



**BEST PRACTICES –
A FRAMEWORK FOR
PROFESSIONALISM AND
SUCCESS IN POLICE BOARD
GOVERNANCE**

Canadian Association of Police Boards
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BEST PRACTICES – A FRAMEWORK FOR PROFESSIONALISM AND SUCCESS

INTRODUCTION

In 1994, the Canadian Association of Police Boards published a report on the civilian governance of police in Canada. Entitled: *Putting the Tools in Place*, it was designed to provide sound fundamentals to lead to good governance practices in the police sector. It began with the following statement:

Board governance is essentially an invisible function. Its practitioners leave daily operations to a chief executive officer who often becomes the public personification of the organization. It is only when problems surface and the organization is in crisis that the governing entity, and questions about its role and effectiveness, is thrust into the spotlight.

It is only then that the true importance of an effective board emerges.¹

Slightly more than a decade later, with one exception, these words proved prophetic. The exception however, is noteworthy. With the spectacular failures of companies such as Enron, Worldcom and Tyco, governance is now anything but an invisible function. Instead, it has become the focus of legislators and regulators, and has energized exponential growth in studies, research and instruction all aimed at understanding and improving governance practices.

In light of these ongoing developments in governance, especially in the private sector, the Canadian Association of Police Boards believed the timing was right to undertake a research project to identify best practices in board governance, apply and test them within the police sector environment, and develop a framework for their application throughout Canada. Specifically, the initial mandate was to:

- Undertake a review of developments in governance from all sectors, including commissions, inquiries, legislation and public policy positions, with a focus on attention on recent activity in Canada, the United States and England;
- Interview key stakeholder groups to determine opportunities, obstacles and issues concerning civilian governance of police;
- Identify common elements and initiatives that are seen to promote success.

¹ Canadian Association of Police Boards. [Putting the Tools in Place: The final Report on Phase 1 of 'Pursuit of Excellence.'](#) November, 1994.

The CAPB approached Public Safety and Emergency Preparedness Canada, who along with the Regional Municipality of Peel Police Services Board and the CAPB itself, agreed to fund the project, in large part because of the practical application of the anticipated results, which will be addressed at the conclusion of this paper.

The support of all three is greatly appreciated.

Context

Since the start of this millennium, the poster child for governance reform in the private sector was Sarbanes-Oxley, named after its sponsors, which created a new, rigorous set of rules for monitoring and reporting by public companies in the United States. The size of the U.S. market dictated that multi-nationals around the world were forced to respond to the Sarbanes-Oxley legislation.

At the outset of this project, it was believed that elements of Sarbanes-Oxley, as well as similar reforms and proposals for private sector governance reform from Canada and the United Kingdom, would provide much of the background and framework for recommendations for the police sector. It seemed a reasonable proposition, as reform of corporate governance, based on a strict set of rules, was the battle cry for politicians and business leaders alike.

Much has changed. Recently business leaders in Canada have questioned the expense of compliance, and even the effectiveness, of a rules-based regime as proposed by Sarbanes-Oxley. *'Good (for nothing) corporate governance'* is the headline of an editorial opinion in the November 20, 2003 edition of the Financial Post. The author, Mr. F. Poschmann, Associate Director of Research, C.D. Howe Institute, argues that *'the current histrionics about improving governance ignores that there is not a durable link between board practices and good returns for investors.'*²

The extent to which sentiment has swung about the effectiveness of current reforms in the corporate sector is perhaps best captured by the May 21-27, 2005 edition of *The Economist*, whose headline reads: *'Damaged Goods: Will Sarbanes-Oxley put things right?'* The lead article concludes in part:

*The trouble with Sarbanes-Oxley is that it was designed in a panic and rushed through in a blinding fervour of moral indignation.....the statute, carried along by rage and by the desire of Congress to do something dramatic, ranged wider than was necessary...its daunting requirements on managers, with the threat of severe criminal penalties to back them up, are imposing substantial costs, direct and indirect on American businesses...fortunately some of the excess burden is already being lightened, as calls for a less rigid interpretation of the law are heeded.*³

² Poschmann, Finn. "Good (for nothing) corporate governance." Financial Post 20 Nov. 2003, sec. F: FP11.

³ "Damaged Goods." The Economist May 21-27, 2005:11

The Stakeholders

An important element of this project was to meet with stakeholders (representatives of police boards, Chiefs of Police, police associations and government officials) to determine their views and ensure the delivery of a product that would assist the entire police profession. While there was almost universal interest in learning and applying lessons from the private sector, it became increasingly clear that in many areas of the country the police community is still seeking clarity and focus on the fundamentals of effective board governance.

Issues around continuity of board membership, training, remuneration, and competency were themes addressed by all sectors within the police community. These are the exact same points addressed in the 1994 report from the CAPB and remain relevant today. For that reason, the recommendations from the report are appended to this document (*Appendix A*).

Also, while there was general agreement on the importance of effective civilian governance of police services, there was little agreement on what that meant. Even police board members, often at the same meeting, found consensus elusive. Some were enthused with introducing a new policy framework for governance; others took the attitude that: *'If it ain't broke, why fix it?'* Some boards have adopted the more complex elements of governance, while others, often because of a wholesale change in membership, struggle with basic questions of process and procedure. There is also a view held by some that despite the attention paid to governance over the past decade, it has actually deteriorated in the police sector instead of improved.

The cost of governance, whether it implies policy development, training, self-assessment, or even attendance at provincial or federal meetings of colleagues, was a constant point of discussion. Many individuals expressed the view that police boards, with very few exceptions, are not well funded entities, often to their own detriment.

The State of Governance

The literature review that commenced in 2004 and extended to mid-year 2005 can be summarized as follows: It is doubtful if the extent of study, analysis and review of governance has ever been healthier. There are numerous, well-researched and well-supported views on governance practices, methods, and frameworks. Governance training has become a burgeoning field. The Directors College, co-founded by the Conference Board of Canada and McMaster University is an excellent example of the type and level of training available to (primarily) private sector directors. Its five modules, each consisting of two and a half days of intensive study, bring together recognized individuals with expertise and insight into governance matters ranging from effective audit committees to evaluating your Chief Executive Officer.

There is, if anything, a plethora of riches available for a study of this nature. Unfortunately, while there is agreement on what boards need to do, there is far less consensus on how they should operate to meet their goals and objectives. This is an even more complex exercise in the public sector with its multiple and often interchanging ‘*bottom lines*’ than in the private sector.

