



AGENDA

GREEN LINE BOARD

May 13, 2022, 1:00 PM

ENGINEERING TRADITIONS COMMITTEE ROOM

Members

Board Member D. Fairbairn, Chair
Board Member I. Bourne, Vice-Chair
Board Member J. Annesley
Board Member L. Beasley
Board Member F. Cummings
Board Member B. Mahajan
Board Member P. McLeod
Board Member M. Nelson
Board Member D. Duckworth

SPECIAL NOTES:

Public are encouraged to follow Green Line Board meetings using the [live stream](#)

Board Members will be participating remotely.

1. CALL TO ORDER
2. OPENING REMARKS AND LAND ACKNOWLEDGEMENT
3. CONFIRMATION OF AGENDA
 - 3.1. DECLARATIONS - CONFLICTS OF INTEREST
4. CONFIRMATION OF MINUTES
 - 4.1. Minutes of the Regular Meeting of the Green Line Board, 2022 April 1
5. SAFETY MINUTE
6. CORRESPONDENCE

None
7. CONSENT AGENDA

7.1. DEFERRALS AND PROCEDURAL REQUESTS
None

8. ITEMS FROM GREEN LINE PROGRAM TEAM AND COMMITTEES

8.1. Green Line Program March 2022 Progress Report, GLB2022-0653

8.2. Board Governance Manual Update, GLB2022-0654

8.3. COMMITTEE REPORTS

8.3.1. Planning Committee Report (Verbal), GLB2022-0655

8.3.2. Budget and Risk Committee Report (Verbal), GLB2022-0656

8.3.3. Governance and HR Committee Report (Verbal), GLB2022-0657

9. URGENT BUSINESS

10. CONFIDENTIAL ITEMS

10.1. ITEMS FROM GREEN LINE PROGRAM TEAM AND COMMITTEES

10.1.1. Confidential Green Line Program March 2022 Progress Report, GLB2022-0658
Held confidential pursuant to Sections 24 (Advice from officials) and 25 (Disclosure harmful to economic and other interests of a public body) of the *Freedom of Information and Protection of Privacy Act*.

Review by: 2037 May 13

10.1.2. Procurement Update, GLB2022-0659
Held confidential pursuant to Sections 23 (Local public body confidences), 24 (Advice from officials), 25 (Disclosure harmful to economic and other interests of a public body) and 27 (Privileged information) of the *Freedom of Information and Protection of Privacy Act*.

Review by: None

10.1.3. CM Utility Contract Update, GLB2022-0660
Held confidential pursuant to Sections 23 (Local public body confidences), 24 (Advice from officials), and 25 (Harmful to economic and other interests of a public body) of the *Freedom of Information and Protection of Privacy Act*.

Review By: 2037 May 13

10.1.4. Committee Reports (Verbal), GLB2022-0661
Held confidential pursuant to Sections 23 (Local public body confidences) and 24 (Advice from officials), of the *Freedom of Information and Protection of Privacy Act*.

10.2. URGENT BUSINESS

11. BRIEFINGS
None

12. ADJOURNMENT



MINUTES

GREEN LINE BOARD

**April 1, 2022, 1:00 PM
ENGINEERING TRADITIONS COMMITTEE ROOM**

PRESENT: Board Member D. Fairbairn, Chair
Board Member I. Bourne, Vice-Chair
Board Member J. Annesley
Board Member L. Beasley (Remote Participation)
Board Member F. Cummings
Board Member B. Mahajan (Remote Participation)
Board Member P. McLeod
Board Member M. Nelson
Board Member D. Duckworth

ALSO PRESENT: Chief Executive Officer, D. Bhatti
Legislative Coordinator M. A. Cario
Legislative Advisor S. Lancashire

1. CALL TO ORDER

Chair Fairbairn called the Meeting to order at 1:09 p.m.

ROLL CALL

Board Member Annesley, Board Member Beasley, Board Member Bourne, Board Member Cummings, Board Member Mahajan, Board Member McLeod, Board Member Nelson, Board Member Duckworth, and Chair Fairbairn.

