

July 22, 2022

Gabriola Fire Prevention Improvement District
Board of Trustees
Albert Reed Memorial Hall #1
730 Church Street
Gabriola Island, BC V0R 1X0

Report of Special Review Committee **Board of Trustees Governance Review**

The Board of Trustees of the Gabriola Fire Prevention Improvement District (GFPID) directed that a Performance Advisory Select Committee (ASC) be formed to undertake an independent and objective review of the performance of the Board of Trustees. The Terms of Reference for the ASC are attached as Appendix 1. The members of the ASC volunteered on behalf of the residents of Gabriola Island to conduct a review of GFPID Board operations.

The ASC members gained information on the functioning of the board by attending board meetings (public and in-camera), by soliciting information via a questionnaire to current and former board members, and by discussion at select committee meetings. The ASC reviewed the Letters Patent, current by-laws, Trustee handbook and other relevant board material including past minutes, agendas, and financial statements.

The current Board of Trustees have demonstrated in their monthly meetings that the relations amongst board members, employees, firefighters and members of the public are not effective and need to be improved. Although the board can function well, as demonstrated in the hiring committee, there appears to be an observable lack of cohesion and trust amongst the board exists. The ASC observed several areas of board performance that could benefit from implementing policies, standardizing procedures, having annual training sessions, and engaging in social activities with board members and members of the Gabriola Volunteer Fire Department (GVFD).

In its review, the ASC arrived at the following recommendations. The recommendations are based on nine key areas in which the ASC identified specific opportunities for improvement.

Recommendations

1. **Board Meeting Agendas and Minutes.** In conducting the review, the ASC found that there was a lack of standardization of expectations for the content and timeliness of agendas, minutes, and reports. To rectify that, it is recommended that:

- a. agendas be distributed to the trustees at least of one week before the meeting and copies be available to the trustees who are unable to print them;
- b. agendas be available to the public attending meetings to allow the public to follow along in the meetings;
- c. agendas be standardized to include monthly financial reports, report from the fire chief, report from the training officer and any requests for equipment by the fire chief. The inclusion of the documents will provide trustees time to review the information, requests, financial implications and be prepared for discussion at the meeting. Documents can be included in the board meeting minutes;
- d. all relevant bylaws and policies concerning agenda items be available at the meeting and be sent to the trustees along with the agenda in advance of the meeting to allow the trustees more time to consider matters prior to the meeting;
- e. all reports to the board should be in written format rather than only provided orally. Furthermore, they should be provided in electronic pdf format so they may be attached to the meeting minutes;
- f. the board develop a policy for standardized agenda items. Agenda items should include background material or other pertinent information for the item being discussed;
- g. the board develop a policy for a standardized fire chief's monthly report, including the minimum information required;
- h. a town hall segment be added to the agenda to allow the public to address matters on the agenda; and
- i. the board chair sign off on the minutes once approved.

2. ***In Camera meetings.*** At monthly board meetings, the ASC observed that some trustees demonstrated a lack of awareness of the process and reasons for in-camera meetings. It is recommended that

- a. the board clarify and specify the reasons for having a meeting in camera. These can include:
 - i. The buying and selling of property of the GFPID;

- ii. Legal issues - which is understood to include situations where someone is suing the department, or the department is suing someone (or has the potential to);
- iii. Issues involving trustees in the performance of their role in the GFPID;
- iv. Personnel issues involving the fire chief, the corporate officer, and the firefighters. *Personnel is understood to not include the trustees but this should be clarified with legal counsel.*

3. **Board Effectiveness.** The ASC observed that the GFPID board of trustees has a mixture of long-serving and new members. The knowledge and awareness of the roles and responsibilities varies significantly. Although the Improvement District Trustee's Handbook provides overall information on the roles and responsibilities, it is recommended that the board develop policies and procedures for the purpose of evaluating how the board is fulfilling the mandate of the GFPID and supporting the mandate of the GVFD.

