"> Environmental and sustainability performance assessments, plan review and effectiveness 	Oversee/Receive reports		Contribute/Report	Support	
<ul style="list-style-type: none"> Regulatory reviews & approvals (including environmental) 	Oversee/Receive reports	Budget & Risk	Report		
Program Human Resources		Governance & HR			
<ul style="list-style-type: none"> Hire/replace CEO 	Lead/Appoint				
<ul style="list-style-type: none"> CEO performance goals, objectives, and evaluation 	Lead/Approve	Governance & HR	Participate		
<ul style="list-style-type: none"> CEO compensation & employment terms 	Approve				
<ul style="list-style-type: none"> CEO succession planning 	Lead/Approve	Governance & HR	Support		
<ul style="list-style-type: none"> Organizational Structure & Composition/HR recruitment and compensation strategy, structures and policies 	Approve	Governance & HR	Develop/Recommend/Implement		
<ul style="list-style-type: none"> Program hire/replace (Program Senior Executives) 	Review/Approve		Lead/Recommend		
<ul style="list-style-type: none"> Performance management framework 	Oversee	Governance & HR	Lead/Implement		
<ul style="list-style-type: none"> Program employee engagement and cultural health 	Oversee/Monitor	Governance & HR	Manage		
Risk Management		Budget & Risk			
<ul style="list-style-type: none"> Risk tolerance levels 	Develop/Approve	Budget & Risk	Contribute		
<ul style="list-style-type: none"> Risk management policies 	Oversee	Budget & Risk	Develop/Implement		
<ul style="list-style-type: none"> Identification, review & monitoring of major risks and issues 	Oversee	Budget & Risk	Identify/Manage/Report		
<ul style="list-style-type: none"> Program plans and systems to avoid, mitigate risks 	Oversee	Budget & Risk	Develop/Implement/Manage		
Information Technology					
<ul style="list-style-type: none"> Implementation of information technology, project management and document management systems and integration with City systems 	Oversee/Receive Reports	Budget & Risk	Approve/Manage/Participate/ Inform	Collaborate/Support (IT)	

Function	Board	Committees	CEO	City (including relevant City Department)	City Council ⁵⁵
Communication and Engagement					
<ul style="list-style-type: none"> Government and Partner Consultation and Engagement Strategy (Indigenous Peoples, Provincial, Municipal) 	Approve/ Contribute/ Receive Reports	Planning	Develop/Recommend/ Report/ Participate		
<ul style="list-style-type: none"> Stakeholder & Community Relations Strategy & Engagement Plan 	Approve/ Contribute/ Receive Reports	Planning	Develop/Recommend/ Report/ Participate		
<ul style="list-style-type: none"> Communication and relationships with Funding Partners and other stakeholders 	Oversee	Governance & HR	Participate/Inform		
<ul style="list-style-type: none"> City department and Program communications, relationship and conflict resolution 	Oversee	Governance & HR	Approve/Contribute/ Implement	Support/Oversee	
<ul style="list-style-type: none"> Public reporting and disclosures 	Oversee		Support/Contribute	Develop	Informed
Compliance and Legal Issues					
<ul style="list-style-type: none"> Compliance review (legal requirements, legal agreements, City policies, GL policies) 	Monitor	Governance & HR	Report		
<ul style="list-style-type: none"> Code of Conduct reports 	Monitor	Governance & HR	Report	Oversee (City Manager)	
<ul style="list-style-type: none"> Conflicts of Interest reports 	Monitor	Governance & HR	Report	Oversee (City Manager)	
<ul style="list-style-type: none"> Whistleblower reports 	Monitor	Governance & HR			
<ul style="list-style-type: none"> Legal actions/claims/litigation/demands related to the Program 	Oversee/Advise/ Recommend	Budget & Risk	Contribute/Report	Settle (Legal)	
<ul style="list-style-type: none"> Retention of external legal counsel 	Recommend	Governance & HR	Contribute/Report/Reco mmend	Retain (Legal)	
<ul style="list-style-type: none"> FOIP Requests & Compliance 	Oversee	Governance & HR	Review/Respond/Report	Support - City Clerk (FOIP Head of the Board)	
Program Policies					
<ul style="list-style-type: none"> Material Board-Approved Program Policies 	Approve/ Contribute/ Oversee		Develop/Recommend/ Implement		