2. OPENING REMARKS AND LAND ACKNOWLEDGEMENT

Chair Fairbairn provided opening remarks and a traditional land acknowledgement.

3. CONFIRMATION OF AGENDA

Moved by Board Member Beasley

That the Agenda for the 2022 April 1 Regular Meeting of the Green Line Board be confirmed.

MOTION CARRIED

3.1 DECLARATIONS - CONFLICTS OF INTEREST

None

4. CONFIRMATION OF MINUTES

4.1 Minutes of the Regular Meeting of the Green Line Board, 2022 March 18

Moved by Board Member Bourne

That the Minutes of the 2022 March 18 Regular Meeting of the Green Line Board be confirmed.

MOTION CARRIED

5. SAFETY MINUTE

D. Bhatti provided a verbal update and was thanked by the Board.

6. CORRESPONDENCE

None

7. CONSENT AGENDA

7.1 DEFERRALS AND PROCEDURAL REQUESTS

None

8. ITEMS FROM GREEN LINE PROGRAM TEAM AND COMMITTEES

8.1 Green Line Program February 2022 Progress Report, GLB2022-0445

A presentation entitled "Green Line LRT Program Update" was distributed with respect to Report GLB2022-0445.

Moved by Board Member Nelson

That with respect to Report GLB2022-0445, the following be approved:

That the Green Line Board receive the Green Line Program February 2022 Progress Report and presentation for the Corporate Record.

MOTION CARRIED

8.2 COMMITTEE REPORTS

8.2.1 Planning Committee Report (Verbal), GLB2022-0444

Board Member Beasley provided a verbal update and was thanked by the Board.

8.2.2 Budget and Risk Committee Report (Verbal), GLB2022-0446

Board Member Bourne provided a verbal update and was thanked by the Board.

8.2.3 Governance and HR Committee Report (Verbal), GLB2022-0447

Board Member Nelson provided a verbal update and was thanked by the Board.

9. URGENT BUSINESS

None

10. CONFIDENTIAL ITEMS

Moved by Board Member McLeod

That pursuant to Sections 19 (Confidential evaluations), 21 (Disclosure harmful to intergovernmental relations), 23 (Local public body confidences), 24 (Advice from officials), 25 (Disclosure harmful to economic and other interests of a public body) and 27 (Privileged information) of the *Freedom of Information and Protection of Privacy Act*, Green Line Board now move into Closed Meeting, in the Engineering Traditions Committee Room, to discuss confidential matters with respect to the following Items:

- 10.1.1. Provincial Update (Verbal), GLB2022-0448
- 10.1.2. Confidential Green Line Program February 2022 Progress Report, GLB2022-0449
- 10.1.3. Procurement Update (Verbal), GLB2022-0450
- 10.1.4. Green Line Program Documents, GLB2022-0451
- 10.1.5. Committee Reports, GLB2022-0453

And further, that Minister Rajan Sawhney and Ministerial Assistant Aarti Jakher be authorized to attend the Closed Meeting with respect to Item 10.1.1.

MOTION CARRIED

Committee reconvened in public meeting at 3:01 p.m. with Chair Fairbairn in the Chair.

ROLL CALL

Board Member Annesley, Board Member Beasley, Board Member Bourne, Board Member Cummings, Board Member Mahajan, Board Member McLeod, Board Member Nelson, City Manager Duckworth, and Chair Fairbairn.

Moved by Board Member Beasley

That the Green Line Board rise and report.

MOTION CARRIED

10.1 ITEMS FROM GREEN LINE PROGRAM TEAM AND COMMITTEES

10.1.1 Provincial Update (Verbal), GLB2022-0448

People in attendance during the Closed Meeting discussions with respect to Confidential Verbal Report GLB2022-0448:

Clerks: M.A. Cario, S. Lancashire, and D. Williams. Law: M. A. Bendfeld and M. Smith. Advice: L. Adamo, D. Bhatti, S. Ganji, S. Quayle, B. Ramamoorthy, P. Amaoh, M. Bagan, and W. Tynan. External: Minister R. Sawhney and A. Jakher.

