

# Committee of the Whole Terms of Reference

## Introduction

Committee of the Whole facilitates the decision-making process of Council and makes recommendations to Council. It is an important forum for policy debate and public input on issues within Council's area of responsibility.

The Committee of the Whole system provides an opportunity for all Members of Council to participate in the discussions that result in the Committee's final recommendation to Council.

## Guiding Principles

1. All Committee work will be carried out in accordance with the City of Guelph Procedural By-law and provisions of the Municipal Act, and other governing legislation and policies.
2. The 'Council's Code of Conduct will guide Committee efforts, promoting the highest ethical standards and professionalism while ensuring that the best interests of the community are met.
3. The Council-endorsed corporate values of wellness, integrity and excellence will also be observed.
4. The Council-endorsed principle based Governance Framework is reflected in the Responsibilities and Duties defined below.
5. Committee will engage the public in their work by receiving public delegations at Committee and/or ensuring Management has appropriately engaged the community and stakeholders in the development of their recommendation to Committee.

## Mandate

The Committee's mandate defines its core areas of management and responsibility, Committee of the Whole ensures that appropriate policies, principles, procedures and roles are established for the functional areas.

## **Specific Committee Responsibilities**

The following specific responsibilities apply to Committee of the Whole. Refer to Schedules for additional responsibilities for specific Service Areas.

### **Leadership & Stewardship**

1. Consider risk management issues when debating options and recommendations.

### **Empowerment & Accountability**

1. Recommend to Council opportunities for delegation of authority.

### **Communication, Engagement & Transparency**

1. Recommend improvements to information flows for each service area.

### **Service & Fairness**

1. Ensure the Committee conducts its business consistent with Council's policies.
2. Consider Guelph's' commitment to sustainability in the areas of social, economic, cultural and environmental stewardship when developing recommendations.

### **Continuous Learning & Growth**

1. Recommend service reviews for the consideration of the Internal Auditor.

## **Composition and Term**

1. Committee of the Whole is comprised of all Members of Guelph City Council and the Mayor.
2. City Council shall appoint the Chairs for the Service Area functions and Governance and Audit related matters every two years.
3. Vice-Chairs shall be appointed by Council for the Service Area functions and Governance and Audit related issues every two years.

## **Resources**

The Chief Administrative Officer (CAO), the Deputy CAO's and other specialists may be called upon to conduct research, communications or any other Committee identified requirements.

As Council has delegated responsibility to the CAO for the administration of the affairs of the City, in accordance with decisions adopted by Council, under the direction of the CAO staff has the responsibility and the authority to provide consultation, advice and recommendations to Council.

Individual Councillors may not provide direction to staff.

## **Operating Procedures**

### **Meetings**

- Committee of the Whole meetings shall be held on the first Monday of the month (Tuesday of Monday is a holiday).

### **Meeting Agenda**

- Items included on the Committee meeting agenda shall be the responsibility of the Deputy CAO of the appropriate reporting Service Areas working in collaboration with the Mayor, the appropriate Chair and City Clerk.

### **Notice of Meetings**

1. Public notice of all committee meetings will be provided on the City's electronic general calendar at least 72 hours prior to a meeting, by posting a notice in City Hall at least 72 hours prior to the meeting, and by publication in a local paper at least 72 hours prior to the meeting.
2. It is recognized that some items consistent with Section 239 in the Municipal Act may permit a meeting to be closed to the public. The holding of any closed meetings and the general nature of the matter to be considered will be made public to ensure full transparency.

### **Meeting Minutes**

- Meeting minutes will be recorded without note or comment in accordance with section 239 (7) of the Municipal Act. Minutes from the meeting will be included in a forthcoming Regular Council agenda for confirmation.

### **Committee Working Process**

- All decisions that lead to the formulation of recommendations for Council consideration will take place at the Committee meetings only and not through electronic or other outside exchanges. All pertinent information will be shared with all Committee members in advance of meetings. This can include, but not be limited to, any supplemental information, public input, media requests, etc.

### **Quorum**

- A quorum shall be a majority of the entire Committee.

### **Chair Votes**

- The Mayor and Chairs shall vote on all motions.

## Attendance at Meetings

- Council members are expected to attend all Committee meetings. They are expected to advise the Mayor, and City Clerk, in a timely manner, if they are unable to attend a meeting. Committee members are expected to be punctual.

