



RMA
RURAL MUNICIPALITIES
of ALBERTA

**2020-21 Board Governance Review
Committee**

FINDINGS AND RECOMMENDATIONS

March 2021



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Executive Summary

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 has developed the following 11 recommendations for review and voting by the membership. There are no recommendations for changes in the focus areas of membership, board roles and responsibilities, and board compensation. There are recommendations for changes in the focus areas of board structure, board election process, and member input.

The recommendations are listed in no specific 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 will be voted on by the RMA membership. For recommendations that are endorsed by the membership, RMA board and staff will develop implementation processes. The RMA board will report back to the membership on progress made within one year. Recommendations not endorsed by the membership will not be followed up on.

History, Mandate, and Process

In 2005, the Rural Municipalities of Alberta (RMA) formed a member-led Executive Review Committee to review the RMA's governance structure. This committee was formed based on Resolution 4-04F: ["AAMD&C Executive Committee Structuring Review."](#) The committee made several recommendations related to the RMA's governance process, committee use, and other areas. The final report encouraged a similar process to occur in five years. Therefore, a committee was struck with new members in 2010 and resulted in recommendations related to board roles and responsibilities, election processes, committees, and resolutions. In both 2005 and 2010, the recommendations were voted on by the broader membership and some passed, while others did not. In 2013, the RMA undertook a board compensation review, which again occurred through the work of an ad hoc committee.

In early 2015, the RMA Board of Directors reviewed the historical board governance and compensation review procedure. This review included the timeline, scope, and formality of the review process. The board decided that to support accountability to RMA members, the review process timeline should be changed to every four years to match new municipal election cycles, the review scope should be expanded to include board compensation (rather than the previous separate processes), and the review process should be formalized through inclusion in a board policy. As such, the board of directors changed the RMA's "Appointment to Committees" policy to include the formation of a Board Governance Review Committee (BGRC) every four years, to be formed three years after municipal elections.

With these changes having been made, the RMA formed a BGRC in late 2016 and the committee presented nine recommendations to the membership which all passed.

In late 2020, the RMA formed a BGRC with the intent to present recommendations to the RMA membership at the Spring 2021 RMA Convention (see committee TOR attached). The committee consists of one voting member from each of the RMA's five districts, as well as a non-voting chairperson. Membership of the 2020 BGRC is as follows:

- Non-voting Chairperson: Bob Barss, RMA Past President (2010-2014), Reeve, MD of Wainwright
- District 1: Robin Kurpjuweit, District 1 Chair, Councillor, Cypress County
- District 2: Bruce Beattie, District 2 Chair, Reeve, Mountain View County
- District 3: Kelly Vandenberghe, District 3 Chair, Councillor, Leduc County
- District 4: Leanne Beaupre, District 4 Representative, Reeve, County of Grande Prairie
- District 5: Gene Hrabec, District 5 Chair, Deputy Reeve, Beaver County

In order to gather understanding of the RMA's board governance processes and identify issues, the BGRC undertook research that included a survey of all RMA member municipalities (see survey attached), interviews with current and immediately former RMA board members, a review of current board governance practices and protocols, and best practices from similar organizations in Alberta and elsewhere. In particular, the committee examined policies and processes in seven similar municipal associations across Canada. In addition, the BGRC reviewed the RMA's strategic direction, including mission, vision, roles, and strategic priorities as they apply to governance and leadership.

Based on this information, the committee has developed several recommendations. There are no recommendations in the focus areas of membership, board roles and responsibilities, and board

compensation. There are recommendations on the focus areas of board structure, board election process, and member input.

The next step in this process is to present the recommendations to RMA members for review and voting at the Spring 2021 RMA Convention. The recommendations and rationales are listed below for member consideration prior to voting.

Recommendations that are endorsed will be acted on by the RMA board and staff. **As per the BGRC terms of reference, the board will be required report back to the membership within one year of the review indicating progress made on the implementing the endorsed recommendations.**

Findings and Recommendations

In order to facilitate the review process, the BGRC divided the association's governance into six focus areas. These governance focus areas became the framework for the questions and the common municipal association practices shared in the member survey. In addition, they formed the framework for the board member interviews that the committee undertook. The governance focus areas or categories are as follows:

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

The BGRC found no case for changes in the governance focus areas of membership, board roles and responsibilities, and board compensation. They did identify issues in the focus areas of board structure, board election process, and member input. These areas were researched further over a number of meetings and as a result some recommendations are being put forward.

