

EDMONTON METROPOLITAN TRANSIT SERVICES COMMISSION INAGURAL MEETING

February 12, 2021 at 3pm – 4pm

via: Zoom Video Meeting

Agenda

1. Call to order
2. Opening remarks
3. Approval of agenda
4. New business
 - a. Adoption of Governance Bylaw
 - b. Adoption of Procedural Bylaw
5. Board member remarks and roundtable discussion
6. In-camera discussion
7. Closing remarks
8. Adjournment

Request for Decision – Governance Bylaw

Summary/Issue

A Governance Bylaw is required to provide for the effective governance of the Edmonton Metropolitan Transit Services Commission.

Previous Commission Direction/Policy

To satisfy the requirements under Section 602.09(1) of the Municipal Government Act (MGA), contracted legal counsel has recommended that the Board of the Commission adopt a Governance Bylaw to be used as the framework for the Commission. These bylaws will be a critical tool in “standing the Commission up.”

Recommendation:

That the Commission:

- Adopt the Governance Bylaw as presented in this report.

Investigation

The Edmonton Metropolitan Transit Services Commission is required to pass bylaws as defined and outlined in Section 602.09 of the Municipal Government Act (MGA). The Governance Bylaw will fulfill the following requirements under Section 602.09(1)*:

- Respecting the administration of the Commission;
- Respecting the process for changing the directors of the board and the chair of the Commission and for setting the terms of office of the board and chair;
- Respecting the process for adding and removing members;
- Respecting the process for disestablishment of the Commission, including the treatment of assets and liabilities on disestablishment.

*The remaining requirements under Section 602.09(1) will be part of an Operational Bylaw, which will be developed once a Chief Executive Officer (CEO) is onboarded.

Implications

The Governance Bylaw will be prudent for the Commission to adopt as a constitutional document that frames how the Commission is set up to act.

Business Plan/Budget Implications

This bylaw will assist in outlining the fees levied on members through the annual planning and budgeting process to forecast the levies required to cover the Commission's operating costs. It must be put in place to enable the Board to adopt a business plan and budget.

Risks

Without a Governance Bylaw, the Commission will be at risk of non-compliance with the acceptable governance for its establishment and operation.

Attachments

1. BYLAW 1: A BYLAW RESPECTING THE GOVERNANCE OF THE EDMONTON METROPOLITAN TRANSIT SERVICES COMMISSION Proposed Draft February 9, 2021

**See pages 4-20 of this agenda package*

BYLAW 1

**A BYLAW RESPECTING THE GOVERNANCE OF THE
EDMONTON METROPOLITAN TRANSIT SERVICES COMMISSION**

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BYLAW 1

A BYLAW RESPECTING THE GOVERNANCE OF THE EDMONTON METROPOLITAN TRANSIT SERVICES COMMISSION

Whereas

- the Edmonton Metropolitan Transit Services Commission was established on January 26, 2021 as a regional services commission under Part 15.1 of the *Municipal Government Act*; and
- this Bylaw is required to provide for the effective governance of the Edmonton Metropolitan Transit Services Commission

the Board enacts as follows:

TITLE

1. This Bylaw may be referred to as the Governance Bylaw.

Part 1 - DEFINITIONS, INTERPRETATION AND PURPOSES

DEFINITIONS AND INTERPRETATION

2. In this Bylaw
 - a. "Act" means the *Municipal Government Act*;
 - b. "Board" means the board of directors established under Part 2—Division 1;
 - c. "Chair" means chair of the Commission appointed under Part 2 – Division 2;
 - d. "Chief Executive Officer" means the individual appointed as chief executive officer of the Commission under Part 3;
 - e. "Commission" means the Edmonton Metropolitan Transit Services Commission;
 - f. "Directors" means the individuals appointed to the Board under Part 2—Division 1;
 - g. "Members" means
 - i. the City of Beaumont,
 - ii. the Town of Devon,
 - iii. the City of Edmonton,
 - iv. the City of Fort Saskatchewan,
 - v. the City of Leduc,
 - vi. the City of St. Albert,
 - vii. the City of Spruce Grove,
 - viii. the Town of Stony Plain, and
 - ix. other municipal authorities that may become members of the Commission under Part 5 – Division 1 of this Bylaw;
 - h. "Ordinary Resolution" means a resolution that is supported by the votes of a majority of the Directors at a meeting of the Board where the quorum required under section 36 is present;
 - i. "Special Resolution" means a resolution that is supported by at least 2/3s of the Directors present at a meeting of the Board where the quorum required under section 37 is present and where those Directors were appointed by Members that cumulatively bear at least 2/3s of the Weighted Cost Allocation;

- j. "Vice Chair" means vice chair of the Commission appointed under Part 2 – Division 2;
 - k. "Weighted Cost Allocation" means the proportionate contribution by each Member to the costs of the operation of the Commission as reflected:
 - i. in Schedule 1, for the period before the adoption of the first annual operating budget of the Commission; and
 - ii. in the annual operating budget of the Commission, thereafter.
3. Words used in this Bylaw that are not defined in this Bylaw but which are defined in the Act have the same meaning as in the Act.
4. The *Interpretation Act* applies to the interpretation of this Bylaw and all other Bylaws of the Commission except to the extent a contrary intention appears.

