

## SUMA Board of Directors Governance Policies

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**Subject:** Development, Approval, and Administration of Board Policies

**Purpose:** To define a coordinated and consistent process for identification, development, approval, and administration of all SUMA Board policies

**Policy:**

Policies exist to:

- ensure that our processes and practices align with our strategic direction and our core principles
- protect SUMA and its stakeholders
- promote operational efficiencies
- provide decision makers with limits, alternatives, and guidance
- reduce institutional risk

**Procedure for policy development:**

1. **Identification of Need:** Any member municipality or board member of SUMA (the sponsor) may suggest that a new Board policy or revision to an existing policy is required.
2. **Approval of Concept:** A proposal for a new policy, or revision to an existing policy, will be considered by the board Governance Committee. Following an assessment of need, the committee may recommend that policy development proceed, and if so will provide a template, advise about consultation (including advice about the need for legal review), and identify the appropriate approval path. The committee may also assist the sponsor in an evaluation of the implications of the policy, including potential risks, costs, and infrastructure requirements.
3. **Drafting and Consultation:** The designated sponsor will take responsibility for the proposal by working with SUMA staff in drafting the policy, including a communications plan and an implementation plan. If any consultation is required, SUMA staff can be directed to conduct the appropriate consultation and (where recommended by the committee) seek legal advice.
4. **Recommendation for Approval:** The committee will receive the draft policy, review and comment on matters such as the format, the implementation and communication plan, and the process of consultation. A decision will be made by the committee whether to recommend to the board the policy for approval.
5. **Final Approval:** The SUMA Board of Directors will make a decision whether to approve the policy. SUMA policies must be approved by the SUMA Board at a Board meeting.
6. **Implementation of the New Policy:** Once approved, the policy should be communicated by Policy and Communication Services to all board members and employees.

**7. Maintenance of the Policy Portfolio:** The CEO will take responsibility for curatorial aspects of the administration of policies, including keeping a directory of all approved policies and making these available on SUMA's web site.

**8. Policy Portfolio Review:** The governance committee will undertake periodic reviews of existing policies, identifying anachronisms, gaps and overlaps, and monitoring the effectiveness of the institution's ongoing administration of its policies. Policies may be retired by the Board.

**Approved by:** Board of Directors

**Prepared by:** Policy and Communication Services

**Date issued:** September 24, 2011

**Original date issued:** September 24, 2011

**Supersedes/New:** New

**Subject:** Board of Directors Code of Conduct

**Purpose:**

- To establish guidelines for the ethical and interpersonal standards of conduct for SUMA's Board of Directors
- To set forth policies and procedures in respect to the recognition, disclosure, and resolution of conflicts of interest relative to all members of the SUMA Board of Directors.
- To promote transparency and ensure the consistent application of measures to prevent and deal with conflict of interest.

**Policy:**

**General:**

- Members of the SUMA Board of Directors shall:
  - behave ethically and be perceived to behave ethically
  - recognize that their role is to represent the interests of the SUMA membership as a whole and not their individual municipality
  - be motivated by a desire to act in the best interests of the Association
  - focus their efforts on the mission of the association
  - fairly contribute their time, expertise, and knowledge to the furtherance of SUMA goals
  - act in response to directives given by the SUMA membership and ensure that the actions and policies of the Association are in keeping with those directives
  - be available to their constituents and dutifully report their concerns and opinions to the Board as a whole
  - espouse and promote SUMA policy when acting on SUMA's behalf
  - provide responsible, competent leadership on behalf of SUMA.

**Compliance with law:**

- Directors:
  - must obey all applicable laws (e.g. the SUMA Act) and regulations (e.g. SUMA Bylaws and Board policies) and must avoid any situation which could be perceived as improper or indicate a casual attitude towards compliance
  - shall not commit, condone or instruct an unethical or illegal act
  - shall be sufficiently familiar with legislation that applies to their work, recognize potential liabilities, and know when to seek legal advice
  - must not falsify any record of transactions.

**Conflict of interest:**

**General:**

- Conflicts of interest and perceived conflicts of interest must be avoided.
- Since the possibilities for conflict of interest are almost limitless and cannot all be covered in procedures, SUMA board members are expected to conduct themselves at

all times with the highest ethical standards in a manner which will bear the closest scrutiny, and are responsible for seeking guidance before embarking on activities which might be questionable.

