

CORPORATE POLICY AND PROCEDURE



POLICY	Committee of the Whole Terms of Reference
CATEGORY	Departmental
AUTHORITY	City Clerk’s Office
RELATED POLICIES	City Council Terms of Reference
APPROVED BY	City Council
EFFECTIVE DATE	September 26, 2016
REVISION DATE	December 17, 2018

Policy Statement

The Committee of the Whole is the primary forum for policy debate and public input on issues within Council’s area of responsibility.

The Committee of the Whole provides an opportunity for all members of Council to participate in discussions and debate that result in recommendations to Council.

Guiding Principles

1. All committee work will be carried out in accordance with the City of Guelph Procedural By-law, Municipal Act, and other governing legislation and policies.
2. The Code of Conduct for Council and Local Boards will guide committee efforts and promote high ethical standards and professionalism.
3. The Council endorsed corporate values of wellness, integrity and excellence will be observed.
4. The Committee of the Whole will engage the public in their work by receiving public delegations and ensuring that staff have appropriately engaged the community.

Composition and Term

1. The Committee of the Whole is comprised of all members of Council.
2. Council shall appoint chairs and vice-chairs for the following functional areas:
 - Infrastructure, Development and Enterprise Services
 - Public Services

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- Corporate Services
 - Audit Services

Resources

The Chief Administrative Officer (CAO), Deputy CAOs and other staff members may be called upon to conduct work and report back to the Committee of the Whole.

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.

Operating Procedures

Reporting to Council

The Committee of the Whole will report to Council with recommendations for approval.

Procedural Rules

The Procedural By-law shall govern the proceedings of Committee of the Whole meetings.

Roles of Stakeholders with respect to Committee of the Whole Meetings

The following key stakeholders are recognized:

1. Mayor
2. Chair
3. Committee Members
4. CAO
5. Deputy CAO
6. City Clerk
7. Public/Delegations

Mayor's Role

1. Call the meeting to order as required.
2. Chair any closed meetings of the Committee of the Whole.

Service Area Chair's Role

Preparation

1. Work in collaboration with the Mayor, respective Deputy CAO and City Clerk to develop the agenda, and be apprised of any changes to the agenda prior to the

meeting. Items on the final committee meeting agenda shall be the responsibility of the Deputy CAO and the chair.

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 service area portion of the agenda.
3. Focus discussion and debate to ensure the meeting progresses.

Specific to agenda items:

- Define discussion parameters and remind members of decision options, including approve, defeat, amend, refer or defer.
- Frame the issues, focus discussion and foster a constructive culture for respectful dialogue between Council, the community and staff.

Specific to decision-making:

- Maintain order and decorum, decide questions of procedure and generally ensure that the committee work proceeds smoothly.
- Engage all committee members in the decision-making process.
- Ensure that the Deputy CAO has been provided with the opportunity to clarify any matters of fact.
- Build consensus where possible.
- Ensure the will of the committee prevails.

Specific to engaging the public and stakeholders:

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

After Committee Meetings

1. Speak on behalf of the committee at Council meetings.
2. Act as the primary spokesperson for any committee-related inquiries in concert with the Deputy CAO or designate.
3. Work closely with the Deputy CAO and the Executive Team, as required.

Vice-chairs' Role

Vice-chairs will assume the role and responsibilities of the chair when the chair is unable to fulfill their role.

Committee Members' Role

Preparation

1. Read all agenda material and seek clarification from staff on any matters prior to meetings.
2. Have a broad awareness of the interrelationship of the City's strategic initiatives and operations.
3. Understand the difference between the role of the committee and the role of the administration.

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 while keeping in mind the entire municipality when considering and addressing issues.
5. Respect the role of the chair.
6. Respect the role of staff.

Chief Administrative Officer's Role

The CAO may attend and speak at Committee of the Whole meetings on an as needed basis.

Deputy CAO's Role

Preparation

1. Work in collaboration with the Mayor, appropriate chair and City Clerk to develop the agenda, and be apprised of any changes to the agenda prior to the meeting. Items on the final committee meeting agenda shall be the responsibility of the Deputy CAO and the chair.
2. Ensure the timely submission of all agenda related materials to the City Clerk's office.
3. Approve staff reports for presentation to committee.
4. 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. Offer opinion to committee members in advance of, and during, committee meetings.

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4. Review written input from the public and consider verbal content from public delegations.
 5. Ensure any correction of fact is provided to committee.

After Committee Meetings

1. Ensure follow-up on all matters related to the decisions of the committee and on all time specific requests for additional information required by Council prior to their final deliberation.
2. Serve as the primary spokesperson for the Service Area.