Purposes of the Commission

5. The purposes of the Commission are to
- a. provide integrated transit services for the Members that is fast, convenient, simple, reliable, efficient and affordable and that is coordinated with other modes of transportation; and
 - b. enhance those transit services by combining the strengths of the Members and implementing new technologies and approaches to the provision of transit services.

PART 2 - BOARD OF THE COMMISSION

DIVISION 1—ESTABLISHMENT OF THE BOARD AND APPOINTMENT OF DIRECTORS

Number of Directors on the Board

6. The number of Directors on the Board is equal to the number of Members.
7. Each Member is entitled to appoint one Director to the Board.

Role of the Board

8. The Board is responsible for:
- a. fulfilling the obligations of the Board under Part 15.1 of the Act, including adopting bylaws, adopting an annual capital and operating budget, approving financial statements and approving any borrowings;
 - b. developing and monitoring the strategic plan for the Commission;
 - c. approving annual and three-year financial plans for the Commission;
 - d. appointing an individual to serve as Chief Executive Officer and ensuring the Chief Executive Officer appropriately performs the duties and functions and exercises the powers assigned to the Chief Executive Officer by the Board through its bylaws, policies and plans;
 - e. approving Commission transit policies, performance standards, and transit user satisfaction measures;
 - f. approving transit service plan guidelines and transit service fare schedules prepared by the Commission;
 - g. appointing an auditor for the Commission, which auditor must be an appropriately qualified and authorized member of the Chartered Professional Accountants of Alberta; and

- h. undertaking any other action or step that in the opinion of the Board is required to advance the purposes of the Commission.

Role of Directors

- 9. Each Director is responsible for:
 - a. acting in the best interests of the Commission, including considering the welfare and interests of the Commission and bringing to the Board’s attention anything that would advance the purposes of the Commission;
 - b. adhering to the Code of Conduct of the Commission;
 - c. adequately preparing for, regularly attending and participating in meetings of the Board and its committees;
 - d. keeping in confidence matters or documents disclosed in confidence or discussed in private at a Board meeting or at a meeting of a committee of the Board, unless the Board determines they should be made public or they are required by law to be made public; and
 - e. fulfilling all duties and responsibilities of a Director under the Act, this Bylaw and the other bylaws, policies and plans of the Commission.

First Board of Directors

- 10. The first Directors of the Commission are:

Director	Appointing Member
Sam Munckhof-Swain	City of Beaumont
Ray Ralph	Town of Devon
Michael Walters	City of Edmonton
Gordon Harris	City of Fort Saskatchewan
Glen Finstad	City of Leduc
Chantal McKenzie	City of Spruce Grove
Wes Brodhead	City of St. Albert
Justin Laurie	Town of Stony Plain

- 11. The term of office of each Director listed in section 10 begins on January 26, 2021 and ends January 25, 2023 unless the Director’s term ends earlier under sections 17 to 20.

Appointment of Directors

- 12. A Director must be a member of the council of the Member making the appointment.
- 13. Except for those Directors listed in section 10, to appoint a Director a Member must adopt a resolution that set outs:
 - a. the name of the Director; and
 - b. the date that the Director’s term of office begins.

- 14. A Member must:

- a. immediately provide the Commission with written notice of the appointment of a Director under section 13; and
- b. provide the Commission a certified copy of the resolution under section 13 within 14 days after the appointment.

Term of Office of a Director

15. Subject to section 17, 18 and 20, the term of office of a Director begins on the date set out in the resolution of the Member that appointed Director and ends two years from that date.

Reappointment

16. On the expiry of a Director's term of office under section 15, a Member may reappoint that councillor as a Director one or more times.

Termination of a Director who ceases to be a councillor.

17. If a Director ceases to be a member of the council of the Member that appointed the Director, the Director's appointment terminates automatically on the date the Director ceases to be a member of the council.

Revocation of appointment of a Director

18. At any time, a Member may by resolution of its council revoke the appointment of a Director appointed by it.

19. The Member must:

- a. immediately provide the Commission with written notice of the revocation of the appointment of the Director under section 18; and
- b. provide the Commission a certified copy of the resolution under section 18 within 14 days after the revocation.

Resignation of a Director

20. A Director may resign from the Board by giving written notice to:
 - a. the Member that appointed the Director; and
 - b. the Commission.

Filling Director's position after termination, resignation or revocation

21. A Member must promptly appoint a new Director to serve the balance of the term of a Director whose appointment has been terminated under section 17 or revoked by the Member under section 18 or where a Director has resigned under section 20.

Board's authority to appoint a Director on failure by Member to appoint

22. If a Member refuses or fails to appoint a Director to the Board within 60 days after the termination, revocation or resignation or expiry of a Directors appointment, the Board may appoint a Director from amongst the councillors of that Member and, subject to section 23, specify the term of office of that Director.

23. If, after the Board has appointed a Director under section 22, the Member then appoints a Director, the appointment of the Director by the Board terminates automatically and the Director appointed by the Member assumes office.