Scope of conflict of interest:

- A conflict of interest occurs when there is a divergence between a SUMA board member's private interests or professional work outside of SUMA and their obligations to SUMA such that an independent observer might reasonably question whether the SUMA members' professional actions or decisions are determined by considerations of personal gain, financial or otherwise for himself/herself or his/her family or friends.
- Examples of situations which could give rise to a conflict of interest and some potential solutions:
  - *Board members who participate, or whose immediate family members participate, as directors, officers, or in any other capacity in a firm which is a supplier or prospective supplier of materials or services to SUMA:* The board member should declare the conflict and refrain from commenting on or voting on any discussion concerning the relationship between SUMA and the company or agency.
  - *Board members who become aware of corporate opportunities:* If as a result of a matter before the board, a member becomes aware of a business or investment opportunity (for example, the sale of a piece of real estate) that would not generally be known to other members of the public, the board member must not attempt to take that opportunity for his or her own personal benefit.
  - *Board members who become aware of employment opportunities:* Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates. Any member who wishes to apply for employment with SUMA must resign his/her position as a board member prior to applying for such employment.
  - *Board members who offer professional services:* Board members (such as lawyers, investment professionals, consultants, accountants) who offer professional services should declare a conflict of interest where they or a member of their firm are providing services to SUMA or a subsidiary of SUMA.
  - *Board members who are offered gifts or other incentives:* Board members must not accept or solicit gratuities, gifts or special favours from entities or individuals within SUMA or with which SUMA does or may conduct business, except where such gifts would be considered inconsequential by both parties (a limit of \$100 is suggested).
  - *Board members who are privy to confidential information in carrying out their board duties:* Board members are bound by their fiduciary duty to the association, and by provincial and federal laws.

Board member responsibilities:

- SUMA requires full disclosure to the President of all circumstances that could be construed as a conflict of interest.

- All disclosures should be made in writing immediately by the person themselves.
- Further, it is incumbent upon Board members to declare the conflict prior to the discussion of and decision on an issue.
- The President is available for advice and consultation to any board member who has concerns or uncertainty about a conflict of interest situation.
- In case there is a conflict, the Director:
  - Must disclose the general nature of the conflict prior to any discussion of the matter at a Board or Committee meeting,
  - Abstain from voting on any question relating to the matter, and
  - Leave the room where the meeting is being held until discussion and voting on the matter are concluded.
    - When a board member declares a conflict of interest and absents himself/herself from the meeting, the minutes shall reflect the time that the board member leaves and returns to the meeting
- Because Board members are elected from constituencies, when acting as Board members they serve the best interests of the association as a whole, nothing herein shall be deemed to prevent a member of the Board from voting on issues which affect the consistency from which the member has been elected to the Board.
- No member of the Board of Directors will be discriminated against for being involved in a conflict of interest so long as the individual has acted in good faith and in accordance with these Guidelines and with SUMA's conflict of interest policy described above.
- If the conflict of interest cannot be resolved, the Board member in question may be requested to relinquish their board responsibilities causing the conflict of interest.

**Relations with Suppliers and Business Associates:**

It is essential that all those who do business with SUMA have access to SUMA on equal terms.

- Directors:
  - should not accept entertainment, gifts, donations or favours which create or appear to create a favoured position for doing business with SUMA. Members of a director's immediate family should not accept such entertainment, gifts, donations, or favours either
  - may not offer entertainment, gifts, donations or favours to any outside person in order to secure preferential treatment for SUMA
  - may not offer or receive cash, preferred loans, securities, or secret commissions in exchange for preferential treatment. Any director experiencing or witnessing such an offer must report the incident to the CEO immediately.
- Notwithstanding the above, gifts and entertainment may only be accepted or offered by a director in the normal exchanges common to business relationships. The following criteria will guide your judgment:
  - the benefit is a token value (under \$100);
  - you could easily reciprocate;
  - the exchange creates no obligation; and
  - it occurs infrequently

- Inappropriate gifts received by a director should be returned to the donor with an explanation. In some cultures or business settings, the return of a gift or refusal of a favour would be offensive; in these cases, a director should refer the benefit and the circumstances to the CEO or the Board for guidance. Full and immediate disclosure to the CEO of borderline cases will always be taken as good faith compliance with this Code.

