
STL'ATL'IMX TRIBAL POLICE BOARD GOVERNANCE MANUAL



STL'ATL'IMX TRIBAL POLICE BOARD



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A. INTRODUCTION

1. INTRODUCTION AND OVERVIEW

BACKGROUND

The beginning of the Stl'at'imx Tribal Police Service (STPS) dates back to 1986 as a Security Program. This service was implemented by the Lillooet Band Council to enable security personnel to patrol reserve areas, engage in preventative work, and report criminal activity to the Royal Canadian Mounted Police (RCMP). In 1988 the Lillooet Tribal Council created the Peacekeepers program. Eight peacekeepers were assigned to three of the eleven St'at'imc communities including T'it'q'et, Tsal'alh, and Lil'wat. A Memorandum of Understanding (MOU) was signed in 1992 between seven communities, the Solicitor General of Canada, and the province of British Columbia (BC). This agreement established the Peacekeepers program as a tribal policing pilot project. A Protocol Agreement with the RCMP retained RCMP jurisdiction authority as the provincial police force in the participating communities.

The STPS was established as a designated policing unit in 1999 serving ten participating St'at'imc communities: T'it'q'et, Tsal'alh, Sekw'el'was, Ts'kw'aylaxw, Xaxli'p, Lil'wat, N'Quatqua, Samahquam, Skatin and Xa'stsa.

On December 1, 1999, an STPS-RCMP Protocol was signed establishing the STPS as the jurisdictional police having full policing authority. The St'at'imc participating communities had been excluded from the responsibility of the RCMP acting as the provincial police for BC. The protocol recognized that cooperation between the STPS and the RCMP is essential to enable each of the parties to fully discharge their responsibilities of delivering policing to BC.

BOARD MANUAL PURPOSES

The purpose of the Board manual is to codify the roles and responsibilities of the Board, as defined in the Police Act and to ensure best practices in police governance. The Board has developed and approved this Board Manual to describe the Board's policies in carrying out its governance responsibilities under the Police Act related to the stewardship of the STPS. Among other things, the Board Manual provides guidance on the roles and authorities of, and division of responsibilities among, the Province, the ten participating St'at'imc communities, the Board, Board Chair and Vice Chair, Board members, Board Committees, and the Chief Officer within the parameters of the Police Act. This Board Manual also describes the Board's processes with respect to its oversight responsibilities, sets out how the Board will communicate with and be accountable to its stakeholders and partners, and describes expected standards of conduct of Board members.



The purposes of the Board Manual are to:

1. Provide Board members with an understanding of the structure under which STPS operates and the ways in which Board members are required to carry out their duties and responsibilities.
2. Set out expectations of the Board, Board members, and Committees that include and go beyond legal requirements.
3. Assist the Board in discharging its responsibilities in the most effective manner possible.

BOARD MANUAL STRUCTURE

This Board Manual is divided into the following sections:

Section A Introduction provides an overview of the STPS and describes STPS's mandate, vision, values, and strategy statements.

Section B Governance Structure sets out the overarching legal and governance framework under which STPS operates and outlines the general roles and responsibilities of the Board, the expectations of Board members, position descriptions for the Board Chair, Vice Chair, Committee Chairs, the Chief Officer, and the Executive Assistant. It also outlines the guidelines and terms of reference for the Committees.

Section C Governance Practices outlines the operating guidelines and meeting procedures for the Board and its Committees.

Section D Key Board Stewardship Processes sets out policies to guide the Board in its functioning, including the orientation and ongoing professional development of Board members, the process for appointments to the Board, evaluation of the Board and committees, and the remuneration and expense policy for the Board.

Section E Key Organizational Stewardship Processes sets out the processes used by the Board for overseeing the performance of STPS as a whole, including processes for key areas of oversight such as strategic planning, risk management, service or policy complaints, and Chief Officer evaluation and succession planning.

Section F Standards of Conduct outlines the standards of conduct and policies by which Board members are expected to operate.

Appendices



BOARD MANUAL REVIEW

This Board 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 Police Act. The Board formally reviews this Board Manual every two years as it determines necessary to reflect developments in the Board’s practice. Board members are expected to review and acknowledge their acceptance of the Board Manual after each formal review. Minor amendments and housekeeping items can be made by Board Staff without a formal review or approval by the Board.



2. MANDATE, VISION, MISSION, VALUES AND STRATEGY STATEMENTS

The governing body of the STPS is known as the St'at'l'imx Tribal Police Board. In carrying out its governance responsibilities, the Board is guided by and upholds the following mandate, vision, values, priorities, goals, and objectives for STPS:

MANDATE

Pursuant to the Police Act¹, STPS's policing, and law enforcement mandate is to:

1. Enforce, in the ten participating St'at'imc communities, all bylaws, the criminal code, and the laws of British Columbia.
2. Maintain law and order in the ten participating St'at'imc communities.
3. Prevent crime.

VISION

To provide a policing service that is uniquely St'at'imc.

MISSION STATEMENT

The STPS provides a community-based service that reflects the needs, culture, customs, and rights of the St'at'imc people, and is committed to the safety and security of our communities and ensures that the St'at'imc people, and others, are always treated with dignity and respect.

VALUES

1. Culture and Tradition – We incorporate our culture and traditions into our policing practices.
2. Our People – We are committed to developing healthy communities for our people.
3. Employees – We recognize the professionalism of our officers and staff.
4. Relationships – We build relationships to support integrated solutions to community challenges.
5. Service – We are committed to providing a professional policing service at all times.
6. Communications – We recognize clear, open, and honest communication as the cornerstone for lasting relationships.
7. Accountability – We are accountable for our actions to our people, our organization, our partners, to ourselves, and under law.

¹S. 26(2) of the Police Act



STRATEGY STATEMENTS

These are included in the Strategic Planning document which is updated every five years.

PRIORITIES, GOALS, AND OBJECTIVES

Pursuant to the Police Act², the Board, in consultation with the Chief Officer, determines the STPS priorities, goals and objectives taking into account (1) the priorities, goals and objectives for policing and law enforcement in British Columbia established by the Ministry³, (2) the priorities, goals and objectives of the St'at'imc Chiefs Council⁴, and (3) the needs of the communities served by STPS⁵.

² S.26(4) of the Police Act

³ S. 26(4.1)(a) of the Police Act

⁴ S. 26(4.1)(b) of the Police Act

⁵ In accordance with the standards established by the Director of Police Services under S. 40(1)(a.1)(ix) of the Police Act



B. GOVERNANCE STRUCTURE

1. GOVERNANCE FRAMEWORK

LEGAL FRAMEWORK AND MULTI-PARTY ENVIRONMENT

STPS is established and governed by the Board under the authority of, and in accordance with, the Police Act and operates in a multi-party environment that includes primarily the Province, the St'at'imc Chiefs Council (SCC), the Board, and the Chief Officer, plus various stakeholders, and partners. The Board is composed of ten individuals appointed as representatives by the Chief and Council of their respective St'at'imc community.

POLICY VS. OPERATIONAL AUTHORITY

The Board, the Chief Constable, the ten participating St'at'imc communities, St'at'imc Chiefs Council (SCC), and the Province share responsibility for how STPS carries out its duties.

The primary responsibility of the Province is to establish overall standards of policing to ensure an adequate and effective level of policing and law enforcement is maintained throughout British Columbia. Through the Ministry and the Director, the Province is responsible for superintending policing and law enforcement functions, including policing policy, audits, inspections and reviews, police board appointments, and advice to boards and chief constables.

The Province and Canada also fund the operations of the STPS and the Board; they approve the STPS's annual operating budget. Unlike city councils, the ten participating St'at'imc communities do not have legal obligations to the STPS.

The primary responsibility of the Board is to ensure it provides independent civilian oversight, governance, and strategic leadership to STPS, ensuring STPS carries out its mandate in a manner that is consistent with the Police Act and is reflective of the needs, values, and diversity of the ten participating St'at'imc communities.

Pursuant to the Police Act⁶, the Board appoints the Chief Officer and other employees. The Board works with the Chief Officer to establish the Strategic Plan and the annual strategic priorities, goals, and objectives for STPS in a manner that is consistent with the Police Act and responsive to community needs. The Board in a partnership with the Province and Canada approves the overall budget for STPS, authorizes the financial resources for STPS, employs and monitors sworn and civilian personnel strength, and provides oversight of STPS's operations. In overseeing STPS's operations, the Board ensures the development of rules for the administration of STPS and the effective implementation of programs and

⁶ Sections 26, 27 and 28 of the Police Act



strategies to achieve STPS's priorities, goals, and objectives. The Board also is responsible for handling service or policy complaints⁷.

The Chief Officer has the primary responsibility for the day-to-day management and operation of STPS. The Chief Officer, not the Board, is the sole authority for police operations.

INDEPENDENCE AND JURISDICTION OF THE BOARD

The legislative intent behind the creation of the Board is to ensure STPS remains a separate and independent body from the ten participating St'at'imc communities. A central tenet of policing in Canada and British Columbia is that the police are entitled to act independently from political interference. At the same time, the police are accountable for ensuring the level and quality of service provided to the community are equitable and impartial.

The Board is accountable to the Province, the ten participating St'at'imc communities that the STPS serves, and other oversight and coordination bodies.

RELATIONSHIP WITH THE TEN PARTICIPATING ST'AT'IMC COMMUNITIES AND THE ST'AT'IMC CHIEFS COUNCIL (SCC)

The Board is responsible for ensuring, as much as possible, that STPS provides effective, efficient, and equitable policing and law enforcement within the ten participating St'at'imc communities. The Board must ensure the independence, security, and confidentiality interests of STPS are properly addressed, maintained and advanced, and the safety of the public is protected. The Board has adopted policies and procedures to monitor access to and disclosure of information under the authority of STPS.

ACCOUNTABILITY

The Board is accountable to the Province and the communities STPS serves and reports regularly to the Province and the public on the financial and operational performance of STPS.

GOVERNANCE GUIDING PRINCIPLES

The Board is committed to the highest standards of governance, grounded in accountability and transparency to all stakeholders and partners, and believes that a strong governance foundation will enable STPS to be successful in achieving its mandate. In carrying out its governance responsibilities, the Board is guided by the following principles and values:

Independent: The decisions of the Board are free from political or partisan influence. Day-to-day policing decisions are reserved to STPS.

⁷ S. 171(1) of the Police Act



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Strategic: The Board acts in a strategic, policy-oriented manner taking into consideration the interests of the communities which STPS serves. Governance structure and practices facilitate strong alignment of decisions with the STPS priorities, goals and objectives approved by the Board.

Diverse: The Board embraces diverse views, skills, backgrounds, and perspectives in decision-making. Governance practices encourage diversity.

Sustainable: The governance framework provides a balance of stability and flexibility to be responsive to the changing needs and interests of stakeholders.

Contemporary: The governance framework and decision-making are forward-looking and incorporate best practices and leading-edge thinking.

Integrity: The Board's decisions and actions promote and exhibit integrity, professionalism, accountability, and respect.

Evaluative: Frameworks, structures, and practices foster an environment of continuous improvement to encourage innovative thinking within the Board and STPS.

Transparent and Accountable: Clarity exists around roles, responsibilities, and lines of accountability. Individuals can follow and understand the decision-making process. Governance processes build trust within STPS, the Board, and the communities that STPS serves.

Collaborative and Inspiring: The governance framework inspires all players to work collaboratively to achieve the mandate, vision, mission and the STPS priorities, goals, and objectives.

GOVERNANCE AUTHORITY MATRIX

This Board Manual supplements the Police Act. It has been drafted with reference to and should be read in conjunction with the [Police Act](#). In addition to the rights and authorities set out under the Police Act, the Board has approved a Governance Authority Matrix (Appendix G.2) that sets out in chart form the respective rights and responsibilities of the ten participating St'at'imc communities, the Board, and the Chief Officer with respect to key governance items.

BOARD, BOARD MEMBERS, BOARD CHAIR, AND VICE CHAIR

The Board oversees the management of the activities and affairs of STPS and takes reasonable steps to ensure that the priorities, goals, and objectives of STPS are achieved. Board members are also tasked to oversee the business and affairs of STPS. The standards of conduct expected of Board members are set out in the Board Member Position Description and the Code of Conduct.

The Board delegates to the Chief Officer overall responsibility for the day-to-day operations of STPS within the parameters and policies set by the Board. The Board's role and specific responsibilities are set out in the Board Terms of Reference.



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The Board is led by the Board Chair who is a board member elected by the Board. 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 Chief Officer, and ensuring the Board operates without political interference. 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 who acts in the Board Chair's place when the Board Chair is unavailable or duties conflict with duties as the Board Chair. The Vice Chair's role and specific responsibilities are set out in the Vice Chair Position Description.

BOARD COMMITTEES AND TASK FORCES

The Board has established standing Committees with a mandate to:

- Provide in-depth consideration and advice to the Board with respect to the oversight of particular aspects of STPS's activities
- Exercise particular powers or perform particular duties or functions of the Board

The Board standing Committees are:

- **Finance:** To assist the Board in fulfilling its oversight responsibilities relating to financial planning, budgeting, financial reporting and review and the system of internal controls, and financial risk management
- **Policy & Governance:** To assist the Board in fulfilling its oversight responsibilities related to the Board's governance philosophies, structures, policies, and processes as well as legal and compliance matters
- **Human Resources:** To assist the Board in fulfilling its oversight responsibilities related to STPS's human resources philosophies, structures, policies, and processes; the culture, values, norms, and ethics at STPS; and the nature, capacity, recruitment, performance, and succession of STPS's leadership

The roles and specific responsibilities for each of these Committees are set out in the Terms of Reference for each of the Committees. The Board takes into consideration, but is not bound by, the recommendations of a Committee.

The Board may from time to time also establish task forces, advisory committees, or other temporary working groups as required.

CHIEF OFFICER

The Chief Officer provides overall leadership to STPS senior leadership and sworn and civilian employees in executing STPS's long and short-term strategies and plans within the parameters set by the Board. The Chief Officer has primary responsibility for managing the STPS and day-to-day operations to ensure that



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priorities, goals, and objectives are effectively realized, financial and operational objectives are attained, and STPS's mandate is achieved. The Chief Officer may delegate certain aspects of the day-to-day operations to other personnel within the STPS. Despite any delegation by the Chief Officer, the Chief Officer remains responsible and accountable to the Board for any matter within the Chief Officer's authority and responsibility. The Chief Officer's roles and specific responsibilities are set out in the Chief Officer Position Description.

EXECUTIVE ASSISTANT

The Executive Assistant provides support to the Board and leadership to ensure the Board fulfills its governance function and works to implement responsible and effective governance practices. The role and specific responsibilities of the Executive Assistant are set out within the Executive Assistant's General Service Agreement.



2. BOARD TERMS OF REFERENCE

COMPOSITION AND REMOVAL

Pursuant to the requirements of Police Act, subject to the approval of the Ministry, the Board is composed of up to ten members⁸, as follows:

- Ten individuals appointed as Board members by the Chief and Council of their respective St'at'imc community

The Board, through the Policy & Governance Committee, establishes the composite skills, experiences, and competencies it requires and that are sought in potential Board candidates to meet its responsibilities and maximize its success. After the appointment of Board members by their respective St'at'imc community, the Board shares this information with the Province. Appointed Board members may be removed or replaced at the discretion of their respective St'at'imc community.

TERM OF OFFICE⁹

Board members are appointed by Chief and Council of their community or the community members. The term of office for each Board member is determined by the Chief and Council of their community. To be appointed as a Board member, a person must be eligible to vote at Band elections and must comply with membership restrictions.

MEMBERSHIP RESTRICTIONS

A member may neither serve nor be nominated to the Board if that person has: a criminal record for which they have not received a pardon, a criminal process currently underway, solicited or received any favour, gift, or any other consideration from any party by virtue of membership or anticipated membership on the Board, or, contravened any other Board policy on committee membership.

OATH OF OFFICE

A person appointed or re-appointed to the Board takes the oath or affirmation prescribed in Section 1 of the *Police Oath/Solemn Affirmation Regulation*¹⁰ before a Commissioner for Taking Affidavits for British Columbia prior to assuming office and exercising any power or performing any duty or function as a Board member. A copy of the signed oath/affirmation is filed with the Province.¹¹

⁸ Sections 23 and 24 of the Police Act.

⁹ s. 24(2) and (3) of the Police Act

¹⁰ In accordance with section 70(1) of the Police Act

¹¹ Section 2 of the Police Oath/Affirmation Regulation



VACANCIES

Should a position of the Board become vacant, the Board will immediately notify the Band Council of the respective St'at'imc community. The Participating Communities, in consultation with the Board, will appoint a representative.

DISMISSAL

A decision by the Board to seek the dismissal of any member of the Board will be done in consultation with the Director of Police Services and the implicated Board Member's Band Council.

BOARD CHAIR AND VICE CHAIR

The Board is led by a Board Chair who provides impartial leadership in guiding the Board and coordinating its activities in the best interests of STPS and the communities STPS serves. The Board Chair also acts as the discipline authority for complaints against the Chief Officer. The Board Chair is elected by the Board for a four-year term which may be renewed.

The Board Chair is supported by a Vice Chair who acts in the Board Chair's place when the Board Chair is unavailable. The Vice Chair is elected by the Board and serves for a four-year renewable term.

The Board Chair and Vice Chair are elected by vote at the regular board meeting in April every four years. Board members may nominate representatives for either role. If there is only one nominee, then the nominated representative wins by acclamation. If there are multiple nominees, then an election determines the Chair and Vice Chair. The Chair and Vice Chair may renew indefinitely. If the Chair resigns the Vice Chair automatically fills the Chair role. A new Vice Chair will then be elected to complete the four-year renewable term.

ROLE

The Board is responsible for governing the activities and affairs of STPS in accordance with the Police Act and the STPS priorities, goals and objectives as determined by the Board. The primary responsibility of the Board is to ensure that it provides independent civilian oversight, governance, and strategic leadership to STPS, ensuring STPS carries out its mandate in a manner that is consistent with the Police Act and is reflective of the needs, values, and diversity of the ten St'at'imc communities.

Pursuant to the Police Act, the Board has four main governance functions:

1. Act as employer of all sworn and civilian personnel of STPS.
2. Provide primary financial oversight for STPS.
3. Establish the STPS priorities, goals and objectives, and policies that set direction for STPS.
4. Act as the authority for policy or service complaints, with the Board Chair being responsible for discipline matters related to the Chief Officer and Sergeants.



The Board discharges its responsibilities by delegating day-to-day operations to the Chief Officer and supporting the Chief Officer in carrying out STPS's mandate.

