



RMA
RURAL MUNICIPALITIES
of ALBERTA

**2021 Board Governance Review
Committee**

RMA Board of Directors Report

March 2022



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Introduction

The 2020-21 Board Governance Review Committee (BGRC) undertook extensive research including a member survey, board member interviews, review of association policies, and a jurisdictional scan to develop recommendations on how to improve the RMA's board governance processes. The review was loosely divided into six governance themes:

- Membership
- Board Structure
- Board Roles and Responsibilities
- Board Election Process
- Member Input
- Board Compensation

Based on their research, the BGRC developed the following 11 recommendations for review and voting by the membership. There were no recommendations for changes in the focus areas of membership, board roles and responsibilities, and board compensation. There were recommendations for changes in the focus areas of board structure, board election process, and member input.

The recommendations are listed in no particular order:

Recommendation 1: That the Regional Municipality of Wood Buffalo (RMWB) be moved into RMA District 5 to better align with RMWB's economic and intermunicipal focuses and to reduce the size of RMA District 4.

Recommendation 2a: That RMA implement a nomination deadline for all available board of director positions two weeks prior to the start of each year's fall convention. If no nominations are received prior to the deadline, nominations from the floor at convention will be accepted.

Recommendation 2b: That RMA develop an election policy that outlines the procedures and rules of the election process for the RMA board of directors.

Recommendation 2c: That RMA implement the use of a returning officer to oversee the election process for the RMA Board of Directors.

Recommendation 3: That the RMA's resolution process be amended to require that resolutions be supported by a district prior to being submitted to the RMA's resolution session, with the exception of emergent resolutions.

Recommendation 4: That RMA encourage districts to adopt the practice of voting by secret ballot on all resolutions, whether it be paper ballot or through the use of technology.

Recommendation 5: That all RMA resolutions require a voting result of three-fifths majority at RMA's resolution sessions to be considered endorsed by the RMA.

Recommendation 6: That RMA encourage districts to adopt the practice of requiring three-fifths majority on all resolutions to be considered endorsed at the district level.

Recommendation 7: That RMA formalize their use of technology in supporting governance and member engagement, and encourage members to similarly embrace their use of technology, including through the following means:

- Establish a virtual use policy to guide the association in using communications technology to support effective governance.
- Encourage all RMA members to permanently maintain the capability to video conference, at minimum in council chambers to allow the RMA to facilitate continued outreach.
- Support all chief elected officials and chief administrative officers (CAO) in distributing RMA communications to council members by specifically stating this request in correspondence to CAOs.

Recommendation 8: That RMA conduct member engagement through already established communications channels and utilize technology to diversify opportunities for member engagement through virtual means.

Recommendation 9: That all districts are encouraged to select a district chair and vice chair through a regular election process and that the chair and vice chair positions be filled by someone other than an RMA district director.

Recommendation 10: That RMA formalize the role of districts as affiliate groups/bodies to RMA. This would include acknowledgement of districts' roles in gathering member input, networking, and communicating. This will be facilitated via an affiliation agreement between each district and the RMA outlining one another's roles, responsibilities and other parameters, including but not limited to the following:

- That RMA maintain support to districts such as video conferencing support, a webpage with support materials, and speaker information sharing.
- That district chairs and vice chairs participate on an RMA-led issue sub-committee to provide RMA with input on emerging issues.

Recommendation 11: That the RMA President's term be limited to six years (three two-year terms) to ensure there is renewal within leadership. All other board of director positions will not have term limits.

Each recommendation was voted on by the RMA membership at the Spring 2021 convention. RMA members endorsed **10 of the 11 recommendations**. Recommendation 10 was not passed by the membership.

As per the BGRC terms of reference:

The RMA Board of Directors shall report back to the RMA membership within one calendar year after the completion of the review indicating progress on identified recommendations. Should the RMA Board of Directors choose not to act on a recommendation(s), justification for this decision shall be presented.

This report is intended to fulfill the RMA Board of Directors' reporting requirements.