**Responsibility:**

- Any director who knows or suspects the existence of a conflict of interest, harassment, fraud or theft from SUMA has a responsibility to report it to the President and/or CEO.

**Where to seek clarification:**

- The Board President will provide guidance on any item in this Code of Conduct.

**Professionalism and courtesy:**

- Each member shall ensure that his/her behaviour towards Directors and staff prior to, during and/or following meetings adheres to the following:
  - is professional and fair, without harassment or bullying,
  - contributes to the preservation of orderly conduct,
  - avoids derogatory comments or questions and comments designed to embarrass,
  - gives members courteous consideration of their opinions, and
  - is respectful of the decisions/rulings of the Board as a whole.
- The meeting Chair should not tolerate:
  - disruptive behaviour or
  - rudeness by one party to another, including toward staff and delegations.
- Dissenting opinions and perspectives of members shall be expressed in a manner that respects the rights of fellow Board members.
- Any member guilty of such conduct shall be spoken to by the Chair. The Chair may ask the member to cease discussion on the topic in question. If the behaviour persists, the Chair has the authority to ask the member to leave the meeting.

**Approved by:** Board of Directors

**Prepared by:** Policy and Communication Services

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**Subject:** Travel and Reimbursement of Expenses

**Purpose:**

- To establish guidelines for the reimbursement of expenses incurred by members of the Board of Directors while travelling for SUMA business purposes
- To ensure that travel charged to SUMA has been authorized in advance is fully documented, and that the related expenses are in compliance with the approved expenditure procedures and guidelines.
- To advise individuals of eligible expenses and applicable rates, to ensure that expense claims can be processed in a timely manner.

**Policy:**

**General:**

- Travel expenses must relate to SUMA Board business.
- Travel expenses being incurred should be the most economical that can be arranged.
- Travel advances are not normally provided but may be issued in special situations.
- Under no circumstances are personal expenses, personal travel expenses, or personal entertainment expenses to be charged to any funds that are administered by SUMA.

**Approvals:**

- In no instance can an individual approve their own claim.
- Unusual expenditures which may be incurred should be brought to the CEO's attention prior to the claim.

**Submission:**

- Board members are responsible for ensuring that all SUMA-related travel has been properly authorized and is fully documented appropriately.
- Travel expenses must be supported by appropriate documentation.
- Credit card slips alone may not be acceptable as they do not normally provide sufficient detail about the items being claimed.
- Where possible, receipts should be sorted in the order of the expenditures as listed on the Travel Expense Claim form.
- For conferences, a copy of the conference registration form and event schedule/conference outline must be attached. This documentation enables approvers to relate the appropriateness of the expenditure to the terms of the funding.
- All expense reimbursements must be submitted to Financial Services. The CEO will review all reimbursement claims and may:
  - approve;
  - refer to another staff member to confirm that the expense was in pursuit of SUMA-approved business;
  - decline all or a portion of the expense, and notify the board member of such decision.

**Submission timeline:**

- Travel expense reimbursement requests must be made on the appropriate claim form and on a timely basis; only one claim should be submitted for each trip.
- Expense claims are to be submitted to SUMA's office as soon as possible, but no later than thirty (30) days after returning from a trip.
- However, expense claims for September must be submitted no later than October 4 due to SUMA's year end financial statement deadlines
- Expense claims received outside the above timelines will only be paid upon receiving special approval from the CEO.

**Processing:**

- Please allow at minimum 10 working days, from receipt of the travel claim package at SUMA, for processing
- Reimbursement will only be made to the individual or agent (i.e. municipality) who incurred the expenditures.

**Non-compliance:**

- Non-compliance with this policy will result in:
  - Adjusting the claim to the approved travel expense guideline amounts, or
  - Not processing and returning the claim if the claim does not have all required supporting documentation attached or it has not been properly approved.

**Reimbursable expenses:**

- Reimbursable expenses will be:
  - Honorarium,
  - Travel allowance,
  - Meal allowance,
  - Hotel expense for room rental, and
  - Transportation and parking.