Project Parameters

The goal of this initiative is to review the current state of governance, especially in the private sector in light of the scrutiny and investigation that followed the collapse of well-known corporations such as Enron and Worldcom, and develop a menu of best practices that could be implemented by police boards of all sizes. Input from the stakeholders has altered the expected outcome by including comment on the fundamentals of board governance. Finally, any recommendation(s) must be practical and accept the reality that police boards generally have minimal budgets and limited access to human resources.

This project is not designed to accomplish the following:

- Convince skeptics of the importance of police boards. There is an ever growing body of evidence that links effective governance to a healthier bottom line. A case in point is the following:

There appears to be a substantial and statistically significant correlation between an active, independent board and superior corporate governance. Moreover, we believe that the superior performance is a result of activist corporate governance....The findings here are that the domestic large corporation with better governance systems...generated significantly more excess returns over the 1990s than similar corporations with not better governance systems.⁴

There is every reason to believe there would be similar finding for governance in the police environment. However, this report is designed to provide practical recommendations to enhance the ability of police boards to meet their objectives, not defend their existence.

- Convince funding agencies, and often police boards themselves, of the need to provide adequate financial and human resources to meet their objectives. Instead, as stated above, the recommendations are designed so they can be implemented with a minimum of resource allocation beyond that required of a board’s own time and commitment.

⁴ Ira Millstein and Paul MacAvoy, “The Recurrent Crisis in Corporate Governance,” New York: Palgrave Macmillan, 2003.

- Provide an analysis and comment on the numerous systems of board governance that were reviewed, or issue an academic treatise on governance. Such a work is well beyond the scope of this project. A selected bibliography is attached for those that want to delve deeper into the subject of board governance. More material is available from many reliable sources.⁵

⁵ If you enter Corporate Governance into Yahoo.com you get 16,000,000 hits. If you enter Corporate Governance into Google.ca you get 20,500,000 hits (as on July 2, 2005).

GENERAL CONCLUSIONS

Principle-Based Governance

Both the literature review and personal interviews reinforce a *'principle-based'* versus a *'rules-based'* approach to board governance, such as in Sarbanes-Oxley. This validates, yet also accommodates a wide-range of approaches. It focuses on what needs to be accomplished, common to all boards, while providing flexibility on how it is done. *'One size does not fit all'* is a truism that applies to governance in all sectors.

This is perhaps best captured by the work: *Back to the Drawing Board: Designing Corporate Boards for a Complex World* written by Harvard Business Professor Jay Lorsch and Colin Carter. They postulate the value of getting out of the *'rut'* of tradition and taking a zero-based approach to designing your board. They see the board as a system, and using a simple matrix, state each board should define the role it wants to play. In making those determinations, the board should look at a few key issues, namely its leadership structure, time management, information and meeting processes.

Board Fundamentals

As stated previously, while the aim of this project is to learn from the lessons gained from the private sector, many police board members are urging a continued emphasis on the building blocks necessary for good governance. This may be in part because of the mandatory rotation of board members who tend to be appointed for fixed terms, thus creating the loss of institutional memory. It also reflects the reality that most boards do not have dedicated staff or a system to sustain and hopefully improve on governance practices.

While not originally envisioned as part of the project, it is vital that this report responds to the primary community it serves. Therefore, some recommendations will be on the basic fundamentals integral to good governance.

Relationships

Every board relies upon individual members working together in a constructive fashion, and from that, rely upon the board as a whole working together with its Chief of Police. The relationship the board develops internally, and then externally with its Chief, its appointing and funding bodies, and the community it serves, will determine its success.

In an article in the Harvard Business Review, entitled: *What Makes Great Boards Great*, Jeffrey A. Sonnenfeld, states: *"It's not rules and regulations. It's the way people*

work together.” He goes on to say: “What distinguishes exemplary boards is that they are robust, effective social systems.”⁶

Many of the recommendations will speak to this issue, recognizing that no amount of rules, procedures and processes can guarantee the creation of the ‘*robust, effective social system*’ spoken to by Mr. Sonnenfeld. Implementing these recommendations can, however, create the climate needed for the fostering of a positive and constructive board environment.

Lessons from the Private Sector

Despite the recent negative comment surrounding Sarbanes-Oxley, there are lessons to be learned from the outpouring of research, legislation and studies on governance in the corporate sector. The analysis undertaken for this project indicates these lessons, in some form or fashion, are transferable to the police sector.

These can be summarized under four headings:

- **Oversight** – the role of effectively monitoring the organization. The parallel in the private sector would be the emphasis placed on the role of the Audit Committee
- **Risk Management** – many private sector commentators view risk management, both internal and external, as a key responsibility of the board
- **Procedures and Processes** – recent developments stress the need for boards not only to do what they are required to do, but also be able to demonstrate that they have done so. While seemingly mundane, in the current environment, and especially in the police sector, boards must be able to document to all their stakeholders, including the organization they lead, that they have followed through on their responsibilities in a professional and defensible manner.
- **Responding to the Shareholders** – ensuring transparency and accountability to the ‘shareholders’ represented by the boards. In the police sector that includes a wide spectrum, starting with the community-at-large, the appointing body, the funding body(ies) and depending on the governing legislation, the members of the police service.

⁶ Sonnenfeld, Jeffrey A. “What Makes Great Boards Great.” Harvard Business Review (2002): 106-108

RECOMMENDATIONS

1. THE RIGHT STUFF

Recommendation:

That each board, at a minimum, determine the ‘*composite*’ skills it requires to meet its responsibilities in such a way as to maximize success. It is further recommended that when a vacancy occurs, or is about to occur, the board determine the skills and competency it requires to maintain its ‘*composite*’ skill set.

Directed to:

The board, individual board members, the appointing body(ies)

Rationale:

There is a growing school of thought that boards should, as a whole, reflect the entire spectrum of knowledge and experience to effectively govern. Mr. Paul Cantor, Chair, Russell Reynolds Associates Canada, whose firm recruits for corporate boards, describes it this way:

“When we are retained to build a Board of Directors, we work with the nominating committee to build a grid of all the expertise needed to intelligently supervise the management of the company. We then determine the extent to which current Board members meet those expertise needs and then recruit in the market place to find Directors who can fill the gaps.”⁷

Examples of Implementation:

The Region of Peel Council, when it advertises for a community representative for the Board, sets out the criteria it believes is required for a successful representative. In doing so, there is a conscious balancing of skill sets from the current makeup of the Board.