DIVISION 2—CHAIR AND VICE CHAIR OF THE BOARD

Role of the Chair of the Commission

24. The Chair:
- a. is the spokesperson for the Board;
 - b. presides over the meetings of the Board;
 - c. is the liaison between the Board and the Chief Executive Officer;
 - d. performs any other duty imposed on the Chair by this Bylaw or any other bylaw, policy or plan of the Board; and
 - e. is a member of all committees, advisory bodies, and task forces established by the Board, unless the Board determines otherwise.

Role of the Vice Chair of the Board

25. The Vice Chair must act as the Chair:
- a. when the Chair is unable to perform the duties of the Chair; or
 - b. if the office of the Chair is vacant.

The first Chair of the Board

26. The first Chair is Wes Brodhead.

The first Vice Chair of the Board

27. The first Vice Chair of the Board is Michael Walters.

Terms of office of the first Chair and Vice Chair

28. Unless terminated earlier under this Bylaw, the term of office of the first Chair and the first Vice Chair begins January 26, 2021 and expires at the end of the first organizational meeting of the Board held after the Alberta municipal elections in 2021.

Selection of Chair and Vice Chair

29. Except as provided in section 26 and 27, the Directors must by Ordinary Resolution select the Chair and Vice Chair from among the Directors.

Term of office of the Chair and the Vice Chair

30. The terms of office of the Chair and the Vice Chair begin on the date of the resolution appointing the Chair or the Vice Chair, as the case may be, and end two years from that date, unless terminated earlier under this Bylaw.

Removal from the office of the Chair or the Vice Chair

31. The Board may remove the Chair or Vice Chair from office by Ordinary Resolution at any time.

Resignation by Chair or Vice Chair

32. The Chair or Vice Chair may resign from office by giving the Board notice of resignation in writing.

Termination on ceasing to be a Director

33. If the Chair or Vice Chair ceases to be a Director for any reason, the Chair or Vice Chair ceases to hold office as the Chair or Vice Chair.

DIVISION 3—OPERATION OF THE BOARD

34. Except as required under section 35, the Board may act by Ordinary Resolution.
35. The following require adoption by Special Resolution to be effective:
- a. any amendment to this Bylaw;
 - b. the appointment or termination of the appointment of the Chief Executive Officer;
 - c. the financial, operating and strategic plans of the Commission, including the annual operating budget and the fare structure applicable to services provided by the Commission;
 - d. the capital plans of the Commission, including the annual capital budget; and
 - e. bylaws respecting
 - i. the provision of the Commission's services;
 - ii. the administration of the Commission;
 - iii. the process for changing the Directors and the Chair and for setting the terms of office of the Board and the Chair;
 - iv. the process for adding or removing Members;
 - v. the fees to be charged by the Commission for services provided to its customers or to any class of its customers;
 - vi. the disposal of assets by the Commission;
 - vii. the process for disestablishment of the Commission, including the treatment of assets and liabilities on disestablishment.

Quorum of the Board

36. Subject to section 37, the quorum at a meeting of the Board requires the attendance of a majority of the Directors then holding office including the Chair or the Vice-Chair.

Elevated Quorum of the Board for Special Resolutions

37. If the Board is considering a Special Resolution, the quorum at the meeting of the Board requires the attendance of 2/3s of the Directors then holding office including the Chair or the Vice-Chair, where those Directors were appointed by Members that cumulatively bear at least 2/3s of the Weighted Cost Allocation.

Attendance at meetings of the Board

38. Directors are expected to attend all meetings of the Board unless there is a sound reason for failure to attend.
39. A Director must not be absent from more than three consecutive regular Board meetings, unless:
- a. the Board approves the absence by Ordinary Resolution; or
 - b. the reason for the absence was that the Director was attending to business of the Board or Commission that required the Director to be absent.

40. If a Director is absent from more than three consecutive regular Board meetings except as authorized under section 39, the Chair (or if it is the Chair whose attendance is in issue, the Vice Chair) may:
- a. request that the Director resign; and
 - b. if the Director refuses to resign, request that the Member that appointed the Director revoke the appointment of that Director under section 18 and appoint a new Director under section 21.

Annual Organization Meeting

41. The Board must hold an annual organizational meeting:
- a. no later than December 15 in any year in which there is a general municipal election; and
 - b. no later than October 30 in any other year.
42. The business at the annual organization meeting must include:
- a. the consideration of and adoption of the annual capital and operating budgets;
 - b. the consideration of and adoption of annual operating plans;
 - c. the appointment of the auditors of the Commission for the forthcoming year; and
 - d. the scheduling of the regular meetings of the Board, including the setting of the date, time and place of those meetings.
43. The Chief Executive Officer must provide notice of the time, date and place of the annual organizational meeting to each Director no less than 30 days before the meeting.

Frequency of regular meetings of the Board

44. In scheduling the regular meetings of the Board, the Board must ensure that there is no more than 60 days between regular meetings.

Special meetings of the Board

45. The Chair, the Vice Chair or a majority of Directors may call a special meeting of the Board by providing to each Director a signed notice of the meeting setting out the date, time and place of the meeting and a statement specifying the business to be conducted at the meeting.
46. To be effective, a notice of special meeting under section 45 must be provided to each Director at least five business days in advance of the special meeting.
47. A special meeting of the Board may proceed without meeting the requirements of notice in sections 45 and 46 if all the Directors unanimously consent to the special meeting proceeding despite the lack of notice.
48. Unless there is unanimous consent of all the Directors of the Board, the only business that may be conducted at a special meeting is the business specified in the statement accompanying the notice of the meeting.