**Non-allowable expenses:**

- Traffic and parking fines.
- Pay-per-view movies, mini bar charges, etc. billed to a hotel room.
- Costs associated with failing to cancel transportation or hotel reservations.
- Excess baggage fees associated with normal travel.
- Expenditures such as entertainment.
- Lost or stolen tickets, cash or personal property. Note: Travelers need to make sure that their personal insurance provides adequate coverage for personal property.
- Expenses for a spouse are not reimbursable.

**Honorarium:**

- The honorarium rates are set by the board of directors on an annual basis:



- \$175.00 per full day or \$87.50 per half day
- \$21.85 per hour of conference call
- \$0.21 per kilometre
- When travel can be commenced after 12 noon, then one-half the per diem rate shall be charged for that day
- On returning home, if travel can be completed by 12 noon then one-half the per diem rate shall be charged for that day.

**President's honorarium:**

The President receives an annual honorarium of \$10,000 payable in December of each year. If the President's term does not span the entire year, the honorarium will be pro-rated and paid at the expiration of the term.

This remuneration reflects the President's role in certain activities on behalf of the Association:

- meetings and liaison with government officials except where sanctioned as a delegation, making a presentation, meeting with other Associations' representatives on general matters, and holding news conferences
- liaising with the CEO or staff of the Association, liaising with media, reporting to the Board or membership on activities, meeting or liaising with members of the Association, promoting the Association and all other non-sanctioned activities.

**Executive communication allowance:**

- \$80.00 per month shall be allocated to compensate executive members for costs incurred with utilizing their cell phone, internet, and land phone line for SUMA Board business.

**Authorizations:**

- Guests and delegations may attend Board of Directors Meetings or other meetings only with authorization from SUMA at their own expense.

**Insurance:**

- While renting a vehicle on SUMA business, liability and 3<sup>rd</sup> party insurance may be waived as SUMA has acquired liability coverage.

**Out-of-province travel:**

- When travelling outside of Saskatchewan on behalf of SUMA, you will be reimbursed for the cost of the most economical method of travel to and from your destination.
- The two alternatives are:
  - mileage to/from airport, airfare, and taxis or rental car or
  - mileage to/from destination

**Air fare:**

- The actual cost of air travel will be reimbursed up to an amount not exceeding the economy rate when traveling by the most direct route. Exceptions to this policy are allowed where an individual has medical reasons that require other arrangements.
- Wherever possible, arrangements for air travel are to be made far enough in advance to take advantage of any discount available on economy class air travel.
- Amounts in excess of economy airfare, e.g. stopovers and other costs that are not related to SUMA business, are considered to be a personal expense and are not reimbursable.
- Attach airline tickets, prepaid tickets or electronic tickets (e-tickets) to the Travel Expense Claim form. For e-tickets, also include the itinerary, which provides additional verification of travel dates, ticket costs, payment information, etc.
- If air transportation, although available, is not utilized because of a Director's own choice, expenses will only be paid based on the lowest return air fare available, plus tax charges, where applicable, at both end, and the number of per diem days and overnight hotel accommodation needed as if air travel had been used.
- If air transportation is not possible due to inclement weather, absence of airline service or for other valid reasons, charges for other methods of travel, additional per diems and overnight hotel accommodation charges will be accepted if supported by a written explanation.

**Taxis:**

- Taxi fares to and from airports may be claimed if receipts are submitted.
- Original receipts are required. In cases where receipts are not available, a schedule needs to be included stating the purpose of the taxi trip, the date, pick up and drop off locations, as well as the amount.

**Rental vehicle:**

- Normally, vehicle rentals are reimbursed for intermediate, compact or economy sized vehicles. Original rental agreements are to be attached to the Travel Expense Claim form along with related fuel receipts.
- Reminder: Refuel the rental vehicle prior to returning it to the rental agency as refuelling rates charged by the agencies are expensive.
- Additional personal accident insurance is not reimbursable.
- Costs for long-distance trips are not to exceed full economy airfare unless there is more than one individual traveling or stops are required for business purposes. Full economy airfare is further defined as being equivalent to booking an economy airline ticket two weeks in advance.
- Where possible, to reduce expenditures for travel, the use of one vehicle for attending Executive or Board of Directors meetings or special meetings is preferable.