## Reporting to Council

- Committee will report to Council with recommendations for approval.

## Procedural Rules

- Any rule not stated herein is deemed to be provided in the current Procedural By-law, as amended from time to time.

## Roles of Stakeholders With Respect to Committee Meetings

The following key stakeholders are recognized:

1. Mayor
2. Chair (applies to the Vice Chair when serving as Chair)
3. Committee Members
4. Chief Administrative Officer
5. Deputy CAO
6. City Clerk
7. Public/Delegations

### 1. Mayor's Role

1. Call the meeting to order.
2. Maintain order and decorum during meetings.
3. Call upon the appropriate Chair to chair their portion of the meeting.

## Chair Role

Specific roles and responsibilities for the Chairs include:

### Preparation

1. Work in collaboration with the Mayor, respective Deputy CAO and City Clerk on the development of the agenda; including delegations; sequence; flow and timing; and to be apprised of any changes to the agenda prior to the meeting.

2. In reviewing materials, ensure clarity on the discussion parameters for each report appearing on the agenda.

### **In Committee Meetings**

1. Exhibit the behavior expected of all Committee members.
2. Chair their respective portion of the agenda.
3. Focus the discussion.

#### *Specific to agenda items:*

4. Define discussion parameters and remind members of decision options that include *approve, defeat, amend, refer* or *defer a staff recommendation*.
5. Frame the issues, focus discussion and set the tone for Committee's discussions: fostering a constructive culture for respectful dialogue between Councillors, community and staff.

#### *Specific to decision-making:*

6. Maintain order and decorum during their portion of the meeting, decide questions of procedure, and generally ensure that the Committee work proceeds smoothly.
7. Engage all Committee members in the decision-making process.
8. Ensure that the Deputy CAO has been provided with the opportunity to clarify any matters of fact or seek professional advice.
9. Build consensus where possible.
10. Ensure the will of the Committee prevails.

#### *Specific to engaging the public and stakeholders:*

11. Ensure adequate and appropriate opportunities are provided for input by the public and other key stakeholders at meetings.
12. Be respectful of all stakeholders' points of view.

### **After Committee Meetings**

1. Speak on behalf of the Service Area at the Council level.
2. Act as the primary spokesperson for any Service Area-related inquiries in concert with the Deputy CAO or delegate, as per a communications plan.
3. Work closely with the Service Area Deputy CAO and the Executive Team, as required.

## **Vice Chairs**

Vice Chairs will assume the role and responsibilities of the Chair when the Chair is unable to fulfill their role.

## **2. Committee Member Role**

Specific roles and responsibilities for the Committee Members include:

### **Preparation**

1. Read all agenda material and seek clarification from staff on any matters prior to meetings in order to make the most effective use of the Committee's time.
2. Have a broad awareness of the interrelationship of the City's strategic initiatives and its operations.
3. Understand the difference between the role of the Committee and the role of management.

### **In Committee Meetings**

1. Attend meetings and participate fully.
2. Debate the issues in an open, honest and informed manner to assist the decision-making process.
3. Actively contribute to the development of Committee recommendations and directions.
4. Represent and advocate on behalf of constituents, keeping in mind the entire municipality when considering and addressing issues.
5. Respect the role of Chair.
6. Respect the role of staff.
7. Have a willingness to respectfully challenge Management when necessary.

## **4. Chief Administrative Officer**

The Chief Administrative Officer (CAO) shall attend, and speak as necessary, at Committee of the Whole meetings.

## **5. Deputy CAO's Role**

Specific roles and responsibilities for the Deputy CAOs include:

### **Preparation**

1. Work in collaboration with the Mayor, appropriate Chair and City Clerk on the development of the agenda; including delegations; sequence; flow and timing; to be apprised of any changes to the agenda prior to the meeting;

and attend all Preview Meetings. Items on the final Committee meeting agenda shall be the responsibility of the Deputy CAO.

2. Ensure the timely submission of all agenda related materials to the City Clerk's Office by the prescribed submission deadlines.
3. In conjunction with the City Clerk, plan Committee agendas, collaborate with the Mayor and appropriate Chair in the finalization of all agendas and attend all preview meetings.
4. Approve staff reports for presentation to Committee.
5. Answer questions posed by Council members prior to Committee meetings.