Implementation of Recommendations

Recommendation 1: That the Regional Municipality of Wood Buffalo (RMWB) be moved into RMA District 5 to better align with RMWB’s economic and intermunicipal focuses and to reduce the size of RMA District 4.

Category: Board Structure

- RMA staff contacted RMWB to confirm acceptance of this change.
- At the May 2021 RMA board meeting, the RMA Board of Directors approved the revised District Policy which reflected RMWB’s move to District 5.

Evaluation of Implementation: From the perspective of the RMA Board of Directors, this recommendation has been implemented successfully.

Recommendation 2a: That RMA implement a nomination deadline for all available board positions two weeks prior to the start of each year’s fall convention. If no nominations are received prior to the deadline, nominations from the floor at convention will be accepted.

Category: Board Election Processes

- RMA staff developed an Elections Policy that integrated a nomination deadline for board positions.
- At the June 2021 RMA board meeting, the RMA Board of Directors approved the Elections Policy.
- In September 2021, the Elections Policy was shared with members through *Contact* outlining the changes and opening the nomination period.
- A nomination deadline was implemented for elections for available Board of Director’s positions at RMA’s 2021 Fall Convention.

Evaluation of Implementation: From the perspective of the RMA Board of Directors, this recommendation has been implemented successfully.

Recommendation 2b: That RMA develop an election policy that outlines the procedures and rules of the election process for the RMA board of directors.

Category: Board Election Processes

- RMA staff developed an Elections Policy that provided clarity on the procedures and rules of the election process for the RMA Board of Directors.
- At the June 2021 RMA board meeting, the RMA Board of Directors approved the Elections Policy.
- In September 2021, the Elections Policy was shared with members through *Contact*.

Evaluation of Implementation: From the perspective of the RMA Board of Directors, this recommendation has been implemented successfully.

Recommendation 2c: That the RMA implement the use of a returning officer to oversee the election process for the RMA board of directors.

Category: Board Election Processes

- RMA staff developed an Election Policy outlining the roles and responsibilities of a returning officer.
- At the June 2021 RMA board meeting, the RMA Board of Directors approved the Election Policy and appointed RMA's Director of Corporate Services as the returning officer.
- At the 2021 RMA Fall Convention, the returning officer ran the Board of Director elections.

Evaluation of Implementation: From the perspective of the RMA Board of Directors, this recommendation has been implemented successfully.

Recommendation 3: That the RMA's resolution process be amended to require that resolutions be supported by a district prior to being submitted to the RMA's resolution session, with the exception of emergent resolutions.

Category: Member Input

- RMA staff revised the Resolutions Policy to reflect the BGRC recommendations.
- At the June 2021 RMA board meeting, the RMA Board of Directors approved the revised Resolutions Policy.
- In July 2021, the revised Resolution Policy was shared with members through Contact Newsletter.

Evaluation of Implementation: From the perspective of the RMA Board of Directors, this recommendation has been implemented successfully.

Recommendation 4: That RMA encourage districts to adopt the practice of voting by secret ballot on all resolutions, whether it be paper ballot or through the use of technology.

Category: Member Input

- In May 2021, the RMA Board of Directors sent a letter to the districts outlining the BGR recommendations and giving the districts the option to implement the BGRC changes. All districts adopted this recommendation.

Evaluation of Implementation: From the perspective of the RMA Board of Directors, this recommendation has been implemented successfully.

Recommendation 5: That all RMA resolutions require three-fifths majority at RMA's resolution session to be considered endorsed by the RMA.

Category: Member Input

- RMA staff revised the Resolutions Policy to reflect the BGRC recommendations.
- At the June 2021 RMA board meeting, the RMA Board of Directors approved the revised Resolutions Policy.
- In July 2021, the revised Resolution Policy was shared with members through Contact Newsletter.
- At the Fall 2021 Convention, the resolution session reflected this recommendation.

Evaluation of Implementation: From the perspective of the RMA Board of Directors, this recommendation has been implemented successfully.

Recommendation 6: That RMA encourage districts to adopt the practice of requiring three-fifths majority on all resolutions to be considered endorsed at the district level.