Moved by Board Member Nelson

That with respect to Confidential Verbal Report GLB2022-0448, the following be approved:

That the Green Line Board direct that the Closed Meeting information and discussion remain confidential pursuant to Sections 21 (Disclosure harmful to intergovernmental relations), 23 (Local public body confidences), 24 (Advice from officials) and 25 (Disclosure harmful to economic and other interests of a public body) of the *Freedom of Information and Protection of Privacy Act*.

MOTION CARRIED

10.1.2 Confidential Green Line Program February 2022 Progress Report, GLB2022-0449

Administration in attendance during the Closed Meeting discussions with respect to Confidential Report GLB2022-0449:

Clerks: M.A. Cario, S. Lancashire, and D. Williams. Law: M. A. Bendfeld and M. Smith. Advice: L. Adamo, D. Bhatti, S. Ganji, S. Quayle, B. Ramamoorthy, P. Amaoh, and M. Bagan.

Moved by Board Member McLeod

That with respect to Confidential Report GLB2022-0449, the following be approved:

That the Green Line Board:

1. Receive the Closed Meeting Report for the Corporate Record; and
2. Direct that the Closed Meeting report and discussion be held confidential pursuant to Sections 24 (Advice from officials) and 25 (Disclosure harmful to economic and other interests of a public body) of the *Freedom of Information and Protection of Privacy Act* to be reviewed by 2037 April 1.

MOTION CARRIED

10.1.3 Procurement Update (Verbal), GLB2022-0450

Administration in attendance during the Closed Meeting discussions with respect to Confidential Verbal Report GLB2022-0450:

Clerks: M.A. Cario, S. Lancashire, and D. Williams. Law: M. A. Bendfeld and M. Smith. Advice: L. Adamo, D. Bhatti, S. Ganji, S. Quayle, B. Ramamoorthy, P. Amaoh, W. Tynan, and M. Bagan.

Moved by Board Member Cummings

That with respect to Confidential Verbal Report GLB2022-0450, the following be approved:

That the Green Line Board direct that the Closed Meeting information and discussion remain confidential pursuant to Sections 23 (Local public body confidences), 24 (Advice from officials), 25 (Disclosure harmful to economic and other interests of a public body), and 27 (Privileged information) of the *Freedom of Information and Protection of Privacy Act*.

MOTION CARRIED

10.1.4 Green Line Program Documents, GLB2022-0451

Administration in attendance during the Closed Meeting discussions with respect to Confidential Report GLB2022-0451:

Clerks: M.A. Cario, S. Lancashire, and D. Williams. Law: M. A. Bendfeld. Advice: L. Adamo, D. Bhatti, S. Ganji, S. Quayle, B. Ramamoorthy, P. Amaoh, and M. Bagan.

Moved by Board Member Annesley

That with respect to Report GLB2022-0451, the following be approved:

That the Green Line Board:

1. Receive the Closed Meeting Report for the Corporate Record;
2. Approve Closed Recommendation 2; and
3. Direct that the Closed Meeting Report, Attachment 1, and discussion remain confidential pursuant to Sections 23 (Local public body confidences), 24 (Advice from officials), and 25 (Disclosure harmful to economic and other interests of a public body) of the *Freedom of Information and Protection of Privacy Act* to be reviewed by 2037 April 1.

MOTION CARRIED

10.1.5 Committee Reports, GLB2022-0453

Administration in attendance during the Closed Meeting discussions with respect to Confidential Report GLB2022-0453:

Clerks: M.A. Cario, S. Lancashire, and D. Williams. Law: M. A. Bendfeld. Advice: L. Adamo, D. Bhatti, S. Ganji, S. Quayle, B. Ramamoorthy, P. Amaoh, and M. Bagan.

Moved by Board Member Nelson

That with respect to Report GLB2022-0453, the following be approved:

That the Green Line Board:

1. Receive the Closed Meeting materials for the Corporate Record; and
2. Direct that the Closed Meeting materials, information, and discussion remain confidential pursuant to Sections 19 (Confidential evaluations), 23 (Local public body confidences), 24 (Advice from officials), and 25 (Disclosure harmful to economic and other interests of a public body) of *the Freedom of Information and Protection of Privacy Act*.