Each recommendation below aligns with one of the three categories where issues were identified. Each recommendation will be supplemented with background rationale for why the BGRC believes it is necessary. Details relating to implementation will be left to the RMA Board of Directors and staff to address, as implementing various recommendations requires actions ranging from the changes to policies and bylaws, to working with individual members and districts, to changing internal processes. As mentioned, the RMA Board of Directors will report back to the membership within one year on progress made. Recommendations are as follows:

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

Rationale: The intent of RMA districts is to allow for municipalities in specific regions of the province to collaborate on local and regional issues. As is the case with any boundary, RMA districts may not meet the needs of all members as demographics, economic, and trade patterns change over time. Through the member survey, there was feedback from municipalities that indicated RWMB should be moved into District 5 to better align with its primary trade patterns and intermunicipal relationships and would reduce the size of RMA District 4.

This issue came up during the 2017 BGR and the membership passed a recommendation that the RMA board develop a process to encourage those municipalities interested in changing districts to engage with the board. The final decision should still be made by the board, and based on what is best for individual members, districts, and the association as a whole, but the BGRC believes that the opportunity for this engagement must be facilitated. In May 2017, the RMA President sent letters to all RMA members clarifying the RMA's process for reviewing and amending district boundaries and inviting any

members interested in discussing the possibility of changing their district affiliation to submit a request to the RMA Board of Directors. No members responded to this offer at that time.

The RMA Districts policy approved by the board specifies the members in each district. Currently, the membership is divided as follows:

- District 1: 13 municipalities
- District 2: 13 municipalities
- District 3: 13 municipalities
- District 4: 15 municipalities
- District 5: 13 municipalities

(See the [RMA Member Map](#) on RMA website for details)

Currently, all districts have 13 municipalities except for District 4, which has 15 municipalities. Member feedback via the 2020 survey focused on the current large size of district 4 with a recommendation provided that the RWMB should be moved into district 5. The BGRC reached out to RMWB officials to discuss this recommendation informally and found support of the concept as meetings in north west Alberta are distant and therefore difficult for them to attend and the members of District 5 better align with their travel & economic trade patterns. Based on the RMWB alignment with the municipalities of north east Alberta and the member concerns identified through the member survey regarding the size of District 4, the BGRC felt that a recommendation to realign was appropriate.

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

Rationale: The RMA membership is best served by a board of directors comprised of individuals that have put due consideration into the complexity and responsibility that their role entails. Those elected to the RMA Board of Directors also serve on subsidiary boards for RMA Insurance, RMA Fuel, and the Genesis Reciprocal Insurance Exchange (GRIE). The BGRC undertook a jurisdictional scan of similar municipal associations across Canada and learned that the majority have nomination deadlines. This recommendation seeks to enable adequate opportunity for the RMA to provide information to candidates on the responsibilities required of board members. Further, it will align the RMA election process more closely with that of other municipal association boards.

RMA board positions are demanding, and the high level of commitment required is important for interested candidates to consider. Many current and former board members described missed council meetings, time away from their families and constituents, reduced availability for local committees, and other challenges as common during their time on the RMA Board of Directors. By requiring notice of intent, voting members can be sure that candidates have expended adequate thought, time, and effort reaching out to former and current board members to understand the requirements of the role, and that a decision to run for election was not made spontaneously. In addition, a nomination deadline would allow more time for candidates to campaign and work with members to understand their priorities in undertaking a board position. Further, a nomination deadline would give RMA time to share information with candidates and address any questions and inform candidates on the roles and responsibilities of

the board. Requiring advance notice would preclude nominations from the floor unless no nominations were submitted prior to the deadline.

