

BYLAW 04-24
A BYLAW OF THE TOWN OF OKOTOKS
IN THE PROVINCE OF ALBERTA
TO ESTABLISH GOVERNANCE COMMITTEES OF COUNCIL

WHEREAS under the provisions of the *Municipal Government Act (MGA)*, Revised Statutes of Alberta 2000, Chapter M-26 and amendments thereto, Council may pass a Bylaw for the purpose of establishing Council Committees within the Town of Okotoks;

WHEREAS Council desires the establishment of Governance Committees in support of legislative requirements and to support their governance role.

NOW THEREFORE Council of the Town of Okotoks enacts as follows:

1. SHORT TITLE

1.1. This Bylaw may be known as the "Governance Committees of Council Bylaw".

2. DEFINITIONS

- 2.1. **Chief Administrative Officer (CAO)** means the person appointed to the position of chief administrative officer for the Town of Okotoks within the meaning of the *MGA*, and the Town of Okotoks' CAO Bylaw;
- 2.2. **Citizen Member** means a person appointed by Council over the age of 18 years to represent the public at large.
- 2.3. **Committee** means a Committee, Board or other body established by Council; and in a section of this Bylaw relating to a specific Committee, means that specific Committee.
- 2.4. **Councillor** means a member of Council not including the Mayor, as the Mayor is ex- officio of all Committees, where applicable.
- 2.5. **Council Representative** means a member of Council appointed annually to act as Council's liaison to that Committee and not as an advocate for the Committee.
- 2.6. **Member(s)** means Citizen and Youth Members of a Committee excluding Council Representatives.
- 2.7. **Organizational Meeting** means the annual meeting of Council as required under the *MGA* at which Members and Council Representatives are appointed by Council to Committees.
- 2.8. **Task Force** means an assembly of Members established for a specified period of time and for a specific purpose.
- 2.9. **Terms of Reference** means the purpose and structure of the Committee or Task Force.

- 2.10. **Town** means the corporation of the Town of Okotoks.
- 2.11. **Youth Member** means a person appointed by Council between the ages of 14 and 18 years who attends a local school or at the discretion of Council, as needed, unless otherwise specified in this Bylaw.

3. ESTABLISHMENT OF COMMITTEES

- 3.1. The following Governance Committees are established:
- 3.1.1. Emergency Advisory Committee – Schedule 1
 - 3.1.2. Family and Community Support Services Committee – Schedule 2
 - 3.1.3. Finance and Audit Committee – Schedule 3
 - 3.1.4. Governance and Priorities Committee – Schedule 4
 - 3.1.5. Okotoks Public Library Board – Schedule 5
 - 3.1.6. United Way/Okotoks Partnership Committee – Schedule 6

4. TASK FORCE

- 4.1. Council may establish, by resolution, a Task Force for the purpose of reviewing a specific issue or issues within a specific timeline.
- 4.2. A Committee may make a recommendation to Council to establish a Task Force. Council will direct the CAO to develop a Terms of Reference and a schedule along with Council reporting requirements for the Task Force.
- 4.3. The composition of a Task Force is at the discretion of Council.

5. MEMBERSHIP

- 5.1. The Mayor is ex-officio of all Committees, which means the Mayor can attend and vote as a member, if applicable.
- 5.2. Where a Committee has a Council Representative, an alternate Councillor shall be appointed should the regular representative be unable to attend. It is the Council Representative's responsibility to advise the alternate if they are not able to attend the meeting.
- 5.3. Council will establish the membership composition of Committees including whether a Committee requires a Council Representative, a Citizen Member, and/or a Youth Member.
- 5.4. Unless otherwise provided for in this Bylaw, Members are appointed by Council resolution.
- 5.5. Members must be residents of the Town, unless otherwise approved by Council or specified elsewhere in this Bylaw.
- 5.6. Town staff may not sit as a voting member on a Committee, unless otherwise specified in this Bylaw.

- 5.7. Former Members, Councillors, and Town staff may apply for appointment to a Committee after a two-year hiatus from that capacity, or at Council's discretion.