MOTION CARRIED

10.2 URGENT BUSINESS

None

11. BRIEFINGS

None

12. ADJOURNMENT

By General Consent, the Green Line Board adjourned this meeting at 3:06 p.m.

The next Regular Meeting of the Green Line Board is scheduled to be held on 2022 May 13 at 1:00 p.m.

CONFIRMED BY COMMITTEE ON

CHAIR

CITY CLERK



Green Line Board **Report**

ISC: Unrestricted

Item #8.1

Report #GLB2022-0653

Green Line Board March 2022 Progress Report

ISC: Unrestricted



1 Executive Summary

1.1 March Highlights

The Request for Qualifications (RFQ) was released on March 31, 2022, using the Design-Build-Finance (DBF) model with a Development Phase. The release of the RFQ is an exciting and significant milestone for the Green Line LRT Project and follows the announcement of the new fleet of low-floor LRVs and beginning of the Beltline Downtown Utility Relocation Project (BDURP).











The initial LRV Infrastructure Interface Package (IIP) was reviewed and approved for incorporation in the DBF with Development Phase procurement documents while continuing to work through the LRV design progression. The IIP provides LRV design information in a format which is focussed specifically on interfaces with the infrastructure and organized by specific discipline and assets. The function of the IIP is to concisely convey information on the LRV which is pertinent to the design and construction of the infrastructure. The IIP will be updated as the LRV design progresses through the Development Phase.

BDURP continues to move forward with the Beltline East deep utility relocation work starting in April 2022. The Green Line team continues to support the third-party utility providers with their civil work, which is expected to ramp up significantly in April 2022. The tender package for the deep utility work in the Downtown and Beltline West is scheduled for release on April 1 and close on April 29, 2022.

The recruitment for the Green Line Leadership Team is complete with the addition of the Construction Director who will join the team in April 2022 and brings significant construction experience in high-profile mega projects throughout Alberta.

1.2 Project Status Dashboard

Functional Area	Overall Program Status	Last Month's Status	Comments
Health & Safety	●	●	There were no safety incidents with Green Line personnel, consultants, and contractors in March. Mandatory vaccination for City employees and contractor vaccination declaration requirements were lifted in March. Mask use is no longer mandatory in the office but is still recommended when in close proximity of others and in large groups.
Environmental	●	●	Site specific Phase 2 Environmental Site Assessment (ESA) work began for three properties in the Downtown area and six properties in the Southeast area. The Phase 2 ESAs are expected to be completed by the end of June 2022.
Stakeholder Relations	●	●	Stakeholder impact assessments for 4 Street S.E. station area were completed. Pre-construction planning and stakeholder outreach continues in other BDURP

Functional Area	Overall Program Status	Last Month's Status	Comments			
			<p>construction areas, with information sessions scheduled for early May 2022.</p> <p>Green Line shared information about upcoming construction activities for BDURP at the Culture + Entertainment District's key stakeholder update meeting in March.</p>			
Schedule			<p>The DBF with Development Phase RFQ was released on March 31, 2022.</p> <p>BDURP Beltline East construction is on track to start in April 2022. Completion milestones are on track.</p>			
Cost			The Green Line team continues to proactively monitor various elements of the project, including risks associated with BDURP and escalation.			
Quality			<p>Quality Management System orientation was provided for the Green Line Leadership Team.</p> <p>The implementation of the Program Quality Management Plan was reviewed and approved by the Green Line Leadership Team.</p>			
LEGEND*:	On Plan 	At Risk 	Off Plan 	Not Started 	Not Applicable	N/A

*Definition of legend for the dashboard in Appendix 1

1.3 Project Highlights

Project	Summary of Status this Month	April Look Ahead
Phase 1	RFQ was released on March 31, 2022.	<p>Prepare for and hold the RFQ Applicants' Meeting and respond to RFQ-related Requests for Information (RFIs).</p> <p>Begin work on the Delivery Partner RFP.</p> <p>Continue to progress the preparation of RFP procurement documents.</p> <p>Continue discussions with project owners in other jurisdictions.</p>