City Clerk's Role

Preparation

1. Oversee the process of appointing chairs and vice-chairs.
2. Work in collaboration with the Mayor, Deputy CAO and appropriate chair to develop the agenda, and to be apprised of any changes to the agenda prior to the meeting.
3. 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 any other meeting or documentary processes.
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, Councillors and the Mayor's office.

After Committee Meetings

1. Evaluate the effectiveness of committee meetings and offer suggestions for improvement to the Mayor, chair, CAO and Deputy CAOs.
2. Lead the development of policies and appropriate training on relevant municipal legislation and governance issues.

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.

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3. Communicate with Councillors to make perspectives known and to discuss issues and options.
 4. Participate in community engagement processes.

In Committee Meetings

1. Attend committee meetings.
2. Adhere to procedural rules for delegations to committee.
3. Respect the role of the chair with responsibility for timely conduct of business and maintaining meeting decorum.

Schedule 1 – Infrastructure, Development and Enterprise Services

Infrastructure, Development and Enterprise Services has the following agencies, boards, committees and commissions 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
9. Planning Advisory Committee
10. Accessibility Advisory Committee

Schedule 2 – Public Services

Public Services has the following agencies, boards, committees and commissions reporting to it:

1. Guelph Museums Advisory Committee
2. Public Art Advisory Committee
3. Tourism Strategy Advisory Committee
4. Youth Council
5. Community Wellbeing Grant Allocation Panel
6. Transit Advisory Committee
7. Guelph Sports Hall of Fame Board of Directors
8. Art Gallery of Guelph Board of Directors
9. Guelph Cemetery Commission

Schedule 3 - Audit Committee

The Audit scope of responsibilities includes:

- External 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

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. Review 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.

Compliance

13. Obtain regular updates from management and others (legal counsel, external auditors, etc.) regarding compliance with laws and regulations having a material impact on the financial statements including:
 - tax and financial reporting laws and regulations;
 - legal withholding requirements; and
 - environmental protection laws and regulations.

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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, 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 the feasibility of the new business and to ensure proper resources, both human and financial, have been provided.

Reporting Responsibilities

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

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.

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29. Periodically determine whether a request for proposal should be issued to select an external auditing firm. As per the 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.

Financial Literacy

31. On-going training and development is provided to enhance the financial literacy of Committee members.

Internal Audit Activities

32. Review and approve the risk-based annual internal audit work plan recommended by the Internal Auditor.
33. Review and approve the Internal Audit Charter at least every four (4) years or sooner if needed.
34. Review and receive internal audit reports identifying key issues and management action plans.
35. Review adequacy of the management responses to audit concerns in relation to the risks and costs involved.
36. Ensure the internal audit recommendations are implemented in a timely fashion by reviewing internal audit's follow-up reports.
37. Communicate and meet independently with the Internal Auditor as appropriate.

Schedule 4 - Governance Committee

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:

Strategic Planning

1. Review and recommend governance principles, policies and guidelines with respect to strategic planning for Council approval.

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2. Ensure an effective strategic planning and priority setting process is implemented during each new term of Council and advise on necessary improvements.
 3. Receive regular update reports on the status of priority initiatives to ensure appropriate progress.
 4. Receive regular updates on key performance indicators related to the Strategic Plan.

Enterprise Risk Management

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

Accountability and Transparency

9. Receive and review recommendations for the development of strategic communications material to support community understanding of the City's financial standing and strategic directions.
10. 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).

Committee Performance Reporting

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

Effective Corporate Governance

12. Regularly review Council's governance principles, policies and procedures and make recommendations for improvements.
13. Receive an annual report from the Integrity Commissioner reviewing the effectiveness of the implementation of the Code of Conduct for Council and Local Boards.
14. Ensure a succession management plan is in place.
15. Review annual service review approach and on-going results.
16. Ensure strengthened performance governance including performance metrics and reporting practices.

CAO Performance and Review

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

Council Compensation

23. Regularly review and assess on-going work requirements of Council.
24. Direct the development of recommendations regarding principles of compensation for Council approval.
25. Recommend an appropriate compensation review process involving citizens and stakeholders.
26. Review and recommend required updates to existing compensation policies.

Committee and Council Effectiveness

27. Regularly assess Council effectiveness and solicit input on governance concerns to be addressed.
28. Provide input on changes to the Citizen Advisory Committee appointment process.
29. Recommend core elements of an orientation program for the following term of Council to address learning and knowledge requirements in a timely manner.
30. Recommend a Council Professional Development Program.
31. Review the Procedural By-law and recommend any changes to Council.
32. Review and recommend changes to the Committee of the Whole and Council Terms of Reference once a term or as needed.

Schedule 5: Emergency Governances Committee

The Emergency Governance Committee's scope of responsibilities includes 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

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- for Council's normal decision-making process and not for the management or coordination of emergency response activities.