Function	Board	Committees	CEO	City (including relevant City Department)	City Council ⁵⁵
<ul style="list-style-type: none"> City Policies applicable to the Program and integration into Program 	Oversee/ Recommend exceptions	Budget & Risk (procurement policy exceptions)	Collaborate/Implement	Approve (City GM)	

4. Bylaw No. 21M2020 Establishing the Board and Accompanying Board Terms of Reference

Attachment 2

BYLAW NUMBER 21M2020

BEING A BYLAW OF THE CITY OF CALGARY TO ESTABLISH THE GREEN LINE BOARD AS A COMMITTEE OF COUNCIL

WHEREAS, after considering revised Report GC2020-0583, Council approved the Green Line Stage 1 Program on June 16, 2020;

AND WHEREAS, Council has considered the governance structure required for the Green Line Stage 1 Program as described in Report GC2020-0772;

AND WHEREAS, Section 203 of the *Municipal Government Act*, R.S.A. 2000, c. M-26 provides that Council may by bylaw delegate its powers, duties or functions to a council committee which may include a board;

AND WHEREAS, by this Bylaw Council establishes the Green Line Board as a committee of Council to govern and oversee the Green Line Stage 1 Program as more specifically set forth in this Bylaw including the attached terms of reference;

AND WHEREAS, pursuant to this Bylaw and attached terms of reference, the Green Line Board is granted authority to make decisions and approve actions within its mandate.

SHORT TITLE

1. This Bylaw may be cited as the "Green Line Board Bylaw".

PURPOSE

2. The Purpose of this Bylaw is to establish the Green Line Board as a committee of Council.

DEFINITIONS

3. (1) In this Bylaw,
 - (a) "*Executive Leadership Team*" means The City's executive leadership team as constituted by the City Manager which, for the purposes of this Bylaw, shall include The City's Director of Supply Management and Director of Calgary Transit;
 - (b) "*Affordability*" means the sum of all capital costs compared to the Capital Budget;
 - (c) "*Board*" means the Green Line Board established by this Bylaw;
 - (c.1) "*Capital Budget*" means the funding approved by Council, the Government of Alberta, and the Government of Canada for the Program, excluding financing costs for the Program;

- (d) “*City Manager*” means the individual appointed by Council as its chief administrative officer pursuant to Bylaw 8M2001;
- (d.1) “*Committee*” means a working group composed of Board members and established by the Board to address time limited projects or assist the Board in fulfilling its mandate;
- (e) “*Confidential Information*” means information, whether oral, written or in electronic form and includes information that pertains to design, approvals, land acquisition, procurement, and construction, that is identified as confidential or would reasonably be considered as confidential but excluding any information:
 - i. possessed by a Board member prior to receipt from The City;
 - ii. published or available to the general public other than through a breach of this Bylaw;
 - iii. obtained from a third party with a valid right to disclose it, provided that the third party is not under a confidentiality obligation, directly, or indirectly, to The City;
 - iv. independently developed by a Board member who had no knowledge of or access to Confidential Information;
 - v. disclosed by a Board member with the prior written approval of The City;
 - vi. required, in the reasonable opinion of the City Solicitor and General Counsel, to be disclosed by operation of law or requirement of a court, governmental agency, or administrative tribunal; or
 - vii. information disclosed by The City pursuant to a request to access records under Part 1 of FOIP;
- (f) “*Council*” means the municipal council of The City;
- (g) “*Delivery*” means the design-development, procurement, construction and commissioning of the Program.
- (h) “*FOIP*” means the *Freedom of Information and Protection of Privacy Act*, RSA 2000 c F-25, as amended or any statute enacted in its place;
- (i) “*Funding Agreements*” means agreements between The City and the federal and/or provincial governments that set out the terms and conditions of funding of the Program;
- (j) “*Green Line Program Team*” means the team of individuals required to complete the Program;

