



SUBJECT: Agencies, Boards and Commissions Mandate and Integrity Commissioner recommendations follow-up

TO: Committee of the Whole

FROM: Recreation, Community and Culture Department

Report Number: RCC-10-24

Wards Affected: all

Date to Committee: May 13, 2024

Date to Council: May 21, 2024

Recommendation:

Adopt the Mandate for Members of Council and City Staff serving as Directors on Agencies, Boards and Commissions Boards as attached in Appendix A to recreation, community and culture department report RCC-10-24.

PURPOSE:

Vision to Focus Alignment:

- Designing and delivering complete communities
- Providing the best services and experiences
- Driving organizational performance

Background and Discussion:

Members of Council and City Staff are appointed to the Board of Directors to various Agencies, Boards and Commissions (ABC). There are many benefits to the partnerships between these ABCs and the City of Burlington such as service delivery to the community and as such, there are many advantages to having Council Members and City Staff sit appointed as directors. Recently, it has come to light that there may be a conflict-of-interest present with these individuals' involvement on boards and that a role clarity document would be helpful.

In April 2024, Council approved Motion Memo (MM) COW-10-24 ABC Mandate and Integrity Commissioner Advice. In this MM, Council approved the following staff directions:

Direct the Director of Recreation, Community and Culture to provide recommendations with respect to the mandate for council members and city staff appointed to Boards of Directors of ABCs; and

Direct the City Clerk to engage with the Integrity Commissioner to request general advice on the role and responsibilities of council members on ABC boards.

In addition to this report, staff are bringing forward an Accountability Framework for ABCs and Joint Ventures (JVs) for Council's endorsement along with a phased implementation plan via RCC-11-24. There are various synergies between these two reports, such as, but not limited to:

- Understanding the reason for appointing council members and staff on boards.
- Understanding how the Framework will serve as the primary vehicle for making ABCs and JVs accountable.
- Defining the appropriate vehicle for reporting on KPIs, requirements from the Framework and any additional requirements of ABCs; staff are recommending that be through the quarterly service reporting as noted in report F-23-24.
- Defining and adopting a relevant implementation plan for the Accountability Framework that will link with the proposed adoption of this Mandate.

Strategy/process/risk

Staff contracted the work of Dr. Richard Leblanc, Board Expert, to draft a mandate for Council's adoption, found in Appendix A of this report. Dr. Leblanc holds a PhD in corporate governance and has taught the subject for over 25 years. He has written and published in the field of governance and his most recent book is titled "The Handbook of Board Governance: A Comprehensive Guide for Public, Private and Not for Profit Board Members, 2nd edition and was published in May 2020. Dr. Leblanc regularly advises and trains boards of directors, CEOs, senior executives, and regulators and auditors general.

Through the discussions generated via the development of this Mandate, it was identified that a body of accountability needs to be decided upon. Staff are recommending that the Mandate be adopted effectively immediately and serve as a bit of a pilot for Council Members and City Staff. After an appropriate period, staff would review and amend the Mandate as required and identify if a body of accountability is

deemed necessary. Alternatively, this mandate could be folded into Council's Code of Good Governance in one of the future iterations.

It is important to note that while this report was co-authored by the City Clerk and Director of Recreation, Community and Culture, various other staff were consulted throughout the process including Legal Services and the Acting Executive Director of Strategy and Risk.

The Integrity Commissioner will be charged with administering complaints and inquiries about the Mandate, if adopted by Council. With respect to general advice, the Integrity Commissioner has advised staff that each situation is unique and encouraged Councillors to reach out individually if they believe that a circumstance may raise an interest for them. As noted in the Mandate, staff will be accountable to their managing supervisor should a question or circumstance arise about their duty as a director on a board.

Options Considered

Staff is seeking Council's adoption of this Mandate which would apply to any City staff or Council member appointed to as a Director to any ABC Board. Endorsement of this mandate will bring clarity for both the city and boards with respect to duties and responsibilities and reduce conflict of interest situations.

Financial Matters:

Total Financial Impact

This work is being completed and financed through the Accountability Framework Business Case approved through the 2023 budget process.

Climate Implications:

N/A

Engagement Matters:

Staff have heard from both City staff and Council members the wish for clarity on this topic and respective Directorship on ABC boards. Staff have engaged with Dr. Leblanc, Board Expert to develop a mandate for Council's adoption and have also sought advice from the Integrity Commissioner on the matter.

Conclusion:

In conclusion, this report is presenting a Mandate for City staff and Council members appointed as Directors on ABC Boards for adoption and immediate implementation.

Respectfully submitted,

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Appendices:

- A. City of Burlington- Mandate

Report Approval:

All reports are reviewed and/or approved by Department Director, the Chief Financial Officer and the Executive Director of Legal Services & Corporation Counsel.