Meetings of the Board are public, subject to specific exceptions

49. The Board and any committees of the Board must conduct their meetings in public unless section 50 applies.

50. The Board or a committee of the Board may close all or part of a meeting to the public if a matter to be discussed is within one of the exceptions to disclosure in Division 2 of Part 1 of the *Freedom of Information and Protection of Privacy Act*.
51. When a meeting is closed to the public, no resolution may be passed at the meeting, except an Ordinary Resolution to revert to a meeting of the Board or a committee held in public.
52. Before closing all or any part of a meeting to the public, the Board or a committee of the Board must by Ordinary Resolution approve:
 - a. the part of the meeting that is to be closed; and
 - b. the basis on which, under an exception to disclosure in Division 2 of Part 1 of the *Freedom of Information and Protection of Privacy Act*, the part of the meeting is to be closed.
53. After the closed meeting discussions are completed, any members of the public who are present must be notified that the rest of the meeting is now open to the public, and a reasonable amount of time must be given for those members of the public to return to the meeting before it continues.
54. Where the Board or a committee of the Board closes all or part of a meeting to the public, the Board or a committee of the Board may allow one or more other persons to attend, as it considers appropriate.

DIVISION 4—COMMITTEES OF THE BOARD

55. The Board may by Ordinary Resolution establish:
 - a. standing or operating committees on a standing or operating basis with a mandate that requires the committee to function on an ongoing basis;
 - b. *ad hoc* committees with a mandate to address a specific need for a fixed period of time;
 - c. advisory bodies with a mandate to provide non-binding guidance to the Board;
 - d. task forces with a mandate established by the Board; and
 - e. the terms of reference for the committees, advisory bodies and task forces, which terms of reference may include duties, functions, membership, procedures, term, and other characteristics of the committee, advisory body or task force.
56. The membership of committees will be comprised of Directors and members of staff of the Commission or consultants to the Commission.
57. The membership of advisory bodies may be comprised of Directors, members of staff of the Commission and external representatives, including:
 - a. elected officials from municipal authorities in or near the Edmonton Metropolitan Region that are not Members;
 - b. representatives from Indigenous communities in or near the Edmonton Metropolitan Region;and

- c. representatives from industry, advocacy groups, post secondary institutions, school boards and other relevant public sector organizations.

58. All committees, advisory bodies, and task forces are accountable to, and report to, the Board.

DIVISION 5—COMPENSATION

59. The Board may by Special Resolution establish:
- a. annual honoraria for the Chair and the other Directors;
 - b. per diems for attendance at Board meetings by the Chair and the other Directors; and
 - c. compensation for reasonable out of pocket expenses for mileage, transit fare, taxi fares and other approved expenses when attending business on behalf of the Commission.

DIVISION 6—DELEGATION

60. The Board may, by Ordinary Resolution, delegate any of its duties, authorities or powers to the Chair, a committee of the Board or the Chief Executive Officer, except:
- a. the power or duty to pass bylaws;
 - b. the power to expropriate;
 - c. the power to authorize a borrowing;
 - d. the power to adopt budgets;
 - e. the power to approve financial statements; and
 - f. the power to make, suspend or revoke the appointment of a person to the position of Chief Executive Officer.

PART 3 - CHIEF EXECUTIVE OFFICER OF THE COMMISSION

Appointment of Chief Executive Officer

61. The Board must by Special Resolution appoint a Chief Executive Officer to act as the operational and administrative head of the Commission and set out the terms and conditions of that appointment.
62. The Chief Executive Officer must not be a Director, an elected official or an employee of a Member.
63. The Board must consider and, if the Board determines that it is appropriate, approve the contract between the Chief Executive Officer and the Commission by Ordinary Resolution.

Authority and duties of the Chief Executive Officer

64. The Chief Executive Officer acts as the administrative head of the Commission and must carry out the following duties:
- a. prepare policies, programs, plans and procedures for the Board's consideration and approval;
 - b. prepare an annual operating and capital budget for consideration and approval by the Board;
 - c. ensure that the policies, programs, plans and procedures of the Commission are implemented;
 - d. regularly report to the Board on the operations and affairs of the Commission;

- e. perform the duties and exercise the powers assigned to the Chief Executive Officer in this Bylaw and any other bylaw or resolution of the Commission;
- f. ensure that the funds of the Commission are received and disbursed in accordance with the directives of the Board and subject to the limits in the Act;
- g. manage the finances required to effectively operate the Commission including
 - i. establishing bank accounts,
 - ii. establishing good cash management practices and protocols,
 - iii. entering into contracts on behalf of the Commission, and
 - iv. purchasing of goods and services for the Commissionall in accordance with the capital and operating budget and the policies and procedures adopted by the Board and in accordance with the Act;
- h. ensure detailed accounts of all income and expenditures of the Commission are kept;
- i. ensure an accounting of all financial transactions of the Commission and the financial position of the Commission is regularly and accurately reported to the Board;
- j. ensure all books, papers, records, correspondence, contracts and other documents belonging to the Commission are maintained and disclosed in accordance with the policies of the Board and any applicable legislation;
- k. advise the Board on human resources and staffing plans required to effectively administer Commission business;
- l. exercise responsibility for the hiring, supervision and management and termination, where appropriate, of all the staff of the Commission; and
- m. carry out any lawful direction of the Board.

