

## OLDMAN RIVER REGIONAL SERVICES COMMISSION

### BYLAW NO. 2021-04

**BEING** a bylaw of the Oldman River Regional Services Commission, to establish a code of conduct for members of the Board of Directors.

**WHEREAS** the Oldman River Regional Services Commission has been declared a “continued commission” pursuant to Section 602.47 of the Municipal Government Act and by Ministerial Order No. MSD:072/20, known as the Regional Services Commissions Order, signed by the Minister of Municipal Affairs and coming into effect on September 1, 2020, and

**WHEREAS** under the *Municipal Government Act* Municipalities must establish a code of conduct bylaw that governs the conduct of councillors; and

**WHEREAS** the Oldman River Regional Services Commission is its own entity and operates as a quasi municipality; and

**WHEREAS** the Board of Directors for the Oldman River Regional Services Commission are councillors appointed by their municipalities to represent both its council and its citizens; and

**WHEREAS** the establishment of a code of conduct for the Board of Directors ensures all members of the Board of Directors share a common understanding of acceptable conduct.

**NOW THEREFORE**, the Board of Directors for the Oldman River Regional Services Commission hereby enacts the following:

#### 1. TITLE

- 1.1 This bylaw may be cited as the “Code of Conduct for Board of Directors Bylaw”.

#### 2. DEFINITIONS

- 2.1 For the purpose of this Bylaw, the following are defined as:

- a. **Act** means the *Municipal Government Act*, R.S.A. 2000, c. M-26.
- b. **Board** means the Board of Directors for the Oldman River Regional Services Commission.
- c. **Chief Administrative Officer** means the Chief Administrative Officer (CAO) for the Oldman River Regional Services Commission.
- d. **Commission** means the Oldman River Regional Services Commission.
- e. **Directors** means a Board of Director member for the Oldman River Regional Services Commission.
- f. **Fiduciary duty** means the obligation of the appointed Board of Director to the Oldman River Regional Services Commission.

**3. PURPOSE AND APPLICATION**

- 3.1 The purpose of this Bylaw is to establish standards for the conduct of the Board of Directors relating to their roles and obligations and to provide a procedure for the investigation and enforcement of those standards.

**4. REPRESENTING THE COMMISSION**

- 4.1 Directors shall:

- a. Conduct themselves in a professional manner with dignity and make every effort to actively participate in the meetings of the Commission.

**5. FIDUCIARY DUTY**

- 5.1 Directors shall:

- a. Act in the best interest of the Commission;
- b. Not favour the interests of their municipality should the Commission's interests differ from their municipality's;
- c. Not disclose confidential information regarding the Commission; and
- d. Not disclose information regarding the Commission, as is discussed by their municipality, that is relevant to the Commission.

**6. COMMUNICATING ON BEHALF OF THE OLDMAN RIVER REGIONAL SERVICES COMMISSION**

- 6.1 Directors shall:

- a. Act as a liaison between the Commission and their municipality, ensuring that relevant information is communicated with Council and Administration.

**7. RESPECTING THE DECISION-MAKING PROCESS**

- 7.1 Directors shall:

- a. Respect the decision of the Board of Directors, as they are the decision-making authority, and adhere to said decisions;
- b. Communicate decisions of the Board to their Council and Administration, even if they disagree with the decision, or if the decision does not benefit their municipality.

**8. ADHERENCE TO POLICIES, PROCEDURES AND BYLAWS**

- 8.1 Directors shall:

- a. Adhere to any policies, procedures and bylaws of the Commission;
- b. Communicate any policies, procedures and bylaws of the Commission to their Council and Administration, where appropriate; and

- c. Promote any policies, procedures and bylaws of the Commission, where appropriate.

## **9. RESPECTFUL INTERACTIONS**

### **9.1 Directors shall:**

- a. Act in a manner that demonstrates professionalism, fairness, respect for individual differences and opinions, and with intention to work together for the common good;
- b. Treat one another, employees of the Commission and members of the public with courtesy, dignity and respect and without abuse, bullying and intimidation;
- c. Not use indecent, abusive or insulting words or expressions toward another Director, any employee of the Commission or any member of the public;
- d. Not speak in a manner that is discriminatory to any individual based on race, religion, colour, gender, physical disability, mental disability, age, ancestry, place of origin, marital status, source of income, family status or sexual preference;
- e. Acknowledge the fact that employees of the Commission work for the Commission as a corporate body and are responsible for making recommendations that reflect their professional expertise and are required to do so without undue influence or interference from any Director or group of Directors;
- f. Not involve themselves with matters of Administration, which fall under the jurisdiction of the CAO;
- g. Not use or attempt to use their authority or influence for the purpose of intimidating, threatening, coercing, commanding or influencing any employee of the Commission with the intent of interfering with the employee's duties; and
- h. Not maliciously or falsely injure the profession or ethical reputation or the prospects or practice of employees of the Commission.

## **10. CONFIDENTIAL INFORMATION**

### **10.1 Directors shall:**

- a. Keep confidential matters discussed in private at a Board of Directors Meeting or an Executive Committee Meeting until the matter becomes public knowledge; and
- b. Refrain from disclosing or releasing any confidential information acquired by virtue of their position except when required by law or authorized by the Board to do so.

## **11. ORIENTATION**

### **11.1 Directors shall:**

- a. If unfamiliar with the Commission, within three (3) months of being appointed to the Board, arrange with the CAO for an orientation.

## **12. COMPLAINT PROCESS**

- 12.1 Any Director who has identified or witnessed conduct by another Director that is believed to be in contravention of this Bylaw may file a complaint with the CAO.
- 12.2 If the contravention is by the CAO, the Director may file a complaint with the Chairman of the Board.
- 12.3 All complaints must be in writing, and contain detailed grounds for the contravention.

## **13. COMPLIANCE AND ENFORCEMENT**

- 13.1 Directors are encouraged to uphold the letter and the spirit and intent of this bylaw.
- 13.2 Directors are expected to cooperate in every way possible in securing compliance with the enforcement of this bylaw.
- 13.3 Sanctions imposed on a Director found to have breached this bylaw may include:
  - a. A letter of reprimand addressed to the Director;
  - b. A request for a letter of apology by the Director;
  - c. Suspension or reduction of any remuneration allotted to the Director; and/or
  - d. Suspension or removal from the Board.

## **14. REVIEW OF THE BYLAW**

- 14.1 This bylaw will be reviewed during the first Annual General Meeting of the Board following a municipal election.

## **15. AMENDMENTS**

- 15.1 Notification of alteration, amendment, or repeal of this bylaw shall be provided to Directors and Members of the Commission on file with the Executive Assistant 30 calendar days prior to such action being adopted by the Board of Directors. The designated representative for Members specifically for such notices shall be the Chief Administrative Officer of the Member.
- 15.2 In Accordance with 602.09 of the *Municipal Government Act*, a bylaw to amend this bylaw does not come into force until the bylaw is passed by a majority of the Board of Directors.

## **16. ENACTMENT**

- 16.1 This Bylaw shall come into force and have effect upon third and final reading.

Read a first time this 31 day of August, 2021.

Read a second time this 31 day of August, 2021.

Read a third and finally passed this 31 day of August, 2021.



Chair – Gordon Wolstenholme



Chief Administrative Officer – Lenze Kuiper