Action Required:

The board should determine the composite skills it needs to maximize its potential. Its conclusions should be shared with the appointing bodies. Once a vacancy occurs or is pending, it should proactively identify to the appointing bodies the skills required to maintain the composite skill set.

At a minimum, the board should revisit its ‘*composite*’ skill set every three years.

⁷ Crown Corporate Governance Summit. Maximizing Board Management Effectiveness. Toronto:2005:6

2. MAXIMIZING BOARD SUCCESS

Recommendation:

That the board provide to the appointing body(ies) key considerations that lead to board success.

Directed to:

The board, the appointment body(ies)

Rationale:

There is near universal acceptance that board members, to discharge their responsibilities effectively, need security of tenure. Board members, presuming they are discharging their responsibilities in good faith and in compliance with their responsibilities, should not feel at risk of losing their position prior to concluding their term. There is also a responsibility to maintain the board's corporate memory through an appropriate rotation of members.

Examples of Implementation:

Segments of this approach have been recommended on numerous occasions (CAPB's *'Pursuit of Excellence'*, Ontario Association of Police Services Boards' (OAPSB) June, 2005, recommendations to the provincial government).

Action Required:

The board should determine what elements it requires with respect to tenure and the rotation of members. It should forward this to the appointing body.

As part of its ongoing governance review, the board should periodically determine that its determination on security of tenure and rotation of members remains valid.

3. CONDITIONS OF APPOINTMENT

Recommendation:

That each board detail the '*working conditions*' that apply to its board, including but not limited to anticipated workload, hours required to fulfill the board mandate, conditions that must be met for eligibility, remuneration and expenses and any other conditions that may apply.

Directed to:

The board, the appointing body(ies)

Rationale:

Too often individual board members have failed to meet their potential, and consequentially affected board performance, because they were unaware of the demands of their position. As well, certain individuals, because of their profession, should be ineligible to serve. Finally, workload is often cited as an unexpected impediment to individual board performance.

Examples of Implementation:

Numerous boards and some provincial ministries, such as in British Columbia, have taken steps to advise potential candidates of '*working conditions*'. Some provincial statutes also provide for restrictions on board membership.

Action Required:

The board should catalogue its '*working conditions*' and make it available directly and through the appointing body(ies) to potential candidates for board membership. As part of that process, the board should identify any potential weaknesses or impediments (i.e., reimbursement of expenses), and advise the appointing body(ies) and/or funding body(ies).

As part of ongoing governance review (see recommendation #4), the board should ensure this provision remains current.

4. GOVERNANCE REVIEW

Recommendation:

That the board assess its governance state-of-health every three years at a minimum (tri-annually). This assessment should measure whether the board (and individual board members) are content with the current state of its governance and whether the systems and model continue to meet its needs. Further, that as part of its assessment, the board may wish to consider input from key stakeholders, primary among them the Chief of Police, but also including but not limited to the funding body, the appointment body, and the police association(s).

Further, that it publish the results of its governance review as part of its annual report to the stakeholders (see recommendation #11).

Directed to:

The board

Rationale:

Good governance does not happen by chance. Organizations change. Circumstances and the environment change. The board, accepting the principles espoused by individuals such as Mr. J. Lorsch and Mr. J. Sonnenfeld who describes a board as a *'robust, effective social system'*, must be prepared to adjust and fine-tune as well.

It is understandable that boards, faced with their normal meeting rotation and routine business, spiced by unexpected developments and issues, rarely turn their attention consciously to the state of their governance practices. This allows bad habits to develop and problems to fester. Turning the spotlight on a board's *'governance'* health forces the board to focus on just how well it is exercising its governance function.

Examples of Implementation:

The OMERS Board, a large Canadian pension fund, recently spent a six-month period, under the guidance of an ad-hoc Governance Committee, examining its governance practices. However, in doing so, it did not seek input from key stakeholders.

Action Required:

The board, on its own or with the assistance of a professional advisor, needs to undertake a review process. While this can be combined with a board self-assessment, this is a broader based approach. A governance review expands the exercise to contemplate new and varied ways in which a board's business can be done. It can be as formal or informal as a board requires. However, any process and conclusions should be committed to writing.

5. BOARD SELF-ASSESSMENT

Recommendation:

That every three years at a minimum (tri-annually) the board undergo a formal self-assessment of its performance. Further, as part of the review, the board may consider an assessment of the Chair and individual board members' performance.

Directed to:

The board

Rationale:

Board assessments are seen by many commentators as essential to enhance board performance. Mr. Peter Dey, a corporate lawyer who chaired the 1994 Dey Committee for the Toronto Stock Exchange, when asked in 2003 what steps he would take to improve corporate governance in Canada said in part:

*“Apply a rigorous evaluation system to the board as a whole and to individual directors to ensure that the board has the necessary commitment and range of skills, and that board meetings have the interaction necessary to promote open and constructive discussion.”*⁸

A board assessment, while complementary to a governance review, is introspective in its approach. It measures how well the board is performing, rather than contemplating different methods by which it can fulfill its role.

Examples of Implementation:

There are numerous examples. Board assessments can be formal, and utilize independent advisors. They can also be as informal as a board discussion.

The Canadian Association of Pension Supervisory Authorities has developed a self-assessment questionnaire comprised of eleven questions, consisting of a yes/no answer with an opportunity for comments/reference/actions. The advantage of a written self-assessment is the ability of a board to demonstrate its accountability to its stakeholders.

Action Required:

The board should first determine the method and process it wishes to follow for its self-assessment, and what elements of its performance it wishes to assess. It should then proceed with the assessment. Finally, it should institute a process that provides for the timing of the next review.

⁸ Dey, Peter. “My plan to improve corporate governance in Canada.” The Globe and Mail 1 April. 2003, sec. E: 3.

6. ORIENTATION

Recommendation:

That upon appointment, a new board member is '*orientated*' to his/her new responsibilities, including the provision of written material or information key to the operation of the board.

Directed to:

The board, the board chair, Chief of Police

Rationale:

Few, if any boards, in any environment, have the luxury of a '*probation*' or '*practice*' period. Once appointed, a board member is expected to fully participate and his/her vote counts.

An '*orientation*' session is essential. A new board member should be aware, at a minimum, the processes/procedures that determine how the board does its business, conflict of interest provisions, other important policies, critical issues, and key matters on the agenda.