RESPONSIBILITIES

The Board as a whole is responsible for the following activities. Certain activities and responsibilities are supported by the Committees, as described in the Committee Operating Guidelines and the Terms of Reference for each Committee.

BOARD STEWARDSHIP AND GOVERNANCE EFFECTIVENESS

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

1. Regularly review the competencies required for the Board to undertake its responsibilities and communicate with the bodies responsible for appointing Board members to ensure they understand the Board's needs.
2. Create standing Committees, task forces, advisory committees or other temporary working groups as needed from time to time to support the Board.
3. Develop and approve policies contained in the Board Manual and update as required.
4. Evaluate the effectiveness of the Board and Committees.
5. Ensure new Board members are provided with comprehensive orientation and all Board members are provided ongoing professional development.
6. Monitor adequacy of insurance coverage and compliance with insurance policies for Board members.
7. Develop a process to understand, identify, declare, and manage Board member conflicts of interest.
8. Obtain reasonable assurance that STPS operates at all times within applicable laws and to the highest ethical standards.

STRATEGY AND PLANS

The Board has the responsibility to:

1. Participate with the Chief Officer in the development and approval of the Strategic Plan that incorporates the STPS priorities, goals, and objectives taking into account, among other things:
 - i. The priorities, goals, and objectives for policing and law enforcement in British Columbia established by the Ministry.
 - ii. The priorities, goals, and objectives of St'at'imx Chiefs Council (SCC).
 - iii. The needs of the communities served by STPS.



2. Within 30 days after their establishment or change, provide the STPS priorities, goals, and objectives to the Executive Assistant.
3. At least annually, participate with the Chief Officer in developing key performance measures for achieving the Strategic Plan, and approve and monitor such measures.
4. Oversee the ongoing implementation and effectiveness of programs and strategies to achieve the Strategic Plan.

OPERATIONAL AND BOARD BUDGET

The Board has the responsibility to work with the funding partners to develop and approve the STPS budgets in keeping with the proposed funding agreements that are in place.

FINANCIAL AND OPERATIONAL INFORMATION, SYSTEMS AND CONTROL

The Board has the responsibility to:

1. Ensure the Chief Officer establishes and applies appropriate accounting and financial reporting principles and internal controls, including an internal audit function.
2. Oversee and monitor the internal audit function.
3. Liaise with STPS's external auditor as required.
4. Review and approve the annual audited and quarterly reviewed financial statements and ensure financial results are reported fairly and accurately.
5. Regularly receive and review reports from the Chief Constable Officer relating to STPS's programs and operations.
6. Delegate contract and cheque signing authorities to the Chief Officer, and review and update such delegation as required.
7. Annually review and approve the remuneration and expense policy for Board members.
8. Review and approve the appointment of the external auditor and the external auditor's fees.

POLICY, RULES, AND OVERSIGHT OF STPS OPERATIONS

The Board has the responsibility to:

1. Participate with the Chief Officer in developing rules and policies guiding STPS's operations and approve and oversee the implementation of such rules and policies.
2. Ensure systems are in place for the implementation and integrity of STPS's information technology and records management systems.



3. Act as the Discipline Authority for complaints against the Chief Officer and for registered service or policy complaints and cooperate with the Independent Investigations Office and Office of the Police Complaint Commissioner, as necessary.
4. Ensure policies and procedures are in place that govern the fair and reasonable disclosure of information pursuant to the provisions of FOIPPA.
5. Review, approve, and oversee shared services agreements between STPS and RCMP for providing policing services to one another in the form of Memorandum of Understanding (MOU).

RISK MANAGEMENT

The Board has the responsibility to:

1. Develop and oversee an enterprise risk management strategy to identify, assess and manage both the strategic and operational risks associated with STPS.
2. With input from the Chief Officer, understand and regularly review STPS's key enterprise risks to STPS achieving its priorities, goals, and objectives.
3. Oversee and monitor STPS's plans and systems for identifying and managing its risks.

BOARD LEADERSHIP

The Board has the responsibility to:

1. Identify and elect the Chair and Vice Chair.
2. Identify and appoint the Executive Assistant.
3. Appoint the Chief Officer.
4. Acting upon the advice and recommendations of the Chief Officer, appoint Executive Management.
5. Approve the Chief Officer's position description.
6. Participate with the Chief Officer to develop and approve the Chief Officer's annual goals and objectives in a manner that is consistent with the Strategic Plan and the Police Act.
7. Annually evaluate the Chief Officer's performance based on stated goals and objectives.
8. Satisfy itself as to the integrity of the Chief Officer and Executive Management, and that the Chief Officer and Executive Management create a culture of integrity throughout STPS.
9. Consider the recommendation of the Human Resources Committee in approving the remuneration of the Chief Officer.



10. Oversee and approve the Chief Officer succession plan, ensuring there are:
 - a. Processes to respond to an unplanned situation which requires an immediate replacement of the Chief Officer position;
 - b. Criteria and processes for the recognition, promotion, and development of the Chief Officer position consistent with the Strategic Plan and future leadership requirements.

HUMAN RESOURCES AND CULTURE

The Board has the responsibility to approve and oversee the STPS's human resources and organizational culture strategy to ensure it promotes STPS's priorities, goals, and objectives; encourages ethical practices, individual integrity, and social responsibility.

COMMUNICATION

Since STPS operates within a highly public environment and the actions of STPS have a significant public impact, the Board must ensure communications with the Province, St'at'imx Chiefs Council, and other stakeholders (including the public) and partners are appropriate, effective, and transparent. The Board has the responsibility to:

1. Understand STPS's key stakeholders and partners, and their expectations.
2. Review, approve and oversee the implementation and effectiveness of STPS's engagement strategy with STPS's stakeholders and partners.
3. Approve a communications policy for the Board and STPS that reflects the need for cooperation and consultation between St'at'imx Chiefs Council and the Province.
4. Ensure all reporting requirements established under the Police Act are met.
5. Report to STPS's stakeholders and partners through STPS's annual report on the Board's stewardship for the previous year and the performance of STPS.

FORWARD CALENDAR

The Board organizes its work and responsibilities (as outlined in these Board Terms of Reference) according to a rolling 12-month forward calendar. The calendar is reviewed and updated at least annually and modified as required to address issues that arise.

RELIANCE ON MANAGEMENT AND ADVISORS

In carrying out its responsibilities, the Board:

1. Relies on the Chief Officer and Executive Management to provide it with accurate, complete, and timely information.



2. Having regard to STPS's internal resources and budget, is entitled to retain and rely on external professional services firms, consultants, advisors, and other experts as needed to fulfill its mandate.

BOARD BUDGET

Within the parameters of the annual operating budget for STPS approved by the Province and Canada, the Board determines and approves an annual budget to support its work and activities, which considers, among other things, any required consultant and advisory services, Board member remuneration, if any, meeting expenses and related costs (travel, accommodation, etc.), Board member education and professional development, and required support services.

BOARD MEMBERSHIPS

The Board supports the purposes of the BC Association of Police Boards and as such, is a member of the organization unless the Board otherwise determines in its discretion. The Board authorizes membership in other organizations in its discretion.



3. BOARD CHAIR POSITION DESCRIPTION

INTRODUCTION

The Board Chair provides leadership to the Board and Executive Management, inspires a shared vision of the STPS organization, and ensures that the STPS duties to its stakeholders are being fulfilled by acting as a link between the Board and the Chief Officer. The Board Chair Position Description highlights the role and responsibilities of the Board Chair.

APPOINTMENT

The Chair is elected by the Board members for a four-year term and may be appointed for additional, consecutive terms.

Board members nominate candidates for Chair. If only one Board member agrees to act as Chair, that person is acclaimed as Chair. If a slate of candidates is identified, each candidate has the opportunity to speak for up to five minutes. After all presentations are completed, a secret ballot is taken. Voting rules for Board meetings apply.

ROLE AND ACCOUNTABILITY

The Board Chair's primary role is to provide leadership to the Board, including guiding the Board and ensuring the Board is organized properly, functions effectively and independently, and meets its obligations and responsibilities and acts in the best interests of STPS and the public.

The Board Chair is accountable to the Board and represents the Board internally and externally, including acting as a spokesperson on behalf of the Board.

VOTING RIGHTS

The Police Act¹² provides that in case of a tie vote at a meeting of the Board, the Board Chair may cast the deciding vote. The Board has interpreted this section to mean that the Board Chair is not entitled to vote, except to cast the deciding vote in the event of a tie.

MANAGING CONFLICTING ROLES

The Chair of the Board provides a direct link between the Board and St'at'imc Chiefs Council and plays an important role in sharing information with the Board concerning the ten participating St'at'imc communities' priorities, goals and objectives and putting considerations for STPS in the broader context of the ten participating St'at'imc communities. There may be times where the Chair's duties and responsibilities to the St'at'imc Chiefs Council may conflict with or be in opposition to the Chair's duties and responsibilities as Board Chair.

¹² Section 25(3) of the Police Act



Where there is a conflict between the Board Chair's responsibilities as Board Chair and the Board Chair's responsibilities to the St'at'imc Chiefs Council, the Vice Chair will step in to lead the Board in dealing with such issues, having the same powers and authority as the Board Chair would if there were not a conflict.

RESPONSIBILITIES

The Board Chair has the responsibility to:

1. Board Meetings:
 - a. With the Executive Assistant, coordinate the Board's forward calendar and annual schedule of Board meetings.
 - b. With the Chief Officer and Executive Assistant, develop and set Board meeting agendas.
 - c. Review pre-meeting information packages for completeness, with the goal of providing Board members with sufficient information to enable them to prepare for the meeting.
 - d. Chair Board meetings and facilitate a candid and full discussion of all key matters that come before the Board.
 - e. Preside over the *in-camera* portion of meetings of the Board and review the results of those meetings with the Chief Officer if the Executive Assistant was not present at the in-camera meeting.
 - f. Ensure Board decisions are clear, understandable, ethical, and responsible, and that Board members speak with one voice after a decision is made.
 - g. Order the removal of any member of the public in attendance at meetings due to improper conduct or a concern for public safety.
2. Information and issues management:
 - a. Communicate with the Board and Officer to ensure timely dissemination of information about major developments or initiatives that may impact policing.
 - b. Work closely with the Chief Officer and the Executive Assistant to ensure effective relations and communications with Board members, STPS, St'at'imc Chiefs Council, and others.
 - c. Ensure the Board receives adequate and regular updates from the Chief Officer on all issues which impact the performance and effectiveness of STPS.
3. Board management:
 - a. Manage the affairs of the Board, including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.



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- b. Build consensus and develop teamwork within the Board, encourage an atmosphere of openness and trust and maintain a cohesive group without losing diversity of opinion and independent points of view.
 - c. Deal effectively with dissent and work constructively towards arriving at a decision and achieving consensus.
 - d. Be available to Board members for questions, counsel, and discussions relating to STPS.
 - e. Oversee issues raised with respect to conflicts of interest and standards of conduct under the Code of Conduct.¹³
 - f. Defer to the Vice Chair to take the lead on any Board issues where there would be a conflict with the Board Chair's duties to the St'at'imx Chiefs Council or the Board Chair is unavailable or unable to act and recognize the authority of the Vice Chair when so acting.
 - g. Review and assess Board and Committee member attendance and performance.
 - h. Meet with Board members at least annually, on a one-on-one basis, to assess where the Board and/or Committees can operate more effectively and where the Board Chair could assist in improving the performance of the Board.
- 4. Board Appointments:
 - a. Together with the Chair of the Policy & Governance Committee, communicate, on behalf of the Board, with St'at'imx Chiefs Council and the Province to ensure they understand the process the Board has undertaken with respect to considering its composition and the specific Board requirements at that time.
- 5. STPS strategies and initiatives:
 - a. In consultation with the Chief Officer, ensure major STPS initiatives and strategies have proper and timely Board understanding, consideration, approval, and oversight.
- 6. Working with Chief Officer:
 - a. On behalf of the Board, act as the principal liaison with the Chief Officer, ensuring the Chief Officer of the expectations and concerns of the Board.
 - b. Act as a sounding board, counselor, and mentor for the Chief Officer.
 - c. Seek to ensure the Chief Officer presents to the Board all information necessary to allow the Board to effectively discharge its responsibilities.

¹³ Actual or perceived conflicts of interest with respect to the Board Chair are to be raised with the Policy & Governance Committee Chair in accordance with the Code of Conduct



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- d. Approve the Chief Officer's expenses to the extent, if any, required by the Board's signing authority delegation policy.

7. Communications:

- a. Act as the official spokesperson for the Board.
- b. Appoint a spokesperson for specific Board matters, as required.
- c. Ensure the Board is appropriately represented at official functions and meetings.

8. Disciplinary Authority:

- a. In accordance with the Police Act, act as the discipline authority for conduct complaints made against the Chief Officer, unless the Police Complaint Commissioner directs otherwise.¹⁴

9. Other:

- a. Together with the Vice Chair, lead the Executive Assistant's annual performance review.

¹⁴ In processing complaints, the Board Chair follows the complaints process outlined in Part 11 of the Police Act. Prior to concluding an investigation or imposing any discipline, the Board Chair obtains the approval of the Board and may choose to involve the Vice Chair or other Board members in the process.



4. VICE CHAIR POSITION DESCRIPTION

INTRODUCTION

The Chair of the Board provides a direct link between the Board and St'at'imc Chiefs Council. Where potential areas of conflict may arise, the Vice Chair works closely with the Board Chair to support and assist the Board Chair and provide an independent perspective pertaining to the Board's oversight activities, including taking the lead on Board issues and chairing meetings when the Board Chair is unavailable or the Board Chair's duties conflict.

APPOINTMENT

The Vice Chair is elected by the Board members from amongst themselves ¹⁵ for a four-year term and may be appointed for additional, consecutive terms. As the Vice Chair plays a key role in supporting the Board Chair, it is necessary for Board members to consider the Board Chair's input.

Board members nominate candidates for Vice Chair. If only one Board member agrees to act as Vice Chair, that person is acclaimed as Vice Chair. If a slate of candidates is identified, each candidate has the opportunity to speak for up to five minutes. After all presentations are completed, a secret ballot is taken. Voting rules for Board meetings apply.

ROLE AND ACCOUNTABILITY

The Vice Chair's primary roles are to:

- Support the Board Chair
- Chair Board meetings and take the lead on any Board issues when the Board Chair is unavailable or where there would be a conflict, until such time as Board Chair is able to resume their responsibilities

While presiding over a Board meeting or acting in the Board Chair's place, the Vice Chair has and may exercise all the same rights, powers, and authority of the Board Chair, including the responsibility to speak on behalf of the Board. While presiding at a Board meeting, the Vice Chair will not have the right to vote, except to cast the deciding vote in the event of a tie.

¹⁵ S.25(2) of the Police Act requires the Board members present at a meeting to elect a chair to act when the Board Chair is unavailable or unable to act.



DUTIES AND RESPONSIBILITIES

The Vice Chair has the responsibility to:

1. Provide an independent perspective to the Board Chair pertaining to the Board's oversight activities and the management of issues raised with respect to conflicts of interest and standards of conduct.
2. Together with the Chair of the Policy & Governance Committee, meet as needed with Board members to assess their suitability for Board committees, discuss performance issues, and provide general guidance and advice.
3. Together with the Chair of the Human Resources Committee, meet with the Chief Officer to evaluate and review the Chief Officer's performance and compensation and assess succession planning needs for the Chief Officer.
4. Provides feedback to the Board Chair and acts as a sounding board with respect to strategies, accountability, relationships, and other issues.
5. Perform any additional duties requested by the Board.

VICE CHAIR SUCCESSION

The Board considers and approves the Vice Chair's re-appointment and succession plan, taking into consideration the leadership competencies and independence needs for the role.



5. BOARD MEMBER POSITION DESCRIPTION

Board members are tasked to oversee the business and affairs of STPS as described in the Board Terms of Reference. 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 STPS.

ROLE OF BOARD MEMBERS

Board members are responsible for collectively governing the activities and affairs of STPS and in so doing, work collaboratively to ensure the Board makes effective and informed decisions that promote the achievement of STPS's priorities, goals, and objectives.

FIDUCIARY RESPONSIBILITIES

In discharging their fiduciary responsibilities, all Board members should:

- Act in the best interests of STPS as a whole
- Perform their duties with due diligence, honesty, impartiality, and in good faith, and in accordance with the Police Act, their oath/affirmation of office, and any other applicable laws, regulations, rules, or policies
- Be effective ambassadors of STPS
- Act with the highest standards of conduct, and in so doing, comply with all Board policies, the Code of Conduct, and all other policies applicable to them
- Fully disclose to the Board any actual, potential, or apparent interests that they have which may conflict with STPS's interests
- Maintain the confidentiality of information, including all information associated with closed and *in camera* meetings, in accordance with the Code of Conduct, until the Board decides the information may be disclosed
- Participate in ensuring the Board's work is effective and productive
- Participate on standing Committees, and other Committees where needed (which may include the BCAPB), and become knowledgeable about the purpose and goals of the duties required of the Committees¹⁶
- Foster a strong and positive relationship between STPS, the Board, and the community

In carrying out their responsibilities, Board members are expected to be actively engaged in and add value to the Board's work.

¹⁶ Due to Board size, it is expected Board members will be required to participate on at least two committees.



STANDARDS OF CONDUCT

KNOWLEDGE AND PARTICIPATION

Board members are expected to:

- Be knowledgeable about the vision, mission, values, strategy, risks, activities, stakeholders and partners, and substantive issues affecting STPS and the community and political environment in which STPS operates
- Prepare for Board meetings by devoting the necessary time and attention to reading the Board agenda and information packages and otherwise being well-informed on relevant issues that come before the Board
- Be fully committed to Board duties and responsibilities
- Participate in Board activities that will enhance and expand the knowledge required to be an effective Board member

BOARD ACTIVITY AND INTERACTION

During Board meetings, Board members are expected to:

- Exercise good judgment and act with integrity
- Bring their own experience, expertise, wisdom, judgment, and influence to bear constructively on issues
- Interact with fellow Board members and management in a respectful, collaborative, and constructive manner, and demonstrate an openness to others' opinions and perspectives and the willingness to listen
- Speak and act independently while remaining a team player
- Participate fully and frankly in Board discussions, ask probing questions where appropriate, and express opinions in a clear and respectful manner even if they may seem contrary to other opinions
- Analyze issues from many perspectives, considering the impact of decisions on STPS's internal and external stakeholders and partners and the Strategic Plan.
- Advise the Board Chair and Executive Assistant advance of introducing significant and previously unknown information at a Board meeting
- 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 management and operations of STPS



- Respect the role of the Chief Officer

Between meetings, each Board member should be available as a support and resource to the Board Chair, the Executive Assistant and Chief Officer as needed, and should communicate, as necessary and appropriate, with the Board Chair and Executive Assistant.