**Personal vehicle use:**

- Use is reimbursed based upon the number of kilometres driven multiplied by the current kilometric rate.
- The kilometric rate includes prorated costs such as insurance, vehicle depreciation, regular maintenance costs, gas, etc.
- The current mileage rate is reviewed annually and is an average of the federal and provincial government rates.
- The number of km claimed must be reasonable when compared to the km calculated using a map and a reasonably direct route to and from the destination. At the discretion of administration, the km claimed may be adjusted downward to a reasonable amount before issuing a payment.
- All costs incurred by an individual as the result of a collision or other physical damage to their personal vehicle is the responsibility of the individual and are not reimbursable by SUMA. Such costs include increases to premiums on driver's license, insurance costs, deductibles, etc.
- Reminder: In many situations, it is actually less expensive to rent a vehicle than to use your personal vehicle.

**Parking:**

- Hotel, airport, and public parking expenses that relate to SUMA business are reimbursable. Original receipts, other than for metered parking, are required.

**Accommodation:**

- Accommodation expenses are reimbursable up to a level equivalent to standard, non-luxury hotel rates for a single room in a commercial establishment of reasonable class.
- A detailed hotel bill is required.
- Private accommodation:
  - When a friend or relative provides accommodation to an individual, a maximum amount of \$35/day may be claimed in lieu of hotel accommodation for the portion of the stay that relates to SUMA business.
  - The private accommodation fee may be claimed at the discretion of the individual.
  - No receipt is required.

**Meals:**

- The intent of the meal allowance is to compensate for the additional cost incurred by purchasing a restaurant meal instead of preparing a meal at home.
- The following are the meal allowance rates (based on rates set by the provincial government:

|           | In-Province | Out-of-Province |
|-----------|-------------|-----------------|
| Breakfast | \$8.00      | \$11.00         |
| Lunch     | \$14.00     | \$16.00         |
| Dinner    | \$19.00     | \$29.00         |

- Where meals are provided as part of the cost of the hotel room, airline tickets or conference registration fees, the meal allowance cannot be claimed for the meals provided.
- If a traveler leaves on the trip before breakfast, the traveler is entitled to claim all three meals that day; if a traveler leaves before lunch, the traveler is only entitled to claim lunch and dinner that day; if a traveler leaves after lunch, the traveler is only entitled to claim dinner that day; and if a traveler leaves in the evening, no meals can be claimed that day. The same logic, in reverse, applies upon return. If a traveler returns before lunch, only breakfast can be claimed, after lunch, breakfast and lunch can be claimed, in the evening, all three meals can be claimed.
- Meal claims must exclude any charge for alcohol
- Gratuities are deemed to be included in the meal allowance rates.

**Registration fees:**

- Only registration fees that pertain to the SUMA business can be claimed. If there are any personal fees (leisure events, special activities, golf, etc.) or spousal or guest fees, they must be paid personally by the individual.

**Approved by:** Board of Directors

**Prepared by:** Policy and Communication Services

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## **Subject: Media Relations / Communications**

### **Purpose:**

- To establish a framework for achieving an effective working relationship with the media since local, provincial and national media are vital partners in achieving SUMA's goals
- To maximize the advantages of media presentation, and minimize the risks of media misrepresentation
- To ensure that all SUMA communications must be made with one united voice representing the organization. This policy is not to be construed as limiting opposing opinion or curbing freedom of speech and advice before a decision is reached by the Board or its committees.

### **Principles:**

- SUMA operates on the values of
  - Honesty: SUMA will never knowingly mislead the public, media or staff on an issue or news story.
  - Transparency: SUMA will promote openness and accessibility in our dealings with the media while at the same time complying with the law and maintaining confidentiality when appropriate.
  - Clarity: all communications with the media will be written in plain English
  - Balance: information provided to the media by SUMA will be objective, balanced, accurate, informative, and timely as far as possible.

### **Policy:**

#### **Expectations of Board members:**

- It is the responsibility of all board members to ensure that effective media relations are maintained in order to achieve the aims of SUMA.
- Board members should be willing to engage in communication activities from time to time including: answering local media calls about SUMA issues, providing contributions to the *Urban Voice* and/or *Urban Update*; as well as attending and speaking at news conferences.

#### **Spokesperson:**

- The recognized spokespersons for SUMA are:
  - the President,
  - the CEO,
  - the affected shadow cabinet member, or
  - any other Director or Executive member designated in consultation with the President and CEO .
- All media inquiries that are seeking the official position or reaction of SUMA should be referred to the President.