Examples of Implementation:

Numerous boards provide orientation sessions, briefing books or binders, as well as tours and meetings with key personnel immediately following appointment. The only variable appears to be the extent and nature of the information provided.

Action Required:

The board, in consultation with the Chief of Police, should prepare '*orientation*' material and a process to provide for orientation in anticipation of a new appointment. It should update the material on an ongoing basis (at least annually).

7. EDUCATION AND TRAINING

Recommendation:

That each board mandate continuous education and/or training for its members. Further, that as part of its annual report, the Board report on the extent and amount of education/training the board has received, individually and in composite.

Directed to:

The board

Rationale:

The need for continuous education and training has been well chronicled by both the CAPB, the OAPSB, and numerous private sector organizations. Every information session held with police stakeholders for this project reiterated the need for board members to continue their education regardless of their experience.

As stated above, the onus on education is repeated in the private sector. The Saucier Report, established by the Canadian Institute of Chartered Accountants (CICA), the Canadian Venture Exchange (CDNX) and the Toronto Stock Exchange (TSE) concluded:

“Boards should focus on opportunities for training and education of directors and should support directors who wish to take advantage of such opportunities.”⁹

Examples of Implementation:

There are formalized training opportunities specific for police boards provided by provincial ministries, police board associations and educational institutions. Education can also include participating in a police ride-a-long or other police-specific events, information sessions particular to a jurisdiction and/or police service, as well as attendance at police-related conferences.

Action Required:

The board should enact an *‘education and training’* policy that captures the board’s intent to make continuous education a priority. It should commit the necessary funds to give effect to the policy.

⁹ “Joint Committee on Corporate Governance urges board to go beyond compliance.” Canadian Institute of Chartered Accountants, 19 Mar. 2001:17

8. THE KEY RELATIONSHIP – CHIEF OF POLICE

Recommendation:

That the board achieve a clear understanding with its Chief of Police as to its relationship, including to the extent required a division of responsibilities and duties, and the manner in which the board shall convey its instructions.

Further, that as part of any new contract with a Chief of Police, the board clearly outline the board's expectations of the Chief of Police, the anticipated division of responsibilities and duties, and the measures the board will be using to determine the performance of the Chief of Police.

Further, that the board formally evaluate the performance of its Chief of Police on an annual basis.

Directed to:

The board, Chief of Police

Rationale:

The most important principle of board governance is that the board has one 'employee'. In the police environment, that is the Chief of Police.

Establishing a mutual understanding of the division of authority between the board and the Chief of Police is crucial. Most provincial police acts speak to this point as it relates to operational independence. The Alberta *Police Act* is a good example:

Section 31(1): Where a commission has been established, the commission shall, in the carrying out of its responsibilities, oversee the police service and for that purpose shall do the following:

- (a) allocate the funds that are provided by the council;***
- (b) establish policies providing for efficient and effective policing;***
- (c) issue instructions, as necessary, to the chief of police in respect of policies referred to in clause (b);***
- (d) ensure that sufficient persons are employed for the police service for the purposes of carrying out the functions of the police service.***

Section 31(2): Every police officer:

- (a) is, after the establishment of a commission, subject to the jurisdiction of the commission, and***
- (b) shall obey the directions of the commission.***

Section 31(3): Notwithstanding subsections (1) and (2), a commission shall not issue an instruction to a police officer other than to the chief of police.

However, what that means in practice is open to wide interpretation. Especially when the same Act states:

Section 41(3): The chief of police is accountable to the commission for the following:

- (a) the operation of the police service;***
- (b) the manner in which the chief of police carries out the responsibilities under subsection(1);***
- (c) the administration of the finances and operations of the police service in keeping with the yearly plan or any amendments to it that the commission may make;***
- (d) the reporting to the commission of any information concerning the activities of the police service that the commission may request, other than information concerning individual investigations or intelligence files;***
- (e) the reporting to the commission of any complaint made against the police service or its members, the progress of any investigation or informal process regarding the complaint, the reasons for any delays and the manner in which the complaint is resolved.***

Where the division of authority ultimately resides often is a matter of historical precedence for any board. This can lead to conflict when board processes and procedures are seen to be contrary to what is generally perceived to be modern or best practices, especially when there are substantial changes in the board composition and/or a new Chief of Police.

Mr. Pat Knoll, a law professor from the University of Calgary, captures the issue of the division of authority between a board and its ‘one employee’ neatly in a paper presented to the International Policy Governance Association Conference:

“Boards often do not know or understand the ambit of their authority. Generally speaking, boards (profit and non-profit incorporated) have plenary authority over decision making unless there are statutory, regulatory, or other limitations on board jurisdiction. The authority of the elected board, as the only legal representative of the owners, runs from the most macro to the least micro. All others (non-owners) are employees and have what authority the board cedes to them at the pleasure of the board.

If the board is so inclined it may choose to focus on the most macro leadership issues for the organization. On the other hand the board is empowered to determine what manner of light bulb is to be used in the hall closets, or what brand of pickle is to be purchased for the annual picnic. The C.E.O. or

Executive Director of an organization has no authority whatsoever, other than what is provided to that management official by the board, and an assertion otherwise must be rejected outright should that ever surface. The range and degree of board authority as a starting point is a matter of information that board members should be apprised of when first coming onto a board – in the same vein senior management officers need to have a clear understanding that the authority of the board is generally unlimited.”¹⁰

The key phrase that many would seize on in the above statement is ‘*statutory, regulatory or other limits on board authority*’. As stated before, Police Acts across the country generally place a limit on boards becoming involved in direct operational decisions, such as who the police should investigate or what charges should be laid. Chiefs of Police are also office holders in their own right, identical to that of a police officer of any rank. This amalgam of, at times, contradictory direction and advice to a board and a Chief of Police, requires conscious thought and effort to maintain a positive working relationship.

This should not be an onerous or painful task. In many ways, it is reflective of a board/organizational dynamic in keeping with the work of Professor J. Lorsch and others. Authors of an article entitled: *The New Work of the Non-Profit Board*, describe the operation of the ‘New Work’ approach as follows:

1. *Board and management discover issues that matter, mutually determine the agenda, and solve problems together.*
2. *Board and management both set policy and implement it. Lines are blurred, borders open. Domains are decided by the nature of the issue at hand.*
3. *Structure of board mirrors institution’s strategic priorities. Premium is on flexibility, ad hoc arrangements. Members occupy functional intersections. Board creates centers of action.*
4. *Board meetings are goal driven. Protocol varies with circumstances. Form follows function. Emphasis is on participation and action.¹¹*

Regardless of the approach taken, it is vital that the board and the Chief of Police are on the same page, to the extent possible, with respect to ‘*who does what*’, and how the board interacts with the Chief of Police, and through the Chief, with the police service.