6. TERMS OF APPOINTMENT

- 6.1. Members are appointed at the annual Organizational Meeting of Council, or as vacancies occur, as follows:
- 6.1.1. Council Representatives are appointed for one-year terms.
 - 6.1.2. Members are appointed in staggered terms of one, two, or three year terms, or as otherwise specified to ensure there is a mix of experienced and new Members.
 - 6.1.3. No Member shall serve on a Committee for more than a total of six consecutive years. Council may extend the term of the Member beyond six years in extraordinary circumstances, for a maximum of another three years.
 - 6.1.4. Where a Member vacates their position prior to the expiration of their appointment, Council may appoint a replacement.
 - 6.1.5. A Member may resign from a Committee at any time by giving written notice to Council.
 - 6.1.6. By resolution Council may remove any Member from a Committee at any time on the recommendation of the Mayor.
 - 6.1.7. By resolution Council may alter the terms of appointment of any Citizen Member.
 - 6.1.8. Any Member who is absent from three consecutive regular meetings of the Committee ceases to be a Member as of the date of the third meeting unless such absence is preauthorized by resolution of the Committee.
 - 6.1.9. All Members will be provided information on and will be required to sign the Town of Okotoks Code of Conduct Bylaw.

7. CHAIR AND VICE CHAIR

- 7.1. Unless otherwise provided for in this Bylaw, the Chair will:
- 7.1.1. Be elected annually after the Organizational Meeting of Council or as required, among the voting membership;
 - 7.1.2. Preside over and be responsible for the conduct of Committee meetings;
 - 7.1.3. Conduct meetings as set out under the Town's Procedure Bylaw;
 - 7.1.4. Vote on matters submitted to the Committee unless otherwise disqualified;
 - 7.1.5. Act as the sole spokesperson for the Committee unless this role is delegated to another Member;
 - 7.1.6. Preferably be a Citizen Member, with the exception of the Emergency Advisory, Finance and Audit, and the Governance and Priorities Committees.
- 7.2. A Vice Chair may be elected annually after the Organizational Meeting of Council, or as required from among the voting membership, and will preside over and be responsible for the conduct of a Committee meeting in the absence, ineligibility or incapacity of the Chair.

8. COMMITTEE MEETINGS

- 8.1. At the first meeting of each Committee following the annual Organizational Meeting, the Committee will elect a Chair and Vice Chair as required.
- 8.2. Agendas and minutes of the Committee meetings will be made routinely available to the public.
- 8.3. Committees shall meet in public unless the nature of the issues being discussed requires the Committee to go into Closed Session. All recommendations to Council shall be made by resolution during the public portion of the meeting.
- 8.4. Special meetings may be called by the Chair or in the Chair's absence, the Vice Chair, by providing the Committee with five (5) days notice. The Committee may, by unanimous consent, waive notice of a special meeting at any time if every member of the Committee is present.
- 8.5. Quorum for Committee meetings shall be the majority of the membership unless otherwise stated.
- 8.6. Council Representatives are entitled to vote on appointed Committees unless otherwise noted.

9. ADMINISTRATIVE SUPPORT

- 9.1. The CAO may provide staff liaison(s) as required, to Committees to assist Committees to fulfil their mandate. Staff liaison(s) may include:
 - 9.1.1. Administrative Liaison(s) - Town staff who have knowledge related to the Committee mandate and who work in an area related to the terms of reference of the Committee, and who will:
 - 9.1.1.1. Attend all meetings of the Committee to which they are assigned or appoint a delegate;
 - 9.1.1.2. Work with the Chair in developing the meeting agendas;
 - 9.1.1.3. Provide advice and expertise in regard to municipal services, legislative, regulatory, industry best practices, and policy to the issues being considered;
 - 9.1.1.4. Coordinate the attendance of other Town staff to attend the meeting to provide background and other information on the topics on the agenda;
 - 9.1.1.5. Provide administrative recommendations as required; and
 - 9.1.1.6. Develop an annual orientation for each Committee.
 - 9.1.2. Administrative Support - Town staff who work in an area related to the terms of reference of the Committee and who provide administrative and recording secretary support which may include:
 - 9.1.2.1. Compiling and distributing Committee agendas;
 - 9.1.2.2. Providing procedural support and expertise to meeting processes, including:
 - i. Drafting resolutions;
 - ii. Recording formal motions and action items of the Committee;

- iii. Working with the Administrative Liaison to ensure the outcome of items are reported back to the Committee;
- iv. Ensuring processes are followed as per the Council Procedure Bylaw;
- v. Preparing minutes of all meetings and distributing such minutes; and
- vi. Assisting with the orientation of new Members of the Committee.