The implementation of a nomination deadline will require that the RMA formalize its current practice around current board directors running for higher office. In the event that a current board member wants to put their name forward for the position of president or vice president, the current process does not require them to give up their seat to pursue the election. Via establishing an election policy (next recommendation) the BGRC recommends that this practice remain in place and be formalized. The two scenarios to be confirmed by policy:

- If the current board member is at the end of their term and would like to put their name forward for the position of president or vice president, they may still be eligible to run for their district position as well if they desire. To facilitate this, the current board member would be required to submit two nomination packages: one for the position of president or vice president and a second for their district director position. If the board member is successful in the president or vice president election, their nomination for district director will be rescinded and if they are not successful, then their nomination for their district position will still be in effect.
- If the current board member is mid-term (i.e. 1 year into a 2 year term) and would like to put their name forward for the position of president or vice president they may do so without resigning from their board director position. If they get elected to president or vice president, the district that they were the board director for will take nominations from the floor as it's now required to have an election. In this scenario, when a board member states their intention to run for higher office before the nomination deadline, all members in that district are signaled early on the possibility of a board election and potential candidates can put their name forward.

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

Rationale: If the recommendations that fall under the board election process categories are successful, the RMA board of director election process will be changed. The BGRC is encouraging RMA to develop an election policy that clarifies all procedures and rules that current or prospective board members must follow in order to put their name forward for a board position – this includes formalizing the RMA's current practice of not requiring a sitting board director to resign to run for president or vice president (described in recommendation 2a). Currently, there is no policy document that lays out all of the procedures and rules of the election process and the BGRC believes that clarifying the electoral process would add credibility to the election process through the establishment of clear rules and responsibilities.

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

Rationale: The use of a returning officer would add credibility to the election process through the establishment of clear responsibilities. The returning officer would, at minimum, receive nominations/resignations and confirm the eligibility and validity of those seeking a board position. The

role of the returning officer would also include confirming election results and declaring election winners.

Ensuring the returning officer is an arms-length, non-elected individual with no real or perceived bias is a standard practice for municipal associations and for municipalities under *A Guide for: Municipal Returning Officers in Alberta* and it is intended that the RMA board follows this practice when appointing the returning officer.

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

Rationale: The BGRC received considerable member input recommending that individual resolutions no longer be accepted for the RMA resolution session. Under RMA’s current “Resolution Process Policy,” members may forego the district resolution process by submitting a resolution directly to RMA for inclusion in the RMA resolution session.

When discussing the issue of individual resolutions, the BGRC recognized that in many cases, members that submit individual resolutions do so because an issue is identified by their council after the member’s district meeting has occurred. However, bypassing the district process increases the risk that resolutions will be presented at the RMA resolution session that are not necessarily provincial in scope, and could result in resolutions that are unclear being debated during the session. Further, the current allowance for individual resolutions can weaken the district resolution process if that individual members choose to intentionally bypass the district to ensure their resolution is considered by the entire membership.

In order to account for issues being identified by councils after the member’s district meeting has occurred, the BGRC is encouraging that the resolution sponsor connect with a member in another district who has an upcoming meeting to allow for the resolutions to flow through that district process.

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

Rationale: The BGRC received considerable member input recommending that districts adopt the practice of voting by secret ballot on all resolutions. RMA as an association has utilized voting by secret ballot at the resolution sessions through the use of click-a-pads and online voting which has streamlined the resolution process. Typically, in-person district meetings utilize a show of hands for voting on all motions, including resolutions. Prior to the pandemic, some districts utilized the RMA’s click-a-pads for voting on resolutions at districts meeting, with the support for RMA staff. Due to the COVID-19 pandemic, districts have utilized text voting for resolutions, which has enabled members to actively participate in resolution session and have real-time votes with accurate results displayed. These electronic means have simplified the voting process and enabled member votes to be confidential which has been well received by members,

The BGRC recognizes that due to the remote and rural locations of some district meetings, the use of technology may pose a challenge, however click-a-pads and paper ballots are a good alternative to achieve a confidential vote.