Equally, there needs to be agreement on goals and objectives, and how these are to be measured. Finally, any individual requires feedback and evaluation of his/her performance. This should be an ongoing process with no surprises, however, both parties gain from an annual formal performance appraisal.

¹⁰ Knoll, Q.C., P.R.P, C.P. Pat. “Searching for Procedural Rules for Decision Making in Policy Governance.” International Policy Governance Association Conference, June 2004:1

¹¹ Chait, Richard P., Thomas P. Holland, and Barbara E. Taylor. "The New Work of the Nonprofit Board." Harvard Business Review (1996): 42

Examples of Implementation:

Ascertaining the state of the relationship between the board and its Chief of Police can be as formal or informal as the parties determine. However, any conclusion(s) should be recorded.

Many boards have introduced a formal appraisal system for their Chiefs of Police. The setting of annual goals and objectives forms part of this process.

Action Required:

The board should schedule a meeting with its Chief of Police to ensure both parties are content with the current balance of responsibilities and authorities, and that they are consistent with statutory and regulatory requirements, and consistent with current best practices as determined by the board.

The board should ensure, in conjunction with the Chief of Police, that there is a clear understanding of his/her goals and objectives and how performance will be assessed.

The board should introduce and maintain a formal system to annually review the performance of the Chief of Police.

9. SUCCESSION PLANNING

Recommendation:

That the board ensure it has a succession plan in place for the Chief of Police, and that the Chief of Police has a succession plan in place for his/her senior personnel.

Directed to:

The board, Chief of Police

Rationale:

The issue of succession planning, especially for senior management, is seen as key responsibility for boards. This ensures that should unforeseen events occur, there is a process in place to insure the uninterrupted course of business.

Examples of Implementation:

Promotional Policies. Annual approval of a succession plan, as prepared by the Chief of Police. A long-range succession plan, as part of the Strategic Planning process (see recommendation #10), that sets out a framework for preparing for changes in the work force.

Action Required:

The board, in conjunction with the Chief of Police, should determine the scope and extent of what policies/procedures it wishes to introduce to ensure adequate succession planning is taking place.

10. STRATEGIC PLANNING

Recommendation:

That the board, in conjunction with the Chief of Police, ensure the police service has a formalized strategic-planning process. Further, it is recommended that the board and the Chief of Police achieve consensus on the role of the board in strategic planning.

Directed to:

The board, Chief of Police

Rationale:

Board involvement in the Strategic Planning Process is a key *principle* in corporate governance. The degree to which the board participates needs to be determined, and often is dependent upon historical precedence.

The Canadian Coalition for Good Governance in its guidelines for building high performance boards states: *“The directors are responsible for setting the overall vision and long-term direction of the company, including risk and return expectations and non-financial goals.”* It goes on to detail minimum standards and best practices:

Minimum Standards:

- *Meet annually to review in depth the company’s strategic plan.*
- *Conduct an annual review of human, technological and capital resources required to implement the company’s growth strategy and the regulatory, cultural or governmental constraints on the business or businesses.*
- *Monitor the execution of the strategy and the achievement of objectives.*

Best Practices:

- *Review at every board meeting recent developments (if any) that may impact growth strategy.*
- *Evaluate management’s analysis of the strategies of competitors or ‘quasi’ competitors.¹²*

Examples of Implementation:

Ontario Regulation 3/99 of the Ontario Police Services Act requires boards to prepare a business plan (read strategic plan) for its police force at least once every three years, which addresses, in part:

Section 30. (2) (a) the objectives, core business and functions of the police force, including how it will provide adequate and effective police services.

¹² Canadian Coalition for Good Governance. Corporate Governance Guidelines for Building High Performance Boards. January 2004:18

Action Required:

The board should determine with its Chief of Police the extent and degree to which it will become involved in the formulation and development of the police services' strategic plan. At a minimum, the board should approve and monitor the delivery of the strategic plan.

11. RISK MANAGEMENT

Recommendation:

That no less than with each strategic-planning cycle, the board, in conjunction with the Chief of Police, undertake a risk assessment of both internal and external risks to the police service, such an assessment to encompass up to a five-year projection.

Directed to:

The board, Chief of Police

Rationale:

Risk-management has become an integral part of many businesses operations, and forms a core component of the strategic-planning process.

BC Gas Inc., a recipient of the Conference Board of Canada's annual National Award for Governance in 2003, was recognized in part because of its early formal adoption of the so-called "*enterprise risk management*" system in 1999, well before the stock market scandals early in the next millenium.¹³

The need for risk management can be summarized as follows:

"Most crises don't start as crises – they start as problems. A problem that isn't dealt with immediately can become a crisis. It's like that saying about problems being like ice cream cones – if you don't lick them, they can become a real mess.

What is the worst thing that could happen to us as an organization and what are we doing to prepare for that? What is management doing to prepare for that, and what kind of oversight strategies and processes will the Board follow? We're finding the more enlightened Board leaders are spending a lot of time looking at how effective they are in managing risk and providing oversight.

The lessons I've learned about crises are to engage the Board before a crises occurs. There is a need to anticipate crisis scenarios and what the responses would be. I've seen it take a period of years to develop this way of thinking and the right process on a Board, but once it's been developed it is powerful".¹⁴

Enterprise Risk Management, or some variant, has now become the norm for many corporate enterprises. However, regardless of the system used, the key is to dedicate board and management time and skills to this issue.

¹³ Kennedy, Peter. "BC Gas sets governing standards." *The Globe and Mail*. 1 April. 2003, sec. E: 3.

¹⁴ National Association of Corporate Directors. Summary of Commissioner Interviews, Mercer Delta, Harvard Business School, The Center for Board Leadership, 2004:57

Examples of Implementation:

The S.W.O.T analysis, commonly used in most strategic planning processes, requires an organization to consider the 'T' or threat component.

Action Required:

The board should ensure that risk assessment or management becomes an integral part of the strategic planning process.

12. OVERSIGHT

Recommendation:

That each board establish an Audit policy and contemplate the creation of an Audit Committee, with a mandate to receive, and where required, direct through the office of the Chief of Police, both financial and policy audits.