10. REFERRALS TO COMMITTEES

- 10.1. The referral process for Committees are as follows:
 - 10.1.1. Council may refer items to a Committee and will provide reasonable time limits for the Committee to consider issues. If the Committee requires additional time, it must request an extension, providing reasons;
 - 10.1.2. Administration may refer items to a Committee through the Administrative Liaison and will provide reasonable time limits for the Committee to consider issues. Referrals from Administration must be in writing and shall include sufficient background information for the Committee to consider the issue in its context; or
 - 10.1.3. Public requests for consideration of issues, concerns, or presentations may be put forward in writing to the Administrative Liaison for consideration by the Committee. The Chair, in consultation with the Administrative Liaison, will determine if public requests fall within the Committee's mandate and/or authority, and, if so, when the item will be added to a future agenda.

11. REPORTING TO COUNCIL

- 11.1. The Council Representative on a Committee shall report on key and/or major Committee activities during the "Council Representative Reports" portion of Regular Council Meetings.
- 11.2. Committee minutes will be submitted for inclusion in the Regular Council Agenda Packages, when applicable.
- 11.3. The Chair, Vice Chair, or delegate of the Family and Community Support Services Committee, Okotoks Public Library Board, and the United Way/Okotoks Partnership Committee shall be expected to annually (or at the discretion of Council), present at a Regular Council Meeting, a summary or highlight report of activities.

12. POWER OF AUTHORITY

- 12.1. Except as otherwise specified in this Bylaw, no Committee, Member, or Council Representative has the:
 - 12.1.1. Power to pledge the credit or course of action of the Town or enter into any agreement on behalf of the Committee or the Town;
 - 12.1.2. Power to authorize any expenditure to be charged against the Town without prior approval by Council;
 - 12.1.3. Authority to act administratively (e.g. direct staff or set mandates outside of assigned roles).

13. SEVERABILITY

It is the intention of Council that each separate provision of this Bylaw shall be deemed independent of all other provisions herein and it is the further intention of Council that if any provision of this Bylaw is declared invalid, all other provisions hereof shall remain valid and enforceable.

Bylaw 13-21 and all amendments thereto are hereby repealed upon this Bylaw coming into effect.

This Bylaw shall come into full force and effect upon third and final reading.

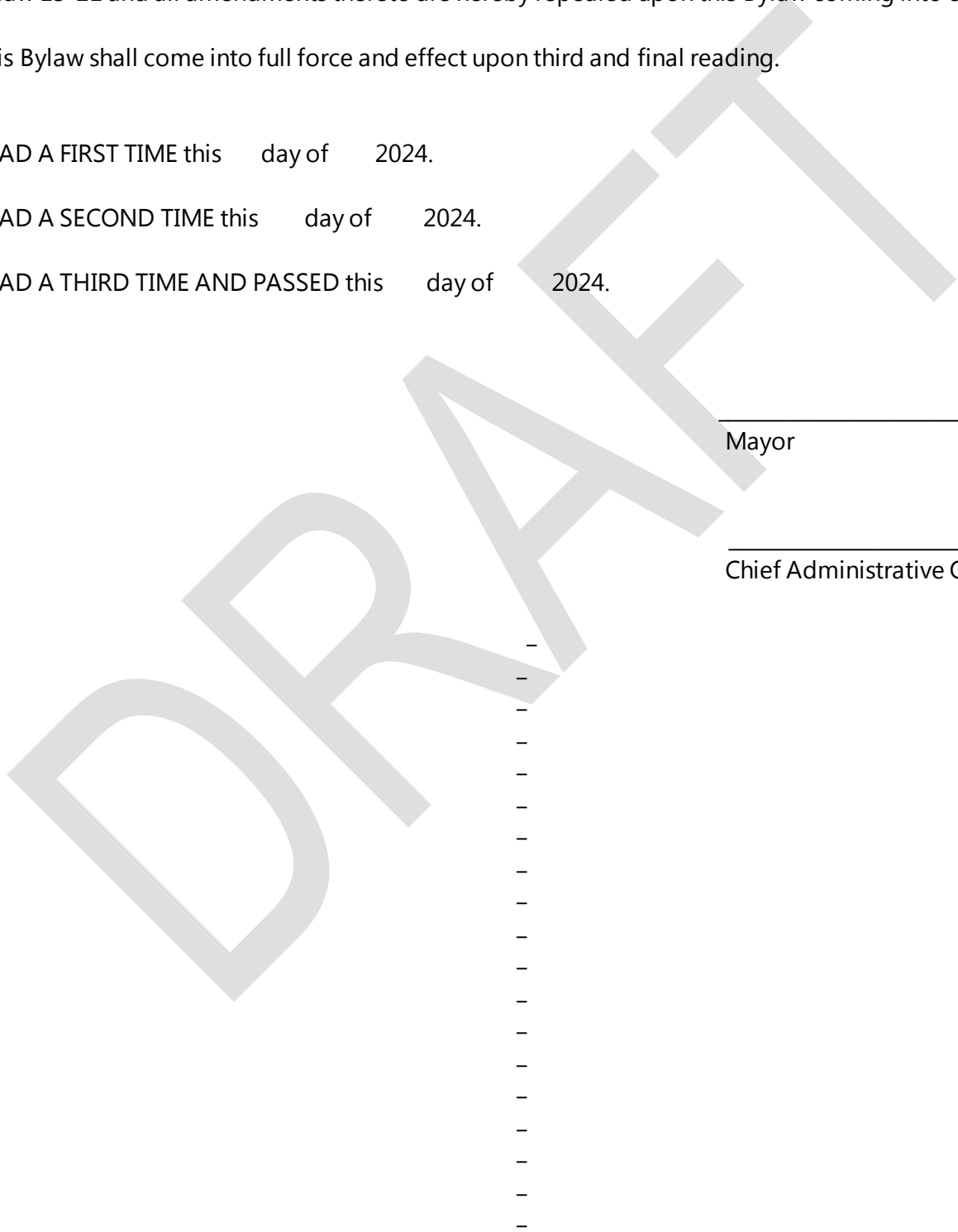
READ A FIRST TIME this day of 2024.