Enabling Works	A revised Guaranteed Maximum Price (GMP) submission was submitted by PCL for Beltline East segment for review by the Green Line team.	Continue work with PCL to finalize the Beltline East revised GMP. PCL provided the construction schedule information, along with deep utility schedule for Beltline East. The schedule related to third-party utilities has been requested and will be consolidated to establish a baseline schedule The deep utility tender package for Downtown and Beltline West is scheduled for release on April 1 and close on April 29, 2022.
LRV	The IIP to inform the Phase 1 DBF procurement was completed.	Continue progress towards completion of Conceptual Design Review (30%) for the LRV Supply Agreement.

1.3 Financial Summary as of end of March 31, 2022

Category	Committed Cost	Cost to Date	Cost Year to Date
Owner's Cost	68,901,394	68,701,394	3,425,308
Design & Engineering	278,129,361	243,914,409	7,463,143
Construction, Land & Other Assets	490,128,309	407,587,830	5,067,700
Bus Rapid Transit	3,343,573	3,343,573	49,666
Grand Total	840,502,637	723,547,205	16,005,817

*Details on specific inclusions in Appendix 1.

1.4 Milestone Schedule

Near term milestones and achievements for the project include:

- March 2022 – Completion of LRV Infrastructure Interface Package (Achieved)
- March 2022 – Phase 1 DBF with Development Phase RFQ – Issue to Market (Achieved)
- April 2022 – BDURP – Beltline East construction to begin
- End of Q3 2022 – Phase 1 DBF with Development Phase RFP Release

1.5 Risk Management

Below are some of the key-risk items that continue to be addressed by the team:

- Competing pressure in the North American marketplace may limit the pool of qualified teams interested in participating in the Phase 1 DBF with Development Phase procurement:
 - Steps have been taken to improve the Phase 1 DBF with Development Phase procurement process and documents based on feedback received through recent market soundings to make the procurement more balanced, reasonable, and attractive to the market.

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- Market and economic trends:
 - The Green Line team continues to assess market changes due to the current economic climate. Regular due diligence is ongoing with external consultants to ensure alignment with current market trends.

The risk register and mitigation strategies are continuously reviewed and updated through the Risk Management process.

2 Health and Safety

2.1 Overall Program

There were no safety incidents on the Green Line project for the month of March 2022.

The March safety focus was a return to Daylight Savings Time on March 13, 2022. Statistics show that the result of turning clocks ahead one hour ahead increase safety incidents.

The City followed Alberta Health regulations with the lifting of mandatory vaccination and mask use on March 1, 2022, as well as lifting contractor vaccination declaration requirements.

The Green Line team continued to provide oversight to ensure safety compliance by Green Line staff, consultants, and contractors at various project sites as well as to observe any public activity issues along the alignment.

Overall Program Metrics

The following chart contains the recorded incidents for the rolling 12-month period as of March 31, 2022:

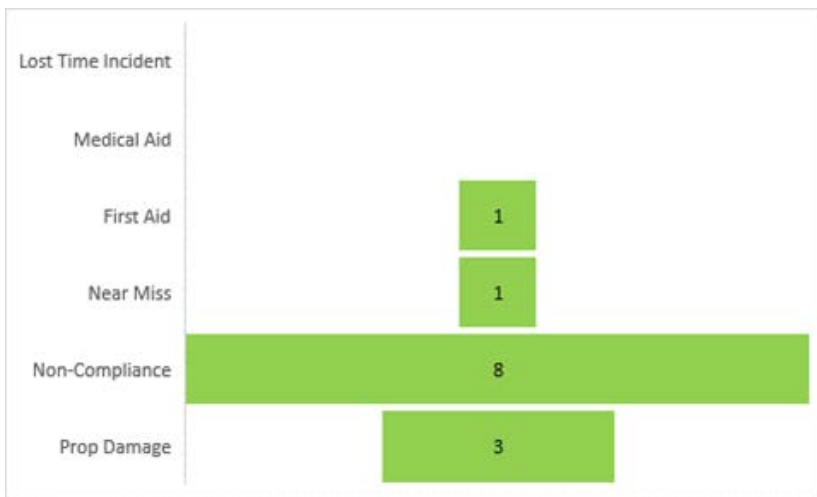


Table 1 and Table 2 provide additional information on safety incidents and safety metrics. There were no safety incidents with Green Line personnel, consultants, and contractors in March.