- Background/fact checking formation can be given by the CEO as long as they are not quoted without prior notification of the CEO or the Director of Policy and Communication Services or management staff.
- Committee Chairs are authorized to speak on behalf of SUMA regarding subjects on which their Committees have been approved to act.
- The Board executive and the Chief Executive Officer shall be notified every time the SUMA staff have their communications attributed to them in the media

**General guidelines as to the content of communications:**

- SUMA welcomes the opportunity to talk to the media and, in this respect, will endeavour to respond promptly.
- All public communications by elected officials from the Board shall be consistent with the majority decision of the Board of Directors and established policy positions.
- When members of the Board are responding to inquiries from the media, other members or interested persons, in order to protect SUMA's interests, executive members, CEO, and staff shall refrain from expressing personal opinions.
- The President is limited to providing official SUMA positions on matters previously considered or to providing background information.
- In general, any media contact, initiated or responsive, should be confined to matters of policy decided by the Board of Directors and/or Members-in-Convention.
- It is generally not wise to speculate or respond to hypothetical questions posed by interviewers.
- When asked to comment on issues for which SUMA does not have a developed policy, spokespersons are generally well advised to refer the matter to the President or other person with particular expertise.
- Board members are advised to ensure that they are properly briefed and guided by relevant staff before talking to the media on any issue related to SUMA.

**General guidelines as to the methods and means of communication:**

- All news releases shall be approved by the CEO, the President, and, if applicable, the Vice-President of the affected sector.
- Any filming or recording on SUMA property or of SUMA proceedings by the media is subject to prior permission of the CEO.
- Board members should avoid making comments or participating in photo opportunities that may damage SUMA's reputation.
- Board members are encouraged to deliver public presentations (e.g. at Regional meetings or Convention) that discuss SUMA's work and its goals while keeping in mind that there is the chance that the comments will reflect upon SUMA.
- Where a board member has had any significant interaction with media representatives on issues related to SUMA, it is the responsibility of the person concerned to notify the Communications Officer and to provide the name of the reporter or writer and the media outlet they represent.
- Any significant media contacts with SUMA's board members on any issue likely to prove contentious shall be recorded when possible.

- Every effort should be made to assist the media in their inquiries. Where media queries involve requests for information that will require substantial staff work to produce, such work should be referred to the Director of Policy and Communication Services because it will usually be necessary to provide information in addition to that which is requested in order to set the facts and figures in context.

**Confidentiality:**

- All media relations shall comply with SUMA's confidentiality policy.

**Approved by:** Board of Directors

**Prepared by:** Policy and Communication Services

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**Subject:** Orientation, Training, and Development of Board Members

**Purpose:**

- To encourage board training and development so as to enhance the effectiveness of directors as members of the board and as community leaders.

**Policy:**

**General:**

- In order to fulfil his or her responsibilities, it is essential that every board member
  - acquires an understanding of the role of urban municipal government;
  - becomes aware of the landscape of municipal governance in Saskatchewan and Canada;
  - becomes generally knowledgeable about SUMA and its programs;
  - has sufficient financial literacy to understand the information presented in the association's financial statements,
  - possesses an understanding of the principles of good governance, developments in the field of governance, and the duties and responsibilities associated with being a member of a governing board, and
  - participate and understand the strategic planning process
- Each board member should be proactive in taking advantage of the board training and development opportunities made available to board members and to seek additional training and information if necessary.
- SUMA employees will take an active role in the development and delivery of relevant materials.
- Board members are encouraged to raise issues and/or suggestions relating to board member education and development with the Board President.

**Education and development opportunities:**

The following education and development opportunities are available for Board members:

**Orientation:**

- Each Board Director shall receive an orientation which will include a review of
  - SUMA's
    - policies;
    - bylaws;
    - scope of operations include a comprehensive overview of the history, mission, resources, planning, budget, governance, and management structure of SUMA;
    - work plan;
    - strategic vision; and
    - committee structure and terms of reference.
  - their responsibilities as a member of a governance board



- However, it remains the Directors' responsibility to be familiar with SUMA and board governance so that any decision of the Board may be made in an efficient, knowledgeable and expeditious manner.
- Materials developed in support of this orientation will be updated annually.