ATTENDANCE

Board members are expected to maintain excellent Board meeting attendance, arriving on time, and remaining for the duration of the Board meeting. Ideally, Board members are expected to make attempts to attend meetings in person but, in exceptional circumstances, may attend by teleconference, video conference or such other technology that permits the Board member to be heard.

Board members who are not able to attend a Board meeting should advise the Executive Assistant at least one week prior to the Board meeting.

Recognizing the critical role of the Police Board, Board attendance will be monitored on an ongoing basis. Should a Board member be absent from multiple meetings, the member will work with the Board Chair to determine the most appropriate course of action that meets the needs of the Board and Board member. Should a Board member be absent from two consecutive, regularly called meetings, the Board will alert their Chief and Council.

RELATIONSHIP WITH EMPLOYEES

Board members may direct questions or concerns on STPS's performance to the Chief Officer through Board meetings, or through the Board Chair¹⁷. Board members should also demonstrate a willingness and availability for individual consultation with the Board Chair, Executive Assistant, or Chief Officer as needed.

Board members must respect the role of the Chief Officer and the reporting relationship of employees.¹⁸The Board acts collectively and no Board member has the authority to direct any employee of STPS.

COMMUNICATIONS

No Board member should speak on behalf of STPS in their capacity as a Board member without explicit authority from the Board.

Once Board decisions are made, Board members are expected to support those decisions in a positive manner and speak with one voice. Board members must not express any dissent from Board decisions to

¹⁷ This does not prevent Committee Chairs from engaging with those members of Executive Management or the STPS who are designated by the Chief Officer to be responsible for the areas which the Committees are tasked with leading on behalf of the Board.

¹⁸ This does not prevent Board members from engaging with employees of STPS on social occasions or during site visits.



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any person outside the Board or discuss matters in a manner that would conflict with their fiduciary responsibilities.

BOARD MEMBER REMUNERATION AND EXPENSE

Board members are entitled to such remuneration and reimbursement of expenses as outlined in Board Member *Per Diem* Policy, as may be updated and approved by the Board from time to time.



6. CHIEF OFFICER POSITION DESCRIPTION

INTRODUCTION

The Chief Officer is the leader of the St'at'l'imx Tribal Police Service and is an employee of the Board pursuant to s. 26(3) of the Police Act. The Chief Officer is responsible for the administration and operations of policing in the ten participating St'at'imc communities. The Chief Officer will work with the Board to develop the STPS mission, vision, values, and strategic plan. The Chief Officer will operationalize the STPS strategic plan and provide leadership to a team of almost 20 employees, both sworn and civilian to deliver outstanding police services

APPOINTMENT AND ACCOUNTABILITY

The Board appoints the Chief Officer, who is accountable to the Board. The Executive Assistant also operationally supports the Chief Officer as needed to facilitate the advancement of Board objectives.

ROLE

The Chief Officer is accountable for the effective command and leadership of STPS and has direct responsibility for the overall operation of the STPS within the parameters set by the Director of Police Services, the Police Board, and provincial legislation. The Chief Officer will work with key stakeholders and partners to develop and implement comprehensive public safety strategies to achieve the highest standards of policing and public safety. The Chief Officer will inspire a positive and engaging work environment for all STPS employees that is safe, respectful, inclusive, and based on a culture of service excellence, innovation, and teamwork.

The Chief Officer is the “face” and primary spokesperson for STPS. Public communication for STPS’s activities will normally be conducted by the Chief Officer.

DUTIES AND RESPONSIBILITIES

1. Strategic Planning
 - a. In consultation with the Police Board and key stakeholders, develop and implement the strategic planning process, in alignment with STPS’s vision, mission and values and with standards of policing excellence. Use the strategic planning process to build the 5-year STPS Strategic Plan for the Police Board’s input and approval.
 - b. Take the actions needed to communicate and implement the Strategic Plan.
 - c. Build organizational and personal objectives/metrics to measure STPS’s progress towards its Strategic Plan. Regularly report to the Police Board, the public, and key stakeholders on these metrics.



- d. Modify the Strategic Plan as necessary over time in response to environmental change. Ensure a planning process is in place to renew the 5-year Strategic Plan.
- e. Ensure STPS's values are established, communicated, and promoted.

2. Police Board Support

- a. Build strong working relationships with the Police Board Chair, the Police Board and Police Board Committees.
- b. Keep the Police Board proactively informed of significant strategic, operational, administrative, and financial matters relevant to the successful implementation of the 5-year Strategic Plan, annual budget, and STPS policies.
- c. Regularly report to the Police Board on the agreed upon public safety metrics (both organizational and personal), presenting strategic options to enhance STPS's success.
- d. Act as the principal link between senior management and the Police Board, while familiarizing the Police Board and its Committees with STPS's senior management.
- e. Attend meetings of the Police Board and other meetings as requested by the Police Board.
- f. Meet on a regular basis with the Police Board Chair.
- g. Report to the Police Board on issues relating to the *Police Act*.

3. Community Engagement

- a. Develop a visible, credible, inclusive, and respected profile externally for STPS. Build relationships with the community to foster a climate of openness and trust.
- b. Lead the development, implementation and sustainment of a proactive public engagement and communications model.
- c. Proactively inform the Board of emerging policing or public safety issues that may be of concern to the community, staff, the Communities, or other key stakeholders.
- d. The Chief Officer or his/her delegate shall speak on behalf of STPS, ensuring that all statements reflect the current strategy, plans and policies approved by the Police Board. The Police Board Chair and the Chief Officer shall consult, as needed, to ensure the proper coordination, timing, and dissemination of information to meet particular circumstances.
- e. Develop appropriate relationships with the media.

4. Human Resources

- a. Provide leadership to staff (sworn police officers and civilian staff) and engage staff in the development and sustainment of an inclusive, supportive, and safe workplace.



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- b.** Provide leadership and guidance to the senior management team responsible for the major divisions of STPS, ensuring responsibilities, authorities and deliverables are clearly established.
 - c.** Develop and sustain an effective organizational structure, with management succession planning, and effective employee training and development programs.
 - d.** Foster a culture that promotes ethical practices and encourages individual integrity and accountability.
 - e.** Develop, for Police Board approval, Human Resources policies and practices that reflect STPS values.
 - f.** Ensure sustainable recruitment, development, and retention plans are developed and implemented.
 - g.** Build a workforce that reflects the community STPS serves.
 - h.** Ensure excellence in occupational health and safety with a commitment to employee well-being and success.
 - i.** Maintain and encourage a climate of constructive engagement with the appropriate unions.
- 5. External Relationships**
- a.** Sustain open, collaborative, and constructive working relationships with the ten participating St'at'imx communities and the SCC. Work with other community leaders on initiatives of mutual benefit and overlapping accountabilities.
 - b.** Sustain good working relationships with the Provincial government, including the Ministry of Justice and the Attorney General and the Ministry of Public Safety and Solicitor General.
 - c.** Sustain good working relationships with other police departments in the Sea to Sky corridor, in the province, and with police associations across Canada to keep current with the activities of policing in Canada.
 - d.** Identify and form relationships/working partnerships with other external partners (e.g. Fraser Health, Interior Health, Vancouver Coastal Health, Sea to Sky School District 48, Gold Trail School District 74, not-for-profits, etc.) to deliver on the objectives and goals of the Strategic Plan.
- 6. Administration**
- a.** Establish effective control, coordination, and measurement systems for all STPS operations and activities.
 - b.** Ensure the integrity of internal control and management systems.



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- c. Identify the principal risks to STPS, review these risks with the Police Board regularly and implement appropriate systems to manage the risks
 - d. Authorize the commitment of resources and enter into agreements, contracts, leases, etc. in the ordinary course of business in keeping with authority levels and the Strategic Plan. Major commitments, exposures and risks are reported to the Board on a timely basis.
 - e. While respecting STPS's independence, explore opportunities to share resources with the ten participating St'at'imc communities and with other police organizations to enhance operational efficiency and effectiveness.
 - f. Ensure all STPS activities are conducted in accordance with laws, regulations, STPS's Code of Conduct, sound business practices, and Board-approved policies.
 - g. Integrate employee performance plans with organizational plans and systems.
 - h. Ensure STPS's programs and policies are consistent with the Strategic Plan.
 - i. Assist the Police Board in developing best-practice financial and operational governance.
 - j. Ensure that STPS's reporting requirements are met in a timely and appropriate manner.
 - k. Develop the annual STPS budget for Police Board approval.
 - l. Implement the annual budget and report progress against the budget to the Police Board on a regular basis.
- 7. Police Act**
- a. In accordance with the provisions of the *Police Act* Part 11, act as discipline authority for conduct complaints (public trust and internal discipline complaints) made against STPS sworn members.
 - b. Report to the Board on Police Act matters as required.



7. EXECUTIVE ASSISTANT POSITION DESCRIPTION

INTRODUCTION

The Executive Assistant supports the effective functioning of the Board and acts as a key resource for the Board, providing research, strategic direction, and best practice advice and pertinent information as it affects Board oversight pertaining to budget, policy, and strategy.

APPOINTMENT AND ACCOUNTABILITY

The Board appoints the Executive Assistant. The Executive Assistant is accountable to the Board and reports directly to the Board Chair. The Executive Assistant also operationally supports the Chief Officer as needed to facilitate the advancement of Board objectives.

The Executive Assistant is not an employee of the Board but is retained by the Board on a contract basis on the terms determined by the Board.

ROLE

The Executive Assistant supports the Board on all governance matters and plays a key role in the administration of the Board's governance of STPS.

DUTIES AND RESPONSIBILITIES

The Executive Assistant:

1. Liaises with and between the Board Chair, the Chief Officer and Board members to support effective Board governance of STPS.
2. Supports the Board (and as required, represents the position of the Board) in managing various relationships with STPS, St'at'imc Chiefs Council, and other internal and external stakeholders and partners.
3. Coordinates the administration of the orientation, onboarding, and professional development program for all Board members.
4. Supports the Board by overseeing and coordinating annual strategic planning, Board Committee meetings, and other events.
5. Together with the Board Chair and the Chief Officer, creates and maintains the Board's forward calendar.
6. Attends all Board and committee meetings (including *in camera* meetings unless excused by the Board Chair), ensures proper meeting minutes are recorded, and maintains attendance records.
7. Conducts research on various assignments and updates the Board or presents findings in a manner that enables the Board to make decisions or respond publicly.



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8. Supports the Board's governance needs and priorities including the development of practices and policies, annual reports, and budgets.
9. Keeps up to date on evolving corporate governance practices and trends applicable to police boards, advising the Policy & Governance Committee and the Board.
10. With direction from the Board, develops, maintains, and coordinates the regular review and updates of policies, processes, and documentation related to the Board Manual, Board evaluation processes, strategic planning workshops, and stakeholder meetings.
11. Ensures that minutes of Board meetings are filed with the Police Services Division following their adoption by the Board. Ensure that an accurate record is kept of all Board proceedings, hearings, inquiries, correspondence, and that relevant current and historical Board documents are electronically available to Board members.
12. Supports the Board's process for the Chief Officer's annual performance review including gathering and consolidating feedback to give to the Board as needed.
13. Informs and outlines Board policies, procedures, and related matters to the public and STPS's stakeholders and partners.
14. Oversees 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.
15. Responds to and/or coordinates all *Freedom of Information* requests on behalf of the Board and ensures accurate records management procedures are followed.
16. Maintains custody and control of Board records.
17. Oversees all external reviews, to ensure they are completed on time and according to standards.
18. Coordinates and manages the process for Board service or policy complaints, including issuing correspondence at the direction of the Board.
19. Coordinates with the St'at'imx Chiefs Council administrator to identify opportunities for the Board to update the St'at'imx Chiefs Council on various police initiatives.
20. Carries out any other appropriate duties and responsibilities as assigned by the Board.

CONFIDENTIALITY

The Executive Assistant keeps all matters before the Board in strict confidence, limiting discussion to Board members, Board employees and seconded personnel and those members of STPS and St'at'imx Chiefs Council staff to the extent required for the performance of their duties for the Board. This also extends to any professional services firms, consultants, advisors, and other experts retained by the Board or authorized by the Board Chair to the degree required to perform their services for the Board.



8. FINANCE COMMITTEE TERMS OF REFERENCE

INTRODUCTION

Under the Police Act, the Board has primary oversight responsibility for STPS's operational plans and budgeting process, financial reporting, accounting systems, internal controls, compliance, and financial and operational risk management. The purpose of the Finance Committee is to assist the Board in fulfilling this oversight responsibility.

The Chief Officer has day-to-day responsibility for STPS's budget development, financial reporting, information systems, risk management, and internal controls.

COMPOSITION

The composition of the Committee will be established in accordance with the Committee Operating Guidelines.

Ideally, a majority of the Committee members are "financially literate" and at least one member has "accounting or related financial expertise".¹⁹

FREQUENCY OF MEETINGS

Committee members meet as often as is 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:

BUDGET DEVELOPMENT AND FINANCIAL PLANNING

1. Review and make recommendations to the Board in respect of the budget development process and guidelines for STPS.
2. Provide input and feedback to the Chief Officer during the annual budget development process, including:
 - a. Review underlying assumptions that have been used in the annual budget, including budget risks and uncertainties.

¹⁹ "Financially literate" means that the Board member has the ability to read and understand a set of financial statements in accordance with Canadian Generally Accepted Accounting Principles. Having "accounting or related financial expertise" means the Board member has the ability to understand and fully analyze financial statements and the related notes which present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by STPS's financial statements.



- b. Review the annual budget for consistency with STPS's strategic and financial plans.
3. Recommend the annual and multi-year operating and capital budgets to the Board for approval.

BUDGET MONITORING AND FINANCIAL REPORTING

1. Ensure the Board receives timely, meaningful reports that keep it properly informed of STPS's financial situation.
2. Review quarterly financial statements and any other internal financial reports prior to receipt by the Board.
3. Review and recommend for approval to the Board, financial information that will be made publicly available, including the financial content of the annual report and any reports required by the Board or the Province.
4. Review any new or pending developments in general accounting and reporting standards that may affect STPS.
5. Determine whether appropriate accounting methods are being applied.
6. Monitor actual Board spending relative to the annual Board budget.
7. At least annually, review the expenses of the Board Chair, Board members, and the Chief Officer.

FINANCIAL AUDIT

1. Discuss with the Chief Officer and the external auditor:
 - a. All proposed changes in accounting policy.
 - b. The impact and presentation of all significant risks or uncertainties.
 - c. Compliance with accounting standards.
 - d. Significant adjustments and presentation issues arising out of the audit process.
 - e. All estimates or judgments of management that may be material to financial reporting.
2. Review and recommend for approval by the Board the audited annual financial statements in conjunction with the report of the external auditor and ensure they are understandable, accurate, and properly reflect the financial position of STPS.
3. Oversee the external audit process including:
 - a. Reviewing the terms of the external auditor's engagement and reasonableness of the proposed audit fees.
 - b. Determine whether the performance of the external audit is satisfactory, effective, and meets STPS's requirements.



- c. Determining whether the Chief Officer has provided full and open disclosure to the external auditor's inquiries.
- d. Reviewing problems, if any, experienced by the external auditor in performing the audit.
- e. Reviewing any recommendations of the external auditor and responses of the Chief Officer.

LEVEL OF SPENDING AUTHORITY FOR MANAGEMENT AND THE BOARD

1. Together with the Chief Officer, develop and recommend for Board approval a comprehensive statement of delegated authorities for operating and capital expenditures and contract signing.

CAPITAL EXPENDITURES

1. Review capital requests and recommend for Board approval.
2. Oversee STPS's capital plans and expenditures to ensure they provide sufficient facilities and equipment for STPS.

INTERNAL CONTROLS

1. Through discussions with the Chief Officer as well as the external and internal auditors, obtain reasonable assurance that STPS's financial and operational risk management, internal control systems, and information systems are properly designed, reliable and operating effectively.
2. Oversee STPS's internal audit function and the internal audit relationship with the internal auditor.

RISK MANAGEMENT

1. Receive regular reports from the Chief Officer on the management of material financial and operational risks to STPS.
2. Review and approve STPS's insurance coverage of material organizational risks and uncertainties.
3. Review any litigation, claim, or contingency that could have a material financial effect to STPS.

POLICY OVERSIGHT

The Committee has responsibility to ensure organizational policies meet policing standards, and to provide oversight over such policies, particularly those related to financial, information and risk management.

Confirm that appropriate policies and procedures are in place to monitor compliance with applicable laws and regulatory obligations and ascertain their adequacy and levels of compliance.



OTHER RESPONSIBILITIES

1. Stay informed on emerging best practices in governance relative to the Committee's mandate and recommend any changes to the Governance Committee.
2. Review such other matters that the Committee or the Board deems advisable or timely.



9. POLICY & GOVERNANCE COMMITTEE TERMS OF REFERENCE

INTRODUCTION

Under the Police Act, the Board has primary oversight responsibility for the effective governance and oversight of STPS.

The purpose of the Policy & Governance Committee is to provide a focus on governance that will enhance the Board and STPS's performance, and to fulfil the Board's obligations and oversight responsibilities related to STPS's governance philosophies, structures, policies, and processes.

COMPOSITION

The Committee is composed of at least four Board members appointed by the Board, with one Committee member designated as Chair by the Board.

FREQUENCY OF MEETINGS

Committee members meet as and when required 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 has the following responsibilities:

BOARD GOVERNANCE

1. At least every two years, review the Board Manual and related policies and recommend any changes to the Board.
2. Together with the Board Chair, Committee Chairs, and Executive Assistant, develop the annual work plan and calendar for the Board and Committees.
3. Update the Board on changes to applicable law, provincial policy, or relevant trends in police board and public sector governance that may affect the responsibilities of Board members.
4. Ensure programs are in place for new Board member orientation and ongoing Board member professional development, and regularly review and recommend any changes to the Board.
5. Develop and recommend for approval by the Board a process for evaluating the effectiveness of Board meetings, Committee meetings and the Board, and recommend any necessary changes to the Board.
6. Lead and support the annual review processes to evaluate the Board.



7. Annually review the composition of the Board as a whole, develop recommendations regarding necessary Board member competencies, and ensure that the Board's needs are communicated to the appointing bodies.

COMPLIANCE

1. Regularly review and ensure the adequacy of the Code of Conduct and report to the Board regarding compliance with such policy.
2. Oversee the process for responding to complaints made about the services or policies of STPS.
3. Ensure STPS has in place appropriate and effective procedures to address issues raised concerning alleged breaches of key administrative and policing policies, including alleged irregularities in respect of accounting, financial reporting, internal control, and workplace matters.