- (k) “*LRV Purchase*” means the purchase of low-floor light rail transit vehicles for the Program;
 - (k.1) “*P3*” means a public-private partnership;
 - (l) “*Program*” means the Green Line Stage 1 Program extending from 126th Avenue Southeast to 16th Avenue North as approved by Council and as may be amended from time to time (which may be divided into Segments 1, 2A, and 2B), but excluding Bus Rapid Transit improvements.
 - (m) “*Project Agreements*” means the contracts entered into between Project Cos and The City in respect of the Program, and the contract for the LRV Purchase;
 - (n) “*Project Co*” means a special purpose vehicle that enters into a Project Agreement with The City;
 - (o) “*Substantial Completion*” shall have the same meaning as defined in the Project Agreement(s); and
 - (p) “*The City*” means the municipal corporation of The City of Calgary.
- (2) Any schedules attached to this Bylaw form part of the Bylaw.
 - (3) If this Bylaw refers to any statute, regulation or bylaw, the reference is to the statute, regulation or bylaw as amended, whether amended before or after the commencement of this Bylaw, and includes reference to any statute, regulation or bylaw that may be substituted in its place.

ESTABLISHMENT AND TERM

- 4. The Board is hereby established as a committee of Council. The Board shall exist until such time as this Bylaw is repealed by Council.

MANDATE

- 5. The mandate of the Board is to use its collective expertise to govern and oversee the successful Delivery of the Program, and to carry out Council direction provided to administration and to the Board related to Delivery of the Program.

COMPOSITION OF THE BOARD

- 6. The Board shall consist of a minimum of three and a maximum of nine members.
- 7. The Board members shall have a range of expertise in areas such as governance, leadership, procurement, engineering design, construction, project management, urban design, and P3 transactions in respect of projects comparable to the Program.
- 8. Board members shall not be subject to the recruitment and appointment process specified in Council Policy CP2016-03 titled, “Governance and Appointments of Boards, Commissions and Committees”. Board members do not have to be residents of Calgary.

Notwithstanding the Procedure Bylaw 35M2017, Board membership shall not be reviewed annually at The City's Organizational Meeting.

9. The City Manager shall be a member of the Board at all times.
10. Notwithstanding section 154(2) of the *Municipal Government Act*, neither the Mayor nor any member of Council shall be a member of the Board.
11. No member of the administration of The City, other than the City Manager, shall be a member of the Board.
12. Three members of the Board shall serve for an initial term of three years and the remaining Board members shall serve for an initial term of four years. Board members may be reappointed after serving their initial terms for additional terms of four years.
13. Initial members of the Board shall be recommended by the City Manager and appointed by Council, and subsequent Board members shall be recommended by the Board Chair and City Manager and appointed by Council. Initial Board members shall be appointed not later than 120 days after Council passes this Bylaw and, thereafter, Board members shall be recommended and appointed no later than 90 days after a Board member vacancy comes into effect.
14. The Chair of the Board shall be recommended by the City Manager and appointed by Council. The Board shall appoint the Vice-Chair on an annual basis from among the Board members. The initial Board Chair shall serve for a period ending no later than December 31, 2020.
- 14.1 The Board may establish Committees and Committee Chairs and assign senior executive responsibilities as the Board considers appropriate. The Chair of the Board is an ex-officio member of all Committees, and if present at a Committee meeting, has all of the rights and privileges of other members of the Committee.
15. A Board member may resign at any time by notice in writing to the Chair, and the Chair may resign at any time by notice in writing to the City Manager. The City Manager shall report Board member resignations to Council.
16. Prior to appointment as a Board member, each individual must sign an acknowledgement that the individual will adhere to the standards described in the Code of Conduct for Citizen Members Appointed to Council Established Boards, Commissions and Committees (CC045). Board members shall be required to execute a confidentiality agreement for the Program.
17. Board members are subject to the Code of Conduct for Citizen Members Appointed to Council Established Boards, Commissions and Committees (CC045) except as otherwise provided in this Bylaw, or where the Code of Conduct conflicts with this Bylaw in which case this Bylaw shall prevail.
18. Notwithstanding the provisions of the Code of Conduct for Citizen Members Appointed to Council Established Boards, Commissions and Committees (CC045), Board members shall have an obligation to keep all Confidential Information strictly confidential and not disclose Confidential Information outside of The City. Board members may share

Confidential Information with Council and administration of The City as appropriate and in furtherance of the Board's mandate and duties.