Acting Chief Executive Officer

- 65. The Chief Executive Officer or the Board may appoint an employee of the Commission to act as the acting Chief Executive Officer in circumstances where the Chief Executive Officer is absent or unable to act as Chief Executive Officer.
- 66. In the event of a conflict, an appointment by the Board under section 65 prevails over any appointment by the Chief Executive Officer.
- 67. Where the Board or Chief Executive Officer appoints an Acting Chief Executive Officer, the Board or Chief Executive Officer, as the case may be, must set out the terms and conditions of that appointment in writing.

Subdelegation

- 68. The Chief Executive Officer may delegate and authorize further delegations of any powers, duties and functions delegated to the Chief Executive Officer under this Bylaw or any other bylaw of the Commission to any employee of the Commission.
- 69. Where the Chief Executive Officer delegates any powers, duties and functions to an employee of the Commission:
 - a. the Chief Executive Officer must ensure that appropriate controls and reporting mechanisms are in place; and

- b. the Chief Executive Officer remains responsible to the Board for the performance of the powers, duties and functions.

Oversight by the Board

- 70. The Board is responsible for:
 - a. ensuring that the Chief Executive Officer appropriately performs the duties and functions and exercises the powers assigned to the Chief Executive Officer by this Bylaw or any other bylaw or resolution of the Board; and
 - b. undertaking an annual performance evaluation of the results that the Chief Executive Officer has achieved with respect to fulfilling the Chief Executive Officer's responsibilities under this Bylaw and any other bylaw or resolution of the Board and providing a written copy of that evaluation to the Chief Executive Officer.
- 71. The Chief Executive Officer reports to the Board, and when the Board is not sitting, to the Chair as the representative of the Board.

Termination of appointment of the Chief Executive Officer

- 72. The Board may terminate the appointment of the Chief Executive Officer at any time by a Special Resolution.
- 73. Nothing in section 72 relieves the Commission from any obligation to provide notice or pay in lieu of notice that the Commission may be required to provide or pay to the Chief Executive Officer under the terms of the contract between the Commission and the Chief Executive Officer or under the Employment Standards Code or at common law.

PART 4 - FEES LEVIED ON MEMBERS

- 74. Each year as part of the Commission's annual planning and budgeting process, the Commission must review:
 - a. collected revenue;
 - b. anticipated service hours by route;
 - c. the forecasted annual shortfall of revenues less expenses prior to member contributions;
 - d. the calculation of hourly costs for the various service types; and
 - e. the regional route percentage sharing allocations.
- 75. Based on the information reviewed under section 74, the Commission must forecast the levies required to cover the Board's operating costs that are not covered by the fare and non-fare revenue collected by the Board and determine the:
 - a. base fee, which is a combination of a fixed dollar amount and a variable component that is based on a Member's population; and
 - b. service based cost allocation that is determined by the type and degree of service allocated to each Member and is based on local and regional transit services received from the Commission.

76. The Board shall annually by Ordinary Resolution establish:
 - a. the levies payable by each of the Members reflecting the
 - i. base fee calculated in accordance with section 75(a) attributable to each Member;
 - ii. service based cost allocation calculated in accordance with section 75(b) attributable to each Member; and
 - b. interest payable on the late payment of levies.
77. The Commission must provide each Member with an invoice for the levy payable by that Member under section 76 and each Member must pay the levy imposed within 30 days of receipt of the invoice.
78. If a Member requests an enhanced level of transit service and the Board approves that enhanced levy of service, the Commission must levy an associated fee to that Member to recover all associated costs of the enhanced level of service and the Member must pay that levy within 30 days of receipt of the invoice.

PART 5 - PROCESS FOR ADDING OR REMOVING MEMBERS

DIVISION 1—ADDING MEMBERS

Application for membership in the Commission

79. A municipal authority may apply for membership in the Commission by providing the Commission with:
 - a. an application in the form required by the Commission containing the information required by the policies of the Commission respecting applications for membership;
 - b. a certified copy of a resolution from the council of the municipal authority requesting that the municipal authority be made a Member of the Commission;
 - c. any other information required by the Chief Executive Officer that in the Chief Executive Officer's opinion is required to assess the merits of the application; and
 - d. the fee set by the Commission to cover all costs to the Commission and its Members for considering and dealing with the application, including staff costs, consultant fees and legal fees.
80. The Chief Executive Officer:
 - a. may make any inquiries and may consult as the Chief Executive Officer considers appropriate for the purposes of assessing the application; and
 - b. must consult with each of the Members respecting the application.
81. On the conclusion of the Chief Executive Officer's inquiries and consultations, the Chief Executive Officer must prepare a report respecting the application that analyzes the application and the implications of membership on the annual operating and capital budgets of the Commission, on the level of transit services that will be provided to the Members, on the fees and levies and provide it to:
 - a. the Board;
 - b. the Members; and