EXTERNAL RELATIONSHIP MANAGEMENT

1. Regularly review and consider reports in respect of STPS's relationships with St'at'imc Chiefs Council, jurisdictional police services, and other law enforcement agencies within Canada, and where appropriate, provide the Board with advice or recommendations regarding such reports.
2. Periodically review and assess STPS's relationships with and communication to its stakeholders and partners.
3. Recommend to the Board resolutions to be proposed to the BC Association of Police Boards at the annual general meeting.

POLICY OVERSIGHT

The Committee has responsibility to oversee the development, implementation, and effectiveness of the following policies:

1. Policies contained within the Board Manual.
2. Policies relating to the general direction, management, and operation of STPS, except to the extent specifically delegated to other Committees pursuant to such Committee's Terms of Reference.

OTHER

1. Stay informed on current best practices in governance relevant to the mandate of all Committees and recommend any changes to the Board.
2. Review such other matters that the Committee or Board deems advisable and timely.



10. HUMAN RESOURCES COMMITTEE TERMS OF REFERENCE

INTRODUCTION

Primary responsibility for the day-to-day human resource management, performance management, labour relations, employee health and safety, and career planning for STPS employees lies with the Chief Officer and is overseen by the Board.

The purpose of the Human Resources Committee is to assist the Board in fulfilling its oversight and employer responsibilities under the Police Act as it relates to STPS's human resource and compensation structures, policies, and processes, and to ensure that there is a plan for personal development and continuity for the Chief Officer and Executive Management.

COMPOSITION

The composition of the Committee will be established in accordance with the Committee Operating Guidelines.

FREQUENCY OF MEETINGS

Committee members meet as and when required in order 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 has the following responsibilities:

HUMAN RESOURCES

1. Together with the Chief Officer oversee the development of the Chief Officer's performance metrics for recommendation to the Board.
2. Recommend for approval by the Board a performance evaluation process for the Chief Officer, and annually review and recommend changes as required.
3. Lead the Chief Officer's annual performance review.
4. Together with the Chief Officer lead the development of succession plans to deal with a planned or unplanned departure of the Chief Officer and members of Executive Management, for recommendation to the Board.
5. Together with the Chief Officer, annually review STPS's management structure to ensure a robust leadership plan for the future of STPS and recommend any required changes to the Board.
6. Conduct an exit interview with the Chief Officer and any employee leaving STPS.



7. Regularly review STPS's human resources strategies and policies of STPS, ensuring they support the achievement of the Strategic Plan, and recommend any required changes to the Board.
8. Regularly review and monitor the results of any survey, reports, and other methods to measure employee engagement and the health of STPS's organizational culture.
9. Work with the Chief Officer to ensure STPS has an effective employee wellness program in place, and regularly review, monitor, and modify the program, as appropriate.
10. Together with the Chief Officer, regularly review STPS staffing levels and processes for attracting, retaining, training, developing, motivating, and tracking the performance of STPS sworn and civilian personnel.
11. Together with the Chief Officer, ensure labour negotiations, strategies, and policies reflect the STPS's priorities, goals, and objectives.
12. Together with the Chief Officer, review, and monitor STPS's recruitment policies and internal demographics to ensure they meet STPS's priorities, goals, and objectives and reflect continued progress in building a diverse and inclusive workforce which reflects the make-up of the communities served by STPS.
13. Assist the Board Chair in processing complaints against the Chief Officer, as required.
14. Monitor the handling of significant internal discipline matters to assess the appropriateness of settlements or conclusions.
15. Review any new and significant organizational changes and human resource initiatives programs, or priorities, and recommend any changes to the Board.
16. On at least an annual basis, review STPS management's report of the key operational, reputational, and human resource risks, and management's systems and control plans to manage such risks.

COMPENSATION

1. Together with the Board Chair, lead the Chief Officer's compensation review strategy.
2. Together with the Chief Officer, review and recommend to the Board STPS's philosophy and guidelines for Executive Management and other management compensation.
3. Oversee STPS's compensation philosophy, guidelines, and policies and recommend any changes to the Board.
4. Regularly review the Board Member *Per Diem* Policy and recommend any changes to the Board.



POLICY OVERSIGHT

The Committee has the responsibility to oversee the implementation and effectiveness of human resource and workplace standards policies, including with respect to hiring, compensation and evaluations, diversity and inclusion, employee benefits, respectful workplace and occupational health and safety, and shared services.

Confirm that appropriate policies and procedures are in place to monitor compliance with applicable laws and regulatory obligations and ascertain their adequacy and levels of compliance.

OTHER

1. Stay informed on current best practices in governance relevant to the Committee's mandate and recommend any changes to the Policy & Governance Committee.
2. Review such other matters that the Committee or Board deems advisable and timely.



C. GOVERNANCE PRACTICES

1. BOARD OPERATING GUIDELINES AND MEETING PROCEDURES

INTRODUCTION

The Terms of Reference for the Board define the role and responsibilities of the Board. The following outlines how the Board operates to carry out its duties of stewardship and accountability, including its procedures for holding Board meetings.

BEST INTERESTS AND GOVERNANCE STANDARDS

The Board is responsible for overseeing the affairs and conduct of activities of STPS and supervising the Chief Officer who is responsible for ensuring day-to-day operations at STPS are conducted effectively. Although Board members bring a point of view to Board deliberations, the best interests of STPS as a whole must be paramount at all times.

As a statutory body, the Board must:

1. Operate in all ways mindful of its obligations, responsibilities, and accountabilities for the governance of STPS.
2. Be independent of STPS administration and management, political affiliation, and interest groups.
3. Be open, transparent, and accessible to the public and STPS, while mindful of the need for confidentiality and security of information.
4. Be responsive to the community served by STPS.

The Board governs collaboratively and in a way that encourages strategic leadership rather than administrative detail. The Board maintains a clear distinction between Board governance and the Chief Officer's role as the chief executive officer of STPS. The Board directs, controls, and motivates STPS through the careful establishment of broad organizational policies reflecting the community's values, and ensures the Chief Officer carries out day-to-day operations and develops detailed policing and operational processes in accordance with Board-approved policies.

The Board establishes a collegial and cooperative relationship with officials of the Ministry, including the Police Services Division, the Independent Investigations Office, and the Office of the Police Complaint Commissioner, and fulfills all reporting requirements established under the Police Act.

RELATIONSHIP WITH STPS

Board members have no direct authority over members of STPS and do not interfere with STPS's operational decisions and responsibilities or with the day-to-day operation of STPS. The authority of



individual police officers to investigate crime, arrest suspects, and lay information before the Justice of the Peace comes from the common law, the Criminal Code, and other statutory authority and must not be interfered with by any political or administrative body, including the Board.

To maintain the importance of this distinction, the Board and Chief Officer commit to the following guiding principles with respect to their relationship and responsibilities:

1. Acknowledge the importance of goodwill between each other.
2. Respect each other's roles, interests, and accountabilities.
3. Give each other the benefit of the doubt, accept honest mistakes, and seek explanations before reacting.
4. Recognize and respect each other's decision-making process and lines of authority.
5. Promote common understanding and share information to the fullest extent possible in an atmosphere that promotes clarity, transparency, openness, and trust.
6. Achieve quick and effective resolution of issues.
7. Build stronger relationships.
8. Acknowledge that the Board's mandate is summarized as general oversight and setting of policing policy.
9. Recognize that the Chief Officer is responsible for daily policing and all operational matters.

MEETINGS OF THE BOARD

The Board meets as often as necessary to transact the Board's business and carry out its duties effectively.

Board meetings may be called as required to transact the Board's business by the Board Chair or, in the Board Chair's absence or unavailability, by the Vice Chair.

Over the course of a meeting year, the Board normally holds a series of regularly scheduled meetings and may hold special meetings and strategic sessions.

ANNUAL SCHEDULE AND NOTICE OF REGULAR MEETINGS

Typically, the Board holds twelve regular meetings, and one separate strategic planning session per calendar year. The Board's regular meeting schedule (including the date, time, and location) for an upcoming meeting year is typically approved by the Board in the last month of the prior year. Once approved, the annual schedule is provided to Board members and published on the STPS's website. Notice of upcoming regular Board meetings are also provided at the previous regularly scheduled Board meeting. The Board may cancel or change the date, time, or location of any meeting if the Board determines the circumstances require, and any such changes are published on the STPS's website.



SPECIAL MEETINGS

The Board Chair may call additional meetings that do not appear in the annual schedule to address special or emergent issues. Notice of any special meetings are provided to Board members at least 24 hours prior to such meeting or as soon as is practicable in the circumstances. The meeting notice specifies the item of business to be transacted at the meeting, and no business other than that described in the notice may be discussed at a special meeting. Notice for such meetings are provided by electronic means or the most efficient method in the circumstances as approved by the Board Chair. Such notices are also published on the STPS's website.

COMMUNITY AND MEDIA NOTIFICATION

The public is notified of the time, place, and business of all open sessions of Board meetings by the schedule posted on the STPS's website and by notification included on the meeting agenda.

ACCIDENTAL FAILURE TO SEND NOTICE

The accidental failure to send notice of a meeting to a Board member, or any accidental irregularity in connection with the giving of notice or the conduct of a meeting does not invalidate any proceedings of the Board meeting.

PUBLIC AND *IN CAMERA* SESSIONS OF BOARD MEETINGS

Board meetings are normally comprised of:

1. A public session; and
2. An *in camera* session.

PUBLIC SESSIONS

The Board is committed to the principles of accountability and transparency and to conducting its business in sessions which are open to the communities and public which are served by STPS. In accordance with the Police Act, all public sessions of Board meetings are open to the public and the Board does not exclude any person from its open sessions, except for improper conduct or public safety.

PARTICIPATION IN PUBLIC MEETINGS AND DECORUM

Members of the public may attend public sessions of Board meetings either in person or online using the participation facilities set up by the Board for that purpose and specified in the meeting notice. Any member of the public who wishes to attend public sessions of Board meetings are subject to space and technology restrictions. For attendance in person, priority is given to Board members and invited guests and any remaining space is then made available to others on a first come, first served basis.



Members of the public attending a public session of a Board meeting may not participate in discussion or debates and/or sit at the table, except where the Board Chair has given approval in advance of the meeting or during the meeting. At the end of each public session of a Board meeting, members of the public will have an opportunity to ask questions, as described in this policy.

All persons attending the public session of a Board meeting (whether in-person or online) are expected to behave in a respectful and civil manner. The Board Chair may remove any person in attendance due to improper conduct or public safety.

IN CAMERA SESSIONS

In addition to public sessions or meetings of the Board, and in accordance with good governance principles, the Board may hold *in camera* sessions to provide a forum for Board members to meet with and without the Chief Officer or Executive Management present.

In camera sessions are attended by Board members and the Chief Officer in the first instance, and then by Board members only. The Executive Assistant also attends unless the Executive Assistant is excused by the Board Chair.

GUESTS

Guests may be invited to attend or speak at a public or *in camera* session of a Board meeting, with the approval of the Board Chair given at least 7 days in advance of the meeting, or at the sole discretion of the Board Chair during the meeting.

CRITERIA FOR PUBLIC AND IN CAMERA SESSIONS

Pursuant to the Police Act²⁰, the Board may hold closed or *in camera* meetings if the subject matter being considered concerns the following matters:

- 1. Public security**, the disclosure of which could reasonably be expected to seriously impair effective policing or law enforcement.
- 2. A person's financial or personal affairs**, if the person's interest in the matter outweighs the public interest in the matter.
- 3. Personnel matters**, including labour contract discussions, labour management relations, layoffs, or other personnel matters.
- 4. Private information**, that a person has requested he or she be allowed to give in private to the Board or a Committee.

Without limiting the full scope of such matters, the following will normally be considered in an *in-camera* session of the Board meeting:

²⁰ S.69 of the Police Act



1. Chief Officer appointment, performance, compensation, and succession planning matters.
2. Matters affecting the quality and effectiveness of Board or Committee meetings.
3. Internal governance matters, such as Board evaluations.
4. Meetings with external advisors or consultants where needed (e.g., auditors, legal counsel, compensation consultants).
5. Any other sensitive matter that a Board member may wish to be addressed.

Following the *in-camera* meeting, the Board Chair reviews the results of the meeting with the Chief Officer and Executive Assistant as appropriate.

CONFIDENTIALITY OF IN CAMERA SESSIONS

Deliberations and materials considered in *in camera* sessions of Board meetings are confidential. All participants and attendees must respect this confidentiality.

Materials that are prepared for or distributed in *in camera* sessions may only be published or otherwise released after approval of the Board Chair, after consultation with the Board and Chief Officer and Executive Assistant. Materials that contain personal information as well as the views, opinions, and contributions of specific individuals in attendance at meetings should be retrieved from all Board members once they have been dealt with, for secure disposal by the Executive Assistant in accordance with any applicable records retention policies of STPS.

AGENDA AND SUPPORTING MATERIALS

DETERMINING THE AGENDA

The Board Chair, in consultation with Chief Officer and Executive Assistant, develops the agenda for each Board meeting. Board members may request items be added to the agenda through the Executive Assistant, with approvals by the Chair.

In developing agendas for Board meetings, the Board Chair will determine the designation of items for consideration in public or *in camera* session, at first instance and through consultation with the Chief Officer and Executive Assistant. In determining the designation of items, overall consideration will be given to the criteria specified in these Board Operating Guidelines and Meeting Procedures.

Meeting agendas will reflect public and *in camera* sessions, and items designated for *in camera* sessions will indicate the basis for designation with reference to the categories and criteria for *in camera* items.

In developing meeting agendas, the Board Chair (in consultation with Chief Officer and Executive Assistant) has flexibility to decide the nature of business and order of discussion but ensures that all public meeting agendas include opportunities to receive delegations and questions from the public. Delegations and questions from the public are managed in the manner outlined in this policy.



DISTRIBUTION OF AGENDA AND MEETING MATERIALS

Under normal circumstances, the Executive Assistant makes best efforts to distribute the agenda and supporting materials to Board members via STPS emails at least four days in advance of a regular meeting, and as soon as they are available for a special meeting.

Where the Board Chair, in consultation with the Executive Assistant, determines that circumstances warrant, supporting materials may be distributed separately from the agenda or handed out at the meeting.

BOARD CHAIR AND VICE CHAIR'S ROLE AT MEETINGS

The Board Chair presides over all meetings of the Board. Should the Board Chair not be available or able to chair the meeting for any reason, the Vice Chair acts in the Board Chair's place. Should neither the Board Chair or Vice Chair be present or available, the Board elects an acting chair for the meeting until such time the Board Chair or Vice Chair is available.

PARTICIPATION IN MEETINGS

MEETINGS IN PERSON

Where possible, Board members are expected to attend meetings in person. However, in exceptional circumstances, a Board member may participate in a Board meeting by teleconference, videoconference, or such other technology that permits the person to be heard. In such case, the Board member is deemed to be present at the meeting and counted in quorum.

VIRTUAL PARTICIPATION

Provided all Board members agree in advance, the Board Chair may determine that a Board meeting be held entirely by means of a teleconference or video conference or other electronic means allowing all Board members participating in the meeting to hear each other. Board members who participate in a meeting in such manner are deemed to be present at the meeting and are counted in quorum.

PROCEDURES AT BOARD MEETINGS

QUORUM

A quorum for meetings is a majority of the number of Board members then in office. A meeting of the Board, where notice has been given, and at which a quorum is present, is competent to exercise all or any of the authorities, powers, and discretion vested in or exercisable by the Board generally.

The Chair calls the meeting to order after the time fixed for the meeting, once quorum is present. If quorum is not present within 30 minutes after the fixed time for the meeting, the Executive Assistant



records the name of the Board members present and the Chair adjourns the meeting. If a quorum is lost during a meeting and not regained within 15 minutes, the Chair adjourns the meeting.

ACHIEVING CONSENSUS

During Board meetings, Board members strive to achieve consensus on any recommendations, decisions or resolutions that are presented for discussion and approval. The Board Chair facilitates open and constructive communication amongst Board members so that consensus can be reached.

In the spirit of reaching consensus, Board members are encouraged to interact with fellow Board members and management in a respectful, collaborative, and constructive manner, and to strive to find a solution or reach a decision that makes sense and is in the best interests of STPS.

VOTING

Where consensus cannot be met, decisions are made by a majority of votes.

Unless a Board member has declared a conflict of interest, each Board member, other than the Board Chair, has equal voting privileges. Except for the Board Chair, Board members may not abstain from voting unless required to do so due to a conflict of interest. Voting by proxy is not permitted.

The Police Act²¹ provides that in case of a tie vote, the Board Chair may cast the deciding vote. The Board has interpreted this section to mean that the Board Chair is not entitled to vote except to cast the deciding vote in the event of a tie. If the Board Chair elects not to cast a deciding vote, the motion fails.

Where a Board member has declared a conflict of interest with respect to a particular agenda item, the Board member is not entitled to vote on that agenda item. Depending on the issue, the Board member may also need to recuse themselves from the discussion at the direction of the Board Chair.

Voting is conducted by a show of hands, a roll call (voice), electronically (email), consensus, or otherwise in such manner that clearly evidences a Board member's vote and is accepted by the Board Chair.

A declaration by the Board Chair that a motion has been carried and an entry to that effect in the minutes of the meeting are evidence of the action taken, without proof of the number or proportion of the votes recorded in favour or against such resolution. Any Board member may ask at the time of the vote that the Board member's individual vote in favour of or against the motion be recorded in the minutes.

DELEGATES

Any Delegate may address the Board at a public session of a Board meeting (time permitting) on any topic that:

1. Relates to STPS police services or policies.

²¹ Section 25(3) of the Police Act



2. Affects a segment of the community, as opposed to a single individual.
3. Relates to a strategy of policing, as opposed to a single action by one or more officers.
4. Relates to the Board's oversight mandate, as opposed to day-to-day police operations.

Delegates may not address the Board with respect to any matter that relates to a conduct complaint within the jurisdiction of the Office of the Police Complaint Commissioner or is a substantial repeat of information presented by the Delegate to the Board within the previous six months. The Executive Assistant keeps track of such matters and if appropriate, refers the Delegate to the appropriate oversight body.

A Delegate that wishes to address the Board at a public session of a Board meeting may do so by making a written request to the Executive Assistant specifying the topic on which the Delegate wishes to speak. The Board will consider the request at the next Board meeting and the Executive Assistant will advise the applicant of the Board's official decision. If a request has extenuating circumstances that requires an expedited process, the Executive Assistant will seek Board approval prior to the next Board meeting. The Executive Assistant may limit the number of Delegates appearing at any given open session of a Board meeting if the allotted agenda time does not allow for all Delegate requests to be accommodated. In addition, a Delegate may not address the Board more than twice in a calendar year (or within 6 months) without prior approval of the Board.