4. **New Board Member Orientation.** From both observation and responses to questions posed by the ASC to current and past board members, it was noted that there is not a standardized on-boarding process for new trustees. The importance of providing board members with the tools to fulfil their role cannot be understated. To improve the understanding of the trustee role, it is recommended that:

- a. new trustees be directed to the trustee's web site to review the various materials available regarding the GFPID;
- b. the chair meet with new trustees to review and discuss their role and responsibilities as a trustee;
- c. the fire chief provides new trustees with a tour of the facilities and explains operational procedures, including the general operations of the GVFD.
- d. Trustees be provided with copies of:
 - i. The Government of BC Improvement District Trustee's Handbook;
 - ii. All current by-laws and letters patent of the GFPID; and
 - iii. All current policies of the GFPID.

Copies of all the above noted documents should also be made available on the trustee website.

5. **Policies & By-Laws.** It is the ASC's understanding that great strides have already been made in updating by-laws and policies, more work is required to eliminate uncertainty around policies and by-laws. It is recommended that:

- a. the board ensures that the GFPID utilizes performance policies and processes that are clear, in writing, and available to all Board members and employees;
- b. the complaints policy for the GFPID should be redrafted and updated, including:
 - i. hearing procedures being clearly specified;
 - ii. informal resolution efforts should be made to address complaints prior to any hearing occurring;
 - iii. complaints need to specify the complaint and include supporting documentation to understand the complaint, and resolution desired;
 - iv. the rights of the complainant and respondent to attend any hearing regarding a formal complaint, and their right to third-party assistance, including legal counsel, if desired;
 - v. the confidentiality of the deliberations;
 - vi. the decisions to be provided to both complainant and respondent in writing; and
 - vii. a form of enforcement or recommendation mechanism should be implemented.
- c. the board conduct a comprehensive review of the current three sets of by-laws for the GFPID and the letters patent with an aim of consolidating by-laws as appropriate, utilising uniform terms and definitions, creating enforcement procedures, and ensuring letters patent are in compliance with provincial legislation.

6. **Relationship between the GFPID and the GVFD.** In observing the relationship between the GFPID and the GVFD the ASC recommends that:

- a. the board clearly delineate the responsibilities of the board of trustees of the GFPID and the officers of the GVFD;
- b. the board clearly delineates the responsibilities of the board for governance and oversight and the fire chief for operations;

- c. conduct of the trustees, employees, officers and public must at all times be professional and courteous. Failure to maintain such conduct undermines the status of both the GFPID and GVFD;
- e. the fire chief be provided with training in media relations as the fire chief is the spokesperson for the GVFD to the press;
- f. the fire chief provides an annual report to the board regarding the status and any updates to the GVFD operational guidelines; and
- g. the board create an exit interview questionnaire with questions and issues relevant to the board. This questionnaire would be provided to departing GVFD members and clearly state any responses will be read by the trustees.

7. **Relationship between the GFPID and the Corporate Officer.** It was observed by the ASC that there was a lack of understanding of the role and responsibilities of the corporate officer is, who should assign work to the corporate officer, and what records the corporate officer should be maintaining and/or providing. It is recommended that:

- a. the obligations and responsibilities of the corporate officer should be clearly specified in writing;
- b. contact between the trustees and the corporate officer be primarily through the chair; and
- c. the records maintained by the corporate officer be reviewed to ensure they are meeting the obligations of the GFPID. This would include such items as financial records, corporate documents, board minutes, GFPID informational materials, policies & procedures, and by-laws.

8. **Website.** Both at board meetings, and with the board representative on the ASC, it was brought up that the current process of the GFPID Trustee tab within the GVFD website is not sufficient. To rectify this situation, it is recommended that:

- a. the trustees have a separate GFPID trustee website that is separate, but linked with the GVFD website;
- b. the GFPID hire a website designer to create a trustee website and train the corporate officer regarding website maintenance;
- c. the GFPID website includes:
 - i. links to the GVFD website and other relevant websites;
 - ii. biographies of the trustees;

- iii. all current by-laws, letters patent, and policies for the GFPID;
- iv. a clear description of the obligations of the GFPID and its relationship and oversight of the GVFD;
- v. the improvement district handbook;
- vi. copies of all board agendas, minutes, and reports;
- vii. election information, including both present and past election results; and
- viii. a method for trustees to communicate with firefighters and the public on issues involving the GFPID.