**Board development at regular board meetings:**

- Regular opportunities will be provided at the Board of Directors meetings for board development on topics specific to the mission of and/or challenges facing SUMA. Examples of this kind of board development include:
  - An hour set aside at each board meeting for an in-depth presentation on a relevant topic, such as a risk facing the institution
  - Presentations at board dinners the evening prior to the board meeting

**Annual board retreat:**

- An annual retreat of the Board may take place each year in addition to or concurrently with the Strategic Plan that will address an aspect of one of the following themes (where possible, these three themes will be offered in rotation so that in a three-year period a board member will have had exposure to all three):
  - A topic related to governance
  - A topic related to the urban municipal governance landscape in Canada
  - A topic related to SUMA (e.g. planning, institutional positioning, areas of pre-eminence)

**Education sessions at convention:**

- Multiple education sessions will be presented at each Convention on topics of interest to member municipalities. Convention education sessions should include topics pertinent to board development.

**Municipal Leadership Development Program:**

- Designed for elected and appointed Saskatchewan municipal leaders, mayors, reeves, councilors, and municipal staff are able to benefit from this program which is designed to strengthen local government leadership. MLDP is structured around key workshops (modules) which in most instances are delivered over a one-day timeframe. The modules target specific issues of importance to northern, urban, and rural municipalities. Program participants receive a Certificate of Completion to acknowledge the workshops attended.

**Workshops and seminars:**

- Board members may be invited to participate in relevant workshops, seminars, conferences, webcasts and other opportunities as they arise. In approving reasonable expenses associated with such events, the CEO will take an equitable and prudent approach, balancing the costs and benefits of such opportunities.

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**Subject:** Archives and Public Access Policy for Board of Directors Minutes and Agendas

**Purpose:** To provide equitable and transparent access for SUMA stakeholders to Board governance documents.

**Policy:**

**Access to Board documents:**

- Board of Directors shall have access to all regular board minutes, committee minutes and agendas.
- SUMA Members may submit a request to the CEO to have access to all regular board minutes, committee minutes and agendas.

**Retention and destruction of Board documents:**

- Official copies of Board minutes and agenda are retained in SUMA's office.
- It is not required of Board members that they retain copies of Board minutes and agendas; such material can be destroyed at their convenience by them or returned to SUMA's office for destruction.

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**Subject:** Board Member Attendance Policy

**Purpose:**

- To ensure meaningful participation in the regular meetings of the Board and/or its committees
- To uphold the trust SUMA membership has given to those elected or appointed Board members

**Policy:**

A member of the Board represents the larger SUMA membership and as such, attendance at Board and committee meetings is important.

**Absenteeism:**

All board members shall notify the President if they will be absent from any board meetings or committee meetings.

Following absence by a Board member from two consecutive meetings, the President shall contact the member to determine his or her interest in continuing to serve as a member of the board.

SUMA shall publish the attendance records of all directors and forward to their respective regions on an annual basis.

**Punctuality:**

Board members shall attend Board and committee meetings punctually.

**Quorum:**

Any Director who must leave a meeting before its scheduled conclusion shall notify the Chair at the start of the meeting. If the absence of the Director(s) in question eliminates a quorum, the Chair shall make an effort to ensure that any business requiring a motion is completed prior to the Director(s) early departure from the meeting.

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**Subject:** Confidentiality and Privacy Guidelines

**Purpose:**

- to assist with the dissemination of confidential and privileged information.
- to assure that communications be clearly identified as to their nature and scope of distribution.
- to protect sensitive information from unauthorized exploration or disclosure.

**Policy:**

**Scope:**

- All SUMA Board and Committee members are expected to adhere to the principles of confidentiality utilizing professional discretion and good common sense.