READ A SECOND TIME this day of 2024.

READ A THIRD TIME AND PASSED this day of 2024.

Mayor

Chief Administrative Officer



Schedule 1 – Emergency Advisory Committee (EAC)

Purpose	To fulfill the requirements of the <i>Emergency Management Act</i> to establish an EAC
Membership	<ul style="list-style-type: none">• Mayor• Two (2) Council Representatives
Authority	<p>The Emergency Advisory Committee shall:</p> <ol style="list-style-type: none">a. advise Council on the development of emergency plans and programs; andb. comply with the Town’s Procedure Bylaw, the Emergency Management Bylaw, The Alberta Emergency Plan, <i>The Emergency Management Act</i> and the <i>MGA</i>. <p>The power to declare, renew, or terminate a state of local emergency (SOLE) in accordance with the <i>Emergency Management Act</i> is hereby delegated to the EAC, however;</p> <ol style="list-style-type: none">a. when the EAC members are not all available, the available EAC member(s) and other members of Council to replace EAC members; orb. when no members of the EAC are available, any three (3) available members of Council.
Term	Ongoing
Meeting Frequency	At least once a year.
Funding	As determined by Council during the annual budget cycle.

Schedule 2 – Family and Community Support Services Committee (FCSSC)

Purpose	To provide leadership in the identification and addressing of social issues and program delivery in order to enhance the quality of life of Town residents.
Membership	<ul style="list-style-type: none">• One (1) Council Representative• Six (6) Citizen Members• Two (2) Youth Members (preferably one from each school jurisdiction)
Authority	<p>Promote and initiate social wellness programs and services, including the ongoing assessment of community social needs. Ensuring that such programs and services meet the mandate of preventative social services in accordance with the terms of the annual Family Community Support Services (FCSS) funding agreement between the Municipality and the Province of Alberta.</p> <p>Recommend policies and procedures to Council for development and revision of FCSS programming and community social wellness.</p> <p>Review all applications for FCSS community grants, and determination of those grants annually considering needs assessment(s) and the changing needs within the Town. Ensure projects are in accordance with the terms and conditions of the FCSS Regulation, and ensure annual grant information is forwarded to Council.</p> <p>Assist Administration in facilitating the planning, development, and implementation of social programs that will meet community needs, ensuring that fragmentation, overlapping and/or duplication of programs or services are minimized.</p> <p>Cooperate and liaise with community agencies to ensure that effective communication is ongoing between the Committee and the community.</p> <p>Provide cooperation and joint planning with related community groups and agencies.</p> <p>Promote, encourage, and facilitate volunteerism, the use of volunteers, and citizen participation in the community.</p>
Term	Ongoing

**Meeting
Frequency**

The FCSSC meets a minimum of six (6) times per year.

Funding

As authorized by Town Council in the Community Wellness Budget during the annual budget cycle.

The Town's general municipal tax revenues and the Province's FCSS grant will serve as sources for funding the operations and expenditures of the FCSSC Committee.