- c. the applicant.
82. The applicant may, within 30 days of receipt of the Chief Executive Officer's report, provide a response to the report to the Chief Executive Officer, the Board and the Members.
83. After receiving the report of the Chief Executive Officer, the Board may require an applicant for membership in the Commission to meet with:
- a. the Board, or a committee of the Board; and
 - b. the council or a committee of the council of any, or all, of the Members.
84. After the meetings, if any, under section 83, the Board must determine whether it:
- a. approves the application for membership;
 - b. rejects the application for membership; or
 - c. defers further consideration of the application pending receipt of further information or a change in policy, market or economic circumstances.
85. The Board must provide the applicant with its determination under section 84 within a reasonable time.
86. The Board is not required to provide reasons for its determination.

Process of approval

87. If the Board approves the application for membership, the Commission must prepare a form of agreement with the Commission that specifies the financial and other arrangements that the applicant will be required to commit to in order to become a Member, including if the Board determines appropriate, a proportionate share of the costs incurred by the Members in setting up the Commission.
88. For the applicant to be admitted as a Member:
- a. the applicant must adopt a resolution agreeing to join the Commission and provide a certified copy to the Commission along with a signed copy of the form of agreement; and
 - b. the Board must approve the application by Special Resolution.

DIVISION 2—WITHDRAWAL BY A MEMBER

89. Subject to sections 90 to 93, a Member that wishes to withdraw from membership in the Commission must provide no less than 365 days of notice of intention to withdraw to the Commission and each of the Member of the Commission.
90. A Member may not issue a notice to withdraw from the Commission under section 89 less than 365 days after:
- a. the Commission was established in the case of those Members listed in section 2(g)(i) to (viii); and
 - b. the Member joined the Commission in the case of Member admitted under Part 5 – Division 1.

91. A Member must have met all its financial and other obligations to the Commission for a notice of intention to withdraw to be valid.
92. A notice of intention to withdraw must set out the proposed date of withdrawal, which must not be less than 365 days after the notice is provided to the Commission, and must be accompanied by:
 - a. a certified copy of a resolution of the council of the Member approving the withdrawal; and
 - b. an agreement under seal by the Member, in a form approved by the Commission, to pay the costs incurred by the Commission and the remaining Members resulting from the Member's withdrawal, which costs must include legal costs on a solicitor and own client basis, accounting costs and administrative costs, and costs of borrowing incurred during or attributable to the time of the Member's membership.
93. A notice of intention to withdraw that complies with sections 89 to 92 is effective on:
 - a. the date of proposed withdrawal; or
 - b. 365 days after the notice of intention is delivered to the Commission, whichever is later.

PART 6 - GOVERNANCE REVIEW

94. The Commission must retain an independent party to undertake a governance review commencing two years after the Commission is incorporated.
95. The objectives of the governance review are to:
 - a. assess whether the Board is effective and appropriate for the size and scope of the Commission;
 - b. evaluate the Board size, voting structures, effectiveness and Director term length; and
 - c. provide guidance on a shift in Board composition from Directors who are councillors of Members to a skills-based Board made up of private citizens.
96. The Commission must provide the results of the governance review to the Board and the Members within 180 days of the review commencing.

PART 7 - PROCESS FOR ADOPTING AND AMENDING THIS BYLAW

97. This Bylaw and any amendment or replacement of this Bylaw must be adopted by a Special Resolution.
98. If the Board wishes to amend or replace this Bylaw, the Commission must provide to each Member a copy of the proposed amendment or replacement that shows the changes from the current Bylaw at least 30 days before the Board adopts the amendment or replacement.
99. The Board must review and consider any comments received from a Member before voting on the motion to adopt the amendment or replacement.

PART 8 - TRANSITION

100. Subject to section 101, the Chair must exercise the authority of and perform the duties of the Chief Executive Officer despite section 62, until the Board appoints a Chief Executive Officer.
101. The Board may by Special Resolution appoint a person, a firm, or other organization to exercise the authority of and perform the duties of the Chief Executive Officer on an interim basis for a period not to exceed 180 days.
102. The Board may by Special Resolution impose limits or conditions on the authority of the Chair under section 100 or the person appointed under section 101.
103. Part 8 expires on the appointment of the first Chief Executive Officer under Part 3.

GOVERNANCE BYLAW

SCHEDULE 1

Weighted Cost Allocation for the Period Before the Adoption of the
First Annual Budget of the Commission

Member	Percentage
City of Edmonton	55.6
City of St. Albert	29.1
City of Spruce Grove	4.8
City of Leduc	4.1
City of Fort Saskatchewan	3.6
City of Beaumont	1.1
Town of Stony Plain	1.2
Town of Devon	0.5
	100.0

Request for Decision – Procedural Bylaw

Summary/Issue

A Procedural Bylaw is required to provide procedural direction for the conduct of meetings of the Commission and is intended to be read in conjunction with the Governance Bylaw.

Previous Commission Direction/Policy

Under the recommendation of contracted legal counsel, a Procedural Bylaw will need to be adopted to fill any gaps that may arise from the Governance Bylaw.