**Definitions:**

- *Communications* includes all communications, whether verbal, written, paper or electronic.
- *Confidential* designates privileged information which has not yet been authorized for external or public distribution or which has been designated for limited distribution.
- *Confidentiality* refers to SUMA's needs, obligations and desires to protect private, proprietary and other sensitive information from those who do not have the right and need to obtain it.
- *Draft* refers to documents or communications which have not yet received final approval by the author, or by their approving authority.
- *Internal Communication* describes a communication which is intended to remain within the confines of SUMA board members, Board or Committee members and/or staff of the Association. These would typically include:
  - Strategic analysis from our Policy Services or Executive Director.
  - Consultations, surveys and other requests for feedback.
  - Early warnings or "heads up" from our Policy Services.
  - Strategic consultations from our Member Services.
  - Strategic communications from our President, Vice-Presidents or Directors.
  - Privileged or strategic communications from our member municipalities and administrative representatives (e.g. City Managers, Administrators).
  - Privileged communications from strategic partners or government agencies.
  - Draft policy statements which have not been endorsed by the Board or Executive.
- *External communication* describes those communications which have been authorized for distribution to other agencies, media, or for distribution in the public domain.

**General principles:**

- It is incumbent upon all of these individuals to clearly manage, frame or label their communications in keeping with these guidelines.

- Unless a specific communication has been clearly authorized for release or distribution, most communications shall be considered to be internal communications and be limited in their distribution.
- Communications impacted by privacy legislation shall be handled in the stipulated manner. If subject to consideration by the Executive Committee, such matters shall be dealt with during *in camera* sessions. Personnel matters typically fall under this category.
- Examples of confidential information include:
  - Personnel records, including personal data such as address, date of birth, salary, Social Insurance Number and dependant information.
  - Confidential correspondence and communications identified as such, or known to be confidential in nature and content.
  - Group Benefit information which may include personal data or medical information.
  - Accounts receivable information which may include name of clients.
  - Matters under litigation or known to have the potential of being under litigation.
  - Instructions from the Executive Committee or from the Board of Directors which have been discussed In Camera and which have not been released for public disclosure.
  - Private and/or confidential communications from senior management regarding internal or external operational and strategic issues.
- When unsure about the status of a communication, Board members are encouraged to ask the CEO or President.

**Approved by:** Board of Directors

**Prepared by:** Policy and Communication Services

**Date issued:** September 24, 2011

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**Supersedes/New:** New

**Subject:** Board Meeting Procedures

**Purpose:** To ensure that Board meeting procedures not captured in the bylaws are officially articulated.

**Policy:**

**Meeting frequency and timing:**

- Regular Board meetings are held four times a year as follows:
  - convention,
  - mid-June,
  - mid-September (focus on provincial legislation and fiscal policy), and
  - early-December.
- Board meetings shall normally be held in Regina.
- Board meetings are usually two days long and are held on Friday and Saturday.
- Committee meetings are normally held in conjunction with Board meetings.
- Delegations to the Board are generally received on the first day of the meeting.

**Annual operational items:**

- Certain operational items are decided by the Board at pre-determined meetings, most notably:
  - development and approval of operational budgets (mid-September meeting),
  - committee appointments (December meeting), and
  - approval of an Auditor (December meeting).
- Administration monitors these items and places them before the Board as operations warrant.

**Accommodation:**

- Accommodation is booked by SUMA staff but Directors are responsible for their own reservations and personal expenses. Expenses will be reimbursed according to established SUMA policy.
- Regina Board meetings are held at the current host hotel. Out-of-town Directors are urged to reserve accommodation at the host hotel.
- Arrangements for meeting facilities and accommodation in other centres will be made by SUMA staff.

**Board attire:**

- Business attire should be worn when representing SUMA on association business and at Board meetings when receiving delegations. Otherwise, casual dress is sufficient.
- SUMA will provide a SUMA name tag.

**Minutes:**

- A SUMA staff member will take minutes of the Board meeting, with the exception of *in camera* sessions.
- Responsibility for *in camera* minutes is designated by the Chair to a member of the Board.
- Minutes are prepared by Administration and distributed in the pre-Board meeting mailing. Once approved, the minutes are considered the official record of the meeting.
- Once approved, the minutes are available to SUMA member councils upon request.

**Procedural rules:**

- The procedural rules of the SUMA Board shall be *Robert's Rules of Order*.
- Specific procedural rules include that:
  - motions of the Board require a MOVER and a SECONDER.
  - motions are recorded as CARRIED or DEFEATED.
  - unless requested, recorded votes are not taken.
  - abstentions are not permitted.
- Directors may declare a conflict of interest on a motion and excuse themselves prior to any discussion and voting on an item.

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