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

Rationale: Recently, members shared concern with the BGRC over the number of resolutions that were being endorsed at RMA conventions. RMA has approximately 100 active resolutions at any time. The feedback in the member survey indicated concern over the number of active resolutions, identifying that this many “asks” of government may dilute the association’s advocacy focus. Under the current RMA Resolution Process, where legislative changes are requested, a three- fifths majority is required in order for the resolution to be endorsed by the membership. All other resolutions where there are no legislative changes require a simple majority for endorsement. In exploring changes to resolution voting requirements, the BGRC came to the consensus that requiring all resolutions to pass with three-fifths majority would be an extension of the current process, ensuring that all resolutions have a significant level of member support and will allow RMA to emphasize to government that over 60 percent of rural municipal members endorsed each issue.

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

Rationale: From the member survey, the BGRC heard concern that too many resolutions are brought forward to the RMA resolution session, leading to too many “asks” of the government, which has the effect of diluting the association’s advocacy focus. All districts, (except district 2) use a simple majority of 50 per cent plus one for resolutions to pass at the district level. District 2 requires that all resolutions receive three-fifths majority for endorsement at the district level. In exploring any changes to voting requirements, the BGRC agreed that requiring three-fifths majority for endorsement in each district would ensure that resolutions receive a significant level of support at the district level before being presented at RMA’s resolution session. Setting a consistent endorsement threshold across districts will also ensure that members are confident that all resolutions reaching the convention floor have received the same level of support 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.**

Category: Member Input

Rationale: The BGRC received considerable member input acknowledging that technology can play a role in governance even after the COVID-19 restrictions have been lifted. The COVID-19 pandemic has altered the way RMA meets with its members and it has given RMA the opportunity during the past year to leverage technology for outreach, engagement, and information sharing with members. The BGRC sees benefits in the RMA continuing to use technology to supplement member engagement as it allows for timely updates, regular touch points with members, and can be used to quickly organize meetings without having to consider logistics and travel requirements. However, the BGRC has identified that technology does not provide the same value as in-person meetings in areas such as informal networking and relationship building. The BGRC is encouraging RMA to establish a virtual use policy to guide the association on when technology is appropriate to use for engagement and when it is not and to incorporate technology training for new councilors at the RMA orientation during the fall convention. It will be important for RMA to strike a balance between in person and virtual engagement once the COVID-19 restrictions have been lifted.

In order for two-way engagement to occur between RMA and members, it will be important for members to maintain the capability to video conference. One of the challenges brought up through the board member interviews was the current pace by which the Government of Alberta conducts engagement or introduces bills. Technology will allow RMA to gather member input quickly without having to consider logistics, travel requirements, and allow for several councilors to participate and express their concerns which helps RMA create its advocacy positions.

As RMA uses various forms of communication to keep members informed, including direct emails and a weekly e-newsletter which includes important news, resources, and events. The BGRC is encouraging RMA to share information with Chief Elected Officials and Chief Administrative Officers to leverage their connections with councils to share important communications directly with council members. This will ensure that every council member will be able to participate or provide feedback to government or to inform RMA advocacy positions.

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*

Rationale: Through the member input survey, RMA members have indicated a desire to become more involved in the RMA's advocacy efforts. One challenge that the RMA Board of Directors identified through their interviews was the current pace by which the Government of Alberta conducts engagement or introduces bills. Frequently, the RMA is forced to respond to policies that the Government of Alberta is considering implementing in short order, which makes establishing member committees difficult.

The BGRC has been discussing alternate ways to increase member input on emerging issues to help shape RMA's advocacy efforts. The BGRC is encouraging RMA to continue to engage members in new and innovative ways and leverage technology for outreach, such as the continuation of virtual member townhalls, using technology to connect municipalities who are experiencing the same issues on certain policies to help inform RMA advocacy efforts. Recognizing the benefit of leveraging existing district structure, the RMA sees value in engaging with districts, working collaboratively with the RMA district director and district chair/ vice chair to use technology to engage with districts separate from district meetings as RMA-led events to share information and learn about emerging issues at the regional level.

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

Rationale: The BGRC has received member input acknowledging the benefit of having a consistent process across the province on the district practice of utilizing district chairs and vice chairs. Further, member feedback indicated that current RMA board members should not simultaneously serve as a district chair or vice chair. Under the current structure, each district has their own governance process and there are no restrictions on board members simultaneously serving as a district chair or vice chair.