It will be important to implement this Bylaw at the first regular meeting of the Board, as it will also be used to allow for Board meetings to run smoothly and efficiently.

Recommendation:

That the Commission:

- Adopt the Procedural Bylaw as presented in this report.

Investigation

Although the Edmonton Metropolitan Transit Services Commission is not legally required to adopt a Procedural Bylaw under Section 602.09 of the MGA, it will be important to have in place when differing opinions arise amongst Board Directors, so a standard procedure may be applied.

This Bylaw includes procedures related to:

- The development of an agenda;
- Conduct of meetings; and
- Decorum at meetings.

As the Commission evolves through its first few years, it is expected this Bylaw will be updated.

Implications

The Procedural Bylaw will provide the Board the ability to have Commission business dealt with and conducted in a professional and expedient manner. It allows for a decision-making process that is easy for stakeholders to understand.

Business Plan/Budget Implications

This Bylaw will assist in the efficient progression of Commission business, such as approving business plans and budgets, by outlining standard procedures required for Board meetings.

Risks

Without a Procedural Bylaw, the Commission will be at risk of disorderly meeting conduct.

Attachments

1. BYLAW 2: A BYLAW RESPECTING PROCEDURE AT MEETINGS OF THE EDMONTON METROPOLITAN TRANSIT SERVICES COMMISSION Proposed Draft February 9, 2021

**See pages 23-29 of this agenda package*

BYLAW 2

**A BYLAW RESPECTING PROCEDURE AT MEETINGS OF THE
EDMONTON METROPOLITAN TRANSIT SERVICES COMMISSION**

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BYLAW 2

A BYLAW RESPECTING PROCEDURE AT MEETINGS OF THE EDMONTON METROPOLITAN TRANSIT SERVICES COMMISSION

Whereas

- the Governance Bylaw provides the overarching principles for the operation of the Commission and Board; and
- this Bylaw is required to provide procedural direction for the conduct of meetings of the Commission and is intended to be read in conjunction with the Governance Bylaw

the Board enacts as follows:

TITLE

1. This Bylaw may be referred to as the Procedure Bylaw.

PART 1—DEFINITIONS, INTERPRETATION AND APPLICATION

2. In this Bylaw
 - a. “Act” means the *Municipal Government Act*;
 - b. “Board” means the board of directors established under the Governance Bylaw;
 - c. “Chief Executive Officer” means the individual appointed as chief executive officer under the Governance Bylaw;
 - d. “Commission” means the Edmonton Metropolitan Transit Services Commission;
 - e. “Directors” means the individuals appointed to the Board under the Governance Bylaw;
 - f. “Ordinary Resolution” has the same meaning as in the Governance Bylaw; and
 - g. “Special Resolution” has the same meaning as in the Governance Bylaw.
3. Words used in this Bylaw that are not defined in this Bylaw but which are defined in the Act or Governance Bylaw have the same meaning as in the Act or Governance Bylaw as the case may be.

Application of Bylaw

4. This Bylaw applies to meetings of the Board.
5. The Board may by Ordinary Resolution apply this Bylaw, with necessary changes, to the meetings of a committee of the Board or any committee, task force or advisory committee established by the Board.

Roberts Rules of Order as an aid

6. To the extent that a matter is not dealt with in the Act, the Governance Bylaw and this Bylaw, the Board must have regard to the most recent available edition of Robert’s Rules of Order Newly Revised, but may by Ordinary Resolution waive the application of Robert’s Rules of Order at any meeting or all meetings in whole or in part.

7. The precedence of the rules governing the procedures of the Board is:
 - a. the Act;
 - b. any other Alberta Act or Regulation applicable to the Commission;
 - c. the Governance Bylaw;
 - d. this Bylaw; and
 - e. Robert's Rules of Order Newly Revised.

PART 2—AGENDAS

Agendas for regular meetings of the Board

8. The Chair and Chief Executive Officer must meet and establish the proposed agenda for each organizational meeting of the Board and each regular meeting of the Board, including determining which items belong on the "Consent Agenda".
9. Any Director may make a request to include an item on the proposed agenda by submitting a notice in writing with supporting documentation, if any, to the Chief Executive Officer no less than five business days before the meeting.
10. The proposed agenda of a regular meeting of the Board must comprise the items set out by the Chair and Chief Executive Officer under section 8 and the items submitted by a Director in accordance with section 9.

Making agendas available to Directors

11. The Chief Executive Officer must provide a copy of the proposed agenda and supporting documentation, if any, to each Director no later than 5.00 p.m. on the day that is five days before the regular meeting.

Making agendas available to the public

12. The Chief Executive Officer must make the proposed agenda and supporting documentation, if any, available to the public no later than 5.00 p.m. on the day that is three days before the regular meeting but excluding any agenda item and supporting documentation related to a matter to be discussed by the Board in private under section 50 of the Governance Bylaw.

Late additions to the agenda

13. A Director or the Chief Executive Officer may submit an item to the Chair for consideration at a regular meeting the Board outside the process permitted under section 8 or 9, but the matter will only be considered at the meeting if the Board votes by Ordinary Resolution to add it to the agenda.