Table 1: Green Line Safety Incident Frequency Statistics

Performance Indicator		Green Line & City Staff	Contractors	Green Line, City Staff & Contractors
TRIFR: Total Recordable Injury Frequency Rate (MA +LTI)	per 200,000 hrs	●	●	●
	per 1,000,000 hrs	●	●	●
LTIFR: Lost Time Injury Frequency Rate	per 200,000 hrs	●	●	●
	per 1,000,000 hrs	●	●	●

** Statistics based on rolling 12-month period from March 31, 2021 to March 31, 2022*

Table 2: Overview of Safety Metrics for the 2022 Calendar Year as of February 28, 2022.

Metric	February	2022 YTD Incidents	Days since Last incident
Lost Time Incident	0	0	1065
Medical Aids	0	0	737
First Aids	0	0	293
Near Misses	0	0	302
Safety Non-Compliance	0	1	63
Property Damages	0	0	322



Appendix 1 – Dashboards Legends

	On Plan	At Risk	Off Plan
Health and Safety	Zero LTIs or Scheduled monthly site inspections completed with < 2 missed or Joint OH&S committee meetings and inspections on track or Green Line COR Internal Maintenance Audit completed with minor findings or all mandatory training complete	One LTI or ≤5 scheduled site inspection not completed or missed a Joint OH&S committee meeting or inspection or Green Line COR Internal Maintenance Audit completed with major findings or <90% mandatory training not completed	More than one LTI or >5 scheduled site inspections not completed or multiple Joint OH&S committee meetings or inspection not completed or Green Line COR Internal Maintenance Audit failed or less than 75% mandatory training complete
TRIFR: Total Recordable Injury Frequency Rate (MA +LTI)	Per 200,000 hrs <0.12 Per 1,000,000 hrs <0.60	Per 200,000 hrs ≥0.12 Per 1,000,000 hrs ≥0.60	Per 200,000 hrs >0.30 Per 1,000,000 hrs <1.50
LTIFR: Lost Time Injury Frequency Rate	Per 200,000 hrs <0.00 Per 1,000,000 hrs <0.00	Per 200,000 hrs ≥0.00 Per 1,000,000 hrs ≥0.00	Per 200,000 hrs >0.13 Per 1,000,000 hrs <0.65
Environmental	Overall environmental requirements are progressing as defined and work plans and budgets are being accurately managed	Specific environmental management subjects are being addressed and progressing; reliance on other project disciplines, information and inputs to complete the work may cause temporary delays	Failing to meet contractually required environmental obligations causing delays and complications for the Contractor and/or Owner
Stakeholder Relations	Minimal risk of reputational damage or Localized stakeholder issues	Moderate risk of reputational damage or Multiple stakeholder issues that require urgent action	Severe risk of reputational damage or Major risk with funding partners
Schedule	SPI ≥ 1.0 or	SPI 0.9-0.99 or	SPI <0.9 or



	No change to critical activities/milestones	Delay of critical milestones by less than 4 weeks	Critical activities delayed by more than 4 weeks
Cost	CPI \geq 1.0 or Costs forecast within the Budget excluding retained contingency	CPI 0.95-0.99 or Costs forecast to be over Budget and <30% retained contingency	CPI < 0.95 or Cost forecast to be > Budget + 30 % retained contingency
Quality	Quality requirements adequate/defined or in progress or Audits performed per plan with no/minor findings or NCR identification and resolution are with expectations	Quality requirements not adequate/defined in at least one area or Audits performed per plan with one or more major findings or NCR identification and resolution are not trending downward	Quality requirements not adequate/defined in multiple areas or Audits not performed or performed with many major findings or Significant non-conformance with contract terms

Note: Ranges of KPIs currently under review.