19. Board members shall use due diligence and reasonable efforts to carry out the Board's duties and mandate as specified in this Bylaw.
20. Council may revoke the appointment of a Board member without cause.
21. Members of Council and of the administration of The City may attend closed sessions of Board meetings only on invitation from the Board Chair.

INDEMNIFICATION OF BOARD MEMBERS

22. The City shall indemnify citizen members of the Board pursuant to the Indemnification of Council Citizen Appointments to Council Established Municipal Boards, Commissions, Authorities and Committees (CC040) and, at the discretion of the City Manager and the City Solicitor and General Counsel, The City may enter into indemnification agreements with, and provide supplemental insurance for, citizen members of the Board to address liability that may arise from their service as Board members.

ALLOCATION OF PROGRAM FUNDS

23. The Board shall approve the allocation of funding within the Capital Budget.

DUTIES AND AUTHORITIES

Green Line Program Team and Senior Executive

24. Notwithstanding Bylaw 8M2001 (the bylaw establishing the position of the City Manager), the Board shall review and approve:
 - a. the recruitment, hiring, compensation, supervision, management, and terms of employment of the Program's most senior executives responsible for managing the Program and Green Line Program Team; and
 - b. the structure and composition of the Green Line Program Team,and may establish a compensation structure, evaluation criteria, recruitment process, and related policies, specific to the Green Line Program Team that may be separate from comparable City compensation structures and policies, and, as appropriate, to recruit and/or retain skilled staff for the Program.

Execution of Contracts

25. The Board shall approve the final Project Agreements and shall recommend execution of the Project Agreements to the City Manager if the funds required for the execution of the Project Agreements are included in the Capital Budget. Notwithstanding the Execution of Contracts Bylaw 43M99, the Project Agreements shall be properly executed if signed by the City Manager and the City Clerk. Amended or additional Funding Agreements negotiated and agreed to by The City shall be properly executed if signed by the City Manager and the City Clerk.

26. Other than the Project Agreements and Funding Agreements, contracts required for implementation and completion of the Program shall be executed in accordance with a delegation of authority approved by the City Manager under Execution of Contracts Bylaw 43M99 for the Program, if the funds required for the execution of the contracts are included in the Capital Budget.
27. The Board may approve the entering into contracts to retain the services of any individual or corporation, other than legal counsel, for purposes related to the Program provided that the required funds are included in the Capital Budget.

CONTRACTS AUTHORIZED BY THE BOARD

28. All contracts, including any amended or additional Funding Agreements, the Project Agreements approved and recommended for execution by the Board and executed by the City Manager and the City Clerk, and any other contracts executed in accordance with the delegation of authority approved by the City Manager under Execution of Contracts Bylaw 43M99 for the Program, are valid and binding on The City.

REMUNERATION

29. Council shall set the remuneration for the Board Chair, the Board Vice-Chair, and Board members, including for Board members acting as Committee Chairs.

FOIP

30. The City Clerk, or a delegate of the City Clerk, will act as the FOIP Head of the Board, and shall support the Board in responding to FOIP requests for records and compliance with FOIP.
31. The City's FOIP fee schedule will apply to FOIP requests for records of the Board in the custody or control of the Board.
32. Nothing in this Bylaw shall be interpreted as precluding The City from disclosing information that The City may be required or ordered to disclose under FOIP.