Directed to:

The board, Chief of Police

Rationale:

One of the defining components of Sarbanes-Oxley is the requirement for an independent audit committee, comprised of independent (outside) directors, with at least one director being deemed to be a *financial expert*. This stems from the huge financial failures of Enron and Worldcom, which the U.S. legislators believe would have been revealed by more vigorous audit processes

While financial literacy is a valuable commodity for a police board, of greater importance is the ability for a board to ensure appropriate oversight of all components of the organization. This equates to the capacity to undertake policy audits.

How the audit committee or process would be structured in the police environment, based on the interviews undertaken for this project, remains a contentious subject. However, there is general agreement on the value an audit function can provide the board and the Chief of Police.

Examples of Implementation:

Creation of a board audit policy. Internal Police Audit Unit, reporting through the chain of command. External auditors. Specialized or targeted audits.

Action Required:

The board should create an audit policy, including components as set out in Recommendation #16.

13. ACCOUNTABILITY TO THE SHAREHOLDERS

Recommendation:

That the board produce an annual report, either distinct or included with that of the police service, detailing its activities, and that it forward the report to its appointing body(ies), funding body(ies), the provincial regulator for the board, and that it make the report available to the public. It is further recommended that the annual report focus on the board's governance activities in sufficient detail to provide reassurance to the board's *'shareholders'* that it is discharging its responsibilities in a manner to build confidence with the stakeholders.

Further it is recommended that at a minimum, the board hold one public meeting per annum that provides an opportunity for the public to ask questions of both the board and the police service. It is further recommended that the board identify if there is any specific stakeholder group it should be meeting with on an annual or bi-annual basis.

Directed to:

The board

Rationale:

In the corporate context, the board of directors represents the shareholders or owners of the corporation. The shareholders have an opportunity annually, through the annual meeting, to assess the performance of the corporation and determine how adequately the board is representing its interests. In addition, the board keeps the shareholders, and the general business community, apprised of the activities of the corporation through the production of an annual report.

This concept, when translated into the police context, places the community as the *'owners'* since ultimately their tax dollars fund the activities of the police service. Even more importantly, the community is also the primary *'customer'* with an overwhelming interest in the safety and security of everyone who lives, works or commutes through the policing jurisdiction.

Examples of Implementation:

Most boards hold regular meetings with the public and include an opportunity for questions from the audience. This would formally put the board's activities on an agenda. Several boards across Canada produce annual reports on their own activities.

Action Required:

The board should institute a process to produce an annual report. It should determine what elements it wishes to include. Timing of any meeting with the public should coincide with publication of the annual report.

14. ACCOUNTABILITY TO THE EMPLOYEES

Recommendation:

It is recommended that at a minimum, the board hold one meeting per annum with representatives of its police association(s).

Directed to:

The board, Chief of Police

Rationale:

This is a recommendation unique to the police environment and comes about at the suggestion of individuals from the personal interviews undertaken for this project.

The employees of police services are unique in numerous ways. Police officers are office holders in law. Police members (uniform and civilian) tend to remain in the sector throughout their careers, and often with the same employer, in far greater numbers than most workers. Police Services tend to be highly unionized. Finally, approximately 90 per cent of police budgets are dedicated to wages and benefits.

Regardless of whether a board has primary responsibility for collective bargaining, its human resources are key to organizational success. It would be a substantial '*risk*' for the governing body if it did not facilitate constructive and open dialogue with this key constituent.

Examples of Implementation:

Formalize a meeting schedule with the police association(s) as part of a board's annual calendar of meetings.

Action Required:

As above.

15. PRUDENCE IS PROCESS – PART ONE

Recommendation:

That the board create a procedural policy or by-law to govern its own conduct during the course of board meetings.

Further, that the board formalize in writing the format of its agendas, its minute-taking processes, and how the decisions and directions of the board are to be forwarded to the Chief of Police.

Directed to:

The board

Rationale:

Police boards, by their very nature, operate in an environment where the activities of their employees are under constant scrutiny. Equally, the operation of the board is open to external review, whether it be a provincial regulator or the courts. In a recent Supreme Court of Canada ruling, the court found against a municipality stating that when a public body exercises a provincially delegated (statutory) power, it is under an obligation to exercise its powers fairly, in good faith and with a view to the public interest.¹⁵ Often, a determination on whether this has occurred is ‘*on the record*’; in other words, is reflected by the documentation before the board and its minutes, which set out the decision making process. A recent court decision in Ontario ‘*turned*’ in part on the presiding jurist’s interpretation of a board’s decision-making process as set out, or more correctly, as not set out in the board minutes.¹⁶

Proper procedural rules and policies offer more than just a defence against the possibility of external review. They play a very practical role in facilitating board business, and by definition – the business of an organization. As stated by Professor P. Knoll:

“Procedural “Rules of Order” for decision-making are intended to facilitate the efficient and orderly flow of business. They should operate not unlike highly functioning traffic lights at a busy intersection which control and regulate which party may proceed and in what sequence. When the traffic mechanism is operating smoothly and efficiently high facilitation will occur. If, however, the mechanism breaks down, or the intersection is fixed with an installation that is unsuitable for the level or mode of traffic, significant difficulty may arise...In the context of business meetings, organizations, by and large, need some procedural mechanisms for decision making...the real challenge is to construct

¹⁵ *Congregation des temoins de Jehovah de St-Jerome-Lafontaine v. Lafontaine (Village)*. [2004] S.C.J. No. 45

¹⁶ *Hembruff v Ontario Municipal Employees Retirement Board*, [2005] O.J. No. 1355 (Ont. Sup. Ct.)

a custom set of Rules of Order that will increase outputs – rules that place a premium on utility rather than complexity.”¹⁷

Examples of Implementation:

Most boards have adopted procedural policies or by-laws. Many others, such as the Ottawa Police Services Board, have prepared guidelines for staff submissions. Often provincial agencies and associations will provide support and/or sample policies, minutes and agendas.

Action Required:

The board should prepare a procedural by-law or policy tailored to its unique needs, as well as policies related to minutes and agendas.

¹⁷ Knoll, Q.C., P.R.P, C.P. Pat. “Searching for Procedural Rules for Decision Making in Policy Governance.” International Policy Governance Association Conference, June 2004:3

16. PRUDENCE IS PROCESS – PART TWO

Recommendation:

That the board formalize in writing its process for the creation, review and amendment of board policy.

Further, that every board policy as it relates to the operation of the police service, and to any '*operational*' aspects of the board itself, include an oversight component.