Financial Summary Legend

Owner’s Costs: Include City of Calgary Staff Time, Communications, Software, and General Corporate Overheads and Inter- Business Unit costs.

Design & Engineering: Includes all OE costs as well as general Project Consultants costs.

Construction, Land & Other Assets: Includes Land, Enabling Works, and Quick Win build costs.

Bus Rapid Transit: Includes all costs related to the Bus Rapid Transit work for Green Line.

Committed Costs represent issued PO values only for Design & Engineering and Construction, Land & Other Assets. For Owner’s Costs and Bus Rapid Transit these are primarily costs incurred to date.



Green Line Board Report

Item #8.2
ISC: UNRESTRICTED
GLB2022-0654
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Governance and Human Resources Committee to GREEN LINE BOARD

May 13, 2022

Green Line Board Governance Manual Update

RECOMMENDATION:

That the Green Line Board:

1. Approve the updated terms to the Terms of Reference in the Green Line Board Governance Manual for the Green Line Board Governance and Human Resources Committee, as identified in Attachment 1 to this report.

HIGHLIGHTS / BACKGROUND

- The Governance and Human Resources Committee (the “Committee”) is a Committee of the Green Line Board. The mandate of the Committee is to inform and enhance the Board’s approach to the oversight of the Board’s to the oversight of the Program’s governance, leadership and human resource structures and oversee the relationships and communication between the Program and The City of Calgary Departments and Business Units.
- In accordance with the Board Governance Manual, the Committee reviews its Terms of Reference on an annual basis.
- At its March 17, 2022 meeting, the Committee identified additional matters that should be included within the Terms of Reference for the Committee, including training for Board members and Green Line Program team members.

DISCUSSION

The Committee was provided a presentation from Corporate Security on safety and cyber-security. The Committee was made aware of the complexity of issues related to safety and security, including cyber-security, and determined that the best way to ensure everyone’s awareness on these issues is to provide and require annual training for Board members and Green Line Program team members.



Green Line Board Report

The Committee's role is to oversee such training for Board members and require reporting from the CEO on training provided to the Green Line Program team. The Terms of Reference for the Committee have been amended accordingly to add section 6 under "Responsibilities" and to add subsection 1(f) under "Compliance and Reporting".

IMPLICATIONS

N/A

RISKS

Annual training for Board members and Green Line Program team members will enhance the safety and security for Green Line Board members and Program team members, as well as reduce risks related to lack of awareness of safety concerns.

ATTACHMENT(S)

Attachment 1 – Revised Terms of Reference – Green Line Board Governance and Human Resources Committee

Author: M. Bendfeld

Approval: M. Nelson, Chair, Green Line Board Governance and Human Resources Committee

9. Governance and HR Committee Terms of Reference

Purpose

The Governance and HR Committee (Committee) is established to inform and enhance the Board's approach to the oversight of the Program's governance, leadership and human resource structures and oversee the relationships and communication between the Program and The City of Calgary Departments and Business Units.

Composition

The Committee is composed of at least three Board members determined by the Board, with one designated as Chair. In addition, the Board Chair is an *ex officio* member of the Committee, and if present at a Committee meeting, has all of the rights and privileges of other members of the Committee.¹

Frequency of Meetings

The Committee meets quarterly and as many other times as the Committee Chair determines is necessary.

Responsibilities

The Committee has the following responsibilities:

Board Governance

1. Review and advise the Board on:
 - a. Any recommended changes to the Governance Manual and related policies.
 - b. The content and implementation of programs for new Board member orientation and ongoing Board member professional development.
 - c. Processes for evaluating the effectiveness of Board meetings and the Board, Board Chair, Vice Chair, Board members, and Board Secretariat.
 - d. Any recommended changes to the Board's composition.
 - e. Appointments of members to Committees.
 - f. Relationships with Program funding partners (City of Calgary, Province of Alberta, Government of Canada), as reported to the Committee by the CEO.

¹Section 14.1 of the GL Bylaw.