### **In Committee Meetings**

1. Attend open and closed Committee meetings.
2. Engage in Committee discussion and deliberation.
3. Engage in decision making at the direction of the Chair and/or Mayor.
4. Offer opinion to Committee members in advance of, and during, Committee meetings.
5. Review written input from the public and consider verbal content from public delegations.
6. Ensure any correction of fact is provided to Committee.

### **After Committee Meetings**

1. Ensure follow up on all matters related to the discussion and decisions of the Committee and on all time specific requests for additional information required by Council prior to their final deliberation of reports.
2. Serve as the primary spokesperson for the Service Area unless responsibility has been delegated as per the information flow protocol.
3. Bring to the attention of the CAO any matters of conflict or contraventions that impact relevant and applicable by-laws, resolutions, policies or guidelines of City Council.

## **6. City Clerk's Role**

Specific roles and responsibilities for the City Clerk include:

### **Preparation**

1. Oversee the process of appointing the Chairs and Vice-Chairs .
2. Manage the Committee agenda and process for Committee and ensure that meetings are held in accordance with Council-approved protocol and applicable legislation.
3. In conjunction with the appropriate Deputy CAO, plan committee agendas and support preview meetings.
4. Supervise staff in the preparation and distribution of agendas and agenda materials.

### **In Committee Meetings**

1. Attend, or designate staff to attend, all meetings of the Committee.
2. Provide advice on legislative protocol and meeting procedures as requested by the Chair.
3. Supervise the issuance of notices, recording of minutes and resolutions and other meeting and documentary processes.

### **After Committee Meetings**

4. Evaluate the effectiveness of Committee meetings and offer suggestions for improvement to the Mayor, Chair, CAO and Deputy CAOs.
5. Lead the development of policies and appropriate training on relevant municipal legislation and governance issues with the Executive Team, City Councillors and the Mayor's office.
5. Provide strategic advice with respect to the governance and legislative considerations that surround the implementation of other City policies.

## **7. Public/Delegations Role**

### **Preparation**

1. Register as a delegation to speak to Committee with respect to a matter appearing on a meeting agenda.
2. Access Committee agendas and minutes from the City website.
3. Communicate with Councillors to make perspectives known and discuss issues and options.
4. Participate in community engagement processes related to their issue of interest.

### **In Committee Meetings**

5. Attend Committee meetings.
6. Adhere to procedural rules for delegations to Committee.
7. Respect the role of the Chair with responsibility for timely conduct of business and retaining meeting decorum

September, 2016



## Additional Detail to Assist Stakeholders with Role and Responsibilities

The following two tables provide additional detail to assist stakeholders to understand how they should participate in Committee work and during Committee meetings.

### Committee of the Whole RACI Chart

Activity	Responsible	Accountable	Consult	Inform
<b>Planning</b>				
Manage meeting forecast	Clerk	DCAO	Mayor, Chair/DCAO	
Manage outstanding list of actions/motions	Chair/DCAO	Council	ET/CAO	
Agenda planning and preview	DCAO	Clerk	Mayor and Chair	
<b>Meetings</b>				
Submit agenda material	DCAO	DCAO	Clerk	
Distribute agenda packages	DS	Clerk		IS/ES
Chair meetings	Mayor and Chairs	Council		
Draft minutes	DS	Clerk		
Approve minutes	Council	Clerk		IS/ES
Present committee consent report to Council	Chairs	Cttee		IS/ES
<b>Leadership</b>				
Appoint Chair	Striking Cttee	Clerk		
Provide leadership to committee	Mayor and Chair	Council		
Annual report to Council	DCAO	Chair		