The RMA recognizes the value of the district chair and vice chair in being an additional asset to help inform RMA advocacy efforts. Due to the current speed that the Government of Alberta is operating, both in conducting engagement, policy development, and the introduction of bills, the RMA board has been exploring ways to leverage the districts better as a method to gather member input quickly. To support member input in this fast-paced environment, the RMA is interested in utilizing the district chair and vice chair as an issue sub-committee for emerging issues. As district chairs and vice chairs are elected from within their district, they can serve as a key contact for RMA and district directors as another conduit for member perspectives on emerging issues. Having separate individuals in each role will ensure that each district has sufficient representation directly on the RMA Board of Directors, will ensure that district functions operate effectively, and will strengthen the connections between the district and the RMA.

Recommendation 10: That RMA formalize the role of the 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 the provide RMA with input on emerging issues.

Category: Member Input

Rationale: The BGRC has received considerable member input identifying a lack of clarity related to the relationship between RMA and the districts. The reason for this lack of clarity is mainly because RMA and districts currently have no formal connection, so each district operates differently. Under the current structure, there is a separation between RMA and the districts, with the role of the districts focused on vetting resolutions and providing programming and information to district members through district meetings. Each district is an independent entity which is not directly linked to the RMA and RMA has no control over district finances, operations, governance, and meeting content. Currently, districts have the option to invite the RMA Board of Directors and Executive to district meetings to provide an update on issues that the RMA is currently working on, or to provide other information as requested by district leadership.

While the member survey results indicated that the relationship between RMA and districts should be clarified, the results of the board member interview process suggested a different perspective, the majority of RMA board members thought it was important that RMA and the districts maintain the current structure, mainly to ensure that RMA remains neutral in the resolution process at the district level.

The BGRC recognizes the importance of RMA remaining neutral in the resolution process but believes that RMA can better support districts, and that district chairs should have a larger role in shaping RMA advocacy efforts. The BGRC is encouraging RMA to create affiliate agreements between the districts and RMA as this agreement will maintain and respect each organization's autonomy while outlining the roles and responsibilities of each organization and what RMA supports are available to districts.

One of the current challenges identified in the board interview process was the current pace by which the Government of Alberta conducts engagements or introduces bills. The BGRC believes that RMA can leverage the district chairs and vice chairs more to ensure a quick and key contact to gather input on how emerging issues will affect the districts. This will help strengthen RMA's advocacy positions without the logistical challenges of setting up formal committees.

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

Rationale: The BGRC received considerable board and member input recommending the creation of a term limit on the RMA President position. In addition to representing the association and its members on various committees, task forces, etc., the President is responsible for serving as the official spokesperson and media representative for the RMA. The creation of a six-year (three two-year) term limit on the RMA President would bring many benefits to RMA and its membership including:

- Allowing for new and fresh perspectives to strengthen RMA's advocacy efforts.
- Encourage more participation in RMA's governance process as potential candidates are more likely to become involved if they know an incumbent will not be running.
- Increases the likelihood that more member municipalities will be represented on the RMA Board of Directors.

The BGRC recognizes the responsibilities of the RMA President and the importance of RMA investing resources to provide the President with adequate training and education opportunities, particularly related to the President's role in supporting RMA's insurance and business service offerings. Such support brings long term benefits for the association. Based on board member interview feedback, there was consensus that it takes at least one two-year term to become comfortable and familiar with the role. Therefore, the creation of a six-year (three two-year) term limit will still allow for the President to undertake meaningful advocacy and representation on behalf of the membership.

As the current RMA President is currently serving their first two- year term, if this recommendation is successful it will come into effect after the next President election in 2022.

The BGRC undertook a jurisdictional scan of similar municipal associations and non-profit organizations boards and learned that many organizations practice term limits to ensure that there is renewal within their leadership and strategic direction.

Term limits will not apply to any other RMA board positions.

Conclusion

The BGRC would like to thank all RMA members, RMA Board of Directors, and some former board members for sharing your feedback on RMA's governance structure through the member survey and the board interviews. The BGRC took every comment into consideration and all your comments helped shape the recommendations in the report. As you can see from the report, there were no recommendations for changes in the focus areas of membership, board roles and responsibilities, and board compensation. This demonstrates the great work that RMA is currently doing in serving its membership and representing rural Alberta. The majority of the feedback from the member survey and board interviews fell into the focus areas for board structure, board election process, and member input which is reflected in the report.