A Delegate that has been approved to speak at a public session of the Board meeting must provide a written submission and a list of persons attending to the Executive Assistant, to be distributed with the meeting materials. At the Board meeting, the Delegate is provided the opportunity to present to the Board, for a maximum of five minutes (unless extended by the Board). Upon completion of the presentation, Board members may ask questions for the purposes of clarification and obtaining additional, relevant information.

When addressing the Board, Delegates are expected to act respectfully and adhere to all practices established by the Board Chair for constructive discussions and maintaining decorum at the meeting.

OPPORTUNITY FOR QUESTIONS FROM THE PUBLIC

At the end of each public session of a Board meeting, the Board provides members of the public with the opportunity to ask questions or seek clarification related to the business discussed at the meeting. The agenda specifies how much time is allotted for this purpose.

Members of the public who attend the meeting through teleconference may email their questions to the Board via the Executive Assistant who will provide such questions to the Board Chair at the meeting for response or follow up, time permitting. If the question does not relate to business discussed at the meeting, the Board Chair may request the Chief Officer to speak to the questioner outside of the meeting.



CONSENT RESOLUTIONS

Whenever there is a matter of urgency that requires the Board's immediate attention, the Board Chair may direct the Executive Assistant to circulate a consent resolution to Board members which deals with the matter. A resolution approved electronically (via email) and consented to by all Board members entitled to vote on that resolution has the same force and effect as if passed at a properly constituted Board meeting. Such consent resolution is ratified at the next regular Board meeting.

MINUTES

OFFICIAL RECORDS

The Executive Assistant ensures there are minutes of the proceedings for all public and in camera Board meetings and all Board hearings and inquiries.

The minutes and records maintained by the Executive Assistant are the official records of the Board.

All minutes must set out the date, time, and location of the Board meeting, the attendance of Board members, a summary of the discussion, and a record of the Board's decisions, as well as any follow-up action items arising out of the meeting. Opinions or views expressed by participants at Board meetings are considered personal information and confidential and must not be recorded in the minutes.

APPROVAL AND DISTRIBUTION OF MINUTES

- **Minutes of Public Sessions:** Minutes of public sessions of Board meetings are approved as soon as practicable at the next Board meeting or by consent resolution, following which such approved minutes are published on the STPS's website, or by such other method as determined appropriate by the Board, in a timely manner.
- **Minutes of In Camera Sessions:** The Executive Assistant records only the results of any decisions taken or action items arising. Minutes of *in camera* sessions are approved as soon as practicable by the Board and are confidential.

RECORDS RETENTION

In accordance with the Police Act, all approved minutes of the Board's meetings, hearings, and record of its inquiries, are retained by the Executive Assistant and filed with the Police Services Division.



2. COMMITTEE OPERATING GUIDELINES

INTRODUCTION

The Board may appoint such committees it considers necessary and appropriate to assist the Board in carrying out its work.

The Board may also establish task forces, advisory committees, or other temporary working groups as required from time to time.

Current standing Committees of the Board are:

- Finance
- Policy & Governance
- Human Resources

The Terms of Reference for each Committee defines the role and responsibilities of each Committee and are set out separately. The following outlines the key guidelines governing how all Committees will operate to carry out their duties of stewardship and accountability.

PURPOSE

The purpose of the Committees is to provide in-depth concentration in key areas of Board responsibility and to help the Board carry out its work.

TERMS OF REFERENCE REVIEW

Committees review their own Terms of Reference at least annually and submit any changes to the Policy & Governance Committee for review and recommendation to, and approval by, the Board.

ACCOUNTABILITY

On such terms as it sees fit, the Board may delegate any but not all of its powers and responsibilities to one or more Committees. Each Committee is accountable to the Board.

The Committees have no authority to direct management, speak for, commit to, or make decisions on behalf of the Board unless specifically authorized by the Board through the applicable Committee Terms of Reference or otherwise.

COMPOSITION AND APPOINTMENT

The Board's standing Committees are composed of four Board members: two members from northern St'at'imc communities and two members from southern St'at'imc communities.



Board members will identify the Committees on which they prefer to serve, having regard to their professional designations, skills, and experience.

The Board Chair is responsible for appointing Board members to Committees and appointing a Committee Chair and will make best efforts to assign Board members based on their identified preference.

MEETINGS

ANNUAL SCHEDULE

Committees meet as often as necessary to carry out their responsibilities. The frequency of Committee meetings is determined by the Committee Chair in accordance with the Committee Terms of Reference. Efforts will be made to align Committee meetings with regularly scheduled Board meetings to create efficiencies in meeting schedules.

MEETING NOTICE

A Committee's regular meeting schedule (including the date, time, and location) for an upcoming meeting year is typically approved by the Committee at least four to six months in advance. Once approved, the annual schedule is provided to Committee members and included in the Board calendar. A Committee Chair may cancel or change the date, time, or location of any meeting with 24 hours notice, if the Committee Chair determines the circumstances require.

Additional meetings (meetings that are not included on the annual schedule) may be called with 24 hours notice.

A meeting, and the notice issued to convene the meeting, will be deemed valid with respect to each Member in attendance at that meeting and for all business transacted during that meeting, and each such Member will therefore be precluded from later challenging the validity of the meeting or the business transacted therein.

AGENDA AND MEETING MATERIALS

The Committee Chair develops the agenda for each Committee meeting.

The Committee Chair makes best efforts to distribute the agenda and supporting materials for Committee meetings via Board emails at least four days in advance of a regular meeting, and as soon as they are available for a special meeting.

COMMITTEE CHAIR'S ROLE

The Committee Chair presides over all meetings of the Committee. Should the Committee Chair not be available or present to chair the meeting for any reason, the Committee chooses an acting chair for the



meeting. The Board's Executive Assistant keeps minutes of all meetings of the Committee and provides the minutes to the Executive Assistant and to Committee members.

QUORUM

Board motions are not passed at a Committee meeting. Any motions required to be made at the committee level are focussed entirely on whether a recommendation can be made by Committee to the Board. Therefore, quorum for the transaction of business at a Committee meeting does not require a majority of appointed Board members.

MEETINGS IN PERSON AND VIRTUAL PARTICIPATION

Where possible, Committee members are expected to attend regular Committee meetings in person. However, in exceptional circumstances a Committee member may participate in a Committee meeting by teleconference, videoconference, or such other technology that permits the person to be heard. In such case, the Committee member is deemed to be present at the meeting and counted in quorum.

Provided all Committee members agree in advance, the Committee Chair may determine that a Committee meeting be held entirely by means of a teleconference or video conference or other electronic means allowing all Committee members participating in the meeting to hear each other. Committee members who participate in a meeting in such manner are deemed to be present at the meeting and are counted in quorum.

GUESTS

Any Board member may attend any Committee meeting provided that a Board member will be compensated only for attending meetings of the Committee of which they are a member. Such Board member who is not a member of the Committee but attends a Committee meeting is not counted as quorum or as a voting member.

Committee meetings are not open to members of the public. However, a Committee may invite, in consultation with the Chief Officer, such STPS personnel and other guests as may be considered desirable, to attend all or a portion of meetings and assist in the discussion and consideration of the business of the Committee.

VOTING

All Committee members, including the Committee Chair, have the right to vote. Prior to taking a vote, Committee members shall strive to achieve a consensus on any recommendations that are presented for discussion and approval. Where consensus cannot be met, questions arising are decided by a majority of votes of the Committee members present. In the case of a tie vote, the Committee Chair does not have a second or casting vote. A tie vote constitutes a failed motion.



IN CAMERA SESSION WITHOUT MANAGEMENT

Each regular Committee meeting may include an *in-camera* meeting of Committee members (without the Chief Officer or Executive Management) at the beginning and/or end of each meeting. The purpose of such meetings is to meet with external advisors, service providers, or consultants where needed, address matters affecting the quality and effectiveness of the Committee meeting, address internal governance matters for the Committee, and discuss any other sensitive matter that the Committee or a Committee member may wish to be addressed.

CONFIDENTIALITY OF MEETINGS

Deliberations and materials of Committee meetings are confidential. All participants and attendees must respect this confidentiality.

CONSENT RESOLUTIONS

A resolution approved electronically via Board email and consented to by all Committee members entitled to vote on that resolution has the same force and effect as if passed at a properly constituted Committee meeting.

MINUTES

The Executive Assistant ensures there are minutes of the proceedings drafted for all Committee meetings. Minutes are not taken of the *in-camera* portion of Committee meetings; however, the Executive Assistant ensures there are records of all recommendations of the Committee made at an *in-camera* session or made outside of a meeting.

All minutes must set out the date, time, and location for the Committee meeting, the attendance of Committee members, a summary of the discussion, and a record of the formal actions, recommendations, and resolutions of the Committee taken. Opinions or views expressed by participants at Committee meetings are considered personal information and confidential and must not be recorded in the minutes.

Committee members are provided with draft minutes of each Committee meeting as soon as possible after each meeting. Minutes of Committee meetings are approved as soon as practicable at the next Committee meeting or by consent resolution. Once approved by the Committee, the minutes serve as the official record of the meeting. Committee minutes are placed on the following Board meeting agenda for information.

RECOMMENDATIONS AND REPORTING

After each Committee meeting, the Committee Chair provides a report that summarizes what the Committee has been working on since it last reported to the Board, what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda. The report should have sufficient detail to inform the Board about the Committee's work and enable a reasonable



discussion of the matters being brought forward by the Committee for discussion or approval, including a reasonable analysis of the information, alternatives considered, risk considerations, recommendations, and impact to the Strategic Plan.

Each Committee makes periodic recommendations to the Board in respect of the subject on which it was created to provide advice. The Board takes into consideration but is not bound by Committee recommendations.

MANAGEMENT SUPPORT

Each Committee Chair will advise the Chief Officer when the Committee wishes to use STPS personnel as Committee support. The Chief Officer designates Executive Management and/or staff support as appropriate to each Committee.

EXTERNAL ADVISORS

In carrying out its responsibilities, each Committee:

1. Relies on the Chief Officer to provide it with accurate and complete information.
2. Having regard to STPS's internal resources and budget, and subject to Board approval, is entitled to retain and rely on external professional services firms, consultants, advisors, and other experts as needed to fulfill its mandate.



D. KEY BOARD STEWARDSHIP PROCESSES

1. BOARD MEMBER ORIENTATION AND PROFESSIONAL DEVELOPMENT

INTRODUCTION

The Chief Officer and Board (through the Chair of the Policy & Governance Committee) ensure there is an orientation program for new Board members. The Orientation Program uses materials and resources that inform and educate Board members on STPS's governance framework, its services and programs, operations, current issues, strategies, and key risks.

GOALS

The orientation is aimed at increasing a Board member's familiarity with STPS and equipping Board members with sufficient information and resources that will facilitate fully informed decisions and effective contribution by Board members. The goals of the orientation program are to:

1. Ensure that each new Board member has a clear understanding of the Board's governance framework, including the role of the Board, its supporting committees, and expectations of Board member performance.
2. Help new Board members build an understanding of STPS, its operations and working environment including its:
 - a. Mandate, vision, mission, and strategy.
 - b. Priorities, goals, and objectives.
 - c. Operational and financial performance.
 - d. Major risks and risk management strategy.
 - e. Key performance indicators.
3. Get to know and understand individuals involved with STPS, including:
 - a. Fellow Board members.
 - b. Chief Officer and Executive Management.
 - c. Executive Assistant.



4. Build an understanding of STPS's main relationships, including those with the ten participating St'at'imc communities, St'at'imc Chiefs Council, the Province (through the Minister of Public Safety and Solicitor General, the Independent Investigations Office, Office of the Police Complaint Commission, and the Director of Police Services), other law enforcement and police agencies and communities served by STPS.

BOARD MEMBER ORIENTATION PROGRAM

Each new Board member participates in an orientation session(s) consisting of an initial orientation and review of key documents

The orientation session(s) uses materials and resources that inform and educate Board members on STPS's priorities, goals, and objectives; key stakeholders and partners; operations; and current issues.

INITIAL ORIENTATION

The following table sets out the anticipated steps in the orientation process and identifies respective roles and responsibilities for each component. The table is a guideline only and can be adjusted as required to accommodate the needs of each Board member. The Board member is also assigned to a senior Board member as a resource.

BOARD MEMBER ONGOING PROFESSIONAL DEVELOPMENT

GENERAL

Every new Board member may choose to complete the Police Board training offered through the Minister of Public Safety and Solicitor General. In addition to this preliminary governance training, STPS is committed to ongoing professional development of its Board members and provides ongoing educational opportunities to continuously deepen the Board's understanding of STPS and its operating environment. This may take place during regular Board or Committee meetings, retreats, or on an individual basis, determined by the needs of the Board and/or Board members. Development may also address educational needs specific to STPS's context and the role, responsibilities, and duties of the Board and Board members.

The Board recognizes that educational opportunities may lay outside of STPS's organizational capacity and therefore, Board members may pursue course offerings provided by the Government and/or third-party institutions. The Executive Assistant regularly distributes a listing of available third-party offerings related to Board member and/or police board educational opportunities. In addition, if a Board member wishes to take advantage of a professional development opportunity not previously identified and seeks reimbursement from STPS for expenses related to the opportunity, the Board member must obtain prior approval from the Chair of the Policy & Governance Committee. Board members are expected to share their learnings with the Board upon completion of the development opportunity.



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When considering possible development opportunities, Board members should keep in mind the following:

1. Do they have sufficient time left in their tenure to make the best use of the opportunity?
2. How will this opportunity benefit the Board and/or STPS?
3. Is this consistent with STPS's priorities, goals, and objectives?

FUNDING FOR PROFESSIONAL DEVELOPMENT

Each Board member is eligible for an annual training amount per fiscal year (April 1 – March 31) specified in the Board Member *Per Diem* Policy.



2. BOARD COMPOSITION AND SUCCESSION PLANNING

INTRODUCTION

The authority to appoint Board members rests with each of the ten participating St'at'imc communities. These appointing bodies run their own independent processes to advertise vacancies and to identify, evaluate and appoint candidates for Board vacancies. The Board, through the Policy & Governance Committee, has the opportunity and responsibility to provide advice to the appointing bodies regarding the needs of STPS and the criteria those appointing bodies are encouraged to consider when making appointments.



3. BOARD AND COMMITTEE EVALUATION

INTRODUCTION

As part of its dedication to excellence in its governance practices, the Board is committed to regular evaluations of the effectiveness of the Board and Board Committees. Board evaluation provides Board members with an opportunity each year to examine how the Board, Committees and Committee Chairs and Board members are performing and to identify opportunities for improvement. The objective of these assessments is to contribute to a process of continuous improvement in the Board's execution of its responsibilities.

PROCESS

The Policy & Governance Committee oversees the implementation of the evaluation process and recommends the method, content and timing for all evaluations and reviews them with the Board. The process may evolve based on and taking into account the Board's stage of development and past Board evaluation processes and results and may include, but is not limited to, the following:

1. Surveys;
2. Interviews with each Board member;
3. Facilitated group discussions with the Board; and/or
4. Perspectives developed from Chief Officer and Executive Management team members who regularly interact with the Board.

The Policy & Governance Committee, with Board approval, may engage an external consultant to assist in the design and implementation of an evaluation process.

The Policy & Governance Committee (either directly or through an external consultant) reviews the evaluation results and develops recommendations to the Board at the next Board meeting following the evaluations, or as soon as possible thereafter:

1. The Policy & Governance Committee Chair reports on the evaluation process undertaken, the results and any recommendations;
2. The Board determines what, if any, actions shall be undertaken for the upcoming year.



BOARD EVALUATION

OBJECTIVE

The objective of the Board evaluation process is to assess the overall performance of the Board in keeping with the Board's responsibilities and governance framework.

AREAS TO BE EVALUATED

Board evaluation is designed to review the effectiveness of Board and may cover areas such as:

1. The quality of Board meetings.
2. Board dynamics, including the quality of the discussion.
3. The appropriateness and sufficiency of financial and operational reporting and briefing packages.
4. The quality of the relationships between Board and the Chief Officer.
5. Board's practices with respect to ethical conduct and acting in the public interest.
6. Board member orientation and ongoing training and development.
7. Board processes with respect to Board composition, succession & evaluation, strategic planning, risk management, Chief Officer evaluation and succession, and other key areas of organizational stewardship.
8. Board's relationship with the ten participating St'at'imc communities, St'at'imc Chiefs Council, Province, other jurisdictional governments, and other key stakeholders and partners.

COMMITTEE EVALUATION

OBJECTIVE

The objective of a Committee evaluation is to assess the overall performance and functioning of the Committee and thus contribute to the Board's overall performance. Committee evaluation is usually carried out in conjunction with the Board evaluation.

AREAS TO BE EVALUATED

Committee evaluation covers such areas as:

1. The appropriateness of the Committee's terms of reference.
2. The composition of the Committee.
3. The contributions of the Committee to the Board's work.
4. The quality of Committee information and meetings, including Committee dynamics.



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5. The quality of reporting to the Board.
6. The overall effectiveness of the Committee.



4. BOARD MEMBER *PER DIEM* POLICY

COMPENSATION FOR BOARD MEMBERS

INTRODUCTION

Board members are eligible to receive a *per diem* for Board service. The *per diem* is not designed to compensate a Board member for actual hours worked. Rather, it is in the nature of an honorarium or stipend designed to express appreciation for contributed hours. In addition, Board members will be reimbursed to cover out-of-pocket expenses (e.g., parking, travel costs, etc.) incurred while carrying out their Board duties. Extraordinary expenses are reviewed and reimbursed on a case-by-case basis by the Human Resources Committee.

Per Diems are not paid for:

1. Participation at social events or awards/recognition ceremonies.
2. Informal meetings with Board and STPS personnel.
3. Externally organized workshops, events, or professional development sessions, unless specifically authorized by the Board based on the level of work and responsibility involved and the benefit to the Board of having the Board member participate.

The Executive Assistant submits a *per diem* payment form to STPS at the end of each regular board meeting, special board meeting, workshop, and training session. Board members are paid upon receipt of the form. The Committee Chairs submit minutes of the Committee meetings to the Executive Assistant. Board members are paid upon receipt of Committee minutes.

BOARD MEETING FEES

Board Members who attend a Regular or Special Board meetings are entitled to a meeting in keeping with the Board's *Per Diem* policy.

Travel time is not eligible for reimbursement. Meals, incidentals, and accommodations are eligible reimbursements at National Joint Council rates.