CAO – Chief Administrative Officer Cttee -  
Committee

DCAO- Deputy CAO

DS - Designated staff

ES - External stakeholders

IS - Internal stakeholders

## Committee Participation of Stakeholders during Meetings

<b>City of Guelph Council Committee Guidelines on Participation During Committee Meetings</b>					
<b>Obligations and Expectations of Stakeholders Participating in Standing Committee Meetings</b>					
<b>Principles:</b>					
1. Input is received in writing or in person during scheduled times in Committee meetings.					
2. Committee meeting minutes capture the delegations who spoke to Committee.					
3. Commitment to fair, effective and efficient decision making practices.					
Activity	Mayor and Chair	Committee Members		Staff	Delegations/ Public
Receive background material, staff report	All Councillors receive Committee agendas, staff reports and public correspondence			Create staff reports	May download from City website
Contact staff to ask questions prior to Committee meeting	Yes	Yes		Not Applicable	Yes
Attend entire Committee meeting: Open session Closed session	Yes Yes	Yes Yes		Yes as required	Yes in open session No in closed
Engage in Committee discussion and deliberation. Engage in decision making.	Lead their appropriate portion of agenda and keep Committee focused on task and conclude	Yes Yes		Yes. Yes	No No
Offer opinion to Committee through the Chair: in advance	Yes	Yes		Yes	Yes
At meeting	Yes	Yes		Yes	Yes
Review written input	Yes	Yes		Yes	Yes
Listen to public delegations	Yes	Yes		Yes	Yes
Ask questions of delegations	Yes	Yes		No	No
Ask questions of visiting Councillors	Yes	Yes		No	No
Ask questions directly to staff	Yes	Yes		No	No
Request through the Chair for additional information prior to Council meeting	Not Applicable	Yes	Yes	Not Applicable	Yes

## **Schedule 1 – Corporate Administration**

### **Scope of Corporate Administration Responsibilities**

#### **Corporate Administration scope of responsibilities include the following functional areas**

- Intergovernmental Relations, Policy and Open Government
- Internal Audit
- Legal, Realty & Risk Services
- Community Engagement

## **Schedule 2 – Corporate Services**

### **Scope of Corporate Services Responsibilities**

Corporate Services scope of responsibilities includes the following functional areas:

- Corporate Services
  - Finance
  - Human Resources
  - City Clerk’s Office
  - Communications and Customer Service
  - Information Technology Services
  - Legal, Realty & Risk Services
  - Court Services
  - Project Management Office

## **Schedule 3 – Infrastructure, Development & Enterprise**

### **Scope of Infrastructure, Development & Enterprise Responsibilities**

Infrastructure, Development & Enterprise Service Area scope of responsibilities include the following functional areas:

- Engineering and Capital Infrastructure Services
- Planning, Urban Design and Building Services
- Environmental Services:
  - Solid Waste Resources
  - Wastewater Services
  - Water Services
- Business Development and Enterprise
  - Community Energy Initiative
  - Downtown Renewal
- Corporate Building Maintenance

Infrastructure, Development & Enterprise has the following Advisory Committees reporting to it:

1. Downtown Advisory Committee
2. Economic Development Advisory Committee
3. Environmental Advisory Committee
4. Heritage Guelph
5. Municipal Property and Building Commemorative Naming Policy Committee
6. Organic Waste Processing Facility Public Liaison Committee
7. River Systems Advisory Committee
8. Water Conservation and Efficiency Public Advisory Committee

Infrastructure, Development & Enterprise has the following Agencies reporting to it:

1. Downtown Guelph Business Association
2. Grand River Conservation Authority

## **Schedule 4 – Public Services**

### **Scope of Public Services Service Area Responsibilities**

Public Services Service Area scope of responsibilities includes the following functional areas:

- Culture Affairs & Tourism
- Community Investment
- Parks & Recreation
- Program and Community Development
- Accessibility Services
- Emergency Services
- Guelph Transit
- Operations
- By-law Compliance, Security & Licensing
- Service Performance & Development

Public Services has the following Advisory Committees and Boards reporting to it:

1. Accessibility Advisory Committee
2. Guelph Museums Advisory Committee
3. Public Art Advisory Committee
4. Tourism Strategy Advisory Committee
5. Youth Council
6. Community Wellbeing Grant Allocation Panel
7. Transit Advisory Committee

Public Services has the following Local Boards reporting to it:

1. Police Services Board
2. Sports Hall of Fame
3. Guelph Public Library Board
4. Wellington-Dufferin-Guelph Public Health Board
5. Board of Trustees of the Elliott
6. Macdonald Stewart Art Centre Board of Directors
7. Guelph Cemetery Commission

## Schedule 5: Audit

### Scope of Audit Responsibilities

The Audit scope of responsibilities includes:

- External Audit (Annual Audit)
- Annual Financial Statements
- Auditor Performance and Review
- Adequacy of the City's Resources
- City Financial and Control Systems
- Financial Literacy
- Internal Audit
- Compliance
- Risk Management and Internal Control
- Reporting Responsibilities