Further, that as part of that process, it include a formal process for the review of policies on a rotational basis.

Directed to:

The board

Rationale:

For the most part, boards govern through the adoption of policies. It is how they give direction to management and determine just how '*macro*' or '*micro*' they want to be and in what areas. Therefore, boards should formalize their system for the creation of policies, and also for periodic review of policies to account for any changes that may be required.

Oversight, or ensuring actions are being taken and decisions made in accordance with board policy, are an important component of governance. A reporting component in a policy provides assurance to a board that its direction is being followed.

Examples of Implementation:

The Peel Police Services Board has created a policy template that includes both a reporting and a measurement requirement. All policies are on a rotation system to be reviewed tri-annually. Policy creation is led by a Policy Committee of the Board.

Action Required:

The board should formalize its process for policy creation, and identify the necessary individual or resource for that purpose. Once this is done, a formal process for policy review should be instituted.

NEXT STEPS

This report is to be presented at the annual meeting and conference of the Canadian Association of Police Boards, to be held in August, 2005. As requested, its findings and recommendations will also be presented to and shared with stakeholders in the police community. It will be made available electronically on the CAPB website.

The report's recommendations will be *field-tested* by a minimum of three police boards, representing boards who govern small, medium and large police services. These boards, utilizing the attached chart will undertake to implement the recommendations. They will identify any weaknesses and make suggestions on how to enhance and improve implementation of the recommendations. It is anticipated this process will take place between September, 2005 to March, 2006. The CAPB will provide support throughout this process.

The findings from the three boards will be considered and any amendments will be incorporated into a final document that will be presented at the 2006 CAPB conference.

CONCLUSION

Board governance matters. Good board governance can enhance and improve the delivery of service of any organization. Poor, absentee or misdirected governance practices have facilitated the disappearance of multi-billion dollar businesses.

The recommendations contained in this report should allow any board to improve its governance practices. They represent lessons learned from the private sector. They provide flexibility in approach, while remaining consistent with good governance principles.

They do not guarantee success. As has been cited prior, boards are complex social systems. Their ultimate success depends on people. As one observer notes:

*“If there is one lesson learned from the governance scandals of the past few years, it is that integrity has no price. It is the ultimate guarantor of trademark value in corporations, and of honest use of taxpayers’s dollars in government.”*¹⁸

Individuals who join police boards do so for all the right reasons. They are committed to serving their communities and to providing quality leadership. If integrity is the key lesson to be learned for the creation of successful boards, then police governance is a step ahead of many other sectors and is well-positioned for the future.

¹⁸ Beaudoin, François. “Reining in the sharks.” The Globe and Mail. 6 July, 2005: Comment A15.

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- List of Recommendations

Recommendation 1

It is recommended that:

- a) applicants for a board be shortlisted based on qualifications deemed to be important by the appointing body;
- b) shortlisted applicants be personally interviewed, by telephone or in person;
- c) the interview include standardized, structured questions aimed at identifying preferred competencies or underlying traits recognized as being important by the appointing body.

Recommendation 2

It is recommended that:

- a) a comprehensive package outlining the role and responsibility of a board and individual board members be prepared by the appointing body, working in conjunction with the local board, the provincial association representing boards and the local municipality. The “Board Information Package” should include:
 - Legislated responsibilities and requirements;
 - Terms of Reference for the position as determined by the appointing body for that community, including qualifications and preferred competencies;
 - General responsibilities and information on the operation of the board, including duties, time commitment and policies/practices on remuneration;
- b) the “Board Information Package” be mailed to all individuals interested in serving on the police board.

Recommendation 3

It is recommended that:

- a) the appointing body either solely, or in conjunction with the local council if applicable, advertise to fill vacancies on police boards;
- b) the appointing body publicly commit to a policy of ensuring wide representation from the community in the composition of the police board.

Recommendation 4

It is recommended that the appointing body or bodies stagger appointments to ensure there is a majority of experienced board members at any given time.

Recommendation 5

It is recommended that:

- a) training for board members be viewed as having three basic steps and that it be provided within the following time frames: Orientation (made available immediately after appointment); Basic (provided within six months – one year after appointment); and Enhanced (provided within 18-24 months after appointment);
- b) training programs be provided on an ongoing and consistent basis, in recognition of the constant change in composition of police boards.

Recommendation 6

It is recommended that Orientation for new Board members be the primary responsibility of the local Police Board, and that:

- a) the Chair of the Board, or his/her designate, arrange for an overview to be provided to a Board member as soon as possible after appointment on the following:
 - a clear understanding of the role of the Board;
 - a clear understanding of the relationship between the Board, the chief of police and police managers;
 - an understanding of what type of information is provided by the police service; relevant legislation, such as the *Police Act*;
 - a review of the police budget;
 - a review of labour relations including relationships with Associations/Unions, the grievance procedure, and the status of collective bargaining;
 - a review of current issues;
 - an understanding of public and media scrutiny of the board;
 - a clear idea of where the board members should go for advice, assistance or information;
- b) written policies concerning the Board's Policies and Procedures be compiled and presented to a new Board member upon appointment;
- c) that any relevant written documentation concerning the police service be compiled and presented to a new Board member upon appointment.

Recommendation 7

It is recommended that:

- a) basic training be provided through regularly scheduled sessions or seminars, whose primary purpose is the training of board members, and that these sessions or seminars be organized so as to facilitate the attendance of board members;
- b) basic training include the following topics:
 - role and responsibilities of boards as specified in legislation;
 - board governance and oversight;
 - budget planning and financial management;

- race relations/employment equity principles;
- organizational and community relationships (board’s relationship with the police service, Associations/Union, local municipality, community);
- community-based policing principles and programs;
- complaints process;
- understanding and handling the media.

Recommendation 8

It is recommended that:

- a) enhanced training be provided through regularly scheduled sessions or seminars, whose primary purpose is the training of board members, and that these sessions or seminars be organized so as to facilitate the attendance of board members;
- b) enhanced training include the following topics:
 - performance evaluation for the chief of police;
 - policy development;
 - budget planning and financial management;
 - strategic planning
 - collective bargaining
 - community-based policing programs
 - race relations/employment equity/human rights principles;
 - *Police Act* charges and appeals;
 - review of legislative amendments and government priorities and initiatives.