Prior approval is required for hotel accommodations for Board-related travel.



PER DIEM FOR COMMITTEE MEETING, OTHER MEETINGS AND ACTIVITIES

Board members who attend Committee meetings, other meetings, workshops, and training are entitled to a fee in keeping with the Board's *Per Diem* policy.

A flat *per diem* is paid for:

1. Regular and special Committee meetings of which the Board member is a member.
2. Attendance at official Board meetings of the BC Association of Police Boards by Board members who are also members of the board. A further *per diem* is paid for any day spent travelling before or after such the meeting. This is in addition to payment for travel and meals made under STPS's travel policy.
3. Official Board workshops organized by STPS (e.g., annual strategic planning workshop).
4. Joint board-to-board meetings with key stakeholders and partners.
5. Formal briefings or presentations at the request of the Board.
6. Promotional Interviews or Board member Interviews.
7. Training sessions for police boards (including webinars).
8. Speaking on behalf of the Board at a swearing-in ceremony.
9. Annual performance reviews (e.g., of the Chief Officer)
10. Other special meetings determined by the Board.
11. Meetings at the request of the Chief Officer approved by the Chair.
12. Facility tours, orientations, and educational presentations organized by the Board.
13. Participation in police ride-a-longs (maximum once annually).
14. Training Webinars.
15. Other similar activities arranged and approved by the Board.

ATTENDANCE IN AN OFFICIAL CAPACITY AT SOCIAL EVENTS

In the course of the year, Board members are invited to various social events in their official capacity. For some of these events, there is a charge for attendance. The cost of Board members' tickets to social events are paid for by STPS where all of the following apply:

1. Board members have been invited in their official capacity.
2. The event takes place in one of the ten participating St'at'imc communities.
3. The event is directly related to the work of the Board or STPS.



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Where events are primarily for the purposes of fundraising, tickets will not be paid for by STPS. In addition, tickets for partners or other accompanying persons will not be paid for by STPS.

ANNUAL REVIEW OF BOARD COMPENSATION

The amounts paid to Board members is reviewed annually by the Finance Committee who ensures such amounts paid (including *per diem* rates) remain appropriate and in line with similar boards.

RECORDS

The Executive Assistant keeps records of all fees and expenses paid to Board members on behalf of STPS.



E. KEY ORGANIZATIONAL STEWARDSHIP PROCESSES

The following pages provide a high-level overview of the Board's practices in the following key areas of organizational stewardship:

1. Strategic Planning.
2. Risk Management.
3. Chief Officer Succession Planning.
4. Chief Officer Evaluation.
5. STPS Culture and Human Resource Oversight.
6. Employment Oversight.
7. Financial and Budgetary Oversight.
8. Service or Policy Complaints and complaints against the Chief Officer.
9. Governance Partner and Stakeholders Relations Oversight.
10. Communications and Community Engagement.
11. Privacy, FOIPPA, and Records Oversight.
12. Information Technology Oversight.
13. Legal and Compliance Oversight.
14. Rules and Policy Development.



1. STRATEGIC PLANNING

STPS's strategic planning process is a collaborative process between the Chief Officer and the Board. The process consists of several levels of planning activities, as follows:

1. Long-term Strategic Plan Development: At least once every five years, the Chief Officer meets with the Board to present the Chief Officer's current view of STPS's opportunities and risks facing STPS, and to ensure alignment regarding the Strategic Plan for the next five years. The Board and Chief Officer further develop the five-year plan to ensure it aligns with local and provincial public safety strategies.
2. The STPS Priorities, Goals, and Objectives Development: Annually, the Board, in consultation with the Chief Officer, establishes the priorities, goals, and objectives for the coming year. Upon Board approval and with feedback from the Board and taking into account the Strategic Plan, the Chief Officer develops and updates Annual Plans to articulate how STPS will work in the coming year to achieve the STPS priorities, goals, and objectives, including the specific programs, strategies, and activities to be undertaken and the key performance metrics to measure the expected impacts or outcomes.
3. Board Approval: Upon approval, the Board provides the annual STPS priorities, goals, and objectives to the Director within 30 days.²²
4. Key Performance Metrics: The Chief Officer develops metrics for the Strategic and Annual plans for approval by the Board.

The Chief Officer reports at mid-year and year-end²³ to the Board concerning the progress against the Annual Plans and key performance metrics. The Board and Chief Officer determine any required actions or adjustments to priorities to meet changing operational, investigative, administrative, or community needs. The Board and Chief Officer report annually to STPS's stakeholders and partners on STPS's performance.

²³ S.26(5) of the Police Act requires the Chief Officer to report to the Board each year on the implementation of programs and strategies to achieve the priorities, goals, and objectives.



2. RISK MANAGEMENT

STPS's ongoing strategies and activities expose STPS to a wide variety of risks in virtually all aspects of its operations. A key responsibility of the Board is to oversee the management of these risks and ensure an effective enterprise-wide approach to managing risk for STPS. The Board ensures STPS has a thorough risk management program pursuant to which material, strategic, financial, reputational, governance, operational, and other risks are identified, and systems are implemented to manage or eliminate those risks. The risk management process consists of the following activities:

1. The Board meets with the Chief Officer to review and discuss areas of risk that may impact STPS during transition and ongoing operations. With Board input, the Chief Officer develops a risk acceptance statement which describes the amount and type of risk STPS is willing to accept in pursuit of its Strategic Plan. The Chief Officer also develops a risk management policy which defines objectives, responsibilities, monitoring, and reporting under STPS's enterprise risk management framework. The Board approves the risk acceptance statement and risk management policy.
2. Consistent with the risk acceptance and risk tolerance statements and risk management policy, the Chief Officer establishes a risk assessment matrix, key risk metrics, processes, procedures, and mechanisms to identify, estimate, implement control strategies, create measurements of expected outcome, analyze deviations from expected outcomes to monitor material risks and obtains feedback and approval from the Board.
3. The Chief Officer regularly reviews STPS's material financial, and non-financial risks and reports to the Board at each Board meeting on STPS's management of these risks.
4. At least annually, the Board reviews STPS's material risks in light of the risk appetite statement as well as the effectiveness of STPS's risk management policies and procedures.
5. Where appropriate (i.e., considering STPS's internal resources, budget, and in consultation with the Chief Officer), the Board may consult with one or more external consultants to provide an independent overview of any or all of STPS's key risks and risk management strategies.



3. CHIEF OFFICER SUCCESSION PLANNING

The purpose of succession planning is to ensure that, as STPS grows and changes, sustaining leadership is in place for STPS to achieve its strategic objectives. Under the leadership of the Human Resources Committee, the Chief Officer succession planning process consists of the following activities:

1. The Board establishes a fair, inclusive, and transparent process for the selection and appointment of the Chief Officer, and ensures the Chief Officer has in place a fair, inclusive, and transparent process for the selection and appointment of Senior Management and sworn and civilian personnel.
2. The Board selects and appoints the Chief Officer. In consultation with the Chief Officer, approves the appointment of Sergeants, and delegates the authority to appoint all other sworn and civilian personnel to the Chief Officer.
3. Together with the Chief Officer, the Board annually reviews and updates a succession plan for the Chief Officer position that includes:
 - a. A description of the key attributes to the Chief Officer's position.
 - b. A description of the key attributes needed for a person stepping into the Chief Officer's role on an interim basis in the event of an unplanned departure of the Chief Officer.
 - c. An assessment of potential Chief Officer successor candidates against the key attributes.
 - d. A talent management succession plan to support the development of potential Chief Officer candidates with reference to the key attributes.
 - e. An assessment of potential candidates who could fill the Chief Officer's role on an interim basis should there be an emergency or unplanned departure of the Chief Officer.
4. The Chief Officer annually drafts or updates internal processes for succession of Executive Management positions (e.g., establishes criteria for each key position, develops and regularly reviews a management succession plan for Sergeants and members of Senior Management, designs STPS's leadership assessment and development plans and processes, monitors progress of potential candidates), and reviews those plans with the Board.
5. The Chief Officer provides periodic updates (at least annually) on the progress to build leadership talent and succession capability at STPS, as well as assessments of the most likely successors for the Chief Officer, Sergeants, and other Executive Management positions. In developing and monitoring management succession plans, the Chief Officer seeks to develop diverse candidate pools for succession where feasible.



4. CHIEF OFFICER EVALUATION

The evaluation of the Chief Officer is one of the most important responsibilities of the Board. The evaluation process provides a formal opportunity for the Board and Chief Officer to have a constructive discussion regarding the performance of STPS and the Chief Officer's leadership at STPS. The evaluation process is carried out under the leadership of the Human Resources Committee with input from the Board. The Chief Officer evaluation process consists of the following activities:

1. Each year, the Chief Officer prepares annual performance goals and objectives for the following year, specifying how progress against each target will be measured. The goals and objectives are developed with reference to the Strategic Plan and Annual Plans, and may include areas such as leadership and strategy, police services delivery, communication, human resources management, financial management, governance partner and stakeholder relations, and community knowledge. The Chief Officer shares those targets with the Human Resources Committee, who reviews and, if necessary, amends them, in consultation with the Chief Officer. The targets are then presented to the full Board for discussion, revision if required, and approval.
2. Approximately six months after the targets are approved, the Human Resources Committee and Chief Officer review and discuss the Chief Officer's targets and progress against them.
3. Annually under the purview of the Human Resources Committee, the Chief Officer prepares a written self-assessment, rating the Chief Officer's performance against their general responsibilities and previously agreed-upon annual goals and objectives.
4. The Human Resources Committee annually recommends to the Board the specific evaluation processes to be undertaken, the areas to be evaluated, and whether or not to retain an external consultant to assist with the evaluation.
5. The Human Resources Committee (either directly or through the external consultant) obtains confidential input on the Chief Officer's performance from all Board members (and where appropriate, at the Board's discretion, from the Chief Officer's direct reports and from STPS's stakeholders and other partners), consolidates all feedback and considers it together with the Chief Officer's written self-appraisal, and discusses the results in confidence with the Board.
6. The Board determines its evaluation of the Chief Officer.
7. The Chair and the Chair of the Human Resources Committee provide the Chief Officer with a written summary of the Board's evaluation and meet with the Chief Officer to discuss the summary.
8. The Chief Officer may provide the Board with a written response to the review, through the Chair.
9. The Chief Officer may receive periodic performance feedback during the year from the Chair.



5. STPS CULTURE, VALUES AND HUMAN RESOURCE OVERSIGHT

The Board sets the foundations for and monitors the base elements of STPS's human resources, including leadership recruitment, talent development, compensation and health and safety, and values necessary to deliver on its vision and strategic priorities. The Board ensures STPS develops and sustains a diverse and inclusive workforce which reflects the make-up of the communities served by STPS. The Chief Officer continues shaping this foundation by ensuring the appropriate human resources and values are demonstrated and supported throughout STPS to effectively deliver on its strategic priorities, goals, and objectives, including the goal of a diverse and inclusive workforce. The process for overseeing STPS's values and human resources is carried out under the leadership of the Human Resources Committee with input from the Board, and consists of the following activities:

CULTURE AND HR STRATEGY

1. The Board meets with the Chief Officer annually to develop an understanding of the current and desired culture for STPS in light of its vision, values, priorities, goals, and objectives, and to ensure alignment regarding the leadership, talent development, and human resource structures required to deliver on these priorities.
2. The Chief Officer develops an overall human resource strategy and obtains feedback from the Board.
3. The Chief Officer finalizes the draft human resource and workplace wellness strategy and presents it to the Board for approval.
4. The Board reviews and approves the human resource and workplace culture strategy.
5. The Board also reviews any related human resource risks.
6. The Chief Officer and the Board agrees on a set of key performance measures by which to measure progress against the approved human resources strategy.
7. To understand the health of human capital and culture at STPS and progress against its strategic priorities, the Chief Officer regularly (at least quarterly) reports to the Board (through the Human Resources Committee) on the process, progress, and the implementation of STPS's human resource strategy, including the results of any surveys, reports, or other methods to measure employee engagement and the health of the organizational culture.



HR POLICY OVERSIGHT

1. At least annually, the Board (through the Human Resources Committee) reviews the effectiveness of STPS's key human resource and workplace wellness ²⁴, provides guidance, and approves any desired changes.

EXECUTIVE ASSISTANT POSITION DESCRIPTION AND PERFORMANCE REVIEW

1. The Board approves the position description for, and appointment of the Executive Assistant and any other personnel in Executive Management.
2. The Board annually reviews the performance of the Executive Assistant, through a formal process led by the Board Chair and Human Resources Committee.

²⁴ Examples of such strategies may include Recruitment, Diversity and Inclusion, Healthy Workplace, Workplace Safety, Organizational Culture, Employee Wellness and Support, Career Development, Performance Planning and Review, and Staff Recognition.



6. EMPLOYMENT OVERSIGHT

The Board hires, negotiates, and enters into contractual arrangements with the Chief Officer and Sergeants. Pursuant to the *Police Act*²⁵, the Board is also the employer of all sworn and civilian personnel of STPS.

EMPLOYER

The Board establishes all job classifications for its employees as well as a job classification appeal process, recognizing the Board's authority as the employer.

7. FINANCIAL AND BUDGETARY OVERSIGHT

The financial health of STPS has an impact on its ability to meet its priorities, goals, and objectives. The Board is responsible for ensuring STPS provides effective and efficient services in accordance with an annual budget. As such, the Board, supported by the Finance Committee, oversees the development of STPS's annual budget and financial strategies which involves the following activities:

1. In conjunction with the annual strategic business planning process, the Chief Officer develops the annual operating and capital budget, and funding needs to achieve STPS's Annual Plans and obtains feedback from the Board.
2. The Board approves an operating and board budget for STPS.
3. Together with the Chief Officer, the Board ensures the appropriate complement of financial, expense/travel, procurement, and delegation of authority policies are in place for STPS and provides the strategic direction for these policies. The policies are developed by the Chief Officer in accordance with the Police Act and are reviewed and approved by the Board.
4. While core policing activities to provide policing and law enforcement in the ten participating St'at'imc communities are funded provincially and federally, the Board recognizes that sponsorships and donations may be used to enhance and extend STPS's services, with the overall aim of increasing public safety. Together with the Chief Officer, the Board establishes, approves, and oversees a policy for partnering with police foundations or other fundraising organizations for this purpose.
5. At least monthly, the Chief Officer reviews STPS's internal controls, financial risks, and monthly operational and financial performance and progress against STPS's strategies, plans, policies, and approved budget. The Board also receives reports from the Chief Officer at each of its regular meetings on the implementation of the fundraising/sponsorship policy and the receipt of donated funds and sponsorships.

²⁵ Section 26 of the Police Act



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6. Quarterly, the Chief Officer provides financial variance reports and financial statements to the Board and reports on STPS's progress on its annual operating and board plans against the budget. STPS may not make any extraordinary expenditures that are not contained within the approved budget. As such, the Board ensures all expenditures made by STPS are within the approved budget and discusses variations, future considerations, concerns, and methods of management with the Chief Officer. The Chief Officer implements any actions agreed upon by the Board and follows up with the Board as necessary.
7. At least annually, the Board reviews and, if necessary, provides guidance to the Chief Officer with respect to STPS's system of internal controls and risk management systems to ensure the integrity of STPS's financial statements.
8. Annually, the Chief Officer prepares financial statements and an annual report outlining STPS's performance and progress against strategic priorities, goals, and objectives. The Board reviews and approves the annual report and financial statements and annually reports to the Minister on STPS's performance.²⁶

²⁶ S.4.2(2)(iii) of the Police Act



8. SERVICE OR POLICY COMPLAINTS AND CONDUCT COMPLAINTS

The Board is responsible for taking action to respond to complaints made about the services or policies of STPS and certain conduct complaints. In overseeing complaints against STPS, the Board carries out the following activities:

SERVICE OR POLICY COMPLAINTS

1. Service or policy complaints are complaints made about the general direction, management, or operation of STPS, or about the inadequacy or inappropriateness of STPS's:
 - a. Staffing or resource allocation.
 - b. Training programs or resources.
 - c. Standing orders or policies.
 - d. Ability to respond to requests for assistance.
 - e. Internal procedures.
2. Service or policy complaints may be made at any time directly to the Police Complaint Commissioner (or any person designated by the Commissioner), to the Board Chair, or any STPS constable on duty who is assigned to receive and register such complaints.²⁷
3. Immediately upon a service or policy complaint being made, the Board receives a copy of such complaint and processes such complaint in accordance with the complaints process outlined in Part 11 of the Police Act.
4. At least quarterly, the Board through the Chief Officer or a committee designated by the Chief Officer, receives and reviews service or policy complaints and investigation reports (including the status of any active investigations, actions taken, and other relevant information).
5. At least annually, the Board reviews the process for responding to service or policy complaints together with the Chief Officer and makes any adjustments or amendments as necessary.

CONDUCT COMPLAINTS AGAINST THE CHIEF OFFICER

1. Conduct complaints against the Chief Officer may consist of a public trust complaint (a complaint alleging a breach of professional conduct regulation and any internal code of conduct for STPS's employees) or an internal discipline complaint (a complaint relating to the acts or omissions of a person that affects the relationship between the officer, as employee, and STPS, as the employer).

²⁷ Part 11 of the Police Act



2. Pursuant to the Police Act²⁸, the Board Chair is the discipline authority for all conduct complaints made against the Chief Officer and processes such complaints in accordance with the complaints process outlined in Part 11 of the Police Act.
3. In processing any conduct complaints against the Chief Officer, the Board Chair may retain the services of legal counsel as a resource.
4. The Board Chair seeks the approval of the Board, and ultimately the Office of the Police Complaints Commissioner, prior to concluding any investigation or imposing any discipline in connection with such conduct complaint.

CONDUCT COMPLAINTS

1. Pursuant to the Police Act²⁹, the Chief Officer is the discipline authority for all conduct complaints made against other members of STPS.
2. In processing such conduct complaints, the Chief Officer processes such complaints in accordance with the complaints process outlined in Part 11 of the Police Act.
3. The Chief Officer immediately notifies the Board of any serious or sensitive complaints against its officers on a monthly basis.