9. **Practices to enhance the Board of Trustees.** To improve the overall relationships within the board of trustees and to foster a better understanding of the GVFD and its firefighters, the ASC recommends that:

- a. the board of trustees have an informal dinner once a year to include the fire chief, corporate officer, and their partners;
- b. all board members endeavor to attend any event they are invited to (eg. fire hall open house, dinners, etc.); and
- c. trustees should serve a maximum of two consecutive three-year terms, with a minimum of one three-year term before being permitted to run for re-election.

Provided on behalf of the Review Committee:

Howard Houle (chair)
James Arends
Glenys Bussler
Carol Keane
Sean Lewis

Appendix 1 – GFPID Performance Advisory Select Committee (ASC) Terms of Reference

GFPID Performance Advisory Select Committee (ASC)

Terms of Reference

Purpose:

The purpose of the GFPID Performance Advisory Select Committee is to undertake an independent and objective review of the performance of the Board of Trustees. Specific issues that will be examined as part of the performance review include:

Board effectiveness, including:

- Evaluating how the board is fulfilling the mandate of the Board of Trustees and supporting the mandate of the Gabriola Fire Department.
- New board member orientation.
- Utilizing performance policies and processes that are clear, in writing, and available to all Board members.
- The relationship between the Board of Trustees and the Fire Chief, including roles and responsibilities of each party.
- The relationship between the Board of Trustees and the Corporate Officer, including roles and responsibilities of each party.
- To look at how to effectively we maintain records (such as minutes, financial information, other internal documents and public communications), share information with all GFPID members, and improve communication with the general public.
- Best practices and procedures in board performance that would strengthen the performance of the Board of Trustees.
- Other Board performance-related issues that may arise in the course of this review.

ASC Membership:

- Members will be appointed by the Board of Trustees.

Members of the ASC should possess the following qualifications:

- Independence, objectivity and without preconceptions as to the outcomes of the review.
- Prior experience on other boards or similar committees.
- Good communication skills.

- Familiarity with general board performance principles and procedures (including Roberts Rules of Order).
- A basic understanding of the legal framework within which public Boards operate.
- A willingness to participate as a member of the ASC as a volunteer.

The ASC will consist of:

- Four (4) Members and one (1) Trustee.
- A Chair will be selected by the ASC members.

Term of service:

- The members of the ASC will be appointed only for the purpose of completing an independent performance review of the Board of Trustees and only for a specific time frame unless extra time requested from the Board by the ASC and the additional time is approved.
- It is hoped that the ASC will begin its work in March 2022 and submit a performance report to the GFPID for discussion by late June 2022.

Workplan, Meetings and Minutes:

- The ASC will create a workplan outlining what tasks they will undertake when and by whom, with the goal of completing their work by late June 2022.
- The ASC will decide how often to meet, based on the workplan, and ensure that all ASC members receive copies of draft documents that are developed in order to complete the workplan and submit a report on the GFPID performance review.

Report:

ASC members shall only have discussions during committee meetings.

Once the draft performance review report is submitted to the GFPID, it will be discussed in an at the next GFPID meeting, with at least three members of the ASC present, one of whom will be the ASC Chair.

After considering the feedback from the GFPID, the ASC will revise the performance review report and submit it to the GFPID.

After the report has been presented to the GFPID the committee will be dissolved.

The Gabriola Fire Protection Improvement District is seeking 4 volunteers for a Select Committee is to undertake an independent and objective review of the performance of the Board of Trustees

Volunteers should possess the following qualifications:

- Independence, objectivity and without preconceptions as to the outcomes of the review.
- Prior experience on other boards or similar committees.
- Good communication skills.
- Familiarity with general board performance principles and procedures (including Roberts Rules of Order).
- A basic understanding of the legal framework within which public Boards operate.

It is hoped that the Committee will begin its work in March 2022 and submit a performance report to the GFPID for discussion by late June 2022.

If you are interested please contact: gabriolafiretrustees@gmail.com

August 03, 2022

**Amendment to Report of Special Review Committee
Board of Trustees Governance Review:**

#5 Polices & By-Laws: Complaints polices: After both parties have stated their case if there are no questions from the trustees that the parties be asked to leave the room so the trustees can deliberate in private. At the conclusion of the special meeting the Chairperson to contact the parties and share the board's decision.