Category: Member Input

- In May 2021, the RMA Board of Directors sent a letter to the districts summarizing the BGRC recommendations and giving the districts the option to implement the BGR changes.

Evaluation of Implementation: From the perspective of the RMA Board of Directors, this recommendation has been implemented successfully.

Recommendation 7: That RMA formalize their use of technology in supporting governance and member engagement, and encourage members to similarly embrace their use of technology, including through the following means:

- **Establish a virtual use policy to guide the association in using communications technology to support effective governance.**
- **Encourage all RMA members to permanently maintain the capability to video conference, at minimum in council chambers to allow the RMA to facilitate continued outreach.**
- **Support all chief elected officials and chief administrative officers (CAO) in distributing RMA communications to council members by specifically stating this request in correspondence to CAOs.**

Category: Member Input

- RMA staff developed the Member Engagement Policy which outlines how the RMA engages with its members. The policy includes a technology section which is intended to guide the association in using communications technology to support effective governance.
- At the September 2021 board meeting the RMA Board of Directors approved the Member Engagement Policy.
- In September 2021, the Member Engagement Policy was distributed by email to Mayors, Reeves, and CAOs.

Evaluation of Implementation: From the perspective of the RMA Board of Directors, this recommendation has been implemented successfully.

Recommendation 8: That RMA conduct member engagement through already established communications channels and utilize technology to diversify opportunities for member engagement through virtual means.

Category: Member Input

- RMA staff developed the Member Engagement Policy which outlines how the RMA engages with its members. The policy clarifies when RMA will use technology as a means of engagement with members.
- RMA has hosted several online member engagements including the RMA 101 webinar series.
- RMA will continue to host virtual engagements and will use the Member Policy to guide the association in using communications technology to support effective governance.

Evaluation of Implementation: From the perspective of the RMA Board of Directors, this recommendation has been implemented successfully.

Recommendation 9: That all districts are encouraged to select a district chair and vice chair through a regular election process and that the chair and vice chair positions be filled by someone other than an RMA district director.

Category: Member Input

- In May 2021, the RMA Board of Directors sent a letter to the districts summarizing the BGR recommendations and giving the districts the option to implement the BGR changes.
- All districts have complied with the intent of this recommendation with the exception of district 4, which has chosen to have the RMA district director continue as the district chair at this time. However, district 4 has elected a vice chair who is not a member of the RMA Board of Directors.

Evaluation of Implementation: From the perspective of the RMA Board of Directors, this recommendation has been fully implemented to the extent that the board has the authority as RMA districts are autonomous from the RMA.

Recommendation 11: That the RMA President's term be limited to six years (three two-year terms) to ensure there is renewal within leadership. All other board of director positions will not have term limits.

Category: Board Election Processes

- In fall 2021, RMA revised the RMA Bylaws to reflect the addition of term limits on the RMA President position for board review.
- At the September 2021 board meeting the RMA Board of Directors gave initial approval of the bylaw amendments.
- In October 2021, the amended bylaws were shared with members through *Contact* newsletter.
- As bylaw changes must be voted on by RMA members, this change was voted on at the RMA's 2021 Fall Convention and passed by members.
- In November 2021, the updated bylaws were shared on the RMA website.

Evaluation of Implementation: From the perspective of the RMA Board of Directors, this recommendation has been implemented successfully.