### Specific Committee Responsibilities:

#### Leadership & Stewardship

##### **External Audit**

1. Review the external auditor's proposed audit scope and approach, including coordination of audit effort with City staff.
2. Review with management and the external auditors the result of the audit, including any difficulties encountered and all other matters required to be communicated to the Committee under Generally Accepted Auditing Standards.
3. Resolve any disagreements between management and the external auditors regarding financial reporting.
4. At the conclusion of the audit, consult with the external auditors, without the presence of management, regarding internal financial controls, compliance and the fullness and accuracy of the City's financial statements.
5. Ensure the timely presentation of the external auditor's annual audit report to Council.

##### **Risk Management and Internal Control**

6. Understand the scope of the external auditor's review of internal financial control over financial reporting and obtain reports on significant findings and recommendations, together with management's responses and the timing of the disposition of significant findings.
7. Through the use of a risk management framework, assess the financial risks to be managed by the City and any change in significant financial risks.
8. Consider the effectiveness of the City's internal control system for the safeguarding of assets, including information technology security and control, and the adequacy of policies and procedures.

9. Review management and program performance regarding efficiency, effectiveness and economy in the use of resources.
10. Reviewing the effectiveness of management reporting systems regarding administrative and program performance.

### **Other**

11. Recommend to Council special investigations and funding as required. Institute and oversee special investigations as authorized by Council.
12. With Council approval, retain independent counsel, accountants, or others to advise Committee or assist in the conduct of a review.

## **Empowerment & Accountability**

### **Compliance**

13. Obtain regular updates from management and others (legal counsel, external auditors) regarding compliance with laws and regulations having a material impact on the financial statements including:
  - a. Tax and financial reporting laws and regulations.
  - b. Legal withholding requirements.
  - c. Environmental protection laws and regulations.
14. Review by-laws and policies specifically regulating the conduct of members of council, staff and suppliers.
15. Review the findings of any examinations by regulatory agencies, and any auditor observations.
16. Discuss with the City Solicitor, any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the business of the City, or on the compliance policies of the City.
17. Review the results of management's investigation and follow-up for any instances of non-compliance.
18. Review the effectiveness of the systems established to ensure compliance.

### **Adequacy of the City's Resources**

19. Review the nature of evolving businesses managed by the City, including those changes occasioned by business or process redesign or through updated legislated requirements.
20. As new businesses and ventures are embarked on by the City, gain comfort that all appropriate processes have been put in place to evaluate feasibility of the new business and to ensure proper resources, both human and financial, have been provided.

## **Communication, Engagement & Transparency**

### **Reporting Responsibilities**

21. Provide an open avenue of communication between the external auditor and City Council.



## Accomplishment & Measurement

### Financial Statements

22. Review significant accounting and reporting issues, including complex or unusual transactions, highly judgmental areas and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
23. Review the representation letter provided by management to the external auditor.
24. Prior to the presentation of the annual financial statements to Council, review the financial statements and consider whether they are complete, consistent with information known to Committee and reflect appropriate accounting principles.
25. Recommend to Council the approval and distribution of the annual financial statements.

### Auditor Performance and Review

26. Review and confirm the independence of the external auditor by obtaining statements from the auditor on relationships between the auditor and the City, including non-audit services, and discussing the relationships with the auditor.
27. Direct and review the performance evaluation process for the external auditor.
28. Recommend changes to the external auditor's compensation for Council approval.
29. Periodically determine whether a Request for Proposal should be issued to select an external auditing firm. As per the Ontario Municipal Act 2001 section 296 (3), the external auditor shall not be appointed for a term exceeding five (5) years.
30. Participate in the selection of an external auditing firm by reviewing the Request for Proposals and bids received, interviewing potential auditing firms and recommending the external auditor for final approval to Council.