²⁸ Section 76 of the Police Act

²⁹ Section 76 of the Police Act



9. GOVERNANCE PARTNER AND STAKEHOLDER RELATIONS OVERSIGHT

Establishing and maintaining strong and effective communication and working relationships with its governance partners, including the Province, the Federal Government of Canada, the ten participating St'at'imc communities, other jurisdictional police, and STPS's other stakeholders and partners. These relationships play a role in funding, policing service and delivery, data collection, policy creation, and help to increase public awareness on policing issues, priorities, and strategies affecting STPS and the larger community. By understanding this environment and by working strategically with its governance partners and key stakeholders, STPS strengthens its ability to meet its strategic priorities. As these relationships hold strategic importance and risk for STPS, the Board has an oversight role in governance partner and stakeholder relations. This involves the following activities:

1. Annually, the Board meets with the Chief Officer to review the needs and concerns of STPS's governance partners and key stakeholders, as well as the engagement strategy with such partners and stakeholders. The discussion includes how STPS's activities impact such partners and stakeholders, the current quality and strength of these relationships, goals set in relation to developing or changing these relationships, and how those relationships are effectively managed.
2. In discussions with the Chief Officer, the Board ensures there is clarity on who within STPS is responsible for the relationships, and the strategic priorities for each relationship.
3. Together with the Chief Officer, the Board ensures there is alignment between the Board and Chief Officer on the key messages that should be used in these relationships, the role of each party in engaging with such partners and stakeholders, as well as the method and frequency for communicating those messages on behalf of the Board and STPS.
4. The Board receives, reviews, and discusses regular reports from the Chief Officer to ensure all mandatory and recommended reporting to STPS's governance partners and stakeholders is being conducted appropriately and effectively.
5. The Board has a unique working relationship with the ten participating St'at'imc communities. There are a number of ways the Board interacts with the ten participating St'at'imc communities, as follows:
 - a. To ensure a productive and positive working relationship exists with the ten participating St'at'imc communities, the Board meets at least annually with each community to review the work of STPS and receive feedback.
 - b. The Board ensures all communications with the ten participating St'at'imc communities are conducted in accordance with established protocols.
 - c. The Chief Officer notifies the Board as soon as practicable of any request for SRPS to make a formal presentation to the ten participating St'at'imc communities.



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- d. The Board ensures all formal communications between the Board and the ten participating St'at'imc communities are conducted through the Board Chair unless otherwise specified by the Board.
- e. Where practicable, a Board member designated by the Board and the Chief Officer (or person designated by the Chief Officer) will attend all presentations to the ten participating St'at'imc communities. The Chief Officer takes all reasonable steps to brief the Board member of key issues prior to attending such a presentation.



10. COMMUNICATIONS AND COMMUNITY ENGAGEMENT

Effective community engagement is at the heart of STPS's purpose and values. Engagement with the widest possible range of community groups is essential for STPS to:

- Deliver the services communities require
- Forge meaningful community relations
- Build trust and confidence
- Tap into new and insightful information sources

Primary responsibility to engage with the community lies with STPS. The Board's role with respect to community engagement is to:

- Oversee STPS's community engagement plan
- In consultation with the Chief Officer, it is the responsibility of each Board member to engage directly with the community through band council meetings, site visits and other similar activities

This involves the following activities:

1. The Board ensures the community engagement plan includes the following activities:
 - a. Opportunities at every public session of Board meetings to allow person(s) to appear as delegate(s) and present comments relevant to the Board meeting agenda items.
 - b. Opportunities for the community to give input on areas of interest or concern to them via mechanisms such as community meetings and workshops with stakeholders and partners at which Board members are in attendance.
 - c. Opportunities to gauge community satisfaction with police services through periodic surveys of residents and businesses or other similar means.
 - d. A quarterly report on STPS's financial performance to the public.
 - e. Opportunities to share crime statistical information and crime trends with the ten participating St'at'imc communities, community organizations, businesses, and members of the public.
 - f. Timely reporting of any other developments that have a significant and material effect on STPS and the communities it serves.
 - g. The development of relationships with board members of other police departments at provincial and national levels.



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- h.** Attendance by at least one Board representative at the annual general meeting and conference of the BC Association of Police Boards, and where appropriate, participation on the board of such entity.
- 2.** The Chief Officer ensures the Board is fully informed about all major issues that may be of concern to the communities served by STPS, as soon as is practicable and makes reasonable attempts to provide the Board with all official media releases concerning STPS prior to their release where possible.
- 3.** At least annually, the Board reviews the effectiveness of STPS's community engagement plan and related policies (including any communications policy or media relations policy) and approves any desired changes.
- 4.** To understand the health of the communities served by STPS and the effectiveness of STPS's community relations strategies and engagement, at least annually the Board reviews the results of any surveys, reports, or other methods to measure community engagement and relations and any areas of concern.



11. PRIVACY, FOIPPA, AND RECORDS OVERSIGHT

The Board must ensure the disclosure of information is fair and reasonable and in accordance with FOIPPA. This involves the following activities:

1. For purposes of FOIPPA, the Board designates the Board Chair as Head for all information requests for records that directly concern or relate to the Board or Board members, and the Chief Officer as Head for all other information requests. The Board Chair acts as the FOIPPA coordinator on behalf of the Board and receives all access to information requests related to the Board. The Chief Officer also designates a FOIPPA Coordinator to receive and handle all access to information requests.
2. The Board supports the principle of fair and reasonable disclosure of information to facilitate public participation. The Board makes available to the public all materials in connection with public sessions of Board meetings (including agendas, materials, and minutes). The minutes are regularly available to the public on the STPS's website. Disclosure of such items are only restricted if FOIPPA provisions restrict their disclosure as determined by the Board Chair.
3. All access to information requests related to the Board or a Board member are made to the Board Chair who determines whether to approve the release of such information and, if so, the parameters under which the requested information may be released. Depending on the nature of the information request, the Board Chair has the final decision-making authority with respect to the release of information relating to the Board or a Board member.
4. At each regular Board meeting, the Board Chair provides the Board with statistical and status reports outlining the number, nature, and management of information requests relating to the Board, the collection, use, and disclosure of personal information and compliance with FOIPPA provisions, and the status of any investigations by the Information and Privacy Commissioner.
5. The Board Chair regularly reviews its process and policies for receiving, reviewing, and managing information requests relating to the Board and for collecting, using, and disclosing personal information, and makes any adjustments as necessary.
6. Board and STPS records are retained in accordance with a Records Management Policy and procedures approved by the Board. The Board Chair is responsible for the custody and control of Board records and the Chief Constable is responsible for the custody and control of STPS records.



12. INFORMATION TECHNOLOGY OVERSIGHT

To effectively carry out its work, STPS relies on certain information management/information technology (IM/IT) infrastructure, services, and applications including: (1) those that are provincially or federally mandated to be used by all police agencies across Canada (e.g., PRIME-BC, JUSTIN, NPSNet), (2) those IM/IT operations that are carried out as part of any Shared Services Agreement between STPS and the RCMP or other jurisdictional police (e.g., the network supporting the Operations Communications Centre to manage dispatch of 911 calls), and (3) IM/IT systems that are specific to STPS (e.g., administrative systems such as those relating to recruitment, payroll, accounting).

As these have a significant impact to the delivery of critical programs and services by STPS, the Board has a role in overseeing the implementation and integrity of STPS's IM/IT systems. This involves the following activities:

1. Annually, the Board receives, reviews, and approves STPS's strategy and approach for IM/IT in delivering its programs and services as developed by the Chief Officer.
2. At least quarterly, the Board receives reports from the Chief Officer on the integrity and performance of STPS's IM/IT programs in achieving STPS's program/service delivery goals and discusses these programs and related policies with the Chief Officer.
3. Together with the Chief Officer, the Board annually reviews and assesses the success and effectiveness of STPS's IM/IT infrastructure strategy, programs, and policies.



13. LEGAL AND COMPLIANCE OVERSIGHT

COMPLIANCE WITH LAWS AND POLICING STANDARDS

The Board is responsible for ensuring that STPS operates at all times within applicable laws and provincial policing standards and to the highest ethical standards. This involves the following activities:

1. At least quarterly, the Board receives reports from the Chief Officer on STPS's compliance with all applicable provincial policing standards, laws and STPS's material legal agreements³⁰, and offers guidance as needed.
2. At least quarterly, the Chief Officer reports to the Board regarding the status of any litigation, claim or contingency that could have a material impact to STPS.
3. At least annually, the Board reviews, and together with the Chief Officer, determines the effectiveness of STPS's programs, policies, and material legal agreements.
4. The Board Chair receives any notices from the Director proposing to undertake any inspection, evaluation, or review of STPS and its compliance with provincial policing standards. As soon as possible, the Board Chair reviews such notices with the Chief Officer and the Board, ensuring a prompt, coordinated, cooperative, and complete response to such notice.
5. The Board Chair provides updates to the Board at the Board's regular meetings regarding the status of any inspections, evaluations or reviews being undertaken by the Director.

LEGAL COUNSEL

The Board may use legal services where in the opinion of the Board: (1) there is no conflict of interest; (2) the advice can be provided within the necessary time frame; (3) the necessary legal expertise exists; and (4) the legal service has the resources available. The Board may retain legal counsel on all matters where the Board determines the jurisdiction of the Board is best served by retaining counsel.

INDEMNIFICATION

The conduct of defence, cost of proceedings and indemnification of employees for torts committed in the performance of their duties or who have been charged with an offence against an enactment of British Columbia or Canada or a local government bylaw in connection with the performance of their duties, may be conducted, paid or reimbursed by the Board as may be applicable or appropriate in the circumstances, or as otherwise set out in indemnification policies approved by the Board and forming

³⁰ STPS's material legal agreements may include membership participation agreements with other partners for integrated services, agreements pursuant to which STPS provides policing services to other jurisdictions, memorandums of understanding or arrangements with the RCMP or other bodies, and other agreements material to the administration and operation of STPS.



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part of the department's administrative policies. Except to the extent specifically provided in the administrative policies, the Board has final approval over any indemnification requests.



14. RULE AND POLICY DEVELOPMENT

Pursuant to the Police Act³¹, the Board is responsible for making rules consistent with the Police Act, regulations and the Director's standards relating to:

- The standards, guidelines, and policies for the administration of STPS (Administrative Policies), and
- The prevention of neglect and abuse by its constables and the efficient discharge of duties and functions by STPS and its constables (Rules and Policing Standards)

The process to develop, review and approve STPS policies includes the following activities:

1. The Chief Officer is responsible for the development and implementation of Administrative Policies and the Rules and Policing Standards, as needed, which must be approved by the Board.
2. At least every two years (or sooner as required), the Chief Officer, together with the applicable Committee reviews STPS Policies and updates them as necessary, for approval by the Board.
3. Once approved, the Board ensures all approved Administrative Policies and Rules, and Policing Standards are filed with the Director.³²
4. The Chief Officer implements all Administrative Policies and Rules, and Policing Standards. Day-to-day professional operational decisions in respect of the Administrative Policies and Rules and Policing Standards are made by the Chief Officer and team as delegated by the Chief Officer.
5. The Chief Officer provides reports to the Board at the Board's regular meetings regarding the implementation of and compliance with all Rules and Policing Standards, including the following:
 - a. Annual reports on the collective (but not individual) activities of STPS's sworn personnel as well as the activities of STPS over the previous year.
 - b. Policing, law enforcement, and crime prevention reports.
 - c. Reports on the administration of complaints.
 - d. Reports regarding relevant trends, significant changes in policing policies and standards, anticipated adverse media coverage, external or internal material changes (including changes in assumptions upon which any policy was previously based).
6. The Chief Officer makes reasonable attempts to provide such other operational reports as may be requested by the Board from time to time.

³¹ s.27 of the Police Act

³² Part 5 of the Police Act (section 28) such policies are only enforceable after they have been filed



F. STANDARDS OF CONDUCT

1. BOARD MEMBER CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY

STPS is committed to the highest standards of ethics and integrity. The purpose of this Code of Conduct is to establish minimum standards of conduct expected and required of all Board members, and to support ethical decision-making within the STPS. In most situations, personal values and integrity will guide Board members to the correct decisions and actions. However, the Code of Conduct provides a practical framework designed to help Board members better understand STPS's values, and to fully appreciate what is expected in terms of appropriate practices and behaviour.

While covering a wide range of practices and procedures, the Code of Conduct is not exhaustive, and it is acknowledged that no articulation of policies, guidelines, and procedures to govern conduct can anticipate all situations. The Code of Conduct applies to all Board members.

The provisions of the Code of Conduct are in addition to, and not in substitution for, any Board member's obligation to the STPS imposed upon by law or as outlined in the Board Manual. Any Board member uncertain of their duties in any particular circumstance should raise this concern with the Board Chair in order to obtain appropriate guidance and advice.

The Code of Conduct will be reviewed and updated by the Board from time to time as required. Any amendments to the Code of Conduct must be approved by the Board.

COMPLIANCE WITH LAWS AND ETHICAL STANDARDS

Board members are expected to comply with the spirit and letter of all laws, regulations, policies, and procedures applicable to STPS and Board members, including the Police Act. In addition, Board members are expected to conduct themselves in such a way as to continuously protect STPS's reputation and to conduct all business on behalf of the STPS fairly and honestly.

In their relationship with the STPS, no Board members should commit or condone an unethical or illegal act or instruct another Board member, employee, supplier, or stakeholder to do so. In addition, Board members must refrain from engaging in conduct that would discredit or compromise the integrity of the Board or STPS.

CONFIDENTIALITY

The Board is responsible for ensuring the security and confidentiality interests of STPS and the safety interests of the public and STPS are protected. At all times, Board members are expected to:



- Maintain the security and confidentiality of all confidential information (including but not limited to STPS's financial, legal, and personnel information) and STPS's records and not reveal or make use of such information or records except as authorized in performing their duties
- Not use STPS's confidential information or assets to further their private interests or those of their friends, relatives, or associates.
- Keep confidential any information disclosed or discussed at a *in-camera* session of a Board or committee meeting, as required under the oath of office.
- Ensure they are familiar with and understand the applicable sections of FOIPPA and avoid disclosing any verbal or written information meant to be confidential and personal concerning STPS, its officers, and its staff members, and others.
- Take care to guard against inadvertent breaches of confidentiality by following these practices:
 - Minimize notetaking during confidential meetings and presentations.
 - Minimize retention of confidential documents or reports from meetings (and if in doubt, leave written material to be shredded).
 - Adhere to all rules concerning the protection of electronic Board packages and information.
 - Annually read and initial the Annual Board Member Declaration and abide by the terms of the Board Manual, including this Code of Conduct.

Board members may only disclose confidential information to third parties when disclosure is required by law or an enactment in a court proceeding. Any other external disclosure of confidential information is subject to prior approval of the Board Chair.

CONFLICTS OF INTEREST

Nothing undermines respect for decisions or confidence in decision makers more than a conflict of interest. Conflicts provide a ground on which aggrieved persons can challenge the decisions (or the decision-maker). In general, a conflict exists when Board members use, or are perceived to use, their position to benefit themselves, their friends, family, associates, or constituents. To properly discharge their duties to the STPS, Board members must be loyal without conflict to the interests of the STPS. Board members should be guided by the principle that preserving the appearance of integrity is as important as actual integrity.

TYPES OF CONFLICTS

A conflict of interest arises when a Board member's personal interests supersede or compete with the Board member's dedication and duty of loyalty to the interests of the STPS. This could arise from a real, potential, or apparent conflict of interest:



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1. A “real” conflict of interest occurs when a Board member exercises official power or performs an official duty or function and knows that in doing so, there is the opportunity to further a private interest.
2. A “potential” conflict of interest occurs when there exists some private interest that could influence the performance of the Board member’s duty or function or the exercise of a power, but the Board member has not yet exercised that duty or function.
3. An “apparent” conflict of interest exists where a reasonably well-informed person might reasonably hold the apprehension that a conflict of interest exists on the part of the Board member.

DISCLOSURE AND MANAGEMENT OF CONFLICTS

At all times, Board members are expected to:

- Fully and promptly disclose to the Board the nature and extent of any interest (actual, potential, or apparent) a Board member has in any current or proposed matter, contract, transaction, or arrangement involving the STPS
- Avoid any situation that could, or could appear to, interfere with the Board member’s judgment in making decisions in the best interests of the STPS. Examples of situations that present a conflict of interest include, but are not limited to, the following:
 - Influencing the purchase of goods or services for the STPS from a company or firm in which a Board member has financial interest.
 - Using confidential or non-public information obtained as a Board member to further the Board member’s private interest.
 - Serving on the board of another organization and being in possession of information confidential to the STPS that is of importance to a matter being considered by the board of the other organization.
 - Using their office to influence or attempting to influence the hiring or appointment of a family member or related person by the Board or STPS.
 - Using STPS’s resources or facilities for a Board member’s personal benefit.
 - Any employment, association, or activity, including political activity, that is, or may reasonably be seen to be, incompatible with the Board member’s duties, or otherwise be seen to impair their ability to discharge their duties in an impartial fashion, or cast doubt on the integrity or impartiality of the Board or the STPS.
- Board members should not accept entertainment, gifts or benefits that grant or may appear to grant preferential treatment to an individual or entity that conducts activities with the STPS.



Similarly, no Board member may offer entertainment, gifts, or benefits in order to secure preferential treatment for the STPS.

- Board members should fully and promptly disclose to the Board any situation where friends, family members or associates of the Board member (either as an employee or consultant) provide services to the STPS.

Where a Board member finds themselves in an actual, potential, or apparent conflict of interest, they must disclose the conflict to the Executive Assistant and other Board members prior to discussion of the matter in question to enable the Board to resolve unclear situations and determine how to manage the conflict before any difficulty can arise. The Board member may, depending on the circumstances, be required to abstain from voting, recuse themselves from discussion of the matter, or take other actions that impact the outcome of the activity, as decided by the Board.

In all cases, conflicts brought to the attention of the Board, the Board Chair, the Vice Chair, or the Executive Assistant must be resolved in a manner that preserves and enhances public confidence and trust in the objectivity and impartiality of the Board, which may include voluntary resignation by the Board member.

CONFLICTS REQUIRING RESIGNATION

Any Board member who wishes to apply for employment with the STPS must first resign their position as a Board member.

CONFLICTS INVOLVING THE BOARD CHAIR

The Chair of the Board provides a direct link between the Board and the ten participating St'at'imc communities and plays an important role in sharing information with the Board concerning the communities' priorities and putting considerations for STPS in a broader context.

Where there is a conflict between the Board Chair's responsibilities as Board Chair and the Board Chair's responsibilities to the community in which they are a voting member, the Vice Chair will step in to lead the Board in dealing with such issues.

ADVICE CONCERNING CONFLICTS OF INTEREST

If a Board member is in doubt whether a situation involves a conflict, the Board member should seek the advice of the Board Chair (or the Vice Chair, in the case of a conflict involving the Board Chair) or the Executive Assistant.



NOTIFICATION

Board members who are concerned another Board member may have a conflict of interest must bring the matter to the attention of the Board Chair (or the Vice Chair, in the case of the Board Chair) as soon as practicable. Board members who are not comfortable raising the issue with the Board Chair (or Vice Chair) may seek the advice of the Executive Assistant who may provide advice or recommend an appropriate course of action.