TERMS OF REFERENCE

33. The Terms of Reference for the Board shall be as set out in Schedule A to this Bylaw.

COMING INTO FORCE

34. This Bylaw comes into force on the date it is passed.

READ A FIRST TIME ON JULY 21, 2020

READ A SECOND TIME ON JULY 21, 2020

READ A THIRD TIME ON JULY 21, 2020

“Naheed Nenshi”

MAYOR

SIGNED ON JULY 21, 2020



Governance Manual

BYLAW NUMBER 21M2020

"Tim Mowrey"

ACTING CITY CLERK

SIGNED ON JULY 21, 2020

SCHEDULE A

Green Line Board

Terms of Reference

DEFINITIONS

1. The definitions set forth in the Green Line Board Bylaw shall apply to this Terms of Reference.

DUTIES AND AUTHORITY

Program Implementation

2. In delivering the Program, the Board shall not do anything, or fail to do anything, that would result in The City being in breach of any contracts or agreements associated with the Program.
3. The Board shall oversee the Green Line Program Team and in the course of this role shall ensure the implementation of best practices and make decisions with respect to the Delivery of the Program in accordance with the Board's mandate, including with respect to:
 - a. the management and conduct of all procurements for the Program including their commencement, amendment, and cancellation, the development of procurement processes or contracting strategies in accordance with a delivery model approved by Council for any P3 contracts, the development of procurement documents, the approval of modifications to the procurement documents, and coordination with business units of The City;
 - b. the construction and implementation of the Program in a manner consistent with the Capital Budget and the scope, schedule, and plans approved by Council;
 - c. the management and execution of obligations arising under contracts associated with the Program, including Funding Agreements;
 - d. the protection of the integrity of the Program procurement processes in accordance with the applicable law and trade agreements to ensure a fair, open, and transparent competitive procurement process, including the avoidance of conflict of interest;
 - e. the receipt and review of reports of an independent procurement fairness monitor;

- f. the evaluation of submissions in response to the Requests for Qualifications and the Requests for Proposals issued for the Program, including development of the evaluation process and the recommended “short-list”;
 - g. the management of scope changes to the Program as requested by The City, the Project Cos or contractors;
 - h. the management and oversight of the implementation of the Program and of The City’s contractual obligations with regard to the Program;
 - i. the management of interfaces between The City and each Project Co;
 - j. the receipt, review, clarification and approval of invoices in respect of the Program;
 - k. the management of all delays and the project schedule of the Program;
 - l. the assessment of whether Substantial Completion(s) under the Project Agreement(s) have been achieved;
 - m. the assessment of whether Program contracts are being performed in accordance with the applicable contractual terms;
 - n. the management of communications and public relations (including as required by the Funding Agreements);
 - o. the Green Line Program Team’s reporting relationship to the Executive Leadership Team; and
 - p. the acquisition or disposition of land required for the Program.
4. The Board may approve any recommended “short-list” and shall be responsible for the award of the work to proponents or bidders that are successful in the competitive procurement processes.
 5. The Board will receive reports from the Technical and Risk Committee.

Affordability of the Program

6. The Board shall monitor the Affordability of the Program and advise Council if material changes to the scope, schedule, or Capital Budget are required.

Frequency of Reporting

7. The Board shall report on the Program to the Priorities and Finance Committee on a quarterly basis, and more frequently as required by extraordinary circumstances or at the discretion of the Board.

Information Technology

8. The Board shall oversee the implementation of information technology, project management and document management systems for the Program that are compatible with City systems and meet City requirements.

Legal Matters

9. The Board shall not have authority to settle actions, claims, litigation or demands by or against The City related to the Program, but may make recommendations regarding these issues to the City Manager and the City Solicitor and General Counsel for their consideration where funds that would be paid as part of any settlement would be drawn against the Capital Budget.
10. The Board shall advise the City Solicitor and General Counsel and The City's Manager of Litigation of any litigation or potential litigation related to the Program.
11. The Board shall not have the authority to retain external legal counsel but may make recommendations to the City Solicitor and General Counsel for the retention of external legal counsel to assist with disputes related to the Program and to otherwise support the Program. External counsel shall be retained by, and report to, the City Solicitor and General Counsel.

POLICIES AND DIRECTIVES

12. The Board shall review and comply with all relevant Council policies.
13. The City Manager may exercise discretion to determine the application and interpretation of administrative policies as these apply to the Program.