Implementation Summary Table

| Recommendation | Actions | Status |
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| <p>#1: That the Regional Municipality of Wood Buffalo (RMWB) be moved into RMA District 5 to better align with RMWB's economic and intermunicipal focuses and to reduce the size of RMA District 4.</p> | <ul style="list-style-type: none"> • RMA contacted RMWB to see if they accepted this change. • RMWB accepted this change. • RMA revised the Districts Policy to reflect this change. | <p>Complete</p> |
| <p>#2a: That RMA implement a nomination deadline for all available board positions two weeks prior to the start of each year's fall convention. If no nominations are received prior to the deadline, nominations from the floor at convention will be accepted.</p> | <ul style="list-style-type: none"> • RMA developed an Elections Policy to provide clarity on RMA's Election process and implement a nominations process. • Nomination deadline was implemented at the RMA Fall 2021 Convention. | <p>Complete</p> |
| <p>#2b: That RMA develop an election policy that outlines the procedures and rules of the election process for the RMA board of directors.</p> | <ul style="list-style-type: none"> • RMA developed an Elections Policy that provided clarity on RMA's Election process for the RMA Board of Directors. • Elections Policy was shared to members through Contact Newsletter. | <p>Complete</p> |
| <p>#2c: That the RMA implement the use of a returning officer to oversee the election process for the RMA board of directors.</p> | <ul style="list-style-type: none"> • RMA developed an Elections Policy to provide clarity on RMA's Election process. • The RMA Board of Directors appointed RMA's Corporate Services Director as the Returning Officer. | <p>Complete</p> |
| <p>#3: That the RMA's resolution process be amended to require that resolutions be supported by</p> | <ul style="list-style-type: none"> • Amended relevant policy in June 2021. | <p>Complete</p> |

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| <p>a district prior to being submitted to the RMA's resolution session, with the exception of emergent resolutions.</p> | | |
| <p>#4: That RMA encourage districts to adopt the practice of voting by secret ballot on all resolutions, whether it be paper ballot or through the use of technology.</p> | <ul style="list-style-type: none"> • RMA Board of Directors sent a letter to the districts summarizing the recommendations and allowing them to decide if they wanted to implement the recommendations. • Districts approved recommendation. | <p>Complete.</p> |
| <p>#5: That all RMA resolutions require three-fifths majority at RMA's resolution session to be considered endorsed by the RMA.</p> | <ul style="list-style-type: none"> • Amended relevant policy in June 2021. • This recommendation was implemented at the RMA 2021 Fall Convention. | <p>Complete.</p> |
| <p>#6: That RMA encourage districts to adopt the practice of requiring three-fifths majority on all resolutions to be considered endorsed at the district level.</p> | <ul style="list-style-type: none"> • Amended relevant policy in June 2021. • Districts approved this recommendation. | <p>Complete</p> |
| <p>#7: That RMA formalize their use of technology in supporting governance and member engagement, and encourage members to similarly embrace their use of technology, including through the following means:</p> <ul style="list-style-type: none"> • Establish a virtual use policy to guide the association in using communications technology to support effective governance. • Encourage all RMA members to permanently maintain the capability to video | <ul style="list-style-type: none"> • RMA developed a Members Engagement Policy which outlines how the RMA engages with its members. • Within the policy, there is a technology section which is intended to guide the association in using communications technology to support effective governance. | <p>Complete</p> |

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| <p>conference, at minimum in council chambers to allow the RMA to facilitate continued outreach.</p> <p>Support all chief elected officials and chief administrative officers (CAO) in distributing RMA communications to council members by specifically stating this request in correspondence to CAOs.</p> | | |
| <p>#8: That RMA conduct member engagement through already established communications channels and utilize technology to diversify opportunities for member engagement through virtual means.</p> | <ul style="list-style-type: none"> • RMA developed a Members Engagement Policy which outlines how the RMA engages with its members. | <p>Complete</p> |
| <p>#9: That all districts are encouraged to select a district chair and vice chair through a regular election process and that the chair and vice chair positions be filled by someone other than an RMA district director</p> | <ul style="list-style-type: none"> • RMA Board of Directors sent a letter to the districts summarizing the BGRC recommendations and allowing them to decide if they wanted to implement the recommendations. • All of the districts have complied with the exception of District 4, which has chosen to have the RMA district director continue as the district chair. However, District 4 have elected a vice chair that is not currently sitting on the RMA Board of Directors. | <p>Complete</p> |
| <p>#11: That the RMA President's term be limited to six years (three two-year terms) to ensure there is renewal within leadership. All other board of director positions will not have term limits.</p> | <ul style="list-style-type: none"> • RMA Bylaws were amended to reflect this change in September 2021. • RMA members voted on bylaw amendments at the RMA 2021 Fall Convention. | <p>Complete</p> |