## Continuous Learning & Growth

### Financial Literacy

31. Ongoing training and development is provided to enhance the financial literacy of Committee members.

## Schedule 6: Governance

### Scope of Governance Responsibilities

The Governance scope of responsibilities includes ensuring that appropriate policies, principles, procedures and roles are established to guide and enhance:

- Effective Corporate Governance
- Accountability and Transparency
- Strategic Planning Processes
- Committee and Council Effectiveness
- CAO Performance and Review
- Oversight of Governance Policies
- Succession Planning
- Council Compensation
- Council Performance Reporting

### Specific Governance Responsibilities:

#### Leadership & Stewardship

##### **Strategic Planning**

1. Review and recommend governance principles, policies and guidelines with respect to strategic planning for Council approval.
2. Ensure an effective strategic planning and priority setting process is implemented during each new term of Council and advise on necessary improvements.
3. Review and recommend an annual strategic planning work plan for Council approval.
4. Receive regular update reports on the status of priority initiatives to ensure appropriate progress.
5. Receive regular updates on Key Performance Indicators related to the Strategic Plan.

##### **Enterprise Risk Management**

6. Understand and address risks that threaten the achievement of the organization's objectives.
7. Assess risks in terms of likelihood and magnitude of impact.
8. Oversee the development of policies and appropriate response strategies to identify, prioritize, and respond to the risks (or opportunities).
9. Monitor progress on the effectiveness of policies and response strategies.

#### Empowerment & Accountability

## **Accountability and Transparency**

10. Receive and review recommendations for the development of strategic communications material to support community understanding of the City's financial standing and strategic directions.
11. Review and confirm the delegation of authority protocols.
12. Assess the need for discretionary positions as defined by the Municipal Act and make appropriate recommendations to Council (e.g. Auditor General, Integrity Commissioner, Lobbyist Registrar and Ombudsman).

## **Communication, Engagement & Transparency**

### **Committee Performance Reporting**

13. Regularly evaluate meeting effectiveness and incorporate improvements as appropriate.

## **Accomplishment & Measurement**

### **Effective Corporate Governance**

14. Regularly review Council's governance principles, policies and procedures and make recommendations for improvements.
15. Ensure review of the Council Code of Conduct during new Council orientation; ensure Council signs confirming receipt at the Inaugural Meeting.
16. Receive an annual report from the Integrity Commissioner reviewing the effectiveness of the implementation of the Code of Conduct.
17. Review the completion of a sustainability audit for the corporation as well as a plan for ongoing assessment and reporting to the community.
18. Ensure a succession management plan is in place.
19. Review annual service review approach and ongoing results.
20. Ensure strengthened performance governance including performance metrics and reporting practices.

### **CAO Performance and Review**

21. Review and recommend governance principles, policies and procedures with respect to the recruitment, delegation of authority, compensation, succession planning and evaluation of the CAO.
22. Direct and discuss CAO succession planning efforts consistent with policy guidelines.
23. Oversee the recruitment process for a new CAO consistent with policy guidelines.
24. Oversee the performance evaluation process for the CAO consistent with policy guidelines.
25. Oversee the development of annual performance objectives for the CAO consistent with policy guidelines.
26. Direct and discuss CAO succession planning efforts consistent with policy guidelines.
27. Recommend changes to the CAO compensation for Council approval.

### **Council Compensation**

28. Regularly review and assess ongoing work requirements of Council.
29. Direct the development of recommendations regarding principles of compensation for Council approval.
30. Recommend an appropriate compensation review process involving citizens and stakeholders.
31. Review and recommend required updates to existing compensation policies.

### **Continuous Learning & Growth**

#### **Committee and Council Effectiveness**

32. Regularly assess Council effectiveness and solicit input on governance concerns to be addressed.
33. Provide input on changes to the Citizen Advisory Committee appointment process.
34. Recommend core elements of an orientation program for the following term of Council to address learning and knowledge requirements in a timely manner.
35. Recommend a Council Professional Development Program.
36. Review the Procedural By-law and recommend any changes to Council.
37. Review and recommend changes to the Committee of the Whole Mandate and Charter once a term and as needed and/or when substantive changes are proposed.
38. Annually review and recommend the Council budget.

## Schedule 8: Emergency Governances Committee

### Scope of Emergency Governances Committee's Responsibilities

The Emergency Governances Committee's scope of responsibilities include:

- the exercise of Council's legislative, quasi-judicial and administrative powers, subject to the limitations of the *Municipal Act*, with such delegated authority to be exercised only:
  - for the duration of an emergency which has been declared by the Mayor or his/her designate, in accordance with the City's Emergency Response Plan;
  - at such time when at least seven members of Council are incapacitated through death, illness or injury, and are not able to attend a properly scheduled Meeting of Council; and
  - for Council's normal decision making process and not for the management or co-ordination of emergency response activities.