Recommendation 9

It is recommended that:

- a) each Board, where allowed for by legislation, establish a policy in consultation with the appointing body on remuneration for Board members;
- b) each Board establish a policy concerning reimbursement for out-of-pocket expenses incurred during the performance of duties as a Board member for items such as telephone/facsimile use, mileage, and parking;
- c) each Board consider a policy outlining the specific parameters under which reimbursement will occur for Board members who incur expenses for items such as daycare or senior care, or who incur a loss in employment income directly attributable to their service on the Board; and
- d) these policies be included in the “Board Information Package” to ensure each prospective Board member is aware of the financial implication of volunteering to serve on the Board.

Recommendation 10

It is recommended that:

- a) each Board, on an annual basis, undertake a self-evaluation which should include the accomplishment of short/long term objectives, an analysis of

- strengths/weaknesses, and the establishment of short/long term goals for the coming year;
- b) the results of this self-evaluation be reported on the public agenda.

Recommendation 11

It is recommended that appointing bodies, working with each local board, or with a provincial association representing police boards, develop an objective mechanism to review the performance of individual Board members so the effectiveness of individual board members can be assessed prior to reappointment.

CANADIAN PROVINCES
POLICE SERVICES ACTS - WEB LINKS

Province	Web-Site	Proposed Changes
Newfoundland	http://www.gov.nl.ca/hoa/statutes/r17.htm http://www.gov.nl.ca/hoa/statutes/a05.htm	N/A
P.E.I.	http://www.gov.pe.ca/law/statutes/pdf/p-11.pdf	N/A
Nova Scotia	http://www.gov.ns.ca/legislature/legc/	Act passed in 2004
New Brunswick	http://www.gnb.ca/0062/acts/acts/p-09-2.htm	N/A
Quebec	http://www2.publicationsduquebec.gouv.qc.ca/home.php#	N/A
Ontario	http://www.e-laws.gov.on.ca/DBLaws/statutes/English/90p15_e.htm	Changes to Public Complaints Process
Manitoba	http://web2.gov.mb.ca/laws/statutes/ccsm/p150e.php	N/A
Saskatchewan	http://www.qp.gov.sk.ca/index.cfm?fuseaction=publications.details&p=756	N/A
Alberta	http://www.qp.gov.ab.ca/documents/Acts/P17.cfm?frm_jsbn=0779737881&type=htm	Bill 36 – Changes to the Public Complaints Process
B.C.	http://www.qp.gov.bc.ca/statreg/stat/P/96336_01.htm	Greater Vancouver Transportation Authority Police Service Operations Reg.

Best Practices
A Framework for Professionalism & Success
Field Study

Item	Recommendation/Action Required	Year 1				Year 2	Year 3
		Q1	Q2	Q3	Q4		
#1	The Right Stuff: The board shall determine the “composite skill set” it requires to maximize its potential. The skill set is comprised of the knowledge and skills each member brings to the table.						Every 3 years
#2	Maximizing Board Success: The board shall determine what elements it requires with respect to tenure and rotation of members and provide that information to the appointing body(ies).					Annual	Annual
#3	Conditions of Appointment: The board shall detail the “working conditions” that apply to membership (ie. anticipated workload and time commitment, conditions for eligibility, remuneration, expenses, etc.).					Annual	Annual

Item	Recommendation/Action Required	Year 1				Year 2	Year 3
		Q1	Q2	Q3	Q4		
#4	<p>Governance Review: On a tri-annual basis, the board shall undertake a review of its governance process, measuring the state of its governance and whether the processes being used are adequate. The review can be formal or informal, and input may be sought from stakeholders (ie. Chief of Police, funding body, appointment body and the police associations).</p>						Every 3 years
#5	<p>Board Self-Assessment: The board shall undertake a formal self-assessment of its performance, looking at the performance of the board as a whole. As part of the assessment, the board may choose to assess board members on an individual basis.</p>						Every 3 years
#6	<p>Orientation: The board, in conjunction with the Chief of Police, shall establish an orientation process and documentation for the purpose of educating newly appointed board members on the processes/procedures that determine how the board does its business, conflict of interest provisions, policies, critical issues and key matters on the agenda.</p>					Annual	Annual

Item	Recommendation/Action Required	Year 1				Year 2	Year 3
		Q1	Q2	Q3	Q4		
#7	<p>Education & Training: The board shall enact an “education and training policy” that mandates ongoing education be made a priority and ensures funding is committed to give effect to the policy.</p>						Ongoing
#8	<p>The Key Relationship – Chief of Police: The board shall establish goals, objectives and responsibilities for the Chief of Police which are consistent with statutory and regulatory requirements, as well as being consistent with best practices as determined by the board. The board shall maintain a formal system to review the performance of the Chief of Police on an annual basis.</p>					Annual	Annual
#9	<p>Succession Planning: The board, in conjunction with the Chief of Police, shall establish policies and procedures to ensure succession planning is taking place for the Chief of Police and senior personnel.</p>					Annual	Annual
#10	<p>Strategic Planning: The board, in conjunction with the Chief of Police, shall ensure that the police service has a formalized strategic-planning process, as well as ensuring the board has a defined role in the formulation and development of the strategic plan.</p>					Ongoing	Ongoing

Item	Recommendation/Action Required	Year 1				Year 2	Year 3
		Q1	Q2	Q3	Q4		
#11	Risk Management: The board, in conjunction with the Chief of Police, shall undertake a risk assessment of internal and external risks to the police service.						Every 3 to 5 years
#12	Oversight: The board shall create an audit policy, which in conjunction with direction from the Chief of Police, mandates financial and policy audits be undertaken.					Ongoing	Ongoing
#13	Accountability to Shareholders: The board shall produce an annual report, either distinct or as a component of the police service, detailing its activities, with a focus on governance activities. The release of the annual report shall coincide with a public meeting, at which time the public shall have an opportunity to ask questions of both the board and the police.					Annual	Annual
#14	Accountability to Employees: The board shall meet on an annual basis with representatives of its police association(s) to facilitate constructive communication.					Annual	Annual

Item	Recommendation/Action Required:	Year 1				Year 2	Year 3
		Q1	Q2	Q3	Q4		
#15	<p>Procedural Policy/Bylaw: The board shall create a procedural policy or bylaw to govern its own conduct during the course of board meetings. The policy or bylaw shall formalize the agenda and minute taking process.</p>						Every 3 years
#16	<p>Board Policy(ies): The board shall formalize the process for policy creation, review and amendment, and identify the necessary individual or resource for that purpose.</p>					Ongoing	Ongoing