Required agenda items—audited financial statements and report of the Chair

14. The Chair and Chief Executive Officer must schedule time on the agenda at a regular meeting held no later than April 30 of each year for:
 - a. the auditor of the Commission to present the audited financial statements of the Commission for approval; and

- b. the Chair to report on the activities of the past year of the Commission and the future plans of the Commission.

Adoption of the agenda

- 15. As its first order of business at a regular meeting or the annual organizational meeting, the Board must establish the final agenda for that meeting by Ordinary Resolution after taking into account the proposed agenda and any additional items proposed under section 13, the time available to the Board at the meeting and the priorities of the Board.

PART 3—CONDUCT OF MEETINGS

How the Board meets

- 16. The Board may meet in person, by teleconference or by any other communications technology that permits
 - a. the Directors to communicate with each other; and
 - b. the public to hear or observe the meeting except where a matter will be discussed by the Board in private under section 50 of the Governance Bylaw.

Role of Chair at Meetings of the Board

- 17. The Chair must:
 - a. open Board meetings;
 - b. chair Board meetings;
 - c. determine the order in which Directors may speak;
 - d. determine how often Directors may speak to a resolution before the Board;
 - e. determine whether debate or a meeting should be recessed briefly;
 - f. determine any point of order raised by a Director; and
 - g. preserve order and decorum at Board meetings, including calling to order any Director who is out of order.
- 18. In the exercise of the Chair's authority under section 17, the Chair may make rulings that govern the conduct of debate before the Board.
- 19. The Chair may participate in any matter of debate before the Board without relinquishing the chair.

Role of Vice Chair

- 20. In the absence of the Chair, the Vice Chair must perform the duties and exercise the authority of the Chair.

Voting

- 21. The Board may vote by show of hands, by verbal expression or electronically as the Chair may determine.

Challenging a ruling of the Chair

- 22. A Director may challenge a ruling of the Chair to the Board.
- 23. The Board must decide the challenge, without debate, by Ordinary Resolution.

24. The decision of the Board on a Challenge is final.

Consent Agenda

25. If a Board agenda contains motions identified as “Consent Agenda Motions” those motions may be introduced by the Chair for vote without debate.
26. If a Director wishes to debate a motion in the “Consent Agenda Motions” the Director must request that the motion be exempted so that it may be debated.
27. Before a motion that is exempted under section 26 is debated, it must be moved by a Director.

Motions

28. To bring a matter that is on the agenda of the meeting before the Board for discussion, decision or both, a Director must make a motion.
29. A motion does not require a seconder.
30. A motion may only be introduced if the subject matter of the motion is included in the agenda adopted for the meeting.
31. The Board may only consider one motion at a time.
32. When a motion is lengthy, complicated or contains a series of independent issues dealing with different subjects, the Chair may require the mover to split the motion into parts so that each part may be consider and voted upon individually.
33. A Director, other than the Director that introduced the motion, may move an amendment to the motion.
34. Any Director, other than the Director that moved the amendment, may move an amendment to the amendment.
35. The Chair must only permit one motion and one amendment to a motion to be considered at a time.
36. After an amendment is voted on, any Director may move a further amendment, but a further amendment must not repeat an amendment that has already been defeated.
37. The Chair must not put the main motion to a vote until all amendments to the motion have been voted on.

38. Once all amendments to the main motion have been voted on, the Chair must put the main motion under debate to the Board for a vote, incorporating the amendments that have been passed by the Board.

Tabling matters

39. The Chair or any Director may move to table a matter.
40. The Board must decide the motion to table, without debate, by Ordinary Resolution.
41. A motion that is tabled may be raised from the table only by a motion of the Director who moved the motion and only if the raising from the table is approved by Ordinary Resolution of the Board.
42. A motion that is tabled dies if it is not raised from the table within one year of the date it was tabled.

Recessing a meeting

43. The Chair may direct that a meeting be recessed for a short period of time.
44. Any Director may move to recess the meeting for short period of time.
45. The Board must decide the motion to recess, without debate, by Ordinary Resolution.

Adjournments

46. The Chair or any Director may move to adjourn a meeting to another date.
47. The Board must decide the motion to adjourn, without debate, by Ordinary Resolution.

Closure of Board Meeting

48. When the Chair is satisfied that all the business of a meeting has been addressed, the Chair may close the meeting.

PART 4—DECORUM AT MEETINGS

Standards of Conduct

49. Each Director must conduct themselves in a manner that is consistent with the Code of Conduct.
50. Each person in attendance at a meeting of the Board must conduct themselves in a manner that is not threatening, offensive or otherwise disruptive to the meeting.

Calling a Director to order

51. The Chair may call a Director to order.

52. If the Chair calls a Director to order and the Director fails to comply, the Chair may order that the Director be expelled from the meeting and not return until the Director:
 - a. apologizes for the conduct; and
 - b. undertakes to cease the conduct in the future.

Expelling a disruptive member of the public

53. The Chair may direct that any person leave the meeting if that person engages in conduct that is threatening, offensive or otherwise disruptive to the meeting.

PART 5—PROCESS FOR ADOPTING AND AMENDING THIS BYLAW

54. This Bylaw and any amendment or replacement of this Bylaw may be adopted by an Ordinary Resolution.