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| | <ul style="list-style-type: none">• The revised bylaws were approved. | |
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Appendix A – Board Governance Review Committee Terms of Reference

RMA BOARD GOVERNANCE REVIEW

COMMITTEE

TERMS OF REFERENCE

MANDATE AND OBJECTIVES

The primary role of this committee will be to:

- To review and provide recommendations on issues as they relate to the Board governance structure of the RMA.
- To provide a final report to the RMA Board of Directors upon completion of their deliberations of the focus areas listed below.
- That an RMA Board Governance Review be conducted every Four (4) years, with the final report ready for the Spring convention in the year of a municipal election.
- Recommendations from the RMA Board Governance Review Committee will align with the current Strategic Direction of the association.

TIMING & TERM

The committee will be appointed in the 4th year of municipal council terms (i.e. after October of the 3rd year after municipal elections) and provide a report by the Spring Convention of the next municipal election year.

COMPOSITION

This Committee will be comprised of six (6) members:

- One member from each of the five (5) districts, as appointed by their district.
- One non-voting chairperson appointed by the Board of Directors (shall not be a member of the Board of Directors)

FOCUS AREAS

The items for review by the RMA Board Governance Review Committee may include:

- RMA Bylaws;
- Board member roles and responsibilities;
- Board member remuneration;

- Board governance structure & representation
- The board election process.
- Other governance issues as directed by the Board of Directors.

REPORTING RELATIONSHIP

The RMA Board Governance Review Committee shall report to the RMA Board of Directors at the conclusion of their deliberations on the focus area as identified above. Following reporting to the board, the committee report and recommendations, if any, will be communicated to the membership for a review and vote on recommendations at the Spring Convention.

CHAIRPERSON

A chairperson will be appointed by the Board of Directors. This individual will act as Committee Chair but will have no voting powers.

FREQUENCY OF MEETINGS

Meetings will be assembled as required, or at the call of the Chair. Meetings can be attended either in person or virtually.

COMMITTEE SECRETARIAT, ADMINISTRATIVE AND FINANCIAL SUPPORT

- The RMA will provide all necessary administrative resources and staff support to the committee.
- The RMA will provide or arrange meeting space for the committees as required.
- Per diem costs for all committee members, including the chairperson, associated with participation in the RMA Board Governance Review Committee will be borne by the RMA. Per diem amounts will be paid as outlined in the RMA Board Policy: Board of Directors Per Diem and Expenses.
- The RMA shall reimburse committee members for travel, accommodation, and meal expenses related to attendance of committee meetings. Expense reports will be returned to the RMA for payment within thirty (30) days of the expense.

Appendix B – RMA Vision, Mission, Values, Roles, and Strategic Priorities 2019-2023

Vision

Strong vibrant rural communities

Mission

Strengthening rural Alberta by supporting our members through effective representation and valued services

Values

The RMA is committed to the following values:

- Leading in a proactive, collaborative, and accountable manner
- Being transparent and relationship focused
- Interacting with diplomacy and respect
- Communicating with intention and authenticity
- Continuously improving as a learning organization

Roles and Strategic Priorities

1. Championing & Advocating on Municipal and Rural Issues
 - Elevating the rural profile by communicating and promoting rural and municipal issues
 - Engaging our members to identify emerging issues and needs
2. Facilitating Networking & Educational Opportunities
 - Providing education and sharing best practices
3. Being a Resource of Credible Knowledge
 - Conducting research to understand issues and support evidence-based decision-making
4. Delivering Responsive Business Services & Providing Expertise & Risk Management Solutions
 - Providing procurement expertise and risk management solutions valued by our members to meet their needs
5. Cultivating Strategic & Collaborative Partnerships
 - Increasing RMA's influence by demonstrating the purpose and value of the organization and those that it represents
6. Insightful Leadership & Effective Internal Operations
 - Ensuring a strong organization through insightful leadership and effective internal operations