BOARD MEETINGS

Regular Board Meetings

14. At its first meeting, the Board shall establish a schedule for meetings to include at least eight meetings for the first year of Board meetings. The Chair, in consultation with the City Clerk, shall establish the date and time of the first Board meeting.
15. At the last regular meeting of each calendar year, the Board shall adopt an annual schedule for the following year to include at least four meetings and the Board shall file the schedule with the City Clerk.
16. The Board may conduct meetings by means of telephone, electronic or other communication facilities according to procedures adopted by the Board and the Board shall file the schedule and communication procedures with the City Clerk.
17. The Board may implement procedural rules and processes for the Board, provided such rules and processes do not contravene this Bylaw.
18. The City Clerk, or a delegate of the City Clerk, shall deliver copies of the Board agenda and reports to Board members for regularly scheduled Board meetings at least three days before each regular Board meeting.

Special Board Meetings

19. The Board Chair may call additional meetings of the Board, change the time, date or location of any meeting, or cancel previously scheduled meetings of the Board by giving 24 hours prior written notice to Board members.
20. The Board Chair may call additional meetings of the Board in accordance with Section 22.
21. The Board Chair shall call a special meeting of the Board if a majority of Board members request a special meeting, in writing.
22. Board meetings held in accordance with Section 20 or 21 shall be scheduled in accordance with the following:
 - a. The notice of the meeting shall include a description of the purpose of the meeting;
 - b. A special meeting requested by Board members shall be held no later than 14 calendar days after the request is received by the Board Chair;
 - c. If a matter is not specified in the notice of the special Board meeting, that matter shall not be dealt with unless all Board members are present and the Board passes a motion, by majority vote, to deal with the matter; and
 - d. Notice of the meeting and notice of cancellation of a previously scheduled meeting shall be filed with the City Clerk a minimum of 48 hours prior to the meeting and shall:
 - i. be issued a minimum of 48 hours prior to the meeting date;
 - ii. be in writing and specify the time, date, location and purpose of the meeting; and
 - iii. be delivered, emailed, or faxed to each Board member.

QUORUM AND PROCEEDINGS

23. The quorum for a Board meeting shall be a majority of existing appointed Board members.
24. As soon as there is quorum after the time for commencement of a meeting:
 - a. the Chair shall call the meeting to order; or
 - b. if the Chair is absent, the Vice-Chair shall be the presiding officer; or
 - c. if both the Chair and Vice-Chair are absent, the Board members must elect a Board member to be the presiding officer for that meeting.

25. If there is no quorum within half an hour after the time set for the meeting, the City Clerk shall record the names of the Board members present and the meeting shall be adjourned to the time of the next regular meeting. The agenda for the adjourned meeting shall be dealt with at the beginning of the next regular meeting, unless a special meeting is called before or after the next regular meeting to deal with the business of the adjourned meeting.
26. The Board shall follow the procedural rules for Committees of Council under the Procedure Bylaw, except as may be modified by this Bylaw. The Board may suspend the procedures for regular and special board meetings contained in this Bylaw or the Procedure Bylaw (35M2017).

PUBLIC MEETINGS

27. With respect to meetings of the Board, the following shall apply:
 - a. Meetings of the Board shall be open to the public. The Board may, but is not required to, permit members of the public to speak to specific items on the Board's agenda. The Chair of the Board shall determine, prior to the publication of the agenda, which agenda items, if any, require public participation. The City Clerk will note this Board Chair determination in the public agenda. The Board may, by majority vote, require an item to have public participation at a following Board meeting.
 - b. The Board shall have the authority to close portions of the meetings at its own motion in accordance with the provisions of section 197 of the *Municipal Government Act*.

INSPECTION OF RECORDS

28. During normal office hours, the Board shall allow the City Manager or City Auditor, external auditor, funding auditor, or their respective designates, access to all books, records and accounts held by the Board.
29. The Board shall assist The City officials referred to in Section 28 to obtain and inspect any books, records, accounts or other financial information pertaining to the Board that are held by the Board.