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Schedule 3 – Finance and Audit Committee (F&A)

Purpose

To provide financial policy leadership and assist in Council’s decision making related to the financial operations of the Town; and

To assist Council in the discharge of its oversight responsibilities through the monitoring of financial reporting, internal controls and enterprise risk management processes.

Membership

- Three (3) Council Representatives (one of which must be Chair).
- Three (3) Citizen Members

Authority

Promote transparency and accountability in regards to municipal finance, including the public posting of meetings and budget materials.

Review and make recommendations on current and long range fiscal planning for the Town, and in particular, the annual operating and capital budgets and any proposed amendments thereto.

Receive and review quarterly variance reports on the actual revenues and expenditures of the Town compared with estimates in the operating and capital budgets approved by Council.

Review and make recommendations on the establishment and use of the Town’s reserves.

Review, report, and make recommendations on general financial and budget items for issues that Council refers to the Committee.

1. Coordinate the selection of the External Auditor and recommend appointment and audit fees to Council including:
 - a. The Committee in relation to the appointment of the Town’s external auditor will:
 - Approve the selection process and criteria;
 - Review all materials submitted by applicants;
 - Approve the short list of candidates;
 - Participate in interview of the short listed candidates; and
 - Make recommendations to Council about the appointment and fees payable to the external auditor including the extension or termination of existing contracts.
 - b. The Committee has the power to approve the external auditor’s work plan and the external auditor’s requests for changes to the annual work plan. The work plan will include:

- The objective and scope of external audit work;
 - Materiality limits;
 - Areas of audit risk;
 - Audit reports required;
 - Timelines for the work plan; and
 - The identity and credentials of senior staff performing external audit work.
- c. The Committee will review the external auditor's audit and other reports, post-audit and management letter and will, in particular, address any significant issues or findings on:
- Financial reporting matters including judgements on estimates, assumptions and clarity of disclosures;
 - Difficulties or impediments encountered during audits;
 - Identification and assessment of deficiencies in internal controls;
 - Selection and application of accounting principles or standards and application of elective principles or methods;
 - Audit limitations;
 - Response to and status of implementation of audit recommendations and follow up; and
 - Contingencies that could have a material effect on the Town's financial statements.
- d. The Committee will receive for information the external auditor's annual confirmation regarding the external auditor's independence.
- e. The Committee may request additional information from the external auditor about any part of the external auditor's work plan or reports.
- f. Administration will present an annual report to the Committee regarding;
- Categories of non-audit services the external auditor is permitted to provide to the Town; and
 - The cost and nature of non-audit services the external auditor provides to the Town.
- g. The Committee is responsible for providing an annual assessment of the work of the external auditor.

2. Value for Money Audits

- a. The Committee will:
 - Recommend to Council the subject for Value for Money Audits based on recommendations from Administration;
 - Approve the purpose and scope of the Value for Money Audit being proposed;
 - Receive the auditor's report from Administration and forward to Council;
 - Review and approve Administration's Value for Money implementation plan and refer any recommendations requiring Council approval, such as budget, through the normal budget and Council processes;
 - Receive progress reports from Administration at a schedule determined by the Audit Committee.

3. Financial Statements

- a. The Committee will annually review the following matters:
 - The completeness and clarity of financial statement reporting;
 - Estimates and assumptions underlying financial statement reporting;
 - Financial statement reporting practices;
 - Compliance with generally accepted accounting standards for the public sector or changes to those standards;
 - Impact of any change in the Town's reporting practices on the Town's financial statements; and
 - Issues affecting approval of the Town's audited financial statements.
- b. The Committee will recommend to Council;
 - That the annual audited financial statements be approved; and/or
 - Further actions or information that Council may desire in relation to the Town's financial reporting.

4. Enterprise Risk Management

- a. "Enterprise Risk Management" means systems and processes for identifying and managing actual or potential financial risk, strategic risk, operational risk, hazards and other risks to an organization.

- b. The Committee will review reports about the Town's enterprise risk management framework including:
 - The Town's Enterprise Risk Management policies;
 - Processes for identifying and assessing risk;
 - Evaluation of enterprise risk including, but not limited to insurance risk; and
 - Actions taken by Administration to mitigate risks.