Through this process, the BGRC members learned a great deal about the association confirming its complexity, quality of staff, and how RMA works to support its Mission of the Association in serving its membership and rural Alberta. The BGRC thanks RMA for allowing them to be a part of the board governance review process and looks forward to presenting these recommendations at the RMA 2021 Spring Convention.

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 - Board Governance Review Member Survey

The following survey was distributed to all RMA members in December 2020 for input.

Governance is the process through which decisions are made. Every four years, the RMA undertakes a board governance review to examine and update the association's governance process to ensure that it aligns with its strategic plan and meets the needs of the RMA membership. To do so, the RMA has formed a Board Governance Review Committee (BGRC) comprised of one representative from each RMA district and a non-voting chairperson.

The following questions have been designed to gather feedback from RMA member municipalities on some of the topics that the BGRC will be considering. The BGRC asks that if possible, these questions be completed by municipal councils as a whole. Should individual councillors wish to complete the survey, please ensure that this is indicated in your response. Individual survey responses will be confidential, and only viewed by the BGRC and RMA staff.

Please complete the survey by **January 21, 2021**.

The committee has organized the review and the questions into six primary categories:

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

Please include answers to the two introductory questions below.

1. Please indicate your municipality below.
2. Is this response a council position or an individual position?

The following are the issues that the BGRC will be examining, and member input is appreciated. Please provide input to any of the remaining questions as you see fit and skip questions to which your council has no input or opinion.

1. Membership

The RMA has two types of members:

- Full Members - consists of councils of rural municipalities in the province of Alberta. This includes municipal districts, counties, specialized municipalities, and the Special Areas. The RMA has 69 full member municipalities, who have voting authority in ability to have representation on the RMA board.
- Associate Members – consists of non-profit organizations that participate to access the association's business services. The RMA has over 900 associate members that include villages, towns, cities, school districts, seniors housing foundations, REA's, gas co-ops, irrigation districts, community and recreation organizations, and numerous other non-profit organizations.

Associate members do not have voting authority nor ability to have representation on the RMA board.

The RMA full membership is divided into five districts that represent rural municipalities from all corners of Alberta. The [RMA Members Map](#) provides a further breakdown of each district and the municipalities that are located within them.

- 1.1 Is there a need to consider changes to RMA membership eligibility to accommodate for changes to types of municipalities/local government structures, past and upcoming, that should be addressed in the RMA's definition of full members (see membership definitions in the [RMA bylaws](#)).
- 1.2 If there is a need to consider changes to the RMA's membership base, what changes should be considered?
- 1.3 Does the current district structure and boundaries properly represent RMA's full members? If not, how could they be changed?

2. Board Structure

The RMA operates with a board of seven. A number of provincial municipal associations with large memberships across Canada operate with large boards (i.e. fifteen and larger) with two levels of governance – an overall board and a smaller executive committee (President plus at least two VPs). As RMA is a smaller board and smaller membership, it does not operate with an executive committee.

From a cross-jurisdictional perspective, boards of provincial municipal associations across Canada have board positions based upon geography, municipality type, or a combination of both. RMA's board structure is geographically based with members of each of the five RMA districts electing a representative onto the RMA Board. The President and Vice President are elected by the entire membership.

In addition the majority of provincial municipal associations across Canada include representation from their municipal administrators on their board for an administrative perspective, most being ex-officio (appointed) by their municipal administrator association. The RMA has no administrative representation on their board.

Questions

- 2.1 Does the current board composition and size (one president, one vice president, five district directors) adequately represent the Full (voting) membership?
- 2.2 Is the geographic area and number of municipalities represented by board directors appropriate?
- 2.3 Is geographically based board representation the ideal structure? If not, what alternate structures should be considered?
- 2.4 Should there be a position on the board for a municipal administrator representative?