DIVERSITY, HARASSMENT AND DISCRIMINATION

The STPS is committed to maintaining an environment that supports diversity that is respectful, inclusive, and free from harassment of any nature. Board members are expected to uphold the spirit and principles of the STPS's Respectful Workplace Policy, and any other organizational policies relating to harassment, employee safety, diversity, and inclusion. In addition, Board members are expected to act honestly and fairly without discrimination based on race, color, religion, age, sex, sexual orientation, ethnic origin, disability, or any other grounds prohibited by human rights legislation.

BREACH

Should a Board member be found to have contravened the provisions, spirit and intent of this Code of Conduct, the Board has the ability, through the Board Chair, to dispense progressive action to address the behaviour, consisting of: first a verbal notification, then a written warning, then a final written warning, followed by a recommendation to the appointing body to revoke the appointment of the Board member.

PROTOCOL FOR INTERACTIONS WITH STPS'S EMPLOYEES

Board members may find themselves dealing directly with STPS's employees from time to time for a variety of reasons. Board members do not have any direct authority over STPS personnel, save and except as outlined in the Board Manual and the Police Act. All authority of the Board flows through approved resolutions and minutes of the Board.

In addition, the authority of a police officer to investigate crime, arrest suspects, and lay information before the justice of the peace comes from the common law, Criminal Code, and other statutory authority, and must not be interfered with by any political or administrative body, including the Board or any Board member.

In all situations, Board members must be sensitive to the nature and frequency of contact with STPS personnel and must respect the position of the Chief Officer and the organizational structure of the STPS. The purpose of this protocol is to protect both Board members and STPS from perceived conflicts of interest:

- Board members must not interfere with STPS's operational decisions and responsibilities or with the day-to-day operation of STPS.



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- Board members must not use their positions as Board members to attempt to influence the decisions or actions of STPS personnel.
- On Board related issues, Board members may not communicate directly with STPS personnel, with the exception of the Chief Officer.
- Board members must refrain from directing any STPS personnel in their performance of their duties.



2. BOARD MEMBER INDEMNIFICATION AND LIABILITY COVERAGE

Members are protected under the *Police Act* from being held personally liable for actions they take, or fail to take, in the performance of their duties as board members³³, or for any torts committed by any employee of the Board³⁴. The exceptions are if the board has been guilty of dishonesty, gross negligence or malicious or wilful misconduct.

Despite exclusion from liability, from time to time, Members may be included in the claims of third parties and there are often costs associated with those claims, including defending the claim, seeking removal of the Member as a party to the claim, etc.

³³ s. 21(2) of the Police Act

³⁴ s. 20(2) of the Police Act



G. APPENDICES

1. DEFINITIONS

Administrative Policies – means the standards, guidelines, and policies for the administration of STPS. This includes policies affecting the entire organization and all personnel.

Annual Declaration – means the annual declaration to be signed by Board members to attest their agreement to the policies in the Board Manual.

Annual Plans – means STPS's annual operating and capital plans as developed by the Chief Officer.

Board – means the Stl'at'imx Tribal Police Board.

Board Chair – where relevant, references to the “Board Chair” in the Board Manual include the Vice Chair when the Vice Chair is acting in the place and stead of the Board Chair when the Board Chair is unavailable or unable to act.

Board Manual – means this Board Manual.

Board member – means each individual appointed as a member of the Board by one of the ten participating St'at'imc communities of which they are a voting member.

Chief Officer – means the Chief Officer of STPS appointed by the Board. Where relevant, references to “Chief Officer” in the Board Manual include those persons to whom the Chief Officer has delegated responsibility.

Code of Conduct – means the Board Member Code of Conduct and Conflict of Interest Policy in the Board Manual.

Committee – means any committee established by the Board in accordance with the Board Manual.

Committee Chair – means the person appointed by the Board to chair a Committee.

Delegate – means any person or group of persons who are not Board members or STPS personnel.

Director – means the Director of Police Services referred to in the Police Act.

Executive Assistant – means the person appointed by the Board as Executive Assistant to the Board.

Executive Management – includes the Sergeants and any personnel in a senior executive-level position who are designated by the Chief Officer to be responsible for key strategic areas within STPS.

FOIPPA – means the *Freedom of Information and Protection of Privacy Act* (BC), as amended.



Governance Authority Matrix – means the authority matrix in Appendix H.2 which sets out the respective rights and responsibilities of the Board members, Board, and Chief Constable with respect to key items of governance.

Human Resource Strategy – means the STPS recruiting and succession plan processes within the STPS.

Ministry – means the Ministry of Public Safety and Solicitor General.

Personnel – includes sworn officers, civilian employees, volunteers, and students.

Police Act – means the *Police Act (BC)*, as amended.

STPS Executive – refers to the Chief Officer and Sergeants.

Province – means the province of British Columbia, including any ministry within the provincial government.

RCMP – means the Royal Canadian Mounted Police.

Rules and Policing Standards – means standards, rules, and policies relating to the prevention of neglect and abuse by STPS's constables and the efficient discharge of duties and functions by STPS and its sworn personnel.

Senior Management Team – means the Chief Officer.

Sergeant – means each Sergeant of STPS appointed by the Chief Officer.

Shared Services Agreement – means any agreement and any related memorandums of understanding that guide the ongoing operations of STPS and outline how operations will be shared and carried out by other bodies on behalf of STPS.

STPS – means the Stl'at'imx Tribal Police Service.

Strategic Plan – means STPS's mandate, vision, mission, priorities, goals, and objectives, for a rolling five-year period.

Ten Participating St'at'imc Communities – means the communities to whom the STPS serves.

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

2. GOVERNANCE AUTHORITY MATRIX

The Governance Authority Matrix below sets out the roles of the ten participating St’at’imc Communities, Board, and Chief Officer in the governance of STPS.

FUNCTION	REVIEW ³⁵	TEN PARTICIPATING ST’AT’IMC COMMUNITIES ³⁶	BOARD	CHIEF OFFICER
STPS’s Direction <ul style="list-style-type: none"> Mandate Vision, Values Strategic Priorities, Goals, & Objectives³⁷ Rules 	N/A 5 Years Annual Annual	Set by legislation Consulted Consulted Informed	Adopt Contribute/Approve/ Adopt Contribute/Approve/ Adopt Approve	Adopt Develop/ Recommend/Adopt Develop/ Recommend/Adopt Develop/ Recommend/Adopt
STPS Board Composition <ul style="list-style-type: none"> Identify required skills Provide information on incumbent Board member performance Appoint Board Members Appoint Chair, Vice Chair & Committee Chairs Appoint Executive Assistant Appoint Committee members Set Board member compensation³⁸ 	Annual 2 Years	Receive for Information N/A Appoint (one member) N/A N/A N/A Receive for Information ⁴⁶	Lead/Approve Lead N/A Appoint Appoint/Oversee Appoint Approve	N/A N/A N/A N/A Consulted N/A N/A

³⁵ Review refers to the time frame in which the policy will be reviewed; it does not refer to the activities (many of which are annual)

³⁶ The Minister of Public Safety and Solicitor General for British Columbia approves STPS’s mandate, through legislation..

³⁷ Pursuant to the Police Act, the Province approves STPS’s strategic priorities, goals, and objectives.

³⁸ Board compensation and the Board budget are approved as part of STPS’S OVERALL budget

FUNCTION	REVIEW ³⁵	TEN PARTICIPATING ST'AT'IMC COMMUNITIES ³⁶	BOARD	CHIEF OFFICER
Board Stewardship <ul style="list-style-type: none"> Board Member Orientation and Education Board and Board member Evaluation Chair and Vice Chair Evaluation Committee Chair Evaluation 	2 Years	N/A	Lead Lead Lead Lead	Participate Participate Participate Participate
Board Budget⁴⁶	Annual	N/A	Develop/Approve	Contribute
Board Governance Policies <ul style="list-style-type: none"> Governance Authority Matrix Board Manual (Terms of Reference, Position Descriptions, Board policies and processes) Board Member Code of Conduct & Conflict of Interest Policy 	2 Years Annual Annual	N/A	Develop/Approve/ Implement Develop/Approve/ Implement Develop/Approve/ Implement	Contribute/ Implement Support Support
Finance <ul style="list-style-type: none"> Police Service Annual Operating Budget Police Board Budget Internal Audit 	Annual	N/A N/A N/A	Contribute/Recommend/ Approve/Oversee Contribute/Recommend/ Approve/Oversee Approve/Oversee	Develop/ Recommend/ Implement Develop/ Recommend/ Implement Support
Cash management and cheque signing authority <ul style="list-style-type: none"> Payment obligations will be managed as per the STPS Financial Management Policies. 	2 Years	N/A N/A	Receive for Information Approve	Approve Recommend
Contract Signing Authority <ul style="list-style-type: none"> Contracts within delegated authority from Board Contracts outside delegated authority from Board 	2 Years	N/A	Receive for Information Approve	Approve Recommend
STPS Reporting and Operations	As Required	N/A		

FUNCTION	REVIEW ³⁵	TEN PARTICIPATING ST'AT'IMC COMMUNITIES ³⁶	BOARD	CHIEF OFFICER
<ul style="list-style-type: none"> Financial/Operational/Risk Management Reports Policing, Law Enforcement, and Crime Prevention Reports Service or Policy Complaint Reports FOIPPA Reports Other Reports 			Receive for Information/Discuss Receive for Information/Discuss Approve/Receive for Information/Discuss Receive for Information/Discuss Receive for Information/Discuss	Develop/Recommend Develop
STPS Human Resources <ul style="list-style-type: none"> Hire/fire Chief Officer Chief Officer evaluation Chief Officer compensation Chief Officer succession planning Organizational Structure/HR Strategy Qualified/Certified Officer Training STPS culture and diversity strategy STPS succession planning (Sergeants and Executive Management) STPS hire/fire (Sergeants and Executive Management) STPS hire/fire (other employees) STPS executive compensation philosophy 	2 Years	Informed Informed Informed N/A N/A N/A N/A N/A N/A Informed	Lead/Approve Lead/Approve Approve Lead/Approve Approve Receive for Information Approve Review/Approve Review/Approve Receive for Information Approve	N/A Participate N/A Support Develop/Recommend/Implement Develop/Approve Develop/Recommend/Implement Develop/Recommend/Implement Lead/Recommend Approve Recommend
Risk Management	2 Years	Informed		

FUNCTION	REVIEW ³⁵	TEN PARTICIPATING ST'AT'IMC COMMUNITIES ³⁶	BOARD	CHIEF OFFICER
<ul style="list-style-type: none"> Risk Appetite Statement and Policy Identification of major risks STPS's plans to avoid, mitigate risks STPS Enterprise Risk Management systems <p>Risk Review</p>			<p>Contribute/Approve</p> <p>Discuss/Approve/Oversee</p> <p>Approve/Oversee</p> <p>Oversee</p>	<p>Contribute/Recommend</p> <p>Identify/Recommend</p> <p>Develop/Recommend</p> <p>Develop/Approve/Implement</p> <p>Participate/Report</p>
<p>Information Technology</p> <ul style="list-style-type: none"> Technology Strategy Evaluation of the IT strategy 	2 Years	N/A	<p>Approve/Oversee</p> <p>Oversee</p>	<p>Contribute/Recommend/Implement</p> <p>Participate/Report</p>
<p>Shared Services</p> <p>Agreements with RCMP</p>	Annual	N/A	Approve/Oversee	Recommend/Implement
<p>Complaints & Investigations</p> <ul style="list-style-type: none"> Service or policy complaints Chief Officer Conduct Sergeant Conduct Independent Investigations Office Cooperation Office of the Police Complaint Commission Cooperation 	As Required	N/A	<p>Lead/Oversee/Recommend Action³⁹</p> <p>Lead/Oversee/Investigate</p> <p>Cooperate</p> <p>Cooperate</p>	<p>Report</p> <p>Participate</p> <p>Oversee/Investigate/Report</p> <p>Cooperate</p> <p>Cooperate</p>

³⁹ Sections 168-173 of the Police Act describes the process for handling service or policy complaints and requires the Board to recommend action and provide explanation to the complainant, the Director, and the Police Complaint Commissioner (the Police Complaint Commissioner may review the Board decisions and recommend further action)

FUNCTION	REVIEW ³⁵	TEN PARTICIPATING ST'AT'IMC COMMUNITIES ³⁶	BOARD	CHIEF OFFICER
Communication and Outreach <ul style="list-style-type: none"> Government Relations Strategy (Provincial and Federal) Community Relations Strategy & Engagement Plan 	2 Years	Participate/Informed Participate/Informed	Approve/Contribute/ Participate/Oversee Approve/Contribute/ Participate/Oversee	Recommend/ Contribute/Participate Recommend/ Contribute/Participate
Compliance and Legal Issues <ul style="list-style-type: none"> Compliance review Code of Conduct reports Conflicts of Interest reports Privacy, FOIPPA Release of Information, and Records Policies Retention of External Counsel for FOIPPA Investigations FOIPPA Mediation/Review Process with Office of the Privacy Commissioner 	As required	N/A	Oversee Oversee Oversee Approve/Oversee Approve/Oversee Approve/Lead/Oversee	Report Report Report Recommend/Report Recommend Recommend
Service Policies <ul style="list-style-type: none"> Key Corporate Organizational Policies⁴⁰ Policing Policies and Standards⁴¹ 	2 Years	N/A	Approve/Oversee Approve	Develop/Recommend /Implement Develop/Recommend /Implement

⁴⁰ This includes policies affecting the entire organization and all employees (such as Delegation of Signing Authority, Spending Authorities, Procurement, Borrowing, Investment, Enterprise Risk Management, Diversity & Inclusion, Healthy Workplace, Workplace Safety, Employee Conduct, Pensions & Collective Agreements, IT & Social Media, Records Management, Department Continuity and Disaster Recovery, Sustainability, Chief Succession, Chief and Executive Compensation, and other policies as applicable)

⁴¹ This includes development and oversight of policies and rules dealing with the effective discharge of police duties and functions as well as the prevention of neglect/abuse (such as service or policy complaints, Independent Investigations Office Interaction, Office of the Police Complaint Commission Interaction, Internal Discipline Matters, Unbiased Policing, Police Stops/Street Checks, Building Video Surveillance, Firearms & Ammunitions, Intermediate Weapons, Conducted Energy Weapons, Police Service Dogs, Missing Persons, Vascular Neck Restraint, Use of Force, Vulnerable Persons, Police Pursuits, other policies as applicable)

3. STPS ORGANIZATIONAL STRUCTURE (TBD)

As authorized and amended from time to time by the Board

4. BOARD ORIENTATION

ORIENTATION - MONTH ONE

It is anticipated that materials described below will be provided to the new Board member immediately upon appointment, and that the initial orientation meeting will be scheduled with the new Board member preferably within one to two weeks of the initial appointment. The Chair, through the Executive Assistant, schedules the initial orientation meeting for new Board members.

The initial orientation meetings are expected to take up to six hours, over two sessions, and may include the information described below:

WHO	ACTION
1. Executive Assistant	<p>Send welcome letter and the following materials to new Board member (additional materials may be delivered depending on the needs of the Board and the new Board member):</p> <ul style="list-style-type: none"> • Board Chair and Chief Officer biographies • The Board Manual • The <i>Police Act</i> • The most recent financial and accountability report • Compensation and expense guidelines • Key STPS administrative policies approved by the Board • Key policing standards and policies • Minutes from three previous Board & Committee meetings • Organization chart • Summary of STPS's insurance, including liability insurance for Board members • Details of any material litigation or disputes involving STPS • A schedule of dates for upcoming Board & Committee meetings <p>Request from new Board member:</p> <ul style="list-style-type: none"> • Annual Declaration form • Headshot and biographical information for publication (website)

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WHO	ACTION
<p>2. Board Chair, Vice Chair, and Chief Officer</p>	<p>Meet with new Board member to discuss the following matters, among other matters:</p> <ul style="list-style-type: none"> • STPS’s mission, vision, mandate, values, and strategic plan • STPS’s priorities, goals, and objectives for the coming year as well as the anticipated budget • Key challenges, opportunities, and risks and related strategies <p>Performance and conduct expectations and key stewardship processes</p> <ul style="list-style-type: none"> • Major issues and governance considerations • Proposed committee assignment, if any • Typical Board agenda and meeting package and Board meeting practices, etc. • Division of responsibilities between the Board & Chief Officer
<p>3. Chief Officer</p>	<p>Meet with the new Board member to give an overview of:</p> <ul style="list-style-type: none"> • STPS’s operational environment, stakeholders and partners and community • STPS’s practices, major risks and risk management strategies, budgeting and financial reporting process, and internal control environment <p>Arrange for the new Board member to tour STPS’s headquarters.</p> <p>Arrange for new Board member to go on a Ride Along</p> <p>Arrange for new Board member to meet with members of Executive Management</p> <p>Provide an overview of</p> <ul style="list-style-type: none"> • Complaint procedure • Policing and policing policies • Recruitment • Training

WHO	ACTION
4. Executive Assistant	Meet with new Board member to review Board technology and communication facilities and to answer any questions from orientation program

ORIENTATION – DURING THE QUARTERLY MEETING CYCLE AFTER APPOINTMENT

WHO	ACTION
1. Board member	Attend a meeting of each Committee (regardless of what Committee the Board member is a member of)

ORIENTATION – MONTH SIX

WHO	ACTION
1. Board Chair, and Executive Assistant	Meet with new Board member to obtain feedback on orientation process, determine comfort level with role, and determine if more information, training, or mentorship is required for the new Board member
2. New Board member	Complete Board Orientation Evaluation Form provided by the Executive Assistant

H. SCHEDULE

5. LIST OF SHARED SERVICES AGREEMENTS

6. ANNUAL MEMBER DECLARATION

I, _____, am a member of the Stl'atl'imx Tribal Police Board.

I confirm I have read, understand, and agree to comply with the Stl'atl'imx Tribal Police Board Manual, including the Board Member Code of Conduct and Conflict of Interest Policy, (the "Board Manual").

Pursuant to the Board Member Code of Conduct and Conflict of Interest Policy, I am required to disclose any direct or indirect conflict that may arise from my Board membership. I hereby disclose a direct or indirect conflict with my duty as a Board member may arise because of:

I declare that other than disclosed above, I do not have any relationships, interests, positions, or compensation that could compromise, or be perceived to compromise, my ability to exercise judgment, as a Board member.

I agree to promptly provide an updated declaration promptly as a result of changed circumstances, and in any event, annually.

Printed Name

Signature

Date