5. Internal Controls

- a. "Internal Controls" means systems, processes and procedures developed to:
 - Safeguard assets;
 - Ensure the accuracy of the financial data;
 - Promote operational efficiency; and
 - Promote adherence to policies.
- b. The Committee has authority and responsibility to:
 - Review reports from Administration about the Town's internal control systems including technology, security and financial controls and assess whether they are operating effectively;
 - Review reports from Administration regarding the Town's policies and procedures to safeguard the
 - Town's assets and assess whether these policies and procedures are operating effectively; and
 - Report and recommend to Council any actions or decisions regarding the Town's system of Internal Controls.

6. Administrative Compliance

- a. The Committee monitors Administration's compliance with existing policies and legislation.
- b. The Committee has authority to review reports regarding the adequacy and effectiveness of corporate policies on fraud, misconduct and policy compliance that deter, detect and prevent fraud and misconduct

7. Planning, Training and Self Evaluation

- a. An annual work plan is to be completed by the Committee and endorsed by the February of the calendar year to which the annual work plan applies.

- b. Membership of the Committee shall have the opportunity to obtain education, either from within the Town or from outside educational programs, to ensure their knowledge is sufficient to fulfill their responsibilities as Committee members.
- c. On an annual basis, the Committee will conduct a self-evaluation; criteria are to be established by the Committee.

Term

Ongoing

**Meeting
Frequency**

Meetings are held at the call of the Chair.

Funding

As authorized by Town Council during the annual budget cycle.

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Schedule 4 – Governance and Priorities Committee (GPC)

Purpose	The purpose of the GPC is to enhance the organizational governance framework in order to ensure that roles and responsibilities of Council, the CAO, and Administration can be differentiated, explained, and understood by all stakeholders.
Membership	All members of Town Council
Terms	Four (4) years
Authority	<p>The GPC will:</p> <ol style="list-style-type: none">Provide an opportunity for Council to lead the governance processes;Develop a comprehensive governance and policy framework to support Council;Ensure Council’s intentions, directions, and expected outcomes are captured in their governance and policy framework;Review Council’s governance and policy collection and make recommendations and enhancements;Identify priorities for updating Council’s governance and policy framework and the priorities for Council’s broader work during any given year;Review Council’s Committee structure and recommend changes to Committee mandates and roles;Determine naming in alignment with the Naming Roadways, Parks, Neighbourhoods and Facilities Policy GP-B-2.4;Only consider agenda matters which are not addressed or fully addressed by current Town policy. <p>All governance issues being placed before Council must first be considered by the Governance and Priorities Committee ensuring that the Committee is advisory to Council.</p> <p>Matters of information only will not be added to the agenda of the Governance and Priorities Committee.</p> <p>The Committee is not intended to replicate the meetings of Council but rather shall provide a more informal forum for the discussion of governance matters.</p>
Term	Ongoing

Meeting Frequency Meetings are held a minimum of eight (8) times per year or at the call of the Chair.

Funding As authorized by Town Council during the annual budget cycle.

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Schedule 5 – Okotoks Public Library Board (OPLB)

Purpose	The purpose of the OPLB is to oversee the operation of the Library and encourage development of services and activities for the benefit of residents.
Membership	<ul style="list-style-type: none">• One (1) Council Representative• One (1) Foothills County Council Representative• Seven (7) Citizen Members (of which no more than two (2) shall be from Foothills County)
Authority	<p>The OPLB manages, regulates, and controls the Okotoks Public Library as per the <i>Libraries Act</i>.</p> <p>The OPLB shall, before December 1 annually, prepare a budget to operate and manage the Okotoks Public Library for the ensuing fiscal year. Council may approve that budget in whole or in part.</p>
Term	Ongoing
Meeting Frequency	Meetings are held monthly or as required.
Funding	As authorized by Town Council during the annual budget cycle.

Schedule 6 – United Way/Okotoks Partnership Committee (UWOPC)

Purpose	The purpose of the UWOPC is to sustain a partnership with the United Way of Calgary and Area, to oversee a community fundraising campaign and to distribute United Way funding to eligible organizations serving residents of Okotoks and surrounding area, according to identified community priorities.
Membership	<ul style="list-style-type: none">• One (1) Council Representative• Eight (8) Citizen Members (of which no more than two (2) may be from the area surrounding Okotoks in Foothills County)
Authority	The Committee will ensure that the terms of the Memorandum of Understanding between the Town and the United Way of Calgary and Area are met for fundraising campaigns and the distribution of annual funds to local agencies.
Term	Ongoing
Meeting Frequency	Meetings are held a minimum of six (6) times annually.
Funding	As determined by Council during the annual budget cycle.