3. Board Roles and Responsibilities

The RMA is governed by a Board of Directors elected by elected officials from RMA full member municipalities. The RMA Board is the governance board for three companies: RMA, RMA Insurance and RMA Fuel. In addition, they are also the advisory board for the Genesis Reciprocal Insurance Exchange.

The RMA [Board Member Responsibility policy](#) was approved by the membership at an earlier Board Governance Review. The overall role of the RMA Board of Directors is guided by the [RMA Strategic](#)

Direction as approved by the membership, which is to represent and advocate the broad collective municipal and rural interests of the membership and, to oversee the delivery of services that assist members in their business operations and decision-making processes.

Questions

3.1 In your view, should the role of the RMA board be changed/modified?

3.2 Are board members currently accountable to:

- The membership overall?
- Their districts?

3.3 If not, how could accountability be improved?

4. BOARD ELECTION PROCESSES

The RMA facilitates its election process entirely during its annual fall convention, including calling for nominations, the provision of time and space for campaigning, candidate speeches, the formal election, and requiring an AGM motion to accept the election results. From a cross-jurisdictional perspective, most other provincial municipal associations across Canada utilize a returning officer who accepts nominations as per deadlines in advance of their convention/AGM utilizing their convention/AGM for the campaigning and voting portion of the election process only.

For the RMA, the elected officials of the member municipalities of each district elect a representative to the RMA Board of Directors. The elected officials of the member municipalities of all member municipalities (approximately 460 elected officials) elect the President and Vice President. The term for each Director, Vice President, and President is two years, with appointments staggered. There is no limit on how many terms a board Director, Vice President, or President) can serve for. Lastly the RMA's election process does not include an advance nomination deadline for nominations and the RMA does not use a returning officer for election procedures.

Questions

4.1 Should there be a term limit on how long a board member (Director, Vice President, President) can be on the RMA Board for?

4.2 If yes, what should be the term limit and for what board position?

4.3 Are current election processes appropriate?

4.4 Should there be a nomination deadline in advance of the fall convention/AGM requiring use of a returning officer?

4.5 Please suggest any improvement to the RMA's board election process.

5. MEMBER INPUT

The RMA values member input and utilizes various mechanisms to support engagement. This includes the use of resolutions, member surveys, attendance at district meetings, the utilization of conventions for information-sharing, and the use of technology such as webinars, video conferencing, and e-newsletters.

The only current committee RMA has is the Board Governance Review Committee which is formed once every four years. RMA currently does not have an active ad-hoc committee, but has had them in the past (i.e., AAMDC Climate Change Advisory Committee, AAMDC Aboriginal Consultation Committee and the AAMDC Committee on Charitable Gaming).

With respect to resolution process, the RMA has a detailed resolution policy as directed by membership. The purpose of the resolution policy is to formalize the parameters involved for the resolution process used by the RMA. Key aspects of the resolution policy include: establishing a Resolutions Committee and outlining their roles, using the districts to vet resolutions to the Resolutions Committee, the types of resolution and the required voting majorities needed for resolutions to pass.

Questions

- 5.1 Please provide any input on the effectiveness of the resolutions process used to seek “overall” membership direction.
- 5.2 Please share your views on the potential role of committees comprised of RMA members. Consider aspects such as composition, scope, time commitments, purpose, and cost.
- 5.3 What role do you believe municipal staff should play in providing the RMA with specialized advice?
- 5.4 Please share your view on the relationship between RMA and the Districts? Does this relationship need to be more clearly defined?
- 5.5 Do you believe that district meetings could be more focused on providing the RMA with member input on issues?

6. BOARD COMPENSATION

RMA board compensation is reviewed by the BGRC once every four years. Cross-jurisdictional municipal association comparisons are considered as well Alberta association comparisons. The current RMA board compensation was last modified as recommended by the last BGRC and approved by the RMA membership at the 2017 spring convention. Attached is the current [RMA compensation policy](#) plus the most recent [\(2019/20\) RMA board annual compensation summary](#).

Questions

- 6.1 Please provide any comments or suggestions related to RMA board compensation.

7. OTHER

- 7.1 Please provide any other input or comments you believe will be helpful to the RMA Board Governance Review Committee

SURVEY END - THANK YOU