2. Support the annual review processes to evaluate the Board, Board Chair, Vice Chair, Board members and Board Secretariat.
3. Review and advise the Board on the adequacy of insurance coverage, indemnifications and compliance with the City's insurance and indemnification policies for Board members.
4. Annually review remuneration for the Board Chair, the Vice-Chair, and Board members, including for Board members acting as Committee chairs, and make recommendations to Council as appropriate.²
5. Oversee and ensure compliance with the Code of Conduct (including the reporting and management of any conflicts of interest with respect to Board members).
6. Oversee annual training for Board members.

Compliance and Reporting

1. Review regular reports from the CEO on:
 - a. An assessment of whether Program contracts, including the Trade Agreements, Funding Agreements, Project Agreements and other agreements, are being adhered to in accordance with applicable contractual terms and laws.
 - b. Whether Program policies and applicable Council and City policies are being complied with, including conflict of interest, whistleblower, and procurement policies.
 - c. Program structure, staffing, and overall management of the Program team.
 - d. The effectiveness of the relationship, communications, and resolution of conflicts between the Program team and The City of Calgary Departments or Business Units.
 - e. Whistleblower reports, as received by the CEO, on a quarterly basis.
 - f. Completion of annual training for the Program team on Code of Conduct and safety and security (including cyber-security) matters.
2. Advise whether exceptions, modifications or supplemental policies may be needed to City administrative policies to allow for successful Delivery of the Program.
3. Oversee the implementation of the Conflict of Interest Protocol for procurement processes (the "Protocol"), as follows:
 - a. Receive copies of conflict of interest matter determinations and copies of any reconsideration determinations from the conflict of interest adjudicator (the "Adjudicator").

² Section 29, GL Bylaw.

- b.** Oversee the process followed by the Adjudicator in arriving at a reconsideration determination, such as whether the Adjudicator:
 - i. followed the process described in the Protocol,
 - ii. considered the relevant information received in relation to the conflict of interest matter (including information from the original requester and the Program team), and
 - iii. made the determination in a fair and consistent manner, having regard to previous determinations with similar facts and issues.
- c.** Request and receive legal advice from the City Solicitor or her delegate, the Manager, Legal Services – Green Line, or The City’s external counsel as may be required during the course of the Committee’s oversight role.
- d.** Meet with the Adjudicator as required at the discretion of the Committee during the course of the Committee’s oversight role.
- e.** Consider reconsideration determinations in a timely manner (having regard to the nature of the issues raised in the request for reconsideration) as part of its regularly scheduled meetings, and in exceptional circumstances, the Chair may call an ad hoc meeting to consider an urgent reconsideration determination.
- f.** In consultation with the Chair of the Board, refer the matter to the Board for final resolution if the Committee determines the reconsideration determination requires further review and consideration.

Human Resources

- 1.** Advise the Board on and assist the Board with:
 - a.** The development of the CEO’s annual goals and objectives.
 - b.** The CEO’s annual performance review.
 - c.** The development of a succession plan to respond to an unplanned situation which requires an immediate replacement of the CEO and the Program Senior Executives.
 - d.** The compensation structure, recruitment process, evaluation criteria and related policies for the Program team and the appropriateness thereof for the successful Delivery of the Program.³
 - e.** The structure and composition of the Program team.
 - f.** The determination of the CEO’s remuneration.

³ Section 24 of the GL Bylaw.



2. Support the Board's review of significant organizational changes for the Board and assist the Board as needed with respect to the hire or replacement of the CEO and the Program Senior Executives.
3. Review the results of any survey, reports, and other methods to measure the health, engagement, and integrity of the culture of the Program team.

Independent Oversight

1. Review and advise the Board on the need for the retention of independent subject matter experts, consultants or other advisors in accordance with the Trade Agreements, Funding Agreements and the Program's procurement policies⁴ to provide independent and objective advice and recommendations related to the effectiveness of the Board's governance of the Program and its relationship with all governance parties.

Policy Oversight

Oversee the following organizational documents and/or policies:

1. Governance Manual and related documents.
2. CEO Succession Plan.

Other Responsibilities

1. Review such other matters that the Committee or the Board deems advisable or timely.

⁴ The Trade Agreements and Funding Agreements prohibit sole/single sourcing of any advisors, regardless of the anticipated budget for such advisors.